

United States Bankruptcy Court Eastern District of Wisconsin				Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): SupplementWarehouse.com 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)/Complete EIN (if more than one, state all) 39-1956703			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): 2440 Corporate Preserve Drive Suite 100 Oak Creek, WI			Street Address of Joint Debtor (No. and Street, City, and State):		
ZIP Code 53154			ZIP Code		
County of Residence or of the Principal Place of Business: Milwaukee			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):					
Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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	
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) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurd by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.	
Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors Check one box: <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). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).			
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input 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"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					
Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion					

Voluntary Petition

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

Name of Debtor(s):

SupplementWarehouse.com 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 with 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):

SupplementWarehouse.com 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)

1/24/2015

Date

Signature of Attorney*

X /s/ Forrest B. Lammiman
Signature of Attorney for Debtor(s)

Forrest B. Lammiman
Printed Name of Attorney for Debtor(s)

Meltzer Purtill & Stelle LLC
Firm Name

300 S. Wacker Drive
Suite 3500
Chicago, IL 60606

Address

Email: flammiman@mpslaw.com

312-987-9900 Fax: 312-987-9854

Telephone Number

1/24/2015

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/ Robert J. Lauby
Signature of Authorized Individual

Robert J. Lauby
Printed Name of Authorized Individual

CEO
Title of Authorized Individual

1/24/2015

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.

**CERTIFICATE OF CORPORATE AUTHORIZATION
TO THE CHAPTER 11 FILING OF THE COMPANY**

The undersigned hereby certifies as of January 22, 2015 that he is the qualified and acting Chief Executive Officer of SupplementWarehouse.com Inc., a Wisconsin corporation (the "Company"), and further certifies as follows:

R E C I T A L S

WHEREAS, the undersigned has considered the financial and operational aspects of the Company's business and has determined that it is desirable and in the best interest of the Company and its creditors that the Company file a Petition under Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") seeking the bankruptcy protections and relief provided therein;

NOW THEREFORE, IT IS HEREBY RESOLVED, that the Company cause a Petition in the name of the Company under Chapter 11 of the Bankruptcy Code to be filed in the United States Bankruptcy Court for the Eastern District of Wisconsin, and that Robert Lauby (the "Authorized Signatory") be, and hereby is, authorized and directed on behalf of the Company to execute and verify a Petition in the name of the Company, in such form and at such time as the Authorized Signatory executing the Petition on behalf of the Company shall determine;

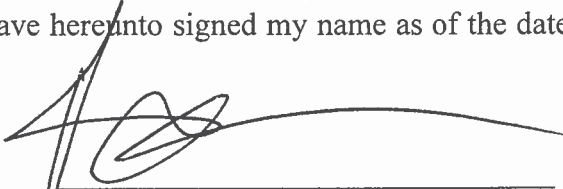
FURTHER RESOLVED, that the Authorized Signatory be, and hereby is, authorized to execute and file, or cause to be executed and filed, any and all documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings, and other papers, as in their judgment shall be necessary, appropriate, or advisable in connection with the Chapter 11 case commenced by the filing of the Petition (the "Chapter 11 Case");

FURTHER RESOLVED, that the law firm of Meltzer, Purtill & Stelle LLC be, and hereby is, employed and retained as counsel to the Company in the Chapter 11 Case;

FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred herein, the Authorized Signatory is authorized, in the name and on behalf of the Company, to (i) take, or cause to be taken, any and all further action, (ii) execute and deliver, or cause to be executed and delivered, any and all further agreements, consents, resolutions, certificates, documents, and other papers, (iii) retain professionals and advisors to the Company and incur all further fees and expenses, as in the Authorized Signatory's judgment shall be necessary, appropriate, or advisable to effectuate fully the purpose and intent of any and all of the foregoing resolutions, and (iv) take all actions necessary and appropriate to conduct the Chapter 11 Case; and

FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken by the Company or the Authorized Signatory to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 Case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

IN WITNESS WHEREOF, I have hereunto signed my name as of the date first written above.



Robert Lauby, Chief Executive Officer

United States Bankruptcy Court
Eastern District of Wisconsin

In re SupplementWarehouse.com Inc.

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) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
American Express P.O. Box 981534 El Paso, TX 79998	American Express P.O. Box 981534 El Paso, TX 79998			509,545.24
Dymatize Enterprises, LLC 13737 N. Stemmons Freeway Farmers Branch, TX 75234	Dymatize Enterprises, LLC 13737 N. Stemmons Freeway Farmers Branch, TX 75234			52,679.02
Europa Sports 11401 Granite St. Charlotte, NC 28273	Europa Sports 11401 Granite St. Charlotte, NC 28273			1,058,994.93
FedEx Billing Online P.O. Box 371599 Pittsburgh, PA 15250-7599	FedEx Billing Online P.O. Box 371599 Pittsburgh, PA 15250-7599			189,113.88
Gaspari Nutrition 575 Prospect St. Suite 230 Lakewood, NJ 08701	Gaspari Nutrition 575 Prospect St. Suite 230 Lakewood, NJ 08701			26,115.35
GNC Franchising LLC 88047 Expedite Way Chicago, IL 60695-0001	GNC Franchising LLC 88047 Expedite Way Chicago, IL 60695-0001			124,449.54
Google Dept. 33654 P.O. Box 39000 San Francisco, CA 94139	Google Dept. 33654 P.O. Box 39000 San Francisco, CA 94139			110,653.60
Lone Star Distribution 4000 Royal Dr., Ste 200 Kennesaw, GA 30144	Lone Star Distribution 4000 Royal Dr., Ste 200 Kennesaw, GA 30144			142,500.00
LSOP WI, LLC 768 N. Bethlehem Pike, Ste 2 Lower Gwynedd, PA 19002	LSOP WI, LLC 768 N. Bethlehem Pike, Ste 2 Lower Gwynedd, PA 19002			182,956.96
Muscle Foods USA, LLC P.O. Box 62808 Baltimore, MD 21264-2808	Muscle Foods USA, LLC P.O. Box 62808 Baltimore, MD 21264-2808			450,396.28
Park Avenue Fitness 2351 155th St. Muscatine, IA 52761	Park Avenue Fitness 2351 155th St. Muscatine, IA 52761			752,407.00

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

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <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>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Purchase Power P.O. Box 371874 Pittsburgh, PA 15250-7874	Purchase Power P.O. Box 371874 Pittsburgh, PA 15250-7874			108,072.72
Samson Distributing 2309 A Street Santa Maria, CA 93455	Samson Distributing 2309 A Street Santa Maria, CA 93455			26,376.00
SPEE-DEE Deliver Service Inc. P.O. Box 1417 Saint Cloud, MN 56302-1417	SPEE-DEE Deliver Service Inc. P.O. Box 1417 Saint Cloud, MN 56302-1417			24,333.69
Threshold Enterprises Ltd. P.O. Box 732154 Dallas, TX 75373-2154	Threshold Enterprises Ltd. P.O. Box 732154 Dallas, TX 75373-2154			25,899.40
UK Enterprises Attn: Jason Dhir 7652 Sawmill Rd, Suite 285 Dublin, OH 43016	UK Enterprises Attn: Jason Dhir 7652 Sawmill Rd, Suite 285 Dublin, OH 43016			75,078.26
Universal Nutrition 3 Terminal Rd. New Brunswick, NJ 08901	Universal Nutrition 3 Terminal Rd. New Brunswick, NJ 08901			84,884.64
US Bank P.O. Box 790428 Saint Louis, MO 63179-0428	US Bank P.O. Box 790428 Saint Louis, MO 63179-0428			330,708.08
World Health Products 578 Pepper St. Monroe, CT 06468	World Health Products 578 Pepper St. Monroe, CT 06468			26,064.00
Yahoo Inc. P.O. Box 89-4147 Los Angeles, CA 90189-4147	Yahoo Inc. P.O. Box 89-4147 Los Angeles, CA 90189-4147			73,991.26

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

I, the CEO 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 1/24/2015

Signature /s/ Robert J. Lauby
Robert J. Lauby
CEO

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.