

B1 (Official Form 1)(12/11)

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

Voluntary Petition

| | |
|---|--|
| Name of Debtor (if individual, enter Last, First, Middle): Systems Integration and Management Corporation | 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): DBA Sim, Inc.; DBA Systems Integration & IT Mgt, Corporation; DBA Systems Integration and Management, Inc. | 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) 62-1291274 | 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): P.O. Box 1399 Vienna, VA <div style="text-align: right; margin-top: 5px;">ZIP Code 22183</div> | Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;">ZIP Code</div> |
| County of Residence or of the Principal Place of Business: Fairfax | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div> | Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;">ZIP Code</div> |

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 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.) | 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 | 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 |
| Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending: | 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). | 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. | Chapter 11 Debtors Check one box: <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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 type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input checked="" 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 checked="" 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 |

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): Systems Integration and Management Corporation</p> |
|--|--|

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: Mary D. Slaey | Case Number: 13-10541-RGM | Date Filed: 2/04/13 |
| District: Eastern District of Virginia | Relationship: Owner | Judge: Mayer |

| | |
|---|--|
| <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> |
|---|--|

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)).

| | |
|---|--|
| <p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p> | <p>Name of Debtor(s): Systems Integration and Management Corporation</p> |
| Signatures | |
| <p style="text-align: center;">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. [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 style="text-align: center;">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 style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Gregory H. Counts VSB#</u> Signature of Attorney for Debtor(s)</p> <p><u>Gregory H. Counts VSB# 46771</u> Printed Name of Attorney for Debtor(s)</p> <p><u>Tyler, Bartl, Ramsdell & Counts, PLC</u> Firm Name</p> <p><u>300 N. Washington St.</u> <u>Suite 202</u> <u>Alexandria, VA 22314</u> Address</p> <p><u>(703) 549-5000 Fax: (703) 549-5011</u> Telephone Number</p> <p><u>February 22, 2013</u> Date</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 style="text-align: center;">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><i>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.</i></p> |
| <p style="text-align: center;">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 <u>/s/ Mary D. Slaey</u> Signature of Authorized Individual</p> <p><u>Mary D. Slaey</u> Printed Name of Authorized Individual</p> <p><u>President/CEO</u> Title of Authorized Individual</p> <p><u>February 22, 2013</u> Date</p> | |

B4 (Official Form 4) (12/07)

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

In re Systems Integration and Management Corporation Case No. _____
Debtor(s) 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> |
| Arnold & Porter c/o Stuart Turner, Esq. 555 Twelfth Street, NW Washington, DC 20004 | Arnold & Porter c/o Stuart Turner, Esq. 555 Twelfth Street, NW Washington, DC 20004 | Legal/SIM | | 575,000.00 |
| Associates Fund, VII, LP c/o Friedlander Misler 1101 17th St, NW, #700 Washington, DC 20036 | Associates Fund, VII, LP c/o Friedlander Misler 1101 17th St, NW, #700 Washington, DC 20036 | Legal SIM | | 55,000.00 |
| Daniel Krisky 10521 Judicial Drive Fairfax, VA 22030 | Daniel Krisky 10521 Judicial Drive Fairfax, VA 22030 | Legal SIM | Disputed | 14,000.00 |
| Henry Firm 1500 Walnut Street Philadelphia, PA 19102 | Henry Firm 1500 Walnut Street Philadelphia, PA 19102 | Legal SIM | | 15,000.00 |
| M. Slaey 11195 Gunston Road Lorton, VA 22079 | M. Slaey 11195 Gunston Road Lorton, VA 22079 | Loans payroll | | 980,000.00 |
| M. Slaey 11195 Gunston Road Lorton, VA 22079 | M. Slaey 11195 Gunston Road Lorton, VA 22079 | Payroll - USCG | | 545,000.00 |
| P.H. Harrington Jr., 4160 Chain Bridge Road Fairfax, VA 22030 | P.H. Harrington Jr., 4160 Chain Bridge Road Fairfax, VA 22030 | Other | Disputed | 18,000.00 |
| P.H. Harrington, Jr. 4160 Chain Bridge Road Fairfax, VA 22030 | P.H. Harrington, Jr. 4160 Chain Bridge Road Fairfax, VA 22030 | Legal/SIM | Disputed | 115,000.00 |
| S. Slaey 11195 Gunston Road Lorton, VA 22079 | S. Slaey 11195 Gunston Road Lorton, VA 22079 | Payroll Loans | | 342,000.00 |
| U.S. Attorney's Office 615 Chestnut St, Ste. 1250 Philadelphia, PA 19106 | U.S. Attorney's Office 615 Chestnut St, Ste. 1250 Philadelphia, PA 19106 | | Disputed | 525,000.00 |
| Vaira & Riley Law Firm Mr. Jack Gruenstein 1600 Market Street Philadelphia, PA 19103 | Vaira & Riley Law Firm Mr. Jack Gruenstein 1600 Market Street Philadelphia, PA 19103 | Legal SIM | Disputed | 149,000.00 |

B4 (Official Form 4) (12/07) - Cont.

In re Systems Integration and Management Corporation
Debtor(s)

Case No. _____

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> |
| William B. Cummings 111 S. Fairfax Street, 2nd Flr Alexandria, VA 22314 | William B. Cummings 111 S. Fairfax Street, 2nd Flr Alexandria, VA 22314 | Legal SIM | | 89,000.00 |
| William Mountjoy 11195 Gunston Road Lorton, VA 22079 | William Mountjoy 11195 Gunston Road Lorton, VA 22079 | Tax bill loan | | 52,000.00 |
| William Mountjoy 11195 Gunston Rd. Lorton, VA 22079 | William Mountjoy 11195 Gunston Rd. Lorton, VA 22079 | Private Loan | | 328,000.00 |
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**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the President/CEO 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 February 22, 2013

Signature /s/ Mary D. Slaey
Mary D. Slaey
President/CEO

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.

Arnold & Porter
c/o Stuart Turner, Esq.
555 Twelfth Street, NW
Washington, DC 20004

Associates Fund, VII, LP
c/o Friedlander Misler
1101 17th St, NW, #700
Washington, DC 20036

Daniel Krisky
10521 Judicial Drive
Fairfax, VA 22030

Henry Firm
1500 Walnut Street
Philadelphia, PA 19102

M. Slaey
11195 Gunston Road
Lorton, VA 22079

P.H. Harrington Jr.,
4160 Chain Bridge Road
Fairfax, VA 22030

P.H. Harrington, Jr.
4160 Chain Bridge Road
Fairfax, VA 22030

S. Slaey
11195 Gunston Road
Lorton, VA 22079

U.S. Attorney's Office
615 Chestnut St, Ste. 1250
Philadelphia, PA 19106

Vaira & Riley Law Firm
Mr. Jack Gruenstein
1600 Market Street
Philadelphia, PA 19103

William B. Cummings
111 S. Fairfax Street, 2nd Flr
Alexandria, VA 22314

William Mountjoy
11195 Gunston Road
Lorton, VA 22079

William Mountjoy
11195 Gunston Rd.
Lorton, VA 22079

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

In re Systems Integration and Management Corporation Case No. _____
Debtor(s) Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Systems Integration and Management Corporation in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

February 22, 2013
Date

/s/ Gregory H. Counts VSB#
Gregory H. Counts VSB# 46771
Signature of Attorney or Litigant
Counsel for Systems Integration and Management Corporation
Tyler, Bartl, Ramsdell & Counts, PLC
300 N. Washington St.
Suite 202
Alexandria, VA 22314
(703) 549-5000 Fax:(703) 549-5011

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

In re Systems Integration and Management Corporation Case No. _____
Debtor(s) Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Mary D. Slaey, declare under penalty of perjury that I am the President/CEO of Systems Integration and Management Corporation, and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 22nd day of February, 2013.

"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 Mary D. Slaey, President/CEO 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 Mary D. Slaey, President/CEO 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 Mary D. Slaey, President/CEO of this Corporation is authorized and directed to employ Gregory H. Counts VSB# 46771, attorney and the law firm of Tyler, Bartl, Ramsdell & Counts, PLC to represent the corporation in such bankruptcy case."

Date February 22, 2013

Signed /s/ Mary D. Slaey
Mary D. Slaey

Resolution of Board of Directors
of
Systems Integration and Management Corporation

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 Mary D. Slaey, President/CEO 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 Mary D. Slaey, President/CEO 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 Mary D. Slaey, President/CEO of this Corporation is authorized and directed to employ Gregory H. Counts VSB# 46771, attorney and the law firm of Tyler, Bartl, Ramsdell & Counts, PLC to represent the corporation in such bankruptcy case.

Date February 22, 2013

Signed /s/ Mary D. Slaey
