

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* _____ Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/19

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 NanoMech, Inc.

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

DBA NanoMech Energy, Inc.
 DBA Convergent Materials, Inc.
 DBA NanoMech Holdings, LLC
 DBA Nano Corporation of America, LLC
 DBA NanoMech, LLC
 DBA Duralor, LLC

3. Debtor's federal Employer Identification Number (EIN) 27-2713143

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>2447 Technology Way</u> <u>Springdale, AR 72764</u> Number, Street, City, State & ZIP Code	_____
	<u>Washington</u> County	Location of principal assets, if different from principal place of business <u>4700 W. Sam Houston Pkwy. N. #140 Houston, TX</u> <u>77041</u> Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.nanomech.com

6. Type of debtor

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

Partnership (excluding LLP)

Other. Specify: _____

Debtor NanoMech, Inc.
Name

Case number (if known) _____

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>.
- 5417

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 \$2,725,625 (amount subject to adjustment on 4/01/22 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 _____ | |

Debtor **NanoMech, Inc.**
Name

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
- | | | |
|---------------------------------------------|----------------------------------------|--------------------------------------------|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input checked="" type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input type="checkbox"/> 200-999 | | |

15. Estimated Assets
- | | | |
|--------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities
- | | | |
|--------------------------------------------------|-----------------------------------------------------------------|----------------------------------------------------------|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input checked="" type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **NanoMech, Inc.**
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

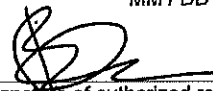
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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.

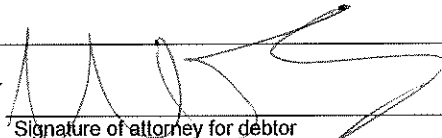
I declare under penalty of perjury that the foregoing is true and correct.

Executed on Apr 15, 2019
MM / DD / YYYY

X 
Signature of authorized representative of debtor
Title Chief Restructuring Officer

Benjamin Waisbren
Printed name

18. Signature of attorney

X 
Signature of attorney for debtor

Date 4/15/2019
MM / DD / YYYY

Michael Busenkell 3933
Printed name

Gellert Scali Busenkell & Brown, LLC
Firm name

1201 N. Orange Street
Suite 300
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone 302-425-5812 Email address mbusenkel@gsbblaw.com

3933 DE
Bar number and State

**CERTIFICATE OF RESOLUTION
AUTHORIZING PREPARATION FOR FILING OF
VOLUNTARY PETITION FOR REORGANIZATION
UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

At a special meeting of the Board of Directors (the "Board of Directors") of NanoMech, Inc., a Delaware corporation (the "Corporation"), duly constituted and held on April 8, 2019, the following resolutions were discussed and thereafter adopted by unanimous consent:

WHEREAS, the Board of Directors of the Corporation has evaluated and considered the information and recommendations of its executive officers (including its Chief Restructuring Officer) of, and counsel to, the Corporation concerning the financial condition of the Corporation; and

NOW, THEREFORE, BE IT:

RESOLVED, that in the judgment of the Board of Directors, it may become desirable and in the best interests of the Corporation, its creditors, stockholders and other interested parties, that a petition for reorganization of the Corporation be filed under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED, that the Chief Restructuring Officer (the "Authorized Officer") is hereby authorized, empowered and directed, on behalf of the Corporation, to take all necessary actions and make all necessary preparations for the Corporation to be in a position to commence a case under Chapter 11 of the Bankruptcy Code (the "Chapter 11 Case"), and to commence the Chapter 11 Case, in the venue that the Authorized Officer deems appropriate and at such time that the Authorized Officer deems appropriate, in the exercise of his discretion and professional expertise;

RESOLVED, that the Authorized Officer of the Corporation shall be and hereby is authorized and directed to do and perform all such acts and things to be prepared to execute and file all petitions, plans, pleadings, schedules, lists, statements, applications, documents, certificates and other papers, and to take such other steps as may be deemed necessary or desirable in order to conduct a case under Chapter 11 of the Bankruptcy Code and to effectuate a reorganization of the Corporation under Chapter 11 as is deemed appropriate;

RESOLVED, that the Corporation shall continue to employ, subject to any requisite bankruptcy court approval, Virtually There LLC as its restructuring advisor and Benjamin Waisbren as its Chief Restructuring Officer, to advise the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith, the Authorized Officer is hereby authorized and directed to cause to be filed an appropriate application for authority to retain the services of Virtually There LLC and Benjamin Waisbren;

RESOLVED, that the Corporation shall employ, subject to any requisite bankruptcy court approval, the law firm of Winston & Strawn LLP as general reorganization counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations,

including filing any pleadings; and in connection therewith, the Authorized Officer is hereby authorized and directed to cause to be filed an appropriate application for authority to retain the services of Winston & Strawn LLP;

RESOLVED, that the Corporation shall employ, subject to any requisite bankruptcy court approval, such other professionals and persons as the Authorized Officer determines are necessary in order to conduct the Chapter 11 Case and to operate the business while subject to the jurisdiction of the Bankruptcy Court;

RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officer, the Authorized Officer and such other officers of the Corporation as any Authorized Officer shall from time to time designate, and any employees or agents (including counsel) designated by or directed by any such Authorized Officer, be authorized and empowered to cause the Corporation to enter into, execute, deliver, certify, file and/or record, and perform such agreements, instruments, motions, declarations, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates and other documents, and to take such other actions as in the judgment of such officer shall be or become necessary, proper and desirable to conduct the Chapter 11 Case and to effectuate a reorganization or liquidation of the Corporation as is deemed appropriate; and

RESOLVED, that any and all actions heretofore or hereafter taken by the officers or directors of the Corporation in the name of and on behalf of the Corporation in furtherance of any or all of the foregoing resolutions are hereby ratified and confirmed in their entirety.

I, the undersigned, Secretary of NanoMech, Inc., do hereby certify that the foregoing is a true, complete and accurate copy of the resolutions duly adopted by the Board of Directors of said Corporation by unanimous consent; and I do further certify that these resolutions have not been altered, amended, repealed or rescinded and are now in full force and effect.

The undersigned further certifies that the Board of Directors had at the time of the adoption of said resolutions full power and authority to adopt said resolutions, and that the Board of Directors now has said power and authority.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the corporate seal of NanoMech, Inc. this 8th day of April, 2019.

By: Wyatt Watkins
Name: Wyatt Watkins
Title: Secretary

Fill in this information to identify the case:

Debtor name NanoMech, Inc.
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE
 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
Advantage Capital Community Dvlpmt Fund 190 Carondelet Plaza Ste. 1500 Saint Louis, MO 63105				\$144,000.00	\$0.00	\$144,000.00
AEDC (203-03-01) Attn: Bryan Scoggins 900 W. Capitol, Ste. 400 Little Rock, AR 72201				\$500,000.00	\$0.00	\$500,000.00
AEDC (GCF 2008) Attn: Bryan Scoggins 900 W. Capitol, Ste. 400 Little Rock, AR 72201				\$500,000.00	\$0.00	\$500,000.00
Arvest Bank Attn: Stacy Matlock 415 W. Emma Street Springdale, AR 72764				\$1,548,705.66	\$0.00	\$1,548,705.66
Arvest Bank Attn: Stacy Matlock 415 W. Emma Street Springdale, AR 72764				\$9,719.93	\$0.00	\$9,719.93
Benjamin Wurts 1120 Park Avenue New York, NY 10128						\$50,000.00

Debtor NanoMech, Inc.
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
Brewster Jennings 16 The Spur Oyster Bay, NY 11771						\$100,000.00
CDVCA SUB-CDE IV 190 Carondelet Plaza Ste. 1500 Saint Louis, MO 63105				\$176,000.00	\$0.00	\$176,000.00
Charles Brisbane 10 Valley Road Locust Valley, NY 11560						\$100,000.00
Cornelia Jennings 214 Feeks Lane Mill Neck, NY 11765						\$150,000.00
Dan Carroll 671 Orchard Ridge Rd. Bloomfield Hills, MI 48304						\$1,000,000.00
GMC PO Box 1510 Cockeysville, MD 21030				\$12,810.99	\$0.00	\$12,810.99
John Acker 218 N. Dianthus St. Manhattan Beach, CA 90266						\$50,000.00
John D. Bertuzzi Revocable Trust 9 Binney Lane Old Greenwich, CT 06870						\$500,000.00
Kamlakar Rajurkar 7308 Skyhawk Circle Lincoln, NE 68506						\$100,000.00
Michaelson Capital Special Finance Fund, LLP Attn: Vincent S. Capone, Esq. 509 Madison Ave., Ste. 2210 New York, NY 10022				\$8,980,769.00	\$0.00	\$8,980,769.00
Philip McCluskey NEED ADDRESS						\$50,000.00

Debtor NanoMech, Inc.
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
Rick & Ellen Barrows Revocable Trust 3829 Thornbury Dr Springdale, AR 72764						\$100,000.00
Southeast Community Dvlpmt Fund VII, LLC 190 Carondelet Plaza Ste. 1500 Saint Louis, MO 63105				\$680,000.00	\$0.00	\$680,000.00
Waring & Carmen Partridge Foundation P.O. Box 8 Kingsville, TX 78364						\$2,000,000.00

Fill in this information to identify the case:

Debtor name NanoMech, Inc.
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE
 Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud 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.

Declaration and signature

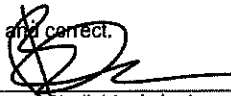
I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets--Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

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

Executed on April 15, 2019

x 
 Signature of individual signing on behalf of debtor

Benjamin Waisbren
 Printed name

Chief Restructuring Officer
 Position or relationship to debtor

**United States Bankruptcy Court
District of Delaware**

In re NanoMech, Inc.

Debtor(s)

Case No.

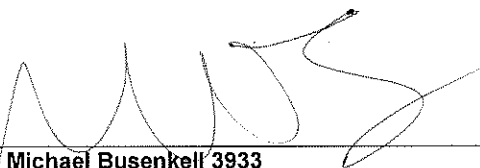
Chapter 11

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 NanoMech, Inc. 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*]

4/15/2019
Date



Michael Busenkell 3933

Signature of Attorney or Litigant
Counsel for **NanoMech, Inc.**
Gellert Scali Busenkell & Brown, LLC
1201 N. Orange Street
Suite 300
Wilmington, DE 19801
302-425-5812 Fax:302-425-5814
mbusenkel@gsbblaw.com