

BI (Official Form 1)(4/10)

| United States Bankruptcy Court District of New Jersey | | | | Voluntary Petition | |
|--|--|---|--|--|----------------------------------|
| Name of Debtor (if individual, enter Last, First, Middle): AEROBICS, INC. | | | Name of Joint Debtor (Spouse) (Last, First, Middle): | | |
| All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): | | | All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names): | | |
| Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 05-0494471 | | | 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): 34 Fairfield Place West Caldwell, NJ | | | Street Address of Joint Debtor (No. and Street, City, and State): | | |
| ZIP Code 07006 | | | ZIP Code | | |
| County of Residence or of the Principal Place of Business: Essex | | | County of Residence or of the Principal Place of Business: | | |
| Mailing Address of Debtor (if different from street address): | | | Mailing Address of Joint Debtor (if different from street address): | | |
| ZIP Code | | | ZIP Code | | |
| Location of Principal Assets of Business Debtor (if different from street address above): | | | | | |
| Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.) | | Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code). | | Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding | |
| Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B. | | Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b). | | | |
| Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. | | | | | THIS SPACE IS FOR COURT USE ONLY |
| Estimated Number of Creditors <input type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input checked="" type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 | | | | | |
| Estimated Assets <input type="checkbox"/> \$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 checked="" 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 | | | | | |
| Estimated Liabilities <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 checked="" 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 | | | | | |

Voluntary Petition

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

Name of Debtor(s):
AEROBICS, INC.

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: - None - | 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 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 in 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)).

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Page 3

| Voluntary Petition | | Name of Debtor(s): AEROBICS, INC. | |
|--|--|---|--|
| (This page must be completed and filed in every case) | | | |
| 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 | | Signatures 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.) <input type="checkbox"/> 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. <input type="checkbox"/> 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 <u>/s/ Stephen B. Ravin</u> Signature of Attorney for Debtor(s) <u>Stephen B. Ravin SR-7074</u> Printed Name of Attorney for Debtor(s) <u>Forman Holt Ellades & Ravin LLC</u> Firm Name 80 Route 4 East Suite 290 Paramus, NJ 07652 _____ Address <u>(201) 845-1000 Fax: (201) 845-9112</u> Telephone Number <u>May 13, 2010</u> 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. <i>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.</i> | |
| 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 relief in accordance with the chapter of title 11, United States Code, specified in this petition. X <u>/s/ Robert Greenfield</u> Signature of Authorized Individual <u>Robert Greenfield</u> Printed Name of Authorized Individual <u>CHIEF OPERATING OFFICER</u> Title of Authorized Individual <u>May 13, 2010</u> Date | | | |

IN THE UNITED STATES BANKRUPTCY COURT

In the Matter of:

AEROBICS, INC.

Debtor

}
}
}
}
}
}
}

No.

Chapter 11

STATEMENT REGARDING AUTHORITY TO SIGN AND FILE PETITION

I, Robert Greenfield, declare under penalty of perjury that I am the CHIEF OPERATING OFFICER of AEROBICS, INC., and that the following is a true and correct copy of the resolutions adopted by the Board of Directors of said corporation at a special meeting duly called and held on the 14th day of April, 20 10.

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

Be It Therefore Resolved, that Robert Greenfield, CHIEF OPERATING OFFICER of this Corporation, is authorized and directed to execute and deliver all documents necessary to perfect the filing of a chapter voluntary bankruptcy case on behalf of the corporation; and

Be It Further Resolved, that Robert Greenfield, CHIEF OPERATING OFFICER of this corporation is authorized and directed to appear in all bankruptcy proceedings on behalf of the corporation, and to otherwise do and perform all acts and deeds and to execute and deliver all necessary documents on behalf of the corporation in connection with such bankruptcy case, and

Be It Further Resolved, that Robert Greenfield, CHIEF OPERATING OFFICER of this corporation is authorized and directed to employ Stephen B. Ravin SR-7074, attorney and the law firm of Forman Holt Eliades & Ravin LLC to represent the corporation in such bankruptcy case."

Date

4/16/10

Signed


Robert Greenfield

CHIEF OPERATING OFFICER

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of New Jersey**

In re AEROBICS, INC.

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|--|---|--|---|--|
| MCMILLAN ELECTRIC CO. CM 9667 Saint Paul, MN 55170 | MCMILLAN ELECTRIC CO. CM 9667 Saint Paul, MN 55170 | | | 502,357.87 |
| PPI TIME ZERO 262 BUFFALO AVE. Paterson, NJ 07503 | PPI TIME ZERO 262 BUFFALO AVE. Paterson, NJ 07503 | | | 99,133.00 |
| MOL INDUSTRIES 2532 WALDORF CT. N.W. Grand Rapids, MI 49544 | MOL INDUSTRIES 2532 WALDORF CT. N.W. Grand Rapids, MI 49544 | | | 96,631.42 |
| INTERROLL CORP. 3000 CORPORATE DRIVE Wilmington, NC 28405 | INTERROLL CORP. 3000 CORPORATE DRIVE Wilmington, NC 28405 | | | 74,265.56 |
| REXON INDUSTRIAL CORP., LTD. 261 JEN HWA RD. TALL TAICHUNG CHI CHINA | REXON INDUSTRIAL CORP., LTD. 261 JEN HWA RD. TALL TAICHUNG CHINA | | | 66,434.88 |
| ECHO MOLDING, INC. 911 SPRINGFIELD ROAD Union, NJ 07083 | ECHO MOLDING, INC. 911 SPRINGFIELD ROAD Union, NJ 07083 | | | 62,219.84 |
| CHUBB GROUP OF INSURANCE MELLON BANK - DBB 1630 701 MARKET STREET ROOM 3490 Philadelphia, PA 19106 | CHUBB GROUP OF INSURANCE MELLON BANK - DBB 1630 701 MARKET STREET Philadelphia, PA 19106 | | | 54,193.51 |
| HALL MANUFACTURING 297 MARGARET KING AVE. Ringwood, NJ 07456 | HALL MANUFACTURING 297 MARGARET KING AVE. Ringwood, NJ 07456 | | | 49,623.66 |
| ZOBER MANUFACTURING INC. 500 COVINGTON AVE. Croydon, PA 19021 | ZOBER MANUFACTURING INC. 500 COVINGTON AVE. Croydon, PA 19021 | | | 44,977.50 |
| BACON & GRAHAM, INC. 34 EAST 25 STREET Paterson, NJ 07544 | BACON & GRAHAM, INC. 34 EAST 25 STREET Paterson, NJ 07544 | | | 43,060.72 |

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

In re **AEROBICS, INC.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

| (1) <i>Name of creditor and complete mailing address including zip code</i> | (2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i> | (3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i> | (4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i> | (5) <i>Amount of claim [if secured, also state value of security]</i> |
|---|---|--|---|--|
| POLAR ELECTRO INC. 1111 MARCUS AVENUE SUITE M15 New Hyde Park, NY 11042 | POLAR ELECTRO INC. 1111 MARCUS AVENUE SUITE M15 New Hyde Park, NY 11042 | | | 37,811.59 |
| AMB-AMS OPERATING PARTNERSHIP R-CASH COLLECT PROCESSING CTR LOCKBOX 61 1 UNDERSHILL RD. Glen Head, NY 11545 | AMB-AMS OPERATING PARTNERSHIP R-CASH COLLECT PROCESSING CTR LOCKBOX 61 1 UNDERSHILL RD. Glen Head, NY 11545 | | | 36,230.33 |
| AMPER POLITZINER & MATTIA 6 EAST 43RD STREET New York, NY 10017 | AMPER POLITZINER & MATTIA 6 EAST 43RD STREET New York, NY 10017 | | | 33,928.18 |
| ARROW ELECTRONICS BANK OF AMERICA LOCKBOX 350090 2 MORRISEY BLVD. Boston, MA 02125 | ARROW ELECTRONICS BANK OF AMERICA LOCKBOX 350090 2 MORRISEY BLVD. Boston, MA 02125 | | | 33,821.87 |
| PRECISION POSITIONING DEVICES 1700 PACKARD AVE. Racine, WI 53403 | PRECISION POSITIONING DEVICES 1700 PACKARD AVE. Racine, WI 53403 | | | 33,474.70 |
| FEDERAL EXPRESS CORPORATION 500 ROSS STREET ROOM 154 Pittsburgh, PA 15262 | FEDERAL EXPRESS CORPORATION 500 ROSS STREET ROOM 154 Pittsburgh, PA 15262 | | | 30,469.57 |
| FORBO SIEGLING LLC 12201 VANISTORY DR. Huntersville, NC 28078 | FORBO SIEGLING LLC 12201 VANISTORY DR. Huntersville, NC 28078 | | | 28,884.76 |
| D&P PRODUCTS 1924 MERRILL CREEK PARKWAY Everett, WA 98203 | D&P PRODUCTS 1924 MERRILL CREEK PARKWAY Everett, WA 98203 | | | 28,071.07 |
| SAPA EXTRUDER 14831 COLLECTION CENTER DRIVE Chicago, IL 60693 | SAPA EXTRUDER 14831 COLLECTION CENTER DRIVE Chicago, IL 60693 | | | 27,568.23 |
| STIRRUP METAL PRODUCTS 215 EMMET STREET Newark, NJ 07114 | STIRRUP METAL PRODUCTS 215 EMMET STREET Newark, NJ 07114 | | | 24,395.48 |

B4 (Official Form 4) (12/07) - Cont.
In re AEROBICS, INC.

Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

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

I, the CHIEF OPERATING OFFICER of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date May 13, 2010

Signature /s/ Robert Greenfield
Robert Greenfield
CHIEF OPERATING OFFICER

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

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

In re **AEROBICS, INC.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

| CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B T O R | Husband, Wife, Joint, or Community | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL | UNSECURED PORTION, IF ANY |
|--|--------------------------------------|--|--|--|--------------------------------------|--|---------------------------------|
| | | H W J C | | | | | |
| Account No. | | | | | | | |
| Creditor #: 1 PNC Bank, National Association 201 Penn Avenue Attn: Mr. William Durdach Scranton, PA 18503 | | | | | | | |
| | | DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN | | | | | |
| | | Value \$ Unknown | | | | Unknown | Unknown |
| Account No. | | | | | | | |
| DAY PITNEY PO BOX 1945 ATTN: MICHAEL TURNER, ESQ. Morristown, NJ 07962 | | | | | | | |
| | | Representing: PNC Bank, National Association | | | | Notice Only | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Account No. | | | | | | | |
| | | | | | | | |
| | | Value \$ | | | | | |
| Subtotal (Total of this page) | | | | | | 0.00 | 0.00 |
| Total (Report on Summary of Schedules) | | | | | | 0.00 | 0.00 |

0 continuation sheets attached

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

In re **AEROBICS, INC.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

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

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

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E D E B T O R | H U S B A N D W I F E J O I N T O R C O M M U N I T Y | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | A M O U N T O F C L A I M |
|---|--|---|--|--|--------------------------------------|---|
| Account No. Creditor #: 1 AMB-AMS OPERATING PARTNERSHIP R-CASH COLLECT PROCESSING CTR LOCKBOX 61 1 UNDERSHILL RD. Glen Head, NY 11545 | - | | | | | 36,230.33 |
| Account No. Creditor #: 2 AMPER POLITZINER & MATTIA 6 EAST 43RD STREET New York, NY 10017 | - | | | | | 33,928.18 |
| Account No. Creditor #: 3 ARROW ELECTRONICS BANK OF AMERICA LOCKBOX 350090 2 MORRISEY BLVD. Boston, MA 02125 | - | | | | | 33,821.87 |
| Account No. Creditor #: 4 BACON & GRAHAM, INC. 34 EAST 25 STREET Paterson, NJ 07544 | - | | | | | 43,060.72 |
| Subtotal (Total of this page) | | | | | | 147,041.10 |

4 continuation sheets attached

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

In re **AEROBICS, INC.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R R | H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--------------------------------------|------------------|---|--|--|--------------------------------------|----------------------------------|
| | | | | | | | |
| Account No. Creditor #: 5 CHUBB GROUP OF INSURANCE MELLON BANK - DBB 1630 701 MARKET STREET ROOM 3490 Philadelphia, PA 19106 | | - | | | | | 54,193.51 |
| Account No. Creditor #: 6 D&P PRODUCTS 1924 MERRILL CREEK PARKWAY Everett, WA 98203 | | - | | | | | 28,071.07 |
| Account No. Creditor #: 7 ECHO MOLDING, INC. 911 SPRINGFIELD ROAD Union, NJ 07083 | | - | | | | | 62,219.84 |
| Account No. Creditor #: 8 FEDERAL EXPRESS CORPORATION 500 ROSS STREET ROOM 154 Pittsburgh, PA 15262 | | - | | | | | 30,469.57 |
| Account No. Creditor #: 9 FORBO SIEGLING LLC 12201 VANISTORY DR. Huntersville, NC 28078 | | - | | | | | 28,884.76 |
| Sheet no. <u>1</u> of <u>4</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | Subtotal (Total of this page) |
| | | | | | | | 203,838.75 |

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

In re **AEROBICS, INC.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R | H W J C | Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|---|---------------------------------|------------------|---|--|--|--------------------------------------|-----------------|
| | | | | | | | |
| Account No. Creditor #: 10 HALL MANUFACTURING 297 MARGARET KING AVE. Ringwood, NJ 07456 | | - | | | | | 49,623.66 |
| Account No. Creditor #: 11 HOFMANN INDUSTRIES, INC. C/O REGULUS 1350 ENERGY LANE, SUITE 200 Saint Paul, MN 55108 | | - | | | | | 24,284.32 |
| Account No. Creditor #: 12 INTERROLL CORP. 3000 CORPORATE DRIVE Wilmington, NC 28405 | | - | | | | | 74,265.56 |
| Account No. Creditor #: 13 MCMILLAN ELECTRIC CO. CM 9667 Saint Paul, MN 55170 | | - | | | | | 502,357.87 |
| Account No. Creditor #: 14 MOL INDUSTRIES 2532 WALDORF CT. N.W. Grand Rapids, MI 49544 | | - | | | | | 96,631.42 |
| Subtotal (Total of this page) | | | | | | | 747,162.83 |

Sheet no. 2 of 4 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

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

In re **AEROBICS, INC.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E D E B T O R | Husband, Wife, Joint, or Community | | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM |
|--|--|------------------------------------|---|--|--|--------------------------------------|-------------------|
| | | H | W | | | | |
| Account No. Creditor #: 15 POLAR ELECTRO INC. 1111 MARCUS AVENUE SUITE M15 New Hyde Park, NY 11042 | - | | | | | | 37,811.59 |
| Account No. Creditor #: 16 PPI TIME ZERO 262 BUFFALO AVE. Paterson, NJ 07503 | - | | | | | | 99,133.00 |
| Account No. Creditor #: 17 PRECISION POSITIONING DEVICES 1700 PACKARD AVE. Racine, WI 53403 | - | | | | | | 33,474.70 |
| Account No. Creditor #: 18 REXON INDUSTRIAL CORP., LTD. 261 JEN HWA RD. TAILL TAICHUNG CHI CHINA | - | | | | | | 66,434.88 |
| Account No. Creditor #: 19 SAPA EXTRUDER 14831 COLLECTION CENTER DRIVE Chicago, IL 60693 | - | | | | | | 27,568.23 |
| Subtotal (Total of this page) | | | | | | | 264,422.40 |

Sheet no. 3 of 4 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

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

In re **AEROBICS, INC.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

| CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.) | C O D E B O R R | H W J C | Husband, Wife, Joint, or Community | DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE. | C O N T I N G E N T | U N L I Q U I D A T E D | D I S P U T E D | AMOUNT OF CLAIM | |
|--|--------------------------------------|------------------|------------------------------------|---|--|--|--------------------------------------|--|---------------------|
| | | | | | | | | | |
| Account No. Creditor #: 20 STIRRUP METAL PRODUCTS 215 EMMET STREET Newark, NJ 07114 | | | - | | | | | 24,395.48 | |
| Account No. Creditor #: 21 TOWNSHIP OF WEST CALDWELL 30 CLINTON ROAD Caldwell, NJ 07006 | | | - | | | | | 22,098.16 | |
| Account No. Creditor #: 22 WIN MAR FREIGHT SYSTEMS BOX 1, GROUP 587, R.R. #5 1008 REDONDA STREET WINNIPEG, MB, CD CANADA R2C 2Z2 | | | - | | | | | 23,970.00 | |
| Account No. Creditor #: 23 ZOBER MANUFACTURING INC. 500 COVINGTON AVE. Croydon, PA 19021 | | | - | | | | | 44,977.50 | |
| Account No. | | | | | | | | | |
| | | | | | | | | | |
| Sheet no. 4 of 4 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims | | | | | | | | Subtotal (Total of this page) | 115,441.14 |
| (Report on Summary of Schedules) | | | | | | | | Total | 1,477,906.22 |

United States Bankruptcy Court
District of New Jersey

In re AEROBICS, INC.

Debtor(s)

Case No.

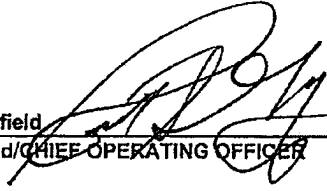
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the CHIEF OPERATING OFFICER of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: May 13, 2010


/s/ Robert Greenfield

Robert Greenfield/CHIEF OPERATING OFFICER
Signer/Title

AMB-AMS OPERATING PARTNERSHIP
R-CASH COLLECT PROCESSING CTR LOCKBOX 61
1 UNDERSHILL RD.
Glen Head, NY 11545

AMPER POLITZINER & MATTIA
6 EAST 43RD STREET
New York, NY 10017

ARROW ELECTRONICS
BANK OF AMERICA LOCKBOX 350090
2 MORRISEY BLVD.
Boston, MA 02125

BACON & GRAHAM, INC.
34 EAST 25 STREET
Paterson, NJ 07544

CHUBB GROUP OF INSURANCE
MELLON BANK - DBB 1630
701 MARKET STREET
ROOM 3490
Philadelphia, PA 19106

D&P PRODUCTS
1924 MERRILL CREEK PARKWAY
Everett, WA 98203

DAY PITNEY
PO BOX 1945
ATTN: MICHAEL TURNER, ESQ.
Morristown, NJ 07962

ECHO MOLDING, INC.
911 SPRINGFIELD ROAD
Union, NJ 07083

FEDERAL EXPRESS CORPORATION
500 ROSS STREET
ROOM 154
Pittsburgh, PA 15262

FORBO SIEGLING LLC
12201 VANISTORY DR.
Huntersville, NC 28078

HALL MANUFACTURING
297 MARGARET KING AVE.
Ringwood, NJ 07456

HOFMANN INDUSTRIES, INC.
C/O REGULUS
1350 ENERGY LANE, SUITE 200
Saint Paul, MN 55108

INTERROLL CORP.
3000 CORPORATE DRIVE
Wilmington, NC 28405

MCMILLAN ELECTRIC CO.
CM 9667
Saint Paul, MN 55170

MOL INDUSTRIES
2532 WALDORF CT. N.W.
Grand Rapids, MI 49544

PNC Bank, National Association
201 Penn Avenue
Attn: Mr. William Durdach
Scranton, PA 18503

POLAR ELECTRO INC.
1111 MARCUS AVENUE
SUITE M15
New Hyde Park, NY 11042

PPI TIME ZERO
262 BUFFALO AVE.
Paterson, NJ 07503

PRECISION POSITIONING DEVICES
1700 PACKARD AVE.
Racine, WI 53403

REXON INDUSTRIAL CORP., LTD.
261 JEN HWA'RD.
TAILL TAICHUNG
CHI
CHINA

SAPA EXTRUDER
14831 COLLECTION CENTER DRIVE
Chicago, IL 60693

STIRRUP METAL PRODUCTS
215 EMMET STREET
Newark, NJ 07114

TOWNSHIP OF WEST CALDWELL
30 CLINTON ROAD
Caldwell, NJ 07006

WIN MAR FREIGHT SYSTEMS
BOX 1, GROUP 587, R.R. #5
1008 REDONDA STREET
WINNIPEG, MB, CD
CANADA R2C 2Z2

ZOBER MANUFACTURING INC.
500 COVINGTON AVE.
Croydon, PA 19021