

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number (if known)

Chapter 7☐ Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

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

1. Debtor's name Nutrogonics, Inc.
2. All other names debtor used in the last 8 years
Include any assumed names, trade names and doing business as names
NutraBev International Holdings, Inc.
Microlog Delaware Corporation
3. Debtor's federal Employer Identification Number (EIN) 52-0901291
4. Debtor's address

Principal place of business <u>9812 Falls Road</u> <u>#114-299</u> <u>Potomac, MD 20854</u> Number, Street, City, State & ZIP Code <u>Montgomery</u> County	Mailing address, if different from principal place of business P.O. Box, Number, Street, City, State & ZIP Code Location of principal assets, if different from principal place of business Number, Street, City, State & ZIP Code
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5. Debtor's website (URL) www.nutrogonics.com
6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor **Nutrogonics, 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>.5511

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

- ☒ Chapter 7
- ☐ Chapter 9
- ☐ Chapter 11. Check all that apply:

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

☐ Chapter 12

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

- ☒ No.
- ☐ Yes.

If more than 2 cases, attach a separate list.

District	When	Case number
District	When	Case number

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

- ☐ No See Schedule 1 attached
- ☒ Yes.

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

Debtor	Relationship
District	Case number, if known

Debtor **Nutrogonics, 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**☒ 1-49☐ 50-99☐ 100-199☐ 200-999☐ 1,000-5,000☐ 5001-10,000☐ 10,001-25,000☐ 25,001-50,000☐ 50,001-100,000☐ More than 100,000**15. Estimated Assets**☒ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☐ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion**16. Estimated liabilities**☐ \$0 - \$50,000☐ \$50,001 - \$100,000☐ \$100,001 - \$500,000☐ \$500,001 - \$1 million☒ \$1,000,001 - \$10 million☐ \$10,000,001 - \$50 million☐ \$50,000,001 - \$100 million☐ \$100,000,001 - \$500 million☐ \$500,000,001 - \$1 billion☐ \$1,000,000,001 - \$10 billion☐ \$10,000,000,001 - \$50 billion☐ More than \$50 billion

Debtor **Nutrogonics, 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

10/14/2016
MM/DD/YYYY

X



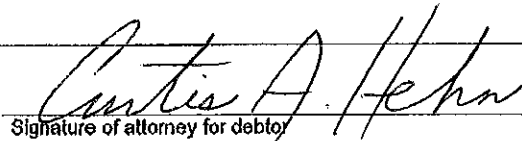
Signature of authorized representative of debtor

David Sackler

Printed name

Title **President & CEO****18. Signature of attorney**

X



Signature of attorney for debtor

Date

10/14/16
MM/DD/YYYY**Curtis A. Hehn (DE Bar No. 4264)**

Printed name

Law Office of Curtis A. Hehn

Firm name

1000 N. West Street, Suite 1200**Wilmington, DE**

Number, Street, City, State & ZIP Code

Contact phone **(302) 295-5044**Email address **curtishehn@comcast.net**

DE Bar No. 4264

Bar number and State

SCHEDULE 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

As of the date hereof, each of the entities listed below (the "Debtors") filed a petition in this Court for relief under chapter 7 of title 11 of the United States Code:

1. NuStar Manufacturing, LLC
2. Silverbow Honey Company, Inc.

**UNANIMOUS WRITTEN CONSENT OF THE
BOARD OF DIRECTORS OF NUTROGANICS, INC.**

The undersigned, being all the directors of the Board of Nutrogonics, Inc., a Delaware Corporation (the "Company"), hereby consent and agree to the adoption of the following resolutions:

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

WHEREAS, the Board has reviewed, considered, and received the recommendations and the advice of the Company's management, professionals and advisors with respect to potential avenues for relief that are available to the Company, including the possibility of pursuing a restructuring that contemplated an orderly liquidation of the Company's business and assets under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code");

NOW THEREFORE, BE IT RESOLVED, that in the business judgment of the Board after consideration of the alternatives presented to it and the recommendations of the Company's management, professionals and advisors, that it is in the best interests of the Company, its creditors, shareholders and other interested parties, that a voluntary petition (the "Petition") be filed in the United States Bankruptcy Court for the District of Delaware by the Company under the provisions of Chapter 7 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that each Officer of the Company be, and hereby is, authorized to execute, verify, file and/or cause to be filed the Petition, and all other documents that are necessary to proceed with the Chapter 7 filing, including, but not limited to, all schedules, lists and other papers or documents, and to take any and all action which deemed necessary or proper to obtain such relief; and it is

FURTHER RESOLVED, that the Company be, and hereby is, authorized and directed to employ The Law Office of Curtis A. Hehn (the "Firm") as general bankruptcy counsel to assist the Company in filing under Chapter 7 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that the each Officer is authorized, empowered and directed to take any and all further action necessary to carry out fully the intent and accomplish the purposes of the resolutions adopted herein;

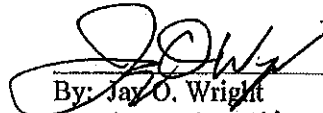
FURTHER RESOLVED, that all actions taken by the Company prior to the date hereof in connection with the possible reorganization and/or liquidation of the Company or any matters related thereto, or by virtue of these resolutions, are hereby in all aspects ratified, confirmed, and approved;

FURTHER RESOLVED, that delivery of an executed counterpart of a signature page to this Unanimous Written Consent by facsimile or pdf attachment to electronic mail shall be effective as delivery of a manually executed counterpart to this Unanimous Written Consent; and it is

FURTHER RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice

The undersigned, being the members of the Board of the Company, hereby consent to, approve, and adopt the foregoing as of the date set forth below their respective signatures.

For Nutrogeanics, Inc., by its Board of Directors


By: Jay O. Wright
Dated: October 14, 2016

By: David Sackler
Dated: October __, 2016

By: Dennis Cieri
Dated: October __, 2016

FURTHER RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice

The undersigned, being the members of the Board of the Company, hereby consent to, approve, and adopt the foregoing as of the date set forth below their respective signatures.

For Nutrognics, Inc., by its Board of Directors

By: Jay O. Wright
Dated: October __, 2016

A handwritten signature in dark ink, appearing to read 'D. Sackler', is written over a horizontal line. The signature is stylized with a large 'D' and a cursive 'Sackler'.

By: David Sackler
Dated: October 14, 2016

By: Dennis Cieri
Dated: October __, 2016

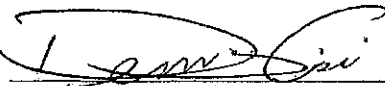
FURTHER RESOLVED, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice

The undersigned, being the members of the Board of the Company, hereby consent to, approve, and adopt the foregoing as of the date set forth below their respective signatures.

For Nutrognanics, Inc., by its Board of Directors

By: Jay O. Wright
Dated: October ____, 2016

By: David Sackler
Dated: October ____, 2016



By: Dennis Cieri
Dated: October 14th, 2016

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 7
)	
Nutrogonics, Inc., ¹)	Case No. 16-_____ ()
)	
Debtor.)	
)	

CORPORATE OWNERSHIP STATEMENT

In accordance with Rule 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, David Sackler, the President and Chief Executive Officer of Nutrogonics, Inc., the above-captioned debtor (the "Debtor"), hereby states that the following entities and/or individuals directly or indirectly own 10% or more of the Debtor's equity interests:

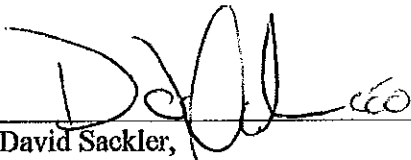
- CEDE & CO (FAST)
- DEBORAH L. MECCARIELLI
- TFX EQUITIES INCORPORATED
- PHIL TIMOTHY
- DAVID SACKLER*
- JAY O. WRIGHT*
- DENNIS CIERI*

¹ The Debtor in this case, along with the last four digits of the Debtor's federal tax identification number, is: Nutrogonics, Inc. (1291). The Debtor's address is: 9812 Falls Road, #114-299, Potomac, MD 20854.

* Individuals designated with an asterisk are listed on this Corporate Ownership Statement out of an abundance of caution because they hold preferred stock that, if converted to common, would provide them with ownership interests of 10% or more of the Debtor's equity interests.

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

Dated: October 14, 2016

A handwritten signature in black ink, appearing to read 'David Sackler', is written over a horizontal line.

David Sackler,
President & Chief Executive Officer

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 7
)
Nutrogonics, Inc.,¹) Case No. 16-_____ ()
)
Debtor.)
)

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 329(a) and Fed. Bankr. P. 2016(b). I certify that I am the attorney for the above-named debtor(s) and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agreed to
accept.....\$5,915*

Prior to the filing of this statement I have
received.....\$6,920**

Balance Due.....\$ -0-

* This payment is for expenses (excluding the \$335 Chapter 7 filing fee), and the legal services provided, and to be provided, to the above-captioned debtor, and its affiliates, NuStar Manufacturing, LLC, and Silverbow Honey Company, Inc., each of which filed contemporaneous Chapter 7 petitions. The payments made to counsel were a flat fee, and were earned upon receipt.

** Amount includes the \$335 filing fee for each of the three Chapter 7 debtors.

2. The source of the compensation paid to me was:

☒ Debtor² ☐ Other (specify)

3. The Source of compensation to be paid to me is: N/A

¹ The Debtor in this case, along with the last four digits of the Debtor's federal tax identification number, is: Nutrogonics, Inc. (1291). The Debtor's address is: 9812 Falls Road, #114-299, Potomac, MD 20854.

² Debtor Nutrogonics, Inc., was the source of \$2,500, while the balance was paid by Debtor Silverbow Honey Company, Inc.

☐ Debtor

☐ Other (specify)

4. ☒ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.
- ☐ I have agreed to share the above-disclosed compensation with another person or persons who are not members or associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:
- a. the preparation of the petition, documents related thereto, schedules of assets and liabilities, statement of financial affairs, and creditor matrix;
 - b. appearance at the meeting of creditors pursuant to section 341(a) of the Bankruptcy Code; and
 - c. otherwise advise the Debtor regarding its rights and responsibilities as a debtor under Chapter 7 of the Bankruptcy Code and the Bankruptcy Rules.
6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:
- a. appearances before any court or agency, other than the Bankruptcy Court or appellate courts on issues related to the bankruptcy, with respect to matters, which are, in essence, disputes involving issues of non-bankruptcy law, or the provision of substantive legal advice outside the insolvency area, unless we agree to represent the Company in such matters; and
 - b. advice or representation regarding matters of taxation, labor, securities, ERISA, probate/estate planning, criminal, or other non-bankruptcy or non-debtor/creditor specialties of the law.

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor in this bankruptcy proceeding.

Dated: October 14, 2016

LAW OFFICE OF CURTIS A. HEHN

A handwritten signature in cursive script that reads "Curtis A. Hehn". The signature is written in black ink and is positioned above a horizontal line.

Curtis A. Hehn (DE Bar No. 4264)

1000 N. West Street, Suite 1200

Wilmington, DE 19801

Telephone: (302) 295-5044

Facsimile: (302) 295-4801

E-mail: curtishehn@comcast.net

Counsel for Nutrogonics, Inc.

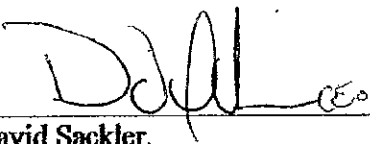
IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 7
)
Nutrogonics, Inc., ¹) Case No. 16-____ ()
)
Debtor.)
)

VERIFICATION OF CREDITOR MATRIX

I, David Sackler, upon behalf of Nutrogonics, Inc. (the "Debtor"), hereby verify
that the attached list of creditors is true and correct to the best of my knowledge.

Dated: October 14, 2016



David Sackler,
President & Chief Executive Officer

¹ The Debtor in this case, along with the last four digits of the Debtor's federal tax identification number, is: Nutrogonics, Inc. (1291). The Debtor's address is: 9812 Falls Road, #114-299, Potomac, MD 20854.

Bank of America
481 River Road
Edgewater, NJ 07020

Crestmark Bank, N.A.
5480 Corporate Drive, Suite 350
Troy, Michigan 48098

Cohn Reznick LLP
8000 Towers Crescent Drive, Suite 1000
Tysons, VA 22182

Continental Stock Transfer
17 Battery Place
New York, NY 10004

Dennis Cieri
523 Edgewater Road
Edgewater, NJ 07020

Double D Consulting
11 Winding Ridge Road
White Plains, NY 10603

Doug Scott
10121 Sterling Terrace
Rockville, MD 20850

Gary Grigg
84 Viewpoint Drive, SE
Moses Lake, WA 98837

Hal Wolfson
1 Angela Court
North Caldwell, NJ 07006

Jay Wright
9812 Falls Road #114-299
Potomac, MD 20854

Lifestyle Services/David Sackler
40 Queens Street, Unit 15
Syosset, NY 11791

Loeb Equipment
c/o Jim Newman

4131 South State Street
Chicago, IL 60609

Frank Hariton, Esq
1065 Dobbs Ferry Road
White Plains, NY 10607

OTC Markets Group
304 Hudson Street
New York, NY 10013

Perry Rogers
c/o PR Partners, Inc.
10100 W. Charleston Blvd., Suite 110
Las Vegas, NV 89135
Phil Timothy
2891 West 1500 South
Vernal, UT 84078

Physicians Bariatric Clinic Supply, Inc.
Attn: John Soileau
3229 Highway 17 North
Green Cove Springs, FL 32043

Prince Yeates & Geldzahler
15 West South Temple, Suite 1700
Salt Lake City, UT 84101

Richard Scarpati
476 Ivy Ave.
Haworth, NJ 07641

RMK Accounting Solutions, LLC
5211 S. Fletcher Ave., Suite 200
Fernandina Beach, FL 32034
Swan Law Firm, PLLC
10808 S. River Front Parkway, Suite 363
South Jordan, UT 84095

Sally Song
330 Ratzer Road
Wayne, NJ 07470

SBOOA Fund, LLC
3553 Olentangy Blvd.
Columbis, OH 43214

Silverbow Honey
1120 E Wheeler Road
Moses Lake, WA 98837

State of Delaware
Division of Corporations
John G. Townsend Bldg.
401 Federal Street, Suite 4
Dover, DE 19901

Steve Lepkowski
2020 General Booth Blvd, #240
Virginia Beach, VA 23454

United Corporate Services
Ten Bank Street, Suite 560
White Plains, NY 10606

World Wide Investments LLC
1334 S Pioneer Way
Moses Lake, WA 98837

Yes International
c/o Rich Kaiser
3419 Virginia Beach Blvd., #252
Virginia Beach, VA 23452