

B1 (Official Form 1)(4/10)

**United States Bankruptcy Court
Northern District of Georgia**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): AE&E 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): FKA Von Roll, Inc.; FKA AE&E Von Roll, Inc.	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. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 52-1019304	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 302 Research Drive Suite 300 Norcross, GA	Street Address of Joint Debtor (No. and Street, City, and State):
ZIP Code 30092	ZIP Code
County of Residence or of the Principal Place of Business: Gwinnett	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):	Mailing Address of Joint Debtor (if different from street address):
ZIP Code	ZIP Code

Location of Principal Assets of Business Debtor (if different from street address above):

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 \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). 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

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

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

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

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input checked="" type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): AE&E Inc.</p>
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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.

Certification 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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

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

Name of Debtor(s):
AE&E 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 19 is attached.

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

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

Address

X _____

Date

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

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

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

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

Signature of Attorney*

X **/s/ J HAYDEN KEPNER JR**
Signature of Attorney for Debtor(s)

J HAYDEN KEPNER JR 416616
Printed Name of Attorney for Debtor(s)

Scroggins & Williamson
Firm Name

127 Peachtree St. NE
1500 Candler Bldg.
Atlanta, GA 30303

Address

Email: centralstation@swlawfirm.com
404-893-3880 Fax: 404-893-3886

Telephone Number

February 16, 2011

Date

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

Signature of 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/ Peter Chromec**
Signature of Authorized Individual

Peter Chromec
Printed Name of Authorized Individual

CEO
Title of Authorized Individual

February 16, 2011

Date

**CERTIFIED COPY OF RESOLUTIONS
OF BOARD OF DIRECTORS
AE&E, INC.**

FEBRUARY 15, 2011

This is to certify that, at an emergency telephonic meeting of the Board of Directors (the "Board") of AE&E, Inc., a Delaware corporation (the "Company"), conducted on February 15, 2011, at which a quorum was present, the following resolution was duly adopted:

RESOLVED, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, members, employees, and other interested parties that a petition be filed by the Company seeking relief under the provisions of Chapter 11 of title 11, United States Code (the "Bankruptcy Code");

RESOLVED, that Peter Chromec and Michael Canova, each an officer of the Company, (collectively the "Authorized Officers"), are, and each of them is, hereby authorized and empowered on behalf of, and in the name of, the Company to execute and verify or certify a petition under Chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the Northern District of Georgia (the "Bankruptcy Court"), at such time as said officer executing the same shall determine and in such form as such Authorized Officer may approve (such approval to be conclusively evidenced by the execution of the petition);

RESOLVED, that the firm of Scroggins & Williamson, with an office currently located in Atlanta, Georgia, be, and it hereby is, employed as attorneys for the Company under a general retainer in connection with the prosecution of the Company's case under Chapter 11 of the Bankruptcy Code, and to pay to Scroggins & Williamson reasonable compensation for services rendered in connection with such engagement;

RESOLVED, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to execute and file any and all petitions, schedules, motions, lists, applications, pleadings, and other papers, to take any and all such other and further actions which the Authorized Officers or the Company's legal counsel may deem necessary or appropriate to file the voluntary petition for relief under Chapter 11 of the Bankruptcy Code, including, but not limited to, motions to obtain the use of cash collateral and to incur debtor in possession financing, and to take and perform any and all further acts and deeds which they deem necessary, proper and desirable in connection with the Chapter 11 case, with a view to the successful prosecution of such case;

RESOLVED, that each of the Authorized Officers, or their designate, be, and each of them hereby is, authorized to cause the Company, and the Company is hereby authorized, to (i) incur post-petition secured and super-priority indebtedness in an amount determined to be necessary or advisable by either such Authorized Officers, and each such Authorized Officer or designate is hereby authorized to negotiate, execute and

deliver definitive loan documentation evidencing such indebtedness (the “Post-Petition Credit Agreement”), and the Company is authorized to perform all of the obligations and agreements of the “Borrower” thereunder (including the repayment of any amount owing thereunder) and to consummate the transactions contemplated thereby, and each such Authorized Officer or designee is hereby authorized to negotiate, make, sign, execute, acknowledge, deliver and perform any and all such other instruments and agreements which they deem necessary, proper and desirable in connection therewith, including (without limitation) a security agreement and pledge agreement, pursuant to which all of the assets of the Company will be pledged to the lenders as collateral under the Post-Petition Credit Agreement, in each case, in such forms and with such changes, modifications or additions thereto as the executing Authorized Officer or designate shall approve in his or her sole discretion (such approval to be conclusively evidenced by the execution of the Post-Petition Credit Agreement and such other instruments and agreements); (ii) sell all or substantially all of the assets of the Company in an amount approved by the Bankruptcy Court; (iii) prepare and file a plan to reorganize the Company’s debts or liquidate the Company’s remaining assets as may be appropriate; and (iv) take such action as may be necessary to dismiss any Chapter 11 case or convert the case to one under Chapter 7 of the Bankruptcy Code;

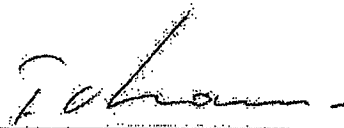
RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized to employ and retain on behalf of the Company financial advisors, special counsel, accountants, public relations advisors and other professionals, to advise the Company in connection with its case under Chapter 11 of the Bankruptcy Code;


RESOLVED, that the Authorized Officers of the Company be, and each of them hereby is, authorized and directed on behalf of the Company to take such actions and to make, sign, execute, acknowledge, deliver and perform (and record in a relevant office of the county clerk, if necessary) any and all such agreements listed above (including exhibits thereto), including any and all affidavits, orders, directions, certificates, requests, receipts, financing statements or other instruments as may reasonably be required to give effect to the foregoing Resolutions, and to execute and deliver such agreements (including exhibits thereto) and related documents, and to perform fully the terms and provisions thereof;

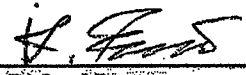
RESOLVED, that the Company be, and hereby is, authorized to pay all fees and expenses incurred by it or for its account in connection with the transactions approved in any or all of the foregoing Resolutions, and all transactions related thereto, and each Authorized Officer, or their designate, be, and each of them hereby is, authorized, empowered and directed to make said payments as such Authorized Officer or designate may deem necessary, appropriate, advisable or desirable, such payment by any such officer to constitute conclusive evidence of such officer’s determination and approval of the necessity, appropriateness, advisability or desirability thereof; and

RESOLVED, that to the extent that any of the actions authorized by any of the foregoing Resolutions have been taken by the Authorized Officers of the Company on its behalf, such actions are hereby ratified and confirmed in their entirety.

Said Resolution is still of full force and effect.

By: 
Name: Peter Chromec
Title: CEO
Dated: February 15, 2011

By: 
Name: Michael Canova
Title: CFO
Dated: February 15, 2011

By: 
Name: Richard Rosner
Title: DIRECTOR
Dated: February 15, 2011

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Northern District of Georgia**

In re AE&E 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, 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; 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>
A&B WELDING AND CON 8021 199TH AVE. NW Elk River, MN 55330	Betty Kiel A&B WELDING AND CON 8021 199TH AVE. NW Elk River, MN 55330 641-584-2900	Trade		27,360.00
American Express PO Box 360001 Ft. Lauderdale, FL 33336-0001	American Express PO Box 360001 Ft. Lauderdale, FL 33336-0001 800-472-9297	Credit Card		41,530.56
Anthony Ostlund Baer&Louwagie 90 South 7th Street 3600 Wells Fargo Center Minneapolis, MN 55402	Norman Baer Anthony Ostlund Baer&Louwagie 90 South 7th Street 3600 Wells Fargo Center Minneapolis, MN 55402 612-234-6969	Professional Fees		16,353.53
BDO SELDMAN, LLP Suite 700 1100 Peachtree St NE Atlanta, GA 30309-4516	Steven Boyer BDO SELDMAN, LLP Suite 700 1100 Peachtree St NE Atlanta, GA 30309-4516 404-688-6841	Professional Fees		14,462.00
CONTINENTAL CONVEYOR & MACHINE 470 RUE ST. ALPHONSE, SUD C.P. 729 THETF	CONTINENTAL CONVEYOR & MACHINE 470 RUE ST. ALPHONSE, SUD C.P. 729 THETF 418-338-4682	Trade		45,576.00
F.L. SMIDTH INC. 3389 Rivendell Court Roswell, GA 30075-5234	David Kocher F.L. SMIDTH INC. 3389 Rivendell Court Roswell, GA 30075-5234 800-523-9482	Trade		7,110.49
FLEXIBLE COMPENSATORS, INC 6864 Chrisphalt Drive Bath, PA 18014	FLEXIBLE COMPENSATORS, INC 6864 Chrisphalt Drive Bath, PA 18014 610-838-4990	Trade		5,550.00

B4 (Official Form 4) (12/07) - Cont.

In re **AE&E Inc.**

Case No. _____

Debtor(s) _____

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>
IKON OFFICE SOLUTIONS 5755 Peachtree Industrial Blvd Norcross, GA 30092	Warren Washington IKON OFFICE SOLUTIONS 5755 Peachtree Industrial Blvd Norcross, GA 30092 770-326-1657	Equipment Lease		10,440.68
KBC Bank NV Merchant Banking Opr & Acct BRUHAV12-IB/0602 Havenlaan 12 1080 Brussels, Belgium	Johan Stouten KBC Bank NV Merchant Banking Opr & Acct BRUHAV12-IB/0602 Havenlaan 12 1080 Brussels, Belgium + 32 2 429 58 68	Bond		1,200,000.00
Merritt Watson, LLP 200 Galleria Parkway, S.E. Suite 500 Atlanta, GA 30339-3183	Kathy Robertson Merritt Watson, LLP 200 Galleria Parkway, S.E. Suite 500 Atlanta, GA 30339-3183 770-612-4920	Professional Service		18,666.50
Process Equipment Barron Industries 2770 Welborn Street Pelham, AL 35124	Process Equipment Barron Industries 2770 Welborn Street Pelham, AL 35124 888-663-2028	Trade		23,732.14
Radical Support 585 Colonial Park Dr. Suite 201 Roswell, GA 30075	Cheryl Hofmann Radical Support 585 Colonial Park Dr. Suite 201 Roswell, GA 30075 770-542-0050	Professional Services		3,568.60
RKB Global Tax, LLC 1112 S Washington St Suite 12 Naperville, IL 60540	Joanne Cygan RKB Global Tax, LLC 1112 S Washington St Suite 12 Naperville, IL 60540 630-548-3004	IT Support		7,400.00
Robins, Kaplan, Miller & Cires 2600 One Atlanta Plaza 950 East Paces Ferry Road NE Atlanta, GA 30326	Jennifer Adler Robins, Kaplan, Miller & Cires 2600 One Atlanta Plaza 950 East Paces Ferry Road NE Atlanta, GA 30326 404-760-4300	Professional Fees		10,131.30
SELECTEK, INC 675 Mansell Rd #250, Roswell, GA 30076	SELECTEK, INC 675 Mansell Rd #250, Roswell, GA 30076	Contract Labor Provider		3,420.00
Thielsch Engineerings, Inc. 195 Frances Ave. Warwick, RI 02886	Ms. Franklin Thielsch Engineerings, Inc. 195 Frances Ave. Warwick, RI 02886 401-467-6454	Trade		4,580.30

B4 (Official Form 4) (12/07) - Cont.

In re **AE&E Inc.**

Case No. _____

Debtor(s) _____

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>
TSI Services Inc. 605 Commerce Park Dr. Marietta, GA 30060	Dave Scheaf TSI Services Inc. 605 Commerce Park Dr. Marietta, GA 30060 770-428-7758	Trade		113,055.00
Verizon Wireless P.O. Box 660108 Dallas, TX 75266-0108	Nathaniel Bryant Verizon Wireless P.O. Box 660108 Dallas, TX 75266-0108 800-811-6200 X6049	Utility		6,187.96
WHEELABRATOR AIR POLLUTION CONTROL, Inc. Siemens Pwr Gen Dept. CH 10169 Palatine, IL 60055-0169	Steven Alexander WHEELABRATOR AIR POLLUTION CONTROL, Inc. Siemens Pwr Gen Palatine, IL 60055-0169 404-736-3680	Trade		100,385.70
Zampell Refractories, Inc. 3 Stanley Tucker Dr. Newburyport, MA 01950	Brian Boyle Zampell Refractories, Inc. 3 Stanley Tucker Dr. Newburyport, MA 01950 978-465-0055	Trade		13,999.55

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

I, the CEO 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 **February 16, 2011**

Signature **/s/ Peter Chromec**
Peter Chromec
CEO

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
Northern District of Georgia**

In re AE&E Inc.
Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
A-TEC Industries AG Waechtergasse 1/3 1010 Vienna Austria	Common Stock	100% Indirect	Indirect Ownership Interests
AE&E Group GMBH Bruenner Strasse 52 1210 Vienna Austria	Common Stock	100% Indirect	Indirect Ownership Interest
AE&E Inova Holding AG Hardturmstrasse 127, 8037 Zurich, Schweiz	Common Stock	100%	Ownership Interest
See Attached Exhibit 1 (AE&E Group Legal Structure)			

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

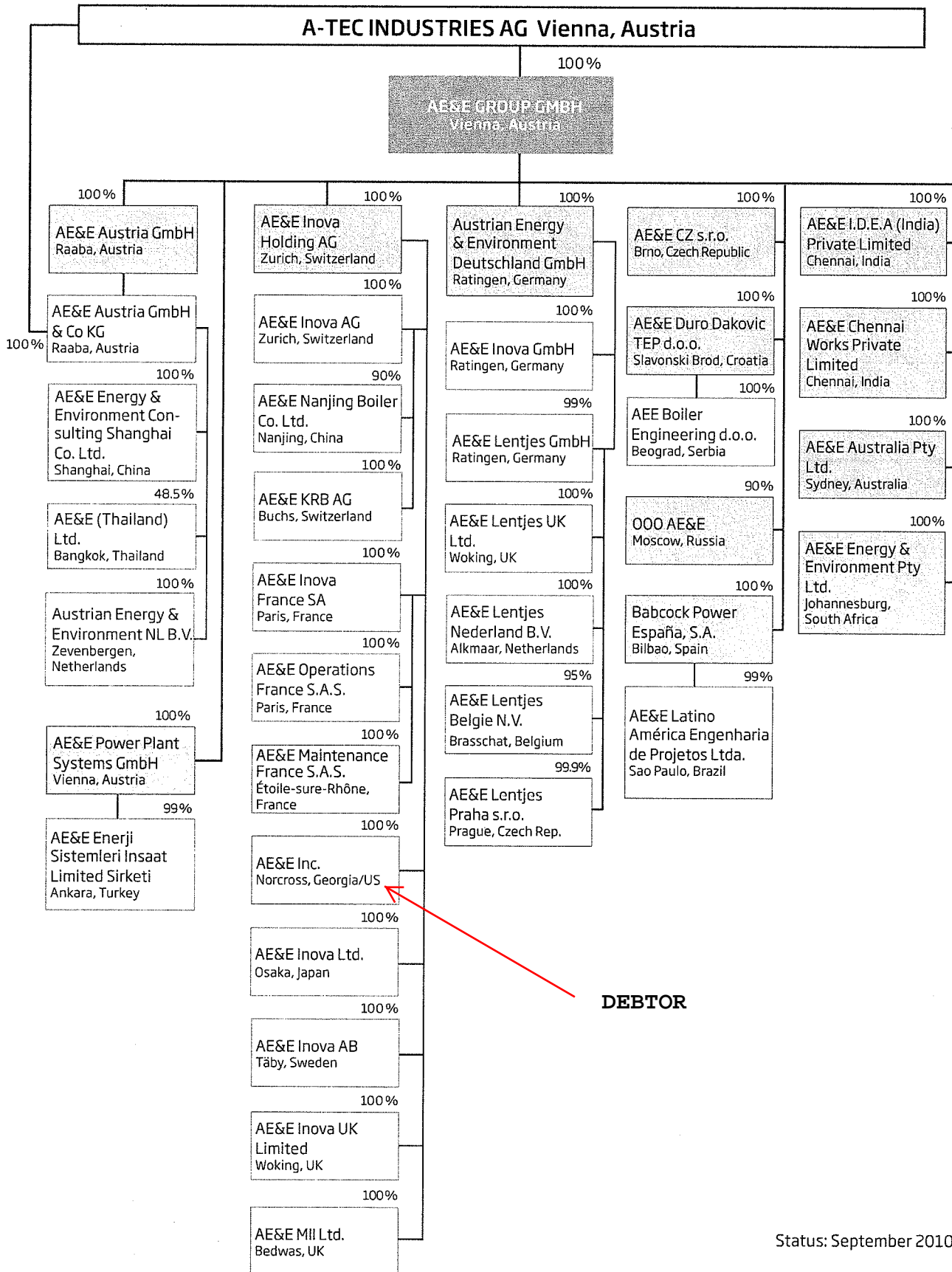
I, the CEO of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date February 16, 2011

Signature /s/ Peter Chromec
Peter Chromec
CEO

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.

AE&E GROUP LEGAL STRUCTURE



302 Research Drive LLC
3260 Pointe Pkwy
Suite 400
Norcross, GA 30092

A&B WELDING AND CON
8021 199TH AVE. NW
Elk River, MN 55330

A.Duie Pyle, Inc.
650 Westwin Road
West Chester, PA 19381-0564

AE&E Australia
P.O. Box 944
North Pyde NSW 1670
Australia

AE&E Group
Brunner Strabe 52, 1210,
Vienna, Austria

AE&E Group (Loans)
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YRC
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Zampell Refractories, Inc.
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ZAR-TECH
17 Malcolm Hoyt Dr
Newburyport, MA 01950-4017

**United States Bankruptcy Court
Northern District of Georgia**

In re AE&E Inc.

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for AE&E Inc. in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

A-TEC Industries AG
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1010 Vienna
Austria

AE&E Group GMBH
Bruenner Strasse 52
1210 Vienna
Austria

AE&E Inova Holding AG
Hardturmstrasse 127, 8037
Zurich, Schweiz

None [*Check if applicable*]

February 16, 2011

Date

/s/ J HAYDEN KEPNER JR

J HAYDEN KEPNER JR 416616

Signature of Attorney or Litigant

Counsel for AE&E Inc.

Scroggins & Williamson

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