

United States Bankruptcy Court
DISTRICT OF DELAWARE

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): SYNTAX-BRILLIAN CORPORATION, a Delaware corporation	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): See Attachment A hereto.	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): 05-0567906	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): 1600 N. Desert Drive Tempe, Arizona	Street Address of Joint Debtor (No. and Street, City, and State):
<div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE: 85281</div>	<div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Maricopa County, Arizona	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): Same as above.	Mailing Address of Joint Debtor (if different from street address):
<div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE:</div>	<div style="border: 1px solid black; display: inline-block; padding: 2px;">ZIP CODE:</div>

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

ZIP CODE:

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.)
<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.)	<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	<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
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).		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).
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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 checked="" 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 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"/> \$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 checked="" 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"/> \$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 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): SYNTAX-BRILLIAN CORPORATION	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: n/a	Case Number: n/a	Date Filed: n/a	
Location Where Filed: n/a	Case Number: n/a	Date Filed: n/a	
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 B hereto.	Case Number: Filed Concurrently	Date Filed: Filed Concurrently	
District: Delaware	Relationship: Affiliate	Judge: Filed Concurrently	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b). 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 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.) <div style="text-align: right; margin-right: 100px;"> _____ (Name of landlord that obtained judgment) </div> <div style="text-align: right; margin-right: 100px;"> _____ (Address of landlord) </div>			
<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):

SYNTAX-BRILLIAN CORPORATION

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

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

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

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

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X Victoria W. Counihan
Signature of Attorney for Debtor(s)

Victoria W. Counihan

Printed Name of Attorney for Debtor(s)

Greenberg Traurig, LLP

Firm Name

The Nemours Building

Address

1007 North Orange Street, Suite 1200

Wilmington, Delaware 19801

(302) 661-7000

Telephone Number

July 7, 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 Gregory F. Rayburn
Signature of Authorized Individual

Gregory F. Rayburn

Printed Name of Authorized Individual

Interim Chief Executive Officer

Title of Authorized Individual

July 7, 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.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

SYNTAX-BRILLIAN CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 08-_____ ()

(Joint Administration Pending)

Attachment A

**All Other Names Used by Syntax-Brilliant Corporation
in the Last Eight Years (Including Trade Names)**

Brilliant Corporation
Brilliant
BRLC
Olevia
SBC
Syntax
Syntax-Brilliant

¹ The Debtors are the following entities: Syntax-Brilliant Corporation, Syntax-Brilliant SPE, Inc., and Syntax Groups Corporation.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

SYNTAX-BRILLIAN CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 08-_____ ()

(Joint Administration Pending)

Attachment B

Pending Bankruptcy Cases of Affiliates

On the date hereof, each of the affiliated entities listed below (collectively, the “**Debtors**”) filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under Chapter 11 of Title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court jointly administer their Chapter 11 cases for administrative purposes only.

Affiliated Debtor Entities

Syntax-Brilliant Corporation

Syntax-Brilliant SPE, Inc.

Syntax Groups Corporation

¹ The Debtors are the following entities: Syntax-Brilliant Corporation, Syntax-Brilliant SPE, Inc., and Syntax Groups Corporation.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

SYNTAX-BRILLIAN CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 08-_____ ()

(Joint Administration Pending)

EXHIBIT "A" TO VOLUNTARY PETITION

1. The debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-50289.

2. The following financial data is the latest available information and refers to the debtor's condition on approximately June 1, 2008.

a.	Total assets		<u>\$175,714,000 (approx.)²</u>
b.	Total debts		<u>\$259,389,000 (approx.)²</u>
c.	Debt securities held by more than 500 holders: None.		Approximate number of holders:
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
	secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
d.	Number of shares of preferred stock	<u>None.</u>	<u>n/a</u>
e.	Number of shares common stock	<u>93,830,506</u>	<u>29,282³</u>
	Comments, if any:		

3. Brief description of debtor's business: The debtor is a publicly-traded Delaware corporation with offices in Tempe, Arizona, and City of Industry, California, and is a leading designer, developer, and distributor of high-definition televisions (HDTVs) utilizing liquid crystal display (LCD) and, formerly, liquid crystal on silicon (LCoS) technologies.

¹ The Debtors are the following entities: Syntax-Brilliant Corporation, Syntax-Brilliant SPE, Inc., and Syntax Groups Corporation.

² Amounts reflect all Debtors on a consolidated basis.

³ As of June 27, 2008.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor: Taiwan Kolin Co. Ltd. and affiliates

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

SYNTAX-BRILLIAN CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 08-_____ ()

(Joint Administration Pending)

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

The following is the consolidated list of the above-captioned debtors' and debtors'-in-possession (collectively, the "**Debtors**") creditors holding the 40 (forty) largest unsecured claims (the "**List of Creditors**"). The List of Creditors is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for the filing in these Chapter 11 cases. Unless otherwise indicated below, the List of Creditors does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 40 largest unsecured claims.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Westech Electronics Limited	34 Kaki Bukit Crescent Kaki Bukit TechPark 416263 Singapore Attn: Elaine Wang Ph: 65-67486355 Fax: 65-67492848	Supplier			X		\$ 14,084,050

¹ The Debtors are the following entities: Syntax-Brilliant Corporation, Syntax-Brilliant SPE, Inc., and Syntax Groups Corporation.

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Compal Electronics, Inc.	No. 581 Ruiguang Blvd. Neihu, Taipei, 114 Taiwan Attn: Gary Lue Ph: 886-2-8797-8599 x16936 Fax: 886-2-2658-5001	Supplier				X	\$ 7,637,440
ESPN, INC.	13039 Collections Center Drive Chicago, IL 60693 Attn: Scott Jenkins/David Longo Ph: 860-766-2326 Fax: 860-766-2426	Advertising and Marketing					\$ 6,504,627
Digimedia Technology Co. Ltd. (a)	No. 100 Gungye, 2nd Road Tainan Technology Industrial Park Tainan, Taiwan 70955 Attn: Tracy Tseng/Nico Lai Ph: 886-6-384-0800 Fax: 886-6-384-0600	Supplier					\$ 6,100,154
Solar Link Technologies, Inc.	4652 E. Brickel St. Ontario, Canada 91761 Attn: Johnny Tsai Ph: 909-230-4589 Fax: 909-230-4588	Supplier					\$ 4,296,529
Pacific Global Technology Ltd.	Flat D, 24/F, Block 1, Golden Dragon Industrial Centre, 152-160 Tai Lin Pai Road, Kwai Chung, N.T. Hong Kong Attn: Jean MC/Accounting Ph: 852-3106-8292 Fax: 852-3106-8693	Supplier					\$ 4,021,178
Preferred Bank	17515 Colima Rd City of Industry, CA 91748 Attn: Phanglin Lin Ph: 626-935-1900 ext. 1608 Fax 626-935-1909	Bank Loan: #204615 (\$4 Million)					\$ 4,000,000

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Zenith Electronics Corporation	2000 Millbrook Drive Lincolnshire, IL 60069 Attn: Richard Lewis Ph: 847-941-8048 Fax: 847-942-8200	Royalty					\$ 3,689,995
TCV Industrial Company, Ltd.	NO. 20 Ta You 1st. Ta Fa Industrial District, Ta Liao Hsiang Kao Hsiung Hsien, Taiwan Attn: Michael Wu Ph: 886-7-787-4241 Fax: 886-7-787-2943	Supplier and Stalking horse bidder				X	\$ 2,207,160
LA Live Properties, LLC	1100 South Flower St., Suite 3200 Los Angeles, CA 90015 Ph: 213-763-5447	Advertising and Marketing					\$ 2,064,000
TCV Technology Co. Ltd. (b)	NO. 20 Ta You 1st. Ta Fa Industrial District, Ta Liao Hsiang Kao Hsiung Hsien, Taiwan Attn: Michael Wu Ph: 886-7-787-4241 Fax: 886-7-787-2943	Supplier and Stalking horse bidder					\$ 2,041,800
MPEG LA, LLC	6312 S Fiddlers Green Circle, Suite 440E Greenwood Village, CO 80111 Attn: Accounting Ph: 303-331-1880 Fax: 303-331-1879	Royalty					\$ 1,845,632
WesCal Electronics Pte Ltd	1F, No 9, Ally 20, Lane 135, Sec 2, Minchaun East Road, Taipei, Taiwan Attn: May Lin Ph: 886-2-25014099#101 Fax: 886-2-2501-4088	Supplier					\$ 1,711,035
ABC Radio Networks	P. O. Box 403975 Atlanta, GA 30384-3975 Attn: Calvin/Accounting Ph: 972-448-3311 Fax: 972-448-3145	Advertising and Marketing					\$ 958,800
American Broadcasting Company	P. O. Box 10481 Newark, NJ 07193-0481 Attn: Cynthia/Accounting Ph: 212-456-1088 Fax: 212-456-1137	Advertising and Marketing					\$ 876,138

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Thomson Licensing LLC	2 Independence Way Princeton, NJ 08540 Attn: License Accountant Ph: 609-734-6853 Fax: 609-734-6899	Royalty					\$ 570,255
Ernst & Young LLP	Attn: Kevin McHolland, Partner Two North Central Ave. Suite 2300 Phoenix, AZ 85004 Ph: 602-322-3312 Fax: 602-322-3024	Professional Services					\$ 240,350
NVC Logistics Group Inc.	1 Pond Road Rockleigh, NJ 07647 Attn: Denise Sprengel Ph: 800-526-0207 Fax: 201-767-3480	Freight, motion filed to pay pre-petition lien amount					\$ 194,156
Majestic Management Co. - Fairway Buildings	Attn: Jennifer Rowe 13191 Crossroads Pkwy North Sixth Floor Industry, CA 91746-3497 Ph: 562-692-9581 Fax: 562-695-2329	Lease for two facilities at monthly rent of \$51,307 and \$123,061					\$ 174,368
South Bay Freight System	900 Turball Canyon Rd. City of Industry, CA 91745 Ph: 626-271-9800 Fax: 626-271-9841	Freight, motion filed to pay pre-petition lien amount					\$ 141,601
Oracle Corporation	P.O. Box 44471 San Francisco, CA 94144 Attn: Ritu Balakrishnan Ph: 888-803-7414 Fax: 415-963-5601	Software Expense					\$ 122,788
Cole Sales Inc.	1200 Rustic Timbers Lane Flower Mound, Texas 75028 Attn: Ed Cole Ph: 972-821-3111 Email: colesales@aol.com	Commissions					\$ 121,979

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
ACM Arizona Commercial Property Management LLC	2122 E. Highland Ave. Suite 450 Phoenix, AZ 85016 Ph: 602-586-2880 Fax: 602-589-2881	"Catch-Up" Common Area Fees of \$56,663 and rent for \$58,561					\$ 115,224
Pauley Peterson & Erickson	2800 West Higgins Road Hoffman Estates, IL 60169 Ph: 847-490-1400 Fax: 847-490-1403	Consulting Fees					\$ 110,000
Dolby Laboratories Inc.	100 Potrero Avenue San Francisco CA 94103-4813 Attn: Michael Okada Ph: 415-558-0200 Fax: 415-863-1373	Royalty					\$ 99,721
Silver & Freedman	2029 Century Park East Los Angeles, CA 90067-3005 Ph: 310-282-9400 Fax: 310-282-2500	Legal					\$ 95,000
Semiconductor Manufacturing International (Shanghai) Corporation	No. 18, ZhangJiang Road Pudong New Area Shanghai, 201203 China Attn: Accounts Receivable Ph: +86-21-5080-2000 Fax: +86-21-5080-2868	Supplier					\$ 83,380
Silicon Valley Expert Witness Group Inc.	Attn: Accounts Receivable 2570 W. El Camino Real Suite 550 Mountain View, CA 94040 Ph: 650-917-0700	Consulting Fees					\$ 75,560
Rapid Prototypes Inc.	93 S. Jackson St. Suite 48631 Seattle, WA 98104-2818 Attn: Accounts Receivable Ph: 775-790-5000	Consulting Fees					\$ 71,160
B.E. Logistics, Inc.	Attn: Vicky Anunciacion 12912 S. Chadron Ave. Hawthorne, CA 90250 Ph: 800-729-8115 Fax: 310-970-7684	Freight, motion filed to pay pre- petition lien amount					\$ 59,383

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
ThomasLloyd Capital LLP	117 East 55th Street New York, NY 10022 Attn: Accounts Receivable Ph: 212-331-7820 Fax: 212-331-7858	Banking Fees					\$ 58,133
AFN, LLC.	Attn: Anne Swanson 1435 Lake Cook Road Deerfield, IL 60015 Ph: 224-515-7109 Fax: 224-515-7609	Freight, motion filed to pay pre-petition lien amount					\$ 56,400
KPMG	60 East Rio Salado Pkwy. Ste. 800 Tempe, AZ 85281 Phone: 480-459-3500 Fax: 480-459-3550	Consulting Fees					\$ 52,751
Willis of Arizona	PO Box 730054 Dallas, TX 75373-0054 Attn: Accounts Receivable Ph: 602-787-6000 Fax: 602-787-8040	Insurance Broker					\$ 47,660
Ajilon Professional Staffing LLC	Attn: Trina Stephens Dept Ch 14031 Palatine, IL 60055-4031 Ph: 949-955-0100	Temporary Labor					\$ 46,985
Neyensch Printers	Neyenesch Printers Inc. 2750 Kettner Blvd. San Diego, CA 92101 Tel. 619-297-2281 Fax 619-299-7250	Printer					\$ 45,416
Apex Maritime Co. (Lax) Inc.	565 Brea Canyon Road Walnut, CA 91789 Attn: Carol Chan Ph: 909-594-8828 Fax: 909-594-9199	Freight, motion filed to pay pre-petition lien amount					\$ 42,525
Grunfeld Desiderio LLP	Attn: Accounts Receivable 399 Park Ave. 25th Floor New York, NY 10022-4877 Ph: 212-557-4000 Fax: 212-557-4415	Legal					\$ 42,000

Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	CONTINGENT	UNLIQUIDATED	DISPUTED	SUBJECT TO SETOFF	AMOUNT OF CLAIM (if secured also state value of security)
Tanner De Witt	1806 Tower Two Lippo Centre 89 Queensway Hong Kong Ph: +852-2573-5000 Fax: +852-2802-3553	Legal					\$ 40,544
DotFusion	19261 Brookings Court Huntington Beach, CA 92648 Ph: 800-710-8476 Email: accounts@dotfusion.com	Advertising and Marketing					\$ 40,125

Above balances are as of 7/2/2008 for Syntax Groups Creditors, 6/27/08 for Syntax-Brilliant Corporation Creditors, and estimated as of 6/30/08 for the professionals

- (a) Debtors seek critical vendor payment in reduced and agreed amount of \$3.5 million, with balance of the claim to remain a general unsecured claim.
- (b) Debtors seek critical vendor payment in reduced and agreed amount of \$2.0 million, with balance of the claim to remain a general unsecured claim.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

SYNTAX-BRILLIAN CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 08-_____ ()

(Joint Administration Pending)

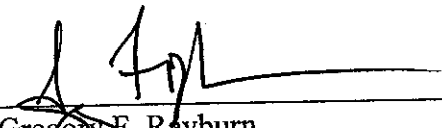
**CERTIFICATION CONCERNING CONSOLIDATED LIST OF
CREDITORS HOLDING 40 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors-in-possession (the “**Debtors**”) hereby certify under penalty of perjury that the *Consolidated List of Creditors Holding the 40 Largest Unsecured Claims Against the Debtors* (the “**Consolidated Top 40 List**”), submitted herewith, is complete and to the best of the Debtors’ knowledge is correct and consistent with Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Consolidated Top 40 List have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

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

Executed this 7 day of July 2008.



Gregory F. Rayburn
Interim Chief Executive Officer

¹ The Debtors are the following entities: Syntax-Brilliant Corporation, Syntax-Brilliant SPE, Inc., and Syntax Groups Corporation.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

SYNTAX-BRILLIAN CORPORATION, *et al.*,¹

Debtors.

Chapter 11

Case No. 08-_____ ()

(Joint Administration Pending)

**LIST OF EQUITY HOLDERS OF
SYNTAX-BRILLIAN CORPORATION**

Pursuant to Rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the list of equity security holders of Syntax-Brillian Corporation will be filed with the Court within 15 days after entry of the order for relief.

¹ The Debtors are the following entities: Syntax-Brillian Corporation, Syntax-Brillian SPE, Inc., and Syntax Groups Corporation.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

SYNTAX-BRILLIAN CORPORATION, *et al.*,¹
Debtors.

Chapter 11

Case No. 08-_____ ()


(Joint Administration Pending)

**CERTIFICATION CONCERNING EQUITY SECURITY
HOLDERS OF SYNTAX-BRILLIAN CORPORATION**

Syntax-Brilliant Corporation, one of the debtors and debtors-in-possession (the "**Debtor**") in the above-captioned case, hereby certifies under penalty of perjury that the list submitted herewith, pursuant to Local Rule 1007-1(a) of the Bankruptcy Court for the District of Delaware, formatted in portable document format, containing the *List of Equity Holders* of the Debtor, is complete and to the best of the Debtor's knowledge correct and consistent with Debtor's books and records.

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

Executed this 7 day of July 2008.



Gregory F. Rayburn
Interim Chief Executive Officer

¹ The Debtors are the following entities: Syntax-Brilliant Corporation, Syntax-Brilliant SPE, Inc., and Syntax Groups Corporation.

**RESOLUTIONS OF
THE BOARD OF DIRECTORS
OF
SYNTAX-BRILLIAN CORPORATION**
(a Delaware corporation)

**ADOPTED AT A SPECIAL MEETING
HELD ON**

June 19, 2008

The undersigned duly appointed Secretary of Syntax-Brilliant Corporation, a Delaware corporation (the "*Corporation*"), hereby certifies that the following resolutions of the Board of Directors of the Corporation were duly adopted at a Special Meeting of the Board of Directors of the Corporation duly noticed and held as of the date first written above pursuant to and in accordance with the certificate of incorporation and bylaws of the Corporation and applicable law.

Acknowledgement of Previous Board Resignations:

WHEREAS, John S. Hodgson ("*Hodgson*") has delivered to the Corporation his written resignation;

WHEREAS, Shih-Jye Cheng ("*Cheng*") has delivered to the Corporation his written resignation;

WHEREAS, Christopher C.L. Liu ("*Liu*") has delivered to the Corporation his written resignation; and

WHEREAS, Man Kit (Thomas) Chow ("*Chow*") has delivered to the Corporation his written resignation.

NOW, THEREFORE, BE IT RESOLVED, that the Corporation hereby acknowledges and confirms the resignation of Hodgson, Cheng, Liu, and Chow;

Ratification of Election of Mr. Garnreiter to the Board of Directors:

WHEREAS, pursuant to the power granted to the Board of Directors of the Corporation (the "*Board*") by Section 6.4 of Article VI of the certificate of incorporation of the Corporation (the "*Charter*") and Section 3.2(b) of Article III of the amended and restated Bylaws of the Corporation (the "*Bylaws*"), the vacancy created on the Board by the resignation of Hodgson was previously filled by the Board with Michael Garnreiter ("*Garnreiter*"); and

WHEREAS, the Board desires to ratify and confirm the election of Garnreiter to the Board.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the power granted to the Board by Section 6.4 of Article VI of the Charter and Section 3.2(b) of Article III of the Bylaws,

the filling of the vacancy created on the Board by the resignation of Hodgson with Garnreiter is hereby ratified, confirmed, adopted and approved; and

RESOLVED FURTHER, that the election of Garnreiter to serve as a director of the Corporation until his successor is duly elected and qualified or until his earlier death, resignation or removal is hereby ratified, confirmed, adopted and approved.

Ratification of Appointment of Mr. Rayburn as Interim Chief Executive Officer:

WHEREAS, Greg Rayburn ("*Rayburn*") was elected and qualified on April 16, 2008 as an officer of the Corporation, to hold the office of Interim Chief Operating Officer;

WHEREAS, on June 4, 2008 Rayburn was appointed to hold the office of Interim Chief Executive Officer of the Corporation (the "*Chief Executive Officer*"); and

WHEREAS, the Board desires to ratify and confirm the election and qualification of Rayburn as an officer of the Corporation, to hold the office of Chief Executive Officer until his successor is duly elected and qualified or until his earlier death, resignation or removal.

NOW, THEREFORE, BE IT RESOLVED, that the election and qualification of Rayburn as an officer of the Corporation, to hold the office of Chief Executive Officer until his successor is duly elected and qualified or until his earlier death, resignation or removal, effective as of June 4, 2008, is hereby ratified, confirmed, adopted and approved; and

RESOLVED FURTHER, that all actions heretofore taken by Rayburn for and in the name of and on behalf of the Corporation, including without limitation the execution and delivery of any instruments or other documents as Rayburn shall have determined in his sole and absolute discretion to be necessary or appropriate, are hereby ratified, confirmed, adopted and approved.

Appointment of Mr. Garnreiter as Secretary:

WHEREAS, the Board desires to remove Michael Chan as the current Secretary of the Corporation, and elect Garnreiter as the Secretary of the Corporation.

NOW, THEREFORE, BE IT RESOLVED, that pursuant to the powers granted to the Board under Section 5.2 of Article V of the Bylaws, the Board hereby removes Michael Chan as Secretary of the Corporation;

RESOLVED FURTHER, that Garnreiter is hereby elected to fill the vacancy created by the aforesaid removal; and

RESOLVED FURTHER, that from and after the adoption of the foregoing resolutions by the Board, Garnreiter is elected and shall be the Secretary of the Corporation until his successor is duly elected and qualified or until his earlier death, resignation or removal.

Authorization of Bankruptcy Filing by the Corporation:

WHEREAS, the Board has carefully considered the financial and operational aspects of the Corporation's business; and

WHEREAS, the Board has reviewed the current financial condition and status of the Corporation in light of recent events, and received advice of counsel.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Corporation and its creditors and stockholders, that a petition be filed in the United States Bankruptcy Court for the District of Delaware by the Corporation seeking relief under the provisions of Chapter 11 of Title 11 of the United States Code (the "*Bankruptcy Code*");

RESOLVED FURTHER, that in furtherance of the foregoing resolution, the officers of the Corporation (collectively with the Chief Executive Officer, the "*Officers*") be, and each of them hereby is, authorized, empowered and directed to file with the United States Bankruptcy Court for the District of Delaware, for and on behalf of the Corporation and in its name, at such time hereafter as any of them may determine in his or her sole and absolute discretion, a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code;

RESOLVED FURTHER, that the Officers of the Corporation be, and each of them hereby is, authorized, empowered and directed to obtain post-petition financing and/or use of cash collateral according to terms which may be negotiated by such Officers of the Corporation, and to enter into any debtor-in-possession financing facilities, guarantees, or other related documents and to pledge and grant liens on the Corporation's assets as may be contemplated by or required under the terms of such post-petition financing or cash collateral agreement; and in connection therewith, the Officers of the Corporation be, and each hereby is, authorized, empowered and directed for and on behalf of the Corporation and its name, to execute and deliver appropriate loan agreements, cash collateral agreements, and related ancillary documents, whether consented to or contested by the Corporation's existing lenders;

RESOLVED FURTHER, that the Officers be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation and in its name, to retain the law firm of Greenberg Traurig, LLP as bankruptcy counsel (and/or as bankruptcy counsel for its Subsidiaries (as defined below)) for general legal advice and in the event that the Corporation (and/or its Subsidiaries) files a voluntary bankruptcy petition for reorganization, or in the event that an involuntary bankruptcy petition is filed against the Corporation (and/or its Subsidiaries), is hereby authorized to retain Greenberg Traurig, LLP in connection with the services and actions contemplated hereby;

RESOLVED FURTHER, that the Officers, for and on behalf of the Corporation and in its name be, and each hereby is, authorized, empowered and directed to retain the services of FTI Consulting, Inc. to provide a Chief Executive Officer and additional personnel for the Corporation in the Corporation's Chapter 11 case;

RESOLVED FURTHER, that the Officers, for and on behalf of the Corporation and in its name, be, and each hereby is, authorized, empowered and directed to retain the services of Epig

Bankruptcy Solutions, LLC to provide claims, noticing, and balloting services for the Corporation in the Corporation's Chapter 11 case;

RESOLVED FURTHER, that the Officers of the Corporation be, and each hereby is, authorized to employ any other professional necessary to assist the Corporation (and/or its Subsidiaries) in carrying out its duties under the Bankruptcy Code or otherwise, and in connection therewith, the Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to or immediately upon the filing of the Chapter 11 case and cause to be filed appropriate applications with the bankruptcy court for authority to retain the services of any other professional, as necessary, and on such terms as are deemed necessary, desirable, and proper by the Board;

RESOLVED FURTHER, that the Officers be and each of them hereby is, authorized, empowered and directed to conduct business operations as determined by any of them to be in the best interests of the Corporation's bankruptcy estate and the Corporation's creditors which may include, but not be limited to, a determination to continue business operations with a view towards reorganizing, or selling the Corporation or substantially all of its assets;

RESOLVED FURTHER, that, from and after the filing by the Corporation of a Chapter 11 bankruptcy petition, the Officers be, and each of them hereby is, authorized, empowered and directed to make or cause to be made all filings and declarations as determined by any of them to be in the best interests of the Corporation's bankruptcy estate and the Corporation's creditors and equity holders;

RESOLVED FURTHER, that the Officers and any other authorized signatory designated by any Officer, be, and each hereby is, authorized, empowered, and directed for and on behalf of the Corporation and in its name to take all actions and execute and deliver all documents as they shall deem necessary or desirable in order to carry out and perform the purposes of the foregoing resolutions, including, without limitation, the opening of new deposit accounts as a debtor-in-possession under the Bankruptcy Code, and the taking of such actions or execution of such documents shall be conclusive evidence of the necessity or desirability thereof; and

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

Authorization of Bankruptcy Filing by the Corporation's Subsidiaries:

WHEREAS, the Board has carefully considered the financial and operational aspects of the business of the Corporation's wholly-owned subsidiaries, including, without limitation, Syntax-Brilliant SPE, Inc., a Delaware corporation ("*Syntax SPE*") and Syntax Groups Corporation, a California corporation ("*Groups*," and together with Syntax SPE, the "*Subsidiaries*"); and

WHEREAS, the Board of the Corporation has reviewed the current financial condition and status of the Subsidiaries in light of recent events, and received advice of counsel.

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of the Corporation, it is desirable and in the best interests of the Corporation and its creditors and stockholders, that a petition be filed in the United States Bankruptcy Court for the District of Delaware by each of the Subsidiaries seeking relief under the provisions of the Bankruptcy Code;

RESOLVED FURTHER, that in furtherance of the foregoing resolution, the Officers be, and each of them hereby is, authorized, empowered and directed to execute and deliver, for and on behalf of the Corporation and in its name, at such time hereafter as any of them may determine in his or her sole and absolute discretion, any and all votes, proxies, consents, agreements or instruments as may be necessary or desirable to (i) approve, adopt or authorize the filing of a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code by any of the Subsidiaries, (ii) remove and replace the members of the Board of Directors of Syntax SPE or the Board of Directors of Group and/or set the number thereof, (iii) amend the Certificate of Incorporation and/or Bylaws of Syntax SPE and/or the Certificate of Incorporation and/or Bylaws of Groups, and (iv) take any and all lawful action that may be taken by a stockholder of Syntax SPE or stockholder of Groups to cause a voluntary petition under Chapter 11 of the Bankruptcy Code to be filed by the Subsidiaries;

RESOLVED FURTHER, that, from and after the filing by the Subsidiaries of a Chapter 11 bankruptcy petition, the Officers be, and each of them hereby is, authorized, empowered and directed to make or cause to be made all filings and declarations as determined by any of them to be in the best interests of the Corporation's bankruptcy estate and the Corporation's creditors and equity holders, including, without limitation as the sole stockholder of Syntax SPE or the sole stockholder of Groups;

RESOLVED FURTHER, that the Officers and any other authorized signatory designated by any Officer, be and each hereby is authorized, empowered and directed for and on behalf of the Corporation and in its name to take all actions and execute and deliver all documents as they shall deem necessary or desirable in order to carry out and perform the purposes of the foregoing resolutions, and the taking of such actions or execution of such documents shall be conclusive evidence of the necessity or desirability thereof; and

RESOLVED FURTHER, that any and all actions heretofore taken by any Officer or Director of the Corporation in the name and for and on behalf of the Corporation, including, without limitation in its capacity as the sole stockholder of Syntax SPE or the sole stockholder of Groups, in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, adopted and approved in all aspects.

Resignation of Remaining Directors other than Mr. Garnreiter; Reduction in Number of Directors:

WHEREAS, Vincent F. Sollitto, Jr., James Ching Hua Li, Bruce I. Berkoff, David P. Chavoustie, Yasushi Chikagami and Max Fang (the "*Current Resigning Directors*") desire to resign as directors of the Corporation effective as of the date that is twenty-four hours after the start of this Special Meeting of the Board (the "*Special Meeting*") and, in furtherance thereof,

have delivered to the Corporation their written resignations effective as of the date that is twenty-four hours after the start of this Special Meeting;

WHEREAS, the Corporation is willing to accept each of the Current Resigning Directors' resignations; and

WHEREAS, the Board desires to reduce the number of directors constituting the Board to one (1) immediately following the effectiveness of the resignations of the Current Resigning Directors.

NOW, THEREFORE, BE IT RESOLVED, that the Board hereby accepts the written resignations of each of the Current Resigning Directors (Vincent F. Sollitto, Jr., James Ching Hua Li, Bruce I. Berkoff, David P. Chavoustie, Yasushi Chikagami and Max Fang) as directors of the Corporation effective as of the date that is twenty-four hours after the start of this Special Meeting;

RESOLVED, FURTHER, that from and after the effectiveness of the resignations of the Current Resigning Directors, Garnreiter shall be the sole director; and

RESOLVED FURTHER, that pursuant to Section 6.1 of Article VI of the Charter and Section 3.2(a) of Article III of the Bylaws and effective immediately following the effectiveness of aforesaid resignations of the Current Resigning Directors, the number of directors constituting the Board shall be and hereby is, reduced to one (1); and

RESOLVED FURTHER, that, from and after such time, the officers of the Corporation, or any one or more of them, be and each hereby is, authorized and directed to execute and deliver any and all agreements, instruments and documents, and to make any and all payments and to do any and all things as he determines are reasonably necessary, desirable or appropriate to carry out fully and expeditiously each of the foregoing resolutions and the intent and purpose thereof.

Possible Financial Interests:

WHEREAS, one or more members of the Board may have a financial interest in the transactions authorized by the foregoing resolutions;

WHEREAS, the material facts as the foregoing have been disclosed and are known to the Board; and

WHEREAS, the Board has determined that it is advisable and in the best interest of the Corporation and its creditors and stockholders to authorize the transactions described in the foregoing resolutions, including, without limitation, the filing of a voluntary petition for reorganization of the Corporation and/or the Subsidiaries under Chapter 11 of the Bankruptcy Code.

NOW, THEREFORE, BE IT RESOLVED, that the transactions contemplated by the foregoing resolutions, including, without limitation, the filing of a voluntary petition for reorganization of the Corporation and/or the Subsidiaries under Chapter 11 of the Bankruptcy

Code, be, and each hereby is, hereby authorized, approved, confirmed, ratified and adopted in good faith by the Board, including by the affirmative votes of a majority of the disinterested directors.

* * * *

IN WITNESS WHEREOF, the duly appointed Secretary of the Corporation hereby certifies to the foregoing Resolutions as of this the ~~27th~~^{29th} day of June, 2008.

A handwritten signature in black ink, appearing to read "Michael Garnreiter", is written over a horizontal line.

Name: Michael Garnreiter

Title: Secretary