

United States Bankruptcy Court		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): AEI Acquisition LLC		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) No./Complete EIN (if more than one, state all): 52-2181655		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 2444 Meadowbrook Parkway Duluth, GA <div style="text-align: right;">ZIP CODE 30096</div>		Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Gwinnett County, Georgia		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>		

<p>Type of Debtor (Form of Organization) (Check one box.)</p> <p><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i></p> <p><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</p> <p><input type="checkbox"/> Partnership</p> <p><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)</p>	<p>Nature of Business (Check one box.)</p> <p><input type="checkbox"/> Health Care Business</p> <p><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</p> <p><input type="checkbox"/> Railroad</p> <p><input type="checkbox"/> Stockbroker</p> <p><input type="checkbox"/> Commodity Broker</p> <p><input type="checkbox"/> Clearing Bank</p> <p><input checked="" type="checkbox"/> Other</p> <hr/> <p>Tax-Exempt Entity (Check box, if applicable.)</p> <p><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).</p>	<p>Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.)</p> <p><input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</p> <p><input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</p> <p><input checked="" type="checkbox"/> Chapter 11</p> <p><input type="checkbox"/> Chapter 12</p> <p><input type="checkbox"/> Chapter 13</p> <hr/> <p>Nature of Debts (Check one box.)</p> <p><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."</p> <p><input checked="" type="checkbox"/> Debts are primarily business debts.</p>
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<p>Filing Fee (Check one box.)</p> <p><input checked="" type="checkbox"/> Full Filing Fee attached.</p> <p><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.</p> <p><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.</p>	<p>Chapter 11 Debtors</p> <p>Check one box:</p> <p><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</p> <p>Check if:</p> <p><input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.</p> <p>-----</p> <p>Check all applicable boxes:</p> <p><input type="checkbox"/> A plan is being filed with this petition.</p> <p><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).</p>
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<p>Statistical/Administrative Information</p> <p><input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors.</p> <p><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.</p> <p>Estimated Number of Creditors</p> <p><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</p> <p>Estimated Assets</p> <p><input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p> <p>Estimated Liabilities</p> <p><input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input checked="" type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion</p>	<p>THIS SPACE IS FOR COURT USE ONLY</p>
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Voluntary Petition <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s): AEI Acquisition LLC
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed: Northern District of Ohio Eastern Division	Case Number: 04-63817	Date Filed: 7/18/04
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)

Name of Debtor:	Case Number:	Date Filed:
District:	Relationship:	Judge:

Exhibit A

(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)

Exhibit A is attached and made a part of this petition.

Exhibit B

(To be completed if debtor is an individual whose debts are primarily consumer debts.)

I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).

X _____
Signature of Attorney for Debtor(s) (Date)

Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

- Yes, and Exhibit C is attached and made a part of this petition.
- No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue
(Check any applicable box.)

- Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.
- There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.
- Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property
(Check all applicable boxes.)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

- Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and
- Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.
- Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

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

Name of Debtor(s):

AEI Acquisition LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X William A. Hazeltine
Signature of Attorney for Debtor(s)

Printed Name of Attorney for Debtor(s)
William A. Hazeltine (No. 3294)

Firm Name
Sullivan Hazeltine Allinson LLC

Address 4 East 8th Street, Suite 400
Wilmington, DE 19801

302-428-8191
Telephone Number

4/10/2009
Date

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

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

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

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

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

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

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

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

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

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

X Kevin I. Dowd

Signature of Authorized Individual
Kevin I. Dowd

Printed Name of Authorized Individual
President and Chief Restructuring Officer

Title of Authorized Individual
4/10/2009
Date

Schedule 2

PENDING BANKRUPTCY CASES CONCURRENTLY FILED BY THIS DEBTOR AND AFFILIATED DEBTORS IN THE UNITED STATE BANKRUPTCY COURT, DISTRICT OF DELAWARE

Name of Debtor: NexPak Corporation	Tax I.D. No.: 52-2132207	Date Filed: April 10, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: AEI Acquisition LLC	Tax I.D. No.: 52-2181655	Date Filed: April 10, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Atlanta Precision Molding Co., LLC	Tax I.D. No.: 13-4034923	Date Filed: April 10, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: EPM Holdings, Inc.	Tax I.D. No.: 52-2134658	Date Filed: April 10, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: JMC Acquisition LLC	Tax I.D. No.: 52-2181660	Date Filed: April 10, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: NexPak Holdings LLC	Tax I.D. No.: 13-4068844	Date Filed: April 10, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

On the date hereof, each of the affiliated entities listed above (including the debtor in this Chapter 11 case) filed a voluntary petition for relief under Chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion will be filed with the Court requesting the chapter 11 cases of these entities be consolidated for procedural purposes and jointly administered.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:	)	Chapter 11
)	
NEXPAK CORPORATION, <i>et al.</i> , ¹	)	Case No. 09-____ (____)
)	
Debtors.	)	Joint Administration Pending

**CONSOLIDATED LIST OF CREDITORS HOLDING THE
THIRTY LARGEST UNSECURED CLAIMS AGAINST THE DEBTORS²**

The following is the consolidated list of creditors holding the thirty (30) largest unsecured claims against above-captioned debtors and debtors in possession (each a “Debtor” and collectively, the “Debtors”) (the “List of Creditors”). The List of Creditors reflects estimated amounts owed by the Debtors as of the Petition Date.

The List of Creditors has been prepared on a consolidated basis from the books and records of the Debtors as of April 9, 2009. The Debtors take no position at this time regarding whether any of the parties included in the List of Creditors are “insiders” of the Debtors, as that term is defined in the Bankruptcy Code, and the inclusion or exclusion of any party on the List of Creditors shall not constitute an admission by, nor shall it be binding on, the Debtors in any respect. The Debtors expressly reserve the right to, in their sole discretion, challenge the validity, priority and/or amount of any obligation reflected herein.

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Nexpak Corporation (2207); AEI Acquisition LLC (1655); Atlantic Precision Molding Co., LLC (4923); EPM Holdings, Inc. (4658); JMC Acquisition LLC (1660); and Nexpak Holdings LLC (8844). The Debtors’ corporate headquarters and the mailing address for each Debtor is 2444 Meadowbrook Parkway, Duluth, GA 30096.

² This list does not include the senior secured debt claims of holders of senior secured debt even though such claims are undersecured.

Name of creditor and complete mailing address, including zip code	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
Pam Capital Funding, L.P. c/o Highland Cap. Management, L.P. 13455 Noel Road, Suite 800 Dallas, TX 75240	Subordinated Secured Debt		\$17,833,908.48 ³
First Dominion 3 c/o Credit Suisse 11 Madison Avenue New York, NY 10010	Subordinated Secured Debt		\$3,490,829.79
Highland Legacy, Ltd. c/o Highland Cap. Management, L.P. 13455 Noel Road, Suite 800 Dallas, TX 75240	Subordinated Secured Debt		\$2,816,429.09
Morgan Stanley Prime Income Trust c/o Morgan Stanley 1585 Broadway New York, NY 10036	Subordinated Secured Debt		\$2,579,304.92
Deutsche Bank 60 Wall Street New York, NY 10005	Subordinated Secured Debt		\$2,406,655.84
First Dominion 1 c/o Credit Suisse 11 Madison Avenue New York, NY 10010	Subordinated Secured Debt		\$2,321,374.46
Chevron Phillips Chemical Co. P.O. Box 96001 Chicago, IL 60693	Materials Supplier		\$2,088,807.38
Ineos Olefins & Polymers 13536 Collections Center Drive Chicago, IL 60693	Materials Supplier		\$1,921,666.80
First Dominion 2 c/o Credit Suisse 11 Madison Avenue New York, NY 10010	Subordinated Secured Debt		\$1,547,582.79
Highland Crusaders Offshore Partners c/o Highland Cap. Management, L.P. 13455 Noel Road, Suite 800 Dallas, TX 75240	Subordinated Secured Debt		\$1,289,652.33
Cerberus Partners, LP c/o Cerberus Capital Management, L.P. 299 Park Avenue New York, NY 10171	Subordinated Secured Debt		\$1,165,822.45
Flagship 2001-1 c/o Deutsche Bank 60 Wall Street New York, NY 10005	Subordinated Secured Debt		\$844,928.78

³ The claim amounts listed for holders of Subordinated Secured Debt do not include interest.

Name of creditor and complete mailing address, including zip code	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
CSAM Funding II c/o Credit Suisse 11 Madison Avenue New York, NY 10010	Subordinated Secured Debt		\$703,511.07
W.P. Carey 50 Rockefeller Plaza New York, NY 10020	Landlord		\$491,000.00
Georgia Power Company 96 Annex Atlanta, GA 30396-0001	Utility		\$177,520.77
Total Petrochemicals USA P.O. Box 533348 Atlanta, GA 30353-3348	Materials Supplier		\$152,847.55
Hangzahn 1418 Moganshan Rd Hangzhou P.R. China 310015	Materials Supplier		\$113,270.00
CIGNA 5089 Collection Center Dr. Chicago, IL 60693-0050	Health Insurance Premium		\$99,206.56
Sensormatic Electronics 10405 Crosspoint Blvd. Indianapolis, IN 46256	Materials Provider		\$89,460.00
Unisource 850 N Arlington Heights Rd Itasca, IL 60143	Materials Supplier		\$34,373.18
Colormatrix 680 North Rocky River Drive Berea, OH 44017-1628	Materials Supplier		\$33,010.40
Incite Strategic, LLC 2810 W. Grace Avenue Mequon, WI 53092	Service Provider		\$30,120.50
American Electric Power P.O. Box 24002 Canton, OH 44701-4002	Service Provider		\$27,557.36
American Profol, Inc. 4333 C Street S.W. Cedar Rapids, IA 52404	Materials Supplier		\$27,552.95
Wayne Battle Lumber Co. 11761 Highway 1 Bypass Wadley, GA 30477	Materials Supplier		\$16,139.20
Randstad P.O. Box 277075 Atlanta, GA 30384-7075	Temporary Employees		\$15,570.63

Name of creditor and complete mailing address, including zip code	Nature of claim (trade debt, bank loan, government contract, etc.)	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim (if secured also state value of security)
SST Consumables Group 30 Chapin Road, Suite 1208 Pine Brook, NJ 07058	Materials Supplier		\$14,570.00
United Parcel Service PO Box 7247-0224 Philadelphia, PA 19170-0001	Delivery Service		\$14,476.14
USF Holland 750 East 40th Street Holland, MI 49423	Freight		\$14,133.72
NHMG Financial Services P.O. Box 3083 Cedar Rapids, IA 52406-3083	Equipment Lease		\$13,752.57
Morris Trucking Corp 3201 Erie Canal Road Terre Haute, IN 47802	Freight		\$13,055.93
Forum Financial Services 275 West Campbell Road Richardson, TX 75080	Equipment Lease		\$11,660.00
JIT Packaging, Inc. P.O. Box 218 Aurora, OH 44202	Service Provider		\$11,253.91
JMF Precision Welding, Inc. 2415 Harbins Spring Cove DACULA, GA 30019	Repair & Maintenance		\$10,950.00
CV Transport Inc. P.O. Box 905714 Charlotte, NC 28290	Freight		\$10,365.00
Groffre Investments 5211 Louisville Street, NE Louisville, OH 44641	Landlord		\$10,275.99
Orion Advanced Marketing 850 Remington Road Schaumburg, IL 60173	Sales Representative		\$10,154.52

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:	)	Chapter 11
)	
NEXPAK CORPORATION, <i>et al.</i> , ⁴	)	Case No. 09-____ (____)
)	
Debtors.	)	Joint Administration Pending

**DECLARATION REGARDING CREDITORS
HOLDING THE THIRTY LARGEST UNSECURED CLAIMS**

I, Kevin I. Dowd, am an authorized officer of Nexpak Corporation and each of the other Debtors and debtors in possession in these chapter 11 cases (collectively, the “Debtors”), and in such capacities am familiar with the financial affairs of each of the Debtors. I declare under penalty of perjury that I have read and reviewed the foregoing Consolidated List of Creditors Holding the Thirty (30) Largest Unsecured Claims Against the Debtors and that the information included therein is true and correct to the best of my knowledge, information and belief.

Dated: April 10, 2009

/s/ Kevin I. Dowd _____
Name: Kevin I. Dowd
Title: Chief Restructuring Office for
NexPak Corporation and its Affiliated
Debtors and Debtors in Possession

⁴ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number are: Nexpak Corporation (2207); AEI Acquisition LLC (1655); Atlantic Precision Molding Co., LLC (4923); EPM Holdings, Inc. (4658); JMC Acquisition LLC (1660); and Nexpak Holdings LLC (8844). The Debtors’ corporate headquarters and the mailing address for each Debtor is 2444 Meadowbrook Parkway, Duluth, GA 30096.

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

IN RE:	)	Chapter 11
)	
AEI ACQUISITION LLC,	)	Case No. 09-____ ()
)	
Debtors.	)	Joint Administration Pending

**LIST OF EQUITY SECURITY HOLDERS AND
CORPORATE OWNERSHIP STATEMENT**

In accordance with Rules 1007 and 7007.1 of the Federal Rules of Bankruptcy Procedure, the Debtor, AEI Acquisition LLC, submits the following information:

Equity Holder (Sole Member of AEI Acquisition LLC)	% Owned	Address
NexPak Holdings LLC	100%	NexPak Corporation 2444 Meadowbrook Parkway Duluth, GA 30096

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

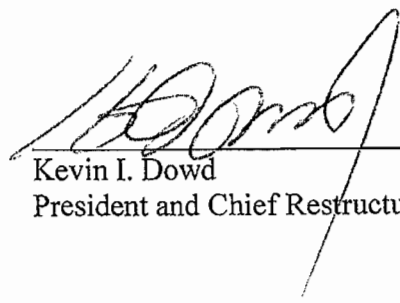
IN RE:	)	Chapter 11
)	
AEI ACQUISITION LLC,	)	Case No. 09-____ ()
)	
Debtors.	)	Joint Administration Pending

**DECLARATION REGARDING LIST OF EQUITY SECURITY HOLDERS
AND CORPORATE OWNERSHIP STATEMENT**

I, Kevin I. Dowd, as President and Chief Restructuring Officer of each of the debtors in these chapter 11 cases, declare under penalty of perjury that I reviewed the list and that it is true and correct as of April 10, 2009, to the best of my knowledge, information and belief.

Date: April 10, 2009

Signature:



Kevin I. Dowd
President and Chief Restructuring Officer

AEI ACQUISITION LLC

ACTION BY UNANIMOUS WRITTEN CONSENT OF THE BOARD OF MANAGERS IN LIEU OF MEETING

In accordance with Section 18-404(d) of the Delaware Limited Liability Company Act (the "**DLLCA**"), the undersigned, constituting the sole member of the Board of Managers (the "**Board**") of AEI Acquisition LLC, a Delaware limited liability company (the "**Company**"), duly elected in accordance with Section 10-101(10) of the DLLCA, hereby adopts the recitals and resolutions set forth on **Annex I** hereto effective as of the date this written consent has been executed by the undersigned.

A copy of this written consent that is signed and delivered by telecopy or other facsimile transmission shall constitute an original, executed written consent.

MANAGER: 

Dated: April 10, 2009

Kevin I. Dowd

Being the sole member of the Board of
Managers of AEI Acquisition LLC

AEI ACQUISITION LLC

**RESOLUTIONS ADOPTED BY UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF MANAGERS IN LIEU OF MEETING**

APPROVAL OF BANKRUPTCY FILING

WHEREAS, the Board has reviewed and considered the financial and operational condition of the Company and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and credit market conditions;

WHEREAS, the Company's indirect corporate parent, NexPak Corporation (the "**Parent**"), has made the decision to file a voluntary petition under Title 11 of the United States Code (the "**Bankruptcy Code**"); and

WHEREAS, the Board has had the opportunity, with the advice of the Parent, the Company's management and restructuring professionals, to fully consider the strategic alternatives available to the Company and the potential impact of such alternatives on the Company's business:

NOW, THEREFORE, BE IT RESOLVED that, in the good faith business judgment of the Board, after careful consideration of the lack of available alternatives, it is desirable, necessary and in the best interests of the Company and its creditors, as well as other applicable interested parties, including its members, employees and customers, that a voluntary petition (the "**Petition**") be filed by the Company under the provisions of the Bankruptcy Code; and it is further

RESOLVED, that the Company shall execute and file all petitions, schedules, lists and other paper or documents, and to take any and all action, that is reasonable, advisable, expedient, convenient, necessary or proper to obtain such relief under the Bankruptcy Code; and it is further

RESOLVED, that Kevin I. Dowd, the sole manager of the Company (the "**Designated Officer**"), be, and hereby is, acting alone, authorized, directed and empowered, on behalf of and in the name of the Company, (i) to execute and verify the Petition as well as all other ancillary documents and to cause the Petition to be filed with the United States Bankruptcy Court for the District of Delaware and to make or cause to be made prior to the execution thereof any modifications to the Petition or ancillary documents, and (ii) to execute, verify and file or cause to be filed all petitions, schedules, lists, motions, applications and other papers or documents necessary or desirable in connection with the foregoing; and it is further

RESOLVED, that the law firm of Sullivan Hazeltine Allinson LLC ("**SHA-LLC**") be, and hereby is, authorized and empowered to represent the Company as its general bankruptcy counsel, and to represent and assist the Company in carrying out its duties under Title 11 of the United States Code, and, at the direction of the Designated Officer, to take any and all actions to advance the Company's rights, including the preparation of pleadings and filings in the bankruptcy case commenced by the Company; and in connection therewith, the Designated Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of SHA-LLC; and it is further

RESOLVED, that Andrews Kurth LLP ("**Andrews Kurth**"), be, and hereby is, authorized and empowered to serve as general corporate counsel to the Company with regard to the bankruptcy case commenced by the Company; and in connection therewith, the Designated Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain services of Andrews Kurth; and it is further

RESOLVED, that Delaware Claims Agency ("**DCA**") be, and hereby is, authorized and empowered to serve as the notice, claims, solicitation and balloting agent in connection with the bankruptcy case commenced by the Company; and in connection therewith, the Designated Office is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the bankruptcy case, and to cause to be filed an appropriate application for authority to retain the services of DCA; and it is further

RESOLVED, that the Designated Officer be, and hereby is, authorized and directed to employ any other individual and/or firm as professionals or consultants or financial advisors to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under Title 11 of the Bankruptcy Code, and in connection therewith, the Designated Officer is hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, if required, prior to and immediately upon the filing of the bankruptcy case, and to cause be filed an appropriate application for authority to retain the services of such firms; and it is further

RESOLVED, that the Designated Officer be, and hereby is, authorized and empowered to obtain the use of cash collateral according to the terms negotiated, or to be negotiated, by the Designated Officer, including under any agreement relating to the use of cash collateral; and to enter into any guarantees and to pledge and grant liens of its assets as may be contemplated by or required under the terms of such cash collateral agreements; and in connection therewith, the Designated Officer is hereby authorized and directed to execute appropriate cash collateral agreements and related ancillary documents; and it is further

RESOLVED, that the Designated Officer be, and hereby is, authorized, directed and empowered from time to time in the name and on behalf of the Company, to (a) take such further actions and execute and deliver such certificates, instruments, guaranties, notices and documents as may be required or as the Designated Officer may deem necessary and (b) perform the obligations of the Company under the Bankruptcy Code, with all such actions to be performed in such manner, and all such certificated, instruments, guaranties, notices and documents to be executed and delivered in such form, as the Designated Officer shall approve, and the performance or execution thereof by such Designated Officer shall be conclusive evidence of the approval thereof by the Designated Officer and by the Company; and it is further

RESOLVED, that all of the acts and transactions relating to matters contemplated by the foregoing resolutions previously performed by the Designated Officer, the Company's management, the Company's professionals, and/or the Board, in the name and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such actions were taken prior to the executions of these resolutions, are hereby in all respects confirmed, approved and ratified.

* * * * *

Open New Voluntary Bankruptcy Case**U.S. Bankruptcy Court****District of Delaware**Notice of Bankruptcy Case Filing

The following transaction was received from William A. Hazeltine entered on 4/10/2009 at 1:40 PM EDT and filed on 4/10/2009

Case Name: AEI Acquisition LLC**Case Number:** 09-11245**Document Number:** 1**Docket Text:**

Chapter 11 Voluntary Petition . Fee Amount \$1039. Filed by AEI Acquisition LLC. (Hazeltine, William)

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

Document description:Main Document**Original filename:**\\Sha-svr\shared\Shared-Files\I Scans for filings\NexPak\1st Day\Voluntary Petition - AEI.pdf**Electronic document Stamp:**

[STAMP bkecfStamp_ID=983460418 [Date=4/10/2009] [FileNumber=7132232-0]
[85d11301da8c47bee4f3f23387902f7c3ddf084a8e0ec38cda2e16f45726b9b6504b
cb0156a2653c6cd5f169be4aebdab9d9dc9c637fd15869e813bdc2ecd214]]

09-11245 Notice will be electronically mailed to:

William A. Hazeltine on behalf of Debtor AEI Acquisition LLC
Bankruptcy001@sha-llc.com

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

09-11245 Notice will not be electronically mailed to: