

<b>United States Bankruptcy Court</b> <b>NORTHERN DISTRICT OF CALIFORNIA</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>HELLER EHRMAN, LLP</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>Heller, Ehrman, White and McAuliffe, LLP</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>94-1217308</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>333 Bush Street San Francisco, CA</b> <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 94104</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: <b>San Francisco</b>	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

Location of Principal Assets of Business Debtor (if different from street address above):  

ZIP CODE

<p style="text-align: center;"><b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p style="text-align: center;"><b>Nature of Business</b> (Check <b>one</b> box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input checked="" type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <p style="text-align: center;">Law Firm</p> <p style="text-align: center;"><b>Tax-Exempt Entity</b> (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p style="text-align: center;"><b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)</p> <p><input type="checkbox"/> Chapter 7      <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 9      <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p style="text-align: center;"><b>Nature of Debts</b> (Check one box.)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts</p>
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<p style="text-align: center;"><b>Filing Fee</b> (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><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.</p> <p><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.</p>	<p style="text-align: center;"><b>Chapter 11 Debtors</b></p> <p><b>Check one box:</b></p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><b>Check if:</b></p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p><b>Check all applicable boxes:</b></p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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<p><b>Statistical/Administrative Information</b></p> <p><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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.</p>	<b>THIS SPACE IS FOR COURT USE ONLY</b>										
<p><b>Estimated Number of Creditors</b></p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input type="checkbox"/> 200-999</td> <td><input checked="" type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>		<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input checked="" type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
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<p><b>Estimated Assets</b></p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$10,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$10,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$10,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion		
<p><b>Estimated Liabilities</b></p> <table style="width:100%; text-align: center;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$10,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>		<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$10,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input checked="" type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>HELLER EHRMAN, LLP</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</b></p> (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).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
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.			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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):  
**HELLER EHRMAN, LLP**

**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

X  \_\_\_\_\_  
Signature of Attorney\*

Signature of Attorney for Debtor(s)  
**John D. Fiero**

Printed Name of Attorney for Debtor(s)  
**Pachulski Stang Ziehl & Jones**

Firm Name  
**150 California Street**  
Address  
**San Francisco, CA 94111**

**(415) 263-7000**  
Telephone Number

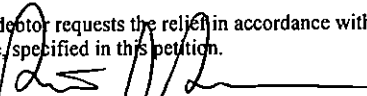
**December 28, 2008**  
Date

\*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  \_\_\_\_\_  
Signature of Authorized Individual

**Peter J. Benvenuto**  
Printed Name of Authorized Individual

**Authorized Representative**  
Title of Authorized Individual

**December 28, 2008**  
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.*

**WRITTEN CONSENT AND UNANIMOUS AUTHORIZATION OF  
THE DISSOLUTION COMMITTEE OF  
HELLER EHRMAN LLP**

The undersigned, being the Chair of the Dissolution Committee of Heller Ehrman, LLP (the "Firm in Dissolution"), and believing the actions contemplated herein to be in the best interests of the Firm in Dissolution, does hereby evidence the consent of the following resolutions as the actions of the Dissolution Committee.

WHEREAS, the Plan of Dissolution of the Firm, dated as of September 26, 2008 (the "Plan") has been duly approved, ratified and adopted;

WHEREAS, the Plan provides for the Dissolution Committee to wind up the business and affairs of the Firm in Dissolution and to act for the Firm in Dissolution;

WHEREAS, the Plan provides that, by voting in favor of the dissolution of the firm, the shareholders of the firm consent to the filing of a voluntary petition for relief under Chapter 7 or Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") if, in the opinion of a majority of the members of the Dissolution Committee, such a filing is deemed advisable;

WHEREAS, each of the members of the Dissolution Committee has considered the financial and operational aspects of the business of the Firm in Dissolution, reviewed the current status of Firm in Dissolution in light of recent events, and determined that it is advisable for the Firm in Dissolution of file a voluntary petition for relief under Chapter 11 of the United States Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that in the unanimous judgment of all of the members of the Dissolution Committee, it is desirable and in the best interests of the Firm in Dissolution, its creditors, employees and other interested parties that a petition be filed by the Firm in Dissolution seeking relief under the provisions of Chapter 11 of the Bankruptcy Code;

RESOLVED FURTHER, that in view of the financial condition of the Firm in Dissolution, each member of the Dissolution Committee (each, an "Authorized Representative") is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, file, at such time hereafter as any Authorized Representative may determine to be necessary or advisable, such determination to be reflected by such filing, a voluntary petition for reorganization under chapter 11 of the Bankruptcy Code;

RESOLVED FURTHER, that Peter J. Benvenuti shall be the individual person responsible for the debtor in possession pursuant to Local Rule 4002-1 of the Local Bankruptcy Rules for the Northern District of California;

RESOLVED FURTHER, that each Authorized Representative be authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, (i) obtain post-petition financing according to terms which may be negotiated by any Authorized Representative, including under table financing credit facilities, debtor-in-possession credit

facilities or the use of cash collateral; (ii) make any guarantees and (iii) pledge and grant liens on the Firm in Dissolution's assets, as applicable, as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement; and in connection therewith, each Authorized Representative is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, execute, deliver and perform under appropriate loan agreements, cash collateral agreements and related ancillary documents;

RESOLVED FURTHER, that each Authorized Representative be authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, retain the law firm of Greenberg Traurig, LLP as corporate and bankruptcy counsel for general legal advice and counsel in connection with the contemplation of and in the event that the Firm in Dissolution files a voluntary bankruptcy petition for reorganization, or in the event that an involuntary bankruptcy petition is filed against the Firm in Dissolution, or otherwise in connection with the actions contemplated by these resolutions, and each Authorized Representative is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, execute, deliver and perform under any engagement letter in favor Greenberg Traurig, LLP in connection with the foregoing;

RESOLVED FURTHER, that each Authorized Representative be authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, retain the law firm of Pachulski, Stang, Ziehl & Jones, PC as bankruptcy co-counsel for general legal advice and counsel in connection with the contemplation of and in the event that the Firm in Dissolution files a voluntary bankruptcy petition for reorganization, or in the event that an involuntary bankruptcy petition is filed against the Firm in Dissolution, or otherwise in connection with the actions contemplated by these resolutions, and each Authorized Representative is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, execute, deliver and perform under any engagement letter in favor Pachulski, Stang, Ziehl & Jones in connection with the foregoing;

RESOLVED FURTHER, that each Authorized Representative is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, retain and employ the services of any other professionals, including attorneys, local counsel, conflicts counsel, accountants, auditors, financial consultants, and claims, noticing, balloting and solicitation agents, to provide services for or on behalf of the Firm in Dissolution in connection with the contemplation of and in the event that the Firm in Dissolution files a voluntary bankruptcy petition for reorganization, or in the event that an involuntary bankruptcy petition is filed against the Firm in Dissolution, and each Authorized Representative is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, execute, deliver and perform under any documents, including retainer agreements, relating to the provision of such services by such professionals;

RESOLVED FURTHER, that, from and after the time the Firm in Dissolution files a voluntary bankruptcy petition, for reorganization, or an involuntary bankruptcy petition is filed against the Firm in Dissolution, each Authorized Representative is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, wind down operations, liquidate receivables, administer assets, settle claims and perform such other tasks and functions and take any and all other actions as determined by any Authorized Representative

to be in the best interests of the bankruptcy estate and the Firm in Dissolution's creditors or authorized or required under any bankruptcy or other rules or laws, and may include, but not be limited to, the incurrence of debt or other obligations to effectively administer the bankruptcy estate and pursue confirmation of a chapter 11 plan;

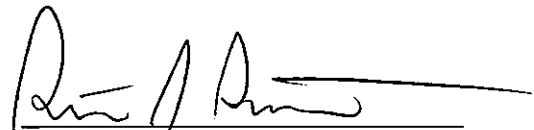
RESOLVED FURTHER, that, from and after the time the Firm in Dissolution files a voluntary bankruptcy petition, for reorganization, or an involuntary bankruptcy petition is filed against the Firm in Dissolution, each Authorized Representative is authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, make or cause to be made such filings and declarations as determined by any Authorized Representative to be in the best interests of the bankruptcy estate and the Firm in Dissolution's creditors or authorized or required under any bankruptcy or other rules or laws, such determination to be reflected by such filings and declarations;

RESOLVED FURTHER, that each Authorized Representative is hereby authorized, empowered and directed to, for and on behalf of the Firm in Dissolution and in its name, take all such actions and execute and deliver all such documents as any Authorized Representative shall determine to be necessary or advisable in order to carry out and perform the purposes of the foregoing resolutions, including, without limitation, the filing of a chapter 11 plan of reorganization, the filing of a chapter 11 plan of liquidation, the filing of a motion for authorization to sell substantially all of the Firm in Dissolution's assets, the investigation, filing and/or settlement of causes of action, or the opening of new deposit accounts as a debtor in possession, with the taking of such actions or execution of such documents to be conclusive evidence of the necessity or advisability thereof; and

RESOLVED FURTHER, that the authorization in the foregoing provisions of an Authorized Representative to take any of the actions or exercise any of the powers set forth therein after the filing of a petition under the Bankruptcy Code is not intended and shall not be construed to modify the provisions of the Plan entrusting the management of the Firm in Dissolution to the Dissolution Committee, and specifying that its actions shall be by decision of the majority of the Dissolution Committee; and

RESOLVED FURTHER, that any and all actions heretofore taken by any member of the Dissolution Committee of the Firm in Dissolution in the name and for and on behalf of the Firm in Dissolution in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all aspects.

**I HEREBY CERTIFY**, in my capacity as Chair of the Dissolution Committee, that each of the members of the Dissolution Committee have consented to the adoption of the foregoing resolutions and to the filing by the Firm in Dissolution of a voluntary petition for relief under Chapter 11 of the Bankruptcy Code, as of the 28<sup>th</sup> day of December, 2008.



Peter J. Benvenuti, Chair