

Fill in this information to identify the case:

United States Bankruptcy Court for the:

Delaware District of _____
(State)

Case number (if known): 16- Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/16

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 iON Worldwide Inc.

2. All other names debtor used in the last 8 years. Include any assumed names, trade names, and doing business as names.

3. Debtor's federal Employer Identification Number (EIN) 8 1 - 1 6 0 3 2 1 1

4. Debtor's address. Principal place of business: 513 South Cenola Road, Suite 208, Mooretown, NJ 08057. Mailing address, if different from principal place of business. Location of principal assets, if different from principal place of business.

5. Debtor's website (URL) http://ioncamera.com/

6. Type of debtor. [X] Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)). [] Partnership (excluding LLP). [] Other. Specify:

Debtor iON Worldwide Inc.
Name

Case number (if known) 16-

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>.

3 3 3 3

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 \$2,566,050 (amount subject to adjustment on 4/01/19 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. District _____ When _____ Case number _____
MM / DD / YYYY
District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

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

No

Yes. Debtor iON America LLC Relationship Subsidiary
District Delaware When _____
Case number, if known 16- MM / DD / YYYY

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

Debtor iON Worldwide Inc.
Name

Case number (if known) 16-

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

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

Where is the property? _____

Number Street

City State ZIP Code

Is the property insured?

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

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

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

15. Estimated assets

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

Debtor iON Worldwide Inc.
Name

Case number (if known) 16-

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

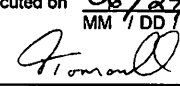
Request for Relief, Declaration, and Signatures

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

17. Declaration and signature of authorized representative of debtor
- The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.
 - I have been authorized to file this petition on behalf of the debtor.
 - I have examined the information in this petition and have a reasonable belief that the information is true and correct.

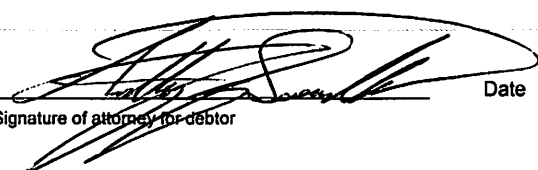
I declare under penalty of perjury that the foregoing is true and correct.

Executed on 06/24/2016
MM / DD / YYYY

 Giovanni Tomaselli
Signature of authorized representative of debtor Printed name

Title Chief Executive Officer

18. Signature of attorney

 Date 06/24/2016
Signature of attorney for debtor MM / DD / YYYY

Anthony Saccullo
Printed name

A.M. Saccullo Legal, LLC
Firm name

27 Crimson King Drive
Number Street

Bear DE 19701
City State ZIP Code

(302) 836-8877 ams@saccullolegal.com
Contact phone Email address

4141 DE
Bar number State

WRITTEN CONSENT OF THE SOLE
DIRECTOR OF ION WORLDWIDE, INC.

Pursuant to Section 18-302(d) of the Corporation of the State of Delaware, the undersigned, being the sole director (the "Director") of iON Worldwide Inc., a Delaware corporation (the "Company"), does hereby consent to, adopt and approve the following resolutions and each and every action effected thereby:

WHEREAS, the Director has reviewed the historical performance of the Company, the market for the Company's services and operations, the Company's current liquidity and capital needs and the current and long-term liabilities of the Company.

WHEREAS, the WHEREAS, the Company entered into a Restructuring Support Agreement with Sky Light Holdings, Ltd. and Kim POV, LLC to effectuate a financial restructuring (the "Restructuring").

WHEREAS, the Restructuring will be implemented by the Company commencing a case under chapter 11 of title of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court of the District of Delaware (the "Bankruptcy Court") to implement a recapitalization and restructuring of the Company.

Commencement of Chapter 11 Case

NOW, THEREFORE, BE IT RESOLVED, on this date, June 23, 2016, that in the judgment of the Director, after consultations with counsel, it is desirable and in the best interests of the Company, its creditors, and other interested parties, that a petition be filed by the Company seeking relief under the provisions of chapter 11 of the Bankruptcy Code.

RESOLVED FURTHER, that the Director or agent authorized by the Director (each an "Authorized Representative") be, and each (acting alone) hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the Bankruptcy Court at such time that the Authorized Representative executing the same shall determine.

Retention of Professionals

RESOLVED FURTHER, that the law firms of Olshan Frome Wolosky, LLP and A.M. Saccullo Legal are hereby employed as counsel for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval.

RESOLVED FURTHER, that the firm of Willamette Management Associates be and hereby is employed as financial consultants for the Company in the Company's chapter 11 case, subject to Bankruptcy Court approval

RESOLVED FURTHER, that any Authorized Representative be, and each (acting alone) hereby is, authorized, empowered, and directed to execute and file in the Company's chapter 11 case, all petitions, schedules, motions, lists, applications, pleadings and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial

advisors, and other professionals, and to take and perform any and all further acts and deeds which such Authorized Representative deems necessary, proper, or desirable in connection with the Company's chapter 11 case, including, without limitation, negotiating and obtaining the use of cash collateral, and executing, delivering and performing any and all documents, agreements, certificates and/or instruments in connection with such use of cash collateral, with a view to the successful prosecution of such case.

Debtor In Possession Financing and Cash Collateral Resolution

RESOLVED FURTHER, that in connection the commencement of the chapter 11 case by the Company, any Authorized Representative be, and hereby is, authorized, empowered, and directed to negotiate, execute, and deliver agreements for DIP Financing and for the use of cash collateral in connection with the Company's chapter 11 case, which agreement(s) may require the Company to acknowledge the debt and liens of existing loans, grant liens and pay interest to the Company's existing lender(s), and to take such additional action and to execute and deliver each other agreement, instrument, or document, to be executed and delivered by or on behalf of the Company pursuant thereto or in connection therewith, all with such changes therein and additions thereto as an Appointed Attorney-in-Fact approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof .

General Resolutions

RESOLVED FURTHER, that any specific resolutions that may be required to have been adopted by the Director in connection with the actions contemplated by the foregoing resolutions be, and they hereby are, adopted, and the officers of the Company be, and each of them acting alone hereby is, authorized to certify as to the adoption of any and all such resolutions and attach such resolutions hereto.

RESOLVED FURTHER, that any Authorized Representative be, and each (acting alone) hereby is, authorized, empowered, and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and perform, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates, or other documents, and to take such other actions that in the judgment of the Authorized Representative shall be or become necessary, proper, or desirable in connection with the Company's chapter 11 case.

RESOLVED FURTHER, that any and all past actions heretofore taken by any Authorized Representative in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed, and approved in all respects.

This Consent may be executed in counterparts and each counterpart whether original, facsimile, or PDF copy shall be deemed to be an original and all of such counterparts when taken together shall constitute one and the same instrument.

SOLE DIRECTOR

A handwritten signature in black ink, appearing to read "G. Tomaselli", written over a horizontal line.

Giovanni Tomaselli

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

In re:

iON Worldwide Inc., et al.,

Debtors.¹

Chapter 11

Case No. 16-

(Joint Administration Requested)

**CONSOLIDATED LIST OF CREDITORS WHO HAVE THE
20 LARGEST UNSECURED CLAIMS AND ARE NOT INSIDERS**

The above-captioned debtors and debtors in possession (collectively, the “Debtors”) hereby certify that the Consolidated List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders submitted herewith contains the names and addresses of the Debtors’ top 20 unsecured creditors. The list has been prepared from the unaudited books and records of the Debtors. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in the Debtors’ chapter 11 cases. The list does not include (i) persons that come within the definition of “insider” set forth in 11 U.S.C. § 101(31) or (ii) 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. The information contained herein shall not constitute an admission of liability by, nor is it binding on, the Debtors. Moreover, nothing herein shall affect the Debtors’ rights to challenge the amount or characterization of any claim at a later date. The failure to list a claim as contingent, unliquidated or disputed does not constitute a waiver of the Debtors’ rights to contest the validity, priority and/or amount of any

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: iON Worldwide Inc. (3211); iON America LLC (2612). The Debtors’ corporate headquarters is located at, and the mailing address for each Debtor is, 513 South Lenola Road, Suite 208, Moorestown, NJ 08057.

Fill in this information to identify the case:

Debtor name iON Worldwide Inc.

United States Bankruptcy Court for the: _____ District of Delaware
(State)

Case number (if known): 16- _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders

12/15

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

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of 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		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	Delavaco Holdings Inc. 130 King Street - Suite 2210 Toronto, ONTARIO M5X-1A9	Andy DeFrancesco 416-362-4441	Shareholder loan				\$968,173
2	MLB Advanced Media L.P. 75 Ninth Avenue New York, NY 10011	Lara Pitaro Wisch, Senior VP and General Counsel 212-485-8490	Trade debt				\$883,000
3	IMG – Trans World International, LLC 200 Fifth Avenue, 7th Floor New York, NY 10010	Adam Kelly 44/0203 107 0765	Trade debt				\$588,000
4	Lucas Oil Products, Inc 302 N Sheridan Street Corona, CA 92880	Robert Patison Executive VP 800-342-2512	Trade debt				\$549,999
5	Twenty-Ten Group 450-375 Water Street Vancouver, BC V6B 5C6	Bridget Martin 604-569-0480	Trade debt				\$446,935.40
6	Manchester City Football Club 600 Third Ave, 30th Floor New York, NY 10016	Tom Glick, President 212-738-5900	Trade debt	Disputed			\$428,650
7	Swirl 101 Montgomery Street #200 The Presidio San Francisco, CA 94129	John Berg, President 415-276-8300	Trade debt				\$404,125
8	Contour IP Holding, LLC 5152 N Edgewood Dr Ste 375 Provo, UT 84604	Nora Anderson, CFO 801-225-9990	Contract debt	Disputed			\$312,158.43

Debtor		iON Worldwide Inc.		Case number (if known)		16-	
Name							
9	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 (for example, trade debts, bank loans, professional services, and government contracts)		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
9	Active Marketing Group 871 Midpoint Drive O'Fallon, MO 63386	Robert Grisoff 636-978-6161	Trade debt				\$306,295.84
10	IMG (UK) LTD Building 6, Chiswick Park 566 Chiswick High Road London W4 5HR	Adam Kelly 44/0203 107 0765	Trade debt	Disputed			\$279,439.21
11	Clarke Capital Partners 5152 Edgewood Dr Ste 375 Provo, UT 84604	Nora Anderson, CFO 801-225-9990	Trade debt	Disputed			\$266,348.94
12	Triad Digital Media LLC 100 Carillon Parkway St. Petersburg, FL 33716	Debra Doughty 727-231-5059	Trade debt				\$239,999.99
13	NFL International LLC 345 Park Avenue New York, NY 10154	Tom Kiley, Controller 212-450-2000	Trade debt				\$234,856
14	MNP LLP 111 Richmond St West Suite 300 Toronto, ON M5H 2G4	David Danziger, Senior VP 416-596-1711	Trade debt				\$233,856.55
15	Alli Sports – NBC Universal 30 Rockefeller Plaza New York, NY 10112	Ann Melville, Credit & Collections Manager 212-664-4277	Trade debt				\$224,999
16	Stikeman Elliott LLP 5300 Commerce Court West 199 Bay Street Toronto, ON M5L 1B9	Curtis Cusinato 416-869-5500	Trade debt				\$215,039.70
17	Mosaic - USA 220 East Colinas Blvd., Suite 300 Irving, TX 75039	Angela Lankford 972-870-4300	Trade debt				\$164,618.23
18	UPS c/o Baker, Govern & Baker, Inc Atrium West Center 7771 West Oakland Park Blvd., Suite 150 Ft. Lauderdale, FL 33351	Steven Baker 954-749-6944	Trade debt				\$155,476.73
19	Weiss Rohlig Logistics 20 Commerce Drive Suite 226 Cranford, New Jersey 07016	Sean Yanok 908-931-1500	Trade debt				\$150,119.92
20	Real Tree Licensing c/o Jordan Outdoor Enterprises P.O. Box 9638 Columbus, GA 31908	Kyle Pelletier 706-562-7230	Trade debt				\$136,410

Fill in this information to identify the case and this filing:

Debtor Name iON Worldwide Inc.
United States Bankruptcy Court for the: _____ District of Delaware
(State)
Case number (if known) 16- _____

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 _____

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

Executed on 06/24/2016
MM / DD / YYYY

x 

Signature of individual signing on behalf of debtor

Giovanni Tomaselli
Printed name

Chief Executive Officer
Position or relationship to debtor

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

In re:

iON Worldwide Inc., et al.,

Debtors.¹

Chapter 11

Case No. 16-[]

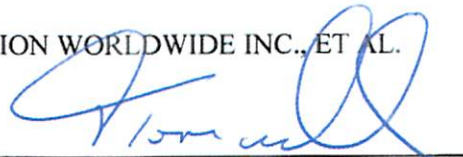
(Joint Administration Requested)

**CORPORATE OWNERSHIP STATEMENT PURSUANT
TO BANKRUPTCY RULES 1007(A)(1) AND 7007.1**

Debtor iON Worldwide Inc. ("iON Worldwide"), files this Corporate Ownership Statement pursuant to rules 1007(a)(4) and 7007.1 of the Federal Rules of Bankruptcy Procedure, and states that (i) Contour, LLC owns more than 10% of a class of iON Worldwide's equity interests, and that (ii) no other corporation owns, directly or indirectly, 10% or more of any class of iON Worldwide's equity interests.

June 23, 2016

ION WORLDWIDE INC., ET AL.



By: GIOVANNI TOMASELLI
Its: CEO

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