

United States Bankruptcy Court

In re AEI Acquisition LLC
Debtor

Case No. 09-11245 (PJW)

Chapter 11

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. 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. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$ 0.00		
B - Personal Property	Yes	3	\$ 0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	4		\$ 79,000,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		\$ 0.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			\$
J - Current Expenditures of Individual Debtors(s)	No	0			\$
TOTAL		12	\$ 0.00	\$ 79,000,000.00	

Secured Debt is exclusive of accrued and unpaid interest.

Docket No. 172
Date 6-15-09

In re AEI Acquisition LLC,
 Debtor

Case No. 09-11245 (PJW)
 (If known)

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 is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." 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 hold 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."

If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

DESCRIPTION AND LOCATION OF PROPERTY	NATURE OF DEBTOR'S INTEREST IN PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION	AMOUNT OF SECURED CLAIM
None				

Total ▶ 0.00
 (Report also on Summary of Schedules.)

In re AEI Acquisition LLC,
 Debtor

Case No. 09-11245 (PJW)
 (If known)

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. If the debtor is married, state whether the husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

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." If the property is being held for a minor child, simply 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).

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT 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 home-stead associations, or credit unions, brokerage houses, or cooperatives.	X			
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.	X			
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(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).)	X			

In re AEI Acquisition LLC
Debtor

Case No. 09-11245 (PJW)
(If known)

SCHEDULE B - PERSONAL PROPERTY
(Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and non-negotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to 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 - 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			

In re AEI Acquisition LLC,
 Debtor

Case No. 09-11245 (PJW)
 (If known)

SCHEDULE B - PERSONAL PROPERTY
 (Continuation Sheet)

TYPE OF PROPERTY	N O N E	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT, OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITH- OUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
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.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
_____ continuation sheets attached Total ▶				\$ 0.00

(Include amounts from any continuation sheets attached. Report total also on Summary of Schedules.)

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 the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. 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 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). 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 a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

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 all claims listed on 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 secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (SEE INSTRUCTIONS ABOVE)	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C	D	D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Longhorn Credit Funding	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$9,462,156.09	Unknown
CSAM Funding IV	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$1,350,000.00	Unknown
Highland Loan Funding V Ltd.	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$7,093,638.43	Unknown
Morgan Stanley Prime Income Trust	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$5,211,325.09	Unknown
0 continuation sheets attached	Subtotal > (Total of this page)				\$23,117,119.61	Unknown

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 the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. 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 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). 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 a joint petition is filed, state whether husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community."

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 all claims listed on 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 secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (SEE INSTRUCTIONS ABOVE)	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C	D	A	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Longhorn Credit Funding c/o Highland Cap. Management, L.P. 13455 Noel Road Suite 800 Dallas, TX 75240	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$9,462,156.09	Unknown
CSAM Funding IV c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$1,350,000.00	Unknown
Highland Loan Funding V Ltd. c/o Highland Cap. Management, L.P. 13455 Noel Road Suite 800 Dallas, TX 75240	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$7,093,638.43	Unknown
Morgan Stanley Prime Income Trust c/o Morgan Stanley 1585 Broadway New York, NY 10036	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$5,211,325.09	Unknown
3 continuation sheets attached Subtotal ► (Total of this page)					\$23,117,119.61	Unknown

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (SEE INSTRUCTIONS ABOVE)	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C	D	A	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Pamco Cayman Ltd. c/o Highland Cap. Management, L.P. 13455 Noel Road Suite 800 Dallas, TX 75240	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$3,500,000.00	Unknown
Restoration Funding CLO, LTD c/o Highland Cap. Management, L.P. 13455 Noel Road Suite 800 Dallas, TX 75240	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$9,243,638.44	Unknown
Atrium CDO c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$726,545.57	Unknown
Cerberus Partners LP c/o Cerberus Capital Management, L.P. 299 Park Avenue New York, NY 10171	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$6,009,459.88	Unknown
CSAM Funding I c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$1,210,909.61	Unknown
CSAM Funding II c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$1,666,238.15	Unknown
CSAM Funding III c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$968,727.08	Unknown
Subtotal ► (Total of this page)					\$23,325,518.73	Unknown

3 continuation sheets attached

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (SEE INSTRUCTIONS ABOVE)	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C	D	R	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Deutsche Bank 60 Wall Street New York, NY 10005	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$2,406,655.84	Unknown
First Dominion 1 c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$2,321,374.46	Unknown
First Dominion 2 c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$1,547,582.79	Unknown
First Dominion 3 c/o Credit Suisse 11 Madison Avenue New York, NY 10010	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$3,490,829.79	Unknown
Flagship2001-1 c/o Deutsche Bank 60 Wall Street New York, NY 10005	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$844,928.78	Unknown
Highland Legacy Ltd. c/o Highland Cap. Management, L.P. 13455 Noel Road Suite 800 Dallas, TX 75240	12/31/2004 Secured Financing Blanket Lien VALUE \$ Unknown				\$2,816,429.09	Unknown
<u>3</u> continuation sheets attached Subtotal ► (Total of this page)					\$13,427,800.75	Unknown

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER (SEE INSTRUCTIONS ABOVE)	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C	D	D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Highland Crusader Offshore Partners c/o Highland Cap. Management, L.P. 13455 Noel Road Suite 800 Dallas, TX 75240	12/31/2004 Secured Financing Blanket Lien _____ VALUE \$ Unknown				\$1,289,652.33	Unknown
Pam Capital Funding, L.P. c/o Highland Cap. Management, L.P. 13455 Noel Road Suite 800 Dallas, TX 75240	12/31/2004 Secured Financing Blanket Lien _____ VALUE \$ Unknown				\$17,833,908.48	Unknown
Subtotal ► (Total of this page)					\$19,123,560.81	Unknown
Total ► (Use only on last page)					\$78,993,999.90	Unknown

3 continuation sheets attached

(Report also on Summary of Schedules)

(If applicable, report also on Statistical Summary of Certain Liabilities and Related Data.)

In re AEI Acquisition LLC
DebtorCase No. 09-11245 (PJW)
(if known)**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. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a 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 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 a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." 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 "Subtotals" 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 schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities 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 schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities 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).

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 \$10,950* 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).

In re AEI Acquisition LLC,
Debtor

Case No. 09-11245 (PJW)
 (if known)

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. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a 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). 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 a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

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 all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data..

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

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBTOR	HUSBAND, WIFE, JOINT, OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
ACCOUNT NO. None							
ACCOUNT NO.							
ACCOUNT NO.							
ACCOUNT NO.							
Subtotal▶							\$ 0.00
Total▶							\$ 0.00

____ continuation sheets attached

(Use only on last page of the completed Schedule F.)
 (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)

In re AEI Acquisition LLC,
Debtor

Case No. 09-11245 (PJW)
 (if known)

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, 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).

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

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT.	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT.
None	

In re AEI Acquisition LLC ,
Debtor

Case No. 09-11245 (PJW)
(if known)

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 the debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a 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).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Atlanta Precision Molding Company LLC 2444 Meadowbrook Parkway Duluth, GA 30096	All Secured Creditors listed on Sechule D
EPM Holdings, LLC 2444 Meadowbrook Parkway Duluth, GA 30096	All Secured Creditors listed on Sechule D
JMC Acquistion LLC 2444 Meadowbrook Parkway Duluth, GA 30096	All Secured Creditors listed on Sechule D
NexPak Corporation 2444 Meadowbrook Parkway Duluth, GA 30096	All Secured Creditors listed on Sechule D
NexPak Holdings, LLC 2444 Meadowbrook Parkway Duluth, GA 30096	All Secured Creditors listed on Sechule D

In re AEI Acquisition LLC, Inc.
Debtor

Case No. 09-11245 (PJW)
(if known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

I declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date _____

Signature: _____
Debtor

Date _____

Signature: _____
(Joint Debtor, if any)

[If joint case, both spouses must sign.]

DECLARATION AND SIGNATURE OF NON-ATTORNEY BANKRUPTCY PETITION PREPARER (See 11 U.S.C. § 110)

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 by that section.

Printed or Typed Name and Title, if any,
of Bankruptcy Petition Preparer

Social Security No.
(Required by 11 U.S.C. § 110.)

If the bankruptcy petition preparer is not an individual, state the name, title (if any), address, and social security number of the officer, principal, responsible person, or partner who signs this document.

Address

X _____
Signature of Bankruptcy Petition Preparer

_____ Date

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:

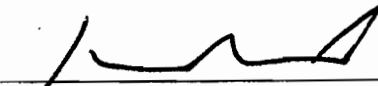
If more than one person prepared this document, attach additional signed sheets conforming to the appropriate Official Form for each person.

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.

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

I, the VP of Operations [the president or other officer or an authorized agent of the corporation or a member or an authorized agent of the partnership] of the Limited Liability Company [corporation or partnership] named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 13 sheets (Total shown on summary page plus 1), and that they are true and correct to the best of my knowledge, information, and belief.

Date 6/15/09

Signature: 
Kevin F. Dowd
[Print or type name of individual signing on behalf of debtor.]

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

~~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~~

Miscellaneous:

09-11244-PJW Nexpak Corporation, et al.,

Type: bk

Chapter: 11 v

Office: 1 (Delaware)

Assets: y

Judge: PJW

Case Flag: PlnDue, DsclsDue,
MEGA, LEAD, CLMSAGNT**U.S. Bankruptcy Court****District of Delaware**

Notice of Electronic Filing

The following transaction was received from William A. Hazeltine entered on 6/15/2009 at 8:51 PM EDT and filed on 6/15/2009

Case Name: Nexpak Corporation, et al.,**Case Number:** 09-11244-PJW**Document Number:** 172**Docket Text:**

Schedules/Statements filed: Sch A, Sch B, Sch D, Sch E, Sch F, Sch G, Sch H, Decl Concerning Debtors Schs., *for AEI Acquisition LLC* Filed by Nexpak Corporation, et al., (Hazeltine, William)

The following document(s) are associated with this transaction:

Document description:Main Document**Original filename:**AEI Schedules.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=6/15/2009] [FileNumber=7336104-0]
[a5d713635a50d8d7d6c8be265512fa3a1a27a11ba135f61a217b3cc115afdc14e93c
1db9e0a19922ca4d2a7b24ff577c711f2e2d65a82062b0dad7b9df675bf2]]

09-11244-PJW Notice will be electronically mailed to:

David L. Buchbinder on behalf of U.S. Trustee David Buchbinder
david.l.buchbinder@usdoj.gov, david.l.buchbinder@usdoj.gov

Thomas W. Coffey on behalf of Creditor ColorMatrix Corporation
thomas.coffey@tuckerellis.com

Howard A. Cohen on behalf of Creditor Committee OFFICIAL COMMITTEE OF UNSECURED CREDITORS
howard.cohen@dbr.com, amy.kinslow@dbr.com

John D. Demmy on behalf of Creditor American Electric Power
jdd@stevenslee.com

William A. Hazeltine on behalf of Attorney Sullivan Hazeltine Allinson LLC
Bankruptcy001@sha-llc.com

Mark X. Mullin on behalf of Creditor Highland Capital Management, L.P.
mark.mullin@haynesboone.com, dian.gwinnup@haynesboone.com

Leigh-Anne M. Raport on behalf of Interested Party NEX (GA) LP
raportl@pepperlaw.com, WLBANK@pepperlaw.com;lanoc@pepperlaw.com

Richard W. Riley on behalf of Creditor Highland Capital Management, L.P.
rwiley@duanemorris.com

United States Trustee
USTPREGION03.WL.ECF@USDOJ.GOV

09-11244-PJW Notice will not be electronically mailed to:

Delaware Claims Agency, LLC

,

IBM Corporation
Attn: Vicky Namken
13800 Diplomat Drive
Dallas, TX 75234

Sharon L. Levine on behalf of Creditor Committee OFFICIAL COMMITTEE OF UNSECURED
CREDITORS
Lowenstein Sandler P.C.
65 Livingston Avenue
Roseland, NJ 07068
slevine@lowenstein.com, lsowinski@lowenstein.com