

UNITED STATES BANKRUPTCY COURT District of Connecticut		Document Page 1 of 23		VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>O.W. Bunker USA Inc.</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):			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): <b>99-0373556</b>			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):		
Street Address of Debtor (No. and Street, City, and State): <b>2603 Augusta Drive, Suite 440 Houston, TX</b> <div style="text-align: right;">ZIP CODE <b>77057</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Harris</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> 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.)		<b>Nature of Business</b> (Check <b>one</b> 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		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <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                         </div> <div> <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                         </div> </div>	
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:		<b>Tax-Exempt Entity</b> (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).		<b>Nature of Debts</b> (Check <b>one</b> box.)  <div style="display: flex; justify-content: space-between;"> <div> <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."                         </div> <div> <input checked="" type="checkbox"/> Debts are primarily business debts.                         </div> </div>	
<b>Filing Fee</b> (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.			<b>Chapter 11 Debtors</b>  <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 \$2,490,925 ( <i>amount subject to adjustment on 4/01/16 and every three years thereafter</i> ). ----- <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>  <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
<b>Estimated Number of Creditors</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> 1-49</div> <div><input type="checkbox"/> 50-99</div> <div><input type="checkbox"/> 100-199</div> <div><input checked="" type="checkbox"/> 200-999</div> <div><input type="checkbox"/> 1,000-5,000</div> <div><input type="checkbox"/> 5,001-10,000</div> <div><input type="checkbox"/> 10,001-25,000</div> <div><input type="checkbox"/> 25,001-50,000</div> <div><input type="checkbox"/> 50,001-100,000</div> <div><input type="checkbox"/> Over 100,000</div> </div>					
<b>Estimated Assets</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input checked="" type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>					
<b>Estimated Liabilities</b> <div style="display: flex; justify-content: space-between;"> <div><input type="checkbox"/> \$0 to \$50,000</div> <div><input type="checkbox"/> \$50,001 to \$100,000</div> <div><input type="checkbox"/> \$100,001 to \$500,000</div> <div><input type="checkbox"/> \$500,001 to \$1 million</div> <div><input type="checkbox"/> \$1,000,001 to \$10 million</div> <div><input type="checkbox"/> \$10,000,001 to \$50 million</div> <div><input checked="" type="checkbox"/> \$50,000,001 to \$100 million</div> <div><input type="checkbox"/> \$100,000,001 to \$500 million</div> <div><input type="checkbox"/> \$500,000,001 to \$1 billion</div> <div><input type="checkbox"/> More than \$1 billion</div> </div>					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Document</b>		Page 2 of 23 O.W. Bunker USA Inc.	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)					
Location Where Filed:		Case Number:		Date Filed:	
Location Where Filed:		Case Number:		Date Filed:	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)					
Name of Debtor: <div style="border: 1px solid black; padding: 2px; display: inline-block;">See attached Schedule 1</div>		Case Number:		Date Filed:	
District:		Relationship:		Judge:	
<div style="text-align: center;"><b>Exhibit A</b></div> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>			<div style="text-align: center;"><b>Exhibit B</b></div> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X _____                          Signature of Attorney for Debtor(s) (Date)</p>		
<div style="text-align: center;"><b>Exhibit C</b></div> <p>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?</p> <p><input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.</p> <p><input checked="" type="checkbox"/> No.</p>					
<div style="text-align: center;"><b>Exhibit D</b></div> <p>(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)</p> <p><input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition.</p> <p>If this is a joint petition:</p> <p><input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.</p>					
<div style="text-align: center;"><b>Information Regarding the Debtor - Venue</b></div> <p style="text-align: center;">(Check any applicable box.)</p> <p><input type="checkbox"/> 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.</p> <p><input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.</p> <p><input type="checkbox"/> 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.</p>					
<div style="text-align: center;"><b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b></div> <p style="text-align: center;">(Check all applicable boxes.)</p> <p><input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)</p> <div style="margin-left: 400px;">                         _____                          (Name of landlord that obtained judgment)                     </div> <div style="margin-left: 400px; margin-top: 20px;">                         _____                          (Address of landlord)                     </div> <p><input type="checkbox"/> 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</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).</p>					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		<b>Document</b> Page 3 of 23 O.W. Bunker USA Inc.	
<b>Signatures</b>			
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>[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.</p> <p>[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).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>		<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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.</p> <p>(Check only <b>one</b> box.)</p> <p><input type="checkbox"/> 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.</p> <p><input type="checkbox"/> 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.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>	
<p style="text-align: center;"><b>Signature of Attorney*</b></p> <p>X <u>/s/ Michael R. Enright</u> Signature of Attorney for Debtor(s) <u>Michael R. Enright, Esq.</u></p> <p>Printed Name of Attorney for Debtor(s) <u>Robinson &amp; Cole LLP</u></p> <p>Firm Name <u>280 Trumbull Street</u> <u>Hartford, CT 06103</u></p> <p>Address <u>(860) 275-8290</u></p> <p>Telephone Number <u>11/13/2014</u></p> <p>_____ Date</p> <p><small>*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.</small></p>		<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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.)</p> <p>_____ Address</p> <p>X _____ Signature</p> <p>_____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>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.</i></p>	
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X <u>/s/ Adrian Tolson</u> Signature of Authorized Individual <u>Adrian Tolson</u></p> <p>Printed Name of Authorized Individual <u>General Manager, O.W. Bunker North America Inc.</u></p> <p>Title of Authorized Individual <u>11/13/2014</u></p> <p>_____ Date</p>			

### **SCHEDULE 1**

The following list identifies all of the affiliated entities, including the Debtor filing this petition (collectively, the “Debtors”), that filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Connecticut, contemporaneously with the filing of this petition. The Debtors filed a motion requesting joint administration.

1. O.W. Bunker Holding North America Inc.
2. O.W. Bunker North America Inc.
3. O.W. Bunker USA Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF CONNECTICUT**

In re	:	Chapter 11
	:	
O.W. Bunker USA Inc., <sup>1</sup>	:	Case No. 14-_____
	:	
Debtor.	:	
	:	
	:	

**CERTIFICATION CONCERNING CONSOLIDATED LIST OF CREDITORS  
HOLDING TWENTY-ONE (21) LARGEST UNSECURED CLAIMS**

The above-captioned debtors and debtors-in-possession (the “Debtors”) hereby certify under penalty of perjury that the consolidated List of Creditors Holding the Twenty-One (21) Largest Unsecured Claims (the “Top 21 List”), submitted herewith, is complete, and to the best of the Debtor’s knowledge, correct and consistent with Debtors’ books and records.

The information contained herein is based upon a review of the Debtors’ books and records. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the consolidated Top 21 List have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

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

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<sup>1</sup> The last four digits of the Debtor’s taxpayer identification numbers is 3556. The Debtor’s address is 2603 Augusta Drive, Suite 440, Houston, TX 77057.

Executed this 13<sup>th</sup> day of November, 2014.

/s/ Adrian Tolson

By: Adrian Tolson

Title: General Manager of O.W. Bunker North  
America Inc.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF CONNECTICUT**

In re	:	Chapter 11
	:	
O.W. Bunker USA Inc., <sup>1</sup>	:	Case No. 14-_____
	:	
Debtor.	:	
	:	
	:	

**CONSOLIDATED LIST OF CREDITORS  
HOLDING TWENTY-ONE (21) LARGEST UNSECURED CLAIMS**

Following is the consolidated list of the above-captioned Debtors' creditors holding the 21 largest unsecured claims. The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. 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 21 largest claims. The information contained herein shall not constitute an admission of liability by, nor shall it be binding on, the Debtors. The information contained herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' rights to contest the validity, priority or amount of any claim.

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<sup>1</sup> The last four digits of the Debtor's taxpayer identification numbers is 3556. The Debtor's address is 2603 Augusta Drive, Suite 440, Houston, TX 77057.

	(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>
1.	NuStar Energy L.P. Corporate Headquarters Brad Barron President & CEO 19003 IH-10 West San Antonio, TX 78257 United States	NuStar Energy L.P. Corporate Headquarters Brad Barron President & CEO 19003 IH-10 West San Antonio, TX 78257 United States  Phone: (800) 866-9060; (210) 918-2000	Trade Debt	Disputed	\$20,572,025.20
2.	Phillips 66 Company Greg C. Garland Chairman and CEO 3010 Briarpark Drive Houston, TX 77042 United States	Phillips 66 Company Greg C. Garland Chairman and CEO 3010 Briarpark Drive Houston, TX 77042 United States  Phone: (281) 293-6600	Trade Debt	Disputed	\$12,883,429.45
3.	Tesoro Marine Services Suite 100, 3450 South 344th Way Auburn, WY 98001 United States	Tesoro Marine Services Suite 100, 3450 South 344th Way Auburn, WY 98001 United States  Phone: (253) 896-7200	Trade Debt	Disputed	\$2,203,408.45
4.	Bomin Bunker Oil Corporation Gene Owen President 333 Clay St. Suite 2400 Houston, TX 77002 United States	Bomin Bunker Oil Corporation Gene Owen President 333 Clay St. Suite 2400 Houston, TX 77002 United States  Phone: (713) 353-9516 Email: gowen@bominbunkers.com	Trade Debt	Disputed	\$1,350,867.01
5.	Global Companies LLC Brett McDonald and Jeff Mansfield 800 South Street Suite 200 Waltham, MA 02454 United States	Global Companies LLC Brett McDonald and Jeff Mansfield 800 South Street Suite 200 Waltham, MA 02454 United States  Phone: (781) 398-4290; (781) 398-4343 Fax: (781) 398-9080; (781) 398-2051	Trade Debt	Disputed	\$1,293,115.00



	(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>
6.	CEPSA (Panama) S.A. Pedro Miro Chief Executive Officer Dresdner Bank, Sixth Floor Calle 50 Panama City Panama	CEPSA (Panama) S.A. Pedro Miro Chief Executive Officer Dresdner Bank, Sixth Floor Calle 50 Panama City Panama  Phone: 00 507 214 9601 Fax: 00 507 214 8300 Email: bunker@cepsapanama.com	Trade Debt	Disputed	\$1,207,324.36
7.	PACRIM Petroleum Inc. Thomas W Pressler President 774 Mays Blvd., 10-325 Incline Village, NV 89451 United States	PACRIM Petroleum Inc. Thomas W Pressler President 774 Mays Blvd., 10-325 Incline Village, NV 89451 United States  Phone: 916-990-4007	Trade Debt	Disputed	\$1,204,366.03
8.	Martin Energy Services LLC Damon King / George Dodgen Chief Operating Officer / Sr. Vice President Three Riverway, Suite 400 Houston, TX 77056 United States	Martin Energy Services LLC Damon King / George Dodgen Chief Operating Officer / Sr. Vice President Three Riverway, Suite 400 Houston, TX 77056 United States  Phone: (713) 350-6831; (713) 350-6805	Trade Debt	Disputed	\$1,178,101.44
9.	Chevron Marine Products LLC George Pence 6001 Bollinger Canyon Road Bldg. L Third Floor San Ramon, CA 94583 United States	Chevron Marine Products LLC George Pence 6001 Bollinger Canyon Road Bldg. L Third Floor San Ramon, CA 94583 United States  Phone: (925) 842-3790 Email: gmpuswcal@chevron.com	Trade Debt	Disputed	\$1,100,928.03

	(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>
10.	O'Rourke Marine Services Dennis O'Rourke Chief Executive Officer 223 McCarty Street Houston, TX 77029 United States	O'Rourke Marine Services Dennis O'Rourke Chief Executive Officer 223 McCarty Street Houston, TX 77029 United States  Phone: (713) 672-4500 Fax: (713) 672-9425	Trade Debt	Disputed	\$1,089,294.04
11.	Demunno/Kerdoon Jim Ennis Chief Operating Officer 1300 S. Santa Fe Avenue Compton, CA 90221 United States	Demunno/Kerdoon Jim Ennis Chief Operating Officer 1300 S. Santa Fe Avenue Compton, CA 90221 United States  Phone: (310) 886-3400 Fax: (310) 639-2946	Trade Debt	Disputed	\$660,463.33
12.	Lunday-Thagard Company Austin Miller Chief Operating Officer 9302 Garfield Avenue South Gate, CA 90280-1519 United States	Lunday-Thagard Company Austin Miller Chief Operating Officer 9302 Garfield Avenue South Gate, CA 90280-1519 United States  Phone: (562) 928-7000 Fax: (562) 928-4032	Trade Debt	Disputed	\$658,480.21
13.	Westoil 910 SW Spokane St. Seattle, WA 98134 United States	Westoil 910 SW Spokane St. Seattle, WA 98134 United States  Phone: (206) 628-0021 Fax: (206) 628-0293	Trade Debt	Disputed	\$474,333.87
14.	VOPAK Kim Furrh and Michael Patton 2759 Independence Parkway South Deer Park, TX 77536 United States	VOPAK Kim Furrh and Michael Patton 2759 Independence Parkway South Deer Park, TX 77536 United States  Phone: (281) 604-6028; (281) 604-6107 Email: kim.furrh@vopak.com; michael.patton@vopak.com	Trade Debt	Disputed	\$380,680.00

	(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>
15.	Atlantic Gulf Bunkering John T. Canal Manager 110 Beauregard Street Suite 300 Mobile, AL 36602 United States	Atlantic Gulf Bunkering John T. Canal Manager 110 Beauregard Street Suite 300 Mobile, AL 36602 United States  Phone: (251) 253-3812	Trade Debt	Disputed	\$348,477.12
16.	Chemoil Corporation Thomas K. Reilly Chief Executive Officer Four Embarcadero Center 34th Floor San Francisco, CA 94111 United States	Chemoil Corporation Thomas K. Reilly Chief Executive Officer Four Embarcadero Center 34th Floor San Francisco, CA 94111 United States  Phone: (415) 268-2740 Fax: (415) 449-3695	Trade Debt	Disputed	\$341,978.31
17.	MIECO Masahiro Zack Yamazaki Chief Executive Officer Shoreline Square 301 East Ocean Blvd, Suite 1100 Long Beach, CA 90802 United States	MIECO Masahiro Zack Yamazaki Chief Executive Officer Shoreline Square 301 East Ocean Blvd, Suite 1100 Long Beach, CA 90802 United States  Phone: (973) 733-2771	Trade Debt	Disputed	\$296,137.84
18.	Harley Marine Harley Franco Chairman and CEO 910 SW Spokane St. Seattle, WA 98134 United States	Harley Marine Harley Franco Chairman and CEO 910 SW Spokane St. Seattle, WA 98134 United States  Phone: (310) 629-4948 Fax: (206) 628-0293	Trade Debt	Disputed	\$158,956.14

	(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>
19.	Marine Petrobulk Ltd. Tony Brewster General Manager Ten Pemberton Avenue N. Vancouver, BC V7P2R1 Canada	Marine Petrobulk Ltd. Tony Brewster General Manager Ten Pemberton Avenue N. Vancouver, BC V7P2R1 Canada  Phone: (604) 987-4415 Fax: (604) 987-3824	Trade Debt	Disputed	\$155,926.58
20.	Triton Energy of Panama Avenida Samuel Lewis Edificio Plaza Obarrio, Suite 109 P.O. Box 87-4777 Panama City Zona 7 Panama	Triton Energy of Panama Avenida Samuel Lewis Edificio Plaza Obarrio, Suite 109 P.O. Box 87-4777 Panama City Zona 7 Panama  Phone: (507) 264-6994 Fax: (507) 834-2675	Trade Debt	Disputed	\$150,432.67
21.	P.M.I. Trading Limited Fernanda Gallardo Panama, Calle Aquilino De la Guardia, Edificio Ocean Business Plaza piso 12 Panama	P.M.I. Trading Limited Fernanda Gallardo Panama, Calle Aquilino De la Guardia, Edificio Ocean Business Plaza piso 12 Panama  Phone: 52 (55) 19440154; (713) 567-0154	Trade Debt	Contingent, Unliquidated, & Disputed	Undetermined

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF CONNECTICUT**

In re	:	Chapter 11
	:	
O.W. Bunker USA Inc., <sup>1</sup>	:	Case No. 14-_____
	:	
Debtor.	:	
	:	
	:	
	:	

**CERTIFICATION CONCERNING CONSOLIDATED LIST OF ALL CREDITORS**

The above-captioned debtors and debtors-in-possession (the “Debtors”) hereby certify under penalty of perjury that the List of All Creditors, submitted herewith, formatted in portable document format, containing the consolidated list of creditors of the Debtors, is complete and to the best of the Debtor’s knowledge, correct and consistent with Debtors’ books and records. The information contained herein is based upon a review of the Debtors’ books and records.

However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the List of All Creditors have been completed. Therefore, the listing does not and should not be deemed to constitute: (1) waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

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

Executed this 13<sup>th</sup> day of November, 2014.

/s/ Adrian Tolson  
By: Adrian Tolson  
Title: General Manager of O.W. Bunker North  
America Inc.

<sup>1</sup> The last four digits of the Debtor’s taxpayer identification numbers is 3556. The Debtor’s address is 2603 Augusta Drive, Suite 440, Houston, TX 77057.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF CONNECTICUT**

In re	:	Chapter 11
	:	
O.W. Bunker USA Inc., <sup>1</sup>	:	Case No. 14-_____
	:	
Debtor.	:	
	:	
	:	
	:	

**CORPORATE OWNERSHIP STATEMENT PURSUANT  
TO BANKRUPTCY RULE 7007.1**

Pursuant to Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, the following is a corporation, other than a governmental unit, that directly or indirectly owns 10% or more of any class of the equity interests of O.W. Bunker USA Inc., a Texas corporation and the Debtor in this case:

<u>Name</u>	<u>Address</u>	<u>% Equity Interest</u>
O.W. Bunker Holding North America Inc.	281 Tresser Blvd. Two Stamford Plaza, 15th Floor Stamford, CT 06901	100%

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<sup>1</sup> The last four digits of the Debtor's taxpayer identification numbers is 3556. The Debtor's address is 2603 Augusta Drive, Suite 440, Houston, TX 77057.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF CONNECTICUT**

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In re	:	Chapter 11
	:	
O.W. Bunker USA Inc., <sup>1</sup>	:	Case No. 14-_____
	:	
Debtor.	:	
	:	
	:	

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**CERTIFICATION CONCERNING CORPORATE OWNERSHIP STATEMENT  
PURSUANT TO BANKRUPTCY RULE 7007.1**

The above-captioned debtor and debtor-in-possession (the “Debtor”) hereby certifies under penalty of perjury that the Corporate Ownership Statement submitted herewith is complete and to the best of the Debtor’s knowledge, correct and consistent with Debtor’s books and records.

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

Executed this 13<sup>th</sup> day of November, 2014.

/s/ Adrian Tolson  
By: Adrian Tolson  
Title: General Manager of O.W. Bunker North America Inc.

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<sup>1</sup> The last four digits of the Debtor’s taxpayer identification numbers is 3556. The Debtor’s address is 2603 Augusta Drive, Suite 440, Houston, TX 77057.

**JOINT RESOLUTION  
OF  
THE BOARDS OF DIRECTORS  
OF  
O.W. BUNKER HOLDING NORTH AMERICA INC.  
O.W. BUNKER NORTH AMERICA INC., AND  
O.W. BUNKER USA INC.**

November 10, 2014

The respective boards of directors (collectively the "Boards" or each individually, the "Board") of O.W. Bunker Holding North America Inc., O.W. Bunker North America Inc., and O.W. Bunker USA Inc. (collectively the "Companies" or each individually, the "Company") hereby resolve, pursuant to the provisions of applicable law and their respective bylaws, to the taking of the actions described herein, the adoption of the resolutions herein, and the filing of this Joint Resolution with the respective minutes of the Companies.

**WHEREAS**, on Monday, November 10, 2014 at 11:00 a.m. (EST), the Boards held a joint special meeting in accordance with the notice, attached hereto as **Exhibit A**, and no objections as to the form or contents of the notice were made;

**WHEREAS**, the Boards received a letter dated November 7, 2014 (the "Restructuring Notice") from O.W. Bunker & Trading A/S and O.W. Supply & Trading A/S, the parent entities of the Companies, ("OW Parents") advising the Boards that the OW Parents are entering restructuring proceedings pursuant to the Danish Bankruptcy;

**WHEREAS**, with input from professional counsel, the Boards discussed the Restructuring Notice and its ramifications for the Companies and determined it to be in the best interest of each Company and their respective creditors, stockholders and other interested parties for the Companies to enter into restructuring proceedings;

**WHEREAS**, the Boards further determined it to be in the best interest of each Company and their respective creditors, stockholders and other interested parties to seek joint legal counsel and financial advisors; and

**WHEREAS**, the Boards also determined it to be in the best interest of each Company to appoint an assistant secretary as permitted by their respective bylaws to facilitate actions going forward.

**NOW, THEREFORE BE IT:**

**RESOLVED**, that the Boards hereby ratify and confirm the calling of the special meeting; and it is further



**RESOLVED**, that each Board hereby appoints Adrian Tolson as the Assistant Secretary for their respective Companies; and it is further

**RESOLVED**, that in the judgment of each respective Board it is desirable and in the best interests of each Company, its creditors, stockholders and other interested parties, that the Companies seek relief under the provisions of Chapter 11, Title 11 of the United States Code (the "Bankruptcy Code"); and it is further

**RESOLVED**, that Adrian Tolson, (the "Authorized Officer") shall be, and hereby is, authorized and directed on behalf of each Company to commence a case under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case") by executing, verifying and delivering a voluntary petition in the name of each Company under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the District of Connecticut (the "Bankruptcy Court") in such form and at such time as the Authorized Officer executing said petition shall determine; and it is further

**RESOLVED**, that the Authorized Officer shall be, and hereby is, authorized, directed and empowered, on behalf of and in the name of each Company, to take all actions necessary or appropriate for the Companies to obtain post-petition financing (the "Post- Petition Financing") according to the terms negotiated by such Authorized Officer, including under one or more debtor-in-possession credit facilities and/or note purchase agreements in amounts determined appropriate by such Authorized Officer, and to effectuate the foregoing, to enter into such loan agreements, note purchase agreements, other debt-related documents, notes, guaranties, security agreements, pledge agreements and all other documents, agreements or instruments (collectively, the "Credit Documents") as may be deemed necessary or appropriate by the Authorized Officer; and it is further

**RESOLVED**, that each Company be, and hereby is, authorized to borrow the Post-Petition Financing under and/or issue and sell in accordance with, the Credit Documents in the manner and amounts determined appropriate by any Authorized Officer; and it is further

**RESOLVED**, that the Company be, and hereby is, authorized to repay any of its outstanding indebtedness with the proceeds of the Post-Petition Financing in amounts determined appropriate by any Authorized Officer and to pay any expenses, premiums or fees in connection with such repayment; and it is further

**RESOLVED**, that each Company be, and it hereby is, authorized, to the extent applicable, to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by any Authorized Officer, including the grant of replacement liens, as is reasonably necessary for the continuing conduct of the affairs of the Companies; and it is further

**RESOLVED**, that the Authorized Officer be, and hereby is authorized, empowered and directed, in the name and on behalf of each Company to take and perform any and all further acts and deeds which they deem necessary, proper or desirable in connection with the Chapter 11 Case, with a view to the successful prosecution of such case including, without limitation, seeking a sale of the assets of the Company; and it is further



**RESOLVED**, that the Authorized Officer be, and hereby is, authorized, directed and empowered, with full power of delegation, on behalf of and in the name of each Company, to execute, verify and/or file, or cause to be filed and/or executed or verified (or direct others to do so on their behalf as provided herein), and to amend, supplement or otherwise modify from time to time, all necessary or appropriate documents, including, without limitation, petitions, affidavits, schedules, motions, lists, applications, pleadings and other documents, agreements and papers, including all Credit Documents; and to take any and all actions which the Authorized Officer deems necessary or appropriate, including the incurrence and guarantee of indebtedness and the grant of security interests and pledges; each in connection with the Chapter 11 Case, any post-petition financing or any cash collateral usage contemplated hereby; and it is further

**RESOLVED**, that the law firm of Montgomery, McCracken, Walker & Rhoads, LLP is hereby retained as counsel to each Company to render legal services to, and to represent the Companies in connection with the prosecution of the Company's case under chapter 11 of the Bankruptcy Code and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve; and it is further

**RESOLVED**, that the firm of Alvarez & Marsal is hereby retained as the financial advisor to each Company in connection with the Chapter 11 Case, on such terms as any Authorized Officer shall approve; and it is further

**RESOLVED**, that the Authorized Officer be, and hereby is, authorized, directed and empowered, on behalf of and in the name of each Company, to employ and retain such further legal, restructuring, financial, accounting and bankruptcy services firms (together with the foregoing identified firms, the "Professionals") as may be deemed necessary or appropriate by the Authorized Officer to assist the Companies in carrying out their responsibilities in the Chapter 11 Case; and it is further

**RESOLVED**, that the Authorized Officer be, and hereby is, authorized, with full power of delegation, in the name and on behalf of each Company, to take or cause to be taken any and all such further action and to execute and deliver or cause to be executed or delivered, and to amend, supplement or otherwise modify from time to time, all such further agreements, documents, certificates, statements, notices, undertakings and other writings, and to incur and to pay or direct payment of all such fees and expenses, as in their judgment shall be necessary, appropriate or advisable to effectuate the purpose and intent of any and all of the foregoing resolutions; and it is further

**RESOLVED**, that all acts lawfully done or actions lawfully taken by any current officer of the respective Companies or any of the Professionals in connection with the resolutions contained herein or any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the respective Companies; and it is further

**RESOLVED**, that any and all actions, whether previously or subsequently taken by any Authorized Officer or any other person authorized to act by an Authorized Officer, which are

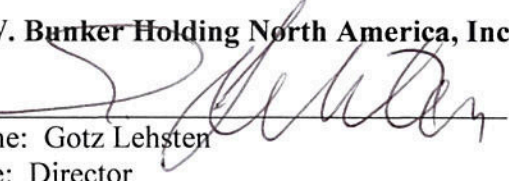
consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved and confirmed; and it is further

**RESOLVED**, that this Joint Resolution may be executed in counterparts, each of which shall be deemed an original and all of which when together shall be deemed to be one and the same document. A signed copy of this Joint Consent delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original copy of this Joint Resolution. Electronic signatures shall be treated as original signatures.

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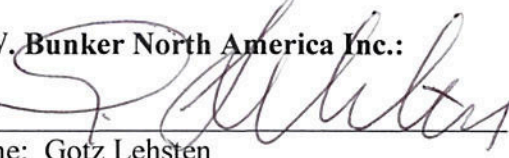
IN WITNESS WHEREOF, the undersigned have executed this Joint Resolution as of the date first written above.

**O.W. Bunker Holding North America, Inc.:**

By:   
Name: Gotz Lehsten  
Title: Director


By: \_\_\_\_\_  
Name: Morten Skou  
Title: Director

**O.W. Bunker North America Inc.:**

By:   
Name: Gotz Lehsten  
Title: Director

By: \_\_\_\_\_  
Name: Morten Skou  
Title: Director

**O.W. Bunker USA Inc.:**

By:   
Name: Gotz Lehsten  
Title: director

By: \_\_\_\_\_  
Name: Morten Skou  
Title: Director

*Remainder of Page Intentionally Left Blank*

**IN WITNESS WHEREOF**, the undersigned have executed this Joint Resolution as of the date first written above.

**O.W. Bunker Holding North America, Inc.:**

By: \_\_\_\_\_

Name: Gotz Lehsten

Title: Director

By:  \_\_\_\_\_

Name: Morten Skou

Title: Director

**O.W. Bunker North America Inc.:**

By: \_\_\_\_\_

Name: Gotz Lehsten

Title: Director

By:  \_\_\_\_\_

Name: Morten Skou

Title: Director

**O.W. Bunker USA Inc.:**



By: \_\_\_\_\_

Name: Gotz Lehsten

Title: director

By:  \_\_\_\_\_

Name: Morten Skou

Title: Director





**EXHIBIT A**

**NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS OF**

O.W. Bunker Holding North America, Inc.,  
O.W. Bunker North America Inc., and  
O.W. Bunker USA Inc.

The undersigned, being a majority of the Directors of each of the above-named entities, in accordance with the Bylaws of each Corporation, hereby call for a special meeting of the Boards of Directors to be held telephonically at 11:00 a.m. EST (i.e. 5:00 p.m. CET) on Monday, November 10, 2014.

The purpose of the meeting is:

To authorize the entities to retain Montgomery, McCracken, Walker & Rhoads LLP as counsel for each entity in connection with the following;

To authorize Montgomery, McCracken, Walker & Rhoads LLP to advise the entities with respect to their insolvency, including bankruptcy alternatives; and

To authorize Adrian Tolson, General Manager, to act on behalf of each entity in connection with the above; and

To discuss and adopt the attached resolutions in connection with the above.

\_\_\_\_\_  
Name:

Date:

\_\_\_\_\_  
Name:

Date:

\_\_\_\_\_  
Name:

Date: