

**Resolutions of
The Board of Directors of
MONARCH LANDING, INC.
June 11, 2010**

WHEREAS, the Board has reviewed and analyzed materials and advice presented by management and the outside financial and legal advisors of the Company regarding the financial condition, capital structure, liquidity position, business model and projections, short term and long term prospects of the Company and the sale, restructuring and other strategic alternatives available to it, and the impact of the foregoing on the business of the Company; and

WHEREAS, the Board has determined that it is in the best interests of the Company, its creditors, residents, employees and other interested parties that the Authorized Representatives (as defined below) be granted authority to file a petition on behalf of the Company, seeking voluntary relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Northern District of Texas, Dallas Division or such other jurisdiction as advisors to the Company shall recommend (the "Chapter 11 Case"); and

WHEREAS, the Board has reviewed, considered, and received the recommendations of professionals and advisors to the Company as to the prospects and options for successfully restructuring its obligations through a chapter 11 bankruptcy proceeding;

NOW THEREFORE, IT IS HEREBY:

RESOLVED, that the Authorized Representatives (as defined below) of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute and verify a voluntary petition for relief under the provisions of Chapter 11 of the Bankruptcy Code in the name and on behalf of the Company and to cause the same to be filed with the United States Bankruptcy Court for the Northern District of Texas, Dallas Division or such other jurisdiction as advisors to the Company shall recommend (the "Bankruptcy Court") under the provisions of Chapter 11 of the Bankruptcy Code in such form and at such time as the Authorized Representatives executing said petition shall determine; and

FURTHER RESOLVED, that the Authorized Representatives of the Company shall be, and each of them hereby is, authorized, empowered and directed to execute and file, or cause to be filed (or direct others to do so on their behalf as provided herein) with the Bankruptcy Court, in the name and on behalf of the Company, all petitions, affidavits, schedules,

motions, lists, applications, pleadings and other necessary papers or documents, including and amendments thereto, necessary and proper to obtain relief under the provisions of Chapter 11; and

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized and directed to employ any individual or firm as legal counsel, professionals or consultants (collectively the "Professionals") to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under title 11 of the Bankruptcy Code, and in connection therewith, the Authorized Representatives are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Chapter 11 Case, and to cause to be filed an appropriate application for authority to retain the services of such Professionals; and

FURTHER RESOLVED, that the Authorized Representatives shall be, and each of them hereby is, authorized, empowered and directed to take any and all actions necessary or appropriate for the Company to (a) negotiate the sale of all or substantially all of the Company's assets, including under one or more stalking horse asset purchase agreements for the Company's assets, and, subject to further approval of the Board, to enter into such asset purchase agreements and all other documents, agreements or instruments to effectuate the foregoing and/or (b) negotiate a refinancing, recapitalization, restructuring or other reorganization of the Company, including under a plan of reorganization, and, subject to further approval of the Board, to enter into a plan of reorganization and all other documents, agreements or instruments to effectuate the foregoing; and

FURTHER RESOLVED, that the Authorized Representatives shall be, and each hereby is, authorized, empowered and directed to take or cause to be taken any and all such further actions and to execute and deliver or cause to be executed or delivered all such further agreements, documents, certificates and undertakings, and to incur all such fees and expenses, in all cases consistent with the purpose and intent of the foregoing resolutions, as in their judgment, after seeking advice of counsel, shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and

FURTHER RESOLVED, that all acts, actions and transactions that are consistent with the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before those resolutions were certified, including without limitation all acts lawfully done or actions lawfully taken by any Authorized Representative of the Company or any of the Professionals to seek relief of behalf of the

Company under Chapter 11 of the Bankruptcy Code be and are hereby adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and

FURTHER RESOLVED, that for the purposes of these resolutions, and unless and until otherwise authorized or modified by the Board, the "Authorized Representatives" of the Company shall be: (i) James Hayes; (ii) Larry Shubnell; (iii) Mike Roskiewicz or such other person or persons as the Board may designate.

SECRETARY'S CERTIFICATE

THIS IS TO CERTIFY that the resolutions attached hereto were duly adopted by the Board of Directors of Monarch Landing, Inc., Inc. at a meeting held on June 11, 2010.

IN WITNESS WHEREOF, I, Robert Rickert, Secretary of Monarch Landing, Inc., have hereunto placed my signature and affixed the corporate seal on this 15th day of June, 2010.

[SEAL] /s/ Robert Rickert
Secretary