

United States Bankruptcy Court

District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): NVT Mason City Licensee, LLC	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): FDBA NVG Mason City Licensee, LLC	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) 37-1526216	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): 3500 Lenox Road Suite 640 Atlanta, GA <div style="text-align: right; margin-top: 5px;"> ZIP Code 30326 </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
County of Residence or of the Principal Place of Business: Fulton	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (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.)	<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	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" 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
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).		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.

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.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" 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 <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> OVER 100,000</div> </div>	
Estimated Assets <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input checked="" type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>	
Estimated Liabilities <div style="display: flex; justify-content: space-between;"> <div><input checked="" type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>	

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

Name of Debtor(s):

NVT Mason City Licensee, LLC**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location

Where Filed: **- None -**

Case Number:

Date Filed:

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:

Case Number:

Date Filed:

See Riders 1 and 2, attached

District:

Relationship:

Judge:

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. 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?

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

☒ 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.)

☐ Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

☐ 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)

- ☒ 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.
- ☐ 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)

- ☐ 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)

- ☐ 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
- ☐ 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.
- ☐ 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):

NVT Mason City Licensee, LLC**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 /s/ Christopher A. Ward _____
Signature of Attorney for Debtor(s)

Christopher A. Ward 3877 _____
Printed Name of Attorney for Debtor(s)

POLSINELLI SHUGHART PC _____
Firm Name

222 Delaware Avenue, Suite 1101
Wilmington, DE 19801

Address

(302) 252-0920 Fax: (302) 252-0921 _____
Telephone Number

July 13, 2009 _____
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 /s/ Jason Elkin _____
Signature of Authorized Individual

Jason Elkin _____
Printed Name of Authorized Individual

Chairman and Chief Executive Officer _____
Title of Authorized Individual

July 13, 2009 _____
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.

RIDER 1
Pending Bankruptcy Cases Filed by this Debtor and Affiliates
Each Concurrently Filed in the United States Bankruptcy Court for the
District of Delaware

NV Broadcasting, LLC;
NV Media, LLC;
NV Television, LLC;
NVT Kansas, Inc.;
NVT Birmingham, LLC;
NVT Birmingham Licensee, LLC;
NVT Mason City, LLC;
NVT Mason City Licensee, LLC;
NVT Portland, LLC;
NVT Portland Licensee, LLC;
NVT Hawaii, LLC;
NVT Hawaii Licensee, LLC;
NVT Wichita, LLC;
NVT Wichita Licensee, LLC;
NVT Topeka, LLC;
NVT Topeka Licensee, LLC;
NVT Topeka II, LLC;
NVT Topeka II Licensee, LLC;
NVT Youngstown, LLC;
NVT Youngstown Licensee, LLC;
NVT Savannah, LLC;
NVT Savannah Licensee, LLC.

RIDER 2
Pending Bankruptcy Cases Filed by Related Debtors
Each Concurrently Filed in the United States Bankruptcy Court for the
District of Delaware

PBC Television Holdings, LLC;

PBC Broadcasting, LLC;

PBC Broadcasting of Youngstown, LLC;

PBC Broadcasting of Youngstown License, LLC;

PBC Broadcasting of Savannah, LLC;

PBC Broadcasting of Savannah License, LLC.

NVT MASON CITY LICENSEE, LLC
UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS
JULY 10, 2009

The undersigned, being all of the members of the Board of Directors (the "Board") of NVT Mason City Licensee, LLC, a Delaware limited liability company (the "Company"), by this consent in writing in accordance with Section 18-404(d) of the Delaware Limited Liability Company Act, do hereby consent to the adoption of the following resolutions and do hereby direct the Secretary of the Company to file this consent in the minutes of the proceedings of the Board.

WHEREAS, the Board has reviewed the materials prepared and presented by the management and the advisors of the Company regarding the liabilities and liquidity position of the Company, the strategic alternatives available to the Company and the impact of the foregoing on the business and member of the Company;

WHEREAS, the Board has had the opportunity to consult with the management and the advisors of the Company and to consider fully each of the strategic alternatives available to the Company;

WHEREAS, pursuant to the limited liability company operating agreement of the Company, the written consent of the board of directors of New Vision Television, LLC, a Delaware limited liability company ("NVT"), is required prior to the Company taking certain actions or entering into certain transactions or agreements, including without limitation: (a) taking any action relating to the filing of any bankruptcy petition; (b) entering into any material contract outside the ordinary course of business; (c) effecting a reorganization in any form of transaction; (d) transferring a substantial portion of its assets or equity interests; or (e) making any loans or incurring or cancelling any material indebtedness; and

WHEREAS, the Company, having received the requisite approvals of the board of directors of NVT, now desires to enter into certain agreements and transactions as hereinafter set forth.

1. APPROVAL OF FILING A VOLUNTARY PETITION UNDER THE PROVISIONS OF CHAPTER 11 OF THE UNITED STATES BANKRUPTCY CODE

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company and its creditors and other parties in interest that the Company file or cause to be filed a voluntary petition for relief under the provisions of chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532 (the "Bankruptcy Code") (the "Bankruptcy Proceedings"); and

FURTHER RESOLVED, that each of the Chairman and CEO, President and COO, Secretary and Treasurer and CFO of the Company (each individually, an "Authorized Officer" and collectively, the "Authorized Officers"), any one of whom may act without the joinder of any of the others, is hereby authorized, directed and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings and other papers or

documents as necessary to commence and prosecute the Bankruptcy Proceedings (collectively, the "Bankruptcy Documents"), including without limitation motions to obtain the use of cash collateral and provide adequate protection therefor and to obtain debtor in possession financing (as provided for below), and to take any and all further acts and deeds that such Authorized Officers deem necessary, appropriate or advisable in connection with Bankruptcy Proceedings, with a view to the successful prosecution of such proceedings.

2. APPROVAL OF THE EMPLOYMENT OF PROFESSIONALS

BE IT FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to employ the law firm of Locke Lord Bissell & Liddell LLP as general bankruptcy counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including without limitation filing any pleadings, and, in connection therewith, executing appropriate retention agreements with, paying appropriate retainers to, and causing to be filed an appropriate application for authority to retain the services of Locke Lord Bissell & Liddell LLP;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to employ the law firm of Polsinelli Shughart PC as co-counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including without limitation filing any pleadings, and, in connection therewith, executing appropriate retention agreements with, paying appropriate retainers to, and causing to be filed an appropriate application for authority to retain the services of Polsinelli Shughart PC;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to employ the firm of Moelis & Company LLC as financial advisor and investment banker to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and, in connection therewith, to execute appropriate retention agreements with, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Moelis & Company LLC;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to employ the firm of BMC Group, Inc. as noticing, claims and balloting agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and, in connection therewith, to execute appropriate retention agreements with, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of BMC Group, Inc.; and

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code, including without limitation a liquidator, and, in connection therewith, to

execute appropriate retention agreements with, pay appropriate retainers to, and cause to be filed appropriate applications for authority to retain the services of any other professionals as such Authorized Officers deem necessary, appropriate or desirable in connection with the Bankruptcy Proceedings, with a view to the successful prosecution of such proceedings.

3. APPROVAL OF DEBTOR-IN-POSSESSION FINANCING

BE IT RESOLVED, that the form, terms and provisions of the Senior Secured, Super-Priority Debtor-in-Possession Credit Agreement (the "DIP Loan Agreement") and together with each other document, instrument or agreement executed by the Company in connection therewith, the "DIP Loan Documents"), with UBS AG, Stamford Branch, as issuing bank, administrative agent and collateral agent (the "DIP Agent"), in substantially the form submitted to the Board, be, and the same hereby is, authorized, ratified and approved in all respects;

FURTHER RESOLVED, that the Company, as a debtor and a debtor in possession under the Bankruptcy Code, be, and hereby is, authorized to incur the Obligations (as defined in the DIP Loan Agreement), to grant the liens and security interests to the DIP Agent as required under the DIP Loan Documents and to undertake any and all related transactions contemplated thereby (collectively, the "Financing Transactions");

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as a debtor and a debtor in possession, to execute, deliver and perform: (a) each of the DIP Loan Documents to which the Company is a party, each substantially in the form of such agreement submitted to the Board; (b) any and all agreements (including without limitation security agreements, mortgages and guarantees), certificates, instruments, notices and any and all other documents as such Authorized Officer may deem necessary, appropriate or advisable to facilitate the Financing Transactions; (c) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the DIP Agent; and (d) such forms of deposit and securities account control agreements, officer's certificates and compliance certificates as may be required by the DIP Loan Documents, the Financing Transactions, or any and all agreements contemplated thereby (items (a), (b), (c) and (d) being collectively referred to herein as the "Financing Documents"), each with such changes therein and additions thereto as any such Authorized Officer, in his or her sole discretion, may deem necessary, appropriate or advisable, the execution, delivery and performance of such Financing Document by any such Authorized Officer with any changes thereto to be conclusive evidence that such Authorized Officer deemed such changes to meet such standard;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company to take any and all such actions, and to execute, deliver and perform or cause to be executed, delivered and performed under seal of the Company or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the Financing Transactions and the Financing Documents (including without limitation any amendments, supplements or modifications to the DIP Loan Documents and such other documents, agreements (including without limitation security agreements, mortgages and guarantees), certificates, writings and instruments to be

delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company now or hereafter acquired as contemplated by the Financing Transactions and the Financing Documents, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Company, in each case, as any such Authorized Officer, in his or her sole discretion, may deem necessary, appropriate or advisable, the delivery and performance by any such Authorized Officer of which with any changes thereto to be conclusive evidence that such Authorized Officer deemed such changes to meet such standard;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to authorize the DIP Agent (including without limitation in its capacity as collateral agent) to file any Uniform Commercial Code (the “UCC”) financing statements and any necessary assignments for security or other documents in the name of the Company that the DIP Agent (including without limitation in its capacity as collateral agent) deems necessary or convenient to perfect any lien or security interest granted under the Financing Documents, including any such UCC financing statement containing a super-generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute, deliver and perform, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Agent (including without limitation in its capacity as collateral agent) may reasonably request to perfect the security interests of the DIP Agent (including without limitation in its capacity as collateral agent), the Lenders (as defined in the DIP Loan Documents) and the other secured parties under the Financing Documents;

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to take any and all such further actions including without limitation to pay all fees and expenses relating to the Financing Transactions or in accordance with the terms of the Financing Documents, which shall in such Authorized Officer’s sole judgment be necessary, appropriate or advisable to perform the Company’s obligations under or in connection with the Financing Transactions, the Financing Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions; and

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the Financing Documents, which shall in his or her sole judgment be necessary, appropriate or advisable.

4. APPROVAL OF THE PROPOSED RESTRUCTURING

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company and its creditors and other parties in interest that the Company restructure its ownership and/or its operations in conjunction with the Bankruptcy Proceedings and the Chapter 11 plan confirmation process, whether pursuant to a single transaction or a series of transactions, which transactions may include without limitation: (a) reorganization in any form of transaction, including without limitation by merger or consolidation; (b) recapitalization, including a debt-

for-equity exchange; and/or (c) a transfer process for the transfer of all or part of the assets or equity interests of the Company in accordance with the Chapter 11 plan (collectively, the "Restructuring Transactions").

NOW, THEREFORE, BE IT RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to take any and all actions related to the Restructuring Transactions, including without limitation the payment of fees and expenses, which shall in such Authorized Officer's sole judgment be necessary, appropriate or advisable to perform the Company's obligations in connection with the Restructuring Transactions and the transactions contemplated thereby; and

FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered, from time to time in the name and on behalf of the Company, to execute, deliver and perform or cause to be executed, delivered and performed, under seal of the Company or otherwise, any and all such other agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates to be delivered in connection with the Restructuring Transactions (collectively, the "Restructuring Documents"), each with such changes therein and additions thereto as any such Authorized Officer, in his or her sole discretion, may deem necessary, appropriate or advisable, the execution, delivery and performance of such Restructuring Document by any such Authorized Officer with any changes thereto to be conclusive evidence that such Authorized Officer deemed such changes to meet such standard.

5. APPROVAL OF ANCILLARY TRANSACTIONS

WHEREAS, in connection with the Bankruptcy Proceedings, the Financing Transactions and the Restructuring Transactions (collectively, the "Transactions"), and in connection with the Bankruptcy Documents, the Financing Documents and the Restructuring Documents (collectively, the "Transaction Documents"), the Company may need to take further action and may need to perform other transactions, which are necessary, appropriate or advisable for the consummation of the Transactions and any other transactions contemplated by the Transaction Documents (collectively, the "Ancillary Transactions").

NOW, THEREFORE, BE IT RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered, in the name and on behalf of the Company, to take any and all such further actions and to perform any and all such further transactions that shall, in such Authorized Officer's sole judgment, be necessary, appropriate or advisable, including without limitation: (a) the execution, delivery and performance of such additional agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates as necessary, appropriate or advisable and as contemplated for the consummation of the Transactions, the Transaction Documents and the Ancillary Transactions; (b) the negotiation of such additional agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates not now known, but which may be required to consummate the Transactions, the Transaction Documents and the Ancillary Transactions; (c) the negotiation of such changes and additions to any agreements, amendments, supplements, reports, documents, instruments, applications, notes or certificates currently existing; (d) the execution, delivery, performance and

filing (if applicable) of any of the foregoing; and (e) the payment of all fees, consent payments, taxes and other expenses as any such Authorized Officer, in his or her sole discretion, may approve or deem necessary, appropriate or advisable in order to carry out the intent and accomplish the purposes of the foregoing resolutions and the transactions contemplated thereby, all of such actions, executions, deliveries, performances, filings and payments to be conclusive evidence of such approval and that such Authorized Officer deemed the same to meet such standard.

6. OMNIBUS RESOLUTIONS

BE IT RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute, deliver and perform any and all such agreements, amendments, supplements, reports, documents, instruments, applications, notes, certificates and other documents, and to pay all expenses, including filing fees, in each case as such Authorized Officer deems to be necessary, appropriate or advisable to carry out fully the intent and to accomplish the purposes of the resolutions adopted herein and the transactions contemplated thereby;

FURTHER RESOLVED, that any and all acts, actions, executions, deliveries, performances, filings and payments taken or made by any Authorized Officer at any time in connection with the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, hereby are approved, adopted, ratified and confirmed in all respects as the acts and deeds of the Company, as if specifically set out in these resolutions;

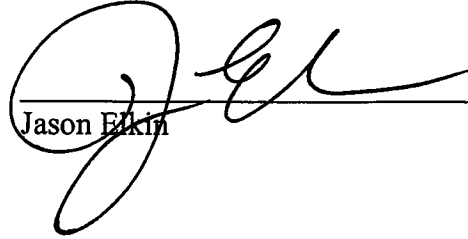
FURTHER RESOLVED, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers, be, and hereby is, authorized, directed and empowered to make any changes in, adjustments and amendments to, and waivers of any of the provisions of the Transaction Documents or any other related documents which they or any of them, in their sole judgment, determine to be in the best interests of the Company to carry out the intent of the foregoing resolutions and the transactions contemplated thereby, such determination to be conclusively evidenced by such Authorized Officer's execution, delivery and performance thereof;

FURTHER RESOLVED, that the execution by any Authorized Officer of the agreements, amendments, supplements, reports, documents, instruments, applications, notes, certificates and other documents authorized by the foregoing resolutions shall be the enforceable and binding act and obligation of the Company without the necessity of the signature or attestation of any other Authorized Officer or the affixing of the seal of the Company; and

FURTHER RESOLVED, that this document may be executed in counterparts, each of which shall be considered part of one and the same document, and that signatures transmitted by facsimile or other electronic means shall be treated as original signatures for the purposes of this document.

[THE REMAINDER OF THIS PAGE IS INTENTIONALLY LEFT BLANK. SIGNATURE PAGE FOLLOWS.]

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors, effective as of the date first above written.

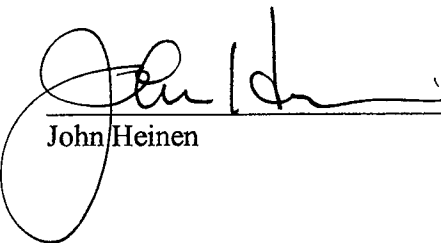


Jason Elkin

John Heinen

IN WITNESS WHEREOF, the undersigned have executed this Unanimous Written Consent of the Board of Directors, effective as of the date first above written.

Jason Elkin



John Heinen