

**EXHIBIT A**

**Proposed Order**

**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 <sup>1</sup> .	)	Jointly Administered
	)	Docket Ref. No. ____

**ORDER (A) DISMISSING THE NEWBURY COMMON ASSOCIATES, LLC AND  
NEWBURY COMMON MEMBER ASSOCIATES, LLC CHAPTER 11 CASES  
AND (B) GRANTING OTHER RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of Newbury Common Associates, LLC and Newbury Common Member Associates, LLC (the “**Newbury Debtors**”) for the entry of an order, pursuant to sections 105(a), 305(a), 349, 363, and 1112(b) title 11 of the United States Code (the “**Bankruptcy Code**”) and Rule 1017 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), (a) dismissing the Newbury Debtors’ chapter 11 cases; and (b) granting related relief, including, without limitation, (i) directing the Newbury Debtors to be dissolved or canceled, as applicable, on the terms provided for in this Order; and (ii) discharging counsel to the Newbury Debtors; and it appearing that the relief sought in the Motion and the entry of this Order is appropriate; and it appearing that this Court has jurisdiction to consider the Motion

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<sup>1</sup> 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.

<sup>2</sup> Unless otherwise defined herein, all capitalized terms shall have the meaning ascribed to them in the Motion.

pursuant to 28 U.S.C. § 1334; and it appearing that venue of these cases and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is reasonable and in the best interests of the Newbury Debtors, their estates, their creditors and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor,

IT IS HEREBY ORDERED THAT

1. The Motion is GRANTED as provided herein.
2. Pursuant to sections 1112(b) and 305(a) of the Bankruptcy Code, the chapter 11 cases of Newbury Common Associates, LLC and Newbury Common Member Associates, LLC are dismissed, effective immediately.
3. Notwithstanding section 349 of the Bankruptcy Code, all orders of this Court entered in the chapter 11 cases of the Newbury Debtors on or before the entry of this Order shall remain in full force and effect and shall survive the dismissal of the Newbury Debtors' chapter 11 cases.
4. This Court shall retain jurisdiction with respect to any matters, claims, rights or disputes arising from or relating to the implementation of this or any other Order of this Court entered in the Chapter 11 Cases.
5. As soon as reasonably practicable after the entry of this Order, without the need for further action on the part of this Court and without the need for further corporate action or action of the stockholders, members, or boards of directors or managers of the Newbury Debtors, the Newbury Debtors shall be dissolved or cancelled, as applicable, and the Newbury Debtors

shall not be required to pay any taxes or fees in order to cause such dissolution or cancellation. Any officer of the Newbury Debtors is authorized to execute and file on behalf of the Newbury Debtors all documents necessary and proper to effectuate and consummate the dissolution or cancellation, as applicable, of the Newbury Debtors in accordance with the laws of the state in which each is formed.

6. Effective upon the entry of this Order, the Newbury Debtors' retention of Young Conaway Stargatt & Taylor, LLP as bankruptcy counsel shall be terminated without the need for further action on the part of this Court, the Newbury Debtors or such firm.

7. The Newbury Debtors are hereby authorized and empowered to take any and all steps necessary and appropriate to effectuate the terms of this Order.

8. To the extent applicable, Rules 6004(h) and 6006(d) of the Federal Rules of Bankruptcy Procedure are waived and this Order shall be effective and enforceable immediately upon entry.

Dated: June \_\_\_\_, 2017  
Wilmington, Delaware

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Laurie Selber Silverstein  
United States Bankruptcy Judge