B 1 (Official Form 1) (1/08)

**United States Bankruptcy Court**
**Southern District of New York**

**Voluntary Petition**

| Name of Debtor (if individual, enter Last, First, Middle): | Name of Joint Debtor (Spouse) (Last, First, Middle): |
|---|---|
| Almatis Asset Holdings LLC | |
| 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): 27-0646393 | 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): 4701 Alcoa Road Bauxite Arkansas ZIP CODE 72011 | Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE |
| County of Residence or of the Principal Place of Business: Saline | County of Residence or of the Principal Place of Business: |
| Mailing Address of Debtor (if different from street address): ZIP CODE | Mailing Address of Joint Debtor (if different from street address): ZIP CODE |

Location of Principal Assets of Business Debtor (if different from street address above): ZIP CODE

**Type of Debtor** (Form of Organization) (Check **one** box.)

- ☐ Individual (includes Joint Debtors) *See Exhibit D on page 2 of this form*
- ☒ Corporation (includes LLC and LLP)
- ☐ Partnership
- ☐ Other (If debtor is not one of the above entities, check this box and state type of entity below.)

**Nature of Business** (Check **one** box.)

- ☐ Health Care Business
- ☐ Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)
- ☐ Railroad
- ☐ Stockbroker
- ☐ Commodity Broker
- ☐ Clearing Bank
- ☒ Other

**Tax-Exempt Entity** (Check box, if applicable.)

- ☐ Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).

**Chapter of Bankruptcy Code Under Which the Petition is Filed** (Check **one** box.)

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11
- ☐ Chapter 12
- ☐ Chapter 13
- ☐ Chapter 15 Petition for Recognition of a Foreign Main Proceeding
- ☐ Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

**Nature of Debts** (Check one box.)

- ☐ Debts are primarily consumer, debts defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or house-hold purpose."
- ☒ Debts are primarily business debts

**Filing Fee** (Check one box.)

- ☒ Full Filing Fee attached.
- ☐ 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.
- ☐ 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:**

- ☐ Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
- ☒ Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).

**Check if:**

- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than $ 2,190,000.

**Check all applicable boxes:**

- ☒ 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).

**Statistical/Administrative Information**

- ☒ Debtor estimates that funds will be available for distribution to unsecured creditors.
- ☐ Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

**THIS SPACE IS FOR COURT USE ONLY**

Estimated Number of Creditors

| ☐ 1-49 | ☐ 50-99 | ☐ 100-199 | ☐ 200-999 | ☒ 1,000-5,000 | ☐ 5,001-10,000 | ☐ 10,001-25,000 | ☐ 25,001-50,000 | ☐ 50,001-100,000 | ☐ Over 100,000 |
|---|---|---|---|---|---|---|---|---|---|

Estimated Assets

| ☐ $0 to $50,000 | ☐ $10,001 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

| ☐ $0 to $50,000 | ☐ $10,001 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 |
|---|---|---|---|---|---|---|---|---|---|

| **Voluntary Petition** *(This page must be completed and filed in every case.)* | Name of Debtor(s): Almatis Asset Holdings LLC | |
|---|---|---|
| **All Prior Bankruptcy Cases Filed Within Last 8 Years** (If more than two, attach additional sheet.) | | |
| Location Where Filed: None | Case Number: | Date Filed: |
| 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: Please see attached Schedule 1 | Case Number: TBD | Date Filed: April 30, 2010 |
| District: Southern District of New York | Relationship: Affiliates | Judge: TBD |

**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(1)).

| **Voluntary Petition** *(This page must be completed and filed in every case.)* | Name of Debtor(s): Almatis Asset Holdings 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 */s/ Michael A. Rosenthal*
Signature of Attorney for Debtor(s)

Michael A. Rosenthal
Printed Name of Attorney for Debtor(s)

Gibson, Dunn & Crutcher LLP
Firm Name

Address
200 Park Avenue
New York, NY 10166-0193

(212) 351-3889
Telephone Number

April 30, 2010
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 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 */s/ Remco de Jong*
Signature of Authorized Individual

Remco de Jong
Printed Name of Authorized Individual

Chief Executive Officer
Title of Authorized Individual

April 30, 2010
Date

**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.*

# SCHEDULE 1

## Pending Bankruptcy Cases Filed
## By the Debtor and Affiliates of the Debtor

The following affiliated debtors contemporaneously have filed chapter 11 petitions in the United States Bankruptcy Court for the Southern District of New York:

**Affiliated Debtors:**

1. Almatis B.V.
2. DIC Almatis Holdco B.V.
3. DIC Almatis Midco B.V.
4. DIC Almatis Bidco B.V.
5. Almatis Holdings 3 B.V.
6. Almatis Holdings 9 B.V.
7. Blitz F07-neunhundert-sechzig-drei GmbH
8. Almatis Holdings GmbH
9. Almatis GmbH
10. Almatis Holdings 7 B.V.
11. Almatis US Holding, Inc.
12. Almatis, Inc.
13. Almatis Asset Holdings LLC

**UNITED STATES BANKRUPTCY COURT**
**SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|---|
| **IN RE:** | : | **Chapter 11** |
| **ALMATIS B.V., *et al.*,** | : | **Case No. _____** |
| **Debtors.** | : | **Joint Administration Requested** |

## CONSOLIDATED LIST OF CREDITORS HOLDING THE 50 LARGEST UNSECURED CLAIMS

The above-captioned debtors (collectively, the "***Debtors***") each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, 11 U.S.C. §§ 101-1532. The following is the consolidated list of the Debtors' creditors holding the 50 largest unsecured claims (the "***Consolidated List***") based on the Debtors' books and records as of approximately April 28, 2010. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure and Rule 1007-2(4) of the Local Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 50 largest unsecured claims on a consolidated basis. None of these creditors are minor children. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors' right to contest the validity, priority or amount of any claim.

| | (1)<br>Name of creditor and complete mailing address, including zip code | (2)<br>Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3)<br>Nature of claim (trade debt, bank loan, government contracts, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5)<br>Amount of claim |
|---|---|---|---|---|---|
| 1. | **Wilmington Trust (London) Limited**<br>6 Broad Street Place<br>Fifth Floor<br>London EC2M 7JH<br>United Kingdom | **Wilmington Trust (London) Limited**<br>6 Broad Street Place<br>Fifth Floor<br>London EC2M 7JH<br>United Kingdom<br>Ph. +44 (0) 20 7614 1111<br>Fax +44 (0) 20 7614 1122 | Almatis B.V. and Almatis Holdings 9 B.V. mezzanine indebtedness under Mezzanine Credit Facility | | $203,600,000.00 |
| 2. | **Wilmington Trust (London) Limited**<br>6 Broad Street Place<br>Fifth Floor<br>London EC2M 7JH<br>United Kingdom | **Wilmington Trust (London) Limited**<br>6 Broad Street Place<br>Fifth Floor<br>London EC2M 7JH<br>United Kingdom<br>Ph. +44 (0) 20 7614 1111<br>Fax +44 (0) 20 7614 1122 | DIC Almatis Bidco B.V. junior mezzanine indebtedness under Junior Mezzanine Credit Facility | | $81,200,000.00 |
| 3. | **UBS Limited**<br>1 Finsbury Avenue<br>London, EC2M 2PP<br>United Kingdom | **UBS Limited**<br>1 Finsbury Avenue<br>London, EC2M 2PP<br>United Kingdom<br>Graham.vance@ubs.com<br>Andrew.Santacroce@ubs.com | Almatis B.V., Almatis US Holding, Inc., Almatis Holding GmbH Second Lien subfacility indebtedness under Senior Credit Facility | | $79,700,000.00 |
| 4. | **MVV Energiedienstleistungen GmbH**<br>Giulinistr. 2<br>Ludwigshafen 67065<br>Germany | **MVV Energiedienstleistungen GmbH**<br>Giulinistr. 2<br>Ludwigshafen 67065<br>Germany<br>Ph. 0621 5709701<br>Fax 0621 5709-711 | Trade | | $1,253,776.96 |
| 5. | **RWE Gas Verkoopmaatschappij NV**<br>Diamantlaan 15<br>Hoofddorp 2132 WV<br>Netherlands | **RWE Gas Verkoopmaatschappij NV**<br>Diamantlaan 15<br>Hoofddorp 2132 WV<br>Netherlands<br>Ph. +31 23 5691350<br>Fax +31 23 5691315<br>Frans.dewit@rwe.nl | Trade | | $1,097,511.78 |

| | (1)<br>Name of creditor and complete mailing address, including zip code | (2)<br>Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3)<br>Nature of claim (trade debt, bank loan, government contracts, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5)<br>Amount of claim |
|---|---|---|---|---|---|
| 6. | **Delta N.V.**<br>Poelendaelesingel 10<br>Middelburg 4335 JA<br>Netherlands | **Delta N.V.**<br>Poelendaelesingel 10<br>Middelburg 4335 JA<br>Netherlands<br>Ph. +31 118 883883<br>Fax +31 118 882994<br>tknaapen@delta.nl | Trade | | $729,386.78 |
| 7. | **BASF Construction Polymers GmbH**<br>Dr.-Albert-Frank-Strasse 32<br>Trotsberg 83308<br>Germany | **BASF Construction Polymers GmbH**<br>Dr.-Albert-Frank-Strasse 32<br>Trotsberg 83308<br>Germany<br>Ph. 08621 86-2248<br>Anja.Christina.Hinz@basf.com | Trade | | $712,014.18 |
| 8. | **BIS Maintenance Südwest GmbH**<br>An der Bundestrasse 3<br>Leimen 69181<br>Germany | **BIS Maintenance Südwest GmbH**<br>An der Bundestrasse 3<br>Leimen 69181<br>Germany<br>Ph. 06224/701-701<br>Fax 06224/701-700 | Trade | | $623,690.97 |
| 9. | **Helmut Kreutz GmbH**<br>Helmut Kreutz Strasse<br>Haiger-Langenaubach 35708<br>Germany | **Helmut Kreutz GmbH**<br>Helmut Kreutz Strasse<br>Haiger-Langenaubach 35708<br>Germany<br>Ph. 02773/94410<br>Fax: 02773/944160 | Trade | | $616,574.91 |
| 10. | **SD Lehnkering Logistics BV**<br>Zweth 24<br>Barendrecht 2991 LH<br>Netherlands | **SD Lehnkering Logistics BV**<br>Zweth 24<br>Barendrecht 2991 LH<br>Netherlands<br>Ph. 0180698-500<br>martin.vanderhoeven@lehnkering.nl | Trade | | $458,431.77 |
| 11. | **SD UPS Supply Chain Solutions Inc**<br>314B Moon Clinton Rd<br>Moon Township,<br>Pennsylvania 15108<br>USA | **SD UPS Supply Chain Solutions Inc**<br>314B Moon Clinton Rd<br>Moon Township, Pennsylvania 15108<br>USA<br>Ph. 412-631-1615<br>Ckrivoniak@UPS.com | Trade | | $421,308.35 |

| | (1) Name of creditor and complete mailing address, including zip code | (2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim |
|---|---|---|---|---|---|
| 12. | **SD Bauxite & Northern Railway Co.**<br>6232 Cyanamid Road<br>Bauxite, Arkansas 72011<br>USA | **SD Bauxite & Northern Railway Co.**<br>6232 Cyanamid Road<br>Bauxite, Arkansas 72011<br>USA<br>Ph. 501-776-4619<br>heather.gregoire@railamerica.com | Trade | | $421,257.46 |
| 13. | **SD Wincanton GmbH**<br>Rheinkaistrasse 2<br>Mannheim 68159<br>Germany | **SD Wincanton GmbH**<br>Rheinkaistrasse 2<br>Mannheim 68159<br>Germany<br>Ph. 0621 8048-0<br>petra.munderloh-kristofory@wincanton.eu | Trade | | $418,615.68 |
| 14. | **Coral Energy Resources, L.P.**<br>909 Fannin, Plaza Level 1<br>Houston, Texas 77010<br>USA | **Coral Energy Resources, L.P.**<br>909 Fannin, Plaza Level 1<br>Houston, Texas 77010<br>Ph. 1-713-230-7597<br>Randy.ward@shell.com | Trade | | $400,000.00 |
| 15. | **Estron B.V.**<br>Postbus 45<br>Spijkenisse 3200 AA<br>Netherlands | **Estron B.V.**<br>Postbus 45<br>Spijkenisse 3200 AA<br>Netherlands<br>Ph. 010 296 1616<br>Yvette@estron.nl | Trade | | $374,335.94 |
| 16. | **UPS Supply Chain Solutions Inc**<br>636 Sandy Lake Road<br>Coppell, Texas 75019<br>USA | **UPS Supply Chain Solutions Inc**<br>636 Sandy Lake Road<br>Coppell, Texas 75019<br>USA<br>Ph. 412-631-1615<br>Fax: 412-262-4544 | Trade | | $365,142.89 |
| 17. | **SD Wedig Int Spedition**<br>Beindersheimer Str 102<br>Frankenthal 67227<br>Germany | **SD Wedig Int Spedition**<br>Beindersheimer Str 102<br>Frankenthal 67227<br>Germany<br>Ph. 6233 37 670<br>m.glaab@wedig.eu | Trade | | $327,395.79 |

| | (1) Name of creditor and complete mailing address, including zip code | (2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim |
|---|---|---|---|---|---|
| 18. | **Entergy Corp.**<br>446 North Blvd.<br>Baton Rouge, Louisiana<br>70891-8101<br>USA | **Entergy Corp.**<br>446 North Blvd.<br>Baton Rouge, Louisiana<br>70891<br>USA<br>Ph. 800-766-1648<br>dhester@entergy.com | Trade | | $325,000.00 |
| 19. | **Aloysius Krenzer KG**<br>Wasserkuppenstr 1<br>36163 Poppenhausen-Abtsroda<br>Germany | **Aloysius Krenzer KG**<br>Wasserkuppenstr 1<br>36163 Poppenhausen-Abtsroda<br>Germany<br>Ph. 06658 961610<br>Fax 06658 961630<br>kontakt@krenzer-paletten.de | Trade | | $301,662.90 |
| 20. | **Carrieres Fours Chaux Dumont – Wautie**<br>Parc Des Collines 50<br>Wavre 1300<br>Belgium | **Carrieres Fours Chaux Dumont – Wautie**<br>Parc Des Collines 50<br>Wavre 1300<br>Belgium<br>Ph. +32 10230711<br>Fax +32 10230950<br>Marco.Kluivers@lhoist.com | Trade | | $296,357.49 |
| 21. | **H.J. Schmidt Mineraltechnik Gmbh**<br>Engerser Landstr. 60<br>Bendorf<br>Germany | **H.J. Schmidt Mineraltechnik Gmbh**<br>Engerser Landstr. 60<br>Bendorf<br>Germany<br>Ph. 02622/9274-0<br>Fax 02622/927450 | Trade | | $266,452.99 |
| 22. | **Geidel Kraftverkehr GmbH**<br>Wetzlarer Winkel 11<br>Mannheim 68262<br>Germany | **Geidel Kraftverkehr GmbH**<br>Wetzlarer Winkel 11<br>Mannheim 68262<br>Germany<br>Ph. 0621 5707286<br>uwe.geidel@freenet.de | Trade | | $248,346.10 |

| (1) Name of creditor and complete mailing address, including zip code | | (2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim |
|---|---|---|---|---|---|
| 23. | **Mondi Packaging Trebsen GmbH**<br>Erich Hausmann Strasse 1<br>Trebsen 4687<br>Germany | **Mondi Packaging Trebsen GmbH**<br>Erich Hausmann Strasse 1<br>Trebsen 4687<br>Germany<br>Ph. 034383 91-100<br>Fax 03438391-114<br>bags.germany@mondigroup.com | Trade | | $239,038.10 |
| 24. | **Trimet Schweiz AG**<br>Gotthardstr. 20<br>Zug 6300<br>Switzerland | **Trimet Schweiz AG**<br>Gotthardstr. 20 6300<br>Zug<br>Switzerland<br>Fax: +417286041 | Trade | | $220,592.85 |
| 25. | **Exim Handelsonderneming Rotterdam B**<br>Cairostraat 50<br>Rotterdam 3047 BC<br>Netherlands | **Exim Handelsonderneming Rotterdam B**<br>Cairostraat 50<br>Rotterdam 3047 BC<br>Netherlands<br>Ph. 104623511<br>Thom.vanZeeland@<br>zakkencentrale.nl | Trade | | $204,162.04 |
| 26. | **Blok –Feedstock**<br>Carrouselweg 4<br>Hellevoetsluis 3225 LN<br>Netherlands | **Blok –Feedstock**<br>Carrouselweg 4<br>Hellevoetsluis 3225 LN<br>Netherlands<br>Ph. +31 181 316000<br>Fax +31 181 313333<br>rien@bloktransport.nl | Trade | | $201,843.55 |
| 27. | **P. van der Wegen Gears BV**<br>Lovense Kanaaldijk 113<br>Tilburg 5013 BJ<br>Netherlands | **P. van der Wegen Gears BV**<br>Lovense Kanaaldijk 113<br>Tilburg 5013 BJ<br>Netherlands<br>Ph. +31 5362000<br>Fax +31 5433122 | Trade | | $169,835.40 |
| 28. | **RHI AG**<br>Magnesitstrasse 2<br>Leoben 8700<br>Austria | **RHI AG**<br>Magnesitstrasse 2<br>Leoben 8700<br>Austria<br>Fax: 0502135288<br>ilse.kolesnig@rhi-ag.com | Trade | | $162,626.83 |

| (1) Name of creditor and complete mailing address, including zip code | | (2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim |
|---|---|---|---|---|---|
| 29. | **Freudenberg IT-Information Service KG**<br>Höhnerweg 2-4<br>Weinheim 69469<br>Germany | **Freudenberg IT-Information Service KG**<br>Höhnerweg 2-4<br>Weinheim 69469<br>Germany<br>Ph. 06201 808095<br>fitlogistik-vu@freudenberg-it.com | Trade | | $153,471.89 |
| 30. | **Exim Handelsonderneming Rotterdam B**<br>Cairostraat 50<br>Rotterdam 3047 BC<br>Netherlands | **Exim Handelsonderneming Rotterdam B**<br>Cairostraat 50<br>Rotterdam 3047 BC<br>Netherlands<br>Ph. 104623511<br>Thom.vanZeeland@<br>zakkencentrale.nl | Trade | | $143,650.32 |
| 31. | **PKF B.V.**<br>Sluisendijk 8<br>Heinenoord 3274 BM<br>Netherlands | **PKF B.V.**<br>Sluisendijk 8<br>Heinenoord 3274 BM<br>Netherlands<br>Ph. +31 186 608999<br>Fax +31 186 608988<br>ron.dehoog@pkfpallets.nl | Trade | | $142,240.30 |
| 32. | **Mondi Packaging**<br>Fort Willemweg 1<br>Maastricht 6219 PA<br>Netherlands | **Mondi Packaging**<br>Fort Willemweg 1<br>Maastricht 6219 PA<br>Netherlands<br>Ph. +31 43 3299299<br>Fax +31 43 3253496<br>paul.janssen@mondigroup.com | Trade | | $140,330.54 |
| 33. | **American Express TMS**<br>P.O. Box 360001<br>Fort Lauderdale, FL<br>USA | **American Express TMS**<br>P.O. Box 360001<br>Fort Lauderdale, FL<br>USA<br>Ph. 800-528-2122<br>Jerrod.v.hebenstreit@aexp.com | Trade | | $140,000.00 |
| 34. | **Rhenus Logistics**<br>Pg de Porceyo 1-13<br>Gijon 33392<br>Spain | **Rhenus Logistics**<br>Pg de Porceyo 1-13<br>Gijon 33392<br>Spain<br>Ph. 985307451<br>mariasoledad.urrea@es.rhenus.co<br>m | Trade | | $139,456.55 |

| (1) Name of creditor and complete mailing address, including zip code | | (2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim |
|---|---|---|---|---|---|
| 35. | **European Bulk Services BV**<br>Elbeweg 117<br>Rotterdam 3180 AE<br>Netherlands | **European Bulk Services BV**<br>Elbeweg 117<br>Rotterdam 3180 AE<br>Netherlands<br>Ph. +31 181 262988<br>Fax +31 181 258144<br>p.van.poelgeest@ebsbulk.nl | Trade | | $121,559.10 |
| 36. | **SD Wedig Int Spedition**<br>Beindersheimer Str 102<br>Frankenthal 67227<br>Germany | **SD Wedig Int Spedition**<br>Beindersheimer Str 102<br>Frankenthal 67227<br>Germany<br>Ph. 6233 37 670<br>m.glaab@wedig.eu | Trade | | $119,843.85 |
| 37. | **Dadco Alumina & Chemicals Ltd**<br>Hamilton House<br>Guemsey GY1 1WA<br>United Kingdom | **Dadco Alumina & Chemicals Ltd**<br>Hamilton House<br>Guemsey GY1 1WA<br>United Kingdom<br>Ph. 1481740605<br>Sarah.Girard@dadcoalumina.com | Trade | | $116,608.51 |
| 38. | **NV Gouda Vuurvast**<br>Goudkade 16<br>Gouda 2802 AA<br>Netherlands | **NV Gouda Vuurvast**<br>Goudkade 16<br>Gouda 2802 AA<br>Netherlands<br>Fax: 0182584098<br>info@goudaservices.com | Trade | | $100,358.39 |
| 39. | **CCC Construction Co. Inc.**<br>3828 Salem Road<br>Benton, Arkansas<br>USA | **CCC Construction Co. Inc.**<br>3828 Salem Road<br>Benton, Arkansas<br>USA<br>Ph. (501) 316-0915<br>Fax (501) 316-1517 | Trade | | $99,157.98 |
| 40. | **Reikon Aandrijftechniek BV**<br>Edison Straat 5<br>Gouda 2809 PC<br>Netherlands | **Reikon Aandrijftechniek BV**<br>Edison Straat 5<br>Gouda 2809 PC<br>Netherlands<br>Fax: 0182518233 | Trade | | $98,742.05 |
| 41. | **SD SAE**<br>Via Brennero 45<br>Trento 38100<br>Italy | **SD SAE**<br>Via Brennero 45<br>Trento 38100<br>Italy<br>log.mannheim@saeit.com | Trade | | $90,499.83 |

| | (1) Name of creditor and complete mailing address, including zip code | (2) Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3) Nature of claim (trade debt, bank loan, government contracts, etc.) | (4) Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5) Amount of claim |
|---|---|---|---|---|---|
| 42. | **Duquesne Light Co.**<br>P.O. Box 10<br>Pittsburgh, PA 15230-0010 | **Duquesne Light Co.**<br>P.O. Box 10<br>Pittsburgh, PA 15230-0010<br>Ph. 412-393-2343<br>Fax: 412-393-2314<br>paymentprocessing@duqlight.com | Trade | | $90,000.00 |
| 43. | **Foison Packaging, Inc.**<br>5060 W. Royal Atlanta Dr.<br>Suite 32<br>Tucker, Georgia 30084 | **Foison Packaging, Inc.**<br>5060 W. Royal Atlanta Dr.<br>Suite 32<br>Tucker, Georgia 30084<br>Fax: 770-939-2493<br>GRACE@FOISONINC.COM | Trade | | $88,340.48 |
| 44. | **Fercam S. p. A.**<br>Via Marie Curie 2<br>Bolzano 39100<br>Italy | **Fercam S. p. A.**<br>Via Marie Curie 2<br>Bolzano 39100<br>Italy<br>Ph. 0471 530 229<br>Fax: 0471 530 503<br>andreas.steiner@fercam.com | Trade | | $85,306.40 |
| 45. | **Little Rock Sheet Metal Co.**<br>625 W. Dixon Road<br>Little Rock, Arkansas 72206 | **Little Rock Sheet Metal Co.**<br>625 W. Dixon Road<br>Little Rock, Arkansas 72206<br>Fax: 501-490-0788<br>lrsm@lrsheetmetal.com | Trade | | $85,168.12 |
| 46. | **SD Ewals Cargo Care B.V.**<br>#<br>0 Tegelen<br>Netherlands | **SD Ewals Cargo Care B.V.**<br>#<br>0 Tegelen<br>Netherlands<br>Ph. 0031773202202<br>frank.van.den.brandt@nl.ewals.com | Trade | | $83,609.47 |
| 47. | **Ludwig Gmbh**<br>Mauerbergstr. 38<br>Baden-Baden 76534<br>Germany | **Ludwig Gmbh**<br>Mauerbergstr. 38<br>Baden-Baden 76534<br>Germany<br>Fax: 07223 961660<br>kontakt@ludwig-paletten.de | Trade | | $80,492.69 |
| 48. | **Applied Industrial Technologies**<br>22510 Network Place<br>Chicago, IL 60673-1225<br>USA | **Applied Industrial Technologies**<br>22510 Network Place<br>Chicago, IL 60673-1225<br>USA<br>Fax: 501-955-9505 | Trade | | $80,444.07 |

| | (1)<br>Name of creditor and complete mailing address, including zip code | (2)<br>Name, telephone number, fax numbers and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted | (3)<br>Nature of claim (trade debt, bank loan, government contracts, etc.) | (4)<br>Indicate if claim is contingent, unliquidated, disputed or subject to set off | (5)<br>Amount of claim |
|---|---|---|---|---|---|
| 49. | **Surface Chemists of Florida, Inc.**<br>1303 Park Lane South<br>Jupiter, FL 33458<br>USA | **Surface Chemists of Florida, Inc.**<br>1303 Park Lane South<br>Jupiter, FL 33458<br>USA<br>Fax: 561-745-8737<br>colleen@surfacechemists.com | Trade | | $77,962.50 |
| 50. | **Gericke**<br>Zuiderinslag 18<br>Hoevelaken 3870 CA<br>Netherlands | **Gericke**<br>Zuiderinslag 18<br>Hoevelaken 3870 CA<br>Netherlands<br>Fax +31 (0) 332542600 | Trade | | $77,232.65 |

**DECLARATION UNDER PENALTY OF PERJURY**

Pursuant to 28 U.S.C. § 1746, I, Remco de Jong, the duly authorized signatory of Almatis Asset Holdings LLC, declare under penalty of perjury that I have read the forgoing Consolidated List of Creditors Holding the 50 Largest Unsecured Claims and that it is true and correct to the best of my information and belief.

Dated: New York, New York
April 30, 2010

/s/ Remco de Jong
By: Remco de Jong
Title: Chief Executive Officer

**UNITED STATES BANKRUPTCY COURT**
**SOUTHERN DISTRICT OF NEW YORK**

| | | |
|---|---|---|
| **IN RE:** | : | **Chapter 11** |
| **ALMATIS B.V., *et al.*,** | : | **Case No. _____** |
| **Debtors.** | : | **Joint Administration Requested** |

## CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and Local Rule of Bankruptcy Procedure 1007-3, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

| Shareholder | Address of Shareholder | Approximate Percentage of Shares Held |
|---|---|---|
| Almatis, Inc. | 501 West Park Road<br>Leetsdale, PA 15056 | 100% |

## DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, Remco de Jong, the duly authorized signatory of Almatis Asset Holdings LLC, declare under penalty of perjury that I have read the forgoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: New York, New York
April 30, 2010

/s/ Remco de Jong
By: Remco de Jong
Title: Chief Executive Officer

ALMATIS ASSET HOLDINGS LLC
a Delaware limited liability company

WRITTEN CONSENT OF MANAGER
IN LIEU OF A SPECIAL MEETING

The undersigned, being the sole Manager (the "Manager") of Almatis Asset Holdings LLC, a Delaware limited liability company (the "Company"), in lieu of holding a special meeting of the Manager of the Company, hereby takes the following actions and adopts the following resolutions by written consent in accordance with Section 18-404(d) of the Delaware Limited Liability Company Act, as amended, and the Limited Liability Company Agreement of the Company:

WHEREAS, the Manager reviewed and considered the materials presented by the management and the financial and legal advisors of the Company regarding the liabilities, liquidity, and valuation of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's businesses;

WHEREAS, the Manager has had the opportunity to consult with the management and the financial and legal advisors to the Company and fully consider each of the strategic alternatives available to the Company, including the high yield refinancing proposal presented to the Company by DIC to date;

WHEREAS, the Manager has previously authorized the commencement of the solicitation process with respect to the Joint Prepackaged Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code (the "Plan"); and

WHEREAS, the Manager has considered the votes accepting the Plan received as of the date hereof, and the advantages and disadvantages of allowing the solicitation process to continue without the immediate filing by the Company of a chapter 11 case, including but not limited to the potential consequences under the Plan Support Agreement of the Company failing to file a chapter 11 case for the Company on or before April 15, 2010;

**VOLUNTARY PETITION UNDER THE PROVISIONS OF CHAPTER 11 OF TITLE 11 OF THE UNITED STATES CODE**

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of the Manager, it is desirable and in the best interests of the Company, its creditors, and other parties in interest, that the Company file or cause to be filed, as soon as practicable, a voluntary petition for relief (the "Chapter 11 Case") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code");

RESOLVED FURTHER, that the officers of the Company (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of the Company all petitions, schedules, lists, and other motions, papers, or documents and any amendments thereto in connection with the Chapter 11 Case under the Bankruptcy Code, 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;

**RETENTION OF PROFESSIONALS**

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Gibson, Dunn & Crutcher LLP as bankruptcy counsel to represent and assist the Company in carrying out its 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 Officers, 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 Gibson, Dunn & Crutcher LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Linklaters LLP as special English and German counsel to represent and assist the Company; and in connection therewith, the Authorized Officers, 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 Linklaters LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of De Brauw Blackstone Westbroek N.V. as Dutch counsel to represent and assist the Company; and in connection therewith, the Authorized Officers, 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 De Brauw Blackstone Westbroek N.V.;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Schultze & Braun GmbH Rechtsanwaltsgesellschaft as counsel to advise management with respect to issues arising under German law; and in connection therewith, the Authorized Officers, 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 Schultze & Braun GmbH Rechtsanwaltsgesellschaft;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Close Brothers Corporate Finance Limited as investment banker and financial advisor to represent and assist the Company in carrying out its 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 Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay

appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Close Brothers Corporate Finance Limited;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Moelis & Company as investment banker and financial advisor to represent and assist the Company in carrying out its 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 Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Moelis & Company;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice, claims, solicitation, balloting, and tabulation agent to represent and assist the Company in carrying out its 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 Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq Bankruptcy Solutions, LLC;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of PricewaterhouseCoopers as auditor to represent and assist the Company in carrying out its 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 Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of PricewaterhouseCoopers;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Ernst & Young as tax advisor to represent and assist the Company in carrying out its 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 Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Ernst & Young;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Talbot Hughes McKillop LLP to provide advisory services to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Talbot Hughes McKillop LLP;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, 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 any other professionals as necessary;

**CASH COLLATERAL AGREEMENT**

RESOLVED FURTHER, that in connection with the commencement of the chapter 11 case by the Company, any Authorized Officer be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver agreements for the use of cash collateral in connection with the Chapter 11 Case, which agreement(s) may require the Company to grant liens and pay interest to the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument, or document, to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as any Authorized Officer approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

**DIP FINANCING**

RESOLVED FURTHER, that the Authorized Officers of the Company shall be, 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 negotiate, execute and deliver (i) a debtor in possession loan facility (the "DIP Credit Facility"), on the terms the Authorized Officers may deem necessary or appropriate for the consummation of the transactions contemplated thereby, and (ii) in connection with the DIP Credit Facility, such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the execution and delivery of the DIP Credit Facility.

RESOLVED FURTHER, that the proceeds of the DIP Credit Facility shall be used (i) to satisfy the obligations of the Company, (ii) to pay for fees and expenses associated with the DIP Credit Facility, (iii) to continue the conduct of the affairs of the Company during the Chapter 11 Case, and (iv) for general corporate purposes;

**GENERAL**

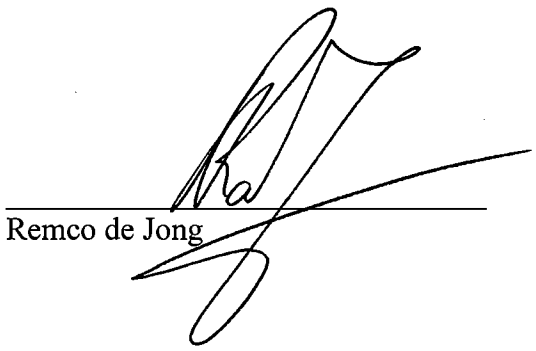
RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Manager in connection with the foregoing resolutions be, and the same hereby are, adopted, and that each Authorized Officer of the Corporation be, and hereby is, authorized in the name and on behalf of the Corporation to certify as to the adoption of any and all such resolutions;

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and empowered, with power of delegation, 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, and to execute, acknowledge, deliver, and file any and all such instruments as each, in his/her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; and

RESOLVED FURTHER, 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 these resolutions were certified, are hereby in all respects approved and ratified.

[The remainder of this page has been intentionally left blank.]

IN WITNESS WHEREOF, the undersigned has executed this Consent as of April 29, 2010.



Remco de Jong