

Fill in this information to identify the case:

United States Bankruptcy Court for the:

_____ District of Hawaii
(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 RCL, 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) 80 - 0360816

4. Debtor's address
Principal place of business: P.O. Box 2429
Number Street
Kailua-Kona HI 96745
City State ZIP Code
Hawaii
County
Mailing address, if different from principal place of business:
Number Street
P.O. Box
City State ZIP Code
Location of principal assets, if different from principal place of business:
Number Street
City State ZIP Code

5. Debtor's website (URL) None

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

Debtor

RCL, 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.naics.com/search/>.

4 8 7 2

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

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

No

Yes. Debtor _____ Relationship _____

District _____ When _____
MM / DD / YYYY

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

Case number, if known _____

Debtor

RCL, 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 Vessels on mooring which need regular attention to prevent property damage to it and others

Where is the property? Kailua-Kona Bay (Mooring)

Number Street

Kailua-Kona
City

HI
State

96745
ZIP Code

Is the property insured?

- No
- Yes. Insurance agency Aloha Insurance Services Inc.

Contact name Elly Johnson

Phone (808) 334-0044

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

Debtor RCL, LLC
Name

Case number (if known) _____

16. Estimated liabilities
- | | | |
|--|--|--|
| <input checked="" 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 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 _____
MM / DD / YYYY

[Signature]

Signature of authorized representative of debtor

Raymond L. LeMay, Jr.
Printed name

Title Vice President

18. Signature of attorney

[Signature] Date 02/23/2016
MM / DD / YYYY

Signature of attorney for debtor

Jerrold K. Guben
Printed name

O'Connor Playdon & Guben LLP
Firm name

733 Bishop Street, Suite 2400
Number Street

Honolulu Hawaii 96813
City State ZIP Code

(808) 524-8350 jkg@opglaw.com
Contact phone Email address

3107-0 Hawaii
Bar number State

**RESOLUTION OF THE MANAGERS OF
RCL, LLC**

WHEREAS, the undersigned, as the sole Managers of RCL, LLC, a Hawaii limited liability company (the "Company"), at a meeting held on _____, 2016, upon decision of the Managers of the Company, and upon the recommendation of the Company's professional advisors, has determined that is desirable, fair, reasonable, and in the best interest of the Company and the Company's creditors, stockholders and other interested parties for the Company to file a petition seeking relief under the provisions of Chapter 11 of Title 11, United States Code ("Bankruptcy Code").

NOW, THEREFORE, BE IT

1. Filing and Prosecution of Bankruptcy Case.

RESOLVED, that it is desirable and in the best interests of the Company and its creditors, and other interested parties to authorize the Managers to cause to be filed a petition in the name of RCL, LLC ("Chapter 11 Petition") seeking relief under the provisions of Chapter 11 of the Bankruptcy Code ("Chapter 11 case"); and it is further

RESOLVED, that the Manager(s) be, and each hereby is, authorized and directed to execute the Chapter 11 Petition and to cause the same to be filed in the United States Bankruptcy Court for the District of Hawaii ("Bankruptcy Court"), in such form and at such time as such officer(s) shall determine; and it is further

RESOLVED, that the Manager(s) be, and each hereby is, authorized and directed to take all actions necessary to restructure the financial affairs of the Company, including causing to be filed in the bankruptcy case a Disclosure Statement and a Plan of Reorganization ("Plan"), and to seek confirmation of the Plan by the Bankruptcy Court, with such amendments as may be required by the Bankruptcy Court or, in the alternative, if circumstances require to file a petition pursuant to 11 U.S.C. § 701, *et. seq.*, and it is further

RESOLVED, that the Manager(s) be, and each hereby is, authorized to execute and file (or direct others to do so on behalf of the Company as provided herein) all necessary documents, including, without limitation, all petitions, affidavits, schedules, motions, lists, applications, pleadings and other papers, and

in connection therewith, to employ and retain all assistance by legal counsel, accountants or other professionals and to take any and all action which they deem necessary and proper in connection with the Chapter 11 case.

2. Employment of Professionals.

RESOLVED, that the law firm of O'Connor Playdon & Guben LLP hereby is employed as bankruptcy counsel for the Company in the Chapter 11 case, and the Manager(s) of the Company are hereby authorized and directed to execute appropriate agreements, upon the filing of a Chapter 11 case and cause to be filed an appropriate application for authority to retain the services of O'Connor Playdon & Guben LLP; and it is further

RESOLVED, that the Manager(s) of the Company be, and they hereby, authorized and directed to retain any other firm as professionals or consultants to the Company as are deemed necessary to represent and assist the Company in carrying out its duties under the Bankruptcy Code and, in connection therewith, the Manager(s) of the Company is hereby authorized and directed to execute appropriate agreements and cause to be filed an appropriate application for authority to retain the services of such firm; and it is further

RESOLVED, that all acts lawfully done or actions lawfully taken by its Manager(s) to seek relief under Chapter 11 of the Bankruptcy Code or in connection with the Chapter 11 case, or any matter related thereto, be, and hereby are, adopted, ratified, confirmed and approved in all respects as the acts and deeds of the Company; and it is further

3. General Authorizing, Resolution.

RESOLVED, that the Manager(s) be, shall have full authority to act and is authorized and directed, on behalf of the Company, under the Company's seal or otherwise, to make, enter into, execute, deliver and file any and all other or further agreements, documents, certificates, materials and instruments, to disburse funds of the Company, to take or cause to be taken any and all other actions, and to incur all such fees and expenses as any such officer deems to be necessary, appropriate or advisable to carry out the purposes of the foregoing resolutions and the transactions contemplated thereunder and/or to successfully complete a Chapter 11 case, the taking of any such action to constitute conclusive evidence of the exercise of such discretionary authority; and it is further

RESOLVED, that all authorized actions, transactions, or agreements undertaken prior to the adoption of these resolutions by any the Manager(s) of the Company on behalf of the Company in connection with the foregoing matters are hereby authorized, approved, ratified, confirmed and adopted as the acts of the Company; and it is further

RESOLVED, that the Manager(s) be, and each of them hereby is, authorized, empowered and directed to certify and attest any documents or materials which they deem necessary, desirable or appropriate to consummate the transactions contemplated by the foregoing resolutions, without the necessity of the signature or attestation of any other officer or the affixing of any seal of the Company.

4. Designation of Responsible Person.


RESOLVED, that RAYMOND L. LEMAY, JR., be and hereby appointed as the person responsible for performing the duties and responsibilities of the debtor in the proposed Chapter 11 proceeding and authorized to file the petition.

The undersigned does hereby further certify that the foregoing resolution are in full force and effect as of the date hereof.

DATED: Honolulu, Hawaii, February __, 2016.

RCL, LLC, a Hawaii limited liability company

By:


RAYMOND L. LEMAY JR.
Its Manager

By:


CYNTHIA J. LEMAY
Its Manager

Fill in this information to identify the case:

Debtor name RCL, LLC
 United States Bankruptcy Court for the: _____ District of Hawaii
(State)
 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 the claim (for example, trade debt, 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 | N/A | | | | | | |
| 2 | | | | | | | |
| 3 | | | | | | | |
| 4 | | | | | | | |
| 5 | | | | | | | |
| 6 | | | | | | | |
| 7 | | | | | | | |
| 8 | | | | | | | |

Debtor

RCL, LLC

Name

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 debt, bank loan, 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 |
| 9 | | | | | | | |
| 10 | | | | | | | |
| 11 | | | | | | | |
| 12 | | | | | | | |
| 13 | | | | | | | |
| 14 | | | | | | | |
| 15 | | | | | | | |
| 16 | | | | | | | |
| 17 | | | | | | | |
| 18 | | | | | | | |
| 19 | | | | | | | |
| 20 | | | | | | | |

Internal Revenue Service
P.O. Box 7346
Philadelphia, PA 19101-7346

Department of Taxation
State of Hawaii
Attn: Bankruptcy Unit
P.O. Box 259
Honolulu, Hawaii 96809-0259

Department of Land and National Resources
Kalaniamoku Building
1151 Punchbowl Street
Honolulu, Hawaii 96813

National Liquidators
1915 Southwest 21st Avenue
Fort Lauderdale, Florida US 33312-3113

Caterpillar Financial Services Corp GPF
P.O. Box 905561
Charlotte, NJ 28290-5561

Fill in this information to identify your case:

| | | | |
|---|------------|-------------|-----------|
| Debtor 1 | RCL, LLC | | |
| | First Name | Middle Name | Last Name |
| Debtor 2 (Spouse, if filing) | N/A | | |
| | First Name | Middle Name | Last Name |
| United States Bankruptcy Court - District of Hawaii | | | |
| Case number (if known) | _____ | | |

Local Form H1007-2d (12/15)

Debtor's Verification of Creditor List

The undersigned debtor certifies under penalty of perjury that all entities included or to be included in schedules D, E/F, G, and H have been listed in the creditor list submitted with this verification. This includes all my creditors, parties to leases and executory contracts, and codebtors.

I also certify that the names and addresses of the listed entities are true and correct to the best of my knowledge.

I understand that I must file an amended creditor list and pay an amendment fee if there are creditors or parties listed in my schedules who have not been included in this list.

/s/  , Manager
Debtor 1 RCL, LLC

/s/ N/A
Debtor 2

Dated: _____

Dated: _____