

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* _____ Chapter 11 Check if this an amended filingOfficial Form 201**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/19

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name	<u>HDR Holding, Inc.</u>	
2. All other names debtor used in the last 8 years Include any assumed names, trade names and <i>doing business as</i> names		
3. Debtor's federal Employer Identification Number (EIN) <u>42-5312015</u>		
4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>800 E. Virginia Ave.</u> <u>West Chester, PA 19380</u> Number, Street, City, State & ZIP Code	_____
	<u>Chester</u> County	Location of principal assets, if different from principal place of business

		Number, Street, City, State & ZIP Code
5. Debtor's website (URL) <u>schrammnc.com</u>		
6. Type of debtor		
	<input checked="" type="checkbox"/> Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))	
	<input type="checkbox"/> Partnership (excluding LLP)	
	<input type="checkbox"/> Other. Specify: _____	

Debtor HDR Holding, Inc.
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply

- Tax-exempt entity (as described in 26 U.S.C. §501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. §80a-3)
- Investment advisor (as defined in 15 U.S.C. §80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor.
See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

3399

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9
- Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625 (amount subject to adjustment on 4/01/22 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11 (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- No
- Yes

If more than 2 cases, attach a separate list.

District _____	When _____	Case number _____
District _____	When _____	Case number _____

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- No
- Yes

List all cases. If more than 1, attach a separate list

Debtor <u>Schramm, Inc.</u>	Relationship _____	Affiliate _____
District <u>Delaware</u>	When <u>06/24/2019</u>	Case number, if known <u>Unknown</u>

Debtor **HDR Holding, Inc.**
Name _____

Case number (if known) _____

- 11. Why is the case filed in this district?** *Check all that apply:*
- Debtor has had its domicile, 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.
 - A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

- 12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?**
- No
 - Yes Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property? _____

Number, Street, City, State & ZIP Code

Is the property insured?

- No
- Yes Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

- 13. Debtor's estimation of available funds** *Check one:*
- Funds will be available for distribution to unsecured creditors.
 - After any administrative expenses are paid, no funds will be available to unsecured creditors.

- 14. Estimated number of creditors**
- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

- 15. Estimated Assets**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

- 16. Estimated liabilities**
- | | | |
|--|--|--|
| <input type="checkbox"/> \$0 - \$50,000 | <input type="checkbox"/> \$1,000,001 - \$10 million | <input type="checkbox"/> \$500,000,001 - \$1 billion |
| <input type="checkbox"/> \$50,001 - \$100,000 | <input type="checkbox"/> \$10,000,001 - \$50 million | <input type="checkbox"/> \$1,000,000,001 - \$10 billion |
| <input type="checkbox"/> \$100,001 - \$500,000 | <input checked="" type="checkbox"/> \$50,000,001 - \$100 million | <input type="checkbox"/> \$10,000,000,001 - \$50 billion |
| <input type="checkbox"/> \$500,001 - \$1 million | <input type="checkbox"/> \$100,000,001 - \$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor **HDR Holding, Inc.**
Name

Case number (if known) _____

Request for Relief, Declaration, and Signatures**WARNING** -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.**17. Declaration and signature of authorized representative of debtor**

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

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

Executed on 06/24/2019
MM / DD / YYYY**X** /s/ **Craig Mayman**
Signature of authorized representative of debtor**Craig Mayman**
Printed nameTitle **Chief Executive Officer****18. Signature of attorney** **X** /s/ **Sean T. Greecher**
Signature of attorney for debtorDate 06/24/2019
MM / DD / YYYY**Sean T. Greecher**
Printed name**YOUNG CONAWAY STARGATT & TAYLOR, LLP**
Firm name**Rodney Square, 1000 North King Street, Wilmington, DE 19801**
Number, Street, City, State & ZIP CodeContact phone **302-571-6600** Email address **sgreecher@ycst.com****No. 4484 - DE**
Bar number and State

**HDR HOLDING, INC.
SECRETARY'S CERTIFICATE**

June 23, 2019

I, Jesse Glover, hereby certify that I am the duly appointed, qualified and acting Secretary of HDR Holding, Inc., a Delaware corporation (the "**Company**") and that, in such capacity, I am authorized to execute and deliver this certificate. I do hereby further certify as follows:

The resolutions attached hereto as Exhibit A were duly adopted at a meeting (duly convened where a quorum of directors was present) of the Board of Directors of the Company held on June 23, 2019, and such resolutions have not been amended or revoked, and are now in full force and effect.

IN WITNESS WHEREOF, I have duly executed this certificate as of the first date written above.

/s/ Jesse Glover
Jesse Glover, Secretary

Exhibit A

Resolutions

WHEREAS, the Board of Directors has reviewed and considered the financial and operational condition of the Company, and the Company's business on the date hereof, including the historical performance of the Company, the assets of the Company, the current and long-term liabilities of the Company, the market for the Company's products and services, and credit market conditions; and

WHEREAS, the Board of Directors has received, reviewed and considered the recommendations of the senior management of the Company and the Company's legal, financial and other advisors as to the relative risks and benefits of pursuing a bankruptcy proceeding under the provisions of Title 11 of the United States Code.

Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, that, in the judgment of the Board of Directors, it is desirable and in the best interests of the Company, its creditors, and other interested parties, that a voluntary petition (the "**Petition**") be filed with the United States Bankruptcy Court for the District of Delaware (the "**Bankruptcy Court**") on behalf of the Company under the provisions of chapter 11 of Title 11 of the United States Code (the "**Bankruptcy Code**").

RESOLVED FURTHER, that any officer of the Company, including the Chief Restructuring Officer, (each, an "**Authorized Officer**" and collectively, the "**Authorized Officers**") be, and each of them individually hereby is, authorized, in the name and on behalf of the Company, appointed as the Company's authorized representatives, and in such capacity, acting alone or together, with power of delegation, be, and they hereby are, authorized and empowered to execute, acknowledge, deliver, verify and file on behalf of the Company, including in the Company's capacity as shareholder or member of its subsidiaries, the Petition and all schedules, lists, applications, pleadings and other motions, papers, agreements, consents or documents, and to take any and all action that they deem necessary or proper to obtain such relief under the Bankruptcy Code, including, without limitation, any action necessary to maintain the ordinary course operation of the Company's businesses.

Retention of Professionals

RESOLVED FURTHER, that the law firm of Young Conaway Stargatt & Taylor, LLP, shall be, and hereby is, authorized, empowered, and directed to represent the Company, as debtor and debtor-in-possession, in connection with any chapter 11 cases commenced by the Company under the Bankruptcy Code to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, including to (a) execute, acknowledge, deliver, and verify the Petition and all other

ancillary documents, and to 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 any ancillary document as an Officer deems necessary, desirable, or appropriate to carry out the intent and accomplish the purpose of these resolutions, (b) execute, acknowledge, deliver, verify, and file or cause to be filed all petitions, schedules, statements, lists, motions, applications, and other papers or documents necessary or proper in connection with the foregoing, and (c) execute, acknowledge, deliver, and verify any and all other documents necessary or proper in connection therewith and to administer the Company's chapter 11 case in form or forms as any Authorized Officer may deem necessary or proper and in order to effectuate the purpose of the intent of the foregoing resolutions; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of Young Conaway Stargatt & Taylor, LLP.

RESOLVED FURTHER that the firm of FocalPoint Partners, LLC, be, and hereby is, authorized to represent and assist the Company as investment banker in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed an appropriate application for authority to retain the services of FocalPoint Partners, LLC.

RESOLVED FURTHER that the firm of Epiq Bankruptcy Solutions, LLC, be and hereby is, authorized to represent and assist the Company as notice, claims, and solicitation agent and administrative advisor in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of Epiq Bankruptcy Solutions, LLC.

RESOLVED FURTHER, that each Authorized Officer be, and they hereby are, authorized, empowered, and directed, in the name and on behalf of the Company, with full power of delegation, to determine in their judgment if necessary, and if determined to be necessary, to employ and retain a firm, to be named at a later date, to retain a Chief Restructuring Officer of the Company, along with additional personnel, as restructuring advisors to represent and assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the Company's rights and obligations, and in connection therewith, each of the Authorized Officers (other than the Chief Restructuring Officer) is hereby authorized, empowered, and directed, in the name and on behalf of the Company, with full power of delegation, to execute appropriate retention agreements, pay appropriate retainers, and cause to be filed an appropriate application for authority to retain the services of any such firm.

RESOLVED FURTHER that each Authorized Officer be, and they hereby are, authorized and directed to employ any other professionals to assist the Company in carrying out the Company's duties under the Bankruptcy Code, and to take any and all actions to advance the

Company's rights and obligations; and in connection therewith, each of the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers, and to cause to be filed appropriate applications for authority to retain the services of any other professionals as necessary.

RESOLVED FURTHER that each Authorized Officer be, and they hereby are, with power of delegation, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings, and other papers and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors, and other professionals and to take and perform any and all further acts and deeds that each of the Authorized Officers deem necessary, proper or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case.

RESOLVED FURTHER, that each of the aforementioned retained advisors of the Company are hereby authorized to take any and all actions necessary or desirable to advise the Company's rights and obligations and facilitate the commencement of any cases commenced by the Company under the Bankruptcy Code.

DIP Financing

RESOLVED FURTHER, that, in connection with the commencement of the Company's chapter 11 case, each of the Authorized Officers, is authorized and directed, to the extent necessary, on behalf of the Company, as debtor and debtor-in-possession, to negotiate, obtain, execute, deliver, and] guarantee postpetition financing and use of cash collateral according to the terms negotiated, or to be negotiated, by, or on behalf of, the Company or otherwise approved by the Bankruptcy Court; and the Company is hereby authorized and directed to take all actions necessary in connection therewith, including, without limitation (i) the use of cash collateral and the incurrence of debtor in possession financing in such amounts and on such terms as the Authorized Officers deem necessary or advisable (collectively, the "**DIP Financing**"), (ii) the execution and delivery of any documents to evidence the DIP Financing, including, without limitation, all term sheets, credit agreements, and notes, (iii) the incurrence and payment of fees, (iv) the execution and delivery of real property and personal property (including intellectual property) security agreements (and amendments, supplements, and modifications thereto, as appropriate), (v) the granting of liens on and security interests in any and all assets of the Company, (vi) the authorization of filing and recording, as applicable, of financing statements, agreements, mortgages, or any other documents evidencing and perfecting such liens or security interests and amendments to such financing statements, agreements, mortgages or other documents, (vii) the acknowledgement of debt and liens of existing loans, (viii) pay interest to the Company's existing lenders, and (ix) the execution and delivery of deposit, securities and other account control agreements (and amendments, supplements and other modifications thereto, as appropriate), and the Authorized Officers are hereby authorized and directed to execute any appropriate agreements and related ancillary documents on behalf of the Company in connection with the foregoing.

Stalking Horse APA

RESOLVED FURTHER, that it is in the best interest of the Company to enter into the proposed Asset Purchase Agreement (together with all exhibits, schedules and other attachments thereto or incorporated therein by reference, the “**Stalking Horse APA**”), by and between GenNx360 Capital Partners, L.P. as purchaser (the “**Stalking Horse Bidder**”) and the Company on the terms and conditions substantially similar to those set forth in the form of Stalking Horse APA.

RESOLVED FURTHER, that the form, terms, and provisions of the Stalking Horse APA, and any other agreement, instrument, document, or certificate required to effect the purposes of the Stalking Horse APA, is authorized and approved, with such changes, additions, or deletions as any Authorized Officer executing the same may in his or her discretion deem necessary or appropriate.

RESOLVED FURTHER, that each Authorized Officer be, and they hereby are, authorized, empowered, and directed to enter into, execute, and deliver the Stalking Horse APA with the Stalking Horse Bidder on behalf of the Company, subject to the Company receiving higher or better offers through a court-supervised auction process pursuant to section 363 of the Bankruptcy Code.

RESOLVED FURTHER, that each Authorized Officer be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Company all schedules, lists, and other motions, papers, or documents, and any other agreements or amendments related thereto or required thereby in respect of the sale of certain or all of the assets of the Company pursuant to sections 105, 363 and 365 of the Bankruptcy Code (the “**Section 363 Sale**”), and to take any and all action that they deem necessary or advisable to effect the Section 363 Sale, the execution thereof to be conclusive evidence of such approval and determination.

Officer Appointment

RESOLVED FURTHER, that Jesse Glover is hereby unanimously chosen as an officer of the Company to serve in the office of Secretary, effective as of the date hereof and until such time as his respective successor is elected and qualified.

General

RESOLVED FURTHER, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers (and their designees and delegates) be, and they hereby are, authorized and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all such agreements, certificates, instruments and other documents and to pay all expenses, including but not limited to filing fees, in each case as

in such officer's judgment, shall be necessary, advisable or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED FURTHER, that all members of the Board of Directors of the Company have received sufficient notice of the actions and transactions relating to the matters by the foregoing resolutions, as may be required by the organizational documents of the Company, or hereby waive any right to have received such notice.

RESOLVED FURTHER, that all lawful acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Company with the same force and effect as if each such act, transaction, agreement or certificate has been specifically authorized in advance by resolution by the Board of Directors.

Fill in this information to identify the case:

Debtor Name: HDR Holding, Inc., et al.

United States Bankruptcy Court for the: District of Delaware

Case number (if known): _____

 Check if this is an amended filing**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	DNOW L.P. 7402 N. Eldridge Parkway Houston, TX 77041	DNOW L.P. Ahsan Mukhtar Phone: 281-823-4700 Email: Ahsan.Mukhtar@dnw.com	Litigation				\$5,560,887.90
2	Hydro Air Hughes, LLC P.O. Box 782056 Philadelphia, PA 19178-2056	Hydro Air Hughes, LLC Ray Dalrymple Phone: 800-243-2617 Email: rdalrymple@hydroair.net	Trade Debt				\$312,238.95
3	Doosan Infracore Portable Power 24523 Network Place Chicago, IL 60673	Doosan Infracore Portable Power Alison Forbes Phone: 973-618-2500 Email: alison.forbes@doosan.com	Trade Debt				\$300,000.00
4	Leiss Tool & Die 801 N Pleasant Avenue Somerset, PA 15501	Leiss Tool & Die Sally Shroyer Phone: 814-444-1444 Email: sshroyer@Leiss.com	Trade Debt				\$240,032.16
5	General Engineering Company 26485 Hillman Highway P.O. Box 549 Abingdon, VA 24212	General Engineering Company Tanya Kestner Phone: 276-628-6068 Email: TKestner@generalengr.com	Trade Debt				\$213,597.75
6	Den-Con Tool Company 5354 South I-35 P.O. Box 96308 Oklahoma City, OK 73143-6308	Den-Con Tool Company Crystal Seyfried Phone: 405-672-5884 Email: crystal@dencon.com	Trade Debt				\$179,316.83
7	Sullivan Palatek Dept 152801 P.O. Box 67000 Detroit, MI 48267-1528	Sullivan Palatek James Freleigh Phone: 219-874-2497 Email: jfreleigh@palatek.com	Trade Debt				\$178,023.17
8	Exploration Drill Masters Chile S.A. Avenida Colorado N°01200 Quilicura – Santiago Chile	Exploration Drill Masters Chile S.A. Nigel Smith Phone: 56-2-2739-0315 Email: nigelsmith@explorationdrillmasters.com	Trade Debt				\$173,120.34

Debtor: HDR Holding, Inc., et al.

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Cordicate Information Technology 794 Penlyn Blue Bell Pike Suite 200 Blue Bell, PA 19422	Cordicate Information Technology Sean Baird Phone: 610-527-9520 Email: sbaird@cordicate.com	Trade Debt				\$168,062.51
10	BDO USA, LLP 1801 Market Street Suite 1700 Philadelphia, PA 19103	BDO USA, LLP Anthony Dianni Phone: 215-564-1900 Email: adianni@bdo.com	Professional Service				\$144,275.96
11	920 S Bolmar Associates LP c/o J Loew Property Management Inc. 120 Pennsylvania Avenue Malvern, PA 19355	920 S Bolmar Associates LP Eli Kahn Phone: 610-696-1649 Email: ekahn@ekahndevelopment.com	Trade Debt				\$138,601.64
12	Kutzner Manufacturing Co Inc. 3255 Meetinghouse Road Telford, PA 18969	Kutzner Manufacturing Co Inc. John Mirsch Phone: 215-721-1712 Email: jmirsch@kutznermanufacturing.com	Trade Debt				\$130,871.00
13	Winston & Strawn LLP Metlife Building 200 Park Avenue New York, NY 10166	Winston & Strawn LLP Bradley C. Vaiana, Esq. Phone: 212-294-6700 Email: bvaiana@winston.com	Professional Service				\$102,737.76
14	Ducker Worldwide Advisors LLC 1250 Maplelawn Drive Troy, MI 48084	Ducker Worldwide Advisors LLC Jamieson Bender Phone: 248-644-3128 Email: jamieb@ducker.com	Professional Service				\$86,500.00
15	Sterner's Hydraulics 864 N West End Blvd. Quakertown, PA 18951	Sterner's Hydraulics Tom Steel Phone: 610-434-1725 Email: tsteel@sternershydraulics.com	Trade Debt				\$76,091.55
16	All Metals Fabricators Inc. P.O. Box 954 82 Hayward Road Acton, MA 01720	All Metals Fabricators Inc. Tom Hebling Phone: 978-263-3904 Email: thebling@goamf.com	Trade Debt				\$75,225.00
17	Universal Engineering Services, Inc. 1145 Snelling Avenue North St Paul, MN 55108	Universal Engineering Services, Inc. Matt Michele Phone: 651-714-0552 Email: MattM@ues.net	Trade Debt				\$69,848.00
18	Oracle Support Services P.O. Box 203448 Dallas, TX 75320-3448	Oracle Support Services Jameel Ahamed Phone: 888-803-7414 ext 10713 Email: jameel.ahamed@oracle.com	Trade Debt				\$69,342.19
19	Aerotek, Inc. P.O. Box 198531 Atlanta, GA 30384-8531	Aerotek, Inc. Jennifer Mills Phone: 888-237-6835 Email: jmills@aerotek.com	Trade Debt				\$69,095.91
20	Star Iron Works 257 Caroline Street Box 155 Punxsutawney, PA 15767	Star Iron Works Kevin Lenz Phone: 814-427-2555 Email: lenzkr@starironworks.com	Trade Debt				\$59,320.57
21	Track One S.R.L. Via Anton Giulio Barrili 115 Modena Italy	Track One S.R.L. Letizia Rebecchi Phone: 39 059 9780111 Email: Letizia.Rebecchi@usco.it	Trade Debt				\$52,150.66

Debtor: HDR Holding, Inc., et al.

Case number (if known) _____

	Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
22	Piacentino Partnership 816 East Baltimore Pike Kennett Square, PA 19348-1890	Piacentino Partnership Tom Piacentino Phone: 610-444-4200 Email: tjp@lmconline.com	Trade Debt				\$50,150.00
23	Althev Oilfield Service Limited Kristatstraat #1 Paramaribo, Suriname Saudi Arabia	Althev Oilfield Service Limited Allan Williams Phone: 868 18686 406462 Email: awilliams@althev.com	Trade Debt				\$49,750.00
24	Foley, Inc. P.O. Box 828735 Philadelphia, PA 19182-8735	Foley, Inc. Mary Beth Rosier Phone: 215-639-4300 Email: MRosier@ransome.com	Trade Debt				\$46,528.70
25	Airline Hydraulics Corporation 3557 Progress Dr. Bensalem, PA 19020	Airline Hydraulics Corporation Valerie Vecchione Phone: 215-638-4700 Email: VVecchione@airlinehyd.com	Trade Debt				\$44,545.88
26	Dalla's Machine Inc. 4410 Parkview Drive Schnecksville, PA 18078	Dalla's Machine Inc. Brian Pollitt Phone: 610-799-2800 Email: brian@dallamachine.com	Trade Debt				\$44,488.30
27	PECO Energy Company P.O. Box 37632 and P.O. Box 37629 Philadelphia, PA 19101	PECO Energy Company Brian Reed Phone: 215-841-4024 Email: Brian.Reed2@exeloncorp.com	Trade Debt				\$42,162.47
28	Hill+Knowlton Strategies P.O. Box 101264 Atlanta, GA 30392-1264	Hill+Knowlton Strategies Jeff Marcus Phone: 212-885-0300 Email: Jeff.Marcus@hkstrategies.com	Professional Service				\$40,374.75
29	Avondale Machine Products Inc. P.O. Box 208 Avondale, PA 19311	Avondale Machine Products Inc. Bob Willard Phone: 610-268-2121 Email: rwillardamp@verizon.net	Trade Debt				\$39,204.18
30	Constellation NewEnergy Gas Division, LLC P.O. Box 5473 Carol Stream, IL 60197-5473	Constellation NewEnergy Gas Division, LLC Erika Morrison Phone: 855-465-1244 Email: Erika.Morrison@constellation.com	Trade Debt				\$34,988.96

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

In re

HDR HOLDING, INC., *et al.*¹

Debtors.

Chapter 11

Case No.: 19-____ (____)

(Joint Administration Requested)

**CONSOLIDATED CORPORATE OWNERSHIP STATEMENT
AND LIST OF EQUITY INTEREST HOLDERS PURSUANT TO
BANKRUPTCY RULES 1007(a)(1) 1007(a)(3), AND 7007.1**

Pursuant to Rules 1007(a)(1), 1007(a)(3), and 7007.1 of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors in possession (each, a “Debtor”) hereby state as follows:

1. A list of Debtor HDR Holding, Inc.’s equity interest holders,² their addresses, and the nature of their equity interests is attached hereto as Exhibit A.
2. HDR Holding, Inc., whose address is 800 E. Virginia Ave., West Chester, PA 19380, is the sole shareholder of Debtor Schramm Inc.

¹ The Debtors in these cases, along with the last four digits of each Debtor’s federal tax identification number, are: HDR Holding, Inc. (2015) and Schramm, Inc. (0480). The Debtors’ mailing address is 800 E. Virginia Ave., West Chester, PA 19380.

² A group of individuals also own options in HDR Holding, Inc., but none have exercised their options.

EXHIBIT A

Name	Address	Shares of Common Stock	Common Share Percentage
GenNx360 Capital Partners, L.P.	590 Madison Ave New York, NY 10022	83,536,642	96.94%
CMS/GenNx 360 Capital Fund, L.P.	c/o Mainline Investment Advisers, LLC 308 E. Lancaster Avenue Suite 300 Wynnewood, PA 19096-2145	2,372,597	2.75%
Edward J. Breiner (IRA) First Clearing LLC	223 Sage Hill Lane West Chester, PA 19382	75,687	.09%
John A. Bellis, Jr.	910 Saratoga Drive West Chester, PA 19380	53,118	.06%
Richard E. Schramm and Patricia C. Schramm	84 Crosslands Drive Kennett Square, PA 19348	13,750	.02%
Frank C. Gabriel	965 Brookside Court West Chester, PA 19380	8,962	.01%
NFS LLC IRA FBO Frank C. Gabriel, Jr.	965 Brookside Court West Chester, PA 19380	44,489	.05%
MLPF&S as Cust. FBO James Dolan	552 Mt View Road Berwyn, PA 19312	24,664	.03%
Bruce D. Mackay	221 Lone Lane Allentown, PA 18104	23,769	.03%
Peter Christian	3810 Northview Street Laramie, WY 82072	2,623	>.00%
RDS Group Ltd.	4 Inwood Drive Paget Parish Bermuda PG05	9,331	.01%
Sharon Rose Gilbert as Trustee for the GMT & E Trust	40 Lacepede Drive Sorrento, Western Australia, 6020	5,899	.01%
ADHB Pty Ltd. as Trustee for The ADHB Unit	60 Paramount Drive Wangara, Western Australia, 6065	3,432	>.00%
Management Options	[See Options Ownership below]	265,724	.31%

Name	Address	Shares of Common Stock	Common Share Percentage
Total		86,174,963	100.00%¹

Options Ownership		
Name	Address	Options Owned
Mike Dynan 2012	3238 Bridelpath Lane Dresher, PA 19025	346,011
Mike Horchuck 2012	912 Oldmans Creek Road Woolwich, NJ 08085	346,011
David Sim 2012	707 Summer Street Media, PA 19063	172,961
Jerry Burris 2012	715 Club Drive Aurora, OH 44202	172,961
Oscar Groomes 2012	10330 Sweetleaf Place Charlotte, NC 28278	172,961
Bobby Bryan 2014	49 Founders Way Downingtown, PA 19335	1,383,956
Bobby Bryan 2015	49 Founders Way Downingtown, PA 19335	2,872,499
Thomas Strauss	3236 Greystone Drive Garnet Valley, PA 19060	957,500
Sean Roach	134 S Sawbridge Circle The Woodlands, TX 77389	718,125
Shelia Boornazian	2609 Bala Lane Ardmore, PA 19003	346,011
Oscar Groomes 2016	10330 Sweetleaf Place Charlotte, NC 28278	861,750
Davie Marwick	4 Kaliman Road Harrisdale, WA 6112	344,700

¹ Rounded Common Share Percentages may not total 100%.

Options Ownership		
Name	Address	Options Owned
Dave Shinner	131 Whatley Crescent Baywater, Western Australia, 6053	172,350
Jerry Burris 2016	715 Club Drive, Aurora, OH 44202	172,350
Mike Dynan 2016	3238 Bridelpath Lane Dresher, PA 19025	95,750
Mike Horchuck 2016	912 Oldmans Creek Road Woolwich, NJ 08085	95,750
Total		9,231,646

Warrant Ownership		
Name	Address	Diluted Ownership Percentage w/ Warrants
Brown Brothers Harriman & Co.	140 Broadway New York, NY 10005	4.9541%
Tristate Capital Bank	One Oxford Centre 301 Grant Street, Suite 2700 Pittsburgh, PA 15219	3.4679%
Fulton Bank, N.A.	One Penn Square P.O. Box 4887 Lancaster, PA 17602	4.9541%
Citizens Bank of Pennsylvania	One Logan Square Philadelphia, Pennsylvania 19103	7.4312%
Santander Bank, N.A.	824 North Market Street, Suite 100 Wilmington, Delaware 19801	6.1927%
Total		27.0%

Fill in this information to identify the case:

Debtor name HDR Holding, Inc.
United States Bankruptcy Court for the: District of Delaware
Case number (if known) _____

Check if this is an amended filing

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration Consolidated Corporate Ownership Statement and Equity List

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

Executed on 6/24/2019

X /s/ Craig Mayman
Signature of individual signing on behalf of debtor

Craig Mayman
Printed name

Chief Executive Officer
Position or relationship to debtor