

<b>United States Bankruptcy Court</b> <b>Southern District of New York</b>						<b>Voluntary Petition</b>			
Name of Debtor (if individual, enter Last, First, Middle): <b>Almatiss US Holding, Inc.</b>						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): <b>Almatiss US Holdings, Inc.</b>						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): <b>32-0103678</b>						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): <b>2711 Centerville Road, Suite 400</b> <b>Wilmington</b> <b>Delaware</b> <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE 19808</div>						Street Address of Joint Debtor (No. and Street, City, and State): <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			
County of Residence or of the Principal Place of Business: <b>New Castle</b>						County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address): <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>						Mailing Address of Joint Debtor (if different from street address): <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>			
Location of Principal Assets of Business Debtor (if different from street address above): <div style="float: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>									
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> 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.)  <hr/>			<b>Nature of Business</b> (Check <b>one</b> 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  <hr/> <b>Tax-Exempt Entity</b> (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).			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <div style="display: flex; justify-content: space-between;"> <div> <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         </div> <div> <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       </div> </div> <hr/> <b>Nature of Debts</b> (Check one box.)  <div style="display: flex; justify-content: space-between;"> <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 house-hold          purpose."         <input checked="" type="checkbox"/> Debts are primarily          business debts       </div>			
<b>Filing Fee</b> (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.					<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <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).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$ 2,190,000.  <b>Check all applicable boxes:</b> <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" 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).				
<b>Statistical/Administrative Information</b> <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.									<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input 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 checked="" 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>									
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$10,001 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 checked="" type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>									
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$10,001 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 checked="" type="checkbox"/> More than \$1 billion</div> </div>									

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Almatis US Holding, Inc.</b>	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: <b>None</b>	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: <b>Please see attached Schedule 1</b>	Case Number: <b>TBD</b>	Date Filed: <b>April 30, 2010</b>	
District: <b>Southern District of New York</b>	Relationship: <b>Affiliates</b>	Judge: <b>TBD</b>	
<b>Exhibit A</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.)  <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<b>Exhibit B</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 have delivered to the debtor the notice required by 11 U.S.C. § 342(b). <b>X</b> _____ 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 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 with 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(1)).			

**Voluntary Petition**

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

Name of Debtor(s):

Almatis US Holding, 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 Attorney\***

X /s/ Michael A. Rosenthal  
Signature of Attorney for Debtor(s)

Michael A. Rosenthal

Printed Name of Attorney for Debtor(s)

Gibson, Dunn & Crutcher LLP

Firm Name

\_\_\_\_\_  
Address

200 Park Avenue

New York, NY 10166-0193

(212) 351-3889

Telephone Number

April 30, 2010

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

X /s/ Remco de Jong  
Signature of Authorized Individual

Remco de Jong

Printed Name of Authorized Individual

Chief Executive Officer

Title of Authorized Individual

April 30, 2010

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.*

## **SCHEDULE 1**

### **Pending Bankruptcy Cases Filed By the Debtor and Affiliates of the Debtor**

The following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Southern District of New York:

#### **Affiliated Debtors:**

1. Almatris B.V.
2. DIC Almatris Holdco B.V.
3. DIC Almatris Midco B.V.
4. DIC Almatris Bidco B.V.
5. Almatris Holdings 3 B.V.
6. Almatris Holdings 9 B.V.
7. Blitz F07-neunhundert-sechzig-drei GmbH
8. Almatris Holdings GmbH
9. Almatris GmbH
10. Almatris Holdings 7 B.V.
11. Almatris US Holding, Inc.
12. Almatris, Inc.
13. Almatris Asset Holdings LLC

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	
IN RE:	: Chapter 11
ALMATIS B.V., <i>et al.</i> ,	: Case No. _____
Debtors.	: Joint Administration Requested
-----X	

**CONSOLIDATED LIST OF CREDITORS HOLDING  
THE 50 LARGEST UNSECURED CLAIMS**

The above-captioned debtors (collectively, the "***Debtors***") each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors' creditors holding the 50 largest unsecured claims (the "***Consolidated List***") based on the Debtors' books and records as of approximately April 28, 2010. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-2(4) of the Local Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
1. <b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom	<b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom Ph. +44 (0) 20 7614 1111 Fax +44 (0) 20 7614 1122	Almatis B.V. and Almatis Holdings 9 B.V. mezzanine indebtedness under Mezzanine Credit Facility		\$203,600,000.00
2. <b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom	<b>Wilmington Trust (London) Limited</b> 6 Broad Street Place Fifth Floor London EC2M 7JH United Kingdom Ph. +44 (0) 20 7614 1111 Fax +44 (0) 20 7614 1122	DIC Almatis Bidco B.V. junior mezzanine indebtedness under Junior Mezzanine Credit Facility		\$81,200,000.00
3. <b>UBS Limited</b> 1 Finsbury Avenue London, EC2M 2PP United Kingdom	<b>UBS Limited</b> 1 Finsbury Avenue London, EC2M 2PP United Kingdom <a href="mailto:Graham.vance@ubs.com">Graham.vance@ubs.com</a> <a href="mailto:Andrew.Santacroce@ubs.com">Andrew.Santacroce@ubs.com</a>	Almatis B.V., Almatis US Holding, Inc., Almatis Holding GmbH Second Lien subfacility indebtedness under Senior Credit Facility		\$79,700,000.00
4. <b>MVV Energiedienstleistungen GmbH</b> Giulinistr. 2 Ludwigshafen 67065 Germany	<b>MVV Energiedienstleistungen GmbH</b> Giulinistr. 2 Ludwigshafen 67065 Germany Ph. 0621 5709701 Fax 0621 5709-711	Trade		\$1,253,776.96
5. <b>RWE Gas Verkoopmaatschappij NV</b> Diamantlaan 15 Hoofddorp 2132 WV Netherlands	<b>RWE Gas Verkoopmaatschappij NV</b> Diamantlaan 15 Hoofddorp 2132 WV Netherlands Ph. +31 23 5691350 Fax +31 23 5691315 <a href="mailto:Frans.dewit@rwe.nl">Frans.dewit@rwe.nl</a>	Trade		\$1,097,511.78

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
6.	<b>Delta N.V.</b> Poelendaelesingel 10 Middelburg 4335 JA Netherlands	<b>Delta N.V.</b> Poelendaelesingel 10 Middelburg 4335 JA Netherlands Ph. +31 118 883883 Fax +31 118 882994 <a href="mailto:tknaapen@delta.nl">tknaapen@delta.nl</a>	Trade		\$729,386.78
7.	<b>BASF Construction Polymers GmbH</b> Dr.-Albert-Frank-Strasse 32 Trotsberg 83308 Germany	<b>BASF Construction Polymers GmbH</b> Dr.-Albert-Frank-Strasse 32 Trotsberg 83308 Germany Ph. 08621 86-2248 <a href="mailto:Anja.Christina.Hinz@basf.com">Anja.Christina.Hinz@basf.com</a>	Trade		\$712,014.18
8.	<b>BIS Maintenance Südwest GmbH</b> An der Bundesstrasse 3 Leimen 69181 Germany	<b>BIS Maintenance Südwest GmbH</b> An der Bundesstrasse 3 Leimen 69181 Germany Ph. 06224/701-701 Fax 06224/701-700	Trade		\$623,690.97
9.	<b>Helmut Kreutz GmbH</b> Helmut Kreutz Strasse Haiger-Langenaubach 35708 Germany	<b>Helmut Kreutz GmbH</b> Helmut Kreutz Strasse Haiger-Langenaubach 35708 Germany Ph. 02773/94410 Fax: 02773/944160	Trade		\$616,574.91
10.	<b>SD Lehnkering Logistics BV</b> Zweth 24 Barendrecht 2991 LH Netherlands	<b>SD Lehnkering Logistics BV</b> Zweth 24 Barendrecht 2991 LH Netherlands Ph. 0180698-500 <a href="mailto:martin.vanderhoeven@lehnkering.nl">martin.vanderhoeven@lehnkering.nl</a>	Trade		\$458,431.77
11.	<b>SD UPS Supply Chain Solutions Inc</b> 314B Moon Clinton Rd Moon Township, Pennsylvania 15108 USA	<b>SD UPS Supply Chain Solutions Inc</b> 314B Moon Clinton Rd Moon Township, Pennsylvania 15108 USA Ph. 412-631-1615 <a href="mailto:Ckrivoniak@UPS.com">Ckrivoniak@UPS.com</a>	Trade		\$421,308.35

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
12. <b>SD Bauxite &amp; Northern Railway Co.</b> 6232 Cyanamid Road Bauxite, Arkansas 72011 USA	<b>SD Bauxite &amp; Northern Railway Co.</b> 6232 Cyanamid Road Bauxite, Arkansas 72011 USA Ph. 501-776-4619 <a href="mailto:heather.gregoire@railamerica.com">heather.gregoire@railamerica.com</a>	Trade		\$421,257.46
13. <b>SD Wincanton GmbH</b> Rheinkaistrasse 2 Mannheim 68159 Germany	<b>SD Wincanton GmbH</b> Rheinkaistrasse 2 Mannheim 68159 Germany Ph. 0621 8048-0 <a href="mailto:petra.munderloh-kristofory@wincanton.eu">petra.munderloh-kristofory@wincanton.eu</a>	Trade		\$418,615.68
14. <b>Coral Energy Resources, L.P.</b> 909 Fannin, Plaza Level 1 Houston, Texas 77010 USA	<b>Coral Energy Resources, L.P.</b> 909 Fannin, Plaza Level 1 Houston, Texas 77010 Ph. 1-713-230-7597 <a href="mailto:Randy.ward@shell.com">Randy.ward@shell.com</a>	Trade		\$400,000.00
15. <b>Estron B.V.</b> Postbus 45 Spijkenisse 3200 AA Netherlands	<b>Estron B.V.</b> Postbus 45 Spijkenisse 3200 AA Netherlands Ph. 010 296 1616 <a href="mailto:Yvette@estron.nl">Yvette@estron.nl</a>	Trade		\$374,335.94
16. <b>UPS Supply Chain Solutions Inc</b> 636 Sandy Lake Road Coppell, Texas 75019 USA	<b>UPS Supply Chain Solutions Inc</b> 636 Sandy Lake Road Coppell, Texas 75019 USA Ph. 412-631-1615 Fax: 412-262-4544	Trade		\$365,142.89
17. <b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany	<b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany Ph. 6233 37 670 <a href="mailto:m.glaab@wedig.eu">m.glaab@wedig.eu</a>	Trade		\$327,395.79



	(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
18.	<b>Entergy Corp.</b> 446 North Blvd. Baton Rouge, Louisiana 70891-8101 USA	<b>Entergy Corp.</b> 446 North Blvd. Baton Rouge, Louisiana 70891 USA Ph. 800-766-1648 <a href="mailto:dhester@entergy.com">dhester@entergy.com</a>	Trade		\$325,000.00
19.	<b>Aloysius Krenzer KG</b> Wasserkuppenstr 1 36163 Poppenhausen- Abtsroda Germany	<b>Aloysius Krenzer KG</b> Wasserkuppenstr 1 36163 Poppenhausen-Abtsroda Germany Ph. 06658 961610 Fax 06658 961630 <a href="mailto:kontakt@krenzer-paletten.de">kontakt@krenzer-paletten.de</a>	Trade		\$301,662.90
20.	<b>Carrieres Fours Chaux Dumont – Wautie</b> Parc Des Collines 50 Wavre 1300 Belgium	<b>Carrieres Fours Chaux Dumont – Wautie</b> Parc Des Collines 50 Wavre 1300 Belgium Ph. +32 10230711 Fax +32 10230950 <a href="mailto:Marco.Kluivers@lhoist.com">Marco.Kluivers@lhoist.com</a>	Trade		\$296,357.49
21.	<b>H.J. Schmidt Mineraltechnik GmbH</b> Engerser Landstr. 60 Bendorf Germany	<b>H.J. Schmidt Mineraltechnik GmbH</b> Engerser Landstr. 60 Bendorf Germany Ph. 02622/9274-0 Fax 02622/927450	Trade		\$266,452.99
22.	<b>Geidel Kraftverkehr GmbH</b> Wetzlarer Winkel 11 Mannheim 68262 Germany	<b>Geidel Kraftverkehr GmbH</b> Wetzlarer Winkel 11 Mannheim 68262 Germany Ph. 0621 5707286 <a href="mailto:uwe.geidel@freenet.de">uwe.geidel@freenet.de</a>	Trade		\$248,346.10

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
23. <b>Mondi Packaging Trebsen GmbH</b> Erich Hausmann Strasse 1 Trebsen 4687 Germany	<b>Mondi Packaging Trebsen GmbH</b> Erich Hausmann Strasse 1 Trebsen 4687 Germany Ph. 034383 91-100 Fax 03438391-114 <a href="mailto:bags.germany@mondigroup.com">bags.germany@mondigroup.com</a>	Trade		\$239,038.10
24. <b>Trimet Schweiz AG</b> Gotthardstr. 20 Zug 6300 Switzerland	<b>Trimet Schweiz AG</b> Gotthardstr. 20 6300 Zug Switzerland Fax: +417286041	Trade		\$220,592.85
25. <b>Exim Handelsoverneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands	<b>Exim Handelsoverneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands Ph. 104623511 <a href="mailto:Thom.vanZeeland@zakkencentrale.nl">Thom.vanZeeland@zakkencentrale.nl</a>	Trade		\$204,162.04
26. <b>Blok –Feedstock</b> Carrouselweg 4 Hellevoetsluis 3225 LN Netherlands	<b>Blok –Feedstock</b> Carrouselweg 4 Hellevoetsluis 3225 LN Netherlands Ph. +31 181 316000 Fax +31 181 313333 <a href="mailto:rien@bloktransport.nl">rien@bloktransport.nl</a>	Trade		\$201,843.55
27. <b>P. van der Wegen Gears BV</b> Lovense Kanaaldijk 113 Tilburg 5013 BJ Netherlands	<b>P. van der Wegen Gears BV</b> Lovense Kanaaldijk 113 Tilburg 5013 BJ Netherlands Ph. +31 5362000 Fax +31 5433122	Trade		\$169,835.40
28. <b>RHI AG</b> Magnesitstrasse 2 Leoben 8700 Austria	<b>RHI AG</b> Magnesitstrasse 2 Leoben 8700 Austria Fax: 0502135288 <a href="mailto:ilse.kolesnig@rhi-ag.com">ilse.kolesnig@rhi-ag.com</a>	Trade		\$162,626.83

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
29.	<b>Freudenberg IT-Information Service KG</b> Höhnerweg 2-4 Weinheim 69469 Germany	<b>Freudenberg IT-Information Service KG</b> Höhnerweg 2-4 Weinheim 69469 Germany Ph. 06201 808095 <a href="mailto:fitlogistik-vu@freudenberg-it.com">fitlogistik-vu@freudenberg-it.com</a>	Trade		\$153,471.89
30.	<b>Exim Handelsonderneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands	<b>Exim Handelsonderneming Rotterdam B</b> Cairostraat 50 Rotterdam 3047 BC Netherlands Ph. 104623511 <a href="mailto:Thom.vanZeeland@zakkencentrale.nl">Thom.vanZeeland@zakkencentrale.nl</a>	Trade		\$143,650.32
31.	<b>PKF B.V.</b> Sluisendijk 8 Heinenoord 3274 BM Netherlands	<b>PKF B.V.</b> Sluisendijk 8 Heinenoord 3274 BM Netherlands Ph. +31 186 608999 Fax +31 186 608988 <a href="mailto:ron.dehoog@pkfpallets.nl">ron.dehoog@pkfpallets.nl</a>	Trade		\$142,240.30
32.	<b>Mondi Packaging</b> Fort Willemweg 1 Maastricht 6219 PA Netherlands	<b>Mondi Packaging</b> Fort Willemweg 1 Maastricht 6219 PA Netherlands Ph. +31 43 3299299 Fax +31 43 3253496 <a href="mailto:paul.janssen@mondigroup.com">paul.janssen@mondigroup.com</a>	Trade		\$140,330.54
33.	<b>American Express TMS</b> P.O. Box 360001 Fort Lauderdale, FL USA	<b>American Express TMS</b> P.O. Box 360001 Fort Lauderdale, FL USA Ph. 800-528-2122 <a href="mailto:Jerrod.v.hebenstreit@aexp.com">Jerrod.v.hebenstreit@aexp.com</a>	Trade		\$140,000.00
34.	<b>Rhenus Logistics</b> Pg de Porceyo 1-13 Gijon 33392 Spain	<b>Rhenus Logistics</b> Pg de Porceyo 1-13 Gijon 33392 Spain Ph. 985307451 <a href="mailto:mariaoledad.urrea@es.rhenus.com">mariaoledad.urrea@es.rhenus.com</a>	Trade		\$139,456.55

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
35.	<b>European Bulk Services BV</b> Elbeweg 117 Rotterdam 3180 AE Netherlands	<b>European Bulk Services BV</b> Elbeweg 117 Rotterdam 3180 AE Netherlands Ph. +31 181 262988 Fax +31 181 258144 <a href="mailto:p.van.poelgeest@ebsbulk.nl">p.van.poelgeest@ebsbulk.nl</a>	Trade		\$121,559.10
36.	<b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany	<b>SD Wedig Int Spedition</b> Beindersheimer Str 102 Frankenthal 67227 Germany Ph. 6233 37 670 <a href="mailto:m.glaab@wedig.eu">m.glaab@wedig.eu</a>	Trade		\$119,843.85
37.	<b>Dadco Alumina &amp; Chemicals Ltd</b> Hamilton House Guemsey GY1 1WA United Kingdom	<b>Dadco Alumina &amp; Chemicals Ltd</b> Hamilton House Guemsey GY1 1WA United Kingdom Ph. 1481740605 <a href="mailto:Sarah.Girard@dadcoalumina.com">Sarah.Girard@dadcoalumina.com</a>	Trade		\$116,608.51
38.	<b>NV Gouda Vuurvast</b> Goudkade 16 Gouda 2802 AA Netherlands	<b>NV Gouda Vuurvast</b> Goudkade 16 Gouda 2802 AA Netherlands Fax: 0182584098 <a href="mailto:info@goudaservices.com">info@goudaservices.com</a>	Trade		\$100,358.39
39.	<b>CCC Construction Co. Inc.</b> 3828 Salem Road Benton, Arkansas USA	<b>CCC Construction Co. Inc.</b> 3828 Salem Road Benton, Arkansas USA Ph. (501) 316-0915 Fax (501) 316-1517	Trade		\$99,157.98
40.	<b>Reikon Aandrijftechniek BV</b> Edison Straat 5 Gouda 2809 PC Netherlands	<b>Reikon Aandrijftechniek BV</b> Edison Straat 5 Gouda 2809 PC Netherlands Fax: 0182518233	Trade		\$98,742.05
41.	<b>SD SAE</b> Via Brennero 45 Trento 38100 Italy	<b>SD SAE</b> Via Brennero 45 Trento 38100 Italy <a href="mailto:log.mannheim@saeit.com">log.mannheim@saeit.com</a>	Trade		\$90,499.83

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
42.	<b>Duquesne Light Co.</b> P.O. Box 10 Pittsburgh, PA 15230-0010	<b>Duquesne Light Co.</b> P.O. Box 10 Pittsburgh, PA 15230-0010 Ph. 412-393-2343 Fax: 412-393-2314 <a href="mailto:paymentprocessing@duqlight.com">paymentprocessing@duqlight.com</a>	Trade		\$90,000.00
43.	<b>Foison Packaging, Inc.</b> 5060 W. Royal Atlanta Dr. Suite 32 Tucker, Georgia 30084	<b>Foison Packaging, Inc.</b> 5060 W. Royal Atlanta Dr. Suite 32 Tucker, Georgia 30084 Fax: 770-939-2493 <a href="mailto:GRACE@FOISONINC.COM">GRACE@FOISONINC.COM</a>	Trade		\$88,340.48
44.	<b>Fercam S. p. A.</b> Via Marie Curie 2 Bolzano 39100 Italy	<b>Fercam S. p. A.</b> Via Marie Curie 2 Bolzano 39100 Italy Ph. 0471 530 229 Fax: 0471 530 503 <a href="mailto:andreas.steiner@fercam.com">andreas.steiner@fercam.com</a>	Trade		\$85,306.40
45.	<b>Little Rock Sheet Metal Co.</b> 625 W. Dixon Road Little Rock, Arkansas 72206	<b>Little Rock Sheet Metal Co.</b> 625 W. Dixon Road Little Rock, Arkansas 72206 Fax: 501-490-0788 <a href="mailto:lrsml@lrsheetmetal.com">lrsml@lrsheetmetal.com</a>	Trade		\$85,168.12
46.	<b>SD Ewals Cargo Care B.V.</b> # 0 Tegelen Netherlands	<b>SD Ewals Cargo Care B.V.</b> # 0 Tegelen Netherlands Ph. 0031773202202 <a href="mailto:frank.van.den.brandt@nl.ewals.com">frank.van.den.brandt@nl.ewals.com</a>	Trade		\$83,609.47
47.	<b>Ludwig Gmbh</b> Mauerbergstr. 38 Baden-Baden 76534 Germany	<b>Ludwig Gmbh</b> Mauerbergstr. 38 Baden-Baden 76534 Germany Fax: 07223 961660 <a href="mailto:kontakt@ludwig-paletten.de">kontakt@ludwig-paletten.de</a>	Trade		\$80,492.69
48.	<b>Applied Industrial Technologies</b> 22510 Network Place Chicago, IL 60673-1225 USA	<b>Applied Industrial Technologies</b> 22510 Network Place Chicago, IL 60673-1225 USA Fax: 501-955-9505	Trade		\$80,444.07

(1) Name of creditor and complete mailing address, including zip code		(2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to set off	(5) Amount of claim
49.	<b>Surface Chemists of Florida, Inc.</b> 1303 Park Lane South Jupiter, FL 33458 USA	<b>Surface Chemists of Florida, Inc.</b> 1303 Park Lane South Jupiter, FL 33458 USA Fax: 561-745-8737 <a href="mailto:colleen@surfacechemists.com">colleen@surfacechemists.com</a>	Trade		\$77,962.50
50.	<b>Gericke</b> Zuiderinslag 18 Hoevelaken 3870 CA Netherlands	<b>Gericke</b> Zuiderinslag 18 Hoevelaken 3870 CA Netherlands Fax +31 (0) 332542600	Trade		\$77,232.65

**DECLARATION UNDER PENALTY OF PERJURY**

Pursuant to 28 U.S.C. § 1746, I, Remco de Jong, the duly authorized signatory of Almatris US Holding, Inc., declare under penalty of perjury that I have read the forgoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: New York, New York  
April 30, 2010

\_\_\_\_\_  
/s/ Remco de Jong  
By: Remco de Jong  
Title: Chief Executive Officer

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
:  
**IN RE:** :

**ALMATIS B.V., et al.,** :

**Debtors.** :

**Chapter 11**

**Case No.** \_\_\_\_\_

**Joint Administration Requested**  
:  
-----X

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and Local Rule of Bankruptcy Procedure 1007-3, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Shareholder	Address of Shareholder	Approximate Percentage of Shares Held
Almatis Holdings 7 B.V.	Theemsweg 30 3197 KM Botlek Rotterdam Netherlands	100%



**DECLARATION UNDER PENALTY OF PERJURY**

Pursuant to 28 U.S.C. § 1746, I, Remco de Jong, the duly authorized signatory of Almatris US Holding, Inc., declare under penalty of perjury that I have read the forgoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: New York, New York  
April 30, 2010

	<u>/s/ Remco de Jong</u>
By:	Remco de Jong
Title:	Chief Executive Officer

ALMATIS US HOLDING, INC.  
a Delaware corporation

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

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The undersigned, being the sole member of the Board of Directors (the "Board of Directors") of Almatiss US Holding, Inc., a Delaware corporation (the "Company"), in lieu of holding a special meeting of the Board of Directors, does hereby take the following actions and adopts the following resolutions by written consent pursuant to Section 141(f) of the General Corporation Law of the State of Delaware, as amended, and the Bylaws of the Corporation:

WHEREAS, the Board of Directors reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities, liquidity, and valuation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses;

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company, including the high yield refinancing proposal presented to the Company by DIC to date;

WHEREAS, the Board of Directors has previously authorized the commencement of the solicitation process with respect to the Joint Prepackaged Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code (the "Plan");

WHEREAS, the Board of Directors has considered the votes accepting the Plan received as of the date hereof, and the advantages and disadvantages of allowing the solicitation process to continue without the immediate filing by the Company of a chapter 11 case, including but not limited to the potential consequences under the Plan Support Agreement of the Company failing to file a chapter 11 case for the Company on or before April 15, 2010;

**VOLUNTARY PETITION UNDER THE PROVISIONS OF  
CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE**

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company file or cause to be filed, as soon as practicable, a voluntary petition for relief (the "Chapter 11 Case") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED FURTHER, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of the Company

all petitions, schedules, lists, and other motions, papers, or documents and any amendments thereto in connection with the Chapter 11 Case under the Bankruptcy Code, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's businesses;

### **RETENTION OF PROFESSIONALS**

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Gibson, Dunn & Crutcher LLP as 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 filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Gibson, Dunn & Crutcher LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Linklaters LLP as special English and German counsel to represent and assist the Company; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Linklaters LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of De Brauw Blackstone Westbroek N.V. as Dutch counsel to represent and assist the Company; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of De Brauw Blackstone Westbroek N.V.;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Schultze & Braun GmbH Rechtsanwaltsgesellschaft as counsel to advise management with respect to issues arising under German law; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Schultze & Braun GmbH Rechtsanwaltsgesellschaft;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Close Brothers Corporate Finance Limited as investment banker and financial advisor 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, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Close Brothers Corporate Finance Limited;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Moelis & Company as investment banker and financial advisor 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, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Moelis & Company;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice, claims, solicitation, balloting, and tabulation 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, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq Bankruptcy Solutions, LLC;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of PricewaterhouseCoopers as auditor 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, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of PricewaterhouseCoopers;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Ernst & Young as tax advisor 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, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Ernst & Young;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Talbot Hughes McKillop LLP to provide advisory services to assist the Company in carrying out its duties under the Bankruptcy Code, and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Talbot Hughes McKillop LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

## **CASH COLLATERAL AGREEMENT**

RESOLVED FURTHER, that in connection with the commencement of the chapter 11 case by the Company, any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Chapter 11 Case, which agreement(s) may require the Company to grant liens and pay interest to the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument, or document, to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

## **DIP FINANCING**

RESOLVED FURTHER, that the Authorized Officers of the Company shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of and on behalf of the Company, as debtor and debtor in possession, to negotiate, execute and deliver (i) a debtor in possession loan facility (the "DIP Credit Facility"), on the terms the Authorized Officers may deem necessary or appropriate for the consummation of the transactions contemplated thereby, and (ii) in connection with the DIP Credit Facility, such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the execution and delivery of the DIP Credit Facility;

RESOLVED FURTHER, that the proceeds of the DIP Credit Facility shall be used (i) to satisfy the obligations of the Company, (ii) to pay for fees and expenses associated with the DIP Credit Facility, (iii) to continue the conduct of the affairs of the Company during the Chapter 11 Case, and (iv) for general corporate purposes;

## **GENERAL**

RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Board of Directors in connection with the foregoing resolutions be, and the same hereby are, adopted, and that each Authorized Officer of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation to certify as to the adoption of any and all such resolutions;

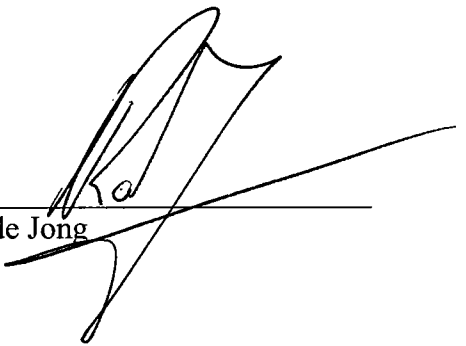
RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and empowered, with power of delegation, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such

acts were taken before these resolutions were certified, are hereby in all respects approved and ratified.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Board of Directors  
Consent as of April 29, 2010.



Remco de Jong