

B1 (Official Form 1)(12/11)

**United States Bankruptcy Court
District of Connecticut**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Innovative USA, Inc.	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):	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) No./Complete EIN (if more than one, state all) 11-2975699	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 50 Washington St, Ste 201 Norwalk, CT ZIP Code 06854	Street Address of Joint Debtor (No. and Street, City, and State): ZIP Code
County of Residence or of the Principal Place of Business: Fairfield	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): ZIP Code	Mailing Address of Joint Debtor (if different from street address): ZIP Code

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	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <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 <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
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:	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).	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 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).
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Statistical/Administrative Information

Debtor estimates that funds will be available for distribution to unsecured creditors.
 Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

Estimated Number of Creditors

<input type="checkbox"/> 1-49	<input checked="" type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<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
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Estimated Assets

<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input checked="" 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
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Estimated Liabilities

<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
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THIS SPACE IS FOR COURT USE ONLY

<p>Voluntary Petition</p> <p><i>(This page must be completed and filed in every case)</i></p>	<p>Name of Debtor(s): Innovative USA, Inc.</p>
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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: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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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?

Yes, and Exhibit C is attached and made a part of this petition.

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.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

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)

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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

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)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

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

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.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Innovative USA, Inc.

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

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.

(Check only one box.)

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.

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.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

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.

Printed Name and title, if any, of Bankruptcy Petition Preparer

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.)

Address

X _____

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

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:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

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.

Signature of Attorney*

X /s/ Jeffrey M. Sklarz
Signature of Attorney for Debtor(s)

Jeffrey M. Sklarz
Printed Name of Attorney for Debtor(s)

Convicer, Percy & Green, LLP
Firm Name

701 Hebron Avenue
Glastonbury, CT 06033

Address

Email: jsklarz@convicerpercy.com

860-657-9040 Fax: 860-657-9039

Telephone Number

October 28, 2012

Date

*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.

Signature of Debtor (Corporation/Partnership)

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.

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

X /s/ Michael S. Levins
Signature of Authorized Individual

Michael S. Levins
Printed Name of Authorized Individual

Chief Executive Officer
Title of Authorized Individual

October 28, 2012

Date

**CORPORATE RESOLUTIONS ADOPTED BY
INNOVATIVE USA, INC.**

I HEREBY CERTIFY that (i) I, Michael S. Levins (the "CEO"), am the Chief Executive Officer of Innovative, USA, Inc., a Connecticut corporation, (hereinafter referred to as the "Corporation"), (ii) the following is a true and correct copy of resolutions duly adopted by the Directors of the Corporation on October 28, 2012, (the "Resolutions"), and (iii) the Resolutions neither conflict with any order of any court or Bylaw or regulation of the Corporation nor have the Resolutions been in any way altered, amended or repealed and are in full force and effect, unrevoked and unrescinded as of this date;

RESOLVED, that the Corporation (i) file a voluntary petition for reorganization pursuant to Chapter 11 of Title 11, United States Code (the "Bankruptcy Code"), (ii) if the circumstance arises prior to filing such a petition making necessary or convenient (a) consent to the entry of an order for relief in an involuntarily commenced Chapter 11 case, or (b) consent to the entry of an order for relief and convert an involuntarily commenced Chapter 7 case to a case under Chapter 11 and (iii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper or necessary to effect any of the foregoing;

FURTHER RESOLVED, that, the CEO of the Corporation, shall be, and hereby is, authorized and empowered to execute and deliver or cause to be filed, on behalf of the Corporation, (i) the voluntary petition of the Corporation pursuant to Chapter 11 of the Bankruptcy Code, (ii) the consent to the entry of an order for relief in an involuntarily commenced Chapter 11 case, or (iii) the consent to the entry of an order for relief and conversion of an involuntarily commenced Chapter 7 case to a case under Chapter 11, (iv) any and all other documents necessary or appropriate in connection therewith in such form or forms as the Officer or Officers so acting may approve;

FURTHER RESOLVED, that, to the extent necessary, the CEO shall be authorized and empowered to execute and deliver for and on behalf of the Corporation, as Debtor and Debtor in possession, such agreements, instruments and any and all other documents necessary or appropriate to facilitate the use of cash collateral under 11 U.S.C. § 363 or debtor-in-possession financing under 11 U.S.C. § 364 (the "Financing Documents") and that Financing Documents containing such provisions, terms, conditions, covenants, warranties and representations as may be deemed necessary or appropriate by the CEO so acting hereby are approved.

FURTHER RESOLVED, that the law firm of Convicer, Percy & Green, LLP ("CPG") and its partner, Jeffrey M. Sklarz, Esq., and/or any of CPG's attorneys, shall be, and it hereby are, authorized and empowered to represent the Corporation, as Debtor and Debtor in possession, in connection with any case commenced by or against it under the Bankruptcy Code;

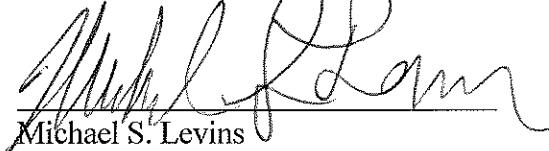
FURTHER RESOLVED, that the CEO shall be, and is, authorized and empowered to retain, on behalf of the Corporation, attorneys, financial advisors and accountants as the Officer or Officers so acting shall deem appropriate in his or their judgment;

FURTHER RESOLVED, that the CEO shall be, and is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents and to pay all such fees and expenses, as he shall deem appropriate in his or their judgment to fully carry out the intent and accomplish the purposes of the Resolutions; and

FURTHER RESOLVED, that all of the acts and transactions of any one or more of the Officers or Board of Directors of the Corporation, which have been taken, caused to have been taken or made prior to the effective date of the Resolutions in connection with the matters set forth in the Resolutions, are hereby ratified, confirmed and approved.

Attest:

INNOVATIVE USA, INC.



Michael S. Levins
Chairman and CEO

Date: October 28, 2012

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Connecticut**

In re Innovative USA, Inc.
Debtor(s)

Case No. _____
Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] 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. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
TD Bank, N.A. Attn: Teall Gerrett 2 Portland Square Portland, ME 04101	TD Bank, N.A. Attn: Teall Gerrett 2 Portland Square Portland, ME 04101	Loan secured by UCC-1 on business assets		1,407,462.00 (550,335.00 secured)
Bagtek & International Asia Attn: Jerry and Mary Ku 1F 52-1 Yung Ding 2 Street Tun District Taichung Taiwan	Bagtek & International Asia Attn: Jerry and Mary Ku 1F 52-1 Yung Ding 2 Street Taichung Taiwan	Trade Debt		709,964.64
Leo Paper Products LTD Attn: Gail P Runnfeldt- Atty 1201 Third Ave, Ste 4800 Seattle, WA 98101	Leo Paper Products LTD Attn: Gail P Runnfeldt- Atty 1201 Third Ave, Ste 4800 Seattle, WA 98101	Trade Debt		706,332.19
C C Offest Printing Company Attn: Francis Ho 14/f C&C Building 36 Tin Lai Rd, PO, N.T. Hong Kong	C C Offest Printing Company Attn: Francis Ho 14/f C&C Building Hong Kong	Trade Debt		159,547.15
Bright Future Printing (HK) It Attn: President, Secretary or Managing Agent 15B Regency Centre Phase 1,29 Hong Kong	Bright Future Printing (HK) It Attn: President, Secretary or Managing Agent Hong Kong	Trade Debt		125,716.51
Guanghou Fung Choi Fast, LTD Attn: President, Secretary or Managing Agent Guangzhou Science City Daguan Guangzhou, China	Guanghou Fung Choi Fast, LTD Attn: President, Secretary or Managing Agent Guangzhou, China	Trade Debt		108,795.36

B4 (Official Form 4) (12/07) - Cont.

In re **Innovative USA, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Main Choice International Dev. Attn: Ronald Tung Unit 2106B, 21/F Nanyang Plaza Plaza 57 Hung To Road, Kwun Tong, Kowloon, Hong Kong	Main Choice International Dev. Attn: Ronald Tung Unit 2106B, 21/F Nanyang Plaza Kowloon, Hong Kong	Trade debt		62,089.23
Shenzhen BioValley Printing Co Attn: Bruce Bao Unit 1, 1 F Yuexiu Bldg 160-174 Lockhard Rd Wanchai Hong Kong	Shenzhen BioValley Printing Co Attn: Bruce Bao Unit 1, 1 F Yuexiu Bldg Hong Kong	Trade Debt		55,525.15
Woke Mfg Plastic LTD Attn: Mr Fan 1-4F Block 9-10 Defai Tech Ind Park Huaron Rd Dalang St Longh Shenzen, China	Woke Mfg Plastic LTD Attn: Mr Fan 1-4F Block 9-10 Defai Tech Ind Shenzen, China	Trade Debt (a/k/a IKIDS)		53,824.00
Hedman & Costigan PC Attn: President, Secretary or Managing Agent 120 Avenue of the Americas 7th New York, NY 10020	Hedman & Costigan PC Attn: President, Secretary or Managing Agent New York, NY 10020	Trade Debt		37,354.48
Binary Computer System, LLC Attn: Nick Renna & Scott Thomas 585 Stewart Ave Ste LL36 Garden City, NY 11530	Binary Computer System, LLC Attn: Nick Renna & Scott Thomas 585 Stewart Ave Ste LL36 Garden City, NY 11530	Trade Debt		29,773.89
Locke Lord Bissell & Liddell Attn: Alan B. Clement 3 World Financial Center New York, NY 10281	Locke Lord Bissell & Liddell Attn: Alan B. Clement 3 World Financial Center New York, NY 10281	Trade Debt		28,442.80
Meadows Wye & Company Attn: Ray Ambriano 2506 Forest Ave Staten Island, NY 10303	Meadows Wye & Company Attn: Ray Ambriano 2506 Forest Ave Staten Island, NY 10303	Trade Debt		28,377.56
Bang Printing Attn: Todd Vanek 3323 Oak St Brainerd, MN 56401	Bang Printing Attn: Todd Vanek 3323 Oak St Brainerd, MN 56401	Trade Debt		27,878.59

B4 (Official Form 4) (12/07) - Cont.

In re **Innovative USA, Inc.**

Case No. _____

Debtor(s) _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Anthem Health Plans Inc. Attn: Pres., Sec., Mng. Agent PO Box 1168 Newark, NJ 07101-1168	Anthem Health Plans Inc. Attn: Pres., Sec., Mng. Agent PO Box 1168 Newark, NJ 07101-1168	Healthcare premium		21,002.57
Corporate Fuel Advisors Attn: John Simons- Partner 119 Fifth Avenue New York, NY 10003	Corporate Fuel Advisors Attn: John Simons- Partner 119 Fifth Avenue New York, NY 10003	Trade Debt		20,000.00
Hess Print Solutions Attn: Ron Oltmann 1530 Mc Connell Rd Woodstock, IL 60098	Hess Print Solutions Attn: Ron Oltmann 1530 Mc Connell Rd Woodstock, IL 60098	Trade Debt		17,413.11
Long Ken Attn: Ken Long 2f No 111 Nei Hu Rd Sec 1 Taipei Taiwan	Long Ken Attn: Ken Long 2f No 111 Nei Hu Rd Sec 1 Taiwan	Trade Debt		16,161.60
Winner Printing & Packaging LT Attn: Arthur Tang No 1, 1 Qing Ind Rd You Garn Bo Ind District Fenggang Town Dongguan, China	Winner Printing & Packaging LT Attn: Arthur Tang No 1, 1 Qing Ind Rd You Garn Dongguan, China	Trade Debt		12,472.46
Guangzhou Haohan Printing Attn: Jan Wen Daton Industry Zone District Guanghou City Guanghon Province, China	Guangzhou Haohan Printing Attn: Jan Wen Daton Industry Zone Guanghon Province, China	Trade Debt		9,750.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Chief Executive Officer of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date October 28, 2012

Signature /s/ Michael S. Levins
Michael S. Levins
Chief Executive Officer

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

**United States Bankruptcy Court
District of Connecticut**

In re Innovative USA, Inc.
Debtor

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
Michael S. Levins 317 Greens Farms Rd CT 06550	Stock	100%	Common Stock

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Executive Officer of the corporation named as the debtor in this case, 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.

Date October 28, 2012

Signature /s/ Michael S. Levins
Michael S. Levins
Chief Executive Officer

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

Advocate Art
Attn; Pres., Sec., Mng. Agent
73 Park Lane
Surry, KT21 1AZ
ENGLAND

American Express
Attn: Pres., Sec., Mng. Agent
PO Box 1270
Newark, NJ 07101

Anthem Health Plans Inc.
Attn: Pres., Sec., Mng. Agent
PO Box 1168
Newark, NJ 07101-1168

Arrow S3
Shared Solutions & Services, I
Attn: Pres., Sec., Mng. Agent
PO Box 4869, Dept \$145
Houston, TX 77210

AT&T
Attn: Pres., Sec. or Mng Agent
310 Orange Street
New Haven, CT 06510

AT&T Mobility
Attn; Pres., Sec., Mng. Agent
PO Box 6463
Carol Stream, IL 60197

Audi Financial Services
Attn: President, Secretary or
Managing Agent
PO Box 5215
Carol Stram, IL 60197

Bagtek & International Asia
Attn: Jerry and Mary Ku
1F 52-1 Yung Ding 2 Street
Tun District
Taichung Taiwan

Bang Printing
Attn: Todd Vanek
3323 Oak St
Brainerd, MN 56401

Binary Computer System, LLC
Attn: Nick Renna & Scott Thomas
585 Stewart Ave Ste LL36
Garden City, NY 11530

Bright Future Printing (HK) It
Attn: President, Secretary or
Managing Agent
15B Regency Centre Phase 1, 29
Hong Kong

C C Offest Printing Company
Attn: Francis Ho
14/f C&C Building
36 Tin Lai Rd, PO, N.T.
Hong Kong

Caliper
Attn: Pres., Sec., Mng. Agent
506 Carneige Center, Ste. 300
PO Box 2050
Princeton, NJ 08543

Chesapeake & Hudson, Inc.
Attn: Pres., Sec., Mng. Agent
115 West Potomac Street
Brunswick, MD 21716

CIBA Health Connections
Attn: President, Secretary or
Managing Agent
PO Box 150495
Hartford, CT 06115

CoFace North America Insurance
Attn: President, Secretary, or
Managing Agent
PO Box 832
Fairfield, CT 06824

Corporate Fuel Advisors
Attn: John Simons- Partner
119 Fifth Avenue
New York, NY 10003

Corporation Service Company
Attn: Pres., Sec., Mng. Agent
2711 Centerville Road
Wilmington, DE 19808

Diverse Marketing
Attn; Pres., Sec., Mng. Agent
2050 Temmons Freeway, Unit 191
Dallas, TX 75207

First Choice Printing Co LTD
Attn: Tomy Wong
Unit 2106B 21/F Nanyang Plaza
57 Hung To Road
Tong Kowloon, Hk

Flat Iron Capital
Attn: President, Secretary or
Managing Agent
1700 Lincoln St, 12th FL
Denver, CO 80203

Garfunkel Wild, PC
Attn: Burton Weston
111 Great Neck Rd
Great Neck, NY 11021

GE Capital C/O Ricoh
Attn: President, Secretary or
Managing Agent
Fung Choi Industrial Park

Guanghou Fung Choi Fast, LTD
Attn: President, Secretary or
Managing Agent
Guangzhou Science City Daguan
Guangzhou, China

Guangzhou Haohan Printing
Attn: Jan Wen
Daton Industry Zone
District Guanghou City
Guanghon Province, China

Hedman & Costigan PC
Attn: President, Secretary or
Managing Agent
120 Avenue of the Americas 7th
New York, NY 10020

Hess Print Solutions
Attn: Ron Oltmann
1530 Mc Connell Rd
Woodstock, IL 60098

Hung Hing Off Set Printing Co
Attn: President, Secretary or
Managing Agent
17019 Dai Hei St, Tai Po Ind N
Hong Kong

Ideaton
Attn: President, Secretary
Managing Agent
2910 Huron Pkwy
Ann Arbor, MI 48105

JPMorgan Chase
Attn: Pres., Sec., Mng. Agent
PO Box 15298
Wilmington, DE 19850

Leo Paper Products LTD
Attn: Gail P Runnfeltd- Atty
1201 Third Ave, Ste 4800
Seattle, WA 98101

Literacy First Book Fairs, Inc
Attn: Pres., Sec., Mng. Agent
18 Ann Street
Norwalk, CT 06854

Locke Lord Bissell & Liddell
Attn: Alan B. Clement
3 World Financial Center
New York, NY 10281

Long Ken
Attn: Ken Long
2f No 111 Nei Hu Rd Sec 1
Taipei
Taiwan

Mailroute, Inc,
Attn: President, Secretary or
Managing Agent
PO Box 396
Manhattan Beach, CA 90267

Main Choice International Dev.
Attn: Ronald Tung
Unit 2106B, 21/F Nanyang Plaza
57 Hung To Road, Kwun Tong,
Kowloon, Hong Kong

Meadows Wye & Company
Attn: Ray Ambriano
2506 Forest Ave
Staten Island, NY 10303

Michael Levins
317 Greens Farms Rd
Westport, CT 06880

Modern Testing Services (Globa
Attn: President, Secretary or
Managing Agent
6/F-8/F CEO Tower 77 Wing Hong
Hong Kong

Nielsen Entertainment Media
Attn: Pres., Sec., Mng. Agent
770 Broadway, 8th Floor
New York, NY 10003

O'Connor Davies LLP
Attn: Robin Strong
One Stamford Landing Ste 101
62 Southfield Ave
Stamford, CT 06902

Optimum
Attn: Pres., Sec., Mng. Agent
111 Stewart Ave.
Bethpage, NY 11714

Paul's Properous Printing
Attn: President, Secretary or
Managing Agent
PO Box 371874
Pittsburgh, PA 15250

Pitney Bowes
Attn: Pres., Sec or Mng. Agent
PO Box 371887
Pittsburgh, PA 15250-7887

Poland Spring
Attn: President, Secretary or
Managing Agent
35 Danbury Rd Ste #4
Wilton, CT 06897

Purchase Power
Attn: President, Secretary or
Managing Agent

Ronald Palumbo, Esq.
Palumbo & DeLaura
528 Chapel Street
New Haven, CT 06511

Schenker Incorporated
Attn: President, Secretary or
or Managing Agent
Westbury, NY 11590

Shari Kaufman
317 Greens Farms Rd
Westport, CT 06880

Shenzhen BioValley Printing Co
Attn: Bruce Bao
Unit 1, 1 F Yuexiu Bldg
160-174 Lockhard Rd Wanchai
Hong Kong

Shred It
Attn: President, Secretary or
Managing Agent
29 Diana Ct
Cheshire, CT 06410

Stanley Convergent Security
Attn: President, Secretary or
Managing Agent
PO Box 660916
Dallas, TX 75266

Staples Advantage
Dept BOS
PO Box 415256
Attn: Prs., Sec or Mng Agent
Boston, MA 02241-5256

TD Bank, N.A.
Attn: Teall Gerrett
2 Portland Square
Portland, ME 04101

The Hartford/Sachs Walsh Insur
Attn: President, Secretary or
Managing Agent

The Kiplinger Letter
Attn: Pres., Sec. or Mng Agent
PO Box 3299
Harlan, IA 51593

Thomas Compumark
Attn: Harold Munoz
PO Box 71892
Chicago, IL 60694

United Mileage Plus
Attn: Pres., Sec., Mng. Agent
PO Box 15153
Wilmington, DE 19886

United Parcel Service
Attn: Pres., Sec. or Mng Agent
55 Glenlake Parkway NE
Atlanta, GA 30328

UPS Supply Chain Solutions, In
Attn: Pres., Sec. or Mng Agent
28013 Network Place
Chicago, IL 60673

Wells Fargo
Attn: President, Secretary or
Managing Agent
8 Fk ?Derrick Ind Bldg, 49-51
Hong Kong

Winner Printing & Packaging LT
Attn: Arthur Tang
No 1, 1 Qing Ind Rd You Garn
Bo Ind District Fenggang Town
Dongguan, China

Woke Mfg Plastic LTD
Attn: Mr Fan
1-4F Block 9-10 Defai Tech Ind
Park Huaron Rd Dalang St Longh
Shenzen, China

**United States Bankruptcy Court
District of Connecticut**

In re **Innovative USA, Inc.**
Debtor(s)

Case No. _____
Chapter **11**

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for **Innovative USA, Inc.** in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

October 28, 2012
Date

/s/ Jeffrey M. Sklarz
Jeffrey M. Sklarz
Signature of Attorney or Litigant
Counsel for **Innovative USA, Inc.**
Convicer, Percy & Green, LLP
701 Hebron Avenue
Glastonbury, CT 06033
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