

United States Bankruptcy Court
District of Delaware

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
Aleris International, Inc.
Name of Joint Debtor (Spouse) (Last, First, Middle):
N/A
All Other Names used by the Debtor in the last 8 years
IMCO Recycling Inc.
All Other Names used by the Joint Debtor in the last 8 years
N/A
Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all):
75-2008280
Last four digits of Social-Security No./Complete EIN or other Tax-I.D. No. (if more than one, state all):
N/A
Street Address of Debtor (No. and Street, City, and State):
25825 Science Park Dr., Suite 400 (main)
Beachwood, OH 44122
See Attached Schedule 1 for Additional Addresses
Street Address of Joint Debtor (No. and Street, City, and State):
N/A
County of Residence or of the Principal Place of Business:
Cuyahoga
County of Residence or of the Principal Place of Business:
N/A
Mailing Address of Debtor (if different from street address):
N/A
Mailing Address of Joint Debtor (if different from street address):
N/A
Location of Principal Assets of Business Debtor (if different from street address above):
See Attached Schedule 1

Type of Debtor (Form of Organization)
Nature of Business (Check one box)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Nature of Debts (Check one box)
Chapter 11 Debtors
Filing Fee (Check one box)
Check all applicable boxes:

Statistical/Administrative Information
THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors (Consolidated with affiliates)
Estimated Assets (Consolidated with affiliates)
Estimated Liabilities (Consolidated with affiliates)

Voluntary Petition <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Aleris International, Inc.	
All Prior Bankruptcy Case Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Location Where Filed: N/A	Case Number: N/A	Date Filed: N/A	
Pending Bankruptcy Case Filed by any Spouse, Partner or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See Attached Schedule 2	Case Number: Pending	Date Filed: February 12, 2009	
District: District of Delaware	Relationship: Affiliates	Judge: Pending	
Exhibit A		Exhibit B	
(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.)		(To be completed if debtor is an individual whose debts are primarily consumer debts.)	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		NOT APPLICABLE	
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 § 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?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No. (See Exhibit C attached hereto)			
Exhibit D			
NOT APPLICABLE			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> 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.)			
<input checked="" type="checkbox"/> 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.			
<input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> 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			
NOT APPLICABLE			
<input type="checkbox"/> 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)			
<input type="checkbox"/> 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			
<input type="checkbox"/> 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.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(f)).			

Voluntary Petition

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

Name of Debtor(s):

Aleris International, Inc.

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 Paul Heath Stephen Karotkin

Signature of Attorney for Debtor(s)

Paul Heath Stephen Karotkin

Printed Name of Attorney for Debtor(s)

Richards, Layton & Finger, P.A. Weil, Gotshal & Manges LLP

Firm Name

One Rodney Square 767 Fifth Avenue

Address

Wilmington, DE 19801 New York, NY 10153

(302) 651-7700 (212) 310-8000

Telephone Number

212109

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 _____
Signature of Authorized Individual

Sean M. Slack

Printed Name of Authorized Individual

President

Title of Authorized Individual

212109

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 19B 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

ALERIS INTERNATIONAL, INC. LIST OF ADDRESSES

Aleris International, Inc.	25825 Science Park Dr., Ste. 400 Beachwood, OH 44122 (Headquarters)
	5525 MacArthur Blvd Suite 300 Irving, TX 75038 (IT Office - leased)
	609 Gardner Camp Road Highway 1468 PO Box 1010 Morgantown, KY 42261
	397 Black Hollow Road PO Box 28 Rockwood, TN 37854
	1508 North 8th Street Highway 97 North Sapulpa, OK 74066
	20415 72nd Ave. South, Ste. 230 Kent, WA 98032 (Leased office)

Schedule 2

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

Name of Debtor: Aleris International, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Alchem Aluminum Shelbyville Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Alchem Aluminum, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Aleris Aluminum Europe, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Aleris Aluminum U.S. Sales, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Aleris Blanking and Rim Products, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor:	Case No.	Date Filed:
Aleris Light Gauge Products, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
Aleris Nevada Management, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
Aleris Ohio Management, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
Aleris, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
AlSCO Holdings, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
AlSCO Metals Corporation	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
Alumitech of Cleveland, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor: Alumitech of Wabash, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Alumitech of West Virginia, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Alumitech, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: AWT Properties, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: CA Lewisport, LLC	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: CI Holdings, LLC	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Commonwealth Aluminum Concast, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Commonwealth Aluminum Lewisport, LLC	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Commonwealth Aluminum Metals, LLC	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate.	Judge: Pending

Name of Debtor: Commonwealth Aluminum Sales Corporation	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Commonwealth Aluminum Tube Enterprises, LLC	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Commonwealth Aluminum, LLC	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: Commonwealth Industries, Inc.	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor: ETS Schaefer Corporation	Case No. 09- _____	Date Filed: February 12, 2009
District: District of Delaware	Relationship: Affiliate	Judge: Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Indiana Partnership L.P.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO International, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Investment Company	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Management Partnership, L.P.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling of California, Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling of Idaho Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling of Illinois Inc.	09- _____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling of Indiana Inc.	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling of Michigan Inc.	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling of Ohio Inc.	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling of Utah Inc.	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMCO Recycling Services Company	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
IMSAMET, Inc.	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
Rock Creek Aluminum, Inc.	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
Silver Fox Holding Company	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

Name of Debtor:	Case No.	Date Filed:
Wabash Alloys, L.L.C.	09-_____	February 12, 2009
District:	Relationship:	Judge:
District of Delaware	Affiliate	Pending

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X
:
In re : Chapter 11
:
ALERIS INTERNATIONAL, INC., :
:
: Case No. 09-_____ ()
:
Debtor. :
:
:
25825 Science Park Dr., Ste. 400 :
Beachwood, OH 44122 :
EIN 75-2008280 :
-----X

EXHIBIT "C" TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by or in possession of the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

The Debtor does not believe it owns or possesses any real or personal property that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

Not applicable.

CERTIFICATE OF RESOLUTIONS

I, Christopher R. Clegg, a duly authorized officer of Aleris International, Inc., a Delaware corporation (the "*Corporation*"), hereby certify that the following resolutions were duly adopted by the vote of all of the Directors of the Corporation in attendance at a special meeting of the Board of Directors of the Corporation held on February 11, 2009 in accordance with the requirements of Delaware General Corporation Law and that said resolutions have not been modified or rescinded and are still in full force and effect on the date hereof:

1. Chapter 11 Case

WHEREAS, the Board of the Corporation has determined that it is desirable and in the best interests of the Corporation, its creditors, employees, and other interested parties to file a petition seeking relief under the provisions of chapter 11 of title 11 of the United States Code ("*Chapter 11*"); now, therefore, be it

RESOLVED, that the Chief Executive Officer, Chief Financial Officer and Executive Vice President of the Corporation, and any other person designated and so authorized to act (each, an "*Authorized Officer*") on behalf of the Corporation, be and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, to execute and verify the petition under Chapter 11 and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware (the "*Bankruptcy Court*") at such time as the Authorized Officer executing the petitions shall determine; and it is further

RESOLVED, that the law firm of Weil, Gotshal & Manges LLP be, and hereby is, employed as attorneys for the Corporation under a general retainer in its Chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the law firm of Fried, Frank, Harris, Shriver & Jacobson LLP be, and hereby is, employed as attorneys for the Corporation under a general retainer in its Chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the law firm of Richards, Layton & Finger, P.A. be, and hereby is, employed as local counsel for the Corporation under a general retainer in its Chapter 11 case, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Alvarez & Marsal, LLC be, and hereby is, employed to provide restructuring advisory services for the Corporation, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that the firm of Moelis & Company LLC be, and hereby is, employed to provide financial advisory services for the Corporation, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that Kurtzman Carson Consultants LLC be, and hereby is, employed as claims and noticing agent for the Corporation, subject to the approval of the Bankruptcy Court; and it is further

RESOLVED, that in connection with the commencement of the Chapter 11 case by the Corporation, each Authorized Officer be, and each hereby is, authorized and empowered on behalf and in the name of the Corporation, to negotiate, execute, deliver and perform or cause the performance of (i) one or more debtor in possession Credit Agreements with the Corporation and any pertinent affiliates as borrowers or guarantors on the terms and for such amounts as any Authorized Officer deems appropriate (collectively, the "*Credit Agreements*"), (ii) any and all agreements or instruments on behalf of the Corporation and any pertinent affiliates (including, in connection therewith, such notes, security agreements, guarantees, fee letters and other agreements or instruments on behalf of the Corporation and any pertinent affiliates (such other agreements and instruments together with the Credit Agreements being referred to collectively as the "*Financing Documents*")) necessary or advisable in order to consummate the transactions contemplated by the Financing Documents, with such changes to the Financing Documents or additions thereto as the Authorized Officer executing the same shall approve as being necessary or desirable, such approval to be evidenced by such execution and (iii) any and all amendments, supplements and changes to the Financing Documents as any such Authorized Officer executing the same may consider necessary, proper or desirable, such determination to be evidenced by such execution; and it is further

RESOLVED, that any Authorized Officer be, and hereby is, authorized, empowered, and directed to execute and file the petition, all schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals, to negotiate, execute and deliver a debtor in possession loan facility, to pay any and all fees incurred in connection with the Financing Documents (including fees paid to any advisor of any lender), and to take and perform any and all further acts and deeds that such Authorized Officer deems necessary, proper, or desirable in connection with the Corporation's Chapter 11 case, with a view to the successful prosecution of such case; and it is further

RESOLVED, that any Authorized Officer, and any employees or agents (including counsel) designated by or directed by an Authorized Officer, be, and each hereby is, authorized, empowered, and directed, in the name and on behalf of the Corporation, to cause the Corporation to enter into, execute, deliver, certify, file, and/or record, and perform such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions, as in the judgment of any such Authorized Officer or person designated or directed by any such Authorized Officer, shall be or become necessary, proper, and desirable to effectuate a successful reorganization of the Corporation's business; and it is further

RESOLVED, that any and all past actions heretofore taken by any Authorized Officer or the directors of the Board in the name and on behalf of the Corporation in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved.

[Signature Page Follows.]

Handwritten signature of Christopher R. Clegg in black ink.

Name: Christopher R. Clegg

Title: Secretary

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

	X	
<i>In re</i>	:	Chapter 11
ALERIS INTERNATIONAL, INC. <i>et al.</i> ,	:	Case No. 09-_____ ()
Debtor,	:	
	X	

**CONSOLIDATED LIST OF CREDITORS
HOLDING 30 LARGEST UNSECURED CLAIMS**

The following is a list of creditors holding the 30 largest unsecured claims against the above-captioned debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court (collectively, the “*Debtors*”), as set forth on Schedule 2 to the petition. This list has been prepared on a consolidated basis from the unaudited books and records of the Debtors. The list reflects amounts from the Debtors’ books and records as of January 31, 2009. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. This 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 30 largest unsecured claims. The information herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ right to challenge the amount or characterization of any claim at a later date.

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
La Salle Bank National Association, as Exchange Agent Indenture Trustee	135 S. LaSalle Street Suite 1560 Chicago, IL 60603 Attn: Frank A. Pierson	9% Senior Notes, due December 15, 2014		\$600,000,000
La Salle Bank National Association, as Exchange Agent Indenture Trustee	135 S. LaSalle Street Suite 1560 Chicago, IL 60603 Attn: Frank A. Pierson	10% Senior Subordinated Notes, due December 15, 2016		\$400,000,000

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
La Salle Bank National Association, as Exchange Agent Indenture Trustee	135 S. LaSalle Street Suite 1560 Chicago, IL 60603 Attn: Frank A. Pierson	9% New Senior Notes, due December 15, 2014		\$105,400,000
Rusal America Corporation	550 Mamaroneck Avenue Suite 301 Harrison, NY 10528 Attn: Bruce Markowitz, President	Trade Vendor		\$7,849,616
Glencore Ltd.	301 Tresser Blvd, Suite 1400 Stamford, CT 06901	Trade Vendor		\$7,028,470
JPMorgan Chase Bank as Trustee	Attn: Institutional Trust Services 600 Travis Street, Suite 1100 Houston, TX 77002	7.65% Revenue Bonds, due May 1, 2016 - Series 1996		\$5,740,000
JPMorgan Chase Bank as Trustee	Attn: Institutional Trust Services 600 Travis Street, Suite 1100 Houston, TX 77002	7.45% Revenue Bonds, due May 1, 2022 - Series 1997		\$4,600,000
JPMorgan Chase Bank as Trustee	Attn: Institutional Trust Services 600 Travis Street, Suite 1100 Houston, TX 77002	6.00% Revenue Bonds, due May 1, 2023 - Series 1998		\$4,100,000
McKinsey & Company	21 S. Clark Street Suite 2900 Chicago, IL 60603 Attn: Ian Davis, Managing Director	Trade Vendor		\$2,555,000
United Scrap Metal Inc. Metal Buyers & Recyclers	1545 S. Cicero Avenue Cicero, IL 60804 Attn: Marsha Serlin, President	Trade Vendor		\$2,213,593
Schnitzer Northeast c/o Schnitzer Steel Industries	3200 NW Yeon Avenue Portland, OR 97210 Attn: Rich Josephson, Legal Department	Trade Vendor		\$2,070,678
Huron Valley Steel Corporation	Magnetics Division 1670 Fritz Drive Trenton, MI 48183 Attn: Leonard Fritz, President	Trade Vendor		\$1,894,374
Commercial Metals Company	6565 N. MacArthur Blvd. Suite 800 Irving, TX 75039 Attn: Murray R. McClean	Trade Vendor		\$1,580,954
Ferropem-Silicon Division	60 Public Square, Suite 350 Medina, OH 44256 Attn: Tim Chimera, Manager	Trade Vendor		\$1,455,262

Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
The David Joseph Company	720 East Pete Rose Way Suite 350 Cincinnati, OH 45202 Attn: James H. Goetz, Chief Financial Officer	Trade Vendor		\$1,246,825
Honda Trading America Corporation	700 Clover Road Lincoln, AL 35096 Attn: Motohide Sudo, President	Trade Vendor		\$1,231,776
H & H Sheet Metal Fabricators, Inc.	355 Payton Street Russellville, KY 42276	Trade Vendor		\$1,186,264
Noble America Corporation	PO Box 8500-221 Lockbox 2211 401 Market Street Philadelphia, PA 19178 Attn: James Emanuele, President	Trade Vendor		\$1,067,053
Sims Metal Management, Inc.	2169 Payshere Circle Chicago, IL 60674 Attn: Rob Larry, Chief Financial Officer	Trade Vendor		\$1,038,316
Midwest Iron & Metal Company, Inc.	PO Box 546 Dayton, OH 45401 Attn: Joel Frydman, Chief Executive Officer	Trade Vendor		\$975,899
PPG Industries Inc.	6125 Industrial Parkway PO Box 2757 Whitehouse, OH 43571 Attn: Charles E. Bunch	Trade Vendor		\$920,538
Omnisource Corporation	Toledo - Ferrous Division 2453 Hill Avenue Toledo, OH 43607 Attn: Gary E. Rohrs, Chief Financial Officer	Trade Vendor		\$863,265
Dantherm Filtration, Inc.	102 Transit Avenue PO Box 429 Thomasville, NC 27361 Attn: Carsten Christensen, Chief Financial Officer	Trade Vendor		\$853,343
Metal Conversions Ltd.	849 Crawford Avenue N Mansfield, OH 44905 Attn: Rob Carey, President	Trade Vendor		\$840,486
Smelter Service Corporation	401 Frederica Street Suite 104B Owensboro, KY 42301 Attn: Bill Toler, President	Trade Vendor		\$824,522


Name of Creditor	Complete Mailing Address of Creditor Including Zip Code	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of Claim (If secured also state value of security)
WorldWide Integrated Supply Chain Solutions	3611 109th Street Urbandale, IA 50322 Attn: Tim Annett, President	Trade Vendor		\$808,856
Schnitzer Southeast LLC	c/o Schnitzer Steel Industries 3200 NW Yeon Avenue Portland, OR 97210 Attn: Rich Josephson, Legal Department	Trade Vendor		\$797,327
Northeast Metal Traders, Inc.	7345 Milnor Street Philadelphia, PA 19136 Attn: Ronald W. Greller	Trade Vendor		\$773,175
Ford Motor Company Ltd.	1 American Road Dearborn, MI 48126 Attn: Lewis W. K. Booth, Chief Financial Officer	Trade Vendor		\$683,014
Metal Exchange Corporation	PO Box 7446M St. Louis, MO 63195 Attention: Morris S. Lefton, President	Trade Vendor		\$679,599

DECLARATION UNDER PENALTY OF PERJURY

I, Sean M. Stack, am authorized to sign on behalf of Aleris International, Inc., named as the debtor in this case (the "***Debtor***"), and declare under penalty of perjury that I have read the foregoing list of creditors holding the 30 largest unsecured claims against the Debtor and certain affiliated entities that have simultaneously commenced chapter 11 cases in this Court and that it is true and correct to the best of my information and belief.

Dated: February 12, 2009

ALERIS INTERNATIONAL, INC.



Name: Sean M. Stack
Title: President

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

-----X	
<i>In re</i>	: Chapter 11
ALERIS INTERNATIONAL, INC.,	: :
Debtor.	: Case No. 09-_____ ()
	: :
25825 Science Park Dr., Ste. 400	: :
Beachwood, OH 44122	: :
EIN 75-2008280	: :
-----X	

LIST OF CREDITORS

The debtor and its debtor affiliates set forth on Schedule 2 to the petition (collectively, the "*Debtors*") each filed a petition in this court on February 12, 2009 for relief under chapter 11 of the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532. Contemporaneously with the filing of the petitions, the Debtors filed a single consolidated list of creditors (the "*Consolidated Creditor List*"), in lieu of separate lists. Due to its voluminous nature, the Consolidated Creditor List is being submitted to the Court electronically under separate notice in this case.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

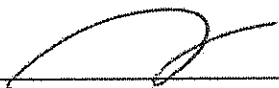
-----X	
<i>In re</i>	: Chapter 11
ALERIS INTERNATIONAL, INC.,	: :
Debtor:	: Case No. 09-_____ ()
	: :
25825 Science Park Dr., Ste. 400	: :
Beachwood, OH 44122	: :
EIN 75-2008280	: :
-----X	

DECLARATION REGARDING CREDITOR LIST

I, Sean M. Stack, am authorized to sign on behalf of Aleris International, Inc., named a debtor in this case, and I declare under penalty of perjury that I have reviewed the consolidated list of creditors submitted to the Court electronically in this case and that it is true and correct to the best of my information and belief.

Dated: February 12, 2009

ALERIS INTERNATIONAL, INC.



Name: Sean M. Stack
Title: President

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

-----X
In re : Chapter 11
ALERIS INTERNATIONAL, INC., :
 : Case No. 09-_____()
Debtor. :
 :
 :
25825 Science Park Dr., Ste. 400 :
Beachwood, OH 44122 :
EIN 75-2008280 :
-----X

**LIST OF EQUITY SECURITY HOLDERS PURSUANT TO
RULE 1007(a)(3) OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

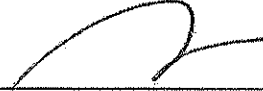
Name and Last Known Address of Equity Interest Holder	Kind of Interest	Number of Interests Held
Aurora Acquisition Holdings, Inc. 25825 Science Park Dr., Ste. 400 Beachwood, OH 44122	Equity Interest	100%

DECLARATION UNDER PENALTY OF PERJURY

I, Sean M. Stack, am authorized to sign on behalf of Aleris International, Inc., named as the debtor in this case, and I declare under penalty of perjury that I have reviewed the "List of Equity Security Holders" and that it is true and correct to the best of my knowledge, information and belief, with reliance on appropriate corporate officers.

Dated: February 12, 2009

ALERIS INTERNATIONAL, INC.



Name: Sean M. Stack
Title: President