

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Arandell Holdings, Inc.

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 82-4555311

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>N82 W13118 Leon Road</u> <u>Menomonee Falls, WI 53051</u> <small>Number, Street, City, State & ZIP Code</small>	 <small>P.O. Box, Number, Street, City, State & ZIP Code</small>
	<u>Waukesha</u> <small>County</small>	Location of principal assets, if different from principal place of business <small>Number, Street, City, State & ZIP Code</small>

5. Debtor's website (URL) www.arandell.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

Debtor Arandell Holdings, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3231

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check **all** that apply:

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor <u>See Attachment 1</u>	Relationship _____
District _____	When _____ Case number, if known _____

Debtor **Arandell Holdings, Inc.**
Name

Case number (if known)

11. Why is the case filed in this district? *Check all that apply:*

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention? No Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

- No
- Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information consolidated

13. Debtor's estimation of available funds. *Check one:*

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input checked="" type="checkbox"/> 200-999		

15. Estimated Assets

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input checked="" type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

16. Estimated liabilities

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input type="checkbox"/> \$10,000,001 - \$50 million	<input type="checkbox"/> \$1,000,000,001 - \$10 billion
<input type="checkbox"/> \$100,001 - \$500,000	<input type="checkbox"/> \$50,000,001 - \$100 million	<input type="checkbox"/> \$10,000,000,001 - \$50 billion
<input type="checkbox"/> \$500,001 - \$1 million	<input checked="" type="checkbox"/> \$100,000,001 - \$500 million	<input type="checkbox"/> More than \$50 billion

Debtor **Arandell Holdings, Inc.**
Name

Case number (if known)

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

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

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/13/2020
MM / DD / YYYY

X /s/ Bradley J. Hoffman
Signature of authorized representative of debtor

Title CEO

Bradley J. Hoffman
Printed name

18. Signature of attorney

X /s/ Andrew L. Magaziner
Signature of attorney for debtor

Date 08/13/2020
MM / DD / YYYY

Andrew L. Magaziner
Printed name

YOUNG CONAWAY STARGATT & TAYLOR, LLP
Firm name

1000 NORTH KING STREET
WIMINGTON, DE 19801
Number, Street, City, State & ZIP Code

Contact phone 302-576-3592 Email address amagaziner@ ycst.com

5426 (DE)
Bar number and State

ATTACHMENT 1 TO VOLUNTARY PETITION

Pending Bankruptcy Cases Filed by Affiliated Entities

On the date hereof, each of the related entities listed below, including the debtor in this chapter 11 case (collectively, the “Debtors”), will file or have filed a petition with the Court for relief under title 11 of the United States Code, 11 U.S.C. §§ 101–1532. Contemporaneously with the filing of their voluntary petitions, the Debtors are filing a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

The Debtors are the following entities (along with their federal tax identification numbers):

1. Arandell Holdings, Inc. (82-4555311)
2. Arandell Corporation (39-0554270)
3. Arandell Kentucky, LLC (82-4491505)

Fill in this information to identify the case:

Debtor name Arandell Holdings, Inc.

United States Bankruptcy Court for the: DISTRICT OF DELAWARE

Case number (if known) _____

Check if this is an amended filing

Official Form 202
Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Corporate Ownership Statement and List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 08/13/2020 **X /s/ Bradley J. Hoffman**

 Signature of individual signing on behalf of debtor

Bradley J. Hoffman

 Printed name

CEO

 Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Arandell Holdings

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 20 Largest

Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Graphic Arts Industry JT Pension Plan Angela Alvey Fund Administrator Board of Trustee - Pension Trust 25 Louisiana Ave NW Washington, DC 20001-2130	PHONE: 202-508-6670 EMAIL: aalvey@gci.org	Trade - Union Pension Withdrawal Liability	Contingent			\$98,600,246.00
2	Graphic Communication Conference Georges N. Smetana, administrator International Brotherhood of Teamsters Trustees of GCC/IBT Nat'l Pension Fund 455 Kehoe Blvd, Ste 101 Carol Stream, IL 60188	PHONE: 630-871-7733 EMAIL: gsmetana@gccibtnpf.org	Trade - Union Pension Withdrawal Liability	Contingent			\$76,221,843.98
3	U S Small Business Administration Eric Ness, District Director Wisconsin District Office 310 West Wisconsin Avenue 580W Milwaukee, WI 53203	PHONE: 414-297-1471 EMAIL: Eric.ness@sba.gov	PPP Loan Program:	Unliquidated			\$7,765,500.00
4	Horizon Paper Co Inc Jim Conkling - CFO Dept. 7119 Carol Stream, IL 60122-7119	PHONE: 203-358-0855 x 112 EMAIL: jconkling@horizonpaper.com	Accounts Payable				\$5,198,515.13
5	Trend Offset Printing Services 3791 Catalina Street Los Alamitos, CA 90720	PHONE: 562-598-2446 EMAIL: mahmed@trendoffset.com	Guaranty-primary obligor (KY Acquisition Note-seller)		\$1,950,730.00	UNKNOWN	\$1,950,730.00
6	Hubergroup Inc. Martin Weber - President Dept CH 16836 Palatine, IL 60055-6836	PHONE: 815-929-9293 EMAIL: martin.weber@hubergroup.cpom	Accounts Payable				\$607,570.68
7	Progressive Converting Dan Curtin - President 2430 E Glendale Ave Appleton, WI 54911	PHONE: 800-637-7310 EMAIL: danc@pro-con.net	Accounts Payable				\$605,324.46
8	Burton & Mayer, Inc. Jennifer Burton-Ziemann - President 4230 N Oakland Ave #290 Milwaukee, WI 53211	PHONE: 262-703-9117 EMAIL: jennyz@burtonmayer.com	Accounts Payable				\$570,933.69

Debtor Arandell Holdings
Name

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	LSC Communications Dan Pevonka - VP Client Financial Serv PO Box 932987 Cleveland, OH 44193	PHONE: 630-821-3108 EMAIL: dan.pevonka@lsc.com	Accounts Payable			\$403,331.81	
10	Midland Paper Company Ralph Deletto - CFO 135 S Lasalle St, Dept 1140 Chicago, IL 60674-0001	PHONE: 847-777-2745 EMAIL: ralph.deletto@midlandpaper.com	Accounts Payable			\$352,635.49	
11	Pinwheel Logistics Inc Johnny Kwiatkowski - President PO Box 610028 Dallas, TX 75261-0028	PHONE: 773-676-9721 x201 EMAIL: johnny@pinwheellogistics.com	Accounts Payable			\$303,668.00	
12	Continental Web Press Attn: John Lavorini 1430 Industrial Dr Ken Field - President Itasca, IL 60143	PHONE: 630-773-1903 EMAIL: kfield@continentalweb.com	Accounts Payable			\$300,605.59	
13	Fairmont Logistics Carlos Nistal - Contrroller 9663 Santa Monica Blvd, Ste 1092 Beverly Hills, CA 90210	PHONE: 424-228-9019 EMAIL: carlos@fairmontlogistics.com	Accounts Payable			\$250,724.50	
14	Smyth Cassie Hougdaahl - Acct Manager NW 9556 PO Box 1450 Minneapolis, MN 55485-9556	PHONE: 612-230-6012 EMAIL: chougdaahl@smythco.com	Accounts Payable			\$216,493.75	
15	WE Energies Customer Service PO Box 90001 Milwaukee, WI 53290-0001	PHONE: 800-842-4565 EMAIL: Bankruptcy-Notification@we-energies.com	Accounts Payable			\$211,774.14	
16	Tom Patterson 4255 Weeping Willow Lane Huntingtown, MD 20639	PHONE: 202-497-7600 EMAIL: tpatterso22@gmail.com	Accounts Payable			\$200,000.00	
17	Microsoft Corporation Customer Service 1950 N Stemmons Fwy Ste 5010 LB842467 Dallas, TX 75207	PHONE: 800-642-7676 EMAIL: aocap@microsoft.com	Accounts Payable			\$163,143.40	
18	RRD Response Marketing Solutions Gayle Sebastian - Senior Analyst 5501 W Grand Ave Chicago, IL 60639-2909	PHONE: 630-322-6892 EMAIL: gayle.a.sebastian@rrd.com	Accounts Payable			\$156,705.18	
19	Trend AT LLC Andres Toro - President 2627 S Bayshore Dr #3102 Miami, FL 33133	PHONE: 305-965-9312 EMAIL: atoro@trendatcorp.com	Accounts Payable			\$153,123.77	
20	United Mailing Services Mark Kolb - VP 3625 N 126th St Brookfield, WI 53005	PHONE: 262-783-7868 EMAIL: mkobl@unitedmailingservices.com	Accounts Payable			\$134,652.14	

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

In re:

ARANDELL HOLDINGS, INC., *et al.*,¹
Debtors.

Chapter 11

Case No. 20-_____()

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT
TO FED. R. BANKR. P. 1007(a)(1), 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, Arandell Holdings, Inc. and its affiliated debtors and debtors in possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases hereby state as follows:

1. Debtor Arandell Holdings, Inc. is owned by the following non-debtor individuals:

Individual	Ownership Percentage ²
Bradley J. Hoffman	Class A Units: 100.0% Class B Units: 69.0%
Rick Kropski	Class B Units: 8.2%
David Kane	Class B Units: 5.8%
Terry Tschetter	Class B Units: 4.1%
Amy Kane	Class B Units: 3.5%
Wendy Hunjadi	Class B Units: 3.5%
Susan Pinter	Class B Units: 2.3%
Jim Karrmann	Class B Units: 2.1%

¹ The Debtors in these chapter 11 cases, and the last four digits of their U.S. taxpayer identification numbers are: Arandell Holdings, Inc. (5311), Arandell Corporation (4270), and Arandell Kentucky, LLC (1505). The Debtors’ corporate headquarters is located at N82 W13118 Leon Road, Menomonee Falls, WI 53051.

² Ownership percentages have been rounded to the nearest tenth.

Joe Graceffa ³	Class B Units: 1.5%
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2. Debtor Arandell Holdings, Inc. owns 100% of the equity interests in Debtor Arandell Corporation.

3. Debtor Arandell Holdings, Inc. owns 100% of all membership interests in Debtor Arandell Kentucky, LLC.

³ Joe Graceffa passed away on January 3, 2019 and his shares are pending the resolution of Graceffa's Estate.

JOINT RECORD OF ACTION TAKEN BY CONSENT OF
THE SOLE DIRECTOR AND CLASS A VOTING STOCKHOLDER OF
ARANDELL HOLDINGS, INC.

The undersigned sole director of ARANDELL HOLDINGS, INC., a Delaware corporation (the "Corporation"), and the undersigned holder of all of the issued and outstanding Class A Voting Common Stock of the Corporation, adopt the following recitals and resolutions taken without a meeting in accordance with sections 141(f) and 228 of the Delaware General Corporation Law and applicable provisions of the Corporation's By-Laws:

RECITALS

- A. The undersigned acknowledge that multiple financial and other defaults have occurred and have continued for several months and, as a result, the Corporation has been engaged in discussions regarding strategic alternatives and restructuring, including, without limitation, the filing of a petition seeking relief under the provisions of chapter 11 of title 11, United States Code, (the "Bankruptcy Code").
- B. In the judgment of the undersigned it is desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties that a petition be filed by the Corporation seeking relief under the provisions of the Bankruptcy Code in which the authority to operate as a debtor-in-possession will be sought (the "Bankruptcy Petition").
- C. The undersigned deem it to be in the best interest of the Corporation to file the Bankruptcy Petition and initiate a bankruptcy case and proceedings (the "Bankruptcy Proceedings").
- D. The Corporation is also the sole Class "A" shareholder of Arandell Corporation, a Wisconsin corporation ("Arandell Corporation"), and the sole member of Arandell Kentucky, LLC, a Wisconsin limited liability company ("Arandell Kentucky").
- E. The undersigned deem it to be in the best interests of the Corporation to file the Bankruptcy Petition and initiate the Bankruptcy Proceedings with respect to Arandell Corporation and Arandell Kentucky.
- F. The undersigned desire to authorize Bradley J. Hoffman, ("Mr. Hoffman"), in his capacity as the President of the Corporation, to take such actions, as may be necessary or appropriate to effectuate the Bankruptcy Petition and Bankruptcy Proceedings with respect to Arandell Corporation and Arandell Kentucky.

RESOLUTIONS

1. The filing of the Bankruptcy Petition and initiation of the Bankruptcy Proceedings are in all respects ratified, confirmed and approved.
2. Mr. Hoffman, in his capacity of the President of the Corporation, be and hereby is, authorized and directed, for and on behalf of the Corporation, to execute and verify the

Bankruptcy Petition under chapter 11 of the Bankruptcy Code and cause the same to be filed in the United States Bankruptcy Court for the District of Delaware.

3. Mr. Hoffman and any other person or persons designated and authorized to so act by the Corporation in such capacity (each, an "Authorized Officer" and together, the "Authorized Officers"), be and they hereby are, authorized to execute, verify and/or file or cause to be filed (or direct others to do so on their behalf), all documents, including, without limitation, petitions, schedules, lists, affidavits, motions, pleadings and other papers and to take any and all action which they may deem necessary or proper in connection with such proceedings under chapter 11 of the Bankruptcy Code, and in that connection to retain and employ Steinhilber Swanson LLP, as principal bankruptcy counsel, and Young Conaway Stargatt & Taylor, LLP as Delaware local bankruptcy counsel, Harney Partners as financial advisors, BMC Group, Inc. as bankruptcy Claims Agent, Promontory Point Capital as investment banker, von Briesen & Roper s.c., as ordinary course corporate counsel and to retain and employ other legal counsel or other professionals which they may deem necessary or proper with a view to the successful conclusion of such bankruptcy case (together, the "Restructuring Professionals"). The Authorized Officers of the Corporation are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the Bankruptcy Proceeding, and to cause to be filed an application for authority to retain the services of the Restructuring Professionals. The Authorized Officers of the Corporation are hereby authorized and directed to execute retention agreements, pay retainers prior to, immediately upon and after the filing of the Bankruptcy Proceeding, and to cause to be filed an application for authority to retain the services of the Restructuring Professionals.

4. The Authorized Officers be, and each of them hereby is, authorized and empowered for and in the name and on behalf of the Corporation to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions.

5. The Authorized Officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation to take or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions.

6. All acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief on behalf of the Corporation under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Corporation.

7. The filing of the Bankruptcy Petition and initiation of the Bankruptcy Proceedings on behalf of Arandell Corporation and Arandell Kentucky are in all respects ratified, confirmed and approved.

8. Mr. Hoffman is hereby authorized and empowered to execute, deliver and perform, on behalf of Arandell Corporation and Arandell Kentucky, acting in his capacity as the President of the sole Class "A" shareholder of Arandell Corporation and the sole member of Arandell Kentucky, the Bankruptcy Petition and all documents contemplated by the Bankruptcy Proceedings or required to be executed and delivered in connection with the consummation of

the transaction contemplated thereby, in accordance with the terms of the Bankruptcy Petition and the Bankruptcy Proceedings, and such other items and documents as he shall deem necessary or desirable to execute and deliver in connection with any of the foregoing, in such form and with such content as may be approved by him, such approval to be conclusively evidenced by such execution and delivery.

9. The Authorized Officers be, and each of them hereby is, authorized, in the name and on behalf of the Corporation to consummate the transactions contemplated by the DIP Financing Motion in accordance with the terms and provisions set forth therein, as such terms and provisions may be supplemented, altered or replaced with his approval, such approval to be conclusively evidenced by his execution of any document or memorializing such supplemental, altered or replacement terms or provisions

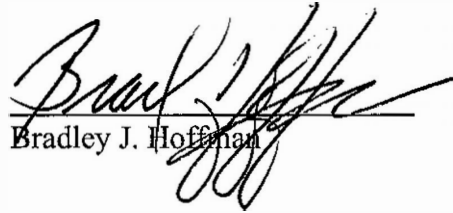
10. Mr. Hoffman is hereby authorized, acting in his capacity as the President of the sole Class "A" shareholder of Arandell Corporation and sole member of Arandell Kentucky, to cause Arandell Corporation and Arandell Kentucky to consummate the transactions contemplated by the Bankruptcy Petition and the Bankruptcy Proceedings in accordance with the terms and provisions set forth therein, as such terms and provisions may be supplemented, altered or replaced with his approval, such approval to be conclusively evidenced by his execution of any document containing or memorializing such supplemental, altered or replacement terms or provisions.

11. Mr. Hoffman, acting in his capacity as the President of the sole Class "A" shareholder of Arandell Corporation and sole member of Arandell Kentucky, and any other person or persons designated and authorized to so act by the Corporation in such capacity, are hereby severally authorized and directed to do and perform or cause to be done and performed in the name and on behalf of Arandell Corporation and Arandell Kentucky or otherwise, such other acts and to pay or cause to be paid on behalf of Arandell Corporation and Arandell Kentucky such related costs and expenses, to execute and deliver or cause to be executed and delivered such other notices, requests, demands, directions, consents, approvals, order, applications, certificates, agreements, assignments, undertakings, supplements, amendments, further assurances or other documents or instruments, and to accept such deliveries, as they or any of them may deem to be necessary or desirable in order to carry into effect the intent of the foregoing resolutions, or to comply with the requirements and the documents and instruments approved and authorized by the foregoing resolutions, or to effectuate fully the transactions contemplated by the foregoing resolutions.

12. Mr. Hoffman, acting in his capacity as the President of the Corporation, and any other person or persons designated and authorized to so act by the Corporation in such capacity, are hereby severally authorized and directed to do and perform or cause to be done and performed in the name and on behalf of the Corporation or otherwise, to take any and all actions and to execute and deliver any forms, documents or other instruments on behalf of the Corporation that are deemed necessary to effectuate the intent of the foregoing recitals and resolutions. Such forms, documents or other instruments may contain such provisions and be in such form as he shall approve and his signature appearing thereon shall be conclusive evidence of his approval thereof.

13. Any requirement of notice to take action in adopting the recitals and resolutions set forth in this Joint Record of Action is hereby waived.

SOLE DIRECTOR AND CLASS A VOTING STOCKHOLDER:



Bradley J. Hoffman

08/10/2020

Date

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