

United States Bankruptcy Court
District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): RHD Service LLC
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years
All Other Names used by the Joint Debtor in the last 8 years
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN
Street Address of Debtor (No. & Street, City, and State): 1001 Winstead Drive, Cary, North Carolina
County of Residence or of the Principal Place of Business: Wake County, North Carolina
Mailing Address of Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box.)
Nature of Business (Check one box.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
Nature of Debts (Check one box.)
Tax-Exempt Entity (Check box, if applicable.)

Filing Fee (Check one box)
Chapter 11 Debtors
Check one box:
Check if:
Check all applicable boxes:

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.
Estimated Number of Creditors
Estimated Assets
Estimated Liabilities
THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): RHD SERVICE LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than one, 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: See Attachment A	Case Number:	Date Filed:	
District: District of Delaware	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</p> (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.)	<p style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)		
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.	I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) Date		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification (11 U.S.C. § 362(1)).			

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

Name of Debtor(s):
RHD SERVICE LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct.

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.

[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.

(Check only one box)

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by § 342(b) of the Bankruptcy Code.

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

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

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 Debtor

X _____
(Signature of Foreign Representative)

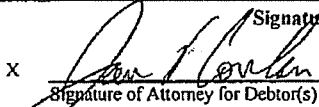
X _____
Signature of Joint Debtor

X _____
(Printed Name of Foreign Representative)

Telephone Number (If not represented by attorney)

Date

Date

X  _____
Signature of Attorney for Debtor(s)

Signature of Non-Attorney Bankruptcy Petition Preparer

James F. Conlan Robert S. Brady
Printed Name of Attorney for Debtor(s)

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 19B is attached.

Sidley Austin LLP Young Conway Stargatt & Taylor LLP
Firm Name

Printed Name and title, if any, of Bankruptcy Petition Preparer

One South Dearborn The Brandywine Building
Chicago, IL 60603 1000 West St. 17th Floor
PO Box 391
Wilmington, DE 19899
Address

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.)

312-853-7000 302-571-6600
Telephone Number

May 28, 2009 May 28, 2009
Date

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

Address

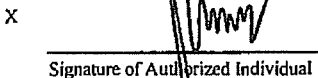
Signature of Debtor (Corporation/Partnership)

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.

X _____

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

Date

X  _____
Signature of Authorized Individual

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

Mark W. Hianik
Printed Name of Authorized Individual

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:

Senior Vice President, General Counsel and Corporate Secretary
Title of Authorized Individual

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

May 28, 2009
Date

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.

ATTACHMENT A TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliates of the Debtor

On May 28, 2009, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1331 (the "Bankruptcy Code"). R.H. Donnelley Corporation is the ultimate parent company of each of the other Debtors. Contemporaneously with the filing of their voluntary petitions, the Debtors have filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities:

R.H. Donnelley Corporation (13-2740040)
R.H. Donnelley Inc. (36-2467635)
DonTech Holdings, LLC (20-1511351)
R.H. Donnelley Publishing & Advertising of Illinois Holdings, LLC (20-1511433)
DonTech II Partnership (36-4190375)
R.H. Donnelley Publishing & Advertising of Illinois Partnership (36-4189571)
R.H. Donnelley Publishing & Advertising, Inc. (48-1018228)
Get Digital Smart.com, Inc. (13-4094530)
R.H. Donnelley APIL, Inc. (8-0456495)
RHD Service LLC (26-4450222)
Dex Media, Inc. (20-4059762)
Dex Media East, Inc. (14-1855763)
Dex Media East LLC (42-1554575)
Dex Media East Finance Co. (14-1855761)
Dex Media West, Inc. (20-0137004)
Dex Media West LLC (25-1903487)
Dex Media West Finance Co. (20-0137059)
Dex Media Service LLC (20-0359647)
Business.com, Inc. (95-4769750)
Work.com, Inc. (52-2375224)

LIST OF EQUITY SECURITY HOLDERS OF RHD SERVICE LLC

In accordance with Rules 1007(a)(1) and 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the Debtor submits the following information:


<u>NAME AND ADDRESS OF EQUITY HOLDERS</u>	<u>INTEREST</u>
R.H. Donnelley Corporation 1001 Winstead Drive Cary, North Carolina 27513	100%

DECLARATION REGARDING THE LIST OF EQUITY SECURITY HOLDERS

I, Mark W. Hianik, am an authorized officer of the debtor in this case (the "Debtor"), and in such capacity am familiar with the financial affairs of the Debtor. I declare under penalty of perjury that the foregoing List of Equity Security Holders of the Debtor is true and correct to the best of my knowledge, information and belief.

Dated: May 28, 2009

RHD Service LLC



By: Mark W. Hianik
Title: Senior Vice President, General Counsel, and
Corporate Secretary

**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

R.H. DONNELLEY CORPORATION, et al.,¹

Debtors.

Chapter 11

Case No. 09- _____ ()

Joint Administration Requested

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
THIRTY LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

The following is the consolidated list of creditors (the “List of Creditors”) holding the thirty (30) largest unsecured claims against R.H. Donnelley Corporation (“RHD”) and its wholly-owned subsidiaries, each a debtor and debtor-in-possession in the above-captioned cases (collectively, the “Debtors”). The List of Creditors reflects the estimated amounts owed by the Debtors as of May 28, 2009 (the “Petition Date”), as reflected in the Debtors’ books and records, and may not reflect the actual amounts owing by the Debtors as of the Petition Date. The List of Creditors does not include any unsecured claims that a Debtor may hold against another Debtor.

The Debtors take no position at this time regarding whether any of the parties included in the List of Creditors are “insiders” of the Debtors, as that term is defined in section 101(31) of title 11 of the United States Code (the “Bankruptcy Code”), and the inclusion in or exclusion from this List of Creditors of any person or entity shall not constitute an admission by, nor shall it be binding on, the Debtors in any respect. The Debtors expressly reserve the right to, in their sole discretion, challenge the validity, priority and/or amount of any obligation reflected herein.

(1) Name of creditor and complete mailing address, including zip code	(2) Name, telephone number, and fax number of employee, agent or department of creditor familiar with claim	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
The Bank of New York 101 Barclay Street, Floor 8W New York, NY 10286	Corporate Trust Administration Attn: Sherma Thomas Ph: (212) 815-5283 Fax: (212) 815-5704	R.H. Donnelley Corporation’s 8.875% Senior Notes due 2016		\$1,229,800,000

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are: R.H. Donnelley Corporation (0040), R.H. Donnelley Inc. (7635), DonTech Holdings, LLC (1351), R.H. Donnelley Publishing & Advertising of Illinois Holdings, LLC (1433), The DonTech II Partnership (0375), R.H. Donnelley Publishing & Advertising of Illinois Partnership (9571), R.H. Donnelley Publishing & Advertising, Inc. (8228), Get Digital Smart.com, Inc. (4530), R.H. Donnelley APIL, Inc. (6495), RHD Service LLC (0222), Dex Media, Inc. (9762), Dex Media East, Inc. (5763), Dex Media East, LLC (4575), Dex Media East Finance Co. (5761), Dex Media West, Inc. (7004), Dex Media West, LLC (3487), Dex Media West Finance Co. (7059), Dex Media Service LLC (9647), Business.com, Inc. (9750), and Work.com, Inc. (5224). The Debtors’ corporate headquarters are located at, and the mailing address for each Debtor is, 1001 Winstead Drive, Cary, NC 27513.

The Bank of New York 101 Barclay Street, Floor 8W New York, NY 10286	Corporate Trust Administration Attn: Sherma Thomas Ph: (212) 815-5283 Fax: (212) 815-5704	R.H. Donnelley Corporation's 8.875% Senior Notes due 2016		\$1,012,800,000
U.S. Bank, National Association 60 Livingston Avenue EP-MN-WS3C St. Paul, MN 55170-2292	Corporate Trust Association Attn: Shanon Wichterman Ph: (651) 495-3888 Fax: (651) 303-0782	Dex Media West LLC's 9.875% Senior Subordinated Notes due 2013		\$761,700,000
The Bank of New York 101 Barclay Street, Floor 8W New York, NY 10286	Corporate Trust Administration Attn: Sherma Thomas Ph: (212) 815-5283 Fax: (212) 815-5704	R.H. Donnelley Corporation's 6.875% Senior Discount Notes due 2013		\$768,400,000
U.S. Bank, National Association 60 Livingston Avenue EP-MN-WS3C St. Paul, MN 55170-2292	Corporate Trust Association Attn: Shanon Wichterman Ph: (651) 495-3888 Fax: (651) 303-0782	Dex Media, Inc.'s 9% Senior Discount Notes due 2013		\$750,000,000
U.S. Bank, National Association 60 Livingston Avenue EP-MN-WS3C St. Paul, MN 55170-2292	Corporate Trust Association Attn: Shanon Wichterman Ph: (651) 495-3888 Fax: (651) 303-0782	Dex Media, Inc.'s 8% Senior Notes due 2013		\$500,000,000
The Bank of New York 101 Barclay Street, Floor 8W New York, NY 10286	Corporate Trust Administration Attn: Sherma Thomas Ph: (212) 815-5283 Fax: (212) 815-5704	R.H. Donnelley Inc.'s 11.75% Senior Notes due 2015		\$412,900,000
U.S. Bank, National Association 60 Livingston Avenue EP-MN-WS3C St. Paul, MN 55170-2292	Corporate Trust Association Attn: Shanon Wichterman Ph: (651) 495-3888 Fax: (651) 303-0782	Dex Media West LLC's 8.5% Senior Notes due 2010		\$385,000,000
The Bank of New York 101 Barclay Street, Floor 8W New York, NY 10286	Corporate Trust Administration Attn: Sherma Thomas Ph: (212) 815-5283 Fax: (212) 815-5704	R.H. Donnelley Corporation's 6.875% Senior Notes due 2013		\$206,800,000
U.S. Bank, National Association 60 Livingston Avenue EP-MN-WS3C St. Paul, MN 55170-2292	Corporate Trust Association Attn: Shanon Wichterman Ph: (651) 495-3888 Fax: (651) 303-0782	Dex Media West LLC's 5.875% Senior Notes due 2011		\$8,700,000
Google Inc. 1600 Amphitheatre Parkway Mountain View, CA 94043	David Drummond Ph: (650) 253-0000 Fax: (650) 253-0001	Trade Payable		\$2,433,902.52
R.R. Donnelley Receivables Inc. 111 South Wacker Drive Chicago, IL 60606	Joel Reidy Ph: (312) 326-8000 Fax: (312) 326-7156	Trade Payable		\$2,162,109.70

Amdocs Incorporated Tower Hill House, Le Bordage Suite 5 St. Peter Port, Ontario GY1 3QT Canada	Tamar Rapaport-Dagim Ph: 44-1481-728-444 Fax: 44-31-4212-7500	Trade Payable		\$1,691,068.17
Yahoo Search Marketing 701 First Avenue Sunnyvale, CA 94089	Denise Lemar Ph: (408) 336-0697 Fax: (408) 349-3301	Trade Payable		\$1,579,889.51
Specialty Directory Distribution Services Inc. 1520 Broadmoor Boulevard Suite A Buford, GA 30518	Mark Smitherman Ph: (770) 932-8886 Fax: (770) 932-8835	Trade Payable		\$822,624.72
Harmelin Media 525 Righters Ferry Road Bala Cynwyd, PA 19004	Joanne Harmelin Ph: (610) 668-2700 Fax: (610) 688-8412	Trade Payable		\$745,891.46
Product Development Corporation 20 Ragsdale Drive, Suite 100 Monterrey, CA 93940	Robert G. Cooper Ph: (905) 304-8798 Fax: (831) 333-0110	Trade Payable		\$723,843.40
Quebecor World Inc. 1000 Remington Boulevard Suite 300 Bolingbrook, IL 60440	Roland Ribotti Ph: (514) 877-5143 Fax: (630) 343-4405	Trade Payable		\$355,411.82
Qwest 1801 California Street Denver, CO 80202	Richard Baer Ph: (303) 992-1400 Fax: (303) 896-8515	Trade Payable		\$274,510.92
Wiese Research Associates, Inc. 9375 Burr Street, Suite 100 Omaha, NE 68114	Mary K. Arkfeld Ph: (402) 391-7734 Fax: (402) 391-0331	Trade Payable		\$272,500.00
Web.com Inc. 12808 Gran Bay Parkway, West Jacksonville, FL 32258	Kevin Carney Ph: (904) 680-6600 Fax: (904) 880-0350	Trade Payable		\$248,287.45
Proudfoot Consulting Company 1355 Peachstreet, NE Suite 700 Atlanta, GA 30309	John Little Ph: (561) 624-4377 Fax: (404) 260-0603	Trade Payable		\$197,500.00
Nippon Paper Industries USA Co., Ltd. 1815 Marine Drive Port Angeles, WA 98363	Mary French Ph: (360) 457-4474 Fax: (360) 452-9004	Trade Payable		\$194,013.56
Affina LLC 2001 Ruppman Plaza Peoria, IL 60614	Donna Malone Ph: (309) 685-5901 Fax: (309) 679-4400	Trade Payable		\$193,459.07
Tembec Inc. 800 boul. René Lévesque Quest Quest – Bureau 1050 Montreal, Quebec H3B 1X9 Canada	Michael J. Dumas Ph: (514) 871-0137 Fax: (514) 397-0896	Trade Payable		\$191,245.71
Entrepreneur.com 2445 McCabe Way, Suite 400 Irvine, CA 92614	Bob Kelly Ph: (949) 261-2325 Fax: (949) 752-1180	Trade Payable		\$168,816.74
Sprint 9350 Metcalf Avenue Overland Park, KS 66212	Robert Brust Ph: (703) 433-4000 Fax: (703) 433-4343	Trade Payable		\$120,175.59

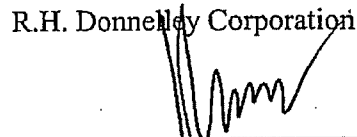
Work Flow One 220 E. Monument Avenue Dayton, OH 45402	Jerry Doubler Ph: (937) 630-8405 Fax: (937) 630-8996	Trade Payable		\$103,072.39
GenieKnows 1567 Argyle Street Halifax, Nova Scotia B3J 2B2 Canada	Dave Bezanson Ph: (902) 431-4847 Fax: (902) 431-4848	Trade Payable		\$96,648.88
AT&T 208 S. Akard Street Dallas, TX 75202	Wayne Watts Ph: (210) 821-4105 Fax: (210) 351-2071	Trade Payable		\$95,741.81

**DECLARATION REGARDING THE CONSOLIDATED LIST OF CREDITORS
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS**

I, Mark W. Hianik, am an authorized officer of each of the Debtors in these chapter 11 cases, and in such capacity am familiar with the financial affairs of the Debtors. I declare under penalty of perjury that I have read and reviewed the foregoing Consolidated List of Creditors Holding the Thirty Largest Unsecured Claims Against the Debtors and that the information included therein is true and correct to the best of my knowledge, information and belief.

Dated: May 28, 2009

R.H. Donnelly Corporation



By: Mark W. Hianik
Title: Senior Vice President, General Counsel, and
Corporate Secretary

**UNANIMOUS WRITTEN CONSENT OF THE BOARD OF DIRECTORS OF
RHD SERVICE LLC**

The undersigned, being all of the members of the Board of Directors (the "Board") of RHD Service LLC, a Delaware limited liability company (the "Company"), hereby waive all notice of time, place or purpose of a special meeting and consent to, approve and adopt the following resolutions (the "Resolutions") without a meeting pursuant to the provisions of Section 18-404(d) of the Limited Liability Company Act of the State of Delaware:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, sole member, employees, and other interested parties that a voluntary petition for relief (the "Petition") be filed by the Company seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that any individual duly appointed by the Board as the Chief Executive Officer, Interim Chief Operating Officer, Chief Operating Officer, Chief Financial Officer, President, Executive Vice President, Senior Vice President, Vice President, General Counsel, Secretary, Assistant Secretary, Treasurer or Assistant Treasurer of the Company (each, an "Authorized Officer" and together, the "Authorized Officers") be, and each of them is, hereby authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify or certify the Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") at such time as the Authorized Officer executing the Petition shall determine and in such form or forms as such Authorized Officer may approve;

RESOLVED, that the law firm of Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603, be, and hereby is, retained and employed as attorneys for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP, The Brandywine Building, 1000 West Street, 17th Floor, Wilmington, Delaware 19801, be, and hereby is, retained and employed as Delaware attorneys for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that Deloitte Financial Advisory Services LLP, 111 South Wacker Drive, Chicago, Illinois 60606, be, and hereby is, retained and employed as financial advisors for the Company in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code;

RESOLVED, that the financial advisory firm of Lazard Frères & Co. LLC, 190 S. LaSalle Street, 31st Floor, Chicago, Illinois, 60603, be, and hereby is, retained and employed as investment bankers for the Company in connection with the Company's case under Chapter 11 of the Bankruptcy Code;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, and to take any and all further actions which the Authorized Officers

or the Company's legal counsel may deem necessary or appropriate to file the Petition under chapter 11 of the Bankruptcy Code, and to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the chapter 11 case contemplated by these Resolutions, with a view to the successful prosecution of such case including, without limitation, seeking authority to guarantee or borrow, and borrowing, amounts under any post-petition financing facility for itself or its affiliates, and granting liens, guarantees, pledges, mortgages and/or other security therefor and filing financing statements, mortgages, intellectual property security agreements and other documents related thereto;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain legal counsel, financial advisors, accountants and other professionals to advise the Company in connection with its case under chapter 11 of the Bankruptcy Code;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and directed, in the name and on behalf of the Company, to take such actions to make, sign, execute, acknowledge and deliver (and record in the relevant office of the secretary of state or the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements, or other instruments as may reasonably be required to give effect to these Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to fully perform the terms and provisions thereof;

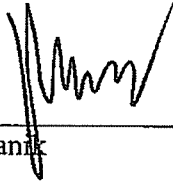
RESOLVED, that the Authorized Officers, be, and each of them hereby is, authorized, in the name and on behalf of the Company, to execute any and all plans of reorganization under chapter 11 of the Bankruptcy Code, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the Bankruptcy Court at such time as said Authorized Officer executing the same shall determine;

RESOLVED, that the Authorized Officers, be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge and deliver all such additional documents, agreements and certificates as may be reasonably required to give effect to the consummation of the transactions contemplated by these Resolutions and any chapter 11 plan of reorganization, and to execute and deliver such documents, agreements and certificates, and to fully perform the terms and provisions thereof; and

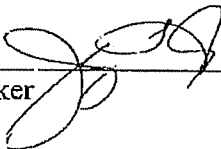
RESOLVED, that to the extent that any of the actions authorized by any of the Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

[Signature Page Follows]

28 IN WITNESS WHEREOF, the undersigned have executed this written consent as of the day of May, 2009.



Mark W. Hianik



Jenny L. Apker