

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)Case number (if known): Chapter 11☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Fleetwood Acquisition Corp.2. All other names debtor used in the last 8 years Fleetwood Fixtures
Highcountry Millwork
Include any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 4 6 - 4 5 3 3 0 5 1

4. Debtor's address

Principal place of business		Mailing address, if different from principal place of business	
<u>111</u> Number	<u>Logistics Drive</u> Street	<u>4076</u> Number	<u>Specialty Place</u> Street
<u>Shoemakersville PA 19555</u> City State ZIP Code		<u>Longmont CO 80504</u> City State ZIP Code	
<u>Berks</u> County		Location of principal assets, if different from principal place of business	
		<u> </u> Number Street	
		<u> </u> City State ZIP Code	

5. Debtor's website (URL) http://www.fleetwoodfixtures.com/6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor **Fleetwood Acquisition Corp.**
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

B. Check all that apply:

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.3 3 7 9**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

Check one:

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. Check all that apply:
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?☒ No

☐ Yes. District _____ When _____ Case number _____
MM / DD / YYYY

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?☐ No

☒ Yes. Debtor (see attached) Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

List all cases. If more than 1, attach a separate list.

Debtor **Fleetwood Acquisition Corp.**
Name

Case number (if known) _____

11. Why is the case filed in *this* district?

Check all that apply:

- ☒ Debtor has had its domicile, 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.
- ☐ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
- ☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- ☐ It needs to be physically secured or protected from the weather.
- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- ☐ Other _____

Where is the property? _____

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- ☐ No
- ☐ Yes. Insurance agency _____
- Contact name _____
- Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- ☐ Funds will be available for distribution to unsecured creditors.
- ☒ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

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

15. Estimated assets

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

Debtor Fleetwood Acquisition Corp.
Name

Case number (if known) _____

16. Estimated liabilities

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

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

- ☐ The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
- ☐ I have been authorized to file this petition on behalf of the debtor.
- ☐ I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/04/2019
MM / DD / YYYY**X** /s/ Octavio Diaz

Signature of authorized representative of debtor

Octavio Diaz

Printed name

Title Chief Restructuring Officer

18. Signature of attorney

X /s/ Erin R. Fay

Signature of attorney for debtor

Date 11/04/2019
MM / DD / YYYYErin R. Fay

Printed name

Bayard P.A.

Firm name

600 N. King Street, Suite 400

Number Street

Wilmington

City

DE 19801
State ZIP Code302.655.5000

Contact phone

efay@bayardlaw.com
Email addressefay@bayardlaw.com

Bar number

DE
State

Schedule 1**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the affiliated entities listed below (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware. The Debtors have filed a motion requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

Company
Fleetwood Acquisition Corp.
Fleetwood Industries, Inc.
High Country Millwork Inc.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<p>In re</p> <p>FLEETWOOD ACQUISITION CORP.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 19- ()</p>
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STATEMENT OF CORPORATE OWNERSHIP

Pursuant to Rules 1007(a)(1) and 7007.1 of the Fed. R. Bankr. P., the following is a list of corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the above-captioned debtor's equity interests:

Shareholder	Percentage of Equity Held
Fixture Holdings LP	93.00%

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

<p>In re</p> <p>FLEETWOOD ACQUISITION CORP.,</p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 19- ()</p>
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LIST OF EQUITY SECURITY HOLDERS

Pursuant to 1007(a)(3) of the Fed. R. Bankr. P., the following is a list of entities holding an interest in the above-captioned debtor:

Name	Mailing Address	Percentage of Equity Held
Fixture Holdings LP	c/o Grey Mountain Partners 1470 Walnut Street, Suite 400, Boulder, CO 80302	93.00%
Brookside Mezzanine Fund III LP	201 Tresser Boulevard, Suite 300 Stamford, CT 06901	4.23%
Citizens Bank of Pennsylvania	525 William Penn Plance, 26 th Flr. Pittsburgh, PA 15219 (Attn: Joseph F. King) with a copy to 28 State Street Boston, MA 02109 (Attn: Bryan Eger)	2.23%
Michael P. Boyer	612 Brownsville Rd. Sinking Spring, PA 19608	0.42%
John Christie	290 South Woodmont Drive Downingtown, PA 19335	0.06%
Pamela Gans-Demarest	120 Governor Markham Dr. Glen Mills, PA 19342	0.05%

Fill in this information to identify the case:

Debtor name Fleetwood Acquisition Corp.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (If known): _____

☐ Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an *insider*, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	BLATT CONSTRUCTION INC 8 TUBE DRIVE READING, PA 19605	ATTN LEGAL P: 610-916-9828 F: 610-916-1040 tblatt@blattgroup.com	PROFESSIONAL SERVICES				\$561,063.04
2	B&L WOOD CREATIONS INC 669 S 1ST AVE STE 100 HILLSBORO, OR 97123	ATTN JON SUESS P: 503-648-6735 F: 503-693-1420	TRADE DEBTS				\$455,369.68
3	COMMERCIAL DECOR GROUP 920 MENDOCINO AVE. SUITE 3 SANTA ROSA, CA 95401	ATTN TRAE M SEELY P: 800-844-7040 F: 707-526-5193	TRADE DEBTS				\$397,843.11
4	WUXI SENYO WOOD DISPLAY CO. NO 68, XIHU EAST RD ANZHEN TOWN ANZHEN TOWN, XISHAN DISTRICT 214105 CHINA	ATTN LEGAL P: 0086-510-88789595 F: 0086-510-88786555 vivian.zhang@senyometal.com	TRADE DEBTS				\$273,127.14
5	AMERICAN EXPRESS 200 VESEY STREET NEW YORK, NY 10285-3106	ATTN LEGAL P: 212-640-2000 F:	TRADE DEBTS				\$251,575.82
6	INNER GLOBAL INC 601 S. FIGUEROA ST. SUITE 4050 LOS ANGELES, CA 90017	ATTN LEGAL P: 626-695-8758 F:	TRADE DEBTS				\$177,235.00

Debtor Fleetwood Acquisition Corp.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
7	CML CUSTOM METAL LIMITED 47 ORTONA COURT CONCORD, ON L4K 3M2 CANADA	ATTN PATRICK MEDAHIAN P: 905-761-6868 F: 905-761-6882	TRADE DEBTS				\$167,883.00
8	AXIS GLOBAL SYSTEMS, LLC 5901 WEST SIDE AVENUE, SUITE 503 NORTH BERGEN, NJ 07047	ATTN LEGAL P: 718-458-3666 F: 908-967-5295	TRADE DEBTS				\$164,751.35
9	ROY METAL PRODUCTS INC 52 MORIGEAU BLVD. SAINT-FRANCOIS DE LA RIVIERE DU SUD, QC G0R 3A0 CANADA	ATTN FRANCIS ROY, ROBERT MORENCY & BRIGITTE SAVOIE P: 800-297-2711 F: 418-259-7449	TRADE DEBTS				\$152,116.49
10	LEO D. BERNSTEIN & SONS, INC. 151 WEST 25TH ST. NEW YORK, NY 10001	ATTN LEGAL P: 212-337-9578 F: 212-337-9579 solutions@bernsteindisplay.com	TRADE DEBTS				\$144,936.10
11	YUNKER INDUSTRIES, INC. 310 O'CONNOR DR. ELKHORN, WI 53121	ATTN LEGAL P: 877-798-6537 F: 262-723-3340	TRADE DEBTS				\$144,107.18
12	AIRE RIDE TRANSFER INC 595 SHREWSBURY AVE. SUITE 204 SHREWSBURY, NJ 07702	ATTN PETE POLLINI P: 800-782-3568 F:	TRADE DEBTS				\$137,682.00
13	RAPID MANUFACTURING INC 4347 ANDERSON HIGHWAY POWHATAN, VA 23139	ATTN LEGAL P: 804-598-7467 F: 804-598-7521	TRADE DEBTS				\$125,653.36
14	SKYFRAME & ART, INC. 28 EVANS TERMINAL HILLSIDE, NJ 07205	ATTN LEGAL P: 908-354-5656 F: 212-941-6048	TRADE DEBTS				\$119,620.00
15	EPICOR SOFTWARE CORPORATION 804 LAS CIMAS PARKWAY AUSTIN, TX 78746	ATTN LEGAL P: 800-999-1809 F: 512-328-3757	TRADE DEBTS				\$114,608.49

Debtor Fleetwood Acquisition Corp.
 Name _____

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
16	NICONAT MFG CORP 2624 YATES AVE COMMERCE, CA 90040	ATTN LEGAL P: 323-721-1900 X310 F:	TRADE DEBTS				\$113,966.72
17	CARGOTRANS INC. ATTN ANTHONY DEFILIPPIS 170 EAST SUNRISE HIGHWAY VALLEY STREAM, NY 11581	DBA MARITRANS SHIPPING P: 516-593-5871 F: 516-593-8404	TRADE DEBTS				\$95,826.95
18	PEGASUS LOGISTICS GROUP, INC. 306 AIRLINE DRIVE, SUITE 100 COPPELL, TX 75019	ATTN BARBARA WOOLEY P: 469-671-0300 F: 469-671-0317	TRADE DEBTS				\$93,452.26
19	SADDLEBACK DISTRIBUTING, LLC 5460 W. CARYL AVE LITTLETON, CO 80128	ATTN STEVE WARREN P: 303-482-0780 F:	TRADE DEBTS				\$90,571.00
20	DILLMEIER ENTERPRISES INC 2903 INDUSTRIAL PARK ROAD VAN BUREN, AR 72956	ATTN PHYLLIS COOPER & GARRET AMES P: 479-474-7733 F: 479-474-7734 pcooper@dillmeierglass.com	TRADE DEBTS				\$89,496.69
21	RADIANT GLOBAL LOGISTICS, INC. 405 114TH AVENUE SE, 3RD FLOOR BELLEVUE, WA 98004	ATTN CLARA THOMAS & NEIL GROSS P: 425-462-1094 F: 425-462-0768	TRADE DEBTS				\$86,528.35
22	SITELINE CARPENTRY 14815 SOUTH MCKINLEY AVE. POSEN, IL 60469	ATTN TOM FRANGELLA - PRESIDENT P: 708-388-1920 F: 708-388-1941 tfrangella@sitelineinc.com	TRADE DEBTS				\$80,137.00
23	D&C METALWORKS 281 EAST 55TH AVENUE DENVER, CO 80216	ATTN DAVE CHRISTOPHER P: 303-789-3733 F:	TRADE DEBTS				\$70,755.98
24	SIERRA FOREST PRODUCTS 5825 HAROLD GATTY DRIVE SALT LAKE CITY, UT 84116	ATTN MICHELLE HIGHLAND P: 801-972-3377 X3226 F: 801-972-3397	TRADE DEBTS				\$66,282.56

Debtor Fleetwood Acquisition Corp.
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
25	HOLIDAY FOLIAGE, INC. 2592 OTAY CENTER DRIVE SAN DIEGO, CA 92154	ATTN LEGAL P: 619-661-9094 F: 619-661-8382	TRADE DEBTS				\$62,785.46
26	RKL LLP 1800 FRUITVILLE PIKE LANCASTER, PA 17601	ATTN LEGAL P: 717-394-5666 F: 717-394-0693	PROFESSIONAL SERVICES				\$58,764.55
27	KLINE BROTHERS 10083 ALLENTOWN BLVD GRANTVILLE, PA 17028	ATTN GLENN & ROB P: 717-469-0137 F: 717-469-2371 klinebros@comcast.net	TRADE DEBTS				\$58,639.16
28	AIR CENTER INC 6373 WINSIDE DRIVE BETHLEHEM, PA 18017	ATTN LEGAL P: 610-837-6700 F: 610-837-6100	TRADE DEBTS				\$58,524.04
29	ET2C INTERNATIONAL LTD. UNIT 07, 28/F GREENFIELD TOWER, CONCORDIA PLAZA KOWLOON, HONG KONG	ATTN LEGAL P: 852-23-101-0700 F: hongkong@et2cint.com	TRADE DEBTS				\$55,064.15
30	SEYMOUR & ASSOCIATES 5542 MOONSHADOW ST. SIMI VALLEY, CA 93063	ATTN LEGAL P: 805-955-9421 F: 805-955-9424	TRADE DEBTS				\$55,000.00

Fill in this information to identify the case and this filing:Debtor Name Fleetwood Acquisition Corp.

United States Bankruptcy Court for the District of Delaware

Case number (If known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors****12/15**

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders and Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 11/04/2019
MM / DD / YYYY

X/s/ Octavio Diaz

Signature of individual signing on behalf of debtor

Octavio Diaz

Printed name

Chief Restructuring Officer

Position or relationship to debtor

**ACTION BY WRITTEN CONSENT
OF THE BOARD OF DIRECTORS OF
FLEETWOOD ACQUISITION CORP.**

November 1, 2019

In accordance with Section 141(f) of the Delaware General Corporation Law, the undersigned, being the Board of Directors (the “**Board**”) of Fleetwood Acquisition Corp., a Delaware corporation (the “**Corporation**”), hereby takes the following actions and adopts the following resolutions by written consent (this “**Consent**”) without a meeting effective for all purposes as of the date set forth above.

WHEREAS, the Board has considered (i) the difficulties the Corporation has experienced recently with regard to the retail fixtures market and certain trade tariffs (ii) the financial and operational aspects of the Corporation’s business, (iii) the future prospects and financial performance and condition of the Corporation, (iv) current industry, economic and market conditions and trends in the markets in which the Corporation competes, and (v) the current status of the Corporation in light of the foregoing;

WHEREAS, the Board has received, reviewed and considered the recommendation of senior management of the Corporation and the advice of the Corporation’s advisors with respect to the options available to the Corporation, including without limitation, the possibility of pursuing a bankruptcy proceeding under Chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”),

WHEREAS, the Board having previously delegated to the Restructuring Committee (the “**Committee**”) of the Board the authority to, among other things, negotiate the Company’s use of any cash collateral of Fixture Holdings, L.P. (the “**Secured Lender**”), or other restructuring transactions or transactions to otherwise address the Company’s obligations to the Secured Lender, that may be available to the Company,

NOW, THEREFORE, BE IT RESOLVED, that after consideration of the alternatives presented to it and the recommendations of senior management of the Corporation and the Committee and the advice of the Corporation’s professionals and advisors the Board has determined in its business judgment that it is desirable and in the best interests of the Corporation and its creditors, employees, stockholders and other interested parties that a petition be filed in the United States Bankruptcy Court for the District of Delaware by the Corporation seeking relief under the provisions of Chapter 11 of the Bankruptcy Code.

RESOLVED FURTHER, that the Corporation’s duly elected and presently incumbent Chief Restructuring Officer (the “**Proper Officer**”), be, and hereby is, authorized, empowered, and directed, on behalf of the Corporation and its name (a) to execute, verify and file all documents necessary or appropriate in connection with the filing of the chapter 11 bankruptcy petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications, pleadings and other papers or documents in connection with the chapter 11 bankruptcy petition; (b) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the

Corporation's Chapter 11 case (the "**Bankruptcy Case**"); (c) appear as necessary at all bankruptcy proceedings on behalf of the Corporation; and (d) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions as adopted herein.

RESOLVED FURTHER, that, subject to approval by the Committee, the Proper Officer of the Corporation is authorized and empowered: (a) to use cash collateral according to terms which may be negotiated by the management of the Corporation with the Secured Lender; (b) to pledge and grant liens on the assets of the Corporation as may be contemplated by or required under the terms of such cash collateral agreement; and in connection therewith and subject to approval by the Committee, the Proper Officer is hereby authorized and directed to execute appropriate cash collateral agreements and related ancillary documents, whether consented to or contested by the Corporation's existing lenders.

RESOLVED FURTHER, that the Proper Officer is hereby authorized to make decisions with respect to all aspects of the management and operation of the Corporation's business including, without limitation, organization, human resources, marketing, asset sales, logistics, finance, administration, oversight, of the prosecution of the Corporation's Bankruptcy Case, including, but not limited to, bankruptcy-related reporting requirements, filing of Statements of Financial Affairs, Schedules of Assets and Liabilities, a chapter 11 plan and related disclosure statement, claims management, managing outside professionals and such other aspects as he may identify, in such manner as he deems necessary or appropriate in his reasonable discretion, consistent with the business judgment rule, subject to appropriate approval and governance by the Committee or the Board, as applicable, in accordance with the Corporation's articles of incorporation and bylaws, applicable laws and the orders of the bankruptcy court.

RESOLVED FURTHER that the Proper Officer is hereby authorized to make decisions with respect to the Corporation's Bankruptcy Case, including, but not limited to, pursuing a sale or restructuring of the Corporation's business or assets.

RESOLVED FURTHER, that the previous retention by the Corporation's management of the law firm of Bayard, P.A. ("**Bayard**") as bankruptcy counsel, subject to any requisite bankruptcy court approval, to the Corporation to represent and assist the Corporation in connection with its consideration of various insolvency-related obligations and bankruptcy alternatives, and to assist the Corporation in carrying out its duties under chapter 11 of the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights in connection therewith, is hereby approved and ratified, and the Proper Officer is hereby authorized and directed to execute and ratify appropriate retention agreements and to cause to be filed an appropriate application for authority to retain the services of Bayard.

RESOLVED FURTHER, that the Proper Officer be, and hereby is, authorized and directed to employ Bankruptcy Management Solutions, Inc. d/b/a Stretto ("**Stretto**") as claims and noticing agent, subject to any requisite bankruptcy court approval, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Proper Officer is hereby authorized and directed to execute appropriate retention

agreements, pay appropriate retainers and cause to be filed an appropriate application for authority to retain the services of Stretto.

RESOLVED FURTHER, that the Proper Officer is hereby authorized and empowered to employ on behalf of the Corporation any other professionals necessary to assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Proper Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Bankruptcy Case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professional, as necessary, and on such terms as are deemed necessary, desirable, and proper by the Proper Officer.

RESOLVED FURTHER, that the Proper Officer is hereby authorized to conduct business operations as he determines to be in the best interests of the bankruptcy estate of the Corporation and the creditors of the Corporation, which may include, but not be limited to, a determination to continue business operations with a view towards reorganizing or selling the Corporation or substantially all of the assets of the Corporation.

RESOLVED FURTHER, that, subject to the foregoing resolutions and requisite approval of the Committee or Board, as applicable, the Proper Officer is authorized and empowered to take on behalf of the Corporation any and all actions, to execute, deliver, certify, file or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificates and to take any and all actions and steps deemed by the Proper Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions and to effectuate a successful chapter 11 proceeding including, without limitation, the opening of new deposit accounts as a debtor-in-possession under the Bankruptcy Code, and the taking of such actions or execution of such documents shall be conclusive evidence of the necessity or desirability thereof.

RESOLVED FURTHER, that any and all actions heretofore taken by the Proper Officer or the Board in the name and on behalf of the Corporation in furtherance of the purpose and intent of any or all of the foregoing resolutions are hereby ratified, confirmed, and approved in all respects.

General Authority and Ratification

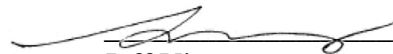
RESOLVED FURTHER, that the Proper Officer be, and hereby is, authorized and directed, for, in the name and on behalf of the Corporation, to take such steps, to perform all such acts and things, and to prepare, execute, swear to, acknowledge, certify, deliver, and file and record with appropriate governmental authorities or other persons any and all agreements, documents, applications, reports, notices, waivers, consents, certificates, or instruments which are contemplated by this Consent or which may be required by law, or appear to the Proper Officer or legal counsel to the Corporation, to be necessary, convenient, or appropriate to effectuate and consummate the transactions contemplated by the foregoing resolutions, to perform any obligations thereunder in accordance therewith, and to otherwise effectuate the purposes and intents of the foregoing resolutions, such necessity, convenience, or appropriateness to be conclusively evidenced by the taking or performance of any of the foregoing steps, acts and things, executions, filings, and/or recordings.

RESOLVED FURTHER, that any lawful act heretofore taken or caused to be taken by the Proper Officer in connection with the matters contemplated in the foregoing resolutions be, and hereby is in all respects approved, adopted, ratified, and confirmed by the Board as an act of the Corporation.

RESOLVED FURTHER, that this Consent shall be filed with the minutes of the Corporation.

IN WITNESS WHEREOF, the undersigned, being the directors of the Corporation, do hereby execute this written consent as of the date first set forth above.

DIRECTOR:



Jeff Vincent

DIRECTOR:

Wm. Robert Wright II

DIRECTOR:

Christopher Reef

RESOLVED FURTHER, that any lawful act heretofore taken or caused to be taken by the Proper Officer in connection with the matters contemplated in the foregoing resolutions be, and hereby is in all respects approved, adopted, ratified, and confirmed by the Board as an act of the Corporation.

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DIRECTOR:

Jeff Vincent

DIRECTOR:



Wm. Robert Wright II

DIRECTOR:

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DIRECTOR:

Jeff Vincent

DIRECTOR:

Wm. Robert Wright II

DIRECTOR.



Christopher Reef