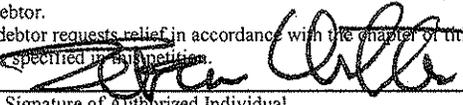


B1 (Official Form 1) (1/08)

United States Bankruptcy Court Southern District of Texas		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): Harborwalk Marina Operating Co., Ltd.		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-3565360		Last four digits of Social Security or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 1445 Harborwalk Blvd. Hitchcock, TX 77563		Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 77563-0000		ZIP CODE
County of Residence or of the Principal Place of Business: Galveston		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):
ZIP CODE		ZIP CODE
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input checked="" type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) Limited Partnership	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000 Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input checked="" type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

<p>Voluntary Petition <i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Harborwalk Marina Operating Co., Ltd.</p>
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ Signature of Foreign Representative</p> <p>_____ Printed Name of Foreign Representative</p> <p>_____ Date</p>
<p>Signature of Attorney*</p> <p>X /s/ Marcy E. Kurtz</p> <p>_____ Signature of Attorney for Debtor(s) Marcy E. Kurtz 11768600 Printed Name of Attorney for Debtor(s)</p> <p>_____ Bracewell & Giuliani LLP Firm Name</p> <p>711 Louisiana Suite 2300 Houston, TX 77002-2770 Address</p> <p>_____ 713-223-2300 Fax:713-221-1212 Telephone Number</p> <p>_____ Date January 22, 2010</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  _____ Signature of Authorized Individual Evan Watkins Printed Name of Authorized Individual</p> <p>Sole Manager of Harborwalk Marina GP, LLC, a Texas limited liability company that is the General Partner of Harborwalk Marina Operating Co., Ltd. Title of Authorized Individual</p> <p>_____ Date January 22, 2010</p>	

Addendum to Chapter 11 Petition for Harborwalk, LP

PENDING BANKRUPTCY CASE FILED BY ANY SPOUSE,
PARTNER OR AFFILIATE OF THIS DEBTOR

On the date hereof, each of the affiliated entities listed below (including the Debtor in this Chapter 11 case) filed a voluntary petition for relief under Chapter 11 of Title 11 of the United States Code in the United States Bankruptcy Court for the Southern District of Texas (the "Court"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

Harborwalk, LP

Harborwalk Marina Operating Co., Ltd.

Harborwalk Sales Corporation

HARBORWALK MARINA OPERATING COMPANY, LTD.

**Written Consent of Sole Limited Partner of
Harborwalk Marina Operating Company, Ltd., a Texas Limited Partnership**

The undersigned, being the sole limited partner of Harborwalk Marina Operating Company, Ltd., a Texas limited partnership ("Marina Operating"), in accordance with the Articles of Limited Partnership of Marina Operating and the Texas Limited Partnership Law, upon execution hereof, does hereby consent to and adopt such of the resolutions attached hereto as Annex A for which the consent or adoption of the sole limited partner of Marina Operating is required either by the Articles of Limited Partnership of Marina Operating or the Texas Limited Partnership Law for the approval or efficacy of such resolutions or the matters described therein.

22 IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the day of January, 2010.

LIMITED PARTNER

Harborwalk, L.P.

By: Harborwalk GP, LLC
Its General Partner

By: 
Lynn B. Watkins
Manager and President

ANNEX A

Resolutions of With Respect To Harborwalk Marina Operating Company, Ltd.

WHEREAS, Harborwalk Marina GP, LLC, a Texas limited liability company ("Marina GP"), is the general partner of Harborwalk Marina Operating Company, Ltd., a Texas limited partnership ("Marina Operating").

Marina Operating Chapter 11 Voluntary Petition, Plan and Related Documents

NOW THEREFORE, BE IT

RESOLVED, that Marina GP be, and it hereby is, in its capacity as general partner of Marina Operating, and Marina Operating be, and it hereby is, authorized to file with the United States Bankruptcy Court for the Southern District of Texas, Galveston Division (the "Bankruptcy Court") a voluntary petition for reorganization of Marina Operating pursuant to Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code"), and to perform any and all such acts as the Manager of Marina GP (the "Authorized Manager") or the President or the Vice President of Marina GP (individually, an "Authorized Officer" and collectively the "Authorized Officers") deems to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate to effect the foregoing; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, for and on behalf of Marina Operating, a voluntary petition of Marina Operating pursuant to Chapter 11 of the Bankruptcy Code, and any and all other documents, instruments or filings as they deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate in connection therewith, each in such form or forms as the Authorized Manager or Authorized Officers so acting may approve, such approval to be conclusively evidenced by their execution or filing thereof; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered, for and on behalf of Marina Operating in connection with any case commenced by it voluntarily under Chapter 11 of the Bankruptcy Code, to execute and file or cause to be filed with the Bankruptcy Court, a Plan of Reorganization, together with any amendments, supplements or modifications thereto or restatements or replacements thereof (the "Marina Operating Plan") providing for the restructuring and reorganization of Marina Operating upon such terms as the Authorized Manager or Authorized Officers executing or filing the same shall deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate, such approval to be conclusively evidenced by their execution or filing thereof; and further

RESOLVED, that the Marina Operating Plan may be a joint plan with such affiliates or related entities of Marina Operating as the Authorized Manager or Authorized Officers may deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered, for and on behalf of Marina Operating to execute and file or cause to be filed with the Bankruptcy Court, a Disclosure Statement and Solicitation of Ballots for the Marina Operating Plan, together with any amendments, supplements or modifications thereto, or any restatements or replacements thereof, containing such information and disclosure as such Authorized Manager or Authorized Officers shall approve, such approval to be conclusively evidenced by their execution or filing thereof; and further

Marina Operating Engagement of Bracewell & Giuliani LLP and Other Advisors

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered to retain, for and on behalf of Marina Operating, the law firm of Bracewell & Giuliani LLP to act as counsel in the representation of Marina Operating as debtor and debtor in possession in any case commenced by it under the Bankruptcy Code and in all matters arising in connection therewith, and such other attorneys, financial advisors, accountants, other advisors and agents as the Authorized Manager or Authorized Officers so acting shall deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate; and further

Marina Operating DIP Financing

RESOLVED, that Marina Operating be, and it hereby is, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, authorized to borrow funds in such amounts, from such lenders and on such terms as may be approved by any one or more of the Authorized Manager and Authorized Officers from time to time as such Authorized Manager or Authorized Officers may determine to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate for the continuation of the affairs of Marina Operating, and, in connection therewith, that Marina Operating be, and it hereby is authorized to grant security interests in and liens upon any or all or substantially all of Marina Operating's assets as may be deemed reasonable, advisable, expedient, convenient, proper, or necessary or appropriate by such Authorized Manager or Authorized Officers in connection with such borrowings; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of Marina Operating, as debtor and debtor in possession, and Marina Operating be, and it hereby is, authorized to perform its obligations under, such promissory notes, loan agreements, security agreements, and any and all other such agreements, instruments, and documents as such Authorized Manager or Authorized Officers determine may be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution (the "Financing Documents"), and that the Financing Documents shall contain such provisions, terms, conditions, covenants, warranties, and representations as may be approved by such Authorized Manager or Authorized Officers, such approval to be conclusively evidenced by their execution and delivery or filing thereof; and further

RESOLVED, that in connection with any debtor in possession financing provided to Marina Operating described above, or in connection with any debtor in possession financing provided to Harborwalk, L.P., the sole limited partner of Marina Operating, Marina GP, as

general partner of Marina Operating, consents and agrees that: (i) Harborwalk, L.P. may pledge its limited partner interest in Marina Operating; (ii) the party granted such lien may exercise all available remedies with respect to such limited partner interest, including foreclosure or transfer thereof; (iii) any such transferee shall be admitted as a substitute limited partner in Marina Operating; and (iv) Harborwalk, L.P. may effect any such pledge or transfer without compliance with the purchase provisions included in Article V of the Articles of Limited Partnership of Marina Operating, and Marina GP waives any right to purchase such limited partner interest arising thereunder; and further

Miscellaneous

RESOLVED, that all lawful actions heretofore taken by any manager or officer of Marina GP, in Marina GP's capacity as the general partner of Marina Operating, relating to or in connection with the matters, actions and transactions contemplated by these resolutions, including, without limitation, the execution and delivery of any instruments or other documents as any such manager or officer shall have deemed necessary, proper or advisable, are hereby adopted, ratified, confirmed and approved in all respects; and further

RESOLVED, that the Authorized Manager and Authorized Officers and other proper managers and officers of Marina GP and its counsel be, and each of them hereby is, authorized, empowered and directed (any one of them acting alone), for and in the name and on behalf of Marina Operating or Marina GP, in Marina GP's capacity as the general partner of Marina Operating, under its seal or otherwise, to take any and all such further action, to pay all such fees and expenses and to do or cause to be done any and all such further things as may in their discretion appear to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate in order to carry into effect the purposes and intentions of this and each of the foregoing resolutions.

HARBORWALK MARINA OPERATING COMPANY, LTD.

**Written Consent of Sole Manager of
Harborwalk Marina GP, LLC, a Texas Limited Liability Company**

The undersigned, being the sole Manager of Harborwalk Marina GP, LLC, a Texas limited liability company ("Marina GP") that is the general partner of Harborwalk Marina Operating Company, Ltd., a Texas limited partnership ("Marina Operating"), in accordance with the Regulations of Marina GP and the Texas Limited Liability Company Law, and the Articles of Limited Partnership of Marina Operating and the Texas Limited Partnership Law, upon execution hereof, does hereby consent to and adopt the resolutions attached hereto as Annex A.

22 IN WITNESS WHEREOF, the undersigned has duly executed this consent as of the day of January, 2010.



Evan Watkins
Sole Manager

ANNEX A

Resolutions of With Respect To Harborwalk Marina Operating Company, Ltd.

WHEREAS, Harborwalk Marina GP, LLC, a Texas limited liability company ("Marina GP"), is the general partner of Harborwalk Marina Operating Company, Ltd., a Texas limited partnership ("Marina Operating").

Marina Operating Chapter 11 Voluntary Petition, Plan and Related Documents

NOW THEREFORE, BE IT

RESOLVED, that Marina GP be, and it hereby is, in its capacity as general partner of Marina Operating, and Marina Operating be, and it hereby is, authorized to file with the United States Bankruptcy Court for the Southern District of Texas, Galveston Division (the "Bankruptcy Court") a voluntary petition for reorganization of Marina Operating pursuant to Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code"), and to perform any and all such acts as the Manager of Marina GP (the "Authorized Manager") or the President or the Vice President of Marina GP (individually, an "Authorized Officer" and collectively the "Authorized Officers") deems to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate to effect the foregoing; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, for and on behalf of Marina Operating, a voluntary petition of Marina Operating pursuant to Chapter 11 of the Bankruptcy Code, and any and all other documents, instruments or filings as they deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate in connection therewith, each in such form or forms as the Authorized Manager or Authorized Officers so acting may approve, such approval to be conclusively evidenced by their execution or filing thereof; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered, for and on behalf of Marina Operating in connection with any case commenced by it voluntarily under Chapter 11 of the Bankruptcy Code, to execute and file or cause to be filed with the Bankruptcy Court, a Plan of Reorganization, together with any amendments, supplements or modifications thereto or restatements or replacements thereof (the "Marina Operating Plan") providing for the restructuring and reorganization of Marina Operating upon such terms as the Authorized Manager or Authorized Officers executing or filing the same shall deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate, such approval to be conclusively evidenced by their execution or filing thereof; and further

RESOLVED, that the Marina Operating Plan may be a joint plan with such affiliates or related entities of Marina Operating as the Authorized Manager or Authorized Officers may deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered, for and on behalf of Marina Operating to execute and file or cause to be filed with the Bankruptcy Court, a Disclosure Statement and Solicitation of Ballots for the Marina Operating Plan, together with any amendments, supplements or modifications thereto, or any restatements or replacements thereof, containing such information and disclosure as such Authorized Manager or Authorized Officers shall approve, such approval to be conclusively evidenced by their execution or filing thereof; and further

Marina Operating Engagement of Bracewell & Giuliani LLP and Other Advisors

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered to retain, for and on behalf of Marina Operating, the law firm of Bracewell & Giuliani LLP to act as counsel in the representation of Marina Operating as debtor and debtor in possession in any case commenced by it under the Bankruptcy Code and in all matters arising in connection therewith, and such other attorneys, financial advisors, accountants, other advisors and agents as the Authorized Manager or Authorized Officers so acting shall deem to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate; and further

Marina Operating DIP Financing

RESOLVED, that Marina Operating be, and it hereby is, as debtor and debtor in possession under Chapter 11 of the Bankruptcy Code, authorized to borrow funds in such amounts, from such lenders and on such terms as may be approved by any one or more of the Authorized Manager and Authorized Officers from time to time as such Authorized Manager or Authorized Officers may determine to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate for the continuation of the affairs of Marina Operating, and, in connection therewith, that Marina Operating be, and it hereby is authorized to grant security interests in and liens upon any or all or substantially all of Marina Operating's assets as may be deemed reasonable, advisable, expedient, convenient, proper, or necessary or appropriate by such Authorized Manager or Authorized Officers in connection with such borrowings; and further

RESOLVED, that the Authorized Manager and Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver for and on behalf of Marina Operating, as debtor and debtor in possession, and Marina Operating be, and it hereby is, authorized to perform its obligations under, such promissory notes, loan agreements, security agreements, and any and all other such agreements, instruments, and documents as such Authorized Manager or Authorized Officers determine may be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate to facilitate the transactions contemplated by the foregoing resolution (the "Financing Documents"), and that the Financing Documents shall contain such provisions, terms, conditions, covenants, warranties, and representations as may be approved by such Authorized Manager or Authorized Officers, such approval to be conclusively evidenced by their execution and delivery or filing thereof; and further

Miscellaneous

RESOLVED, that all lawful actions heretofore taken by any manager or officer of Marina GP, in Marina GP's capacity as the general partner of Marina Operating, relating to or in connection with the matters, actions and transactions contemplated by these resolutions, including, without limitation, the execution and delivery of any instruments or other documents as any such manager or officer shall have deemed necessary, proper or advisable, are hereby adopted, ratified, confirmed and approved in all respects; and further

RESOLVED, that the Authorized Manager and Authorized Officers and other proper managers and officers of Marina GP and its counsel be, and each of them hereby is, authorized, empowered and directed (any one of them acting alone), for and in the name and on behalf of Marina Operating or Marina GP, in Marina GP's capacity as the general partner of Marina Operating, under its seal or otherwise, to take any and all such further action, to pay all such fees and expenses and to do or cause to be done any and all such further things as may in their discretion appear to be reasonable, advisable, expedient, convenient, proper, or necessary or appropriate in order to carry into effect the purposes and intentions of this and each of the foregoing resolutions.