

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:

D-VELCO MANUFACTURING OF ARIZONA, INC.

Debtor.

Case No. 12-11819

Chapter 11

**SCHEDULES OF ASSETS AND LIABILITIES AND SCHEDULE
OF EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

The Debtor submits its Schedules of Assets and Liabilities and Schedule of Executory Contracts and Unexpired Leases (the "Schedules") pursuant to 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007.

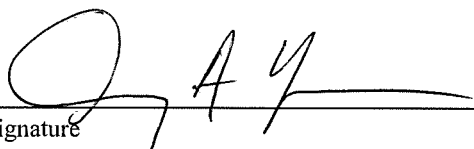
The Debtor has used its best efforts to compile the information contained in the Schedules, based on its books and records maintained in the ordinary course of its business.

The Schedules remain subject to further review and verification by the Debtor. Subsequent information may result in material changes in financial or other data contained in the Schedules. The Debtor reserves the right to amend the Schedules from time to time as may be necessary or appropriate.

Declaration

I, Craig A. Yuen, declare under penalty of perjury that I have reviewed the information contained in these Schedules, and subject to any and all notes applicable to the Schedules and my reliance on the Debtor's personnel to the extent involved in the preparation of these Schedules, that they are true and correct to the best of my knowledge, information and belief.

Dated: July 16, 2012



Signature

Craig A. Yuen

Name

Vice President/Chief Financial and Strategy Officer/Secretary

Title

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

In re

Northstar Aerospace (USA) Inc., *et al.*¹

Debtors.

Chapter 11

Case No.12-11817 (MFW)
(Jointly Administered)

**DEBTOR'S SCHEDULES OF ASSETS
AND LIABILITIES AND STATEMENT OF FINANCIAL AFFAIRS**

Northstar Aerospace (USA) Inc., *et al.*, Inc., debtor and debtor-in-possession in the above-captioned bankruptcy case (the "Debtor"), submits its Schedules of Assets and Liabilities (the "Schedules") and Statement of Financial Affairs (the "Statements") pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007.

The Schedules and Statements have been prepared by the Debtor's management and professionals and are unaudited. While the Debtor's management has made every effort to ensure that the Schedules and Statements are accurate and complete based on information that was available at the time of preparation, the subsequent receipt of information may result in material changes in financial data contained in the Schedules and Statements. Except as noted, the assets and liability data contained in the Schedules and Statements are as of June 13, 2012.

The Debtor has made every effort to allocate liabilities between the pre-petition and post-petition periods based on the information and research that was conducted in connection with the preparation of the Schedules and the Statements. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change.

While every effort has been made to file complete and accurate Schedules and Statement of Financial Affairs, inadvertent errors or omissions may exist. Accordingly, the Debtor reserves the right to amend its Schedules and Statements as is necessary and/or appropriate.

Any failure to designate a claim listed on the Debtor's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated". The Debtor reserves the right to dispute—or to assert setoffs or defenses to—any claim reflected on its Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as "disputed," "contingent," or "unliquidated."

¹ The Debtors and the last four digits of their respective tax identification numbers are: Northstar Aerospace (USA), Inc. (XX-XXX4389), Northstar Aerospace (Chicago), Inc. (XX-XXX1441), D-Velco Manufacturing of Arizona, Inc. (XX-XXX5660) and Derlan USA Inc. (XX-XXX6924). The address of Northstar Aerospace (USA), Inc. and Northstar Aerospace (Chicago), Inc. is 6006 West 73rd Street, Bedford Park, Illinois 60638. The address of D-Velco Manufacturing of Arizona, Inc. and Derlan USA, Inc. is 401 South 36th Street, Phoenix, Arizona 85034.

The inclusion of any particular claim on Schedule D is not an admission that the debt is secured or perfected or any admission as to the value of the collateral. The Debtor reserves all of its rights, remedies and defenses to such assertions and will review any alleged secured amount in light of supporting documentation to be provided by the creditor.

The inclusion on Schedule G of any particular agreement or contract or lease does not constitute an admission by the Debtor that such agreement or contract is an executory contract or unexpired lease under the Bankruptcy Code. The Debtor reserves all its rights with respect to such agreements or contracts, including, without limitation, the right to seek or contest any re-characterization of any such agreements or contracts on any available basis.

The Bankruptcy Court has approved the payment of certain pre-petition claims against the Debtor, including, without limitation, certain claims of employees for wages, salaries, contributions to employee benefit plans, reimbursement of business expenses and other claims, payment of certain critical vendor claims, as well as honoring customer related obligations in the ordinary course, and the payment of certain sales, use and withholding tax obligations. Such claims may be reflected in Schedule E or Schedule F, respectively, even though they have been paid in full or in part on a post-petition basis pursuant to the Order authorizing, but not directing, the Debtor to make such payments or may be omitted based on the fact they are now paid. Further, in Exhibit S-9 to the Statement of Financial Affairs, certain payments listed therein may be related in whole or in part to pre-petition services other than Debt counseling, such as services related to corporate and other matters arising in the ordinary course of the Debtor's business.

It would be prohibitively expensive and unduly burdensome to obtain current market valuations of the Debtor's property interests. Accordingly, unless otherwise noted, the carrying value on the Debtor's books, rather than the current market values, of the Debtor's interests in property is reflected on the Debtor's Schedules. Whereas the Debtor is in the process of ascertaining certain valuations, such work is not yet completed, however.

The Statement of Financial Affairs and Schedules do not include administrative or other proceedings to determine coverage under workers' compensation programs.

**UNITED STATES BANKRUPTCY COURT
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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities.

NAME OF SCHEDULE	ATTACHED (YES/NO)	ASSETS	LIABILITIES
A. Real Property	Yes	\$4,517,743.24	
B. Personal Property	Yes	\$20,361,787.16	
C. Property Claimed As Exempt	No		
D. Creditors Holding Secured Claims	Yes		\$60,202,038.54
E. Creditors Holding Unsecured Priority Claims	Yes		\$111,973.66
F. Creditors Holding Unsecured Nonpriority Claims	Yes		\$820,716.95
G. Executory Contracts and Unexpired Leases	Yes		
H. Codebtors	Yes		
I. Current Income of Individual Debtor(s)	No		
J. Current Expenditures of Individual Debtor(s)	No		
TOTALS		\$24,879,530.40	\$61,134,729.15

**UNITED STATES BANKRUPTCY COURT
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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a co-tenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or holds a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim."

SCHEDULE A NOTES

See Attached

**UNITED STATES BANKRUPTCY COURT
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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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SCHEDULE A - REAL PROPERTY

Description and Location of Property	Nature of Debtor's Interest in Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	Amount of Secured Claim
ID No: 1 LAND AND BUILDING 401 SOUTH 36TH STREET PHOENIX, AZ 85024	FEE SIMPLE THIS LOCATION IS FULLY SECURED BY THE UNPAID REAL PROPERTY TAXES AND BY FIFTH THIRD BANK PURSUANT TO A LOAN AND SECURITY AGREEMENT DATED MARCH 29, 2010.	\$4,517,743.24	\$4,517,743.24
TOTAL SCHEDULE A:		\$4,517,743.24	\$4,517,743.24
TOTAL DEBTOR:		\$4,517,743.24	\$4,517,743.24

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DISTRICT OF DELAWARE**

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SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." In providing the information requested in this schedule, do not include the name or address of a minor child. Simply state "a minor child."

See Attached

**UNITED STATES BANKRUPTCY COURT
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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
1. Cash on hand.		SEE EXHIBIT-B1	\$1,500.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		SEE EXHIBIT-B2	\$0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.		SEE EXHIBIT-B3	\$233,038.10
4. Household goods and furnishings, including audio, video, and computer equipment.	X		
5. Books; pictures and other art objects; antiques; stamp, coin, record, tape, compact disc, and other collections or collectibles.	X		
6. Wearing apparel.	X		
7. Furs and jewelry.	X		
8. Firearms and sports, photographic, and other hobby equipment.	X		
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X		
10. Annuities. Itemize and name each issuer.	X		
11. Interest in an education IRA as defined in 26 U.S.C. § 503(b) (1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c); Rule 1007(b)).	X		
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X		

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SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X		
14. Interests in partnerships or joint ventures. Itemize.	X		
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X		
16. Accounts receivable.		SEE EXHIBIT-B16	\$907,253.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X		
18. Other liquidated debts owing debtor including tax refunds. Give particulars.	X		
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A of Real Property.	X		
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X		
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		SEE EXHIBIT-B21	\$0.00
22. Patents, copyrights, and other intellectual property. Give particulars.	X		

**UNITED STATES BANKRUPTCY COURT
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In re: **D-VELCO MANUFACTURING OF ARIZONA, INC.**

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SCHEDULE B - PERSONAL PROPERTY

Type of Property	None	Description and Location of Property	Net Book Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
23. Licenses, franchises, and other general intangibles. Give particulars.		SEE EXHIBIT-B23	\$845,788.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41a)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X		
25. Automobiles, trucks, trailers, and other vehicles and accessories.		SEE EXHIBIT-B25	\$0.00
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		SEE EXHIBIT-B28	\$40,921.52
29. Machinery, fixtures, equipment, and supplies used in business.		SEE EXHIBIT-B29	\$8,530,594.11
30. Inventory.		SEE EXHIBIT-B30	\$7,821,109.00
31. Animals.	X		
32. Crop - growing or harvested. Give particulars.	X		
33. Farm equipment and implements.	X		
34. Farm supplies, chemicals, and feed.	X		
35. Other personal property of any kind not already listed. Itemize.		SEE EXHIBIT-B35	\$1,981,583.43
TOTAL:			\$20,361,787.16

UNITED STATES BANKRUPTCY COURT
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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B1

Asset Id	Description	Location	Net Book Value
83	CASH ON HAND PETTY CASH	401 SOUTH 36TH STREET PHOENIX, AZ 85034	\$1,500.00
TOTAL:			<u>\$1,500.00</u>

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B2

Asset Id	Description	Location	Net Book Value
7	BANK ACCOUNT ZERO-BALANCE COLLECTIONS ACCOUNT NO. 07236992728	FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA, 34TH FLOOR CHICAGO, IL 60606	\$0.00
8	BANK ACCOUNT ZERO-BALANCE DISBURSEMENTS ACCOUNT NO. 07481590011	FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA, 34TH FLOOR CHICAGO, IL 60606	\$0.00
TOTAL:			<u>\$0.00</u>

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B3

Asset Id	Description	Location	Net Book Value
82	SECURITY DEPOSIT RENT - 300 S. 23RD STREET	FOXBORO RANCH LLC 4303 E. CACTUS ROAD, #126B PHOENIX, AZ 85032	\$24,977.30
81	SECURITY DEPOSIT RENT - 215 S 23RD STREET	S&B COLE LLC 5211 W WALTANN LANE GLENDALE, AZ 85306	\$8,060.80
80	SECURITY DEPOSITS ESCROW DEPOSIT - NONPAYMENT OF GOODS	ALCOA, INC. 201 ISABELLA STREET PITTSBURGH, PA 15212	\$200,000.00
TOTAL:			<u>\$233,038.10</u>

UNITED STATES BANKRUPTCY COURT
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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B16

Asset Id	Description	Location	Net Book Value
50	ACCOUNTS RECEIVABLE	THIRD PARTY TRADE RECEIVABLES VARIOUS LOCATIONS	\$465,103.00
51	INTERCOMPANY RECEIVABLES	NORTHSTAR AEROSPACE (CANADA) INC. 180 MARKET DRIVE MILTON, ONTARIO CANADA L9T 3H5	\$280,794.00
52	INTERCOMPANY RECEIVABLES	NORTHSTAR AEROSPACE (CHICAGO) INC. 6006 WEST 73RD STREET BEDFORD PARK, IL 60638	\$161,356.00
TOTAL:			<u>\$907,253.00</u>

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B21

Asset Id	Description	Location	Net Book Value
69	OTHER CLAIMS AND COUNTER CLAIMS	CMC CASTING	UNKNOWN
TOTAL:			<u>UNKNOWN</u>

The item listed above is not included in the Debtor's Accounts Receivable.

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B23

Asset Id	Description	Location	Net Book Value
70	INTANGIBLE ASSET CAPITALIZED DEVELOPMENT COSTS FOR ABIII PROGRAM	401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$845,788.00
TOTAL:			<u>\$845,788.00</u>

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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B25

Asset Id	Description	Location	Net Book Value
38	1997 CHEVY PICKUP VIN: 1GCGC24J8VZ124170	D-VELCO MANUFACTURING OF ARIZONA, INC. 401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$0.00
39	1998 ISU TILT CAB TRUCKBED VIN: JALF5A122W3700402	D-VELCO MANUFACTURING OF ARIZONA, INC. 401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$0.00
40	2003 FORD CAB & CHASSIS STAKEBED VIN: 1FDXF46F43EB00038	D-VELCO MANUFACTURING OF ARIZONA, INC. 401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$0.00
41	2005 FORD PICKUP VIN: 1FTRF12W15NA43463	D-VELCO MANUFACTURING OF ARIZONA, INC. 401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$0.00
TOTAL:			<u>\$0.00</u>

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B28

Asset Id	Description	Location	Net Book Value
25	OFFICE FURNITURE, COMPUTER EQUIPMENT AND SOFTWARE	401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$40,921.52
TOTAL:			<u>\$40,921.52</u>

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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**SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B29**

Asset Id	Description	Location	Net Book Value
26	MILLING MACHINES, GRINDING MOTORS, AIR COMPRESSORS	401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$8,530,594.11
TOTAL:			<u>\$8,530,594.11</u>

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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**SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B30**

Asset Id	Description	Location	Net Book Value
79	INVENTORY	VARIOUS LOCATIONS 401 SOUTH 36TH STREET PHOENIX, AZ 85034	\$7,821,109.00
TOTAL:			<u>\$7,821,109.00</u>

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**SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B35**

Asset Id	Description	Location	Net Book Value
36	OTHER ASSETS LEASEHOLD IMPROVEMENTS	401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$804,812.06
24	OTHER ASSETS CAPITALIZED TOOLING	401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$389,879.39
23	OTHER ASSETS CONSTRUCTION IN PROGRESS	401 SOUTH 36TH STREET PHOENIX, AZ 85036	\$275,732.88
72	OTHER ASSETS PREPAID RENT - 300 S 23RD STREET	FOXBORO RANCH LLC 4303 E. CACTUS ROAD, #126B PHOENIX, AZ 85032	\$25,626.70
97	OTHER ASSETS PREPAID RENT - 215 S 23RD STREET	S&B COLE LLC 5211 W WALTANN LANE GLENDALE, AZ 85306	\$8,270.40
53	OTHER ASSETS POTENTIAL CLAIMS	THE DEBTOR MAY HAVE CROSS-CLAIMS OR COUNTER-CLAIMS WITH RESPECT TO CERTAIN LEGAL ACTIONS WHICH MAY OR MAY NOT RESULT IN A FAVORABLE OUTCOME.	UNKNOWN
75	OTHER ASSETS PREPAID INSURANCE	VARIOUS CARRIERS 401 SOUTH 36TH STREET PHOENIX, AZ 85034	\$161,849.00
71	OTHER ASSETS UNCONSUMED SUPPLIES	VARIOUS LOCATIONS 401 SOUTH 36TH STREET PHOENIX, AZ 85034	\$220,000.00
74	OTHER ASSETS PREPAID VENDOR PAYMENTS	VARIOUS VENDORS 401 SOUTH 36TH STREET PHOENIX, AZ 85034	\$92,333.00
73	OTHER ASSETS PREPAID SOFTWARE LICENSE	VARIOUS VENDORS 401 SOUTH 36TH STREET PHOENIX, AZ 85034	\$3,080.00
TOTAL:			\$1,981,583.43

**UNITED STATES BANKRUPTCY COURT
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SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

See Attached

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SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred, Nature of Lien, and Description and Value of Property Subject to Lien	Contingent			Amount of Claim Without Deducting Value of Collateral	Unsecured Portion, If Any
		Unliquidated	Disputed	Co-Debtor		
Sub Schedule: SECURED DEBT						
COUNTY OF MARICOPA TREASURER PO BOX 52133 PHOENIX AZ 85072-2133 Creditor: 834 - 02 Vendor: MAR020	REAL PROPERTY CLAIM SECURED BY PROPERTY LOCATED AT 401 SOUTH 73RD STREET, PHOENIX, AZ 85036	X			\$111,973.66	UNKNOWN
FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA 34TH FLOOR CHICAGO IL 60606 Creditor: 2526 - 03 Vendor: 21440	LOAN & SECURITY AGREEMENT: REVOLVING LOAN DATED MARCH 29, 2010 PRINCIPAL AMOUNT: \$39,483,957.86 ACCRUED INTEREST: \$114,107.02			X	\$39,598,064.88	UNKNOWN
FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA 34TH FLOOR CHICAGO IL 60606 Creditor: 5981 - 21	LOAN & SECURITY AGREEMENT: TERM LOAN DATED MARCH 29, 2010			X	\$18,892,000.00	UNKNOWN
FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA 34TH FLOOR CHICAGO IL 60660 Creditor: 5982 - 21	LOAN & SECURITY AGREEMENT: CAPITAL EQUIPMENT LOAN DATED MAY 5, 2011			X	\$1,600,000.00	UNKNOWN
TOTAL SUB SCHEDULE: SECURED DEBT					\$60,202,038.54	UNKNOWN
TOTAL SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS:					\$60,202,038.54	UNKNOWN

**UNITED STATES BANKRUPTCY COURT
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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotal" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedules. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liability and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedules. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liability and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the Debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of Credit in an Involuntary Case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

UNITED STATES BANKRUPTCY COURT

In re: **D-VELCO MANUFACTURING OF ARIZONA, INC.**

Case No.: **12-11819**

Wages, Salaries, and Commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725.00* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to Employee Benefit Plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain Farmers and Fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by Individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for Death or Personal Injury While Debtor was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2013, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

See Attached

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SCHEDULE E NOTES

On June 15, 2012, an Order was entered authorizing the Debtors to pay prepetition wages, salaries and benefits; to continue employee benefit programs in the ordinary course of business; and to direct all banks to honor prepetition checks for payment of prepetition wage, salary and benefit obligations up to the prepetition wages cap of \$1,375,000.

This Schedule does not include priority employee claims that are authorized to be paid pursuant to the final Order.

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DISTRICT OF DELAWARE**

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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Type of Priority for Claims Listed on this Sheet

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim.	Contingent			Total Amount of Claim	Amount Entitled to Priority	Amount Not Entitled to Priority, If any
		Unliquidated	Disputed	Co-Debtor			
Sub Schedule: TAXES							
CITY OF PHOENIX PO BOX 29690 PHOENIX AZ 85038-9690 Creditor: 110 - 02 Vendor: CIT015	TAX		X		\$0.00	\$0.00	\$0.00
COUNTY OF MARICOPA TREASURER PO BOX 52133 PHOENIX AZ 85072-2133 Creditor: 834 - 02 Vendor: MAR020	REAL PROPERTY TAX CLAIM INCURRED ON OR BEFORE 06/14/12				\$111,973.66	\$111,973.66	\$0.00
INTERNAL REVENUE SERVICE OGDEN UT 84201-0012 Creditor: 327 - 02 Vendor: INT010	TAX		X		\$0.00	\$0.00	\$0.00
INTERNAL REVENUE SERVICE AUSTIN TX 73301 Creditor: 330 - 02 Vendor: INT016	TAX		X		\$0.00	\$0.00	\$0.00
INTERNAL REVENUE SERVICE IRS - ACS PO BOX 24017 FRESNO CA 93779-9881 Creditor: 328 - 02 Vendor: INT011	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF ARIZONA DEPT OF ECONOMIC SECURITY (DES) - UNEMPLOYMENT TAX UNEMPLOYMENT TAX REPORTS 911B PO BOX 6028 PHOENIX AZ 85005-6028 Creditor: 409 - 02 Vendor: DES011	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF ARIZONA DEPT OF REVENUE COLLECTION SERVICE PO BOX 29070 PHOENIX AZ 85038-9070 Creditor: 255 - 02 Vendor: ARI076	TAX		X		\$0.00	\$0.00	\$0.00

PAGE TOTAL:

\$111,973.66

\$111,973.66

\$0.00

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SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

Type of Priority for Claims Listed on this Sheet

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim.	Contingent			Total Amount of Claim	Amount Entitled to Priority	Amount Not Entitled to Priority, If any
		Unliquidated	Disputed	Co-Debtor			
Sub Schedule: TAXES							
STATE OF ARIZONA DEPT OF REVENUE PO BOX 29009 PHOENIX AZ 85038-9009 Creditor: 245 - 02 Vendor: ARI027	TAX			X			
					\$0.00	\$0.00	\$0.00
STATE OF ARIZONA DEPT OF REVENUE PO BOX 29010 PHOENIX AZ 85038-9010 Creditor: 246 - 02 Vendor: ARI028	TAX			X			
					\$0.00	\$0.00	\$0.00
TOTAL SUB SCHEDULE: TAXES					\$111,973.66	\$111,973.66	\$0.00
TOTAL - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS:					\$111,973.66	\$111,973.66	\$0.00

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors.

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report total of all claims listed in this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

See Attached

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: MISCELLANEOUS CLAIMS					
PENSION BENEFIT GUARANTY CORP. DEPARTMENT 77430 PO BOX 77000 DETROIT MI 48277 Creditor: 3713 - 03 Vendor: 61185	PENSION OBLIGATION	X			UNLIQUIDATED
TOTAL SUB SCHEDULE: MISCELLANEOUS CLAIMS					\$0.00

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
A & M NUT & BOLT 4642 S. 35TH ST. PHOENIX AZ 85040-2819 Creditor: 224 - 02 Vendor: AMN010	ACCOUNTS PAYABLE				\$21.00
ABRACUS SUPPLY COMPANY 1606 W. 12TH PLACE TEMPE AZ 82581-6907 Creditor: 140 - 02 Vendor: ABR010	ACCOUNTS PAYABLE				\$1,655.03
ADEPT FASTENERS 28709 INDUSTRY DR. VALENCIA CA 91355 Creditor: 152 - 02 Vendor: ADE010	ACCOUNTS PAYABLE				\$961.50
ADP, INC. PAYROLL PROCESSING AND RELATED FEES PO BOX 842854 BOSTON MA 02284-2854 Creditor: 153 - 02 Vendor: ADP010	ACCOUNTS PAYABLE				\$3,179.32
ADT SECURITY SYSTEMS, INC. PO BOX 371956 PITTSBURG PA 15250 Creditor: 155 - 02 Vendor: ADT010	ACCOUNTS PAYABLE				\$155.89
ADVANCED ALLOYS, INC. 1014 GRAND BLVD. DEER PARK NY 11729-5782 Creditor: 159 - 02 Vendor: ADV030	ACCOUNTS PAYABLE				\$2,520.00
AEROSPACE SOLUTIONS 2323 E MAGNOLIA ST, STE 107 PHOENIX AZ 85034 Creditor: 166 - 02 Vendor: AER025	ACCOUNTS PAYABLE				\$7,141.75

PAGE TOTAL:

\$15,634.49

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
AEROTEK COMMERCIAL STAFFING PO BOX 198531 ATLANTA GA 30384 Creditor: 9324 - 02 Vendor: AER030	ACCOUNTS PAYABLE				\$3,051.06
AGTS, INC. 530 E. MC DOWELL RD., STE 107-483 PHOENIX AZ 85004 Creditor: 9325 - 02 Vendor: AGT010	ACCOUNTS PAYABLE				\$3,867.00
AIDANT FIRE & SECURITY 15836 NORTH 77TH STREET SCOTTSDALE AZ 85260-1700 Creditor: 9326 - 02 Vendor: AID015	ACCOUNTS PAYABLE				\$3,697.77
AIRTECH INTERNATIONAL INC. 5700 SKYLAB ROAD HUNTINGTON BEACH CA 92647 Creditor: 185 - 02 Vendor: AIR015	ACCOUNTS PAYABLE				\$1,734.25
ALCOA LTD. POSTAL STATION A PO BOX 2626 TORONTO ON M5W 2N7 CANADA Creditor: 9327 - 02 Vendor: HOW035	ACCOUNTS PAYABLE				\$140,145.35
AMERICAN INDUSTRIES DIVERSIFIED 4831 SOUTH 32ND STREET PHOENIX AZ 85040 Creditor: 218 - 02 Vendor: AME030	ACCOUNTS PAYABLE				\$6,375.00
APACHE STEEL 334 WEST 800 SOUTH SALT LAKE CITY UT 84101 Creditor: 234 - 02 Vendor: APP030	ACCOUNTS PAYABLE				\$62.50

PAGE TOTAL:

\$158,932.93

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
APPLIED INDUSTRIAL TECHNOLOGIES PO BOX 100538 PASADENA CA 91189-0538 Creditor: 233 - 02 Vendor: APP020	ACCOUNTS PAYABLE				\$121.85
ARIZONA CARBIDE TOOLS, INC. 2700 W. OSBORN RD. PHOENIX AZ 85017 Creditor: 261 - 02 Vendor: ARI250	ACCOUNTS PAYABLE				\$2,077.00
ARIZONA CUSTOMS BROKERS PO BOX 20082 PHOENIX AZ 85036 Creditor: 9328 - 02 Vendor: ARI100	ACCOUNTS PAYABLE				\$357.81
ARIZONA GLOVE & SAFETY, INC. PO BOX 25788 TEMPE AZ 85285 Creditor: 252 - 02 Vendor: ARI045	ACCOUNTS PAYABLE				\$909.42
ARIZONA INDUSTRIAL HARDWARE 6965 W. FRYE ROAD CHANDLER AZ 85226 Creditor: 241 - 02 Vendor: ARI010	ACCOUNTS PAYABLE				\$25.96
ARIZONA PNEUMATIC SYSTEMS, INC. 205 S. RIVER DR. TEMPE AZ 85281 Creditor: 9329 - 02 Vendor: ARI255	ACCOUNTS PAYABLE				\$258.03
ARIZONA PUBLIC SERVICE ATTN: LEGAL DEPARTMENT PO BOX 2906 PHOENIX AZ 85062 Creditor: 9330 - 02 Vendor: APS010	ACCOUNTS PAYABLE				\$107,377.71

PAGE TOTAL:

\$111,127.78

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
ATS INDUSTRIAL SUPPLY PO BOX 25596 SALT LAKE CITY UT 84125 Creditor: 9331 - 02 Vendor: ATS020	ACCOUNTS PAYABLE				\$15,942.89
AURICOREPORTS 116 WEST EASTMAN, SUITE 101 ARLINGTON HEIGHTS IL 60004 Creditor: 281 - 02 Vendor: AUR010	ACCOUNTS PAYABLE				\$633.00
B & S AIRCRAFT ALLOYS, INC. 10 AERIAL WAY SYOSSET NY 11791 Creditor: 35 - 02 Vendor: BSA010	ACCOUNTS PAYABLE				\$3,040.00
BARRY CONTROLS 24341 NETWORK PLACE CHICAGO IL 60673-1243 Creditor: 9332 - 02 Vendor: BAR010	ACCOUNTS PAYABLE				\$11,400.00
BERGHDAL ASSOCIATES, INC. 2990 SUTRO STREET RENO NE 89512-1616 Creditor: 311 - 02 Vendor: BER015	ACCOUNTS PAYABLE				\$16.35
BLDG.WORKS-USA PO BOX 166828 IRVING TX 75016-6828 Creditor: 14 - 02 Vendor: BLD010	ACCOUNTS PAYABLE				\$2,094.00
BOEING COMMERCIAL AIRPLANE GROUP CASHIER M/S 6X-CF PO BOX 277851 ATLANTA GA 30384-7851 Creditor: 9333 - 02 Vendor: BOE015	ACCOUNTS PAYABLE				\$21,100.98

PAGE TOTAL:

\$54,227.22

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
BOLT'S METALLIZING 222 SO. 37TH ST. PHOENIX AZ 85034 Creditor: 21 - 02 Vendor: BOL010	ACCOUNTS PAYABLE				\$840.00
BORESCOPE SRUS, INC. 2686 DAVIDSON CEM. RD. CLARKSVILLE TN 37043 Creditor: 25 - 02 Vendor: BOR020	ACCOUNTS PAYABLE				\$9,175.00
BRAEMAR USA PO BOX 7760 TEMPE AZ 85281-7760 Creditor: 30 - 02 Vendor: BRA015	ACCOUNTS PAYABLE				\$304.18
BRALCO PO BOX 2230 PHOENIX AZ 85002 Creditor: 29 - 02 Vendor: BRA010	ACCOUNTS PAYABLE				\$3,083.08
BURNS PEST ELIMINATION, INC. 2620 W. GROVERS AVE. PHOENIX AZ 85053 Creditor: 39 - 02 Vendor: BUR015	ACCOUNTS PAYABLE				\$76.12
CAMPBELL'S G.S.P.S. ARNOLD CAMPBELL PO BOX 11055 CASA GRANDE AZ 85230 Creditor: 55 - 02 Vendor: CAM020	ACCOUNTS PAYABLE				\$200.00
CANADIAN METROLOGY CERTIFICATION PATRICK MULLENS DEVONPARK CENTRE 875 FOSTER AVE, UNIT 105 WINDSOR ON N8X 4W3 CANADA Creditor: 9339 - 02 Vendor: CAN050	ACCOUNTS PAYABLE				\$46,235.00

PAGE TOTAL:

\$59,913.38

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
CAVEMAN ENTERPRISES, INC. 120 E. SOUTHERN AVE. SUITE A MESA AZ 85210 Creditor: 75 - 02 Vendor: CAV010	ACCOUNTS PAYABLE				\$131.25
CENTURYLINK BUSINESS SERVICES PO BOX 52187 PHOENIX AZ 85072-2187 Creditor: 82 - 02 Vendor: CEN030	ACCOUNTS PAYABLE				\$990.42
CENTURYLINK LEGAL DEPT PO BOX 29040 PHOENIX AZ 85038-9040 Creditor: 80 - 02 Vendor: CEN020	ACCOUNTS PAYABLE				\$3,095.81
CHEMRESEARCH COMPANY 1101 WEST HILTON PHOENIX AZ 85007 Creditor: 388 - 02 Vendor: CRS010	ACCOUNTS PAYABLE				\$1,895.00
CITY OF PHOENIX LEGAL DEPT PO BOX 78815 PHOENIX AZ 85062-8815 Creditor: 113 - 02 Vendor: CIT035	ACCOUNTS PAYABLE				\$800.00
CITY OF PHOENIX PO BOX 78663 PHOENIX AZ 85062-8663 Creditor: 368 - 02 Vendor: COP010	ACCOUNTS PAYABLE				\$1,762.06
COAST ALUMINUM & ARCHITECTURAL, INC. DEPT. #2940 LOS ANGELES CA 90084-2940 Creditor: 344 - 02 Vendor: COA020	ACCOUNTS PAYABLE				\$1,113.25

PAGE TOTAL:

\$9,787.79

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
CONCENTRA MEDICAL CENTERS 1818 E. SKY HARBOR CIRCLE N #1 PHOENIX AZ 85034-3407 Creditor: 364 - 02 Vendor: CON070	ACCOUNTS PAYABLE				\$197.50
CONCERT GROUP LOGISTICS 5052 RELIABLE PARKWAY CHICAGO IL 60686-0050 Creditor: 357 - 02 Vendor: CON010	ACCOUNTS PAYABLE				\$280.34
CONSUMER PLUMBING SUPPLY, INC. 2848 E. WASHINGTON STREET PHOENIX AZ 85034-1588 Creditor: 358 - 02 Vendor: CON015	ACCOUNTS PAYABLE				\$896.07
COX COMMUNICATIONS PHOENIX LEGAL DEPT PO BOX 53249 PHOENIX AZ 85072-3249 Creditor: 9340 - 02 Vendor: COX010	ACCOUNTS PAYABLE				\$2,970.81
CRANECARE, INC. POST OFFICE BOX 37109 PHOENIX AZ 85069 Creditor: 384 - 02 Vendor: CRA015	ACCOUNTS PAYABLE				\$2,215.39
CUTTING EDGE MANUFACTURING, INC. 22601 N. 17TH AVE. #120 PHOENIX AZ 85027 Creditor: 9341 - 02 Vendor: CUT025	ACCOUNTS PAYABLE				\$1,541.10
DAVIS SALVAGE CO. 3345 E. WASHINGTON ST. PHOENIX AZ 85034 Creditor: 399 - 02 Vendor: DAV010	ACCOUNTS PAYABLE				\$54.00

PAGE TOTAL:

\$8,155.21

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
DESERT HEALTH IMAGING-NHD 22510 NORTH 18TH DRIVE PHOENIX AZ 85027 Creditor: 408 - 02 Vendor: DES010	ACCOUNTS PAYABLE				\$174.75
DESIGN SPACE MODULAR BLDGS. PO BOX 31001-1566 PASADENA CA 91110-1566 Creditor: 410 - 02 Vendor: DES015	ACCOUNTS PAYABLE				\$2,389.31
DEX MEDIA WEST LLC PO BOX 79167 PHOENIX AZ 85062 Creditor: 412 - 02 Vendor: DEX010	ACCOUNTS PAYABLE				\$43.11
DGI SUPPLY, A DOALL COMPANY 4830 SOLUTION CENTER CHICAGO IL 60677-4008 Creditor: 413 - 02 Vendor: DGI010	ACCOUNTS PAYABLE				\$348.52
DIP BRAZE, INC. 9131 DE GARMO AVE. SUN VALLEY CA 91352 Creditor: 423 - 02 Vendor: DIP010	ACCOUNTS PAYABLE				\$624.00
DOAN ELECTRIC 18842 N. 14TH ST. PHOENIX AZ 85024 Creditor: 428 - 02 Vendor: DOA015	ACCOUNTS PAYABLE				\$2,575.00
ECHOLS SAW & SUPPLY 4151 W. WHITTON AVE. PHOENIX AZ 85019-3624 Creditor: 452 - 02 Vendor: ECH010	ACCOUNTS PAYABLE				\$113.75

PAGE TOTAL:

\$6,268.44

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
EMBEE INCORPORATED PO BOX 15705 SANTA ANA CA 92735-0705 Creditor: 471 - 02 Vendor: EMB010	ACCOUNTS PAYABLE				\$1,428.00
FARMER BROTHERS COFFEE PO BOX 79705 CITY OF INDUSTRY CA 91716-9705 Creditor: 511 - 02 Vendor: FAR010	ACCOUNTS PAYABLE				\$2,431.90
FEDERAL EXPRESS CORP. PO BOX 7221 PASADENA CA 91109-7321 Creditor: 9342 - 02 Vendor: FEC010	ACCOUNTS PAYABLE				\$3,978.31
FEDEX FREIGHT REGIONAL PO BOX 223125 PITTSBURGH PA 15250-2125 Creditor: 9343 - 02 Vendor: FED015	ACCOUNTS PAYABLE				\$1,176.39
FIDELITY INVESTMENTS PO BOX 73307 CHICAGO IL 60673-7307 Creditor: 519 - 02 Vendor: FID010	ACCOUNTS PAYABLE				\$1,333.00
FIELD CALIBRATIONS, INC. 9831 SOUTH 51ST ST, STE C106 PHOENIX AZ 85044-5688 Creditor: 521 - 02 Vendor: FIE020	ACCOUNTS PAYABLE				\$146.00
FORGED METALS, INC. 10685 BEECH AVENUE FONTANA CA 92337 Creditor: 541 - 02 Vendor: FOR010	ACCOUNTS PAYABLE				\$105,323.00

PAGE TOTAL:

\$115,816.60

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
FRONTIER TECHNI-KOTE, INC. PO BOX 234 CHINO VALLEY AZ 86323 Creditor: 555 - 02 Vendor: FRO020	ACCOUNTS PAYABLE				\$376.52
FUTUREWELD COMPANY, INC. 3518 E. WOOD STREET PHOENIX AZ 85040 Creditor: 9345 - 02 Vendor: FUT015	ACCOUNTS PAYABLE				\$234.00
G & K SERVICES, INC. 4804 W. ROOSEVELT PHOENIX AZ 85043 Creditor: 582 - 02 Vendor: GKS010	ACCOUNTS PAYABLE				\$1,062.42
GALLADE CHEMICAL 1230 EAST ST. GERTRUDE PLACE SANTA ANA CA 92707 Creditor: 567 - 02 Vendor: GAL020	ACCOUNTS PAYABLE				\$740.81
GILMORE GLOBAL LOGISTICS SERVICES 120 HERZBERG ROAD KANATA ON K2K 3B7 CANADA Creditor: 9346 - 02 Vendor: GIL020	ACCOUNTS PAYABLE				\$1,691.00
GOVIG CONSULTING 4800 N. SCOTTSDALE ROAD, STE 2800 SCOTTSDALE AZ 85251-7634 Creditor: 597 - 02 Vendor: GOV010	ACCOUNTS PAYABLE				\$2,749.00
GRAINGER DEPT 808451132 PO BOX 419267 KANSAS CITY MO 64141-6267 Creditor: 1411 - 02 Vendor: WWG010	ACCOUNTS PAYABLE				\$4,037.59

PAGE TOTAL:

\$10,891.34

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Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
HILL BROTHERS CHEMICAL COMPANY PHOENIX DIVISION 1675 NORTH MAIN STREET ORANGE CA 92867 Creditor: 650 - 02 Vendor: HIL020	ACCOUNTS PAYABLE				\$7,341.88
HI-TEMP INSULATION INC. ATTN: ELENITA AQUINO 4700 CALLE ALTO CAMARILLO CA 93012 Creditor: 652 - 02 Vendor: HIT010	ACCOUNTS PAYABLE				\$9,688.50
HK MACHINING LLC ATTN RICK HARWOOD, GENERAL MGR 3422 W WILSHIRE DR, SUITE 15 PHOENIX AZ 85009-1457 Creditor: 9347 - 02 Vendor: HKM010	ACCOUNTS PAYABLE				\$2,286.70
HONEYWELL TECHNOLOGY SOLUTIONS C/O JP MORGAN CHASE BANK LOCKBOX# 100254 LOS ANGELES CA 90065 Creditor: 661 - 02 Vendor: HON050	ACCOUNTS PAYABLE				\$3,245.01
IKON FINANCIAL SERVICES PO BOX 650073 DALLAS TX 75265-0073 Creditor: 9348 - 02 Vendor: IKO020	ACCOUNTS PAYABLE				\$15,009.26
INDUSTRIAL METAL SUPPLY COMPANY 8300 SAN FERNANDO BLVD. SUN VALLEY CA 91352 Creditor: 322 - 02 Vendor: IND055	ACCOUNTS PAYABLE				\$3,542.19
INFORMATION HANDLING SERVICES DEPT 1501 DENVER CO 80291-1501 Creditor: 672 - 02 Vendor: IHS020	ACCOUNTS PAYABLE				\$175.97

PAGE TOTAL:

\$41,289.51

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
INVENTORY LOCATOR SERVICE LP PO BOX 843952 DALLAS TX 75284-3952 Creditor: 675 - 02 Vendor: ILS010	ACCOUNTS PAYABLE				\$359.10
IRON MOUNTAIN PO BOX 601002 PASADENA CA 91189-1002 Creditor: 338 - 02 Vendor: IRO015	ACCOUNTS PAYABLE				\$2,980.34
JBR ENVIRONMENTAL CONSULTANTS 8160 SOUTH HIGHLAND DR, STE A-4 SANDY UT 84093 Creditor: 709 - 02 Vendor: JBR010	ACCOUNTS PAYABLE				\$6,495.00
JGP CONSULTING, PLC. 2415 E. CAMELBACK RD., STE 700 PHOENIX AZ 85016 Creditor: 9349 - 02 Vendor: JGP010	ACCOUNTS PAYABLE				\$5,575.00
JIM'S LOCK & KEY SHOP 2802 E. THOMAS RD. PHOENIX AZ 85016-8098 Creditor: 716 - 02 Vendor: JIM010	ACCOUNTS PAYABLE				\$98.91
JOINED ALLOYS LLC J. BOWEN 2350 W. SHANGRI-LA RD. PHOENIX AZ 85029 Creditor: 9350 - 02 Vendor: JOI010	ACCOUNTS PAYABLE				\$6,270.10
K.R. ANDERSON COMPANY, INC. 18330 SUTTER BLVD. MORGAN HILL CA 95037 Creditor: 759 - 02 Vendor: KRA010	ACCOUNTS PAYABLE				\$22.50

PAGE TOTAL:

\$21,800.95

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
KIMBERLY GEAR & SPLINE, INC. 4334 EAST MAGNOLIA PHOENIX AZ 85034-7308 Creditor: 748 - 02 Vendor: KIM010	ACCOUNTS PAYABLE				\$3,960.00
KLINGSPOR ABRASIVES, INC. PO BOX 2367 HICKORY NC 28603-2367 Creditor: 753 - 02 Vendor: KLI010	ACCOUNTS PAYABLE				\$236.31
KTEC EQUIPMENT & SUPPLIES SANDY RIDGEL 6935 W FRYE RD CHANDLER AZ 85226 Creditor: 762 - 02 Vendor: KTE010	ACCOUNTS PAYABLE				\$180.72
LANCASTER ALLOYS COMPANY ATTN ANATOLY NEYMAN, PRESIDENT & CEO 42328 10TH STREET WEST LANCASTER CA 93534-7008 Creditor: 771 - 02 Vendor: LAN010	ACCOUNTS PAYABLE				\$1,845.00
LASER RESEARCH OPTICS 120 CORLISS ST. PROVIDENCE RI 02904 Creditor: 783 - 02 Vendor: LAS020	ACCOUNTS PAYABLE				\$240.00
LAYNE CHRISTENSEN COMPANY 25666 NETWORK PLACE CHICAGO IL 60673-1256 Creditor: 785 - 02 Vendor: LAY010	ACCOUNTS PAYABLE				\$145.00
LONE ARROW ENTERPRISES 15234 S. 40TH PL. PHOENIX AZ 85044 Creditor: 802 - 02 Vendor: LON010	ACCOUNTS PAYABLE				\$155.53

PAGE TOTAL:

\$6,762.56

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
LYNCH METALS, INC. 1075 LOUSONS ROAD UNION NJ 07083 Creditor: 813 - 02 Vendor: LYN020	ACCOUNTS PAYABLE				\$1,025.20
M.S. AEROSPACE, INC. ATTN JEROME TAIEB, CFO 13928 BALBOA BLVD. SYLMAR CA 91342-1086 Creditor: 9351 - 02 Vendor: MSA010	ACCOUNTS PAYABLE				\$48,100.00
MAC PACKAGING COMPANY, INC. 125 WEST GEMINI SUITE E-4 TEMPE AZ 85283 Creditor: 818 - 02 Vendor: MAC025	ACCOUNTS PAYABLE				\$260.00
MAZAK CORPORATION WEST-LOS ANGELES PO BOX 702500 CINCINNATI OH 45270 Creditor: 847 - 02 Vendor: MAZ015	ACCOUNTS PAYABLE				\$1,387.08
MCMaster-CARR SUPPLY COMPANY PO BOX 7690 CHICAGO IL 60680 Creditor: 9352 - 02 Vendor: MCM010	ACCOUNTS PAYABLE				\$31.85
MEDIA BLAST 591 WEST APOLLO STREET BREA CA 92821 Creditor: 9353 - 02 Vendor: MED010	ACCOUNTS PAYABLE				\$49.00
METAL SPINNING SOLUTIONS 660 NORTH NEELY STREET GILBERT AZ 85233-3825 Creditor: 871 - 02 Vendor: MET055	ACCOUNTS PAYABLE				\$2,320.00

PAGE TOTAL:

\$53,173.13

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
METAL'S ENGINEERING & TESTING 2040 WEST QUAIL PHOENIX AZ 85027 Creditor: 863 - 02 Vendor: MET010	ACCOUNTS PAYABLE				\$1,575.00
METHODS MACHINE TOOL INC. 65 UNION AVE PO BOX 382 SUDBURY MA 01776-0003 Creditor: 9354 - 02 Vendor: MET030	ACCOUNTS PAYABLE				\$154.60
MOBILE MINI STORAGE SYSTEM PO BOX 79149 PHOENIX AZ 85062-9149 Creditor: 898 - 02 Vendor: MOB020	ACCOUNTS PAYABLE				\$872.49
MOHAVE FREIGHT & CARTAGE, INC. 138 W. HELENA DRIVE PHOENIX AZ 85023 Creditor: 9355 - 02 Vendor: MOH010	ACCOUNTS PAYABLE				\$4,035.50
MOTION INDUSTRIES, INC. PO BOX 504606 ST. LOUIS MO 63150-4606 Creditor: 906 - 02 Vendor: MOT010	ACCOUNTS PAYABLE				\$1,031.03
MR. ROOTER 260 S ALMA SCHOOL RD, STE 107 MESA AZ 85210 Creditor: 910 - 02 Vendor: MRR010	ACCOUNTS PAYABLE				\$456.41
MS INSERTS & FASTENERS CORP. 24310 GARNIER STREET TORRANCE CA 90505 Creditor: 914 - 02 Vendor: MSI010	ACCOUNTS PAYABLE				\$527.22

PAGE TOTAL:

\$8,652.25

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
N.D.T. ELECTRONICS 707 BENICIA RD. VALLEJO CA 94591 Creditor: 929 - 02 Vendor: NDT012	ACCOUNTS PAYABLE				\$285.00
NATIONAL CALIBRATION INC. 3737 EAST BROADWAY RD PHOENIX AZ 85040 Creditor: 920 - 02 Vendor: NAT010	ACCOUNTS PAYABLE				\$570.45
NATIONAL TOOLING & MACHINING 6363 OAKTREE BLVD. INDEPENDENCE OH 44131 Creditor: 922 - 02 Vendor: NAT030	ACCOUNTS PAYABLE				\$2,148.00
NEC UNIFIED SOLUTIONS, INC. LOCKBOX -WEST DEPT 100150 PASADENA CA 91189-0150 Creditor: 931 - 02 Vendor: NEC010	ACCOUNTS PAYABLE				\$6,497.76
NIBBLERS CATERING INC. 225 N. 32ND PLACE PHOENIX AZ 85034 Creditor: 943 - 02 Vendor: NIB010	ACCOUNTS PAYABLE				\$188.80
OPACS PO BOX 14635 SCOTTSDALE AZ 85267-4635 Creditor: 970 - 02 Vendor: OPA010	ACCOUNTS PAYABLE				\$2,081.48
OSAM 3520 N. 16TH STREET PHOENIX AZ 85016 Creditor: 976 - 02 Vendor: OSA010	ACCOUNTS PAYABLE				\$11,767.67

PAGE TOTAL:

\$23,539.16

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
PAN AMERICAN TOOL CORPORATION 5990 N.W. 31ST AVE. FT LAUDERDALE FL 33309 Creditor: 982 - 02 Vendor: PAN010	ACCOUNTS PAYABLE				\$159.03
PC CONNECTION SALES CORP. PO BOX 382808 PITTSBURGH PA 15250-8808 Creditor: 994 - 02 Vendor: PCC035	ACCOUNTS PAYABLE				\$3,265.49
PHOENIX GRINDING 3725 E. ROESER ROAD UNIT #16 PHOENIX AZ 85040 Creditor: 1012 - 02 Vendor: PHO030	ACCOUNTS PAYABLE				\$1,703.60
PHOENIX HEAT TREATING, INC. PO BOX 18405 PHOENIX AZ 85005-8405 Creditor: 1019 - 02 Vendor: PHT010	ACCOUNTS PAYABLE				\$8,495.01
PHOENIX PUMPS INC. 3552 E. CORONA PHOENIX AZ 85040 Creditor: 1013 - 02 Vendor: PHO050	ACCOUNTS PAYABLE				\$254.67
PHOENIX WELDING SUPPLY COMPANY 701 S. 7TH ST. PHOENIX AZ 85034 Creditor: 1011 - 02 Vendor: PHO025	ACCOUNTS PAYABLE				\$41.98
PITNEY BOWES GLOBAL FINANCIAL PO BOX 371887 PITTSBURGH PA 15250-7887 Creditor: 1022 - 02 Vendor: PIT010	ACCOUNTS PAYABLE				\$34.88

PAGE TOTAL:

\$13,954.66

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
PMC MACHINING & MFG., INC. 17801 N. BLACK CANYON HWY. PHOENIX AZ 85023 Creditor: 1026 - 02 Vendor: PMC010	ACCOUNTS PAYABLE				\$2,000.00
PRAXAIR DISTRIBUTION INC. 4030 W. LINCOLN ST. PHOENIX AZ 85009 Creditor: 1032 - 02 Vendor: PRA010	ACCOUNTS PAYABLE				\$2,535.17
PRECISION TECHNICAL SERVICE 2400 WEST SOUTHERN AVE, STE 104 TEMPE AZ 85282 Creditor: 680 - 02 Vendor: PRE100	ACCOUNTS PAYABLE				\$2,211.55
PREMIER WATERJET LLC 410 S. PERRY LANE STE 3 TEMPE AZ 85201 Creditor: 1038 - 02 Vendor: PRE020	ACCOUNTS PAYABLE				\$621.05
PRIMA POWER LASERDYNE, LLC. 8600 109TH AVE. NORTH #400 CHAMPLIN MN 55316 Creditor: 683 - 02 Vendor: PRI010	ACCOUNTS PAYABLE				\$532.00
PROCESS TECHNOLOGY PO BOX 75722 CLEVELAND OH 44101 Creditor: 9356 - 02 Vendor: PRO005	ACCOUNTS PAYABLE				\$3,027.00
PROSTAR SERVICES ARIZONA, INC. PO BOX 113000 CARROLLTON TX 75011-3000 Creditor: 9357 - 02 Vendor: PRO015	ACCOUNTS PAYABLE				\$285.65

PAGE TOTAL:

\$11,212.42

**UNITED STATES BANKRUPTCY COURT
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Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
PURCHASE POWER PO BOX 856042 LOUISVILLE KY 40285 Creditor: 694 - 02 Vendor: PUR010	ACCOUNTS PAYABLE				\$536.35
QUALITY INDUSTRIAL PRODUCTS 21835 NORTH 23RD AVE. PHOENIX AZ 85027 Creditor: 1068 - 02 Vendor: QUA015	ACCOUNTS PAYABLE				\$7,650.00
R & D GAGE, INC. ATTN DEVA L ERICKSON, VP 1701 W 10TH STREET, SUITE 2 TEMPE AZ 85281 Creditor: 9358 - 02 Vendor: RDG010	ACCOUNTS PAYABLE				\$7,410.00
R.S. HUGHES COMPANY, INC. PO BOX 21810 PHOENIX AZ 85036 Creditor: 1123 - 02 Vendor: RSH010	ACCOUNTS PAYABLE				\$2,727.23
RELIANCE METALCENTER PO BOX 2791 PHOENIX AZ 85002 Creditor: 1090 - 02 Vendor: REL010	ACCOUNTS PAYABLE				\$370.90
RENISHAW INC. 6758 EAGLE WAY CHICAGO IL 60678-1067 Creditor: 1091 - 02 Vendor: REN010	ACCOUNTS PAYABLE				\$940.00
ROBERT HALF FINANCE & ACCOUNTING PO BOX 60000 FILE 73484 SAN FRANCISCO CA 94160-3484 Creditor: 1104 - 02 Vendor: ROB010	ACCOUNTS PAYABLE				\$3,955.40

PAGE TOTAL:

\$23,589.88

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
ROLLED ALLOYS DEPT.#33901 PO BOX 67000 DETROIT MI 48267-0339 Creditor: 1114 - 02 Vendor: ROL025	ACCOUNTS PAYABLE				\$1,732.48
ROYDENT DENTAL PRODUCTS DEPT TUL PO BOX 822462 PHILADELPHIA PA 19182-2462 Creditor: 1121 - 02 Vendor: ROY015	ACCOUNTS PAYABLE				\$833.69
SATAIR PO BOX 934674 ATLANTA GA 31193-4674 Creditor: 1139 - 02 Vendor: SAT010	ACCOUNTS PAYABLE				\$2,040.00
SEMIWAY SPECIAL PROCESS DIVISION 3027 E. WASHINGTON ST. PHOENIX AZ 85034 Creditor: 9359 - 02 Vendor: SEM010	ACCOUNTS PAYABLE				\$1,418.04
SERVICE BY AIR, INC. PO BOX 7777 OLD BETHPAGE NY 11804-0060 Creditor: 9360 - 02 Vendor: SBA010	ACCOUNTS PAYABLE				\$8,077.67
SHERWIN INCORPORATED BOB SIEGEL 5530 BORWICK AVE SOUTH GATE CA 90280 Creditor: 1167 - 02 Vendor: SHE018	ACCOUNTS PAYABLE				\$120.00
SHERWIN-WILLIAMS COMPANY, THE 2133 EAST JONES AVENUE PHOENIX AZ 85040-1470 Creditor: 9335 - 02 Vendor: SHE035	ACCOUNTS PAYABLE				\$169.48

PAGE TOTAL:

\$14,391.36

**UNITED STATES BANKRUPTCY COURT
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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
SOLVENT RECY-CLEAN LEGAL DEPT 1850 W BROADWAY, STE 110 PHOENIX AZ 85041 Creditor: 1187 - 02 Vendor: SOL020	ACCOUNTS PAYABLE				\$5,147.28
SOUTHWEST GAS CORPORATION LEGAL DEPT PO BOX 98890 LAS VEGAS NV 89193-8890 Creditor: 1190 - 02 Vendor: SOU010	ACCOUNTS PAYABLE				\$332.33
SPACE AGE AUTO PAINT STORE 707 S. COUNTRY CLUB DRIVE MESA AZ 85210 Creditor: 1196 - 02 Vendor: SPA020	ACCOUNTS PAYABLE				\$540.12
SPARKLETTS PO BOX 660579 DALLAS TX 75266-0579 Creditor: 1197 - 02 Vendor: SPA035	ACCOUNTS PAYABLE				\$173.81
SPECTRUM CHEMICAL MANUFACTURING CORP. FILE NO. 11990 LOS ANGELES CA 90074-1990 Creditor: 1200 - 02 Vendor: SPE035	ACCOUNTS PAYABLE				\$86.17
STAR METAL FLUIDS 10104 W. COGGINS DRIVE #D SUN CITY AZ 85351 Creditor: 1208 - 02 Vendor: STA020	ACCOUNTS PAYABLE				\$3,231.47
SUPERIOR TECHNICAL RESOURCES DEPT 2415 PO BOX 122415 DALLAS TX 75312-2415 Creditor: 1229 - 02 Vendor: SUP010	ACCOUNTS PAYABLE				\$1,461.60

PAGE TOTAL:

\$10,972.78

**UNITED STATES BANKRUPTCY COURT
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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
SUPPLY ONE TUCSON INC. PO BOX 676685 DALLAS TX 75267-6685 Creditor: 1231 - 02 Vendor: SUP035	ACCOUNTS PAYABLE				\$3,268.66
TECHNOLOGY APPLICATIONS 810 SOUTH 48TH STREET GRAND FORKS ND 58201 Creditor: 1254 - 02 Vendor: TEC045	ACCOUNTS PAYABLE				\$1,115.00
TEMPE ABRASIVES PO BOX 24775 TEMPE AZ 85285-4775 Creditor: 1259 - 02 Vendor: TEM015	ACCOUNTS PAYABLE				\$185.25
TENNESSEE INDUSTRIAL ELECTRONICS 1216 HEIL QUAKER BLVD. LA VERGNE TN 37086 Creditor: 1261 - 02 Vendor: TEN025	ACCOUNTS PAYABLE				\$4,371.00
TEXACO PO BOX 9010 DES MOINES IA 50368-9010 Creditor: 1266 - 02 Vendor: TEX015	ACCOUNTS PAYABLE				\$951.73
THE BEEKEEPER PO BOX 16604 PHOENIX AZ 85011-6604 Creditor: 305 - 02 Vendor: BEE010	ACCOUNTS PAYABLE				\$165.00
TOTAL QUALITY SYSTEMS, INC. 1783 W. UNIVERSITY DR. STE 135 TEMPE AZ 85281-3259 Creditor: 1294 - 02 Vendor: TQS010	ACCOUNTS PAYABLE				\$477.04

PAGE TOTAL:

\$10,533.68

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
TOYOTALIFT OF ARIZONA, INC. 1445 N. 26TH AVE. PHOENIX AZ 85009-3626 Creditor: 1292 - 02 Vendor: TOY015	ACCOUNTS PAYABLE				\$1,205.03
TREFFERS PRECISION, INC. PO BOX 277625 ATLANTA GA 30384-7625 Creditor: 1300 - 02 Vendor: TRE010	ACCOUNTS PAYABLE				\$2,045.24
TRICOM COATINGS, INC. 2639 N 31ST AVE PHOENIX AZ 85009 Creditor: 1308 - 02 Vendor: TRI085	ACCOUNTS PAYABLE				\$564.60
TULIP ELECTRONICS INC. ROUTE 3 HANOVER ON N4N 3B9 CANADA Creditor: 1314 - 02 Vendor: TUL015	ACCOUNTS PAYABLE				\$2,650.00
TW METALS, INC. PO BOX 933014 ATLANTA GA 31193-3014 Creditor: 1319 - 02 Vendor: TWM010	ACCOUNTS PAYABLE				\$226.80
U.S. BANCORP EQUIPMENT FINANCE PO BOX 790448 ST LOUIS MO 63179-0448 Creditor: 1348 - 02 Vendor: USB010	ACCOUNTS PAYABLE				\$1,204.56
ULINE 2200 S. LAKESIDE DRIVE WAUKEGAN IL 60085 Creditor: 1323 - 02 Vendor: ULI010	ACCOUNTS PAYABLE				\$371.00

PAGE TOTAL:

\$8,267.23

**UNITED STATES BANKRUPTCY COURT
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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
ULTRA PRECISION DEBURRING CO. INC. 2241 E. WASHINGTON STREET PHOENIX AZ 85034 Creditor: 9337 - 02 Vendor: ULT010	ACCOUNTS PAYABLE				\$198.80
UNITED PARCEL SERVICE PO BOX 894820 LOS ANGELES CA 90189-4820 Creditor: 9338 - 02 Vendor: UPS010	ACCOUNTS PAYABLE				\$6,692.17
UPS FREIGHT PO BOX 730900 DALLAS TX 75373-0900 Creditor: 1344 - 02 Vendor: UPS030	ACCOUNTS PAYABLE				\$171.48
US ENERGY RECOVERY, LLC ATTN CARL N KASALEK, PRESIDENT 2024 W 1ST STREET, SUITE 103 TEMPE AZ 85251 Creditor: 9336 - 02 Vendor: USE010	ACCOUNTS PAYABLE				\$4,404.90
USCCI PO BOX 55030 PHOENIX AZ 85078-5030 Creditor: 1350 - 02 Vendor: USC015	ACCOUNTS PAYABLE				\$1,330.00
VALKYRIE INDUSTRIES, INC. 6033 W. SHERMAN PHOENIX AZ 85043 Creditor: 1363 - 02 Vendor: VAL030	ACCOUNTS PAYABLE				\$242.25
VERIZON WIRELESS LEGAL DEPT PO BOX 9622 MISSION HILLS CA 91346-9622 Creditor: 1371 - 02 Vendor: VER030	ACCOUNTS PAYABLE				\$538.03

PAGE TOTAL:

\$13,577.63

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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		Unliquidated	Disputed	Co-Debtor	
Sub Schedule: ACCOUNTS PAYABLE					
VISION SERVICE PLAN (IL) PO BOX 60000 FILE# 74619 SAN FRANCISCO CA 94160-4619 Creditor: 1378 - 02 Vendor: VIS010	ACCOUNTS PAYABLE				\$161.12
WASHINGTON CALIBRATION ATTN TERRI BALLIET, ACCT MGR 4700 S MILL AVE, 8TH FLOOR TEMPE AZ 85282 Creditor: 1389 - 02 Vendor: WAS010	ACCOUNTS PAYABLE				\$1,365.00
WASTE MANAGEMENT OF ARIZONA LEGAL DEPT PO BOX 78251 PHOENIX AZ 85062-8251 Creditor: 1390 - 02 Vendor: WAS015	ACCOUNTS PAYABLE				\$1,016.43
WESCO AIRCRAFT HARDWARE CORP. PO BOX 802020 SANTA CLARITA CA 91380-2020 Creditor: 1045 - 02 Vendor: WES035	ACCOUNTS PAYABLE				\$5,022.77
XENCO LABORATORIES 5332 BLACKBERRY DR. SAN ANTONIO TX 78238 Creditor: 1412 - 02 Vendor: XEN010	ACCOUNTS PAYABLE				\$679.25
TOTAL SUB SCHEDULE: ACCOUNTS PAYABLE					\$820,716.95

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated		Co-Debtor	
			Disputed		
Sub Schedule: LITIGATION					
ACTION FABRICATING OF ARIZONA, INC. THE SHANKER LAW FIRM, PLC HOWARD SHANKER 700 E BASELINE ROAD, BLDG B TEMPE AZ 85283 Creditor: 5840 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
AIR LIQUIDE AMERICA SPECIALTY GASES, LLC GORDON & REES LLP JOHN L CONDREY & MOLLY MACHOLD 111 W MONROE STREET, STE 1111 PHOENIX AZ 85003 Creditor: 5844 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
AIR LIQUIDE AMERICA SPECIALTY GASES, LLC GORDON & REES LLP JOHN DUGDALE 2100 ROSS AVENUE, STE 2800 DALLAS TX 75201 Creditor: 5842 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ALCATEL-LUCENT USA INC. SPENCER FANE BRITT & BROWNE LLP CARL H HELMSTETTER 1000 WALNUT ST, STE 1400 KANSAS CITY MO 64106-2140 Creditor: 5846 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ALCATEL-LUCENT USA INCORPORATED SPENCER FANE BRITT & BROWNE LLP ANDREW C BROUGHT & KATIE JO NEW WHEELER 1000 WALNUT STREET, SUITE 1400 KANSAS CITY MO 64106 Creditor: 9421 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ALCATEL-LUCENT USA INCORPORATED TITUS BRUECKNER & LEVINE PC DAVID ALBRECHT FITZGERALD, LAURA CRIS BROOKS & JOHN R TELLIER 8355 E HARTFORD DR., SUITE 200 SCOTTSDALE AZ 85255 Creditor: 9420 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ARIZONA BUS LINES INCORPORATED SACKS TIERNEY PA GAYE L GOULD & JUDITH M DWORKIN 4250 N. DRINKWATER BLVD., 4TH FLOOR SCOTTSDALE AZ 85251-3647 Creditor: 9467 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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			Disputed		
Sub Schedule: LITIGATION					
ARIZONA PUBLIC SERVICE COMPANY VINSON & ELKINS LLP MOLLY CAGLE 2801 VIA FORTUNA #100 AUSTIN TX 78746 Creditor: 5847 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ARVINMERITOR, INC. GAMMAGE & BURNHAM PLC JERRY D WORSHAM II TWO NORTH CENTRAL, 15TH FL PHOENIX AZ 85004-4402 Creditor: 5848 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
BDR LIQUIDATIONS LLC WARNER ANGLE HALLAM JACKSON & FORMANEK PLC LARRY C SCHAFER 3550 N. CENTRAL AVENUE, SUITE 1500 PHOENIX AZ 85012-2188 Creditor: 9422 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
BILL'S CYLINDER HEAD SERVICE INC. ROSHKA DEWULF & PATTEN PLC TIMOTHY JAMES SABO & MICHAEL W PATTEN 400 E. VAN BUREN, SUITE 800 PHOENIX AZ 85004 Creditor: 9423 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
BNSF RAILWAY COMPANY FENNEMORE CRAIG PC SCOTT K AMES 3003 N CENTRAL AVENUE SUITE 2600 PHOENIX AZ 85012-2913 Creditor: 5850 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
BNSF RAILWAY COMPANY FENNEMORE CRAIG PC CHRISTOPHER L CALLAHAN & WILLIAM LEE THORPE 3003 N. CENTRAL AVENUE, SUITE 2600 PHOENIX AZ 85012-2913 Creditor: 9424 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
BP GRAPHICS GUST ROSENFELD PLC MARTIN T JONES ONE EAST WASHINGTON SUITE 1600 PHOENIX AZ 85004-2553 Creditor: 5851 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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Sub Schedule: LITIGATION					
BP WEST COAST PRODUCTS LLC FENNEMORE CRAIG PC PHILLIP F FARGOTSTEIN, CHRISTOPHER L CALLAHAN, JOHN M PEARCE & SCOTT K AMES 3003 N. CENTRAL AVENUE, SUITE 2600 PHOENIX AZ 85012-2913 Creditor: 9425 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
BRAKE SUPPLY COMPANY INCORPORATED POLSINELLI SHUGHART PC JOHN DOUGLAS BURNSIDE 1 E WASHINGTON ST., SUITE 1200 PHOENIX AZ 85004 Creditor: 9426 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
BRAKE SUPPLY COMPANY, INC. POLSINELLI SHUGHART PC MITCHELL J KLEIN ONE EAST WASHINGTON SUITE 1200 PHOENIX AZ 85004 Creditor: 5852 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CENTURY WHEEL & RIM CORPORATION JORDEN BISCHOFF & HISER DOUGLAS A JORDEN, MATTHEW JOY, ERIC LYNN HISER & TREVOR BURGGRAFF 7272 E. INDIAN SCHOOL RD., SUITE 360 SCOTTSDALE AZ 85251 Creditor: 9427 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CHEVRON USA INC. PILLSBURY WINTHROP SHAW PITTMAN LLP JERRY W ROSS TWO HOUSTON CENTER 909 FANNIN, 20TH FL HOUSTON TX 77010 Creditor: 5853 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CHEVRON USA INCORPORATED OFFICE OF THE ATTORNEY GENERAL DAVID ROBERT COLE 1275 W. WASHINGTON STREET PHOENIX AZ 85007 Creditor: 9466 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CHEVRON USA INCORPORATED PILLSBURY WINTHROP SHAW PITTMAN LLP AMY E GAYLORD 50 FREMONT ST. SAN FRANCISCO CA 94105 Creditor: 9413 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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Sub Schedule: LITIGATION					
CHEVRON USA INCORPORATED STOOPS DENIOUS WILSON & MURRAY PLC THOMAS A STOOPS 350 E. VIRGINIA AVENUE, SUITE 100 PHOENIX AZ 85004-1316 Creditor: 9414 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CITY OF PHOENIX ARNOLD & PORTER ERIC MASON, RYAN NISHIMOTO & SEAN MORRIS 777 S. FIGUEROA ST., SUITE 4400 LOS ANGELES CA 90017 Creditor: 9406 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CITY OF PHOENIX JENNINGS HAUG & CUNNINGHAM LLP KAREN GAYLORD & RONNIE HAWKS 2800 N. CENTRAL AVENUE, SUITE 1800 PHOENIX AZ 85004-1049 Creditor: 9407 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CITY OF PHOENIX PHOENIX CITY ATTYS OFFICE - CIVIL DIV STEPHEN LAWRENCE WETHERELL 200 W WASHINGTON ST., SUITE 1300 PHOENIX AZ 85003-1611 Creditor: 9410 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CITY OF PHOENIX SALMON LEWIS & WELDON PLC MARK A MCGINNIS 2850 E CAMELBACK RD., SUITE 200 PHOENIX AZ 85016 Creditor: 9408 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CITY OF PHOENIX SQUIRE SANDERS & DEMPSEY LLP DIANE JOYCE HUMETEWA 1 E. WASHINGTON ST., SUITE 2700 PHOENIX AZ 85004 Creditor: 9405 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CITY OF PHOENIX SQUIRE SANDERS & DEMPSEY LLP CHRISTOPHER D THOMAS 1 EAST WASHINGTON ST, STE 2700 PHOENIX AZ 85004 Creditor: 5854 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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			Disputed		
Sub Schedule: LITIGATION					
CITY OF PHOENIX SQUIRE SANDERS LLP MATTHEW LUIS ROJAS 1 E WASHINGTON ST., SUITE 2700 PHOENIX AZ 85004 Creditor: 9409 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
COOPER INDUSTRIES LLC GAMMAGE & BURNHAM PLC JERRY D WORSHAM II TWO NORTH CENTRAL, 18TH FL PHOENIX AZ 85004-4402 Creditor: 5855 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CORNING INCORPORATED PERKINS COIE BROWN & BAIN PA SHANE R SWINDLE 2901 N CENTRAL AVENUE SUITE 2000 PHOENIX AZ 85012-2788 Creditor: 5857 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
CORNING INCORPORATED PERKINS COLE LLP JOHN HOWARD GRAY, MICHAEL T LIBURDI, JACK ADAM VINCENT & TAWN T AUSTIN PO BOX 400 PHOENIX AZ 85001-0400 Creditor: 9419 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
COUNTY OF MARICOPA LEWIS BRISBOIS BISGAARD & SMITH LLP ALLISON RENEE EDWARDS 2929 N. CENTRAL AVENUE, SUITE 1700 PHOENIX AZ 85012-2761 Creditor: 9417 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
COUNTY OF MARICOPA MARICOPA COUNTY ATTYS OFFICE - CIVIL DIV JAMES W FRITZ, KEVIN SCOTT COSTELLO, LAURENCE G. TINSLEY, JR. 222 N. CENTRAL AVENUE, SUITE 1100 PHOENIX AZ 85004 Creditor: 9416 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
DJM CONSTRUCTION BERRY & BRANCH, PLLC CHRISTOPHER J BERRY 2302 N THIRD STREET PHOENIX AZ 85004 Creditor: 5860 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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Sub Schedule: LITIGATION					
DJM CONSTRUCTION INCORPORATED BERRY & BRANCH PLLC KATHERINE RAE BRANCH 2302 N. 3RD STREET PHOENIX AZ 85004 Creditor: 9428 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
DOLPHIN INCORPORATED POLSINELLI SHUGHART PC JONATHAN GRANT BRINSON 1 E. WASHINGTON ST., SUITE 1200 PHOENIX AZ 85004 Creditor: 9415 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
DOLPHIN INCORPORATED POLSINELLI SHUGHART PC MITCHELL J KLEIN & TROY FRODERMAN ONE EAST WASHINGTON SUITE 1200 PHOENIX AZ 85004 Creditor: 5861 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ELM PROPERTIES LLC POLSINELLI SHUGHART PC ANTHONY W MERRILL & MICHAEL C FORD 1 E WASHINGTON ST., SUITE 1200 PHOENIX AZ 85004 Creditor: 9429 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
GLOBAL EXPERIENCE SPECIALISTS INC. QUARLES & BRADY LLP B HOWIE, J DRAZEK & M CATLETT ONE RENAISSANCE SQUARE 2 N CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9465 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
HOLSUM BAKERY INCORPORATED SNELL & WILMER LLP 1 ARIZONA CTR. 400 E VAN BUREN STREET PHOENIX AZ 85004-0001 Creditor: 9430 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
HOLSUM BAKERY, INC. SNELL & WILMER LLP VAN WOLF ONE ARIZONA CENTER 400 E VAN BUREN PHOENIX AZ 85004-2202 Creditor: 5862 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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Sub Schedule: LITIGATION					
HONEYWELL INTERNATIONAL INC. ARNOLD & PORTER LLP SEAN MORRIS 777 SOUTH FIGUEROA STREET, 44TH FL LOS ANGELES CA 90017-5844 Creditor: 5865 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
HONEYWELL INTERNATIONAL INC. SALMON LEWIS & WELDON PLC KAREN GAYLORD & RONNIE P HAWKS 2850 E CAMELBACK ROAD SUITE 200 PHOENIX AZ 85016-4316 Creditor: 5863 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
HONEYWELL INTERNATIONAL INCORPARTED ARNOLD & PORTER LLP ERIC MASON & RYAN NISHIMOTO 777 S. FIGUEROA ST., SUITE 4400 LOS ANGELES CA 90017 Creditor: 9402 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
HONEYWELL INTERNATIONAL INCORPORATED SALMON LEWIS & WELDON PLC MARK A MCGINNIS 2850 E. CAMELBACK RD., SUITE 200 PHOENIX AZ 85016 Creditor: 9403 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
KINDER MORGAN GP INCORPORATED FENNEMORE CRAIG PC CHRISTOPHER CALLAHAN, P FARGOTSTEIN, JOHN PEARCE AND SCOTT AMES 3003 N. CENTRAL AVENUE, SUITE 2600 PHOENIX AZ 85012 Creditor: 9412 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
KMEP L.P. (KINDER MORGAN) FENNEMORE CRAIG PC SCOTT K AMES 3003 NORTH CENTRAL AVENUE SUITE 2600 PHOENIX AZ 85012-2913 Creditor: 5866 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
LAUNDRY & CLEANERS SUPPLY INCORPORATED SNELL & WILMER LLP MARC ALLEN ERPENBECK 1 ARIZONA CTR. 400 E. VAN BUREN STREET PHOENIX AZ 85004-0001 Creditor: 9431 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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LAUNDRY & CLEANERS SUPPLY, INC. SNELL & WILMER LLP G VAN VELSOR WOLF JR. ONE ARIZONA CENTER 400 E. VAN BUREN STREET PHOENIX AZ 85004-2202 Creditor: 5868 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
LAYKE INCORPORATED QUARLES & BRADY LLP MICHAEL SHAWN CATLETT ONE RENAISSANCE SQUARE 2 N. CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9432 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
LAYKE INCORPORATED QUARLES & BRADY LLP JOSEPH A DRAZEK ONE RENAISSANCE SQUARE TWO NORTH CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 5870 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
MARICOPA COUNTY LEWIS BRISBOIS BISGAARD & SMITH LLP STEPHEN D HOFFMAN, ESQ 2929 N CENTRAL AVENUE SUITE 1700 PHOENIX AZ 85012 Creditor: 5871 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
MARICOPA COUNTY COMMUNITY COLLEGE DISTRICT QUARLES & BRADY LLP BRIAN ALEXANDER HOWIE & MICHAEL SHAWN CATLETT ONE RENAISSANCE SQUARE 2 N. CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9433 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
MARICOPA COUNTY COMMUNITY COLLEGES QUARLES & BRADY LLP JOSEPH A DRAZEK ONE RENAISSANCE SQUARE TWO NORTH CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 5874 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
MARICOPA LAND & CATTLE COMPANY LEWIS & ROCA LLP CARLA A CONSOLI 40 NORTH CENTRAL, SUITE 1900 PHOENIX AZ 85004-4429 Creditor: 5876 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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MARICOPA LAND AND CATTLE CO. LEWIS & ROCA LLP MATTHEW GLENN BINGHAM ROBERT GERALD SCHAFFER 40 N. CENTRAL AVENUE, SUITE 1900 PHOENIX AZ 85004-4429 Creditor: 9434 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
MILUM TEXTILE SERVICES COMPANY LAURIE LAWS MARK J ANDERSON 6040 NORTH 7TH STREET SUITE 300 PHOENIX AZ 85014 Creditor: 5878 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
NORTH AMERICAN TERMINALS MGMT. INC. GERALD K. SMITH & JOHN C SMITH LAW OFFICES PLLC JOHN CHRISTOPHER SMITH 6720 E. CAMINO PRINCIPAL, SUITE 202 TUCSON AZ 85715 Creditor: 9436 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
NORTH AMERICAN TERMINALS MGMT. INC. SMITH & SMITH PLLC GERALD K. SMITH 40 N. CENTRAL AVENUE, SUITE 1900 PHOENIX AZ 85004 Creditor: 9435 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
NUCOR CORPORATION FENNEMORE CRAIG PC MARGARET OLEK ESLER 3003 N. CENTRAL AVENUE, SUITE 2600 PHOENIX AZ 85012 Creditor: 9418 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
NUCOR CORPORATION FENNEMORE CRAIG PC CHRISTOPHER L CALLAHAN SCOTT K AMES 3003 NORTH CENTRAL AVE, STE 2600 PHOENIX AZ 85012-2913 Creditor: 5879 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
OPTIFUND INCORPORATED LEWIS & ROCA LLP MATTHEW GLENN BINGHAM RONALD GERALD SCHAFFER & CARLA A CONSOLI 40 N. CENTRAL AVENUE, SUITE 1900 PHOENIX AZ 85004-4429 Creditor: 9437 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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OPTIFUND INCORPORATED RYLEY CARLOCK & APPLEWHITE PA CHARITIE L HARTSIG JAMES EDWARD BROPHY 1 N. CENTRAL AVENUE, SUITE 1200 PHOENIX AZ 85004-4417 Creditor: 9438 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
OSBORN PRODUCTS INCORPORATED QUARLES & BRADY LLP B HOWIE, J DRAZEK & M CATLETT ONE RENAISSANCE SQUARE 2 N CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9439 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PENNRACQUET SPORTS GAMMAGE & BURNHAM JERRY D WORSHAM II TWO NORTH CENTRAL, 15TH FL PHOENIX AZ 85004-4402 Creditor: 5880 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PHOENIX HEAT TREATING INCORPORATED QUARLES & BRADY LLP B HOWIE, J DRAZEK & M CATLETT ONE RENAISSANCE SQUARE 2 N CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9440 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PHOENIX INDUSTRIAL PROPERTIES INC. QUARLES & BRADY LLP B HOWIE, J DRAZEK & M CATLETT ONE RENAISSANCE SQUARE 2 N. CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9441 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PHOENIX MANUFACTURING INCORPORATED POLSINELLI SHUGHART PC ANTHONY W MERRILL 1 E WASHINGTON STREET, SUITE 1200 PHOENIX AZ 85004 Creditor: 9442 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PHOENIX MANUFACTURING, INC POLSINELLI SHUGHART PC MICHAEL C FORD CITYSCAPE TOWER 1 E WASHINGTON STREET, STE 1200 PHOENIX AZ 85004 Creditor: 5881 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

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DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated		Co-Debtor	
			Disputed		
Sub Schedule: LITIGATION					
PHOENIX NEWSPAPERS INCORPORATED QUARLES & BRADY LLP B HOWIE, J DRAZEK & M CATLETT ONE RENAISSANCE SQUARE 2 N. CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9443 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PHOENIX NEWSPAPERS, INC. QUARLES & BRADY LLP JOSEPH A DRAZEK ONE RENAISSANCE SQUARE TWO NORTH CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 5882 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PRAXAIR INCORPORATED QUARLES & BRADY LLP B HOWIE, J DRAZEK & M CATLETT ONE RENAISSANCE SQUARE 2 N. CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9444 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PRUDENTIAL OVERALL SUPPLY LEWIS & ROCA LLP CARLA A CONSOLI 40 NORTH CENTRAL, SUITE 1900 PHOENIX AZ 85004-4429 Creditor: 5883 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
PRUDENTIAL OVERALL SUPPLY LEWIS & ROCA LLP MATTHEW GLENN BINGHAM RONALD GERALD SCHAFFER 40 N. CENTRAL AVENUE, SUITE 1900 PHOENIX AZ 85004-4429 Creditor: 9445 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
REXAM BEVERAGE CAN COMPANY BARNES & THORNBURG LLP BRUCE WHITE ONE NORTH WACKER DRIVE SUITE 4400 CHICAGO IL 60606-2833 Creditor: 5884 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
REXAM BEVERAGE CAN COMPANY SHANKER LAW FIRM PLC HOWARD M SHANKER 700 E. BASELINE RD., BLDG. B TEMPE AZ 85283 Creditor: 9446 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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		Unliquidated		Co-Debtor	
			Disputed		
Sub Schedule: LITIGATION					
RIO SALADO COMMUNITY COLLEGE QUARLES & BRADY LLP B HOWIE, J DRAZEK & M CATLETT ONE RENAISSANCE SQUARE 2 N. CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9468 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ROOSEVELT IRRIGATION DISTRICT GALLAGHER & KENNEDY PA STUART SPENCER KIMBALL 2575 E. CAMELBACK RD., SUITE 1100 PHOENIX AZ 85016-9225 Creditor: 9400 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ROOSEVELT IRRIGATION DISTRICT ET AL BONNETT FAIRBOURN FRIEDMAN ET AL J C BONNETT & A Q EVERROAD 2901 N CENTRAL AVE, STE 1000 PHOENIX AZ 85012 Creditor: 5858 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
ROOSEVELT IRRIGATION DISTRICT ET AL GALLAGHER & KENNEDY, PA M K KENNEDY, B J GLASS, DAVID J DEPIPPA & S L CLARK 2575 E CAMELBACK RD PHOENIX AZ 85016-9225 Creditor: 5864 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT & POWER DISTRICT BALLARD SPAHR LLP DAVID J ARMSTRONG 1 E WASHINGTON ST, STE 2300 PHOENIX AZ 85004-2555 Creditor: 5885 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SALT RIVER PROJECT AGRICULTURAL IMPROVEMENT AND POWER DISTRICT BALLARD SPAHR LLP CRAIG CARSON HOFFMAN 1 E WASHINGTON ST., SUITE 2300 PHOENIX AZ 85004-2555 Creditor: 9401 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SAV-TRAC OF ARIZONA INCORPORATED SNELL & WILMER LLP MARC ERPENBECK & G VAN VELSOR WOLF, JR. 1 ARIZONA CENTER 400 E VAN BUREN STREET PHOENIX AZ 85004-0001 Creditor: 9447 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

**UNITED STATES BANKRUPTCY COURT
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		Unliquidated		Co-Debtor	
			Disputed		
Sub Schedule: LITIGATION					
SCHUFF STEEL COMPANY GAMMAGE & BURNHAM JERRY D WORSHAM II TWO NORTH CENTRAL, 15TH FL PHOENIX AZ 85004-4402 Creditor: 5887 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SCHUFF STEEL COMPANY LAW OFFICES OF DAVID V SEYER DAVID V SEYER 1761 E MCNAIR DRIVE SUITE 102 TEMPE AZ 85283-5002 Creditor: 5886 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SEVEN ANGELS LLC C/O THE OSSELAER COMPANY ATTN JOHN OSSELAER 532 E MARYLAND, SUITE F PHOENIX AZ 85012 Creditor: 9451 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SEVEN ANGELS LLC ELARDO LAW FIRM SOLOMON KROTZER, JOHN ELARDO, JOSH VALDEZ & VENESSA BRAGG 3001 E. CAMELBACK RD., SUITE 130 PHOENIX AZ 85016 Creditor: 9452 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SHEET METAL FABRICATING SPECIALISTS LLC BRYSON LAW FIRM PLC BRENT HOWARD BRYSON 7227 E BASELINE RD., SUITE 114 MESA AZ 85209-5006 Creditor: 9448 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SHELL OIL COMPANY SEDGWICK LLP BENJAMIN L SNOWDEN 2900 K ST. NW, SUITE 500 WASHINGTON DC 20007 Creditor: 9449 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
SHELL OIL COMPANY WALLACE KING DOMIKE & REISKIN PLLC WILLIAM G HUGHES 2900 K STREET, NW HARBOURSIDE WASHINGTON DC 20007 Creditor: 5888 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

**UNITED STATES BANKRUPTCY COURT
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		Unliquidated		Co-Debtor	
		Disputed			
Sub Schedule: LITIGATION					
SHELL OIL COMPANY ZWILLINGER GREEK & KNECHT PC MONTY LEE GREEK SARA REBECCA WITTHOFT 2425 E CAMELBACK RD., SUITE 600 PHOENIX AZ 85016 Creditor: 9450 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
STATE OF ARIZONA ENVIRONMENTAL ENFORCEMENT TOM HORNE, ATTORNEY GENERAL ANTHONY E YOUNG 1275 W WASHINGTON PHOENIX AZ 85007-2997 Creditor: 5867 - 17	PENDING LITIGATION	X	X	X	UNLIQUIDATED
SUNBELT INVESTMENT HOLDINGS, INC. PROCOPIO CORY HARGREAVES & SAVITCH LLP WALTER EDWARD RUSINEK 525 B ST, STE 2200 SAN DIEGO CA 92101 Creditor: 5889 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
TIMES FIBER COMMUNICATIONS INC. ROSHKA DEWULF & PATTEN PLC JOHN DERSTINE & TIMOTHY SABO ONE ARIZONA CENTER 400 E. VAN BUREN, SUITE 800 PHOENIX AZ 85004-3906 Creditor: 9453 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
TIMES FIBER COMMUNICATIONS, INC. ROSHKA DEWULF & PATTEN, PLC MICHAEL W PATTEN 400 E VAN BUREN SUITE 800 PHOENIX AZ 85004 Creditor: 5890 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
UNION PACIFIC RAILROAD COMPANY BRYAN CAVE LLP WILLIAM W PEARSON 2 NORTH CENTRAL AVENUE, SUITE 2200 PHOENIX AZ 85004 Creditor: 5894 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
UNION PACIFIC RAILROAD COMPANY BRYAN CAVE LLP MEGAN IRWIN LENNOX 2 N. CENTRAL AVENUE, SUITE 2200 PHOENIX AZ 85004-4406 Creditor: 9454 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

**UNITED STATES BANKRUPTCY COURT
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		Unliquidated		Co-Debtor	
			Disputed		
Sub Schedule: LITIGATION					
UNITED PARCEL SERVICE INCORPORATED ALSTON & BIRD LLP SARAH BABCOCK & SHELLY ELLERHORST ONE ATLANTIC CENTER 1201 W. PEACHTREE STREET ATLANTA GA 30309-3424 Creditor: 9456 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
UNITED PARCEL SERVICE INCORPORATED ALSTON & BIRD LLP DOUGLAS S ARNOLD, JODY MARIE RHODES 1 ATLANTIC CENTER 1201 W. PEACHTREE STREET ATLANTA GA 30309-3424 Creditor: 9455 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
UNITED STATES DEPT. OF DEFENSE US DEPT OF JUSTICE C SCOTT SPEAR ENRD EDS PO BOX 23986 WASHINGTON DC 20026-3896 Creditor: 9457 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
UNITED STATES DEPT. OF ENERGY US DEPT. OF JUSTICE C SCOTT SPEAR ENRD EDS PO BOX 23986 WASHINGTON DC 20026-3896 Creditor: 9458 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
UNIVAR USA INCORPORATED QUARLES & BRADY LLP BRIAN HOWIE & MICHAEL CATLETT ONE RENAISSANCE SQUARE 2 N CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 9411 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
UNIVAR USA, INC. QUARLES & BRADY LLP JOSEPH A DRAZEK ONE RENAISSANCE SQUARE TWO NORTH CENTRAL AVENUE PHOENIX AZ 85004-2391 Creditor: 5895 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
URS SOUTHWEST, INC. PROCOPIO CORY HARGREAVES & SAVITCH LLP WALTER E RUSINEK 525 B ST, STE 2200 SAN DIEGO CA 92101 Creditor: 5892 - 18	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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Case No.: 12-11819

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Creditor's Name and Mailing Address Including Zip Code	Date Claim Was Incurred and Consideration for Claim. If Claim Is Subject to Setoff, So State.	Contingent			Amount of Claim
		Unliquidated		Co-Debtor	
			Disputed		
Sub Schedule: LITIGATION					
WALKER POWER SYSTEMS INCORPORATED C/O JEFFREY R CONOVER 1301 E. JACKSON STREET PHOENIX AZ 85034 Creditor: 9459 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
WEST MONROE PROPERTY INCORPORATED POLSINELLI SHUGHART PC JONATHAN BRINSON, MITCHELL KLEIN & TROY FRODERMAN 1 E. WASHINGTON STREET, SUITE 1200 PHOENIX AZ 85004 Creditor: 9460 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
WILLMORE MANUFACTURING INC. 3030 N. 30TH AVENUE PHOENIX AZ 85017 Creditor: 9461 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
WORLD RESOURCES CO. ASHBY LAW PLLC SCOTT THOMAS ASHBY 1030 N. CENTER PARKWAY KENNEWICK WA 99336 Creditor: 9463 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
WORLD RESOURCES COMPANY PHOENIX LAW GROUP OF FELDMAN BROWN WALA HALL & AGENA TERESITA ANGELA TAN MERCADO 8765 E. BELL ROAD, SUITE 110 SCOTTSDALE AZ 85260 Creditor: 9462 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED
YRC INCORPORATED FULBRIGHT & JAWORSKI LLP ANDREW J TORRANT & EVA FROMM OBRIEN 1301 MCKINNEY, SUITE 5100 HOUSTON TX 77010-3095 Creditor: 9464 - 17	CO-DEFENDANT IN ROOSEVELT IRRIGATION DISTRICT LITIGATION	X	X	X	UNLIQUIDATED

TOTAL SUB SCHEDULE: LITIGATION **\$0.00**

TOTAL SCHEDULE F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS: **\$820,716.95**

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests.

State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease.

Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

SCHEDULE G NOTES

LISTING A CONTRACT OR AGREEMENT ON THIS SCHEDULE DOES NOT CONSTITUTE AN ADMISSION THAT SUCH CONTRACT OR AGREEMENT IS AN EXECUTORY CONTRACT OR UNEXPIRED LEASE OR THAT SUCH CONTRACT OR AGREEMENT WAS IN EFFECT ON THE PETITION DATE OR IS VALID OR ENFORCEABLE. ANY AND ALL OF THE DEBTOR'S RIGHTS, CLAIMS AND CAUSES OF ACTION WITH RESPECT TO THE CONTRACTS AND AGREEMENTS LISTED ON THIS SCHEDULE ARE HEREBY RESERVED AND PRESERVED.

OMISSION OF A CONTRACT OR AGREEMENT FROM THIS SCHEDULE DOES NOT CONSTITUTE AN ADMISSION THAT SUCH OMITTED CONTRACT OR AGREEMENT IS NOT AN EXECUTORY CONTRACT OR UNEXPIRED LEASE. THE DEBTOR'S RIGHTS UNDER THE BANKRUPTCY CODE WITH RESPECT TO ANY SUCH OMITTED CONTRACTS OR AGREEMENTS ARE NOT IMPAIRED BY THE OMISSION. THIS SCHEDULE MAY BE AMENDED AT ANY TIME TO ADD ANY OMITTED CONTRACT OR AGREEMENT.

See Attached

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

Schedule G - Executory Contracts and Unexpired Leases

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State Whether Lease is for Nonresidential Real Property. State Contract Number of Any Government Contract.
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Sub Schedule:	NON-RESIDENTIAL REAL PROPERTY LEASES
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MERLE M. KARBER, JR AND DIXIE D KARBER
C/O LYNN HART
4303 EAST CACTUS ROAD, #126B
PHOENIX AZ 85032
Creditor: 6003

NON-RESIDENTIAL REAL PROPERTY LEASE -- DEBTOR IS LESSEE
LOCATION: 300 SOUTH 23RD STREET, PHOENIX, AZ 85034

S & B COLE LLC
5211 W. WALTANN LANE
GLENDALE AZ 85306
Creditor: 1142

NON-RESIDENTIAL REAL PROPERTY LEASE -- DEBTOR IS LESSEE
LOCATION: 215 SOUTH 23RD STREET, PHOENIX, AZ 85034

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

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Schedule G - Executory Contracts and Unexpired Leases

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State Whether Lease is for Nonresidential Real Property. State Contract Number of Any Government Contract.
Sub Schedule:	OTHER CONTRACTS
ACE PRECISION BOX 88821 MILWAUKEE WI 53288-0821 Creditor: 149	NORTHSTAR PHOENIX MAKES PURCHASES FROM ACE PRECISION FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, 2 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
AEROTECH ALLOYS, INC. 10632 ALONDRA BLVD. NORWALK CA 90650 Creditor: 170	NORTHSTAR PHOENIX MAKES PURCHASES FROM AEROTEC ALLOYS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 18 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
ALL COPY PRODUCTS 4141 COLORADO BLVD. DENVER CO 80216 Creditor: 208	OFFICE EQUIPMENT AGREEMENT
ATS INDUSTRIAL SUPPLY 2780 WEST DIRECTORS ROW SALT LAKE CITY UT 85040 Creditor: 4849	NORTHSTAR PHOENIX MAKES PURCHASES FROM ATS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 103 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
BAE SYSTEMS AEROSPACE & DEFENSE GROUP, INC. ATTN CHIEF FINANCE OFFICER 7822 SOUTH 46TH STREET PHOENIX AZ 85044 Creditor: 6012	PROPRIETARY INFORMATION AGREEMENT DATED AS OF JANUARY 11, 2010.
BARRY CONTROLS 24341 NETWORK PLACE CHICAGO IL 60673-1243 Creditor: 5769	NORTHSTAR PHOENIX MAKES PURCHASES FROM BARRY CONTROLS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 8 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
BOEING COMPANY, THE JEFFREY R MILLER & DAVID CADE PO BOX 516 MC S100-3340 ST LOUIS MO 63166-0516 Creditor: 1562	PROPRIETARY INFORMATION AGREEMENT DATED AS OF SEPTEMBER 28, 2009.
BOEING COMPANY, THE JEFFREY R MILLER & DAVID CADE PO BOX 516 MC S100-3340 ST LOUIS MO 63166-0516 Creditor: 1562	NORTHSTAR PHOENIX HAS ENTERED INTO AN AGREEMENT WITH THE BOEING COMPANY ("BOEING MESA") (MESA, ARIZONA) DATED OCTOBER 30, 2010 PURSUANT TO WHICH NORTHSTAR PHOENIX PROVIDES COMPONENTS FOR BOEING MESA'S APACHE LONGBOW PROGRAM. THE AGREEMENT AND THE POS PROVIDE STANDARD BUSINESS TERMS. BOEING MESA HAS ISSUED APPROXIMATELY 28 CURRENT PURCHASE ORDERS.

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Sub Schedule:	OTHER CONTRACTS
CALIFORNIA AMFORGE CORPORATION TERMINAL ANNEX PO BOX 30182 LOS ANGELES CA 90030 Creditor: 49	NORTHSTAR PHOENIX MAKES PURCHASES FROM CALIFORNIA AMFORGE FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 12 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
CALIFORNIA DROP FORGE 24548 NETWORK PLACE CHICAGO IL 60673-1245 Creditor: 52	NORTHSTAR PHOENIX MAKES PURCHASES FROM CALIFORNIA DROP FORGE FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 17 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
CONTINENTAL FORGE 412 E. EL SEGUNDO BLVD. COMPTON CA 90222-2317 Creditor: 366	NORTHSTAR PHOENIX MAKES PURCHASES FROM CONTINENTAL FORGE FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 22 PURCHASE ORDER LINE ITEMS IS OPEN FOR FUTURE DELIVERIES.
CRAFTECH METAL FORMING, INC. 24100-B WATER ST. PERRIS CA 92570 Creditor: 383	NORTHSTAR PHOENIX MAKES PURCHASES FROM CRAFTECH METAL FORMING FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 15 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
CUTTING EDGE MANUFACTURING, INC. 22601 N. 17TH AVE. #120 PHOENIX AZ 85027 Creditor: 392	NORTHSTAR PHOENIX MAKES PURCHASES FROM CUTTING EDGE MFG. FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 11 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
DELTA AIR LINES, INC. ATTN PAUL A JACOBSON, CFO 1030 DELTA BLVD ATLANTA GA 30320-6001 Creditor: 6014	CONFIDENTIALITY AGREEMENT DATED AS OF JULY 14, 2010.
DESIGN SPACE MODULAR BLDGS. PO BOX 31001-1566 PASADENA CA 91110-1566 Creditor: 410	MOBILE OFFICE AGREEMENT
DIP BRAZE, INC. 9131 DE GARMO AVE. SUN VALLEY CA 91352 Creditor: 423	NORTHSTAR PHOENIX MAKES PURCHASES FROM DIP BRAZE INC. FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 7 PURCHASE ORDER LINE ITEMS ARE OPEN FOR FUTURE DELIVERIES.

**UNITED STATES BANKRUPTCY COURT
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Case No.: 12-11819

Schedule G - Executory Contracts and Unexpired Leases

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State Whether Lease is for Nonresidential Real Property. State Contract Number of Any Government Contract.
Sub Schedule:	OTHER CONTRACTS
EDM XPRESS, INC. 380 E. CROWTHER AVE. PLACENTIA CA 92870 Creditor: 455	NORTHSTAR PHOENIX MAKES PURCHASES FROM EDM EXPRESS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, 1 PURCHASE ORDER LINE ITEM WAS OPEN FOR FUTURE DELIVERIES.
ERICKSON AIR-CRANE INCORPORATED ATTN CHARLES RYAN, VP & CFO 5550 SW MACADAM AVENUE, STE 200 PORTLAND OR 97239 Creditor: 6015	NON-DISCLOSURE AGREEMENT DATED AS OF SEPTEMBER 19, 2006.
FORGED METALS, INC. 10685 BEECH AVENUE FONTANA CA 92337 Creditor: 541	NORTHSTAR PHOENIX MAKES PURCHASES FROM FORGED METAL FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 13 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
FRONTIER TECHNI-KOTE, INC. PO BOX 234 CHINO VALLEY AZ 86323 Creditor: 555	NORTHSTAR PHOENIX MAKES PURCHASES FROM FRONTIER TECHNI-KOTE INC. FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 7 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
GOVIG CONSULTING MANAGING PARTNERS 4800 N. SCOTTSDALE ROAD, STE 2800 SCOTTSDALE AZ 85251 Creditor: 5921	SERVICE AGREEMENT
GSC FOUNDRIES INC. PO BOX 934836 ATLANTA GA 31193-4836 Creditor: 611	NORTHSTAR PHOENIX MAKES PURCHASES FROM GSC FOUNDRIES FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 3 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
HAMILTON SUNDSTRAND CORP. DEPT LA 21422 PASADENA CA 91185-1422 Creditor: 622	NORTHSTAR PHOENIX HAS ENTERED INTO AN AGREEMENT WITH HAMILTON SUNDSTRAND DATED MARCH 7, 2011 PURSUANT TO WHICH NORTHSTAR PHOENIX PROVIDES DIFFUSERS FOR AIR CONTROL ON HAMILTON SUNDSTRAND AIRBUS A320 PROGRAM. THE AGREEMENT AND POS PROVIDE STANDARD BUSINESS TERMS. HAMILTON SUNDSTRAND HAS ISSUED APPROXIMATELY 10 CURRENT PURCHASE ORDERS.
HONEYWELL INTERNATIONAL INC. PO BOX 905132 CHARLOTTE NC 28217 Creditor: 2794	SUPPLIER PROPRIETARY INFORMATION AGREEMENT DATED AS OF JANUARY 24, 2005.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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Case No.: 12-11819

Schedule G - Executory Contracts and Unexpired Leases

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State Whether Lease is for Nonresidential Real Property. State Contract Number of Any Government Contract.
Sub Schedule:	OTHER CONTRACTS
HONEYWELL INTERNATIONAL INC. PO BOX 905132 CHARLOTTE NC 28217 Creditor: 2794	PROPRIETARY INFORMATION AGREEMENT DATED AS OF OCTOBER 6, 2006.
HONEYWELL INTERNATIONAL INC. PO BOX 905132 CHARLOTTE NC 28217 Creditor: 2794	NORTHSTAR PHOENIX HAS ENTERED INTO AN AGREEMENT WITH HONEYWELL INTERNATIONAL DATED DECEMBER 30, 2011 PURSUANT TO WHICH NORTHSTAR PHOENIX PROVIDES COMPONENTS FOR HONEYWELL INTERNATIONAL'S AEROSPACE APU AND ENGINE APPLICATIONS. THE AGREEMENT AND POS PROVIDE STANDARD BUSINESS TERMS. HONEYWELL INTERNATIONAL HAS ISSUED APPROXIMATELY 385 CURRENT PURCHASE ORDERS.
HONEYWELL INTERNATIONAL INC. PO BOX 905132 CHARLOTTE NC 28217 Creditor: 2794	NON-DISCLOSURE AGREEMENT DATED AS OF OCTOBER 3, 2011.
HOWMET LAVALLE ATTN FINANCE DEPT 4001 AUTOROUTE DES LAURENTIDES LAVAL QC H7L 3H7 CANADA Creditor: 6025	NORTHSTAR PHOENIX MAKES PURCHASES FROM HOWMET LAVALLE FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 76 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
IKON OFFICE SOLUTIONS PO BOX 31001-0850 PASADENA CA 91110-0850 Creditor: 673	ALL CONTRACTS AND FINANCING AGREEMENTS RELATED TO THE IMAGE MANAGEMENT PLUS AGREEMENT DATED AS OF JANUARY 22, 2002.
IOS CAPITAL ATTN LEGAL/FINANCE DEPT 1738 BASS ROAD MACON GA 31210 Creditor: 6010	ALL CONTRACTS AND FINANCING AGREEMENTS RELATED TO THE IMAGE MANAGEMENT PLUS AGREEMENT DATED AS OF JANUARY 22, 2002.
JOINED ALLOYS LLC J. BOWEN 2350 W. SHANGRI-LA RD. PHOENIX AZ 85029 Creditor: 723	NORTHSTAR PHOENIX MAKES PURCHASES FROM JOINED ALLOYS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 8 PURCHASE ORDER LINE ITEMS ARE OPEN FOR FUTURE DELIVERIES.
K.R. ANDERSON COMPANY, INC. 18330 SUTTER BLVD. MORGAN HILL CA 95037 Creditor: 759	NORTHSTAR PHOENIX MAKES PURCHASES FROM K.R. ANDERSON CO. FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 3 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

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LORD MECHANICAL ATTN JONATHAN OECHSLE 111 LORD DRIVE CARY NC 27511-7923 Creditor: 6026	NORTHSTAR PHOENIX MAKES PURCHASES FROM LORD MECHANICAL FOR PRODUCTION IN PHOENIX AZ. AS OF MAY 31, 2012, APPROXIMATELY 6 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
MATTCO FORGE INC 16443 MINNESOTA AVENUE PARAMOUNT CA 90723 Creditor: 3318	NORTHSTAR PHOENIX MAKES PURCHASES FROM MATTCO FORGE, INC. FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 22 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
MILLER CASTINGS 2503 PACIFIC PARK DR. WHITTIER CA 90601 Creditor: 5793	NORTHSTAR PHOENIX MAKES PURCHASES FROM MILLER CASTINGS FOR PRODUCTION IN PHOENIX AZ. AS OF MAY 31, 2012, APPROXIMATELY 36 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
MOBILE MINI, INC. PO BOX 52814 PHOENIX AZ 85072 Creditor: 9399	MOBILE OFFICE AGREEMENT
ORBITAL SCIENCES ATTN SUSAN HERLICK, SVP GENERAL COUNSEL 21839 ATLANTIC BLVD DULLES VA 20166 Creditor: 6024	NORTHSTAR PHOENIX HAS ENTERED INTO AN AGREEMENT WITH ORBITAL SCIENCES DATED MARCH 3, 2011 PURSUANT TO WHICH NORTHSTAR PHOENIX PROVIDES WITH COMPONENTS FOR VARIOUS PROGRAMS, INCLUDING THE PEGASUS SMALL SATELLITE LAUNCH VEHICLE, THE COYOTES 163A SHORT RANGE DEFENSE MISSILE TARGET AND GMD (GROUND BASED DEFENSE BOOST VEHICLE). THE AGREEMENT AND POS PROVIDE STANDARD BUSINESS TERMS. ORBITAL HAS ISSUED APPROXIMATELY 3 CURRENT PURCHASE ORDERS (AS OF MAY 31, 2012).
PCC STRUCTURALS - SAN LEANDRO PO BOX 751928 CHARLOTTE NC 28262-1928 Creditor: 993	NORTHSTAR PHOENIX MAKES PURCHASES FROM PCC STRUCTURALS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 14 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
PHOENIX HEAT TREATING, INC. PO BOX 18405 PHOENIX AZ 85005-8405 Creditor: 1019	NORTHSTAR PHOENIX MAKES PURCHASES FROM PHOENIX HEAT TREATING FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 26 PURCHASE ORDER LINE ITEMS ARE OPEN FOR FUTURE DELIVERIES.
PITTSBURGH FLATROLL COMPANY 1200 REEDSDALE STREET, 4TH FLO PITTSBURGH PA 15233 Creditor: 1023	NORTHSTAR PHOENIX MAKES PURCHASES FROM PITTSBURGH FLATROLL FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, 2 PURCHASE ORDER LINE ITEMS ARE OPEN FOR FUTURE DELIVERIES.

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Sub Schedule:	OTHER CONTRACTS
PRIME ALLOY CASTINGS FILE 56648 LOS ANGELES CA 90074-6648 Creditor: 684	NORTHSTAR PHOENIX MAKES PURCHASES FROM PRIME ALLOY CASTINGS FOR PRODUCTION IN PHOENIX AZ. AS OF MAY 31, 2012, APPROXIMATELY 24 PURCHASE ORDER LINES ITEMS WERE OPEN FOR FUTURE DELIVERIES.
SEMIRAY SPECIAL PROCESS DIVISION 3027 E. WASHINGTON ST. PHOENIX AZ 85351 Creditor: 1157	NORTHSTAR PHOENIX MAKES PURCHASES FROM SEMIRAY FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 3 PURCHASE ORDER LINE ITEM WAS OPEN FOR FUTURE DELIVERIES.
STAR METAL FLUIDS 10104 W. COGGINS DRIVE #D SUN CITY AZ 85351 Creditor: 1208	NORTHSTAR PHOENIX MAKES PURCHASES FROM STAR METAL FLUIDS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 24 PURCHASE ORDER LINE ITEMS ARE OPEN FOR FUTURE DELIVERIES.
SUPERIOR TECHNICAL RESOURCES MANAGING PARTNERS 426 N. 44TH STREET, SUITE 400 PHOENIX AZ 85008 Creditor: 5931	SERVICE AGREEMENT DATED AS OF AUGUST 15, 2011.
TECHNOLOGY APPLICATIONS 810 SOUTH 48TH STREET GRAND FORKS ND 58201 Creditor: 1254	NORTHSTAR PHOENIX MAKES PURCHASES FROM TECHNOLOGY APPLICATIONS GROUP FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 3 PURCHASE ORDER LINE ITEMS ARE OPEN FOR FUTURE DELIVERIES.
TOYOTALIFT OF ARIZONA, INC. 1445 N. 26TH AVE. PHOENIX AZ 85009-3626 Creditor: 1292	FORKLIFT LEASE
TREFFERS PRECISION, INC. PO BOX 277625 ATLANTA GA 30384-7625 Creditor: 1300	NORTHSTAR PHOENIX MAKES PURCHASES FROM TREFFARS PRECISION FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 6 PURCHASE ORDER LINE ITEMS ARE OPEN FOR FUTURE DELIVERIES.
UNITED HEALTHCARE INSURANCE COMPANY 450 COLUMBUS BLVD HARTFORD CT 06105 Creditor: 4433	NORTHSTAR AEROSPACE (CHICAGO) VOLUNTARY SAVINGS PLAN (CHICAGO) PLAN NUMBER 047; 2. NORTHSTAR AEROSPACE (USA), INC. RETIREMENT SAVINGS PLAN (PHOENIX) PLAN NUMBER 001; 3. NORTHSTAR AEROSPACE (CHICAGO) HEALTH AND WELFARE BENEFIT PLAN - PLAN NUMBER 503; MEDICAL (INCLUDING RX AND VISION)

**UNITED STATES BANKRUPTCY COURT
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Sub Schedule:	OTHER CONTRACTS
US DEPARTMENT OF DEFENSE ATTN LEGAL 1400 DEFENSE PENTAGON WASHINGTON DC 20301-1400 Creditor: 6013	CONTRACT NUMBER: SPM4A712M3669 DESCRIPTION: DLA SPARES PN: 7-311653101 COMPONENT: DUCT INSUL EXH APU
US DEPARTMENT OF DEFENSE ATTN LEGAL 1400 DEFENSE PENTAGON WASHINGTON DC 20301-1400 Creditor: 6013	CONTRACT NUMBER: SPM4A711C0671 DESCRIPTION: DLA SPARES PN: 7-311651027 COMPONENT: TRUSS SUPPORT
VALLEY METALS PO BOX 85402 SAN DIEGO CA 92186-5402 Creditor: 1364	NORTHSTAR PHOENIX MAKES PURCHASES FROM VALLEY METALS FOR PRODUCTION IN PHOENIX, AZ. AS OF MAY 31, 2012, APPROXIMATELY 5 PURCHASE ORDER LINE ITEM WAS OPEN FOR FUTURE DELIVERIES.
WITT COMPANY 850 SW 7TH STREET, SUITE 100 RENTON WA 98057 Creditor: 1065	OFFICE EQUIPMENT AGREEMENT

**UNITED STATES BANKRUPTCY COURT
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In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers.

If a minor child is a codebtor or a creditor, indicate that by stating "a minor child" and do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr.P. 1007(m).

See Attached

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: D-VELCO MANUFACTURING OF ARIZONA, INC.

Case No.: 12-11819

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers.

Name and Address of Creditor

Name and Address of Codebtor

FIFTH THIRD BANK
ATTN: DONALD MITCHELL
38 FOUNTAIN SQUARE PLAZA
CINCINNATI, OH 45263

SEE NOTES (1) AND (2) BELOW

(1) The following Northstar entities are Borrowers, Loan Parties and Guarantors under the prepetition Senior Loan and Security Agreement dated March 2010: Northstar Aerospace (USA) Inc., Northstar Aerospace (Chicago) Inc., D-Velco Manufacturing of Arizona, Inc. and Derlan USA Inc.

(2) Northstar Aerospace, Inc., Northstar Aerospace (Canada) Inc., Northstar Aerospace Turbine Engine Service Group, Inc., 2007775 Ontario Inc., Derlan L.P., 3024308 Nova Scotia Company, 1055360 Ontario Limited have issued guarantees in support of the obligations of the Debtor with respect to the prepetition Senior Loan and Security Agreement dated March 2010.