

United States Bankruptcy Court Northern District of New York		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): The New York Chocolate & Confections Company		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): The New York Chocolate & Confections Company, Inc.		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): 66-2419169		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 555 South Fourth Street Fulton, New York <div style="text-align: right;">ZIP CODE 13089</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Oswego		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		
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 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).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input checked="" type="checkbox"/> Chapter 9 <input 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 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 house- hold purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors <input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input checked="" type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000		
Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" 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		
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 checked="" 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		

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): The New York Chocolate & Confections Company	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:	Case Number:	Date Filed:	
Location Where Filed:	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:	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
<p style="text-align: center;">Exhibit A</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 style="text-align: center;">Exhibit B</p> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		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 style="text-align: center;">Exhibit C</p> 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.			
<p style="text-align: center;">Exhibit D</p> (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<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 90-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):
The New York Chocolate & Confections Company

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

X _____
Signature of Attorney*

Signature of Attorney for Debtor(s)
Geoffrey J. Raicht

Printed Name of Attorney for Debtor(s)
McDermott Will & Emery LLP

Firm Name
340 Madison Avenue, New York, NY 10173

Address

(212) 547-5400
Telephone Number

April 14, 2010
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.)

Address

X _____

Date

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

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

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

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

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 _____
Signature of Authorized Individual
Richard F. McCormick

Printed Name of Authorized Individual
Chief Restructuring Officer

Title of Authorized Individual
April 14, 2010

Date

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X		
In re:	:	
	:	
THE NEW YORK CHOCOLATE	:	Case No. 10-_____ - ()
& CONFECTIONS COMPANY	:	Chapter 11 Case
	:	
Debtor.	:	
-----X		

**LIST OF EQUITY SECURITY HOLDERS OF
THE NEW YORK CHOCOLATE & CONFECTIONS COMPANY**

The Equity Security Holder of the Debtor in this chapter 11 case is:

Name and last known address or place of business of holder	Security Class	Percentage of Ownership
Comité de Gestion de la Filière Café Cacao Immeuble Caistab, 19th Floor 25 BP 1501 Abidjan 25 Côte d'Ivoire Attention: Illa G. Donwahi	Common Stock	100%

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
In re: :
: :
THE NEW YORK CHOCOLATE : Case No. 10- _____ - ()
& CONFECTIONS COMPANY : Chapter 11 Case
: :
Debtor. :
-----X

**DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS OF
THE NEW YORK CHOCOLATE & CONFECTIONS COMPANY**

I, Richard F. McCormick, Chief Restructuring Officer of The New York Chocolate & Confections Company, declare under penalty of perjury that I have read the List of Equity Security Holders submitted herewith and that it is true and correct to the best of my information and belief and will be supplemented to the extent additional information regarding equity security holders becomes available.

Dated: April 14, 2010


Richard F. McCormick
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
In re: :
: :
THE NEW YORK CHOCOLATE : Case No. 10- _____ - ()
& CONFECTIONS COMPANY : Chapter 11 Case
: :
Debtor. :
-----X

CERTIFICATION OF MAILING MATRIX

I, Geoffrey T. Raicht, the attorney for the above-captioned debtor and debtor in possession, hereby certify under the penalties of perjury that the attached mailing matrix has been compared to and contains the names, addresses and zip codes of all persons and entities, as they appear on the list of equity security holders, or any amendment thereto filed herewith.

Dated: April 14, 2010

/s/ Geoffrey T. Raicht
Attorney for The New York Chocolate
& Confections Company

**Comite de Gestion de la Filiere Cafe
Cacao
Immeuble Caistab, 19th Floor
25 BP 1501 Abidjan 25 Cote d'Ivoire**

Faint, illegible text, possibly a signature or stamp.

Faint, illegible text, possibly a signature or stamp.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
In re:

THE NEW YORK CHOCOLATE
& CONFECTIONS COMPANY

Debtor.
-----X

Case No. 10-_____ - (____)
Chapter 11 Case

CORPORATE OWNERSHIP STATEMENT
PURSUANT TO RULES 1007(a)(1) AND 7007.1(a)

The New York Chocolate & Confections Company, a debtor and debtor in possession in the above-captioned chapter 11 case, hereby certifies, pursuant to Rules 1007(a)(1) and 7007.1(a) of the Federal Rules of Bankruptcy Procedure, that the Comité de Gestion de la Filière Café Cacao located at Immeuble Caistab, 19th Floor, 25 BP 1501 Abidjan 25, Côte d'Ivoire, directly owns 100% of the common stock of the Debtor.

Dated: New York, New York
April 14, 2010

The New York Chocolate & Confections Company


Richard F. McCormick
Chief Restructuring Officer

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
 In re: :
 :
 THE NEW YORK CHOCOLATE : Case No. 10-_____ - ()
 & CONFECTIONS COMPANY : Chapter 11 Case
 :
 Debtor. :
 -----X

LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS

The above-captioned debtor and debtor in possession (the "Debtor") filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Attached to the petition of the Debtor, and the Declaration of Richard F. McCormick pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Northern District of New York (the "Local Bankruptcy Rules"), is a list of the 20 largest unsecured creditors ("Creditor List"), which is based on the Debtor's books and records as of approximately April 14, 2010. The Creditor List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules") for filing in the Debtor's chapter 11 case. The Creditor 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 20 largest unsecured claims. The information presented in the Creditor List shall not constitute an admission by the Debtor, nor is it binding on the Debtor. The Debtor reserves all rights to challenge the priority, nature, amount or status of any claim or debt.

(1) Name of Creditor and Complete Mailing Address Including Zip Code	(2) Name, Telephone Number/Fax Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar With Claim	(3) Nature of Claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of Claim (if secured also state value of security)
National Grid P.O. Box 1303 Buffalo, NY 14240	Tim Murphy (315) 592-3639	Utility debt		\$175,666.95
Landmark American Insurance Co. c/o EBS-RMSCO, Inc. 115 Continuum Drive	Steven J. McCarthy (315) 448-9136	Property insurance		\$104,000.00

(1) Name of Creditor and Complete Mailing Address Including Zip Code	(2) Name, Telephone Number/Fax Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar With Claim	(3) Nature of Claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of Claim (if secured also state value of security)
Liverpool, NY 13088				
Fulton City School District c/o County of Oswego 46 East Bridge Street Oswego, NY 13216	George J. Williams (315) 349-8621	Tax claim		\$68,882.47
New York State Department of Environmental Conservation Regulatory Fee Determination Unit Box 5973 New York, NY 10087-5973	Director of Regulatory Fee Determination Unit (800) 225-2566	Regulatory fees	Disputed	\$31,601.98
City of Fulton Water and Sanitation Department 141 South First Street Fulton, NY 13069	Water and Sanitation Department (315) 592-7303	Utility debt		\$30,441.42
NCAComp Inc. Rand Building, Suite 700, 14 LaFayette Square Buffalo, NY 14203	Administrator of WC Trust for Manufacturers (716) 842-0045	Workers Compensation Trust	Disputed	\$16,306.40
Securitronics Company Inc. 7250 State Fair Boulevard Syracuse, NY 13209	Peter Carson (315) 635-7033	Trade debt		\$12,096.00
New York State Department of Environmental Conservation Regulatory Fee Determination Unit Box 5973 New York, NY 10087-5973	Director of Regulatory Fee Determination Unit (800) 225-2566	Regulatory fees	Disputed	\$8,718.07
Praxair Inc. Credit Department P.O. Box 1986 Danbury, CT 06810-1986	Jackie Hartmayer (203) 837-2740	Trade debt		\$5,460.00

(1) Name of Creditor and Complete Mailing Address Including Zip Code	(2) Name, Telephone Number/Fax Number and Complete Mailing Address, Including Zip Code, of Employee, Agent, or Department of Creditor Familiar With Claim	(3) Nature of Claim (trade debt, bank loan, government contracts, etc.)	(4) Indicate if Claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of Claim (if secured also state value of security)
Whiteman, Bankes & Chebot, LLC Suite 1300, Constitution Place 325 Chestnut Street Philadelphia, PA 19106	Paul Bankes (215) 829-0014	Legal services	Disputed	\$5,332.50
CSX Transportation 500 Water Street, G180 Jacksonville, FL 32202-4423	Catherine Adkins (904) 633-1583	Lease		\$3,396.98
The Metro Group, Inc. 50-23 Twenty Third Street Long Island City, NY 11101	Controller (718) 729-7200	Trade debt		\$2,812.45

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
In re: :
: :
THE NEW YORK CHOCOLATE : : Case No. 10- _____ - ()
& CONFECTIONS COMPANY : : Chapter 11 Case
: :
Debtor. : :
-----X

**DECLARATION REGARDING LIST OF CREDITORS
HOLDING 20 LARGEST UNSECURED CLAIMS**

I, Richard F. McCormick, Chief Restructuring Officer of The New York Chocolate & Confections Company, declare under penalty of perjury that I have read the List of Creditors Holding 20 Largest Unsecured Claims submitted herewith and that it is true and correct to the best of my information and belief and will be supplemented to the extent additional information regarding creditors becomes available.

Dated: April 14, 2010


Richard F. McCormick
Chief Restructuring Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
In re: :
: :
THE NEW YORK CHOCOLATE : Case No. 10-_____ - ()
& CONFECTIONS COMPANY : Chapter 11 Case
: :
Debtor. :
-----X

CERTIFICATION OF MAILING MATRIX

I, Geoffrey T. Raicht, the attorney for the above-captioned debtor and debtor in possession, hereby certify under the penalties of perjury that the attached mailing matrix has been compared to and contains the names, addresses and zip codes of all persons and entities, as they appear on the list of 20 largest unsecured creditors, or any amendment thereto filed herewith.

Dated: April 14, 2010

/s/ Geoffrey T. Raicht
Attorney for The New York Chocolate
& Confections Company

National Grid
P.O. Box 1303
Buffalo, NY 14240

Landmark American Insurance Co.
c/o EBS-RMSCO, Inc.
115 Continuum Drive
Liverpool, NY 13088

Fulton City School District
c/o County of Oswego
46 East Bridge Street
Oswego, NY 13216

New York State Department of
Environmental Conservation
Regulatory Fee Determination Unit
Box 5973
New York, NY 10087-5973

City of Fulton
Water and Sanitation Department
141 South First Street
Fulton, NY 13069-1773

NCAComp Inc.
Rand Building, Suite 700,
14 LaFayette Square
Buffalo, NY 14203

Securitronics Company Inc.
7250 State Fair Boulevard
Syracuse, NY 13209

New York State Department of
Environmental Conservation
Regulatory Fee Determination Unit
Box 5973
New York, NY 10087-5973

Praxair Inc.
Credit Department
P.O. Box 1986
Danbury, CT 06810-1986

Whiteman, Bankes & Chebot, LLC

Suite 1300, Constitution Place
325 Chestnut Street
Philadelphia, PA 19106

CSX Transportation
500 Water Street, G180
Jacksonville, FL 32202-4423

The Metro Group, Inc.
50-23 Twenty Third Street
Long Island City, NY 11101

UNANIMOUS WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

OF

THE NEW YORK CHOCOLATE & CONFECTIONS COMPANY

As of the 14th day of April, 2010, the board of directors (the "Board of Directors") of The New York Chocolate & Confections Company, a Delaware corporation (the "Corporation"), by unanimous written consent, hereby takes the following actions and adopt the following resolutions:

WHEREAS, the Board of Directors reviewed and considered the materials presented by the management and the advisors of the Corporation regarding the liabilities and liquidity situation of the Corporation, the strategic alternatives available to it, and the impact of the foregoing on the Corporation's business; and

WHEREAS, the Board of Directors has had the opportunity to consult with the management and the advisors of the Corporation and fully considered each of the strategic alternatives available to the Corporation;

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Board of Directors it is desirable and in the best interests of the Corporation, its creditors, stockholders, and other parties in interest that the Corporation file or cause to be filed a voluntary petition (the "Petition") for relief under the provisions of chapter 11, title 11 of the United States Code (the "Bankruptcy Code").

FURTHER RESOLVED, that the officers of the Corporation or any one of them, or any person or persons so designated by the Board of Directors (collectively, the "Officers"), be and hereby are authorized to execute and file (or direct others to do so on their behalf as provided herein) on behalf of the Corporation a petition in the name of the Corporation under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of New York in such form and at such time as the Officer executing said petition on behalf of this Corporation shall determine;

FURTHER RESOLVED, the Board of Directors hereby authorizes the Officers to execute and file on behalf of the Corporation all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, chapter 11 plans, including any modifications, supplements and/or amendments thereto, and other papers or documents, and to take any and all action that he deems necessary or proper to obtain the relief described herein;

FURTHER RESOLVED, that in connection with the acts authorized herein, the Corporation may employ and retain all assistance by legal counsel, accountants or other professionals and may take any and all action which they deem necessary and proper in connection with a chapter 11 bankruptcy case, with a view to the successful prosecution and/or administration of such case;

FURTHER RESOLVED, that the Officers of the Corporation be, and they hereby are, authorized and directed to employ the law firm of McDermott Will & Emery LLP as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, and in connection therewith, the Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of McDermott Will & Emery LLP;

FURTHER RESOLVED, that the Officers of the Corporation be, and they hereby are, authorized and directed to employ Rick McCormick ("McCormick") as Chief Restructuring Officer to assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Officers of the Corporation are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of McCormick;

FURTHER RESOLVED, that the Corporation, prior to the chapter 11 case and subsequent thereto as debtor and debtor in possession, be, and hereby is, authorized (i) to borrow funds from a lender or lenders, including, without limitation, pursuant to a debtor in possession credit agreement, on terms as any Officer of the Corporation deems appropriate, (ii) to grant security interests in and liens upon all or substantially all of the Corporation's assets as may be deemed necessary by any one or more of the Officers in connection with such borrowings or debtor in possession financing, (iii) and to file any financing statements, assignments for security or other documents in the name of the Corporation as may be necessary or desirable to perfect the security interests granted to lenders (the authorized actions contained in this paragraph shall be collectively referred to herein as "Authorized Financing Transactions");

FURTHER RESOLVED, that the Corporation will obtain benefits from any Authorized Financing Transactions which may be necessary and convenient to the conduct, promotion and attainment of the business of the Corporation;

FURTHER RESOLVED, that each of the Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in connection with the Authorized Financing Transactions, to arrange for and enter into supplemental agreements, amendments, instruments, certificates or documents contemplated by the Authorized Financing Transactions and to execute and deliver all such supplemental agreements, amendments, instruments, certificates or documents in the name and on behalf of the Corporation under its corporation seal or otherwise, which shall in their sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in

connection with the Authorized Financing Transactions, and to carry out fully the intent of the foregoing resolutions;

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

FURTHER RESOLVED, that the Officers be, and each of them with full authority to act without the others, hereby is, authorized in the name and on behalf of the Corporation and the Corporation as debtor and debtor in possession, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered all such further undertakings, agreements, documents, certificates, amendments, supplements and/or modifications necessary or appropriate to facilitate the transactions contemplated by the foregoing resolutions, and to incur all such fees and expenses as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions;

FURTHER RESOLVED, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions, including, without limitation, actions taken (i) to restructure the Corporation's debt, (ii) pursuant to any Authorized Financing Transaction or (iii) in connection with seeking or obtaining relief under chapter 11 of the Bankruptcy Code and in connection with any bankruptcy case resulting therefrom, done in the name of and on behalf of the Corporation 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.

* * * * *

[Signature Page to Follow]

Handwritten signatures and initials, including "Jas Reg" and "Ch-".

IN WITNESS WHEREOF, the undersigned have enacted these resolutions as of April 14th, 2010.


Mlle. Ginette Etonwahi

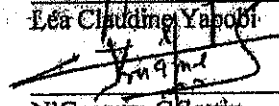
Date

April 14th, 2010


Léa Claudine Yapo

Date

April 14th 2010


N'Guessan Célestin

Date

April 14th 2010


Atsé Kouassi Prosper

Date

April 14th 2010

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
In re: :
: :
THE NEW YORK CHOCOLATE : Case No. 10-_____ - ()
& CONFECTIONS COMPANY : Chapter 11 Case
: :
Debtor. :
-----X

DISCLOSURE OF COMPENSATION OF ATTORNEYS FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Rule 2016(b) and 2016(c) of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), I certify that McDermott Will & Emery LLP ("McDermott") is proposed counsel for the above-captioned debtor and debtor in possession (the "Debtor") and that compensation paid to McDermott within one (1) year before the filing of the petition in bankruptcy, or agreed to be paid to McDermott, for services rendered or to be rendered on behalf of the Debtor in contemplation of or in connection with the bankruptcy case is as follows:

a. Prior to the filing of this statement, McDermott has received:

January 26, 2010 - \$125,000 retainer

February 11, 2010 - \$50,000 retainer

April 9, 2010 - \$30,000 retainer

b. For legal services from April 14, 2010 forward, McDermott has agreed to accept the amounts allowed by the Court.

Balance Due: Pre-Petition - \$0.00

Post-Petition: Those amounts allowed by the Court

2. The source of compensation paid to McDermott in the form of a retainer was The New York Chocolate & Confections Company.

3. The source of compensation to be paid to McDermott is the Debtor.
4. McDermott has not agreed to share the above-disclosed compensation with any other person or persons unless they are members and associates of McDermott.

5. In return for the above-disclosed fee, McDermott has agreed to render legal services for all aspects of the bankruptcy case, including:

- (a) Analysis of the Debtor's financial situation, and rendering advice to the Debtor in determining whether to file a petition in bankruptcy;
- (b) Preparation and filing of any petition, schedules, statement of financial affairs, and plan which may be required;
- (c) Representation of the Debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
- (d) Any and all services listed in the Engagement Letter entered into by the Debtor and McDermott on January 4, 2010;
- (e) Any and all services listed in the resolutions of the Debtor's board of directors filed on April 14, 2010 with the Debtor's petition, and
- (f) Any and all services as needed or required by the Debtor.

6. By agreement with the Debtor, the above-disclosed fee does not include the following services: No services are included in this category.

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to McDermott for representation of the Debtor in this bankruptcy proceeding.

Dated: New York, New York
April 14, 2010

By:



Geoffrey T. Raicht
McDermott Will & Emery LLP
Bar No. 2916203
340 Madison Avenue
New York, New York 10173-1922
Telephone: (212) 547-5400
Facsimile: (212) 547-5444
Email: graicht@mwe.com

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF NEW YORK
(SYRACUSE DIVISION)**

-----X
In re: :
: :
THE NEW YORK CHOCOLATE : Case No. 10-_____ - ()
& CONFECTIONS COMPANY : Chapter 11 Case
: :
Debtor. :
-----X

CERTIFICATION OF MAILING MATRIX

I, Geoffrey T. Raicht, the attorney for the above-captioned debtor and debtor in possession (the "Debtor"), hereby certify under the penalties of perjury that the attached master mailing matrix has been compared to and contains the names, addresses and zip codes of all persons and entities, as known by the Debtor pursuant to the Local Bankruptcy Rules for the Northern District of New York.

Dated: April 14, 2010

Geoffrey T. Raicht
Attorney for The New York Chocolate
& Confections Company

Mailing Matrix.txt

National Grid
P.O. Box 1303
Buffalo, NY 14240

Fulton City School District
c/o County of Oswego
46 East Bridge Street
Oswego, NY 13216

New York State Department of
Environmental Conservation
Regulatory Fee Determination Unit
Box 5973
New York, NY 10087-5973

New York State Department of
Environmental Conservation
Office of General Counsel
625 Broadway, 14th Floor
Albany, NY 12233-1500

City of Fulton
Water and Sanitation Department
141 South First Street
Fulton, NY 13069-1773

NCAComp Inc.
Rand Building, Suite 700
14 LaFayette Square
Buffalo, NY 14203

Securitronics Company Inc.
7250 State Fair Boulevard
Syracuse, NY 13209

Praxair Inc.
Credit Department
P.O. Box 1986
Danbury, CT 06810-1986

Whiteman, Bankes & Chebot, LLC
Suite 1300 Constitution Place
325 Chestnut Street
Philadelphia, PA 19106

CSX Transportation
500 Water Street, G180
Jacksonville, FL 32202-4423

The Metro Group, Inc.
50-23 Twenty Third Street
Long Island City, NY 11101

Landmark American Insurance Co.
c/o EBS-RMSCO, Inc.
115 Continuum Drive
Liverpool, NY 13088

Northland Insurance Co.
c/o EBS-RMSCO, Inc.
115 Continuum Drive
Liverpool, NY 13088

Mailing Matrix.txt

National Grange Insurance Co.
c/o EBS-RMSCO, Inc.
115 Continuum Drive
Liverpool, NY 13088

Fulton Savings Bank
75 South First Street
Fulton, NY 13069

Alliance Bank
1930 State Route 3
Fulton, NY 13069

Excellus-Blue Cross/Blue Shield
of Central New York
P.O. Box 4752
Syracuse, NY 13221-4752

Excellus BlueCross Blue Shield
P.O. Box 22999
Rochester, NY 14692

National Benefit Life Company
One Court Square
Long Island City, NY 11120-0001

Chartis Insurance, Inc.
175 Water Street
New York, NY 10038

Chartis Insurance, Inc.
100 Connell Drive
Berkley Heights, NJ 07922

McDonald Financial Group.
c/o Omega Financial, Inc.
P. O. Box 2207
Columbus, GA 31902

Windstream Communications
4001 Rodney Parham Road
Little Rock, AR 72212

United States Trustee for the Northern
District of New York
Alexander Pirnie Federal Building
10 Broad Street, Room 105
Utica, NY 13501

Oswego County
46 East Bridge Street
Oswego, NY 13216

Operation Oswego County, Inc.
44 West Bridge Street
Oswego, NY 13126

County of Oswego IDA
44 West Bridge Street
Oswego, NY 13126

New York State Employment Taxes
PO Box 4119

Mailing Matrix.txt

Binghamton, NY 13902-4119

City of Fulton: Mayor's Office
141 South 1st Street
Fulton, NY 13069-1772

Comite de Gestion de la Filiere Cafe
Cacao
Law Offices of James E. Atkins P.C.
228 Park Avenue South
New York, NY 10003

Piaker & Lyons, CPA
572 South Salina Street
Syracuse, NY 13201

Hausmann-Alain Banet
c/o Greenberg Traurig
The Nemours Building
1007 North Orange Street, suite 1200
Wilmington, DE 19801