

<b>FORM B1</b>	<b>United States Bankruptcy Court Northern District of Alabama</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>Citation Corporation</b>	Name of Joint Debtor (Spouse) (Last, First, Middle):
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All Other Names used by the Debtor in the last 6 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 6 years (include married, maiden, and trade names):
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Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all): <b>63-0828225</b>	Last four digits of Soc. Sec. No. / Complete EIN or other Tax I.D. No. (if more than one, state all):
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Street Address of Debtor (No. & Street, City, State & Zip Code): <b>2700 Corporate Drive, Suite 100  Birmingham, AL 35242</b>	Street Address of Joint Debtor (No. & Street, City, State & Zip Code):
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County of Residence or of the Principal Place of Business: <b>Shelby</b>	County of Residence or of the Principal Place of Business:
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Mailing Address of Debtor (if different from street address): <b>2700 Corporate Drive, Suite 100  Birmingham, AL 35242</b>	Mailing Address of Joint Debtor (if different from street address):
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Location of Principal Assets of Business Debtor  
(if different from street address above):

**Information Regarding the Debtor (Check the Applicable Boxes)**

**Venue** (Check any applicable box)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

**Type of Debtor** (Check all boxes that apply)

- |   |   |
|---|---|
| <input type="checkbox"/> Individual(s)          | <input type="checkbox"/> Railroad         |
| <input checked="" type="checkbox"/> Corporation | <input type="checkbox"/> Stockbroker      |
| <input type="checkbox"/> Partnership            | <input type="checkbox"/> Commodity Broker |
| <input type="checkbox"/> Other _____            | <input type="checkbox"/> Clearing Bank    |

**Chapter or Section of Bankruptcy Code Under Which the Petition is Filed** (Check one box)

- |  |  |                                     |
|--|--|-------------------------------------|
| <input type="checkbox"/> Chapter 7                                       | <input checked="" type="checkbox"/> Chapter 11 | <input type="checkbox"/> Chapter 13 |
| <input type="checkbox"/> Chapter 9                                       | <input type="checkbox"/> Chapter 12            |                                     |
| <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding |  |                                     |

**Nature of Debts** (Check one box)

- Consumer/Non-Business       Business

**Filing Fee** (Check one box)

- Full Filing Fee attached
- Filing Fee to be paid in installments (Applicable to individuals only.)  
Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.

**Chapter 11 Small Business** (Check all boxes that apply)

- Debtor is a small business as defined in 11 U.S.C. § 101
- Debtor is and elects to be considered a small business under 11 U.S.C. § 1121(e) (Optional)

**Statistical/Administrative Information** (Estimates only)

- Debtor estimates that funds will be available for distribution to unsecured creditors.
- Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors	1-15	16-49	50-99	100-199	200-999	1000-over
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>

**Estimated Assets**

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

**Estimated Debts**

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

THIS SPACE IS FOR COURT USE ONLY

**Voluntary Petition**

(This page must be completed and filed in every case)

Name of Debtor(s):

**Citation Corporation**

**Prior Bankruptcy Case Filed Within Last 6 Years** (If more than one, attach additional sheet)

Location

Where Filed: - None -

Case Number:

Date Filed:

**Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor** (If more than one, attach additional sheet)

Name of Debtor:

- None -

Case Number:

Date Filed:

District:

Relationship:

Judge:

**Signatures**

**Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.  
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X \_\_\_\_\_  
Signature of Debtor

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
Telephone Number (If not represented by attorney)

\_\_\_\_\_  
Date

**Signature of Attorney**

X  \_\_\_\_\_  
Signature of Attorney for Debtor(s)

**Michael Leo Hall HALLM8891**

Printed Name of Attorney for Debtor(s)

**Burr & Forman LLP**

Firm Name

**420 North 20th Street  
SouthTrust Tower, Suite 3100  
Birmingham, AL 35203**

Address

**(205) 251-3000 Fax: (205) 458-5100**

Telephone Number

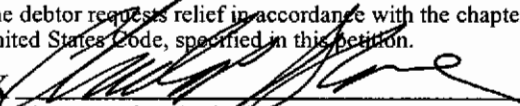
**9-18-04**

Date

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X  \_\_\_\_\_  
Signature of Authorized Individual

**Charles P. Bloome**

Printed Name of Authorized Individual

**Vice President and Secretary**

Title of Authorized Individual

**9-18-04**

Date

**Exhibit A**

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11)

Exhibit A is attached and made a part of this petition.

**Exhibit B**

(To be completed if debtor is an individual whose debts are primarily consumer debts)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter.

X \_\_\_\_\_  
Signature of Attorney for Debtor(s)      Date

**Exhibit C**

Does the debtor own or have possession of any property that poses a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No

**Signature of Non-Attorney Petition Preparer**

I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document.

\_\_\_\_\_  
Printed Name of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social Security Number (Required by 11 U.S.C. § 110(c).)

\_\_\_\_\_  
Address

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

X \_\_\_\_\_  
Signature of Bankruptcy Petition Preparer

\_\_\_\_\_  
Date

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**CITATION CORPORATION**  
**(the "Company")**

**Secretary's Certificate**

I, the undersigned, being a duly elected, qualified and acting Secretary of the Company, do hereby certify that:

1. Attached hereto as Exhibit A is a true and complete copy of the resolutions duly adopted by the Board of Directors of the Company at a meeting on September 9, 2004 authorizing the Company to file one or more voluntary petitions for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code").

2. Attached hereto as Exhibit B is a true and complete copy of the resolutions duly adopted by the Board of Directors of the Company at a meeting on September 9, 2004 authorizing the Company to enter into, execute, deliver and perform its obligations under the Revolving Credit Agreement with the Lenders, and JPMorgan Chase Bank, as the Issuing Bank and Administrative Agent (the "Credit Agreement"; all capitalized terms used but not defined herein shall have the meanings ascribed to them under the Credit Agreement), the Borrowings and Letter of Credit extensions under the Credit Agreement, the other Loan Documents and any other documents required or contemplated under the Credit Agreement, and the granting of the Liens contemplated thereby. Said resolutions are in full force and effect without modification or amendment as of the date of this Certificate.

[Signature on Following Page.]

WITNESS, my hand, this \_\_\_ day of \_\_\_\_\_, 2004.

A handwritten signature in black ink, appearing to read 'Charles P. Bloome', written over a horizontal line.

Charles P. Bloome, Secretary of  
Citation Corporation

## EXHIBIT A

### Board Resolutions

**WHEREAS**, after considered review of the financial condition of the Corporation, the Board has made the informed determination that it will be in the best interests of the Corporation, and its equity security holders and its creditors, to file one or more voluntary petitions (collectively, the "Voluntary Petitions") for relief under chapter 11 of Title 11 of the United States Code, 11 U.S.C. § 101 et seq. (the "Bankruptcy Code").

**NOW, THEREFORE, BE IT RESOLVED**, that the Board hereby finds, determines and concludes that the filing of the Voluntary Petitions on behalf of the Corporation will be in the best interests of the Corporation, its equity security holders and its creditors; and

**RESOLVED FURTHER**, that the Board hereby finds, determines and concludes that it may be necessary to act in a prompt manner to file the Voluntary Petitions; and

**RESOLVED FURTHER**, that the Board hereby finds, determines and concludes that it is desirable to authorize the Chairman, President or the Vice President of the Corporation or such other officer(s) of the Corporation as the Chairman or the President of the Corporation may designate (collectively, the "Authorized Officers") to file the Voluntary Petitions on behalf of and in the name of the Corporation; and

**RESOLVED FURTHER**, that the Board hereby authorizes, empowers and directs each of the Authorized Officers to execute the Voluntary Petitions on behalf of and in the name of the Corporation and to take such other actions at such time as they deem necessary, appropriate or desirable to cause the filing of the Voluntary Petitions for and on behalf of the Corporation, including depositing the executed Voluntary Petitions and such other necessary documents and papers in custody of the firm of Burr & Forman LLP ("Burr & Forman"), to be held in trust until such time as the Chairman or the President of the Corporation instructs Burr & Forman, either orally or in writing, to file the Voluntary Petitions and such other necessary documents and papers; and

**RESOLVED FURTHER**, that the Board hereby authorizes, empowers and directs each of the Authorized Officers to execute, verify and file such papers as may be necessary, appropriate or desirable under chapter 11 of the Bankruptcy Code, and to take any and all actions necessary or proper therein to retain and compensate Burr & Forman as legal counsel for the filing of the Voluntary Petitions and to arrange for the retention and compensation of such other professionals as may be necessary; and

**RESOLVED FURTHER**, that the Board hereby authorizes, empowers and directs each of the Authorized Officers to take such other actions and to deliver and file on behalf of the Corporation such other documents, agreements or certificates as may be necessary, appropriate or desirable in order to consummate the actions described in or contemplated by the foregoing resolutions.

## **EXHIBIT B**

### **Board Resolutions**

**WHEREAS**, the respective Board of Directors of the Company and of Citation Holding Company ("Holdings"), and the Boards of Directors, Managers and Members or General Partner, as the case may be, of the Company's subsidiaries (the "Subsidiaries") have adopted resolutions authorizing the filing of voluntary petitions with the Bankruptcy Court initiating cases under chapter 11 of the Bankruptcy Code, and the Company, Holdings and the Subsidiaries desire to continue in the possession of their assets and in the management of their businesses pursuant to Sections 1107 and 1108 of the Bankruptcy Code;

**WHEREAS**, the Company has requested that the Lenders, and JPMorgan Chase Bank, as the Issuing Bank and Administrative Agent, enter into a Revolving Credit Agreement (the "Credit Agreement"; all capitalized terms used but not defined herein shall have the meanings ascribed to them under the Credit Agreement) to provide a revolving credit and letter of credit facility in an aggregate principal amount not to exceed \$45,000,000, all of the Company's obligations under which are to be guaranteed by the Subsidiaries and Holdings and secured as provided in the Interim Order (or the Final Order, when applicable), herein and in the Security Documents.

**NOW, THEREFORE, BE IT RESOLVED**, that the Company is authorized to enter into, execute, deliver and perform its obligations under the Credit Agreement, substantially in the form attached hereto as Exhibit A, the Security Documents, and the other Loan Documents, including without limitation, the incurrence of the indebtedness with respect to the Loans and the reimbursement obligations with respect to the Letters of Credit, and the grant of the Transaction Lien contemplated under the Credit Agreement, the Security Documents and the other Loan Documents;

**RESOLVED FURTHER**, that the Chairman, the President or the Vice President of the Company or such other officer(s) of the Company as the Chairman or the President of the Company may designate (collectively, the "Authorized Officers"), each with full authority to act without the others, is authorized, directed and empowered, for and on behalf of the Company, to negotiate and agree to the forms of the Credit Agreement, the Security Documents and such other Loan Documents (collectively referred to as the "Credit Documents"), and to execute, verify and deliver the Credit Documents, with such amendments, deletions, additions or other changes thereto as may be approved by the Authorized Officer executing the same, such execution to be conclusive evidence of approval by the Board of the Company of such amendments, deletions, additions or other changes and of the Credit Documents so executed and delivered;

**RESOLVED FURTHER**, that the Authorized Officers are hereby authorized, directed and empowered to take any other action deemed necessary or desirable by such Authorized Officer in connection with the execution, delivery and performance of the

Credit Documents and the consummation of the transactions contemplated thereby, including, without limitation, the execution, delivery and filing of such instruments, certificates, notices or such other documents deemed appropriate by such Authorized Officer in order to effectuate the foregoing resolutions.

## CITATION CORP. TOP 20 CREDITORS

Dell Marketing, LP  
PO Box 534118  
c/o Dell USA  
Atlanta, GA 30353

Benton County Electric System  
PO Box 429  
Camden, TN 38320

Capital Strategies Group  
2 Metroplex Dr, Ste 111  
Birmingham, AL 35209

Rose-Walker, LLP  
1701 N Market St, Ste 200  
Dallas, TX 75202

Bank One, NA  
PO Box 974222  
Dallas, TX 75397

Zoll Medical Corporation  
PO Box 33080  
Newark, NJ 07188

LandMark Engineering Sciences  
3021 Minot Ln, Ste 200  
Waukesha, WI 53188

CDW Direct LLC  
PO Box 75723  
Chicago, IL 60675

Comshare (U.S.), Inc.  
PO Box 102573  
Atlanta, GA 30368

Department of Labor  
3300 Vickery Rd  
North Syracuse, NY 13212

Inovois  
PO Box 198145  
Atlanta, GA 30384

United Parcel Service  
PO Box 7247-0244  
Philadelphia, PA 19170

Optimum Solutions  
210 25th Ave N, Ste 700  
Nashville, TN 37203



Bank One Cash Management  
PO Box 70176  
Chicago, IL 60673  
Quadrant Software  
PO Box 200  
Mansfield, MA 02048

Andrews & Kurth  
600 Travis, Ste 4200  
Houston, TX 77002

The Travelers Insurance Co.  
91287 Collections Center Dr  
c/o Bank of America  
Chicago, IL 60693

Maynard Cooper & Gale, PC  
1901 Sixth Ave N  
AmSouth/Harbert Plaza, Ste 2400  
Birmingham, AL 35203

Quarles & Brandy, LLP  
411 E Wisconsin Ave  
Milwaukee, WI 53202

Adams and Reese LLP  
701 Poydras St, Ste 4500  
New Orleans, LA 70139