

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

**ORDER CONVERTING THE SEABOARD REALTY, LLC CASE  
FROM CHAPTER 11 TO CHAPTER 7 OF THE BANKRUPTCY CODE**

Upon the motion (the “**Motion**”)<sup>2</sup> of Seaboard Realty, LLC (“**Seaboard Realty**”) for entry of an order converting its case from chapter 11 to chapter 7 of the Bankruptcy Code; 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 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 Seaboard Realty, its estate, its creditors and other parties in interest; and it appearing that proper and adequate notice of the Motion has been given and that

---

<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.

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. The Seaboard Realty case is hereby converted, effective as of the date and time of entry of this Order, to a case under chapter 7 of the Bankruptcy Code.
3. The U.S. Trustee shall appoint a chapter 7 trustee (the “**Seaboard Chapter 7 Trustee**”) for Seaboard Realty’s chapter 7 case in accordance with section 701(a)(1) of the Bankruptcy Code.
4. The Debtors may be in possession of documents to which the attorney-client privilege, work-product privilege, or other privilege or immunity of Seaboard Realty, any Non-Seaboard Realty Debtor or any other third party applies prior to the time that such documents are turned-over to the Seaboard Chapter 7 Trustee (collectively, “**Privileged Material**”). The applicable privilege shall remain intact without compromising the privileged nature of any Privileged Material following the turnover of such Privileged Material to the Seaboard Chapter 7 Trustee, and any disclosure of Privileged Material to the Seaboard Chapter 7 Trustee shall not constitute a waiver of any privilege or protection under the Federal Rules of Civil Procedure or applicable law. For the avoidance of doubt, the Debtors’ handling and turnover of any of Seaboard Realty’s Privileged Material to the Seaboard Chapter 7 Trustee shall not constitute a waiver of any applicable privilege, and the Seaboard Chapter 7 Trustee shall thereafter control any privilege that Seaboard Realty may exercise with respect to Seaboard Realty’s Privileged Material. Further, to be covered by the protections of this paragraph, it is not necessary for the Debtors or their counsel to review the Privileged Material, for privilege or otherwise, in advance

of the turnover to the Seaboard Chapter 7 Trustee, nor is it necessary for the Debtors or their counsel to make a determination regarding the identification of the Debtor(s) holding the privilege or immunity that would otherwise apply to any Privileged Material. For the avoidance of doubt, however, this Order does not create a privilege or protection with respect to any document that would not otherwise exist. In addition, for the avoidance of doubt, this Order does not cut off, limit, or otherwise affect any right the Seaboard Chapter 7 Trustee would otherwise have to request the production of additional documents from the Debtors or any third parties or to argue that waiver has otherwise occurred (on a ground other than the turnover of the documents to the Seaboard Chapter 7 Trustee), and the Non-Seaboard Realty Debtors and any third parties reserve the right to oppose any such request or argument.

5. Notwithstanding anything to the contrary herein, nothing in this Order or the conversion of the chapter 11 case under chapter 7 of the Bankruptcy Code shall affect or modify the terms of the Plan and all related documents, or the rights and remedies of the parties thereto, which rights and remedies shall be preserved in their entirety.

6. The Court shall retain jurisdiction over disputes pertaining to this Order.

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

---

Laurie Selber Silverstein  
United States Bankruptcy Judge