

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)

Case number (if known):

Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

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 the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's Name Horsehead Corporation

2. All other names debtor used in the last 8 years

N/A

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN)

20-0447346

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

4955 Steubenville Pike

Number Street

Suite 405

Number Street

P.O. Box

Pittsburgh, Pennsylvania 15205

City State Zip Code

City State Zip Code

Location of principal assets, if different from principal place of business

Allegheny County, Pennsylvania

County

Number Street

City State Zip Code

5. Debtor's website (URL)

http://horsehead.net

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))☐ Partnership (excluding LLP)☐ Other. Specify:

Debtor Horsehead Corporation
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>.
3314

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 \$2,490,925 (amount subject to adjustment on 4/01/16 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 _____

MM/DD/YYYY

Case number _____

District _____

When _____

MM/DD/YYYY

Case number _____

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

- ☐ No
- ☒ Yes.

Debtor

See Rider 1

Relationship

Affiliate

District

Delaware

When

2/2/2016

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

Case number, if known _____

MM/DD/YYYY

Debtor Horsehead Corporation
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?

- ☒ No¹
- ☐ 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 for distribution to unsecured creditors.

14. Estimated number of creditors (on a consolidated basis)

- | | | |
|----------------------------------|---|--|
| ☐ 1-49 | ☒ 1,000-5,000 | ☐ 25,001-50,000 |
| ☐ 50-99 | ☐ 5,001-10,000 | ☐ 50,001-100,000 |
| ☐ 100-199 | ☐ 10,001-25,000 | ☐ More than 100,000 |
| ☐ 200-999 | | |

¹

The Debtor owns and/or possesses real properties consisting of manufacturing facilities and the infrastructure required to provide for its continued business operations. Soil and/or groundwater contamination has been discovered at certain of these properties; however, to the best of the Debtor's knowledge, none of the real or personal property needs immediate attention, and no such contamination poses (or is alleged to pose) any threat of imminent and identifiable hazard to public health or safety. Certain properties of the Debtor also use hazardous materials, recycle hazardous waste, and operate water treatment systems. To the best of the Debtor's knowledge, none of these sites need immediate attention or poses (or is alleged to pose) a threat of imminent and identifiable hazard to public health or safety, but the Debtor mentions them here out of an abundance of caution.

Debtor Horsehead Corporation
Name

Case number (if known) _____

15. Estimated assets
(on a consolidated basis)²

☐ \$0-\$50,000	☐ \$1,000,001-\$10 million	☐ \$500,000,001-\$1 billion
☐ \$50,001-\$100,000	☐ \$10,000,001-\$50 million	☒ \$1,000,000,001-\$10 billion
☐ \$100,001-\$500,000	☐ \$50,000,001-\$100 million	☐ \$10,000,000,001-\$50 billion
☐ \$500,001-\$1 million	☐ \$100,000,001-\$500 million	☐ More than \$50 billion

16. Estimated liabilities
(on a consolidated basis)

☐ \$0-\$50,000	☐ \$1,000,001-\$10 million	☒ \$500,000,001-\$1 billion
☐ \$50,001-\$100,000	☐ \$10,000,001-\$50 million	☐ \$1,000,000,001-\$10 billion
☐ \$100,001-\$500,000	☐ \$50,000,001-\$100 million	☐ \$10,000,000,001-\$50 billion
☐ \$500,001-\$1 million	☐ \$100,000,001-\$500 million	☐ More than \$50 billion

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 2/2/2016
MM/DD/YYYY

x



Signature of authorized representative of debtor

Robert D. Scherich

Printed name

Title Vice President and Chief Financial Officer

18. Signature of attorney

x



Signature of attorney for debtor

Date 2/2/2016
MM/DD/YYYY

Laura Davis Jones

Printed name

Pachulski Stang Ziehl & Jones LLP

Firm name

919 North Market Street, 17th Floor

Number Street

Wilmington

City

(302) 652-4100

Contact phone

2436

Bar number

Delaware
State

19899-8705
(Courler 19801)
ZIP Code

ljones@pszjlaw.com
Email address

Delaware
State

2

Estimated assets and liabilities are presented as of September 30, 2015 and may not be indicative of current values.

Fill in this information to identify the case:

United States Bankruptcy Court for the:

District of Delaware
(State)

Case number (if
known): _____

Chapter 11

☐ Check if this is an
amended filing

Rider 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On the date hereof, each of the entities listed below (collectively, the "Debtors") filed a petition in the United States Bankruptcy Court for the District of Delaware for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the case number assigned to the chapter 11 case of Horsehead Holding Corp.

- Horsehead Holding Corp.
- Horsehead Corporation
- Horsehead Metal Products, LLC
- The International Metals Reclamation Company, LLC
- Zochem Inc.

**HORSEHEAD CORPORATION
CORPORATE SECRETARY'S CERTIFICATE**

I, Gary R. Whitaker, hereby certify that I am the duly appointed, qualified Vice President, General Counsel, and Secretary of Horsehead Corporation, a Delaware corporation (the "Corporation"), and hereby certify on behalf of the Corporation and not in an individual capacity, as follows:

1. As the duly qualified and appointed Secretary of the Corporation, I am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the Corporation.
2. Attached hereto as Exhibit A is a true, correct, and complete copy of resolutions (the "Resolutions") adopted by the board of directors of the Corporation by unanimous written consent action taken on January 31, 2016.
3. The Resolutions have not been amended, modified, repealed, or rescinded since adopted, and are in full force and effect as of the date hereof.

IN WITNESS WHEREOF, I have hereunto subscribed my name on this 31st day of January, 2016.

By: _____

Name: Gary R. Whitaker

Title: Vice President, General Counsel, and
Secretary

Exhibit A

Resolutions of the Board of Directors

UNANIMOUS WRITTEN CONSENT OF BOARD OF DIRECTORS

The undersigned, being all of the members of the board of directors (collectively, the "Board of Directors") of Horsehead Corporation, a Delaware corporation (the "Corporation"), acting pursuant to section 141(f) of the Delaware General Corporation Law, do hereby consent to the adoption of the following resolutions as of the date set forth below:

WHEREAS, the Board of Directors has reviewed and had the opportunity to ask questions about the materials presented by the Corporation's management and advisors regarding the liabilities and liquidity of the Corporation, the strategic alternatives available to the Corporation, and the impact of the foregoing on the Corporation's businesses;

WHEREAS, the Board of Directors has had the opportunity to consult with the Corporation's management and advisors to fully consider each of the strategic alternatives available to the Corporation;

WHEREAS, in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest that the Corporation be authorized to file or cause to be filed a voluntary petition for relief (such voluntary petition, and the voluntary petitions to be filed by the Corporation's affiliates, the "Chapter 11 Cases") under the provisions of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in a court of proper jurisdiction (the "Bankruptcy Court");

WHEREAS, in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors and other parties in interest, that the Corporation be authorized to act as a foreign representative of the Corporation and any of its affiliates that file Chapter 11 Cases in the Bankruptcy Court (the "Chapter 11 Debtors") in respect of the Chapter 11 Cases and, if determined by the Authorized Officers (as defined herein), that the Corporation be authorized as foreign representative to file an application for recognition of the Chapter 11 Cases under the *Companies' Creditors Arrangement Act*, R.S.C. 1985, c.C-36, as amended (the "CCAA") in a court of competent jurisdiction;

WHEREAS, the Corporation, The International Metals Reclamation Company, LLC, a limited liability company organized under the laws of the State of Delaware ("INMETCO"), Horsehead Metal Products, LLC, a limited liability company organized under the laws of the State of North Carolina ("HMP"), Zochem Inc., a corporation organized under the federal laws of Canada ("Zochem"), and Horsehead Holding Corp., a corporation organized under the laws of the State of Delaware (together with the Corporation, INMETCO, HMP, and Zochem, each a "Borrower" and, collectively, the "Borrowers"), each propose to enter into, as debtor and debtor-in-possession in the Chapter 11 Cases, that certain Senior Secured Superpriority Debtor-in-Possession Credit, Security and Guaranty Agreement (as amended, restated, supplemented or otherwise modified from time to time, the "DIP Credit Agreement"), dated as of the date hereof,

among the Borrowers, the guarantors from time to time party thereto, the various lenders from time to time party thereto (collectively, the "Lenders" and each individually, a "Lender") and Cantor Fitzgerald Securities, as administrative agent (in such capacity, the "Administrative Agent");

WHEREAS, the obligation of the Lenders to make each Advance to the Borrowers under the DIP Credit Agreement is subject to the Corporation having satisfied certain conditions described in the DIP Credit Agreement;

WHEREAS, the Corporation will receive benefits from the receipt of the Advances made by the Lenders under the DIP Credit Agreement;

WHEREAS, it is in the best interests of the Corporation to enter into the DIP Credit Agreement (as defined below) and each agreement, document, instrument, certificate, recording and filing relating thereto;

WHEREAS, the Board of Directors desires to approve the following resolutions.

I. Voluntary Petitions Under the Provisions of the Bankruptcy Code

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors has determined that it is desirable and in the best interests of the Corporation, its creditors, and other parties in interest, that the Corporation shall be and hereby is authorized to file or cause to be filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code; and

FURTHER RESOLVED, that any officers of the Corporation, including any Chief Executive Officer, Chief Financial Officer, General Counsel, Executive Vice President, Vice President, or other duly approved officer of the Corporation (collectively, the "Authorized Officers"), acting alone or with one or more other Authorized Officers be, and they hereby are, authorized, empowered, and directed to execute and file on behalf of the Corporation all petitions, schedules, applications, pleadings, lists, motions, and other papers or documents as necessary to commence the Chapter 11 Cases and obtain chapter 11 relief, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of the Corporation's business; and

FURTHER RESOLVED, that each of the Authorized Officers (and their designees and delegates) be and hereby is authorized and empowered to take all actions or to not take any action in the name of the Corporation with respect to the transactions contemplated by these resolutions hereunder as the sole shareholder, partner, member, managing member, or manager of each direct subsidiary of the Corporation, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officers' reasonable business judgment as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein; and

II. Foreign Recognition Proceedings

FURTHER RESOLVED, that the Corporation be and is hereby authorized to act as a foreign representative of the Chapter 11 Debtors in respect of the Chapter 11 Cases pursuant to section 45(1) of the CCAA; and

FURTHER RESOLVED, that the Corporation be and is hereby authorized as foreign representative to file an application for recognition of the Chapter 11 Cases as foreign proceeding under the CCAA (the "Application"); and

FURTHER RESOLVED, that the Corporation be and is in the Authorized Officers' (as defined herein) discretion, hereby authorized, directed, and empowered (i) to make the Application under the CCAA; (ii) to perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect any of the foregoing; and (iii) seek any ancillary relief in respect of the Application including, but not limited to, appointment of an information officer; and

III. Retention of Professionals

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as general bankruptcy counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; 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 to, and cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Pachulski Stang Ziehl & Jones LLP as local bankruptcy counsel and conflicts counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations, including filing any pleadings; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of Pachulski Stang Ziehl & Jones LLP; and

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of RAS Management Advisors, LLC as financial advisor to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation's rights and obligations; and in connection therewith,

the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers to, and cause to be filed an appropriate application for authority to retain the services of RAS Management Advisors, LLC; and

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

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Epiq Bankruptcy Solutions, LLC as notice and claims agent and administrative advisor to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance the Corporation'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 to, and cause to be filed an appropriate application for authority to retain the services of Epiq Bankruptcy Solutions, LLC; and

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ the firm of Aird & Berlis LLP as Canadian counsel to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code and the CCAA, and to take any and all actions to advance the Corporation'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 to, and cause to be filed an appropriate application for authority to retain the services of Aird & Berlis LLP; and

FURTHER RESOLVED, that each of the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist the Corporation in carrying out its duties under the Bankruptcy Code; 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 fees, and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary; and

IV. Senior Secured Superpriority Debtor-in-Possession Credit, Security and Guaranty Agreement

FURTHER RESOLVED, that the form, terms and provisions of the DIP Credit Agreement and each of the other Loan Documents (as defined below), and the Corporation's incurrence and performance of its obligations under the DIP Credit Agreement and each of the other Loan Documents (as defined below), including any borrowings thereunder and the consummation of the transactions contemplated thereby, be, and hereby are, in all respects, authorized and approved; and further resolved, that each of the Corporation's Authorized Officers, acting alone or with one or more Authorized Officers be, and hereby is, authorized and empowered to execute and deliver, and to cause the Corporation to incur and perform its obligations under, the DIP Credit Agreement and each of the instruments and documents listed below and all other agreements, documents and instruments contemplated by any of the foregoing or requested by the Administrative Agent in connection with any of the foregoing (together with the DIP Credit Agreement, the "Loan Documents"), and each of the documents and instruments contemplated thereby, in the name and on behalf of the Corporation under its seal or otherwise, substantially in the forms presented to the Board of Directors, with such changes therein and modifications and amendments thereto as any Authorized Officer may in his or her sole discretion approve, which approval shall be conclusively evidenced by his or her execution thereof:

- a) the Notes, if any;
- b) the DIP Orders;
- c) such other security agreements, pledge agreements, deeds of trust, mortgages, notices, financing statements, tax affidavits, and other instruments as the Administrative Agent or Lenders may reasonably request or as may be necessary or appropriate to create, preserve and perfect the Liens purported to be required pursuant to the Loan Documents to be created in the Collateral as collateral security for the payment of obligations, advances, debts or liabilities related to the Corporation's obligations;
- d) such agreements with third parties (including, without limitation, bank agency agreements, motor vehicle perfection agreements, lockbox agreements, blocked account agreements, control agreements, landlord agreements and warehouse letters) relating to the Collateral;
- e) the Loan Documents (as defined in the DIP Credit Agreement); and
- f) such other documents, agreements, instruments, certificates, notices, assignments and documents as may be reasonably

requested by the Administrative Agent or Lenders or required by the DIP Credit Agreement or any other Loan Documents;

FURTHER RESOLVED, that the Corporation will receive value and obtain benefits from the incurrence of the Loans by the Borrower and the other obligations under the DIP Credit Agreement and the Loan Documents which are necessary and convenient to the conduct, promotion and attainment of the business of the Corporation; and

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered, in the name and on behalf of the Corporation, to grant a security interest in all of the Corporation's assets pursuant to the terms of the Loan Documents, including, without limitation, a pledge of all of the equity interests now owned or hereafter acquired by the Corporation to the Administrative Agent, and all personal and real property of the Corporation now owned or hereafter acquired by the Corporation, and the Administrative Agent is authorized to file or record financing statements and other filing or recording documents or instruments with respect to the Collateral without the signature of the Corporation in such form and in such offices as the Administrative Agent or any Authorized Officer determines appropriate or necessary to perfect the perfection of the security interests of the Administrative Agent under the DIP Credit Agreement and the other Loan Documents. Without limiting the generality of the foregoing, the Administrative Agent is expressly authorized to use a collateral description that encompasses "all assets" or "all personal property" of the Corporation, wheresoever located, whether now owned and existing or hereafter acquired, together with all proceeds thereof or any similar all assets description in any such financing statements or other filing or recording documents or instruments; and

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered, in the name and on behalf of the Corporation, to take all such further actions including, without limitation, to pay all fees and expenses in accordance with the terms of the Loan Documents, to arrange for and enter into supplemental agreements, amendments, instruments, certificates or documents relating to the transactions contemplated by the DIP Credit Agreement or any of the other Loan Documents and to execute and deliver all such supplemental agreements, amendments, instruments, certificates or documents in the name and on behalf of the Corporation, which shall in their sole judgment be necessary, proper or advisable in order to perform the Corporation's obligations under or in connection with the DIP Credit Agreement or any of the other Loan Documents and the transactions contemplated therein, and which necessity and advisability shall be conclusively evidenced by such Authorized Officer's execution thereof, to carry out fully the intent of the foregoing resolutions; and

FURTHER RESOLVED, that the Authorized Officers be and hereby are authorized and empowered to take all actions or to not take any action in the name of the Corporation with respect to the transactions contemplated by these

resolutions as the sole shareholder, partner, member, or managing member of each direct subsidiary of the Corporation, in each case, as such Authorized Officer shall deem necessary or desirable in such Authorized Officer's reasonable business judgment, including without limitation the authorization of resolutions and agreements necessary to authorize the execution, delivery and performance pursuant to the DIP Credit Agreement or any Loan Document (including affidavits, financing statements, notices, reaffirmations and amendments and restatements of existing documents) as may be necessary or convenient to effectuate the purposes of the transactions contemplated herein; and

FURTHER RESOLVED, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, amendment and restatements, supplements, modifications, renewals, extensions, replacements, consolidations, substitutions and extensions of the DIP Credit Agreement and any of the Loan Documents which shall in their sole judgment be necessary, proper or advisable; and

FURTHER RESOLVED, that all acts and actions taken by the Authorized Officers prior to the date hereof with respect to the transactions contemplated by the DIP Credit Agreement and any of the other Loan Documents be, and hereby are, in all respects confirmed, approved and ratified; and

FURTHER RESOLVED, that the capitalized terms used in the resolutions under the caption "SENIOR SECURED SUPERPRIORITY DEBTOR-IN-POSSESSION CREDIT, SECURITY AND GUARANTY AGREEMENT" and not otherwise defined herein shall have the meanings ascribed to such terms in the DIP Credit Agreement; and

V. Further Actions and Prior Actions

FURTHER RESOLVED, that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the Authorized Officers and their designees shall be, and each of them hereby is, authorized, directed, and empowered, in the name of, and on behalf of, the Corporation and under its corporate seal or otherwise, to take or cause to be taken any and all such 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 or officers' judgment shall be necessary, advisable, or desirable to fully carry out the intent and accomplish the purposes of the resolutions adopted herein; and

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

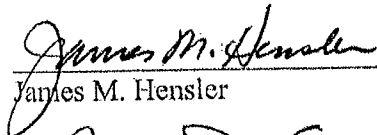
FURTHER RESOLVED, that all acts, actions, and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of the Corporation, which acts would have been approved by the foregoing resolutions except that such acts were taken before the adoption of these resolutions, are hereby in all respects approved and ratified as the true acts and deeds of the Corporation with the same force and effect as if each such act, transaction, agreement, or certificate had been specifically authorized in advance by resolution of the Board of Directors and that the Authorized Officer did execute the same. The actions taken by this consent shall have the same force and effect as if taken at a meeting of the Board of Directors duly called and constituted pursuant to the bylaws of the Corporation and the laws of the state of the Corporation's incorporation; and

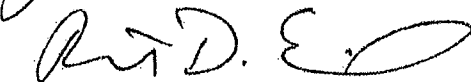
VI. General

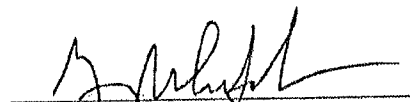
FURTHER RESOLVED, that in order to fully carry out the intent and effectuate the purposes of the foregoing resolutions, the Board of Directors and each of the Authorized Officers are hereby authorized to take all such further action, and to execute and deliver all such further instruments and documents in the name and on behalf of the Corporation, and under its corporate seal or otherwise pay all such fees and expenses, which shall in his or her business judgment may be necessary, proper, or advisable.

[Signature page follows]

In witness whereof, the undersigned have executed this Unanimous Written Consent as of January 31, 2016. This consent action may be executed in counterparts, each of which shall be deemed an original and which together shall constitute one and the same instrument.


James M. Hensler


Robert D. Scherich


Gary R. Whitaker

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re: HORSEHEAD CORPORATION, Debtor.	)))))	Chapter 11 Case No. 16-_____ (____)
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LIST OF EQUITY SECURITY HOLDERS¹

Debtor	Equity Holders	Address of Equity Holder	Percentage of Equity Held
Horsehead Corporation	Horsehead Holding Corp.	4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205	100%

¹ This list serves as the disclosure required to be made by the debtor pursuant to rule 1007 of the Federal Rules of Bankruptcy Procedure. All equity positions listed are as of the date of commencement of the chapter 11 case.

Fill in this information to identify the case and this filing:	
Debtor Name	Horsehead Corporation
United States Bankruptcy Court for the:	District of Delaware
	(State)
Case number (If known):	

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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration List of Equity Security Holders

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on

2/2/2016
MM/ DD/YYYY

☒

Signature of individual signing on behalf of debtor

Robert D. Scherich

Printed name

Vice President and Chief Financial Officer

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name Horsehead Holding Corp., et al.United States Bankruptcy Court for the: _____ District of Delaware
Case number (if known): _____ (State)☐ Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders**12/15**

A list of creditors holding the 50 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 50 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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 unsecured claim.	Total claim, if partially secured	Unsecured claim
1	U.S. BANK NATIONAL ASSOCIATION 100 WALL STREET, SUITE 1600 NEW YORK, NEW YORK 10005 ATTN: GLOBAL CORPORATE TRUST SERVICES	Name: Wally Jones Tel: 615-251-0733 Email: wally.jones@usbank.com Fax: 615-251-0737	3.80% UNSECURED CONVERTIBLE NOTES				\$100,000,000.00
2	U.S. BANK NATIONAL ASSOCIATION 100 WALL STREET, SUITE 1600 NEW YORK, NEW YORK 10005 ATTN: GLOBAL CORPORATE TRUST SERVICES	Name: Wally Jones Tel: 615-251-0733 Email: wally.jones@usbank.com Fax: 615-251-0737	9.00% UNSECURED NOTES				\$40,000,000.00
3	BANCO BILBAO VIZCAYA ARGENTARIA, S.A. STRUCTURED TRADE FINANCE SPAIN ADDRESS: CALLE VÍA DE LOS POBLADOS, S/N - 4TH FLOOR - 28033 MADRID (SPAIN)	Name: ATTN: ANTONIO SIMÓN / ÓSCAR CASTRO SWIFT: BBVAESMM Tel: N/A Fax: +34 91-537-7811 Email: antonio.simon@bbva.com oscar.castro@bbva.com	LOAN				\$17,400,000.00
4	HUDBAY MARKETING & SALES INC. 25 YORK STREET SUITE 800 TORONTO, ON M5J 2V5 CANADA	Name: N.A. Tel: N/A Email: info@hudsonbayminerals.com Fax: 416-362-7844	TRADE VENDOR				\$8,524,782.17
5	CCM COMMUNITY DEVELOPMENT IV LLC C/O CEI CAPITAL MANAGEMENT LLC TWO PORTLAND FISH PIER, SUITE 206 PORTLAND, ME 04101	Name: Janet C. McCaa, Esq. Address: Johnson & McCaa LLC One City Center/11th Floor Portland, ME 04101 Tel: N/A Email: N/A Fax: 207-771-5588	GUARANTY				Up to \$7,330,292.00

Debtor Horsehead Holding Corp., et al.
Name

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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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 unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6	BANC OF AMERICA CDE III, LLC BANK OF AMERICA COMMUNITY DEVELOPMENT BANKING GROUP 100 NORTH TRYON STREET, 11TH FLOOR CHARLOTTE, NORTH CAROLINA 28255	Name: Robert L. Mendenhall, Esq. Address: Mayer Brown LLP 241 N. Tryon Street, Suite 3800 Charlotte, NC 28202 Tel: N/A Email: rmendenhall@meyerbrown.com Fax: 704-377-2033	GUARANTY				Up to \$6,880,000.00
7	TECNICAS REUNIDAS, S.A. ARAPILES, 13, Floor 13 28015 MADRID ESPANA	Name: Gustavo Diaz Nogueira Tel: +34 91-409-8950 Email: gdiaz@trsa.es Fax: +34 91-448-0456	SETTLEMENT AGREEMENT				\$5,783,968.13
8	MID-CONTINENT COAL & COKE CO. 20600 CHAGRIN BLVD. SUITE 850 CLEVELAND, OH 44122	Name: N/A Tel: N/A Email: N/A Fax: 216-283-4812	TRADE VENDOR				\$1,907,366.01
9	THOMPSON INDUSTRIAL SERVICES, LLC 104 N. MAIN SUMPTER, SC 29150	Name: N/A Tel: N/A Email: N/A Fax: 803-773-1955	TRADE VENDOR				\$1,140,365.85
10	C.H. ROBINSON WORLDWIDE INC. 14701 CHARLSON ROAD EDEN PRARIE, MN 55347	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$989,088.00
11	INDUSTRIAL PIPING INC. 13504 SOUTH POINT BLVD. SUITE M CHARLOTTE, NC 28273	Name: N/A Tel: 704-588-1100 Email: bmc@bmcoho.com Fax: 704-588-5614	TRADE VENDOR				\$855,678.27
12	BETTER MANAGEMENT CORP 41738 ESTERLY DRIVE COLUMBIANA, OH 44408	Name: N/A Tel: N/A Email: bmc@bmcoho.com Fax: N/A	TRADE VENDOR				\$830,615.25
13	CHEMICALS, INC. 270 OSBORNE DRIVE FAIRFIELD, OH 45014	Name: N/A Tel: N/A Email: rm@chemicalsinc.com Fax: N/A	TRADE VENDOR				\$622,587.59
14	CLASSIC INDUSTRIAL SERVICES, INC. 456 HIGHLANDIA DRIVE BATON ROUGE, LA 70810	Name: N/A Tel: N/A Email: N/A Fax: 225-756-4667	TRADE VENDOR				\$594,638.49

Debtor Horsehead Holding Corp., et al.
Name

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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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 unsecured claim.	Total claim, if partially secured	Unsecured claim
15	NORFOLK SOUTHERN RAILWAY CO. THREE COMMERCIAL PLACE NORFOLK, VA 23510	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$580,201.77
16	CSX TRANSPORTATION, INC. 500 WATER STREET, 15TH FLOOR JACKSONVILLE, FL 32202	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$552,405.75
17	CLARY HOOD INC. 150 CONWAY BLACK ROAD SPARTANBURG, SC 29307	Name: N/A Tel: N/A Email: N/A Fax: 864-579-8882	TRADE VENDOR				\$485,930.50
18	SOUTHERN STATES CHEMICAL 118 E. 35TH STREET SAVANNAH, GA 31401	Name: N/A Tel: N/A Email: N/A Fax: 910-762-1600	TRADE VENDOR				\$466,717.85
19	HATCH ASSOCIATES CONSULTING, INC 1600 WEST CARSON STREET GATEWAY VIEW PLAZA, SUITE 1 PITTSBURGH, PA 15219	Name: Frank Porretta Tel: 905-403-3959 Email: fporretta@hatch.ca Fax: N/A	TRADE VENDOR				\$451,174.15
20	FIRST STAFFING 650 S. JOHN BEN SHEPPERD PARKWAY ODESSA, TX 79761	Name: N/A Tel: N/A Email: N/A Fax: 432-552-9442	TRADE VENDOR				\$449,469.35
21	SOCIETE GENERALE OPER/OTC/CMO/STL/ECD 170, PLACE HENRI REGNAULT 92400 PARIS LA DEFENSE 6 FRA - FRANCE	Name: Settlement BO Michael Pilato Jr. Ryan Connors Tel: (33) 1.58.98.53.53 (33) 1.46.92.46.57 212-278-7698 212-278-2076 212-278-7619 212-278-2076 Email: Commo.settlement@sgcib.com Michael.Pilato-Jr@sgcib.com Ryan-J.Connors@sgcib.com Fax: N/A	CONTRACT COUNTERPARTY				\$443,675.00
22	ELDECO 5751 AUGUSTA ROAD GREENVILLE, SC 29605	Name: N/A Tel: N/A Email: Info@eldecoinc.com Fax: N/A	TRADE VENDOR				\$393,709.56
23	POWERS COAL & COKE 4807 ROCKSIDE RD. #240 INDEPENDENCE, OH 44131	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$328,420.02

Debtor Horsehead Holding Corp., et al.
Name

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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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 unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
24	INTEGRITY CONSTRUCTION & GRADING, LLC 1223 MONTGOMERY DRIVE CHESNEE, SC 29323	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$326,931.01
25	INDUSTRY SERVICES CO., INC. 6265 RANGELINE RD. THEODORE, AL 36582	Name: Shawn Hunter Tel: N/A Email: Madkison@industrysci.com Fax: N/A	TRADE VENDOR				\$314,347.65
26	TOPCOR AUGUSTA LLC 3977 GOSHEN INDUSTRIAL BLVD. AUGUSTA, GA 30906	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$297,078.09
27	MAYCO HOLDINGS 1031 EAST 103RD STREET CHICAGO, IL 60628	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$285,923.00
28	TENCARVA MACHINERY CO. 1115 PLEASANT RIDGE ROAD GREENSBORO, NC 27409	Name: N/A Tel: N/A Email: N/A Fax: 336-665-9585	TRADE VENDOR				\$272,063.43
29	PAGE E.T.C., INC. 2758 TROMBLEY RD. WEEDSPORT, NY 13166	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$265,620.84
30	CAROPLAST, INC. 8912 WILKINSON BLVD. CHARLOTTE, NC 28214	Name: N/A Tel: N/A Email: N/A Fax: 704-394-2201	TRADE VENDOR				\$253,459.49
31	G E RAILCAR SERVICES C/O WELLS FARGO RAIL ONE O'HARE CENTER 6250 RIVER ROAD, SUITE 5000	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$251,075.00
32	LIMPACT INTERNATIONAL LTD 569 D'ARCY STREET COBOURG, ON K9A 4K5 CANADA	Name: N/A Tel: N/A Email: N/A Fax: 905-373-4440	TRADE VENDOR				\$238,352.00
33	EBLEN, WILMA J, TRUSTEE ROANE COUNTY 200 E. RACE STREET, SUITE 4 P.O. BOX 296 KINGSTON, TN 37763	Name: N/A Tel: 865-376-9114 Email: N/A Fax: N/A	TRADE VENDOR				\$233,577.00

Debtor Horsehead Holding Corp., et al.
Name

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 the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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 unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
34	ENCOTECH (CARBON SER. & EQUIPMENT CO.) P.O. BOX 618102 ORLANDO, FL 32861	Name: N/A Tel: N/A Email: jbelmore@carbonservice.com Fax: 407-313-9114	TRADE VENDOR				\$223,812.00
35	TINDALL CORPORATION 2273 HAYNE STREET SPARTANBURG, SC 29301	Name: N/A Tel: N/A Email: N/A Fax: 864-595-3344	TRADE VENDOR				\$223,008.69
36	O.B.I. LINING INC 411 PATRICK LN CHOCOWINITY, NC 27817	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$221,187.75
37	SRE INC. 1006 NASH COURT MARTINSBURG, WV 25401	Name: N/A Tel: N/A Email: canderson@sreinc.us Fax: N/A	TRADE VENDOR				\$215,747.74
38	ENVIROSAFE SERVICES OF OHIO, INC. 876 OTTER CREEK RD. OREGON, OH 43616	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$213,886.67
39	GARDNER DENVER NASH, C/O E.W. KLEIN 314 W. WIEUCA ROAD, NE ATLANTA, GA 30342	Name: N/A Tel: N/A Email: info@ewklein.com Fax: 404-256-3471	TRADE VENDOR				\$200,548.95
40	J.T. THORPE & SON 1060 HENSLEY STREET RICHMOND, CA 94801	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$197,020.56
41	PRESS RENTALS 5105 PIERCE CT. EVANS, GA 30809	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$194,046.10
42	WATER DYNAMICS INC. (FRMLY D&L TECHN.) 4644 W JENNIFER AVE. #108 FRESNO, CA 93722	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$188,434.60
43	CHEMALLOY COMPANY INC 996 E. RAILROAD AVE. BRYN MAWR, PA 19010	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$180,625.80

Debtor Horsehead Holding Corp., et al.
Name

Case Number (if known) _____

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					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
44	TERRA FIRST, LLC 340 NE 11TH STREET VERNON, AL 35592	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$176,000.00
45	CARMEUSE LIME & STONE, INC. 11 STANWIX STREET, 21ST FLOOR PITTSBURGH, PA 15222	Name: N/A Tel: N/A Email: info@cameusena.com Fax: N/A	TRADE VENDOR				\$172,382.59
46	LINDE LLC 810 E. ROMEO RD. ROMEIOVILLE, IL 60446	Name: N/A Tel: N/A Email: N/A Fax: N/A	TRADE VENDOR				\$166,746.44
47	F.S. SPERRY CO., INC. 1907 VANDERHORN DRIVE MEMPHIS, TN 38134	Name: Beverly Lambert Tel: N/A Email: N/A Fax: 901-373-9360	TRADE VENDOR				\$162,073.70
48	MOTION INDUSTRIES 1605 ALTON ROAD BIRMINGHAM, AL 39210	Name: N/A Tel: 800-526-9328 Email: N/A Fax: N/A	TRADE VENDOR				\$153,074.00
49	REXEL 14951 DALLAS PARKWAY DALLAS, TX 75254	Name: N/A Tel: 972-387-3600 Email: N/A Fax: N/A	TRADE VENDOR				\$144,680.87
50	SPESIA AYERS RE: JOEL ADAMS 1415 BLACK ROAD JOLIET, IL 60432	Name: N/A Tel: (815)726-4311 Email: N/A Fax: 484-395-4001	LITIGATION	UNLIQUIDATED			

Fill in this information to identify the case and this filing:	
Debtor Name	Horsehead Corporation
United States Bankruptcy Court for the:	District of Delaware (State)
Case number (if known):	

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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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: Consolidated List of Creditors Who Have the 50 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.

Executed on

2/2/2016
MM/DD/YYYY

☒



Signature of individual signing on behalf of debtor

Robert D. Scherich

Printed name

Vice President and Chief Financial Officer

Position or relationship to debtor

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
HORSEHEAD CORPORATION,	)	Case No. 16-_____ (___)
	)	
Debtor.	)	

CERTIFICATION OF CREDITOR MATRIX

Pursuant to Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the above-captioned debtor and its affiliated debtors in possession (collectively, the "Debtors")¹ hereby certify that the Creditor Matrix submitted herewith contains the names and addresses of the Debtors' creditors. To the best of the Debtors' knowledge, the Creditor Matrix is complete, correct, and consistent with Debtors' books and records.

The information contained herein is based upon a review of the Debtors' books and records as of the petition date. However, no comprehensive legal and/or factual investigations with regard to possible defenses to any claims set forth in the Creditor Matrix have been completed. Therefore, the listing does not, and should not, be deemed to constitute: (1) a waiver of any defense to any listed claims; (2) an acknowledgement of the allowability of any listed claims; and/or (3) a waiver of any other right or legal position of the Debtors.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, include: Horsehead Holding Corp. (7377); Horsehead Corporation (7346); Horsehead Metal Products, LLC (6504); The International Metals Reclamation Company, LLC (8892); and Zochem Inc. (4475). The location of the Debtors' service address is: 4955 Steubenville Pike, Suite 405, Pittsburgh, Pennsylvania 15205.

Fill in this information to identify the case and this filing:	
Debtor Name	Horsehead Corporation
United States Bankruptcy Court for the:	District of Delaware (State)
Case number (If known):	

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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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)*
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- ☐ *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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)*
- ☒ Other document that requires a declaration Certification of Creditor Matrix

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on

2/2/2016
MM/DD/YYYY

☒



Signature of individual signing on behalf of debtor

Robert D. Scherlich

Printed name

Vice President and Chief Financial Officer

Position or relationship to debtor

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

Fill in this information to identify the case and this filing:	
Debtor Name	Horsehead Corporation
United States Bankruptcy Court for the:	District of Delaware
	(State)
Case number (If known):	

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- ☐ 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 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed on

2/3/2016
MM/DD/YYYY

☒

Signature of individual signing on behalf of debtor

Robert D. Scherich

Printed name

Vice President and Chief Financial Officer

Position or relationship to debtor

2000F PROCESS HEATING&CONTROLS
1649 FREEPORT ROAD
KITANNING, PA 16201

A&B TERMITE & PEST CONTROL
717 WEST HIGHTWAY 11 EAST
NEW MARKET, TN 37820

A&B TERMITE & PEST CONTROL
P.O. BOX 127
NEW MARKET, TN 37820

A & K RAILROAD MATERIALS, INC.
P.O. BOX 30076
SALT LAKE CITY, UT 84130

A C CONTROLS (TYCO)
4500 MORRIS PARK DR.
CHARLOTTE, NC 28227-7017

A SHRED AHEAD
5409 LUMLEY ROAD
SUITE 106
DURHAM, NC 27703

A T & T TENNESSEE
1876 DATA DRIVE
5TH FLOOR NORTH
HOOVER, AL 35244

A&A GLOVE AND SAFETY
20 RICHEY AVENUE
COLLINGSWOOD, NJ 08107

A&D ENVIRONMENTAL SERVICES
1741 CALKS FERRY ROAD
LEXINGTON, SC 29073

A&D ENVIRONMENTAL SERVICES
P.O. BOX 484
HIGHPOINT, NC 27261

A. R. SERVICES
2590 TED TROUT DRIVE
LUFKIN, TX 75904

A. SERVEDIO ELECTRIC
634 EAST WASHINGTON STREET
NEW CASTLE, PA 16101

A.R. WILFLEY AND SONS, INC.
C/O SCHEEL & COMPANY, INC.
P. O. BOX 512
MEDINA, OH 44258

ABB INC.
P.O. BOX 11090 STN A
TORONTO, ON M5W 2G5
CANADA

ABB POWER CONVERSION NORTH AMERICA
12040 REGENCY PARKWAY
CARY, NC 27518

ABB
AFFOLTERNSTRASSE 44
ZURICH, CH 08050
SWITZERLAND

ABDULLAH, KHALID
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ABELL PEST CONTROL INC.
3075 RIDGEWAY DR., UNIT 27
MISSISSAUGA, ON L5L 5M6
CANADA

ABSHER, JESSE
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ABSOLUTE INDUSTRIAL SAFETY
2466 N US 39
BLDG. #4, SUITE B
LAPORTE, IN 46350

ABSOLUTE INVESTMENT ADVISERS
18 SHIPYARD DRIVE
SUITE 3C
HINGHAM, MA 02043

ABTECH INC.
3420 WEST FORDHAM AVE.
SANTA ANNA, CA 92704

A-C EQUIPMENT SERVICES CORP.
6737 W. WASHINGTON STREET
SUITE 1400
MILWAUKEE, WI 53214

ACCESS POINT, INC.
1100 CRESCENT GREEN
SUITE 109
CARY, NC 27518

ACCOR, REGINALD
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ACCOUNTSTAFF, INC.
600 DAVIDSON RD
PITTSBURGH, PA 15239

ACE AMERICAN INSURANCE COMPANY
436 WALNUT STREET
PHILADELPHIA, PA 19105

ACE INA INSURANCE COMPANY
25 YORK ST.
TORONTO, ON M5J 2V5
CANADA

ACE PROPERTY & CASUALTY INSURANCE
COMPANY
436 WALNUT STREET
PHILADELPHIA, PA 19105

ACTION INDUSTRIAL GROUP
650 WASHINGTON ROAD
SUITE 210
PITTSBURGH, PA 15228

ACTION PAPER & PKG CO.
100 COMMANDER BLVD.
SCARBOROUGH, ON M1S 3H7
CANADA

AQUITY
2800 SOUTH TAYLOR DRIVE
P.O. BOX 58
SHEBOYGAN, WI 53082

ADAM, WALTER
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ADKINS, JOE
[ADDRESS REDACTED]

ADKINS, JOSEPH
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ADP, LLC
ONE ADP BOULEVARD
ROSELAND, NJ 07068

ADP, LLC
P.O. BOX 7247-0372
PHILADELPHIA, PA 19170-0372

ADRIAN E. ELWELL
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ADVANCE MUNICIPAL EQUIPMENT
1501 BROADWAY
P.O. BOX 3040
EAST CHICAGO, IN 46312

ADVANCE SHIPPING SUPPLIES
5655 KENNEDY RD., UNIT 2
MISSISSAUGA, ON L4Z 3E1
CANADA

ADVANCE SWEEPING SERVICES, INC.
1501 BROADWAY ST
EAST CHICAGO, IN 46312

ADVANCE SWEEPING SERVICES, INC.
P.O. BOX 3040
EAST CHICAGO, IN 46312

ADVANCED DISPOSAL SERVICES (IWS)
2690 HOWERTOWN RD.
SUITE 1
NORTHAMPTON, PA 18067

ADVANTAGE EXPRESS
109 RUE PRINCE
SAINTE- SOPHIE
SAINTE-SOPHIE, QU J5J 1A5
CANADA

ADZ TECNOLOGIA - XSTRATA ZINC
SAN JUAN DE NIEVA, AP 178
33400 AVILES
ASTURIAS
SPAIN

AEA LEASING, LTD.
131 AIRPARK INDUSTRIAL ROAD
ALABASTER, AL 35007

AECOM (FORMERLY URS)
FOSTER PLAZA 4, 501 HOLIDAY DR.
SUITE 300
PITTSBURGH, PA 15220

AEROTEK ULC
P.O. BOX 15521
STATION A
TORONTO, ON M5W 1C1
CANADA

AFCO PREMIUM CREDIT LLC
14 WALL STREET, SUITE 8A-19
NEW YORK, NY 10005

AFFILIATED
P.O. BOX 100
PLACE D'ARMES
MONTREAL, QC H2Y 3G5
CANADA

AGMET, LLC
5463 DUNHAM ROAD
MAPLE HEIGHTS, OH 44137

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350 N JAMES ST
KANSAS CITY, KS 66118

AHERN RENTALS
P.O. BOX 271390
LAS VEGAS, NV 89127-1390

AIKEN PEST CONTROL INC.
2739 WAGENER RD
AIKEN, SC 29801

AIKEN PEST CONTROL INC.
P.O. BOX U
AIKEN, SC 29802

AIKEN, KAULA
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AIKEN, RONNIE
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AIM PRODUCTS
25 KENNEY DRIVE
CRANSTON, RI 02920

AIM PRODUCTS
3923 E. FLAMINGO AVE
NAMPA, ID 83687

AIR AND EPCRA ENFORCEMENT BRANCH-IV
EPA REGION IV
61 FORSYTH STREET, SW
ATLANTA, GA 30303

AIR CENTERS OF SC, INC.
1447 SOUTH BATESVILLE ROAD
GREER, SC 29732

AIR COMPONENTS & SYSTEMS
3200 NORTHWEST PARK DRIVE
KNOXVILLE, TN 37921

AIR COMPONENTS & SYSTEMS
6000 GENERAL COMMERCE DR
CHARLOTTE, NC 28213

AIR FITNESS
1807 MERCER ROAD
ELLWOOD CITY, PA 16117

AIR SERVICES COMPANY
211 SEEGER AVENUE
ELK GROVE VILLAGE, IL 60007

AIRFX HEATING & AIR CONDITIONING
7-20 REGAN RD.
BRAMPTON, ON L7A 1C3
CANADA

AIRGAS NATIONAL WELDERS
1221 NEW SAVANNAH ROAD
AUGUSTA, GA 30901

AIRGAS NATIONAL WELDERS
1221 SAVANNAH ROAD
AUGUSTA, GA 30901-3879

AIRGAS NATIONAL WELDERS
1639 SHOP ROAD
COLUMBIA, SC 29201

AIRGAS SAFETY
2225 WORKMAN MILL RD
CITY OF INDUSTRY, CA 90601

AIRGAS SAFETY
P.O. BOX 951884
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AIRGAS USA, LLC
112 SWEETEN CREEK RD.
ASHEVILLE, NC 28803

AIRGAS USA, LLC
1221 NEW SAVANNAH ROAD
AUGUSTA, GA 30901-3879

AIRGAS USA, LLC
1639 SHOP ROAD
COLUMBIA, SC 29201

AIRGAS USA, LLC
2015 VAUGHN ROAD
SUITE 400
KENNESAW, GA 30144

AIRGAS USA, LLC
P.O. BOX 532609
ATLANTA, GA 30353-2609

AIRGAS USA, LLC
P.O. BOX 802576
CHICAGO, IL 60680-2576

AIRMATIC INC.
284 THREE TURN ROAD
MALVERN, PA 19355

AJAX TOCCO MAGNETHERMIC CORP.
1745 OVERLAND AVENUE N. E.
WARREN, OH 44483

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1745 OVERLAND AVENUE N. E.
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BETHLEHEM, PA 18018

ALBARELL ELECTRIC, INC.
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STOCKERTOWN, PA 18083

ALFRED H. KNIGHT NORTH AMERICA
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P.O. BOX 3504
SPARTANBURG, SC 29304-3504

ALL POINTS TRANSPORT
6007 CLINTON DR.
HOUSTON, TX 77020

ALL POINTS WAREHOUSE INC.
ATTN: REBECCA A ROBERTS
4114 WINDSOCK LANE
BROOKSHIRE, TX 77423

ALLECOM EXPRESS DELIVERY
1 CYNTHIA CRESENT
BRAMPTON, ON L69 0S9
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ALLEGHENY PETROLEUM
999 AIRBRAKE AVE.
WILMERDING, PA 15148

ALLEGHENY TECHNOLOGY
1000 SIX PPG PLACE
PITTSBURGH, PA 15222

ALLEN PAVING COMPANY, INC.
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HARDINSBURG, KY 40143

ALLEN PAVING COMPANY, INC.
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ALLEN, TOMMY P.
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CORPORATION
135940 S. KILDARE
CRESTWOOD, IL 60445

ALLIED MEASUREMENT SYSTEMS
CORPORATION
P. O. BOX 843
CRESTWOOD, IL 60445

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140 HINDMAN LANE
BUTLER, PA 16001

ALLISON, TAMMY
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ALL-PRO TRANSPORT COMPANY INC.
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ASHTABULA, OH 44005

ALLSTREAM
P.O. BOX 5300 STN MAIN
WINNIPEG, MB R3C 0C1
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STEVENSVILLE, MI 49127-0199

ALPHACHEM LIMITED
2485 MILLTOWER COURT
MISSISSAUGA, ON L5N 5Z6
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AMERICAN GALVANIZERS ASSOC.
P.O. BOX 11626
TACOMA, WA 98411-6626

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NEW YORK, NY 10038

AMERICAN IRON & METAL COMPANY
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MONTREAL, QC H1E 2S4
CANADA

AMERICAN LABELMARK CO
P.O. BOX 46402
CHICAGO, IL 60646-0402

AMERICAN WASTE SERVICES, INC.
ONE AMERICAN WAY
WARREN, OH 44484-5555

AMLON RESOURCES GROUP LLC
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NEW YORK, NY 10016

AMLON RESOURCES GROUP LLC
10 EAST 40TH STREET
SUITE 3610
NEW YORK, NY 10016

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CALEDONIA, WI 53108

ANDERSON, DALE WEBSTER
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ANDERSON, THOMAS D.
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ANDERSONS
NW 6172
P.O. BOX 1450
MINNEAPOLIS, MN 55485-6172

ANDES CHEMICAL
C/O GATEWAY WAREHOUSE
11125 N.W. – 29TH STREET
DORAL, FL 33172

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ALABASTER, AL 35007

ADDRESS ENGINEERING & ASSOCIATES
60 BELLAMY COURT
STOCKBRIDGE, GA 30281

ADDRESS ENGINEERING & ASSOCIATES
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ANDREWS, JEFFREY
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ANDREWS, SHANNON
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SUITE 600
LOCKPORT, IL 60441

ANGELLONE, ANTHONY JOHN
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12890 HAGGERTY ROAD
BELLEVILLE, MI 48112

ANGSTROM, INC.
P.O. BOX 248
BELLEVILLE, MI 48111

ANTHONY DELAURENTIS
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ANTHONY, JEREMY D.
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ANTHONY, RICKEY DAVID
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ELLWOOD CITY, PA 16117

APPLE OCCUPATIONAL MEDICAL SVC
APPLE MOBILE MEDICAL SERVICES
P.O. BOX 6050
HERMITAGE, PA 16148

APPLE REHABILITATION SERVICES
273 ROUTE 288
ELLWOOD CITY, PA 16117

APPLIED HEALTH PHYSICS, INC.
2986 INDUSTRIAL BOULEVARD
BETHEL PARK, PA 15102

APPLIED MAINTENANCE SUPPLIES &
SOLUTIONS
(FORMERLY PARTS ASSOCIATES, INC)
12420 PLAZA DRIVE
PARMA, OH 44130

APPLIED SOLUTIONS
404 AVIATION BLVD
SANTA ROSA, CA 95403

APPLIED SOLUTIONS
P.O. BOX 26566
GREENVILLE, SC 29616

APPTIX
230 W. MONROE STREET
SUITE 230
CHICAGO, IL 60606

APPTIX, INC.
230 W. MONROE STREET
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AQUATECH INTERNATIONAL CORPORATION
ONE FOUR COINS DRIVE
CANONSBURG, PA 15317

ARAMARK INC OF LEHIGH VALLEY
155 NESTLE WAY
SUITE 102B
BREINIGSVILLE, PA 18103

ARANGUREN, ANA
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6911 PROSPECT AVENUE
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ARC3 GASES (FRMLY MACHINE&WELDING)
1660 HWY 301 SOUTH
DUNN, NC 28334

ARC3 GASES (FRMLY MACHINE&WELDING)
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DUNN, NC 28335

ARCHER GROUP INC
2600 DURHAM ROAD
YORK, PA 17402

ARCHER GROUP INC.
2600 DURHAM ROAD
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1550 CENTENNIAL BLVD
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ARTHUR LAURY
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ARTHUR O. MARTEL
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ARTHUR W WHITMARSH
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ASHBY, JAMES L.
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ASHEVILLE, RUBBER & GASKET CO.
604 RIVERSIDE DRIVE
ASHEVILLE, NC 28801

ASHEVILLE, RUBBER & GASKET CO.
P.O. BOX 8463
ASHEVILLE, NC 28814

ASSOCIATED COMBUSTION INC.
1347 OSPREY DRIVE
ANCASTER, ON L9G 4V5
CANADA

AT&T
208 S. AKARD ST
DALLAS, TX 75202

AT&T
P.O. BOX 105262
ATLANTA, GA 30348-5262

ATCHLEY, AMY
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ATD PRESSURE GAS SYSTEM
7634 SOUTHRAIL ROAD
UNIT 601
NORTH CHARLESTON, SC 29418

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ATLANTIC BATTERY CO., INC.
309 MAIN ST REAR
WATERTOWN, MA 02472

ATLANTIC BATTERY CO., INC.
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ATLANTIC PLANT SERVICES
2210 OAK LEAF STREET
JOLIET, IL 60436

ATLANTIC SPECIALTY INSURANCE COMPANY
900 STONY POINT PARKWAY, SUITE 450
RICHMOND, VA 23235

ATLAS (FIRST ACCESS)
27302 NETWORK PLACE
CHICAGO, IL 60673-1273

ATLAS MACHINING & WELDING, INC.
777 SMITH LANE
NORTHAMPTON, PA 18067-1500

ATLAS TOYOTA MATERIAL HANDLING
5050 N. RIVER ROAD
SCHILLER PARK, IL 60176

ATMOS ENERGY MARKETING, LLC
2929 WEST SAM HOUSTON PARKWAY NORTH
SUITE 200
HOUSTON, TX 77043

ATRONA TESTING LABORATORIES, INC.
9820 6TH ST
RANCHO CUCAMONGA, CA 91730

ATRONA TESTING LABORATORIES, INC
5271 ZENITH PARKWAY
LOVES PARK, IL 61111

ATS SCIENTIFIC INC.
4030 MAINWAY
BURLINGTON, ON L7M 4B9
CANADA

AURORA ENVIRONMENTAL
1031 THIRD AVENUE
NEW BRIGHTON, PA 15066

AUSTIN AI
8862 HWY 290 WEST
AUSTIN, TX 78736

AUTOMATED CARD SYSTEMS
106 SPRINGFIELD DRIVE
CANONSBURG, PA 15317

AUTOMATION & CONTROL SERVICES, INC.
2440 ONTARIO STREET
SCHERERVILLE, IN 46375

AUTOMATIONDIRECT.COM
3505 HUTCHINSON ROAD
CUMMING, GA 30040

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P.O. BOX 3145
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AVINA, RODRIGO
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BARNWELL, SC 29812

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HICO, TX 76457

B&L CONSTRUCTION
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SPECIALIST
8850 TYLER BLVD.
MENTOR, OH 44060

BACOLA, MICHAEL
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4940 S FARM RD 189
#100
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BAILEY COMPANY
MSC 30094
P.O. BOX 415000
NASHVILLE, TN 37241-0094

BAILEY, WILLIAM Z.
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BAIRD TRANSPORT
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1553 STINEY ROAD
HARDEEVILLE, SC 29927

BAKER, DANIEL P.
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BAKER, ERNEST "CHRIS"
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BAKER, RICHARD
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BAKERCORP
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SEAL BEACH, CA 90740

BAKERCORP
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BALLIET, KENNETH L
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BALLIET, RYAN P.
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BALLMER, GREGORY A.
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BALMER, JASON C.
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BANC OF AMERICA CDE III, LLC
BANK OF AMERICA COMMUNITY
DEVELOPMENT BANKING GROUP
100 NORTH TRYON STREET, 11TH FLOOR
CHARLOTTE, NC 28255

BANCO BILBAO VIZCAYA ARGENTARIA, S.A.
STRUCTURED TRADE FINANCE SPAIN
ANTONIO SIMÓN / ÓSCAR CASTRO
CALLE VÍA DE LOS POBLADOS, S/N - 4TH
FLOOR
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BANDY, TIMOTHY REECH
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BANKO EXCAVATING
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347 SOUTH 3RD STREET
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SYRACUSE, NY 13202

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BARKER, CHRISTOPHER
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57 WALL STREET, ROOM 123
BARNWELL, SC 29812

BARNWELL MR HANDY
339 JACKSON STREET
BARNWELL, SC 29812

BARNWELL OFFSET PRINTING CO.
9024 MARLBORO AVENUE
BARNWELL, PA 29812-0148

BARNWELL POLICE CALENDAR
770 HAGOOD AVENUE
BARNWELL, SC 29812

BARNWELL POLICE CALENDAR
ALL AMERICAN CALENDARS
2348 WEST A.J. HWY. #498
MORRISTOWN, TN 37814

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BASILONE, TIMOTHY R.
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BASS, BERRY & SIMS PLC
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EC LEDGER/BEAVER CO. TIMES
400 FAIR AVENUE
BEAVER, PA 15009

BEAVER VALLEY ALLOY
4165 BRODHEAD ROAD
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BEMCOR, INC.(WAS BEATTY MACHINE &
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340-150TH STREET
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BEMCOR, INC.(WAS BEATTY MACHINE &
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940 150TH STREET
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416 DELAWARE AVENUE
PALMERTON, PA 18071

BEST LINE EQUIPMENT
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BIOTA DIAGNOSTICS
2401 WHITEHALL PARK DRIVE
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CHICAGO, IL 60617-4612

BLACK INDUSTRIAL SUPPLY CORP.
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BLACK SUPPLY CO.
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BMC SOFTWARE INC.
P.O. BOX 301165
DALLAS, TX 75303-1165

BNP MEDIA
P.O. BOX 2600
PAINT & COATING INDUSTRY BUYERS GUIDE
TROY, MI 48007-2600

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3110 SOLUTIONS CENTER
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CANADIAN PACIFIC RAILWAY COMPANY
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CANADIAN PACIFIC RAILWAY COMPANY
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CAROLINA SCALES, INC.
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CHICAGO RAIL LINK, LLC
P.O. BOX 974517
DALLAS, TX 75397-4517

CHICAGOLAND QUAD CITIES EXPRESS, INC.
7715 S. 78TH AVENUE
BRIDGEVIEW, IL 60455

CHICAGOLAND QUAD CITIES EXPRESS, INC.
7715 S. 78TH AVE, BLDG. 5
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101 ROANE ST
HARRIMAN, TN 37748

CHRISTMAS LUMBER COMPANY
P.O. BOX 3
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CHUBB GROUP OF INSURANCE COMPANIES
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WARREN, NJ 07059

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CICIONI RADIATOR INC
442-448 S. CHURCH ST.
ROUTE 309 SOUTH
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CILLI, NICOLAS
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CINTAS (INMETCO)
6800 CINTAS BLVD
CINCINNATI, OH 45262

CINTAS CANADA LIMITED
3370 DUNDAS ST. W.
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CANADA

CINTAS CORPORATION
6800 CINTAS BOULEVARD
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CINTAS CORPORATION
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CINCINNATI, OH 45263-0921

CINTAS CORPORATION
P.O. BOX 88005
CHICAGO, IL 60680-1005

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2847 JOHN DEERE DRIVE, STE. 103
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CINTAS FAS
P.O. BOX 636525
CINCINNATI, OH 45263-6525

CINTAS
23 TORLAKE CRESENT
TORONTO, ON M8Z 1B5
CANADA

CINTAS
690 EAST CRESCENTVILLE ROAD
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CINTAS
P.O. BOX 630910
CINCINNATI, OH 45263

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JPMORGAN CHASE BANK
P.O. BOX 4339
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CIT GROUP/EQUIP. FINANCING, INC., RA
ONE CIT DRIVE
LIVINGSTON, NJ 07039

CITADEL ADVISORS LLC
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32ND FLOOR
CHICAGO, IL 60603

CITIGROUP INCORPORATED
399 PARK AVENUE
NEW YORK, NY 10043

CITY OF BARTLESVILLE
401 S JOHNSTONE AVE
BARTLESVILLE, OK 74003

CITY OF BARTLESVILLE
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CHICAGO, IL 60602

CITY OF CHICAGO-DEPT OF FIN.-WATER DIV.
DEPARTMENT OF FINANCE-WATER DIVISION
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CLARY HOOD INC.
150 CONWAY BLACK ROAD
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CLASSIC INDUSTRIAL SERVICES, INC.
456 HIGHLANDIA DRIVE
BATON ROUGE, LA 70810-5906

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CRAMER, ROBERT
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N CHESTERFIELD, VA 23237

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8020 WHITEPINE ROAD
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CRIBB'S KITCHEN & CATERING
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CSRA FIRE EXTINGUISHER, INC.
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CSS LLC
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CSX TRANSPORTATION, INC.
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CSX TRANSPORTATION, INC.
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CSX TRANSPORTATION, INC.
P.O. BOX 641996
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CURRIE II, MICHAEL L.
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CUSTOMER SERVICE ELECTRIC
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MIXSON OIL CO., INC.
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MOBILE MINI
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MONARD TESTING LLC
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MOODY, ALVIN
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631 GOSSETT ROAD
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1247 GORDON PARK ROAD
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MOTION INDUSTRIES INC.
1605 ALTON ROAD
BIRMINGHAM, AL 39210

MOTION INDUSTRIES INC.
3865 SWEETEN CREEK ROAD
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OHIO SECURITY SERVICE, INC.
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NEW BRIGHTON, PA 15066

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NEW BRIGHTON, PA 15066-1837

PITTSBURGH FILE AND BOX
51 SOUTH 14TH STREET
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PITTSBURGH MAILING
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PITTSBURGH MATERIAL HANDLING
410 SUNSHINE AVE.
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PMF RENTALS
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TORONTO, ON M5X 1E4
CANADA

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225 FIFTH AVENUE
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PNC BANK, NATIONAL ASSOCIATION
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2 TOWER CENTER BLVD, 23RD FLOOR
EAST BRUNSWICK, NJ 08816

PNC BANK, NATIONAL ASSOCIATION
ATTN: TM LEGAL LIAISON TEAM
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MAILSTOP P7-PFSC-03-B
PITTSBURGH, PA 15219

PNC BANK, NATIONAL ASSOCIATION
COMMERCIAL LOAN SERVICE CENTER/DCC
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POWERSCREEN MID ATLANTIC
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PP&S, INC.
9325 FORSYTH PARK DR.
CHARLOTTE, NC 28273

PFC LUBRICANTS
305 MICRO DRIVE
JONESTOWN, PA 17038

PPI PACKAGING PRODUCTS
10-6581 KITIMAT ROAD
MISSISSAUGA, ON L5N 3T5
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2 NORTH 9TH STREET
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PPL ELECTRIC UTILITIES CORP.
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PO BOX 382000
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BETHLEHEM, PA 18015

PRAXAIR DISTRIBUTION INC.
2510 NEW BUTLER RD.
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RAILCAR LEASING SPECIALISTS OF ILLNOIS,
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ROCKWOOD NATURAL GAS SYSTEM
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ROCKWOOD, TN 37854

ROCKWOOD WATER & GAS
110 N. CHAMBERLAIN AVENUE
ROCKWOOD, TN 37854

ROCKWOOD WATER, SEWER AND NATURAL
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VANSTRANDER, TERRY
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VENTRESCA, DANIEL R.
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VEOLIA WATER TECHNOLOGIES, INC.
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VEON, JOHN C.
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VOGEL DISPOSAL SERVICE, INC.
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V-SYSTEMS
128 THIRD STREET
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WALMART VISION CENTER
1102 NORTH GATEWAY AVE
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WALTER LYTLE
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WARREN, ANTHONY N.
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KNOXVILLE, TN 37921

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PEN ARGYL, PA 18072

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P.O. BOX 105453
ATLANTA, GA 30348-5453

WASTE MANAGEMENT
P.O. BOX 4648
CAROL STREAM, IL 60197-4648

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4644 W JENNIFER AVE. #108
FRESNO, CA 93722

WATER DYNAMICS INC. (FRMLY D&L TECHN.)
ATTN: ACCOUNTS RECEIVABLE
100 BENNETTS CROSSING CT
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WATERSHED ASSET MANAGEMENT LLC
ONE MARITIME PLAZA
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WAYNE EVERLY
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1830 STRASBURG ROAD
KITCHENER, ON N2R 1E9
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WEBER, RAYMOND PAUL
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P.O. BOX 602620
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WHITE, ULYSSES
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WHITEHEAD, DARRYL
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WHITENER II, VINCENT
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WHITESIDE, JAMES
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WHITESIDE, MICHAEL
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WHITESIDE, RONNIE
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WILLIAM FLATLEY
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WILLIAM HERSTINE
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WILLIAM HILL
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WILLIAM S. WHITE
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WILLIAM MERICS
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WILLIAM P. TUOHY
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WILLIAM R. HULME
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WILLIAM SMELAS
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WILLIAM T. COOK
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WILLIAM T. OBRIEN
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WILLIAM TEETS
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WILLIAM WITTIG
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WILLIAMS, BRIAN J.
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WILLIAMS, CANADA E
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WILLIAMS, DEONANDRE
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WILLIAMS, DOMINIQUE L.
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WILLIAMS, EFFERLAN
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WILLIAMS, JOHN
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WILLIAMS, JOSEPH M.
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EAST ALTON, IL 62024-1197

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BARNWELL, SC 29812

WINTON INN & SUITES- BARNWELL
8273 MARLBORO AVE
BARNWELL, SC 29812

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330 PFINGSTEN ROAD
NORTHBROOK, IL 60062

WISS, JANIEY, ELSTNER ASSOC., INC.
P.O. BOX 204645
DALLAS, TX 75320-4645

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WOODINGS INDUSTRIAL CORP
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WOODMENLIFE
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OMAHA, NE 68102-2025

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WORLD TRAVEL INC.
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8 ST STEPHEN'S GREEN
DUBLIN 2
IRELAND

XL PROFESSIONAL
8 ST STEPHEN'S GREEN
DUBLIN 2
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XL SPECIALTY INSURANCE COMPANY
8 ST STEPHEN'S GREEN
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