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Poss residencial administration of the control of the

BI (Official Form 1)(04/13) United E	States stern Di	Bankry strict of	uptcy C Virginia	Court			Vol	untary Petition
Name of Debtor (if individual, enter Last, Fin Morris Schneider Wittstadt Va.,	t, Middle):				f Joint Deb	ior (Spouse) ((Last, First, Middle):	Carrier Control of Con
All Other Names used by the Debtor in the las (include married, maiden, and trade names): FKA Morris / Hardwick / Schneide Harwick / Schneider, LLC		≈KA Morr	is /	All Oth (include	er Names u e married, n	sed by the Jo naiden, and tr	int Debtor in the last 8 ade names):	3 years
Last four digits of Soc. Sec. or Individual-Tax (if more than one, state all) 26-2791651	payer I.D. (I	TIN)/Compl	ete EIN	(If more t	ian one, sixto ai	11)		D. (ITIN) No./Complete EIN
Street Address of Debtor (No. and Street, City 4701 Cox Road, Suite 285 Glen Allen, VA	, and State):	1	ZIP Code	Street /	Address of J	folnt Debtor (No. and Street, City, a	and State):
County of Residence or of the Principal Place Henrico			3060				Principal Place of Busi	
Mailing Address of Debtor (if different from s	treet address	s):	ZIP Code	Mailin	g Address o	f Joint Debio	r (if different from str	cef address): ZIP Code
Location of Principal Assets of Business Deb (if different from street address above):	or		Zii Gode					
Type of Debtor (Form of Organization) (Check one box) Individual (includes Joint Debtors) See dishibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership Other (If debtor is not one of the above entitic check this box and state type of entity below.) 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:	Sing in 11 Raile Stoc Com Clea Othe	(Chook the Care Bus le Asset Re: U.S.C. § 1) road kbroker unodity Broring Bank or Tax-Exer	al Estate as 0 0 1 (51B) ker upt Entity if applicable) sompt organiza he United Sta) ilon ics	defined "inounc	the P or 7 or 1 or 11 or 12 or 13 or 13 or 13 or 10 or	of a Poreign Chapter 15 of a Foreign Nature of Debts (Check one box) nsumer debts, 101(8) as dual primarily for nousehold purpose."	k one box) Petition for Recognition Main Proceeding Petition for Recognition Nonmain Proceeding
Pillug Fee (Check one box) Full Filing Fee attached Check one box				l (SLD). its owed to insiders or affiliates) 6 and every three years thereafter).				
Statistical/Administrative Information Example 2					FOR COURT USE ONLY			
Estimated Number of Creditors] 1,000- 5,000	5,001- 10,000		25,001- 50,000	50,001- 100,000	OYER 100,000		
Estimated Assets	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	(00,000,002 0012 ol millim	5100,000,00 to \$500 million	5500,000,001 to \$1 billion	More than \$1 billion		
Estimated Liabilities \$0 to \$50,001 to \$100,001 to \$500,001 to \$100,001 to \$100,000	\$1,000,001 to \$10	\$10,000,001 to \$50	550,000,001 to \$100	\$100,000,00 to \$500 million	5500,000,001 ta \$1 billion	More than \$1 billion		

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A STREET PROPERTY OF THE STREET OF THE STREE

B1 (Official For	m 1)(04/13)		Page 2	
Voluntar		Name of Debtor(s): Morris Schneider Wittstadt Va., PLLC		
•		worris Schneider	YHLISTAUL YAG I'LLO	
(this page mu	st be completed and filed in every case) All Prior Bankruptcy Cases Filed Within Last	8 Years (If more than two	attach additional sheet)	
Location	All 1100 Danki uptcy Cases ruce Wittin Das	Case Number:	Date Filed:	
Where Filed:	- None -		Date Filed:	
Location Where Filed:		Case Number:		
Pe	nding Bankruptcy Case Filed by any Spouse, Partner, or	Affiliate of this Debtor (If	more than one, attach additional sheet)	
Name of Debt - None -	or:	Case Number:	Date Filed:	
District:		Relationship:	Judge:	
forms 10K a pursuant to 8 and is reques	Exhibit A Seleted if debtor is required to file periodic reports (e.g., and 10Q) with the Securities and Exchange Commission Section 13 or 15(d) of the Securities Exchange Act of 1934 sting relief under chapter 11.) A is attached and made a part of this petition.	1, the attorney for the petition have informed the petition 12, or 13 of title 11, United under each such chapter. 1 required by 11 U.S.C. §34		
LI EXIDIC	A is attached and made a pint of this pointer.	Signature of Attorney f	or Debtor(s) (Date)	
		hibit C		
Yes, and	er own or have possession of any property that poses or is alleged to Exhibit C is attached and made a part of this petition. Exileted by every individual debtor. If a joint petition is filed, expenses the content of the content o	bibit D		
(To be comp	D completed and signed by the debtor is attached and made	a part of this petition.	,	
If this is a jo		•		
☐ Exhibit	D also completed and signed by the joint debtor is attached	and made a part of this peti	tion.	
······································	Information Regardi	ng the Debtor - Venue		
	(Check any a	pplicable box)		
	Debtor has been domiciled or has had a residence, principle days immediately preceding the date of this petition or fo	r a longer part of such 1 au c	Tays than in any onto Discion	
	There is a bankruptcy case concerning debtor's affiliate, a	general partner, or partnersh	lp pending in this District.	
	Debtor is a debtor in a foreign proceeding and has its print this District, or has no principal place of business or asse proceeding [in a federal or state court] in this District, or sought in this District.	ncipal place of business or p ts in the United States but is the interests of the parties w	orincipal assets in the United States in a defendant in an action or will be served in regard to the relief	
	Certification by a Debtor Who Resid	les as a Tenant of Residen plicable boxes)	tial Property	
	Landlord has a judgment against the debtor for possession		ox checked, complete the following.)	
	(Name of landlord that obtained judgment)	····		
	(Address of landlord)			
	D. L. C. L. C. L.	there are circumstances und	ler which the debtor would be permitted to cure	
	the entire monetary default that gave rise to the judgmen Debtor has included with this petition the deposit with th	t for possession, after the ju	aginetit tot hossession was cureion's min	
	after the filing of the petition.			
l m	Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(I)).			

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THE STATE OF THE PROPERTY OF T

31 (Official Form 1)(04/13)	Page 3
Voluntary Petition	Name of Debtor(s): Morris Schnelder Wittstadt Va., PLLC
(This page must be completed and filed in every case)	
Signa	itures
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 bankruptey 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	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. (Cheek 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
Telephone Number (If not represented by attorney)	Signature of Non-Attorney Bankruptcy Petition Preparer
Signature of Attorney* Signature of Attorney* Signature of Attorney for Debtor(s) Jennifer McLain McLemore VSB No. 47164 Printed Name of Attorney for Debtor(s) Christian & Barton, LLP Firm Name 909 East Main Street, Suite 1200 Richmond, VA 23219 Address	I declare under penalty of perjury that: (1) 1 am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) 1 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(l) 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 bankrutpcy 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.)
Telephone Number July 5, 2015 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 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 potition on behalf of the debtor. The debtor requests reflect in accordance with the chapter of title 11, United States Code, specified in this petition.	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:
X Signature of Authorized Individual Entitle H. Wittstadt, Esquire Printed Name of Authorized Individual Managing Parter Title of Authorized Individual July 5, 2015	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 fathere 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.

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in this court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Morris | Schneider | Wittstadt Va., PLLC.

Morris | Schneider | Wittstadt, LLC (1589)
Morris | Schneider | Wittstadt, PLLC (1589)
Morris | Schneider | Wittstadt Va., PLLC (1651)
MSWLAW, Inc. (6994)
Teays Valley Trustees, LLC (9830)
York Trustee Services, LLC (8058)
Wittstadt Title & Escrow Company, L.L.C. (3831)

IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:)
TO THE TAXABLE PARTY OF TAXA) Chapter 11
Morris Schneider Wittstadt Va., PLLC,) Case No. 15()
Debtor.) (Joint Administration Requested) _)
LIST OF EQUITY SECURITY HOLDERS BANKRUPTCY PROC	PURSUANT TO FEDERAL RULE OF CEDURE 1007(a)(3)

Debtor	Name and Address of Equity Interest Holder	Percentage of Interests Held
Morris Schneider Wittstadt Va., PLLC	MSWLAW, Inc. 120 Interstate North Parkway, S.E., Suite 110 Atlanta, GA 30339	100%

DECLARATION UNDER PENALTY OF PERJURY CONCERNING LIST OF EQUITY SECURITY-HOLDERS

I declare under the penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: July 5, 2015

Mark H. Wittstadt, Esquire Managing Partner

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IN THE UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:) One of the control
Morris Schneider Wittstadt Va., PLLC,) Case No. 15()
Debtor.) (Joint Administration Requested))
CORPORATE OWN	NERSHIP STATEMENT
Pursuant to rules 1007(a)(1) and 7007.1 following is a corporation, other than a governme any claim of the debtor's equity interest:	l of the Federal Rules of Bankruptcy Procedure, the ent unit, that directly or indirectly owns 10% or more of
Interest Holder	Percentage of Interest Held
MSWLAW, Inc.	100%
DECLARATION UNDE	ER PENALTY OF PERJURY
I, Mark H. Wittstadt, Esquire, the under Wittstadt Va., PLLC, declare under penalty of perstatement that is true and correct to the best of my	ersigned authorized signatory of Morris Schneider rjury that I have read the foregoing corporate ownership information and belief.
Dated: July 5, 2015	
	Mark H. Wittstadt, Esquire Managing Partner

UNITED STATES BANKRUPTCY COURT FOR THE EASTERN DISTRICT OF VIRGINIA RICHMOND DIVISION

In re:		
	j j	Chapter 11
Morris Schneider Wittstadt Va., PLLC, a)	•
Virginia professional limited liability)	Case No. 15-
company, et al.,)	
1 0)	(Joint Administration Pending)
Debtors.		

CONSOLIDATED LIST OF CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS

The above-captioned debtors and debtors in possession (collectively, the "<u>Debtors</u>") filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the "<u>Bankruptcy Code</u>"). The following is a consolidated list of the Debtors' creditors holding the thirty largest unsecured claims (the "<u>Creditor List</u>") based on the Debtors' unaudited books and records as of the petition date. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the chapter 11 case.

The list does not include (i) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) of the Bankruptcy Code, or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims. The information contained herein does not constitute a waiver of Debtors' rights to contest the validity, priority, or amount of any claim at a later date.

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security.)
1.	Branch Banking and Trust Company c/o Doffermyre Shields Canfield & Knowles, LLC 1355 Peachtree Street, Suite 1600 Atlanta, GA 30309 -3269 Attn: Everette Doffermyre, Jr.	Malpractice	C,U,D	\$4,300,000.00
2.	Dustin Johnson c/o Barnes & Thornburg LLP Prominence in Buckhead 3475 Piedmont Road, N.E., Ste. 1700 Atlanta, GA 30305-2954 Attn: Thomas J. Gallo Attn: Wm. David Cornwell, Sr.	Loan	C,U,D	\$4,000,000.00

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security.)
3.	James A. Pritchard, III James C. Joedecke, Jr. Esq. Tyler Dillard, Esq. Andersen, Tate & Carr, P.C. One Sugarloaf Centre 1960 Satellite Blvd, Ste. 4000 Duluth, GA 30097	Loan	C,U,D	\$2,616,454.19
4.	Art J. Morris c/o Alastair W. R. Cairns Merrill Lynch 3 Skidaway Village Square Savannah, GA 31411	Loan		\$1,600,000.00
5.	Amegy Bank National Association c/o Andrew L. Cole, Esq. LeClairRyan 180 Admiral Cochrane Drive Suite 370 Annapolis, MD 21401	Breach of Contract	C,U,D	\$1,450,000.00
6.	Fidelity National Title Group 601 Riverside Avenue Jacksonville, FL 32204 Attn: Joe A. Reinhardt	Breach of Contract		\$1,350,000.00
7.	Holabird Abstracts, Inc. 1122 Kenilworth Avenue, Suite 501 Towson, MD 21204	Trade Debt		\$573,088.50
8.	CitiMortgage, Inc. c/o Ralph O. Collins, III, General Counsel 100 Technology Drive O'Fallon, MI 63368	Malpractice	C,U,D And subject to setoff	\$405,000.00
9.	Alex Cooper Auctioneers 908 York Road Towson, MD 21204	Trade Debt	Disputed	\$346,498.52
10.	PROVEST, LLC (FL) 4520 Seedling Circle Tampa, FL 33614	Trade Debt	C, U, D	\$269,962.43
11.	Premier Process Inc. P.O. Box 940 Sparks, MD 21152	Trade Debt	Disputed	\$172,178.00
12.	Default Insurance Services, LLC 1122 Kenilworth Drive, Suite 501 Towson, MD 21152	Breach of Contract		\$154,196.68

	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND	NATURE OF CLAIM	INDICATE IF	AMOUNT OF CLAIM
	EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	(bond debt, trade debt, bank loan, government contracts, etc.)	CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	(if secured, also state value of security.)
13.	Buccini/Pollin Group, Inc. Attn: Michael Turick 322 A Street, Suite 300 Wilmington, DE 19801	Landlord		\$139,359.18
14.	Region's Bank P.O. Box 830922 Birmingham, AL 35283	Credit Card		\$121,107.80
15.	COPT Property Management Services, LLC Stephanie Andrews, Prop. Manager 5020 Campbell Blvd., Ste. F Baltimore MD 21236	Landlord		\$76,860.24
16.	Avison Young Kim Mastin, Property Manager 1715 N. Westshore Blvd, Ste. 450 Tampa, FL 33607	Landlord		\$70,027.57
17.	CDR Realty, LLC Ed Steinhardt, Principal 2424 N. Federal Highway. Ste. 114 Boca Raton, FL 33431	Landlord		\$61,911.88
18.	File & Serve Xpress P.O. Box 844419 Dallas, TX 75284-4419	Trade Debt	C,U,D	\$61,393.00
19.	Pilot Media 150 W Brambleton Ave. Norfolk, VA 23510	Trade Debt	C,U,D	\$52,872.04
20.	Beckley Servicing Co. 3809 Greenway Baltimore, MD 21218	Trade Debt	C,U,D	\$46,822.50
21.	J. Smith Lanier Insurance J. Smith Lanier & Co, 200 Brookstone Centre Pkwy, Suite 118, Columbus, GA 31904	Insurance		\$42,651.82
22.	Sameday Process 1413 K STREET NW, 7th Floor Washington, DC 20001	Trade Debt	C,U,D	\$41,586.69
23.	Daily Business Review P.O. Box 862882 Orlando, FL 32886-2882	Trade Debt	C,U,D	\$41,305.00
24.	Parker, Hudson, Rainer & Dobbs LLP 1500 Marquis Two Tower 285 Peachtree Center Ave., N.E. Atlanta, GA 30303	Legal		\$38,355.16

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	NAME OF CREDITOR, COMPLETE MAILING ADDRESS, AND EMPLOYEE, AGENT, OR DEPARTMENT OF CREDITOR FAMILIAR WITH CLAIM	NATURE OF CLAIM (bond debt, trade debt, bank loan, government contracts, etc.)	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured, also state value of security.)
25.	Huseby, Inc. PO Box 602928 Charlotte, NC 28260	Trade Debt	C,U,D	\$34,899.10
26.	John Hancock 197 Clarendon Street Boston, MA 02116	Insurance		\$33,888.50
27.	Highland Realty P.O. Box 100488 Atlanta, GA 30384	Lease		\$32,678.44
28.	Greenberg Traurig LLP Jeffrey M. Smith, Shareholder Terminus 200 - 3333 Piedmont Road NE, Ste. 2500 Atlanta, GA 30305	Legal		\$29,794.80
29.	Atlantic Bonding Company, Inc. 1726 Reisterstown Road, Suite 212 Pikesville, MD 21208	Trade Debt	C,U,D	\$29,386.08
30.	Michael Moecker, as assignee for Butler & Hosch, P.A. c/o Edward Peterson, Esquire Stichter, Riedel, Blain & Prosser, P.A. 110 East Madison Street, Suite 200 Tampa, FL 33602	Breach of Contract	C,U,D	Undetermined

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DECLARATION UNDER PENALTY OF PERJURY CONCERNING CONSOLIDATED CREDITOR LIST

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that I have read the foregoing list of consolidated creditors holding the thirty largest unsecured claims and that it is true and correct and to the best of my knowledge, information, and belief.

Dated: July 5, 2015

Mark H. Wittstadt, Esquire

Managing Partner

Chief Executive Officer & Secretary

WRITTEN CONSENT IN LIEU OF A MEETING OF THE SOLE MEMBER OF MORRIS | SCHNEIDER | WITTSTADT VA., PLLC,

a Virginia professional limited liability company

July 5, 2015

WHEREAS, the undersigned sole member (the "Sole Member") of Morris | Schneider | Wittstadt Va., PLLC, a Virginia professional limited liability company (the "Company"), has reviewed and considered the business and financial conditions and results of operations of the Company including the assets and liabilities of the Company, and the market for the Company's services, has adopted the following resolutions (the "Resolutions"); and

WHEREAS, the Company has determined that it is desirable and in the best interests of the Company and its creditors, members, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

Commencement of a Chapter 11 Case.

NOW, THEREFORE, be it:

RESOLVED, that the Company be, and it hereby is, authorized and empowered to file a petition seeking relief under the provisions of the Bankruptcy Code;

RESOLVED FURTHER, that the Chief Executive Officer, Chief Financial Officer, Chief Restructuring Officer, Managing Partner and General Counsel and other persons as may be designated by the Sole Member of the Company (each an "Authorized Officer" and all "Authorized Officers"), acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Eastern District of Virginia (the "Bankruptcy Court") and to commence any ancillary or related proceedings as may be necessary or appropriate to effectuate the restructuring of the Company and to execute, verify, and cause to be filed all documents in furtherance thereof, at such time as such Authorized Officer executing the same shall determine; and

RESOLVED FURTHER, that each Authorized Officer, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and empowered to negotiate, enter into, execute, deliver, certify, file, record, and perform any and all petitions, schedules, lists, motions, certifications, agreements, instruments, affidavits, applications, including, without limitation, applications for approvals or rulings of governmental or regulatory authorities, or other documents and to take such other action, as in the judgment of such Authorized Officer shall be or become necessary, proper, or desirable in connection the Company's chapter 11 case.

Retention of Advisors.

RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Morris James LLP as general bankruptcy and corporate counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings and actions as may be necessary or desirable; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application for authority to retain the services of Morris James LLP, subject to Court approval;

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the law firm of Christian & Barton L.L.P. as co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings and actions as may be necessary or desirable; and in connection therewith, each of the Authorized Officers, acting alone or with one or more of the Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed appropriate applications for authority to retain the services of Christian & Barton, L.L.P. subject to Court approval;

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to employ the firm of Upshot Services, LLC as notice and claims agent and administrative advisor to represent the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the chapter 11 case, and cause to be filed an appropriate application for author to retain the services of Upshot Services, LLC, subject to Court approval; and

RESOLVED FURTHER, that each of the Authorized Officers, acting alone or with one or more Authorized Officers, be, and hereby is, authorized and empowered to employ and retain all assistance by legal counsel, accountants, restructuring advisors, and other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized and directed to execute appropriate retentions agreements, pay appropriate retainers prior to or upon the filing of the chapter 11 case and cause be filed an appropriate application for authority to retain the services of any other professional as necessary and advisable, and to perform any and all further acts and deeds the Authorized Officer deems necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Company's chapter 11 case, subject to Court approval.

General Authorization and Ratification.

RESOLVED, that each Authorized Officer is authorized and empowered, consistent with these Resolutions and with the advice of the Company's legal staff: (i) to negotiate, execute, deliver, certify, file, and/or record, and perform, any and all of the agreements, documents, and instruments referenced herein, and such other agreements, documents, and instruments and assignments thereof as may be required or as such Authorized Officer deems appropriate or advisable, or to cause the negotiation, execution, and delivery thereof, in the name and on behalf of the Company, as the case may be, in such form and substance as such Authorized Officer may approve, together with such changes and amendments to any of the terms and conditions thereof as such Authorized Officer may approve, with the execution and delivery thereof on behalf of the Company by or at the direction of such Authorized Officer to constitute evidence of such approval; (ii) to negotiate, execute, deliver, certify, file, and/or record, and perform, in the name and on behalf of the Company, any and all agreements, documents, certificates, consents, filings, and applications relating to the Resolutions adopted and matters ratified or approved herein and the transactions contemplated thereby, and amendments and supplements to any of the foregoing, and to take such other action as may be required or as such Authorized Officers deems appropriate or advisable in connection therewith; and (iii) to do so such other things as may be required, or as may in such Authorized Officer's judgment be necessary, proper or desirable to carry out the intent and effectuate the purposes of the Resolutions adopted and matters ratified or approved herein and the consummation of the transactions contemplated hereby; and

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, and hereby in all respects approved and ratified.

The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Sole Member, duly called and constituted, pursuant to an operating agreement of the Company and the applicable laws of the state in which the Company is organized. Any facsimile or other electronic signature of the Sole Member to this consent shall be fully effective as an original signature hereto. Upon execution of this consent, the undersigned hereby directs that this consent be filed in the Company's minute book.

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IN WITNESS WHEREOF, the undersigned, being the Sole Member of the Company, has executed this consent as of the date first written above.

Witness:

Witness:

Witness:

MSWLAW, Inc., the Søle Member

Chief Exegutive Officer

Byz

Mark H. Wittstadt

Chief Financial Office

Gerard Wm Wittstadt, Jr.

Secretary

By:

Mark H. Wittstadt