

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court Northern District of Texas					Voluntary Petition					
Name of Debtor (if individual, enter Last, First, Middle): Provident Royalties, 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):					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): 56-2611037					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): 15660 N. Dallas Parkway, Suite 700 Dallas, Texas <div style="text-align: right;">ZIP CODE 75248</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: Dallas					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): Oklahoma, Texas <div style="text-align: right;">ZIP CODE</div>										
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)			Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input 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 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).					
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 type="checkbox"/> 5,001-10,000 <input checked="" 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 checked="" 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 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): Provident Royalties, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	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: See Attached Schedule 1	Case Number:	Date Filed:	
District: Northern District of Texas	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 have 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.)

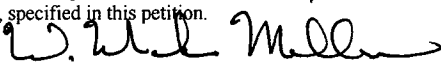
(Name of landlord that obtained judgment)

(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 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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): Provident Royalties, LLC
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;">Signature of a Foreign Representative</p> <p>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.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X <u>/s/ Robert W. Jones</u> Signature of Attorney for Debtor(s) Robert W. Jones Printed Name of Attorney for Debtor(s) Patton Boggs LLP Firm Name 2001 Ross Avenue, Suite 3000 Address Dallas, TX 75201</p> <p>_____ (214) 758-1500 Telephone Number 6/22/2009 Date</p> <p><small>*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.</small></p>	<p style="text-align: center;">Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u></u> Signature of Authorized Individual W. Mark Miller Printed Name of Authorized Individual President Title of Authorized Individual 6/22/2009 Date</p>	

**SCHEDULE 1
TO
VOLUNTARY PETITION**

The following affiliated entities (collectively, the "Debtors") will be filing, or have filed, voluntary petitions on June 22, 2009:

Name of Debtor	Date Filed	District	Relationship to Other Debtors
Provident Operating Company LLC		Northern District of Texas	Affiliate
Somerset Lease Holdings, Inc.		Northern District of Texas	Affiliate
Somerset Development, Inc.		Northern District of Texas	Affiliate
Provident Energy 1, LP		Northern District of Texas	Affiliate
Provident Resources 1, LP		Northern District of Texas	Affiliate
Provident Energy 2, LP		Northern District of Texas	Affiliate
Provident Energy 3, LP		Northern District of Texas	Affiliate
Shale Royalties II, Inc.		Northern District of Texas	Affiliate
Shale Royalties 3, LLC		Northern District of Texas	Affiliate
Shale Royalties 4, Inc.		Northern District of Texas	Affiliate
Shale Royalties 5, Inc.		Northern District of Texas	Affiliate
Shale Royalties 6, Inc.		Northern District of Texas	Affiliate
Shale Royalties 7, Inc.		Northern District of Texas	Affiliate
Shale Royalties 8, Inc.		Northern District of Texas	Affiliate
Shale Royalties 9, Inc.		Northern District of Texas	Affiliate
Shale Royalties 10, Inc.		Northern District of Texas	Affiliate
Shale Royalties 12, Inc.		Northern District of Texas	Affiliate
Shale Royalties 14, Inc.		Northern District of Texas	Affiliate
Shale Royalties 15, Inc.		Northern District of Texas	Affiliate
Shale Royalties 16, Inc.		Northern District of Texas	Affiliate
Shale Royalties 17, Inc.		Northern District of Texas	Affiliate
Shale Royalties 18, Inc.		Northern District of Texas	Affiliate
Shale Royalties 19, Inc.		Northern District of Texas	Affiliate
Shale Royalties 20, Inc.		Northern District of Texas	Affiliate
Shale Royalties 21, Inc.		Northern District of Texas	Affiliate
Shale Royalties 22, Inc.		Northern District of Texas	Affiliate

AUTHORIZATION FOR BANKRUPTCY FILING AND RELATED MATTERS

WHEREAS, at this meeting and at prior meetings, (a) the managers (the "**Managers**") of Provident Royalties LLC, a Delaware limited liability company (the "**Company**"), and (b) the directors, managers and managing partners (the "**Subsidiary Managers**") of the Filing Subsidiaries (hereinafter identified), have extensively reviewed the alternatives available to the Company and its direct and indirect subsidiaries Somerset Lease Holdings, Inc., Provident Energy 1, LP, Provident Resources 1, LP, Shale Royalties II, Inc., Shale Royalties 3 LLC, Shale Royalties 4, Inc. (together with the Company, each a "**Selling Entity**" and collectively, the "**Selling Entities**"), Provident Operating Company LLC, Somerset Development, Inc., Provident Energy 2, LP, Provident Energy 3 LP, Shale Royalties 5, Inc., Shale Royalties 6, Inc., Shale Royalties 7, Inc., Shale Royalties 8, Inc., Shale Royalties 9, Inc., Shale Royalties 10, Inc., Shale Royalties 12, Inc., Shale Royalties 14, Inc., Shale Royalties 15, Inc., Shale Royalties 16, Inc., Shale Royalties 17, Inc., Shale Royalties 18, Inc., Shale Royalties 19, Inc., Shale Royalties 20, Inc., Shale Royalties 21, Inc., and Shale Royalties 22, Inc. (together with all of the Selling Entities except the Company, the "**Filing Subsidiaries**");

WHEREAS, at this meeting, the Managers and the Subsidiary Managers received extensive reports from the officers of the Company and the Filing Subsidiaries regarding the financial conditions and operations of the Company and the Filing Subsidiaries; and

WHEREAS, at this meeting, the Managers and the Subsidiary Managers consulted with and received advice from Bridge Associates, LLC ("Bridge"), restructuring advisor to the Company, Raymond James and Associates, Inc. ("Raymond James"), restructuring advisor to the Company, and Patton Boggs, LLP, legal counsel to the Company, regarding the strategic alternatives available to the Company and the Filing Subsidiaries as a result of the current financial and operational condition of the Company and the Filing Subsidiaries.

AUTHORIZATION FOR BANKRUPTCY FILING

WHEREAS, the Managers and Subsidiary Managers, after considered review of the financial condition and circumstances of the Company and the Filing Subsidiaries, including the information presented by the Company's advisors, have made the informed determination that it will be in the best interests of the Company and the Filing Subsidiaries, and their respective members, stockholders and other equity holders, their creditors and other interested parties, to file a voluntary petition (the "**Voluntary Petition**") for relief under Chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**");

NOW THEREFORE, BE IT RESOLVED, that the Company and each of the Filing Subsidiaries be, and hereby are, authorized to file with the United States Bankruptcy Court for the Northern District of Texas, or with any other appropriate bankruptcy court with jurisdiction (the "**Bankruptcy Court**") the Voluntary Petition for reorganization pursuant to the Bankruptcy Code and to perform any and all such acts as the Managers, Subsidiary Managers, President, Vice President or other appropriate officer of the Company or Filing Subsidiaries (individually, each an "**Authorized Officer**" and collectively the "**Authorized Officers**") deems to be reasonable, advisable, expedient, convenient, proper or necessary to effect the foregoing;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver and file or cause to be filed with the Bankruptcy Court, on behalf of the Company and the Filing Subsidiaries, the Voluntary Petition pursuant to Chapter 11 of the Bankruptcy Code and any and all other documents necessary or appropriate in connection therewith, each in such form or forms as the Authorized Officers so acting may approve;

FURTHER RESOLVED, that the Company and each of the Filing Subsidiaries be, and they are hereby, authorized to file the Voluntary Petitions;

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as the Authorized Officer(s) so acting shall deem appropriate in his, her or their judgment to fully carry out the intent and accomplish the purposes of these Resolutions; and

FURTHER RESOLVED, that all actions heretofore taken by the Authorized Officers, in the name of and on behalf of the Company and the Filing Subsidiaries, in connection with any of the foregoing matters be, and hereby are, in all respects ratified, confirmed and approved.

APPROVAL OF AMENDED AGREEMENT WITH RAYMOND JAMES & ASSOCIATES

WHEREAS, the Company for itself and on behalf of its Filing Subsidiaries entered into a letter agreement dated February 25, 2009, with Raymond James pursuant to which Raymond James agreed to provide certain financial advisory services for the benefit of the Company and its Filing Subsidiaries in connection with their consideration of a variety of potential business arrangements or undertakings (the "Letter Agreement");

WHEREAS, the financial and business conditions impacting the Company and its Filing Subsidiaries have changed since execution of the Letter Agreement;

WHEREAS, the Managers and Subsidiary Managers have determined it is in the best interest of the Company and its Filing Subsidiaries to revise and amend the Letter Agreement in order to more effectively align the transactions contemplated by the Letter Agreement with the financial and business conditions now affecting the Company;

NOW, THEREFORE, BE IT RESOLVED, that the Company, for itself and on behalf of its Filing Subsidiaries, be, and hereby is, authorized to enter into an agreement with Raymond James amending the Letter Agreement and adjusting certain transactions fees and other matters as therein more specifically provided, such agreement to be substantially upon the terms and subject to the conditions set forth in the form of agreement presented to the Managers and Subsidiary Managers at this meeting; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver, on behalf of the Company and its Filing

Subsidiaries, the definitive agreement with Raymond James amending the Letter Agreement and to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents, as the Authorized Officer(s) so acting shall deem appropriate in his, her or their judgment to fully carry out the intent and accomplish the purposes of these Resolutions.

APPOINTMENT OF CHIEF RESTRUCTURING OFFICER AND APPROVAL OF AGREEMENT

WHEREAS, the Managers and Subsidiary Managers have determined it is in the best interest of the Company and its Filing Subsidiaries to retain Mr. David Phelps of Bridge as Chief Restructuring Officer (the "**CRO**") of the Company and its Filing Subsidiaries to manage and have primary authority over the Company's and its Filing Subsidiaries' restructuring efforts and day-to-day operations, including negotiating with parties in interest, and coordinating the Company's and the Filing Subsidiaries' employees and external professionals who are assisting the Company and its Filing Subsidiaries in their restructuring efforts and day-to-day operations;

NOW, THEREFORE, BE IT RESOLVED, that Mr. David Phelps is hereby duly appointed and declared to be the CRO of the Company and its Filing Subsidiaries to become effective upon approval by the Bankruptcy Court;

FURTHER RESOLVED, that the Company, for itself and on behalf of its Filing Subsidiaries, be, and hereby is, authorized to enter into an agreement with Bridge, providing for Mr. Phelps' appointment as CRO of the Company and its Filing Subsidiaries, and granting to Mr. Phelps managerial authority as aforesaid, such agreement to be substantially upon the terms and subject to the conditions set forth in the form of agreement presented to the Managers and Subsidiary Managers at this meeting; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver, on behalf of the Company and its Filing Subsidiaries, the definitive agreement with Bridge and to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents, as the Authorized Officer(s) so acting shall deem appropriate in his, her or their judgment to fully carry out the intent and accomplish the purposes of these Resolutions.

AUTHORIZATION FOR SALE OF ASSETS

WHEREAS, the Selling Entities have entered into negotiations with Sinclair Oil & Gas Company, a Wyoming corporation ("**Purchaser**"), setting forth the terms and conditions under which Purchaser would agree to acquire certain of the assets and liabilities of the Selling Entities; and

WHEREAS, after full disclosure and discussion of all material facts related thereto, the Managers and Subsidiary Managers of the Selling Entities deem it advisable, fair to, expedient and in the best interests of the Selling Entities and their respective members, stockholders and other equity holders, their creditors and other interested parties that the Selling Entities sell certain of their assets and liabilities to the Purchaser (the "**Transaction**") pursuant to a purchase

and sale agreement in substantially similar form to the Agreement for Purchase and Sale presented to the Managers and Subsidiary Managers at this meeting (the "**Purchase Agreement**"); and

WHEREAS, the Managers and Subsidiary Managers of the Selling Entities deem the Purchase Agreement and all other documents executed in connection with the Transaction (collectively, the "**Agreements**") and the related transactions contemplated therein to be advisable, fair to, expedient and in the best interests of the Company and the other Selling Entities, and their respective members, stockholders and other equity holders, their creditors and other interested parties;

NOW, THEREFORE, BE IT RESOLVED, that the Managers and Subsidiary Managers of the Selling Entities, subject to Bankruptcy Court approval, (i) deem the Transaction and the Agreements to be advisable, fair to, expedient and in the best interests of the Company and the other Selling Entities, and their respective members, stockholders and other equity holders, their creditors and other interested parties; (ii) hereby approve the Transaction, the Agreements and the transactions contemplated thereby and (iii) hereby authorize and empower the appropriate Authorized Officers, and each of them, to execute and deliver the definitive Agreements on behalf of the Company and the other Selling Entities;

FURTHER RESOLVED, that the appropriate Authorized Officer(s) of the Selling Entities shall be, and each individually hereby is, authorized and empowered in the name and on behalf of the Selling Entities to negotiate, execute, deliver and perform the Purchase Agreement and such other instruments, certificates and documents to evidence and complete the Transaction or the transactions contemplated thereby on substantially the terms set forth in the Purchase Agreement, including without limitation the other agreements attached as exhibits; and

FURTHER RESOLVED, that the appropriate Authorized Officer(s) be, and each individually hereby is, authorized and empowered, for and on behalf and in the name of the Selling Entities to take any and all actions necessary to obtain consents from any third party where necessary or advisable for the purpose of effecting the Transaction, any other transaction contemplated by the Purchase Agreement or in furtherance of the intent of the foregoing resolutions.

GENERAL AUTHORIZATIONS

FURTHER RESOLVED, that all prior lawful acts taken or caused to be taken by or on behalf of (a) the Company by its Managers, officers and authorized agents, and (b) the Filing Subsidiaries by the Subsidiary Managers, officers and authorized agents, in connection with the foregoing resolutions and all other documents and actions ancillary thereto be, and they hereby are, confirmed, ratified adopted and approved as acts of the Company or Filing Subsidiary, as the case may be; and

FURTHER RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Company and the Filing Subsidiaries, to prepare and deliver, or cause to be prepared and delivered and to execute any and all documents or instruments and to do and perform any and all such other acts and things as they may deem necessary, appropriate or advisable to fully effectuate the purposes of each of the foregoing