

<b>United States Bankruptcy Court</b> <b>District of Delaware</b>	<b>Voluntary Petition</b>
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Name of Debtor (if individual, enter Last, First, Middle): <b>Norwood Promotional Products Holdings, Inc.</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Schedule 1	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 20-1479391	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): 10 West Market Street, Suite 1400 Indianapolis, IN <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 46204</div>	Street Address of Joint Debtor (No. and Street, City, and State): N/A <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Marion County	County of Residence or of the Principal Place of Business: N/A
Mailing Address of Debtor (if different from street address): Same as above <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): N/A <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>

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

<b>Type of Debtor</b> (Form of Organization) (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.)	<b>Nature of Business</b> (Check one box.)  <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  <hr/> <b>Tax-Exempt Entity</b> (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).	<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 12 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13  <hr/> <b>Nature of Debts</b> (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.
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<b>Filing Fee</b> (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.	<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <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).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.  ----- <b>Check all applicable boxes:</b> <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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<b>Statistical/Administrative Information</b>  <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.	<b>THIS SPACE IS FOR COURT USE ONLY</b>
<b>Estimated Number of Creditors</b> <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	
<b>Estimated Assets</b> <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 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 type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
<b>Estimated Liabilities</b> <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 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	

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Norwood Promotional Products Holdings, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)</b>			
Location Where Filed: <b>None</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Schedule 1</b>	Case Number:	Date Filed:	
District: <b>District of Delaware</b>	Relationship:	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>		
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <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(l)).			

**Voluntary Petition**  
*(This page must be completed and filed in every case.)*

Name of Debtor(s):  
**Norwood Promotional Products Holdings, Inc.**

**Signatures**

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

**Signature of a Foreign Representative**

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

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.

[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.

(Check only one box.)

[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 chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

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

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 Debtor

X \_\_\_\_\_  
(Signature of Foreign Representative)

X \_\_\_\_\_  
Signature of Joint Debtor

\_\_\_\_\_  
(Printed Name of Foreign Representative)

\_\_\_\_\_  
Telephone Number (if not represented by attorney)

\_\_\_\_\_  
Date

\_\_\_\_\_  
Date

**Signature of Attorney\***

**Signature of Non-Attorney Bankruptcy Petition Preparer**

X  \_\_\_\_\_

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.

Signature of Attorney for Debtor(s)  
**Pauline K. Morgan**

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

Printed Name of Attorney for Debtor(s)  
**Young Conway Stargatt & Taylor, LLP**

\_\_\_\_\_  
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.)

Firm Name  
**1000 West Street, 17th Floor**

Address **Wilmington, DE 19801**

\_\_\_\_\_  
Address

\_\_\_\_\_  
302-571-6600

Telephone Number  
**May 5, 2009**

\_\_\_\_\_  
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.

X \_\_\_\_\_  
Date

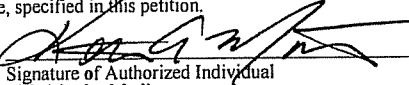
Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

**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.

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.

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

X  \_\_\_\_\_

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

Signature of Authorized Individual  
**Keith A. Maib**

Printed Name of Authorized Individual  
**Chief Financial Officer**

Title of Authorized Individual  
**May 5, 2009**

\_\_\_\_\_  
Date

*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.*

## Schedule 1

### Other Names Used During the Previous Eight (8) Years

One or more of the debtors may have used the following names during the previous eight (8) years, which includes trade names, acquired/merged companies, and dissolved subsidiaries:

- NPPI Holdings, Inc.
- Norwood Intermediate, Inc.
- NPPI Intermediate, Inc.
- Norwood Canada, Ltd.
- Advertising Unlimited, Inc. (AUI)
- CPTM, Inc.
- Janesville Group, Limited
- Souvenir, Inc.
- Air-Tex Corp.
- Artmold Products Corp.
- Barlow Promotional Products, inc.
- Gerber Industries, Ltd.
- Norwood.com, Inc.
- Norwood LCP, Inc.
- Radio Cap Company, Inc.
- Norwood Acquisition Corp.
- AUI Acquisition Corp.
- Barlow Acquisition, Inc.
- Key Industries, Inc.
- Duratec Corp.
- Letts of London, Ltd.
- Norwood Collection, L.P.
- Norwood Executive Management, L.P.
- NPPI GP, LLC
- NPPI LP, LLC
- Chicago Price Tag Manufacturing Co., Inc.
- The McCleery-Cumming Company, Inc.
- Renaissance Publishing Company, Inc

## **Schedule 1 (Continued)**

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

On the date hereof, each of the entities listed below, including the debtor named herein, filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Norwood Promotional Products Holdings, Inc.

- Norwood Promotional Products Holdings, Inc.
- Norwood Promotional Products, Inc.
- Norwood Operating Company, LLC
- Advertising Unlimited, LLC
- The McCleery-Cumming Company, LLC
- Renaissance Publishing Company, LLC

**NORWOOD PROMOTIONAL PRODUCTS, INC.  
NORWOOD PROMOTIONAL PRODUCTS HOLDINGS, INC.**

OFFICER'S CERTIFICATE


May 1, 2009

I, Paul Lage, hereby certify (each statement herein being true on and as of the date hereof) that I am the duly elected, qualified and acting Chief Executive Officer and President of Norwood Promotional Products, Inc., a Delaware corporation ("NPPI") and Norwood Promotional Products Holdings, Inc., a Delaware corporation ("Holdings" and, together with NPPI, the "Company"), and am authorized to execute this Certificate on behalf of the Company.


Solely in my capacity as Chief Executive Officer and President of the Company and not in any individual capacity, I certify and attest that Exhibit A and Exhibit B annexed hereto are a true, accurate and complete copy of the resolutions duly adopted by the board of directors of NPPI (the "NPPI Board") and the board of directors of Holdings (the "Holdings Board" and together with the NPPI Board, the "Boards") at a meeting of the Boards held on Friday, May 1, 2009. Such resolutions have not been amended, rescinded, revoked or modified since their adoption and remain in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company on the date first written above.

NORWOOD PROMOTIONAL  
PRODUCTS, INC.

By:   
Name: Paul Lage  
Title: Chief Executive Officer and  
President

NORWOOD PROMOTIONAL  
PRODUCTS HOLDINGS, INC.

By:   
Name: Paul Lage  
Title: Chief Executive Officer and  
President

**EXHIBIT A**

**Resolutions**

**NORWOOD PROMOTIONAL PRODUCTS, INC.**

The following resolutions were duly accepted on motion properly made and seconded by the Board of Directors (the "Board of Directors") of Norwood Promotional Products, Inc., a Delaware corporation (the "Company"), at a meeting of the Board of Directors properly noticed with all members attending by telephone and no member objecting on the first day of May 2009, pursuant to Sections 141(a), 141 (b) and 141 (i) of the General Corporation Law of the State of Delaware and the bylaws of the Company:

WHEREAS, over the last several months the Board of Directors reviewed in depth the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Board of Directors consulted extensively with the management and the advisors of the Company and fully considered each of the strategic alternatives available to the Company.

**I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code**

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for 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 District of Delaware; and be it

FURTHER RESOLVED, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and be it



FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general restructuring counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as Delaware restructuring counsel and conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Mackinac Partners, LLC as restructuring consultants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Mackinac Partners, LLC; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Houlihan Lokey Howard & Zukin Capital, Inc. as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention

agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Houlihan Lokey Howard & Zukin Capital, Inc.; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Epiq Bankruptcy Solutions, LLC; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

## **II. Debtor-in-Possession Financing**

NOW, THEREFORE, BE IT RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, the Board of Directors has authorized, adopted and approved the terms and provisions of the debtor-in-possession financing agreement as set forth in the Motion of the Debtors for entry of an Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Granting Liens and Superpriority Claims, (C) Authorizing the Use of Cash Collateral, (D) Granting Adequate Protection to Prepetition Secured Parties and (E) Scheduling a Final Hearing, including without limitation, the terms and conditions set forth therein, and any Authorized Officer be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver any and all agreements, instruments or documents, by or on behalf of the Company, necessary to implement the DIP Order in interim or final form, as well as any additional or further agreements for the use of DIP financing in

connection with the Company's chapter 11 case, which agreement(s) may require the Company to grant liens and pay interest to the Company's existing lenders and each other agreement, instrument or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

### **III. Asset Purchase Agreement**

RESOLVED, that the form, terms and provisions of the Asset Purchase Agreement (the "Asset Purchase Agreement"), to be dated on or about May \_\_, 2009, by and between Promotional Holdings, LLC, a Delaware limited liability company, as purchaser, and the Company, Norwood Operating Company, LLC, a Delaware limited liability company, Advertising Unlimited, LLC, a Minnesota limited liability company, The McCleery-Cumming Company, LLC, an Iowa limited liability company, and Renaissance Publishing Company, LLC, an Indiana limited liability company, as sellers, substantially in the form reviewed by the undersigned, and the Company's performance of its obligations under the Asset Purchase Agreement, together with any schedules and exhibits attached thereto, be, and hereby are, in all respects approved; and further resolved, that each of the Authorized Officers, acting alone or with one or more other Authorized Officers be, and hereby is, authorized and empowered to execute and deliver the Asset Purchase Agreement, and each of the agreements, instruments, certificates and documents contemplated by the Asset Purchase Agreement, in the name and on behalf of the Company under its corporate seal or otherwise substantially in the forms hereby approved, with such changes therein and modifications and amendments thereto as any of the Authorized Officers may in their discretion approve, which approval shall be conclusively evidenced by their execution thereof.

RESOLVED, that the form, terms and provisions of the escrow agreement, the form of which is attached to the Asset Purchase Agreement as Exhibit B, (the "Escrow Agreement"), substantially in the form reviewed by the undersigned, and the Company's performance of its obligations under the Escrow Agreement, together with any schedules and exhibits attached thereto, be, and hereby are, in all respects approved; and further

resolved, that the Authorized Officers be and each hereby is, authorized and directed to execute and deliver the Escrow Agreement, and each of the agreements, instruments, certificates and documents contemplated by the Escrow Agreement, in the name and on behalf of the Company under its corporate seal or otherwise substantially in the forms hereby approved, with such changes therein and modifications and amendments thereto as any of the Authorized Officers may in their discretion approve, which approval shall be conclusively evidenced by their execution thereof.

RESOLVED, that in order to carry out fully the intent and effectuate the purposes of the foregoing resolutions, each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further action including, without limitation, to arrange for, enter into or grant amendments and modifications to and waivers of the foregoing agreements (the "Agreements"), and to arrange for and enter into supplemental agreements, instruments, certificates, and other documents relating to the transactions contemplated by the Agreements, and to execute and deliver all such further amendments, modifications, waivers, supplemental agreements, instruments, certificates and documents, in the name and on behalf of the Company, and to pay all such fees and expenses, which shall in his or her judgment be deemed necessary, proper or advisable in order to perform the Company's obligations under or in connection with the Agreements and the transactions contemplated thereby.

#### IV. Further Actions and Prior Actions

NOW, THEREFORE, BE IT RESOLVED that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications,

renewals, replacements, restatements, consolidations, substitutions and extensions of the transaction documents contemplated hereby which shall in his or her sole judgment be necessary, proper, or advisable; and be it

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by 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 these resolutions were certified, are hereby in all respects approved and ratified.

\* \* \* \* \*

**EXHIBIT B**

**Resolutions**

## **NORWOOD PROMOTIONAL PRODUCTS HOLDINGS, INC.**

The following resolutions were duly adopted on motion properly made and seconded by the Board of Directors (the "Board of Directors") of Norwood Promotional Products Holdings, Inc., a Delaware corporation (the "Company"), at a meeting of the Board of Directors properly noticed with all members attending by telephone and no members objecting on the first day of May 2009, pursuant to the Sections 141(a), 141(b) and 141 (i) of the General Corporation Law of the State of Delaware and the bylaws of the Company:

WHEREAS, over the last several months the Board of Directors reviewed in depth the materials presented by the management and the advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it and the impact of the foregoing on the Company's businesses; and

WHEREAS, the Board of Directors consulted extensively with the management and the advisors of the Company and fully considered each of the strategic alternatives available to the Company.

### **I. Voluntary Petition Under the Provisions of Chapter 11 of the United States Bankruptcy Code**

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors of the Company, it is desirable and in the best interests of the Company, its creditors and other parties in interest, that the Company file or cause to be filed a voluntary petition for 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 District of Delaware; and be it

FURTHER RESOLVED, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's business; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general restructuring counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Young Conaway Stargatt & Taylor, LLP as Delaware restructuring counsel and conflicts counsel to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Mackinac Partners as restructuring consultants to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Mackinac Partners; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Houlihan Lokey Howard & Zukin Capital, Inc. as investment banker and financial advisor to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter



11 case and cause to be filed an appropriate application for authority to retain the services of Houlihan Lokey Howard & Zukin Capital, Inc.; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice and claims agent to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of Epiq Bankruptcy Solutions, LLC; and be it

FURTHER RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to the filing of the chapter 11 case and cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

## **II. Debtor-in-Possession Financing**

NOW, THEREFORE, BE IT RESOLVED, that in connection with the commencement of the chapter 11 case by the Company, the Board of Directors has authorized, adopted and approved the terms and provisions of the debtor-in-possession financing agreement as set forth in the Motion of the Debtors for entry of an Order (A) Authorizing the Debtors to Obtain Postpetition Financing, (B) Granting Liens and Superpriority Claims, (C) Authorizing the Use of Cash Collateral, (D) Granting Adequate Protection to Prepetition Secured Parties and (E) Scheduling a Final Hearing, including without limitation, the terms and conditions set forth therein, and any Authorized Officer be, and hereby is, authorized, empowered and directed to negotiate, execute and deliver any and all agreements, instruments or documents, by or on behalf of the Company, necessary to implement the DIP Order in interim or final form, as well as any additional or further agreements for the use of DIP financing in

connection with the Company's chapter 11 case, which agreement(s) may require the Company to grant liens and pay interest to the Company's existing lenders and each other agreement, instrument or document to be executed and delivered in connection therewith, by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof.

**III. Further Actions and Prior Actions**

NOW, THEREFORE, BE IT RESOLVED that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of the Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, restatements, consolidations, substitutions and extensions of the transaction documents contemplated hereby which shall in his or her sole judgment be necessary, proper, or advisable; and be it

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by 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 these resolutions were certified, are hereby in all respects approved and ratified.

\* \* \* \* \*

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

	)	
In re:	)	Chapter 11
	)	
NORWOOD PROMOTIONAL PRODUCTS	)	Case No. 09-____ (____)
HOLDINGS, INC., <u>et al.</u> , <sup>1</sup>	)	
	)	
Debtors.	)	Joint Administration Requested
	)	

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

Norwood Promotional Products Holdings, Inc. and its subsidiaries, as debtors and debtors in possession (collectively, "Norwood" or the "Debtors") each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors' creditors holding the 30 largest unsecured claims (the "Consolidated List") based on the Debtors' books and records as of April 28, 2009. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor's federal tax identification number, are: Norwood Promotional Products Holdings, Inc. (9391); Norwood Promotional Products, Inc. (4534); Norwood Operating Company, LLC (3446); Advertising Unlimited, LLC (4435); The McCleery-Cumming Company, LLC (2652); and Renaissance Publishing Company, LLC (2740). The location of the Debtors' corporate headquarters and the service address for all Debtors is: 10 W. Market Street, Suite 1400, Indianapolis, Indiana 46204.

Rank	(1) Name of creditor and headquarters mailing address	(2) Name, telephone number, and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim	(3) Nature of claim	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
1	<b>Unisource Worldwide, Inc.</b> 6600 Governors Lake Parkway Norcross, GA 30071	Chris Olson Mike Mathison Daria Cleveland Carol Jutz 7472 Collection Center Drive Chicago, IL 60693 Tel: (770) 447-9000 (800) 592-9525 Fax: (770) 734-2000 (763) 488-7241	Trade Debt		\$931,038.08
2	<b>UPS</b> UPS Corporate Headquarters 55 Glenlake Parkway, NE Atlanta, GA 30328	Mike Martin Lockbox 577 Carol Stream, IL 60132-577 Tel: (317) 753-7807 Fax: (708) 387-4365	Trade Debt		\$807,342.83
3	<b>Titleist</b> 333 Bridge Street Fairhaven, MA 02719 (800)225-8500	Mark Storey Dean Lavendar JP Morgan Chase Attn; Lockbox Dept. Titleist #88114 525 West Monroe, 8th Floor Chicago, IL 60661 Tel: (800) 225-8500 (800) 823-0773 Fax: (800) 246-3607	Trade Debt		\$667,925.58
4	<b>GPE</b> Via Pagazzano, 20, PO Box 62 24047 Treviglio (Bg) Italy	Banca Di Credito Cooperativo Di Treviglio, Iban: IT69 P 08899 53640 000000004660 Tel: 0363 49796 Fax: 0363 301410	Trade Debt		\$358,943.99
5	<b>Callaway Golf Company</b> 2180 Rutherford Road Carlsbad, CA 92008	Matt Mesenburg PO Box 9002 Carlsbad, CA 92018-9002 Tel: (800) 228-2767 Fax: (760) 931-8013 (800) 818-5117	Trade Debt		\$259,240.01

<sup>2</sup> The amounts identified herein are based upon the Debtors' books and record within their centralized cash management system. Accordingly, these amounts may change based upon prepetition invoices which have not been received by the Debtors' central accounting department.

Rank	(1) Name of creditor and headquarters mailing address	(2) Name, telephone number, and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim	(3) Nature of claim	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
6	<b>Victory Packaging</b> 3061 W. Saner Dallas, TX 75233	Joe Hagberg or Jack McGuckin 5040 Winnetka Ave N New Hope, MN 55428 Tel: (763) 537-9664 (210) 653-7605 Fax: (763) 537-9668 (210) 653-0221	Trade Debt		\$259,061.72
7	<b>Expeditors Int'l Aus</b> 1015 Third Ave, 12th Floor Seattle WA 98104	John Jergens 8606 Wall St. Bldg 14, Ste 200 Austin, TX 78754 or 1245 Trapp Road, Suite 100 Eagan, MN 55121 Tel: (206) 674-3400 Fax: (214) 905-3831	Trade Debt		\$231,256.76
8	<b>Hollico International (H.K.) Limited</b> Unit 901, 9th Floor, Lippo Sun Plaza, 28 Canton Road, Tsimshatsui, Kowloon, Hong Kong	Miranda Lau GPO Box 8525 Unit 901 9/F, 28 Canton Road, Tst Kowloon, Hong Kong Tel: 852-2376-0369 011-852-2376-0369 Fax: 852-2376-0076 011-852-2376-0076	Trade Debt		\$210,497.30
9	<b>3M Promotional Markets</b> 3M Center St. Paul, MN 55144	Jim Halverson PO Box 1997 North Mankato, MN 56002-1997 Tel: (651) 733-1110 (651) 737-1492 Fax: (215) 413-2526 (651) 737-5857	Trade Debt		\$190,026.48
10	<b>Nike</b> One Bowerman Drive Beaverton, OR 97005	David Pangraze P.O. Box 847648 Dallas, TX 75284 Tel: (864) 232-7975 Fax: (888) 309-6453 (864) 235-8802	Trade Debt		\$188,323.25
11	<b>In Zone Products, Inc.</b> 2251 Corporate Plaza Parkway, Suite 200 Smyrna, GA 30080	PO Box 798039 St. Louis, MO 63179-8000 Tel: (877) 875-8443 Fax: (678) 255-2128	Trade Debt		\$171,079.20

Rank	(1) Name of creditor and headquarters mailing address	(2) Name, telephone number, and complete mailing address including zip code of employee, agent or department of creditor familiar with claim	(3) Nature of claim	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured, also state value of security)
12	<b>Thermo-Steel</b> 5021 Vernon Ave South Suite 243 Minneapolis MN 55436	Chris Kaiser 5021 Vernon Avenue South Suite 243 Minneapolis, MN 55436 Tel: (866) 920-0299 or (612) 618-7787 Fax: (952) 929-7625	Trade Debt		\$164,881.77
13	<b>Ningbo Syloon International</b> No.1608-1611. Office Park No 535 Qing Shui Qiao Road NingBo, China	Jerry Zhang A-8C Ningbo C&E Center No 168 Baizhang Rd Hingbo, China Tel: 86-574-87731139 Fax: 86-574-87144791 86-574-87716808	Trade Debt		\$164,359.00
14	<b>Xerox Corporation</b> 45 Glover Avenue P.O. Box 4505 Norwalk, CT 06856-4505	Dan Grant PO Box 802555 Chicago, IL 60680-2555 Tel: (952) 937-1010 Fax: (847) 706-4537	Trade Debt		\$153,623.58
15	<b>Merit Corporation</b> P.O. Box 1933 Asheboro, NC 27204-1933	Worth Winslow PO Box 1933 Asheboro, NC 27204-1933 Tel: (336) 629-0208 Fax: (336) 625-0209 (209) 946-0901	Trade Debt		\$144,358.00
16	<b>Rogers Whitley</b> 4100 Caven Rd Austin, TX 78744	Pete Rogers Regent Leather Co. 4100 Caven Rd Austin, TX 78744 Tel: (512) 441-7600 Fax: (800) 533-5256	Trade Debt		\$136,521.00
17	<b>IBM Corporation</b> 1 New Orchard Road Armonk, New York 10504-1722	1 New Orchard Road Armonk, New York 10504-1722 Tel: (914) 499-1900 Fax: (800) 314-1092	Trade Debt		\$128,963.16
18	<b>Langer Construction Company</b> 54 Moreland Avenue East Saint Paul, MN 55118	54 Moreland Avenue East Saint Paul, MN 55118 Tel: (651) 457-5993 Fax: (651) 457-7068	Trade Debt		\$127,888.21
19	<b>Williams Industries, Inc.</b> 2201 E. Michigan Rd Shelbyville, IN 46176	Luke Williams P.O. Box 2945 Indianapolis, IN 46206 Tel: (800) 383-4701 (317) 398-1700 Fax: (317) 398-1695	Trade Debt		\$124,381.71

Rank	(1) Name of creditor and headquarters mailing address	(2) Name, telephone number, and complete mailing address, including zip code of employee agent or department of creditor family with claim	(3) Nature of claims	(4) Indicated claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
20	<b>Dave Shepard Enterprises, Inc./Corp. Logo</b> 5070 NW 235th Ave. Ste. 107, Hillsboro, OR 97124	5070 NW 235th Ave. Suite 107 Hillsboro, OR 97124 Tel: (503) 693-6456 Fax: (503) 643-0560	Trade Debt		\$100,554.00
21	<b>AMG Holdings, Inc.</b> 9595 Wilshire Blvd, Suite 411 Los Angeles, CA 90212-2504	Mike Smith P.O. Box 512256 Los Angeles, CA 90051-0256 Tel : (310) 858-1502 Fax : (310) 858-1579 (310) 631-0950	Trade Debt		\$99,926.13
22	<b>Index Industrial Corporation</b> 10f, No 21, Ln35 San Min Rd, Sc2 Pand Chiao City Taipei Hsien Taiwan	Lisa Cai 10f, No 21, Ln35 San Min Rd, Sc2 Pand Chiao City Taipei Hsien Taiwan Tel: 886-22961-1622 886-2-2963-8983 Fax: 886-2-2961-1622 886-2-2963-8983	Trade Debt		\$97,270.68
23	<b>RIS Paper Company, Inc.</b> 50 E. RiverCenter Blvd Suite 260 Covington, KY 41011	Kevin Venderley 1930 Production Road Ft. Wayne, IN 46808 Tel: (859) 292-5000 Fax (859) 261-9777	Trade Debt		\$92,902.11
24	<b>Chinagama Industrial Corp.</b> 2nd Building, No.66 Yaofeng South Road Ningbo, China	Victor Chang No 66 Yaofeng South Road Ningbo Tel: 0086-574-27729227 86-574-8728264281 Fax: 0086-574-27729229 86-574-87288655	Trade Debt		\$85,647.90
25	<b>Beifa Group Co LTD</b> Xiaogang, Ningbo 315801, Zhejiang, China	Kenmark No. 298 Jiangnan East Road Beilun Ningbo 315801 Tel: 0086-574-86186888 Fax: 0086-57486155295	Trade Debt		\$83,487.00
26	<b>Davro Products, Inc.</b> 15 Charles Street Westwood, NJ 07675	Dave Laemie 475 Kindermack Road Oradell, NJ 07649 Tel: (201) 358-5000 (201) 265-2828 Fax: (201) 358-0058 (201) 265-8866	Trade Debt		\$81,305.00

Rank	(1) Name of creditor and headquarters mailing address	(2) Name, telephone number, and complete mailing address, including zip code of employee, agent or department of creditor familiar with claim	(3) Nature of claim	(4) Indicant claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
27	<b>La Crosse Litho Supply LLC</b> N53 W24615 S. Corporate Circle Sussex, WI 53089	Kristin Paradise Ken Weisenberger N53 24615 S. Corporate Circle Sussex, WI 53089 Tel: (262) 820-9025 (800) 658-9022 Fax: (262)820-2461 (608) 793-1904	Trade Debt		\$80,102.42
28	<b>Pride Manufacturing</b> 1050 E. "H" Highway Liberty, MO 64068	Jeanie Gray Derek Maroon 187 Water Street P.O. Box 237 Guilford, ME 04443 Tel: (816) 781-6765 (207) 487-3322 (x2135) Fax: (816) 415-8044 (877) 807-7100	Trade Debt		\$74,013.24
29	<b>Goodhue County Auditor/Treasurer</b> 509 W. 5th Street Red Wing, MN 55066	P.O. Box 408 Red Wing, MN 55066-0408 Tel: (651) 385-3000 Fax: (651) 385-3196	Tax		\$ 72,179.00
30	<b>Cigna Healthcare</b> Two Liberty Place 1601 Chestnut Street Philadelphia, PA 19192	5476 Collections Center Dr Chicago, IL 60693-0054 Tel: (215) 761-1000 Fax: (312) 648-2460	Trade Debt	X	Undetermined



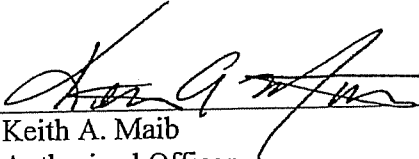
IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

\_\_\_\_\_  
In re: )  
 ) Chapter 11  
 )  
NORWOOD PROMOTIONAL PRODUCTS )  
HOLDINGS, INC., et al.,<sup>1</sup> ) Case No. 09-\_\_\_\_ ( )  
 )  
Debtors. ) Joint Administration Requested  
\_\_\_\_\_ )

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

Pursuant to 28 U.S.C. § 1746, I, Keith Maib, as an authorized officer of each of the above-captioned debtors and debtors in possession in these chapter 11 cases, declare under penalty of perjury that I have reviewed the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

May 5, 2009

  
\_\_\_\_\_  
Keith A. Maib  
Authorized Officer

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's federal tax identification number, are: Norwood Promotional Products Holdings, Inc. (9391); Norwood Promotional Products, Inc. (4534); Norwood Operating Company, LLC (3446); Advertising Unlimited, LLC (4435); The McCleery-Cumming Company, LLC (2652); and Renaissance Publishing Company, LLC (2740). The location of the Debtors' corporate headquarters and the service address for all Debtors is: 10 W. Market Street, Suite 1400, Indianapolis, Indiana 46204.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
NORWOOD PROMOTIONAL PRODUCTS HOLDINGS, INC., <u>et al.</u> <sup>1</sup>	)	Case No. 09-____ (____)
	)	
Debtors.	)	Joint Administration Requested
	)	

**CONSOLIDATED LIST OF EQUITY SECURITY HOLDER(S) AND CORPORATE  
OWNERSHIP STATEMENT PURSUANT TO BANKRUPTCY RULE 7007.1**

Debtor	Equity Holders	Number of Shares	Percentage of Equity Held
Norwood Promotional Products Holdings, Inc.	ING Senior Income Fund	268,060.50	26.80%
	ING Prime Rate Trust	205,159.00	20.50%
	Avenue Special Situations Fund III, LP	200,973.00	20.10%
	Bank One	60,710.00	6.10%
	Nuveen Senior Income Fund	52,107.00	5.20%
	First Dominion Funding III	40,315.00	4.00%
	ING Prime Rate (f/k/a Pilgrim)	33,533.00	3.40%
	CS Credit Suisse Strategies Master Fund, Ltd.	32,077.00	3.20%
	Credit Suisse Loan Funding, LLC	21,686.50	2.20%
	Credit Suisse First Boston	19,114.00	1.90%
	Archimedes Funding III, Ltd.	17,028.00	1.70%
	Allstate Life Insurance Company	13,623.00	1.40%
	ML CLO XX Pilgrim America	13,623.00	1.40%

<sup>1</sup> The Debtors, along with the last four digits of each Debtor's federal tax identification number, are: Norwood Promotional Products Holdings, Inc. (9391); Norwood Promotional Products, Inc. (4534); Norwood Operating Company, LLC (3446); Advertising Unlimited, LLC (4435); The McCleery-Cumming Company, LLC (2652); and Renaissance Publishing Company, LLC (2740). The location of the Debtors' corporate headquarters and the service address for all Debtors is: 10 W. Market Street, Suite 1400, Indianapolis, Indiana 46204.

	Credit Suisse Asset Mgmt. Syn. Loan Fund	9,231.00	0.90%
	Centurian CDO III, Ltd.	3,553.00	0.40%
	Merrill Lynch, Pierce, Fenner & Smith, Inc.	3,855.00	0.40%
	Bank of America, N.A.	3,309.00	0.30%
	PPM Spyglass Funding Trust	2,043.00	0.20%
Norwood Promotional Products, Inc.	Norwood Promotional Products Holdings, Inc. (Common Stock)	-	100%
	*Paul Lage	4,000	26.67%
	*Bill Steckel	1,860	6.2%
	*Joyce Johnson-Miller	820	5.47%
	*Bob Boulware	545	3.63%
	*Frank Bellis	545	3.63%
	*Dave Trax	250	1.67%
	*Robin Quinn	250	1.67%
	*Joe DeVault	250	1.67%
	*Jim Simone	250	1.67%
	*Tim Dunford	200	1.33%
	*Jim Gonzalez	200	1.33%
	*Doug Miskimen	100	0.67%
	*Warren Harris	200	1.33%
	*David Scheiber	273	1.82%
	*Kevin Flannery	409	2.73%
	*Rich Shorten	273	1.82%
	*Brad Scher	273	1.82%
	*Patrick Kiefaber	200	1.33%
*Beth Williams	100	0.67%	
*Jodi Purtee	25	0.17%	
*Ken Hearld	100	0.67%	
Norwood Operating Company, LLC	Norwood Promotional Products, Inc., Sole Member	-	100%

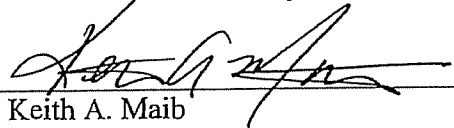
\* Represents ownership of Preferred Stock pursuant to a Management Restricted Stock Plan ("MSRP"). The percentages identified herein are based on the total number of preferred shares, 4,559 (30.39%) of which remain unallocated.

Advertising Unlimited, LLC	Norwood Operating Company, LLC, Sole Member	-	100%
The McCleery-Cumming, LLC	Norwood Operating Company, LLC, Sole Member	-	100%
Renaissance Publishing Company, LLC	Norwood Operating Company, LLC, Sole Member	-	100%

**DECLARATION CONCERNING CONSOLIDATED LIST OF EQUITY  
SECURITY HOLDER(S) AND CORPORATE OWNERSHIP STATEMENT  
PURSUANT TO BANKRUPTCY RULE 7007.1**

Pursuant to 28 U.S.C. § 1746, I, Keith Maib, as an authorized officer of each of the above-captioned debtors and debtors in possession in these chapter 11 cases, declare under penalty of perjury that I have reviewed the Consolidated List Of Equity Security Holder(s) and Corporate Ownership Statement Pursuant to Bankruptcy Rule 7007.1 submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

May 5, 2009

  
 \_\_\_\_\_  
 Keith A. Maib  
 Authorized Officer

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	)	
	)	Chapter 11
	)	
NORWOOD PROMOTIONAL PRODUCTS	)	Case No. 09-____ ( )
HOLDINGS, INC., et al., <sup>1</sup>	)	
	)	
Debtors.	)	Joint Administration Requested

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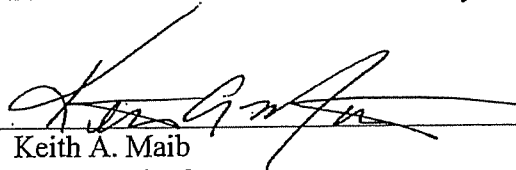
**CONSOLIDATED LIST OF CREDITORS**

Contemporaneously with the filing of the petitions in these cases, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed a single, consolidated list of creditors (the “Consolidated Creditor List”), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court by separate electronic filing.

**DECLARATION UNDER PENALTY OF PERJURY**

Pursuant to 28 U.S.C. § 1746, I, Keith Maib, as an authorized officer of each of the above-captioned debtors and debtors in possession in these chapter 11 cases, declare under penalty of perjury that I have reviewed the Consolidated Creditor List filed contemporaneously herewith and that the information contained therein is true and correct to the best of my information and belief.

May 5, 2009

  
\_\_\_\_\_  
Keith A. Maib  
Authorized Officer

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<sup>1</sup> The Debtors, along with the last four digits of each Debtor’s federal tax identification number, are: Norwood Promotional Products Holdings, Inc. (9391); Norwood Promotional Products, Inc. (4534); Norwood Operating Company, LLC (3446); Advertising Unlimited, LLC (4435); The McCleery-Cumming Company, LLC (2652); and Renaissance Publishing Company, LLC (2740). The location of the Debtors’ corporate headquarters and the service address for all Debtors is: 10 W. Market Street, Suite 1400, Indianapolis, Indiana 46204.