

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:

DISTRICT OF DELAWARE

Case number *(if known)* \_\_\_\_\_ Chapter 11

Check if this an amended filing

Official Form 201

**Voluntary Petition for Non-Individuals Filing for Bankruptcy**

4/16

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

1. Debtor's name Filip Technologies, 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) 46-3600660

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>120 E 23rd Street, 5th Floor New York, NY 10010</u> Number, Street, City, State & ZIP Code	_____ P.O. Box, Number, Street, City, State & ZIP Code
	<u>New York</u> County	_____ Location of principal assets, if different from principal place of business _____ Number, Street, City, State & ZIP Code

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

6. Type of debtor

Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

Partnership (excluding LLP)

Other. Specify: \_\_\_\_\_

Debtor **Filip Technologies, Inc.**  
Name

Case number (if known)

7. Describe debtor's business

A. Check one:

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

B. Check all that apply

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

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

5414

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.

If more than 2 cases, attach a separate list.

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

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

- No
- Yes.

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

Debtor	<b>See Attachment</b>	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor **Filip Technologies, Inc.**  
Name

Case number (if known)

11. Why is the case filed in this district? *Check all that apply:*

Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.

A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

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

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.  
What is the hazard? \_\_\_\_\_

It needs to be physically secured or protected from the weather.

It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

Other \_\_\_\_\_

**Where is the property?** \_\_\_\_\_  
Number, Street, City, State & ZIP Code

**Is the property insured?**

No

Yes. Insurance agency \_\_\_\_\_  
Contact name \_\_\_\_\_  
Phone \_\_\_\_\_

**Statistical and administrative information**

13. Debtor's estimation of available funds *Check one:*

Funds will be available for distribution to unsecured creditors.

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

14. Estimated number of creditors

<input type="checkbox"/> 1-49	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 25,001-50,000
<input type="checkbox"/> 50-99	<input type="checkbox"/> 5001-10,000	<input type="checkbox"/> 50,001-100,000
<input type="checkbox"/> 100-199	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> More than 100,000
<input checked="" type="checkbox"/> 200-999		

15. Estimated Assets

<input type="checkbox"/> \$0 - \$50,000	<input 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

16. Estimated liabilities

<input type="checkbox"/> \$0 - \$50,000	<input type="checkbox"/> \$1,000,001 - \$10 million	<input type="checkbox"/> \$500,000,001 - \$1 billion
<input type="checkbox"/> \$50,001 - \$100,000	<input checked="" 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

Debtor **Filip Technologies, Inc.**  
Name

Case number (if known)

**Request for Relief, Declaration, and Signatures**

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

**17. Declaration and signature of authorized representative of debtor**

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

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

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

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

Executed on **October 5, 2016**  
MM / DD / YYYY

**X /s/ Roy Messing**  
Signature of authorized representative of debtor  
  
Title **Chief Restructuring Officer**

**Roy Messing**  
Printed name

**18. Signature of attorney**

**X /s/ David M. Klauder**  
Signature of attorney for debtor

Date **October 5, 2016**  
MM / DD / YYYY

**David M. Klauder**  
Printed name

**Bielli & Klauder, LLC**  
Firm name

**1204 N. King Street  
Wilmington, DE 19801**  
Number, Street, City, State & ZIP Code

Contact phone **302-803-4600** Email address **dklauder@bk-legal.com**

**5769**  
Bar number and State

Debtor **Filip Technologies, Inc.**  
Name

Case number (if known) \_\_\_\_\_

**Fill in this information to identify your case:**

United States Bankruptcy Court for the:  
 DISTRICT OF DELAWARE

Case number (if known) \_\_\_\_\_ Chapter 11

Check if this an amended filing

**FORM 201. VOLUNTARY PETITION**  
**Pending Bankruptcy Cases Attachment**

Debtor	<u><b>Evado Filip AS</b></u>		Relationship to you	<u><b>Subsidiary</b></u>
District	<u><b>Delaware</b></u>	When	<u><b>10/05/16</b></u>	Case number, if known
Debtor	<u><b>Evado Filip Limited</b></u>		Relationship to you	<u><b>Subsidiary</b></u>
District	<u><b>Delaware</b></u>	When	<u><b>10/05/16</b></u>	Case number, if known
Debtor	<u><b>Evado Filip US Limited</b></u>		Relationship to you	<u><b>Subsidiary</b></u>
District	<u><b>Delaware</b></u>	When	<u><b>10/05/16</b></u>	Case number, if known
Debtor	<u><b>Filip Technologies UK Limited</b></u>		Relationship to you	<u><b>Subsidiary</b></u>
District	<u><b>Delaware</b></u>	When	<u><b>10/05/16</b></u>	Case number, if known

**JOINT RESOLUTIONS OF THE BOARD OF DIRECTORS OF  
FILIP TECHNOLOGIES, INC., FILIP TECHNOLOGIES UK LIMITED  
EVADO FILIP AS, EVADO FILIP LIMITED, AND EVADO FILIP US, LIMITED**

October 5, 2016

**WHEREAS**, the undersigned, representing all of the directors of Filip Technologies, Inc., a Delaware, USA corporation (“Filip US”), Filip Technologies UK Limited, a company organized under the laws of England and Wales (“Filip UK”), Evado Filip AS, a Norway company (“Evado Norway”), Evado Filip Limited, a company organized under the laws of England and Wales (“Evado UK”), and Evado Filip US, Limited, a Delaware, USA corporation (“Evado US”), do hereby adopt the following resolutions by written consent (as used herein, Filip US, Filip UK, Evado Norway, Evado UK and Evado US are also each referred to herein individually as a “Company” and collectively as the “Companies”);

**WHEREAS**, the Board of Directors (the “Board”) of each of the Companies, having considered the financial and operational conditions and strategic alternatives of the Company, and having reviewed, considered and received the recommendation of senior management to the Company and the advice of the Company’s professionals and advisors with respect to the options available to the Company including, without limitation, the possibility of pursuing a competitive sale process and a sale transaction with respect to the Company’s business and assets under chapter 11 of the United States Code (the “Bankruptcy Code”), has determined that it is desirable and in the best interests of the Company and its affiliated entities, creditors, shareholders, employees, and other interested parties that a petition be filed by the Company, seeking relief under the provisions of chapter 11 of the Bankruptcy Code;

**NOW, THEREFORE, BE IT**

**Chapter 11 Case**

**RESOLVED**, that the Company be, and hereby is, authorized and empowered to file a petition seeking relief under the provisions of chapter 11 of the Bankruptcy Code, in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”);

**RESOLVED**, that members of the board of directors of the Company (the “Board”), the Company’s officers, and any other person designated and so authorized to act by a director or officer of the Company (each, an “Authorized Person” and, collectively, the “Authorized Persons”) hereby are, and each of them is, authorized and empowered to (i) execute, verify and file on behalf of the Company all documents necessary or appropriate in connection with the filing of the Company’s chapter 11 petition, including, without limitation, all petitions, affidavits, declarations, schedules, statements of financial affairs, lists, motions, applications,

pleadings, and other papers or documents in connection with such chapter 11 petition; (ii) take and perform any and all actions deemed necessary and proper to obtain such relief as authorized herein and in connection with the Company's chapter 11 case; (iii) appear as necessary at all bankruptcy proceedings on behalf of the Company; and (iv) pay all such expenses where necessary or appropriate in order to carry out fully the intent and accomplish the purposes of the resolutions adopted herein;

### **Debtor in Possession Financing**

**RESOLVED**, that the Authorized Persons are, and each of them is, authorized and empowered to execute any and all requisite documentation in connection with the entry by the Company into that certain Summary of Proposed Terms and Conditions for Debtor-In-Possession Financing, dated as of October 5, 2016 (as the same may be amended, restated, supplemented, or otherwise modified from time to time in accordance with its terms, the "DIP Financing"), by and among the Companies and AT&T Capital Services, Inc. as lender, and to enter into any guarantees and to pledge and grant liens on the Company's assets as may be contemplated by or required under the terms of the DIP Financing, and in connection therewith, the officers of the Company are hereby authorized and directed to execute appropriate loan agreements, cash collateral agreements, and related ancillary documents as required pursuant to the terms and conditions of such DIP Financing, subject to Bankruptcy Court approval;

**RESOLVED**, that all instruments, agreements, certificates, consents, waivers or other documents heretofore executed and delivered (or caused to be executed and delivered) and all acts lawfully done or actions lawfully taken by any officer in connection with the chapter 11 case, the DIP Financing, or any further action to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company;

### **363 Sale Process**

**RESOLVED**, that the Authorized Persons are, and each of them hereby is, authorized and directed to take any and all actions necessary and appropriate to pursue and further the marketing and competitive sale process with respect to the Company's assets including, without limitation, negotiating any and all proposed purchase agreements and other ancillary documents in connection therewith, subject to Bankruptcy Court approval;

**Retention of Advisors**

**RESOLVED**, that the law firm of Moore & Van Allen, PLLC be and hereby is employed as attorneys for the Company in the Company's chapter 11 case, subject to approval of the Bankruptcy Court;

**RESOLVED**, that the law firm of Bielli & Klauder, LLC, be and hereby is employed as attorneys for the Company in the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that the firm of Ankura Consulting Group, LLC, be and hereby is employed as financial and restructuring advisor for the Company in the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that Roy Messing of Ankura Consulting Group, LLC, be and hereby is appointed as Chief Restructuring Officer of the Company and shall serve the Company as chief advisor with respect to the restructuring process attendant to the Company's chapter 11 case, and as otherwise customary for a role of this nature;

**RESOLVED**, that firm of Widebridge Group, be and hereby is appointed as investment banker to the Company in the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that the firm of Braekhus Dege Advokatfirma DA, be and hereby is appointed as special Norway counsel to the Company in the Company's chapter 11 case, subject to approval by the Bankruptcy Court;

**RESOLVED**, that the Authorized Persons be, and hereby are, authorized and empowered to employ and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, investment bankers, and other professionals, subject to approval by the Bankruptcy Court, and to perform any and all further acts and deeds the Authorized Persons deem necessary, proper, or desirable in furtherance thereof with a view to the successful prosecution of the Company's chapter 11 case;

**RESOLVED**, that the acts, actions and transactions taken by the officers or the Board or any other Authorized Person taken prior to the date of the foregoing resolutions adopted at this meeting and within the authority conferred, are hereby ratified, confirmed, and approved in all respects as the act and deed of the Company.

IN WITNESS WHEREOF, the undersigned have executed this written consent as of the date first above written.

DIRECTORS OF FILIP TECHNOLOGIES, INC.

/s/ Jeff Parkinson  
Jeff Parkinson

/s/ Patrick Poon  
Patrick Poon

/s/ Jonathan Peachey  
Jonathan Peachey

SOLE DIRECTOR OF FILIP TECHNOLOGIES UK LIMITED

/s/ Jonathan Peachey  
Jonathan Peachey

SOLE DIRECTOR OF EVADO FILIP AS

/s/ Sten Kirkbak  
Sten Kirkbak

SOLE DIRECTOR OF EVADO FILIP LIMITED

/s/ Jonathan Peachey  
Jonathan Peachey

SOLE DIRECTOR OF EVADO FILIP US, LIMITED

/s/ Jonathan Peachey  
Jonathan Peachey

**United States Bankruptcy Court  
District of Delaware**

In re Filip Technologies, Inc.

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
<b>Adam Philips Jaynes Court, Back Lane Bisley Gloucestershire GL6 7BG UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>2,786,291</b>	<b>Stockholder</b>
<b>Adam Philips Jaynes Court, Back Lane Bisley Gloucestershire GL6 7BG UNITED KINGDOM</b>	<b>Common</b>	<b>211,305</b>	<b>Stockholder</b>
<b>Alan Morrison c/o DMS Partners 31 Rutland Square Edinburgh EH1 2BW UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>4,179,437</b>	<b>Stockholder</b>
<b>Alan Morrison c/o DMS Partners 31 Rutland Square Edinburgh EH1 2BW UNITED KINGDOM</b>	<b>Common</b>	<b>253,590</b>	<b>Stockholder</b>
<b>Allan Chasan 5 Northwood Lodge Oak Hill Park London NW3 7LL UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>2,786,291</b>	<b>Stockholder</b>
<b>Allan Chasan 5 Northwood Lodge Oak Hill Park London NW3 7LL UNITED KINGDOM</b>	<b>Common</b>	<b>10,565</b>	<b>Stockholder</b>
<b>Ashley Hayes Flat 3, 59 Queens Gardens London W2 3AF UNITED KINGDOM</b>	<b>Common</b>	<b>84,530</b>	<b>Stockholder</b>
<b>Brian Levy 315 E68th Street Apt 8L New York, NY 10065</b>	<b>Common</b>	<b>88,020</b>	<b>Stockholder</b>
<b>Brisbane Consultants Ltd Level 23, 127 Creek Street Brisbane, Queensland AUSTRALIA</b>	<b>Series A-2 Preferred Stock</b>	<b>1,811,089</b>	<b>Stockholder</b>

In re: **Filip Technologies, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Brisbane Consultants Ltd Level 23, 127 Creek Street Brisbane, Queensland AUSTRALIA</b>	<b>Common</b>	<b>12,670</b>	<b>Stockholder</b>
<b>Caroline Atkinson Hill Farm, Stawley, Wellington Somerset TA21 0HN UNITED KINGDOM</b>	<b>Common</b>	<b>16,900</b>	<b>Stockholder</b>
<b>David Hill 6 Clare Hill Court 2 Claremont Lane, Esher Surrey KT10 9DW United Kingdom</b>	<b>Series A-2 Preferred Stock</b>	<b>2,229,033</b>	<b>Stockholder</b>
<b>David Hill 6 Clare Hill Court 2 Claremont Lane, Esher Surrey KT10 9DW United Kingdom</b>	<b>Common</b>	<b>91,725</b>	<b>Stockholder</b>
<b>Dionysia Kaplan 27 Oakhill Avenue London NW3 7RD UNITED KINGDOM</b>	<b>Common</b>	<b>169,060</b>	<b>Stockholder</b>
<b>EF Investigo Holding AS Jakobslivegen 32, 7059 Jakobsli NORWAY</b>	<b>Series A-2 Preferred Stock</b>	<b>179,645,155</b>	<b>Stockholder</b>
<b>EF Investigo Holding AS Jakobslivegen 32, 7059 Jakobsli NORWAY</b>	<b>Common</b>	<b>11,893,805</b>	<b>Stockholder</b>
<b>Eugene Donnelly 60 Tuckahoe Road Easton, CT 06612</b>	<b>Series A-2 Preferred Stock</b>	<b>2,229,033</b>	<b>Stockholder</b>
<b>Eugene Donnelly 60 Tuckahoe Road Easton, CT 06612</b>	<b>Common</b>	<b>55,610</b>	<b>Stockholder</b>
<b>Frank Kaplan 35 Du Cros Drive, Stanmore Middlesex HA7 4TL UNITED KINGDOM</b>	<b>Common</b>	<b>25,360</b>	<b>Stockholder</b>

List of equity security holders consists of 8 total page(s)

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Best Case Bankruptcy

In re: **Filip Technologies, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Freda Ziman 14 Bentinck Close, Prince Albert Road London NW8 7RY UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>1,393,145</b>	<b>Stockholder</b>
<b>Freda Ziman 14 Bentinck Close, Prince Albert Road London NW8 7RY UNITED KINGDOM</b>	<b>Common</b>	<b>25,355</b>	<b>Stockholder</b>
<b>Freedom 4 CS Invest AS Jacob Meyers vei 41 2010 Strømmen NORWAY</b>	<b>Common</b>	<b>68,000</b>	<b>Stockholder</b>
<b>Gideon Israel 71 West Heath Road London NW3 7TH UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>2,786,291</b>	<b>Stockholder</b>
<b>Gideon Israel 71 West Heath Road London NW3 7TH UNITED KINGDOM</b>	<b>Common</b>	<b>10,565</b>	<b>Stockholder</b>
<b>Harald Nore Johnsen Invest AS Junkerveien 1 1367 Snarøya NORWAY</b>	<b>Common</b>	<b>86,340</b>	<b>Stockholder</b>
<b>Hilton Lord 17 Ridley Rd, Warlingham Surrey CR6 9LR UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>2,981,314</b>	<b>Stockholder</b>
<b>Hilton Lord 17 Ridley Rd, Warlingham Surrey CR6 9LR UNITED KINGDOM</b>	<b>Common</b>	<b>84,535</b>	<b>Stockholder</b>
<b>Huw Medcraft 7 Westfield Road, Maidenhead Berks SL6 5AU UNITED KINGDOM</b>	<b>Common</b>	<b>164,110</b>	<b>Stockholder</b>
<b>Ibsen ANS Magnus Berrføtts veg 26 N-7046 Trondheim NORWAY</b>	<b>Common</b>	<b>628,450</b>	<b>Stockholder</b>

List of equity security holders consists of 8 total page(s)  
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Best Case Bankruptcy

In re: **Filip Technologies, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Jeremy Davies Rockall, Rocky Lane, Henley-on-Thames Oxfordshire RG9 4RE UNITED KINGDOM</b>	<b>Common</b>	<b>63,400</b>	<b>Stockholder</b>
<b>John Angell 5 Dukes Avenue, Chiswick London W4 2AA UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>975,202</b>	<b>Stockholder</b>
<b>John Angell 5 Dukes Avenue, Chiswick London W4 2AA UNITED KINGDOM</b>	<b>Common</b>	<b>47,205</b>	<b>Stockholder</b>
<b>Jonathan Peachey 120 E 23rd Street, 5th Floor New York, NY 10010</b>	<b>Common</b>	<b>78,185</b>	<b>Stockholder</b>
<b>Jorgen Rodli Holding AS KJOPMANNSGATA 50 7010 Trondheim NORWAY</b>	<b>Common</b>	<b>628,450</b>	<b>Stockholder</b>
<b>Juan Reig Flat 3, 53 Rutland Gate London SW7 1PL UNITED KINGDOM</b>	<b>Common</b>	<b>29,580</b>	<b>Stockholder</b>
<b>KEC Ventures I L.P. 27 West 24th Street #406 New York, NY 10010</b>	<b>Series A-2 Preferred Stock</b>	<b>55,725,828</b>	<b>Stockholder</b>
<b>KEC Ventures I L.P. 27 West 24th Street #406 New York, NY 10010</b>	<b>Common</b>	<b>1,538,962</b>	<b>Stockholder</b>
<b>Kefu Holding AS Flatåstoppen 35 7079 Flatåsen NORWAY</b>	<b>Common</b>	<b>28,750</b>	<b>Stockholder</b>
<b>Lakestar I LP 20 Hanover Square London W1S 1JY UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>111,451,657</b>	<b>Stockholder</b>

In re: **Filip Technologies, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
Lakestar I LP 20 Hanover Square London W1S 1JY UNITED KINGDOM	Common	1,539,962	Stockholder
Louis Prades 4 Myburgh Drive Ruyteplaats Estate, Hout Bay Cape Province, 7806 SOUTH AFRICA	Common	25,360	Stockholder
Malmo Investments Ltd NUF Smorsoppveien 10 1460, Rasta NORWAY	Common	52,300	Stockholder
Margaret Brennan 3 Abbeyfield Lawns Killester Dublin 5 IRELAND	Common	83,480	Stockholder
Margaret Lipworth 2 Wychcombe Studios, Englands Lane London NW3 4XY UNITED KINGDOM	Series A-2 Preferred Stock	835,887	Stockholder
Margaret Lipworth 2 Wychcombe Studios, Englands Lane London NW3 4XY UNITED KINGDOM	Common	25,355	Stockholder
Mark Farrer-Brown Flat 15, 22 Brook Mews North London W2 3BW UNITED KINGDOM	Series A-2 Preferred Stock	2,786,291	Stockholder
Mark Farrer-Brown Flat 15, 22 Brook Mews North London W2 3BW UNITED KINGDOM	Common	74,825	Stockholder
Mark Kaplan 27 Oakhill Avenue London NW3 7RD UNITED KINGDOM	Common	169,060	Stockholder

In re: **Filip Technologies, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Merrill Lynch, Pierce, Fenner &amp; Smith as Custodians for Brian Levy Flat C, 19/F 31 Robinson Road, Mid Levels HONG KONG</b>	<b>Common</b>	<b>21,670</b>	<b>Stockholder</b>
<b>Nick Southgate North End House, The Green Rottingdean East Sussex BN2 7HA UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>2,786,291</b>	<b>Stockholder</b>
<b>Nick Southgate North End House, The Green Rottingdean East Sussex BN2 7HA UNITED KINGDOM</b>	<b>Common</b>	<b>63,395</b>	<b>Stockholder</b>
<b>Nicolas Vilar 12 Magnolia Lodge, St Mary's Gate London W8 5UT UNITED KINGDOM</b>	<b>Common</b>	<b>16,900</b>	<b>Stockholder</b>
<b>NLP Leadership Holding AS Tjuvholmen Alle 3 0252, Oslo NORWAY</b>	<b>Common</b>	<b>20,900</b>	<b>Stockholder</b>
<b>Ove Vik Invest AS Torvveien 4 A, 1482 Nittedal NORWAY</b>	<b>Common</b>	<b>926,500</b>	<b>Stockholder</b>
<b>Paul Glasgow A21 Herbal Hill gardens, 9 Herbal Hill London EC1R 5XB UNITED KINGDOM</b>	<b>Common</b>	<b>25,355</b>	<b>Stockholder</b>
<b>Poff Eiendorm AS c/o Ola Stenseth Johnny Peviks veg 10 7022 Trondheim NORWAY</b>	<b>Common</b>	<b>52,300</b>	<b>Stockholder</b>
<b>Remedou Limited c/o 7th Floor, Cheung Kong Center, No. 2 Queen's Road Central HONG KONG</b>	<b>Common</b>	<b>1,847,955</b>	<b>Stockholder</b>

List of equity security holders consists of 8 total page(s)  
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Best Case Bankruptcy

In re: **Filip Technologies, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Robert Farrer-Brown 16 Brooksby Street London N1 1HA UNITED KINGDOM</b>	<b>Series A-2 Preferred Stock</b>	<b>1,671,774</b>	<b>Stockholder</b>
<b>Robert Farrer-Brown 16 Brooksby Street London N1 1HA UNITED KINGDOM</b>	<b>Common</b>	<b>54,945</b>	<b>Stockholder</b>
<b>Roberta Gainsboro 20 Hale Drive Dedham, MA 02026</b>	<b>Series A-2 Preferred Stock</b>	<b>8,637,503</b>	<b>Stockholder</b>
<b>Roberta Gainsboro 20 Hale Drive Dedham, MA 02026</b>	<b>Common</b>	<b>83,420</b>	<b>Stockholder</b>
<b>Saul Doctor 33 Howitt Road London NW3 4LU UNITED KINGDOM</b>	<b>Common</b>	<b>33,805</b>	<b>Stockholder</b>
<b>Sibelius International Limited c/o 29th Floor, Harbour Centre 25 Harbour Road, Wanchai HONG KONG</b>	<b>Series A-2 Preferred Stock</b>	<b>167,177,486</b>	<b>Stockholder</b>
<b>Sibelius International Limited c/o 29th Floor, Harbour Centre 25 Harbour Road, Wanchai HONG KONG</b>	<b>Common</b>	<b>1,231,970</b>	<b>Stockholder</b>
<b>Stuart Wain 23 Littleworth Road, Esher Surrey KT10 9PD UNITED KINGDOM</b>	<b>Common</b>	<b>114,115</b>	<b>Stockholder</b>
<b>T.Ruud Invest AS Nr 1105 Sørengkaia 49 NO-0194 Oslo NORWAY</b>	<b>Common</b>	<b>60,000</b>	<b>Stockholder</b>
<b>The Social+Capital Partnership II L.P. 120 Hawthorne Avenue Palo Alto, CA 94301</b>	<b>Common</b>	<b>769,231</b>	<b>Stockholder</b>

In re: **Filip Technologies, Inc.**

Case No. \_\_\_\_\_

Debtor(s)

**LIST OF EQUITY SECURITY HOLDERS**

(Continuation Sheet)

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
<b>Thrane-Steen Medhus AS</b> Grevegården 24 Stabekk Bærum, 1369 NORWAY	<b>Common</b>	<b>128,570</b>	<b>Stockholder</b>
<b>Torben Cattley</b> 50 The Avenue, Muswell Hill London N10 2QL UNITED KINGDOM	<b>Series A-2 Preferred Stock</b>	<b>2,786,291</b>	<b>Stockholder</b>
<b>Torben Cattley</b> 50 The Avenue, Muswell Hill London N10 2QL UNITED KINGDOM	<b>Common</b>	<b>33,805</b>	<b>Stockholder</b>
<b>Virginia Donnelly</b> 60 Tuckahoe Road Easton, CT 06612	<b>Common</b>	<b>52,155</b>	<b>Stockholder</b>
<b>White Orchid Capital Ltd</b> La Corvee House La Corvee, Alderney Channel Islands GY9 3TQ	<b>Common</b>	<b>71,855</b>	<b>Stockholder</b>
<b>Whiterose Holdings Ltd</b> 2-4 Orgreave Place Sheffield, S13 9-lu UNITED KINGDOM	<b>Series A-2 Preferred Stock</b>	<b>6,965,728</b>	<b>Stockholder</b>
<b>Whiterose Holdings Ltd</b> 2-4 Orgreave Place Sheffield, S13 9-lu UNITED KINGDOM	<b>Common</b>	<b>139,450</b>	<b>Sockholder</b>

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

I, the **Chief Restructuring 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 5, 2016**Signature **/s/ Roy Messing**  
**Roy Messing**

*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.*

**United States Bankruptcy Court  
District of Delaware**

In re **Filip Technologies, 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 **Filip Technologies, 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:

**EF Investigo Holding AS**  
**Jakobslivegen 32,**  
**7059 Jakobsli**  
**NORWAY**

**Lakestar I LP**  
**20 Hanover Square**  
**London W1S 1JY**  
**UNITED KINGDOM**

**Sibelius International Limited**  
**c/o 29th Floor, Harbour Centre**  
**25 Harbour Road, Wanchai**  
**HONG KONG**

None [*Check if applicable*]

**October 5, 2016**

Date

**/s/ David M. Klauder**

**David M. Klauder 5769**

Signature of Attorney or Litigant  
Counsel for **Filip Technologies, Inc.**

**Bielli & Klauder, LLC**

**1204 N. King Street**

**Wilmington, DE 19801**

**302-803-4600 Fax:302-803-4600**

**dklauder@bk-legal.com**

**Fill in this information to identify the case:**

Debtor name	<b>Filip Technologies, Inc.</b>
United States Bankruptcy Court for the:	<b>DISTRICT OF DELAWARE</b>
Case number (if known):	_____

Check if this is an amended filing

**Official Form 204****Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders**

12/15

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

Name of creditor and complete mailing address, including zip code	Name, telephone number and email address of creditor contact	Nature of claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
AT&T Mobility 1025 Lenox Park Boulevard NE Atlanta, GA 30319	Christopher A. McConnell  cm6647@att.com 530-546-4235	Contract party	Disputed			\$849,192.76
Advanced Manufacturing Technology, Inc. 28 Millrace Drive Lynchburg, VA 24502	Larry Hatch  larry.hatch@amtico rp.com 434-329-3600	Contract manufacturer	Disputed			\$436,822.90
Disney 611 No. Brand Boulevard, 7th Floor MC: 9750 Glendale, CA 91203	Rodney Taylor  rodney.taylor@dis ney.com 818-553-7834	Trade				\$200,000.00
Connected Development 5020 Weston Parkway, Suite 215 Cary, NC 27513	Scott Fowler  scott.fowler@conn ecteddev.com 919-234-6525	Trade				\$143,294.00
Dentons US LLP 1221 Avenue of the Americas New York, NY 10020-1089	Victor H. Boyajian  victor.boyajian@de ntons.com 212-768-5349	Professional service				\$119,548.80
Hilary Tuohy 8 Sunset Lane Harrison, NY 10528	Hilary Tuohy  hilary2e@gmail.co m 203-912-2742	Noteholder and former employee				\$75,476.09
Amazon Web Services, Inc. 410 Terry Avenue North Seattle, WA 98109-5210	Joel Prashanth  dpprasha@amazon .com 877-252-0770	Trade				\$74,123.51

Debtor **Filip Technologies, Inc.**  
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 claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
NexxLinx, Inc. 3 Godfrey Drive Orono, ME 04473	Adam Sisco asisco@nexxlinx.com 207-270-3694	Trade				\$73,638.69
Ballard Spahr, LLP 999 Peachtree Street NE Atlanta, GA 30309	Richard Miller millerrw@ballardspahr.com 678-420-9340	Professional service				\$73,173.18
JohnsByrne 6701 W. Oakton Street Niles, IL 60714-3932	Glenn Doeing glenn.doeing@johnsbyrne.com 847-583-3100	Trade				\$62,479.00
DevLogic Symphony d.o.o Sarajevo Kolodvorska 11a 71000 Sarajevo, Bosna I Hercegovina	Nedzad Suljovic nedzad.suljovic@symphony.is +38-76-157-1374	Trade				\$61,654.75
Netsuite 2955 Campus Drive Suite 100 San Mateo, CA 94403-2511	Chester Martin Enriquez cmenriquez@netsuite.com 800-762-5524	Trade				\$61,128.19
Telit Wireless Solutions 3131 RDU Center Drive, Suite 135 Morrisville, NC 27560	Dennis Kelly dennis.kelly@telit.com 610-547-5305	Trade				\$47,520.00
Google Inc. 1600 Amphitheatre Parkway Mountain View, CA 94043-1351	Aleksandra Wur awur@google.com 650-253-0000	Trade				\$44,000.00
IDEO LP 408 Broadway, 5th Floor New York, NY 10013	Heather Boesch hboesch@ideo.com 617-844-2433	Trade				\$42,493.90
Erate AS Postbols 6198 Etterstad 0602 Oslo, Inspurten 15 0663 Oslo Norway	Knut-Ove Jessen knut-ove@erate.no +47-99-75-5550	Noteholder				\$36,727.89

Debtor **Filip Technologies, Inc.**  
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 claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
<b>Schwartz MSL</b> MSL Boston 300 Fifth Avenue Waltham, MA 02451	<b>Mark McLennan</b>  mark.mcclennan@mslgroup.com 718-684-6552	Trade				<b>\$35,000.00</b>
<b>Altastream Consulting</b> 27-2489485 Portsmouth, NH 03801	<b>Martin Hanssmann</b>  mhanssmann@altastreamconsulting.com 978-902-7150	Noteholder				<b>\$31,345.74</b>
<b>Anderssen &amp; Voll AS</b> Nordegate 2 0551 Oslo Norway	<b>Torbjorn Anderssen</b>  anderssen@anderssen-voll.com +47-45-24-2365	Noteholder				<b>\$28,821.08</b>
<b>Kvitebjorn Designbyra AS</b> Dyre Halses Gate 5 7042 Trondheim	<b>Audun Storen</b>  audun@kvitebjorn.com +47-959-38-557	Trade				<b>\$27,461.00</b>
<b>Fuoco Group LLP</b> 200 Parkway Drive South, Suite 302 Hauppauge, NY 11788	<b>David Ho</b>  dho@fuoco.com 631-360-1700	Trade				<b>\$19,252.25</b>
<b>Silicon Valley Bank</b> 3003 Tasman Drive Santa Clara, CA 95054	<b>Jon FitzGerald</b>  jfitzgerald@svb.com 408-654-7400	Trade				<b>\$15,903.21</b>
<b>Advokatfirmaet Thommessen AS</b> Haakon Vlls gate 10 PO Box 1484 Vika NO-0116 Oslo Norway	<b>Stale R. Kristiansen</b>  invoicing@thommessen.no +47-23-11-1111	Professional service	Disputed			<b>\$13,737.00</b>
<b>Joshi Worldwide IP Citypoint</b> 1 Ropemaker St. London, UK EC2Y 9HT	<b>Manish Joshi</b>  office@joshiwwip.com +44-0-20-3538-0255	Professional service				<b>\$12,982.81</b>
<b>Ipsos MORI UK Ltd</b> 3 Thomas More Square London E1W 1YW	<b>Katie Murray</b>  katie.murray@ipsos.com +44-20-30-59-5074	Trade				<b>\$12,500.00</b>

Debtor **Filip Technologies, Inc.**  
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 claim (for example, trade debts, bank loans, professional services,	Indicate if claim is contingent, unliquidated, or disputed	Amount of claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
<b>Child's Play Communications</b> 12 W 31st Street, 6th Floor New York, NY 10001	<b>Stephanie Azzarone</b>  SA@childsplaypr.com 212-488-2060	<b>Trade</b>				<b>\$10,952.26</b>
<b>Skyhook Wireless</b> 41 Farnsworth Street, 3rd Floor Boston, MA 02210	<b>Steve Solari</b>  ssolari@skyhookwireless.com 508-415-2741	<b>Trade</b>				<b>\$9,145.51</b>
<b>BBB International, LLC</b> 1100 Towbin Ave., Suite B Lakewood, NJ 08701	<b>Dave Benoit</b>  dbenoit@bbbinternational.com 732-244-1662	<b>Trade</b>				<b>\$8,381.66</b>
<b>BDO</b> 1100 Peachtree Street NE, Suite 700 Atlanta, GA 30309-4516	<b>Martha Kairuz</b>  mkairuz@bdo.com 404-979-7113	<b>Professional Service</b>				<b>\$7,489.38</b>
<b>Davis &amp; Gilbert LLP</b> 1740 Broadway New York, NY 10019	<b>Gary Kibel</b>  gkibel@dglaw.com 212-468-4918	<b>Professional Service</b>				<b>\$6,274.50</b>

**Fill in this information to identify the case:**

Debtor name Filip Technologies, Inc.  
 United States Bankruptcy Court for the: DISTRICT OF DELAWARE  
 Case number (if known) \_\_\_\_\_

Check if this is an amended filing

Official Form 202

**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

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

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

**Declaration and signature**

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

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

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule*
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 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 10/5/2016 X /s/ Roy Messing  
 Signature of individual signing on behalf of debtor

**Roy Messing**  
 Printed name

**Chief Restructuring Officer**  
 Position or relationship to debtor