



United States Bankruptcy Court District of Delaware		Voluntary Petition
Name of Debtor (if individual, enter Last, First, Middle): HMP Services Holding Sub III, LLC		Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): Charrette LLC and Charrette		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 61-1413196		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 15 Keith Hill Road, Suite 100 Grafton, MA <div style="border: 1px solid black; padding: 2px; display: inline-block; float: right;">ZIP CODE 01519-0000</div>		Street Address of Joint Debtor (No. & Street, City, and State): <div style="border: 1px solid black; padding: 2px; display: inline-block; float: right;">ZIP CODE</div>
County of Residence or of the Principal Place of Business: Worcester		County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="border: 1px solid black; padding: 2px; display: inline-block; float: right;">ZIP CODE</div>		Mailing Address of Joint Debtor (if different from street address): <div style="border: 1px solid black; padding: 2px; display: inline-block; float: right;">ZIP CODE</div>
Location of Principal Assets of Business Debtor (if different from street address above):		
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <div style="display: flex; justify-content: space-between;"> <div> <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 </div> <div> <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding </div> </div> Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		Chapter 11 Debtors (Check one box) <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.		THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000		
Estimated Assets <input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		
Estimated Debts <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion		

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): HMP Services Holding Sub III, LLC	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: - HMP Services Holding, Inc.	Case Number: Chapter 11 case filed concurrently with this case	Date Filed: November 8, 2010	
District: Delaware	Relationship: Parent	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. § 342(b). X _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="margin-left: 40px;"> _____ (Name of landlord that obtained judgment) </div> <div style="margin-left: 40px;"> _____ (Address of landlord) </div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): HMP Services Holding Sub III, LLC
Signatures	
<p>Signature(s) of Debtor(s) (Individual/Joint)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct.</p> <p>(If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7) I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.</p> <p>[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).</p> <p>I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X _____ Signature of Debtor</p> <p>X _____ Signature of Joint Debtor</p> <p>_____ Telephone Number (If not represented by attorney)</p> <p>_____ Date</p>	<p>Signature of a Foreign Representative</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.</p> <p>(Check only one box.)</p> <p><input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.</p> <p><input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.</p> <p>X _____ (Signature of Foreign Representative)</p> <p>_____ (Printed Name of Foreign Representative)</p> <p>_____ Date</p>
<p>X  Signature of Attorney for Debtor(s) <u>Mark Minuti, Esquire (Bar No. 2659)</u> Printed Name of Attorney for Debtor(s) <u>Saul Ewing LLP</u> Firm Name <u>222 Delaware Avenue, Suite 1200</u> <u>Wilmington, DE 19899</u> Address <u>(302) 421-6840</u> Telephone Number <u>November 8, 2010</u> Date</p> <p><small>*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.</small></p>	<p>Signature of Non-Attorney Bankruptcy Petition Preparer</p> <p>I declare under penalty of perjury that: 1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; 2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, 3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official form 19 is attached.</p> <p>_____ Printed Name and title, if any, of Bankruptcy Petition Preparer</p> <p>_____ Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)</p> <p>_____ Address</p> <p>X _____ Date</p> <p>_____ Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.</p> <p>Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual</p> <p>If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.</p> <p><small>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</small></p>
<p>Signature of Debtor (Corporation/Partnership)</p> <p>I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.</p> <p>The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.</p> <p>X  Signature of Authorized Individual <u>Paul F. Schmidt, Jr., Chairman of the Board of</u> <u>HMP Services Holding, Inc., Manager of</u> <u>HMP Services Holding Sub III, LLC</u> Printed Name of Authorized Individual</p> <p><u>November 8, 2010</u> Date</p>	

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

In re:)	Chapter 11
HMP SERVICES HOLDING SUB III, LLC, ¹)	Case No. 10- <u> </u>
Debtor.)	
In re:)	Chapter 11
HMP SERVICES HOLDING, INC.,)	Case No. 10- <u> </u>
Debtor.)	(Joint Administration Requested)

**CONSOLIDATED LIST OF TWENTY CREDITORS
HOLDING LARGEST UNSECURED CLAIMS**

Set forth below is a list of creditors holding the twenty (20) largest unsecured claims against HMP Services Holding Sub III, LLC and HMP Services Holding, Inc. (together, the "Debtors") as of November 8, 2010. The list has been prepared from the books and records of the Debtors.

The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. Inclusion of a claim on the attached consolidated list is not an admission that the amounts listed are undisputed, fixed and liquidated nor an admission that the amounts are owed by more than one of the Debtors.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: (i) HMP Services Holding Sub III, LLC f/k/a Charrette LLC (3196) and (ii) HMP Services Holding, Inc. f/k/a Harold M. Pitman Company (0980). HMP Services Holding Sub III, LLC is a Delaware limited liability company.

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
ORIX Finance Corp. 1717 Main Street Suite 1100 Dallas, TX 75201	Loan	Unliquidated	Unliquidated
Stephen Raboin 55 Houghtons Mill Road Lunenburg, MA 01462	Employee Claim		\$795,384.96
Eugene I. Davis, as Litigation Trustee for Quebecor c/o ASK Financial LLP Joseph L. Steinfeld, Jr., Esq. 2600 Eagan Woods Drive Suite 400 St. Paul, MN 55121	Litigation Claim	Disputed	\$668,036.10
Louis Tangredi 6 Clements Drive Troy, NY 12180	Employee Claim	Disputed	\$584,625.00
Ruthven Business Park II, LLC P.O. Box 2420 Lakeland, FL 33806-2420	Trade Claim		\$408,552.75
L5000 LLC Lowe Enterprises Colorado 1515 Arapahoe Street, Suite 900 Denver, CO 80202 Attn: Mr. Robert Thompson	Trade Claim		\$325,000.00
Richard M. Fuselier 3298 W. Sierra Drive Westlake Village, CA 91362	Employee Claim		\$322,280.00
John Eichner 17 Brook Avenue Montvale, NJ 07645	Employee Claim	Disputed	\$216,870.99
ProLogis-North Carolina LP 2217-C Distribution Center Drive Charlotte, NC 28269	Trade Claim	Disputed	\$198,935.11
Thomas Alba 621 Peck Road Downingtown, PA 19335	Trade Claim		\$173,780.00
Dwight Collier 1702 Bruckner Court Snellville, GA 30078	Trade Claim		\$171,712.00
Sam S. Leslie, Chapter 7 Trustee Insync Marketing Solutions, LLC 3435 Wilshire Blvd., Suite 990 Los Angeles, CA 90010	Preference Claim	Disputed	\$171,000.00

Name of creditor and complete mailing address including zip code	Nature of claim [trade debt, bank loan, government contract, etc.]	Indicate if claim is contingent, unliquidated, disputed or subject to setoff	Amount of claim [if secured also state value of security]
David Wilkens 35 Waterside Drive Cartersville, GA 30121	Employee Claim		\$148,133.00
Willis of New York P. O. Box 4557 New York, NY 10249	Trade Claim		\$144,771.00
Anthony Gilski 778 Thompsons Way Inverness, IL 60067	Employee Claim		\$136,008.00
Richard Mathauser 1941 Pepper Drive Altadena, CA 91001	Employee Claim		\$134,502.00
753 Springdale Drive Associates, LP c/o Robert Kagan CDK Partners, Inc. 114 Forrest Avenue Narberth, PA 19072	Trade Claim	Disputed	\$134,335.00
Peter Moore 1400 East Woodbank Way Westchester, PA 19380	Employee Claim	Disputed	\$813,000.00
Rex Bush 2610 Freeland Drive Valrico, FL 33594	Employee Claim		\$133,677.00
Kevin McCarthy 188 Prospect Avenue Middletown, RI 02842	Employee Claim		\$109,271.00

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF DEBTORS

I, Paul F. Schmidt, Jr., Chairman of the Board of HMP Services Holding, Inc., declare under penalty of perjury that I have read the Consolidated List of Creditors Holding the 20 Largest Unsecured Claims submitted herewith and that it is true and correct to the best of my information and belief.

Dated: November 8, 2010

HMP SERVICES HOLDING SUB III, LLC

By: HPM Services Holding, Inc.,
its Manager

By: Paul F. Schmidt Jr.
Name: Paul F. Schmidt, Jr.
Title: Chairman of the Board

HMP SERVICES HOLDING, INC.

By: Paul F. Schmidt Jr.
Name: Paul F. Schmidt, Jr.
Title: Chairman of the Board

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In re:)	Chapter 11
HMP SERVICES HOLDING SUB III, LLC, ¹)	Case No. 10- <u> </u>
Debtor.)	
_____)	
In re:)	Chapter 11
HMP SERVICES HOLDING, INC.,)	Case No. 10- <u> </u>
Debtor.)	(Joint Administration Requested)
_____)	

In accordance with Rules 1007(a)(1) of the Federal Rules of Bankruptcy Procedure, HMP Services Holding Sub III, LLC (the “Debtor”) hereby states that each of the following persons or entities directly or indirectly own 10% or more of the equity interests of the Debtor:

The following is a list of any corporation whose securities are publicly traded in which the Debtor directly or indirectly owns 10% or more of any class of the corporation's equity interests, and any general or limited partnership or joint venture in which the Debtor owns an interest:

599629.1 11/8/10

Name and Address

Ownership Percentage

None

N/A

DECLARATION REGARDING CORPORATE OWNERSHIP STATEMENT

I, Paul F. Schmidt, Jr., Chairman of the Board of HMP Services Holding, Inc., a corporation organized under the laws of the State of Illinois, declare under penalty of perjury under the laws of the United States of America, that I have read the foregoing Corporate Ownership Statement and that it is true and correct to the best of my information and belief.

Dated: November 8, 2010

HMP SERVICES HOLDING SUB III, LLC

By: HPM Services Holding, Inc.,
its Manager

By: Paul F. Schmidt, Jr.
Name: Paul F. Schmidt, Jr.
Title: Chairman of the Board

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**United States Bankruptcy Court
District of Delaware**

In re HMP Services Holding Sub III, LLC

Debtor(s)

Case No.

Chapter

11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with rule 1007(a)(3) for filing in this Chapter 11 Case

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
HMP SERVICES HOLDING SUB II, LLC			100%

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, Paul F. Schmidt, Jr., declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

HMP SERVICES HOLDING SUB III, LLC

By: HPM Services Holding, Inc.,
its Manager

By: Paul F. Schmidt, Jr.
Name: Paul F. Schmidt, Jr.
Title: Chairman of the Board

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