

**United States Bankruptcy Court
Eastern District of Virginia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Acadia Investments L.C.	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 Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 52-1930751	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): Acadia Investments L.C. 1725 Eye Street, NW Suite 300 Washington, DC	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 20006	ZIP Code
County of Residence or of the Principal Place of Business: D.C.	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):

<p align="center">Type of Debtor (Form of Organization) (Check one box)</p> <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<p align="center">Nature of Business (Check one box)</p> <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	<p align="center">Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <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
<p align="center">Tax-Exempt Entity (Check box, if applicable)</p> <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		<p align="center">Nature of Debts (Check one box)</p> <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.

<p align="center">Filing Fee (Check one box)</p> <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.	<p align="center">Chapter 11 Debtors</p> Check one box: <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 \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000

Estimated Assets

<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

Estimated Liabilities

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion

THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Acadia Investments L.C.</p>
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Acadia Investments L.C.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

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.
[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).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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.

(Check only one box.)

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.

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.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ Janet M. Nesse
Signature of Attorney for Debtor(s)

Janet M. Nesse 25884
Printed Name of Attorney for Debtor(s)

Stinson Morrison Hecker LLP
Firm Name

1150 18th Street, N.W.
Suite 800
Washington, DC 20036-3816

Address

202-785-9100 Fax: 202-785-9163
Telephone Number

April 7, 2011
Date

*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.

Signature of Non-Attorney Bankruptcy Petition Preparer

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.

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

Signature of Debtor (Corporation/Partnership)

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.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Loren W. Hershey
Signature of Authorized Individual

Loren W. Hershey
Printed Name of Authorized Individual

Managing Member
Title of Authorized Individual

April 7, 2011
Date

United States Bankruptcy Court
Eastern District of Virginia

In re Acadia Investments L.C.

Debtor(s)

Case No. _____

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Amelia B. Hershey 2451 Fairhunt Court Oakton, VA 22124	Amelia B. Hershey 2451 Fairhunt Court Oakton, VA 22124	Loans		1,545,000.00
APAX Europe Pr. Inv. 345 Park Avenue New York, NY 10022	APAX Europe VII Pr. Inv., LLC 345 Park Avenue New York, NY 10022	Investment Contract	Contingent Unliquidated	400,000.00
Blue Point Capital Partners LP Attn: Lisa Root 127 Public Square, Suite 5100 Cleveland, OH 44114	Blue Point Capital Partners LP Attn: Lisa Root 127 Public Square, Ste. 5100 Cleveland, OH 44114	Investment Contract	Contingent Unliquidated	400,000.00
Credit Suisse PMA, L.P. 11 Madison Avenue 13th Floor New York, NY 10010	Credit Suisse PMA, L.P. 11 Madison Avenue 13th Floor New York, NY 10010	Investment Contract	Contingent Unliquidated	630,000.00
CSFB SP III L.P. Attn: Peter Song 11 Madison Avenue, 13th Floor New York, NY 10010	CSFB SP III L.P. Attn: Peter Song 11 Madison Avenue, 13th Floor New York, NY 10010	Investment Contract	Contingent Unliquidated	320,000.00
CSP VI Partners, L.P. 11 Madison Avenue 13th Floor New York, NY 10010	CSP VI Partners, L.P. 11 Madison Avenue 13th Floor New York, NY 10010	Investment Contract	Contingent Unliquidated	3,100,000.00
Envest III, LLC Attn: David Kauffman 2101 Parks Ave, Suite 401 Virginia Beach, VA 23451	Envest III, LLC Attn: David Kauffman 2101 Parks Ave, Suite 401 Virginia Beach, VA 23451	Investment Contract	Contingent Unliquidated	2,350,000.00
JP Morgan Chase Bank, N.A. Attn: David Lawson 800 Connecticut Ave NW, 9th Fl Washington, DC 20006	JP Morgan Chase Bank, N.A. Attn: David Lawson 800 Connecticut Ave NW, 9th Fl Washington, DC 20006	Overdraft Loan	Disputed	315,972.00
Loren W. Hershey 2451 Fairhunt court Oakton, VA 22124	Loren W. Hershey 2451 Fairhunt court Oakton, VA 22124	Loans		3,900,000.00

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
 (Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Loren W. Hershey CRT U/T/A 1725 I Street, NW Suite 300 Washington, DC 20006	Loren W. Hershey CRT U/T/A 1725 I Street, NW Suite 300 Washington, DC 20006	Loans		970,000.00
Loren W. Hershey Family Trust Attn: Loren W. Hershey 1725 I Street, NW, Suite 300 Washington, DC 20006	Loren W. Hershey Family Trust Attn: Loren W. Hershey 1725 I Street, NW, Suite 300 Washington, DC 20006	Loans		690,000.00
Loren W. Hershey GST Trust Attn: Loren W. Hershey 1725 I Street, NW, Suite 300 Washington, DC 20006	Loren W. Hershey GST Trust Attn: Loren W. Hershey 1725 I Street, NW, Suite 300 Washington, DC 20006	Loan		425,000.00
N-B Crossrds PE AAF SS XVIII 325 North St. Paul St. Suite 4900 Dallas, TX 75201-3881	N-B Crossrds PE AAF SS XVIII 325 North St. Paul St. Suite 4900 Dallas, TX 75201-3881	Investment Contract	Contingent Unliquidated	250,000.00
Primus Capital Fund, VI L.P. Attn: Steve Rothman 5900 Landerbrook Drive, Suite Mayfield Heights, OH 44124-4020	Primus Capital Fund, VI L.P. Attn: Steve Rothman 5900 Landerbrook Drive, Suite Mayfield Heights, OH 44124-4020	Investment Contract	Contingent Unliquidated	535,000.00
Silverpeak Legacy Ptrs. II LP 1271 Sixth Avenue 38th Floor New York, NY 10020	Silverpeak Legacy Ptrs. II LP 1271 Sixth Avenue 38th Floor New York, NY 10020	Investment Contract	Contingent Unliquidated	485,473.00
Special Opps. Fund IV, LLC 375 Park Avenue Suite 1604 New York, NY 10152	Special Opps. Fund IV, LLC 375 Park Avenue Suite 1604 New York, NY 10152	Investment Contract	Contingent Unliquidated	2,350,000.00
The Meredith Foundation Attn: Robert E. McLaughlin 1725 I Street, NW, Suite 300 Washington, DC 20006	The Meredith Foundation Attn: Robert E. McLaughlin 1725 I Street, NW, Suite 300 Washington, DC 20006	Loans		500,000.00
UBS PE Fund VII, LLC 1285 Avenue of the Americas 11th Floor New York, NY 10152	UBS PE Fund VII, LLC 1285 Avenue of the Americas 11th Floor New York, NY 10152	Investment Contract	Contingent Unliquidated	305,000.00
UBS Quadrangle Fund, LLC 1285 Avenue of the Americas 11th Floor New York, NY 10152	UBS Quadrangle Fund, LLC 1285 Avenue of the Americas 11th Floor New York, NY 10152	Investment Contract	Contingent Unliquidated	540,000.00
Venable LLP Attn: Andrew J. Currie 750 E. Pratt Street, Suite 900 Baltimore, MD 21202	Venable LLP Attn: Andrew J. Currie 750 E. Pratt Street, Suite 900 Baltimore, MD 21202	Legal Services	Disputed	415,625.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **April 7, 2011**

Signature **/s/ Loren W. Hershey**

**Loren W. Hershey
Managing Member**

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of Virginia**

In re Acadia Investments L.C.
Debtor

Case No. _____

Chapter 11

VERIFICATION OF CREDITOR MATRIX

Under penalty of perjury, I (we) do hereby verify that the attached list of names and addresses of creditors is true and correct to the best of my (our) knowledge and belief.

Date April 7, 2011

Signature /s/ Loren W. Hershey
Loren W. Hershey
Managing Member

Amelia B. Hershey
2451 Fairhunt Court
Oakton, VA 22124

APAX Europe Pr. Inv.
345 Park Avenue
New York, NY 10022

Barack Ferrazzano LLP
200 West Madison St.
Ste. 3900
Chicago, IL 60606

Birgit Hershey
2451 Fairhunt Court
Oakton, VA 22124

Blue Point Capital Partners LP
Attn: Lisa Root
127 Public Square, Suite 5100
Cleveland, OH 44114

Capital Fiduciary Advisors
Attn: John H. Wolff
604 S King St, Ste 101
Leesburg, VA 20175

Credit Suisse PMA, L.P.
11 Madison Avenue
13th Floor
New York, NY 10010

CSFB SP III L.P.
Attn: Peter Song
11 Madison Avenue, 13th Floor
New York, NY 10010

CSP VI Partners, L.P.
11 Madison Avenue
13th Floor
New York, NY 10010

Diamond Castle IV Pr. Inv. LLC
345 Park Ave
Mail Code NY1-N114
New York, NY 10154

DLJ PEP II, L.P.
11 Madison Avenue
13th Floor
New York, NY 10010

Envest II, LLC
Attn: David Kauffman
2101 Parks Avenue, Suite 401
Virginia Beach, VA 23451

Envest III, LLC
Attn: David Kauffman
2101 Parks Ave, Suite 401
Virginia Beach, VA 23451

Jo Hershey Selden GST
Trust/UA U/T/A 10-31-89
1725 I Street, N.W. Ste 300
Washington, DC 20006

JP Morgan Chase Bank, N.A.
Attn: David Lawson
800 Connecticut Ave NW, 9th Fl
Washington, DC 20006

Legacy Ptrs. & Co., LLC
51 Dearfield Drive
Greenwich, CT 06831

Loren W. Hershey
2451 Fairhunt court
Oakton, VA 22124

Loren W. Hershey CRT U/T/A
1725 I Street, NW
Suite 300
Washington, DC 20006

Loren W. Hershey Family Trust
Attn: Loren W. Hershey
1725 I Street, NW, Suite 300
Washington, DC 20006

Loren W. Hershey GST Trust
Attn: Loren W. Hershey
1725 I Street, NW, Suite 300
Washington, DC 20006

N-B Crossrds PE AAF SS XVIII
325 North St. Paul St.
Suite 4900
Dallas, TX 75201-3881

N-B Crossrds PE AAF XVII, LP
Allocation Fund-Series XVII,
325 N. St. Paul St., Ste 4900
Dallas, TX 75201-3881

Primus Capital Fund, VI L.P.
Attn: Steve Rothman
5900 Landerbrook Drive, Suite
Mayfield Heights, OH 44124-4020

Silverpeak Legacy Ptrs. II LP
1271 Sixth Avenue
38th Floor
New York, NY 10020

Special Opps. Fund III, LLC
LLC (Bain IX/Multi-Strategy)
375 Park Ave, Ste 1604
New York, NY 10152

Special Opps. Fund IV, LLC
375 Park Avenue
Suite 1604
New York, NY 10152

The Meredith Foundation
Attn: Robert E. McLaughlin
1725 I Street, NW, Suite 300
Washington, DC 20006

UBS PE Fund VII, LLC
1285 Avenue of the Americas
11th Floor
New York, NY 10152

UBS Quadrangle Fund, LLC
1285 Avenue of the Americas
11th Floor
New York, NY 10152

Venable LLP
Attn: Andrew J. Currie
750 E. Pratt Street, Suite 900
Baltimore, MD 21202

**United States Bankruptcy Court
Eastern District of Virginia**

In re Acadia Investments L.C.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Loren W. Hershey**, declare under penalty of perjury that I am the **Managing Member** of **Acadia Investments L.C.**, and that the following is a true and correct copy of the Resolution of the Members of Acadia Investments L.C. dated and executed on the 1st day of **April**, 2011.

"Whereas, it is in the best interest of this corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Loren W. Hershey, Managing Member** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Loren W. Hershey, Managing Member** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Loren W. Hershey, Managing Member** of this Corporation is authorized and directed to employ **Janet M. Nesse 25884** and **Marc E. Albert 26096**, attorneys and the law firm of **Stinson Morrison Hecker LLP** to represent the corporation in such bankruptcy case."

Date _____

Signed /s/ Loren W. Hershey

Loren W. Hershey, Managing Member

Resolution of the Members of Acadia Investments L.C.
of
Acadia Investments L.C.

Whereas, it is in the best interest of this corporation to file a voluntary petition in the the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **Loren W. Hershey, Managing Member** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter 11 voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that **Loren W. Hershey, Managing Member** of this Corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that **Loren W. Hershey, Managing Member** of this Corporation is authorized and directed to employ **Janet M. Nesse 25884 and Marc E. Albert 26096**, attorneys and the law firm of **Stinson Morrison Hecker LLP** to represent the corporation in such bankruptcy case.

Date _____

Signed /s/ Loren W. Hershey
Loren W. Hershey, Majority Voting Member Interests

Date _____

Signed _____