

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:

\_\_\_\_\_ District of Delaware  
(State)

Case number (If known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

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

1. Debtor's name Rentech WP U.S. Inc.

2. All other names debtor used in the last 8 years N/A  
\_\_\_\_\_  
\_\_\_\_\_  
Include any assumed names, trade names, and doing business as names  
\_\_\_\_\_  
\_\_\_\_\_

3. Debtor's federal Employer Identification Number (EIN) 4 6 - 2 6 4 7 8 6 3

4. Debtor's address

<p>Principal place of business</p> <p><u>10880 Wilshire Boulevard</u> Number Street</p> <p><u>Suite 1101</u></p> <p><u>Los Angeles</u> CA <u>90024</u> City State Zip Code</p> <p><u>Los Angeles</u> County</p>	<p>Mailing address, if different from principal place of business</p> <p>_____ Number Street</p> <p>_____ P.O. Box</p> <p>_____ City State Zip Code</p> <p>Location of principal assets, if different from principal place of business</p> <p>_____ Number Street</p> <p>_____ City State Zip Code</p> <p>_____ County</p>
---	--

5. Debtor's website (URL) http://www.rentechinc.com/

6. Type of debtor

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

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor Rentech WP U.S. Inc. Case number (if known) \_\_\_\_\_  
 Name \_\_\_\_\_

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 5 1 1

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

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

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

If more than 2 cases, attach a separate list.

- No
- Yes. District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM/DD/YYYY
- District \_\_\_\_\_ When \_\_\_\_\_ Case number \_\_\_\_\_  
 MM/DD/YYYY

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

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

- No
- Yes. Debtor Rentech, Inc. Relationship Parent  
 District District of Delaware  
 Case number, if known \_\_\_\_\_ When Contemporaneously

MM/DD/YYYY

Debtor Rentech WP U.S. Inc. Case number (if known) \_\_\_\_\_  
 Name

11. **Why is the case filed in this district?** *Check all that apply:*  
 Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.  
 A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. **Does the debtor own or have possession of any real property or personal property that needs immediate attention?**  
 No  
 Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety. What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_

Number Street  
 \_\_\_\_\_  
 \_\_\_\_\_  
 City State Zip Code

**Is the property insured?** \_\_\_\_\_

- No
- Yes. Insurance agency \_\_\_\_\_  
 Contact name \_\_\_\_\_  
 Phone \_\_\_\_\_

**Statistical and administrative information**

13. **Debtor's estimation of available funds** *Check one:*  
 Funds will be available for distribution to unsecured creditors.  
 After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. **Estimated number of creditors**

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

15. **Estimated assets**

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

Debtor Rentech WP U.S. Inc. Case number (if known) \_\_\_\_\_  
 Name

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


**Request for Relief, Declaration, and Signatures**

**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
  - I have been authorized to file this petition on behalf of the debtor.
  - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

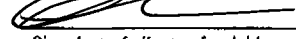
I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/19/2017  
 MM/DD/YYYY

X   
 Signature of authorized representative of debtor  
 Title Chief Financial Officer

Paul Summers  
 Printed name

18. Signature of attorney

X   
 Signature of attorney for debtor

Date 12/19/2017  
 MM/DD/YYYY

Michael R. Nestor  
 Printed name

Young Conaway Stargatt & Taylor, LLP  
 Firm name

Rodney Square, 1000 North King Street  
 Number Street

Wilmington  
 City

DE 19801  
 State Zip Code

(302) 671-6699  
 Contact Phone

mnestor@ycst.com  
 Email address

3526  
 Bar number

DE  
 State

**Fill in this information to identify the case:**

Debtor name: Rentech WP U.S., Inc.  
 United States Bankruptcy Court for the: District of Delaware  
 Case number (if known): \_\_\_\_\_

Check if this is an amended filing

Official Form 204

**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
1 QSL Attn: President or General Counsel 961 Champlain Boulevard Quebec City, QC G1K 4J9 Canada	QSL Attn: President or General Counsel PHONE: FAX: 418-522-9761 EMAIL: glemont@qsl.com; cgauthier@qsl.com	Guaranty	Y			\$13,505,999.00
2 Trinityrail Canada, Inc. Attn: President or General Counsel W 510131 PO Box 7777 Philadelphia, PA 19175-0131	Trinityrail Canada, Inc. Attn: President or General Counsel PHONE: FAX: EMAIL:	Litigation	Y			\$1,900,000.00
3 Candian National Railway Company Attn: President or General Counsel De La Gauchetiere Street West Montreal, QC H3B 2M9 Canada	Candian National Railway Company Attn: President or General Counsel PHONE: FAX: EMAIL:	Litigation	Y			\$1,200,000.00
4 Keith B. Forman 5626 Newington Court Bethesda, MD 20816	Keith B. Forman 5626 Newington Court PHONE: FAX: EMAIL: kmindc@comcast.net	Severance Fee and Earned Vacation				\$1,032,488.58
5 BDO Attn: Matt Demong PO Box 642742 Pittsburgh, PA 15264-2473	BDO Attn: Matt Demong PHONE: 617-422-7575 FAX: EMAIL: mdemong@bdo.com	Professional Services - Audit/Tax				\$265,000.00
6 Deloitte Tax LLP Attn: Michelle Caballes PO Box 844736 Dallas, TX 75284-4736	Deloitte Tax LLP Attn: Michelle Caballes PHONE: 213-553-1272 FAX: EMAIL: michellecaballes@deloitte.com	Professional Services - Tax	Y			\$208,443.00
7 Oracle America, Inc. Attn: Mohammed Nabel 500 Oracle Parkway Redwood Shores, CA 94065	Oracle America, Inc. Attn: Mohammed Nabel PHONE: 804-108-8335 FAX: EMAIL: mohammed.nabel@oracle.com	It/Communications - Erp Cloud Services	Y			\$107,956.80
8 Akin Gump Strauss Hauer & Feld LLP Attn: Dave Cronin 1999 Avenue of the Stars, Suite 600 Los Angeles, CA 90067-6022	Akin Gump Strauss Hauer & Feld LLP Attn: Dave Cronin PHONE: 212-872-1000 FAX: EMAIL: dcronin@akingump.com	Professional Services				\$100,000.00

Debtor \_\_\_\_\_

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
9 Center West Attn: President or General Counsel 10877 Wilshire Blvd Suite 300 Los Angeles, CA 90024	Center West Attn: President or General Counsel PHONE: 310-824-3000 FAX: EMAIL: info@indivest.com	Rent - Wilshire Office (Now Subleasing)				\$98,448.78
10 Cigna Health & Life Insurance Co. Attn: President or General Counsel 900 Cottage Grove Drive Bloomfield, CT 06002	Cigna Health & Life Insurance Co. Attn: President or General Counsel PHONE: 866-866-6622 FAX: EMAIL: david.cordani@cigna.com	Health Insurance Claims - Medical				\$60,000.00
11 Nasdaq Corporate Solutions, LLC Attn: Sharon Tan Lockbox 20200 PO Box 8500 C/O Wells Fargo Bank Philadelphia, PA 19178-0200	Nasdaq Corporate Solutions, LLC Attn: Sharon Tan PHONE: 301-978-8392 FAX: EMAIL: sharon.tan@nasdaq.com	Investor Relations - Desktop Exchange Data				\$44,151.06
12 Cafarella, Zuleakha 635 Oak Crest Drive Sierra Mader, CA 91024	Cafarella, Zuleakha PHONE: FAX: EMAIL:	Earned Vacation				\$40,673.07
13 Pricewaterhousecoopers, LLP Attn: Tram Ngo 2020 Main Street Suite 400 Irvine, CA 92614	Pricewaterhousecoopers, LLP Attn: Tram Ngo PHONE: 877-351-6402 FAX: EMAIL: ngoc.tram.ngo@pwc.com	Professional Services - Tax				\$33,540.00
14 Bloomberg Finance L.P. Attn: Mahesh Lal PO Box 416604 Boston, MA 02241-6604	Bloomberg Finance L.P. Attn: Mahesh Lal PHONE: 212-318-2000 FAX: EMAIL: mlal10@bloomberg.net	Finance Expense - Terminal				\$28,975.66
15 Deloitte & Touche, LLP Attn: Cecile Galvez 30 Rockefeller Plaza, 41st Floor New York, NY 10112-0015	Deloitte & Touche, LLP Attn: Cecile Galvez PHONE: 214-840-7000 FAX: EMAIL: cegalvez@deloitte.com	Professional Services - Sox Audit				\$21,650.00
16 Sirva Relocation LLC Attn: Cherita Shaw Wells Fargo Business Credit 4370 Solutions Center LB #774370 Chicago, IL 60677-4003	Sirva Relocation LLC Attn: Cherita Shaw PHONE: 216-606-4247 FAX: EMAIL: cherita.shaw@sirva.com	Relocation Service (Fulghum Fibres)				\$17,188.88
17 Skadden Arps Slate Meagher & Flom Attn: David C. Reamer PO Box 1764 White Plains, NY 10602	Skadden Arps Slate Meagher & Flom Attn: David C. Reamer PHONE: 310-467-5052 FAX: EMAIL: david.reamer@skadden.com	Professional Services - Legal				\$16,759.00
18 Corn, Dennis 1909 Ashfield Drive Kingsport, TN 37664	Corn, Dennis 1909 Ashfield Drive PHONE: FAX: EMAIL:	Earned Vacation				\$16,082.22
19 KPMG, LLP Attn: Albert Gonzalez 345 Park Avenue New York, NY 10154-0102	KPMG, LLP Attn: Albert Gonzalez PHONE: FAX: EMAIL: aagonzalez@kpmg.com	Professional Services - Economic And Valuation Services				\$12,000.00
20 Amey, Kenneth Christopher 21717 Fall River Drive Boca Raton, FL 33428	Amey, Kenneth Christopher PHONE: FAX: EMAIL:	Earned Vacation				\$9,433.64

Debtor \_\_\_\_\_

Case number (if known) \_\_\_\_\_

Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured Claim
21 Seals, Tianna 1202 S La Cienega Blvd Los Angeles, CA 90035	Seals, Tianna PHONE: FAX: EMAIL:	Earned Vacation				\$5,789.59
22 Solium Capital LLC Attn: Jennifer Moore-Rowle Dept 3530 PO Box 123530 Dallas, TX 75312-3530	Solium Capital LLC Attn: Jennifer Moore-Rowle PHONE: 866-693-7695 FAX: EMAIL: ar@solium.com	Legal Expense				\$4,593.84
23 Delta Dental of CA Attn: President or General Counsel 17871 Park Plaza Dr. #200 Cerritos, CA 90703	Delta Dental of CA Attn: President or General Counsel PHONE: 800-632-8555 FAX: EMAIL:	Health Insurance Claims - Dental				\$4,050.00
24 ADP Attn: Cynthia Granados PO Box 842875 Boston, MA 02284-2875	ADP Attn: Cynthia Granados PHONE: 866-426-8889 FAX: EMAIL: cynthia.granados@adp.com	Human Resources - Payroll & Benefits Admin				\$3,513.33
25 Computershare Attn: Jenna Arnold 4229 Collection Centre Drive Chicago, IL 60693	Computershare Attn: Jenna Arnold PHONE: 303-262-0625 X172362 FAX: EMAIL:	Investor Relations - Transfer Agent/Registrar Fees				\$1,825.79
26 Thomson Reuters Attn: Bob Farrell PO Box 415983 Boston, MA 02241	Thomson Reuters Attn: Bob Farrell PHONE: 760-438-5526 FAX: EMAIL: bob.farrell@thomsonreuters.com	Legal Expense				\$1,788.04
27 Bank Of New York Mellon Attn: Robert Hough PO Box 392013 Pittsburgh, PA 15251-9013	Bank Of New York Mellon Attn: Robert Hough PHONE: 212-815-2788 FAX: EMAIL: robert.hough@bnymellon.com	Legal Expense				\$1,275.00
28 Marketforms LLC Attn: President or General Counsel 4582 S. Ulster St Suite 205 Littleton, CO 80123	Marketforms LLC Attn: President or General Counsel PHONE: 303-353-1945 FAX: EMAIL: accounting@marketforms.com	Legal Expense - Subscription				\$479.00
29 Channel Marketing Resources Inc. Attn: Norm Broadhurst 34145 Pacific Coast Highway Suite 327 Dana Point, CA 92629-2808	Channel Marketing Resources Inc. Attn: Norm Broadhurst PHONE: FAX: EMAIL: norm@channelmarketingresources.net	Investor Relations - Website Updates				\$168.75
30 Cheng Jiangchen c/o Glancy Prongay & Murray LLP attn Lionel Z. Glancy, Robery V. Proggay, Ex Kano S. Sams II 1925 Century Pary East, Suite 2100 Los Angeles, CA 90067	Cheng Jiangchen c/o Glancy Prongay & Murray LLP PHONE: 310-201-9150 FAX: 310-201-9160 EMAIL: esams@glancylaw.com	Litigation	Y			Unknown

Fill in this information to identify the case and this filing:

Debtor Name Rentech WP U.S. Inc.

United States Bankruptcy Court for the District of Delaware

Case number (if known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15**

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

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

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

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

- Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule* \_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration \_\_\_\_\_

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

Executed on 12/19/2017  
MM/DD/YYYY

**X**

/s/ Paul Summers  
Signature of individual on behalf of debtor

Paul Summers  
Printed name

Chief Financial Officer  
Position or relationship to debtor



OFFICER'S CERTIFICATE

RENTECH WP U.S. INC.

December 19, 2017

I, the undersigned, duly elected, qualified, and acting Chief Financial Officer of Rentech WP U.S. Inc., a corporation organized and existing under the laws of the State of Delaware (the "Company"), do hereby certify solely on behalf of the Company and not in my individual capacity, that in such capacity, I am authorized to execute this Certificate on behalf of the Company and further hereby certify that:

1. Attached hereto as Exhibit A is a true, correct, and complete copy of the resolutions duly adopted by the Directors of the Company on December 15, 2017 approving and authorizing, among other things, the commencement of a case under Chapter 11 of Title 11 of the United States Code by the Company. Such resolutions have not been amended, modified, revoked or rescinded since their adoption and are in full force and effect on and as of the date hereof.

\* \* \* \* \*

IN WITNESS WHEREOF, I have hereunto set my hand on behalf of the Company as of the date first written above.

RENTECH WP U.S. INC.

By: 

Name: Paul Summers

Title: Chief Financial Officer

EXHIBIT A

Board Resolutions

(attached)

**RESOLUTIONS  
OF THE BOARD OF DIRECTORS  
OF RENTECH WP U.S. INC.**

*Approval of Bankruptcy Filing*

**WHEREAS**, the Board of Directors (the “Board”) of Rentech WP U.S. Inc., a Delaware corporation (the “Company”), has reviewed and considered the materials presented by the management and financial and legal advisors of the Company, regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company’s business;

**WHEREAS**, the Board has consulted with the management and financial and legal advisors of the Company and have considered fully each of the strategic alternatives available to the Company; and

**WHEREAS**, the Board has determined that it is in the Company’s best interest to seek relief under Chapter 11 of Title 11 of the United States Code (the “Bankruptcy Code”).

**NOW, THEREFORE, BE IT RESOLVED**, that, the Board hereby approves the commencement of a case under Chapter 11 of the Bankruptcy Code by the Company (the “Chapter 11 Case”).

**RESOLVED FURTHER**, that Paul Summers, the Company’s Chief Financial Officer, and Nicole Sykes Powe, the Company’s General Counsel (each, an “Authorized Person”), be, and each of them hereby is, acting singly, authorized to take all such steps and do all such acts and things as they shall deem necessary or advisable to commence the Chapter 11 Case, including but not limited to executing, verifying, and delivering a voluntary petition in the name of the Company under Chapter 11 of the Bankruptcy Code and causing the same to be filed with the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”), the making of any and all other necessary filings with the Bankruptcy Court, the Securities and Exchange Commission, the Nasdaq Capital Market, the OTC Markets Group, or any other national or global securities exchange, and any other filings that such Authorized Persons determine to be necessary or advisable, the making and execution of any necessary or advisable instruments, certificates, affidavits, or other documents in connection therewith, the signing or endorsement of any checks, posting of any bonds, and the payment of any fees and expenses in such connection, and to take any and all action to make, execute, verify, and file all applications, certificates, documents, or other instruments and to do any and all acts and things that any one or more of them shall deem necessary, advisable, or appropriate in order to carry out the intent and purpose of any and all of the foregoing resolution.

**RESOLVED FURTHER**, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to take all actions necessary or appropriate for the Company to obtain postpetition financing according to the terms negotiated by such Authorized Person, including under one or more debtor-in-possession credit facilities, and to effectuate the foregoing, to enter into such loan agreements, documents, notes, guaranties, security agreements, pledge agreements, and all other documents, agreements, or

instruments (collectively, the “Credit Documents”) as may be deemed necessary or appropriate by such Authorized Person.

**RESOLVED FURTHER**, that, in the Chapter 11 Case, the Company is authorized to obtain the use of cash collateral, in such amounts and on such terms as may be agreed by any Authorized Person, as is reasonably necessary for the continuing conduct of the affairs of the Company.

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

**RESOLVED FURTHER**, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ and retain the law firms of Latham & Watkins LLP and Young Conaway Stargatt & Taylor LLP to act as attorneys for the Company in connection with the Chapter 11 Case.

**RESOLVED FURTHER**, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ and retain RPA Advisors, LLC as financial advisor to the Company in connection with the Chapter 11 Case.

**RESOLVED FURTHER**, that each Authorized Person be, and hereby is, authorized, directed, and empowered, on behalf of and in the name of the Company, to employ and retain such further legal, restructuring, financial, accounting, and bankruptcy services firms (together with the foregoing identified firms, the “Professionals”) as may be deemed necessary or appropriate by any Authorized Person to assist the Company in carrying out its responsibilities in the Chapter 11 Case and achieving a successful reorganization.

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

**RESOLVED FURTHER**, that all acts lawfully done or actions lawfully taken by any officer of the Company or any of the Professionals in connection with the Chapter 11 Case or

any proceedings related thereto, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

**RESOLVED FURTHER**, that any and all actions, whether previously or subsequently taken by any Authorized Person or any other person authorized to act by an Authorized Person, that are consistent with the intent and purpose of the foregoing resolutions or in connection with any matters referred to herein, shall be, and the same hereby are, in all respects, ratified, approved, and confirmed.

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

----- X  
 In re: : Chapter 11  
 :  
 Rentech WP U.S. Inc. : Case No. 17-\_\_\_\_\_ (\_\_\_\_\_)  
 :  
 Debtor. :  
 :  
 Employer Tax I.D. No. 46-2647863 :  
 ----- X

**DEBTOR’S LIST OF EQUITY SECURITY HOLDERS  
AND STATEMENT OF CORPORATE OWNERSHIP**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtor and debtor-in-possession submits the following list of equity security holders of the above-captioned debtor’s stock:

Shareholder	Address of Shareholder	Number of Shares
Rentech, Inc.	10880 Wilshire Boulevard Suite 1101 Loa Angeles, CA 90024	100

**Fill in this information to identify the case and this filing:**

Debtor Name Rentech WP U.S. Inc.  
 United States Bankruptcy Court for the District of Delaware  
 Case number (if known): \_\_\_\_\_

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors 12/15**

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

**WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**

**Declaration and signature**

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

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

- Schedule A/B: Assets-Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule* \_\_\_\_
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration – Debtor's List of Equity Security Holders and Statement of Corporate Ownership

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

Executed on 12/19/2017 **X** /s/ Paul Summers  
 MM/DD/YYYY Signature of individual on behalf of debtor

Paul Summers  
 Printed name

Chief Financial Officer  
 Position or relationship to debtor