

B1 (Official Form 1)(4/10)

**United States Bankruptcy Court
District of Massachusetts**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Co-Energy America, 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):	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) 04-3448472	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): 12 Southville Road Southborough, MA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 01772	ZIP Code
County of Residence or of the Principal Place of Business: Worcester	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

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

<p>Type of Debtor (Form of Organization) (Check one box)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p>Tax-Exempt Entity (Check box, if applicable)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</p> <p><input type="checkbox"/> Chapter 7</p> <p><input type="checkbox"/> Chapter 9</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <hr/> <p>Nature of Debts (Check one box)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p>Filing Fee (Check one box)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached</p> <p><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.</p> <p><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.</p>	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><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).</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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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

<input type="checkbox"/> 1-49	<input checked="" 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
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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 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
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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
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THIS SPACE IS FOR COURT USE ONLY

Voluntary Petition

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

Name of Debtor(s):
Co-Energy America, Inc.

All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	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: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(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.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)
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).

X _____
Signature of Attorney for Debtor(s) (Date)

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. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):
Co-Energy America, 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 Attorney*

X 
Signature of Attorney for Debtor(s)

Nina M. Parker 389990
Printed Name of Attorney for Debtor(s)

Parker and Associates
Firm Name
10 Converse Place
Winchester, MA 01890

Address

Email: nparker@ninaparker.com
(781)729-0005 Fax: (781)729-0187

Telephone Number

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 
Signature of Authorized Individual

Dana D. Mattair
Printed Name of Authorized Individual

President, Director and Sole Stockholder
Title of Authorized Individual

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

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.

Advanta Bank Corp.
P.O. Box 5657
Hicksville, NY 11802

Aldon Electric
38 Greenwood Avenue
East Weymouth, MA 02189

American Express
P.O. Box 1270
Newark, NJ 07101

American General Life Insurance
P.O. Box 0798
Carol Stream, IL 60132

Ashmont Welding Company
942 Plymouth Street
Bridgewater, MA 02324

Atlantic Detroit Diesel Allison, LLC
P.O. Box 950
Lodi, NJ 07644

Automation Direct
P.O. Box 402417
Atlanta, GA 30384

Baxter, Inc.
10 Bay View Road
Attleboro Falls, MA 02763

Beckwith Electric Company, Inc.
P.O. Box 276
Pinellas Park, FL 33780

Colonial Engraving, Co.
17 Route 123 - Unit #2
Kingston, NH 03848

ComAP, LLC
P.O. Box 826
Roscoe, IL 61073

Crane and Rigging Services, LLC
795 Plymouth Street
Holbrook, MA 02343

Dana D. Mattair
471 Highland Street
Northbridge, MA 01534

Dennison Lubricants Worcester
102 Charles A. Eldrige Drive
Lakeville, MA 02347

Diesel Equipment
155 Batchelder Road
Seabrook, NH 03874

E.L. Harvey and Sons, Inc.
68 Hopkinton Road, Rte. 135
Westborough, MA 01581

F.W. Webb
160 Middlesex Turnpike
Bedford, MA 01730

Fluid Power Energy, Inc.
W229 N.591 Foster Court
Waukesha, WI 53186

Grainger
Department 855157541
Palatine, IL 60038

Intelligen Power Systems, LLC
55 Edison Avenue
West Babylon, NY 11704

Intelligen Power Systems, LLC
55 Edison Avenue
West Babylon, NY 11707

InterGuard, Ltd.
P.O. Box 62479
Baltimore, MD 21264

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101

Jack Young Company, Inc.
334-362 Cambridge Street
Allston, MA 02134

Jasper Engines and Transmissions
P.O. Box 650
Jasper, IN 47547

Kraft Power
P.O. Box 2189
Woburn, MA 01888

Lurie and Krupp, LLP
One McKinley Square
Boston, MA 02109

M.A. Selmon Company, Inc.
40 Hathaway Drive
Stratford, CT 06615

Marlboro Hydraulic Hose and Supply, Inc.
P.O. Box 695
Marlborough, MA 01752

Massachusetts Department of Revenue
Bankruptcy Unit
P.O. Box 9564
Boston, MA 02114-9564

Massachusetts Turnpike Authority
Fast Lane
P.O. Box 8001
Auburn, MA 01501

McMaster-Carr Supply Co.
P.O. Box 7690
Chicago, IL 60680

Metro Welding Supply, Inc.
102 Clematis Avenue
Waltham, MA 02453

MyFleet Center
P.O. Box 620130
Middleton, WI 53562

NStar Gas
P.O. Box 660369
Dallas, TX 75266

Ocean State Oil, Inc.
123 Ocean State Drive
North Kingstown, RI 02852

Peaker Services, Inc.
8080 Kinsington Court
Brighton, MI 48116

Personnel Concepts
P.O. Box 5750
Carol Stream, IL 60197

Pioneer Research Corp.
3110 North 19th Avenue
Phoenix, AZ 85015

Power Solutions, Inc.
P.O. Box 71186
Chicago, IL 60694

Republic Plumbing Supply
890 Providence Highway
Norwood, MA 02062

Safety Insurance Company
P.O. Box 371312
Pittsburgh, PA 15250

Sovereign Bank
P.O. Box 12707
Reading, PA 19612

St. Mary's Credit Union
P.O. Box 729
Marlborough, MA 01752

Steven Lesperance Custom Masonry
490 Highland Street
Northbridge, MA 01534

Stowell Distributed Power
5031 Birch Street, Ste. J
Newport Beach, CA 92660

TD Banknorth
Operations Center
P.O. Box 8400
Lewiston, ME 04243

Thermatec, Inc.
P.O. Box 430
Marshfield Hills, MA 02051

UniFirst Coproration
8 Industrial Park Drive
Nashua, NH 03062

Verizon
P.O. Box 1100
Albany, NY 12250

Verizon Wireless
P.O. Box 15062
Albany, NY 12212

CO-ENERGY AMERICA, INC.

Dated

June 9, 2011

Unanimous Consent of Officers and Directors

The undersigned, being the President, Treasurer and Director of the corporation hereby adopts pursuant to Massachusetts General Laws c. 156B §59, the following resolutions and hereby directs that the same be filed with the minutes of the meetings of directors of the corporation as though voted and resolved at a regularly scheduled and noticed meeting of said directors, to wit:

VOTED: That in the judgment of the directors of this corporation it is desirable and in the best interests of the corporation, its creditors, stockholders and other interested parties, that a petition pursuant to Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 et seq. be filed by this corporation.

VOTED: That the President or Treasurer, or both, of this corporation, be and each hereby is, authorized and empowered, for and on behalf of this corporation and in its corporate name and behalf, to execute, acknowledge, verify and deliver a petition pursuant to Chapter 11 of the Bankruptcy Code, 11 U.S.C. §101 et seq.; and to cause the same to be filed with the United States Bankruptcy Court for the District of Massachusetts and to file such other instruments, schedules and other papers and to take any and all other action which either or both, so acting, may deem necessary or proper in connection with said proceedings.

VOTED: That Nina M. Parker, Esquire of Parker & Associates, 10 Converse Place Winchester, Massachusetts 01890 be, and she hereby is, retained as counsel to represent this corporation in the matter of the aforementioned proceedings and with respect to all proceedings pursuant to the Bankruptcy Code.

DATED:



Dana D. Mattair
As President, Treasurer and Director
of Co-Energy America, Inc.