

Fill in this information to identify your case:

United States Bankruptcy Court for the:

WESTERN DISTRICT OF WASHINGTON

Case number (if known) _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Whole Energy Fuels Corporation

2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 20-3444744

4. Debtor's address

Principal place of business	Mailing address, if different from principal place of business
<u>2905 Newmarket ST, STE 101-204</u> Arlington, WA 98223 Number, Street, City, State & ZIP Code	_____ P.O. Box, Number, Street, City, State & ZIP Code
<u>Snohomish</u> County	Location of principal assets, if different from principal place of business <u>20 Alder Lane Mount Vernon, WA 98273</u> Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.whole-energy.com

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3241

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No.
- Yes.

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes.

List all cases. If more than 1, attach a separate list

Debtor _____	Relationship _____
District _____	When _____ Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, 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.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

No

Yes. Insurance agency _____

Contact name _____

Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

Funds will be available for distribution to unsecured creditors.

After any administrative expenses are paid, no funds will be available to unsecured creditors.

14. Estimated number of creditors

1-49

50-99

100-199

200-999

1,000-5,000

5001-10,000

10,001-25,000

25,001-50,000

50,001-100,000

More than 100,000

15. Estimated Assets

\$0 - \$50,000

\$50,001 - \$100,000

\$100,001 - \$500,000

\$500,001 - \$1 million

\$1,000,001 - \$10 million

\$10,000,001 - \$50 million

\$50,000,001 - \$100 million

\$100,000,001 - \$500 million

\$500,000,001 - \$1 billion

\$1,000,000,001 - \$10 billion

\$10,000,000,001 - \$50 billion

More than \$50 billion

16. Estimated liabilities

\$0 - \$50,000

\$50,001 - \$100,000

\$100,001 - \$500,000

\$500,001 - \$1 million

\$1,000,001 - \$10 million

\$10,000,001 - \$50 million

\$50,000,001 - \$100 million

\$100,000,001 - \$500 million

\$500,000,001 - \$1 billion

\$1,000,000,001 - \$10 billion

\$10,000,000,001 - \$50 billion

More than \$50 billion

Debtor **Whole Energy Fuels Corporation**
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
I have been authorized to file this petition on behalf of the debtor.
I have examined the information in this petition and have a reasonable belief that the information is true and correct.
I declare under penalty of perjury that the foregoing is true and correct.
Executed on **March 1, 2018**
MM / DD / YYYY

X /s/ Atul Deshmane
Signature of authorized representative of debtor
Title **Principal**

Atul Deshmane
Printed name

18. Signature of attorney

X /s/ John R. Rizzardi
Signature of attorney for debtor

Date **March 1, 2018**
MM / DD / YYYY

John R. Rizzardi
Printed name

Cairncross & Hempelmann, P.S.
Firm name

**524 Second Avenue
Suite 500
Seattle, WA 98104**
Number, Street, City, State & ZIP Code

Contact phone **206-587-0700** Email address _____

WSBA No. 9388 WA
Bar number and State

**CERTIFICATE OF ADOPTION
OF CORPORATE RESOLUTION**

I, Atul Deshmane, declare under penalty of perjury that I am the President of Whole Energy Fuels Corporation, a Washington corporation, (the "Corporation") and that on February 28, 2018, the following resolution was duly adopted by the Board of Directors of this Corporation.

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

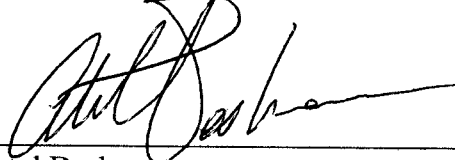
Be It Therefore Resolved, that Atul Deshmane, President of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that Atul Deshmane, President of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that Atul Deshmane, President of this Corporation, is authorized and directed to employ John R. Rizzardi, attorney, and the law firm of Cairncross Hempelmann to represent the Corporation in such bankruptcy case."

DATED this 28 day of February, 2018.

WHOLE ENERGY FUELS CORPORATION



Atul Deshmane
President

Fill in this information to identify the case:

Debtor name Whole Energy Fuels Corporation
 United States Bankruptcy Court for the: WESTERN DISTRICT OF WASHINGTON
 Case number (if known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders 12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Act Fuels, Inc. ACT Commodities 437 Madison Ave #19C New York, NY 10022			Disputed			\$234,025.00
Addican c/o Cana-Add Inc. 1200 McGill College AVE STE 1100 Montreal, Quebec H3B 4G7, CA			Disputed			\$143,162.00
BP West Coast Products, LLC BP America 2815 Indianapolis Blvd East Chicago, IN 46312						\$60,000.00
Cole Industrial 5924 2003rd St SW Lynnwood, WA 98036						\$58,607.00
United Fuels / Washakie 3950 S 700 E, STE #202 Salt Lake City, UT 84107			Disputed			\$40,000.00
Mt Vernon Terminal Railway LLC Riverside Dr Mt Vernon, WA 98273			Disputed			\$30,000.00

Debtor **Whole Energy Fuels Corporation**
Name _____

Case number (if known) _____

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
Golden Gate Petroleum 1340 Arnold DR #231 Martinez, CA 94553						\$30,000.00
Bank of America POB 982238 El Paso, TX 79998-2238		Credit card purchases				\$27,000.00
Oregon Oils 2515 NW 28th AVE Portland, OR 97210						\$0.00
Trinity Industrial Leasing 525 N Stemmons FWY Dallas, TX 75207						\$0.00
Venoil LLC 9390 S March's PT RD Anacortes, WA 98221						\$0.00

ACT FUELS, INC.
ACT COMMODITIES
437 MADISON AVE #19C
NEW YORK, NY 10022

ADDICAN
C/O CANA-ADD INC.
1200 MCGILL COLLEGE AVE
STE 1100
MONTREAL, QUEBEC H3B 4G7, CA

ADDICAN
1501 BROADWAY, 12TH FLOOR
NEW YORK, NY 10036

BANK OF AMERICA
POB 982238
EL PASO, TX 79998-2238

BP WEST COAST PRODUCTS, LLC
BP AMERICA
2815 INDIANAPOLIS BLVD
EAST CHICAGO, IN 46312

BP WEST COAST PRODUCTS, LLC
6 CNERPOINTE DR
LA PALMA, CA 90623

BP WEST COAST PRODUCTS, LLC
501 WESTLAKE BLVD
MC WL1 03 680A
HOUSTON, TX 77079

CA BOARD OF EQUALIZATION
1415 LOUSIANA ST, STE 1500
HOUSTON, TX 77002

COLE INDUSTRIAL
5924 2003RD ST SW
LYNNWOOD, WA 98036

DALE PIPER US LLP (NEW YORK)
ATTN: STANLEY MCDERMOTT, III
1251 AVENUE OF THE AMERICAS
NEW YORK, NY 10020

FOX ROTHSCHILD LLP
ATTN: WENDY E. LYON
1001 FOURTH AVE, STE 4500
SEATTLE, WA 98154

GOLDEN GATE PETROLEUM
1340 ARNOLD DR #231
MARTINEZ, CA 94553

KIRKLAND & ELLIS LLP
ATTN: BARACK S. ECHOLS
300 N LASALLE
CHICAGO, IL 60654

LOEFFLER LAW GROUP PLLC
ATTN: EVAN L. LOEFFLER
500 UNION ST, STE 1025
SEATTLE, WA 98101

MOUNT VERNON TERMINAL RAILWAY
PB 216
CLEARLAKE, WA 98235-0216

MT VERNON TERMINAL RAILWAY LLC
RIVERSIDE DR
MT VERNON, WA 98273

OREGON OILS
2515 NW 28TH AVE
PORTLAND, OR 97210

TRINITY INDUSTRIAL LEASING
525 N STEMMONS FWY
DALLAS, TX 75207

UNITED FUELS / WASHAKIE
3950 S 700 E, STE #202
SALT LAKE CITY, UT 84107

VENOIL LLC
9390 S MARCH'S PT RD
ANACORTES, WA 98221

WA DEPARTMENT OF L&I - INSURANCE
7273 LINDERSON WAY SW
TUMWATER, WA 98501

WA DEPT OF COMMERCE
STATE ENERGY OFFICE
POB 42525
OLYMPIA, WA 98504-2525

WA DEPT OF REVENUE - TAXES
1904 HUMBOLDT ST # A
BELLINGHAM, WA 98225

**United States Bankruptcy Court
Western District of Washington**

In re **Whole Energy Fuels Corporation**

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 **Whole Energy Fuels Corporation** 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:

None [*Check if applicable*]

March 1, 2018

Date

/s/ John R. Rizzardi

John R. Rizzardi

Signature of Attorney or Litigant

Counsel for **Whole Energy Fuels Corporation**

Cairncross & Hempelmann, P.S.

524 Second Avenue

Suite 500

Seattle, WA 98104

206-587-0700 Fax:206-587-2308