

**United States Bankruptcy Court
District of Arizona**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Aerocast International, Inc.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all) 20-5527235	Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 1736 South Nevada Way Mesa, AZ ZIP Code 85204	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Maricopa	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code
Location of Principal Assets of Business Debtor (if different from street address above): <p align="center">Mexico</p>	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000. Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <table style="width:100%; text-align: center;"> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000-5,000</td> <td>5,001-10,000</td> <td>10,001-25,000</td> <td>25,001-50,000</td> <td>50,001-100,000</td> <td>OVER 100,000</td> </tr> <tr> <td><input checked="" type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> <td><input type="checkbox"/></td> </tr> </table> Estimated Assets <input type="checkbox"/> \$0 to \$10,000 <input type="checkbox"/> \$10,001 to \$100,000 <input checked="" type="checkbox"/> \$100,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$100 million <input type="checkbox"/> More than \$100 million Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$100 million <input type="checkbox"/> More than \$100 million	1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	THIS SPACE IS FOR COURT USE ONLY
1-49	50-99	100-199	200-999	1,000-5,000	5,001-10,000	10,001-25,000	25,001-50,000	50,001-100,000	OVER 100,000												
<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>												

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Aerocast International, Inc.
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Statement by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Voluntary Petition
(This page must be completed and filed in every case)

Name of Debtor(s):
Aerocast International, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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

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

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

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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

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

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

Signature of Attorney

X /s/ J. Kent MacKinlay
Signature of Attorney for Debtor(s)

J. Kent MacKinlay 007204
Printed Name of Attorney for Debtor(s)

Warnock, MacKinlay & Carman
Firm Name

1019 S. Stapley Drive
Mesa, AZ 85204

Address

Email: kent@mackinlaylawoffice.com
(480) 898-9239 Fax: (480) 833-2175

Telephone Number

August 1, 2012
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Robert Jamieson, Sr.
Signature of Authorized Individual

Robert Jamieson, Sr.
Printed Name of Authorized Individual

Title of Authorized Individual

August 1, 2012
Date

**United States Bankruptcy Court
District of Arizona**

In re **Aerocast International, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, 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).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Bank of America-Visa PO Box 15184 Wilmington, DE 19850-5184	Bank of America-Visa PO Box 15184 Wilmington, DE 19850-5184			21,356.01
Capin-Vyborny 949 W Bell Rd Nogales, AZ 85621	Capin-Vyborny 949 W Bell Rd Nogales, AZ 85621			1,873.14
Central Texas Heat Treating & Inspection 5801 Denton Highway Fort Worth, TX 76148	Central Texas Heat Treating & Inspection 5801 Denton Highway Fort Worth, TX 76148			23,263.45
D&R Machine Company 1330 Industrial Way Southampton, PA 18966	D&R Machine Company 1330 Industrial Way Southampton, PA 18966			142,905.69
Echo Global Logistics 1375 Peachtree St NE Suite 350 Atlanta, GA 30309	Echo Global Logistics 1375 Peachtree St NE Suite 350 Atlanta, GA 30309			7,672.03
EIP Mfg 965 Cecelia St Pembroke, ON K8B 1A4	EIP Mfg 965 Cecelia St Pembroke, ON K8B 1A4			3,100.00
Hamilton Sundstrand 1 Hamilton Road M/S 2M-1A Windsor Locks, CT 06096	Hamilton Sundstrand 1 Hamilton Road M/S 2M-1A Windsor Locks, CT 06096			124,679.01
Holiday Inn 850 W Shell Rd Nogales, AZ 85621	Holiday Inn 850 W Shell Rd Nogales, AZ 85621			5,940.60
Honeywell c/o D&R Machine Company 1330 Industrial Hwy Southampton, PA 18966	Honeywell c/o D&R Machine Company 1330 Industrial Hwy Southampton, PA 18966			88,811.32
Liberty Pattern PO Box 67 430 Main Street New Liberty, IA 52765	Liberty Pattern PO Box 67 430 Main Street New Liberty, IA 52765			603,559.26
Magnesium Elektron 2950 Ridgeway Blvd Manchester, NJ 08759	Magnesium Elektron 2950 Ridgeway Blvd Manchester, NJ 08759			32,959.97

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Maquila International Inc 235 N Freeport Dr Nogales, AZ 85621	Maquila International Inc 235 N Freeport Dr Nogales, AZ 85621			265,450.25
METL 2040 West Quail Phoenix, AZ 85207	METL 2040 West Quail Phoenix, AZ 85207			2,460.00
Phoenix Precision Pattern Corporation 4132 East Glade Circle Mesa, AZ 85206	Phoenix Precision Pattern Corporation 4132 East Glade Circle Mesa, AZ 85206			42,877.57
Porter Warner Industries 2 E 38th St Chattanooga, TN 37409	Porter Warner Industries 2 E 38th St Chattanooga, TN 37409			21,969.07
Richards Engineering 9 New Star Rd Leicester LE4 9JD	Richards Engineering 9 New Star Rd Leicester LE4 9JD			1,899.17
Rickie Pennington 5361 N 61st Dr Glendale, AZ 85301	Rickie Pennington 5361 N 61st Dr Glendale, AZ 85301			14,673.01
Scott Sales Co 6115 Maywood Ave Huntingotn Park, CA 90255	Scott Sales Co 6115 Maywood Ave Huntingotn Park, CA 90255			8,148.98
Talon Test Laboratories 5002 S 40th Street, Suite F Phoenix, AZ 85040-2962	Talon Test Laboratories 5002 S 40th Street, Suite F Phoenix, AZ 85040-2962			32,161.64
Vista Sales 8157 Lankershim Blvd North Hollywood, CA 91605	Vista Sales 8157 Lankershim Blvd North Hollywood, CA 91605			3,860.70

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the _____ of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date **August 1, 2012**Signature **/s/ Robert Jamieson, Sr.**
Robert Jamieson, Sr.

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
District of Arizona**

In re **Aerocast International, Inc.**

Debtor(s)

Case No. _____

Chapter **11**

DECLARATION

I, the _____ of the corporation named as the debtor in this case, do hereby certify, under penalty of perjury, that the Master Mailing List, consisting of **4** sheet(s), is complete, correct and consistent with the debtor(s)' schedules.

Date: **August 1, 2012**

/s/ Robert Jamieson, Sr.

Robert Jamieson, Sr./
Signer/Title

Date: **August 1, 2012**

/s/ J. Kent MacKinlay

Signature of Attorney
J. Kent MacKinlay 007204
Warnock, MacKinlay & Carman
1019 S. Stapley Drive
Mesa, AZ 85204
(480) 898-9239 Fax: (480) 833-2175

MML-5

Aerocast International, Inc. -

ALLIED GASES & WELDING SUPPLIES
945 E CURRY RD
TEMPE AZ 85281

BANK OF AMERICA-VISA
PO BOX 15184
WILMINGTON DE 19850-5184

CAPIN-VYBORNLY
949 W BELL RD
NOGALES AZ 85621

CAPITAL CREDIT CORPORATION
7301 RR 620 NORTH SUITE 155
AUSTIN TX 78725

CENTRAL TEXAS HEAT TREATING & INSPECTION
5801 DENTON HIGHWAY
FORT WORTH TX 76148

CHEMLAB SUPPLY
2810 S 24TH STREET SUITE #110
PHOENIX AZ 85034

CHICAGO SPECTRO SERVICE LAB INC
6245 S OAK PARK AVENUE
CHICAGO IL 60638-4015

CITIBANK
388 GREENWISH STREET
25TH FLOOR, MAIL DROP 7
NEW YORK NY 10013

CLING'S MANUFACTURING/YOURSOURCE
6628 S DATELAND DR
TEMPE AZ 85283

COMPRESSED AIR POWER
2507 E CHAMBERS ST
PHOENIX AZ 85040

COVERT IRON WORKS
7821 S OTIS AVE
CUDAHY CA 90201-6807

Aerocast International, Inc. -

D&R MACHINE COMPANY
1330 INDUSTRIAL WAY
SOUTHAMPTON PA 18966

EATON CORPORATION
1111 SUPERIOR AVENUE
CLEVELAND OH 44114

ECHO GLOBAL LOGISTICS
1375 PEACHTREE ST NE SUITE 350
ATLANTA GA 30309

EIP MFG
965 CECELIA ST
PEMBROKE, ON K8B 1A4

FEDEX FREIGHT
PO BOX 840
HARRISON AR 72602-0840

FIREMASTER DEPT 1019
PO BOX 121019
DALLAS TX 75312-1019

HAMILTON SUNDSTRAND
1 HAMILTON ROAD
M/S 2M-1A
WINDSOR LOCKS CT 06096

HOLIDAY INN
850 W SHELL RD
NOGALES AZ 85621

HONEYWELL
C/O D&R MACHINE COMPANY
1330 INDUSTRIAL HWY
SOUTHAMPTON PA 18966

IHS GLOBAL
15 IVERNESS WAY EAST
ENGLEWOOD CO 80112

LIBERTY PATTERN
PO BOX 67 430 MAIN STREET
NEW LIBERTY IA 52765

Aerocast International, Inc. -

M MOLDING
43198 403RD AVE
ST PETER MN 56082

MAGNESIUM ELEKTRON
2950 RIDGEWAY BLVD
MANCHESTER NJ 08759

MAQUILA INTERNATIONAL INC
235 N FREEPORT DR
NOGALES AZ 85621

METL
2040 WEST QUAIL
PHOENIX AZ 85207

MPM PRODUCTS
1718 E GREVILLEA CT
ONTARIO CA 91761

PHOENIX PRECISION PATTERN CORPORATION
4132 EAST GLADE CIRCLE
MESA AZ 85206

PNEUMATIC TECHNIQUES
17813 CHAPPEL
LANSING IL 60438

PORTER WARNER INDUSTRIES
2 E 38TH ST
CHATTANOOGA TN 37409

QWEST
PO BOX 29040
PHOENIX AZ 85038

RICHARDS ENGINEERING
9 NEW STAR RD
LEICESTER LE4 9JD

RICKIE PENNINGTON
5361 N 61ST DR
GLENDALE AZ 85301

Aerocast International, Inc. -

SCOTT SALES CO
6115 MAYWOOD AVE
HUNTINGTON PARK CA 90255

SUNSTATE EQUIPMENT CO.
PO BOX 52581
PHOENIX AZ 85072-2581

TALON TEST LABORATORIES
5002 S 40TH STREET, SUITE F
PHOENIX AZ 85040-2962

ULINE
2200 S LAKESIDE DR
WAUKEGAN IL 60085

VISTA SALES
8157 LANKERSHIM BLVD
NORTH HOLLYWOOD CA 91605

YSYP HOLDINGS C, LLC
707 EAST NORTHERN AVENUE
PHOENIX AZ 85020