

UNITED STATES BANKRUPTCY COURT
District of Delaware

VOLUNTARY PETITION

Name of Debtor (if individual, enter Last, First, Middle): NORTHSTAR AEROSPACE (USA) 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)/Complete EIN (if more than one, state all): 98-0074389	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. and Street, City, and State): 6006 W. 73rd Street Bedford Park, IL ZIP CODE 60838	Street Address of Joint Debtor (No. and Street, City, and State): ZIP CODE
County of Residence or of the Principal Place of Business: Cook County	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.) <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	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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.

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).
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Statistical/Administrative Information <input type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input checked="" type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> Over 100,000	
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
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 type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input checked="" 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 <i>(This page must be completed and filed in every case.)</i>	Name of Debtor(s):
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)

Location Where Filed:	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:	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(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.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>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).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

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

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

Exhibit D

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

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

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

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

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

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

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

Name of Debtor(s):

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 Charlene D Davis

Signature of Attorney for Debtor(s)

Charlene D Davis (No. 2336)

Printed Name of Attorney for Debtor(s)

Bayard, PA

Firm Name

222 Delaware Avenue, Suite 900

Wilmington, DE 19899

Address

(302) 655-5000

Telephone Number

6/14/12

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 _____
Signature

Date

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

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

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

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

Signature of Debtor (Corporation/Partnership)

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

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

X _____
Signature of Authorized Individual

Craig Juen

Printed Name of Authorized Individual

Chief Financial Officer

Title of Authorized Individual

June 13, 2012

Date

ATTACHMENT A TO VOLUNTARY PETITION

I. Pending Bankruptcy Cases Filed by Debtor Affiliates

Northstar Aerospace (USA) Inc., a Delaware corporation ("Northstar USA"), filed the lead petition in this Court under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330.

The following affiliated direct or indirect subsidiaries of Northstar USA also filed Chapter 11 petitions in the United States Bankruptcy Court for the District of Delaware:

Northstar Aerospace (Chicago) Inc., a Delaware corporation
D-Velco Manufacturing of Arizona, Inc, an Arizona corporation
Derian USA, Inc., a Delaware corporation

Contemporaneously with the filing of their voluntary petitions, the above-referenced debtors and debtors-in-possession have filed a motion requesting that this Court consolidate their chapter 11 cases for procedural purposes only.

2. Location of the Debtors' Principal Assets (on a Consolidated Basis)

- a. 6006 W. 73rd Street
Bedford Park, Illinois 60637
- b. 401 South 36th Street
Phoenix, Arizona 85034
- c. 215 South 23rd Street
Phoenix, Arizona 85034
- d. 300 South 23rd Street
Phoenix, Arizona 85034


NORTHSTAR AEROSPACE (USA) INC.

Secretary's Certificate

June 14, 2012

I, Craig Yuen, Secretary of NORTHSTAR AEROSPACE (USA) INC., a Delaware corporation (the "**Corporation**"), do hereby certify that, as Secretary of the Corporation, I am authorized to execute this certificate on behalf of the Corporation. I do hereby further certify that attached hereto as Exhibit A is a true, complete and correct copy of resolutions (the "**Resolutions**") duly adopted by the Board of Directors of the Corporation by unanimous written consent in accordance with applicable law. The Resolutions have not been amended, modified or revoked and is in full force and effect on the date hereof, and no other resolutions have been adopted by the Board of Directors or stockholders of the Corporation or by any committee of the Board of Directors relating to the transactions referred to in the Resolutions.

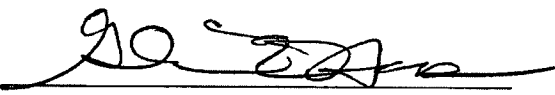
IN WITNESS WHEREOF, I have hereunto set my hand on the date first hereinbefore mentioned.



Craig Yuen, Secretary

CERTIFICATION

The undersigned does hereby certify that the undersigned is the duly elected, qualified and acting Chief Executive Officer/President of the Corporation, that Craig Yuen is the duly elected, qualified and acting Secretary of the Corporation, and that the signature above of Craig Yuen is his true and genuine signature.

By: 

Name: Glenn E. Hess
Title: Chief Executive Officer/President

EXHIBIT A

(Resolutions)

WRITTEN CONSENT OF THE BOARD OF DIRECTORS

OF

NORTHSTAR AEROSPACE (USA) INC.

The undersigned individuals, being all of the members of the Board of Directors of NORTHSTAR AEROSPACE (USA) INC., a Delaware corporation (the "Corporation"), hereby adopt the following resolutions for and on behalf of the Corporation in accordance with the provisions of Section 141(f) of the Delaware General Corporation Law:

RESOLVED, that in the judgment of the Board of Directors, it may be desirable and in the best interests of the Corporation, its creditors, stockholders, and other interested parties, to take certain actions to protect the assets of the Corporation from creditors, including, without limitation, to cause a voluntary petition to be filed by the Corporation seeking relief under the provisions of chapter 11, title 11, of the United States Code (the "Bankruptcy Code") and to take any related actions necessary to file for and effectuate bankruptcy protection and to take other actions in a bankruptcy case; and it is

FURTHER RESOLVED, that Glenn Hess, President and Chief Executive Officer, and Craig Yuen, Chief Financial and Strategy Officer, SVP Finance and Strategic Planning (each an "Authorized Officer" and together the "Authorized Officers") are, and each of them hereby is, authorized, on behalf of and in the name of the Corporation, to take all actions deemed necessary or appropriate to protect the assets of the Corporation and seek protection from creditors, including without limitation, if they deem it appropriate, to execute and verify or certify a voluntary petition under chapter 11 of the Bankruptcy Code and to sign or authorize any and all other pleadings, petitions, motions, schedules, lists, applications, affidavits, instruments, documents or actions appropriate and desirable, as determined by them in the exercise of their discretion, prior to and throughout the course of the bankruptcy case and to take and perform any and all further acts and deeds that they deem necessary, proper or desirable in connection therewith or in furtherance of any such petition or the Corporation's case in chapter 11 of the Bankruptcy Code; and it is

FURTHER RESOLVED, that each of the Authorized Officers of the Corporation be, and each of them hereby is, authorized to retain on behalf of the Corporation the law firms of SNR Denton US LLP, Bayard, P.A. and appropriate co-counsel or special counsel as determined by the Authorized Officers to render legal services to and to represent the Corporation in connection with any proceeding under the Bankruptcy Code, and any other related matter in connection therewith as any of the Authorized Officers of the Corporation, and such other officers as they shall from time to time designate, shall approve and to pay retainers to such law firms as set forth in their respective engagement letters; and it is

FURTHER RESOLVED, that each of the Authorized Officers of the Corporation be, and hereby is, authorized to take any and all further action, to execute and deliver any and all further agreements, instruments and documents, and to cause the Corporation to pay all expenses, that

they may deem necessary or appropriate in order to carry out fully the intent and accomplish the transactions contemplated by the foregoing resolutions; and that any such actions previously taken by such officer or officers are hereby ratified, confirmed and approved; and it is

FURTHER RESOLVED, that the Corporation is authorized to seek authority from the Bankruptcy Court to enter into and perform a Debtor-In-Possession Loan and Security Agreement (the "Bank Group DIP Loan Agreement") or other similar facility among the Corporation, Northstar Aerospace (Chicago) Inc., D-Velco Manufacturing of Arizona, Inc., Derlan USA, Inc., the DIP lenders party thereto and Fifth Third Bank, as DIP agent in a form acceptable to the officer executing the same in his discretion, such approval to be evidenced conclusively by the execution and delivery thereof; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized to enter into and perform one or more guaranties, security agreements, pledge agreements, mortgages or deeds of trust and intellectual property assignments pursuant to which the obligations of the Corporation under the Bank Group DIP Loan Agreement and one or more interim or final financing orders may be secured by a general security interest in, and/or a mortgage or deed of trust lien on, all right, title and interest now existing or hereinafter arising of the Corporation in and to "property of the estate" of the Corporation (as defined in § 541 of the Bankruptcy Code), including all accounts, accounts receivable, contract rights, contracts, cash, monies, bank deposits, general intangibles, intellectual property, chattel paper, instruments, documents, equipment, fixtures, intellectual property, goods, insurance policies, real property, leasehold interests and all other property and assets of the Corporation, in each case together with all products and proceeds of, and rents arising in respect of, the foregoing, each such security agreement, mortgage or deed of trust and intellectual property assignment to be in a form acceptable to the officer executing the same in his discretion, such approval to be evidenced conclusively by the execution and delivery thereof; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized to enter into and perform all other Financing Agreements (as defined in the Bank Group DIP Loan Agreement) in each case to be in a form acceptable to the officer executing the same in his discretion, such approval to be evidenced conclusively by the execution and delivery thereof; and it is

FURTHER RESOLVED, that the Corporation is authorized to seek authority from the Bankruptcy Court to enter into and perform a Debtor-In-Possession Loan and Security Agreement (the "Boeing DIP Loan Agreement") or other similar facility among the Corporation, Northstar Aerospace (Chicago) Inc., D-Velco Manufacturing of Arizona, Inc., Derlan USA, Inc. and Boeing Capital Loan Corporation (or its affiliate), as DIP lender, in a form acceptable to the officer executing the same in his discretion, such approval to be evidenced conclusively by the execution and delivery thereof; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized to enter into and perform the release of Boeing from the Corporation and its affiliates in the form provided to the board, one or more guaranties, security agreements, pledge agreements,

environmental indemnity agreements, intercompany subordination agreements, mortgages or deeds of trust and intellectual property assignments pursuant to which the obligations of the Corporation under the Boeing DIP Loan Agreement and one or more interim or final financing orders may be secured by a general security interest in, and/or a mortgage or deed of trust lien on, all right, title and interest now existing or hereinafter arising of the Corporation in and to all "property of the estate" of the Corporation (as defined in § 541 of the Bankruptcy Code), including accounts, accounts receivable, contract rights, contracts, cash, monies, bank deposits, general intangibles, intellectual property, chattel paper, instruments, documents, equipment, fixtures, intellectual property, goods, insurance policies, real property, leasehold interests and all other property and assets of the Corporation, in each case together with all products and proceeds of, and rents arising in respect of, the foregoing, each such security agreement, mortgage or deed of trust and intellectual property assignment to be in a form acceptable to the officer executing the same in his discretion, such approval to be evidenced conclusively by the execution and delivery thereof; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized to enter into and perform all other Financing Agreements (as defined in the Boeing DIP Loan Agreement) in each case to be in a form acceptable to the officer executing the same in his discretion, such approval to be evidenced conclusively by the execution and delivery thereof; and it is

FURTHER RESOLVED, that each of the Authorized Officers of the Corporation be, and hereby is, authorized to enter into and perform an Agreement of Purchase and Sale (the "Purchase Agreement") among the Corporation, Northstar Aerospace (Chicago) Inc., D-Velco Manufacturing of Arizona, Inc., Northstar Aerospace, Inc., Northstar Aerospace (Canada) Inc., and such purchaser or purchasers as are selected by and acceptable to the Authorized Officers in their discretion (the "Stalking Horse Bidder"), in a form acceptable to the officer executing the same in his discretion, such selection and approval to be evidenced conclusively by the execution and delivery thereof, and to seek approval from the Bankruptcy Court of the Bidding Procedures and Break-Up Fee and Expense Reimbursement for the Stalking Horse Bidder set forth in the Purchase Agreement and subject to receipt of any higher or better bids at the potential Auction provided for in the Bidding Procedures, to present the Purchase Agreement with the Stalking Horse Bidder to the Bankruptcy Court for approval; and it is

FURTHER RESOLVED, that the transactions contemplated by the Purchase Agreement are hereby approved in all respects, subject to required authorization from the Bankruptcy Court; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized to enter into and perform all other agreements, instruments, documents, certificates, schedules or exhibits as are contemplated by the Purchase Agreement or necessary or desirable in connection with the transactions contemplated by the Purchase Agreement, in each case to be in a form acceptable to the officer executing the same in his discretion, such approval to be evidenced conclusively by the execution and delivery thereof; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized to do or cause to be done all such acts or things and to sign and deliver, or cause to be signed and delivered, all such documents, instruments, agreements and certificates, in the name and on behalf of the Corporation or otherwise, as such officers of the Corporation may deem necessary, advisable or appropriate to effectuate or carry out the purposes and intent of the foregoing resolutions and to perform the obligations of the Corporation under the agreements and the instruments referred to therein; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized to perform or make any statements, restatements, modifications and supplements in connection with the foregoing documents and agreements and such other documents, agreements or instruments that may be entered into in connection therewith on the Corporation's behalf, and each such officer is each hereby authorized to execute, deliver and perform each of the foregoing documents and agreements and such other documents, agreements or instruments with such modifications, changes, deletions, supplements or amendments as have been approved by any such officer, each with such additional changes thereto as any such officer executing the same shall in his own discretion approve, such approval to be conclusively evidenced by such officer or officers' execution and delivery thereof; and it is

FURTHER RESOLVED, that, subject to required authorization from the Bankruptcy Court, each of the Authorized Officers of the Corporation be, and hereby is, authorized and directed to execute, seal, attest and deliver all such instruments, certificates, agreements and other documents, to pay all such fees and expenses, and to do and perform all such acts and things as may be necessary or desirable to carry out the intents and purposes of the foregoing resolutions; and it is

FURTHER RESOLVED, that any and all actions heretofore lawfully taken by officers, directors or any other authorized persons acting under similar authority, as the case may be, of the Corporation in the name and on behalf of the Corporation in furtherance of any or all of the foregoing resolutions are hereby ratified, confirmed and approved.

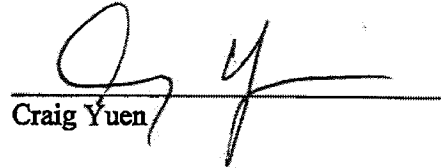
The Secretary of the Corporation is directed to place a copy of this Consent in the minute book of the Company.

This Consent shall be effective as June 13, 2012.

DIRECTORS:



Glenn E. Hess



Craig Yuen

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

In re:) Chapter 11
Northstar Aerospace (USA) Inc.,)
Debtor.) Case No. 12-_____()
) Joint Administration Pending
)

LIST OF EQUITY SECURITY HOLDERS

The debtor in this chapter 11 case and certain affiliated entities each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"). Following is the list of Northstar Aerospace (USA) Inc.'s, equity security holders which was prepared in accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure for filing in this chapter 11 case.

Debtor	Equity Holder	Address of Equity Holder	Percentage of Equity Held
Northstar Aerospace (USA) Inc.	Northstar Aerospace (Canada) Inc.	180 Market Drive Milton, Ontario, L9T 3H5	100%

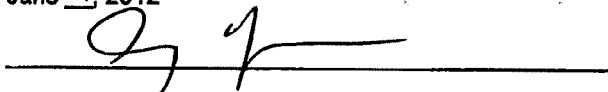
LIST OF EQUITY SECURITY HOLDERS

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

I, Craig Yuen, Chief Financial Officer of Northstar Aerospace (USA) Inc.,
declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is
true and correct to the best of my knowledge, information and belief.

Dated: June 13 2012

Signature: _____



IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
Northstar Aerospace (USA) Inc.,)
Debtor.) Case No. 12-_____()
) Joint Administration Pending
)

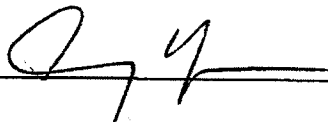
CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

In accordance with Federal Rule of Bankruptcy Procedure 7007.1 the undersigned certifies that the following entities are corporations that directly or indirectly own 10% or more of any class of Northstar Aerospace (USA) Inc.'s equity interests:

Northstar Aerospace (Canada) Inc.
180 Market Drive
Milton, Ontario, L9T 3H5

Northstar Aerospace, Inc.
180 Market Drive
Milton, Ontario, L9T 3H5

Dated: June 13 2012



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

In re

Northstar Aerospace (USA), Inc.,
*et al.*¹

Debtors.

Chapter 11
Case No. 12-_____()
Joint Administration Requested

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

Set forth below is a list of the creditors holding the thirty (30) largest unsecured claims against the above captioned debtors and debtors in possession that have contemporaneously commenced chapter 11 cases (collectively the "Debtors"). The list has been prepared on a consolidated basis, from the books and records of the Debtors. The information contained in this list was prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in these chapter 11 cases and represents the Debtors' best estimate of the largest unsecured claims that creditors may assert against them, as of June 8, 2012. The consolidated list of creditors set forth herein does not include (a) persons who come within the definition of "insider" as set forth in 11 U.S.C. § 101, (b) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the thirty (30) largest unsecured claims, or (c) directors, officers, employees. The information presented in this list shall not constitute an admission by, nor is it binding upon the Debtors. The Debtors expressly reserve the right, in their sole discretion, to challenge the validity, priority and/or amount of any obligation reflected herein.

(1) <i>Name of creditor</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim</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>
PENSION BENEFIT GUARANTY CORPORATION	CORPORATE FINANCE & RESTRUCTURING GROUP ATTN: OFFICE OF THE CHIEF COUNSEL 1200 K STREET, NW, STE 270 WASHINGTON, DC 20005 Telephone: (202) 326-4242 Fax: (202) 842-2643	PENSION LIABILITY		UNDETERMINED

¹ The Debtors and the last four digits of their respective tax identification numbers are: Northstar Aerospace (USA), Inc. (XX-XXX4389), Northstar Aerospace (Chicago), Inc. (XX-XXX1441); and D-Velco Manufacturing of Arizona, Inc. (XX-XXX5660). The address of Northstar Aerospace (USA), Inc. and Northstar Aerospace (Chicago), Inc. is 6006 West 73rd Street, Bedford Park, Illinois 60638. The address of D-Velco Manufacturing of Arizona, Inc. is 401 South 36th Street, Phoenix, Arizona 85034.

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
SUPPLEMENTAL EMPLOYEE RETIREMENT PENSION PLAN (U.S.)	MERCER (CANADA) LIMITED ATTN: MARK MCGIVNEY, COO & CEO 161 BAY STREET PO BOX 501 TORONTO, ON M5J 2S5 CANADA Telephone: (416) 868-2000 Fax: (416) 868-7671	PENSION LIABILITY		UNDETERMINED
THE BOEING COMPANY	ATTN: DAVID CADE OFFICE OF THE GENERAL COUNSEL 100 AIRPORT WAY MC S100-3340, BLDG 100 BERKELEY, MO 63166 Telephone: (314) 232-8201 Fax: (314) 545-8605	CUSTOMER AGREEMENT		EXCESS OF \$1M
QUALITY TOOLS & ABRASIVES	ATTN: JEFF TOLEMAN 358 COUNTRY CLUB DRIVE BENSENVILLE, IL 60106 Telephone: (630) 350-2110 Fax: (630) 350-2866	TRADE DEBT		\$206,226
REXNORD INDUSTRIES INC.	ATTN: MITCH KOLESAR 634 GLENN AVENUE WHEELING, IL 60090 Telephone: (847) 229-2866 Fax: (847) 229-2781	TRADE DEBT		\$206,125
ROLLER BEARING CORP.	ATTN: BRUCE OWEN ONE TRIBOLOGY CENTER 102 WILLENBROCK ROAD OXFORD, CT 06478 Telephone: (203) 267-7001 Fax: (203) 267-5000	TRADE DEBT		\$200,892
SEY-TEC	ATTN: ELIZABETH MARSHALL 1531 CENTRAL PARK DRIVE HURST, TX 76053 Telephone: (303) 979-6920 Fax: (303) 979-6970	TRADE DEBT		\$187,544
HALEY INDUSTRIES LTD.	ATTN: BARB CAVANAGH 634 MAGNESIUM ROAD HALEY, ON K0J 1Y0 CANADA Telephone: (613) 432-8841 Fax: (613) 432-9456	TRADE DEBT		\$111,984
HYDRALOCK	ATTN: TOM GIBBINGS 25000 JOY BOULEVARD MT CLEMENS, MI 48043 Telephone: (586) 783-5007 Fax: (586) 783-7578	TRADE DEBT		\$107,812

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
GRANT THORNTON LP	ATTN: ANTHONY HARMON, DIRECTOR 175 W. JACKSON BOULEVARD CHICAGO, IL 60604 Telephone: (312) 602-9030 Fax: (312) 565-4719	PROFESSIONAL SERVICES		\$102,620
PUROLATOR FACET	C/O CLARCOR ATTN: HEATHER SEMINARA and DAVID FALLON, VP-FINANCE & CFO 840 CRESCENT CENTRE DR. SUITE 600 FRANKLIN, TN 37067 Telephone: (336) 217-3815 Fax: (336) 668-4452	TRADE DEBT		\$80,427
GE AVIATION SYSTEMS	ATTN: ALEX DAVIS 110 ALGONQUIN PARKWAY WHIPPANY, NJ 07981-1602 Telephone: (973) 560-6663 Fax: (973) 884-2277	TRADE DEBT		\$75,810
SAFETY-KLEEN CORP.	ATTN: BILL KING 633 E. 138 TH STREET DALTON, IL 60419 Telephone: (708) 225-8500 Fax: (708) 225-8505	TRADE DEBT		\$52,421
M.S. AEROSPACE INC.	ATTN: JEROME TAIEB - CFO 13928 BALBOA BLVD. SYLMAR, CA 91342-1086 Telephone: (818) 833-9095 Fax: (818) 833-9525	TRADE DEBT		\$48,100
CANADIAN METROLOGY CERTIFICATION	ATTN: PATRICK MULLENS 875 FOSTER AVE, UNIT 105 DEVONPARK CENTRE WINDSOR, ON N8X 4W3 CANADA Telephone: (519) 969-3002 Fax: N/A	TRADE DEBT		\$46,235
WENZEL AMERICA, LTD.	ATTN: ANDY WOODWARD 46962 LIBERTY DRIVE WENZEL BUILDING WIXOM, MI 48393 Telephone: (248) 295-4300 Fax: (248) 295-4301	TRADE DEBT		\$43,845
OLYMPIC TOOL & MACHINE	ATTN: CAESAR CROGNALE 2100 BRIDGEWATER ROAD ASTON, PA 19014 Telephone: (610) 494-1600 Fax: (610) 494-8320	TRADE DEBT		\$32,032

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
KAPP TECHNOLOGIES L.P.	ATTN: TIM KUBES 2870 WILDERNESS PLACE BOULDER, CO 80301 Telephone: (303) 630-1723 Fax: (303) 447-1131	TRADE DEBT		\$28,149
MARVIN F. POER & COMPANY	ATTN: BOB TIVNAN 2211 YORK ROAD, STE. 222 OAK BROOK, IL 60523 Telephone: (630) 573-7830 Fax: (630) 573-1178	TRADE DEBT		\$25,439
ARMIL/CFS INC.	ATTN: ANDREA ODOM 15660 LASALLE ST PO BOX 114 SOUTH HOLLAND, IL 60473 Telephone: (708) 339-6810 Fax: (708) 339-0517	TRADE DEBT		\$24,543
METAL IMPROVEMENT CO.	ATTN: DIANA BANDISH 678 W. WINTHROP AVE. ADDISON, IL 60101 Telephone: (630) 543-4950 Fax: (630) 543-8075	TRADE DEBT		\$21,656
BLEY ENGINEERING INC.	ATTN: DONNA KIRKLEWSA 700 CHASE AVENUE ELK GROVE VILLAGE, IL 60007 Telephone: (847) 437-0022 Fax: (847) 437-0592	TRADE DEBT		\$21,174
BOEING COMMERCIAL AIRPLANE GROUP	ATTN: JAMES F. ALBAUGH - PRESIDENT & CEO COMMERCIAL AIRPLANES BOEING CORPORATE OFFICE 100 NORTH RIVERSIDE CHICAGO, IL 60606 Telephone: (312) 544-2000 Fax: (206) 766-2933; (302) 544-2082	TRADE DEBT		\$21,101
XEROX CORPORATION	C/O XEROX CAPITAL SERVICES ATTN: VANESSA ADAMS 1301 RIDGEVIEW DRIVE, STE. 450 LEWISVILLE, TX 75057 Telephone: (972) 420-5963 Fax: (972) 420-5110	TRADE DEBT		\$19,795
MAGNETIC INSPEC LAB INC.	ATTN: WILLY ROMAN 1401 GREENLEAF AVE ELK GROVE VILLAGE, IL 60007 Telephone: (847) 437-4488 Fax: (847) 437-4538	TRADE DEBT		\$15,798

(1) Name of creditor	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent or department of creditor familiar with claim	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed or subject to setoff	(5) Amount of claim (if secured also state value of security)
IKON FINANCIAL SERVICES	ATTN: DAVE O'NEILL - PRESIDENT 70 VALLEY STREAM PARKWAY MALVERN, PA 07006 Telephone: (610) 296-8000 Fax: (610) 408-7025	TRADE DEBT		\$15,009
CARTER LOGISTICS, LLC	ATTN: JOHN PAUGH, CEO 4020 WEST 73 RD STREET ANDERSON, IN 46011 Telephone: (765) 778-6960 Fax: (765) 778-6966	TRADE DEBT		\$12,226
IMEC	ATTN: RACHEL ROCKHOL 404 JOBST HALL 1501 W. BRADLEY AVENUE PEORIA, IL 61625 Telephone: (888) 806-4632 Fax: (877) 877-3619	TRADE DEBT		\$12,200
LUNA DEFENSE SYSTEMS, INC.	ATTN: LORETTA J. BARKER 5040 CALMVIEW AVE., UNIT A BALDWIN PARK, CA 91706 Telephone: (626) 960-5147 Fax: (626) 337-7853	TRADE DEBT		\$12,128
DUO COMPANY, INC.	ATTN: DAVID KLEINHENN 1522 MAIN STREET ANDERSON, IN 46016 Telephone: (800) 423-6735 Fax: N/A	TRADE DEBT		\$12,032

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re

Chapter 11

Northstar Aerospace (USA) Inc., *et al.*,¹

Case No. []

Debtors.

Joint Administration Requested

**DECLARATION REGARDING THE CONSOLIDATED
LIST OF CREDITORS HOLDING THE THIRTY LARGEST
UNSECURED CLAIMS AGAINST THE DEBTORS**

I, Craig A. Yuen, Chief Financial and Strategy Officer and Senior Vice President Finance and Strategic Planning of NORTHSTAR AEROSPACE (USA) INC. and related debtors, declare under penalty of perjury that I have read and reviewed the foregoing Consolidated List of Creditors Holding the Thirty (30) Largest Unsecured Claims Against the Debtors and that the information included therein is true and correct to the best of my knowledge, information and belief.

Date: June 13, 2012

NORTHSTAR AEROSPACE (USA) INC.
and related debtors

By: 

Name: Craig A. Yuen

Title: Chief Financial and Strategy Officer and
Senior Vice President Finance and Strategic
Planning

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