

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 220 Elm Street II, LLC2. All other names debtor used in the last 8 years Unknown at this time.Include any assumed names, trade names, and *doing business as* names3. Debtor's federal Employer Identification Number (EIN) 2 0 - 3 5 3 7 6 2 5

4. Debtor's address

Principal place of business**Mailing address, if different from principal place of business**1 Atlantic St.
Number Street

Number Street

Stamford CT 06901
City State ZIP Code

City State ZIP Code

Location of principal assets, if different from principal place of businessFairfield
County220 Elm Street
Number StreetNew Canaan CT 06840
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 220 Elm Street II, LLC
Name

Case number (if known) _____

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

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

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 on a consolidated basis (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 _____

Debtor 220 Elm Street II, LLC
Name

Case number (if known) _____

MM / DD / YYYY

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,
02/03/16 & 02/04/16

MM / DD / YYYY

Case number, if known

15-12507-15-1252015-1252816-10320-16-1032816-10330**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 220 Elm Street II, LLC
Name

Case number (if known) _____

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

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

14. Estimated number of creditors

- | | | |
|---|--|--|
| <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 03/17/2016
MM / DD / YYYY

X/s/ Marc Beilinson

Signature of authorized representative of debtor

Marc Beilinson

Printed name

Title Chief Restructuring Officer

Debtor 220 Elm Street II, LLC
Name

Case number (if known) _____

18. Signature of attorney

✕

/s/ Robert S. Brady

Signature of attorney for debtor

Date 03/17/2016

MM / DD / YYYY

Robert S. Brady

Printed Name

Young Conaway Stargatt & Taylor, LLP

Firm name

1000 North King Street

Number Street

Wilmington

City

DE

State

19801

Zip Code

(302) 571-6600

Contact phone

rbrady@ycst.com

Email address

No. 2847

Bar number

DE

State

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

In re:

220 ELM STREET II, 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 “**Original 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.

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 February 3, 2016, each of the affiliated entities listed below (the “**Additional Debtors**”), with the exception of 88 Hamilton Avenue Associates, LLC (“**88 Hamilton**”), filed petitions for relief under chapter 11 of the Bankruptcy Code in this Court. On February 4, 2016, 88 Hamilton commenced its voluntary case under chapter 11 of the Bankruptcy Code. Pursuant to this Court’s order dated February 5, 2016, the chapter 11 cases of the Original Debtors and the Additional Debtors are being jointly administered, for procedural purposes only, pursuant to Bankruptcy Rule 1015(b).

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: 220 ELM STREET II, LLC, <div style="text-align: right;">Debtor.</div> |))))))) | 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 | Percentage of Membership Interest |
|---|--|--|
| Seaboard Stamford Investor Associates, LLC | c/o Seaboard Property Management Two Stamford Landing 68 Southfield Avenue Stamford, CT 06902 | 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 220 Elm Street II, LLCUnited States Bankruptcy Court for the: _____ District of Delaware

Case Number (if known) _____

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

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

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

Declaration and signature

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

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

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

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

Executed on 03/17/2016
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 |
| |) | |
| 220 ELM STREET II, LLC, |) | Case No. 16 - _____ (LSS) |
| |) | |
| Debtor. |) | |
| |) | |

CORPORATE OWNERSHIP STATEMENT OF 220 ELM STREET II, LLC¹

In accordance with Rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, 220 Elm Street II, LLC states as follows:

- Seaboard Stamford Investor Associates, LLC owns 10% or more of the membership interests of 220 Elm Street II, LLC.
- Seaboard Properties Incorporated owns 10% or more of the membership interests of Seaboard Stamford Investor Associates, LLC.
- Thomas L. Kelly, Jr. and William A. Merritt, Jr. own 10% or more of the membership interests of Seaboard Properties Incorporated.

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 220 Elm Street II, LLCUnited States Bankruptcy Court for the: _____ District of Delaware

Case Number (if known) _____

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

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

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

Declaration and signature

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

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

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

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

Executed on 03/17/2016
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.

Exhibit A

Resolutions of the Board of Directors of 220 Elm Street II, LLC

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

NOW, THEREFORE, BE IT:

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

RESOLVED, that in the business judgment of the Board of Directors, it is desirable and in the best interests of the Company and its creditors, employees, stockholders, 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 firm of 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 a 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 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.

Debtor 220 Elm Street II, LLC

Case number (if known)

Fill in this information to identify the case:Debtor name 220 Elm Street II, 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 20 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 | | |
|---|--|---|---|--|-----------------------------------|---|-----------------|
| | | | | | Total claim, if partially secured | Deduction for value of collateral or setoff | Unsecured claim |
| 1 | SPAGS NE LLC Dba Lionheart Maintenance 150 Morris Ave., Suite 201 Springfield, NJ 07081 | Leslie Alvarado 973-218-6443 | | | | | \$16,778.98 |
| 2 | Tri-Star Services Inc. 39 Kenosia Ave. Danbury, CT 06810 | 203-744-3165 | | | | | \$10,239.64 |
| 3 | Cranmore Fitzgerald & Meaney 49 Wethersfield Ave. Hartford, CT 06114 | | | | | | \$3,477.59 |
| 4 | Hoffman Energy 170 White St. Danbury, CT 06810 | Corrine 800-637-2239 | | | | | \$3,245.60 |
| 5 | GDF Suez Energy Resources 200 Glastonbury Blvd Glastonbury, CT 06033 | 800-657-8463 | | | | | \$1,831.99 |

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 Debtor's affiliates, or claims of companies controlled by John J. DiMenna, Jr. (collectively, the "Excluded Claims"). The Debtor is continuing to review its assets, liabilities, and ownership interests and reserves 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 Debtor also reserves its rights with respect to the Excluded Claims.

Debtor 220 Elm Street II, 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 | Eversource Honor S. Heath, Esq. 107 Selden Street Berlin, CT 06037 and c/o Law firm of Russell R. Johnson, III, PLC 2258 Wheatlands Drive Manakin-Sabot, VA 23103 | 860-665-4865 Honor.health@eversource.com | | | | | \$1,797.81 |
| 7 | Smith Brothers Insurance 68 National Dr. Glastonbury, CT 06033 | 860-528-3235 | | | | | \$1,720.00 |
| 8 | Law Offices of Patrick W. Boatman 111 Founders Plc, Suite 1000 East Hartford, CT 06108 | | | | | | \$1,650.00 |
| 9 | Redniss & Mead, Inc. 22 First St. Stamford, CT 06905 | Shelia Sweet 203-327-0500 | | | | | \$1,422.50 |
| 10 | Karp's 485 Hope St. Stamford, CT 06906 | Marc 203-327-0460 | | | | | \$1,374.67 |
| 11 | Cranmore Fitzgerald & Meaney 49 Wethersfield Ave. Hartford, CT 06114 | Rich Lupinacci 860-522-9100 | | | | | \$1,137.50 |
| 12 | City Carting & Recycling 8 Viaduct Road Stamford, CT 06907 | 203-324-4090 | | | | | \$886.51 |

Debtor

220 Elm Street II, 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 |
| 13 2 | Professional Carpet Sys. 12 Progress Ave. Seymour, CT 06483 | 203-888-5560 | | | | | \$702.07 |
| 14 | Hoffman Commercial 56 Quarry Road, Suite 2 Trumbull, CT 06611 | | | | | | \$338.82 |
| 15 | Argus Software Inc. PO Box 675011 Dallas, TX 75267 | | | | | | \$265.13 |
| 16 | Bureau of Elevators PO Box 2794 Middletown, CT 06457 | | | | | | \$240.00 |
| 17 | Acquarion Water Company 330 Fairfield Ave. Stamford, CT 06902 | | | | | | \$214.96 |
| 18 | Michael C. Palotta Lawn Irrigation Inc. 132 B Green Lane Bedford Hills, NY 10507 | 914-276-3022 | | | | | \$191.43 |
| 19 | KM Communications Serv 1 Dock St., Suite 106 Stamford, CT 06902 | Thomas Kelly | | | | | \$180.56 |
| 20 | Dept of Public Safety 1111 Country Club Road Middletown, CT 06457 | 860-685-8320 | | | | | \$160.00 |

Debtor Name 220 Elm Street II, LLCUnited States Bankruptcy Court for the: _____ District of Delaware

Case Number (if known) _____

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

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

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

Declaration and signature

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

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

- ☐ *Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- ☐ *Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- ☐ *Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- ☐ *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- ☐ *Schedule H: Codebtors* (Official Form 206H)
- ☐ *Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- ☐ Amended Schedule _____
- ☒ *Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 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 03/17/2016
MM / DD / YYYY

/s/ Marc Beilinson

x

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.