

B1 (Official Form 1)(04/13)

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

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Freeport Technologies, Inc.	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)/Complete EIN (if more than one, state all) 54-1780917	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): 470 Springpark Place, Suite 100 Herndon, VA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 20170	ZIP Code
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):	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) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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) <ul style="list-style-type: none"> <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: <ul style="list-style-type: none"> <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: <ul style="list-style-type: none"> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <ul style="list-style-type: none"> <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 checked="" 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 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): Freeport Technologies, Inc.</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 with 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):
Freeport Technologies, Inc.

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/ Kevin M. O'Donnell
Signature of Attorney for Debtor(s)

Kevin M. O'Donnell VSB #30086
Printed Name of Attorney for Debtor(s)

Henry & O'Donnell, PC
Firm Name

300 N. Washington Street
Suite 204
Alexandria, VA 22314

Address

(703)548-2100 Fax: (703)548-2105
Telephone Number

May 20, 2014
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/ Donald J. Orndorff
Signature of Authorized Individual

Donald J. Orndorff
Printed Name of Authorized Individual

Chief Financial Officer
Title of Authorized Individual

May 20, 2014
Date

B4 (Official Form 4) (12/07)

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

In re Freeport Technologies, Inc.

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>
Audio Video Systems, Inc. 14566 Lee Road Chantilly, VA 20151	Audio Video Systems, Inc. 14566 Lee Road Chantilly, VA 20151	Trade Account		4,549.00
Blankingship & Keith Attn: Mr. David Gogal 4020 University Dr., Ste. 300 Fairfax, VA 22030	Blankingship & Keith Attn: Mr. David Gogal 4020 University Dr., Ste. 300 Fairfax, VA 22030	Trade Account		62,612.54
CenturyLink QGS 10300 Eaton Place Fairfax, VA 22030	CenturyLink QGS 10300 Eaton Place Fairfax, VA 22030	Operating Expense- Account Payable		33,902.40
Coastal Pension Services Attn: Monica Flavin 7230 Lee Deforest Dr., Ste.102 Columbia, MD 21046	Coastal Pension Services Attn: Monica Flavin 7230 Lee Deforest Dr., Ste.102 Columbia, MD 21046	Trade Account		300.00
Creston Electronics Attn: Elizabeth Malleo 15 Volvo Dr. Northvale, NJ 07647	Creston Electronics Attn: Elizabeth Malleo 15 Volvo Dr. Northvale, NJ 07647	Trade Account		10,965.00
Electrosonic, Inc. 10320 Bren Road East Hopkins, MN 55343	Electrosonic, Inc. 10320 Bren Road East Hopkins, MN 55343	Investor Loan		150,000.00
Extron Electronics 1230 S. Lewis St. Anaheim, CA 92805	Extron Electronics 1230 S. Lewis St. Anaheim, CA 92805	Trade Account		1,398.12
KBZ Communications Attn: Brian Ricca 2003 South Easton Rd, Ste. 308 Doylestown, PA 18901	KBZ Communications Attn: Brian Ricca 2003 South Easton Rd, Ste. 308 Doylestown, PA 18901	Trade Account		3,081.36
L-3 Titan Corp 600 Third Avenue New York, NY 10016	L-3 Titan Corp 600 Third Avenue New York, NY 10016	Trade Account		4,928.00
L-Com 45 Beechwood Dr. North Andover, MA 01845	L-Com 45 Beechwood Dr. North Andover, MA 01845	Trade Account		522.88

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

In re Freeport Technologies, Inc.

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Middle Atlantic Products P.O. Box 26769 New York, NY 10087	Middle Atlantic Products P.O. Box 26769 New York, NY 10087	Trade Account		502.81
Mouser Electronics 1000 North Main Street Mansfield, TX 76063	Mouser Electronics 1000 North Main Street Mansfield, TX 76063	Trade Account		2,141.72
Newcomm Technologies Attn: Dave Francis 177 Green Acre Rd. Lititz, PA 17543	Newcomm Technologies Attn: Dave Francis 177 Green Acre Rd. Lititz, PA 17543	Trade Account		777.16
Precision Sheet Metal Supply 354 Victory Drive Herndon, VA 20170	Precision Sheet Metal Supply 354 Victory Drive Herndon, VA 20170	Trade Account		5,695.00
RREEF America REIT II Nothorn Trust 750019033 PO Box 9033 Addison, TX 75001	RREEF America REIT II Nothorn Trust 750019033 PO Box 9033 Addison, TX 75001	Rent Arrearages		34,595.43
ScanSource Communications 6 Logue Court Greenville, SC 29615	ScanSource Communications 6 Logue Court Greenville, SC 29615	Trade Account		2,149.46
Sunstone Circuits 13626 S. Freeman Rd. Mulino, OR 97042	Sunstone Circuits 13626 S. Freeman Rd. Mulino, OR 97042	Trade Account		899.41
The Audio Visual Company 98-810 Moanalua Rd. Aiea, HI 96701	The Audio Visual Company 98-810 Moanalua Rd. Aiea, HI 96701	Trade Account		1,693.43
The Audio Visual Company 98-810 Moanalua Rd. Aiea, HI 96701	The Audio Visual Company 98-810 Moanalua Rd. Aiea, HI 96701	Trade Account		1,693.43
Verizon PO Box 371392 Pittsburgh, PA 15250	Verizon PO Box 371392 Pittsburgh, PA 15250	Operating Expense - Account Payable		1,722.63

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

I, the Chief Financial Officer 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 May 20, 2014

Signature /s/ Donald J. Orndorff
Donald J. Orndorff
Chief Financial Officer

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.

Audio Video Systems, Inc.
14566 Lee Road
Chantilly, VA 20151

Avad Metro East
Attn: Lee Wasserman
5000 Highlands Pkwy, Ste. 280
Smyrna, GA 30082

BB&T
P.O. Box 580050
Charlotte, NC 28258

Blankingship & Keith
Attn: Mr. David Gogal
4020 University Dr., Ste. 300
Fairfax, VA 22030

CenturyLink QGS
10300 Eaton Place
Fairfax, VA 22030

Coastal Pension Services
Attn: Monica Flavin
7230 Lee Deforest Dr., Ste.102
Columbia, MD 21046

Creston Electronics
Attn: Elizabeth Malleo
15 Volvo Dr.
Northvale, NJ 07647

Electrosonic, Inc.
10320 Bren Road East
Hopkins, MN 55343

Extron Electronics
1230 S. Lewis St.
Anaheim, CA 92805

Federal Express Corp.
P.O. Box 371461
Pittsburgh, PA 15250-7461

First Choice Coffee Services
7518-I Fullerton Rd.
Springfield, VA 22153

Jan Timmer
c/o Culin, Sharp, Autry & Day
4124 Leonard Drive
Fairfax, VA 22030

KBZ Communications
Attn: Brian Ricca
2003 South Easton Rd, Ste. 308
Doylestown, PA 18901

L-3 Titan Corp
600 Third Avenue
New York, NY 10016

L-Com
45 Beechwood Dr.
North Andover, MA 01845

McMaster-Carr Supply Co.
P.O. Box 7690
Chicago, IL 60680

Middle Atlantic Products
P.O. Box 26769
New York, NY 10087

Mouser Electronics
1000 North Main Street
Mansfield, TX 76063

Newcomm Technologies
Attn: Dave Francis
177 Green Acre Rd.
Lititz, PA 17543

Precision Sheet Metal Supply
354 Victory Drive
Herndon, VA 20170

PureLink
535 East Crescent Avenue
Ramsey, NJ 07446

RREEF America REIT II
Nothern Trust 750019033
PO Box 9033
Addison, TX 75001

ScanSource Communications
6 Logue Court
Greenville, SC 29615

Sunstone Circuits
13626 S. Freeman Rd.
Mulino, OR 97042

The Audio Visual Company
98-810 Moanalua Rd.
Aiea, HI 96701

Transwestern
8614 Westwood Center Dr.
Ste. 800
Vienna, VA 22182

Verizon
PO Box 371392
Pittsburgh, PA 15250

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

In re Freeport Technologies, Inc.

Debtor(s)

Case No.
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 Freeport Technologies, Inc. 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*]

May 20, 2014

Date

/s/ Kevin M. O'Donnell

Kevin M. O'Donnell

Signature of Attorney or Litigant

Counsel for Freeport Technologies, Inc.

Henry & O'Donnell, PC

300 N. Washington Street

Suite 204

Alexandria, VA 22314

(703)548-2100 Fax:(703)548-2105

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

In re Freeport Technologies, Inc.

Debtor(s)

Case No. _____

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Donald J. Orndorff**, declare under penalty of perjury that I am the **Chief Financial Officer** of **Freeport Technologies, Inc.**, 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 20th day of May, 2014.

"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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** of this Corporation is authorized and directed to employ **Kevin M. O'Donnell**, attorney and the law firm of **Henry & O'Donnell, PC** to represent the corporation in such bankruptcy case."

Date May 19, 2014

Signed /s/ Donald J. Orndorff

Donald J. Orndorff

Resolution of Board of Directors
of
Freeport Technologies, Inc.

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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** of this Corporation is authorized and directed to employ **Kevin M. O'Donnell**, attorney and the law firm of **Henry & O'Donnell, PC** to represent the corporation in such bankruptcy case.

Date **May 19, 2014** _____

Signed _____

Date **May 19, 2014** _____

Signed _____

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

In re Freeport Technologies, Inc.

Debtor(s)

Case No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, **Donald J. Orndorff**, declare under penalty of perjury that I am the **Chief Financial Officer** of **Freeport Technologies, Inc.**, 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 20th day of May, 2014.

"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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** of this Corporation is authorized and directed to employ **Kevin M. O'Donnell**, attorney and the law firm of **Henry & O'Donnell, PC** to represent the corporation in such bankruptcy case."

Date May 19, 2014

Signed /s/ Donald J. Orndorff

Donald J. Orndorff

Resolution of Board of Directors
of
Freeport Technologies, Inc.

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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** 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 **Donald J. Orndorff, Chief Financial Officer** of this Corporation is authorized and directed to employ **Kevin M. O'Donnell**, attorney and the law firm of **Henry & O'Donnell, PC** to represent the corporation in such bankruptcy case.

Date **May 19, 2014** _____

Signed _____

Date **May 19, 2014** _____

Signed _____