

United States Bankruptcy Court  
District of Delaware

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): <b>Bicent Holdings LLC</b>	Name of Joint Debtor (Spouse) (Last, First, Middle): N/A
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):  N/A	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):  N/A
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): <b>30-0429347</b>	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): N/A
Street Address of Debtor (No. and Street, City, and State): <b>2575 Park Lane Suite 200 Lafayette, Colorado</b>	Street Address of Joint Debtor (No. and Street, City, and State):  N/A
County of Residence or of the Principal Place of Business: N/A	County of Residence or of the Principal Place of Business:  N/A
Mailing Address of Debtor (if different from street address):  N/A	Mailing Address of Joint Debtor (if different from street address):  N/A
Location of Principal Assets of Business Debtor (if different from street address above):  N/A	Location of Principal Assets of Business Debtor (if different from street address above):  N/A

<b>Type of Debtor</b> (Form of Organization) (Check one box.)  <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<b>Nature of Business</b> (Check one box.)  <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other	<b>Chapter of Bankruptcy Code Under Which The Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13
<b>Chapter 15 Debtors</b>  Country of debtor's center of main interests:  Each country in which a foreign proceeding by, regarding, or against debtor is pending:	<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).	<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

<b>Filing Fee</b> (Check one box.)  <input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	<b>Chapter 11 Debtors</b>  <b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).  <b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter).  <b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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<b>Statistical/Administrative Information</b>  <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.  Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000  Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion  Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	<b>THIS SPACE IS FOR COURT USE ONLY</b>
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<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Bicent Holdings LLC</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: (SEE ATTACHED)		Case Number:	Date Filed:
District: <b>District of Delaware</b>		Relationship:	Judge:
<p style="text-align: center;"><b>Exhibit A</b></p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 15Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>		<p style="text-align: center;"><b>Exhibit B</b></p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).</p> <p>X <u>N/A</u>                  Signature of Attorney for Debtor(s) (Date)</p>	
<b>Exhibit C</b>			
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.			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor – Venue</b> (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 checked="" 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.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (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(l)).			

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): <u>Bicent Holdings LLC</u>
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Signatures	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.          [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;"><b>Signature of a Foreign Representative</b></p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only 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>

**Signature of Attorney\***

X *Pauline K. Morgan*  
Signature of Attorney for Debtor(s)

Pauline K. Morgan  
Printed Name of Attorney for Debtor(s)  
Young Conaway Stargatt & Taylor, LLP  
Firm Name

YOUNG CONAWAY STARGATT & TAYLOR, LLP  
Rodney Square  
1000 North King Street  
Wilmington, DE 19801-0391  
(302) 571-6600

4/23/12  
Date

\*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

**Signature of Non-Attorney Bankruptcy Petition Preparer**

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

\_\_\_\_\_  
Printed Name and title, if any, of Bankruptcy Petition Preparer

\_\_\_\_\_  
Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)  
(Required by 11 U.S.C. § 110.)

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**Signature of Debtor (Corporation/Partnership)**

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X *CR*  
Signature of Authorized Individual  
Christopher L. Ryan  
Printed Name of Authorized Individual  
Chief Financial Officer  
Title of Authorized Individual  
4/23/12  
Date

\_\_\_\_\_  
Address

X \_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**ATTACHMENT TO THE VOLUNTARY PETITION OF**  
**BICENT HOLDINGS LLC**

**Pending Bankruptcy Cases Filed by Affiliates of this Debtor**

**1. On April 23, 2012, the following affiliates of the Debtor each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code:**

- Bicent R.F. LLC
- Bicent Funding LLC
- Bicent Power LLC
- Colorado Energy Management, LLC
- CEM Energy Services, Inc.
- Colorado Cogen Operators, LLC
- San Joaquin Cogen, L.L.C.
- Rocky Mountain Power, LLC
- Hartwell, LLC
- Hartwell Power Company
- Hartwell Independent Power Partners, LLC
- Hart County IPP, LLC

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

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In re:	:	Chapter 11
	:	
BICENT HOLDINGS LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 12- _____ ( )
	:	
Debtors.	:	Joint Administration Requested
	:	
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**CONSOLIDATED LIST OF CREDITORS  
HOLDING 30 LARGEST UNSECURED CLAIMS**

Bicent Holdings LLC and its affiliated debtors and debtors-in-possession in the above-captioned cases (collectively, the “Debtors,” and each individually, a “Debtor”), filed voluntary petitions in this Court for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.* This list of creditors holding the thirty (30) largest unsecured claims (the “Top 30 List”) has been prepared on a consolidated basis, from the Debtors’ books and records as of April 20, 2012. The Top 30 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure. The Top 30 List does not include: (1) persons who come within the definition of an “insider” set forth in 11 U.S.C. § 101(31); or (2) creditors who assert that their claims are secured by the assets of one or more of the Debtors. The information presented in the Top 30 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 as contingent, unliquidated, disputed or subject to a setoff does not constitute a waiver of the Debtors’ rights to contest the validity, priority, nature, characterization and/or amount of any claim. The Debtors’ rights with respect to all claims are hereby reserved.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: Bicent Holdings LLC (9347); Bicent R.F. LLC (8269); Bicent Funding LLC (2270); Bicent Power LLC (8567); Colorado Energy Management, LLC (8296); CEM Energy Services, Inc. (9642); Colorado Cogen Operators, LLC (3737); San Joaquin Cogen, L.L.C. (8299); Rocky Mountain Power, LLC (7088); Hartwell, LLC (N/A); Hartwell Power Company (5414); Hartwell Independent Power Partners, LLC (7195); Hart County IPP, LLC (7194). The Debtors’ mailing address is 2575 Park Lane, 2<sup>nd</sup> Floor, Lafayette, Colorado 80026.

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff <sup>2</sup>	Amount of claim
1	Mezzanine Credit Agreement, Barclays Capital, Agent	Attn: Sreedhar R. Kona and Ann E. Sutton 745 7th Avenue, 26th Floor New York, NY 10019 Telephone: 212-526-7808/212-412-1126 Fax: 212-520-9783  Attn: Robert Silverman 200 Park Avenue New York, NY 10166 Telephone: 212-412-2643 Fax: 212-412-7300	Loan		\$65,514,977.84
2	Lea Power Partners, LLC  c/o ArcLight Capital Partners, LLC	Attn: President, Officer or Managing Agent 200 Clarendon Street 55 <sup>th</sup> floor Boston, MA 02117 Telephone: 617-531-6300 Fax: 617-867-4698	Litigation	Disputed	\$22,043,032.00
3	Montana Department of Revenue	Attn: President, Officer or Managing Agent P.O. Box 5805 Helena, MT 59604 Telephone: 866-859-2254 Fax: 406-444-3696	Energy License Tax		\$820,475.00
4	Northwestern Energy	Attn: President, Officer or Managing Agent 40 East Broadway Street Butte, MT 59701 Telephone: 888-467-2669 Fax: 406-497-4950	Utility	Disputed	\$109,567.15
5	Xcel Energy	Attn: President, Officer or Managing Agent P.O. Box 9477 Minneapolis, MN 55484-9477 Telephone: 612-330-5500 Fax: 800-544-8441	Utility		\$100,815.75
6	Babcock Power Services, Inc.	Attn: President, Officer or Managing Agent P.O. Box 643451 Pittsburgh, PA 15264-3451 Telephone: 508-852-7100 Fax: 508-852-7548	Trade		\$85,000.00
7	Warren Transport Inc.	Attn: President, Officer or Managing Agent 2348 N Frontage Road P.O. Box 22745 Billings, MT 59104 Telephone: 406-245-8833 Fax: 406-245-3232	Trade		\$79,306.47

<sup>2</sup> The Debtors reserve their rights to dispute the claims on this schedule on any basis.

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff <sup>2</sup>	Amount of claim
8	City of Hardin	Attn: Robert Snively, City Attorney 406 N. Cheyenne Hardin, MT 59034 Telephone: 406-665-9292 Fax: 406-665-2719	Trade/Tax		\$79,300.00
9	GE International	Attn: President, Officer or Managing Agent 4200 Wildwood Parkway Atlanta, GA 30339 Telephone: 678-844-5476 Fax: 678-844-7300	Trade		\$58,700.00
10	Montana Department of Environmental Quality	Attn: President, Officer or Managing Agent P.O. Box 200901 Helena, MT 59620-0901 Telephone: 406-444-2544 Fax: 406-444-4386	Trade		\$52,958.00
11	Standard & Poor's Financial Service, LLC	Attn: Christina Lopez 2542 Collection Center Drive Chicago, IL 60693 Telephone: 800-767-1896 ext. 2 Fax: 212-438-7375	Trade		\$39,375.00
12	RVM, Incorporated	Attn: President, Officer or Managing Agent 80 Pine Street 10th Floor New York, NY 10005 Telephone: 212-693-1525 Fax: 212-693-0166	Trade		\$39,322.96
13	State of Mississippi Department of Revenue	Attn: President, Officer or Managing Agent P.O. Box 23075 Jackson, MS 39225-3075 Telephone: 601-923-7300 Fax: 601-923-7318	Tax	Disputed	\$38,197.00
14	Pacific Gas and Electric	Attn: Mike Steele P.O. Box 997300 Sacramento, CA 95899-7300 Telephone: 209-825-6985 Fax: 916-386-5720	Utility		\$31,290.00
15	Moody's Investors Service	Attn: Marie Nelson P.O. Box 102597 Atlanta, GA 30368-0597 Telephone: 212-553-7724 Fax: 212-298-7343  And  7WTC at 250 Greenwich Street New York, NY 10007 Telephone: 212-553-0300 Fax: 212-553-4047	Trade		\$28,875.00

Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff <sup>2</sup>	Amount of claim
16	Renew Data Corp	Attn: President, Officer or Managing Agent P.O. Box 671142 Dallas, TX 75267-1142 Telephone: 512-276-5500 Fax: 512-275-5555	Trade		\$25,389.34
17	Steag Energy Services LLC	Attn: President, Officer or Managing Agent P.O. Box 1727 Kinds Mountain, NC 28086 Telephone: 704-734-0688 Fax: 704-734-1088	Trade		\$24,900.00
18	PSC Industrial, Inc.	78 N. Dynamics Drive Pueblo West, Colorado 81007 Telephone: 719-647-8888 Fax: 719-647-8986	Trade		24,000.00
19	City of Brush	Attn: President, Officer or Managing Agent P.O. Box 363 Brush, CO 80723 Telephone: 970-842-5001 Fax: 970-842-5909	Utility		\$22,775.00
20	City of Lathrop, California	Attn: Salvador Navarrete, City Attorney 390 Towne Centre Drive Lathrop, CA 95330 Telephone: 209-941-7235 Fax: 209-941-7233	Utility		\$19,902.75
21	Wood Group Field Services, Inc.	Attn: President, Officer or Managing Agent 10455 Slusher Drive Santa Fe Springs, CA 90670 Telephone: 310-639 3523 Fax: 310-639-8217	Trade		\$18,727.70
22	National Economic Research Associates, Inc.	Attn: President, Officer or Managing Agent P.O. Box 70716 Chicago, IL 60673-0716 Telephone: 312-573-2800 Fax: 630-305-2900	Trade		\$18,433.61
23	Petrochem Insulation, Inc.	Attn: President, Officer or Managing Agent 110 Corporate Pl Vallejo, CA 94590 Telephone: 704-644-7455 Fax: 704-644-4908	Trade		\$15,042.39
24	Ash Tech Corporation	PO Box 70716 Chicago, IL 60673-0716 Telephone: 440-646-9911 Fax: 440-646-0505	Trade		\$14,840.31
25	Transperfect Document Management, Inc.	Attn: President, Officer or Managing Agent Three Park Ave., 39th Floor New York, NY 10016 Telephone: 212-689-5555 Fax: 212-689-1059	Trade		\$13,175.23



Rank	Name of creditor	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff <sup>2</sup>	Amount of claim
26	McHale & Associates, Inc.	Attn: President, Officer or Managing Agent 6430 Baum Drive Knoxville, TN 37919 Telephone: 865-588-2654 Fax: 865-934-4779	Trade		\$13,000.00
27	KDG Development & Construction Consulting	Attn: Jennifer Lerner 520 N. Central Ave. Glendale, CA 91203 Telephone: 818-241-0800 Fax: 818-241-0818	Trade		\$12,319.41
28	Delta Air Quality Services, Inc.	1845 N. Case Street Orange, CA 92865 Telephone: 714-279-6777 Fax: 714-279-6781	Trade		\$12,160.00
29	Global Fire & Safety Inc.	Attn: President, Officer or Managing Agent Peralta St., Suite F Oakland, CA 94607 Telephone: 510-834-2323 Fax: 510-834-2326	Trade		\$11,967.30
30	Up Systems, Inc.	2821 West 11th Street Houston, TX 77008 Telephone: 713-880-0909 Fax: 713-880-0952	Trade		\$11,953.00

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

----- X  
In re: : Chapter 11  
: :  
BICENT HOLDINGS LLC, *et al.*,<sup>1</sup> : Case No. 12- \_\_\_\_\_ ( )  
: :  
Debtors. : Joint Administration Requested  
: :  
----- X

**DECLARATION CONCERNING THE DEBTORS' CONSOLIDATED LIST OF  
CREDITORS HOLDING THE 30 LARGEST UNSECURED CLAIMS**

I, Christopher L. Ryan, Chief Financial Officer of Bicent Holding LLC, on behalf of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Consolidated List of Creditors holding the 30 Largest Unsecured Claims* submitted herewith and that the information contained therein is true and correct to the best of my information and belief.

Date: April 23, 2012  
Lafayette, Colorado



\_\_\_\_\_  
Christopher L. Ryan  
Chief Financial Officer  
Bicent Holdings LLC

On Behalf of the Other Debtors and Debtors in  
Possession

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Bicent Holdings LLC (9347); Bicent R.F. LLC (8269); Bicent Funding LLC (2270); Bicent Power LLC (8567); Colorado Energy Management, LLC (8296); CEM Energy Services, Inc. (9642); Colorado Cogen Operators, LLC (3737); San Joaquin Cogen, L.L.C. (8299); Rocky Mountain Power, LLC (7088); Hartwell, LLC (N/A); Hartwell Power Company (5414); Hartwell Independent Power Partners, LLC (7195); Hart County IPP, LLC (7194). The Debtors' mailing address is 2575 Park Lane, 2<sup>nd</sup> Floor, Lafayette, Colorado 80026.

**UNANIMOUS ACTION OF MANAGERS OF  
BICENT HOLDINGS LLC**

THE UNDERSIGNED, being the board of managers of Bicent Holdings LLC, a Delaware limited liability company, (the "Company"), acting pursuant to applicable law hereby adopts the resolutions and takes the actions set forth in Exhibit 1, attached hereto, as of the date set forth below.

IN WITNESS WHEREOF, the undersigned has executed this Action as of this 23<sup>rd</sup> day of April 2012.

BOARD OF MANAGERS:

By: 

\_\_\_\_\_  
Name: Christopher L. Ryan

Title: Manager

**RESOLUTIONS AND ACTIONS OF  
BOARD OF MANAGERS OF  
BICENT HOLDINGS LLC**

WHEREAS, the managers of the Company have reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and credit market conditions; and

WHEREAS, the managers of the Company have received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code;

NOW, THEREFORE, BE IT RESOLVED that, in the judgment of the managers of the Company, it is desirable and in the best interests of the Company, its creditors, and members, that a voluntary petition (the "Petition") be filed by the Company under the provisions of Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that the Company shall be, and it hereby is, directed and authorized to execute and file on behalf of the Company all petitions, schedules, lists and other papers or documents, and to take any and all action which they deem reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief under Chapter 11 of Title 11 of the United States Code; and it is further

RESOLVED, that Christopher L. Ryan and any officer or manager of the Company designated by Christopher L. Ryan (collectively, the "Designated Persons"), be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware commencing a case (the "Bankruptcy Case") and to make or cause to be made prior to the execution thereof any non-material modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Young Conaway Stargatt & Taylor, LLP ("Young Conaway") be, and hereby is, authorized and empowered to represent the Company as its general bankruptcy counsel to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and

immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway; and it is further

RESOLVED, that the firm of Moelis & Company ("Moelis") be and hereby is engaged to provide financial advisory and investment banking services to the Company in the Bankruptcy Case; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Moelis; and it is further

RESOLVED, that the law firm of Paul, Weiss, Rifkind, Wharton & Garrison LLP ("Paul Weiss") be, and hereby is, authorized and empowered to represent the Company, as special corporate and transactions counsel; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Paul Weiss; and it is further

RESOLVED, that Epiq Bankruptcy Solutions, LLC ("Epiq") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the Bankruptcy Case commenced by the Company under the Bankruptcy Code; and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of Epiq; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and in connection therewith, the Designated Persons be and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Bankruptcy Case, and to cause to be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company enter into and to obtain post-petition financing according to the terms of that certain proposed super-priority debtor-in-possession credit facility by and between Bicent Power LLC, its affiliated obligors, Barclays Banks, plc, as agent, and certain of the Company's existing first lien lenders, in substantially the form attached hereto; and to enter into any guarantees and to pledge and grant liens on its assets and to pay fees and expenses, and other amounts, as may

be contemplated by or required under the terms of such post-petition financing; and to enter into cash collateral, cash management, and adequate protection arrangements contemplated thereby, or as related thereto, including the payment of fees and expenses; and in connection therewith, to the extent authorized by the managers, as necessary, the Designated Persons are hereby authorized and directed to execute appropriate loan agreements, cash collateral and cash management arrangements and related ancillary and security documents and to make any necessary filings in respect thereof; and it is further

RESOLVED, that the Designated Persons be, and each of them, acting alone or in any combination, hereby is, authorized, directed and empowered, on behalf of and in the name of the Company, to secure the payment and performance of any post-petition financing by (i) pledging or granting liens mortgages on, or security interest in, all or any portion of the Company's assets, including all or any portion of the issued and outstanding capital stock, partnership interests, or membership interests of any subsidiaries of the Company, whether now owned or hereafter acquired, and (ii) entering into or causing to be entered into such security agreements, pledge agreements, control agreements, intercreditor agreements, mortgages, deeds of trust and other agreements as are necessary, appropriate or desirable to effectuate the intent of, or matters reasonably contemplated or implied by, this resolution in such form, covering such collateral and having such other terms and conditions as are approved or deemed necessary, appropriate or desirable by the officer executing the same, the execution thereof by such officer to be conclusive evidence of such approval or determination; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents and pay any related or required fees and expenses as may be required or as such officer may deem necessary, advisable or proper to carry out the intent and purpose of the foregoing resolutions, including the execution and delivery of any security agreements, pledges, financing statements and the like, and (b) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificates, instruments, guaranties, notices and documents to be executed and delivered in such form, as the officer performing or executing the same shall approve, and the performance or execution thereof by such officer shall be conclusive evidence of the approval thereof by such officer and by the Company; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone or in any combination is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to enter into a restructuring support agreement (the "RSA") with certain of its prepetition lenders pursuant to which the Company and such prepetition lenders have agreed, among other things, to support a restructuring transaction that contemplates implementing the terms of the RSA, pursuant to a pre-negotiated Chapter 11 joint plan of reorganization (the "Plan") and related disclosure statement, in substantially the form attached hereto; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to execute, deliver and file the Plan in the United States Bankruptcy Court for the

District of Delaware in accordance with the terms and conditions of the RSA, and any and all documents related to the Plan, including a proposed disclosure statement, and to pursue confirmation of the Plan consistent with the terms, conditions, and timing guidelines set forth in the RSA; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to enter into that certain Amended and Restated Management Agreement with Beowulf Energy, LLC, in substantially the form attached hereto, and any and all documents related thereto; and it is further

RESOLVED, that the Designated Persons be, and each of them acting alone is, hereby authorized, directed and empowered from time to time in the name and on behalf of the Company, to adopt further resolutions to the extent necessary to implement the restructuring contemplated by the RSA and the Plan, and otherwise exercise the rights and powers of the Company as such Designated Person may deem necessary, appropriate or desirable (i) as a member or manager (however denominated) of the direct and indirect subsidiaries of the Company that are limited liability companies (if any), (ii) as general partner or limited partner of the direct and indirect subsidiaries of the Company that are limited partnerships (if any), and (iii) as a stockholder of the direct and indirect subsidiaries of the Company that are corporations (if any); and that thereupon such resolutions shall be deemed adopted as and for the resolutions of each such subsidiary of the Company insofar as it relates to the restructuring; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the execution of these resolutions, are hereby in all respects confirmed, approved and ratified.

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

-----	x	
In re:	:	Chapter 11
	:	
BICENT HOLDINGS LLC, <i>et al.</i> , <sup>1</sup>	:	Case No. 12-____ ( )
	:	
Debtors.	:	Joint Administration Requested
	:	
-----	x	

**DEBTORS' OWNERSHIP STATEMENT PURSUANT TO RULES 1007(a)(1), 1007(a)(3)  
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each a "Debtor" and collectively, the "Debtors") state as follows:

1. Bicent Prime Holdings LLC<sup>2</sup> owns one hundred percent of Bicent Holdings LLC.
2. Bicent Holdings LLC owns one hundred percent of Bicent R.F. LLC.
3. Bicent R.F. LLC owns one hundred percent of Bicent Funding LLC.
4. Bicent Funding LLC owns on hundred percent of Bicent Power LLC.
5. Bicent Power LLC owns one hundred percent of Colorado Energy Management, LLC, non-debtor Centennial Power, LLC and San Joaquin Cogen, L.L.C., respectively.

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<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Bicent Holdings LLC (9347); Bicent R.F. LLC (8269); Bicent Funding LLC (2270); Bicent Power LLC (8567); Colorado Energy Management, LLC (8296); CEM Energy Services, Inc. (9642); Colorado Cogen Operators, LLC (3737); San Joaquin Cogen, L.L.C. (8299); Rocky Mountain Power, LLC (7088); Hartwell, LLC (N/A); Hartwell Power Company (5414); Hartwell Independent Power Partners, LLC (7195); Hart County IPP, LLC (7194). The Debtors' mailing address is 2575 Park Lane, 2<sup>nd</sup> Floor, Lafayette, Colorado 80026.

<sup>2</sup> Non-Debtor Bicent Prime Holdings LLC is 87.07% owned by Natural Gas Partners VIII, L.P., Natural Gas Partners IX, L.P. and NGP IX Offshore Holdings, L.P., and 12.93% by Beowulf (Bicent LLC).



6. Colorado Energy Management, LLC owns one hundred percent of CEM Energy Services, Inc. and Colorado Cogen Operators, LLC.
7. Non-debtor Centennial Power, LLC owns one hundred percent of Rocky Mountain Power, LLC and Hartwell, LLC, respectively.
8. Hartwell, LLC owns one hundred percent of Hartwell Power Company, Hartwell Independent Power Partners, LLC and Hart County IPP, LLC, respectively.

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

----- X  
In re: : Chapter 11  
: :  
BICENT HOLDINGS LLC, *et al.*,<sup>1</sup> : Case No. 12-\_\_\_\_ ( )  
: :  
Debtors. : Joint Administration Requested  
: :  
----- X

**DECLARATION CONCERNING DEBTORS' OWNERSHIP STATEMENT  
PURSUANT TO RULES 1007(a)(1), 1007(a)(3) AND 7007.1 OF  
THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

I, Christopher L. Ryan, Chief Financial Officer of Bicent Holdings LLC, one of the above-captioned debtors and debtors in possession, declare under penalty of perjury under the laws of the United States of America that I have reviewed the foregoing *Debtors' Ownership Statement Pursuant to Rules 1007(a)(1), 1007(a)(3) and 7007.1 of the Federal Rules of Bankruptcy Procedure* submitted herewith and that the information contained therein is true and correct to the best of my knowledge, information and belief.

Dated: April 23, 2012  
Lafayette, Colorado



\_\_\_\_\_  
Christopher L. Ryan  
Chief Financial Officer  
Bicent Holdings LLC

On Behalf of the Other Debtors and Debtors in  
Possession

<sup>1</sup> The Debtors in these cases, along with the last four digits of each Debtor's federal tax identification number, are: Bicent Holdings LLC (9347); Bicent R.F. LLC (8269); Bicent Funding LLC (2270); Bicent Power LLC (8567); Colorado Energy Management, LLC (8296); CEM Energy Services, Inc. (9642); Colorado Cogen Operators, LLC (3737); San Joaquin Cogen, L.L.C. (8299); Rocky Mountain Power, LLC (7088); Hartwell, LLC (N/A); Hartwell Power Company (5414); Hartwell Independent Power Partners, LLC (7195); Hart County IPP, LLC (7194). The Debtors' mailing address is 2575 Park Lane, 2<sup>nd</sup> Floor, Lafayette, Colorado 80026.