

**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)	
)	
In re:	)	Chapter 11
)	
220 ELM STREET II, LLC,)	
	)	Joint Administration Requested
Debtor.)	
)	

**DEBTORS’ SUPPLEMENTAL MOTION FOR JOINT ADMINISTRATION AND
APPLICATION OF CERTAIN PREVIOUSLY ENTERED ORDERS**

Newbury Common Associates, LLC and its affiliated debtors and debtors in possession jointly administered under Case No. 15-12507 (LSS) (collectively, the “**Original**”²

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 The Original Debtors are: Newbury Common Associates, LLC; Seaboard Realty, LLC; 600 Summer Street Stamford Associates, LLC; Seaboard Hotel Member Associates, LLC; Seaboard Hotel LTS Member Associates, LLC; Park Square West Member Associates, LLC; Seaboard Residential, LLC; One Atlantic Member Associates, LLC; 88 Hamilton Avenue Member Associates, LLC; 316 Courtland Avenue Associates, LLC; 300 Main Management, Inc.; 300 Main Street Member Associates, LLC; PSWMA I, LLC; PSWMA II, LLC; and Tag Forest, LLC.

and Additional³ Debtors”), and 220 Elm Street II, LLC (“**220 Elm Street II**” and together with the Original and Additional Debtors, the “**Debtors**”), by and through their undersigned attorneys, hereby file this motion (the “**Motion**”) for entry of an order, substantially in the form attached hereto as **Exhibit A** directing joint administration of the Original and Additional Debtors’ chapter 11 cases with the chapter 11 case of the 220 Elm Street II, and the application of previously entered orders of the Original and Additional Debtors’ chapter 11 cases to 220 Elm Street II’s chapter 11 case, except for the *Order Extending the Time to File the Schedules and Statements* [Docket No. 20] (the “**Schedules Order**”). In support of this Motion, the Debtors rely upon and incorporate by reference the *Declaration of Marc Beilinson in Support of Chapter 11 Petitions* (the “**First Day Declaration**”), filed on December 14, 2015 [Docket No. 5], and the *Declaration of Marc Beilinson in Support of Additional Chapter 11 Petitions and First Day Pleadings* (the “**Supplemental First Day Declaration**”),⁴ and respectfully state as follows:

JURISDICTION

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the *Amended Standing Order of Reference* from the United States District Court for the District of Delaware dated as of February 29, 2012. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Pursuant to Rule 9013-1(f) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the Debtors consent to the entry of a final judgment or order with respect to this Motion

³ The Additional Debtors are: Newbury Common Member Associates, LLC; Century Plaza Investor Associates, LLC; Seaboard Hotel Associates, LLC; Seaboard Hotel LTS Associates, LLC; Park Square West Associates, LLC; Clocktower Close Associates, LLC; One Atlantic Investor Associates, LLC; 88 Hamilton Avenue Associates, LLC; 220 Elm Street I, LLC; and 300 Main Street Associates, LLC.

⁴ Each capitalized term used but not defined herein shall have the meaning ascribed to it in the First Day Declaration or the Supplemental First Day Declaration.

if it is determined that this Court would lack Article III jurisdiction to enter such final order or judgment absent the consent of the parties.

2. Venue of these chapter 11 cases and this Motion is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The statutory predicates for the relief sought hereby are Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rule 1015-1 of the Local Rules.

BACKGROUND

4. On December 13, 2015, the Original Debtors, with the exception of Tag Forest, LLC (“**Tag**”), each commenced a voluntary case under chapter 11 of the Bankruptcy Code. On December 14, 2015, Tag commenced its voluntary case under chapter 11 of the Bankruptcy Code. On February 3, 2016, the Additional Debtors, with the exception of 88 Hamilton Avenue Associates, LLC (“**88 Hamilton**”), each commenced a voluntary case under chapter 11 of the Bankruptcy Code. On February 4, 2016, 88 Hamilton commenced its voluntary case under chapter 11 of the Bankruptcy Code. On the date hereof, 220 Elm Street II commenced its voluntary case under chapter 11 of the Bankruptcy Code.

5. No official committees have been appointed in these chapter 11 cases.⁵ On February 4, 2016, the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) filed the *United States Trustee’s Motion for an Order Directing the Appointment of an Examiner* [Docket No. 188] (the “**Examiner Motion**”). The Original Debtors’ and the Additional Debtors’ (together, the “**Debtors**”) chapter 11 cases are being jointly administered, for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

⁵ On February 19, 2016, certain non-insider investors filed the *Motion of Certain Investors for an Order Appointing an Official Committee of Investors*. Docket No. 252.

6. The Debtors comprise a corporate enterprise that owns a diverse portfolio of high quality, distinctive commercial, hospitality, and residential properties located primarily in Stamford, Connecticut. Seaboard Realty, LLC, its principals, or entities it manages, serve as the manager under the operating agreements for each of the Debtors. Other than Tag and Newbury Common Associates, LLC, the Original Debtors are holding companies whose assets are substantially comprised of the equity of the Additional Debtors.⁶

7. 220 Elm Street II owns 50% of a ground lease for 220 Elm Street, New Canaan, CT (the “**220 Elm Property**”). The 220 Elm Property is a two story 18,370 SF Class A office building in the heart of New Canaan’s most active commercial corridor. 220 Elm Street I, LLC (“**220 Elm Street I**”), one of the Additional Debtors, owns the other 50% of 220 Elm Property.⁷ As described more fully in the Supplemental First Day Declaration, the 220 Elm Property is subject to two mortgages: (a) the Leasehold Mortgage Deed and Security Agreement, dated October 14, 2008 between 220 Elm Street I and 220 Elm Street II as borrowers and People’s United Bank (“**People’s United**”) as lender; and (b) the Leasehold Mortgage Deed and Security Agreement, dated January 24, 2014 between 220 Elm Street I and 220 Elm Street II as borrowers and People’s United as lender (together, the “**Mortgages**”). Supplemental First Day Declaration ¶¶ 48-51. An organizational chart that includes all of the Debtors is attached as Exhibit A to the Supplemental First Day Declaration.

⁶ Substantially all of the assets of Tag and Newbury Common Associates, LLC were sold prior to the Petition Date. Seaboard Residential’s assets are comprised of the equity of Clocktower Close Associates, LLC, 90% of the equity of 300 Main Street Associates, LLC, and a 25%-interest in the 100 Prospect Street Property.

⁷ 316 Courtland Avenue Associates, LLC, one of the Original Debtors, owns 100% of 220 Elm Street I.

8. Additional information regarding the Debtors’ businesses, capital structure, and the circumstances leading to the filing of these chapter 11 cases is set forth in the First Day Declaration and the Supplemental First Day Declaration.

RELIEF REQUESTED

9. Pursuant to Bankruptcy Rule 1015(b), the Debtors hereby seek the joint administration of Original and Additional Debtors’ chapter 11 cases with the chapter 11 case of 220 Elm Street II. This is not a request for substantive consolidation.

10. The Debtors propose that the caption of their jointly-administered chapter 11 cases be as follows:

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

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

FN1: 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); 300 Main Street Associates, LLC (8501); and 220 Elm Street II, LLC (7625). The Debtors’ corporate headquarters is located at, and the mailing address for each Debtor is, 1 Atlantic Street, Stamford, CT 06901.

11. The Debtors further propose that a docket entry be made in 220 Elm Street II’s chapter 11 case substantially as follows:

An order has been entered in this case directing joint administration of this case with the chapter 11 bankruptcy case of Newbury Common Associates, LLC, Case No. 15 - 12507 (LSS). The docket for Newbury Common Associates, LLC, should be consulted for all matters affecting this case. All further pleadings or other papers shall be filed in the case of Newbury Common Associates, LLC, Case No. 15 - 12507 (LSS).

12. In addition, the Debtors respectfully request that all orders previously entered in the Original and the Additional Debtors' jointly administered chapter 11 cases apply with respect to 220 Elm Street II's chapter 11 case, except for the Schedules Order. Additionally, the Debtors respectfully request that all orders related to the retention of Young Conaway Stargatt & Taylor, LLP, Anchin Block & Anchin LLP, and Beilinson Advisory Group apply with respect to 220 Elm Street II's chapter 11 case.

13. The Debtors also seek authority to file the monthly operating reports for 220 Elm Street II, as required by the U.S. Trustee Operating Guidelines, on a consolidating basis with the Original and Additional Debtors (debtor by debtor). The Debtors submit that filing consolidating monthly operating reports will further administrative economy and efficiency without prejudice to any party in interest.

BASIS FOR RELIEF REQUESTED

14. Bankruptcy Rule 1015(b) authorizes this Court to order the joint administration of the bankruptcy cases of a debtor and its "affiliates," as defined in section 101(2) of the Bankruptcy Code. 220 Elm Street II owns 50% of the 220 Elm Property. The other 50% is owned by 220 Elm Street I, an Additional Debtor whose chapter 11 case is already being jointly administered with the chapter 11 cases of the Original and Additional Debtors. For more information please see the First Day Declaration and Supplemental First Day Declaration which explain the Debtors' corporate structure. The Debtors are "affiliates" under the definition of section 101(2) of the Bankruptcy Code (see 11 U.S.C. § 101(2)), and accordingly, pursuant to

Rule 1015(b) of the Bankruptcy Rules and Rule 1015-1 of the Local Rules, this Court has the authority to grant the relief requested herein. See FED. R. BANKR. P. 1015(b); DEL. BANKR. L.R. 1015-1.

15. The Debtors anticipate that, during the course of these cases, it will be necessary to file numerous motions and applications seeking relief on behalf of all of the Debtors. The Debtors respectfully submit that joint administration of the Original and Additional Debtors' chapter 11 cases and 220 Elm Street II's chapter 11 case is in the best interests of their estates, creditors, and other parties-in-interest and will further the interests of judicial economy and administrative expediency by, among other things, obviating the need to file duplicate motions, to enter duplicate orders, and to forward unnecessary, duplicate notices to creditors and other parties-in-interest. The Debtors request that these cases be jointly administered in the name of Newbury Common Associates, LLC.

16. The entry of joint administration orders in multiple related cases such as these is common in this district. See, e.g., In re Molycorp, Inc., Case No. 15-11357 (CSS), [Docket No. 77] (Bankr. D. Del. June 26, 2015); In re Colt Holding Co., Case No. 15-11296 (LSS), [Docket No. 69] (Bankr. D. Del. June 16, 2015); In re Allied Nevada Gold Corp., Case No. 15-10503 (MFW), [Docket No. 53] (Bankr. D. Del. Mar. 11, 2015); In re Radioshack Corp., Case No. 15-10197 (BLS), [Docket No. 98] (Bankr. D. Del. Feb. 6, 2015); In re Endeavour Operating Corp., Case No. 14-12308 (KJC), [Docket No. 4] (Bankr. D. Del. Oct. 15, 2015); In re Trump Entm't Resorts, Inc., Case No. 14-12104 (KG), [Docket No. 42] (Bankr. D. Del. Sept. 10, 2014).⁸ Moreover, courts in this district have applied retention applications for additional debtors through a joint administration order. See e.g., In re Newbury Common Assocs., LLC,

⁸ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

Case No. 15-12507 (LSS) [Docket No. 204] (Bankr. D. Del. Feb. 5, 2016); In re WCI Communities, Inc., Case No. 08-11643 (KJC), [Docket No. 2099] (Bankr. D. Del. July 17, 2009); In re DBSI, Inc., Case No. 08-12687 (PJW), [Docket No. 3997] (Bankr. D. Del. July 6, 2009); In re Buffets Holdings, Inc., Case No. 08-10141 (MFW), [Docket No. 1453] (Bankr. D. Del. September 15, 2008).⁹

17. Notably, because 220 Elm Street I and 220 Elm Street II share ownership in the 220 Elm Property, and are both parties to the Mortgages secured by the 220 Elm Property, all of the parties affected by the entry of previous orders in the Original and Additional Debtors' chapter 11 cases are already aware of and have received copies of such orders. Accordingly, the Debtors believe it would be in the best interests of their creditors and estates if the relief previously authorized by this Court in connection the Original and Additional Debtors and, in particular, 220 Elm Street I, is extended to 220 Elm Street II.

NOTICE

18. Notice of this Motion will be provided by overnight delivery and/or e-mail or facsimile to: (a) the Office of the United States Trustee for Region 3, serving the District of Delaware; (b) the prepetition mortgage loan servicers, trustees, lenders and their respective counsel; (c) the mezzanine lenders and their counsel to the extent known; (d) the United States Attorney's Office for the District of Delaware; (e) the United States Attorney General; (f) the Internal Revenue Service; (g) the parties included on the Debtors' list of largest unsecured creditors; and (h) all parties who have filed a notice of appearance and request for service of papers pursuant to Bankruptcy Rule 2002. The Debtors submit that, in light of the nature of the relief requested, no other or further notice need be given.

⁹ Because of the voluminous nature of the orders cited herein, such orders have not been attached to this Motion. Copies of these orders are available upon request to the Debtors' proposed counsel.

CONCLUSION

WHEREFORE, the Debtors respectfully request that this Court enter the proposed form of Order and grant the Debtors such other and further relief as is just and proper.

Dated: March 17, 2016
Wilmington, Delaware

Respectfully submitted,

By: /s/ Sean T. Greecher
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*Attorneys for the Debtors and
Debtors in Possession*

EXHIBIT A

Proposed Form of Order

**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)	
)	
In re:	)	Chapter 11
)	
220 ELM STREET II, LLC,)	
	)	Joint Administration Requested
Debtor.)	
)	

**SUPPLEMENTAL ORDER DIRECTING JOINT ADMINISTRATION AND
APPLICATION OF PREVIOUSLY ENTERED ORDERS**

Upon consideration of the supplemental motion (the “**Motion**”)² of the Debtors, for an order directing joint administration of 220 Elm Street II’s chapter 11 case with the Original and Additional Debtors’ chapter 11 cases and the application of previously entered orders of the Original and Additional Debtors’ chapter 11 cases to 220 Elm Street’s chapter 11 case, except for the Schedules Order; and jurisdiction existing for this Court to consider the

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² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Motion; and this Court having found that good and sufficient cause exists for granting the Motion; and upon consideration of the First Day Declaration and the Supplemental First Day Declaration, and the files and records in these cases; and it appearing that joint administration of 220 Elm Street II's chapter 11 case with the Original and Additional Debtors' chapter 11 cases will be in the best interests of the Debtors' estates, creditors, and other parties-in-interest and will further the economic and efficient administration of these cases; and it further appearing that notice of the Motion was adequate and proper under the circumstances of these cases and that no further notice of the Motion need be given; it is hereby

ORDERED that the Motion is granted as set forth herein; and it is further

ORDERED that for the reasons set forth in the Motion, the chapter 11 case of 220 Elm Street II, shall be jointly administered with the Original and Additional Debtors' jointly-administered cases for procedural purposes only by this Court and shall not be a substantive consolidation of the respective cases; and it is further

ORDERED that all orders previously entered in the Original and Additional Debtors' jointly-administered chapter 11 cases apply with respect to 220 Elm Street II's chapter 11 case, except for the Schedules Order; and it is further

ORDERED that all orders related to the retention of Young Conaway Stargatt & Taylor, LLP, Anchin Block & Anchin LLP, and Beilinson Advisory Group apply with respect to 220 Elm Street II's chapter 11 case; and it is further

ORDERED that the caption of the jointly administered chapter 11 cases shall be as follows:

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

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

FN1: 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); 300 Main Street Associates, LLC (8501); and 220 Elm Street II, LLC (7625). The Debtors’ corporate headquarters is located at, and the mailing address for each Debtor is, 1 Atlantic Street, Stamford, CT 06901.

and it is further

ORDERED that a docket entry shall be made in 220 Elm Street II’s chapter 11

case substantially as follows:

An order has been entered in this case directing joint administration of this case with the chapter 11 bankruptcy case of Newbury Common Associates, LLC, Case No. 15 - 12507 (LSS). The docket for Newbury Common Associates, LLC, should be consulted for all matters affecting this case. All further pleadings or other papers shall be filed in the case of Newbury Common Associates, LLC, Case No. 15 - 12507 (LSS).

and it is further

ORDERED that the Debtors are authorized to file their monthly operating reports required by the U.S. Trustee Operating Guidelines as a single report on a consolidating basis; and it is further

ORDERED that nothing contained in this Order shall be deemed or construed as directing or otherwise effecting substantive consolidation of the above-captioned cases; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: _____, 2016
Wilmington, Delaware

The Honorable Laurie Selber Silverstein
United States Bankruptcy Judge