

B1 (Official Form 1)(12/11)

United States Bankruptcy Court District of Nevada		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): American West Development, 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): See Attachment		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) 88-0201623		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): 250 Pilot Road, Suite 140 Las Vegas, NV <div style="text-align: right;">ZIP Code 89119</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Clark		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">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) <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	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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 \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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).	
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input 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 <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input checked="" 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		
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 checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
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		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): American West Development, Inc.	
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: - None -		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 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):
American West Development, 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 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.

Signature of Attorney*

X /s/ Brett A. Axelrod
 Signature of Attorney for Debtor(s)

Brett A. Axelrod 5859
 Printed Name of Attorney for Debtor(s)

Fox Rothschild LLP
 Firm Name

3800 Howard Hughes Parkway, Suite 500
Las Vegas, NV 89169

 Address

(702) 262-6899 Fax: (702) 597-5503
 Telephone Number

March 1, 2012
 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/ Robert M. Evans
 Signature of Authorized Individual

Robert M. Evans
 Printed Name of Authorized Individual

President
 Title of Authorized Individual

March 1, 2012
 Date

In re American West Development, Inc.
Debtor

Case No. _____

FORM 1. VOLUNTARY PETITION
Other Names Attachment

All Other Names used by Debtor in the last 8 years:

1. FDBA Development Management, Inc.
2. FDBA Kingsbridge 1, Inc.
3. FDBA Windsor 1, Inc.
4. FDBA Silverado Springs 1, Inc.
5. FDBA Promontory Estates, LLC
6. FDBA Castlebay 1, Inc.
7. FDBA Fairmont 1, Inc.
8. FDBA Inverness 5, Inc.
9. FDBA Kensington 1, Inc.
10. FDBA Promontory Point 4, Inc.
11. FDBA Silverado Springs 2, Inc.
12. FDBA Glen Eagles 3, Inc.
13. FDBA Heritage 1, Inc.
14. FDBA Tradition, Inc.

AMERICAN WEST DEVELOPMENT, INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the members of the board of directors (the "Board") of American West Development, Inc., a Nevada corporation (the "Company"), pursuant to Chapter 78 of Title 7 (the "Corporation Act") of the Nevada Revised Statutes ("NRS") and Article III, Section 14 of the Bylaws of the Company (the "Bylaws"), do hereby consent to the adoption of the following recitals and resolutions with the intent that the same shall be valid corporate actions as though adopted at a duly noticed and called special meeting of the Board on the date hereof:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and employees and other interested parties that the Company commence a chapter 11 case (the "Chapter 11 Case") by filing a voluntary petition for relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court").

NOW, THEREFOR, BE IT:

RESOLVED, that the President of the Company or any Vice President (the "Proper Officers") of the Company be, and they hereby are, authorized and empowered to execute and verify or certify on behalf of, and in the name of, the Company, a voluntary petition for relief under chapter 11 of the Bankruptcy Code and to cause appropriate documents to be filed in the Bankruptcy Court, and any affidavits, forms, schedules, lists, applications or any other pleadings or documents which are necessary or appropriate to file the voluntary petition; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized and empowered to execute on behalf of, and in the name of, the Company, any and all plans of reorganization under the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said authorized officer executing the same shall determine; and it is

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Case by the Company, the Proper Officers of the Company be, and hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all first-day pleadings and related documents on such terms and conditions as such officer or officers executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; and it is

FURTHER RESOLVED, that the Proper Officers be, and hereby are, directed and empowered to retain, under a general retainer, in the name of the Company, the law firm of Fox Rothschild LLP, as general bankruptcy counsel for the Company upon such terms and conditions as the Proper Officers shall approve, to render legal services to, and to represent, the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval, and in connection therewith, the Proper Officers of the Company are hereby authorized and directed to execute appropriate retention agreements and pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case and cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of such firm; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized to employ and retain on behalf of the Company the following professionals: (i) Province Advisors, LLC as financial advisor, (ii) Law Office of Nathan A. Schultz P.C., as conflicts counsel and (iii) The Garden City Group, Inc., as Claims and Noticing Agent and such other professionals as they deem necessary or appropriate upon such terms and conditions as the Proper Officers shall approve, to provide services to the Company as may be requested by the Proper Officers of the Company in connection with the Chapter 11 Case and with respect to other related matters, with a view to the successful prosecution of such case; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized and empowered to obtain post-petition financing according to terms negotiated, or to be negotiated, by the Proper Officers, including under debtor-in-possession credit facilities or relating to the use of cash collateral, and to enter into any guarantees and to pledge or grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements, and in connection therewith, the Proper Officers are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized and directed to take any and all further action, and to execute and deliver in the name of and on behalf of the Company any and all such other and further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

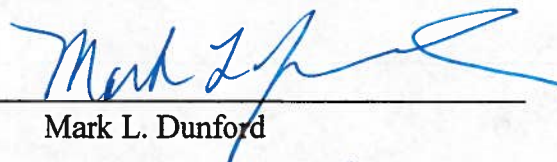
FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Proper Officers or the Board to file the voluntary petition for relief under the Bankruptcy Code or in any other connection with the Chapter 11 Case of the Company, or any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned have executed this Action by
Unanimous Written Consent of the Board of Directors as of this __ day of February 2012.

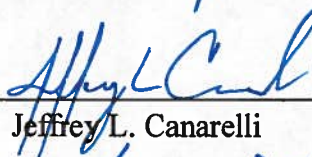
BOARD OF DIRECTORS:



Robert M. Evans



Mark L. Dunford



Jeffrey L. Canarelli



Lawrence D. Canarelli

Electronically Filed March 1, 2012

1 BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
2 MICAELA RUSTIA MOORE, ESQ.
Nevada Bar No. 9676
3 **FOX ROTHSCHILD LLP**
4 3800 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada 89169
5 Telephone: (702) 262-6899
Facsimile: (702) 597-5503
6 Email: baxelrod@foxrothschild.com
7 mmoore@foxrothschild.com
8 *[Proposed] Counsel for American West Development, Inc.*

9 **UNITED STATES BANKRUPTCY COURT**

10 **DISTRICT OF NEVADA**

11 In re

Case No. BK-S-12-12349-mkn

12 AMERICAN WEST DEVELOPMENT,
13 INC., a Nevada corporation,

Chapter 11

14 Debtor.

ERRATA TO VOLUNTARY PETITION

15 Hearing Date:
16 Hearing Time:

17 American West Development, Inc. ("AWDI" or "Debtor"), debtor and debtor in possession in
18 the above-captioned chapter 11 bankruptcy case (the "Chapter 11 Case"), by and through its proposed
19 counsel, the law firm of Fox Rothschild, LLP, hereby submits this Errata to Debtor's Voluntary Petition
20 (the "Errata"). This Errata shall replace the undated Corporate Resolution attached to the Voluntary
21 Petition with the fully dated and executed Corporate Resolution, a copy of which is attached hereto.

22 Dated this 1st day of March, 2012.

23 **FOX ROTHSCHILD LLP**

24 By s/Micaela Rustia Moore
25 BRETT A. AXELROD, ESQ.
Nevada Bar No. 5859
26 MICAELA RUSTIA MOORE, ESQ.
Nevada Bar No. 9676
27 3800 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada 89169
28 *[Proposed] Counsel for American West Development, Inc.*

FOX ROTHSCHILD LLP
3800 Howard Hughes Parkway, Suite 500
Las Vegas, Nevada 89169
(702) 262-6899
(702) 597-5503 (fax)

AMERICAN WEST DEVELOPMENT, INC.

**ACTION BY UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS IN LIEU OF A SPECIAL MEETING**

The undersigned, being all of the members of the board of directors (the "Board") of American West Development, Inc., a Nevada corporation (the "Company"), pursuant to Chapter 78 of Title 7 (the "Corporation Act") of the Nevada Revised Statutes ("NRS") and Article III, Section 14 of the Bylaws of the Company (the "Bylaws"), do hereby consent to the adoption of the following recitals and resolutions with the intent that the same shall be valid corporate actions as though adopted at a duly noticed and called special meeting of the Board on the date hereof:

WHEREAS, in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors and employees and other interested parties that the Company commence a chapter 11 case (the "Chapter 11 Case") by filing a voluntary petition for relief under the provisions of chapter 11 of title 11, United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court").

NOW, THEREFOR, BE IT:

RESOLVED, that the President of the Company or any Vice President (the "Proper Officers") of the Company be, and they hereby are, authorized and empowered to execute and verify or certify on behalf of, and in the name of, the Company, a voluntary petition for relief under chapter 11 of the Bankruptcy Code and to cause appropriate documents to be filed in the Bankruptcy Court, and any affidavits, forms, schedules, lists, applications or any other pleadings or documents which are necessary or appropriate to file the voluntary petition; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized and empowered to execute on behalf of, and in the name of, the Company, any and all plans of reorganization under the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said authorized officer executing the same shall determine; and it is

FURTHER RESOLVED, that in connection with the commencement of the Chapter 11 Case by the Company, the Proper Officers of the Company be, and hereby are, authorized and empowered on behalf of, and in the name of, the Company to execute and file all first-day pleadings and related documents on such terms and conditions as such officer or officers executing the same may consider necessary, proper or desirable, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company; and it is

FURTHER RESOLVED, that the Proper Officers be, and hereby are, directed and empowered to retain, under a general retainer, in the name of the Company, the law firm of Fox Rothschild LLP, as general bankruptcy counsel for the Company upon such terms and conditions as the Proper Officers shall approve, to render legal services to, and to represent, the Company in connection with the Chapter 11 Case, subject to Bankruptcy Court approval, and in connection therewith, the Proper Officers of the Company are hereby authorized and directed to execute appropriate retention agreements and pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case and cause to be filed with the Bankruptcy Court an appropriate application for authority to retain the services of such firm; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized to employ and retain on behalf of the Company the following professionals: (i) Province Advisors, LLC as financial advisor, (ii) Law Office of Nathan A. Schultz P.C., as conflicts counsel and (iii) The Garden City Group, Inc., as Claims and Noticing Agent and such other professionals as they deem necessary or appropriate upon such terms and conditions as the Proper Officers shall approve, to provide services to the Company as may be requested by the Proper Officers of the Company in connection with the Chapter 11 Case and with respect to other related matters, with a view to the successful prosecution of such case; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized and empowered to obtain post-petition financing according to terms negotiated, or to be negotiated, by the Proper Officers, including under debtor-in-possession credit facilities or relating to the use of cash collateral, and to enter into any guarantees and to pledge or grant liens on its assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreements, and in connection therewith, the Proper Officers are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements and related ancillary documents; and it is

FURTHER RESOLVED, that the Proper Officers of the Company be, and they hereby are, authorized and directed to take any and all further action, and to execute and deliver in the name of and on behalf of the Company any and all such other and further instruments and documents and to pay all such expenses (subject to Bankruptcy Court approval), where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein; and it is

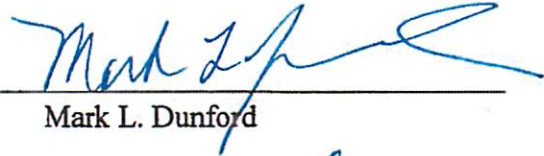
FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Proper Officers or the Board to file the voluntary petition for relief under the Bankruptcy Code or in any other connection with the Chapter 11 Case of the Company, or any matter related thereto, or by virtue of these resolutions be, and hereby are, in all respects ratified, confirmed and approved.

IN WITNESS WHEREOF, the undersigned have executed this Action by
Unanimous Written Consent of the Board of Directors as of this 28 day of February 2012.

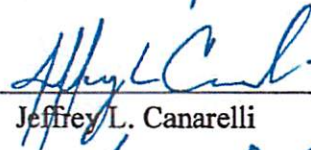
BOARD OF DIRECTORS:



Robert M. Evans



Mark L. Dunford



Jeffrey L. Canarelli



Lawrence D. Canarelli