

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** 88 Hamilton Avenue Associates, 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)** 26 - 26 25 749

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>	<u>88</u>	<u>Hamilton Ave.</u>	
	County	Number	Street	
	<u>Stamford</u>		<u>CT</u>	<u>06902</u>
	City	State	ZIP Code	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 88 Hamilton Avenue 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>.

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 88 Hamilton Avenue 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. See attached Annex B

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? 88 Hamilton Avenue

Number Street

Stamford

City

CT

State

06902

ZIP Code

Is the property insured?

☐ No.

☒ Yes. Insurance agency Chartis Specialty Insurance Company

Contact name The Spofford Group, Insurance Brokerage Ltd

Phone (781) 740-8990

Debtor 88 Hamilton Avenue 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 88 Hamilton Avenue 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) 571-6600 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:	)	Chapter 11
)	
88 HAMILTON AVENUE ASSOCIATES, LLC,	)	Case No. 16 - ____ (LSS)
)	
Debtor.)	
)	

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. 88 Hamilton Avenue Associates, LLC
9. 220 Elm Street I, LLC
10. 300 Main Street Associates, LLC

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

_____)	
In re:	)	Chapter 11
)	
88 HAMILTON AVENUE ASSOCIATES, LLC,	)	Case No. 16 - _____ (LSS)
)	
Debtor.)	
_____)	

Annex B

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

**MEMORANDUM**

To: John J. DiMenna Jr.
Seaboard Properties, Incorporated

Fr: John E. Adams

A handwritten signature in black ink, appearing to read 'John E. Adams'.

Re: **Cost of Regulatory Compliance**
88 Hamilton Avenue
Stamford, Connecticut

Dt: June 2, 2015

Tetra Tech has reviewed the data collected during the 2008 Limited Subsurface Investigation and 2013 Groundwater Sampling events at the Site to determine the appropriate mechanism to achieve compliance with the Connecticut Remediation Standard Regulations (Regulations of the Connecticut State Agencies Section 22a-133k-1 through 3 and 22a-133q-1) (RSRs) and determine a commensurate cost of these activities. Revisions to the RSRs since the original 2008 investigations will permit the use of asphalt caps to minimize contact with soils. Also alternative means of evaluating the presence of petroleum in soils may be used to minimize soils that may require mitigation to achieve compliance.

ETPH and VOCs were detected below the applicable RSR criteria in Site groundwater during the August 2013 sampling event. Lead and arsenic were detected at levels slightly above the numeric SWPC during the August 2013 sampling event. The concentrations detected during the August 2013 sampling event indicate that groundwater at the Site has not been significantly impacted.

We anticipate the remedial strategy for contaminated soils at the Site may consist of the excavation of soil that exhibits contamination above the GB Pollutant Mobility Criteria (GB PMC), followed by the placement of an Environmental Land Use Restriction (ELUR) to comply with the Industrial/Commercial Direct Exposure Criteria (I/C DEC). The ELUR would assure that the Site is not used for residential purposes.

Remediation Area

An area at the north end of the existing building at soil boring locations RSB-4, 5 and 7 exhibits the presence of petroleum hydrocarbons at concentrations exceeding applicable criteria. Extractable Total Petroleum Hydrocarbons (ETPH) are present in the soil at concentrations that exceed both Industrial/Commercial Direct Exposure Criteria (I/C DEC) and the GB PMC. An estimated 1,000 cubic yards of ETPH contaminated soil may require remediation. Assuming up to 1,000 cubic yards (1,500 tons) may require remediation and assuming \$100 per ton for excavation, transportation and disposal at a licensed disposal facility, the estimated cost (including environmental oversight, reporting, confirmatory laboratory testing) is \$182,000. It should be noted that groundwater in this area (MW-16) is not impacted by the petroleum hydrocarbons and additional testing may determine that the soils may remain in place.



We recommend additional soil sampling in this area to better estimate the amount of soil requiring remediation to include the completion of up to 15 soil borings and the collection and analysis of up to 25 soil samples for ETPH. Costs associated with the investigation, including environmental oversight, drilling, laboratory analysis and reporting are estimated at \$11,000.

The compliance costs for the area at the north end of the building is estimated to be \$193,000.

Groundwater Monitoring

Compliance groundwater monitoring will require four quarterly events over a two year period to demonstrate seasonality of the groundwater quality. Assuming fourteen wells are included in the groundwater monitoring program and samples are analyzed for volatile organic compounds, semi-volatile organic compounds, Resource Conservation and Recovery Act metals and Extractable Total Petroleum Hydrocarbons, the cost per event is estimated to be \$15,000 for a total compliance cost of \$60,000.

Miscellaneous Requirements

In addition to the remediation and monitoring, a few additional activities will be necessary to fully characterize the Site. These include the completion of a ground penetrating radar survey, collection of a few additional soil samples and the preparation of a turf and pavement management plan. The cost to complete these activities is estimated to be \$20,000.

Environmental Land Use Restriction

The use of an Environmental Land Use Restriction (ELUR) is anticipated to achieve compliance with applicable RSR criteria. The ELUR would restrict the Site from being used for residential purposes and may limit disturbance of underlying soils in areas of the Site. The cost of the ELUR is estimated to be \$20,000.

Verification Report

Subsequent to achieving compliance with the RSRs, a verification report will be required to document compliance. This report will include a final conceptual site model and will contain the necessary information to document compliance at each AOC. The cost to prepare the Verification Report is estimated to be \$20,000.

Volatilization Criteria

Groundwater was most recently sampled in August 2013. Twelve monitoring wells located both upgradient and down gradient of the Site building were sampled. The results are summarized in Tetra Techs August 28, 2013 Groundwater Sampling Summary. Based on that sampling data, groundwater complies with the applicable promulgated and proposed industrial/commercial volatilization criteria as developed by the DEEP.



Summary

In summary, the major costs to comply with the RSRs have been identified and discussed in this memorandum. The actions include the investigation and possible remediation of petroleum impacted soils at the north end of the Site building, completion of compliance groundwater monitoring, placement of an ELUR on the Site and preparation of a Verification Report. The costs to complete these actions is estimated to be \$313,000. As discussed, the cost to remediate soils at the north end of the Site building may be less depending on the results of an initial investigation. It should also be noted that 88 Hamilton Avenue Associates has an environmental insurance policy for the Site that contains coverage for pre-existing on-site pollution conditions.

Please contact me if you have questions concerning the approach and associated cost estimates.

P:\3779\143-3779-13003\PROJMGMT\CORRESPONDENCE\COMPLIANCE MEMO.DOCX

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

In re:)	
	)	Chapter 11
88 HAMILTON AVENUE ASSOCIATES, LLC,)	
Debtor.	)	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	Percentage of Membership Interest
88 Hamilton Avenue Member Associates, LLC	1 Atlantic Street Stamford, CT 06901	100%

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 88 Hamilton Avenue 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
88 HAMILTON AVENUE ASSOCIATES, LLC,)	
Debtor.	)	Case No. 16 - _____ (LSS)
)	

**CORPORATE OWNERSHIP STATEMENT OF
88 HAMILTON AVENUE ASSOCIATES, LLC¹**

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, 88 Hamilton Avenue Associates, LLC states as follows:

- 88 Hamilton Avenue Member Associates, LLC owns 10% or more of the membership interests of 88 Hamilton Avenue Associates, LLC.
- Seaboard Realty, LLC owns 10% or more of the membership interests of 88 Hamilton Avenue 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 88 Hamilton Avenue 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 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

88 HAMILTON AVENUE ASSOCIATES, LLC,

Case No. 16 - ____ (LSS)

Debtor.

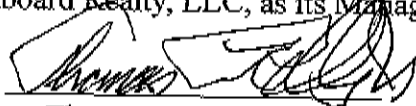
**WRITTEN CONSENT OF
88 HAMILTON AVENUE ASSOCIATES, LLC**

THE UNDERSIGNED, being all of (i) the Members of Seaboard Realty, LLC, a limited liability company organized pursuant to the Connecticut Limited Liability Company Act, do hereby authorize and approve in such capacity on behalf of Seaboard Realty, LLC, the Managing Member of 88 Hamilton Avenue Member Associates, LLC, in its capacity as Member of 88 Hamilton Avenue Associates, LLC (the "**Company**") and (ii) the Board of the Company, and acting by written consent in lieu of a meeting in accordance with the procedures established by the Operating Agreement of the Company (the "**Operating Agreement**"), the taking of the actions and adoption of the resolutions attached hereto as **Exhibit A**, such actions and resolutions to have the same force and effect as though duly taken and adopted at a meeting of the Member and the Board 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.

88 Hamilton Avenue Member Associates, LLC
as its Member

Seaboard Realty, LLC, as its 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
88 HAMILTON AVENUE ASSOCIATES, LLC,)	
	)	Case No. 16 - _____ (LSS)
Debtor.)	
)	

**WRITTEN CONSENT OF
88 HAMILTON AVENUE ASSOCIATES, LLC**

THE UNDERSIGNED, being all of (i) the Members of Seaboard Realty, LLC, a limited liability company organized pursuant to the Connecticut Limited Liability Company Act, do hereby authorize and approve in such capacity on behalf of Seaboard Realty, LLC, the Managing Member of 88 Hamilton Avenue Member Associates, LLC, in its capacity as Member of 88 Hamilton Avenue Associates, LLC (the “**Company**”) and (ii) the Board of the Company, and acting by written consent in lieu of a meeting in accordance with the procedures established by the Operating Agreement of the Company (the “**Operating Agreement**”), the taking of the actions and adoption of the resolutions attached hereto as **Exhibit A**, such actions and resolutions to have the same force and effect as though duly taken and adopted at a meeting of the Member and the Board 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.

88 Hamilton Avenue Member Associates, LLC
as its Member

Seaboard Realty, LLC, as its 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:)	
)	Chapter 11
88 HAMILTON AVENUE ASSOCIATES, LLC,)	
)	Case No. 16 - _____ (LSS)
Debtor.)	
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**WRITTEN CONSENT OF
88 HAMILTON AVENUE ASSOCIATES, LLC**

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IN WITNESS WHEREOF, the undersigned has executed this Written Consent, in one or more counterparts, as of this 3rd day of February, 2016.

88 Hamilton Avenue Member Associates, LLC
as its Member

Seaboard Realty, LLC, as its 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

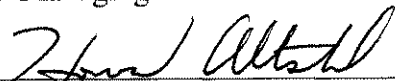
By:  _____
Name: Howard Altschul
Title: Manager

Exhibit A

Resolutions of the Member of 88 Hamilton Avenue 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 Member of Directors, 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, the Member 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
)	
88 HAMILTON AVENUE ASSOCIATES, LLC,	)	Case No. 16 - _____ (LSS)
)	
Debtor.)	

**UNANIMOUS WRITTEN CONSENT OF
BOARD OF DIRECTORS OF 88 HAMILTON AVENUE ASSOCIATES, LLC**

THE UNDERSIGNED, being all of the members of the Board of Directors of 88 Hamilton Avenue Associates, LLC (the “**Company**”), and acting by written consent in lieu of a meeting in accordance with the procedures established by the Amended and Restated Limited Liability Company Agreement of 88 Hamilton Avenue Associates, LLC (the “**Operating Agreement**”), the taking of the actions and adoption of the resolutions below such actions and resolutions to have the same force and effect as though duly taken and adopted at a meeting of the Board of Directors of the Company duly called and legally held.

WHEREAS, the Board of Directors of the Company is comprised of Thomas L. Kelly, Jr., William A. Merritt, Jr. (the “**Member Directors**”), Julia A. McCullough and Benjamin L. Hancock (the “**Independent Directors**”);

WHEREAS, the Independent Directors’ vote is required for Material Actions, as that term is defined in the Amended and Restated Limited Liability Company Agreement of 88 Hamilton Avenue Associates, LLC (the “**Operating Agreement**”);

WHEREAS, the Board of Directors has considered information, opinions and statements presented to them regarding the current status of the Company including, but not limited to, the Company’s management, alleged commingling of funds with Affiliates, all outstanding known debts and revenues;

WHEREAS, after due deliberation, that in the business judgment of the Member Directors, it is desirable and prudent 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**”);

WHEREAS, after due deliberation, the Independent Directors have determine in a good faith exercise of their business judgment that it is desirable and prudent, and is in the best interests of the Company, its creditors and its Member (solely to the extent of their respective economic interests in the Company), that a voluntary petition be filed by the Company under the Bankruptcy Code in 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 Member Directors, 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 in the business judgment of the Independent Directors, it is desirable and in the best interests of the Company, its creditors its Member (solely to the extent of their respective economic interests in the Company) , 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 the Board of Directors appoint Marc Beilinson and Mark Murphy, acting for and on behalf of the Company (collectively, the “**Authorized Officers**”) to 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 Board of Directors approve the Authorized Officers or any one of them to 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

RESOLVED, that the Board of Directors approve the Authorized Officers to be, and each of them hereby is, authorized and empowered, to the extent necessary, to cause the Company to 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, 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. Engagement of Chapter 11 Professionals

RESOLVED, that the Board of Directors approve the Authorized Officers or any one of them to 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, (d) the law firm of Smith, Katzenstein & Jenkins LLP to render legal services to, and to represent, the Independent Directors in connection with the chapter 11 filing and any other related matters in connection therewith, and (e) such other professionals as any Authorized Officer deems necessary and appropriate during the course of the chapter 11 filing; and

RESOLVED, that the Board of Directors approve the Authorized Officers or any one of them to 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

IV. Sale of Assets

RESOLVED, that the Member Directors approve the Authorized Officers to 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

V. Further Actions and Prior Actions

RESOLVED, that the Member Directors approve the Authorized Officers to 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 Member Directors approve the Authorized Officers to 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

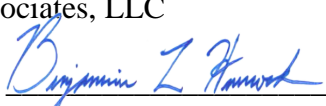
RESOLVED, that the Member Directors approve any and all lawful actions heretofore taken, in accordance with the Operating Agreement, by, or at the direction of, any Authorized Officer, the Member or the Board of Directors of the Company in the name and on behalf of the Company in furtherance of the purpose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

IN WITNESS WHEREOF, the undersigned has executed this Written Consent, in one or more counterparts, as of this 3rd day of February, 2016.

By: _____
Name: Thomas L. Kelly, Jr.
Title: Director of 88 Hamilton Avenue Associates,
LLC

By: _____
Name: William A. Merritt, Jr.
Title: Director of 88 Hamilton Avenue Associates,
LLC

By:  February 3, 2016
Name: Julia A. McCullough
Title: Independent Director of 88 Hamilton Avenue
Associates, LLC

By:  February 3, 2016
Name: Benjamin L. Hancock
Title: Independent Director of 88 Hamilton Avenue
Associates, LLC

[Additional Signature Page to Written Consent of 88 Hamilton Avenue Associates, LLC]

By: _____

Name: Howard Altschul

Title: Manager

By:   _____

Name: Thomas L. Kelly, Jr.

Title: Director of 88 Hamilton Avenue Associates,
LLC

By: _____

Name: William A. Merritt, Jr.

Title: Director of 88 Hamilton Avenue Associates,
LLC

By: _____

Name: Julia A. McCullough

Title: Independent Director of 88 Hamilton Avenue
Associates, LLC

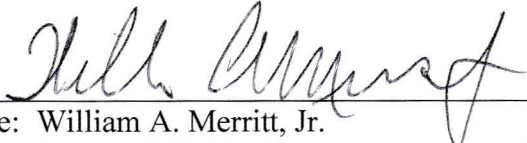
By: _____

Name: Benjamin L. Hancock

Title: Independent Director of 88 Hamilton Avenue
Associates, LLC

[Additional Signature Page to Written Consent of 88 Hamilton Avenue Associates, LLC]

By: _____
Name: Thomas L. Kelly, Jr.
Title: Director of 88 Hamilton Avenue Associates,
LLC

By:  _____
Name: William A. Merritt, Jr.
Title: Director of 88 Hamilton Avenue Associates,
LLC

By: _____
Name: Julia A. McCullough
Title: Independent Director of 88 Hamilton Avenue
Associates, LLC

By: _____
Name: Benjamin L. Hancock
Title: Independent Director of 88 Hamilton Avenue
Associates, LLC

[Additional Signature Page to Written Consent of 88 Hamilton Avenue Associates, LLC]

Debtor 88 Hamilton Avenue Associates, LLC Case number (if known)

Fill in this information to identify the case:

Debtor name 88 Hamilton Avenue 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 88 Hamilton Avenue 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 rklin@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 88 Hamilton Avenue 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
14	Kravet 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 88 Hamilton Avenue 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
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 88 Hamilton Avenue 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
30	Carmody Torrance Sandak Hennessey 707 Summer St, 300, Stamford, CT 06901	(203) 425-4200	Professional services				\$9,033.00

Debtor Name 88 Hamilton Avenue 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.