

UNITED STATES BANKRUPTCY COURT District of Delaware				VOLUNTARY PETITION	
Name of Debtor (if individual, enter Last, First, Middle): <b>Specialty Products Holding Corp.</b>			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): <b>See Schedule I attached</b>			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): <b>34-6550857</b>			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): <b>4515 St. Clair Avenue Cleveland, Ohio</b> <div style="text-align: right;">ZIP CODE <b>44103</b></div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>		
County of Residence or of the Principal Place of Business: <b>Cuyahoga County, Ohio</b>			County of Residence or of the Principal Place of Business:		
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>		
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>					
<b>Type of Debtor</b> (Form of Organization) (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form</i></li> <li><input checked="" type="checkbox"/> Corporation (includes LLC and LLP)</li> <li><input type="checkbox"/> Partnership</li> <li><input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below)</li> </ul>		<b>Nature of Business</b> (Check one box.) <ul style="list-style-type: none"> <li><input type="checkbox"/> Health Care Business</li> <li><input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B)</li> <li><input type="checkbox"/> Railroad</li> <li><input type="checkbox"/> Stockbroker</li> <li><input type="checkbox"/> Commodity Broker</li> <li><input type="checkbox"/> Clearing Bank</li> <li><input checked="" type="checkbox"/> Other</li> </ul> <hr/> <b>Tax-Exempt Entity</b> (Check box, if applicable) <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code)</li> </ul>		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box) <ul style="list-style-type: none"> <li><input type="checkbox"/> Chapter 7</li> <li><input type="checkbox"/> Chapter 9</li> <li><input checked="" type="checkbox"/> Chapter 11</li> <li><input type="checkbox"/> Chapter 12</li> <li><input type="checkbox"/> Chapter 13</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding</li> <li><input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding</li> </ul> <hr/> <b>Nature of Debts</b> (Check one box) <ul style="list-style-type: none"> <li><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."</li> <li><input checked="" type="checkbox"/> Debts are primarily business debts</li> </ul>	
<b>Filing Fee</b> (Check one box.) <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Full Filing Fee attached.</li> <li><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.</li> <li><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.</li> </ul>			<b>Chapter 11 Debtors</b> <p><b>Check one box:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).</li> <li><input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).</li> </ul> <p><b>Check if:</b></p> <ul style="list-style-type: none"> <li><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).</li> </ul> <p><b>Check all applicable boxes:</b></p> <ul style="list-style-type: none"> <li><input type="checkbox"/> A plan is being filed with this petition.</li> <li><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).</li> </ul>		
<b>Statistical/Administrative Information</b> <ul style="list-style-type: none"> <li><input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors</li> <li><input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.</li> </ul>					THIS SPACE IS FOR COURT USE ONLY
<b>Estimated Number of Creditors (on a consolidated basis)</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> 1-49</li> <li><input type="checkbox"/> 50-99</li> <li><input type="checkbox"/> 100-199</li> <li><input type="checkbox"/> 200-999</li> <li><input type="checkbox"/> 1,000-5,000</li> <li><input type="checkbox"/> 5,001-10,000</li> <li><input checked="" type="checkbox"/> 10,001-25,000</li> <li><input type="checkbox"/> 25,001-50,000</li> <li><input type="checkbox"/> 50,001-100,000</li> <li><input type="checkbox"/> Over 100,000</li> </ul>					
<b>Estimated Assets (on a consolidated basis)</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> \$0 to \$50,000</li> <li><input type="checkbox"/> \$50,001 to \$100,000</li> <li><input type="checkbox"/> \$100,001 to \$500,000</li> <li><input type="checkbox"/> \$500,001 to \$1 million</li> <li><input type="checkbox"/> \$1,000,001 to \$10 million</li> <li><input type="checkbox"/> \$10,000,001 to \$50 million</li> <li><input type="checkbox"/> \$50,000,001 to \$100 million</li> <li><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</li> <li><input type="checkbox"/> \$500,000,001 to \$1 billion</li> <li><input type="checkbox"/> More than \$1 billion</li> </ul>					
<b>Estimated Liabilities (on a consolidated basis)</b> <ul style="list-style-type: none"> <li><input type="checkbox"/> \$0 to \$50,000</li> <li><input type="checkbox"/> \$50,001 to \$100,000</li> <li><input type="checkbox"/> \$100,001 to \$500,000</li> <li><input type="checkbox"/> \$500,001 to \$1 million</li> <li><input type="checkbox"/> \$1,000,001 to \$10 million</li> <li><input type="checkbox"/> \$10,000,001 to \$50 million</li> <li><input type="checkbox"/> \$50,000,001 to \$100 million</li> <li><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</li> <li><input type="checkbox"/> \$500,000,001 to \$1 billion</li> <li><input type="checkbox"/> More than \$1 billion</li> </ul>					

<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): <b>Specialty Products Holding Corp.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years (if more than two, attach additional sheet.)</b>			
Location Where Filed: <b>None</b>	Case Number: N/A	Date Filed: N/A	
Location Where Filed: <b>None</b>	Case Number: N/A	Date Filed: N/A	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (if more than one, attach additional sheet.)</b>			
Name of Debtor: <b>See Schedule 1 attached</b>	Case Number: <b>Pending</b>	Date Filed: <b>Date Hereof</b>	
District: <b>District of Delaware</b>	Relationship: <b>Affiliate</b>	Judge:	
<p style="text-align: center;"><b>Exhibit A</b></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;"><b>Exhibit B</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>	
<b>Exhibit C</b>			
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			
<b>Exhibit D</b>			
(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.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input 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 checked="" 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			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<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(l))			

<p><b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i></p>	<p>Name of Debtor(s): <b>Specialty Products Holding Corp.</b></p>
<b>Signatures</b>	
<p style="text-align: center;"><b>Signature(s) of Debtor(s) (Individual/Joint)</b></p> <p>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)</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (if not represented by attorney)</p> <p>_____ Date</p>	<p style="text-align: center;"><b>Signature of a Foreign Representative</b></p> <p>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</p> <p>(Check only one box)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X _____ <i>D. J. DeFranceschi</i> <b>Signature of Attorney for Debtor(s)</b> <b>Daniel J. DeFranceschi (DE No. 2732)</b></p> <p>_____ <b>Printed Name of Attorney for Debtor(s)</b> <b>Richards, Layton &amp; Finger, P.A.</b></p> <p>_____ <b>Firm Name</b> <b>One Rodney Square, 920 North King Street</b> <b>Wilmington, DE 19801</b></p> <p>_____ <b>Address</b> <b>302.651.7700</b></p> <p>_____ <b>Telephone Number</b> <b>May 31, 2010</b></p> <p>_____ <b>Date</b></p> <p><small>*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</small></p>	<p style="text-align: center;"><b>Signature of Non-Attorney Bankruptcy Petition Preparer</b></p> <p>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(b) 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.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ 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)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.</p> <p>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.</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i></p>
<p style="text-align: center;"><b>Signature of Debtor (Corporation/Partnership)</b></p> <p>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.</p> <p>The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ <i>Stephen J. Knoop</i> <b>Signature of Authorized Individual</b> <b>Stephen J. Knoop</b></p> <p>_____ <b>Printed Name of Authorized Individual</b> <b>Chairman and Chief Executive Officer</b></p> <p>_____ <b>Title of Authorized Individual</b> <b>May 31, 2010</b></p> <p>_____ <b>Date</b></p>	

## SCHEDULE 1

A. All other names used by the Debtor in the last eight years:

RPM, Inc.

B. Pending Bankruptcy Cases Filed by Affiliates of the Debtor:

On the date hereof, each of the affiliated entities listed below, including the debtor in this chapter 11 case (collectively, the "Debtors"), filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting that the Court consolidate their chapter 11 cases for administrative purposes only.

1. Specialty Products Holding Corp.

2. Bondex International, Inc.

## **SPECIALTY PRODUCTS HOLDING CORP.**

**(an Ohio corporation)**

### **CERTIFICATE OF RESOLUTIONS**

I, Stephen J. Knoop, the Chairman and Chief Executive Officer of Specialty Products Holding Corp., an Ohio corporation (the "Corporation"), do hereby certify that: (a) I am the duly elected, qualified and acting Chairman and Chief Executive Officer; (b) the following resolutions were duly adopted by the Board of Directors of the Corporation at a meeting of the Board of Directors convened on May 31, 2010, in accordance with the bylaws of the Corporation and applicable law; and (c) said resolutions have not been amended, modified or rescinded and are in full force and effect as of the date hereof:

"RESOLVED, that the Corporation, shall be, and it hereby is, authorized to file a voluntary petition (the "Petition") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), in the United States Bankruptcy Court for the District of Delaware or such other court as the appropriate officer or officers of the Corporation shall determine to be appropriate (the "Bankruptcy Court") and perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

"FURTHER RESOLVED, that the chief executive officer, president, any vice president, the secretary and the treasurer of the Corporation (collectively, the "Designated Officers") shall be, and each of them, acting alone, hereby is, authorized, directed and empowered on behalf of, and in the name of, the Corporation, to: (a) execute, acknowledge, deliver and verify the Petition and all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modifications to the Petition or ancillary documents as any such Designated Officer, in such officer's discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions (such approval to be conclusively established by the execution thereof by such Designated Officer); (b) execute, acknowledge, deliver, verify and file or cause to be filed all petitions, schedules, statements, lists, motions, applications and other papers or documents (including debtor in possession loan agreements) necessary or desirable in connection with the foregoing; (c) execute, acknowledge, deliver and verify any and all other documents necessary or appropriate in connection therewith or to administer the Corporation's chapter 11 case in such form or forms as any such Designated Officer may approve; and (d) cause any of the Corporation's direct subsidiaries to take any action consistent with these resolutions, including the

filing of petitions for relief under chapter 11, the retention of professionals and the incurrence of debt by such subsidiaries;

"FURTHER RESOLVED, that the Designated Officers shall be, and each of them hereby is, authorized, directed and empowered to retain, on behalf of, and in the name of, the Corporation and to execute appropriate retention agreements, pay appropriate retainers and cause to be filed an appropriate application for authority to retain: (a) Jones Day; (b) Richards, Layton & Finger P.A.; (c) The Blackstone Group LP; (d) Evert Weathersby Houff; (e) Ernst & Young; (f) Calfee, Halter & Griswold LLP; (g) Bates White, LLC; and (h) such additional professionals, including attorneys, accountants, financial advisors, investment bankers, actuaries, consultants or brokers, in each case as in such Designated Officer's or Officers' judgment may be necessary or desirable in connection with the Corporation's chapter 11 case and other related matters, on such terms as such officer or officers shall approve and such Designated Officer's retention thereof to constitute conclusive evidence of such Designated Officer's approval;

"FURTHER RESOLVED, that the law firms of (a) Jones Day, (b) Richards, Layton & Finger, P.A., and (c) any additional special or local counsel selected by the Designated Officers, if any, shall be, and hereby are, authorized, empowered and directed to represent the Corporation, as debtor and debtor in possession, in connection with any chapter 11 case commenced by or against it under the Bankruptcy Code;

"FURTHER RESOLVED, that the Corporation, as debtor and debtor in possession under chapter 11 of the Bankruptcy Code, shall be, and it hereby is, authorized to: (a) enter into, or guarantee amounts under, any postpetition financing facility and any associated documents and consummate the transactions contemplated therein (collectively, the "Financing Transactions") with such lenders and on such terms as may be approved by any one or more of the Designated Officers, as may be reasonably necessary or desirable for the continuing conduct of the affairs of the Corporation; and (b) pay related fees and grant security interests in and liens upon some, all or substantially all of the Corporation's assets, in such case, as may be deemed necessary or desirable by any one or more of the Designated Officers in connection with the Financing Transactions;

"FURTHER RESOLVED, that: (a) the Designated Officers shall be, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf

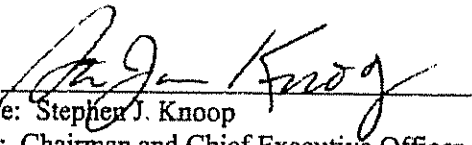
of, the Corporation, as debtor and debtor in possession, to take such actions and execute, acknowledge, deliver and verify such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Designated Officers may deem necessary or appropriate to facilitate the Financing Transactions (collectively, the "Financing Documents"); (b) the Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or desirable by the Designated Officers are approved; and (c) the actions of any Designated Officer taken pursuant to this resolution, including the execution, acknowledgment, delivery and verification of all agreements, certificates, instruments, guaranties, notices and other documents, shall be conclusive evidence of such Designated Officer's approval thereof;

"FURTHER RESOLVED, that, in addition to the specific authorizations heretofore conferred upon the Designated Officers, each of the officers of the Corporation or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, the Corporation to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, amendments and other documents and to pay all expenses, including filing fees, in each case as in such officer's or officers' judgment shall be necessary or desirable in order fully to carry out the intent and accomplish the purposes of the resolutions adopted herein;

"FURTHER RESOLVED, that all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Corporation in connection with the implementation of these resolutions in all respects are hereby ratified, confirmed and approved, and that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects ratified, confirmed and approved; and

"FURTHER RESOLVED, that any Designated Officer shall be, and each of them, acting alone, hereby is, authorized to certify and deliver, to any person to whom such certification and delivery may be deemed necessary or appropriate in the opinion of such Designated Officer, a true copy of the foregoing resolutions."

IN WITNESS WHEREOF, the undersigned has caused this certificate to be executed as of this 31st day of May, 2010.

By:   
Name: Stephen J. Knoop  
Title: Chairman and Chief Executive Officer



**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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In re	:	Chapter 11
	:	
SPECIALTY PRODUCTS HOLDING CORP.,	:	Case No. 10-____ ( )
	:	
Debtor.	:	
	:	
	:	

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**LIST OF CREDITORS  
HOLDING LARGEST UNSECURED CLAIMS**

Specialty Products Holding Corp. ("SPHC") and Bondex International, Inc. (collectively, the "Debtors") each filed a petition in this Court on the date hereof for relief under chapter 11 of title 11 of the United States Code. Contemporaneously with the filing of their petitions, the Debtors filed a motion requesting, among other things, authority to exclude asbestos personal injury claimants from the list of creditors holding the largest unsecured claims (the "Largest Unsecured Creditors List") and instead include a separate consolidated list of the 30 asbestos plaintiff firms with the largest number or scope of asbestos cases filed against the Debtors.

The Largest Unsecured Creditors List is based on SPHC's books and records as of approximately May 28, 2010, and was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in SPHC's chapter 11 case. The Largest Unsecured Creditors List does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101(31), (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the largest unsecured claims, or (3) asbestos personal injury claimants or the law firms representing those claimants. The information contained in the Largest Unsecured Creditors List shall not constitute an admission by, nor shall it be binding on, the Debtors.

Name of Creditor	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicated if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of claim
U.S. Environmental Protection Agency	U.S. Environmental Protection Agency Attn: Administrator Ariel Rios Building 1200 Pennsylvania Avenue NW Washington, D.C. 20460 Telephone: (202) 272-0167	Statutory	Disputed/Contingent /Unliquidated	
Akzo Nobel Coatings, Inc	Debra J. Rubinstein Senior Regulatory Counsel Akzo Nobel Inc. – Legal & IP 120 White Plains Road, Suite 300 Tarrytown, NY 10591-5522	Contribution	Disputed/Contingent /Unliquidated	
Detrex Corporation	Robert M. Currie General Counsel, Secretary & Vice President Detrex Corporation 24901 Northwestern Highway Suite 401 Southfield, MI 48075-2209	Contribution	Disputed/Contingent /Unliquidated	
Federal Screw Works	Federal Screw Works c/o William M. Schikora Dykema Gossett PLLC 400 Renaissance Center Detroit, MI 48243	Contribution	Disputed/Contingent /Unliquidated	
Ford Motor Company	David J. Witten Office of the General Counsel Ford Motor Company World Headquarters One American Road, Room 407-A2 Dearborn, MI 48126	Contribution	Disputed/Contingent /Unliquidated	
CNA Holdings LLC	Robert Conger Manager – Corporate Remediation CAN Holdings LLC 9610 Deer Spring Lane Charlotte, NC 28210	Contribution	Disputed/Contingent /Unliquidated	
Michelin North America, Inc.	Kristofer K. Strasser Corporate Counsel Michelin North America, Inc. One Parkway South Greenville, SC 29615	Contribution	Disputed/Contingent /Unliquidated	
TRW Automotive U.S. LLC	Scott D. Blackhurst Senior Counsel – Health, Safety & Environment TRW Automotive U.S., LLC 12001 Tech Center Dr. Livonia, MI 48159	Contribution	Disputed/Contingent /Unliquidated	

Name of Creditor	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicated if Claim is contingent, unliquidated, disputed or subject to set-off	Amount of claim
Pension Benefit Guaranty Corporation	Pension Benefit Guaranty Corporation Office of the Chief Counsel 1200 K Street, N.W. Washington, D.C. 20005-4026 Telephone: (202) 326-4020 Facsimile: (202) 326-4112	Statutory	Disputed/Contingent /Unliquidated	

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

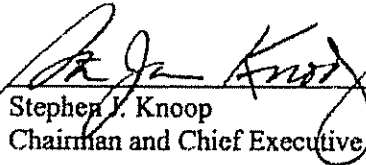
\_\_\_\_\_  
In re : Chapter 11  
: :  
SPECIALTY PRODUCTS HOLDING CORP., : Case No. 10-\_\_\_\_ ( )  
: :  
Debtor. :  
: :  
\_\_\_\_\_

**DECLARATION REGARDING CONSOLIDATED LIST  
OF CREDITORS HOLDING LARGEST UNSECURED CLAIMS**

I, Stephen J. Knoop, Chairman and Chief Executive Officer of Specialty Products Holding Corp., declare under penalty of perjury that I have reviewed the foregoing "Consolidated List of Creditors Holding Largest Unsecured Claims" and that it is true and correct to the best of my knowledge, information and belief, with reliance upon appropriate corporate officers of the Debtors.

Date: May 31, 2010

Signature

  
\_\_\_\_\_  
Stephen J. Knoop  
Chairman and Chief Executive Officer

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

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

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In re	:	Chapter 11
	:	
SPECIALTY PRODUCTS HOLDING CORP.,	:	Case No. 10-____ (____)
	:	
Debtor.	:	
	:	

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**CONSOLIDATED LIST OF THE 30 ASBESTOS  
PLAINTIFF FIRMS WITH THE LARGEST NUMBER  
OR SCOPE OF ASBESTOS CASES AGAINST THE DEBTORS**

Concurrently with this petition, debtor Specialty Products Holding Corp. and debtor Bondex International, Inc. (collectively, the "Debtors") have filed a motion seeking authority to file a consolidated list of the thirty (30) asbestos plaintiff firms with the largest number or scope of pending asbestos personal injury cases against one or both of the Debtors (the "Asbestos List"). The Asbestos List was prepared with information existing as of May 28, 2010 and is included below. The Debtors reserve the right to amend the Asbestos List based on information existing as of the filing date.

The information contained in the Asbestos List shall not constitute an admission by, nor shall it be binding on, the Debtors.

Name of law firm and complete mailing address, including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of law firm familiar with claims who may be contacted	Nature of Claim	Indicated if Claim is contingent, unliquidated, disputed or subject to set-off
The Ferraro Law Firm	David A. Jagolinzer 4000 Ponce de Leon Blvd. Miami, FL 33146 Phone: (305) 375-0111 Fax: (305) 379-6222	Asbestos personal injury	Disputed/Contingent /Unliquidated

Name of law firm and complete mailing address, including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of law firm familiar with claims who may be contacted	Nature of Claim	Indicated if Claim is contingent, unliquidated, disputed or subject to set-off
Law Offices of Peter G. Angelos	James T. Fitzgerald 1300 North Market Street Wilmington, DE 19801 Phone: (302) 658-3301 Fax: (302) 658-3319	Asbestos personal injury	Disputed/Contingent /Unliquidated
Early, Ludwick, Sweeney & Strauss 360 Lexington Avenue New York, NY 10017	James F. Early 360 Lexington Ave New York, NY 10017 Phone: (212) 986-2233 Fax: (212) 986-2255	Asbestos personal injury	Disputed/Contingent /Unliquidated
Brent Coon & Associates	Brent W. Coon Weslayan Tower 24 East Greenway Plaza, Suite 725 Houston, TX 77046 Phone: (713) 840-0380 Fax: (713) 840-0702	Asbestos personal injury	Disputed/Contingent /Unliquidated
Cooney & Conway	William R. Fahey 120 North Lasalle Street Chicago, IL 60602 Phone: (312) 236-6166 Fax: (312) 236-3029	Asbestos personal injury	Disputed/Contingent /Unliquidated
Goldenberg Heller Antognoli & Rowland, PC	Elizabeth V. Heller 2227 South St. Rt 157 Edwardsville, IL 62025 Phone: (618) 656-5150 Fax: (618) 656-6230	Asbestos personal injury	Disputed/Contingent /Unliquidated
Gori Julian & Associates, P.C.	Randy L. Gori 156 N. Main Street Edwardsville, IL 62025 Phone: (618) 307-4085 Fax: (618) 659-9834	Asbestos personal injury	Disputed/Contingent /Unliquidated
Edward O. Moody, P.A.	Edward O. Moody 801 West Fourth Little Rock, AR 72201 Phone: (501) 376-0000 Fax: (501) 376-0546	Asbestos personal injury	Disputed/Contingent /Unliquidated
Paul, Reich & Myers, P.C.	Robert Elliott Paul 1608 Walnut Street Philadelphia, PA 19103 Phone: (215) 735-9200 Fax: (215) 735-3888	Asbestos personal injury	Disputed/Contingent /Unliquidated
Mazur & Kittel, PLLC	John I. Kittel 30665 North Western Highway Farmington Hills, MI 48334 Phone: (248) 432-8000 Fax: (248) 432-8010	Asbestos personal injury	Disputed/Contingent /Unliquidated
Law Office of Jeffrey A. Varas	Jeffrey A. Varas 119 Caldwell Drive Hazelhurst, MS 39083-3022 Phone: (601) 894-4088 Fax: (601) 894-4688	Asbestos personal injury	Disputed/Contingent /Unliquidated

Name of law firm and complete mailing address, including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of law firm familiar with claims who may be contacted	Nature of Claim	Indicated if Claim is contingent, unliquidated, disputed or subject to set-off
Lundy, Lundy, Soileau & South LLP	Hunter W. Lundy 501 Broad Street Lake Charles, LA 70602 Phone: (337) 439-0707 Fax: (337) 439-1029	Asbestos personal injury	Disputed/Contingent /Unliquidated
Lanier Law Firm, PLLC	W. Mark Lanier 6810 FM 1960 West Houston, TX 77069 Phone: (713) 659-5200 Fax: (713) 659-2204	Asbestos personal injury	Disputed/Contingent /Unliquidated
Simmons Browder Gianaris Angelides & Barnerd LLC	John A. Barnerd 707 Berkshire Blvd PO Box 521 East Alton, IL 62024 Phone: (618) 259-222 Fax: (618) 259-2251	Asbestos personal injury	Disputed/Contingent /Unliquidated
Goldberg, Persky & White, P.C.	Mark C. Meyer 1030 Fifth Avenue Pittsburgh, PA 15219 Phone: (412) 471-3980 Fax: (412) 471-8308	Asbestos personal injury	Disputed/Contingent /Unliquidated
Martin & Jones, PLLC	E. Spencer Parris 410 Glenwood Avenue Raleigh, NC 27603 Phone: (919) 821-0005 Fax: (919) 863-6071	Asbestos personal injury	Disputed/Contingent /Unliquidated
Reyes, O'Shea & Coloca, P.A.	Daniel F. O'Shea 1601 North Flamingo Road Pembroke Pines, FL 33028 Phone: (954) 430-4480 Fax: (954) 430-4482	Asbestos personal injury	Disputed/Contingent /Unliquidated
Baron & Budd, P.C.	Denyse Clancy 3102 Oak Lawn Avenue Dallas, TX 75219 Phone: (214) 521-3605 Fax: (214) 599-1171	Asbestos personal injury	Disputed/Contingent /Unliquidated
G. Patterson Keahey, P.C	G. Patterson Keahey One Independence Plaza Birmingham, AL 35209 Phone: (205) 871-0707 Fax: (205) 871-0801	Asbestos personal injury	Disputed/Contingent /Unliquidated
Climaco, Lefkowitz, Peca, Wilcox & Garofoli Co., LPA	John R. Climaco 55 Public Square Suite 1950 Cleveland, OH 44115 Phone: (216) 621-8484 Fax: (216) 771-1632	Asbestos personal injury	Disputed/Contingent /Unliquidated
Brookman, Rosenberg, Brown & Sandler	Laurence H. Brown One Penn Square West, 17 <sup>th</sup> Floor Philadelphia, PA 19102 Phone: (215) 569-4000 Fax: (215) 569-2222	Asbestos personal injury	Disputed/Contingent /Unliquidated

Name of law firm and complete mailing address, including zip code	Name, telephone number, fax number and complete mailing address, including zip code, of employee, agent, or department of law firm familiar with claims who may be contacted	Nature of Claim	Indicated if Claim is contingent, unliquidated, disputed or subject to set-off
Hissey, Kientz & Herron, PLLC	Michael E. Hissey 9442 Capital of Texas Highway North, Suite 400 Austin, TX 78759 Phone: (512) 320-9100 Fax: (512) 320-9101	Asbestos personal injury	Disputed/Contingent /Unliquidated
Belluck & Fox, LLP	Jordan Fox 546 Fifth Avenue, 4th Floor New York, NY 10036 Phone: (212) 681-1575 Fax: (212) 681-1574	Asbestos personal injury	Disputed/Contingent /Unliquidated
Simon, Eddins & Greenstone, LLP	Ron C. Eddins 301 East Ocean Blvd Long Beach, CA 90802 Phone: (562) 590.3400 Fax: (562) 590-3412	Asbestos personal injury	Disputed/Contingent /Unliquidated
The Ruckdeschel Law Firm, LLC	Jonathan Ruckdeschel 5126 Dorsey Hall Drive, Suite 201 Ellicott City, MD 21042 Phone: (410) 884-7825 Fax: (443) 583-0430	Asbestos personal injury	Disputed/Contingent /Unliquidated
Levy Phillips & Konigsberg, LLP	Audrey P. Raphael 800 3 <sup>rd</sup> Avenue New York, NY 10022 Phone: (212) 605-6200 Fax: (212) 605-6290	Asbestos personal injury	Disputed/Contingent /Unliquidated
Bevan & Associates, LPA, Inc.	Thomas W. Bevan 6555 Dean Memorial Parkway Boston Heights, OH 44236 Phone: (877) 873-2879 Fax: (330) 467-4493	Asbestos personal injury	Disputed/Contingent /Unliquidated
John J. Duffy & Associates	John J. Duffy 23823 Lorian Road North Olmsted, OH 44070 Phone: (440) 779-6636 Fax: (440) 779-0795	Asbestos personal injury	Disputed/Contingent /Unliquidated
Cascino Vaughan Law Offices, Ltd	Michael P. Cascino 220 South Ashland Avenue Chicago, IL 60607 Phone: (312) 944-0600 Fax: (312) 944-1870	Asbestos personal injury	Disputed/Contingent /Unliquidated
Wysoker, Glassner, Weingartner, Gonzalez & Lockspeiser	Robert C. Krieger 340 George Street New Brunswick, NJ 08901 Phone: (732) 545-3231 Fax: (732) 545-2366	Asbestos personal injury	Disputed/Contingent /Unliquidated



UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

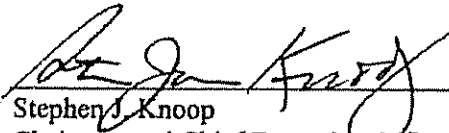
In re	:	Chapter 11
SPECIALTY PRODUCTS HOLDING CORP.,	:	Case No. 10-____ ( )
Debtor.	:	

**DECLARATION REGARDING CONSOLIDATED LIST OF  
THE 30 ASBESTOS PLAINTIFF FIRMS WITH THE LARGEST  
NUMBER OR SCOPE OF ASBESTOS CASES AGAINST THE DEBTORS**

I, Stephen J. Knoop, Chairman and Chief Executive Officer of Specialty Products Holding Corp., declare under penalty of perjury that I have reviewed the foregoing "Consolidated List of the 30 Asbestos Plaintiff Firms With the Largest Number or Scope of Asbestos Cases Against the Debtors" and that it is true and correct to the best of my knowledge, information and belief, with reliance upon appropriate corporate officers.

Date: May 31, 2010

Signature

  
\_\_\_\_\_  
Stephen J. Knoop  
Chairman and Chief Executive Officer

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**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE**

In re	:	Chapter 11
SPECIALTY PRODUCTS HOLDING CORP.,	:	Case No. 10-____ (____)
Debtor.	:	

**CONSOLIDATED MASTER CREDITOR LIST**

The debtor in this chapter 11 case and Bondex International, Inc. (collectively, the "Debtors") 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"). Contemporaneously with the filing of their petitions, the Debtors filed a motion (the "Motion") requesting, among other things, authority to file a single consolidated list of creditors (the "Master Creditors List") in lieu of separate lists. In accordance with Rule 1007(a) of the Federal Rules of Bankruptcy Procedure and Rules 1007-1(a) and 1007-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware, the Master Creditors List is being filed concurrently herewith.

The Master Creditors List has been prepared on a consolidated basis from the books and records of the Debtors, and contains only those parties whose names and addresses were maintained in the databases of the Debtors or were otherwise readily ascertainable by the Debtors prior to the commencement of these cases. The Debtors will update the Master Creditors List as more information becomes available.

Pursuant to the Motion, the Debtors are seeking authority to serve all notices, mailings or other documents required to be provided to asbestos personal injury claimants (the "Asbestos Claimants") on counsel of record for the Asbestos Claimants, in lieu of the individual Asbestos Claimants themselves. Accordingly, the Master Creditors List includes the addresses of counsel for each of the Asbestos Claimants rather than the addresses of each individual Asbestos Claimant.

Certain of the creditors listed on the Master Creditors List may not hold outstanding claims against any of the Debtors and therefore may not be creditors in the Debtors' bankruptcy cases. By filing the Master Creditors List, the Debtors are not waiving or otherwise affecting their right to object to the extent, validity or enforceability of the claims, if any, held by the parties listed on the Master Creditors List.

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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In re : Chapter 11  
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SPECIALTY PRODUCTS HOLDING CORP., : Case No. 10-\_\_\_\_ ( )  
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Debtor. :  
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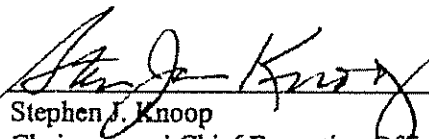
**DECLARATION CONCERNING CONSOLIDATED MASTER CREDITOR LIST**

I, Stephen J. Knoop, Chairman and Chief Executive Officer of Specialty Products Holding Corp. (the "Debtor" and, together with Bondex International, Inc., the "Debtors") declare that I have reviewed the consolidated master creditors list, electronically filed contemporaneously herewith, and that is true and correct to the best of my knowledge, information and belief, with reliance upon appropriate corporate officers of the Debtors.

I declare under penalty of perjury that the foregoing is true and correct.

Date: May 31, 2010

Signature

  
\_\_\_\_\_  
Stephen J. Knoop  
Chairman and Chief Executive Officer

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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

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In re	:	Chapter 11
SPECIALTY PRODUCTS HOLDING CORP.,	:	Case No. 10-____ ( )
Debtor.	:	

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**LIST OF EQUITY SECURITY HOLDERS AND  
STATEMENT OF CORPORATE OWNERSHIP**

RPM International Inc.  
2628 Pearl Road  
P.O. Box 777  
Medina, Ohio 44258  
100% ownership interest

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UNITED STATES BANKRUPTCY COURT  
DISTRICT OF DELAWARE

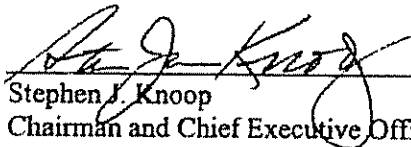
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In re : Chapter 11  
: :  
SPECIALTY PRODUCTS HOLDING CORP., : Case No. 10- \_\_\_\_ ( )  
: :  
Debtor. : :  
: :  
\_\_\_\_\_

**DECLARATION REGARDING LIST OF EQUITY SECURITY  
HOLDERS AND STATEMENT OF CORPORATE OWNERSHIP**

I, Stephen J. Knoop, Chairman and Chief Executive Officer of Specialty Products Holding Corp., declare under penalty of perjury that I have reviewed the foregoing "List of Equity Security Holders and Statement of Corporate Ownership" and that it is true and correct to the best of my knowledge, information and belief.

Date: May 31, 2010

Signature

  
\_\_\_\_\_  
Stephen J. Knoop  
Chairman and Chief Executive Officer

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