

Debtor Newbury Common Member Associates, LLC
Name

Case number (if known) _____

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

12/15

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 Newbury Common Member Associates, LLC2. All other names debtor used in the last 8 years Unknown at this timeInclude any assumed names, trade names, and *doing business* as names3. Debtor's federal Employer Identification Number (EIN) 26-3953909

4. Debtor's address

Principal place of business1 Atlantic St.
Number StreetStamford CT 06901
City State ZIP CodeFairfield
County**Mailing address, if different from principal place of business**_____
Number Street_____
P.O. Box_____
City State ZIP Code**Location of principal assets, if different from principal place of business**_____
Number Street_____
City State ZIP Code5. Debtor's website (URL) www.seaboardproperties.com6. Type of debtor
☒ Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP))
☐ Partnership (excluding LLP)
☐ Other. Specify: _____

Debtor Newbury Common Member Associates, 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>.

5313**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 Newbury Common Member Associates, 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 Affiliates

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

District Delaware When 12/13/15, 12/14/15 & 02/03/2016

MM / DD / YYYY

Case number, if known 15-12507 - 15-12520, 15-12528

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 Newbury Common Member Associates, 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**

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets**

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

16. Estimated liabilities**

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> 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 02/03/2016
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 creditors, assets, and liabilities are on a consolidated basis with other affiliated Debtors.

Debtor Newbury Common Member Associates, LLC
Name

Case number (if known) _____

18. Signature of attorney

X /s/ Robert S. Brady Date 02/03/2016
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 DE 19801
City State Zip Code

(302) 658 - 9200 rbrady@ycst.com
Contact phone Email address

No. 2847 DE
Bar number State

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

In re:

NEWBURY COMMON MEMBER
ASSOCIATES, LLC,
Debtor.

Chapter 11

Case No. 16 - _____ (LSS)

Annex A

PENDING BANKRUPTCY CASES FILED BY AFFILIATES OF DEBTOR

On December 13, 2015, each of the entities listed below (the “**Initial Debtors**”) with the exception of Tag Forest, LLC (“**Tag**”) 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. Pursuant to this Court’s order dated December 18, 2015, the below Debtor entities are being jointly administered, for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

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

Additionally, 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 the Bankruptcy Code in this Court. Contemporaneously with the filing of these petitions, such entities have filed a supplemental motion for joint administration of their chapter 11 cases for procedural purposes only with the Initial Debtors.

1. Newbury Common Member Associates, LLC
2. Century Plaza Investor Associates, LLC
3. Seaboard Hotel Associates, LLC
4. Seaboard Hotel LTS Associates, LLC
5. Park Square West Associates, LLC
6. Clocktower Close Associates, LLC
7. One Atlantic Investor Associates, LLC
8. 220 Elm Street I, LLC
9. 300 Main Street Associates, LLC

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

In re:

NEWBURY COMMON MEMBER
ASSOCIATES, LLC,
Debtor.

Chapter 11

Case No. 16 - _____ (LSS)

**LIST OF DEBTOR'S EQUITY SECURITY HOLDERS
IN ACCORDANCE WITH BANKRUPTCY RULE 1007¹**

Membership Interests

Equity Holder	Address of Equity Holder	Interest Percentage
Seaboard Realty, LLC	1 Atlantic Street Stamford, CT 06901	25.00%
Arrowhead Trust	f/b/o Janet M. O'Connor 36 Tokeneke Trail Darien, CT 06820	1.57431%
Arrowhead Trust	f/b/o Janet M. O'Connor 36 Tokeneke Trail Darien, CT 06820	1.57431%
Marilyn J. Birdsall Trustee of the Estate Tax Shelter Trust	60 Indian Head Road Riverside, CT 06878	3.14861%
John M. Callagy	Kelley Drye & Warren LLP 101 Park Avenue, 32 nd Fl. New York, NY 10178	0.62972%
Henry D. Cavanna	64 Rowayton Avenue Rowayton, CT 06853	1.25945%
James D. & Susan C. Cuppini	29 W. 331 Old Wayne Ct. West Chicago, IL 60185	0.62972%
Robert Daly IRA	Morgan Stanley Smith Barney 200 Nyala Farms Rd. Westport, CT 06880	1.25945%

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.

Equity Holder	Address of Equity Holder	Interest Percentage
Brian C. DiMenna	1110 Park Avenue, Apt 3L Hoboken, NJ 07030	0.15743%
John J. DiMenna, III	c/o John J. Dimenna, Jr. 19 Rockwell Lane Darien, CT 06820	0.15743%
M. Lynn DiMenna	19 Rockwell Lane Darien, CT 06820	0.62972%
Meredith DiMenna	25 Grand Street, Unit 239 Norwalk, CT 06851	0.15743%
Thomas E. DiMenna	c/o John J. Dimenna, Jr. 19 Rockwell Lane Darien, CT 06820	0.15743%
Jeffrey R. Dunne Revocable Trust	90 Butternut Lane Southport, CT 06890	1.25945%
Christopher Durfee	CSD Holdings, LLC c/o Merrill Lynch Attn: Caroline Wall 38 East Main Street Mystic, CT 06355	0.31486%
Charles P. and Judith D. Eaton	20 Point Road Norwalk, CT 06854	1.88917%
Gilbert H. and Anna M. Engels	413 Mill Hill Terrace Southport, CT 06890	2.20403%
Gilbert Engels, Jr.	7 Arrow Head Road Westport, CT 06880	0.31486%
Susan R. Epstein	8 Marvin Street Norwalk, CT 06855	2.83375%
William P. Frank	Skadden, Arps, Slate, Meagher & FLom 4 Times Square New York, NY 10036	0.62972%
David Frankel Trustee	The Bud Frankel Irrevocable Trust f/b/o Alexander Frankel 38 Circle Drive Hastings on Hudson, NY 10706	0.62972%
David Frankel Trustee	The Bud Frankel Irrevocable Trust f/b/o Emma Frankel 38 Circle Drive Hastings on Hudson, NY 10706	0.62972%

Equity Holder	Address of Equity Holder	Interest Percentage
David & Susan Frankel	38 Circle Drive Hastings on Hudson, NY 10706	0.94458%
Samuel B. Fuller	40 Contentment Island Road Darien, CT 06890	1.25945%
Estate of David J. Gerson	c/o Diana Gerson 52 Saw Creek Estates Bushkill, PA 18324	1.25945%
Greenhorn Mesa Partners LTD.	2001 Kirby Drive Suite 607 Houston, TX 77019	1.57431%
Edward T. Hapgood, Jr.	1939 Fairfield Beach Road Fairfield, CT 06824	1.25945%
T. Peter Harding	5 Poppy Lane Glen Cove, NY 11542	1.25945%
Jeno Szeredas Trust	Pollyann Kelly Trustee 130 Brookline Drive Pinehurst, NC 28374	0.62972%
Pollyann Kelly	130 Brookline Drive Pinehurst, NC 28374	0.62972%
Thomas L. Kelly, Jr.	130 Brookline Drive Pinehurst, NC 28374	3.14861%
Robert E. & Elizabeth A. LaBlanc	60 East End Avenue, Apt. 19A New York NY 10028	1.25945%
Laurence and Karol London	175 East Middle Patent Road Bedford, NY 10506	1.25945%
Leonard and Leslie London	21697 Old Ridge Trail Boca Raton, FL 33428	2.51889%
Theodore Mann Lifetime Fund	Circle in the Square 1633 Broadway New York, NY 10019	2.83375%
C. Donald Martin	907 Cumberland Ridge Road Oxford, MS 38655	1.25945%

Equity Holder	Address of Equity Holder	Interest Percentage
Marvin A. Stolberg Trust	11253 Boca Woods Lane Boca Raton, FL 33428	1.25945%
Rosemary McAllister	8 Peter Cooper Road #9B New York, NY 10010	1.25945%
Judith S. McGuire & Raymond G. McGuire	1088 Park Avenue, Apt 9E New York, NY 10128	1.57431%
Christopher & Michele Meehan	22 Bridle Trail Fairfield, CT 06824	0.31486%
Jack & Fran Meehan	1011 Pequot Avenue Southport, CT 06890	1.57431%
Douglas J. Mello	66 Milton Road, Apt. D11 Rye, NY 10580	1.25945%
John D. & Regina L. Mello	4 Woodhill Road Westport, CT 06880	1.25945%
Christine C. Merritt	83 Brookside Road Darien, CT 06820	2.20403%
William A. Merritt, Jr.	83 Brookside Road Darien, CT 06820	0.94458%
Dominic Napolitano	10 Pasture Lane Darien, CT 06820	1.57431%
Thomas E. O'Connor	P.O. Box 6431 520 Spruce Ridge Lane Snowmass Village, CO 81615	6.29723%
Radha Ramaswamy	326 Prospect Avenue, Apt. 12K Hackensack, NY 07601	0.62972%
Richard and Kathy Robustelli	31 Eastover Road Stamford, CT 06905	1.25945%
Faye Z. Ross	7188 Lincoln Drive Philadelphia, PA 19119	0.31486%

Equity Holder	Address of Equity Holder	Interest Percentage
James A. Ross	1 Old Windmill Road Clarks Summit, PA 18411	0.31486%
Dr. Allen B. Rothpearl	9 Crabtree Lane Roslyn, NY 11576	1.57431%
Norla Rothpearl	12314 Dunwoody Drive Jacksonville, FL 32225	1.88917%
Dana E. Salvatore	85 Clearview Lane New Canaan, CT 06840	1.57431%
SAV Equities LLC	c/o Anthony Savarese 30 Drake Avenue Rye, NY 10580	1.25945%
David H. and Janet M. Soskin	10 Dellwood Road Darien, CT 06820	1.25945%
Lisa Speigel	11624 NW 52 nd Court Coral Springs, FL 33076	0.15743%
Gregory V. Stanton	14 Pryer Lane Larchmont, NY 10538	0.53525%
Turning Block Capital, LLC	137 Rowayton Ave Rowayton, CT 06853	0.62972%

Debtor Name Newbury Common Member Associates, 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 Equity Holder List

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

Executed on 02/03/2016
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 Additional Chapter 11 Petitions and First Day Pleadings, 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:)	
)	Chapter 11
)	
NEWBURY COMMON MEMBER)	Case No. 16 - _____ (LSS)
ASSOCIATES, LLC,)	
Debtor.)	
)	

**CORPORATE OWNERSHIP STATEMENT OF
NEWBURY COMMON MEMBER ASSOCIATES, LLC¹**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, Newbury Common Member Associates, LLC states as follows:

- Seaboard Realty, LLC owns 10% or more of the membership interests of Newbury Common Member Associates, 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 Newbury Common Member Associates, 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 Corporate Ownership Statement

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

Executed on 02/03/2016
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 Additional Chapter 11 Petitions and First Day Pleadings, the Debtors are continuing to review their assets, liabilities and ownership interests.

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

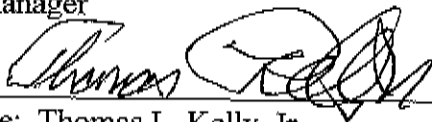
In re:)	
)	Chapter 11
)	
NEWBURY COMMON MEMBER)	Case No. 16 - ____ (LSS)
ASSOCIATES, LLC,)	
Debtor.)	

**WRITTEN CONSENT OF THE MANAGER OF
NEWBURY COMMON MEMBER ASSOCIATES, LLC**

THE UNDERSIGNED, being the Manager (the “**Manager**”) of Newbury Common Member Associates, LLC, a Connecticut limited liability corporation (the “**Company**”), hereby unanimously consents in writing to the adoption of the resolutions attached hereto as **Exhibit A** in accordance with the Limited Liability Company Operating Agreement and Connecticut Limited Liability Company Act 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 has executed this Written Consent, in one or more counterparts, as of this 3rd day of February, 2016.

Seaboard Realty, LLC
as Manager

By: 
Name: Thomas L. Kelly, Jr.
Title: Managing Member

By: _____
Name: William A. Merritt, Jr.
Title: Managing Member

Waterbridge Advisors LLC
Title: Managing Member

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

In re:)	
)	Chapter 11
)	
NEWBURY COMMON MEMBER)	Case No. 16 - _____ (LSS)
ASSOCIATES, LLC,)	
Debtor.)	
)	

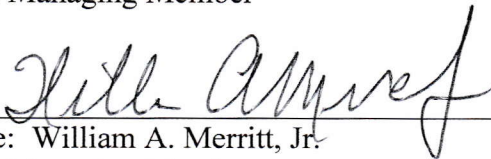
**WRITTEN CONSENT OF THE MANAGER OF
NEWBURY COMMON MEMBER ASSOCIATES, LLC**

THE UNDERSIGNED, being the Manager (the “**Manager**”) of Newbury Common Member Associates, LLC, a Connecticut limited liability corporation (the “**Company**”), hereby unanimously consents in writing to the adoption of the resolutions attached hereto as **Exhibit A** in accordance with the Limited Liability Company Operating Agreement and Connecticut Limited Liability Company Act 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 has executed this Written Consent, in one or more counterparts, as of this 3rd day of February, 2016.

Seaboard Realty, LLC
as Manager

By: _____
Name: Thomas L. Kelly, Jr.
Title: Managing Member

By:  _____
Name: William A. Merritt, Jr.
Title: Managing Member

Waterbridge Advisors LLC
Title: Managing Member

By: _____
Name: Howard Altschul
Title: Manager

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

In re:

NEWBURY COMMON MEMBER
ASSOCIATES, LLC,
Debtor.

Chapter 11

Case No. 16 - _____ (LSS)

**WRITTEN CONSENT OF THE MANAGER OF
NEWBURY COMMON MEMBER ASSOCIATES, LLC**

THE UNDERSIGNED, being the Manager (the “**Manager**”) of Newbury Common Member Associates, LLC, a Connecticut limited liability corporation (the “**Company**”), hereby unanimously consents in writing to the adoption of the resolutions attached hereto as **Exhibit A** in accordance with the Limited Liability Company Operating Agreement and Connecticut Limited Liability Company Act 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 has executed this Written Consent, in one or more counterparts, as of this 3rd day of February, 2016.

Seaboard Realty, LLC
as Manager

By: _____
Name: Thomas L. Kelly, Jr.
Title: Managing Member

By: _____
Name: William A. Merritt, Jr.
Title: Managing Member

Waterbridge Advisors LLC
Title: Managing Member


By:  _____
Name: Howard Altschul
Title: Manager

Exhibit 1

Resolutions of the Manager of Newbury Common Member Associates, 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 LLP 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.

Debtor Newbury Common Member Associates, LLC Case number (if known)

Fill in this information to identify the case:

Debtor name Newbury Common Member Associates, LLC
 United States Bankruptcy Court for the District of Delaware.
 Case number (if known):

☐ Check if this is
an amended
filing

Official Form 204
**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 30 Largest
 Unsecured Claims and Are Not Insiders On a Consolidated Basis¹**

12/15

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
					If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
1	SSC, Inc. P.O. Box 135 Battleboro, VT 05302	Hal Villagomez hvillagomez@securssc.com (914) 347-2400	Trade debts				\$250,518.08
2	SPAGS NE LLC dba Lionheart Maintenance 150 Morris Ave., Suite 201 Springfield, NJ 07081	Attn: Leslie Alvarado Email: leslie@lhmus.com (973) 218-6443	Trade debts				\$147,389.89
3	Tri-Star Services Inc. 39 Kenosia Ave. Danbury, CT 06810	Adam Barbieri email: adam@tristarservice.net (203) 744-3165	Trade debts				\$133,790.12
4	Berkowitz, Trager & Trager, LLC 8 Wright Street, 2 nd Floor Westport, CT 06880	(203) 226-1001	Professional services				\$126,633.00
5	Propark Inc. 301 Elm Street Stamford, CT 06901	Blake Gulino Blake.Gulino@propark.com (203) 323-5227	Trade debts	CUD			\$94,008.62

¹ The information set forth on the Consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (the "**Top 30 List**") is based upon currently available information. The Top 30 List does not include claims of the Debtors' affiliates, or claims of companies controlled by John J. DiMenna, Jr. (collectively, the "**Excluded Claims**"). The Debtors are continuing to review their assets, liabilities and ownership interests and reserve the right to amend or modify the Top 30 List at any time, including to reflect that any of the claims on the Top 30 List are contingent, unliquidated, or disputed. The Debtors also reserve its rights with respect to the Excluded Claims.

Debtor Newbury Common Member Associates, LLC Case number (if known)

	Name of creditor and complete mailing address, including zip code	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim.		
					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
6	IMCS, LLC 44 Coleytown Road Westport, CT 06880	(203) 227-0800	Professional services				\$93,000.00
7	CBRE, Inc. 200 Park Ave., 17 th Floor New York, NY 10166	Margaret Raff (212) 984-8217	Professional services				\$56,231.25
8	Diserio, Martin, O'Connor & Castiglioni LLP One Atlantic Street Stamford, CT 06902	William Durkin WDurkin@dmoc.com (203) 358-0800	Professional services				\$36,730.76
9	Jonathan Nehmer + Assoc., Inc. 7361 Calhoun Place Suite 310 Rockville, MD 20855	(301) 670-1635	Professional services				\$30,931.12
10	Drivers Unlimited Inc. 9 Mott Ave., Suite 306 Norwalk, CT 06850	Attn: Randy Klein rkelin@driversunlimited.com (203) 656-8400	Trade debts				\$29,954.55
11	City of Stamford P.O. Box 50 Stamford, CT 06904	(203) 324-4090	Taxes				\$29,895.33
12	Stamford WPCA P.O. Box 1200 Hartford, CT 06143	(888) 263-5047	Trade debts				\$29,733.12
13	Kencal Maintenance Corporation 399 Knollwood Rd. White Plains, NY 10603	Attn: Mary Cintron mcintron@kencalmaintenance.com (914) 761-5900 ext. 204	Trade debts				\$27,961.41

Debtor Newbury Common Member Associates, LLC Case number (if known)

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					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
14	Kravit Realty, LLC 180 Broad Street Stamford, CT 06901	Jeff Kravet kravetjeff@gmail.com Number unlisted	Professional services				\$26,126.82
15	Karps True Value Hardware 485 Hope Street Stamford, CT 06906	Attn: Marc Email: marc@karpshardware.com (203) 327-0460	Trade debts				\$23,125.00
16	Redniss & Mead, Inc. 22 First Street Stamford, CT 06905	Attn: Shelia Sweet s.sweet@rednissmead.com (203) 327-0500	Professional services				\$22,353.76
17	ASD Construction, LLC 150 Avon Street Stratford, CT 06615	Wilfredo Ayala willie@asd.construction (203) 394-8272	Trade debts				\$22,328.49
18	My Slidelines, LLC 1318 Kossuth St. Bridgeport, CT 06608	Scott Goldstein scott@servproofstamford.com (203) 324-1642	Trade debts				\$20,757.78
19	Carpet City 1555 Black Rock Turnpike Fairfield, CT 06825	Dave Montani carpetcity@optonline.net> (203) 331-8771	Trade debts				\$20,707.59
20	Heller And Johnsen 35 Nutmeg Drive Suite 325 Trumbull, CT 06611	(203) 380-8188	Professional Services				\$19,709.18
21	One Solution Services, LLC 626 Surf Avenue Stratford, CT 06615	Paul Spagnoletti paul@lhmus.com (203) 335-3300	Trade debts				\$19,091.28

Debtor Newbury Common Member Associates, LLC Case number (if known)

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					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
22	Great Northern Elevator Co. LLC 1584 Chamberlain Hwy Kensington, CT 06037	Philip Johnston pjelevator@gmail.com (781) 927-5164	Trade debts				\$16,803.56
23	City Carting & Recycling 8 Viaduct Rd. Stamford, CT 06907	Attn: Rich Lupinacci RTLup@citycart.net (203) 324-4090	Trade debts				\$16,391.28
24	American Furniture Rental P.O. Box 821014 Philadelphia, PA 19182	(856) 406-1200	Trade debts				\$11,626.27
25	Connecticut Materials Testing Lab, Inc. 7 Lexington Ave. South Norwalk, CT 06854	(203) 838-6978	Trade debts				\$11,224.06
26	Sky View Buildings, LLC 180 Bedford St. – 2 nd fl Stamford, CT 06901	Paul Gouda paul@skyviewbuilders.com (203) 274-5756	Trade vendors				\$11,176.87
27	Pelliccione & Assoc., LLC Landmark Square Stamford, CT 06901	Joe Pelliccione (203) 327-0408 PellAssoc@ATT.Net	Professional services				\$9,985.00
28	Grosso Custom Builders 86 Sheridan St. Stratford, CT 06115	Wilfredo Ayala (203) 380-2234	Trade vendors				\$9,622.12
29	KM Communications Services 1 Dock Street Suite 106 Stamford, CT 06902	Thomas Kelly t.kelly@kmggroup.org (203) 973-1189	Trade vendors				\$9,267.19

Debtor Newbury Common Member Associates, LLC Case number (if known)

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					Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
30	Carmody Torrance Sandak Hennessey 707 Summer St, 300, Stamford, CT 06901	(203) 425-4200	Professional services				\$9,033.00

Debtor Name Newbury Common Member Associates, 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 30 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 02/03/2016
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 Additional Chapter 11 Petitions and First Day Pleadings, the information set forth on the consolidated List of Creditors Who Have the 30 Largest Unsecured Claims and Are Not Insiders (the "**Top 30 List**") is based upon currently available information. The Debtors are continuing to review their assets, liabilities and ownership interests and reserve the right to amend or modify the Top 30 List at any time.