

United States Bankruptcy Court
District of Kansas

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): The Whale Spout Real Estate, LLC
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):
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) 75-3132129
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): 22203 W. 66th Street Shawnee, KS
Street Address of Joint Debtor (No. and Street, City, and State):
County of Residence or of the Principal Place of Business: Johnson
County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): P.O. Box 860080 Shawnee, KS
Mailing Address of Joint Debtor (if different from street address):
ZIP Code 66226 ZIP Code
ZIP Code 66286 ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box)
Nature of Business (Check one box)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
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)
Nature of Debts (Check one box)
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."
Debts are primarily business debts.

Filing Fee (Check one box)
Chapter 11 Debtors
Check one box:
Check if:
Check all applicable boxes:

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.
Estimated Number of Creditors
Estimated Assets
Estimated Liabilities

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): <b>The Whale Spout Real Estate, LLC</b>
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**All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet)

Location Where Filed: <b>- None -</b>	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: <b>- None -</b>	Case Number:	Date Filed:
District:	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 delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p><b>X</b> _____ 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 in 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. § 542(c))

**Voluntary Petition**

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

Name of Debtor(s):

**The Whale Spout Real Estate, LLC**

**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 Attorney\***

**X** /s/ Jonathan A. Margolies  
Signature of Attorney for Debtor(s)

Jonathan A. Margolies KS Fed #70693  
Printed Name of Attorney for Debtor(s)

McDowell, Rice, Smith & Buchanan, PC  
Firm Name  
605 W. 47th St.  
Suite 350  
Kansas City, MO 64112

\_\_\_\_\_  
Address

Email: jmargolies@mcdowellrice.com  
(816) 753-5400 Fax: (816) 753-9996

\_\_\_\_\_  
Telephone Number

May 23, 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 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 relief in accordance with the chapter of title 11, United States Code, specified in this petition.

**X** /s/ Stephen N. Whalen  
Signature of Authorized Individual

Stephen N. Whalen  
Printed Name of Authorized Individual

Managing Member  
Title of Authorized Individual

May 23, 2012

\_\_\_\_\_  
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 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.*

**STATEMENT OF UNANIMOUS CONSENT  
TO ACTION TAKEN IN LIEU OF A  
SPECIAL MEETING OF THE MEMBERS**

**OF**

**THE WHALE SPOUT REAL ESTATE, LLC**

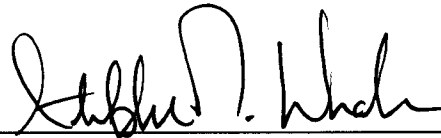
The undersigned, representing the voting membership of The Whale Spout Real Estate, LLC ("LLC"), acting pursuant to the provisions of the Kansas Limited Liability Company Act, hereby consent to the adoption of, and does hereby adopt, the following resolutions and declares them to be in full force and effect.

WHEREAS, the LLC is or likely will become unable to pay claims alleged to be due, and has been advised by counsel that it is necessary for the LLC to reorganize, and that such a reorganization may be effected in the best interests of the LLC and its creditors by filing a petition under Chapter 11, Title 11 of the United States Code.

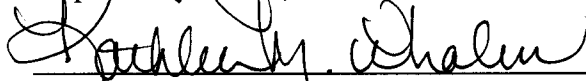
BE IT RESOLVED, that the Manager of the LLC be and hereby is authorized and empowered to execute petitions, instruments and other documents and pursue such proceedings as may be necessary to secure for the LLC any and all relief to which it may be entitled under Chapter 11, Title 11 of the United States Code, and that the Manager be and hereby is authorized and empowered to employ counsel to carry out the provisions of this resolution.

BE IT FURTHER RESOLVED, that the LLC has elected to employ the law firm of McDowell Rice Smith & Buchanan, as counsel in the representation of the LLC in connection with all aspects of the Chapter 11 bankruptcy proceeding, to provide the law firm with a retainer prior to the filing of the Chapter 11 Petition, and to pay the law firm according to its rates for all services incurred and costs expended in such representation of the LLC.


Dated: May 22, 2012



Stephen N. Whalen, Member



Kathleen M. Whalen, Member

  
The Whale Spout Car Wash, Inc., Member

**United States Bankruptcy Court  
District of Kansas**

In re **The Whale Spout Real Estate, LLC**  
Debtor

Case No. \_\_\_\_\_

Chapter **11**

**LIST OF EQUITY SECURITY HOLDERS**

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Kathleen M. Whalen P.O. Box 860080 Shawnee, KS 66286</b>			<b>23.42%</b>
<b>Stephen N. Whalen P.O. Box 860080 Shawnee, KS 66286</b>			<b>23.42%</b>
<b>The Whale Spout Car Wash, Inc. P.O. Box 860080 Shawnee, KS 66286</b>			<b>53.15%</b>

**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date **May 23, 2012**

Signature **/s/ Stephen N. Whalen**  
**Stephen N. Whalen**  
**Managing Member**

*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.*

**United States Bankruptcy Court  
District of Kansas**

In re **The Whale Spout Real Estate, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)**

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **The Whale Spout Real Estate, LLC** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s) equity interests, or states that there are no entities to report under FRBP 7007.1:

**The Whale Spout Car Wash, Inc.  
P.O. Box 860080  
Shawnee, KS 66286**

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None [*Check if applicable*]

**May 23, 2012**  
Date

**/s/ Jonathan A. Margolies**  
**Jonathan A. Margolies**  
Signature of Attorney or Litigant  
Counsel for **The Whale Spout Real Estate, LLC**  
**McDowell, Rice, Smith & Buchanan, PC**  
**605 W. 47th St.**  
**Suite 350**  
**Kansas City, MO 64112**  
**(816) 753-5400 Fax:(816) 753-9996**  
**jmargolies@mcdowellrice.com**

**United States Bankruptcy Court  
District of Kansas**

In re The Whale Spout Real Estate, LLC

Debtor(s)

Case No. \_\_\_\_\_

Chapter 11

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

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, 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. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
<b>Filger Oil Company John Filger 1016 SW Hwy J Plattsburg, MO 64477</b>	<b>Filger Oil Company John Filger 1016 SW Hwy J Plattsburg, MO 64477</b>	<b>Lazerwash 4000 Automatic Car Wash System</b>		<b>15,000.00</b>
<b>Heartland Business Capital 8900 Indian Creek Pkwy Suite 150 Overland Park, KS 66210</b>	<b>Heartland Business Capital 8900 Indian Creek Pkwy Suite 150 Overland Park, KS 66210</b>	<b>The Whale Spout Car Wash, Inc.</b>		<b>338,000.00 (1,387,409.00 secured) (555,413.78 senior lien)</b>
<b>Johnson County Treasurer 111 S. Cherry, Suite 1500 Olathe, KS 66061</b>	<b>Johnson County Treasurer 111 S. Cherry, Suite 1500 Olathe, KS 66061</b>	<b>Real Estate Taxes</b>		<b>128,041.00</b>
<b>Wintrax 6800 Foxridge Drive Mission, KS 66202</b>	<b>Wintrax 6800 Foxridge Drive Mission, KS 66202</b>	<b>Dryers and Motors</b>		<b>14,889.00</b>

In re The Whale Spout Real Estate, LLC  
 Debtor(s)

Case No. \_\_\_\_\_

**LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS**  
 (Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

**DECLARATION UNDER PENALTY OF PERJURY  
 ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Managing Member of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date May 23, 2012

Signature /s/ Stephen N. Whalen  
**Stephen N. Whalen**  
**Managing Member**

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 18 U.S.C. §§ 152 and 3571.



**United States Bankruptcy Court  
District of Kansas**

In re **The Whale Spout Real Estate, LLC**  
Debtor(s)

Case No. \_\_\_\_\_  
Chapter **11**

**VERIFICATION OF CREDITOR MATRIX**

I, the Managing Member of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: **May 23, 2012**

**/s/ Stephen N. Whalen**  
**Stephen N. Whalen/Managing Member**  
Signer/Title

Filger Oil Company  
John Filger  
1016 SW Hwy J  
Plattsburg MO 64477

Heartland Business Capital  
8900 Indian Creek Pkwy  
Suite 150  
Overland Park KS 66210

Johnson County Treasurer  
111 S. Cherry, Suite 1500  
Olathe KS 66061

Metcalf Bank  
P.O. Box 748  
Jefferson City MO 65102

The Whale Spout Car Wash, Inc.  
22203 W. 66th Street  
Shawnee KS 66226

Wintrax  
6800 Foxridge Drive  
Mission KS 66202