

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ 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 VESTIS RETAIL GROUP, LLC, a Delaware limited liability company

2. All other names debtor used in the last 8 years f/k/a Collis EMS Financing, LLC

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 4 6 1 5 7 1 2 9 5

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>160 Corporate Court</u> Number Street	Number Street
	<u>Meriden CT 06450</u> City State ZIP Code	City State ZIP Code
	Location of principal assets, if different from principal place of business	
	<u>New Haven</u> County	Number Street
		City State ZIP Code

5. Debtor's website (URL) _____

6. Type of debtor

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

Partnership (excluding LLP)

Other. Specify: _____



Debtor VESTIS RETAIL GROUP, LLC
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 on a consolidated basis (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

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

- No
- Yes.

Debtor See Attachment 1 Relationship _____

District _____ When _____
MM / DD / YYYY

Case number, if known _____

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

Debtor VESTIS RETAIL GROUP, LLC
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 for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|------------------------------------------|----------------------------------------|--------------------------------------------|
| <input checked="" 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"/> 5,001-10,000 | <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 type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--------------------------------------------------|------------------------------------------------------|--------------------------------------------------------|
| <input checked="" 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 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 VESTIS RETAIL GROUP, LLC
Name

Case number (if known) _____

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 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 checked="" 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 04/18/2016
MM / DD / YYYY

X /s/ Thomas A. Kennedy Thomas A. Kennedy
Signature of authorized representative of debtor Printed name
Title Secretary

18. **Signature of attorney**

X /s/ Robert S. Brady 04/18/2016
Signature of attorney for debtor Date
MM / DD / YYYY

Robert S. Brady
Printed Name

Young Conaway Stargatt & Taylor, LLP
Firm name

1000 North King Street
Number Street

Wilmington DE 19801
City State Zip Code

(302) 571-6600 rbrady@ycst.com
Contact phone Email address

2847 DE
Bar number State

ATTACHMENT 1 TO VOLUNTARY PETITION

On the date hereof, each of the affiliated entities listed below (including the debtor in this chapter 11 case) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the "Court"). A motion has been filed or shortly will be filed with the Court requesting that the chapter 11 cases of these entities be consolidated for procedural purposes only and jointly administered.

Debtor Name	Federal EIN
Vestis Retail Group, LLC, a Delaware limited liability company	46-1571295
Vestis Retail Financing, LLC, a Delaware limited liability company	46-1399362
EMS Operating Company, LLC, a Delaware limited liability company	37-1762061
Vestis IP Holdings, LLC, a Delaware limited liability company	35-2512459
Bob's Stores, LLC, a New Hampshire limited liability company	83-0374675
EMS Acquisition LLC, a Delaware limited liability company	01-0820322
Sport Chalet, LLC, a Delaware limited liability company	95-4390071
Sport Chalet Value Services, LLC, a Virginia limited liability company	56-2417320
Sport Chalet Team Sales, LLC, a Delaware limited liability company	20-1398015

**WRITTEN CONSENT OF
THE BOARD OF MANAGERS**

OF

VESTIS RETAIL GROUP, LLC

April 18, 2016

The undersigned, being a majority of the members of the board of managers (the “Board”) of Vestis Retail Group, LLC, a Delaware limited liability company (the “Company”), acting pursuant to Sections 18-402 and 18-404(d) of the Delaware Limited Liability Company Act and Section 6.10 of the Company’s Third Amended and Restated Limited Liability Company Agreement, hereby consent to, authorize, and adopt the following resolutions:

Chapter 11 Filing

NOW THEREFORE, BE IT RESOLVED, that, in the judgment of the Board of the Company, 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 in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) seeking relief under the provisions of chapter 11 of title 11 of the United States Code (the “Bankruptcy Code” and the case commenced thereby, the “Chapter 11 Case”), and the filing of such a petition by the Company is authorized hereby.

RESOLVED FURTHER, that the Company’s Chief Executive Officer, Chief Financial Officer, Secretary, or General Counsel, and such officers, employees or agents as the Chief Executive Officer, Chief Financial Officer, Secretary, or General Counsel shall from time to time designate (each being an “Authorized Person” and all being the “Authorized Persons”) are hereby, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, deliver and verify any and all petitions and other documents in connection with the Chapter 11 Case and to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware at such time or in such other jurisdiction as such Authorized Person executing the same shall determine.

RESOLVED FURTHER, that the law firms of Klee, Tuchin, Bogdanoff & Stern LLP and Young, Conaway, Stargatt & Taylor, LLP are hereby engaged as the attorneys for the Company under respective general retainers in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED FURTHER, that the firms of FTI Consulting, Inc. and Lincoln Partners Advisors LLC are hereby engaged as financial advisor and investment banker, respectively, for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED FURTHER, that the firm of Kurtzman Carson Consultants LLC is hereby engaged as the claims and noticing agent for the Company in the Chapter 11 Case, subject to any requisite bankruptcy court approval.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized and empowered, in the name and on behalf of the Company, to retain or continue to employ such other professionals as they deem necessary, proper or desirable during the course of the Chapter 11 Case.

RESOLVED FURTHER, that the Authorized Persons be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to execute, deliver, certify, record and/or file and perform all petitions, documents, affidavits, schedules, motions, lists, applications, pleadings and other papers, in such form and with such additions and changes to any or all as such Authorized Person deems necessary, proper or desirable, and to take and perform any and all further acts and deeds as such Authorized Person deems necessary, proper or desirable in connection with the Chapter 11 Case, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof.

RESOLVED FURTHER, that the Authorized Persons be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to engage, employ and retain all assistance by legal counsel, special counsel, auctioneers, accountants, financial advisors or other professionals that such Authorized Person deems necessary, proper or desirable in connection with the Chapter 11 Case, subject to any requisite bankruptcy court approval, with a view to the successful prosecution of such case or to effect the purposes and intent of the foregoing resolutions.

Debtor-in-Possession Financing Facility

RESOLVED FURTHER, that in connection with the commencement of the Chapter 11 Case, the Board hereby (i) approves that certain *Ratification and Amendment Agreement* to the Company's first-lien revolving credit facility (the "DIP Credit Agreement") by and among Wells Fargo Capital Finance, LLC, as administrative agent, the Company, the other borrowers and guarantors from time to time party thereto, and the lenders from time to time party thereto, providing for a credit facility of up to \$125 million on the closing date of the financing referenced in this paragraph, which will be secured by certain of the assets of the Company and the other borrowers and guarantors thereunder, and (ii) consents to the execution, delivery and performance thereof by the Company and its Subsidiaries.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed to, in the name and on behalf of the Company, to amend, extend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolution.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed to, in the name and on behalf of the Company (and any such

actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects): (i) to cause the Company to perform, enter into, negotiate, execute, deliver, certify, file and/or record any and all of the agreements, documents and instruments referenced herein, and such other agreements, financing statements, undertakings, instruments, motions, affidavits, assignments, applications for approvals or ruling of governmental or regulatory authorities, certificates or written consents thereof as may be required or as such Authorized Person deems necessary, proper or desirable, in such form and substance and with such additions and changes to any or all of such terms and conditions as such Authorized Person deems necessary, proper or desirable, and (ii) to take or perform such other acts as may in the judgment of such person be or become necessary, proper or desirable, in order to effectuate fully the purposes and intent of the foregoing resolution and matters ratified or approved herein and the consummation of the transactions contemplated thereby, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof.

Asset Purchase Agreement

RESOLVED FURTHER, that, in connection with the commencement of the Chapter 11 Case, the Authorized Persons be, and each hereby is, authorized and empowered: (i) to execute, deliver and undertake any and all transactions contemplated by that certain Asset Purchase Agreement (together with any ancillary or related governing documents, certificates or agreements, the “Asset Purchase Agreement”), among the Company, Vestis Retail Financing, LLC, a Delaware limited liability company, EMS Operating Company, LLC, a Delaware limited liability company, Vestis IP Holdings, LLC, a Delaware limited liability company, Bob’s Stores, LLC, a New Hampshire limited liability company, EMS Acquisition LLC, a Delaware limited liability company, Sport Chalet, LLC, a Delaware limited liability company, Sport Chalet Value Services, LLC, a Virginia limited liability company, Sport Chalet Team Sales, LLC, a Delaware limited liability company, and Vestis BSI Funding II, LLC, a Delaware limited liability company, on substantially the same terms set forth in the Asset Purchase Agreement, in such form and with such additions and changes to any or all of such terms and conditions as such Authorized Person deems necessary, proper or desirable, and (ii) to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Asset Purchase Agreement, which such Authorized Person determines to be necessary, proper or advisable to perform the Company’s obligations under or in connection with the Asset Purchase Agreement and the transactions contemplated therein and to carry out fully the intent of the foregoing resolution, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof, subject to any requisite Bankruptcy Court approval.

RESOLVED FURTHER, that the Authorized Persons be, and each hereby is, authorized, empowered and directed, in the name and on behalf of the Company: (i) to negotiate, enter into, execute, deliver and perform or cause the performance of the Asset Purchase Agreement and such other documents to be negotiated, executed, delivered and performed in connection therewith, including such pledges, mortgages, guarantees, notes, security agreements, collateral security documents and other agreements, certificates, or instruments as such Authorized Person executing the same considers necessary, proper or desirable (collectively with the Asset Purchase Agreement, the “Asset Purchase Documents”), in such form and with such additions and changes

to any or all of such Asset Purchase Documents as such Authorized Person deems necessary, proper or desirable, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof, and (ii) to consummate the transactions contemplated by the Asset Purchase Documents on behalf of the Company and its subsidiaries, in each case, subject to any requisite Bankruptcy Court approval.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to amend, extend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions, subject to any requisite Bankruptcy Court approval.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company (and any such actions heretofore taken by any of them are hereby ratified, confirmed and approved in all respects): (i) to cause the Company to perform, enter into, negotiate, execute, deliver, certify, file and/or record any and all of the Asset Purchase Documents as may be required or as such Authorized Person deems necessary, proper or desirable, in such form and substance and with such additions and changes to any or all of such terms and conditions as such Authorized Person deems necessary, proper or desirable, and (ii) to take or perform such other acts as may in the judgment of such person be or become necessary, proper or desirable, in order to effectuate fully the purposes and intent of the foregoing resolutions and matters ratified or approved herein and the consummation of the transactions contemplated thereby, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof, in each case, subject to any requisite Bankruptcy Court approval.

Issuance of Press Release

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed, in the Company's name and on its behalf, to issue, or cause to be issued, a press release announcing, among other things, the Chapter 11 Case and the DIP Credit Agreement, in such form and with such additions to such press release as such Authorized Person deems necessary, proper or desirable, such determination to be conclusively evidenced by the taking of such action or the issuance thereof.

Subsidiaries

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Company and in its name, in its capacity as sole member of EMS Operating Company, LLC, Vestis IP Holdings, LLC, Bob's Stores, LLC, EMS Acquisition, LLC and Sport Chalet, LLC, to negotiate, enter into, execute, deliver, certify, record and/or file and perform or cause the performance of all petitions, documents, affidavits, schedules, motions, lists, applications, pleadings and other papers, in such form and with such additions and changes to any or all of such terms and conditions as such Authorized Person deems necessary, proper or desirable under and in connection with the

Chapter 11 Case and the DIP Credit Agreement, and, if applicable, to cause the same to be filed in the United States Bankruptcy Court for the District of Delaware, at such time or in such other jurisdiction as such Authorized Person executing the same shall determine necessary, desirable or advisable, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof.

General

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, authorized, empowered and directed to, in the name and on behalf of the Company, to amend, extend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing resolutions.

RESOLVED FURTHER, that the Authorized Persons be, and each of them hereby is, in all respects, authorized, empowered and directed, for and on behalf of the Company and in its name, to take or cause to be taken all such further action and to sign, execute, acknowledge, certify, deliver, accept, record and file, or to cause to be signed, executed, acknowledged, certified, delivered, accepted, recorded and filed, any and all further documents, certificates, instruments and notices, and any amendments thereto, in such form and with such additions and changes to any or all of such terms and conditions as such Authorized Person deems necessary, proper or desirable to carry out the intent or accomplish the purpose of the foregoing resolutions, such determination to be conclusively evidenced by the taking of such action or the execution and delivery thereof.

RESOLVED FURTHER, that any and all actions previously or hereafter taken and any and all documents, certificates or instruments (however characterized or described) previously or hereafter executed and delivered or filed and recorded on behalf of the Company, by the Authorized Persons, and others acting on pursuant to authority granted to them by the Board or by the Authorized Persons, in order to carry into effect the purposes and intent of the foregoing resolutions are hereby ratified, confirmed, adopted and approved in all respects.

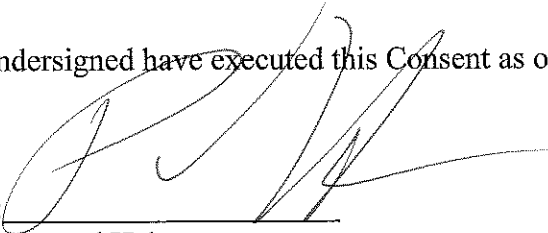
RESOLVED FURTHER, that all acts lawfully done or actions lawfully taken by any Authorized Person to seek relief on behalf of the Company under chapter 11 of the Bankruptcy Code, or in connection with the Chapter 11 Case, or any matter related thereto, including in connection with the DIP Credit Agreement, be, and they hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deed of the Company.

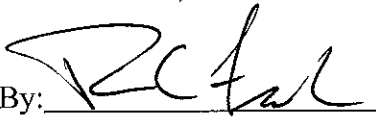
RESOLVED FURTHER, that, notwithstanding anything to the contrary in this Written Consent, the powers and authority of the Company's Chief Restructuring Officer (and, upon commencement of the Chapter 11 Case, the Company's co-Chief Restructuring Officers acting individually or together) granted under that certain Written Consent of the Member, dated as of April 16, 2016, may be exercised with the assistance of or by any Authorized Person at the direction of the Company's Chief Restructuring Officer or the co-Chief Restructuring Officers, as applicable.

RESOLVED FURTHER, that, the Chief Restructuring Officer (and, upon commencement of the Chapter 11 Case, the Company's co-Chief Restructuring Officers acting individually or together) is authorized to perform those undertakings specified in the DIP Credit Agreement and related agreements, which undertakings may be exercised with the assistance of or by any Authorized Person at the direction of the Company's Chief Restructuring Officer or the co-Chief Restructuring Officers, as applicable.

[Signature page follows]

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

By: 
Name: Paul Halpern
Title: Member, Board of Managers


By: 
Name: Raymond C. French
Title: Member, Board of Managers

By: _____
Name: Mark T. Walsh
Title: Member, Board of Managers

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

By: _____
Name: Paul Halpern
Title: Member, Board of Managers

By: _____
Name: Raymond C. French
Title: Member, Board of Managers

By:  _____
Name: Mark T. Walsh
Title: Member, Board of Managers

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

VESTIS RETAIL GROUP, LLC, a Delaware
limited liability company,¹

Debtor.

Chapter 11

Case No.: 16-_____ ()

**STATEMENT OF CORPORATE OWNERSHIP PURSUANT TO RULES 1007(a)
AND 7007.1 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE**

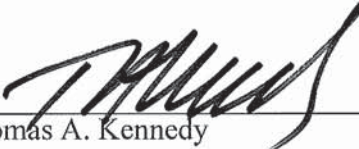
I, Thomas A. Kennedy, declare under penalty of perjury under the laws of the United States of America, to the best of my knowledge, information, and belief, as follows:

I am the Secretary of Vestis Retail Group, LLC, a Delaware limited liability company (the "Debtor").

The following entity directly owns more than 10% of the equity interests of the Debtor:

Vestis Retail Financing, LLC, a Delaware limited liability company (100%)
160 Corporate Court
Meriden, CT 06450

Dated: April 18, 2016



Thomas A. Kennedy
Secretary

¹ The Debtor's address and last four digits of its federal taxpayer identification number are: 160 Corporate Court, Meriden, CT 06450 (1295).

Fill in this information to identify the case:

Debtor name: VESTIS RETAIL GROUP, LLC¹

United States Bankruptcy Court for the: _____ District of Delaware

Case number (If known): _____

Check if this is an amended filing

Official Form 204

Chapter 11 or Chapter 9 Cases: Consolidated List of Creditors Who Have the 40 Largest Unsecured Claims and Are Not Insiders

12/15

A list of creditors holding the 40 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 40 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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
1. NIKE USA INC.	NIKE USA INC. Munsun Paik One Bowerman Dr BEAVERTON, OR 97005 Tel: 503-532-5035 Fax: 503-532-6708 Email: Munsun.Paik@nike.com	Trade Debt				\$7,343,453.19
2. UNDER ARMOUR, INC.	UNDER ARMOUR, INC. Kimberly Troast 2601 Port Covington Drive BALTIMORE, MD 21230 Tel: 410-468-2512 x6589 Fax: 410-468-2516 Email: ktroast@underarmour.com	Trade Debt				\$2,716,369.94

¹ The Debtor's address and the last four digits of its federal taxpayer identification numbers are: 160 Corporate Court, Meriden, CT 06450 (1295).

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

Name

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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
3. APTOS CANADA, INC. APTOS, INC.	APTOS CANADA, INC. APTOS, INC. Nathalie Roy 9300 Trans Canada Hwy., Suite 300 Saint-Laurent, QC H4S 1K5 Canada Tel: 514-428-2278 Fax: 514-428-0824 Email: NRoy@aptos.com	Trade Debt				\$2,250,801.53
4. WOLVERINE WORLD WIDE, INC.	WOLVERINE WORLD WIDE, INC. Stephanie Rectenwal 9341 Courtland Dr ROCKFORD, MI 49351 Tel: 616-863-4234 Fax: 616-866-5550 Email: Stephanie.Rectenwal@wwwinc.com	Trade Debt				\$1,913,523.99
5. LEVI STRAUSS & CO.	LEVI STRAUSS & CO. Michael Stapleton 3125 Chad Drive EUGENE, OR 97408 Tel: 541-242-7825 Fax: 541-242-7577 Email: MStapleton@levi.com	Trade Debt				\$1,693,416.27
6. NORTH FACE	NORTH FACE Darin Newton 850 County Rd CB APPLETON, WI 54914 Tel: 920-735-6849 Fax: 920-735-1933 Email: Darin_Newton@vfc.com	Trade Debt				\$1,622,648.14
7. ACCELL NORTH AMERICA INC	ACCELL NORTH AMERICA INC Patty Magnuson 6004 S 190th ST, Suite 101 Kent, WA 98032 Tel: 800-222-5527 x2420 Fax: 253-872-0257 Email: PMagnuson@accellna.com	Trade Debt				\$1,376,998.42

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

Name

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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
8. CARHARTT	CARHARTT Donn Fones 5750 Mercury Dr DEARBORN, MI 48126 Tel: 772-631-1550 Fax: 772-408-5221 Email: DFones@carhartt.com	Trade Debt				\$1,212,185.10
9. MARMOT MOUNTAIN INTERNATI	MARMOT MOUNTAIN INTERNATI Debby Robinson 5789 State Farm Dr., Ste 100 ROHNERT PARK, CA 94928 Tel: 707-544-4590 Fax: 707-544-1344 Email: DRobinson@marmot.com	Trade Debt				\$1,180,145.19
10. ONEILL SPORTSWEAR	ONEILL SPORTSWEAR John Scott 14350 Myford Rd IRVINE, CA 92606 Tel: 949-751-3316 Fax: 831-475-0544 Email: John.Scott@lajollagroup.com	Trade Debt				\$1,056,991.01
11. THE TIMBERLAND COMPANY	THE TIMBERLAND COMPANY Darin Newton 850 County Rd CB APPLETON, WI 54914 Tel: 920-735-6849 Fax: 920-735-1933 Email: Darin_Newton@vfc.com	Trade Debt				\$1,014,004.45
12. KUHL CLOTHING	KUHL CLOTHING Nate Fay 1635 SOUTH 5070 WEST, SUITE C Salt Lake City, UT 84104 Tel: 385-229-3780 Fax: n/a Email: Nate@kuhl.com	Trade Debt				\$917,367.76

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

Name

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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
13. PRANA, INC.	PRANA, INC. Jean Boudreau 14375 NW Science Park Dr PORTLAND, OR 97229 Tel: 503-985-4536 Fax: 503-985-5858 Email: jboudreau@columbia.com	Trade Debt				\$852,934.05
14. BRAVO SPORTS-PULSE SCOOTERS	BRAVO SPORTS-PULSE SCOOTERS Cherisse Cleofe P.O. Box 101125 PASADENA, CA 91189 Tel: 562-484-5100 Fax: 562-484-5183 Email: ccleofe@bravocorp.com	Trade Debt				\$810,472.11
15. EASTON BASEBALL/SOFTBALL INC	EASTON BASEBALL/SOFTBALL INC Stephanie Maghakian 7855 Haskell Ave Suite 200 VAN NUYS, CA 91406 Tel: 818-947-5042 Fax: 818-782-0930 Email: Stephanie.Maghakian@easton.com	Trade Debt				\$797,707.30
16. SKECHERS USA, INC.	SKECHERS USA, INC. Mark Morrison 228 Manhattan Beach Blvd Ste 200 MANHATTAN BEACH, CA 90266 Tel: 800-456-3627 x4301 Fax: 310-318-5019 Email: markm@skechers.com	Trade Debt				\$769,227.07
17. REEF	REEF Darin Newton 850 County Rd CB APPLETON, WI 54914 Tel: 920-735-6849 Fax: 920-735-1933 Email: Darin_Newton@vfc.com	Trade Debt				\$676,838.10

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

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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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
18. POLAR MAX /LONGWORTH IND	POLAR MAX /LONGWORTH IND Wendy Gatlin 480 E. Main St Candor, NC 27229 Tel: 800-552-8585 ext 24 Fax: 910-673-3875 Email: wendi.gatlin@polarmax.com	Trade Debt				\$632,176.59
19. ASICS AMERICA CORPORATION	ASICS AMERICA CORPORATION Craig Lindsay 80 Technology Dr IRVINE, CA 92618 Tel: 949-453-0321 Fax: 949-453-0292 Email: craig.lindsay@asics.com	Trade Debt				\$606,880.71
20. ADVANCED SPORTS INC.	ADVANCED SPORTS INC. Donna Steiner 10940 DUTTON RD. PHILADELPHIA, PA 19154-3204 Tel: 267-350-6157 Fax: 215-824-1051 Email: dsteiner@advancedsports.com	Trade Debt				\$600,084.80
21. VALASSIS DIRECT MAIL, INC.	VALASSIS DIRECT MAIL, INC. Jane Steiger 6 Armstrong Road 2nd Floor SHELTON, CT 06484 Tel: 203-225-9406 Fax: 734-591-4503 Email: steigerj@valassis.com	Trade Debt				\$594,136.63
22. WOLVERINE OUTDOORS, INC.	WOLVERINE OUTDOORS, INC. Stephanie Rectenwal 9341 Courtland Dr ROCKFORD, MI 49351 Tel: 616-863-4234 Fax: 616-866-0257 Email: Stephanie.Rectenwal@wwwinc.com	Trade Debt				\$591,535.50

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

Name

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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
23. NEW BALANCE ATHLETIC SHOE	NEW BALANCE ATHLETIC SHOE Mike Levesque 20 Guest St BOSTON, MA 02135 Tel: 617-746-2287 Fax: 617-787-9355 Email: Mike.Levesque@newbalance.com	Trade Debt				\$561,148.61
24. IMPEX INC.	IMPEX INC. Frank Lee 2801 S TOWNE AVENUE POMONA, CA 91766 Tel: 626-961-8686 x148 Fax: 626-961-9966 Email: Accounting148@impexfitness.com	Trade Debt				\$527,114.35
25. QUIKSILVER/ROXY	QUIKSILVER/ROXY John Ewing 15202 Graham St HUNTINGTON BEACH, CA 92649 Tel: 714-889-2256 Fax: 714-889-3700 Email: John.Ewing@quiksilver.com	Trade Debt				\$504,648.05
26. BILLABONG	BILLABONG Yvette Lafferty 117 Waterworks Way IRVINE, CA 92618 Tel: 949-753-7222 x3423 Fax: 949-753-7223 Email: ylafferty@billabong-usa.com	Trade Debt				\$500,245.40
27. OBOZ FOOTWEAR LLC	OBOZ FOOTWEAR LLC Jennifer Anthon 411 W Mendenhall St # B BOZEMAN, MT 59715 Tel: 406-522-0319 Fax: 406-586-9391 Email: jeni@obozfootwear.com	Trade Debt				\$482,019.99

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

Name

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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
28. KEEN, INC.	KEEN, INC. Shawna Arneson 515 NW 13th Avenue PORTLAND, OR 97209 Tel: 971-200-4320 Fax: 503-402-1545 Email: shawna.arneson@keenfootwear.com	Trade Debt				\$474,817.87
29. CONFLUENCE WATERSPORTS	CONFLUENCE WATERSPORTS Lissa Masters 575 Mauldin Road, Suite 200 GREENVILLE, SC 29607 Tel: 864-859-8648 Fax: 888-373-1220 Email: lissa.masters@kayaker.com	Trade Debt				\$469,524.72
30. SHOCK DOCTOR INC - MCDAVID	SHOCK DOCTOR INC - MCDAVID Dennis J. Goetz 110 Cheshire Lane, Suite 120 MINNETONKA, MN 55305 Tel: 952-767-2323 Fax: 952-767-2304 Email: dgoetz@unitedspb.com	Trade Debt				\$437,359.29
31. COLUMBIA SPORTSWEAR CO.	COLUMBIA SPORTSWEAR CO. Jean Boudreau 14375 NW Science Park Dr PORTLAND, OR 97229 Tel: 503-985-4536 Fax: 503-985-4160 Email: jboudreau@columbia.com	Trade Debt				\$435,666.75
32. LEE/VF JEANSWEAR, INC.	LEE/VF JEANSWEAR, INC. Darin Newton 850 County Rd CB APPLETON, WI 54914 Tel: 920-735-6849 Fax: 920-735-1933 Email: Darin_Newton@vfc.com	Trade Debt				\$427,576.43

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

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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 debt, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured 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
33. VANS, INC.	VANS, INC. Darin Newton 850 County Rd CB APPLETON, WI 54914 Tel: 920-735-6849 Fax: 920-735-1933 Email: Darin_Newton@vfc.com	Trade Debt				\$399,184.30
34. BLACK DIAMOND EQUIPMENT,	BLACK DIAMOND EQUIPMENT, Aaron Kuehne 2084 E. 3900 S Salt Lake City, UT 84124 Tel: 801-993-1364 Fax: 801-278-5544 Email: Aaron.Kuehne@bdel.com	Trade Debt				\$396,901.95
35. HANESBRANDS INC.	HANESBRANDS INC. Shelly Vickers 1000 East Hanes Mill Road WINSTON SALEM, NC 27105 Tel: 336-519-4793 Fax: 336-519-8746 Email: Shelly.Vickers@hanes.com	Trade Debt				\$390,413.12
36. CHIPPEWA BOOT CO.	CHIPPEWA BOOT CO. Mike Shapero P.O. BOX 99188 FORT WORTH, TX 76161 Tel: 603-635-7908 Fax: 817-390-2566 Email: Michael.Shapiro@Justinbrands.com	Trade Debt				\$387,229.91
37. OSPREY PACKS, INC	OSPREY PACKS, INC Youvonne Neeley 115 Progress Circle CORTEZ, CO 81321 Tel: 970-529-7550 Fax: 970-565-2120 Email: youvonne@ospreypacks.com	Trade Debt				\$380,709.61

Debtor

VESTIS RETAIL GROUP, LLC

Case number (if known)

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					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
38.	HI-TEC SPORTS USA, INC.	HI-TEC SPORTS USA, INC. Debbie Cardona 4801 Stoddard Road MODESTO, CA 95356 Tel: 209-545-1111 x356 Fax: 209-545-2543 Email: dcardona@hi-tec.com	Trade Debt				\$377,456.00
39.	ELECTRA BICYCLE COMPANY	ELECTRA BICYCLE COMPANY Lisa Simonds 801 West Madison Street WATERLOO, WI 53594 Tel: 800-476-2453 x12075 Fax: 920-478-9674 Email: Lisa_Simonds@trekbikes.com	Trade Debt				\$375,904.76
40.	WOODMAN LABS INC.	WOODMAN LABS INC. Manny Costa 3000 Clearview Way, Bldg E SAN MATEO, CA 94402 Tel: 650-332-7600 x7105 Fax: 650-332-7601 Email: mcosta@gopro.com	Trade Debt				\$368,752.61

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

Debtor Name VESTIS RETAIL GROUP, LLC
United States Bankruptcy Court for the: _____ District of Delaware
(State)
Case number (If known): _____

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.

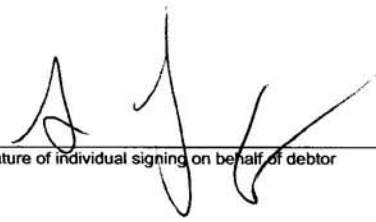
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- 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: Consolidated List of Creditors Who Have the 40 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 04/18/2016
MM / DD / YYYY

x



Signature of individual signing on behalf of debtor

Susan Riley
Printed name

Chief Financial Officer
Position or relationship to debtor

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re

VESTIS RETAIL GROUP, LLC, a Delaware
limited liability company,¹

Debtor.

Chapter 11


Case No.: 16-_____ ()

**VERIFIED LIST OF EQUITY SECURITY HOLDERS OF VESTIS RETAIL GROUP, LLC, A
DELAWARE LIMITED LIABILITY COMPANY, SUBMITTED IN ACCORDANCE WITH
FEDERAL RULE OF BANKRUPTCY PROCEDURE 1007(a)(3)**

I, Thomas A. Kennedy, am the Secretary of Vestis Retail Group, LLC, a Delaware limited liability company. I hereby certify under penalty of perjury under the laws of the United States that, to the best of my knowledge, information, and belief, the following constitutes a complete and correct list of the equity security holders of Vestis Retail Group, LLC, a Delaware limited liability company:

Vestis Retail Financing, LLC, a Delaware limited liability company (100%)
160 Corporate Court
Meriden, CT 06450

Dated: April 18, 2016



Thomas A. Kennedy
Secretary

¹ The Debtor's address and last four digits of its federal taxpayer identification number are: 160 Corporate Court, Meriden, CT 06450 (1295).