

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of _____
(State)

Case number (if known): _____ Chapter _____

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

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

2. All other names debtor used in the last 8 years

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN)

____ - ____ - _____

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

Number Street

Number Street

City State ZIP Code

City State ZIP Code

P.O. Box

County

Location of principal assets, if different from principal place of business

Number Street

City State ZIP Code

5. Debtor's website (URL)

Debtor _____ Name _____ Case number (if known) _____

6. Type of debtor

- Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
- Partnership (excluding LLP)
- Other. Specify: _____

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> .

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, and it chooses to proceed under Subchapter V of Chapter 11. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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

Debtor _____ Name _____ Case number (if known) _____

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
If more than 2 cases, attach a separate list.
District _____ When _____ Case number _____
MM / DD / YYYY

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?
[] No
[] Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
List all cases. If more than 1, attach a separate list.
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

Debtor _____
Name

Case number (if known) _____

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 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 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 |

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 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 _____
MM / DD / YYYY

X

Signature of authorized representative of debtor

Printed name

Title

Debtor _____
Name

Case number (if known) _____

18. Signature of attorney

X

Signature of attorney for debtor

Date _____
MM / DD / YYYY

Printed name

Firm name

Number Street

City State ZIP Code

Contact phone

Email address

Bar number State

Fill in this information to identify the case:

Debtor name Greensill Capital Inc.

United States Bankruptcy Court for the: Southern District of New York
(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 20 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	Brian Haezebroeck	haezebroeck@msn.com	Employee Obligations	N/A	N/A	N/A	\$43,260.00
2	Pieter Frederik Boom	pfboom01@gmail.com	Employee Obligations	N/A	N/A	N/A	\$39,615.38
3	Randolph Habeck	dolph.habeck@mac.com	Employee Obligations	N/A	N/A	N/A	\$37,692.31
4	Shinichi Cowe	srcowe@gmail.com	Employee Obligations	N/A	N/A	N/A	\$33,051.12
5	Donatus Anusionwu	danusionwu@gmail.com	Employee Obligations	N/A	N/A	N/A	\$32,307.69
6	Lucia Martinez	luciamartinezcfa@gmail.com	Employee Obligations	N/A	N/A	N/A	\$31,634.62
7	Michael Pilat	mike@mikepilat.com	Employee Obligations	N/A	N/A	N/A	\$29,615.38
8	Ryan Waterman	rwaterman@centurylink.net	Employee Obligations	N/A	N/A	N/A	\$27,730.77

*The Debtor has requested authority from the Bankruptcy Court to pay certain of the amounts reflected herein.

Debtor Greensill Capital Inc.
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
9	John Smith	johnswood77@gmail.com	Employee Obligations	N/A	N/A	N/A	\$27,103.85
10	Sarood Baig	stbaig@gmail.com	Employee Obligations	N/A	N/A	N/A	\$27,103.85
11	Thomas Owen	towen@iowatelecom.net	Employee Obligations	N/A	N/A	N/A	\$26,740.38
12	Jacob Streit	jakes918@gmail.com	Employee Obligations	N/A	N/A	N/A	\$25,961.54
13	Jamey Ross	rossjamey@gmail.com	Employee Obligations	N/A	N/A	N/A	\$25,750.00
14	Scott Cline	scball33@gmail.com	Employee Obligations	N/A	N/A	N/A	\$25,750.00
15	Marisa Lazatin	marisabgorman@gmail.com	Employee Obligations	N/A	N/A	N/A	\$24,759.62
16	Indirah Toovey	indi2v50@gmail.com	Employee Obligations	N/A	N/A	N/A	\$24,230.77
17	Matthew Wright	matthewwright@gmail.com	Employee Obligations	N/A	N/A	N/A	\$24,230.77
18	Dinesh Kumar	hdinkumar@yahoo.com	Employee Obligations	N/A	N/A	N/A	\$24,230.77
19	Thomas Coenen	tcoenen@gmail.com	Employee Obligations	N/A	N/A	N/A	\$24,066.35
20	John Zimmerman	j.zimmerman@yahoo.com	Employee Obligations	N/A	N/A	N/A	\$23,692.31

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GREENSILL CAPITAL INC.,

Debtor.¹

Chapter 11

Case No.: 21-____ (____)

LIST OF EQUITY SECURITY HOLDERS²

Debtor	Equity Holder	Address of Equity Holder	Percentage of Equity Held
Greensill Capital Inc.	Greensill Capital Management (UK) Limited (in administration)	1 Southampton Street, Covent Garden, London, WC2R 0LR	100%

¹ The last four digits of the Debtor's federal tax identification number are 3971. The Debtor's corporate headquarters are located at 2 Gansevoort Street, New York, New York 10014.

² This list serves as the disclosure required to be made by the Debtors pursuant to Rule 1007 of the Federal Rules of Bankruptcy Procedure. The equity position listed is as of the date of commencement of the chapter 11 case.

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

GREENSILL CAPITAL INC.,

Debtor.¹

Chapter 11

Case No.: 21-____ (____)

CORPORATE OWNERSHIP STATEMENT

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Greensill Capital Inc., (the "Debtor"), as debtor and debtor-in-possession in the above-captioned case, respectfully represents that Greensill Capital Management (UK) Limited (in administration) directly owns 100% of the equity interest in the Debtor.

¹ The last four digits of the Debtor's federal tax identification number are 3971. The Debtor's corporate headquarters are located at 2 Gansevoort Street, New York, New York 10014.

Fill in this information to identify the case and this filing:

Debtor Name Greensill Capital Inc.
United States Bankruptcy Court for the: Southern District of New York
(State)
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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement; List of Equity Security Holders

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

Executed on 3/25/2021
MM / DD / YYYY

X /s/ Hugh McKee
Signature of individual signing on behalf of debtor

Hugh McKee
Printed name

Corporate Secretary
Position or relationship to debtor

Greensill Capital Inc.

Secretary's Certificate

The undersigned, being the Secretary of Greensill Capital Inc., a Delaware corporation (the "Company"), does hereby certify as follows:

Attached hereto as Annex A is a true, correct and complete copy of the resolutions duly adopted by the Board of Directors of the Company on March 25, 2021 (the "Resolutions"), and such Resolutions have not been modified or rescinded in whole, in part, or in any respect and are in full force and effect.

IN WITNESS WHEREOF, the undersigned, in his capacity as Secretary of the Company has duly executed and caused this certificate to be delivered as of March 25, 2021.

GREENSILL CAPITAL INC.

By: /s/ Hugh McKee
Name: Hugh McKee
Title: Corporate Secretary

**RESOLUTIONS ADOPTED BY UNANIMOUS APPROVAL
AT A MEETING OF THE BOARD OF DIRECTORS**

**GREENSILL CAPITAL INC.
March 25, 2021**

The members of the Board of Directors (the "**Board**") of GREENSILL CAPITAL INC., a Delaware Corporation (the "**Corporation**"), do hereby consent to the taking of the following actions and do hereby adopt the following resolutions following a special meeting of the Board, all in accordance with applicable law, and all statutory and bylaw requirements pertaining thereto:

WHEREAS, special meetings of the Board were held virtually on March 24, 2021 and March 25, 2021, of which all members of the Board were provided sufficient notice;

WHEREAS, the following members of the Board were present for the meetings: Alexander (Lex) D. Greensill and Jill Frizzley;

WHEREAS, the Board has considered the presentations by the Corporation's management and its legal advisors regarding the liabilities and liquidity of the Corporation, the alternatives available to it, and the effect of the foregoing on the Corporation and its creditors and other parties in interest;

WHEREAS, the Board has reviewed the recommendations of the Corporation's advisors as to the relative risks and benefits of the alternatives available to the Corporation, including filing a bankruptcy proceeding (the "**Bankruptcy Case**") under the provisions of Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the "**Bankruptcy Code**"), which contemplates entering into the debtor-in-possession financing (the "**DIP Financing**"), and has received and reviewed forms or descriptions of the key "first day" filings that would be proposed to be made by the Corporation in connection with the Bankruptcy Case (the "**Initial Filings**");

WHEREAS, the Board has received and reviewed forms of the agreement between the Corporation and its affiliate, Greensill Capital (UK) Limited (the "**Services Agreement**"), which are currently under administration proceedings in the United Kingdom (the "**Administration**") overseen by three joint administrators (the "**Administrators**"), which provides for funding and reimbursement of the Corporation's costs in connection with its continued employment of certain of its employees; and

WHEREAS, after review and due consideration of all of the information presented to the Board, the Board deems it advisable and in the best interests of the Corporation, creditors, stakeholders, and other interested parties, for the Corporation to commence the Bankruptcy Case by filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code (the "**Petition**").

NOW, THEREFORE, BE IT:

I. CHAPTER 11 FILING AUHORITY

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation, creditors, stakeholders, and other interested parties that the Petition and the Initial Filings be filed by the Corporation in the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"); and be it

FURTHER RESOLVED, that the Corporation shall be, and hereby is, authorized, directed and empowered (i) to file the Petition and the Initial Filings and (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing; and be it

FURTHER RESOLVED, that any director, or officer, of the Corporation, (each, a "**Designated Person**" and collectively, the "**Designated Persons**") be, and each of them, acting alone, hereby is, authorized, directed and empowered, on behalf of and in the name of the Corporation to execute and verify the Petition and the Initial Filings as well as all other ancillary documents and to cause the Petition and the Initial Filings to be filed with the Bankruptcy Court, and to make or cause to be made prior to the execution thereof any modifications to the Petition, the Initial Filings, or any ancillary documents, and to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents, agreements, deeds, letters, instruments or certificates necessary or desirable in connection with any of the foregoing; and be it

II. RETENTION OF PROFESSIONALS

FURTHER RESOLVED, that, in connection with the Bankruptcy Case, each Designated Person is hereby authorized, empowered, and directed with full power of delegation, in the name and on behalf of the Corporation to employ and retain all assistance by legal counsel, accountants, financial advisors, investment bankers, and other professionals, on behalf of the Corporation, which such Designated Person deems necessary, appropriate or advisable in connection with, or in furtherance of the Bankruptcy Case, with a view to the successful prosecution of the Bankruptcy Case (such acts to be conclusive evidence that such Designated Person deemed the same to meet such standard); and be it

FURTHER RESOLVED, that the law firm of Togut, Segal & Segal LLP is hereby retained as chapter 11 counsel for the Corporation in the Bankruptcy Case, subject to Bankruptcy Court approval; and be it

FUTHER RESOLVED, that in addition to the existing signatories of the Corporation, any Designated Person, acting alone or in any combination, be, and hereby is, authorized to cause the Corporation to employ other special counsel, financial advisors, investment bankers, accountants, restructuring advisors and other professionals as appropriate in connection with the Bankruptcy Case and all related matters; and be it

III. SERVICES AGREEMENT

FURTHER RESOLVED, that the form, terms, and provisions of the Services Agreement between the Corporation and the Administrator, and the Corporation's performance of its obligations under the Services Agreement be, and hereby are, in all respects, approved; and be it

FURTHER RESOLVED, that all acts and actions taken by the Designated Persons prior to the date hereof with respect to the Services Agreement be, and hereby are, in all respects confirmed, approved, and ratified; and be it

IV. DEBTOR-IN-POSSESSION FACILITY

FURTHER RESOLVED, that the form, terms, and provisions of the Debtor-In-Possession Credit Agreement (the "**DIP Credit Agreement**") by and between the Corporation, as debtor and debtor-in-possession in the Bankruptcy Case, and Peter Greensill Family Trust (the "**DIP Lender**") and the Corporation's performance of its obligations under the DIP Credit Agreement be, and hereby are, in all respects, approved; and further resolved, that the form, terms and provisions of each of the instruments and documents ancillary to the DIP Credit Agreement (together with the DIP Credit Agreement, collectively, the "**DIP Documents**"), are hereby in all respects approved, and the Designated Persons, *provided* that for purposes of Section IV herein, Mr. Greensill shall not be included within the meaning of "Designated Persons", hereby are authorized and empowered to execute and deliver the DIP Credit Agreement, and each of the DIP Documents, in the name and on behalf of the Corporation under its corporate seal or otherwise, substantially in the forms reviewed by the Designated Persons, with such changes therein and modifications and amendments thereto as the Designated Persons may in their sole discretion approve, which approval shall be conclusively evidenced by his execution thereof; and be it

FURTHER RESOLVED, that the Designated Persons be, and hereby are, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the DIP Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates, or documents relating to the transactions contemplated by the DIP Credit Agreement or any of the other DIP Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates, or documents in the name and on behalf of the Corporation under its corporate seal or otherwise, which shall in his or her sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the DIP Credit Agreement or any of the other DIP Documents and the transactions contemplated therein, and to carry out fully the intent of the foregoing resolutions; and be it

FURTHER RESOLVED, that the Designated Persons be, and hereby are, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement or any

of the DIP Documents which shall in their sole judgment be necessary, proper or advisable; and be it

FURTHER RESOLVED, that all acts and actions taken by the Designated Persons prior to the date hereof with respect to the transactions contemplated by the DIP Credit Agreement and any of the other DIP Documents be, and hereby are, in all respects confirmed, approved, and ratified; and be it

V. GENERAL

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Persons, and in addition to the existing signatories of the Corporation, any of the Designated Persons, acting alone or in any combination, be, and hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to do or cause to be done all such further acts and things, including the payment of all fees, expenses, appropriate retainers and other amounts payable by the Corporation with respect to the foregoing, and to execute and deliver all such other instruments, certificates, agreements and documents as he or she may consider necessary or appropriate to enable the Corporation to carry out the intent and to accomplish the purposes of the foregoing resolutions; and be it

FUTHER RESOLVED, that all actions heretofore taken by any manager, officer, or director of the Corporation in connection with the foregoing resolutions, the Petition, the Initial Filings, and related matters be, and they hereby are, confirmed, ratified and approved in all respects; and be it

FURTHER RESOLVED, that each of the Designated Persons (and their designees and delegates) be, and hereby is, authorized and empowered to take all actions or to not take any action in the name of the Corporation with respect to the transactions contemplated by these resolutions hereunder, as such Designated Person shall deem necessary or desirable in the Designated Person's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

[Remainder of page left blank intentionally]