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United States Bankruptcy Court Southern District of Ohio					y Petition
Name of Debtor (if individual, enter Last, First, Middle): Ventilex USA 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): None		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-Taxpay (if more than one, state all): EIN: 01-05596		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, a 4640 Emerald Way	nd State)	Street Address	s of Joint Debtor (No. and Str	reet, City, and Sta	ate
Middletown, OH	ZIPCODE 45044	1			ZIPCODE
County of Residence or of the Principal Place of		County of Residence or of the Principal Place of Business:			
Butler Mailing Address of Debtor (if different from street	et address):	Mailing Addre	ess of Joint Debtor (if differen	nt from street add	dress):
	ZIPCODE	† 			ZIPCODE
Location of Principal Assets of Business Debtor ((if different from street address a	bove):			ZIPCODE
Type of Debtor (Form of Organization) (Check one box) Individual (includes Joint Debtors) See Exhibit D on page 2 of this form. Corporation (includes LLC and LLP) Partnership 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) Health Care Business Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) Railroad Stockbroker Commodity Broker Clearing Bank Other Distributor of Industrial Equipment Tax-Exempt Entity (Check box, if applicable) Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)				one box) etition for of a Foreign ling etition for of a Foreign
Filing Fee (Check one box) Full Filing Fee attached Check one box: Chapter 11 Debtors Debtor is a small business as defined in 11 U.S.C. § 101(51D) Debtor is not a small business as defined in 11 U.S.C. § 101(51D) Check if: 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 A plan is being filed with this petition. Acceptances of the plan were solicited prepetition from one or more classes, in accordance with 11 U.S.C. § 1126(b).					
Statistical/Administrative Information This space is for court use only Debtor estimates that funds will be available for distribution to unsecured creditors.					
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	1000- 5,001- 5000 10,000	10,001- 25,000	25,001- 50,001- 50,000 100,000	Over 100,000	
Estimated Assets \$0 to \$50,001 to \$100,001 to \$500,001 \$50,000 \$500,000 to \$1 million	\$1,000,001 \$10,000,001 to \$10 to \$50 million million	\$50,000,001 to \$100 million	\$100,000,001 \$500,000,001 to \$500 to \$1 billion	More than \$1 billion	
Estimated Liabilities \$0 to \$50,001 to \$100,001 to \$500,001 \$500,000 to \$1 million	1 \$1,000,001 \$10,000,001 to \$10 to \$50 million million	\$50,000,001 to \$100 million	\$100,000,001 \$500,000,001 to \$500 to \$1 billion million	More than \$1 billion	

B1 (Official Form 1) (4/10)

Page 2 Voluntary Petition Name of Debtor(s): (This page must be completed and filed in every case) Ventilex USA Inc. All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet) Location Case Number: Date Filed: NONE Where Filed: Date Filed: Case Number: Location Where Filed: N.A. 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: Relationship: Judge: District: Exhibit A Exhibit B (To be completed if debtor is an individual (To be completed if debtor is required to file periodic reports (e.g., forms whose debts are primarily consumer debts) 10K and 10Q) with the Securities and Exchange Commission pursuant to I, the attorney for the petitioner named in the foregoing petition, declare that I have informed Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United relief under chapter 11) 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). Exhibit A is attached and made a part of this petition. Signature of Attorney for Debtor(s) 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. V 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) V 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 Sates 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 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 for possession of debtor's residence. (If box checked, complete the following.) (Name of landlord that obtained judgment) (Address of landlord) П Debtor claims that under applicable non bankruptcy 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(1)).

B1 (Official Form 1) (4/10)	Page 3				
Voluntary Petition	Name of Debtor(s):				
(This page must be completed and filed in every case)	Ventilex USA Inc.				
Signatures					
Signature(s) of Debtor(s) (Individual/Joint)	Signature of a Foreign Representative				
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 Telephone Number (If not represented by attorney)	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 § 1515 of title 11 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)				
	(Date)				
Date	(Date)				
Signature of Attorney* X /s/ Rocco I. Debitetto Signature of Attorney for Debtor(s) ROCCO I. DEBITETTO 0073878 Printed Name of Attorney for Debtor(s) Hahn Loeser & Parks LLP Firm Name 200 Public Square, Suite 2800 Address Cleveland, Ohio 44114	Signature of Non-Attorney 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 setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before 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				
216-621-0150 ridebitetto@hahnlaw.com	Printed Name and time, it any, or bankruptcy return i reparer				
Telephone Number e-mail	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				
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.	X				
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.	Date Signature of bankruptcy petition preparer or officer, principal, responsible				
X /s/ Michael Hadjinian Signature of Authorized Individual MICHAEL HADJINIAN	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				
Printed Name of Authorized Individual President	not an individual: If more than one person prepared this document, attach additional sheets				
Title of Authorized Individual 9/28/2010 Date	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.				

Bankruptcy2010 @1991-2010, New Hope Software, Inc., ver. 4.5.5-752 - 31805-302Y-08510

UNITED STATES BANKRUPTCY COURT **Southern District of Ohio**

In re	Ventilex USA Inc.	Debtor	,	Case No.	10-16642
		Debtoi		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 and Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
Paramount Farms 13646 Hwy 33 Lost Hills, CA 93249	661-797-6500	Trade debt	Contingent Unliquidated Disputed	4,989,387.00
Silver Creek Frac Sand, LLC 3211 W. 4th Street Fort Worth, TX 76107	817-717-1000	Forfeited Deposit on Order Cancellation	Contingent Unliquidated Disputed	505,994.00
Wisconsin Industrial Sand a Division of Fairmount Minerals N5628 580th Street Menomonie, WI 54751	815-431-8607	Customer Damages Claim	Contingent Unliquidated Disputed	201,936.00

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim [if secured also state value of security]
Paragon Building Materials 2895 Hamner Avenue Norco, CA 92860	909-549-1155	Forfeited Deposit on Order Cancellation	Contingent Unliquidated Disputed	178,268.00
Victory Search Group 5464 N. Port Washington Rd. Suite 292 Milwaukee, WI 53217	262-376-8956	Services		29,900.00
Trecom Industrial USA Automation Hogeweg 182 3815 LZ Amersfoort The Netherlands	31 33 201 36 00	Trade debt		24,485.29
Star Combustion Systems LLC PO Box 636 Mason, OH 45040	513-282-0810	Trade debt		17,003.12
Tristate Valves & Controls, Inc. 100 Northeast Drive Loveland, OH 45140	513-697-9890	Trade debt		7,691.17
Humana PO Box 533 Carol Stream, IL 60132	800-232-2006	Trade debt		2,442.30
Siftex 52D Connecticut Avenue South Windsor, CT 06074	800-274-3839	Trade debt		1,496.04

(1)	(2)	(3)	(4)	(5)
Name of creditor and complete mailing address including zip code	Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of claim (trade debt, bank loan, government contract, etc.	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of securit
Innovative Fiber Optic Solutions, LLC 2 North Main Street Middletown, OH 45042	513-705-4136	Services		1,221.88
Duke Energy PO Box 9001076 Louisville, KY 40290	800-544-6900	Services		814.96
Exor Electronic R&D, Inc. 10150 International Blvd. cincinnati, OH 45246	513-874-0900	Trade debt		807.21
FCX Performance 3000 East 47th Street Columbus, OH 43219	800-253-6223	Trade debt		751.57
R&L Carriers, Inc. PO Box 713153 Columbus, OH 43271	937-382-1494	Services	Disputed	696.24
Fastenal Company PO Box 978 Winona, MN 55987	866-880-3278	Trade debt		487.17
Cincinnati USA Regional Chamber PO Box 630511 Cincinnati, OH 45263	513-579-3111	Trade debt		485.00
Employment Screening Agency 8010 Blue Ash Road Cincinnati, OH 45236	513-521-1400	Services		398.00

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Date

9/28/2010

(1) (2) (3) (4) (5) Name of creditor Name, telephone number and Nature of claim Indicate if Amount of claim and complete $complete\ mailing\ address,$ (trade debt, bank claim is [if secured also mailing address including zip code, of loan, government contingent, unliquidated, state value of security] $including \ zip \ code$ employee, agent, or department contract, etc. disputed or of creditor familiar with claim subject to setoff who may be contacted Xpander Trade debt 397.21 9861 W. Sample Rd. 866-954-5204 #241 Coral Springs, FL 33065 Unum Life Insurance Services 290.14 Company of America 800-421-0344 PO Box 409548 Atlanta, GA 30384-9548

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Michael Hadjinian, President of Ventilex USA Inc.,

penalty of perjury that I have read the foregoing LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED

CLAIMS and that it is true and correct to the best of my information and belief.

Signature	/s/ Michael Hadjinian
· ·	MICHAEL HADJINIAN,

President