

**Fill in this information to identify the case:**

United States Bankruptcy Court for the:  
 Southern District of Texas  
 (State)  
 Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

**Official Form 201**

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

04/16

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Ameriforge Group Inc.

2. All other names debtor used in the last 8 years AFGlobal Corporation; Ameriforge Corporation; AF Acquisition Company, Ameri-Forge Corporation; Ameri-Forge Group Inc.

Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 76-0607053

4. Debtor's address	<b>Principal place of business</b>	<b>Mailing address, if different from principal place of business</b>
	<u>945 Bunker Hill Road, Suite 500</u> Number Street	Number Street
	<u>Houston, Texas 77024</u> City State Zip Code	P.O. Box City State Zip Code
	<b>Location of principal assets, if different from principal place of business</b>	
	<u>Harris County, TX</u> County	Number Street
		City State Zip Code

5. Debtor's website (URL) http://www.afglobalcorp.com/

6. Type of debtor  
 Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))  
 Partnership (excluding LLP)  
 Other. Specify: \_\_\_\_\_

Debtor Ameriforge Group Inc.  
Name

Case number (if known) \_\_\_\_\_

**7. Describe debtor's business**

A. *Check One:*

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. *Check all that apply:*

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

**5511 (Management of Companies and Enterprises)**

**8. Under which chapter of the Bankruptcy Code is the debtor filing?**

*Check One:*

- Chapter 7
- Chapter 9
- Chapter 11. *Check all that apply:*
  - Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,566,050 (amount subject to adjustment on 4/01/19 and every 3 years after that).
  - The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
  - A plan is being filed with this petition.
  - Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
  - The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
  - The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- Chapter 12

**9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?**

- No
- Yes. District \_\_\_\_\_ When MM/DD/YYYY Case number \_\_\_\_\_
- If more than 2 cases, attach a separate list. District \_\_\_\_\_ When MM/DD/YYYY Case number \_\_\_\_\_

**10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?**

- No
- Yes. Debtor See Rider 1 Relationship Affiliate
- District Southern District of Texas When 04/30/2017
- Case number, if known \_\_\_\_\_ MM / DD / YYYY

Debtor Ameriforge Group Inc.  
Name

Case number (if known) \_\_\_\_\_

**11. Why is the case filed in this district?**

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

**12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

**Why does the property need immediate attention? (Check all that apply.)**

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other \_\_\_\_\_

**Where is the property?**

Number	Street	_____	
_____		City	State
_____		_____	_____
		Zip Code	_____

**Is the property insured?**

- No
- Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

**13. Debtor's estimation of available funds**

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

**14. Estimated number of creditors**

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

**15. Estimated assets**

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

Debtor Ameriforge Group Inc.  
Name

Case number (if known) \_\_\_\_\_

- 16. Estimated liabilities**
- |                                                |                                                      |                                                               |
|------------------------------------------------|------------------------------------------------------|---------------------------------------------------------------|
| <input type="checkbox"/> \$0-\$50,000          | <input type="checkbox"/> \$1,000,001-\$10 million    | <input checked="" type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000    | <input type="checkbox"/> \$10,000,001-\$50 million   | <input type="checkbox"/> \$1,000,000,001-\$10 billion         |
| <input type="checkbox"/> \$100,001-\$500,000   | <input type="checkbox"/> \$50,000,001-\$100 million  | <input type="checkbox"/> \$10,000,000,001-\$50 billion        |
| <input type="checkbox"/> \$500,001-\$1 million | <input type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion               |

**Request for Relief, Declaration, and Signatures**

**WARNING --** Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**17. Declaration and signature of authorized representative of debtor**

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 04/30/2017  
MM/ DD / YYYY

**X** Isl Thomas E. Giles  
Signature of authorized representative of debtor  
  
Title Authorized Signatory

Thomas E. Giles  
Printed name

**18. Signature of attorney**

**X** Isl Patricia B. Tomasco  
Signature of attorney for debtor

Date 04/30/2017  
MM/ DD/YYYY

Patricia B. Tomasco  
Printed name

Jackson Walker L.L.P.  
Firm name

1401 McKinney Street, Suite 1900  
Number Street

Houston Texas 77010  
City State ZIP Code

(713) 752-4200 ptomasco@jw.com  
Contact phone Email address

01797600 Texas  
Bar number State

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Southern District of Texas

(State)

Case number (if known): \_\_\_\_\_ Chapter 11

Check if this is an amended filing

**Rider 1**

**Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor**

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the Southern District of Texas for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Ameriforge Group Inc.

- Ameriforge Group Inc.
- 230 Bodwell Corporation
- Advanced Joining Technologies, Inc.
- AF Gloenco Inc.
- AFG Brazil Holdings LLC
- AFG Brazil LLC
- AFG Louisiana Holdings Inc
- Allpoints Oilfield Services LLC
- Ameriforge Corporation
- Ameriforge Cuming Insulation LLC
- Century Corrosion Technologies LLC
- Cuming Corporation
- Dynafab Acquisition Corp.
- Flotation Technologies LLC
- FR AFG Holdings, Inc.
- NRG Manufacturing Louisiana LLC
- NRG Manufacturing Inc
- Steel Industries Inc.
- Steel Industries Real Estate Holding LLC
- Taper-Lok Corporation

**UNANIMOUS WRITTEN CONSENT IN LIEU OF A MEETING OF THE  
BOARD OF DIRECTORS OF AMERIFORGE GROUP INC.**

April 30, 2017

The undersigned, being all of the members of the board of directors (the "Board") of Ameriforge Group Inc., a Texas corporation (the "Company"), in lieu of holding a meeting, hereby take the following actions and adopt the following resolutions by written consent (this "Consent") pursuant to the organizational documents of the Company and the laws of the State of Texas:

**1. CHAPTER 11 FILING**

**WHEREAS**, the Board has considered presentations by the management and the financial and legal advisors of the Company regarding the liabilities and liquidity situation of the Company, the strategic alternatives available to them, and the effect of the foregoing on the Company's businesses, creditors, and other parties in interest; and

**WHEREAS**, the Board has had the opportunity to consult with the Company's management, and the financial and legal advisors and fully consider each of the strategic alternatives available to the Company.

**NOW, THEREFORE, BE IT,**

**RESOLVED**, that in the judgment of the Board, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company shall be and hereby are authorized to file or cause to be filed voluntary petitions for relief (the "Chapter 11 Case") under the provisions of Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction (the "Bankruptcy Court"); and

**FURTHER RESOLVED**, that each of Ed Bialas and Jeff Quake, as directors of the Company, and Curtis Samford, Thomas E. Giles, and Thomas Edgeller, as officers of the Company (collectively, the "Authorized Signatories"), acting alone or with one or more other Authorized Signatories be, and each of them hereby is authorized, empowered and directed to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents as necessary to commence the Chapter 11 Case and obtain chapter 11 relief, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's businesses.

**2. RETENTION OF PROFESSIONALS**

**NOW, THEREFORE, BE IT,**

**RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the law firm of Jackson Walker L.L.P. as co-bankruptcy counsel to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Jackson Walker L.L.P.;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC ("A&M") as restructuring advisor to, among other things, assist the Company in evaluating their businesses and prospects, developing a long-term business plan, developing financial data for evaluation by the Boards, creditors, or other third parties, as requested by the Company, evaluating the Company's capital structure, responding to issues related to the Company's financial liquidity, and in any sale, reorganization, business combination, or similar disposition of the Company's assets; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of A&M;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Lazard Frères & Co. LLC and Lazard Middle Market LLC (together, "Lazard") as investment banker to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Lazard;

**FURTHER-RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice and claims agent to represent and assist the Company in carrying out their duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Epiq Bankruptcy Solutions, LLC; and

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out their duties under the Bankruptcy Code; and in connection therewith, each of the Authorized Signatories, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

3. **DEBTOR-IN-POSSESSION FINANCING, CASH COLLATERAL, AND ADEQUATE PROTECTION**

**NOW, THEREFORE, BE IT,**

**RESOLVED**, that the Company will obtain benefits from the use of collateral, including cash collateral, as that term is defined in section 363(a) of the Bankruptcy Code (the "Cash Collateral"), which is security for certain prepetition secured lenders (collectively, the "Secured Lenders") party to:

(a) that certain Credit Agreement, dated as of December 19, 2012, as amended, restated, amended and restated or otherwise modified or supplemented from time to time, and in effect immediately prior to April 30, 2017 (the "Petition Date"), among FR AFG Holdings, Inc., as parent, AmeriForge Group Inc., as borrower (the "Borrower"), the guarantors from time to time party thereto, the lenders from time to time party thereto and Deutsche Bank Trust Company Americas, as administrative agent, collateral agent, swing line lender and L/C issuer; and

(b) that certain Credit Agreement, dated as of December 19, 2012, as amended, restated, amended and restated or otherwise modified or supplemented from time to time, and in effect immediately prior to the Petition Date, among FR AFG Holdings, Inc., as parent; Ameriforge Group Inc., as borrower, the guarantors from time to time party thereto, the lenders from time to time party thereto and Deutsche Bank Trust Company Americas, as successor administrative agent and collateral agent.

**FURTHER RESOLVED**, that in order to use and obtain the benefits of the Cash Collateral, and in accordance with section 363 of the Bankruptcy Code, the Company will provide certain adequate protection to the Secured Lenders (the "Adequate Protection Obligations"), as documented in a proposed interim order (the "Interim DIP Order") and submitted for approval to the Bankruptcy Court.

**FURTHER RESOLVED**, that the form, terms, and provisions of the Interim DIP Order to which the Company is or will be subject, and the actions and transactions contemplated thereby, including, without limitation, the payment of the Backstop Payment (as defined therein) and the execution, delivery and performance of that certain Senior Secured Super Priority Debtor In Possession Credit Agreement (the "DIP Credit Agreement"), by and between FR AFG Holdings, Inc., as parent, the Company, as borrower, the guarantors from time to time party thereto, the lenders from time to time party thereto, and Deutsche Bank AG New York Branch as administrative agent and collateral agent (the "DIP Agent"), and the borrowing of funds thereunder, be, and hereby are authorized, adopted, and approved, and each of the Authorized Signatories be, and hereby is, acting alone, authorized and empowered, in the name of and on behalf of each of the Company, to take such actions and negotiate or cause to be prepared and negotiated and to execute, deliver, perform, and cause the performance of, the Interim DIP Order, the DIP Credit Agreement and such other agreements, certificates, instruments, receipts, petitions, motions, or other papers or documents to which the Company is or will be a party, including, but not limited to any security and pledge agreement or guaranty agreement (collectively with the Interim DIP Order and the DIP Credit Agreement, the "DIP Documents"), incur and pay or cause to be paid all fees and expenses and engage such persons, in each case, in the form or substantially in the form thereof submitted to the Parent, with such changes, additions, and modifications thereto as the officers of the Company executing the same shall approve, such approval to be conclusively evidenced by such officers' execution and delivery thereof.

**FURTHER RESOLVED**, that the Company, as debtor and debtor in possession under the Bankruptcy Code be, and hereby is, authorized to incur the Adequate Protection Obligations and to undertake any and all related transactions on substantially the same terms as contemplated under the DIP Documents (collectively, the "Adequate Protection Transactions").

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and directed, and each of them acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of the Company, as debtor and debtor in possession, to take such actions as in their discretion is determined to be necessary, desirable, or appropriate and execute the Adequate Protection Transactions, including the execution, delivery and performance of: (a) the DIP Documents and such agreements, certificates, instruments, guaranties, notices, and any and all other documents, including, without limitation, any amendments to any DIP Documents (collectively, the "Adequate



Protection Documents”); (b) such other instruments, certificates, notices, assignments, and documents as may be reasonably requested by the DIP Agent; and (c) such forms of deposit, account control agreements, officer’s certificates, compliance certificates and other customary certificates as may be required by the DIP Agent, the DIP Documents or any other Adequate Protection Document.

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and they hereby are, and each Authorized Signatory acting alone hereby is, authorized, directed, and empowered in the name of, and on behalf of the Company to grant to the DIP Agent a security interest in and liens upon, substantially all of the Company’s assets, whether now owned or hereafter acquired, and to file or to authorize the DIP Agent to file any Uniform Commercial Code (the “UCC”) financing statements, any other equivalent filings, any intellectual property filings and recordation and any necessary assignments for security or other documents in the name of the Company that the DIP Agent deems necessary or appropriate to perfect any lien or security interest granted under the Interim DIP Order or any other DIP Document, including any such UCC financing statement containing a generic description of collateral, such as “all assets,” “all property now or hereafter acquired” and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Company, in each case as the DIP Agent may reasonably request to perfect the security interests of the DIP Agent under the Interim DIP Order and the other DIP Documents.

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and hereby is, authorized, directed, and empowered in the name of, and on behalf of the Company to take all such further actions, including, without limitation, to pay or approve the payment of all fees and expenses payable in connection with the Adequate Protection Transactions and all fees and expenses incurred by or on behalf of the Company in connection with the foregoing resolutions, in accordance with the terms of the Adequate Protection Documents, which shall in their sole judgment be necessary, proper, or advisable to perform the Company’s obligations under or in connection with the Interim DIP Order, the other DIP Documents or any of the other Adequate Protection Documents and the transactions contemplated therein and to carry out fully the intent of the foregoing resolutions.

#### **4. GENERAL**

##### **NOW, THEREFORE, BE IT,**

**RESOLVED**, that in addition to the specific authorizations heretofore conferred upon the Authorized Signatories, each of the Authorized Signatories (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action to: execute, acknowledge, deliver, and file any and all such agreements, certificates, instruments, and other documents; and pay all expenses, including but not limited to filing fees, in each case as in such officer’s or officers’ judgment, shall be necessary, advisable, or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein;

**FURTHER RESOLVED**, that each of the Authorized Signatories be, and they hereby are, authorized and empowered to take or cause to be taken in the name and on behalf of the Company, any and all such other and further action to carry out the intent and accomplish the purposes of the resolutions adopted herein as such purposes relate to the Company.


**FURTHER RESOLVED**, that the Board has received sufficient notice of the actions and transactions relating to the matters contemplated by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice;

**FURTHER RESOLVED**, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution of the Boards; and

**FURTHER RESOLVED**, that each of the Authorized Signatories (and their designees and delegates) be and hereby is authorized and empowered to take all actions or to not take any action in the name of the Company with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, or managing member of each direct subsidiary of the Company, in each case, as such Authorized Signatory shall deem necessary or desirable in such Authorized Signatory's reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein.

\* \* \* \* \*

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date above first written.



---

Ed Bialas


---

Jeff Quake

IN WITNESS WHEREOF, the undersigned has executed this Consent as of the date above first written.

---

Ed Bialas



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Jeff Quake

## Fill in this information to identify the case:

Debtor name Ameriforge Group Inc., et al.United States Bankruptcy Court for the: Southern District of Texas

Case number (if known): \_\_\_\_\_

" Check if this is an amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 30 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 30 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim	Indicate if claim is contingent, unliquidated, disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Hyundai Heavy Industries Co. Centum Science Park, 79 Centum Jungang-Ro-Haeunda-Gu Busan, 48050 South Korea	Attn: Y H Lim Team Leader Email: youngholim@hyundai-gs.com	Executory Contract			\$ 9,000,000	
2	Mustang CAT 12800 NW Frwy Houston, TX 77040	Attn: Bradford Tucker President Phone: 713-861-1440 Email: btucker@mustangcat.com	Trade Debt			\$ 6,832,052	
3	Gardner Denver Petro. Pumps 2600 Sylvania Cross Drive Fort Worth, TX 76137	Attn: Vincente Reynal CEO Phone: 414-212-4700 Email: vincente.reynal@gardnerdenver.com	Trade Debt			\$ 2,587,787	
4	Gerdau 5225 Planters Road Fort Smith, AR 72916	Attn: John Kelleher Vice President & General Manager Phone: 479-646-0223 Email: john.kelleher@gerdau.com	Trade Debt			\$ 901,490	
5	Lic. René Bortoni Alanís y CP Simón Antonio Moreno Rosales of form Joint Nicolas Gonzalez Bernal Cv Av Batallon De San Patricio 109 Sur Piso 17 Col Valle Oriente San Pedro Garza Garcia NI Cp 66269 Mexico	Attn: Nicolas Gonzalez Phone: 52 18182524031 Email: gonzalezn@discoverintegralsolutions.com	Deferred Acquisition Cost			\$ 900,000	
6	Weld Force Solutions LLC 12518 Foxton Rd Houston, TX 77048-3811	Attn: Ismael Guajardo President Phone: 713-270-7733 Email: ismael.guajardo@weldforcesolutions.com	Trade Debt			\$ 767,870	
7	Covrad GT / API Heat 4700 Ironwood Drive Franklin, WI 53132	Attn: Mike Laisure CEO/President Phone: 716-684-6700 Email: mlaisure@apiheattransfer.com	Trade Debt			\$ 723,658	
8	Hydraquip Corporation 16330 Central Green Blvd Houston, TX 77032	Attn: Tim Nichols CEO/President Phone: 713-680-1951 Fax: 713-680-9799 Email: tnichols@hydraquip.com	Trade Debt			\$ 686,092	

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim	Indicate if claim is contingent, unliquidated, disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Bill Bridges Long Stroke Technology LLC 901 Chateau Ct. Colleyville, TX 76034	Attn: Bill Bridges Owner Phone: 817-944-7819 Email: billbridgesboem@gmail.com	Unsecured Note Payable				\$ 570,894
10	Commercial Metals Company 6565 N. MacArthur Blvd Suite 800 Irving, TX 75039	Attn: Joseph Alvarado Phone: 214-689-4300 Fax: 214-689-5886	Trade Debt				\$ 400,000
11	Machine Service Inc 1000 Ashwaubenon St Green Bay, WI 54304	Attn: Edward L Fowles CEO/President Phone: 920-339-3000 Fax: 920-339-3001 Email: edward.fowles@machineservice.com	Trade Debt				\$ 347,642
12	Northside Industries 1400 Industrial Road West Kelowna, BC V1Z 1G5	Attn: Steve McKay President Phone: 250-769-4001 Email: smckay@northsideind.ca	Trade Debt				\$ 274,722
13	Forum 10344 Sam Houston Parkway Ste 300 Houston, TX 77064	Attn: C. Christopher Gaut Chairman/CEO Phone: 281-949-2500 Fax: 281-949-2554	Trade Debt				\$ 266,379
14	Gean Stalcup 614 Eagle Mountain Blvd Ste 300 Batesville, AR 72501	Phone: 713-315-7242 Email: gnstalcup@aol.com	Executory Contract				\$ 262,500
15	Duff & Phelps LLC 1111 Bagby Street Houston, TX 77002	Attn: David Juneau Email: david.juneau@duffandphelps.com	Trade Debt				\$ 243,231
16	Bill Spitzer & Associates 11530 Brittmoore Park Dr Houston, TX 77041	Attn: Connor Spitzer President Phone: 713-516-2765 Email: connor@extremeplate.com	Trade Debt				\$ 240,438
17	Timkensteel Corporation 1835 Dueber Avenue SW Canton, OH 44706	Attn: Tim Timken Chairman, CEO & President Phone: 330-471-7000 Fax: 330-458-6006 Email: communications@timkensteel.com	Trade Debt				\$ 233,598
18	Steel Dynamics 7575 West Jefferson Blvd Fort Wayne, IN 46804	Attn: Mark Millett Phone: 260-969-3500 Fax: 260-969-3590	Trade Debt				\$ 225,418
19	Brian Fontana 5426 Dickson Street Houston, TX 77007	Phone: 713-669-1076 Email: brianfontana@bfontana.com	Executory Contract				\$ 216,090

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim	Indicate if claim is contingent, unliquidated, disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
20	Meadow Lark Agency Inc. 935 Lake Elmo Drive Billings , MT 59105	Attn: Amanda Roth  Phone: 406-237-0804 Email: aroth@meadowlarkco.com	Trade Debt				\$ 204,168
21	GNC Industrial Services PO Box 1321 Tomball, TX 77377	Attn: Garrett W. Clarke Principal Phone: 832-868-4513 Email: gnccoating@gmail.com	Trade Debt				\$ 200,000
22	Extreme Plate Processing 5709 Almeda Genoa Houston, TX 77048	Attn: Donnie Scarborough Principal Phone: 713-937-8977 Fax: 713-937-1856 Email: donnie@extremeplate.com	Trade Debt				\$ 178,237
23	Tire & Wheel Connection, LP. 11330 Fm 1960 Rd W Houston, TX 77065	Attn: Duane E Mann Partner Phone: 281-890-8473 Email: dmanntireandwheelconnection.com	Trade Debt				\$ 167,400
24	Nucor Steel - Jackson 3630 Fourth Street Flowood, MS 39232	Attn: Kevin Van de Ven General Manager Phone: 601-939-1623 Email: kevin.vandeven@nucor.com	Trade Debt				\$ 166,126
25	Flanges Manufacturing 6005 N Shepherd H4 Houston, TX 77091	Attn: Delfino Oranato President Fax: 713-742-8508	Trade Debt				\$ 140,218
26	ArcelorMittal USA, Inc. 1 S. Dearborn Chicago, IL 60603	Attn: John Brett CEO Phone: 312-899-3400 Email: usacr@arcelormittal.com	Trade Debt				\$ 138,277
27	Steel & Pipe Supply Co. 555 Poyntz, Suite 122 Manhattan, KS 66502	Attn: Matt Crocker CEO Phone: 785-587-5100 Fax: 785-587-5174 Email: matt.crocker@steelandpipe.com	Trade Debt				\$ 129,113
28	Circle H Blasting & Painting 1487 CR 403 Anderson, TX 77830	Attn: Ricky Hughes  Phone: 979-255-6088 Fax: 936-874-2305 Email: rhughes421@gmail.com	Trade Debt				\$ 126,178
29	Resource Mfg 6711 N. Sam Houston Pkwy Suite A Houston, TX 77064	Attn: Gail Branch Branch Manager Email: gail.branch@resourcemfg.com	Trade Debt				\$ 107,661
30	Electralloy Co. 175 Main St Oil City, PA 16301-1313	Attn: William Warren Manager Phone: 814-678-4100	Trade Debt				\$ 99,909

Fill in this information to identify the case and this filing:	
Debtor Name	Ameriforge Group Inc., et al.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration \_\_\_\_\_

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/30/2017  
MM/ DD/YYYY

*/s/ Thomas E. Giles*

Signature of individual signing on behalf of debtor

**Thomas E. Giles**

Printed name

**Authorized Signatory**

Position or relationship to debtor



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

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In re: )  
AMERIFORGE GROUP INC., ) Chapter 11  
Debtor. ) Case No. 17-\_\_\_\_\_(\_\_\_\_)

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**LIST OF EQUITY SECURITY HOLDERS<sup>1</sup>**

<b>Debtor</b>	<b>Equity Holders</b>	<b>Address of Equity Holder</b>	<b>Percentage of Equity Held</b>
Ameriforge Group Inc.	FR AFG Holdings, Inc.	945 Bunker Hill Road, Suite 500 Houston, TX 77024	100%

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<sup>1</sup> This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Fill in this information to identify the case and this filing:	
Debtor Name	Ameriforge Group Inc.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/30/2017  
MM/ DD/YYYY

/s/ Thomas E. Giles

Signature of individual signing on behalf of debtor

Thomas E. Giles

Printed name

Authorized Signatory

Position or relationship to debtor

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

_____	)	
In re:	)	Chapter 11
	)	
AMERIFORGE GROUP INC.,	)	Case No. 17-_____(___)
	)	
Debtor.	)	
_____	)	

**CORPORATE OWNERSHIP STATEMENT**

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following are corporations, other than a government unit, that directly or indirectly own 10% or more of any class of the debtor's equity interest:

<b>Shareholder</b>	<b>Approximate Percentage of Shares Held</b>
FR AFG Holdings, Inc.	100%

Fill in this information to identify the case and this filing:	
Debtor Name	Ameriforge Group Inc.
United States Bankruptcy Court for the:	Southern District of Texas
Case number (If known):	(State)

**Official Form 202****Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

**Declaration and signature**

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets-Real and Personal Property (Official Form 206A/B)*
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)*
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)*
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)*
- Schedule H: Codebtors (Official Form 206H)*
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)*
- Amended Schedule
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.

Executed on

04/30/2017  
MM/ DD/YYYY

/s/ Thomas E. Giles

Signature of individual signing on behalf of debtor

Thomas E. Giles

Printed name

Authorized Signatory

Position or relationship to debtor