

Fill in this information to identify the case:

United States Bankruptcy Court for the:
Southern District of West Virginia
Case number (if known): Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

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 Blackjewel L.L.C.

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

3. Debtor's federal Employer Identification Number (EIN) 26-3810823

4. Debtor's address
Principal place of business: 1051 Main Street, Milton, WV 25541, Cabell County
Mailing address, if different from principal place of business:
Location of principal assets, if different from principal place of business: See Rider I

5. Debtor's website (URL)

6. Type of debtor
[X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
[] Partnership (excluding LLP)
[] Other. Specify:

Debtor Blackjewel L.L.C.
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>.

2 1 2 1

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

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all 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. District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

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

No

Yes. Debtor See Rider II Relationship Affiliate
District Southern District of West Virginia When 06/30/2019

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

Case number, if known _____

Debtor Blackjewel L.L.C.
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

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 for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|----------------------------------|---|--|
| <input type="checkbox"/> 1-49 | <input checked="" type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <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 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 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 Blackjewel L.L.C. Case number (if known) _____
Name

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

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 7/1/19
MM / DD / YYYY

x *Jeffrey A. Hoops, Sr.*
 Signature of authorized representative of debtor

Jeffrey A. Hoops, Sr.

Printed name

Title President and CEO

18. Signature of attorney

x *Joe M. Supple*
 Signature of attorney for debtor

Date 06/30/2019

MM / DD / YYYY

Joe M. Supple

Printed name

Supple Law Office, PLLC

Firm name

801 Viand Street

Number Street

Point Pleasant

City

WV

25550

State

ZIP Code

(304) 675-6249

Contact phone

joe.supple@supplaw.net

Email address

8013

Bar number

WV

State

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA**

In re:)	Chapter 11
)	
Blackjewel L.L.C.,)	Case No. 19-[_____]
)	
Debtor.)	(Joint Administration Requested)

RIDER I

Location of Principal Assets

The Debtor maintains principal assets at the following locations:

Belle Ayr Mine 2273 Bishop Road Gillette, WY 82718	Big Laurel 1416 Roda Road Appalachia, VA 24216
Eagle Butte Mine 10023 Highway 14-16 Gillette, WY 82716	North Fork No. 6 890 Highway 3404 Partridge, KY 40862
Central Distribution Center 3205 South Highway 59 Gillette, WY 82718	Clover Lick Mine 2841 Cloverlick Road Cumberland, KY 40823
Pax Surface Mine 1129 Town Creek Road Scarbro, WV 25917	Panther Mine 1582 Cloverlick Road Cumberland, KY 40823
Cumberland River Surface Mine 763 Blued Ridge Road Partridge, KY 40862	Red Ash Mine 3647 Wimmer Gap Road Jewell Ridge, VA 24622
Beechfork Mine 5444 Highway 421 South Helton, KY 40840	Tiller #1 Mine 1674 Jewell Valley Road Jewell Ridge, VA 24622
Osaka Mine 2116 Roda Road Appalachia, VA 24216	Tiller #2 Mine 2559 Jewell Valley Road Jewell Ridge, VA 24622
F Seam Mine 1573 Cloverlick Road Cumberland, KY 40823	Clover Fork Mine 25861 Highway 38 Evarts, KY 40828
Huff Creek Mine 25971 Highway 38 Evarts, KY 40823	Kellioka Mine 25971 Highway 38 Evarts, KY 40828
Tunnel Mine 2827 Monarch Road St. Charles, VA 24282	Shamrock Prep Plant 4901 North Highway 421 Helton, KY 40840

Pigeon Creek Processing 78 North Stonega Road Appalachia, VA 24216	Cave Branch Prep Plan 1562 Clover Lick Road Cumberland, KY 40823
Straight Creek Prep Plant 10405 Highway 221 Stony Fork, KY 40988	Flat Rock Prep Plan 1399 Bee Hive Hollow Honaker, VA 24260
Lone Mountain Processing 2827 Monarch Road St. Charles, VA 24282	Clover Loadout 2527 West Highway 221 Bledsoe, KY 50810
Raven Dock 219 Raven Dock Road Rave, VA 24639	

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA**

In re:) Chapter 11
)
Blackjewel L.L.C.,) Case No. 19-[_____]
)
Debtor.) (Joint Administration Requested)

RIDER II

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the “Debtors”) filed a petition in the United States Bankruptcy Court for the Southern District of West Virginia for relief under chapter 11 of title 11 of the United States Code. The Debtors will move for joint administration of these cases under the case number assigned to the chapter 11 case of Blackjewel, L.L.C.

Blackjewel Holdings, L.L.C.
Revelation Energy, LLC
Revelation Energy Holdings, LLC
Revelation Management Corp.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA**

In re:) Chapter 11
)
Blackjewel L.L.C.,) Case No. 19-[_____])
)
Debtor.) (Joint Administration Requested)

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

Shareholder	Approximate Percentage
Blackjewel Holdings, L.L.C.	100%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF WEST VIRGINIA**

In re:) Chapter 11
)
 Blackjewel, L.L.C., et al.,) Case No. 19-[_____]
)
 Debtors.¹) (Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE 30 LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”). The following is a consolidated list of the Debtors’ creditors holding the thirty largest unsecured claims (the “Creditor List”) based on the Debtors’ unaudited books and records as of the petition date. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases.

The Creditor List does not include (i) persons who come within the definition of “insider” set forth in section 101(31) of the Bankruptcy Code or (ii) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty largest unsecured claims. The information contained herein does not constitute a waiver of the Debtors’ right to contest the validity, priority, or amount of any claim at a later date.

	NAME OF CREDITOR AND COMPLETE MAILING ADDRESS	NATURE OF CLAIM	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(If Secured, also state value of security)</i>
1	Department of the Interior-ONRR Attn: Jessica Polacek P.O. Box 25627 Denver, CO 80225-0627 Email: Jessica.polacek@onrr.gov	Royalties		\$60,058,947.80
2	Campbell County Treasurer Attn: Rachel Knust P.O. Box 1027 Gillette, WY 82717 rek03@ccgov.net	Taxes		\$37,085,803.80

¹ The Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number are as follows: Blackjewel, L.L.C. (0823); Blackjewel Holdings L.L.C. (4745); Revelation Energy Holdings, LLC (8795); Revelation Management Corporation (8908) and Revelation Energy, LLC (4605). The headquarters for each of the Debtors is located at 1051 Main Street, Milton, West Virginia 25541-1215.

	NAME OF CREDITOR AND COMPLETE MAILING ADDRESS	NATURE OF CLAIM	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(If Secured, also state value of security)</i>
3	Wyoming Department Of Revenue Herschler Building 2 nd Floor West 122 West 25 th Street Cheyenne, WY 82002-0110 Fax No. (307) 777-3632	Taxes		\$11,624,023.74
4	Department of the Treasury Internal Revenue Service Cincinnati, OH 45999-0009	Taxes		\$10,339,211.56
5	United Central Industrial Supply Attn: Henry Looney P.O. Box 743849 Atlanta, GA 30374-3849 henry.looney@unitedcentral.net	Trade		\$8,880,080.27
6	CAM Mining LLC P.O. Box 1169 Pikeville, KY 41501 Fax No. (606) 432- 7378	Royalties	Disputed	\$8,750,000.00
7	Smith-Manus Attn: Brook Smith 2307 River Road, Suite 200 Louisville, KY 40206-5005 bsmith@smith-manus.com	Surety Bonds		\$8,007,290.35
8	Austin Powder Company Attn: Mike Gleason 25800 Science Park Drive Cleveland, OH 44122 Mike.Gleason@austinpowder.com	Trade		\$7,305,820.50
9	Rockwood Casualty Insurance Company Ron Davidson 654 Main Street Rockwood, PA 15557 Ron.Davidson@rockwoodcasualty.com	Insurance		\$6,530,881.00
10	Whayne Supply Company Attn: Joe Yoerg Department 8326 Carol Stream, IL 60122 Joseph_yoerg@whayne.com	Trade		\$6,324,682.31

	NAME OF CREDITOR AND COMPLETE MAILING ADDRESS	NATURE OF CLAIM	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(If Secured, also state value of security)</i>
11	United Industrial Services, Inc. Attn: Kevin Wiley P.O. Box D 101 Spruce Street, Rich Creek, VA 24147 skwunited@gmail.com	Trade		\$6,191,053.33
12	Contura Energy Attn: Andy Eidson 431 Running Right Way Julian, WV 25529 Andy.Eidson@conturaenergy.com	Trade		\$6,100,000.00
13	Kentucky State Treasurer Attn: Stephen Crawford 211 Sower Boulevard Frankfort, KY 40601 Stephen.crawford@ky.gov	Taxes		\$6,052,821.64
14	Wyoming Machinery Co. Attn: Jim Thorpen P.O. Box 2335 Casper, WY 82602 jthorpen@wyomingcat.com	Trade		\$5,923,415.77
15	Uniper Global Commodities SE Attn: Martin Rozendaal Holzstraße 6 40221 Düsseldorf Germany Martin.Rozendaal@uniper.energy	Trade		\$4,952,875.00
16	NRP (Operating) LLC Attn: Greg Wooten Lockbox 2495 Columbus, OH 43260 gwooten@wpplp.com	Royalties		\$4,725,491.70
17	Aquatic Resources Management Attn: Josh Howard 2554 Palumbo Drive Lexington KY 40509 jhoward@aquaticresources.us	Envir.		\$4,065,845.05
18	Jones Oil Company, Inc. Attn: Earl Jones/ Mike Jones P.O. Box 3427 Pikeville, KY 41502 mjones@jonesoilco.com	Trade		\$3,778,116.56

	NAME OF CREDITOR AND COMPLETE MAILING ADDRESS	NATURE OF CLAIM	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(If Secured, also state value of security)</i>
19	Fairmont Supply Company Attn: Tony Dodds 75 Remittance Drive, Dept. 1404 Chicago, IL 60675-1404 tonydodds@fairmontsupply.com	Trade		\$3,751,806.71
20	Jennmar Corporation of Virginia Tony Calandra PO. Box 603800 Charlotte, NC 28260-3800 Attn: tcalandra@jennmar.com	Trade		\$3,220,649.26
21	Walker Machinery Attn: Joe Yoerg 1400 DuPont Avenue Belle, WV 25015 Joseph_Yoerg@whayne.com	Trade		\$2,712,802.99
22	Triple H Real Estate, LLC Attn: Brent Walls 1051 Main Street, Suite 100 Milton, WV 25541 Brent.walls@walls-cpa.com	Royalties		\$2,545,224.72
23	Republic Superior Products, LLC Attn: Dennis Meredith 13993 E KY 550 P.O. Box 189 Lackey, KY 41643 Dennis.meredith@rsproducts.us	Trade		\$2,239,825.51
24	Dept. of Treasury - Office of Surface Mining Attn: Duane Holliman P.O. Box 979068 St. Louis, MO 63197-9000 dholliman@osmre.gov	Taxes		\$2,190,578.04
25	Jones Petroleum Services Attn: Earl Jones/ Mike Jones P.O. Box 4276 Pikeville, KY 41502-4276 mjones@jonesoilco.com	Trade		\$1,919,080.46

	NAME OF CREDITOR AND COMPLETE MAILING ADDRESS	NATURE OF CLAIM	INDICATE IF CLAIM IS CONTINGENT, UNLIQUIDATED, DISPUTED, OR SUBJECT TO SETOFF	AMOUNT OF CLAIM <i>(If Secured, also state value of security)</i>
26	Javelin Commodities (UK) Ltd. Attn: Peter Bradley Manning House 22 Carlisle Place London SW1P 1JA Peter.Bradley@Javelincommodities.com	Trade		\$1,791,678.00
27	JM Conveyors P.O. Box 640339 Pittsburgh, PA 15264 Fax No. (412)963-8099	Trade		\$1,771,852.71
28	Kentucky River Properties, LLC P.O. Box 633650 Cincinnati, OH 45263 Fax No. (859) 255-9362	Royalties		\$1,744,442.41
29	Virginia Department of Taxation 1957 Westmoreland Street Richmond, VA 23230 Fax No. (804) 254-6111	Taxes		\$1,628,057.15
30	Cook Tire, Inc. Attn: Teddy Cook P.O. Box 970 London, KY 40743-0970 connie@cooktireinc.com	Trade		\$1,509,957.48

Fill in this information to identify the case and this filing:

Debtor Name Blackjewel L.L.C.
United States Bankruptcy Court for the: Southern District of West Virginia
(State)
Case number (if known): _____

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

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

Executed on 7/1/19
MM / DD / YYYY


Signature of individual signing on behalf of debtor

Jeffrey A. Hoops, Sr.
Printed name

President & CEO
Position or relationship to debtor

**UNANIMOUS WRITTEN CONSENT OF THE SOLE MEMBER OF
BLACKJEWEL L.L.C.**

June 30, 2019

Effective as of the date written above, the undersigned, being the sole member (the “Member”) of Blackjewel L.L.C. (the “Company”), hereby consents to taking of the following actions and hereby adopts the following resolutions by unanimous written consent pursuant to the Company’s bylaws or limited liability company agreement, as applicable, and the applicable laws of the jurisdiction in which the Company is organized:

WHEREAS, the Company has been investigating strategic alternatives for addressing the liquidity needs of the Company and its affiliates, reorganizing their business, and maximizing the value of the assets of the Company and its affiliates;

WHEREAS, upon the advice of counsel and other professional advisors, the Member has determined that it is in the best interests of the Company, the Company’s creditors, and other interested parties to commence a case under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”) and to take certain other actions to maximize the value of their assets;

NOW, THEREFORE, BE IT RESOLVED AS FOLLOWS:

Chapter 11 Bankruptcy Cases

RESOLVED, that in the judgment of the Member, it is desirable and in the best interest of the Company, and the Company’s creditors, equity holders, and other interested parties, that the Company file a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of West Virginia (the “Court”);

RESOLVED, that the Member and each officer of the Company (each, an “Authorized Party”) is hereby authorized and directed to take, in each case with the advice of counsel and the Company’s other advisors, (a) any and all actions necessary or appropriate to prepare for and cause such filings to occur, including, without limitation, by causing the preparation, execution, verification, and/or filing of all petitions, schedules, statements, lists, “first day” motions and applications, and other necessary or appropriate pleadings or papers, and (b) any and all other necessary or appropriate actions in furtherance of commencing a bankruptcy case (the “Bankruptcy Case”), obtaining necessary or appropriate relief from the Court, and/or otherwise transitioning into operating under chapter 11 and any other relevant provisions the Bankruptcy Code;

Retention of Professionals

RESOLVED, that, subject to the Court’s approval, the law firm of Squire Paton Boggs (US) LLP (“SPB”) is hereby retained on the terms set forth in SPB’s Engagement Letter, dated June 27, 2019, (as may be amended or modified from time to time) to serve as the Company’s primary bankruptcy and restructuring counsel in connection with the Bankruptcy Case and to

advise and assist the Company with respect to all aspects of the Bankruptcy Case, including, without limitation, (a) preparing and filing all necessary or appropriate documents to commence the Bankruptcy Case, (b) obtaining necessary or appropriate relief from the Court, (c) operating under chapter 11 and other relevant provisions of the Bankruptcy Code, and (d) otherwise performing its duties as a debtor and debtor in possession;

RESOLVED, that the Company is hereby authorized and directed to continue to periodically replenish, as required and as approved by the Court, the retainer in the amount of \$250,000 previously paid to SPB on account of the services rendered or to be rendered by it;

RESOLVED, that Supple Law Office, PLLC (“Supple”) is hereby retained on the terms set forth in its Engagement Letter, dated June 27, 2019, (and as may be amended, restated or modified from time to time) to serve as the Company’s local bankruptcy and restructuring counsel;

RESOLVED, that the Company is hereby authorized and directed to continue to periodically replenish, as required and as approved by the Court, the retainer in the amount of \$25,000 previously paid to Supple on account of the services rendered or to be rendered by it;

RESOLVED, that, subject to the Court’s approval, FTI Consulting, Inc. (“FTI”) is hereby retained on the terms set forth in its Engagement Letter, dated June 27, 2019, (as may be amended or modified from time to time) to serve as the Company’s financial advisor in the Bankruptcy Case;

RESOLVED, that the Company is hereby authorized and directed to continue to periodically replenish, as required and as approved by the Court, the retainer in the amount of \$200,000 previously paid to FTI on account of the services rendered or to be rendered by it;

RESOLVED, that, subject to the Court’s approval, Prime Clerk LLC (“Prime Clerk”) is hereby retained on the terms set forth in its Engagement Letter, dated June 29, 2019, (as may be amended or modified from time to time) to serve as the Company’s claims, noticing, solicitation, balloting, and/or tabulation agent for the Company in the Bankruptcy Case;

RESOLVED, that the Company is hereby authorized and directed to continue to periodically replenish, as required and as approved by the Court, the retainer in the amount of \$37,000 previously paid to Prime Clerk on account of the services rendered or to be rendered by it;

RESOLVED, that, subject to the Court’s approval, Jefferies LLC (“Jefferies”) is hereby retained on the terms set forth in its Engagement Letter dated June 30, 2019 (as may be amended or modified from time to time) to serve as the Company’s investment banker in the Bankruptcy Case;

Use of Cash Collateral and Debtor-In-Possession Financing

RESOLVED, that the Company, by and through any Authorized Party, is hereby authorized and instructed to make such arrangements and take such actions as it deems necessary

or proper for the Company to use cash collateral as a debtor in possession under Chapter 11 of the Bankruptcy Code;

RESOLVED, that the Company, by and through any Authorized Party, is hereby authorized and instructed to make such arrangements and take such actions as it deems necessary or proper, including executing any necessary loan documents, for the Company to borrow funds on a junior basis as a debtor-in-possession and to enter into a post-petition second lien secured loan agreement to be funded by Jeff A. Hoops, Sr. and Clearwater Investment Holdings, LLC, as debtor-in-possession lenders, in the maximum original principal amount of \$20,000,000 at an interest rate of LIBOR + 6% *per annum*;

Other Bankruptcy Authorizations

RESOLVED, that the Company and each Authorized Party is authorized and empowered to (a) take or cause to be taken any and all further action(s), (b) engage other professionals, (c) execute and deliver further documents and instruments, and (d) pay fees and expenses, all as such parties deem necessary or appropriate in order to fully carry out the intent and accomplish the purposes of these resolutions;

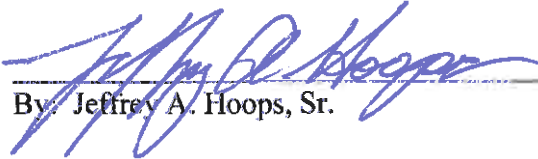
RESOLVED, that any and all past actions previously taken by the officers and/or directors of the Company in the name or otherwise on behalf of the Company with respect to the commencement of the Bankruptcy Case or otherwise in furtherance of any or all of these resolutions are hereby ratified, confirmed, and approved; and

RESOLVED, that these resolutions may be executed by facsimile, telecopy or other reproduction method, and such execution shall be considered valid, binding, and effective for all purposes.

[Signatures on the following page]

IN WITNESS WHEREOF, the undersigned have executed this consent as of the date first written above.

BLACKJEWEL HOLDINGS, LLC


By: Jeffrey A. Hoops, Sr.