

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

In re:)	
)	Chapter 11
)	
NEWBURY COMMON)	Case No. 15 - 12507 (LSS)
ASSOCIATES, LLC, <u>et al.</u> ,)	
)	Jointly Administered
Debtors. ¹)	
)	Re: Docket No. 177

**NOTICE OF FILING OF AMENDED EXHIBITS IN SUPPORT OF DECLARATION OF
MARC BEILINSON IN SUPPORT OF ADDITIONAL CHAPTER 11
PETITIONS AND FIRST DAY PLEADINGS**

PLEASE TAKE NOTICE that, on February 3, 2016, the above-captioned debtors and debtors-in-possession (each a “**Debtor**” and, collectively, the “**Debtors**”) filed the *Declaration of Marc Beilinson in Support of Additional Chapter 11 Petitions and First Day Pleadings* (the “**Declaration**”)² [Docket No. 177].

PLEASE TAKE FURTHER NOTICE that the Organizational Chart attached as Exhibit A to the Declaration, the Prepetition Capital Structure Chart attached as Exhibit B to the Declaration, and the List of Purported Guarantees attached as Exhibit C to the Declaration (collectively, the “**Original Exhibits**”) each inadvertently indicated that 88 Hamilton Avenue Associates, LLC was not a Debtor.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Newbury Common Associates, LLC (3783); Seaboard Realty, LLC (6291); 600 Summer Street Stamford Associates, LLC (6739); Seaboard Hotel Member Associates, LLC (8984); Seaboard Hotel LTS Member Associates, LLC (6005); Park Square West Member Associates, LLC (9223); Seaboard Residential, LLC (2990); One Atlantic Member Associates, LLC (4120); 88 Hamilton Avenue Member Associates, LLC (5539); 316 Courtland Avenue Associates, LLC (0290); 300 Main Management, Inc. (6365); 300 Main Street Member Associates, LLC (2334); PSWMA I, LLC (6291); PSWMA II, LLC (6291); Tag Forest, LLC (8974); Newbury Common Member Associates, LLC (3909); Century Plaza Investor Associates, LLC (1480); Seaboard Hotel Associates, LLC (2281); Seaboard Hotel LTS Associates, LLC (8811); Park Square West Associates, LLC (9781); Clocktower Close Associates, LLC (3154); One Atlantic Investor Associates, LLC (7075); 88 Hamilton Avenue Associates, LLC (5749); 220 Elm Street I, LLC (7540); and 300 Main Street Associates, LLC (8501). The Debtors’ corporate headquarters is located at, and the mailing address for each Debtor is, 1 Atlantic Street, Stamford, CT 06901.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Declaration.

PLEASE TAKE FURTHER NOTICE that the Debtors have amended the Original Exhibits (the “**Amended Exhibits**”) to reflect that 88 Hamilton Avenue Associates, LLC is a Debtor. The Amended Exhibits are attached hereto as Exhibits A, B, and C.

Dated: February 4, 2016
Wilmington, Delaware

Respectfully submitted,

By: /s/ Sean T. Greecher

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*Proposed Attorneys for the Debtors and
Debtors in Possession*

EXHIBIT A

Amended Organizational Chart

Original Debtors
Additional Debtors

John DiMenna ("JD") – 50% (resigned 12/2/15)
Thomas Kelly, Jr. ("TK") – 25%
William A. Merritt, Jr. ("WM") – 25%
Waterbridge Advisors appointed as ID (12/17/15)

Seaboard Realty, LLC (CT)

Seaboard Master Chart*
Lienholder: Patriot Nat'l Bank (UCC filed 7/21/14; 12/29/14); Cedar Hill (UCC filed 3/24/15; 5/14/15)
Loans:
\$3M Patriot Nat'l Bank revolving credit facility (7/18/14, 12/29/14) (Mat. Date 11/1/15)
\$4M: Cedar Hill (3/25/15; matures 3/31/16);
\$1M: Cedar Hill (5/14/15; matures 3/31/16).

PSWMA II, LLC (CT): (12/23/2011) Manager: Seaboard Realty, LLC
Member: Seaboard Realty, LLC (100%)
PSWMA I, LLC (CT): (12/23/2011) Manager: Seaboard Realty, LLC
Member: PSWMA II, LLC (100%)
Lienholder: UCF 1 Trust 1 (filed 11/8/12)
Pledge: membership interests in Park Square Member Associates, LLC to UCF I Trust 1 – TBD

316 Courtland Avenue Associates, LLC (CT) (2004)

Manager: Seaboard Realty, LLC
Members: Seaboard (25%), TK et al
Owned 316 Courtland Ave – Sold 4/20/05

600 Summer Street Stamford Associates, LLC (CT) (1/20/06)

Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%), TK et al.

One Atlantic Member Associates, LLC (CT) (8/16/07)

Manager: Seaboard Realty, LLC
Members: JD (33%); WM (33%); TK Trust (28%); TLK LLC (5%)
Lienholder:
CPR Money Loan, LLC (\$3M) (pledge of all membership interests in One Atlantic Investor Associates, LLC) (UCC filed 10/10/14)

88 Hamilton Avenue Member Associates, LLC (CT) (5/14/08)

Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%), TK et al.

Newbury Common Member Associates, LLC (CT) (3/1/09)

Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%), TK et al.

Seaboard Hotel Member Associates, LLC (CT) (1/31/11)

Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%)
Lienholders:
UCF I Trust 1 (\$3.5M Sr Mezz) (UCC filed 12/3/12)
CPR Money, LLC (\$3M Jr Mezz) (UCC filed 10/10/14)
Loans:
\$3.5M UCF I Trust 1 (dated 11/30/12; matures 6/1/14). Collateral includes (1) borrower's pledge of 100% interest in Seaboard Hotel Associates, LLC (2) Seaboard Hotel LTS Member Associates' pledge of 100% interest in Seaboard Hotel Associates, LLC

Park Square West Member Associates, LLC (CT) (3/4/11)

Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%)
Lienholder:
IDBNY (UCC filed 9/26/13)

Seaboard Hotel LTS Member Associates, LLC (CT) (2/24/12)

Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%)
Lienholders:
UCF I Trust 1 (\$3.5M Sr Mezz) (UCC filed 12/31/12)
CPR Money, LLC (\$3M Jr Mezz) (UCC filed 10/10/14)
Loans:
\$3M CPR Money LLC (dated 9/30/14). Lender controls funds in \$1.7M Construction Reserve. Collateral includes (1) borrower's pledge of 100% interest in Seaboard Hotel LTS Associates, LLC (2) Seaboard Hotel Member Associates' pledge of 100% interest in Seaboard Hotel Associates, LLC; (3) pledge by One Atlantic Member Associates, LLC's pledge of 100% interest in One Atlantic Investor Associates, LLC, Seaboard Hotel Associates, LLC.

Seaboard Residential, LLC (CT) (11/19/12)

A. 25% of Century Plaza, 100 Prospect St, Stamford CT
B. 100% Clocktower Close Associates, LLC
C. 90% 300 Main St. Associates, LLC
Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%), TK et al.
Lienholders:
First County Bank (pledge membership interest in 300 Main St. Associates) (UCC filed 9/20/13)
Citizens Bank, N.A. (UCC filed 2/4/14)
Cedar Hill Capital (UCC filed 3/24/15)
Mortgage Loans:
\$20.5M Citizens Bank, N.A. Open End Mortgage Deed and Security Agreement (recorded 12/5/13).
\$4M Cedar Hill: Guaranty Agreement, Security Agreement (dated 3/25/15), Open End Mortgage Deed and UCC Statement to Secure Guaranty (recorded 3/26/15)

300 Main Street Member Associates, LLC (CT) (4/4/13)

9% Member of 300 Main St. Associates, LLC
Manager: Seaboard Realty, LLC
Members: Seaboard Realty (25%)
Lienholders:
First City Bank (UCC filed 9/20/13 pledge all membership interests in 300 Main St. Associates, LLC)

220 Elm Street I, LLC (DE)

50% of 220 Elm St., New Canaan, CT (Office BLDG) \$10.1M; \$10.2M stabilized
Manager: Board designated by Member (TK, WM, WB)
Members: 316 Courtland Avenue Associates, LLC (100%)

Century Plaza Investor Associates, LLC (DE)

75% of 100 Prospect St., Stamford, CT (aka Century Plaza) \$29M
Members: 600 Summer Street Stamford Associates, LLC (100%)
Lienholder:
Citizens Bank, NA (UCC filed 1/29/14)
Cedar Hill Capital, LLC (UCC filed 3/24/15)

One Atlantic Investor Associates, LLC (DE)

1 Atlantic St. Stamford CT (Office BLDG) \$25,650,000
Manager: Board (TK, WM, WB) designated by Member
Members: One Atlantic Member Associates, LLC (100%)
Lienholders:
Citizens Bank, N.A. (UCC filed 3/13/14)
Cedar Hill Capital, LLC (UCC filed 3/24/15)

88 Hamilton Avenue Associates, LLC (DE)

88 Hamilton Ave., Stamford, CT. (Mixed use BLDG) \$32,500,000
Members: 88 Hamilton Member Avenue Associates (100%)
Lienholders:
Nativix Real Estate Capital, LLC (and Wilmington Trust, N.A. as Trustee) (UCC Filed 6/9/15)
Cedar Hill Capital, LLC (UCC filed 3/24/15)
Citizens Bank, N.A. (UCC filed 3/13/14 corresponding loan paid off)

Newbury Common Associates, LLC (DE)

Owned Newbury Common Apartments, 1450 Washington Blvd., Stamford, CT (Sold 12/20/10)
Members: Newbury Common Member Associates, LLC (100%)
Lienholders:
Federal Home Loan Mortgage Corp. (and BANA, as Trustee).

Seaboard Hotel Associates, LLC (DE)

Courtyard Marriott, 275 Summer St., Stamford (aka 71 - 79 Broad St.) \$29M
Manager/Member: Seaboard Hotel Member Associates, LLC (100%)
Lienholders:
Webster Bank, N.A.
Cedar Hill Capital, LLC
Loan:
\$17.464M Webster Bank, N.A. (matures 5/1/16) Commercial Leasehold Mortgage Deed, Security Agreement, Fixture Filing and Assignment of Subleases and Rents, including Ex. Assignment of Subleases and Rents (recorded 5/4/11)
\$1M Cedar Hill: Guaranty Agreement (dated 5/14/15); Leaseholder Open-End Mortgage Deed, Security Agreement, and UCC-1 Financing Statement (recorded 5/14/15)

Park Square West Associates, LLC (DE)

Park Square West, 101 Summer St., Stamford CT (143 apartments) \$54,350,000
Manager/Member: Park Square West Member Associates, LLC (100%)
Lienholders:
CT Housing Finance Authority
Loan:
A. \$22.5M CT Housing Finance Authority (matures 1/1/36). Mortgage Deed, Building Loan Agreement, Security Agreement, Coll. Assignment of Leases and Rentals (all - 11/19/98). Assumption Agreement (recorded 1/3/12).

Seaboard Hotel LTS Associates, LLC (DE)

Marriott Residence Inn
Parcel I - 23 aka 23-25 Atlantic St.
Parcel II - 37 Atlantic St.
Parcel III - 35 Atlantic St.
\$10.7M; \$42M completed; \$47M stabilized
Manager/Member: Seaboard Hotel LTS Member Associates, LLC (100%)
Lienholder:
IDBNY (UCC filed 12/28/12)
Mechanic's Lien:
A. Gerdau Ameristeel US, Inc. \$31,345.72 (Recorded 3/27/15)
B. Baker Concrete \$620,713.65 (Recorded 12/11/15)
C. Pappalohn Company \$5,622,367.91 (Recorded 12/21/15)
D. FGB Construction Company \$95,524.74 (recorded 1/15/16)
E. Allstate Fire Systems, LLC \$75,525.35 (executed 1/5/16)

Clocktower Close Associates, LLC (DE)

Owns/Selling 129 Condo units at Clocktower Close Condominium, Norwalk, CT \$900k
Manager: Board (TK, WM, WB) designated by Member
Member: Seaboard Residential, LLC (100%)
Loans (mature 12/1/33)
A. \$504k First City Bank. Mortgage Deed (recorded 11/14/08). Assignment of Leases and Rentals (recorded 11/14/08). Partial Release of Mortgage, Assignment of Rents and Leases and UCC-1 Financing Statement x2 (Unit 247 recorded 10/29/09; Unit 258 6/1/10).

300 Main Street Associates, LLC (DE)

300 Main St. Stamford, CT (Office BLDG, offices, retail, parking garage)
Manager: 300 Main Mgmt., Inc.
Members: Seaboard Residential, LLC (90%); 300 Main St. Member Associates, LLC (9%); 300 Main Management, Inc. (1%).
Lienholder:
U.S. Bank, N.A. (UCC filed 9/11/13)
Mortgage Loan
\$11.5M U.S. Bank, N.A., as Trustee for the Registered Holders of Greenwich Capital Commercial Funding Corp. Commercial Mortgage Trust 2007-669. Commercial Mortgage Pass-Through Certificates, Series 2007-669. Originally lent by Goldman Sachs Comm'l Mortgage Capital. (matures 2/6/17). Mortgage, Assignment of Leases and Rents, Security Agreement and Fixture Filing (dated 1/19/07). Note and Mortgage Assumption Agreement (recorded 9/11/13). Master Servicer: Wells Fargo Special Servicer: LNR Partners

*The information set forth herein is based upon currently available information. The Debtors are continuing to review their assets, liabilities and ownership interests and the descriptions of the Debtors' prepetition debt facilities and the collateral securing those facilities provided herein does not constitute, and should not be construed as, an admission by the Debtors regarding the validity, priority, enforceability, perfection, or amount of any obligation, claim, guarantee, lien, mortgage, pledge, or other security interest, or any other fact with respect thereto, and the Debtors reserve all rights to challenge or dispute any of the foregoing on any basis whatsoever except to the extent as set forth in the Emergency Motion of the Debtors for Entry of Interim and Final Orders (i) Authorizing the Use of Cash Collateral; (ii) Granting Adequate Protection to Prepetition Secured Parties; and (iii) Scheduling a Final Hearing and in the proposed interim order attached thereto.

Tag Forest, LLC (CT): (10/12/06)

Owned 11 Forest St., Stamford, CT. Property Sold
Manager: Seaboard Realty
Members: JD, TK, WM, TLK Seaboard Investments, LLC
Lienholder: Cedar Hill Capital, LLC (UCC filed 3/24/15)
Loans:
Guaranty: \$4M Cedar Hill. Guaranty Agreement, Security Agreement, Open End Mortgage Deed and UCC Statement to Secure Guaranty (dated 3/25/15)

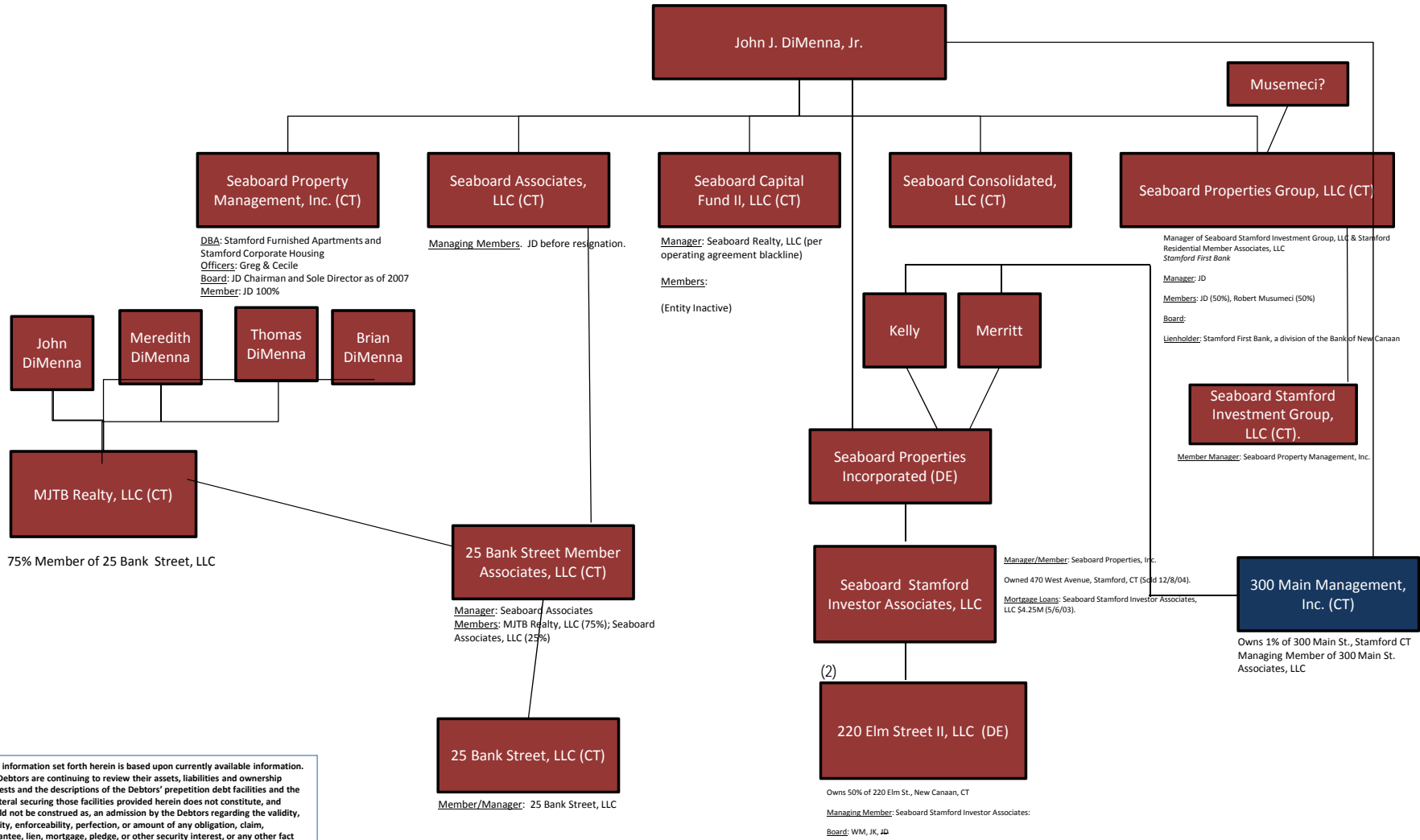
300 Main Management, Inc.

1% Managing Member
300 Main St. Associates, LLC
Manager: Seaboard Realty, LLC
Members: Seaboard Realty, LLC (25%), TK et al.

First City Bank Loan:
A. \$2M First City Bank. (dated 9/9/13; matures 2/15/16)
Members of 300 Main pledged membership interests in 300 Main as collateral. Secured by unrecorded mortgage against 300 Main. Covenant not to Mortgage, Encumber, Transfer, or Sell (recorded 9/18/13).

Non-Debtors

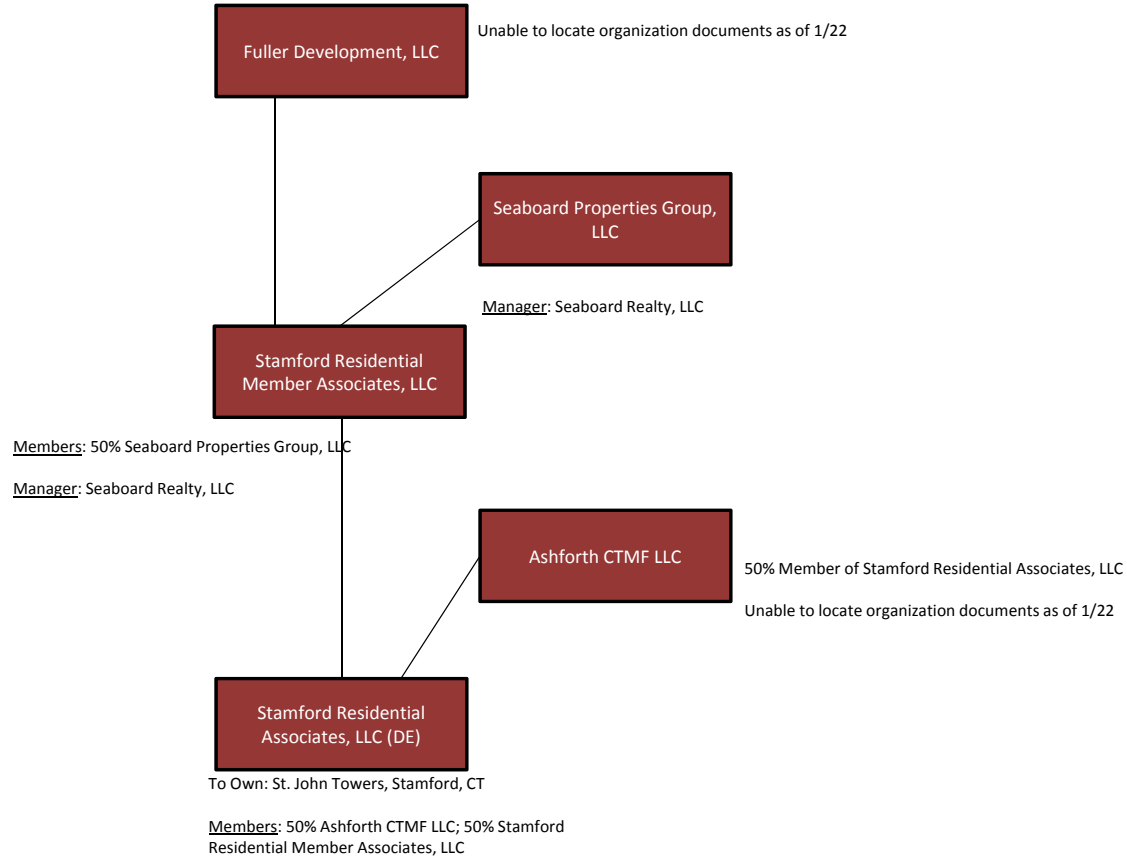
Known DiMenna Properties*



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Non-Debtors

Known DiMenna Properties: St. John's Project*



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EXHIBIT B

Amended Prepetition Capital Structure Chart

Prepetition Capital Structure*						
	Lender	1st Mortgage	2nd Mortgage	Mezzanine Loans	Revolving Credit Facility	Total
220 Elm Property	People's United	\$5,890,000	\$1,154,000			\$7,044,000
100 Prospect Property	Citizens Bank	\$20,500,000				\$20,500,000
1 Atlantic Property	Citizens Bank	\$19,870,000				\$19,870,000
88 Hamilton Property	Natixis	\$23,000,000				\$23,000,000
Courtyard Marriott Property	Webster Bank UCF I ¹	\$17,464,000		\$3,500,000		\$20,964,000
Park Square West Property	Connecticut HFA UCF I ² IDB	\$22,502,000		\$15,300,000 \$5,000,000		\$42,802,000
Residence Inn Property	IDB CPR ³	\$11,045,000	\$7,000,000		\$3,000,000	\$21,045,000
Clocktower Property	FCB	\$504,000				\$504,000
300 Main Property	U.S. Bank FCB	\$11,500,000	\$2,000,000			\$13,500,000
Seaboard Realty	Cedar Hill ⁴ Patriot National Bank ⁵			\$4,000,000 \$1,000,000	\$3,000,000	\$8,000,000
Total		\$132,275,000	\$10,154,000	\$31,800,000	\$3,000,000	\$177,229,000

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¹The \$3.5M UCF 1 mezzanine loan is cross collateralized with the Residence Inn Property.

²As security for this mezzanine loan, John J. DiMenna, Jr., Thomas L. Kelly, Jr., and William A. Merritt, Jr. granted and pledged their membership interests in Seaboard Realty, LLC.

³The \$3M CPR mezzanine loan is cross collateralized with the Courtyard Marriott Property, and the 1 Atlantic Property.

⁴The \$4M Cedar Hill loan is secured by purported guarantees set forth in Exhibit C, and a security agreement granting Cedar Hill a second lien on all of Seaboard Realty's property. The \$4M Cedar Hill loan is also secured by a security interest in Seaboard Realty's membership interests in Original Debtors Seaboard Residential, LLC, 600 Summer Street Stamford Associates, LLC, 88 Hamilton Avenue Member Associates, LLC, and Park Square West Member Associates, LLC. The \$4M loan is further secured by recorded *Open-End Mortgage Deeds* encumbering the 100 Prospect Property, 1 Atlantic Property, and 88 Hamilton Property.

The \$1M Cedar Hill loan is secured by purported guarantees set forth in Exhibit C, a security agreement granting Cedar Hill a second lien on all of Seaboard Realty's property, and a recorded *Leaseholder Open-End Mortgage Deed* encumbering the Courtyard Marriott Property.

⁵Seaboard Property Management, Inc. is a co-borrower for this credit facility.

EXHIBIT C

Amended List of Purported Guarantees

List of Purported Guarantees*

		<u>PSWMA I, LLC</u>	<u>One Atlantic Member Associates, LLC</u>	<u>Seaboard Hotel Member Associates, LLC</u>	<u>Seaboard Residential, LLC</u>	<u>Century Plaza Investor Associates, LLC</u>	<u>One Atlantic Investor Associates, LLC</u>	<u>88 Hamilton Ave. Associates, LLC</u>	<u>Seaboard Hotel Associates, LLC</u>	<u>Park Square West Associates, LLC</u>	<u>Tag Forest, LLC</u>	<u>John J. DiMenna, Jr.</u>	<u>Thomas L. Kelly, Jr.**</u>	<u>William A. Merritt, Jr.**</u>	<u>TLK Partners, LLC**</u>	<u>TLK Seaboard Investments, LLC**</u>	<u>Kelly 2007 Family Trust**</u>
Mortgage Loans																	
220 Elm	220 Elm Mortgage Obligation											✓	✓	✓			
	Second 220 Elm Mortgage Obligation											✓	✓	✓			
100 Prospect	100 Prospect Mortgage Obligation											✓	✓	✓			
1 Atlantic	1 Atlantic Mortgage Obligation											✓	✓	✓			
88 Hamilton	88 Hamilton Mortgage Obligation											✓					
Courtyard	Seaboard Hotel Mortgage Obligation											✓	✓	✓			
Residence Inn	Seaboard LTS Mortgage Obligation											✓	✓	✓			
	Seaboard LTS Subordinate Mortgage Obligation											✓	✓	✓			
300 Main	300 Main Mortgage Obligation											✓	✓	✓			
Mezzanine Loans	Seaboard Hotel Member Mezzanine Loan Obligation											✓	✓	✓			
	PSW Member Mezzanine Loan Obligation	✓								✓		✓	✓	✓			
	Seaboard LTS Member Mezzanine Loan Obligation		✓	✓								✓					
Cedar Hill	\$4M Promissory Note				✓	✓	✓	✓		✓	✓	✓	✓	✓	✓	✓	✓
	\$1M Promissory Note (guarantees are limited)								✓			✓	✓	✓	✓		
<p>*The information set forth herein is based upon currently available information. The Debtors are continuing to review their assets, liabilities and ownership interests and the descriptions of the guarantees herein does not constitute, and should not be construed as, an admission by the Debtors regarding the validity, priority, enforceability, perfection, or amount of any obligation, claim, guarantee, lien, mortgage, pledge, or other security interest, or any other fact with respect thereto, and the Debtors reserve all rights to challenge or dispute any of the foregoing on any basis whatsoever except to the extent as set forth in the Emergency Motion of the Debtors for Entry of Interim and Final Orders (I) Authorizing the Use of Cash Collateral; (II) Granting Adequate Protection to Prepetition Secured Parties; and (III) Scheduling a Final Hearing and in the proposed interim order attached thereto.</p>																	
<p>**The purported guarantees are disputed by Thomas L. Kelly, Jr., William A. Merritt, Jr., TLK Partners, LLC, TLK Seaboard Investments, LLC, and the Kelly 2007 Family Trust.</p>																	