

District of Ontario
Division No. 09 – Toronto
Court No. 31-454992
Estate No. 31-454992

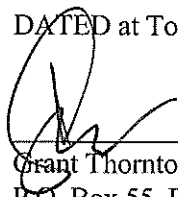
NOTICE OF BANKRUPTCY AND FIRST MEETING OF CREDITORS
(Subsection 102(1))
IN THE MATTER OF THE BANKRUPTCY OF
BRUIN ENGINEERED PARTS INC.
IN THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO

TAKE NOTICE THAT:

1. BRUIN ENGINEERED PARTS INC. was deemed bankrupt on the 1st of September, 2007 and the undersigned GRANT THORNTON LIMITED was appointed as trustee of the estate of the bankrupt by the official receiver, subject to affirmation by the creditors of the trustee's appointment or the substitution of another trustee by the creditors.
2. The first meeting of creditors of the bankrupt will be held on the 28th day of September, 2007 at 10:00AM at:

Royal Bank Plaza
200 Bay Street,
South Tower, 19th Floor
Toronto, Ontario M5J 2P9
3. To be entitled to vote at the meeting, a creditor must lodge with the trustee, before the meeting a proof of claim and, where necessary, a proxy.
4. Enclosed with this notice is a form of proof of claim and a form of general proxy and a list of creditors with claims amounting to 25 dollars or more showing the amounts of their claims.
5. Creditors must prove their claims against the estate of the bankrupt in order to share in any distribution of the proceeds realized from the estate.

DATED at Toronto, Ontario the 6th day of September, 2007.



Grant Thornton Limited
P.O. Box 55, Royal Bank Plaza
19th Floor, South Tower
Toronto, Ontario M5J 2P9
Telephone: (416)366-0100
Fax: (416)360-4948

STATEMENT OF AFFAIRS (Sec 158)
IN THE MATTER OF THE BANKRUPTCY OF
BRUIN ENGINEERED PARTS INC.
OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO

To the Bankrupt:

You are required to carefully and accurately complete this form and the applicable attachments, showing the state of your affairs on the date of your bankruptcy, September 1, 2007. When completed, this form and the applicable attachments will constitute your Statement of Affairs and must be verified by oath or solemn declaration:

Liabilities

(as stated and estimated by bankrupt)

1. Unsecured creditors as per list 'A'	3,315,946.29
2. Secured creditors as per list 'B'	3,475,984.35
3. Preferred creditors as per list 'C'	NIL
4. Contingent or other liabilities as per list 'D' estimated to be reclaimable for	NIL
Total Liabilities	6,791,930.64
Surplus	NIL

Assets

(as stated and estimated by bankrupt)

1. Inventory	50,000.00
2. Trade fixtures, fittings, utensils, etc.....	NIL
3. Accounts Receivable, etc. as per list 'E'	
Good	326,342.63
Doubtful	NIL
Bad	NIL
Estimated to produce	326,342.63
4. Bills of exchange, promissory notes, etc. as per list 'F'	NIL
5. Deposits in Financial Institutions.....	NIL
6. Cash	99,641.72
7. Livestock	NIL
8. Machinery, equipment and plant	1,500,000.00
9. Real property or immovable as per list 'G'	1,500,000.00
10. Furniture.....	NIL
11. RRSPs, RRIFFs, Life Insurance, etc	NIL
12. Securities (Shares, bonds, debentures, etc)	NIL
13. Interest under wills	NIL
14. Vehicles	NIL
15. Other Property	NIL

If Bankrupt is a Corporation add:

Amount of capital subscribed	NIL
Amount paid thereon	NIL
Balance subscribed and unpaid	NIL
Estimated to produce	NIL
Total Assets	3,475,984.35
Deficiency	3,315,946.29

I, Erwin Rusch President of BRUIN ENGINEERED PARTS INC. , do swear that this statement and attached lists are to the best of my knowledge a full, true and complete statement of its affairs on 09/01/2007, and fully disclose all property of every description, that is in its possession or that may devolve on it in accordance with Section 67 of the Act.

SWORN before me in the City of Toronto in the Province of of Ontario this 5th day of September, 2007.

Signature of Bankrupt or Officer

STATEMENT OF AFFAIRS (Sec 158)
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BRUIN ENGINEERED PARTS INC.
OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
List 'A'
Unsecured Creditors

No	Name	Address	Account No.	Amount of claim
1	ALCOA ENGINEERED PRODUCTS	53 POTTSVILLE ST CRESSONA PA 17929		128,038.84
2	ALLIED HEAT TREAT	7521 TRANMERE DRIVE MISSISSAUGA ON L5S 1L4		2,165.26
3	AMMCO INDUSTRIAL EQUIPMENT LTD	43 WENTWORTH COURT, UNIT #1 BRAMPTON ON L6T 5K6		3,099.73
4	AQSR CANADA, INC.	2550 MATHESON BLVD. EAST, SUITE 126 MISSISSAUGA ON L4W 4Z1		381.60
5	ARCTIC PACKAGING INDUSTRIES INC	70 PLANCHET ROAD CONCORD ON L4K 2C7		4,579.17
6	ASB HEATING ELEMENTS LTD	20 BETHRIDGE ROAD ETOBICOKE ON M9W 1N1		872.03
7	ATLANTIC PACKAGING PRODUCTS	5711 ATLANTIC DRIVE MISSISSAUGA ON L4W 1M7		7,059.69
8	BARRIE WELDING & MACHINE (1974) LT	39 ANNE ST S BARRIE ON L4N 2C7		47.35
9	BDO DUNWOODY LLP	300 LAKESHORE DR. SUITE 300 BARRIE ON L4N 0B4		28,938.00
10	BELL CANADA-INTERNET			75.48
11	BELL CANADA-TELEPHONE			84.70
12	BELL MOBILITY			1,212.99
13	BIG ELECTRIC APPARATUS SERVICE	BOX 646 WASHAGO ON L0K 2B0		1,301.68
14	BOC GASES	P.O. BOX 10 293 WHITFIELD CRESCENT MIDLAND ON L4R 4K6		4,371.81
15	BRENNTAG CANADA INC.	43 JUTLAND ROAD ETOBICOKE ON M8Z 2G6		12,444.32
16	BRICO TRANSPORTATION SERVICES LT	3235 CLIFFORD COURT INNISFIL ON L9S 3V8		16,684.65
17	BRUIN USA INC (offset)	600 HAYES AVE STAUNTON VA 24401		52,867.35
18	BSLW CANADA	295 ALLIANCE ROAD UNIT 11 MILTON ON L9T 5B4		1,513.15
19	C.F.F. STAINLESS STEELS INC	1840 BURLINGTON ST E HAMILTON ON L8H 3L4		1,076.38
20	C.MALONEY AIR.COND. &REF. CO.	P.O. BOX 36		856.89

Dated: September 1, 2007

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No	Name	Address	Account No.	Amount of claim
21	CAD WIRE	MIDLAND ON L4R 4K6 825 DENISON ST UNIT 19 MARKHAM ON L3R 5E4		152.64
22	Canada Revenue Agency	81 Mulcaster St. Barrie On L4M 6T7		20,734.55
23	Canada Revenue Agency	81 Mulcaster St. Barrie On L4M 6T7	EHT	7,050.20
24	CENTRAL CAB COMPANY	258 FIRST STREET MIDLAND ON L4R 3N8		40.00
25	CERTIFIED OUTSOURCING SERVICES	35 ANNE ST. SOUTH BARRIE ON L4N 2C7		7,469.00
26	CHANTLER TRANSPORT	15 ELLIOTT AVENUE BARRIE ON L4N 4V6		529.63
27	CHRISTINE DAVIS			160.00
28	CLEAN ONTARIO	UNIT 8 43 MORROW ROAD BARRIE ON L4N 3V7		1,319.41
29	COLBIDE CANADA INC	188 BUNTING ROAD UNIT 5A ST CATHERINES ON L2M3Y1		1,813.56
30	COLEMAN CONTAINERS LIMITED	54 ATOMIC AVENUE ETOBICOKE ON M8Z 5L4		6,338.07
31	COMET CHEMICAL COMPANY LTD	3463 THOMAS STREET INNISFIL ON L9S 3W4		309.72
32	CON-WAY FREIGHT	10 PATTERSON ROAD BARRIE ON		427.86
33	COOKSON WALKER	200 UNIVERSITY AVENUE 14TH FLOOR TORONTO ON M5H 3C6		13,622.17
34	CORPORATION OF THE TOWN OF MIDLA	575 DOMINION AVE W MIDLAND ON L4R 1R2		58,250.68
35	CORRPAR INDUSTRIES LIMITED	17775 LESLIE STREET NEWMARKET ON L3Y 3E3		1,240.03
36	CPP PAYABLE			12,440.14
37	CRAWFORD SUPPLY LINE	360 SAUNDERS RD BARRIE ON L4N 9Y2		2,523.74
38	CREATIVE MANUFACTURING SOLUTION	421 GREENBROOK DRIVE UNIT 10 KITCHENER ON N2M 4K1		307.40

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No	Name	Address	Account No.	Amount of claim
39	CRISPO COMPANY LTD.	66 LESMILL ROAD TORONTO ON M3B 2T5		136.54
40	CROMAC CHEMICAL CO.	80 SUMMERLEA ROAD BRAMPTON ON L6T 4X3		4,943.52
41	CROWN AUTOMATED FEEDERS INC	1346 OSPREY DRIVE ANCASTER ON L9G 4V5		238.50
42	CRUCIBLE SERVICE CENTERS	6850 BASE LINE ROAD WALLACEBURG ON N8A 2K6		5,549.99
43	CSB PAYABLE			913.00
44	CULLIGAN			206.25
45	DELTA FLUID AIR INC.	160 SAUNDERS ROAD UNIT 2 BARRIE ON L4N 9A4		2,804.07
46	DEMAND LOGISTICS	59 CRANTON DRIVE PORTERS LAKE NS B3E 1E9		54,540.20
47	DURACOAT POWDER MANUFACTURING	13 IROQUOIS TRAIL GRIMSBY ON L3M 5E6		24,286.64
48	DURAMILL INDUSTRIAL SUPPLIES	21 BRADWICH DRIVE 2-3 CONCORD ON L4K 1K6		2,708.65
49	ECLIPSE COMBUSTION, CANADA	400 MATHESON BLVD. E., SUITES 1-3 MISSISSAUGA ON L4Z 1N8		996.45
50	ECONOMOS CANADA	5777 COOPERS AVENUE MISSISSAUGA ON L4Z 1R2		361.03
51	ELEMENT ALUMINUM LLC	2410 DR. F.E. WRIGHT DRIVE JACKSON TN 38305		357,657.96
52	EMPLOYEES (VACATION PAY)	Al Godin c/o Cdn National Federation of Indep. Un 526 Winona Rd. N, Suite 200 Stoney Creek On L8E 5E9		224,039.83
53	Enbridge	P.O. Box 650 Scarborough Ont M1K 5E3		37,924.80
54	ERWIN RUSCH	388 Midland Point Road Postal Stn U MIDLAND ON L4R 5H3		513,496.83
55	ERWIN RUSCH HOLDING LTD	388 MIDLAND POINT RD. Postal Stn U MIDLAND ON L4R 5H3		6,558.28
56	EXPORT DEVELOPMENT CANADA	151 O'CONNOR OTTAWA ON K1A 1K3		6,573.21

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No	Name	Address	Account No.	Amount of claim
57	F.K. MACHINERY LIMITED	475 WELHAM ROAD BARRIE ON L4M 6E7		1,753.76
58	FASTENAL INDUSTRIAL & CONSTRUCTIO	345 CRANSTON CR P.O. BOX 162 MIDLAND ON L4R 4K8		907.05
59	FEDERAL EXPRESS CANADA LTD			3,107.13
60	FEDEX TRADE NETWORKS	P.O. BOX 600 NIAGARA FALLS ON L2E 6V2		44.15
61	FINE PRINT & DESIGN	1 LEVI SIMON TRAIL P.O. BOX 765 PENETANG ON LOK 1P0		1,494.60
62	FIRST FOR SAFETY	105 4TH ST UNIT A MIDLAND ON L4R 3S9		2,758.45
63	FRITH REGIONAL WASTE SYSTEMS	176A SAUNDERS ROAD BARRIE ON L4N 9A4		3,069.71
64	FUCHS LUBRICANTS OF CANADA	405 DOBBIE DRIVE CAMBRIDGE ON N1R 5X9		597.42
65	FULL LINE ELECTRONICS INC-THE SOURC	9170 COUNTY ROAD 93 W MIDLAND ON L4R 4K6		62.65
66	G & K SERVICES CANADA INC	940 WARDEN AVE. SCARBOROUGH ON MIL 4C9		8,389.45
67	GARNISHEES PAYABLE	PO.BOX 2204, STN P. ATTN: FAMILY RESPONSIBILITY OFFIC DOWNSVIEW ON M5S 3E9		2,784.50
68	GEORGIAN BAY METALS INC	12 LAURIER ROAD PENETANGUISHENE ON L9M 1G8		3,411.03
69	GEORGIAN BAY TRANSPORTATION	11 LAURIER DR. P.O. BOX 1540 PENETANG ON L9M 1G8		1,765.76
70	GILBERT C STOREY MACHINERY LIMIT	2745-14 TH AVENUE MARKHAM ON L3R 0H9		828.72
71	GLEN MARTIN	106 SAUNDERS ROAD UNIT 16 BARRIE ON L4N 9A8		385.75
72	GRAND & TOY	P.O. BOX 5500 DON MILLS ON M3C 3L5		1,859.80
73	GREG CANNING	619 MORNINGVIEW LANE MIDLAND ON L4R 5G6		25,,000.00
74	GRM COMMUNICATIONS	P.O. BOX 261 WYEVALE ON L0L 2T0		137.80

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No	Name	Address	Account No.	Amount of claim
75	H.L. BLACHFORD LTD	2323 ROYAL WINDSOR DRIVE MISSISSAUGA ON L5J 1K5		1,793.52
76	HURONIA ALARMS	233 MIDLAND AVE MIDLAND ON L4R 3K1		190.80
77	HURONIA TRANSPORTATION SERVICES I	725 VINDIN ST PO BOX 251 MIDLAND ON L4R 4K8		560.01
78	HYDRAULIC POWER (GUELPH) INC	474 MASSEY ROAD GUELPH ON N1K 1B4		1,559.26
79	IDEAL SUPPLY CO. LTD.	MIDLAND ON		3,513.83
80	IMPERIAL XPRESS	725 VINDIN ST. MIDLAND ON L4R 4K8		7,488.26
81	INTERTEK TESTING SERVICES	3210 AMERICAN DRIVE MISSISSAUGA ON L4V 1B3		7,553.34
82	IRON AGE CANADA	304 DUNLOP ST W UNIT 8 BARRIE ON L4N 7L2		731.05
83	J & L INDUSTRIAL SUPPLY	31800 INDUSTRIAL ROAD LIVONIA MI 48150		3,091.40
84	J & R PALLET RECYCLING LTD	49 TRUMANN ROAD BARRIE ON		594.66
85	J H VARTY MACHINERY LIMITED	112 SAUNDERS ROAD UNIT 7 & 8 BARRIE ON L4N 9A8		3,469.20
86	JEFFERIES PRO HARDWARE	526 DOMINION AVE MIDLAND ON L4R 1P8		202.35
87	K & C TRANSPORTATION	40 WESTBURY CRES CAMBRIDGE ON N3C 3G2		4,805.75
88	KAISER ALUMINUM CORP.	600 KAISER DRIVE HEATH OH 43056		7,891.10
89	KENNAMETAL LTD. #T-6129	6497 EDWARDS BOULEVARD MISSISSAUGA ON L5T 2V2		395.06
90	KG BEARINGS AND BELTING	P.O. BOX 723, 257 WHITEFIELD CR MIDLAND ON L4R 4L3		10,212.33
91	L. POLLONI	11 BEECHCROFT ROAD PENETANG ON L9M 1S2		2,410.00
92	LAZER THERM MARKETING INC.	880 DILLINGHAM ROAD PICKERING ON L1W 1Z6		735.64
93	LIFTOW LIMITED	20 ADVANCE BLVD BRAMPTON ON L6T 4R7		136.13

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No	Name	Address	Account No.	Amount of claim
94	LISA'S CLEANING SERVICE	P.O. BOX 142 PERKINSFEILD ON L0L 2J0		1,782.18
95	MAJAC TOOLING SUPPLY LTD	131 SAUNDERS ROAD UNIT 8 BARRIE ON L4N 9A7		2,404.08
96	MANITOULIN TRANSPORT	20 ELLIOT AVE BARRIE ON L4N 4V7		119.33
97	MIDHURST ROOFING	P.O. BOX 126 MIDHURST ON L0L 1X0		3,381.40
98	MIDLAND PRINTERS	355 CRANSTON CR PO BOX 146 MIDLAND ON L4R 4K6		479.50
99	MIDLAND PUBLIC UTILITIES	Christine Bell 16984 HWY 12 MIDLAND ON L4R 4P4		24,781.97
100	MIDLAND TIMBERMART	200 THIRD ST MIDLAND ON		47.65
101	Ministry of Finance (EHT)	Collections Branch 33 King Street West Box 640 Oshawa ON L1H 8H5		Unknown
102	MISTER SAFETY SHOES	2300 FINCH AVE. WEST UNIT #6 WESTON ON M9M 2Y3		3,040.83
103	MOORE PACKAGING SUPPLIES	49 TRUMAN ROAD BARRIE ON L4N 8Y7		11,397.95
104	MTM DE MEXICO	28 WALTER JONES BLV STE F EL PASO TX 79906		1,119.98
105	NATIONAL BANK OF CANADA	2700- 530 8th Avenue S.W. Calgary ON T2P 3S8		724,015.65
106	NATIONAL BANK OF CANADA - MASTER	CARD SERVICES 600 RUE DE LA GAUCHETIERE WEST MONTREAL PQ H3B 5B4		1,039.65
107	NATIONAL COMPRESSED AIR	376 SOVEREIGN ROAD LONDON ON N6M 1A5		2,538.59
108	NEAR NORTH CUSTOMS BROKERS	20 ELLIOTT AVE BARRIE ON L4N 4V7		277.95
109	NEAR NORTH CUSTOMS -CDN\$			424.00
110	NEBS BUSINESS PRODUCTS	330 CRANSTON CRES MIDLAND ON L4R 4V9		498.32
111	NEUMAN ALUMINUM CANADA	2205 RUE ROY SHERBROOKE PQ J1K 1B6		65,281.76

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No	Name	Address	Account No.	Amount of claim
112	NIAGARA TOOLS LTD	54 ST CATHERINES ST ST CATHERINES ON L2R 7R5		4,257.77
113	NORTH SIMCOE COMMUNITY FUTURES I	355 CRANSTON CRESCENT P.O. BOX 8 MIDLAND ON L4R 4K6		123,050.26
114	NORTH SIMCOE TOOL & MANUFACTURIN	381 WILLIAM STREET P.O. BOX 188 MIDLAND ON L4R 4K8		23,860.60
115	NORTHERN CHEMICAL BLENDING CO	360 LITERARY ROAD CLEVELAND OH 44113		15,696.00
116	NORTHERN SAFETY LIMITED	417 HURONIA RD BARRIE ON L4N 8Z1		1,274.37
117	Northwest Aluminum Specialties Inc.	c/o David Gourlay Fasken Martineau 66 Wellington Street West, Suite 4200 Toronto ON M5K 1N6		Unknown
118	NORTHWEST ALUMINUM SPECIALTIES I	3313 WEST SECOND ST THE DALLES OR 97058		78,301.72
119	NOVAPRO EQUIPMENT LTD	4 PAGET ROAD BRAMPTON ON L6T 5G3		300.00
120	ORILLIA FAST FREIGHT	21 LAKEVIEW AVE ORILLIA ON L3V 6E6		583.00
121	ORILLIA SCALE SERVICE INC.	P.O. BOX 463 ORILLIA ON L3V 6K2		798.00
122	ORILLIA WOODWORKING INC	11 PROGRESS DRIVE ORILLIA ON L3V 6H1		12,271.57
123	PACKAGING PRODUCTS INC.	4-400 BRITANNIA ROAD EAST MISSISSAUGA ON L4Z 1X9		3,118.23
124	PONY EXPRESS DELIVERY SERVICE	P.O. BOX 5144 PENETANGUISHENE ON L9M 2G3		164.30
125	PRECISION ENGRAVING COMPANY LIM	101A MILVAN DRIVE TORONTO ON M9L 1Z7		1,590.00
126	PROWIS INC.	372 BAY STREET SUITE 1703 TORONTO ON M5H 2W9		24,686.52
127	PUROLATOR COURIER			486.54
128	R.E. WALKER PACKAGING INC.	4 ALLIANCE BLVD. UNIT 13 SUITE 404 BARRIE ON L4M7G3		2,648.31
129	RAYMOND BEAUCHAMP	37 CONCESSION 13 W PERKINSFIELD ON L0L 2J0		600.00

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No	Name	Address	Account No.	Amount of claim
130	RDH EXPRESS	423 CONC. 17 RR. #3 PENETANG ON L9M 1R3		2,520.47
131	RDP ASSOCIATES INC.	200 UNIVERSITY AVENUE 14TH FLOOR TORONTO ON M5H 3C6		1,649.63
132	REF AUTOMATION LTD.	774 SUPERTEST ROAD DOWNSVIEW ON M3J 2M5		1,226.31
133	REGENT TOOL & DIE LTD	237 FORESTPLAIN ROAD ORILLIA ON L3V 6V7		436.14
134	RIVAL OFFICE SOLUTIONS	301 BRYNE DRIVE SUITE 7 BARRIE ON L4N 8V4		1,226.37
135	ROCHESTER MIDLAND	851 PROGRESS COURT OAKVILLE ON L6J 5A8		41,594.59
136	RRSP PAYABLE			8,075.00
137	SALVATION ARMY THRIFT STORE	P.O. BOX 266 MIDLAND ON L4R 4K8		3,648.00
138	SANDTRON AUTOMATION LIMITED	1221 DILLON ROAD BURLINGTON ON L7M 1K6		1,387.36
139	SAPILUB LTD	P.O. BOX 29, BACHRAIN 3 CH-8266 STECKBORN		4,860.31
140	SCOTIA BANK	135 MAIN ST. PENETANGUISHENE ON		217,606.48
141	SCOTIABANK VISA	P.O. BOX 4100 POSTAL STN ""A"" TORONTO ON M5W 1T1		1,239.78
142	SERVICE PLUS	418 BLAKE ST BARRIE ON L4M 1L3		289.56
143	SHIBLEY RIGHTON	250 UNIVERSITY AVE SUITE 700 TORONTO ON M5H 3E5		17,407.86
144	SIRCO MACHINERY COMPANY LIMITED	40 JUTLAND ROAD TORONTO ON M8Z 2G9		119.68
145	SMS MACHINE TOOLS LIMITED	32 CLAIREVILLE DRIVE REXDALE ON M9W 5T9		2,619.37
146	SNIDER TRANSPORT	170 ALBERT ST. P.O. BOX 271 MIDLAND ON L4R 4K8		3,595.79
147	SPECTRAL FINISHING INC	103 - 8310 130TH STREET		1,122.54

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No	Name	Address	Account No.	Amount of claim
148	SPORTSTAPE ATHLETIC PRODUCTS	SURREY BC V3W 8J9 #7195 HWY 9 WEST P.O. BOX 399 SCHOMBERG ON L0G 1T0		250.69
149	STATE CHEMICAL LIMITED	1745 MEYERSIDE DRIVE UNIT #1 MISSISSAUGA ON L5T 1C6		484.00
150	STEWART'S FUELS	P.O. BOX 5030 133 ROBERT STREET WEST PENETANG ON L9M 2G2		13,078.00
151	STRUTHMANN ENTERPRISES LIMITED	287 TIFFIN STREET UNIT 3 BARRIE ON L4N 7R8		936.62
152	SUNNYSIDE MACHINE & HYDRAULICS	1178 EVERTON ROAD MIDLAND ON L4R 5J2		4,097.92
153	SWISS INSTRUMENTS LIMITED	1920 MATTAWA AVENUE MISSISSAUGA ON L4X 1K1		1,579.40
154	TAX PAYABLE			23,793.99
155	TELIZON INC			1,106.33
156	TENAQUIP INDUSTRIAL EQUIPMENT AN	TORONTO ON		548.68
157	THE ELEGANT GOURMET	235 KING STREET MIDLAND ON L4R 3M1		1,113.00
158	THOMAS PUBLISHING COMPANY LLC	5 PENN PLAZA NEW YORK NY 10001		8,066.24
159	THOMSON CARSWELL	P.O. BOX 1991 STATION B TORONTO ON M5T 3G1		271.21
160	THYSSENKRUPP MATERIALS	2821 LANGSTAFF ROAD CONCORD ON L4K 5C6		2,383.10
161	TIPC0	1 COVENTRY ROAD BRAMALEA ON L6T 4B1		165.74
162	TOM DOWNER LTD	349 CRANSTON CR MIDLAND ON L4R 4P4		660.38
163	TOWER AUTOMOTIVE-ALGOODS INC	158 STERLING ROAD TORONTO ON M6R 2B8		24,416.00
164	TOWN OF MIDLAND	575 DOMINION AVE. W. MIDLAND ON L4R 1R2		23,316.47
165	UNALLOY/IWRC	7925 GOREWAY DRIVE BRAMPTON ON L6T 5J7		1,979.69
166	UNDERWRITERS - U.L.C.	7 UNDERWRITERS ROAD		3,359.14

Dated: September 1, 2007

 Signature of Bankrupt or Officer

STATEMENT OF AFFAIRS (Sec 158)
 IN THE MATTER OF THE BANKRUPTCY OF
 BRUIN ENGINEERED PARTS INC.
 OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
 List 'A'
 Unsecured Creditors

No	Name	Address	Account No.	Amount of claim
167	UPS OF CANADA	TORONTO ON M1R 3B4 PO.BOX 2127 CRO HALIFAX NS B3J 3B7		47.73
168	UPS SCS INC	6655 AIRPORT ROAD MISSISSAUGA ON L4V 1V8		7,033.14
169	VANGUARD STEEL LTD	2160 MEADOWPINE BLVD MISSISSAUGA ON L5N 6H6		932.80
170	WAJAX INDUSTRIES LIMITED	P.O. BOX 8859 STATION A TORONTO ON M5W 1P8		1,835.90
171	WESTBURNE RUDDY ELECTRIC DIV	OF REXEL CANADA 405 CRANSTON CR MIDLAND ON		758.07
172	WINTERS INSTRUMENTS	121 RAILSIDE ROAD TORONTO ON M3A 1B2		257.03
173	WOLSELEY MECHANICAL GROUP	405 A CRANSTON CRES. MIDLAND ON L4R 4L1		604.16
174	Workers' Compensation Board	200 FRONT STREET WEST TORONTO ON M5V 3J1		8,021.63
175	WORKPLACE SAFETY PEOPLE	39 SHERWOOD CRESCENT PERKINSFIELD L0L 2J0		450.50
176	WYEBRIDGE MACHINE COMPANY	771 KING STREET MIDLAND ON L4R 3K6		49.69
177	YELLOW PAGES GROUP			89.78
178	ZEE MEDICAL SERVICE	4080 NORTH SERVICE ROAD EAST UNIT B-11 WINDSOR ON N8W 5X2		289.00
	TOTAL			3,340,946.29

Dated: September 1, 2007

 Signature of Bankrupt or Officer

STATEMENT OF AFFAIRS (Sec 158)
IN THE MATTER OF THE BANKRUPTCY OF
BRUIN ENGINEERED PARTS INC.
OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
List 'B'
Secured Creditors

No	Name & Address Nature of Claim Particulars of Security	Amount of Claim	When Given	Estimated Value of Security	Estimated Surplus from Security	Balance of Claim Unsecured
1	De Lage Landen Financial Services Canada 100-1235 North Service Road Oakville ON L6M 2W2	Unknown		0.00	0.00	0.00
2	ERWIN RUSCH 388 Midland Point Road Postal Stn U MIDLAND ON L4R 5H3	513,496.83		0.00	0.00	513,496.83
3	Machinery, equipment and plant ERWIN RUSCH HOLDING LTD 388 MIDLAND POINT RD. Postal Stn U MIDLAND ON L4R 5H3	6,558.28	07-01-05	0.00	0.00	6,558.28
4	Machinery, equipment and plant Halla Climate Control Canada Inc. 360 University Ave. Belleville ON K8N 5T6	Unknown		0.00	0.00	0.00
5	Machinery, equipment and plant NATIONAL BANK OF CANADA 2700- 530 8th Avenue S.W. Calgary ON T2P 3S8	4,000,000.00	07-06-14	3,275,984.35	0.00	724,015.65
	Machinery, equipment and plant Cash on hand Inventory Land and Building - Hwy 12 Midland, Ontario Accounts Receivable		99-02-15 99-02-15 99-02-15 99-02-15 99-02-15			
6	NORTH SIMCOE COMMUNITY FUTURES DEVELC 355 CRANSTON CRESCENT P.O. BOX 8 MIDLAND ON L4R 4K6	123,050.26		0.00	0.00	123,050.26
7	Machinery, equipment and plant SCOTIA BANK 135 MAIN ST. PENETANGUISHENE ON	417,606.48	06-08-25	200,000.00	0.00	217,606.48
8	Machinery subject to Scotiabank security Visteon Corporation 1 Village Centre Drive Van Buren MI 48111	Unknown	04-01-23	0.00	0.00	0.00
	Machinery, equipment and plant		07-06-14			
	TOTAL	5,060,711.85				1,584,727.50

Dated: September 1, 2007

Signature of Bankrupt or Officer

STATEMENT OF AFFAIRS (Sec 158)
IN THE MATTER OF THE BANKRUPTCY OF
BRUIN ENGINEERED PARTS INC.
OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
 List 'C'
 Preferred Creditors for Wages, Rent, Etc.

No	Name of Creditor Address and Occupation	Nature of Claim	Period During Which Claim Accrued	Amount of Claim	Amount Payable in Full	Ranking for Dividend
				<hr style="width: 50%; margin-left: auto; margin-right: 0;"/> 0.00		

TOTAL

0.00

Dated: September 1, 2007

Signature of Bankrupt or Officer

STATEMENT OF AFFAIRS (Sec 158)
IN THE MATTER OF THE BANKRUPTCY OF
BRUIN ENGINEERED PARTS INC.
OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
List 'D'
Contingent or Other Liabilities

No	Name of Creditor or Claimant Address and Occupation	Amount of Liability or Claim	Amount Expected to Rank for Dividend	Date Liab Incurred Mo Yr	Nature of Liability
	TOTAL		\$0.00		

Dated: September 1, 2007

Signature of Bankrupt or Officer

STATEMENT OF AFFAIRS (Sec 158)
 IN THE MATTER OF THE BANKRUPTCY OF
 BRUIN ENGINEERED PARTS INC.
 OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
 List 'E'
 Debts Due to the Estate

No	Name, Address & Occupation of Debtor	Nature of Debt Particulars of Security Folio Ledger for Particulars	Amount of Debt Good Doubtful Bad	Contracted <hr/> Yr Mo	Estimated to Produce
1	Accounts Receivable		326,342.63 0.00 0.00		326,342.63
	TOTAL				<hr/> 326,342.63

Dated: September 1, 2007

Signature of Bankrupt or Officer

**STATEMENT OF AFFAIRS (Sec 158)
 IN THE MATTER OF THE BANKRUPTCY OF
 BRUIN ENGINEERED PARTS INC.
 OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
 List 'F'**

**Bills of Exchange, Promissory Notes, Lien Notes
 Chattel Mortgages, etc., Available as Assets**

No	Name of all Promissors, Acceptors, Endorsers, Mortgagors and Guarantors Address and Occupation	Amount of Bill or Note	Date When Due	Estimated to Produce	Particulars held as Security for Payment of Bills or Notes
				<hr style="width: 50%; margin-left: auto;"/> \$0.00	

TOTAL

Dated: September 1, 2007

 Signature of Bankrupt or Officer

STATEMENT OF AFFAIRS (Sec 158)
 IN THE MATTER OF THE BANKRUPTCY OF
 BRUIN ENGINEERED PARTS INC.
 OF THE TOWN OF MIDLAND, IN THE PROVINCE OF ONTARIO
 List 'G'

Real Property or Immovable Owned by bankrupt

No	Description of Property Nature of bankrupt's Interest In Whose Name Docs Title Stand	Total Value	Particular of Mortgages, Hypothecs or other Encumbrances		Equity or Surplus
			Name & Address	Amount	
1	Land and Building - Hwy 12 Midland, Ontario	1,500,000.00	NATIONAL BANK OF CANADA 2700- 530 8th Avenue S.W. Calgary ON T2P 3S8	4,000,000.00	0.00
TOTAL		1,500,000.00			

Dated: September 1, 2007

 Signature of Bankrupt or Officer

Registry #31-454992

Bankruptcy No. 31-454992

IN THE MATTER OF THE BANKRUPTCY OF
BRUIN ENGINEERED PARTS INC.

OF THE TOWN OF MIDLAND, IN THE PROVINCE OF
ONTARIO

Statement of Affairs and Schedules (Form 74)

GRANT THORNTON LIMITED
Trustee in Bankruptcy
P.O. Box 55, Royal Bank Plaza
19th Floor, South Tower
Toronto, Ontario M5J 2P9

PROOF OF CLAIM
[S.50.1(1);51(1)(e);66.14(b);81.2(1),102(2);124(2) AND 128(1)]

All notices or correspondence to be forwarded to the following address:

ADDRESS: _____

TELEPHONE #: _____

FAX #: _____

In the matter of the Bankruptcy (or Proposal or Receivership of the property) of

BRUIN ENGINEERED PARTS INC. _____ (Name of Debtor),

of the Town of Midland, in the Province of Ontario _____ (City and Province) and the claim

of _____, creditor.

I, _____ (Name of Creditor)

of _____ (City and Province) do hereby certify:

1. THAT I am a creditor of the above-named Debtor [or that I am _____ (state position or title) of _____ (Name of Creditor)].

2. THAT I have knowledge of all the circumstances connected with the claim referred to below.

3. THAT the Debtor was, at the date of bankruptcy (or the date of the receivership, or in the case of a proposal, the date of the notice of intention or of the proposal, if no notice of intention was filed), namely the **1st day of September, 2007**, and is still indebted to the Creditor in the sum of \$ _____, as specified in the statement of account (or affidavit or solemn declaration) attached and marked Schedule "A", after deducting any counterclaims to which the Debtor is entitled. (The attached statement of account, affidavit or solemn declaration must specify the vouchers or other evidence in support of the claim).

4. (Check and complete appropriate category)

A. UNSECURED CLAIM OF \$ _____

That in respect of this debt, I do not hold any assets of the Debtor as security and

Regarding the amount of \$ _____, I do not claim a priority.

Regarding the amount of \$ _____, I claim a right to a priority under S. 136 of the Act.

(Set out on an attached sheet details to support priority claim.)

A.1 CLAIM OF LANDLORD FOR DISCLAIMER OF A LEASE \$ _____

That I hereby make a claim under subsection 65.2(4) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based.)

B. SECURED CLAIM OF \$ _____

That in respect of this debt, I hold assets of the Debtor valued at \$ _____ as security, particulars of which are as follows:

(Give full particulars of the security, including the date on which the security was given and the value at which you assess the security, and attach a copy of the security documents.)

C. CLAIM BY FARMER, FISHERMAN OR ACQUACULTURIST

That I hereby make a claim under S.81.2(1) of the Act for the unpaid amount of \$ _____

(Attach a copy of sales agreement and delivery receipts.)

D. CLAIM AGAINST DIRECTOR OF \$ _____

(To be filed when a proposal provides for the compromise of claims against directors)

That I hereby make a claim under S. 50(13) of the Act, particulars of which are as follows:

(Give full particulars of the claim, including the calculations upon which the claim is based)

5. That, to the best of my knowledge, I am (or the above-named creditor is) (or am not or is not) related to the Debtor within the meaning of S. 4 of the Act.

6. That the following are the payments that I have received from and the credits that I have allowed to the Debtor within the three months (or, if the creditor and the debtor are related within the meaning of S. 4 of the Act, within the 12 months) immediately before the date of the initial bankruptcy event within the meaning of S. 2 of the Act: (Provide details of payments and credits). (Applicable only in the case of the bankruptcy of an individual)

I request to be advised of any material change in the financial situation of the bankrupt, pursuant to S. 102(3)(b)(i) of the Act.

I request to be advised of any amendment made regarding the amount that the bankrupt is required to pay, pursuant to S. 68(4) of the Act.

I request that a copy of the report filed by the Trustee regarding the bankrupt's application for discharge pursuant to S. 170(1) of the Act be sent to the above address.

DATED at _____, this _____ day of _____, 2007.

Witness

Creditor

NOTE: If an affidavit or solemn declaration is attached, it must have been made before a person qualified to take affidavits or solemn declarations.

WARNINGS: A Trustee may, pursuant to S.128(3) of the Act, redeem a security on payment to the secured creditor of the debt or the value of the security as assessed in a proof of security by the secured creditor. Section 201(1) of the Act provides severe penalties for making a false claim, proof, declaration or statement of account.

GRANT THORNTON LIMITED, TRUSTEE
200 Bay Street, Box 55, 19th Floor
Royal Bank Plaza, South Tower
Toronto, Ontario M5J 2P9 (over)

GENERAL PROXY [(S51(e);66.15(3)(b) and 102(2))]

In the matter of the Bankruptcy of
BRUIN ENGINEERED PARTS INC.

_____, an insolvent,
I (or We), _____ (name of creditor), of
_____ (name of municipality), a creditor in the above matter, hereby

appoint _____
of _____, to be my (or our) general proxy in the above matter except as to the
receipt of dividends with (or without) power to appoint another proxy in his or her place.

DATED at _____, this _____ day of _____, 2007

Witness _____ Individual Creditor

Name of Corporate Creditor
Per: _____
Witness _____ Name and Title of Signing Officer

CHECKLIST FOR PROOFS OF CLAIM

This checklist is provided to assist you in preparing the proof of claim form and, where required, the proxy form in a complete and accurate manner. Please specifically check each requirement.

GENERAL

- The signature of a witness is required.
- This document must be signed personally by the individual completing this declaration.
- Give the complete address where all notices or correspondence is to be forwarded.
- The amount on the statement of account must correspond to the amount indicated on the proof of claim.

PARAGRAPH I

- Creditor must state full and complete legal name of company or firm.
- If the individual completing the proof of claim is not the creditor himself, he must state his position or title.

PARAGRAPH II

- The statement of account must be complete.
- A detailed statement of account of the last three months must be attached to the proof of claim and must show the date, the number and the amount of all the invoices or charges, together with the date, the number and the amount of all credits or payments.

PARAGRAPH IV

- All claimants must attach a detailed list of all payments or credits received or granted, as follows:
 - (a) within the three (3) months preceding the bankruptcy or the proposal, in the case where the claimant and the debtor are not related.
 - (b) within the twelve (12) months preceding the bankruptcy or proposal, in the case where the claimant and the debtor are related.

PARAGRAPH V

- All claimants must indicate if he or she is related or not to the debtor, as defined in Section 4 of the Bankruptcy Act.

- PROXY -

NOTE:

The Bankruptcy Act permits a proof of claim to be made by a duly authorized agent of a creditor but this does not give such a person power to vote at the first meeting of creditors or to act as the proxy of the creditors.

GENERAL

- A creditor may vote either in person or by proxy.
- A debtor may not be appointed a proxy to vote at any meeting of his creditors.
- The trustee may be appointed as a proxy for any creditor.
- A corporation may vote by an authorized agent at meeting of creditors.
- In order for a duly authorized person to have a right to vote he must himself be a creditor or be the holder of a properly executed proxy. The name of the creditor must appear in the proxy