

United States Bankruptcy Court
District of Delaware

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): USA Synthetic Fuel Corporation
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): None
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 13-3995258
Street Address of Debtor (No. and Street, City, and State): 312 Walnut Street, Suite 1600 Cincinnati, Ohio 45202
County of Residence or of the Principal Place of Business: Hamilton County
Mailing Address of Debtor (if different from street address):
Mailing Address of Joint Debtor (if different from street address):

Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box.)
Nature of Business (check one box.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)
Nature of Debts (Check one box.)
Chapter 15 Debtors
Country of debtor's center of main interests:
Each country in which a foreign proceeding by, regarding, or against debtor is pending:

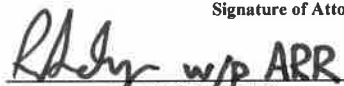

Filing Fee (Check one box.)
Chapter 11 Debtors
Check one box:
Check if:
Check all applicable boxes:

Statistical/Administrative Information
THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors
Estimated Assets
Estimated Liabilities

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): USA Synthetic Fuel Corporation	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: None	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Schedule 1	Case Number: Pending	Date Filed: Date Hereof	
District: District of Delaware	Relationship: Affiliate	Judge: Pending	
Exhibit A	Exhibit B		
(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.)	(To be completed if debtor is an individual whose debts are primarily consumer debts.)		
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.	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).		
Exhibit C			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
Exhibit D			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor – Venue (Check any applicable box.)			
<input checked="" 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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor’s affiliate, general partner, or partnership pending in this District.			
<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.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor’s residence. (If box checked, complete the following.)			

(Name of landlord that obtained judgment)			

(Address of landlord)			
<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			
<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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(1)).			

<p>Voluntary Petition <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): USA Synthetic Fuel Corporation</p>
Signatures	
<p style="text-align: center;">Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</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;">Signature of a Foreign Representative</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 one 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>X _____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p style="text-align: center;">Signature of Attorney*</p> <p>X  w/p ARR (Signature of Attorney for Debtor(s))</p> <p>Robert J. Dehney Morris, Nichols, Arsht & Tunnell LLP 1201 North Market Street P. O. Box 1347 Wilmington, DE 19899-1347 (302) 658-9200</p> <p><u>March 17, 2015</u> Date</p> <p><small>*In a case 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;">Signature of Non-Attorney Bankruptcy Petition Preparer</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>_____ 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><small>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.</small></p>
<p style="text-align: center;">Signature of Debtor (Corporation/Partnership)</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  Signature of Authorized Individual Dr. Steven C. Vick Printed Name of Authorized Individual Chief Executive Officer Title of Authorized Individual <u>March 17, 2015</u> Date</p>	

SCHEDULE 1
SCHEDULE OF DEBTORS

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed in this Court a petition for relief under chapter 11 of title 11 of the United States Code. Substantially contemporaneously with the filing of these petitions, these entities filed a motion requesting that their respective chapter 11 cases be jointly administered for procedural purposes only.

DEBTOR	TAX ID NO.
USA Synthetic Fuel Corporation	13-3995258
Lima Energy Company	31-1745661
Cleantech Corporation	27-1546023

USA SYNTHETIC FUEL CORPORATION

The undersigned, being the Chief Executive Officer of USA Synthetic Fuel Corporation, a Delaware corporation (the "Corporation"), does hereby certify as follows:

1. I am the duly qualified and appointed Chief Executive Officer of the Corporation and, as such, am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the Corporation.
2. Attached hereto as **Annex 1** is a true, correct and complete copy of resolutions duly adopted by the board of directors of the Corporation on March 13, 2015 (the "Resolutions").
3. The Resolutions have not been modified or rescinded and are in full force and effect.

IN WITNESS WHEREOF, the undersigned has executed and caused this certificate to be delivered as of March 17, 2015.

USA SYNTHETIC FUEL CORPORATION

By: 

Name: Dr. Steven C. Vick

Title: Chief Executive Officer

ANNEX 1

RESOLUTIONS OF THE BOARD OF DIRECTORS OF USA SYNTHETIC FUEL CORPORATION

Effective as of this 13th day of March, 2015, pursuant to a special telephonic meeting on the same date, the board of directors (collectively, the “Board of Directors”) of USA Synthetic Fuel Corporation, a Delaware corporation (the “Corporation”), upon a motion duly made and acting pursuant to the Corporation’s organizational documents, took the following actions and adopted the following resolutions:

WHEREAS, the Board of Directors of the Corporation has considered the liabilities and liquidity of the Corporation, the strategic alternatives available to the Corporation, and the impact of the foregoing on the Corporation’s businesses;

WHEREAS, the Board of Directors has considered, among other things, the Corporation’s available liquidity, liabilities, and ability to meet its obligations as they come due;

WHEREAS, the Board of Directors has had the opportunity to consult with the Corporation’s management and advisors to fully consider each of the strategic alternatives available to the Corporation;

WHEREAS, the Board of Directors has been presented with a proposed petition to be filed by the Corporation in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (as amended, the “Bankruptcy Code”), in which the authority to operate as a debtor-in-possession will be sought;

WHEREAS, in connection with filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code, the Corporation proposes to enter into a \$765,970 Secured Superpriority Priming Debtor-in-Possession Term Loan Facility (the “DIP Term Sheet”) substantially in the form reviewed by the Board, dated on or about the date hereof, by and among the Corporation, as borrower, certain subsidiaries of Corporation party thereto, the lenders party thereto from time to time and Third Eye Capital Corporation, as administrative agent and as collateral agent, authorizing the Corporation to incur the obligations contemplated by the DIP Term Sheet and use the Corporation’s cash collateral in a manner consistent with the DIP Term Sheet;

WHEREAS, in connection with filing a voluntary petition for relief under chapter 11 of the Bankruptcy Code, the Corporation proposes to undertake a sale of substantially all its assets memorialized by a purchase agreement, dated on or about the date hereof, by and among the Corporation, Lima Energy Company and Third Eye Capital Corporation (the “Purchase Agreement”) substantially in the form reviewed by the Board;

WHEREAS, the Corporation will obtain direct and indirect benefits from the transactions contemplated in the DIP Term Sheet;

WHEREAS, the Board of Directors has determined that it is advisable and in the best interests of the Corporation to sell, transfer, and assign certain assets and liabilities thereof pursuant to the Purchase Agreement;

WHEREAS, the Board of Directors desires to approve the following resolutions.

I. Voluntary Petition Under the Provisions of the Bankruptcy Code

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors has determined that it is desirable and in the best interests of the Corporation, its stakeholders and other parties in interest, that the Corporation shall be and hereby is authorized to file or cause to be filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, thereby commencing a chapter 11 case for the Corporation (the "Chapter 11 Case"); and be it further

RESOLVED, that the Chief Executive Officer or any officer designated by the Chief Executive Officer (each a "Designated Officer") in each case acting singly or jointly, be, and they hereby are, authorized, empowered, and directed to execute and file in the name and on behalf of the Corporation, and under its corporate seal or otherwise, all petitions, schedules, lists, and other motions, papers, or documents, and to take any and all management action necessary, appropriate, desirable, or proper in connection with the Chapter 11 Case, including, without limitation, determining the date and time of the filing and any action necessary to maintain the ordinary course operation of the Corporation's business, including any actions necessary to retain any professionals deemed necessary (including, without limitation, Morris, Nichols, Arsht & Tunnell LLP, Asgaard Capital LLC and r2b group, llc) to assist the Corporation in the Chapter 11 Case and in carrying out its duties under the provisions of the Bankruptcy Code.

II. Debtor in Possession Financing

NOW THEREFORE, BE IT RESOLVED, that the Corporation will obtain benefits from the incurrence of the obligations and the occurrence and consummation of the transactions contemplated by the DIP Term Sheet substantially in the form provided to the Board, which are necessary and appropriate to the conduct, promotion, and attainment of the business of the Corporation; and be it further

RESOLVED, that the form, terms, and provisions of the DIP Term Sheet, and the grant of security interests, the borrowings, any guaranties of indebtedness thereunder, and the transactions contemplated thereby be, and hereby are authorized, adopted, and approved, and any Designated Officer is hereby authorized and empowered, in the name of and on behalf of the Corporation, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, each of the transactions contemplated by the DIP Term Sheet substantially in the form provided to the Board and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Corporation is or will be a party to or any order entered into in connection with the Chapter 11 Case (collectively with the DIP Term Sheet, the "Financing Documents"), incur and pay or cause to be paid all related fees and expenses, with such changes, additions, and

modifications to any of the foregoing as a Designated Officer executing the same shall approve in his sole discretion; and be it further

RESOLVED, that the Corporation, as a debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur any and all obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the Financing Documents (collectively, the "Financing Transactions"), including granting liens on its assets to secure such obligations; and be it further

RESOLVED, that the Designated Officers be, and each of them hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Corporation, as a debtor and debtor in possession, to take such actions as in their discretion are determined to be necessary, desirable, or appropriate to execute, deliver, and file (a) the Financing Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any Financing Documents, necessary, desirable, or appropriate to facilitate the Financing Transactions; (b) all petitions, schedules, lists, and other motions, papers, or documents, which shall in their sole judgment be necessary, proper, or advisable, which determination shall be conclusively evidenced by his or their execution thereof; (c) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by Third Eye Capital Corporation; and (d) such forms of deposit, account control agreements, officer's certificates, and compliance certificates as may be required by the Financing Documents; and be it further

RESOLVED, that the Designated Officers be, and each of them hereby is, authorized, directed and empowered in the name of, and on behalf of, the Corporation to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Financing Transactions and all fees and expenses incurred by or on behalf of the Corporation in connection with the foregoing resolutions, in accordance with the terms of the Financing Documents, which shall in their sole discretion be necessary, proper, or advisable to perform the Corporation's obligations under or in connection with the Financing Documents or any of the Financing Transactions and to fully carry out the intent of the foregoing resolutions; and be it further

RESOLVED, that each of the Designated Officers be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of, the Corporation, to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions, and extensions of any of the Financing Documents or to do such other things which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof.

III. Purchase Agreement

NOW THEREFORE, BE IT RESOLVED, that the form, terms, and provisions of the Purchase Agreement, together with all exhibits and schedules attached thereto or ancillary

documents contemplated thereby, substantially in the form provided to the Board, and the Corporation's performance of its obligations under the Purchase Agreement be, and hereby are, in all respects adopted and approved; and be it further

RESOLVED, that each of the Designated Officers be, and hereby is, authorized, directed, and empowered to execute and deliver (and cause the Corporation's performance of its obligations under) the Purchase Agreement, and each of the agreements, instruments, certificates and documents contemplated by the Purchase Agreement, substantially in the form provided to the Board, in the name and on behalf of the Corporation, substantially in the form approved, with such changes therein and modifications thereto which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof; and be it further

RESOLVED, that each of the Designated Officers be, and hereby is, authorized, directed, and empowered to take all such further actions including, without limitation, to arrange for and enter into, amendments, amendments and restatements, extensions, supplemental agreements, instruments, filings, certificates, or documents relating to the transactions contemplated by the Purchase Agreement and to execute and deliver (and cause the Corporation's performance of) all such supplemental agreements, instruments, certificates, or documents in the name and on behalf of the Corporation, which shall in their sole judgment be necessary, desirable, proper, or advisable to give effect to the foregoing resolutions, which determination shall be conclusively evidenced by his or their execution thereof.

IV. Retention of Advisors

NOW THEREFORE, BE IT RESOLVED, that the law firm of Morris, Nichols, Arsht & Tunnell LLP be, and hereby is, employed as bankruptcy counsel to render legal services to, and represent, the Corporation in connection with the Chapter 11 Case and any other related matters in connection therewith, on such terms as the Designated Officers shall approve;

RESOLVED, that the firm of Asgaard Capital LLC be, and hereby is, employed as investment banker to the Corporation in connection with the Chapter 11 Case and any other related matters in connection therewith, on such terms as the Designated Officers shall approve;

RESOLVED, that the firm of r2b group, llc be, and hereby is, employed to provide the Corporation with an Interim Chief Financial Officer, and certain additional employees, in connection with the Chapter 11 Case and any other related matters in connection therewith, on such terms as the Designated Officers shall approve;

RESOLVED, that the Designated Officers be, and hereby are, authorized, empowered and directed, on behalf of, and in the name of the Corporation, to retain such other professionals as the Designated Officers deem appropriate during the course of the Chapter 11 Case;

V. Further Actions and Prior Actions

NOW THEREFORE, BE IT RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the Designated Officers and their designees shall be, and each of them hereby is, authorized, directed, and empowered, in the name of, and on behalf of, the Corporation and under its corporate seal or otherwise, to take or cause to be taken any and all such further action, and to execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents, and to pay all expenses, including but not limited to filing fees, in each case as in such officer's or officers' judgment shall be necessary, advisable, or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and be it further

RESOLVED, that all members of the Board of Directors of the Corporation have 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 Corporation, or hereby waive any right to have received such notice; and be it further

RESOLVED, that all acts and actions regarding the negotiation of the Financing Documents and the Purchase Agreement done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act or agreement had been specifically authorized in advance by resolution of the Board of Directors and that the Designated Officer did execute the same. The actions taken by this resolution shall have the same force and effect as if taken at a meeting of the Board of Directors duly called and constituted pursuant to the Bylaws of the Corporation and the laws of the State of the Corporation's incorporation.

VI. General

NOW THEREFORE, BE IT RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the Board of Directors and each of the Designated Officers are hereby authorized to take all such further action, and to execute and deliver all such further instruments and documents in the name and on behalf of the Corporation, and under its corporate seal or otherwise pay all such fees and expenses, which shall in his or her business judgment may be necessary, proper, or advisable.

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

	X	
	:	
In re	:	Chapter 11
	:	
USA SYNTHETIC FUEL CORPORATION,	:	Case No. 15-____ (____)
	:	
Debtor. ¹	:	
	:	
	:	
	X	

EXHIBIT “A” TO VOLUNTARY PETITION

1. If any of the debtor’s securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 000-54044.

2. The following financial data is the latest information available and refers to the debtor’s condition on February 20, 2015, except as noted, as consolidated among the debtor and its subsidiaries. Please note that this financial data is approximate and derived from unaudited sources. No certification as to its accuracy can be made.

- | | |
|--|--------------|
| a. Total assets | \$7,903,947 |
| b. Total debts (including debts listed in 2.c., below) | \$99,347,778 |
| c. Debt securities held by more than 500 holders: | N/A |
| d. Number of shares of preferred stock: | |

Type ²	Authorized	Issued	Outstanding	Number of Holders
Preferred	9,925,153	None	None	None
Series A Super Voting Preferred Stock	2	None	None	None
Series B Preferred Stock	74,845	None	None	None

¹ The last four digits of the Debtor’s federal taxpayer identification number are 5258. The corporate headquarters and the mailing address for the Debtor is 312 Walnut Street, Suite 1600, Cincinnati, OH 45202.

² The source of the information contained in the above table: SEC Form 10-Q for period ended June 30, 2014, and SEC Form 12b-25 for period ended December 31, 2010.

e. Number of shares of common stock issued and outstanding as of June 30, 2014:

Authorized	Issued	Outstanding	Approximate Number of Holders and CUSIP
300,000,000	81,848,806	81,848,806	207, 90290C 103

Comments, if any:

None.

3. Brief description of the Debtor's business:

The Debtor and its subsidiaries are an environmentally focused alternative energy company pursuing clean energy solutions based on gasification and other proven Btu conversion technologies.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of the debtor:

Name of Beneficial Owner	Amount and Nature of Beneficial Ownership	Percentage of Common Stock	Date of Filing
Harry and Lynne Graves	32,383,946 (common stock)	39.96%	December 31, 2013
TH Graves, PF Graves and JH Graves	9,000,000 (common stock)	11.0%	August 8, 2014

This table is based solely upon filings on Schedule 13G under the Securities Exchange Act of 1934. The latest such filing reflected herein was on August 8, 2014.

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

	x	
	:	
In re	:	Chapter 11
	:	
USA SYNTHETIC FUEL CORPORATION, <i>et al.</i> ,	:	Case No. 15-____ (____)
	:	
Debtors. ¹	:	(Joint Administration Pending)
	:	
	x	

**CONSOLIDATED LIST OF CREDITORS
HOLDING THE TWENTY LARGEST UNSECURED CLAIMS**

Set forth below is the consolidated list of creditors (the “Top Twenty List”) that hold, based upon information presently available and belief, the twenty largest unsecured claims against the above-captioned debtors (the “Debtors”). This list has been prepared based upon the books and records of the Debtors. The Top Twenty List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtors’ chapter 11 cases. The Top Twenty List does not include: (1) persons who come within the definition of an “insider” as set forth in 11 U.S.C. § 101(31); or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty largest unsecured claims. The information presented in the Top Twenty List shall not constitute an admission by, nor is it binding on, the Debtors. The information presented herein, including, without limitation, the failure of the Debtors to list any claim, or the listing of any claim as unsecured, does not constitute an admission by the Debtors that any secured lenders listed hold any deficiency claims, nor does it constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization, and/or amount of any claim.

¹ The Debtors and the last four digits of their federal taxpayer identification numbers are as follows: USA Synthetic Fuel Corporation (5258); Lima Energy Company (5661); and Cleantech Corporation (6023). The corporate headquarters and the mailing address for each entity listed above is 312 Walnut Street, Suite 1600, Cincinnati, OH 45202.

(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>
Phillips 66 Company 8132 Pinnacle Building 3010 Briarpark Drive Houston, TX 77042	Phillips 66 Company 8132 Pinnacle Building 3010 Briarpark Drive Houston, TX 77042 281-293-6600	Contract	Contingent Disputed	\$16,000,000
Dorsey & Whitney, LLP 50 South Sixth St Suite 1500 Minneapolis, MN 55402-1498	Dorsey & Whitney, LLP 50 South Sixth St Suite 1500 Minneapolis, MN 55402-1498 Fax: (612) 340-2868	Services	Disputed	\$3,234,184
Dwight Lockwood 3547 Saybrook Ave. Cincinnati, OH 45208	Dwight Lockwood 3547 Saybrook Ave. Cincinnati, OH 45208	Wages		\$586,845
Taft Stettinius & Hollister LLP 425 Walnut Street, Suite 1800 Cincinnati, OH 45202	Taft Stettinius & Hollister LLP 425 Walnut Street, Suite 1800 Cincinnati, OH 45202 Fax: (513) 381-0205	Services		\$385,239
Goodwin Procter LLP Exchange Place Boston, MA 02109	Goodwin Procter LLP Exchange Place Boston, MA 02109 Fax: (617) 523-1231	Services		\$321,365
Jeremy Turk 177 Nassau Street Princeton, NJ 05542	Jeremy Turk 177 Nassau Street Princeton, NJ 05542	Wages		\$187,239
Thomas Sanford 317 Skiff Mountain Road Kent, CT 06757	Thomas Sanford 317 Skiff Mountain Road Kent, CT 06757	Wages		\$167,632

(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>
Mike Musulin 3800 Nicholasville Road Apt 7829 Lexington, KY 40503	Mike Musulin 3800 Nicholasville Road Apt 7829 Lexington, KY 40503	Wages		\$136,425
Howard Reichart 6 Black Duck Road Mystic, CT 06355	Howard Reichart 6 Black Duck Road Mystic, CT 06355	Wages		\$134,419
Daniel Dixon 3458 Clover Drive Covington, KY 41015	Daniel Dixon 3458 Clover Drive Covington, KY 41015	Wages		\$116,579
Peter A. Van Loon 4811 Montgomery Road Cincinnati, OH 45212-2163	Peter A. Van Loon 4811 Montgomery Road Cincinnati, OH 45212-2163	Wages		\$106,999
BDO USA, LLP P O Box 642743 Pittsburgh, PA 15264-2743	BDO USA, LLP P O Box 642743 Pittsburgh, PA 15264-2743 Fax: (412) 471-1996	Services		\$93,590
Andrew C Harding 1444 Rhode Island Ave. NW Apt 219 Washington, DC 20005	Andrew C Harding 1444 Rhode Island Ave. NW Apt 219 Washington, DC 20005	Wages		\$83,459
GBQ Consulting LLC 230 West Street Columbus, Oh 43215,	GBQ Consulting LLC 230 West Street Columbus, Oh 43215 Fax: (614) 227-6999	Services		\$50,290
Porter Wright Morris & Arthur 250 East Fifth Street Suite 2200 Cincinnati, OH 45202-5118	Porter Wright Morris & Arthur 250 East Fifth Street Suite 2200 Cincinnati, OH 45202-5118 Fax: (513) 421-0291	Services		\$39,625

(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>
Cantor Fitzgerald 499 Park Ave. New York, NY 10022	Cantor Fitzgerald 499 Park Ave. New York, NY 10022 (212) 938 5000	Services		\$50,000
Killman Murrell & Company, P.C. 1931 E. 37th Street, Suite 7 Odessa, TX 79762	Killman Murrell & Company, P.C. 1931 E. 37th Street, Suite 7 Odessa, TX 79762 Fax: (432) 363-0376	Services		\$49,088
E3 Consulting 3333 S. Bannock Street Englewood, Co 80110	E3 Consulting 3333 S. Bannock Street Englewood, Co 80110 Fax: (303) 788-9725	Services		\$32,138
Locke Lord (UK) LLP 201 Bishopsgate London, EC2M 3AB	Locke Lord (UK) LLP 201 Bishopsgate London, EC2M 3AB +44 20 7861 9000	Services		\$25,744
Cassady Schiller 4705 Lake Forest Drive Cincinnati, OH 45242	Cassady Schiller 4705 Lake Forest Drive Cincinnati, OH 45242 Fax: (513) 483-6690	Services		\$25,700

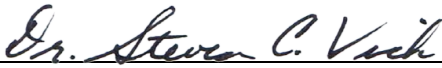
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----	X
	:
In re	: Chapter 11
	:
USA SYNTHETIC FUEL CORPORATION, <i>et al.</i> ,	: Case No. 15-____ (____)
	:
Debtors. ¹	: (Joint Administration Pending)
	:
-----	X

**DECLARATION CONCERNING CONSOLIDATED LIST OF CREDITORS HOLDING
THE TWENTY LARGEST UNSECURED CLAIMS**

I, Dr. Steven C. Vick, an authorized signatory for the Debtors in these cases, declare under penalty of perjury that I have read the foregoing *Consolidated List of Creditors Holding the Twenty Largest Unsecured Claims* and that it is true and correct to the best of my knowledge, information and belief.

Dated: March 17, 2015



 Dr. Steven C. Vick
 Chief Executive Officer

¹ The Debtors and the last four digits of their federal taxpayer identification numbers are as follows: USA Synthetic Fuel Corporation (5258); Lima Energy Company (5661); and Cleantech Corporation (6023). The corporate headquarters and the mailing address for each entity listed above is 312 Walnut Street, Suite 1600, Cincinnati, OH 45202.

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

	x	
	:	
In re	:	Chapter 11
	:	
USA SYNTHETIC FUEL CORPORATION,	:	Case No. 15-____ (____)
	:	
Debtor. ¹	:	
	:	
	x	

**CORPORATE OWNERSHIP STATEMENT PURSUANT TO
BANKRUPTCY RULES 1007(a)(1) AND 7007.1**

Pursuant to Federal Rules of Bankruptcy Procedure 1007(a)(1) and 7007.1, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor’s equity interests:

<u>Shareholder</u>	<u>Approximate Percentage of Shares Held</u>
None	N/A

¹ The last four digits of the Debtor’s federal taxpayer identification number are 5258. The corporate headquarters and the mailing address for the Debtor is 312 Walnut Street, Suite 1600, Cincinnati, OH 45202.

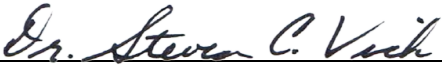
**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

	x	
	:	
In re	:	Chapter 11
	:	
USA SYNTHETIC FUEL CORPORATION,	:	Case No. 15-____ (____)
	:	
Debtor. ¹	:	
	:	
	x	

**DECLARATION CONCERNING CORPORATE OWNERSHIP STATEMENT
PURSUANT TO BANKRUPTCY RULES 1007(a)(1) AND 7007.1**

I, Dr. Steven C. Vick, an authorized signatory for the Debtor in this case, declare under penalty of perjury that the foregoing *Corporate Ownership Statement Pursuant to Bankruptcy Rules 1007(a)(1) and 7007.1* is true and correct to the best of my knowledge, information and belief.

Dated: March 17, 2015



 Dr. Steven C. Vick
 Chief Executive Officer

¹ The last four digits of the Debtor’s federal taxpayer identification number are 5258. The corporate headquarters and the mailing address for the Debtor is 312 Walnut Street, Suite 1600, Cincinnati, OH 45202.

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

----- X
 :
 In re : Chapter 11
 :
 USA SYNTHETIC FUEL CORPORATION, : Case No. 15-____ (____)
 :
 Debtor.¹ :
 :
 ----- X

LIST OF EQUITY SECURITY HOLDERS

This list contains the equity security holders of USA Synthetic Fuel Corporation, as of August 8, 2014, which has been prepared in accordance with Fed. R. Bankr. P. 1007(a)(3).

Equity Holder	Address of Equity Holder	Amount of Shares	Type of Shares
CEDE & CO (FAST ACCOUNT)	CEDE & CO (FAST ACCOUNT) PO BOX 20 BOWLING GREEN STATION NEW YORK NY 10004	28,122,341	Common
FIFTH THIRD BANK	FIFTH THIRD BANK AGENT FOR T H GRAVES P F GRAVES & J H GRAVES TRUSTEES FOR U/A TRUST 3 DATED 12/1/05 4660 DRAKE ROAD CINCINNATI, OH 45243-4118	9,000,000	Common
LYNNE R GRAVES	LYNNE R GRAVES P O BOX 54433 CINCINNATI, OH 45254-0433	4,119,570	Common
HARRY H GRAVES	HARRY H GRAVES P O BOX 54433 CINCINNATI, OH 45254-0433	4,000,000	Common
GLOBAL ENERGY INC	GLOBAL ENERGY INC PO BOX 30434 CINCINNATI, OH 45230-0434	3,600,000	Common
ESTATE OF DEANE STOLTZ	ESTATE OF DEANE STOLTZ P O BOX 1731 MIDLAND, TX 79702-1731	3,531,250	Common
MR PER A LORENTZEN JR	MR PER A LORENTZEN JR 216 GARDEN ROAD PALM BEACH, FL 33480-3220	2,494,220	Common
V DANIEL MAGARIAN	V DANIEL MAGARIAN 8075 KUGLER MILL ROAD CINCINNATI OH 45243-1338	2,201,675	Common

¹ The last four digits of the Debtor's federal taxpayer identification number are 5258. The corporate headquarters and the mailing address for the Debtor is 312 Walnut Street, Suite 1600, Cincinnati, OH 45202.

THE BELCARO GROUP	THE BELCARO GROUP PO BOX 54433 CINCINNATI OH 45254-0433	2,047,425	Common
RIDGE ADVISORS INC	RIDGE ADVISORS INC PO BOX 2056 MIDDLEBURG VA 20118-2056	1,557,142	Common
CHERIS ANN TREPTOW	CHERIS ANN TREPTOW 7 SOUTH MADISON STREET MIDDLEBURG VA 20117	1,400,000	Common
JOHN H GRAVES	JOHN H GRAVES 6123 CREEK RD CRAFTSBURY COMMON, VT 05827-9741	1,051,340	Common
THOMAS H GRAVES	THOMAS H GRAVES 1935 SHERINGTON PL F305 NEWPORT BEACH, CA 92663-6067	1,050,000	Common
SOCIUS CG II LTD	SOCIUS CG II LTD C/O SOCIUS CAPITAL GROUP RICH BERG 317 MADISON AVENUE SUITE 1621 NEW YORK, NY 10017-5297	1,000,000	Common
ERIC H REICHL	ERIC H REICHL P O BOX 472 PRINCETON, NJ 08542-0472	810,000	Common
GUY COHELEACH	GUY COHELEACH PO BOX 527 HOBE SOUND FL 33475	784,530	Common
LAWRENCE E LOIELLO TRUST UA 6/27/2012	LAWRENCE E LOIELLO TRUST UA 6/27/2012 LAWRENCE EDWARD LOIELLO REVOCABLE TRUST 455 DEVON PARK DR NORWOOD PA 19074	760,470	Common
TERENCE R AND JEAN G DOYLE	TERENCE R AND JEAN G DOYLE JT TEN 20117 WILDCAT RUN DRIVE ESTERO, FL 33928-2008	733,670	Common
JOAN G LOIELLO REVOCABLE TRUST	JOAN G LOIELLO REVOCABLE TRUST C/O JOAN G LOIELLO 3125 DARBY ROAD KESWICK, VA 22947-2730	696,000	Common
PETER F GRAVES	PETER F GRAVES 193 W SHORE ROAD GRAND ISLE, VT 05458-2100	650,000	Common
MAUREEN L MCELROY	MAUREEN L MCELROY 3514 CUMMINGS LANE CHEVY CHASE, MD 20815-3236	560,000	Common
DIANE L PALMIERI	DIANE L PALMIERI 6 HEMLOCK COURT HUNT VALLEY, MD 21030-1939	560,000	Common
MIDWEST MINERALS INC	MIDWEST MINERALS INC 111 ALLENDALE LANE TERRE HAUTE IN 47802-4704	556,670	Common
RIDGE CAPITAL PARTNERS LLC	RIDGE CAPITAL PARTNERS LLC PO BOX 2056 MIDDLEBURG VA 20118-2056	521,392	Common

STRATIVE CAPITAL LTD	STRATIVE CAPITAL LTD FIRST CANADIAN PLACE 100 KING STREET WEST SUITE 5700 TORONTO ONTARIO M5X 1C7 CANADA	500,000	Common
STEVEN C VICK	STEVEN C VICK 11804 SOUTHCREST LN PINEVILLE, NC 28134-9129	480,000	Common
PEGASUS FUNDS PREFERRED PARTNERS LP	PEGASUS FUNDS PREFERRED PARTNERS LP 12720 HILLCREST STE 750 DALLAS TX 75230	454,155	Common
UNIVERSITY OF NORTH DAKOTA	UNIVERSITY OF NORTH DAKOTA ATTN LISA HEHER P O BOX 8356 GRAND FORKS ND 58202	450,000	Common
ARROW TRADING INC	ARROW TRADING INC 5290 NW 20TH TERRACE HANGAR 57-101 FORT LAUDERDALE FL 33309	420,000	Common
JIM R BOWDEN	JIM R BOWDEN 2500 BARTON CREEK BLVD #3215 AUSTIN, TX 78735-1631	400,000	Common
R A BAILEY	R A BAILEY 6571 NEVILLE COURT MASON, OH 45040-4637	354,000	Common
AVIATION ADVISORS GROUP	AVIATION ADVISORS GROUP 4350 GLENDALE MILFORD ROAD SUITE 100 BLUE ASH, OH 45242-3746	350,000	Common
JACQUELINE SMITH	JACQUELINE SMITH 6209 SPYGLASSRIDGE DR CINCINNATI, OH 45230-3774	300,000	Common
J BRADLEY DAVIS	J BRADLEY DAVIS 9 N LIBERTY STREET PO BOX 2056 MIDDLEBURG VA 20118	266,708	Common
SPROTT PC TRUST	SPROTT PC TRUST 200 BAY STREET SUITE 2700 TORONTO ONTARIO M5J 2J1 CANADA	255,000	Common
OXBOW ENERGY SOLUTIONS LLC	OXBOW ENERGY SOLUTIONS LLC 1601 FORUM PLACE SUITE 1400 WEST PALM BEACH FL 33401	250,000	Common
RIDGE CAPITAL PARTNERS LLC	RIDGE CAPITAL PARTNERS LLC 9 N LIBERTY ST P O BOX 2056 MIDDLEBURG, VA 20118- 2052	236,418	Common
PEGASUS FUNDS LLC	PEGASUS FUNDS LLC 12720 HILLCREST STE 750 DALLAS TX 75230	228,245	Common
DAVID C REID	DAVID C REID P O BOX 479 CUMMAQUID, MA 02637- 0479	204,000	Common

ERNEST K JACQUET	ERNEST K JACQUET 3000 N OCEAN DR SUITE 34H RIVIERA BEACH, FL 33404- 3250	200,000	Common
U S BANK NA	U S BANK NA TRUSTEE SARAH CHRISTENSEN IRREV MARITAL TR B U/A 12/23/66 ATTN: PHYSICAL PROCESSING P O BOX 1787 MILWAUKEE, WI 53201-1787	178,400	Common
WILLIAM B GLENN	WILLIAM B GLENN 25 HIGHLAND PARK VLG STE 100 DALLAS, TX 75205-2726	175,000	Common
JOHN PROCTOR	JOHN PROCTOR 3781 SHEARWATER DR JUPITER, FL 33477-2301	163,856	Common
JAMES R TREPTOW	JAMES R TREPTOW PO BOX 1803 MIDDLEBURG VA 20118- 1803	138,792	Common
PRAXAIR INC	PRAXAIR INC ATTN JEFFREY WEISS 39 OLD RIDGEBURY ROAD DANBURY, CT 06810-5103	134,920	Common
ROBERT W WIEN	ROBERT W WIEN 24 JAMES ROAD MOUNT KISCO, NY 10549- 3723	120,000	Common
ALFRED D KLIENDIENST	ALFRED D KLIENDIENST 13 LAUREL WOOD DRIVE LAWRENCEVILLE, NJ 08648- 1043	105,000	Common
NEWSTONE DEVELOPEMENT GROUP LLC	NEWSTONE DEVELOPEMENT GROUP LLC 76 DORRANCE STREET PROVIDENCE RI 02903-2227	100,000	Common
HTC PUREENERGY	HTC PUREENERGY #150-10 RESEARCH DR REGINA SK CANADA S4S 7J7	100,000	Common
ROBERT A SHUEY III	ROBERT A SHUEY III 3744 PURDUE DALLAS, TX 75225-7208	100,000	Common
DEBBIE SHUEY	DEBBIE SHUEY 3744 PURDUE DALLAS, TX 75225-7208	96,000	Common
WILLIAM F DALY	WILLIAM F DALY 300 RIVANWOOD DRIVE CHARLOTTESVILLE, VA 22901-8941	95,000	Common
BAILEY G DAVIS	BAILEY G DAVIS PO BOX 2037 MIDDLEBURG VA 20118- 2037	93,333	Common
JOHN P LOIELLO	JOHN P LOIELLO 1661 CRESCENT STREET NW WASHINGTON, DC 20009- 4074	84,500	Common
R GREGG NOURJIAN	R GREGG NOURJIAN 678 POINT RD MARION, MA 02738-2315	80,000	Common

JOHN DUNCAN III	JOHN DUNCAN III 232 GLENWOOD AVENUE WOODSIDE, CA 94062-3547	75,000	Common
ALEC HENDERSON	ALEC HENDERSON 9 COLEGROVE DOWN CUMNOR HILL OXFORD ENGLAND OX2 9HT	73,340	Common
THOMAS L SHUEY	THOMAS L SHUEY 3744 PURDUE DALLAS, TX 75225-7208	73,000	Common
US BANK TRUSTEE	US BANK TRUSTEE PAUL W CHRISTENSEN TRUST U/A 2/29/68 ATTN: PHYSICAL PROCESSING P O BOX 1787 MILWAUKEE, WI 53201-1787	69,990	Common
WALTER F MCMAHON	WALTER F MCMAHON 1016 STILL MEADOW CROSSING CHARLOTTESVILLE, VA 22901-6200	65,000	Common
MARK D SCHOOLER	MARK D SCHOOLER 5709 TRAIL MEADOW DRIVE DALLAS, TX 75230-4052	64,000	Common
WILLIAM J WEYAND	WILLIAM J WEYAND 4805 ALBERLY LANE CINCINNATI OH 45243	63,882	Common
REYNOLD NEBEL JR	REYNOLD NEBEL JR 295 PENNBROOK ROAD FAR HILLS, NJ 07931-2418	61,290	Common
JOHN P PROCTOR	JOHN P PROCTOR 3781 SHEARWATER DRIVE JUPITER FL 33477	59,208	Common
BROWNIE BYRON TULEY	BROWNIE BYRON TULEY 4301 UNIVERSITY DALLAS TX 75205-1636	52,250	Common
MEUM ESTATE LTD	MEUM ESTATE LTD 3 WALKER ROAD MANCHESTER, MA 01944- 1032	51,900	Common
ALTENERGY LP	ALTENERGY LP C/O INTREPID SHIPPING LLC AS AGENTS 300 FIRST STAMFORD PLACE STAMFORD, CT 06902-6765	50,000	Common
ALICE O'LEARY	ALICE O'LEARY 6200 OREGON AVE NW #430 WASHINGTON, DC 20015- 1531	50,000	Common
JIM SCOTT	JIM SCOTT WESTFIELD DEVELOPMENT CENTRE CARDENDEN FIFE SCOTLAND KY5 0HP	50,000	Common
SEBASTIAN J TROIA	SEBASTIAN J TROIA 515 N 98TH STREET OMAHA, NE 68114-2368	50,000	Common
HOWARD D BUTTER	HOWARD D BUTTER 2938 SAN FELIPE ROAD HOUSTON TX 77019-5914	46,500	Common

MARTHA W CARGILL	MARTHA W CARGILL 4242 LOMO ALTO DR DALLAS, TX 75219-1538	45,000	Common
ROBERT L CARGILL JR	ROBERT L CARGILL JR 4242 LOMO ALTO DRIVE E 25 DALLAS, TX 75219-1538	45,000	Common
THIRD EYE CAPITAL CREDIT	THIRD EYE CAPITAL CREDIT OPPORTUNITIES FUND INSIGHT FUND 19 RUE DE BITBOURG L- 1273 LUXEMBOURG	45,000	Common
MICHAEL SANTORO	MICHAEL SANTORO 1222 NE 18TH AVE #1 FORT LAUDERDALE, FL 33304-2445	41,940	Common
JOSEPH E O'LEARY	JOSEPH E O'LEARY 6200 OREGON AVE NW # 430 WASHINGTON, DC 20015- 1531	41,853	Common
ROBERT W WIGHTMAN	ROBERT W WIGHTMAN 7267 STEFANI DR DALLAS TX 75225	40,000	Common
CARGILL LAKES PARTNERS LTD	CARGILL LAKES PARTNERS LTD 1204 BOWIE CT SOUTHLAKE, TX 76092-5913	37,500	Common
HARRY H HALLORAN JR	HARRY H HALLORAN JR 100 FOUR FALLS CORPORATE CENTER STE 215 WEST CONSHOCKEN, PA 19428-2974	37,500	Common
JENNIFER P SHUEY	JENNIFER P SHUEY 3744 PURDUE DALLAS, TX 75225-7208	36,000	Common
SARAH H SHUEY	SARAH H SHUEY 3744 PURDUE DALLAS, TX 75225-7208	36,000	Common
PHIL R AMICK	PHIL R AMICK 2303 PRIMWOOD PEARLAND, TX 77584-9820	32,800	Common
ADELAIDE P NOTINE	ADELAIDE P NOTINE 2291 BRIGHTWOOD CIRCLE ROCKLEDGE FL 32955	31,500	Common
ALAN LEITCH	ALAN LEITCH 5 MAVISBANK KINROSS PERTHEKINROSS UNITED KINGDOM KY13 8QR	31,470	Common
RICHARD A OLLIVER	RICHARD A OLLIVER 5010 OXBOW CIRCLE EAST FULSHEAR, TX 77441-4492	31,000	Common
PATRICIA BENEVENT	PATRICIA BENEVENT 429 EAST 9TH STREET APT 6 NEW YORK, NY 10009-4927	30,000	Common
CISTERCIAN NUNS OF THE STRICT OBSERVANCE IN VIRGINIA INC	CISTERCIAN NUNS OF THE STRICT OBSERVANCE IN VIRGINIA INC 3365 MONASTERY DRIVE CROZET, VA 22932-2116	30,000	Common
DROHAN TOCCHIO & MORGAN PC	DROHAN TOCCHIO & MORGAN PC 175 DERBY STREET SUITE	30,000	Common

	30 HINGHAM MA 02043-4055		
GORDON MORRIS M D	GORDON MORRIS M D 4000 TWO STONE ROW EARLYSVILLE, VA 22936- 2459	30,000	Common
JENNIFER H MOORE	JENNIFER H MOORE 19 MARGARITE LANE FORT THOMAS, KY 41075- 2409	30,000	Common
MIKE MUSULIN II	MIKE MUSULIN II 648 DURNING ROAD LEXINGTON KY 40509	30,000	Common
ALTA TORRE LTD	ALTA TORRE LTD 547 CHELSEA ST BELLAIRE, TX 77401-5007	25,000	Common
THOMAS H BALL III	THOMAS H BALL III 2200 WESTLAKE DRIVE AUSTIN, TX 78746-2933	25,000	Common
PAULSON CAPITAL	PAULSON CAPITAL 811 SW NAITO PARKWAY PORTLAND, OR 97204-3330	25,000	Common
VIRGINA CONNOR	VIRGINA CONNOR 17674 SE 84TH PEYTON COURT LADY LAKE, FL 32162-2890	25,000	Common
BARBARA J GALLIVAN TRUST	BARBARA J GALLIVAN TRUST 459 MARVIEW DRIVE SOLANA BEACH, CA 92075- 1325	25,000	Common
CARMEN S GLENN	CARMEN S GLENN 25 HIGHLAND PARK VLG STE 100 DALLAS, TX 75205-2726	25,000	Common
KEITH A GRUBB IRA D.C.G.	KEITH A GRUBB IRA D.C.G. 5956 SHERRY LANE SUITE 1620 DALLAS, TX 75225-8027	25,000	Common
WILLIAM A HIGHTOWER	WILLIAM A HIGHTOWER 547 CHELSEA BELLAIRE, TX 77401-5007	25,000	Common
H P LUESSEN	H P LUESSEN 1059 MARYHILL CT KENNESAW, GA 30152-7807	25,000	Common
JAMES LOWELL	JAMES LOWELL 9 BLOCK BOULEVARD MASSAPEQUA PARK NY 11762-3714	25,000	Common
MARY ANN NORTON	MARY ANN NORTON 653 CARIBBEAN WAY NICEVILLE, FL 32578-3805	25,000	Common
PARICIA O'BRIEN	PARICIA O'BRIEN 2711 CREEKWOOD COURT CARROLLTON, TX 75006- 4758	25,000	Common
PBPJ DYNASTY TRUST III	PBPJ DYNASTY TRUST III 2525 KELL BLVD SUITE 510 WICHITA FALLS, TX 76308- 1061	25,000	Common
STEPHEN & PATRICIA NOTESTINE	STEPHEN & PATRICIA NOTESTINE 1825 SOUTH MASON RD SAINT LOUIS, MO 63131- 1520	25,000	Common

PEARLE INVESTMENTS LP	PEARLE INVESTMENTS LP RODNEY K JONES GENERAL PARTNER 16253 SWINGLEY RIDGE RD SUITE 220 CHESTERFIELD, MO 63017- 1799	25,000	Common
DEEP ROCK RESOURCES INC	DEEP ROCK RESOURCES INC 401(K) PROFIT SHARING PLAN FBO M DAVID SALLER 10000 NO CENTRAL EXPRESSWAY SUITE 1140 DALLAS, TX 75231-2357	25,000	Common
RICHARD J PAYONK	RICHARD J PAYONK 175 CHARING CROSS ROAD TERRE HAUTE, IN 47803- 9800	23,300	Common
U S BANK NA TRUSTEE S CHRISTENSEN	U S BANK NA TRUSTEE S CHRISTENSEN CREDIT SHELTER TR U/A 12/23/66 ATTN: PHYSICAL PROCESSING P O BOX 1787 MILWAUKEE, WI 53201-1787	21,670	Common
DAVID FRIEDENSOHN	DAVID FRIEDENSOHN 201 WEST 92ND STREET,APT. 3B NEW YORK, NY 10025-7434	21,340	Common
JOHN W CHEESEBRO	JOHN W CHEESEBRO 1601 HILLSBORO AVENUE SOUTH ST LOUIS PARK, MN 55426- 1828	21,000	Common
LISA M DUNCAN	LISA M DUNCAN 232 GLENWOOD AVENUE WOODSIDE, CA 94062-3547	20,000	Common
TERESA O DITTMAN	TERESA O DITTMAN 2644 BROOKSTONE LOOP ANCHORAGE AK 99515-2709	20,000	Common
THE DOW CHEMICAL COMPANY	THE DOW CHEMICAL COMPANY JOHN A GRAY HOUSTON DOW CENTER HOUSTON TX 77253	20,000	Common
GEORGE HUDSON	GEORGE HUDSON 1 GLEBE PLACE KINGHORN FIFE KY3 9XP UNITED KINGDOM 00000	20,000	Common
JOHN T HOLDEN	JOHN T HOLDEN 5843 W FOUNTAIN CIRCLE MASON, OH 45040-7308	20,000	Common
MARY T MCDONALD	MARY T MCDONALD 245 ALPINE STREET SEASIDE, OR 97138-7703	20,000	Common
JOSEPH E O'LEARY III	JOSEPH E O'LEARY III 2138 SHADY CLIFF SAN ANTONIO, TX 78232- 3114	20,000	Common
KATHLEEN O'LEARY WOODRICH	KATHLEEN O'LEARY WOODRICH C/O J E O'LEARY WINSTON & STRAWN 1700 K STREET NW WASHINGTON, DC 20006-	20,000	Common

	3817		
RLC PARTNERS LTD	RLC PARTNERS LTD 18 PALISADES LONGVIEW, TX 75605-4738	20,000	Common
DAVID TURNBULL	DAVID TURNBULL 4590 SAMOSET DRIVE SARASOTA, FL 34241-9174	20000	Common
WORDS OF DISTINCTION LLC	WORDS OF DISTINCTION LLC 4552 OLD POND DRIVE PLANO, TX 75024-4707	20,000	Common
AMVEST CORPORATION	AMVEST CORPORATION P O BOX 5347 CHARLOTTESVILLE, VA 22905-5347	19,200	Common
STEVEN DALE BRADFORD	STEVEN DALE BRADFORD 3500 COLGATE DRIVE DALLAS, TX 75225-5009	18,750	Common
AST EXCHANGE AGENT	AST EXCHANGE AGENT #10319 BIGSTAR ENTERTAINMENT INC C/O CORPORATE ACTIONS 6201 15TH AVENUE BROOKLYN, NY 11219-5411	18,155	Common
KATHLEEN ECK	KATHLEEN ECK PO BOX 38204 ALBANY, NY 12203-8204	16,454	Common
JOAN G LOIELLO	JOAN G LOIELLO 3125 DARBY ROAD KESWICK, VA 22947-2730	15,290	Common
TINA L NYCE	TINA L NYCE 4201 SAGEMONT CARROLLTON TX 75010	15,000	Common
DAVID L BRETON	DAVID L BRETON 12114 NORMONT DRIVE HOUSTON, TX 77070-2448	14,330	Common
JOHN P DE REGT	JOHN P DE REGT 6 VINCENT PLACE NORWALK, CT 06853-1421	13,750	Common
BAIRD RUBBER & TRADING COMPANY	BAIRD RUBBER & TRADING COMPANY 24 HUNTERS CIRCLE LEBANON, NJ 08833-4395	13,340	Common
MARY SUE LOVETT	MARY SUE LOVETT 3744 PURDUE DALLAS, TX 75225-7208	12,500	Common
MEG CAPITAL & INVESTMENT LLC	MEG CAPITAL & INVESTMENT LLC ATTN THOMAS GERE PRESIDENT 3 DASSANCE DRIVE FOXBORO, MA 02035-3001	12,500	Common
ALBERT C TSANG	ALBERT C TSANG 6411 ASPEN COVE COURT SUGAR LAND, TX 77479- 5615	11,930	Common
STEVEN V CLEAVES	STEVEN V CLEAVES 3210 SPENCERVILLE ROAD LIMA, OH 45805-3629	11,700	Common
JOSEPH E TURK	JOSEPH E TURK 1112 MELROSE AVENUE ELKINS PARK, PA 19027-	11,112	Common

	3016		
STEVEN L DOUGLAS	STEVEN L DOUGLAS 4385 WILLOW BROOK TERRE HAUTE, IN 47802- 8836	10,800	Common
BEN A BROOKS III	BEN A BROOKS III 5130 SOUTHBROOK DR DALLAS, TX 75209-2223	10,000	Common
CARNEGIE ENTERPRISES LIMITED	CARNEGIE ENTERPRISES LIMITED 19 BROWN & HOWARD WHARF NEWPORT RI 02840	10,000	Common
WILLIAM ALLEN CONGER JR	WILLIAM ALLEN CONGER JR 1630 AZTEC LANE MOUNT PLEASANT, SC 29466-8863	10,000	Common
DRAKE INVESTMENTS LIMITED PARTNERSHIP	DRAKE INVESTMENTS LIMITED PARTNERSHIP C/O ROBERT D LINDNER JR 3955 MONTGOMERY ROAD CINCINNATI, OH 45212-3733	10,000	Common
HARMON S GRAVES	HARMON S GRAVES 17 GLENMOOR CIRCLE ENGLEWOOD, CO 80113- 7121	10,000	Common
TIMOTHY A GARRY JR	TIMOTHY A GARRY JR 2242 CAMERON AVE NORWOOD, OH 45212-3604	10,000	Common
DANIEL HOFMANN	DANIEL HOFMANN 19 ISLE OF PINES HILTON HEAD ISLAND, SC 29928-3020	10,000	Common
LAURA MCCARTHY O'LEARY	LAURA MCCARTHY O'LEARY 225 BURGESS AVENUE ALEXANDRIA, VA 22305- 1904	10,000	Common
JOSEPH R PAOLINO JR	JOSEPH R PAOLINO JR 76 DORRANCE STREET PROVIDENCE RI 02903-2227	10,000	Common
R E MOURDOCK & ASSOCIATES	R E MOURDOCK & ASSOCIATES P O BOX 185 INGLEFIELD, IN 47618-0185	10,000	Common
JAMES H STOEHR III	JAMES H STOEHR III 2784 CALEDON LANE CINCINNATI, OH 45244-3537	10,000	Common
PATRICIA WHITE	PATRICIA WHITE 4590 SAMOSET DRIVE SARASOTA, FL 34241-9174	10,000	Common
WHOLESALE INVESTMENTS LIMITED PARTNERSHIP	WHOLESALE INVESTMENTS LIMITED PARTNERSHIP C/O ALAN B LINDNER 3955 MONTGOMERY ROAD CINCINNATI, OH 45212-3733	10,000	Common
U S BANK NA TRUSTEE SARAH CHRISTENSEN	U S BANK NA TRUSTEE SARAH CHRISTENSEN IRREV MARITAL TR A U/A 12/23/66 ATTN: PHYSICAL PROCESSING P O BOX 1787 MILWAUKEE, WI 53201-1787	9,940	Common

CLIFTON G KEELER	CLIFTON G KEELER 17131 POST OAK HOLLOW SPRING, TX 77379-8863	9,540	Common
JEFFREY K STOCKTON	JEFFREY K STOCKTON 5663 S ERNEST STREET TERRE HAUTE, IN 47802- 9100	8,190	Common
JOSEPH E O'LEARY	JOSEPH E O'LEARY 6200 OREGON AVE NW # 430 WASHINGTON, DC 20015- 1531	8,147	Common
RONALD W HERBANЕК	RONALD W HERBANЕК CONOCOPHILLIPS 600 N DAIRY ASHFORD TRIANGLE 3014 HOUSTON TX 77079-1175	7,750	Common
EMILY S CLARK	EMILY S CLARK 412 US ROUTE 2 GRAND ISLE, VT 05458-2306	7,000	Common
JOHN B FULLERTON	JOHN B FULLERTON 77 HILLSIDE RD RYE, NY 10580-2012	7,000	Common
MICHAEL R WALKER	MICHAEL R WALKER 20113 EDINBOROUGH COURT PARKER, CO 80138-7311	7,000	Common
JEREMY K TURK	JEREMY K TURK 1112 MELROSE AVENUE ELKINS PARK, PA 19027- 3016	6,667	Common
JONATHAN G TURK	JONATHAN G TURK 281 ABRAHAMS PATH EAST HAMPTON NY 11937	6667	Common
MORTON H. MEYERSON	MORTON H. MEYERSON 4441 BUENA VISTA ST DALLAS TX 75205	6,402	Common
GLENN G WATTLEY	GLENN G WATTLEY 215 BRIDGE STREET OSTERVILLE, MA 02655-2306	6,250	Common
DENNY L MILLER	DENNY L MILLER 9612 GAVIN STONE ROAD LAS VEGAS, NV 89145-8626	6,000	Common
R CURTIS JORDAN	R CURTIS JORDAN 66 WITHERSPOON STREET PRINCETON, NJ 08542-3239	5,750	Common
CONNIE CORTEZ	CONNIE CORTEZ 3409 CUSTER ST CINCINNATI, OH 45208-2528	5,000	Common
CYNTHIA CRAFT	CYNTHIA CRAFT 118 MARLBOROUGH ROAD WEST HEMPSTEAD, NY 11552-1714	5,000	Common
ANNE M DIGGS & ROBERT A REICHART	ANNE M DIGGS & ROBERT A REICHART JTWROS 2315 RIVIERA DRIVE VIENNA, VA 22181-3116	5,000	Common
JOAN M DALY	JOAN M DALY 300 RIVANWOOD DRIVE CHARLOTTESVILLE, VA 22901-8941	5,000	Common
CHARLES AND SHIRLEY LAWSON	CHARLES AND SHIRLEY LAWSON 4535 BRIAR OAKS CIRCLE DALLAS, TX 75287-7501	4,100	Common

MICHAEL J HICKEY	MICHAEL J HICKEY 16232 S 100 W CLINTON, IN 47842-7223	4,090	Common
PAMELA KAPLAN	PAMELA KAPLAN 2527 GUERRERO CARROLLTON, TX 75006- 1840	4,000	Common
BRETT M NOTINE	BRETT M NOTINE 126 RIVERSIDE DR APT 6A NEW YORK, NY 10024-3712	3,500	Common
NADA P GRAVES AND HARMON H GRAVES	NADA P GRAVES AND HARMON H GRAVES JT WROS 17 GLENMOOR CIRCLE ENGLEWOOD, CO 80113- 7121	3,334	Common
DOUGLAS STRICKLAND	DOUGLAS STRICKLAND 405 LAKE HARDING DRIVE HAMILTON, GA 31811-4339	2,650	Common
DOUGLAS C TAYLOR	DOUGLAS C TAYLOR 694 GRAND WOOD COURT SPRINGBORO, OH 45066- 8478	2,500	Common
RANDI SLIFKA	RANDI SLIFKA 277 PARK AVENUE NEW YORK, NY 10172-0003	2,134	Common
BROOKLYN PREP ALUMNI ASSOCIATION	BROOKLYN PREP ALUMNI ASSOCIATION 50 JANE STREET NEW YORK, NY 10014-5133	2,000	Common
RESURRECTION HOME INC	RESURRECTION HOME INC P O BOX 528 BEATTYVILLE, KY 41311- 0528	2,000	Common
MICHAEL WONG	MICHAEL WONG 1131N VICTORIA PARK ROAD FORT LAUDERDALE FL 33304	1,700	Common
FEARGAL GLEASON	FEARGAL GLEASON 488 MADISON AVE LEVEL 23 NEW YORK NY 10022	1,500	Common
PIEDMONT COURT APPOINTED SPECIAL ADVOCATES INC	PIEDMONT COURT APPOINTED SPECIAL ADVOCATES INC 100 COURT SQUARE INC CHARLOTTESVILLE VA 22902	1,500	Common
ROBERT L KREIDLER	ROBERT L KREIDLER 1900 FIFTH THIRD CENTER 511 WALNUT ST CINCINNATI OH 45202	1,000	Common
BARBARA W REICHART	BARBARA W REICHART C/O R THOMPSON GILMAN ESQ 2 STATE STREET ROCHESTER, NY 14614-1327	1,000	Common
KAMPS PROPANE	KAMPS PROPANE C/O JAN PETERSON 1915 MOFFAT BLVD MANTECA, CA 95336-8945	1,000	Common
E J TROXCLAIR III	E J TROXCLAIR III 1630 WESTSHORE DRIVE HOUSTON, TX 77094-3300	1,000	Common

THE WHITNEY CORPORATION	THE WHITNEY CORPORATION C/O ROBERT L KREIDLER 1900 FIFTH THIRD CENTER 511 WALNUT ST CINCINNATI OH 45202	1,000	Common
STEPHEN C. FRIEDHEIM	STEPHEN C. FRIEDHEIM 1 SMITH RD GREENWICH, CT 06830-7036	808	Common
THE LEVITSKY 1999 ANNUITY TRUST	THE LEVITSKY 1999 ANNUITY TRUST 201 WEST 92ND STREET,APT. 3B NEW YORK, NY 10025-7434	727	Common
ROBERT S. LONDON	ROBERT S. LONDON 212 AURORA DRIVE SANTA BARBARA, CA 93108-2674	708	Common
WARREN G HARDING III	WARREN G HARDING III 8430 SHAWNEE RUN ROAD CINCINNATI, OH 45243-3313	500	Common
AGUDATH ISRAEL OF LONG ISLAND	AGUDATH ISRAEL OF LONG ISLAND C/O MARK LEBEN 728 ALMONT ROAD FAR ROCKAWAY, NY 11691-4824	388	Common
CHATTERJEE FUND MANAGEMENT L.P.	CHATTERJEE FUND MANAGEMENT L.P. 888 SEVENTH AVE.,SUITE 3000 NEW YORK, NY 10106-0001	271	Common
ROGER C. DICKINSON	ROGER C. DICKINSON PLACE ALBERT LEE MANS 6/B5 B-1050 BRUSSELS BELGIUM	269	Common
OPPENHEIMER & CO INC	OPPENHEIMER & CO INC 125 BROAD ST 15TH FLOOR NEW YORK, NY 10004-2464	267	Common
MARVIN S. ROSEN	MARVIN S. ROSEN 912 5TH AVENUE NEW YORK, NY 10021-4159	267	Common
HAROLD T MCDONALD II & LILLIAN M MCDONALD	HAROLD T MCDONALD II & LILLIAN M MCDONALD JT TEN 10 STORMS RD GOSHEN, NY 10924-5822	200	Common
MICHAEL V. DEFELICE	MICHAEL V. DEFELICE 4 RIVERVIEW TERRACE NEW YORK, NY 10022-2405	135	Common
CHARLES SCHWAB & CO INC	CHARLES SCHWAB & CO INC FBO CAROLYN SCANLAN IRA 4750 LINDLE ROAD P.O. BOX 8600 HARRISBURG, PA 17105-8600	135	Common
IBRA B MORALES	IBRA B MORALES 1500 OCEAN DRIVE #404 MIAMI BEACH, FL 33139-3101	133	Common
JOSEPH F. WAYLAND	JOSEPH F. WAYLAND 1070 PARK AVE UNIT 15A NEW YORK NY 10128-1000	46	Common
LINDA WOSCZYK	LINDA WOSCZYK 69-23 CALDWELL AVE MASPETH, NY 11378-2627	40	Common

BRIVIS INVESTMENTS, INC.	BRIVIS INVESTMENTS, INC. C O BANQUE FRANCAIS DE I ORIENT ARAWA CHAMBERS SEA MEADOW HOUSE BLACKBURNE HIGHWAY P O BOX 173 ROAD TOWN TORTOLA,BRITISH VIRGIN ISLANDS	20	Common
LOWELL D SEDLACEK & KAY A SEDLACEK	LOWELL D SEDLACEK & KAY A SEDLACEK JT TEN 1131 FRANKIE LANE MORA, MN 55051-1938	20	Common
STEVE MONTGOMERY & CHRISTINE MONTGOMERY	STEVE MONTGOMERY & CHRISTINE MONTGOMERY JT TEN 14 EMMONS CIRCLE CAMDEN, NY 13316-1146	9	Common
JAMES W JARRARD & LINDA S JARRARD	JAMES W JARRARD & LINDA S JARRARD JT TEN 144 ROBBINS NEST ATHENS, GA 30606-6442	6	Common
ROY L POWERS	ROY L POWERS 604 HIETT AVE ARLINGTON, TX 76010-2523	2	Common
JAMES W ARNOLD	JAMES W ARNOLD 803 DICKEY DR EULESS, TX 76040-5567	1	Common


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

	X	
	:	
In re	:	Chapter 11
	:	
USA SYNTHETIC FUEL CORPORATION,	:	Case No. 15-____ (____)
	:	
Debtor. ¹	:	
	:	
	X	

DECLARATION CONCERNING LIST OF EQUITY SECURITY HOLDERS

I, Dr. Steven C. Vick, an authorized signatory for the Debtor in this case, declare under penalty of perjury that the foregoing *List of Equity Security Holders* is true and correct to the best of my knowledge, information and belief.

Dated: March 17, 2015



 Dr. Steven C. Vick
 Chief Executive Officer

8950371

¹ The last four digits of the Debtor’s federal taxpayer identification number are 5258. The corporate headquarters and the mailing address for the Debtor is 312 Walnut Street, Suite 1600, Cincinnati, OH 45202.