

UNITED STATES BANKRUPTCY COURT
Northern District of Texas

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): Reddy Ice Holdings, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): See Rider A	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 56-2381368	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 7560 North Central Expressway, Suite 1800 Dallas, Texas <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE 75231</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Dallas	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; border: 1px solid black; padding: 2px;">ZIP CODE</div>	Mailing Address of Joint Debtor (if different from street address): <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):

ZIP CODE

Type of Debtor (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.)	Nature of Business (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	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
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Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). <hr style="border-top: 1px dashed black;"/> Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input checked="" type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input 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 checked="" type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$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	
Estimated Liabilities <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"/> More than \$500 million	
	882340012041200000000001

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Document Page 2 of 3 Debtor(s) Reddy Ice Holdings, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: N/A	Case Number:	Date Filed:
Location Where Filed: N/A	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor: See Rider B	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</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 checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit 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>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.

If this is a joint petition:

Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.

Information Regarding the Debtor - Venue
 (Check any applicable box.)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
 (Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

 (Name of landlord that obtained judgment)

 (Address of landlord)

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

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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition Document Page 3 of 13
(This page must be completed and filed in every case.) Reddy Ice Holdings, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)
I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.
X _____
Signature of Debtor
X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative
I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.
(Check only **one** box.)
 I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.
 Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.
X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*
X /s/ Vincent P. Slusher
Signature of Attorney for Debtor(s)
Vincent P. Slusher -and- Gregg M. Galardi
Printed Name of Attorney for Debtor(s)
DLA Piper LLP (US)
Firm Name
1717 Main Street, Suite 4600 1251 Avenue of the Americas
Dallas, Texas 75201 New York, New York 10020
Address
(214) 743-4572 (212) 335-4500
Telephone Number
April 12, 2012
Date
*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer
I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Signature of Debtor (Corporation/Partnership)
I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.
X /s/ Steven J. Janusek
Signature of Authorized Individual
Steven J. Janusek
Printed Name of Authorized Individual
Executive Vice President, CFO, Treasurer
Title of Authorized Individual
April 12, 2012
Date

Address
X _____
Signature

Date
Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.
Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.
If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.
A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

RIDER A

Reddy Ice Holdings, Inc. and Reddy Ice Corporation have operated under various other names in the last 8 years including, but not limited to, the following:¹

Admiral Ice	J.J. Ice Company
All Seasons Ice	Keys Ice Mfg.
Allied Grinders, Inc.	Las Vegas Ice and Cold Storage
Anytime Ice	Majestic Ice Company
Arctic Ice House	Martinsville Ice Company
Arctic Ice of Oregon	Medina Ice
Artic-Land Ice	Metro Ice Corporation
Aspen Cool Ice	Miami Ice Co.
Avalanche Ice	Mitch's Ice
Barrels of Ice Cream	Moreland Ice
Big Nugget Supply	Mr. Ice Man
Blackland Ice Company	North Star Ice
Blue Crystal Ice	North Texas Ice
Blue Norther Ice Company	Packaged Ice, Inc.
Bob's Ice	Page Ice
Cassco Ice & Cold Storage, Inc.	Party Time Ice Co.
City Ice Company	Polar Dry Ice
Clear Ice Company	Ponca City Ice
Crystal Ice Company	Prescott Ice
Crystal Ice Cube Company	Red River Ice
Dalton Ice Company	Reddy Ice Group, Inc.
Denver Cold Storage	Reddy Ice IP, Inc.
Farmer's Ice Company	Sooner Ice
Gofer Ice	Southern Bottled Water Company, Inc.
Gutierrez Ice Company	Southern Ice Company
H&H Ice Company	Space Ice Co.
Hard Water Ice	Superior Ice
Hardwater Ice	Texas Royal Ice
Host Equipment LTD	The Ice Factory
Humble Ice	The Ice House
Humble Wholesale Ice	Tropical Ice
Ice Express	Water Rocks Ice Company
Ice House Ice Company	Wright Ice Company

¹ The Debtors do not have a complete list of names under which they have done business in the last 8 years.

RIDER B

As of the date hereof, each of the affiliated entities listed below has filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “Bankruptcy Code”), concurrently with the debtor in these chapter 11 cases. A motion has been filed or shortly will be filed with the United States Bankruptcy Court for the Northern District of Texas requesting that the below chapter 11 cases be consolidated for procedural purposes only and jointly administered.

COMPANY	CASE NUMBER	DATE FILED	DISTRICT	JUDGE
Reddy Ice Holdings, Inc.	12-_____()	April 12, 2012	Northern District of Texas	Pending
Reddy Ice Corporation, Inc.	12-_____()	April 12, 2012	Northern District of Texas	Pending

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION**

In re:	§	
	§	Case Nos.: 12-_____ and 12-_____
REDDY ICE HOLDINGS, INC. and REDDY ICE CORPORATION,	§	
	§	Chapter 11
Debtors.	§	
	§	Joint Administration Pending

EXHIBIT “A” TO VOLUNTARY PETITION

1. The securities of Reddy Ice Holdings, Inc. (“Reddy Holdings”) and its wholly owned subsidiary, Reddy Ice Corporation, Inc. (“Reddy Corporation” and, together with Reddy Holdings, “Reddy”) identified below are registered under section 12 of the Securities and Exchange Act of 1934. The SEC file number is 001-32596.

2. The following financial data, which is consolidated among Reddy Holdings and Reddy Corporation, is the latest available information and refers to Reddy’s condition on December 31, 2011.¹

- | | | |
|----|---|---------------|
| a. | Total assets | \$434,029,000 |
| b. | Total liabilities | \$530,827,000 |
| c. | Debt securities held by more than 500 holders: ² | |

Reddy Holdings Outstanding Notes

Title	Outstanding Principal Amount	CUSIP
10.5% Senior Discount Notes due November 1, 2012	\$ 11,736,000	75734R AC 9

¹ Source: Form 10-K of Reddy Holdings and Reddy Corporation, filed pursuant to Section 13 or Section 15(d) of the Securities Exchange Act of 1934 on April 12, 2012.

² Reddy is unable to determine the precise number of beneficial holders of its debt securities. Accordingly, Reddy elects to identify all outstanding debt securities in response to this inquiry.

Reddy Corporation Outstanding Notes

Title	Outstanding Principal Amount	CUSIP
11.25% Senior Secured Notes due 2015	\$ 300,000,000	757344 AC 0
13.25% Senior Secured Notes due November 1, 2015	\$ 139,407,000	757344 AF 3

d. As of March 30, 2012, Reddy Holdings had 75,000,000 shares of common stock authorized, 23,982,010 of which were issued and outstanding.³ Reddy Holdings also has 25,000,000 shares of preferred stock authorized, none of which are issued or outstanding.

3. Brief description of Reddy’s business:

Reddy is in the business of manufacturing and distributing packaged ice for sale to a highly diversified customer base, including supermarkets, mass merchants and convenience stores.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of Reddy Holdings.

The table below shows the name and address of each person or company known to Reddy Holdings that beneficially owns in excess of 5% of any class of voting stock. Information in this table is as of April 11, 2012, based upon reports filed on Schedule 13G filed with the Securities and Exchange Commission on or before April 11, 2012.⁴

Reddy Holdings

Name and Address of Beneficial Owner	Amount of Beneficial Ownership	Percentage of Common Stock
Robert E. Mead 3653 Maplewood Ave Dallas, Texas 75205	1,626,067	6.78%
Alan J. Bernon 8080 N. Central Expressway Suite 1490 Dallas, Texas 75206	2,450,000	10.22%

³ Reddy Holdings’s stock trades on the over-the-counter (OTC) market and, accordingly, Reddy Holdings is unable to approximate the number of holders.

⁴ Reddy Holdings owns 100% of Reddy Corporation’s equity.

CERTIFICATE

Dated: April 11, 2012

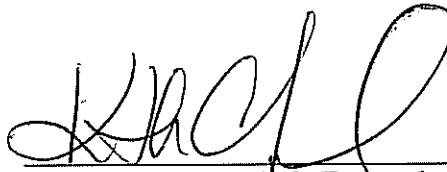
The undersigned, the Vice President - Corporate Counsel, Chief Compliance Officer and Secretary of Reddy Ice Holdings, Inc., a Delaware corporation (the "Corporation"), does hereby certify the following at and as of the date hereof:

(i) attached as Annex A hereto is a true, accurate and complete copy of the resolutions (the "Resolutions") adopted at the meeting of the board of directors of the Corporation on April 11, 2012;

(iii) such Resolutions were adopted by the Corporation in accordance with the terms of the Corporation's by-laws and certificate of incorporation, as amended and restated; and

(iv) such Resolutions have not been amended, modified or rescinded since adopted, and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of the date first set forth above.



Name: Kenneth C. Fernandez
Title: Vice President – Corporate Counsel,
Chief Compliance Officer and
Secretary of Reddy Ice Holdings, Inc.

ANNEX A

REDDY ICE HOLDINGS, INC.

BOARD OF DIRECTORS' RESOLUTIONS

**DULY ADOPTED AT A MEETING OF THE BOARD OF DIRECTORS HELD ON
APRIL 11, 2012**

WHEREAS, the Board of Directors (the "Board") of Reddy Ice Holdings, Inc. (the "Company") has been evaluating and considering the reorganization of the Company's business in consultation with the officers of the Company;

WHEREAS, the Board has determined that it is desirable, fair, reasonable and in the best interests of the Company and the Company's creditors, stockholders and other interested parties for the Company to file a voluntary petition seeking relief under the provisions of Chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101 *et seq.* (the "Bankruptcy Code");

WHEREAS, the Board has reviewed the terms of that certain Senior Secured Super-Priority Debtor-in-Possession Credit Agreement, dated as of April [], 2012, by and among the Company, its wholly-owned subsidiary Reddy Ice Corporation, Inc., a Nevada Corporation ("Reddy Corp."), the lenders named therein (the "Lenders"), and Macquarie Bank Limited, as Administrative Agent (the "DIP Credit Agreement"), under which the Lenders would provide to Reddy Corp. a revolving credit facility in an aggregate principal amount of up to \$70,000,000; and

WHEREAS, the Board has determined that it is desirable for the Company to approve and consent to the DIP Credit Agreement and such other agreements, documents and instruments deemed necessary, appropriate or advisable to consummate the transactions contemplated by the DIP Credit Agreement (collectively, the "DIP Loan Documents").

Bankruptcy Resolutions

NOW, THEREFORE, BE IT

RESOLVED, that, in the judgment of the Board, it is desirable and in the best interests of the Company and its creditors, stockholders and other interested parties that a petition for reorganization under Chapter 11 of the Bankruptcy Code be filed by the Company; and it is further

RESOLVED, that the Chief Executive Officer and the other such officer(s) of the Company from time to time designated by the Chief Executive Officer (the "Authorized Officers," and each, an "Authorized Officer"), are hereby each severally authorized, instructed, and empowered, in the name of and on behalf of the Company, to cause to be prepared a voluntary petition for reorganization under Chapter 11 of the Bankruptcy Code on behalf of the Company for which they deem such a filing to be appropriate, including the schedules of assets and liabilities, the statement of financial affairs and other ancillary documents required by the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure (collectively, the "Petition"); and it is further

RESOLVED, that, upon preparation, such Authorized Officers are hereby authorized, on behalf of and in the name of the Company, to cause such Petition to be executed, and verified in such form as such Authorized Officers, with advice of counsel, deem appropriate and that, upon such execution, such Authorized Officers, with advice of counsel, are hereby authorized to cause such Petition to be filed with the United States Bankruptcy Court for the Northern District of Texas (Dallas Division) to commence a case under Chapter 11 of the Bankruptcy Code (a "Bankruptcy Case") on or around April 11, 2012; and it is further

RESOLVED, that the Authorized Officers, on terms consistent with those presented to the Board, are hereby authorized and instructed to make such arrangements as they deem necessary or proper for the Company to use existing cash collateral or to borrow additional funds, either as a debtor in possession under Chapter 11 of the Bankruptcy Code or otherwise, and that such officers are hereby authorized and instructed, on behalf of and in the name of the Company, to negotiate and agree with potential lenders as to the terms and amounts of any such cash collateral use or further borrowings and to grant such security interests in, or liens on the assets of the Company, and to execute and deliver appropriate agreements for such use of postpetition financing in connection with the Bankruptcy Case, including the granting of liens to any such lender(s) to such agreement(s), and to take such additional action and execute and deliver such other agreements, instruments or documents proposed to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any such officer, in their sole discretion, may deem necessary or proper in connection with such further borrowings; and it is further

RESOLVED, that the Authorized Officers, on terms consistent with those presented to the Board, are authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Bankruptcy Case; and it is further

Retention of Professionals

RESOLVED, that the law firm of DLA Piper LLP (US) ("DLA") shall be retained as general bankruptcy counsel for the Company in the Bankruptcy Case, and the Authorized Officers of the Company are hereby authorized and directed, to (a) execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, (b) continue to periodically replenish, as required, the retainer previously paid by the Company to DLA, on account of the services rendered or to be rendered by it and (c) cause to be filed an application for authority to retain the services of DLA during the Bankruptcy Case; and it is further

RESOLVED, that the law firm of DLA shall be retained as corporate counsel for the Company in the Bankruptcy Case, and the Authorized Officers of the Company are hereby authorized and directed, to (a) execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, (b) continue to periodically replenish, as required, the retainer previously paid by the Company to DLA, on account of the services

rendered or to be rendered by it and (c) cause to be filed an application for authority to retain the services of DLA during the Bankruptcy Case; and it is further

RESOLVED, that FTI Consulting, Inc. ("FTI") shall be retained to serve as the financial advisor to the Company and the Authorized Officers of the Company are hereby authorized and directed, to (a) execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, (b) continue to periodically replenish, as required, the retainer previously paid by the Company to FTI, on account of the services rendered or to be rendered by it and (c) cause to be filed an application for authority to retain the services of FTI. during the Bankruptcy Case; and it is further

RESOLVED, that Jefferies & Company, Inc. ("Jefferies") shall be retained to serve as investment banker to the Company and the Authorized Officers of the Company are hereby authorized and directed, to (a) execute retention agreements, pay retainers prior to and immediately upon the filing of the Bankruptcy Case, (b) continue to periodically replenish, as required, the retainer, if any, previously paid by the Company to Jefferies, on account of the services rendered or to be rendered by it and (c) cause to be filed an application for authority to retain the services of Jefferies during the Bankruptcy Case; and it is further

RESOLVED, that the Authorized Officers of the Company are authorized and directed to employ any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Authorized Officers of the Company are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the case and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

DIP Financing Resolutions

RESOLVED, that, in the judgment of the Board, it is desirable for the Company to approve the DIP Loan Documents and authorize the Company to enter into the DIP Loan Documents, the primary purpose of which is to fund Reddy Corp.'s and the Company's working capital needs and provide financing throughout the Company's Chapter 11 case; and it is further

RESOLVED, that the Authorized Officers are fully authorized and directed to execute and deliver all DIP Loan Documents, including any extensions, modifications, renewals or replacements thereof, necessary to effect the financing transaction described herein and to execute any and all documents in the name of, and on behalf of, the Company deemed necessary or appropriate by one or more Authorized Officers to consummate the financing transaction; and it is further

RESOLVED, that the Company be, and hereby is, authorized to create any lien or mortgage or grant any security interests in any and all assets of the Company, either tangible or intangible, real or personal, to secure the payment and performance of the Company's obligations in connection with the DIP Loan Documents, and to enter into any security agreements, pledge agreements, mortgages, deeds of trust and assignments in connection with the foregoing and to make any filings in connection therewith; and it is further

Omnibus Resolutions

RESOLVED, that the Authorized Officers are authorized and directed, in the name of and on behalf of the Company, under the Company's corporate seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Bankruptcy Case, the taking of any such action or execution of any such documents and/or agreements to constitute conclusive evidence and the exercise of such discretionary authority; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by any Authorized Officer to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Bankruptcy Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company.