

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:  
 Southern District of Texas  
 (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**

04/20

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 AP Acquisition Company North Carolina LLC

2. All other names debtor used in the last 8 years Auto Plus Auto Parts; Auto Plus  
 Include any assumed names, trade names, and *doing business as* names

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

4. Debtor's address

<p><b>Principal place of business</b></p> <p><u>112 Townpark Drive NW</u>                  Number Street</p> <p><u>Suite 300</u></p> <p><u>Kennesaw GA 30144</u>                  City State Zip Code</p> <p><u>Cobb County</u>                  County</p>	<p><b>Mailing address, if different from principal place of business</b></p> <p>Number Street</p> <p>P.O. Box</p> <p>City State Zip Code</p> <p><b>Location of principal assets, if different from principal place of business</b></p> <p>Number Street</p> <p>City State Zip Code</p>
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5. Debtor's website (URL) autoplusap.com

6. Type of debtor  Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)



Debtor AP Acquisition Company North Carolina LLC  
Name

Case number (if known) \_\_\_\_\_

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> .

**4413**

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

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.

*Check One:*

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

- 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

**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

Debtor AP Acquisition Company North Carolina LLC Case number (if known) \_\_\_\_\_  
Name

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

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**  No  Yes. Debtor See Rider 1 Relationship Affiliate  
 District Southern District of Texas When 01/31/2023  
List all cases. If more than 1, attach a separate list. Case number, if known \_\_\_\_\_  
MM / DD / YYYY

**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<sup>1</sup>**  
 1-49  1,000-5,000  25,001-50,000  
 50-99  5,001-10,000  50,001-100,000  
 100-199  10,001-25,000  More than 100,000  
 200-999

<sup>1</sup> The Debtors' estimated assets, liabilities, and number of creditors noted here are provided on a consolidated basis.

Debtor AP Acquisition Company North Carolina LLC  
Name

Case number (if known) \_\_\_\_\_

- 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 checked="" 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 checked="" 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 01/31/2023  
MM/DD/YYYY

\* /s/ John Michael Neyrey John Michael Neyrey  
Signature of authorized representative of debtor Printed name

Title Chief Executive Officer

**18. Signature of attorney**

\* /s/ Veronica A. Polnick Date 01/31/2023  
Signature of attorney for debtor MM/DD/YYYY

Veronica A. Polnick  
Printed name

JACKSON WALKER LLP  
Firm name

1401 McKinney Street, Suite 1900  
Number Street

Houston Texas 77010  
City State ZIP Code

(713) 752 -4200 vpolnick@jw.com  
Contact phone Email address

24079148 Texas  
Bar number State

Fill in this information to identify the case:	
United States Bankruptcy Court for the: <b>Southern District of Texas</b> (State)	
Case number (if known): _____	Chapter <u>11</u>

Check if this is an amended filing

**Rider 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 the United States Bankruptcy Court for the Southern District of Texas 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 IEH Auto Parts Holding LLC.

- IEH Auto Parts Holding LLC
- AP Acquisition Company Clark LLC
- AP Acquisition Company Gordon LLC
- AP Acquisition Company Massachusetts LLC
- AP Acquisition Company Missouri LLC
- AP Acquisition Company New York LLC
- AP Acquisition Company North Carolina LLC
- AP Acquisition Company Washington LLC
- Auto Plus Auto Sales LLC
- IEH AIM LLC
- IEH Auto Parts LLC
- IEH Auto Parts Puerto Rico, Inc.
- IEH BA LLC

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:	)	)	)	)	Chapter 11
AP Acquisition Company North Carolina LLC,	)	)	)	)	Case No. 23-_____ (____)
Debtor.	)	)	)	)	

**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
IEH Auto Parts LLC	112 Townpark Drive NW, Suite 300 Kennesaw, GA 30144	Membership Interest	100%

<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed indicate the record holder of such equity as of the date of commencement of the chapter 11 case.

**IN THE UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

In re:

AP Acquisition Company North Carolina LLC,  
Debtor.

)  
) Chapter 11

)  
) Case No. 23-\_\_\_\_\_(\_\_\_\_)  
)  
)

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage of Shares Held
IEH Auto Parts LLC	100% of membership interests of AP Acquisition Company North Carolina LLC
IEH Auto Parts Holding LLC	100% of membership interests of IEH Auto Parts LLC
Icahn Automotive Group LLC	100% of membership interests of IEH Auto Parts Holding LLC
IEP Energy Holding LLC	100% of membership interests of Icahn Automotive Group LLC
American Entertainment Properties Corp.	100% of membership interests of IEP Energy Holdings LLC
Icahn Enterprises Holdings LP	100% of equity interests of American Entertainment Properties Corp.
Icahn Enterprises G.P. Inc.	1% general partner interest in Icahn Enterprises Holdings LP
Icahn Enterprises L.P.	99% limited partner interest in Icahn Enterprises Holdings LP

Fill in this information to identify the case and this filing:	
Debtor Name	AP Acquisition Company North Carolina LLC
United States Bankruptcy Court for the:	Southern District of Texas (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 50 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

01/31/2023  
MM/ DD/YYYY

/s/ **John Michael Neyrey**

Signature of individual signing on behalf of debtor

**John Michael Neyrey**

Printed name

**Chief Executive Officer**

Position or relationship to debtor



**Fill in this information to identify the case:**

Debtor name AP Acquisition Company North Carolina LLC

United States Bankruptcy Court for the: \_\_\_\_\_ District of \_\_\_\_\_  
(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 30 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		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Federal-Mogul Corporation Anco 5050 Kingsley, Retail Lockbox 1MOC1N Cincinnati, OH 45227	Michael Duffy, Director of AR 248-914-6925 michael.duffy@driv.com					\$20,563,185
2	Mann + Hummel Purolator Filters LLC Plot No. 231/1 Stage 3 <sup>rd</sup> Phase Peenya Industrial Area Bengaluru, India 860 058	Ajay Tikare, Senior Associate Accounts Receivable 26-3297-2555 Ajay.tikare@mann-hummel.com					\$16,307,257
3	Gates Corporation 1144 Fifteenth Street, Suite 1400 Denver, CO 80202	Natalie Maxwell, Accounts Manager 303-744-5134 Natalie.maxwell@gates.com					\$9,090,466
4	Warren Distribution 950 S. 10 <sup>th</sup> Street, Suite 300 Omaha, NE 68108	Brett Bartling, Credit Manager 402-977-5840 Brett.bartling@highlinewarren.com					\$7,272,904
5	Standard Motor Products Inc. 37-18 Northern Blvd. 6 <sup>th</sup> Floor Long Island, NY 11101	Darcey Keene, Director, Corporate Credit & Collections 972-316-8110 Darcey.keene@4s.com					\$6,118,573
6	Monroe Auto Equipment Co. 5050 Kingsley Retail Lockbox 1MOC1N Cincinnati, OH 4227	Michael Duffy, Director of AR 248-914-6925 Michael.duffy@driv.com					\$4,336,511
7	Walker Manufacturing Company 5050 Kingsley Retail Lockbox 1MOC1N Cincinnati, OH 4227	Michael Duffy, Director of AR 248-914-6925 Michael.duffy@driv.com					\$4,018,554

Debtor IEH Auto Parts Holding LLC  
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
8	Ford Motion Company Dept. CH 14147 Palatine, IL 60055-4147	Sunil Kumar, Global Receivables Ssunilk2@ford.com					\$4,006,411
9	Axalta Coatings Systems LLC 50 Applied Bank Blvd. Suite 300 Glen Mills, PA 19342	Ryann Dorenzo, Credit Analyst Ryann.dorenzo@axalta.com					\$3,584,162
10	YBM Industries CO Limited 707-713 Nathan Rd. Mongkok, LKN, China	Alice 86-21-803-44208 Sales20@ybmindustries.com					\$3,455,800
11	Dorman Products Inc. 3400 E. Walnut Street Colmar, PA 18915	Lauren Scott, AR Coordinator rgarequests@dormanproducts.com					\$3,510,859
12	Transworld Accurate Brake LTD 600 Territorial Dr. Unit D Bolingbrook, IL 60440	Jun Zou 630-226-1889 ext. 2 junzou@accuratebrake.com					\$3,086,515
13	Four Season Division of Standard Motor Products 37-18 Northern Blvd. 6 <sup>th</sup> Floor Long Island, NY 11101	Darcey Keene, Director, Corporate Credit & Collections 972-316-8110 Darcey.keene@4s.com					\$2,417,422
14	Continental Battery Systems 8585 N. Stemmons Fwy. South Tower, 6th Floor Suite 600 Dallas, TX 75247	Brian Chesnut, Corporate Controller bchesnut@gocbs.com					\$2,157,090
15	IAP Dura International 11 Distribution Blvd. Suite A Edison, NJ 08817-6005	Lisa Hurff, Credit Manager 732-510-4747 lhurff@duragoparts.com					\$1,999,317
16	Highline-Warren LLC 950 S. 10 <sup>th</sup> St. Suite 300 Omaha, NE 68108	Brett Bartling, Credit Manager 402-977-5840 Brett.bartling@highlinewarren.com					\$1,988,647
17	Wilmar Corporation 20413 59 <sup>th</sup> PL South Suite 160 Kent, WA 98032						\$1,590,724
18	3M 3M Center 225-5S-14 St. Paul, MN 55144	Jacque Derocker-Lenihan, US Operations Representative					\$1,534,661
19	Trico Products 127 Public Square Suite 5300 Cleveland, OH 44114	Maks Chernyavsky, Director of Finance					\$1,517,039

	<b>Name of creditor and complete mailing address, including zip code</b>	<b>Name, telephone number, and email address of creditor contact</b>	<b>Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)</b>	<b>Indicate if claim is contingent, unliquidated, or disputed</b>	<b>Amount of unsecured claim</b> 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.
20	Delphi Automotive Systems 22654 Network P Chicago, IL 60673-1226	c/o JP Morgan Chase			\$925,824
21	CRS Automotive Parts Inc. 83 Carrington Lane Uxbridge, MA 01569	Ashwini Angira, AR/AP ashwiniz@aol.com			\$925,286
22	Agility Auto Parts Inc. 3000 E. Pioneer Parkway, Suite 160 Arlington, TX 76010	Jeff Marquis, Director of Sales jmarquis@apdius.com 412-257-5288			\$896,700
23	Curt Manufacturing Inc. BIN 88006 Milwaukee, WI 53288-006	Ginger Olson, Accounts Receivable Supervisor Ginger.olson@curtgroup.com 715-471-6912			\$866,479
24	Denso Sales of California Inc. 3900 Via Oro Avenue Long Beach, CA 90810	Shekhar Chethikattil, Manager Credit & Financial Services			\$821,319
25	Sopus Products-Shell/Pennzoil P.O. Box 7247-6236 Philadelphia, PA 19170-6236	Zen-Mary Tatac 832-337-1388 Zen-mary.tatac@shell.com			\$815,324
26	Northern Battery 8585 N. Stemmons Fwy South Tower 6 <sup>th</sup> Floor Suite 600 Dallas, TX 75247	Brian Chesnut, Corporate Controller bchesnut@gocbs.com			\$812,251
27	Old World Industries LLC 3100 Sanders Road, Suite 400 Northbrook, IL 60062	Jennifer Murray, Credit Manager 847-559-2235 jmurray@owi.com			\$651,176
28	Warren Oil Company Inc. 950 S. 10 <sup>th</sup> St. Suite 300 Omaha, NE 68108	Brett Bartling, Credit Manager 402-977-5840 Brett.bartling@highlinewarren.com			\$626,366
29	Interstate Batteries 12770 Merit Drive, Suite 1000 Dallas, TX 75251	Duran Pfeiffer 618-203-9438 Duran.pfeiffer@ibsa.com			\$613,638
30	NGK Spark Plugs (USA) Inc. 46929 Magellan Drive Wixom, MI 48393	Rabia Alleik, AR Coordinator/Cash Application Specialist 248-926-6044 raalleik@ngksparkplugs.com			\$585,995

**WRITTEN CONSENT  
OF THE BOARD OF DIRECTORS OF  
IEH AUTO PARTS HOLDING LLC**

**JANUARY 31, 2023**

The undersigned, being all of the members of the Board of Directors (the “Board”) of IEH AUTO PARTS HOLDING LLC (the “Company”) hereby consent in writing to the taking of the following actions and adopting the following resolutions without a meeting, as authorized by Section 6 of the Second Amended and Restated Operating Agreement of the Company, dated January 1, 2021 (the “Operating Agreement”), as amended from time to time, to the same effect and for all purposes as if adopted at a duly called meeting of the Board, in accordance with the Operating Agreement.

WHEREAS, pursuant to Section 6 of the Operating Agreement, the Board has the authority to manage the Company and is authorized to make any and all contracts and decisions, enter into transactions and make and obtain any commitment on behalf of the Company to conduct or further its business.

WHEREAS, the Company deems it advisable and in the best interest of the Company and its subsidiaries to file bankruptcy under Chapter 11 of the US Code (the “Chapter 11 Case”) and grant Mohsin Meghji, in his capacity as an independent member of the Board, and to each other member of the Board (collectively, the “Authorized Persons”) the power and authority to authorize, execute, and approve on behalf of the Company and its subsidiaries all bankruptcy and restructuring matters, including but not limited to filing a petition for bankruptcy, obtaining post-petition financing, and selling the assets of the Company and its subsidiaries (the “Bankruptcy Matters”).

NOW THEREFORE, BE IT RESOLVED, that, notwithstanding anything to the contrary, the Company hereby grants to each Authorized Person the power and authority to authorize, execute, approve and file the Bankruptcy Matters and to take any other action done in furtherance of the Bankruptcy Matters;

RESOLVED, the Authorized Persons of the Company are hereby authorized to execute and file any and all documents as may be necessary or desirable in connection with the filing of the Chapter 11 Case and are authorized and directed to appear in the Chapter 11 Case and in all proceedings in the case on behalf of the Company and its subsidiaries and to otherwise do and perform all acts and deeds and execute and deliver all necessary documents on behalf of the Company in connection with such Chapter 11 Case and any provision of the Bankruptcy Code or Rules and any and all other matters which are related thereto;

RESOLVED that the Authorized Persons are hereby authorized and directed to employ legal counsel and other professionals and advisors to represent the Company in such Chapter 11 Case, including without limitation, the law firm of Jackson Walker LLP, as outside bankruptcy counsel, and to pay such law firms each a retainer of seven hundred fifty thousand dollars (\$750,000) for representing the Company in the Chapter 11 Case;

RESOLVED, the Authorized Persons of the Company are authorized and empowered to obtain postpetition financing according to the terms which may be negotiated and approved by the Authorized Persons;

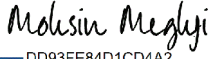
RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by the Authorized Persons of the Company in connection with any of the foregoing matters in all respects are hereby ratified, confirmed and approved; and

RESOLVED, that the undersigned hereby approve and consent to any and all actions taken, done or performed in connection with the authority granted by the foregoing resolutions, and all legal actions of any nature whatsoever previously taken by any director, manager, officer, employee, agent, attorney or other representative of the Company contemplated by, arising out of or in connection with the subject of the foregoing resolutions.


*[Signature Page Follows.]*


IN WITNESS WHEREOF, the undersigned have executed this Written Consent as of the date first written above:

**BOARD OF DIRECTORS:**

DocuSigned by:  
  
DD93FE84D1CD4A2...  
Mohsin Meghji \_\_\_\_\_

DocuSigned by:  
  
4573E6390D19461...  
Sean Cooney \_\_\_\_\_

DocuSigned by:  
  
F4420EA4B0ED46E...  
David Willetts \_\_\_\_\_

DocuSigned by:  
  
11BE174B13AC4F5...  
Hunter Gary \_\_\_\_\_