

Fill in this information to identify your case:

United States Bankruptcy Court for the:

SOUTHERN DISTRICT OF NEW YORK

Case number (if known)

Chapter

11

☐ Check if this an
amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

04/20

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 **S & A Distribution, Inc.**

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

FDBA Geox USA, Inc.
FDBA Shoes & Apparel Distribution

3. Debtor's federal
Employer Identification
Number (EIN) **58-2485366**

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of
business

334 S Buckhout St.
Irvington, NY 10533

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Westchester
County

Location of principal assets, if different from principal
place of business

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 **S & A Distribution, 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>.

4249**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9

☒ Chapter 11. **Check all that apply:**

A debtor who is a "small business debtor" must check the first sub-box. A debtor as defined in § 1182(1) who elects to proceed under subchapter V of chapter 11 (whether or not the debtor is a "small business debtor") must check the second sub-box.

- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D), and its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,725,625. If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if any of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☒ The debtor is a debtor as defined in 11 U.S.C. § 1182(1), its aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$7,500,000, **and it chooses to proceed under Subchapter V of Chapter 11.** If this sub-box is selected, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return, or if any 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 _____
District _____

When _____
When _____

Case number _____
Case number _____

Debtor **S & A Distribution, Inc.** Case number (if known) _____
Name

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	S & A Retail, Inc.	Relationship	Subsidiary
District	Southern District of New York	When	3/26/21
		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 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"/> 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 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 |

Debtor **S & A Distribution, Inc.** Case number (if known) _____
Name

16. Estimated liabilities

☐ \$0 - \$50,000

☐ \$50,001 - \$100,000

☐ \$100,001 - \$500,000

☐ \$500,001 - \$1 million

☐ \$1,000,001 - \$10 million

☒ \$10,000,001 - \$50 million

☐ \$50,000,001 - \$100 million

☐ \$100,000,001 - \$500 million

☐ \$500,000,001 - \$1 billion

☐ \$1,000,000,001 - \$10 billion

☐ \$10,000,000,001 - \$50 billion

☐ More than \$50 billion

Debtor **S & A Distribution, Inc.** Case number (if known) _____
Name

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**

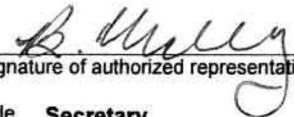
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

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 **March 26, 2021**
MM / DD / YYYY

X 
Signature of authorized representative of debtor
Title **Secretary**

Bridgette Nally
Printed name

18. Signature of attorney

X 
Signature of attorney for debtor

Date **March 26, 2021**
MM / DD / YYYY

Joseph T. Moldovan
Printed name

Morrison Cohen LLP
Firm name

909 Third Avenue
New York, NY 10022-4784
Number, Street, City, State & ZIP Code

Contact phone **(212) 735-8600** Email address **jmoldovan@morrisoncohen.com**

1868827 NY
Bar number and State

UNANIMOUS WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

AND THE SOLE SHAREHOLDER

OF

S & A DISTRIBUTION, INC.

The undersigned, being all of the directors and the sole shareholder of S & A DISTRIBUTION, INC., a Delaware corporation (the “**Corporation**”), acting pursuant to Sections 141(f) AND 228(a) of the General Corporation Law of the State of Delaware, authorizing actions to be taken on written consent without a meeting, hereby consent to the adoption of the following resolutions:

WHEREAS, the Sole Shareholder (the “**Shareholder**”) and Board of Directors (the “**Board**”) of the Corporation have received, considered, and reviewed reports furnished concerning the financial condition of the Corporation and have had discussions with counsel and other professionals; and

WHEREAS, it appearing in the business judgment of the Shareholder and Board that it is in the best interest of the Corporation to file a Voluntary Petition under Subchapter V of Chapter 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”), it is hereby

RESOLVED, that the Corporation initiate a case (the “**Case**”) under Subchapter V of Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court Southern District of New York; and it is further

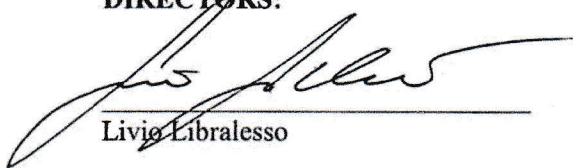
RESOLVED, that the Corporation is authorized and directed to prepare or cause to be prepared all documents, petitions, pleadings, and other instruments necessary or appropriate including any financing facilities, to cause the initiation and prosecution of a case under the Bankruptcy Code (the “**Instruments**”); and it is further

RESOLVED, that, each of the directors and corporate officers, shall be authorized to sign and execute, singly, the Instruments and any other documents required in order to file and manage the Case on behalf of the Corporation; and it is further

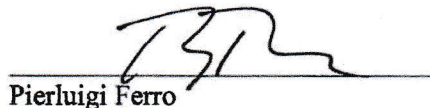
RESOLVED, that, subject to Bankruptcy Court approval, the Corporation is hereby authorized to employ and retain the following professionals to assist it in the bankruptcy process: Morrison Cohen LLP, as general and bankruptcy counsel for the Corporation; Ryniker Consultants, LLC, as financial advisor to the Corporation; and Omni Agent Solutions d/b/a Omni as Claims and Noticing Agent.

IN WITNESS WHEREOF, the undersigned directors and the Sole Shareholder have executed this unanimous consent as of March 23, 2021.

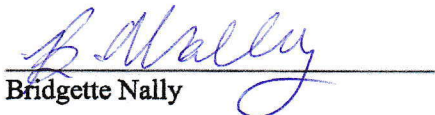
DIRECTORS:



Livio Libralesso



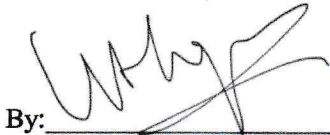
Pierluigi Ferro




Bridgette Nally

SOLE SHAREHOLDER:

GEOX HOLLAND B.V.


By: _____
Name: W. Hoogstraate
Title: Managing Director


By: _____
Name: Livio Libralesso
Title: Director

**United States Bankruptcy Court
Southern District of New York**

In re **S & A Distribution, 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
Geox Holland B.V. Verlengde Poolseweg 14 4818 CL Breda The Netherlands			100% Owner

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the **Secretary** 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 **March 26, 2021**

Signature


Bridgette Nally

*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
Southern District of New York**

In re **S & A Distribution, 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 **S & A Distribution, 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:

Geox Holland B.V.
Verlengde Poolseweg 14
4818 CL Breda
The Netherlands

☐ None [*Check if applicable*]

March 26, 2021

Date


Joseph T. Moldovan

Signature of Attorney or Litigant
Counsel for **S & A Distribution, Inc.**
Morrison Cohen LLP
909 Third Avenue
New York, NY 10022-4784
(212) 735-8600 Fax:(212) 735-8708
jmoldovan@morrisoncohen.com

Debtor name S & A Retail, Inc. and S & A Distribution, Inc.**UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK**

Case No. (If known) _____

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Reported on a Consolidated Basis)**

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 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 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 29 West 34 Owner, LLC c/o SL Green Realty Corp Attn: Andrew Mathias/Neil Kessner 420 Lexington Ave New York, NY 10170	29 West 34 Owner, LLC Tel: 212-216-6138	Lease	Disputed			\$3,750,743.54
2 Aventura Mall Venture c/o Turnberry Associates Attn: Kaye Rodney Legal Dept 19501 Biscayne Blvd, Ste 400 Miami, FL 33180	Aventura Mall Venture	Lease				\$344,088.18
3 Simon/Clarksburg Development P.O. Box 772986 Chicago, IL 60677	Simon/Clarksburg Development	Lease				\$50,607.69
4 Dhl Global Forwarding - Italy Via Delle Industrie N.1 Pozzuolo Martesa, MI 20060 Italy	Dhl Global Forwarding - Italy	Trade				\$12,275.13
5 Opentext Inc - Gxs 24685 Network PI Chicago, IL 60673	Opentext Inc - Gxs	Trade				\$3,640.52

Debtor name S & A Retail, Inc. and S & A Distribution, Inc.

Case No. (If known) _____

(Continuation Sheet)

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 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
6 Icot Inc 363 Bond St, Ste 902 Brooklyn, NY 11231	Icot Inc	Trade				\$2,400.00
7 Florida Dept of Revenue P. O. Box 6668 Tallahassee, FL 32314-6668	Florida Dept of Revenue	Taxing Authority	Contingent & Unliquidated			Undetermined
8 Illinois Dept of Revenue Attn: Bankruptcy Unit P.O. Box 19035 Springfield, IL 62794-9035	Illinois Dept of Revenue	Taxing Authority	Contingent & Unliquidated			Undetermined
9 Comptroller of Maryland Westfield Wheaton South Building 11002 Veirs Mill Rd, Ste 408 Wheaton, MD 20902	Comptroller of Maryland	Taxing Authority	Contingent & Unliquidated			Undetermined
10 NYS Sales Tax Processing P.O. Box 1208 JAF Bldg New York, NY 10116-1208	NYS Sales Tax Processing	Taxing Authority	Contingent & Unliquidated			Undetermined

Fill in this information to identify the case:

Debtor name S & A Distribution, Inc.

United States Bankruptcy Court for the: SOUTHERN DISTRICT OF NEW YORK

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.

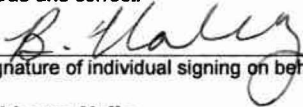
I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ 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 March 26, 2021

x


Signature of individual signing on behalf of debtor

Bridgette Nally

Printed name

Secretary

Position or relationship to debtor