

Fill in this information to identify your case:

United States Bankruptcy Court for the:

DISTRICT OF CONNECTICUT

Case number (if known) Chapter 11

Check if this an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

4/16

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 case number (if known). For more information, a separate document, Instructions for Bankruptcy Forms for Non-Individuals, is available.

1. Debtor's name Wall Street Master Landlord, LLC

2. All other names debtor used in the last 8 years Include any assumed names, trade names and doing business as names

3. Debtor's federal Employer Identification Number (EIN) 61-1810909

4. Debtor's address Principal place of business Mailing address, if different from principal place of business 71 Wall Street Norwalk, CT 06850 Fairfield County

5. Debtor's website (URL)

6. Type of debtor Corporation (including Limited Liability Company (LLC) and Limited Liability Partnership (LLP)) Partnership (excluding LLP) Other. Specify:

Debtor **Wall Street Master Landlord, 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>.

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 \$2,566,050 (amount subject to adjustment on 4/01/19 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.

If more than 2 cases, attach a separate list.

District	_____	When	_____	Case number	_____
District	_____	When	_____	Case number	_____

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

- No
- Yes.

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

Debtor	See Attachment	Relationship	_____
District	_____	When	_____
		Case number, if known	_____

Debtor Wall Street Master Landlord, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

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

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

No

Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

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

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number, Street, City, State & ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____

Contact name _____

Phone _____

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 to unsecured creditors.

14. Estimated number of creditors

- | | | |
|--|--|--|
| <input checked="" 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"/> 5001-10,000 | <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 type="checkbox"/> 200-999 | | |

15. Estimated Assets

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

Debtor Wall Street Master Landlord, LLC Case number (if known) _____
Name

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 February 4, 2018
MM / DD / YYYY

X /s/ Suzanne Cahill _____
Signature of authorized representative of debtor
Title _____

Suzanne Cahill _____
Printed name

18. Signature of attorney

X /s/ Jeffrey M. Sklarz _____
Signature of attorney for debtor

Date **February 4, 2018** _____
MM / DD / YYYY

Jeffrey M. Sklarz ct20938 _____
Printed name

Green & Sklarz LLC _____
Firm name

700 State Street, Suite 100
New Haven, CT 06511 _____
Number, Street, City, State & ZIP Code

Contact phone _____ Email address _____

ct20938 _____
Bar number and State

Debtor Wall Street Master Landlord, LLC Case number (if known) _____
Name

Fill in this information to identify your case:

United States Bankruptcy Court for the:
 DISTRICT OF CONNECTICUT

Case number (if known) _____ Chapter 11

Check if this an amended filing

FORM 201. VOLUNTARY PETITION
Pending Bankruptcy Cases Attachment

Debtor	<u>Wall Street Managing Member, LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Connecticut</u>	When <u>2/04/18</u>	Case number, if known
Debtor	<u>Wall Street Theater Co., LLC</u>	Relationship to you	<u>Affiliate</u>
District	<u>Connecticut</u>	When <u>2/04/18</u>	Case number, if known <u>18-50132</u>

**RESOLUTIONS ADOPTED BY
WALL STREET MASTER LANDLORD, LLC**

I HEREBY CERTIFY that (i) I, Suzanne J. Cahill (the "President"), president of Wall Street Theater Company, Inc., the sole manager of Wall Street Managing Member, LLC, the sole manager of Wall Street Manager, LLC, the sole manager of Wall Street Master Landlord, LLC, a Connecticut limited liability company (hereinafter referred to as the "Company"), (ii) the following is a true and correct copy of resolutions duly adopted by the Directors of the Company on February 2, 2018 (the "Resolutions"), and (iii) the Resolutions neither conflict with any order of any court or Bylaw or regulation of the Company, nor have the Resolutions been in any way altered, amended, or repealed, and they are in full force and effect, unrevoked and unrescinded as of this date;

Be it hereby:

RESOLVED, that the Company shall (i) file a voluntary petition for reorganization pursuant to Chapter 11 of Title 11, United States Code (the "Bankruptcy Code"); (ii) if circumstances arise prior to filing such a petition that make it necessary or convenient: (a) consent to the entry of an order for relief in an involuntarily commenced Chapter 11 case, or (b) consent to the entry of an order for relief and convert an involuntarily commenced Chapter 7 case to a case under Chapter 11; and (iii) perform any and all such acts as are reasonable, advisable, expedient, convenient, proper, or necessary to effectuate any of the foregoing; and be it

FURTHER RESOLVED, that the President shall be, and hereby is, authorized and empowered to execute and deliver or cause to be filed, on behalf of the Company, (i) the voluntary petition of the Company pursuant to Chapter 11 of the Bankruptcy Code, (ii) the consent to the entry of an order for relief in an involuntarily commenced Chapter 11 case, or (iii) the consent to the entry of an order for relief and conversion of an involuntarily commenced Chapter 7 case to a case under Chapter 11, (iv) any and all other documents necessary or appropriate in connection therewith, in such form or forms as the Officer or Officers so acting may approve; and be it

FURTHER RESOLVED, that, to the extent necessary, the President shall be authorized and empowered to execute and deliver for and on behalf of the Company, as Debtor and Debtor in possession, such agreements, instruments, and any and all other documents necessary or appropriate to facilitate the use of cash collateral under 11 U.S.C. § 363 or debtor-in-possession financing under 11 U.S.C. § 364 (the "Financing Documents"), and that Financing Documents containing such provisions, terms, conditions, covenants, warranties, and representations as may be deemed necessary or appropriate by the Manager so acting hereby are approved; and be it

FURTHER RESOLVED, that the law firm of Green & Sklarz, LLC ("G&S") and its member, Jeffrey M. Sklarz, Esq., and/or any of G&S's attorneys, shall be, and they hereby are, authorized and empowered to represent the Company, as Debtor and Debtor in Possession, in connection with any case commenced by or against it under the Bankruptcy Code; and be it

FURTHER RESOLVED, that the President shall be, and is, authorized and empowered to retain, on behalf of the Company, such attorneys, financial advisors, and accountants as the

President or other Officer or Officers so acting shall deem appropriate in her or their judgment; and be it

FURTHER RESOLVED, that the President shall be, and is, authorized and empowered to take or cause to be taken any and all such further action, to execute and deliver any and all such further instruments and documents, and to pay all such fees and expenses, as she shall deem appropriate in her judgment to fully carry out the intent and accomplish the purposes of the Resolutions; and be it

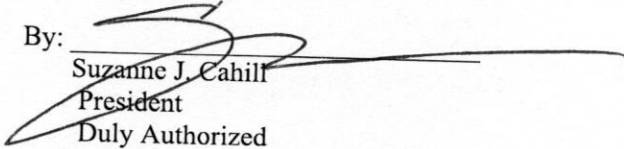
FURTHER RESOLVED, that all of the acts and transactions of any one or more of the Officers, or the Board of Directors, of the Company, which have been taken, caused to have been taken, or made prior to the effective date of the Resolutions in connection with the matters set forth in the Resolutions, are hereby ratified, confirmed, and approved.

WALL STREET MASTER LANDLORD, LLC,
a Connecticut limited liability company

By: Wall Street Manager, LLC,
a Connecticut limited liability company,
its Manager

By: Wall Street Managing Member, LLC,
a Connecticut limited liability company,
its Manager

By: Wall Street Theater Company Inc.,
a Connecticut non-stock corporation,
its Manager

By: 
Suzanne J. Cahill
President
Duly Authorized

Date: February 2, 2018

Fill in this information to identify the case:

Debtor name Wall Street Master Landlord, LLC

United States Bankruptcy Court for the: DISTRICT OF CONNECTICUT

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 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 claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of 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
Patriot Bank, N.A. Attn: Pres., Sec., or Mng. Agent 900 Bedford Street Stamford, CT 06901		Tax Credits		\$8,800,000.00	\$3,603,775.00	\$5,196,225.00
The Morganti Group, Inc. Attn: Pres, Sec or Managing Agent 100 Mill Plain Road, 4th Floor Danbury, CT 06811			Contingent Unliquidated Disputed Subject to Setoff			\$3,569,822.22

Jason Maus
Stinson Leonard Street LLP
1299 Farnam Street, Suite 1500
Omaha, NE 68102

Jonathan Burckin
Enhanced Capital
201 St. Charles St., Suite 3400
New Orleans, LA 70170

Louis Pepe
McElroy, Deutsch, Mulvaney & Carpenter
One State Street, 14th Floor
Hartford, CT 06103

Patriot Bank, N.A.
Attn: Pres., Sec., or Mng. Agent
900 Bedford Street
Stamford, CT 06901

Robert E. Kaelin
Murtha Cullina, LLP
185 Asylum Street
Hartford, CT 06103-3469

The Morganti Group, Inc.
Attn: Pres, Sec or Managing Agent
100 Mill Plain Road, 4th Floor
Danbury, CT 06811

Wall Street Manager, LLC
71 Wall Street
Norwalk, CT 06850

Wall Street Managing Member, LLC
71 Wall Street
Norwalk, CT 06850

Wall Street Master Tenant, LLC
71 Wall Street
Norwalk, CT 06850

Wall Street Theater Company, Inc.
71 Wall Street
Norwalk, CT 06850

**United States Bankruptcy Court
District of Connecticut**

In re Wall Street Master Landlord, LLC

Debtor(s)

Case No.

Chapter 11

CORPORATE OWNERSHIP STATEMENT (RULE 7007.1)

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1 and to enable the Judges to evaluate possible disqualification or recusal, the undersigned counsel for Wall Street Master Landlord, LLC in the above captioned action, certifies that the following is a (are) corporation(s), other than the debtor or a governmental unit, that directly or indirectly own(s) 10% or more of any class of the corporation's(s') equity interests, or states that there are no entities to report under FRBP 7007.1:

None [*Check if applicable*]

February 4, 2018

Date

/s/ Jeffrey M. Sklarz

Jeffrey M. Sklarz ct20938

Signature of Attorney or Litigant

Counsel for Wall Street Master Landlord, LLC

Green & Sklarz LLC

**700 State Street, Suite 100
New Haven, CT 06511**