

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 NJOY, Inc.

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

3. Debtor's federal Employer Identification Number (EIN) 20-8386013

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>15211 N. Kierland Blvd., Suite 200</u>	
	<u>Scottsdale, AZ 85254</u>	
	Number, Street, City, State & ZIP Code	P.O. Box, Number, Street, City, State & ZIP Code
	<u>Maricopa</u>	Location of principal assets, if different from principal place of business
	County	
		Number, Street, City, State & ZIP Code

5. Debtor's website (URL) www.njoy.inc

6. Type of debtor

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

Partnership (excluding LLP)

Other. Specify: _____

Debtor NJOY, 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>.

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 _____	Relationship _____
District _____	When _____ Case number, if known _____

Debtor NJOY, 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 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

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 NJOY, 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

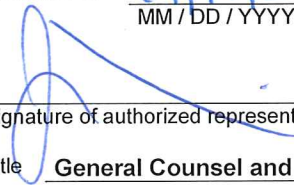
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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 09/16/2016
MM / DD / YYYY

X 
Signature of authorized representative of debtor
Title General Counsel and Interim President

Jeffrey Weiss
Printed name

18. Signature of attorney

X 
Signature of attorney for debtor

Date 09/16/2016
MM / DD / YYYY

Brya Keilson
Printed name

Gellert Scali Busenkell & Brown, LLC
Firm name

1201 N. Orange Street
Suite 300
Wilmington, DE 19801
Number, Street, City, State & ZIP Code

Contact phone 302-425-5800 Email address bkeilson@gsbblaw.com

4643
Bar number and State

**ACTION OF THE SOLE DIRECTOR
OF
NJOY, INC.
BY WRITTEN CONSENT**

THE UNDERSIGNED, being the sole member of the board of directors of NJOY, Inc., a Delaware corporation (the “**Corporation**”), acting by written consent without a meeting, hereby adopts and consents to the adoption of the following resolutions:

RESOLVED: That the Company shall be, and hereby is, authorized and directed to: (a) file a voluntary petition (the “**Petition**”) for relief under chapter 11 of the United States Code, 11 U.S.C. §§ 101-1532 (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Bankruptcy Court**”) and (b) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effect the foregoing.

RESOLVED: That Michael Rubin shall be, and hereby is, authorized and empowered on behalf of and in the name of the Company to: (a) execute and verify the Petition, as well as all other ancillary documents, and cause the Petition to be filed with the Bankruptcy Court and make or cause to be made prior to execution thereof any modification to the Petition or ancillary documents as Mr. Rubin, in his discretion, deems necessary or desirable to carry out the intent and accomplish the purposes of these resolutions; (b) execute, verify, and file or cause to be filed all petitions, schedules, lists, motions, applications, and other papers or documents necessary or desirable in connection with the foregoing; and (c) execute and verify any and all other documents necessary or appropriate in connection therewith in such form or forms as Mr. Rubin may approve.

RESOLVED: That the Company shall be, and hereby is, authorized and empowered to retain, on behalf of the Company: (a) Gellert Scali Busenkell & Brown LLC, as bankruptcy counsel to the Company; (b) SierraConstellation Partners, LLC as financial advisor; (c) CohnReznick Capital Markets Securities, LLC as investment banker and (d) such additional professionals, including attorneys, accountants, consultants, or brokers, as may be necessary or desirable in connection with the Company’s chapter 11 case and other related matters.

RESOLVED: That in addition to the specific authorizations heretofore conferred upon Mr. Rubin, he is hereby authorized, directed, and empowered, in the name of and on behalf of the Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments, consents, including the appropriate consents or resolutions for each of its wholly-owned subsidiaries; and other documents, and to pay all expenses, including filing fees, in each case as in such officer’s or officers’ judgment shall be necessary or desirable in order to fully carry out the intent and accomplish the purposes of the resolutions adopted herein.

RESOLVED, that in connection with the commencement of the Chapter 11 case, Michael Rubin is hereby authorized, empowered and directed, in the name and on behalf of the Company to negotiate the use of cash collateral and to (i) authorize, negotiate, execute, and deliver a guarantee (the "DIP Guarantee") of a debtor-in-possession loan facility in the amount of \$6,000,000 provided under that certain Debtor-in-Possession Credit Agreement (the "DIP Credit Agreement"), by and among FLFC Lending Co. (the "DIP Lenders"), and (ii) grant security interests in favor of the DIP Lenders, to secure the obligations under the DIP Guarantee, in each instance, on the terms set forth in the DIP Credit Agreement and such other terms and conditions as Mr. Rubin may consider necessary, proper or desirable, and to take such additional action and to execute and deliver each other agreement, instrument or document to be executed and delivered, in the name and on behalf of the Company, pursuant thereto or in connection therewith, all with such changes therein and additions thereto as Mr. Rubin approves, such approval to be conclusively evidenced by the taking of such action or by the execution and delivery thereof;

RESOLVED: That all acts lawfully done or actions lawfully taken or to be taken by any officer or officers of the Company in connection with the implementation of these resolutions are hereby in all respects ratified, confirmed, and approved.

IN WITNESS WHEREOF, the undersigned has executed this Written Consent this 16th day of September, 2016.

SOLE DIRECTOR:



Michael Rubin

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

In re:

NJOY, Inc.¹

Debtor.

Case No: 16-_____ (____)

Chapter 11

**DEBTOR'S LIST OF CREDITORS HOLDING TWENTY (20)
LARGEST UNSECURED CLAIMS**

The above-captioned debtor and debtor in possession (the "**Debtor**") filed a voluntary petition in the Court for relief under chapter 11 of title 11 of the United States Code. This list of creditors holding the twenty (20) largest unsecured claims (the "**Top 20 List**") against the Debtor has been prepared from the Debtor's books and records as of September 16, 2016.

The Top 20 List was prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in the Debtor's chapter 11 case. The Top 20 List does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31) or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the twenty (20) largest unsecured claims.

The information presented in the Top 20 List shall not constitute an admission by, nor is it binding on, the Debtor. The information presented herein, including, without limitation, the Debtor's failure to list any claim as contingent, unliquidated, disputed, or subject to a setoff, does not constitute an admission by the Debtor nor does it constitute a waiver of the Debtor's rights to contest the validity, priority, nature, characterization, and/or amount of any claim.²

¹ The last four digits of the Debtor's federal tax identification number are 6013. The Debtor's mailing address and principal place of business is 15211 N. Kierland Blvd., Suite 200, Scottsdale, Arizona 85254.

² Certain claims listed herein may be subject to offset, discount, trade credit, or other deductions, which may not be included in the amounts set forth herein. Failure to include such amount in this list shall not constitute a waiver of such right.

Fill in this information to identify the case:

Debtor name NJOY, 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	Caesars Entertainment P.O. Box 17010 Las Vegas, NV 89114	Jason M. Gastwirth 702-407-6002 jgastwirth@caesars.com	Marketing Sponsorship				\$3,775,400.00
2	DLA Piper, LLP (US) 2525 East Camelback Road Suite 100 Phoenix, AZ 85016-4232	Steven Pidgeon 480-606-5124 steven.pidgeon@dlapiper.com	Legal Services				\$2,251,125.57
3	Goodwin Procter LLP 53 State Street Boston, MA 02210	David Van Horne 415-733-6072 dvanhorne@goodwinprocter.com	Legal Services				\$1,072,200.98
4	Media Storm, LLC P.O. Box 6411 Brattleboro, VT 05302-6411	Catherine Murphy 203-354-5334 cmurphy@watercoolergroup.biz	Marketing Professional Services				\$562,425.01
5	Sheetz, Inc. 242 Sheetz Way Claysburg, PA 16625	Paul Crozier 814-330-7958 pcrozier@sheetz.com	Trade Debt				\$334,644.96
6	Rabinowitz, Josh 2 Greenholm Street Princeton, NJ 08540	Josh Rabinowitz 650-906-3854 josh@princeton.edu	R&D Professional Services				\$314,635.01
7	Walgreen Company 14130 Collections Ctr. Drive Chicago, IL 60693	Keith Loeffler 847-315-2186 keith.loeffler@walgreens.com	Trade Debt	Disputed			\$435,181.93
8	Caesar Interactive Entertainment One Caesars Palace Drive Las Vegas, NV 89109-8969	Kathy Backer 702-407-6300 kbacker@caesar.com	Marketing Sponsorship				\$260,100.00

Debtor **NJOY, INC.**
NameCase number (if known) **16-**

	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
9	Hackney 502 S. Gay Street Knoxville, TN 37901	Mike Anderson 865-717-6815 mike.anderson@hthackney.com	Trade Debt				\$240,805.46
10	West Consolidators, Inc. 220 W. Ivy Avenue Inglewood, CA 90302	Ken Wong 310-695-9989 kenwong@westconsol.com	Inbound Freight				\$211,170.00
11	Biozone Laboratories, Inc. P.O. Box 173707 Denver, CO 80217	Patrick Fahey 925-473-1000 pfahey@biozonelabs.com	Product Supplier				\$186,695.95
12	Costco-Mira Loma P.O. Box 34622 Seattle, WA 98122	Kevin B. Jones 714-741-7716 kbjones@costco.com	Trade Debt				\$168,898.10
13	Kleinfeld, Kaplan and Becker LLP 1850 M Street, NW Suite #800 Washington, DC 20036-5803	Stacy Ehrlich 202-223-5120 sehrlich@kkblaw.com	Legal Services				\$161,256.19
14	Wolf Greenfield & Sacks, PC 600 Atlantic Avenue Boston, MA 02210-2206	John Strand 617-646-8229 john.strand@wolfgreenfield.com	Legal Services				\$157,905.54
15	S Abraham & Sons 6578 West 350 North Greenfield, IN 46140	Philip Abraham philip.abraham@sasinc.com	Trade Debt				\$155,884.11
16	Mapco Express, Inc. 7210 Commerce Way Brentwood, TN 37027	Mike Nelson 615-435-1348 mike.nelson@mapcoexpress.com	Trade Debt				\$144,275.80
17	Carmona, Richard 8600 E. Rockliff Rd. Tucson, AZ 85750	Dr. Richard Carmona 520-258-8007 rcarmona@canyonranch.com	Board Fees				\$140,860.22
18	AMEX Purchasing c/o Becket & Lee LLP 16 General Warren Blvd. Malvern, PA 19355	880-800-8564 (AMEX) 610-644-7800 Becket & Lee	Unsecured Bank Loan				\$124,216.74
19	Eby Brown-Montgomery 2051 Baseline Rd. Montgomery, IL 60538	George Main 630-536-3613 george.main@eby-brown.com	Trade Debt				\$113,586.76
20	GPM Investments LLC 8565 Magellan Parkway, Ste. 400 Richmond, VA 23227	Rich Mione 910-612-5619 rmione@gpminvestments.com	Trade Debt				\$111,262.35

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

In re:

NJOY, Inc..¹

Debtor.

Case No: 16- _____ ()

Chapter 11

STATEMENT OF CORPORATE OWNERSHIP

There are no entities that, directly or indirectly, own ten percent or more of the above-captioned debtor's equity interests.

¹ The last four digits of the Debtor's federal tax identification number are 6013. The Debtor's mailing address and principal place of business is 15211 N. Kierland Blvd., Suite 200, Scottsdale, Arizona 85254.

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

In re:

NJOY, Inc.¹

Debtor.

Case No: 16- _____ (____)

Chapter 11

CERTIFICATION CONCERNING CREDITOR MATRIX

Pursuant to Local Rule 1007-2 of the Local Rules of Bankruptcy Practice and Procedure for the United States Bankruptcy Court for the District of Delaware, the *Creditor Matrix* submitted herewith, formatted in portable document format, containing the consolidated list of creditors of the above-captioned Debtor, is true and correct and consistent with the Debtor's books and records.

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

The Debtor has redacted personal addresses on the *Creditor Matrix* for privacy reasons.

¹ The last four digits of the Debtor's federal tax identification number are 6013. The Debtor's mailing address and principal place of business is 15211 N. Kierland Blvd., Suite 200, Scottsdale, Arizona 85254.

Fill in this information to identify the case:

Debtor name NJOY, 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 Corporate Ownership Statement, Certification Concerning Creditor Matrix

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

Executed on 9/15/16

X _____
 Signature of individual signing on behalf of debtor

Jeffrey Weiss
 Printed name

General Counsel and Interim President
 Position or relationship to debtor