

AIR HYDRO POWER
POB 34170
LOUISVILLE, KY 40232

ALRO STEEL
C/O HUTCHINSON, WARREN & ASSOC
122 S. RAWLES ST STE 200
ROMEIO, MI 48065-5606

ANDY RODABAUGH
263 WICKS LANE
BROOKS, KY 40109

ARLEN C. VANHOOSE
POB 2332
BARDSTOWN, KY 40004

ARLEN VANHOOSE
1860 LORETTO ROAD
BARDSTOWN, KY 40004

BLUEGRASS SECURITY SYSTEMS
4192 HWY 44 E
SHEPHERDSVILLE, KY 40165

BROWN ELECTRIC
POB 241
NEW SALISBURY, IN 47161

BURGON STEEL TOOL CO, INC
POB 846156
BOSTON, MA 02284-6156

CARDINAL CARRYOR INC.
POB 32156
LOUISVILLE, KY 40232

CELEBREZZE & ASSOCIATES
445 S. 4TH STREET
LOUISVILLE, KY 40202

CENTRAL STEEL & WIRE CO
C/O LLOYD & MCDANIEL
POB 23200
LOUISVILLE, KY 40223-0200

CENTRAL STEEL & WIRE CO
C/O COSMOPOLITAN SERVICE CORP
1606 COLONIAL PKWY
INVERNESS, IL 60067-4738

CHICAGO TUBE & IRON CO
C/O BIEHL & BIEHL, INC.
POB 87410
CAROL STREAM, IL 60188-7410

DIEHL STEEL
C/O TEKCOLLECT
POB 1269
COLUMBUS, OHIO 43216

ERNIE VANHOOSE
354 PIONEER DRIVE
LEBANON JUNCTION, KY 40150

EULER HERMES
C/O ADJUSTMENT BUREAU LLC
204 E. MARKET STREET
LOUISVILLE, KY 40202

HAAS FACTORY OUTLET
1993 CASE PARKWAY
NORTH TWINSBURG, OHIO 44807

HARBOR STEEL & SUPPLY CORP
C/O EULER HERMES
600 S. 7TH STREET
LOUISVILLE, KY 40201-1672

HERITAGE CRYSTAL CLEAN
13621 COLLECTIONS CTR DRIVE
CHICAGO, IL 60693-0136

INDUSTRIAL REBUILDS
POB 16758
LOUISVILLE, KY 40256

JADE-STERLING STEEL CO. INC
C/O COFACE COLLECTIONS
POB 1389
KENNER, LA 70063

KBC TOOLS
C/O LLOYD & MCDANIEL
POB 23200
LOUISVILLE, KY 40223-0200

MACHINERY FINANCE RESOURCES
C/O US BANK EQUIPMENT FINANCE
POB 790413
ST LOUIS, MO 63179-0413

MONSTER. COM
C/O CAINE & WEINER
1699 E. WOODFIELD ROAD
SCHAUMBERG, IL 60173

MSC
C/O DEBT ALERT
POB 498
RICHFIELD, OHIO 44286

O'NEAL THE METALS COMPANY
75 REMITTANCE DRIVE STE 2822
CHICAGO, IL 60675-2822

RYERSON INC
C/O SCOTT & GOLDMAN
590 W. CROSSVILLE DR STE 104
ROSWELL, GA 30075

RYERSON INC.
C/O LLOYD & MCDANIEL
POB 23200
LOUISVILLE, KY 40223-0200

S&J LIGHTING
2316 WATTERSON TRAIL
LOUISVILLE, KY 40299

SAFETY-KLEEN
5360 LEGACY DRIVE BLDG 2 STE 100
PLANO, TX 75024

SHELL FLEET PLUS
POB 183019
COLUMBUS, OHIO 43218-3019

SPEEDWAY LLC
POB 1590
SPRINGFIELD, OHIO 45501

ST LOUIS COLD DRAWN INC
1060 PERSHALL ROAD
ST LOUIS, MO 63137

THYSSEN KRUPP MATERIALS
C/O CMCS
822 E. GRAND RIVER
BRIGHTON, MI 48116

TRAVERS
POB 36114
NEWARK, NJ 07188-6114

WALLOVER OIL HAMILTON, INC
21845 DRAKE ROAD
STRONGSVILLE, OHIO 44149

WELLS FARGO EQUIPMENT FINANCE
300 TRI-STATE INTERNATIONAL ST
LINCOLNSHIRE, IL 60069

**UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF KENTUCKY**

In re: **A.R.E. MACHINE PRODUCTS INC**
Debtor

Case No. _____
Chapter **11**

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s), or debtor's attorney if applicable, do hereby certify under penalty of perjury that the attached Master Mailing List of creditors, consisting of **5** sheet(s) is complete, correct and consistent with the debtor's schedules pursuant to Local Bankruptcy Rules and I/we assume all responsibility for errors and omissions.

Dated: **5/24/2012**

Signed: **/s/ ANDY C. RODABAUGH**
ANDY C. RODABAUGH

Signed: _____
Jan C. Morris
Attorney for Debtor(s)
Bar no.:
Lowen & Morris
125 South Sixth Street
Louisville, Kentucky 40202
Telephone No.: **502-587-7000**
Fax No.: **502-587-1126**
E-mail address: **lmattys@bellsouth.net**

**United States Bankruptcy Court
Western District of Kentucky**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): A.R.E. MACHINE PRODUCTS 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. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all): 61-1199918	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN(if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 209 EILER AVENUE LOUISVILLE, KY	Street Address of Joint Debtor (No. & Street, City, and State):
ZIP CODE 40214	ZIP CODE
County of Residence or of the Principal Place of Business: Jefferson	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): POB 9503 LOUISVILLE, KY	Mailing Address of Joint Debtor (if different from street address):
ZIP CODE 40209	ZIP CODE

Location of Principal Assets of Business Debtor (if different from street address above):
**209 EILER AVENUE
LOUISVILLE, KY
40**

ZIP CODE **214**

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.) <hr style="width: 50%; margin-left: 0;"/>	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	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
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Chapter 15 Debtors Country of debtor's center of main interests: <hr style="width: 80%; margin-left: 0;"/> Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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.)	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 checked="" type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input 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 (<i>amount subject to adjustment on 4/01/13 and every three years thereafter</i>). 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.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input 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	

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

B7 (Official Form 7) (4/10)

**UNITED STATES BANKRUPTCY COURT
Western District of Kentucky**

In re: **A.R.E. MACHINE PRODUCTS INC**
Debtor

Case No. _____
(If known)

STATEMENT OF FINANCIAL AFFAIRS

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
0.00	BUSINESS	2012
1,870,404.00	BUSINESS	2010
0.00	BUSINESS	2011

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE	FISCAL YEAR PERIOD
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3. Payments to creditors

Complete a. or b., as appropriate, and c.

None a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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- None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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**Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.*

- None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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4. Suits and administrative proceedings, executions, garnishments and attachments

- None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
VANHOUSE V A.R.E. MACHINE PRODUCTS INC 11CI-01832	COLLECTION	JEFFERSON CIRCUIT COURT	PENDING

- None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

- None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

- None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND ADDRESS OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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10. Other transfers

- None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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- None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR' INTEREST IN PROPERTY
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11. Closed financial accounts

- None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

<input checked="" type="checkbox"/>	NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None If debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None 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 **eight years** 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.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within the **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within the **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the business, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within the **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
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None b. List all firms or individuals who within **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
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None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
KIMBERLY A. HARDESTY PSC	POB 447 SHEPHERDSVILLE, KY 40165

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

- None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

- None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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- None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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ANDY RODABAUGH 209 EILER AVENUE LOUISVILLE, KY 40209	PRESIDENT	100%
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22. Former partners, officers, directors and shareholders

- None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23. Withdrawals from a partnership or distributions by a corporation

- None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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ANDY RODABAUGH 263 WICKER LANE BROOKS, KY 40109	2011 SALARY - \$47,000.00 2012 SALARY	
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION TAXPAYER IDENTIFICATION NUMBER (EIN)

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND TAXPAYER IDENTIFICATION NUMBER (EIN)

* * * * *

[If completed on behalf of a partnership or corporation]

I, declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date 5/24/2012

Signature /s/ ANDY C. RODABAUGH

ANDY C. RODABAUGH, PRESIDENT
Print Name and Title

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

_____ continuation sheets attached

B6A (Official Form 6A) (12/07)

In re: A.R.E. MACHINE PRODUCTS INC
 Debtor

Case No. _____
 (if known)

SCHEDULE A - REAL PROPERTY

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.)

B6B (Official Form 6B) (12/07)

In re A.R.E. MACHINE PRODUCTS INC

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
1. Cash on hand	<input checked="" type="checkbox"/>			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	<input checked="" type="checkbox"/>			
3. Security deposits with public utilities, telephone companies, landlords, and others.	<input checked="" type="checkbox"/>			
4. Household goods and furnishings, including audio, video, and computer equipment.	<input checked="" type="checkbox"/>			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	<input checked="" type="checkbox"/>			
6. Wearing apparel.	<input checked="" type="checkbox"/>			
7. Furs and jewelry.	<input checked="" type="checkbox"/>			
8. Firearms and sports, photographic, and other hobby equipment.	<input checked="" type="checkbox"/>			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	<input checked="" type="checkbox"/>			
10. Annuities. Itemize and name each issuer.	<input checked="" type="checkbox"/>			
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).)	<input checked="" type="checkbox"/>			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	<input checked="" type="checkbox"/>			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	<input checked="" type="checkbox"/>			
14. Interests in partnerships or joint ventures. Itemize.	<input checked="" type="checkbox"/>			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	<input checked="" type="checkbox"/>			
16. Accounts receivable.		ACCOUNTS RECEIVABLES		170,000.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	<input checked="" type="checkbox"/>			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	<input checked="" type="checkbox"/>			

B6B (Official Form 6B) (12/07) -- Cont.

In re A.R.E. MACHINE PRODUCTS INC

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
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.	<input checked="" type="checkbox"/>			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	<input checked="" type="checkbox"/>			
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.	<input checked="" type="checkbox"/>			
22. Patents, copyrights, and other intellectual property. Give particulars.	<input checked="" type="checkbox"/>			
23. Licenses, franchises, and other general intangibles. Give particulars.	<input checked="" type="checkbox"/>			
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.	<input checked="" type="checkbox"/>			
25. Automobiles, trucks, trailers, and other vehicles and accessories.		2000 CHEVROLET C2500 PICKUP		4,200.00
26. Boats, motors, and accessories.	<input checked="" type="checkbox"/>			
27. Aircraft and accessories.	<input checked="" type="checkbox"/>			
28. Office equipment, furnishings, and supplies.		COMPUTER,PRINTER,COPY MACHINE,4 DESKS,4 CHAIRS,TELEPHONE		1,400.00
29. Machinery, fixtures, equipment and supplies used in business.		2 TURRETT LATHES		1,000.00
Machinery, fixtures, equipment and supplies used in business.		2ND OP LATHE		400.00
Machinery, fixtures, equipment and supplies used in business.		2ND OP LATHE		400.00
Machinery, fixtures, equipment and supplies used in business.		4TH AXIS		3,000.00
Machinery, fixtures, equipment and supplies used in business.		ACME MULTI SPINDLE SCREW MACHINE		12,000.00
Machinery, fixtures, equipment and supplies used in business.		ACME MULTI SPINDLE SCREW MACHINE		1,000.00
Machinery, fixtures, equipment and supplies used in business.		ACME MULTI SPINDLE SCREW MACHINE		1,000.00
Machinery, fixtures, equipment and supplies used in business.		ACME MULTI SPINDLE SCREW MACHINE		1,500.00
Machinery, fixtures, equipment and supplies used in business.		ACME MULTI SPINDLE SCREW MACHINE		4,500.00
Machinery, fixtures, equipment and supplies used in business.		AIR COMPRESSOR		2,500.00

B6B (Official Form 6B) (12/07) -- Cont.

In re A.R.E. MACHINE PRODUCTS INC

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment and supplies used in business.		AIR COMPRESSOR		1,500.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		500.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		750.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		750.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		750.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		500.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		500.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		1,000.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		1,000.00
Machinery, fixtures, equipment and supplies used in business.		B&S SCREW MACHINE		1,000.00
Machinery, fixtures, equipment and supplies used in business.		BELT SANDER		50.00
Machinery, fixtures, equipment and supplies used in business.		BELT SANDER		50.00
Machinery, fixtures, equipment and supplies used in business.		BROTHER DRILL AND TAP		2,000.00
Machinery, fixtures, equipment and supplies used in business.		CENTER LESS GRINDER		1,500.00
Machinery, fixtures, equipment and supplies used in business.		CENTER LESS GRINDER		1,500.00
Machinery, fixtures, equipment and supplies used in business.		CHIP WRINGER		1,200.00
Machinery, fixtures, equipment and supplies used in business.		CITIZEN SWISS LATHE		3,000.00
Machinery, fixtures, equipment and supplies used in business.		COLD SAW		1,000.00
Machinery, fixtures, equipment and supplies used in business.		CONE MULTI SPINDLE SCREW MACHINE		2,000.00
Machinery, fixtures, equipment and supplies used in business.		CONE MULTI SPINDLE SCREW MACHINE		2,500.00
Machinery, fixtures, equipment and supplies used in business.		CONE MULTI SPINDLE SCREW MACHINE		2,500.00
Machinery, fixtures, equipment and supplies used in business.		CONE MULTI SPINDLE SCREW MACHINE		2,000.00
Machinery, fixtures, equipment and supplies used in business.		CONE MULTI SPINDLE SCREW MACHINE		1,200.00
Machinery, fixtures, equipment and supplies used in business.		CONE MULTI SPINDLE SCREW MACHINE		1,000.00
Machinery, fixtures, equipment and supplies used in business.		DISK SANDER		50.00

B6B (Official Form 6B) (12/07) -- Cont.

In re A.R.E. MACHINE PRODUCTS INC

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment and supplies used in business.		DRILL GRINDER		75.00
Machinery, fixtures, equipment and supplies used in business.		DRILL GRINDER		200.00
Machinery, fixtures, equipment and supplies used in business.		DRILL PRESS		100.00
Machinery, fixtures, equipment and supplies used in business.		DRILL PRESS		150.00
Machinery, fixtures, equipment and supplies used in business.		DRILL PRESS		200.00
Machinery, fixtures, equipment and supplies used in business.		DRILL PRESS		100.00
Machinery, fixtures, equipment and supplies used in business.		FORK LIFT		2,000.00
Machinery, fixtures, equipment and supplies used in business.		HAAS MDC 500		35,000.00
Machinery, fixtures, equipment and supplies used in business.		HAAS VF1		25,000.00
Machinery, fixtures, equipment and supplies used in business.		HAAS VF2		25,000.00
Machinery, fixtures, equipment and supplies used in business.		HAAS VF4		35,000.00
Machinery, fixtures, equipment and supplies used in business.		HONE		1,500.00
Machinery, fixtures, equipment and supplies used in business.		HORIZONTAL MILL		300.00
Machinery, fixtures, equipment and supplies used in business.		HORIZONTAL MILL		300.00
Machinery, fixtures, equipment and supplies used in business.		HWACHEON LATHE		12,000.00
Machinery, fixtures, equipment and supplies used in business.		HWACHEON LATHE		15,000.00
Machinery, fixtures, equipment and supplies used in business.		IRON WORKER		3,000.00
Machinery, fixtures, equipment and supplies used in business.		MANUAL LATHE		500.00
Machinery, fixtures, equipment and supplies used in business.		MIYANO LATHE		3,000.00
Machinery, fixtures, equipment and supplies used in business.		MORISEIKI LATHE		15,000.00
Machinery, fixtures, equipment and supplies used in business.		OKUMA LATHE		5,000.00
Machinery, fixtures, equipment and supplies used in business.		PART TUMBLER		750.00
Machinery, fixtures, equipment and supplies used in business.		PEDESTAL GRINDER		200.00
Machinery, fixtures, equipment and supplies used in business.		PEDESTAL GRINDER		250.00
Machinery, fixtures, equipment and supplies used in business.		PRESS		750.00

B6B (Official Form 6B) (12/07) -- Cont.

In re A.R.E. MACHINE PRODUCTS INC

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment and supplies used in business.		PRODUCTION SAW		2,000.00
Machinery, fixtures, equipment and supplies used in business.		PRODUCTION SAW		8,500.00
Machinery, fixtures, equipment and supplies used in business.		RADIAL ARM DRILL		1,800.00
Machinery, fixtures, equipment and supplies used in business.		SAND BLAST CABINET		150.00
Machinery, fixtures, equipment and supplies used in business.		SAW		200.00
Machinery, fixtures, equipment and supplies used in business.		SCREW MACHING		500.00
Machinery, fixtures, equipment and supplies used in business.		SHELVING		300.00
Machinery, fixtures, equipment and supplies used in business.		SHELVING		300.00
Machinery, fixtures, equipment and supplies used in business.		SURFACE GRINDER		300.00
Machinery, fixtures, equipment and supplies used in business.		SURFACE GRINDER		750.00
Machinery, fixtures, equipment and supplies used in business.		SURFACE GRINDER		750.00
Machinery, fixtures, equipment and supplies used in business.		TAPPING MACHINE		300.00
Machinery, fixtures, equipment and supplies used in business.		TAPPING MACHINE		300.00
Machinery, fixtures, equipment and supplies used in business.		TAPPING MACHINE		300.00
Machinery, fixtures, equipment and supplies used in business.		TAPPING MACHINE		300.00
Machinery, fixtures, equipment and supplies used in business.		TAPPING MACHINE		1,500.00
Machinery, fixtures, equipment and supplies used in business.		TOOLING		6,000.00
Machinery, fixtures, equipment and supplies used in business.		TOOLING		5,000.00
Machinery, fixtures, equipment and supplies used in business.		TOOLING		6,000.00
Machinery, fixtures, equipment and supplies used in business.		TUBE BENDER		2,200.00
Machinery, fixtures, equipment and supplies used in business.		VERTICAL MILL		500.00
Machinery, fixtures, equipment and supplies used in business.		VERTICAL MILL		500.00
Machinery, fixtures, equipment and supplies used in business.		VERTICAL MILL		500.00
Machinery, fixtures, equipment and supplies used in business.		VERTICAL SAW		1,200.00
Machinery, fixtures, equipment and supplies used in business.		VIBRATORY FINISHER		2,000.00

B6B (Official Form 6B) (12/07) -- Cont.

In re A.R.E. MACHINE PRODUCTS INC

Case No. _____

Debtor

(If known)

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

TYPE OF PROPERTY	NONE	DESCRIPTION AND LOCATION OF PROPERTY	HUSBAND, WIFE, JOINT OR COMMUNITY	CURRENT VALUE OF DEBTOR'S INTEREST IN PROPERTY, WITHOUT DEDUCTING ANY SECURED CLAIM OR EXEMPTION
29. Machinery, fixtures, equipment and supplies used in business.		WARNER & SWASEY MULTI SPINDLE SCREW MACHINE		2,500.00
Machinery, fixtures, equipment and supplies used in business.		WARNER & SWASEY MULTI SPINDLE SCREW MACHINE		4,000.00
Machinery, fixtures, equipment and supplies used in business.		WARNER & SWASEY MULTI SPINDLE SCREW MACHINE		2,500.00
Machinery, fixtures, equipment and supplies used in business.		WARNER & SWASEY MULTI SPINDLE SCREW MACHINE		4,500.00
Machinery, fixtures, equipment and supplies used in business.		WELDER		500.00
30. Inventory.		SEE ATTACHED		60,000.00
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			

5 continuation sheets attached

Total >

\$ 529,225.00

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

B6D (Official Form 6D) (12/07)

In re A.R.E. MACHINE PRODUCTS INC,
Debtor

Case No. _____
(If known)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

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.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
ACCOUNT NO.	X		EQUIPMENT - LIEN (NO PERSONAL LIABILITY) VALUE \$0.00			X	0.00	0.00
ARLEN C. VANHOOSE POB 2332 BARDSTOWN, KY 40004								
ACCOUNT NO.			ATTORNEY FOR VANHOOSE VALUE \$0.00				0.00	0.00
CELEBREZZE & ASSOCIATES 445 S. 4TH STREET LOUISVILLE, KY 40202								

continuation sheets attached

Subtotal >
(Total of this page)

Total >
(Use only on last page)

\$ 0.00	\$ 0.00
\$ 0.00	\$ 0.00

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

B6E (Official Form 6E) (4/10)

In re A.R.E. MACHINE PRODUCTS INC

Debtor

Case No. _____

(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS 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 \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

B6E (Official Form 6E) (4/10) – Cont.

In re A.R.E. MACHINE PRODUCTS INC,
Debtor

Case No. _____
(If known)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	HUSBAND, WIFE, JOINT OR COMMUNITY	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM	AMOUNT ENTITLED TO PRIORITY	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
									\$0.00

Sheet no. 1 of 1 continuation sheets attached to Schedule of Creditors Holding Priority Claims

Subtotals >
(Totals of this page)

\$	0.00	\$	0.00	\$	0.00
\$	0.00				
		\$	0.00	\$	0.00

Total >
(Use only on last page of the completed Schedule E. Report also on the Summary of Schedules.)

Total >
(Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)

B6F (Official Form 6F) (12/07)

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

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. AIR HYDRO POWER POB 34170 LOUISVILLE, KY 40232						8,942.00
ACCOUNT NO. 2898 ALRO STEEL C/O HUTCHINSON, WARREN & ASSOC 122 S. RAWLES ST STE 200 ROMEO, MI 48065-5606						46,749.00
ACCOUNT NO. ARLEN VANHOOSE 1860 LORETTO ROAD BARDSTOWN, KY 40004					X	210,000.00
ACCOUNT NO. 7202 BLUEGRASS SECURITY SYSTEMS 4192 HWY 44 E SHEPHERDSVILLE, KY 40165						270.00
ACCOUNT NO. BROWN ELECTRIC POB 241 NEW SALISBURY, IN 47161						3,377.00

6 Continuation sheets attached

Subtotal >	\$	269,338.00
Total >	\$	

(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.)

B6F (Official Form 6F) (12/07) - Cont.

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR 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.						2,769.00
BURGON STEEL TOOL CO, INC POB 846156 BOSTON, MA 02284-6156						
ACCOUNT NO. 1425						1,717.00
CARDINAL CARRYOR INC. POB 32156 LOUISVILLE, KY 40232						
ACCOUNT NO. D101						46,435.00
CENTRAL STEEL & WIRE CO C/O LLOYD & MCDANIEL POB 23200 LOUISVILLE, KY 40223-0200						
ACCOUNT NO. JR06						46,435.00
CENTRAL STEEL & WIRE CO C/O COSMOPOLITAN SERVICE CORP 1606 COLONIAL PKWY INVERNESS, IL 60067-4738						
ACCOUNT NO. 2085						17,592.00
CHICAGO TUBE & IRON CO C/O BIEHL & BIEHL, INC. POB 87410 CAROL STREAM, IL 60188-7410						

6 Continuation sheets attached

Sheet no. 1 of 6 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	114,948.00
Total >	\$	

(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.)

B6F (Official Form 6F) (12/07) - Cont.

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR 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.						6,311.00
DIEHL STEEL C/O TEKCOLLECT POB 1269 COLUMBUS, OHIO 43216						
ACCOUNT NO.						250,000.00
ERNIE VANHOOSE 354 PIONEER DRIVE LEBANON JUNCTION, KY 40150						
ACCOUNT NO. 1986						3,299.00
EULER HERMES C/O ADJUSTMENT BUREAU LLC 204 E. MARKET STREET LOUISVILLE, KY 40202						
ACCOUNT NO. 0586						3,901.00
HAAS FACTORY OUTLET 1993 CASE PARKWAY NORTH TWINSBURG, OHIO 44807						
ACCOUNT NO. 5689						2,861.00
HARBOR STEEL & SUPPLY CORP C/O EULER HERMES 600 S. 7TH STREET LOUISVILLE, KY 40201-1672		SUPPLIER				

6 Continuation sheets attached

Sheet no. 2 of 6 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	266,372.00
Total >	\$	

(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.)

B6F (Official Form 6F) (12/07) - Cont.

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR 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. 2854 HERITAGE CRYSTAL CLEAN 13621 COLLECTIONS CTR DRIVE CHICAGO, IL 60693-0136						1,412.00
ACCOUNT NO. INDUSTRIAL REBUILDS POB 16758 LOUISVILLE, KY 40256						19,832.00
ACCOUNT NO. 6341 JADE-STERLING STEEL CO. INC C/O COFACE COLLECTIONS POB 1389 KENNER, LA 70063						36,141.00
ACCOUNT NO. D101 KBC TOOLS C/O LLOYD & MCDANIEL POB 23200 LOUISVILLE, KY 40223-0200						2,636.00
ACCOUNT NO. 6711 MACHINERY FINANCE RESOURCES C/O US BANK EQUIPMENT FINANCE POB 790413 ST LOUIS, MO 63179-0413						11,744.00

6 Continuation sheets attached

Sheet no. 3 of 6 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	71,765.00
Total >	\$	

(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.)

B6F (Official Form 6F) (12/07) - Cont.

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR 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. 9542 MONSTER.COM C/O CAINE & WEINER 1699 E. WOODFIELD ROAD SCHAUMBERG, IL 60173						365.00
ACCOUNT NO. 4780 MSC C/O DEBT ALERT POB 498 RICHFIELD, OHIO 44286						24,369.00
ACCOUNT NO. O'NEAL THE METALS COMPANY 75 REMITTANCE DRIVE STE 2822 CHICAGO, IL 60675-2822						3,250.00
ACCOUNT NO. 6717 RYERSON INC C/O SCOTT & GOLDMAN 590 W. CROSSVILLE DR STE 104 ROSWELL, GA 30075						42,078.00
ACCOUNT NO. D101 RYERSON INC. C/O LLOYD & MCDANIEL POB 23200 LOUISVILLE, KY 40223-0200						30,435.00

6 Continuation sheets attached

Sheet no. 4 of 6 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	100,497.00
Total >	\$	

(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.)

B6F (Official Form 6F) (12/07) - Cont.

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See instructions above.)</i>	CODEBATOR 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. M100 S&J LIGHTING 2316 WATTERSON TRAIL LOUISVILLE, KY 40299						2,438.00
ACCOUNT NO. SAFETY-KLEEN 5360 LEGACY DRIVE BLDG 2 STE 100 PLANO, TX 75024						1,420.00
ACCOUNT NO. 4985 SHELL FLEET PLUS POB 183019 COLUMBUS, OHIO 43218-3019						2,989.00
ACCOUNT NO. 6960 SPEEDWAY LLC POB 1590 SPRINGFIELD, OHIO 45501						2,477.00
ACCOUNT NO. ST LOUIS COLD DRAWN INC 1060 PERSHALL ROAD ST LOUIS, MO 63137						350,000.00

6 Continuation sheets attached

Sheet no. 5 of 6 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	359,324.00
Total >	\$	

(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.)

B6F (Official Form 6F) (12/07) - Cont.

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

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. 7212 THYSSEN KRUPP MATERIALS C/O CMCS 822 E. GRAND RIVER BRIGHTON, MI 48116						3,193.00
ACCOUNT NO. TRAVERS POB 36114 NEWARK, NJ 07188-6114						2,810.00
ACCOUNT NO. WALLOVER OIL HAMILTON, INC 21845 DRAKE ROAD STRONGSVILLE, OHIO 44149						2,386.00
ACCOUNT NO. 1000 WELLS FARGO EQUIPMENT FINANCE 300 TRI-STATE INTERNATIONAL ST LINCOLNSHIRE, IL 60069						1,159.00

6 Continuation sheets attached

Sheet no. 6 of 6 continuation sheets attached to Schedule of Creditors
Holding Unsecured
Nonpriority Claims

Subtotal >	\$	9,548.00
Total >	\$	1,191,792.00

(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.)

B6G (Official Form 6G) (12/07)

In re: A.R.E. MACHINE PRODUCTS INC
DebtorCase No. _____
(If known)**SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES** 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.
BLUEGRASS SECURITY SYSTEMS 4192 HWY 44 EAST SHEPHERDSVILLE, KY 40165	SECURITY SYSTEM
MACHINERY FINANCE RESOURCES POB 790413 ST LOUIS, MO 63179-0413	MDC 500 (EQUIPMENT)
STEPHEN C. GAULT COMPANY 1466 GARDINER LANE #200 LOUISVILLE, KY 40213	BUILDING LEASE
WELLS FARGO EQUIPMENT FINANCE 300 TRI-STATE INTERNATIONAL ST LINCOLNSHIRE, IL 60069	FORKLIFT LEASE

B6H (Official Form 6H) (12/07)

In re: **A.R.E. MACHINE PRODUCTS INC**
Debtor

Case No. _____
(If known)

SCHEDULE H - CODEBTORS

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
ANDY RODABAUGH 263 WICKS LANE BROOKS, KY 40109	ARLEN C. VANHOOSE POB 2332 BARDSTOWN, KY 40004

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
Western District of Kentucky**

In re **A.R.E. MACHINE PRODUCTS INC**,
Debtor

Case No. _____

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	6	\$ 529,225.00		
C - Property Claimed as Exempt	YES	0			
D - Creditors Holding Secured Claims	YES	1		\$ 0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	2		\$ 0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	7		\$ 1,191,792.00	
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 Debtor(s)	NO	0			\$
TOTAL		19	\$ 529,225.00	\$ 1,191,792.00	

Form 6 - Statistical Summary (12/07)

**United States Bankruptcy Court
Western District of Kentucky**

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$ 0.00
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$ 0.00
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$ 0.00
Student Loan Obligations (from Schedule F)	\$ 0.00
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E.	\$ 0.00
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$ 0.00
TOTAL	\$ 0.00

State the following:

Average Income (from Schedule I, Line 16)	\$ 0.00
Average Expenses (from Schedule J, Line 18)	\$ 0.00
Current Monthly Income (from Form 22A Line 12; OR , Form 22B Line 11; OR , Form 22C Line 20)	\$ 0.00

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$ 0.00
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.	\$ 0.00	
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$ 0.00
4. Total from Schedule F		\$ 1,191,792.00
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$ 1,191,792.00

B6 Declaration (Official Form 6 - Declaration) (12/07)

In re A.R.E. MACHINE PRODUCTS INC
Debtor

Case No. _____
(If known)

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY BY INDIVIDUAL DEBTOR

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I **ANDY C. RODABAUGH**, the **PRESIDENT** of the **Corporation** named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of **20** 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 5/24/2012

Signature: /s/ ANDY C. RODABAUGH

ANDY C. RODABAUGH PRESIDENT

[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.]

**United States Bankruptcy Court
Western District of Kentucky**

In re: **A.R.E. MACHINE PRODUCTS INC**

Case No.

List of Equity Security Holders

REGISTERED NAME OF HOLDER OF SECURITY LAST KNOWN ADDRESS OR PLACE OF BUSINESS	CLASS OF SECURITY	NUMBER REGISTERED	KIND OF INTEREST REGISTERED
ANDY RODABAUGH 263 WICKS LANE BROOKS, KY 40209			100 STOCK

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

I, **ANDY C. RODABAUGH, PRESIDENT** 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: 5/24/2012

/s/ ANDY C. RODABAUGH
ANDY C. RODABAUGH, PRESIDENT, A.R.E. MACHINE PRODUCTS INC

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
Western District of Kentucky**

In re **A.R.E. MACHINE PRODUCTS INC**

Case No.

Debtor.

Chapter **11**

STATEMENT OF CORPORATE OWNERSHIP

Comes now **A.R.E. MACHINE PRODUCTS INC** (the "Debtor") and pursuant to Fed. R. Bankr. P. 1007(a) and 7007.1 state as follows:

_____ All corporations that directly or indirectly own 10% or more of any class of the corporation's equity interests are listed below:

Owner	% of Shares Owned
None	

OR,

X There are no entities to report.

By: _____

Jan C. Morris

Signature of Attorney

Counsel for **A.R.E. MACHINE PRODUCTS INC**

Bar no.:

Address.: **Lowen & Morris
125 South Sixth Street
Louisville, Kentucky 40202**

Telephone No.: **502-587-7000**

Fax No.: **502-587-1126**

E-mail address: **lmattys@bellsouth.net**

United States Bankruptcy Court

Western District of Kentucky

In re:

Case No. _____

Chapter **11**

A.R.E. MACHINE PRODUCTS INC

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, , declare under penalty of perjury that I am the of **A.R.E. MACHINE PRODUCTS INC**, a Corporation and that on the following resolution was duly adopted by the of this Corporation:

"Whereas, it is in the best interest of this Corporation to file a voluntary petition in the United States Bankruptcy Court pursuant to Chapter 11 of Title 11 of the United States Code;

Be It Therefore Resolved, that **ANDY C. RODABAUGH, PRESIDENT** of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a Chapter 11 voluntary bankruptcy case on behalf of the Corporation; and

Be It Further Resolved, that **ANDY C. RODABAUGH, PRESIDENT** of this Corporation, is authorized and directed to appear in all bankruptcy proceedings on behalf of the Corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the Corporation in connection with such bankruptcy case; and

Be It Further Resolved, that **ANDY C. RODABAUGH, PRESIDENT** of this Corporation, is authorized and directed to employ **Jan C. Morris**, attorney and the law firm of **Lowen & Morris** to represent the Corporation in such bankruptcy case."

Executed on: 5/24/2012

Signed: /s/ ANDY C. RODABAUGH

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
Western District of Kentucky**

In re A.R.E. MACHINE PRODUCTS INC, Case No. _____
Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
ST LOUIS COLD DRAWN INC 1060 PERSHALL ROAD ST LOUIS, MO 63137				\$350,000.00
ERNIE VANHOOSE 354 PIONEER DRIVE LEBANON JUNCTION, KY 40150				\$250,000.00
ARLEN VANHOOSE 1860 LORETTO ROAD BARDSTOWN, KY 40004			DISPUTED	\$210,000.00
ALRO STEEL C/O HUTCHINSON, WARREN & ASSOC 122 S. RAWLES ST STE 200 ROMEO, MI 48065-5606				\$46,749.00
CENTRAL STEEL & WIRE CO C/O LLOYD & MCDANIEL POB 23200 LOUISVILLE, KY 40223-0200				\$46,435.00
CENTRAL STEEL & WIRE CO C/O COSMOPOLITAN SERVICE CORP 1606 COLONIAL PKWY INVERNESS, IL 60067-4738				\$46,435.00

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

In re A.R.E. MACHINE PRODUCTS INC, Case No. _____
 Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
RYERSON INC C/O SCOTT & GOLDMAN 590 W. CROSSVILLE DR STE 104 ROSWELL, GA 30075				\$42,078.00
JADE-STERLING STEEL CO. INC C/O COFACE COLLECTIONS POB 1389 KENNER, LA 70063				\$36,141.00
RYERSON INC. C/O LLOYD & MCDANIEL POB 23200 LOUISVILLE, KY 40223-0200				\$30,435.00
MSC C/O DEBT ALERT POB 498 RICHFIELD, OHIO 44286				\$24,369.00
INDUSTRIAL REBUILDS POB 16758 LOUISVILLE, KY 40256				\$19,832.00
CHICAGO TUBE & IRON CO C/O BIEHL & BIEHL, INC. POB 87410 CAROL STREAM, IL 60188-7410				\$17,592.00

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

In re A.R.E. MACHINE PRODUCTS INC, Case No. _____
 Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
MACHINERY FINANCE RESOURCES C/O US BANK EQUIPMENT FINANCE POB 790413 ST LOUIS, MO 63179-0413				\$11,744.00
AIR HYDRO POWER POB 34170 LOUISVILLE, KY 40232				\$8,942.00
DIEHL STEEL C/O TEKCOLLECT POB 1269 COLUMBUS, OHIO 43216				\$6,311.00
HAAS FACTORY OUTLET 1993 CASE PARKWAY NORTH TWINSBURG, OHIO 44807				\$3,901.00
BROWN ELECTRIC POB 241 NEW SALISBURY, IN 47161				\$3,377.00
EULER HERMES C/O ADJUSTMENT BUREAU LLC 204 E. MARKET STREET LOUISVILLE, KY 40202				\$3,299.00

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

In re A.R.E. MACHINE PRODUCTS INC, Case No. _____
 Debtor Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(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>
O'NEAL THE METALS COMPANY 75 REMITTANCE DRIVE STE 2822 CHICAGO, IL 60675-2822				\$3,250.00
THYSSEN KRUPP MATERIALS C/O CMCS 822 E. GRAND RIVER BRIGHTON, MI 48116				\$3,193.00

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

I, ANDY C. RODABAUGH, PRESIDENT 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: 5/24/2012

Signature: /s/ ANDY C. RODABAUGH

ANDY C. RODABAUGH ,PRESIDENT

 (Print Name and Title)

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.