

B1 (Official Form 1)(1/08)

**United States Bankruptcy Court
District of Delaware**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Meridian Automotive Systems, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): AKA American Bumper & Mfg. Co.; FKA Meridian Automotive Systems, Inc.; FKA Meridian Automotive Systems (Delaware), Inc.	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 38-2212037	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 999 Republic Drive Allen Park, MI	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 48101	ZIP Code
County of Residence or of the Principal Place of Business: Wayne	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input checked="" type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> 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 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: Chapter 11 Debtors <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information

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

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

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

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Meridian Automotive Systems, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: Delaware	Case Number: 05-11169	Date Filed: 4/26/05	
Location Where Filed:	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: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A		Exhibit B	
(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.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		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. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).	
		X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> 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.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

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

Name of Debtor(s):

Meridian Automotive Systems, Inc.**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. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

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

X _____

Signature of Debtor

X _____

Signature of Joint Debtor

Telephone Number (If not represented by attorney)_____
Date**Signature of Attorney***X 

Signature of Attorney for Debtor(s)

John D. McLaughlin, Jr. (# 4123)

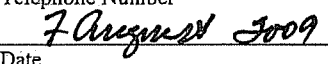
Printed Name of Attorney for Debtor(s)

Young Conaway Stargatt & Taylor, LLP

Firm Name

**1000 West Street, 17th Floor
Wilmington, DE 19801**_____
AddressEmail: jmclaughlin@ycst.com

302.571.6634 Fax: 302.576.3316

Telephone NumberX 

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

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

Richard E. Newsted

Printed Name of Authorized Individual

President and Chief Executive Officer

Title of Authorized Individual

8/4/09

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

 I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached. Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____

Signature of Foreign Representative

Printed Name of Foreign Representative_____
Date**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer_____
Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)_____
Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

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

A bankruptcy petition preparer's 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.

In re Meridian Automotive Systems, Inc.

Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION
Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Meridian Automotive Systems - Angola Operations, Inc. Delaware	Affiliate	
Meridian Automotive Systems - Composites Operations, Inc. Delaware	Affiliate	
Meridian Automotive Systems - Construction, Inc. Delaware	Affiliate	
Meridian Automotive Systems - Detroit Operations, Inc. Delaware	Affiliate	
Meridian Automotive Systems - Grand Rapids Operations, Inc. Delaware	Affiliate	
Meridian Automotive Systems - Heavy Truck Operations, Inc. Delaware	Affiliate	
Meridian Automotive Systems - Mexico Operations, LLC. Delaware	Affiliate	
Meridian Automotive Systems - Shreveport Operations, Inc. Delaware	Affiliate	

SECRETARY'S CERTIFICATE

I, the undersigned, solely in my capacity as Secretary of Meridian Automotive Systems, Inc., a Delaware corporation ("MASI"), Meridian Automotive Systems – Angola Operations, Inc., a Michigan corporation ("MAS Angola"), Meridian Automotive Systems – Composites Operations, Inc., a Delaware corporation ("MAS Composites"), Meridian Automotive Systems – Construction, Inc., a Michigan corporation ("MAS Construction"), Meridian Automotive Systems – Detroit Operations, Inc., a Michigan corporation ("MAS Detroit"), Meridian Automotive Systems – Grand Rapids Operations, Inc., a Michigan corporation ("MAS Grand Rapids"), Meridian Automotive Systems - Heavy Truck Operations, Inc., a North Carolina corporation ("MAS Heavy Truck"), Meridian Automotive Systems - Mexico Operations, L.L.C., a Michigan limited liability company ("MAS LLC"), and Meridian Automotive Systems – Shreveport Operations, Inc., a Delaware corporation ("MAS Shreveport" and, together with MASI, MAS Angola, MAS Composites, MAS Construction, MAS Detroit, MAS Grand Rapids, MAS Heavy Truck and MAS LLC, "Meridian"), and not in my individual capacity, on behalf of Meridian do hereby certify:

1. Attached hereto as Exhibit A is a true, complete and correct copy of the resolutions adopted on July 14, 2009 by the Board of Directors of MASI. As used in Exhibit A, the term "Corporation" shall refer to MASI.

2. Attached hereto as Exhibit B is a true, complete and correct copy of the resolutions adopted on July 14, 2009 by the Sole Director of each of MAS Angola, MAS Composites, MAS Construction, MAS Detroit, MAS Grand Rapids, MAS Heavy Truck, MAS LLC, and MAS Shreveport. As used in Exhibit B, the term "Corporation" shall refer to each of MAS Angola, MAS Composites, MAS Construction, MAS Detroit, MAS Grand Rapids, MAS Heavy Truck, MAS LLC, and MAS Shreveport, individually.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of July, 2009.

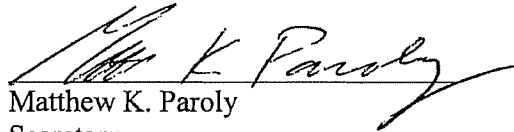

Matthew K. Paroly
Secretary

EXHIBIT A

RESOLUTIONS

WHEREAS, the Board of Directors of the Corporation (collectively, the "Board") has considered the current financial condition and circumstances of the Corporation and its subsidiaries, including, without limitation, their current respective assets and liabilities and operational performance; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Corporation and the Corporation's professional advisors as to the relative risks and benefits of commencing a voluntary bankruptcy proceeding for the Corporation and its domestic subsidiaries now or in the immediate future.

1. Approval of Wind-Down Plan and Filing of Voluntary Petition

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby determines and concludes that it is desirable and in the best interests of the Corporation, its creditors, shareholders and other interested parties that the Corporation proceed with an orderly wind-down and liquidation of the Corporation and each of its domestic subsidiaries, including working with customers, vendors and lenders, to be followed by the filing of chapter 7 bankruptcy petitions for such entities (collectively, the "Wind-Down Plan"); and be it

FURTHER RESOLVED, that as part of the Wind-Down Plan, the Corporation and each of its wholly-owned U.S. subsidiaries, file voluntary petitions (the "Voluntary Petitions") seeking relief under chapter 7 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware or the Eastern District of Michigan, and the filing of such Voluntary Petitions is authorized hereby.

2. Appointment of Authorized Officers

RESOLVED, that each of the officers of the Corporation set forth on Schedule 1 hereto (the "Authorized Officers") be, and any one or more of them, acting jointly or individually, hereby is, authorized and directed, for, on behalf of, and in the name of the Corporation and, as applicable, its subsidiaries, to take, or cause to be taken, any and all actions that such Authorized Officers, in their sole discretion, shall determine to be necessary or appropriate to consummate the Wind-Down Plan and/or Bankruptcy, including (without limitation) hiring attorneys, work-out specialists and other professional service providers, and executing, or causing to be executed, any documentation in connection with, or related to, the Wind-Down Plan (including, without limitation, filing the Voluntary Petitions and all related papers deemed necessary or appropriate).

3. Actions by Authorized Officers

RESOLVED, that the Board hereby authorizes and empowers the Authorized Officers to take such other actions at such times as they deem necessary, appropriate or desirable to cause the preparation and filing of the Voluntary Petitions, schedules, statements of financial affairs, lists, affidavits, pleadings and other papers or documents, and to take any and all actions which they deem necessary or proper for and on behalf of the Corporation (and, as applicable, its subsidiaries) to obtain relief under the Bankruptcy Code, including without limitation depositing the executed Voluntary

Petitions, schedules, statements of financial affairs, lists, affidavits, pleadings and other papers or documents in the custody of the law firm of Foley & Lardner LLP ("Foley & Lardner") and/or such other local or other counsel as may be retained by the Corporation (together with Foley & Lardner, "Bankruptcy Counsel"), to be held in trust and for safekeeping until such time as an Authorized Officer instructs Bankruptcy Counsel, either orally, in writing or via email, to file the Voluntary Petitions and schedules, statements of financial affairs, lists, affidavits, pleadings and other papers or documents; and be it

FURTHER RESOLVED, that the Authorized Officers be, and hereby are, authorized to continue to employ the law firm of Foley & Lardner as general bankruptcy counsel to the Corporation and its subsidiaries and to engage such other local or other counsel, in each case to represent and assist the Corporation and its subsidiaries in considering liquidation alternatives and in filing under chapter 7 of the Bankruptcy Code, and to take any and all actions to advance the rights of the Corporation and its subsidiaries and, in connection therewith, the Authorized Officers are authorized to pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy, and to cause to be filed appropriate applications for authority to retain the services of Bankruptcy Counsel; and be it

FURTHER RESOLVED, that the Authorized Officers be, and hereby are, authorized to employ additional professionals, including without limitation any attorneys, financial advisors or consultants as the Authorized Officer deems necessary, appropriate, advisable or desirable to represent and assist the Corporation and its subsidiaries in considering liquidation alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers be, and hereby are, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy, and cause to be filed appropriate applications for authority to retain the services of such additional professionals; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and any one or more than one of them, acting jointly or individually hereby is, authorized and empowered, in the name of, and on behalf of the Corporation and its subsidiaries: (a) to take or cause to be taken any and all such other and further actions; (b) to do and perform, or cause to be done or performed, all such acts and things; (c) to negotiate, execute and deliver, or cause to be negotiated, executed or delivered, all such further papers, pleadings, documents and instruments of any type and description; and (d) to pay, or cause to be paid, any and all fees, charges and costs of any type or description, all of which may be, or may be deemed to be, necessary, appropriate, advisable or desirable to effect the purposes and intent of the foregoing resolutions, the necessity, propriety, advisability or desirability of which shall be conclusively evidenced by any such officer's taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, pleadings, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, pleadings, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating in any manner whatsoever, the subject of the resolutions set forth above, shall conclusively establish their authority therefore from the Corporation and its subsidiaries and the approval and ratification by the Corporation and its subsidiaries of any and all papers, pleadings, documents and instruments so executed and delivered, and any and all action so taken, done or performed.

4. **Prior Related Acts**

RESOLVED, that all of the acts and transactions of management and members of the Board relating to matters contemplated by the foregoing resolutions, taken in the name of and on behalf of the Corporation and its subsidiaries, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

SCHEDULE 1

Authorized Officers

Richard E. Newsted
Matthew K. Paroly
Michael J. Moriarty

President and Chief Executive Officer
Senior Vice President, Chief Legal Officer and Secretary
Vice President and Chief Financial Officer

EXHIBIT B

RESOLUTIONS

WHEREAS, the Sole Director of each of MAS Angola, MAS Composites, MAS Construction, MAS Detroit, MAS Grand Rapids, MAS Heavy Truck, MAS LLC, and MAS Shreveport (collectively, the "Board") has considered the current financial condition and circumstances of the Corporation, including, without limitation, the current assets and liabilities of the Corporation and its current operational performance; and

WHEREAS, the Board has received, reviewed and considered the recommendations of the senior management of the Corporation and the Corporation's professional advisors as to the relative risks and benefits of commencing a voluntary bankruptcy proceeding for the Corporation now or in the immediate future.

1. Approval of Wind-Down Plan and Filing of Voluntary Petition

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby determines and concludes that it is desirable and in the best interests of the Corporation, its creditors, shareholders and other interested parties that the Corporation proceed with an orderly wind-down and liquidation of the Corporation, including working with customers, vendors and lenders, to be followed by the filing of a chapter 7 bankruptcy petition (the "Wind-Down Plan"); and be it

FURTHER RESOLVED, that as part of the Wind-Down Plan, the Corporation file a voluntary petition (the "Voluntary Petition") seeking relief under chapter 7 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware or the Eastern District of Michigan, and the filing of such Voluntary Petition is authorized hereby.

2. Appointment of Authorized Officers

RESOLVED, that each of the officers of the Corporation set forth on Schedule 1 hereto (the "Authorized Officers") be, and any one or more of them, acting jointly or individually, hereby is, authorized and directed, for, on behalf of, and in the name of the Corporation and to take, or cause to be taken, any and all actions that such Authorized Officers, in their sole discretion, shall determine to be necessary or appropriate to consummate the Wind-Down Plan and/or Bankruptcy, including (without limitation) hiring attorneys, work-out specialists and other professional service providers, and executing, or causing to be executed, any documentation in connection with, or related to, the Wind-Down Plan (including, without limitation, filing the Voluntary Petitions and all related papers deemed necessary or appropriate).

3. Actions by Authorized Officers

RESOLVED, that the Board hereby authorizes and empowers the Authorized Officers to take such other actions at such times as they deem necessary, appropriate or desirable to cause the preparation and filing of the Voluntary Petitions, schedules, statements of financial affairs, lists, affidavits, pleadings and other papers or documents, and to take any and all actions which they deem necessary or proper for and on behalf of the Corporation to obtain relief under the Bankruptcy Code, including without limitation depositing the executed Voluntary Petitions, schedules, statements of financial affairs, lists, affidavits, pleadings and other papers or documents in the custody of the law

firm of Foley & Lardner LLP ("Foley & Lardner") and/or such other local or other counsel as may be retained by the Corporation (together with Foley & Lardner, "Bankruptcy Counsel"), to be held in trust and for safekeeping until such time as an Authorized Officer instructs Bankruptcy Counsel, either orally, in writing or via email, to file the Voluntary Petitions and schedules, statements of financial affairs, lists, affidavits, pleadings and other papers or documents; and be it

FURTHER RESOLVED, that the Authorized Officers be, and hereby are, authorized to continue to employ the law firm of Foley & Lardner as general bankruptcy counsel to the Corporation and to engage such other local or other counsel, in each case to represent and assist the Corporation in considering liquidation alternatives and in filing under chapter 7 of the Bankruptcy Code, and to take any and all actions to advance the rights of the Corporation and, in connection therewith, the Authorized Officers are authorized to pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy, and to cause to be filed appropriate applications for authority to retain the services of Bankruptcy Counsel; and be it

FURTHER RESOLVED, that the Authorized Officers be, and hereby are, authorized to employ additional professionals, including without limitation any attorneys, financial advisors or consultants as the Authorized Officer deems necessary, appropriate, advisable or desirable to represent and assist the Corporation in considering liquidation alternatives and carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers be, and hereby are, authorized to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy, and cause to be filed appropriate applications for authority to retain the services of such additional professionals; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and any one or more than one of them, acting jointly or individually hereby is, authorized and empowered, in the name of, and on behalf of the Corporation: (a) to take or cause to be taken any and all such other and further actions; (b) to do and perform, or cause to be done or performed, all such acts and things; (c) to negotiate, execute and deliver, or cause to be negotiated, executed or delivered, all such further papers, pleadings, documents and instruments of any type and description; and (d) to pay, or cause to be paid, any and all fees, charges and costs of any type or description, all of which may be, or may be deemed to be, necessary, appropriate, advisable or desirable to effect the purposes and intent of the foregoing resolutions, the necessity, propriety, advisability or desirability of which shall be conclusively evidenced by any such officer's taking, or causing to be taken, any such action, doing and performing, or causing to be done or performed, any such act or thing, executing and delivering, or causing to be executed and delivered, any such papers, pleadings, documents or instruments, or paying, or causing to be paid, any such fees, charges and costs; and the execution by any of such officers of any such papers, pleadings, documents or instruments, or the doing by any of them of any act or thing in connection with any of the matters or things contemplated by, arising out of or in connection with, or otherwise relating in any manner whatsoever, the subject of the resolutions set forth above, shall conclusively establish their authority therefore from the Corporation and the approval and ratification by the Corporation of any and all papers, pleadings, documents and instruments so executed and delivered, and any and all action so taken, done or performed.

4. Prior Related Acts

RESOLVED, that all of the acts and transactions of management and members of the Board relating to matters contemplated by the foregoing resolutions, taken in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts

were taken prior to execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

SCHEDULE 1

Authorized Officers

Richard E. Newsted
Matthew K. Paroly
Michael J. Moriarty

Sole Director
Vice President and Secretary
Vice President and Treasurer