

UNITED STATES BANKRUPTCY COURT
Eastern District of Michigan
Southern Division

In re:

Case No. 11- \_\_\_\_\_

Biofuel Industries Group, LLC Debtor(s) /

BANKRUPTCY PETITION COVER SHEET

(The debtor must complete and file this form with the petition in every bankruptcy case. Instead of filling in the boxes on the petition requiring information on prior and pending cases, the debtor may refer to this form.)

Part 1

"Companion cases," as defined in L.B.R. 1073-1(b), are cases involving any of the following: (1) The same debtor; (2) A corporation and any majority shareholder thereof; (3) Affiliated corporations; (4) A partnership and any of its general partners; (5) An individual and his or her general partner; (6) An individual and his or her spouse; or (7) Individuals or entities with any substantial identity of financial interest or assets.

Has a "companion case" to this case ever been filed at any time in this district or any other district? Yes \_\_\_ No X
(If yes, complete Part 2.)

Part 2

For each companion case, state in chronological order of cases: (Attach supplemental sheets if necessary.)

Table with 4 columns: Name on petition, Relationship to this case, Case Number, Chapter, Date filed, District, Division, Judge, Status/Disposition. Sub-headers: First Case, Second Case, Third Case.

(Pending, confirmed & still open, confirmed & closed, dismissed before/after confirmation, discharged, etc.)

If the present case is a Chapter 13 case, state for each companion case:

Attorney
Legal fee \$ \_\_\_\_\_ \$ \_\_\_\_\_ \$ \_\_\_\_\_
Proposed legal fee in this case \$ \_\_\_\_\_
Changes in circumstances which lead the debtor to reasonably believe that the current plan will be successful.

Part 3 - In a Chapter 13 Case Only

The Debtor(s) certify, re: 11 U.S.C. §1328(f) [indicate which]:

- [ ] Debtor(s) received a discharge issued in a case filed under Chapter 7, 11, or 12 during the 4-years before filing this case.
[ ] Debtor(s) did not receive a discharge issued in a case filed under Chapter 7, 11, or 12 during the 4-years before filing this case.
[ ] Debtor(s) received a discharge in a Chapter 13 case filed during the 2-years before filing this case.
[ ] Debtor(s) did not receive a discharge in a Chapter 13 case filed during the 2-years before filing this case.

I declare under penalty of perjury that I have read this form and that it is true and correct to the best of my information and belief.

/s/ Terry J. Nosan
Debtor, Biofuel Industries Group, LLC
Terry J. Nosan
Its: Authorized Manager

/s/ Christopher A. Grosman
Debtor's Attorney
Carson Fischer, P.L.C.
Robert A. Weisberg (P26698)
Christopher A. Grosman (P58693)
4111 Andover Road, West-2nd Floor
Bloomfield Hills, Michigan 48302

Date: May 23, 2011

United States Bankruptcy Court DISTRICT OF					Voluntary Petition					
Name of Debtor (if individual, enter Last, First, Middle): <b>Biofuel Industries Group, LLC</b>					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):  <i>See Attachment</i>					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): 20-3318292					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): 30600 Northwestern Hwy., Suite 400 Farmington Hills, MI					Street Address of Debtor (No. and Street, City, and State):					
ZIPCODE 48334					ZIPCODE					
County of Residence or of the Principal Place of Business: <b>Lenawee</b>					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):					
ZIPCODE					ZIPCODE					
Location of Principal Assets of Business Debtor (if different from street address above): 1571 W. Beecher Rd., Adrian, MI					ZIPCODE 49221					
<b>Type of Debtor</b> (Form of Organization) (Check one box)		<b>Nature of Business</b> (Check one box.)			<b>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)</b>					
<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.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined 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			<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					
		<b>Tax-Exempt Entity</b> (Check box, if applicable.)			<b>Nature of Debts</b> (Check one box.)					
		<input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).			<input type="checkbox"/> Debts are primarily con- sumer debts, defined in 11 USC §101(8) as "incurred by an individual primarily for a personal, family, or household purpose. <input checked="" type="checkbox"/> Debts are primarily business debts.					
<b>Filing Fee (Check one box)</b>					<b>Chapter 11 Debtors</b>					
<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 the fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B					<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. §101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. §101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.					
					<b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. §1126(b).					
<b>Statistical/Administrative Information</b>										THIS SPACE IS FOR COURT USE ONLY
<input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" 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.										
Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" 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 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500 million to \$1 billion <input type="checkbox"/> More than \$1 billion										
Estimated Debts <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 checked="" type="checkbox"/> \$10 million to \$50 million <input type="checkbox"/> \$50 million to \$100 million <input type="checkbox"/> \$100 million to \$500 million <input type="checkbox"/> \$500 million to \$1 billion <input type="checkbox"/> More than \$1 billion										



<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s):
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**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. § 1515, 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/ Christopher A. Grosman  
Signature of Attorney for Debtor(s)

**Christopher A. Grosman (P58693)**  
Printed Name of Attorney for Debtor(s)

**Carson Fischer, P.L.C.**  
**4111 Andover Rd., West – Second Floor**  
**Bloomfield Hills, Michigan 48302**  
**(248) 644-4840**

**May 23, 2011**  
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 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.

/s/ Terry J. Nosan  
Signature of Authorized Individual

Terry J. Nosan  
Printed Name of Authorized Individual

Authorized Manager  
Title of Authorized Individual

**5/23/11**  
Date

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

Attachment to Voluntary Petition

**Biofuel Industries Group, LLC**

All Other Names used by the Debtor in the last 8 years  
(include married, maiden, and trade names):

NEXTHEAT  
NEXTDIESEL BIODIESEL  
NEXTDIESEL  
ADRIAN BIOFUELS  
MICHIGAN BIOFUEL INDUSTRIES GROUP  
INTERNATIONAL BIOFUEL INDUSTRIES GROUP  
NATIONAL BIOFUEL INDUSTRIES GROUP  
BIOFUEL INDUSTRIES GROUP OF MICHIGAN  
NATIONAL BIODIESEL INDUSTRIES GROUP  
BIODIESEL INDUSTRIES GROUP OF MICHIGAN  
MICHIGAN BIODIESEL INDUSTRIES GROUP  
INTERNATIONAL BIODIESEL INDUSTRIES GROUP

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN**

**Biofuel Industries Group, LLC**

In re: \_\_\_\_\_  
Debtor

Case No. 11-\_\_\_\_\_

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 came 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 claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim [if secured, also state value of security]
Citizens Bank 28001 Cabot Drive Suite 240 Novi, MI 48377	Citizens Bank 28001 Cabot Drive Suite 240 Novi, MI 48377	Bank Loans	\$9,821,206.50 (secured)  Value of Collateral: Unknown
Webb Chemical 2708 Jarman St. Muskegon Heights, MI 49444	2708 Jarman St. Muskegon Heights, MI 49444 SUE @ 231-733-2181	Trade Debt	\$234,716.61
Dynalectric 1743 Maplelawn Troy, MI 48084	1743 Maplelawn Troy, MI 48084 248-649-5400	Improvements to Property	\$220,433.20
Young's Environmental Cleanup G-5305 North Dort Highway Flint, MI 48505	G-5305 North Dort Highway Flint, MI 48505 TRUDI @ 810-789-7155	Trade Debt	\$185,218.18
City of Adrian 100 E. Church St. Adrian, MI 49221	100 E. Church St. Adrian, MI 49221 517-264-4832	Agreement for Road Improvements	\$148,216.90

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim [if secured, also state value of security]
Trinity Leasing P.O. Box 7777 Philadelphia, PA 19175	P.O. Box 7777 Philadelphia, PA 19175 800-227-8844	Trade Debt	\$143,326.42
Interstate Chemical Company P.O. Box 931412 Cleveland, OH 44193	P.O. Box 931412 Cleveland, OH 44193 724-981-3771	Trade Debt	\$114,705.50
Citizens Gas Company 127 N. Main P.O. Box 40 Adrian, MI 49221	127 N. Main P.O. Box 40 Adrian, MI 49221 BECKY @ 517-265-2144	Utilities	\$98,090.94
Detroit Boiler Company 2931 Beaufait Detroit, MI 48207	2931 Beaufait Detroit, MI 48207 313-921-7060	Trade Debt	\$82,960.00
Macomb Group Jackson Division 34400 Mound Rd. Sterling Heights, MI 48310	34400 Mound Rd. Sterling Heights, MI 48310 586-268-0720	Trade Debt	\$59,751.56
Bogie's Express Inc. 1505 Wind Dancer Trail Tecumseh, MI 49286	1505 Wind Dancer Trail Tecumseh, MI 49286 901-520-9653	Trade Debt	\$55,733.43
Kuhnle Bros. Inc. P.O. Box 375 Newbury, OH 44065	P.O. Box 375 Newbury, OH 44065 800-873-8757	Trade Debt	\$35,312.60
Ann Arbor Financial Holdings 3588 Plymouth Rd, Suite 288 Ann Arbor, MI 48105	3588 Plymouth Rd, Suite 288 Ann Arbor, MI 48105	Equipment Lease Default - Liquidated Damages	\$35,000.00
Autumn Transport, Inc. 6550 Courtly Rd. Woodbury, MN 55125	6550 Courtly Rd. Woodbury, MN 55125 800-328-1405	Trade Debt	\$33,774.30
Adrian Mechanical Services Co. 953 W. Beecher St. Adrian, MI 49221	953 W. Beecher St. Adrian, MI 49221 517-263-5025	Improvements to Property	\$31,036.92

Name of creditor and complete mailing address, including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Amount of claim [if secured, also state value of security]
Baker, Tilly, Virchow, Krause f/k/a Virchow Krause & Company One Towne Sq., Suite 600 Southfield, MI 48076	One Towne Sq., Suite 600 Southfield, MI 48076 248-372-7300	Professional Fees	\$25,810.00
JH Business Consultants 6632 Telegraph Rd. Bloomfield Hills, MI 48301	6632 Telegraph Rd. Bloomfield Hills, MI 48301 248-737-9139	Consultant Fees	\$25,000.00
Americhem Sales Corp. 340 North Street Mason, MI 48854	340 North Street Mason, MI 48854 517-676-9363	Trade Debt	\$24,421.88
Brenntag Great Lakes, LLC 5220 Eagle Way Chicago, IL 60678	5220 Eagle Way Chicago, IL 60678 800-331-6824	Trade Debt	\$21,667.48
DuPont Chemical Solutions P.O. Box 80023 Wilmington, DE 19880	P.O. Box 80023 Wilmington, DE 19880 JACQUI WEBB @ 800-441-9593	Trade Debt	\$21,178.20

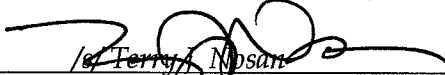


**DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP**

I, Terry J. Nosan, the Manager of the company named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Creditors Holding 20 Largest Claims and that it is true and correct to the best of my information and belief.

BIOFUEL INDUSTRIES GROUP, INC.

Date: May 23, 2011

By:  /s/ Terry J. Nosan  
Name: Terry J. Nosan  
Its: Authorized Manager

*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  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

-----X  
In re: )  
 )  
BIOFUEL INDUSTRIES GROUP, LLC, ) Chapter 11  
 ) Case No. 11-\_\_\_\_\_  
 ) Hon. \_\_\_\_\_  
Debtor. )  
-----X

**STATEMENT OF BIOFUEL INDUSTRIES GROUP, LLC  
REGARDING CORPORATE OWNERSHIP**

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The following entities directly or indirectly own 10% or more of any class of the debtor's equity interest:

DIRECT

Name: Nextfuels, LLC

Address: 30600 Northwestern Hwy., Suite 400  
Farmington Hills, MI 48334

INDIRECT

Name: Longitude Energy Services, LLC

Address: c/o Terry Nosan  
30600 Northwestern Hwy., Suite 400  
Farmington Hills, MI 48334

Name: Latitude Energy Services, LLC

Address: c/o Bradley J. Schram  
1760 S. Telegraph, Suite 300  
Bloomfield Hills, MI 48302

Name: Family Bio, LLC

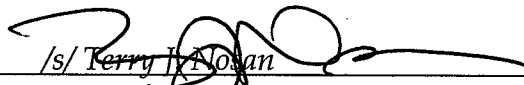
Address: c/o Michael Horowitz  
30600 Northwestern Hwy., Suite 430  
Farmington Hills, MI 48334

There are no entities that directly or indirectly own 10% or more of any class of the debtor's equity interest.

I declare under penalty of perjury that the foregoing is true and correct.

May 23, 2011

**BIOFUEL INDUSTRIES GROUP, LLC**

  
/s/ Terry J. Nosan  
Signature of Authorized Individual  
For Company

Terry J. Nosan  
Print Name

Authorized Manager  
Title

UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION

-----x  
In re: )  
 )  
BIOFUEL INDUSTRIES GROUP, LLC, ) Chapter 11  
 ) Case No. 11-\_\_\_\_\_  
 ) Hon. \_\_\_\_\_  
Debtor. )  
-----x

**VERIFICATION OF CREDITOR MATRIX**

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I, hereby declare, under penalty of perjury, that the attached list of creditors is true and correct to the best of my knowledge.

**BIOFUEL INDUSTRIES GROUP, LLC**

Date: May 23, 2011

By: /s/ Terry J. Nosan  
Terry J. Nosan  
Its: Authorized Manager

**UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF MICHIGAN  
SOUTHERN DIVISION**

In re:	x	
	)	
	)	
BIOFUEL INDUSTRIES GROUP, LLC,	)	Case No. 11-_____
	)	
Debtor	)	Chapter 11
	x	

**LIST OF EQUITY SECURITY HOLDERS**

Number	Registered Name of Holder of Security / Membership Interest	Number of Shares / Percent Ownership	Class of Shares, Kind of Interest
1	NextFuels, LLC 30600 Northwestern Hwy., Suite 400 Farmington Hills, MI 48334	50.0000%	Class B voting Member
2	4607 Partners, LLC 17800 Laurel Park Drive North, Suite 200C Livonia, MI 48152	1.6667%	Class A Non-voting Members
3	Laura K. Adler Trust dated 1-19-94 4583 Forestview Drive West Bloomfield, MI 48322	0.5556%	Class A Non-voting Members
4	Amster Family Trust 16029 Skytop Road Encino, CA 91436	0.2222%	Class A Non-voting Members
5	ATMF Renewable Energy LLC 6735 Telegraph Road, Suite 110 Bloomfield Hills, MI 48301	5.5556%	Class A Non-voting Members
6	James Bellinson 4710 Ardmore Bloomfield Hills, MI 48302	0.5556%	Class A Non-voting Members
7	Mark Bernstein/Rachel A. Bendit 2002 Scottwood Avenue Ann Arbor, MI 48104	0.5556%	Class A Non-voting Members
8	Richard Bernstein 31731 Northwestern Highway, Suite 333 Farmington Hills, MI 48334	0.2778%	Class A Non-voting Members
9	Samuel Bernstein 31731 Northwestern Highway, Suite 333 Farmington Hills, MI 48334	0.8334%	Class A Non-voting Members
10	Brewster & Hastings, LLC 401 S. Old Woodward Suite 333 Birmingham, MI 48009	2.5000%	Class A Non-voting Members

Number	Registered Name of Holder of Security / Membership Interest	Number of Shares / Percent Ownership	Class of Shares, Kind of Interest
11	Glenn Cantor Trust UAD 8-25-95 26225 Pembroke Huntington Woods, MI 48070	1.2500%	Class A Non-voting Members
12	Coburn Holdings II, LLC 631 Rudgate Rd. Bloomfield Hills, MI 48304	2.7778%	Class A Non-voting Members
13	H. Adam Cohen Irrevocable Tr UAD 4/15/07 26550 Hendrie Blvd. Huntington woods, MI 48070	0.1389%	Class A Non-voting Members
14	Cisco and Pancho, LLC 1252 Cottingham Row Bloomfield Hills, MI 48302	0.6389%	Class A Non-voting Members
15	Darcy Licht Eisenberg Trust UAD 1/24/01 4416 Dorian Bloomfield Hills, MI 48301	0.2778%	Class A Non-voting Members
16	Four O. Group, LLC 40900 Woodward Avenue, Suite 130 Bloomfield Hills, MI 48304	0.5556%	Class A Non-voting Members
17	Lori B. Garon 25650 Meadowdale Franklin, MI 48025	0.1389%	Class A Non-voting Members
18	Bruce Gershenson 31500 Northwestern Highway, Suite 100 Farmington Hills, MI 48334	0.2778%	Class A Non-voting Members
19	Linda Gershenson 1254 Cottingham Row Bloomfield Hills, MI 48302	0.1389%	Class A Non-voting Members
20	Susan L. Gun Trust UAD 6/26/00 3000 Shadydale Lane West Bloomfield, MI 48323	0.1389%	Class A Non-voting Members
21	Paul E. Hodges III 5939 Trillium Court Orchard Lake, MI 48323	0.5556%	Class A Non-voting Members
22	Horowitz Investments, LLC 30600 Northwestern Hwy., Suite 430 Farmington Hills, MI 48334	3.3334%	Class A Non-voting Members
23	JPP Holdings, LLC 380 N. Old Woodward Suite 120 Birmingham, MI 48009	0.1389%	Class A Non-voting Members
24	David Kahan Rev. Trust dated 8/7/81 560 Kirts Blvd., Suite 100 Troy, MI 48084	0.5556%	Class A Non-voting Members
25	Norman D. Katz Trust UAD 4/18/85 401 S. Old Woodward, Suite 333 Birmingham, MI 48009-6612	0.2222%	Class A Non-voting Members
26	Richard A. & Andrea Katz 11421 Frances Green Drive N. Potomac, MD 20878	0.2222%	Class A Non-voting Members
	Stephen Katz & Audrey Fine		

Number	Registered Name of Holder of Security / Membership Interest	Number of Shares / Percent Ownership	Class of Shares, Kind of Interest
27	2119 Second Avenue, West Seattle, WA 98119	0.2222%	Class A Non-voting Members
28	Jane O. Kluckowski 495 E. Alexander Pam Road Boca Raton, FL 33432	0.5556%	Class A Non-voting Members
29	Kukes Second Tier Ltd. Pt. 200 E. Palmetto Park Rd., Apt. 817 Boca Raton, FL 33432-5630	0.5556%	Class A Non-voting Members
30	LauRyan Investment, LLC 27750 Stansbury, Suite 200 Farmington Hills, MI 48334	1.3889%	Class A Non-voting Members
31	Lawrence S. Lax 40900 Woodward Avenue, Suite 130 Bloomfield Hills, MI 48304	0.2778%	Class A Non-voting Members
32	Richard & Judee Lewis 2697 Cove Lane West Bloomfield, MI 48323	0.5556%	Class A Non-voting Members
33	Lyle Properties, LLC 401 S. Old Woodward Ave., Suite 300 Birmingham, MI 48009-6612	0.5556%	Class A Non-voting Members
34	Micjay, LLC 27750 Stansbury, Suite 200 Farmington Hills, MI 48334	1.3889%	Class A Non-voting Members
35	Beth Bernstein & Jason Miller 655 N. Glenhurst Drive Birmingham, MI 48009	0.2778%	Class A Non-voting Members
36	Nosan Family, LLC 30600 Northwestern Hwy., Suite 400 Farmington Hills, MI 48334	0.8334%	Class A Non-voting Members
37	Terry J. Nosan Trust UAD 1/15/93 30600 Northwestern Hwy., Suite 400 Farmington Hills, MI 48334	2.5000%	Class A Non-voting Members
38	Obron Family I, LLC 7464 Duval Drive Bloomfield Hills, MI 48301	0.5556%	Class A Non-voting Members
39	David K. Page 2290 First National Building 600 Woodward Avenue Detroit, MI 48226	0.2778%	Class A Non-voting Members
40	Sarah L. Page Irrevocable Trust UAD 7/13/03 2290 First National Building 600 Woodward Avenue Detroit, MI 48226	0.2778%	Class A Non-voting Members
41	Rosen Family Investment Co., LLC 3729 Durham Court Bloomfield Hills, MI 48302	0.5556%	Class A Non-voting Members
42	Schostak Family Investments 17800 Laurel Park Drive North, Suite 200C Livonia, MI 48152	1.1111%	Class A Non-voting Members

Number	Registered Name of Holder of Security / Membership Interest	Number of Shares / Percent Ownership	Class of Shares, Kind of Interest
43	The Schram Family 2007 Biofuel, LLC 2600 Cove Lane West Bloomfield, MI 48323	1.6667%	Class A Non-voting Members
44	The Judith R. Schram Rev. Living Trust UAD 6/1/95 2600 Cove Lane West Bloomfield, MI 48323	1.6667%	Class A Non-voting Members
45	Sam Shamie Trust 26111 W. 14 Mile Road, Suite LL-4 Franklin, MI 48025	1.3889%	Class A Non-voting Members
46	Eugene Sherizen 10651 Northend Avenue Ferndale, MI 48220	0.1389%	Class A Non-voting Members
47	Henry Shevitz Trust UAD 5/3/77 2295 Cameo Lake Ct. Bloomfield Hills, MI 48302	1.1111%	Class A Non-voting Members
48	Jan A. Silverman Trust UAD 2/20/04 12108 Inavale Place Los Angeles, CA 90049	0.5556%	Class A Non-voting Members
49	David J. Sparrow Family Trust 401 S. Old Woodward, Suite 333 Birmingham, MI 48009	0.5556%	Class A Non-voting Members
50	Jeffery L. Tamaroff Rev. Trust dated 6/9/84 7029 Falcon Ct. West Bloomfield, MI 48322	0.5556%	Class A Non-voting Members
51	Harry Topper Rev. trust UAD 11/16/90 29538 Kings Pointe Ct. Farmington Hills, MI 48331	0.5556%	Class A Non-voting Members
52	Grant R. Trigger 40900 Woodward, Suite 130 Bloomfield Hills, MI 48304	0.2778%	Class A Non-voting Members
53	David R. Victor Rev. Trust UAD 3/29/00 401 S. Old Woodward Suite 333 Birmingham, MI 48009	0.5556%	Class A Non-voting Members



Number	Registered Name of Holder of Security / Membership Interest	Number of Shares / Percent Ownership	Class of Shares, Kind of Interest
54	Steven I. Victor Rev. Trust UAD 6/26/84 401 S. Old Woodward Suite 333 Birmingham, MI 48009	2.7778%	Class A Non-voting Members
55	Stephen A. & Elizabeth L. Wood 29820 Deer Run Farmington Hills, MI 48331	1.1111%	Class A Non-voting Members
56	Ronald G. & Suzanne R. Zack 119 Linda Knoll Bloomfield Hills, MI 48304	1.1111%	Class A Non-voting Members

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

I, Terry J. Nosan, the Authorized Manager of the corporation/company named as debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that they are true and correct to the best of my knowledge, information, and belief.

Date: May 23, 2011

BIOFUEL INDUSTRIES GROUP, LLC  
 Signature: /s/ Terry J. Nosan  
 Name: Terry J. Nosan  
 Title: Authorized Manager

UNITED STATES BANKRUPTCY COURT  
 EASTERN DISTRICT OF MICHIGAN  
 SOUTHERN DIVISION

-----x  
 In re: )  
 )  
**BIOFUEL INDUSTRIES GROUP, LLC,** ) Chapter 11  
 ) Case No. 11-\_\_\_\_\_  
 ) Hon. \_\_\_\_\_  
 Debtor. )  
 -----x

**STATEMENT OF ATTORNEYS FOR DEBTOR(S)  
 PURSUANT TO FED.R.BANKR. P. 2016(b)**

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The undersigned, pursuant to F.R.Bank.P. 2016(b), states that:

1. The undersigned is the attorney for the Debtor(s) in this case.
2. The compensation paid or agreed to be paid by the Debtor(s) to the undersigned is:

FLAT FEE

- A. For legal services rendered in contemplation of and in connection with this case exclusive of the filing fee paid..... \_\_\_\_\_
- B. Prior to filing this statement, received..... \_\_\_\_\_
- C. The unpaid balance due and payable is..... \_\_\_\_\_

RETAINER

- A. Amount of retainer received.....\$0.00<sup>1</sup>

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<sup>1</sup> As of May 15, 2011, Carson Fischer has outstanding invoices for services rendered to the Debtor totaling approximately \$16,000. Such amounts will be paid to Carson Fischer by one or more of Terry J. Nosan, Bradley J. Schram, and/or Michael P. Horowitz, or entities owned directly or indirectly by them (the "Insider Funders"). In addition, Carson Fischer anticipates receiving additional payments from the Insider Funders for services to be rendered to the Debtor in connection with the preparation, filing or prosecution of this Chapter 11 Case. Messrs. Nosan, Schram and Horowitz indirectly own interests in the Debtor, including indirect ownership and control of the sole voting member of the Debtor. Any amounts funded by the Insider Funders that are not used to fund Debtor's professionals in connection with the Chapter 11 Case will remain property of the Insider Funders and will be returned to the Insider Funders.

- B. The undersigned shall bill against the retainer at an hourly rate of \$\*See Exhibit 1 attached hereto. Debtors have agreed to pay all Court approved fees and expenses exceeding the amount of the retainer.
3. \$0.00 of the filing fee has been paid by the Debtor.
4. In return for the above-disclosed fee, I have agreed to render legal service with respect to the bankruptcy case, including:
- A. Analysis of the debtor's financial situation, and rendering advice to the debtors in determining whether to file a petition in bankruptcy;
  - B. Preparation and filing of any petition schedules, statement of affairs and plan which may be required;
  - C. Representations of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof (if appropriate);
  - D. Representation of the debtor in adversary proceedings and other contested Bankruptcy matters (if appropriate); and
  - E. Other: \_\_\_\_\_


By agreement with the Debtor, the above-disclosed fee does not include the following services: N/A

The source of payments to the undersigned was from:


- A. \_\_\_ Debtor(s)' earnings, wages, compensation for services performed
- B. X Other (describe, including the identity of payor) See Footnote 1 Above

The undersigned has not shared or agreed to share, with any other person, other than with members of the undersigned's law firm or corporation, and compensation paid or to be paid except as follows: N/A

Dated: May 23, 2011

  
/s/ Christopher A. Grosman  
Robert A. Weisberg (P26698)  
Christopher A. Grosman (P58693)  
**CARSON FISCHER, P.L.C.**  
4111 Andover Road  
West - Second Floor  
Bloomfield Hills, Michigan 48302  
Telephone: (248) 644-4840  
Facsimile: (248) 644-1832  
E-mail: RWeisberg@CarsonFischer.com  
CGrosman@CarsonFischer.com

Agreed: May 23, 2010

  
/s/ Terry J. Nosan  
Debtor: BIOFUEL INDUSTRIES GROUP, LLC  
By: Terry J. Nosan  
Its: Authorized Manager

**EXHIBIT 1  
SCHEDULE OF HOURLY RATES**

<u>Title</u>	<u>Hourly Rate</u>
Partners:	\$350.00 - \$595.00
Associates:	\$175.00 - \$345.00
Law Clerks:	\$110.00
Legal Assistants:	\$125.00

\*All rates are subject to change. Rate changes, if any, may be due to a combination of inflation and the increased experience levels of the individual professionals.

**UNANIMOUS WRITTEN CONSENT OF THE SOLE CLASS B MEMBER(S) OF  
BIOFUEL INDUSTRIES GROUP, LLC**

The undersigned, being the sole Class B Voting Member (the "Member") of BIOFUEL INDUSTRIES GROUP, LLC, a Michigan limited liability company (the "Company"), hereby waives all notice of time, place or purpose of a meeting and consents to, approves and adopts the following resolutions:

WHEREAS, the Member has considered the financial and operational aspects of the Company's business;

WHEREAS, the Member has reviewed the historical performance of the Company, the market for the Company's products and services, and the current and long-term liabilities of the Company;

WHEREAS, the Company is faced with a short-term cash crisis and there being no immediate prospect for the Company to obtain additional funding in a timely fashion, and without immediate funding significant and possibly irreparable damage will result to the value of the Company and its assets;

NOW, THEREFORE, BE IT RESOLVED THAT, in the judgment of the Member, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that a voluntary petition be filed by the Company under the provisions of Chapter 11, Title 11 of United States Code in the Eastern District of Michigan;

BE IT FURTHER RESOLVED: That Terry J. Nosan (the "Authorized Manager") be, and he hereby is, authorized and directed to employ (and does hereby ratify the employment of) the law firm of Carson Fischer, P.L.C. as general bankruptcy counsel to the Company to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including filings and pleadings, and in connection therewith, the Authorized Manager of the Company is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Carson Fischer, P.L.C.;

BE IT FURTHER RESOLVED: That the Authorized Manager be, and he hereby is, authorized and directed to negotiate, execute and deliver a debtor-in-possession loan facility and/or cash collateral arrangement (including, in connection therewith, such notes, security agreements and other agreements or instruments as such Authorized Manager executing the same may consider necessary, proper or desirable), including, but not limited to, the granting of superpriority administrative claims and priming

liens, such determination to be conclusively evidenced by such execution or the taking of such action, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company;

BE IT FURTHER RESOLVED: That Authorized Manager be, and he hereby is, authorized and empowered for, in the name of, and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and/or file any and all such instruments, documents or pleadings as each, in his discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions including, but not limited to, the filing of appropriate "First Day Motions" in connection with the commencement of the chapter 11 bankruptcy case;

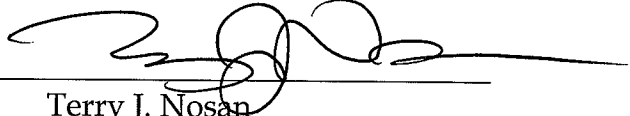
BE IT FURTHER RESOLVED: That the Authorized Manager be, and he hereby is, authorized and directed to negotiate, execute and deliver an asset purchase agreement, for the sale of substantially all of the assets of the Company, and any and all related or necessary documents, and to seek bankruptcy court approval of, and consummate the transactions contemplated by such agreements or instruments on behalf of the Company;

BE IT FURTHER RESOLVED: That all of the acts and transactions, relating to matters contemplated by the foregoing resolutions, of any officer, management, and/or manager of the Company, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified;


IN WITNESS WHEREOF, the undersigned has executed this unanimous written consent as of the \_\_\_ day of April, 2011. The parties executing this resolution represent and warrant that they have all full corporate power and authority, and have obtained all necessary consents and/or approvals, to execute this resolution.

**NEXTFUELS, LLC,**  
**a Michigan limited liability company,**

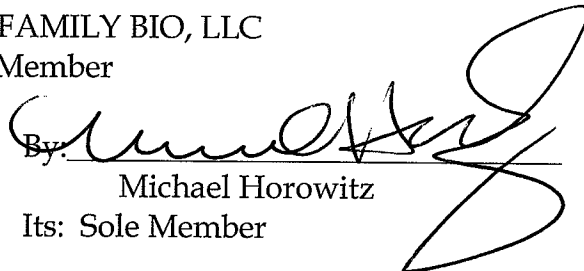
By: LONGITUDE ENERGY SERVICES, LLC  
Its: Member

By:   
Terry J. Nosan  
Its: Sole Member

By: LATITUDE ENERGY SERVICES, LLC  
Its: Member

By:   
Bradley J. Schram  
Its: Sole Member

By: FAMILY BIO, LLC  
Its: Member

By:   
Michael Horowitz  
Its: Sole Member

BEING ALL THE MEMBERS OF NEXTFUELS, LLC