

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Delaware
(State)

Case number (if known): _____ Chapter 11

☐ Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/1

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name PSWMA II, LLC

2. All other names debtor used in the last 8 years Unknown at this time

Include any assumed names, trade names, and *doing business as* names

3. Debtor's federal Employer Identification Number (EIN) 06-1446291

4. Debtor's address

Principal place of business			Mailing address, if different from principal place of business		
<u>1</u>	<u>Atlantic St.</u>				
Number	Street		Number	Street	
			P.O. Box		
<u>Stamford</u>	<u>CT</u>	<u>06901</u>			
City	State	ZIP Code	City	State	ZIP Code
			Location of principal assets, if different from principal place of business		
<u>Fairfield</u>					
County			Number	Street	
			City	State	ZIP Code

5. Debtor's website (URL) www.seaboardproperties.com

6. Type of debtor

☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))

☐ Partnership (excluding LLP)

☐ Other. Specify: _____

Debtor PSWMA II, LLC
Name

Case number (if known) _____

7. Describe debtor's business**A. Check one:**

- ☐ Health Care Business (as defined in 11 U.S.C. § 101(27A))
- ☐ Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- ☐ Railroad (as defined in 11 U.S.C. § 101(44))
- ☐ Stockbroker (as defined in 11 U.S.C. § 101(53A))
- ☐ Commodity Broker (as defined in 11 U.S.C. § 101(6))
- ☐ Clearing Bank (as defined in 11 U.S.C. § 781(3))
- ☒ None of the above

Activities Related to Real Estate**B. Check all that apply:**

- ☐ Tax-exempt entity (as described in 26 U.S.C. § 501)
- ☐ Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- ☐ Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

5 3 1 3**8. Under which chapter of the Bankruptcy Code is the debtor filing?****Check one:**

- ☐ Chapter 7
- ☐ Chapter 9
- ☒ Chapter 11. **Check all that apply:**
- ☐ Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- ☐ The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- ☐ A plan is being filed with this petition.
- ☐ Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- ☐ The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- ☐ The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.
- ☐ Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

- ☒ No
- ☐ Yes.

District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

District _____ When _____ Case number _____
MM / DD / YYYY

Debtor PSWMA II, LLC Case number (if known) _____
 Name

10. Are any bankruptcy cases pending or being filed by a business partner or an affiliate of the debtor?

- ☐ No
☒ Yes.

Debtor See attached Annex A Relationship Affiliate

District Delaware When 12/13/15

List all cases. If more than 1, attach a separate list.

MM / DD / YYYY

Case number, if known _____

11. Why is the case filed in this district?

Check all that apply:

- ☐ Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- ☒ A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- ☒ No
☐ Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- ☐ It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.

What is the hazard? _____

- ☐ It needs to be physically secured or protected from the weather.

- ☐ It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).

- ☐ Other _____

Where is the property?

Number Street

City State ZIP Code

Is the property insured?

- ☐ No.
☐ Yes. Insurance agency _____

Contact name _____

Phone _____

Debtor PSWMA II, LLC
Name

Case number (if known) _____

Statistical and administrative information**13. Debtor's estimation of available funds***

Check one:

- ☒ Funds will be available for distribution to unsecured creditors.
- ☐ After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| ☒ 1-49 | ☐ 1,000-5,000 | ☐ 25,001-50,000 |
| ☐ 50-99 | ☐ 5,001-10,000 | ☐ 50,001-100,000 |
| ☐ 100-199 | ☐ 10,001-25,000 | ☐ More than 100,000 |
| ☐ 200-999 | | |

15. Estimated assets**

- | | | |
|--|---|--|
| ☐ \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☐ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☐ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☒ \$100,000,001-\$500 million | ☐ More than \$50 billion |

16. Estimated liabilities**

- | | | |
|--|---|--|
| ☐ \$0-\$50,000 | ☐ \$1,000,001-\$10 million | ☐ \$500,000,001-\$1 billion |
| ☐ \$50,001-\$100,000 | ☐ \$10,000,001-\$50 million | ☐ \$1,000,000,001-\$10 billion |
| ☐ \$100,001-\$500,000 | ☐ \$50,000,001-\$100 million | ☐ \$10,000,000,001-\$50 billion |
| ☐ \$500,001-\$1 million | ☒ \$100,000,001-\$500 million | ☐ More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on 12/13/15
MM / DD / YYYY

X /s/ Marc Beilinson
Signature of authorized representative of debtor

Marc Beilinson
Printed name

Title Chief Restructuring Officer

* Distribution cannot be known at this time.

** Estimated assets and liabilities are on a consolidated basis with other affiliated Debtors and non-debtor affiliates.

Debtor PSWMA II, LLC
Name

Case number (if known) _____

18. Signature of attorney**X**/s/ Robert S. BradyDate 12/13/15

Signature of attorney for debtor

MM / DD / YYYY

Robert S. Brady

Printed Name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King St.

Number Street

Wilmington

City

DE

State

19801

Zip Code

(302) 571 - 6600

Contact phone

rbrady@ycst.com

Email address

No. 2847

Bar number

DE

State

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

In re:

PSWMA II, LLC,

Debtor.

Chapter 11

Case No. 15 - _____ ()

Annex A

PENDING BANKRUPTCY CASES FILED BY AFFILIATES OF DEBTOR

On the date hereof, each of the affiliated entities listed below (including the Debtor in this chapter 11 case) filed petitions for relief under chapter 11 of title 11 of the United States Code in this Court. Contemporaneously with the filing of these petitions, these entities filed a motion requesting the Court jointly administer their chapter 11 cases.

1. Newbury Common Associates, LLC
2. Seaboard Realty, LLC
3. 600 Summer Street Stamford Associates, LLC
4. Seaboard Hotel Member Associates, LLC
5. Seaboard Hotel LTS Member Associates, LLC
6. Park Square West Member Associates, LLC
7. Seaboard Residential, LLC
8. One Atlantic Member Associates, LLC
9. 88 Hamilton Member Avenue Associates, LLC
10. 316 Courtland Avenue Associates, LLC
11. 300 Main Management, Inc.
12. 300 Main Street Member Associates, LLC

13. Tag Forest, LLC
14. PSWMA II, LLC
15. PSWMA I, LLC

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

In re:	)	
	)	Chapter 11
	)	
PSWMA II, LLC,	)	Case No. 15 - _____ ()
	)	
Debtor.	)	
	)	

CORPORATE OWNERSHIP STATEMENT OF PSWMA II, LLC¹

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, PSWMA II, LLC (the “**Debtor**”) states as follows:

- Seaboard Realty, LLC owns 10% or more of the membership interests of PSWMA II, LLC.
- Thomas L. Kelly, Jr. and William A. Merritt, Jr. own 10% or more of the membership interests of Seaboard Realty, LLC.

¹ As set forth in the First Day Declaration of Marc Beilinson in Support of the Chapter 11 Petitions, on December 2, 2015, John J. DiMenna, Jr. relinquished his rights, powers, and privileges with respect to the Debtor, including his membership interest in the Debtor and its Debtor affiliates.

Debtor Name PSWMA II, LLCUnited States Bankruptcy Court for the: _____ District of Delaware

Case Number (if known) _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☐ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☒ Other document that requires a declaration Corporate Ownership Statement

I declare under penalty of perjury that the foregoing is true and correct.¹

Executed on 12/13/15
MM / DD / YYYY

X /s/ Marc Beilinson
Signature of authorized representative of debtor

Marc Beilinson
Printed name

Title Chief Restructuring Officer

¹ For the reasons set forth in my declaration in Support of the Chapter 11 Petitions, the Debtors are continuing to review their assets, liabilities and ownership interests.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:

PSWMA II, LLC,

Debtor.

Chapter 11

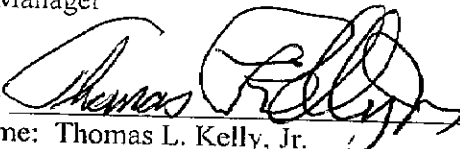
Case No. 15 - ____ ()

WRITTEN CONSENT OF THE MANAGER OF PSWMA II, LLC

THE UNDERSIGNED, being the Manager (the "**Manager**") of PSWMA II, LLC, a Connecticut limited liability company (the "**Company**"), hereby consents in writing to the adoption of the resolutions attached hereto as **Exhibit A** and such actions to have the same force and effect as though duly taken and adopted at a meeting of the Manager of the Company duly called and legally held.

IN WITNESS WHEREOF, the undersigned officer has set his hand hereto this 13th day of December, 2015.

Seaboard Realty, LLC
as Manager

By: 

Name: Thomas L. Kelly, Jr.

Title: Managing Member of Seaboard Realty, LLC

By: _____

Name: William A. Merritt, Jr.

Title: Managing Member of Seaboard Realty, LLC

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

_____	)	
In re:	)	Chapter 11
	)	
PSWMA II, LLC,	)	Case No. 15 - _____ ()
	)	
Debtor.	)	
_____	)	

WRITTEN CONSENT OF THE MANAGER OF PSWMA II, LLC

THE UNDERSIGNED, being the Manager (the "**Manager**") of PSWMA II, LLC, a Connecticut limited liability company (the "**Company**"), hereby consents in writing to the adoption of the resolutions attached hereto as **Exhibit A** and such actions to have the same force and effect as though duly taken and adopted at a meeting of the Manager of the Company duly called and legally held.

IN WITNESS WHEREOF, the undersigned officer has set his hand hereto this 13th day of December, 2015.

Seaboard Realty, LLC
as Manager

By: _____
Name: Thomas L. Kelly, Jr.
Title: Managing Member of Seaboard Realty, LLC

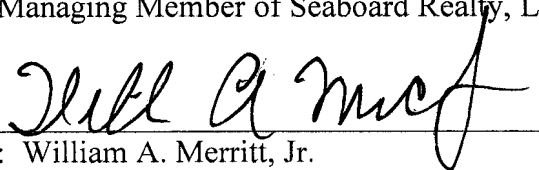
By:  _____
Name: William A. Merritt, Jr.
Title: Managing Member of Seaboard Realty, LLC

Exhibit A

Resolutions of the Manager of PSWMA II, LLC

WHEREAS, that in the business judgment of the Company, it is desirable and in the best interests of the Company, its creditors, members and other interested parties, that a voluntary petition be filed by the Company under the provisions of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”);

NOW, THEREFORE, BE IT:

I. Voluntary Petition Under the Provisions of Chapter 11 of the Bankruptcy Code

RESOLVED, that in the business judgment of the Manager, it is desirable and in the best interests of the Company and its creditors, employees, members, and other investors, stakeholders, and other interest parties that a voluntary petition be filed in the Court by the Company under the provisions of chapter 11 of the Bankruptcy Code; and

RESOLVED, that Marc Beilinson and Mark Murphy, acting for and on behalf of the Company (collectively, the “**Authorized Officers**”) be, and each of them hereby is, authorized on behalf of the Company to (a) execute and verify a voluntary petition for relief under chapter 11 of the Bankruptcy Code and (b) cause the same, including any amendments or supplements thereto, to be filed in the Court, in such form and at such time as such Authorized Officer executing the petition shall determine and approve, such determination and approval to be conclusively evidenced by the execution, verification, and filing thereof; and

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and empowered to execute and file on behalf of the Company all petitions, schedules, lists, motions, applications, pleadings, and other papers or documents as necessary to commence the chapter 11 case and obtain relief under chapter 11 of the Bankruptcy Code, and to take any and all further acts and deeds that the Authorized Officer deem necessary or proper to obtain such relief, including, without limitation, any acts or deeds necessary to facilitate administration of the chapter 11 case; and

II. Cash Collateral and DIP Financing

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, to the extent necessary, to cause the Company to obtain and/or guarantee post-petition financing and/or use of cash collateral according to the terms to be negotiated, by the management of the Company or otherwise approved by the Bankruptcy Court; and the Company is hereby authorized and directed to take all actions necessary in connection therewith, including, without limitation, (i) the incurrence of debtor in possession financing in such amounts and on such terms as the Authorized Officers deems necessary or advisable (the “**DIP Financing**”), (ii) the execution and delivery of any documents to evidence the DIP Financing, including, without limitation, all credit agreements and notes, (iii) the incurrence and payment of fees, (iv) the execution and delivery of real property and personal property (including intellectual property) security agreements (and amendments, supplements and/or other modifications thereto, as appropriate), (v) the granting of liens on and/or security interests in any and all assets of the Company, (vi) the authorization of filing and/or recording, as applicable, of financing statements, agreements, mortgages or any other documents evidencing and/or

perfecting such liens or security interests and amendments to such financing statements, agreements, mortgages or other documents, and (vii) the execution and delivery of deposit, securities and/or other account control agreements (and amendments, supplements and/or other modifications thereto, as appropriate); and the Authorized Officers are hereby authorized and directed to execute any appropriate agreements and related ancillary documents on behalf of the Company in connection with the foregoing; and

III. Sale of Assets

RESOLVED, that the Authorized Officers be, and each of them individually hereby is, authorized and empowered, in the name and on behalf of the Company, to negotiate, execute, deliver, and perform, in the name of the Company, agreements, consents, certificates, amendments, assignments and instruments as may be necessary to consummate a sale of any or all of the Company's assets, subject to approval by the Court; and

IV. Engagement of Chapter 11 Professionals

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized and directed to retain on behalf of the Company (a) the law firms of Dechert LLP and Young Conaway Stargatt & Taylor, LLP to render legal services to, and to represent, the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve and subject to approval of the Court, (b) Beilinson Advisory Group to render restructuring advisory services to the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve, (c) Anchin, Block & Anchin to render forensic accounting services to the Company in connection with the chapter 11 filing and any other related matters in connection therewith, on such terms as any Authorized Officer shall approve, and (d) such other professionals as any Authorized Officer deems necessary and appropriate during the course of the chapter 11 filing; and

RESOLVED, that the Authorized Officers or any one of them be, and each of them hereby is, authorized to engage and retain all assistance by legal counsel, accountants, financial advisors, restructuring advisors, and other professionals (including, without limitation, those professionals specifically named herein) in connection with the chapter 11 case, on such terms as such Authorized Officers deem necessary, appropriate, proper, or desirable, with a view to the successful prosecution of such case; and

V. Further Actions and Prior Actions

RESOLVED, that the Company be, and hereby is, authorized and empowered to appoint an independent managing member, manager, or director, as applicable, on behalf of the entities for which the Company is the Managing Member or Manager, as applicable, and to take any action as it may deem to be necessary or appropriate to effectuate the foregoing; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized on behalf of the Company to take any and all actions to execute, deliver, certify, file, and/or record and perform any and all documents, agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities or certificate, and

to take any and all steps deemed by any such Authorized Officer to be necessary or desirable to carry out the purpose and intent of each of the foregoing resolutions; and

RESOLVED, that the Authorized Officers be, and each of them hereby is, authorized and empowered, for and on behalf of the Company, to certify and attest and affix the seal of the Company to any documents that such Authorized Officer may deem necessary or appropriate to consummate the transactions contemplated by the documents heretofore authorized and approved, provided that such certification, attestation, and seal shall not be required for the due authorization, execution and delivery, or validity of the particular document; and

RESOLVED, that any and all lawful actions heretofore taken by, or at the direction of, any Authorized Officer or the Manager of the Company in the name and on behalf of the Company in furtherance of the purpose and intent of any or all of the foregoing resolutions be, and hereby are, ratified, confirmed, and approved in all respects.

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

In re:	)	
	)	Chapter 11
	)	
PSWMA II, LLC,	)	Case No. 15 - _____ ()
	)	
Debtor.	)	
	)	

**LIST OF CREDITORS HOLDING 20 LARGEST
UNSECURED CLAIMS**

As set forth in the First Day Declaration of Marc Beilinson in Support of the Chapter 11 Petitions, at this time the above-captioned Debtor is in the process of identifying any non-insider unsecured creditors. The information contained herein shall neither constitute an admission of liability, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated, or disputed does not constitute a waiver of the Debtors' rights to contest the validity, priority, or amount of any claim. The Debtor also reserves its rights with respect to certain indebtedness that is purported to be secured.

Debtor Name PSWMA II, LLCUnited States Bankruptcy Court for the: _____ District of Delaware

Case Number (if known) _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors** 12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- ☐ Other document that requires a declaration _____

I declare under penalty of perjury that the foregoing is true and correct.¹

Executed on 12/13/15
MM / DD / YYYY

X /s/ Marc Beilinson
Signature of authorized representative of debtor

Marc Beilinson
Printed name

Title Chief Restructuring Officer

¹ For the reasons set forth in my declaration in Support of the Chapter 11 Petitions, the Debtors are continuing to review their assets, liabilities and ownership interests.