

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re:

NORTHSTAR AEROSPACE (USA) INC.

Debtor.

Case No. 12-11817

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.

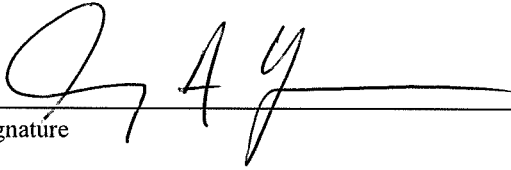
The Debtor has used its best efforts to compile the information contained in the Schedules, based on its books and records maintained in the ordinary course of its business.

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: NORTHSTAR AEROSPACE (USA) INC.

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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	\$0.00	
B. Personal Property	Yes	\$175,897.00	
C. Property Claimed As Exempt	No		
D. Creditors Holding Secured Claims	Yes		\$60,090,064.88
E. Creditors Holding Unsecured Priority Claims	Yes		\$0.00
F. Creditors Holding Unsecured Nonpriority Claims	Yes		\$310,062.33
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		\$175,897.00	\$60,400,127.21

**UNITED STATES BANKRUPTCY COURT
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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."

See Attached

**UNITED STATES BANKRUPTCY COURT
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In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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
-None-			
TOTAL SCHEDULE A:			\$0.00
TOTAL DEBTOR:			\$0.00

**UNITED STATES BANKRUPTCY COURT
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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
DISTRICT OF DELAWARE**

In re: **NORTHSTAR AEROSPACE (USA) INC.**

Case No.: **12-11817**

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.	X		
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.	X		
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.		SEE EXHIBIT-B9	\$0.00
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		

**UNITED STATES BANKRUPTCY COURT
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In re: **NORTHSTAR AEROSPACE (USA) 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
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		SEE EXHIBIT-B13	\$0.00
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.	X		
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.	X		
22. Patents, copyrights, and other intellectual property. Give particulars.		SEE EXHIBIT-B22	\$0.00

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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.	X		
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.	X		
26. Boats, motors, and accessories.	X		
27. Aircraft and accessories.	X		
28. Office equipment, furnishings, and supplies.		SEE EXHIBIT-B28	\$16,415.00
29. Machinery, fixtures, equipment, and supplies used in business.	X		
30. Inventory.	X		
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	\$159,482.00
TOTAL:			\$175,897.00

UNITED STATES BANKRUPTCY COURT
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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B2

Asset Id	Description	Location	Net Book Value
1	BANK ACCOUNT CONCENTRATOR UPSTREAM ACCOUNT NO. 07236992702	FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA, 34TH FLOOR CHICAGO, IL 60606	\$0.00
4	BANK ACCOUNT ZERO-BALANCE DISBURSEMENTS ACCOUNT NO. 07481589898	FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA, 34TH FLOOR CHICAGO, IL 60606	\$0.00
2	BANK ACCOUNT CONCENTRATOR DOWNSTREAM ACCOUNT NO. 07236992769	FIFTH THIRD BANK 222 SOUTH RIVERSIDE PLAZA, 34TH FLOOR CHICAGO, IL 60606	\$0.00
3	BANK ACCOUNT ZERO-BALANCE COLLECTIONS ACCOUNT NO. 07236992710	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 B9**

Asset Id	Description	Location	Net Book Value
12	POLICY NO.: 01-758-68-52 EMPLOYEE LAWYERS PROFESSIONAL LIABILITY	CHARTIS ILLINOIS NATIONAL INSURANCE CO.	UNKNOWN
18	POLICY NO.: 28882811A&S AVIATION (20% SHARE)	GLOBAL AEROSPACE	UNKNOWN
32	POLICY NO.: 4066808553 WORKERS COMP	UNITED STATES FIRE INS. CO. (CRUM & FORSTER)	UNKNOWN
14	POLICY NO.: 425485594 EXCESS DIRECTORS & OFFICERS	CONTINENTAL CASUALTY COMPANY (CAN)	UNKNOWN
34	POLICY NO.: 5437163133 NON-AVIATION PRODUCTS LIABILITY	UNITED STATES FIRE INSURANCE CO. (CRUM & FORSTER)	UNKNOWN
33	POLICY NO.: 5437163133 EMPLOYEE BENEFITS	UNITED STATES FIRE INSURANCE CO. (CRUM & FORSTER)	UNKNOWN
13	POLICY NO.: 7954-2892 CONTINUUM PAST PRODUCTS LIABILITY	CHUBB CUSTOM INSURANCE CO.	UNKNOWN
16	POLICY NO.: 8108-2180 EXECUTIVE RISK PACKAGE	FEDERAL INSURANCE CO. (CHUBB)	UNKNOWN
30	POLICY NO.: 83UECKV0744 COMMERCIAL AUTO (U.S.)	SENTINEL INS. CO. LTD. (THE HARTFORD)	UNKNOWN
11	POLICY NO.: AVT0097411 AVIATION (5% SHARE)	AXA INSURANCE COMPANY	UNKNOWN
29	POLICY NO.: CBC011428708 CANADIAN AUTO	LOMBARD GENERAL INSURANCE CO. OF CANADA (THROUGH THE MAGNES GROUP INC.)	UNKNOWN
19	POLICY NO.: DFX0009754 EXCESS DIRECTORS & OFFICERS	GREAT AMERICAN INSURANCE CO.	UNKNOWN
20	POLICY NO.: DO 01-382-35-15 EXCESS DIRECTORS & OFFICERS	ILLINOIS NATIONAL INSURANCE CO.	UNKNOWN
10	POLICY NO.: EM203 PROPERTY - US	AFFILIATED FM	UNKNOWN
9	POLICY NO.: EM204 PROPERTY - CANADA	AFFILIATED FM	UNKNOWN
28	POLICY NO.: J51105599000 AVIATION (INCL CGL & PRODUCTS) LEAD 75%	LLOYDS ETC THRU JLT	UNKNOWN
15	POLICY NO.: OC0211705 OCEAN CARGO	CONTINENTAL INSURANCE CO. (CAN)	UNKNOWN
17	POLICY NO.: POB9024401 00 NOTARY BOND	FIDELITY & DEPOSIT CO. OF MARYLAND	UNKNOWN
31	POLICY NO.: QI01202131 UMBRELLA	ST PAUL FIRE & MARINE INS. CO. (TRAVELERS)	UNKNOWN

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B9

Asset Id	Description	Location	Net Book Value
35	POLICY NO.: VL8107504 SPLIT-DOLLAR AGREEMENT	HARTFORD LIFE AND ANNUITY INSURANCE COMPANY PO BOX 64582 ST. PAUL, MN 55164	UNKNOWN
21	POLICY NO.: WS11003077 COVERAGE: CORPORATE KIDNAP & RANSOM/EXTORTION	INSURANCE CO. OF THE STATE OF PA (CHARTIS)	UNKNOWN
27	POLICY NO.: WS11003077 WORLDSOURCE PACKAGE	INSURANCE CO. OF THE STATE OF PA (CHARTIS)	UNKNOWN
22	POLICY NO.: WS11003077 EA.LOSS COMPONENT LIMIT	INSURANCE CO. OF THE STATE OF PA (CHARTIS)	UNKNOWN
TOTAL:			<u>UNKNOWN</u>

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B13

Asset Id	Description	Location	Net Book Value
42	1,000 COMMON SHARES	DERLAN USA INC. 401 SOUTH 36TH STREET PHOENIX, AZ 85036	UNKNOWN
47	1,000 COMMON SHARES	NH-NSA, INC. 401 SOUTH 36TH STREET PHOENIX, AZ 85036	UNKNOWN
43	1,000 COMMON SHARES	NORTHSTAR AEROSPACE (CHICAGO) INC. 6006 WEST 73RD STREET BEDFORD PARK, IL 60638	UNKNOWN
44	1,000 COMMON SHARES	NORTHSTAR AEROSPACE TURBINE ENGINE SERVICE GROUP, INC. 6006 WEST 73RD STREET BEDFORD PARK, IL 60638	UNKNOWN
46	100% OWNERSHIP	COUGHMOT I, LLC 401 SOUTH 36TH STREET PHOENIX, AZ 85036	UNKNOWN
45	9 COMMON SHARES	GENERAL COMPONENTS, INC. 6006 WEST 73RD STREET BEDFORD PARK, IL 60638	UNKNOWN
TOTAL:			<u>UNKNOWN</u>

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B22

Asset Id	Description	Location	Net Book Value
37	APPLICATION/SERIAL NO. 11/575293 (US) DATE: 01/24/08	APPARATUS FOR MANUFACTURING A FACE GEAR NORTHSTAR AEROSPACE (USA) INC. 6006 WEST 73RD STREET BEDFORD PARK, IL 60638	UNKNOWN
TOTAL:			<u>UNKNOWN</u>

In re: NORTHSTAR AEROSPACE (USA) INC.

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B28

Asset Id	Description	Location	Net Book Value
76	OFFICE EQUIPMENT	6006 WEST 73RD STREET BEDFORD PARK, IL 60638	\$16,415.00
TOTAL:			<u>\$16,415.00</u>

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SCHEDULE B - PERSONAL PROPERTY
EXHIBIT B35

Asset Id	Description	Location	Net Book Value
55	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
84	OTHER ASSETS PREPAID INSURANCE	VARIOUS CARRIERS 6006 WEST 73RD STREET BEDFORD PARK, IL 60638	\$159,482.00
TOTAL:			<u>\$159,482.00</u>

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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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

**UNITED STATES BANKRUPTCY COURT
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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						
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	\$39,598,064.88
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	\$18,892,000.00
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	\$1,600,000.00
TOTAL SUB SCHEDULE: SECURED DEBT					\$60,090,064.88	\$60,090,064.88
TOTAL SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS:					\$60,090,064.88	\$60,090,064.88

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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: **NORTHSTAR AEROSPACE (USA) INC.**

Case No.: **12-11817**

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

UNITED STATES BANKRUPTCY COURT

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

SCHEDULE E NOTES

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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-COUNTY TAX COLLECTOR PO BOX 32247 CHARLOTTE NC 28232-2247 Creditor: 4824 - 04	TAX		X		\$0.00	\$0.00	\$0.00
COMMONWEALTH OF MASSACHUSETTS DEPARTMENT OF REVENUE PO BOX 7005 BOSTON MA 02204 Creditor: 4685 - 04	TAX		X		\$0.00	\$0.00	\$0.00
COUNTY OF ORANGE TREASURER TAX COLLECTOR PO BOX 1438 SANTA ANA CA 92702-1438 Creditor: 4713 - 04	TAX		X		\$0.00	\$0.00	\$0.00
INTERNAL REVENUE SERVICE DEPARTMENT OF THE TREASURY OGDEN UT 84201-0005 Creditor: 4612 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF ARIZONA DEPARTMENT OF REVENUE PO BOX 29079 PHOENIX AZ 85038-9079 Creditor: 4801 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF CALIFORNIA FRANCHISE TAX BOARD PO BOX 942857 SACRAMENTO CA 94257-0531 Creditor: 4630 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF CONNECTICUT DEPRATMENT OF REVENUE SERVICES PO BOX 2974 HARTFORD CT 06104 Creditor: 4748 - 04	TAX		X		\$0.00	\$0.00	\$0.00

PAGE TOTAL:

\$0.00

\$0.00

\$0.00

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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 FLORIDA DEPARTMENT OF REVENUE 5050 WEST TENNESSEE STREET TALLAHASSEE FL 32399-0100 Creditor: 4628 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF ILLINOIS DEPT OF REVENUE ATTN: MAIL CODE 2-216 101 W. JEFFERSON ST SPRINGFIELD IL 62702 Creditor: 4657 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF ILLINOIS DEPT OF REVENUE INCOME TAX AUDIT PERFECTION PO BOX 19012 SPRINGFIELD IL 62794-9012 Creditor: 4656 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF NEW YORK CORPORATION TAX PROCESSING UNIT PO BOX 22038 ALBANY NY 12201-2038 Creditor: 4704 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF NEW YORK DEPT. OF TAXATION COMMISSIONER OF TAXATION TAX COMPLIANCE DIVISION ALBANY NY 12201-1912 Creditor: 4828 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF NEW YORK TAX DEPARTMENT COMMISSIONER OF TAXATION & FINANCE PO BOX 4144 BINGHAMTON NY 13902-4144 Creditor: 4829 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF OKLAHOMA TAX COMMISSION FRANCHISE TAX PO BOX 36930 OKLAHOMA CITY OK 73126-0930 Creditor: 4711 - 04	TAX		X		\$0.00	\$0.00	\$0.00

PAGE TOTAL:

\$0.00

\$0.00

\$0.00

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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 OKLAHOMA TAX COMMISSION INCOME TAX PO BOX 269027 OKLAHOMA CITY OK 73126-9027 Creditor: 4710 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF OKLAHOMA TAX COMMISSION PO BOX 26860 OKLAHOMA CITY OK 73126-0860 Creditor: 4712 - 04	TAX		X		\$0.00	\$0.00	\$0.00
STATE OF TENNESSEE DEPT OF REVENUE ANDREW JACKSON STATE OFFICE BL 500 DEADERICK STREET NASHVILLE TN 37242 Creditor: 4755 - 04	TAX		X		\$0.00	\$0.00	\$0.00
UNITED STATES TREASURY DEPARTMENT OF THE TREASURY INTERNAL REVENUE SERVICE CINCINNATI OH 45999-0039 Creditor: 4768 - 04	TAX		X		\$0.00	\$0.00	\$0.00
UNITED STATES TREASURY INTERNAL REVENUE SERVICE CNTR MEMPHIS TN 37501 Creditor: 4767 - 04	TAX		X		\$0.00	\$0.00	\$0.00
TOTAL SUB SCHEDULE: TAXES					\$0.00	\$0.00	\$0.00
TOTAL - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS:					\$0.00	\$0.00	\$0.00

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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					
APPTIX INC. 13461 SUNRISE VALLEY DR, STE 300. HERNDON VA 20171 Creditor: 9305 - 04 Vendor: APPITX	ACCOUNTS PAYABLE				\$4,673.43
ARTIANO & ASSOCIATES, APC 3828 CARSON STREET, SUITE 102 TORRANCE CA 90503 Creditor: 9306 - 04 Vendor: ARTIANO	ACCOUNTS PAYABLE				\$0.00
AURORA METALS DIVISION LLC PO BOX 1834 SOUTH BEND IN 46634-1834 Creditor: 9307 - 04 Vendor: AUROR01	ACCOUNTS PAYABLE				\$1,039.32
BRILLIANT FINANCIAL STAFFING 125 SOUTH WACKER DRIVE, SUITE 1230 CHICAGO IL 60606 Creditor: 9308 - 04 Vendor: BRILL01	ACCOUNTS PAYABLE				\$1,512.00
CODY, W. BUCK 7024 PELICAN BAY BLVD - UNIT 203 NAPLES FL 34108 Creditor: 9323 - 04 Vendor: WBCODY01	ACCOUNTS PAYABLE				\$683.64
CPM TECHNOLOGIES, INC. 7047 OLD MADISON PIKE, SUITE 302 HUNTSVILLE AL 35806 Creditor: 9309 - 04 Vendor: CPMTEC	ACCOUNTS PAYABLE				\$135,362.00
ENVIRONMENTAL MANAGEMENT STRATEGIES, INC. ATTN: MARIA SEVERINI, OFFICE MANAGER 16510 ASTON STREET IRVINE CA 92606 Creditor: 4843 - 04 Vendor: EMS	ACCOUNTS PAYABLE				\$26,260.18

PAGE TOTAL:

\$169,530.57

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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					
FIRST INSURANCE FUNDING CORP. PO BOX 66468 CHICAGO IL 60666-0468 Creditor: 9310 - 04 Vendor: FIRSTINS	ACCOUNTS PAYABLE				\$0.00
FREEBORN & PETERS LLP 311 SOUTH WACKER DRIVE SUITE 3000 CHICAGO IL 60606-6677 Creditor: 9311 - 04 Vendor: FRE100	ACCOUNTS PAYABLE				\$13,338.00
GRANT THORNTON, LP ATTN: ANTHONY HARMON, DIRECTOR 175 W. JACKSON BOULEVARD CHICAGO IL 60604 Creditor: 9312 - 04 Vendor: GRANT	ACCOUNTS PAYABLE				\$102,619.80
KUENEMAN, JOE 4094 LADER VISTA ROAD FALLBROOK CA 92028 Creditor: 9315 - 04 Vendor: KUENEMAN	ACCOUNTS PAYABLE				\$2,500.00
MERRILL COMMUNICATIONS LLC CM-9638 ST. PAUL MN 55170-9638 Creditor: 9317 - 04 Vendor: MERRIL	ACCOUNTS PAYABLE				\$0.00
MICHAEL BEST & FRIEDRICH LLP ACCOUNTING DEPARTMENT 35206 EAGLE WAY CHICAGO IL 60678-1352 Creditor: 9318 - 04 Vendor: MBEST	ACCOUNTS PAYABLE				\$7,710.60
MUCH SHELIST 191 N. WACKER DRIVE, SUITE 1800 CHICAGO IL 60606 Creditor: 9320 - 04 Vendor: MUCH001	ACCOUNTS PAYABLE				\$0.00

PAGE TOTAL:

\$126,168.40

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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					
PEARSON, JAMES 1 S 773 NELSON LAKE ROAD BATAVIA IL 60510 Creditor: 9319 - 04 Vendor: PEARSONJ	ACCOUNTS PAYABLE				\$1,105.89
RESOURCES GLOBAL PROFESSIONALS FILE #55221 LOS ANGELES CA 90074-5221 Creditor: 9321 - 04 Vendor: RGP01	ACCOUNTS PAYABLE				\$7,992.50
ROGERS, JAMES 17 CARDIFF LAGUNA NIGUEL CA 92677 Creditor: 9314 - 04 Vendor: ROGER01	ACCOUNTS PAYABLE				\$589.75
SCHICK RECORD MANAGEMENT PO BOX 3627 TUSTIN CA 92781-3627 Creditor: 9322 - 04 Vendor: SCHIC01	ACCOUNTS PAYABLE				\$839.20
WALSH, JOHN 207 VAUGHNS GAP RD. NASHVILLE TN 37205 Creditor: 9316 - 04 Vendor: WALSH01	ACCOUNTS PAYABLE				\$3,836.02
TOTAL SUB SCHEDULE: ACCOUNTS PAYABLE					\$310,062.33

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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					
ALCOA GLOBAL FASTENERS, INC. TATRO TEKOSKY SADWICK, LLP RENE P TATRO, ESQ 333 S GRAND AVE, STE 4270 LOS ANGELES CA 90071 Creditor: 5843 - 17	PENDING LITIGATION	X	X	X	UNLIQUIDATED
BLATT, DEANNA 6924 W 134TH AVE CEDAR LAKE IN 46303 Creditor: 5869 - 20	PENDING LITIGATION	X	X	X	UNLIQUIDATED
BYBEE, ROGER 9431 E CORALBELL AVE, #170 MESA AZ 85208 Creditor: 5872 - 20	PENDING LITIGATION	X	X	X	UNLIQUIDATED
DRSS-I, LLC VOSS COOK & THEL, LLP JOHN VAN VLEAR, ESQ 895 DOVE ST, STE 450 NEWPORT BEACH CA 92660-2998 Creditor: 5839 - 17	PENDING LITIGATION	X	X	X	UNLIQUIDATED
JEFFERSON, MICHELLE 6017 S FRANCISCO CHICAGO IL 60629 Creditor: 5873 - 20	PENDING LITIGATION	X	X	X	UNLIQUIDATED
LEE, CHARLESTON R. III THE BLAKE HORWITZ LAW FIRM DAN DORFMAN 39 S LASALLE ST, STE 1515 CHICAGO IL 60603 Creditor: 5875 - 20	PENDING LITIGATION	X	X	X	UNLIQUIDATED
ORIGINAL CHARTER CORP. KEESAL YOUNG & LOGAN ALBERT E PEACOCK III, ESQ 400 OCEANGATE PO BOX 1730 LONG BEACH CA 90801-1730 Creditor: 5841 - 17	PENDING LITIGATION	X	X	X	UNLIQUIDATED

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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: LITIGATION					
RIVERA, GILBERT 6360 WASHINGTON ST, #1A CHICAGO RIDGE IL 60415 Creditor: 5877 - 20	PENDING LITIGATION	X	X	X	UNLIQUIDATED
SEVENSON RESOURCES, INC. VOSS COOK & THEL, LLP JOHN VAN VLEAR, ESQ 895 DOVE ST, STE 450 NEWPORT BEACH CA 92660-2998 Creditor: 5845 - 17	PENDING LITIGATION	X	X	X	UNLIQUIDATED
TOTAL SUB SCHEDULE: LITIGATION					\$0.00
TOTAL SCHEDULE F - CREDITORS HOLDING UNSECURED NON-PRIORITY CLAIMS:					\$310,062.33

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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).

Check this box if debtor has no executory contracts or unexpired leases.

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.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

In re: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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: NORTHSTAR AEROSPACE (USA) INC.

Case No.: 12-11817

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.