

EXHIBIT A

Proposed 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)	
)	Re: Docket No. ____
)	

**ORDER AUTHORIZING DEBTOR SEABOARD HOTEL ASSOCIATES, LLC
TO ASSUME GROUND LEASE**

Upon consideration of the motion (the “**Motion**”)² of Seaboard Hotel Associates, LLC, one of the above-captioned debtors and debtors in possession in these chapter 11 cases (“**Seaboard**” or the “**Debtor**,” and together with the other debtors, the “**Debtors**”), for the entry of an order, pursuant to section 365 of the Bankruptcy Code, authorizing the Debtor to assume the Ground Lease; and due and proper notice of the Motion having been given; and it appearing that no other or further notice of the Motion is required; and it appearing that this Court has jurisdiction to consider the Motion in accordance with 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order; and it appearing that this is a core proceeding pursuant to 28 U.S.C.

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); 300 Main Street Associates, LLC (8501); and 220 Elm Street, II (7625). 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 meaning ascribed to such terms in the Motion.

§ 157(b)(2); and it appearing that venue of this proceeding and the Motion is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion and provided for herein is in the best interest of the Debtor, its estate, and creditors and is an appropriate exercise of the Debtor's business judgment; and after due deliberation and sufficient cause appearing therefor, it is hereby

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

ORDERED that the Debtor is authorized to assume the Ground Lease;

ORDERED that the Debtor has demonstrated adequate assurance of future performance under the Ground Lease and has satisfied the requirements set forth in section 365(b)(1)(C) of the Bankruptcy Code;

ORDERED that, except as specifically set forth herein, nothing included in or omitted from the Motion or this Order, nor as a result of any payment made pursuant to this Order, shall be deemed or construed as an admission as to the validity or priority of any claim against the Debtor, an approval or assumption of any agreement, contract or lease pursuant to section 365 of the Bankruptcy Code, or a waiver of the rights of the Debtor and its estate, or shall impair the ability of the Debtor and its estate, to contest the validity and amount of any payment made pursuant to this Order; and it is further

ORDERED that the amount due as cure costs pursuant to section 365(b) of the Bankruptcy Code under the Ground Lease is hereby deemed to be \$0.00; and it is further

ORDERED that the Debtor is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order; and it is further

ORDERED that this Order is immediately effective and enforceable, notwithstanding the possible applicability of Bankruptcy Rule 6004(h) or otherwise; and it is further

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

Dated: _____, 2016
Wilmington, Delaware

Laurie Selber Silverstein
United States Bankruptcy Judge