

B1 (Official Form 1)(4/10)

**United States Bankruptcy Court
District of Massachusetts**

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Abbott Homes - Bay Club Phase One LLC	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) 26-0302713	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 84 State Street, Suite 720 Boston, MA <div style="text-align: right; margin-top: 5px;"> ZIP Code 02109 </div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
County of Residence or of the Principal Place of Business: Suffolk	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right; margin-top: 5px;"> ZIP Code </div>
Location of Principal Assets of Business Debtor (if different from street address above): 3 Fieldstone Drive Mattapoisett, MA 02739	

Type of Debtor (Form of Organization) (Check one box) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	Nature of Business (Check one box) <input type="checkbox"/> Health Care Business <input checked="" type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input type="checkbox"/> Other <hr/> Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding Nature of Debts (Check one box) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.
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Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
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Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors. Estimated Number of Creditors <input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000 Estimated Assets <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion Estimated Liabilities <input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	THIS SPACE IS FOR COURT USE ONLY
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Voluntary Petition <i>(This page must be completed and filed in every case)</i>	Name of Debtor(s): Abbott Homes - Bay Club Phase One LLC
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All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)

Location Where Filed: - None -	Case Number:	Date Filed:
Location Where Filed:	Case Number:	Date Filed:

Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)

Name of Debtor: - None -	Case Number:	Date Filed:
District:	Relationship:	Judge:

<p style="text-align: center;">Exhibit A</p> <p>(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)</p> <p><input type="checkbox"/> Exhibit A is attached and made a part of this petition.</p>	<p style="text-align: center;">Exhibit B</p> <p>(To be completed if debtor is an individual whose debts are primarily consumer debts.)</p> <p>I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b).</p> <p>X _____ Signature of Attorney for Debtor(s) (Date)</p>
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Exhibit C

Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?

Yes, and Exhibit C is attached and made a part of this petition.

No.

Exhibit D

(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)

Exhibit D completed and signed by the debtor is attached and made a part of this petition.

If this is a joint petition:

Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.

Information Regarding the Debtor - Venue

(Check any applicable box)

Debtor has been domiciled or has had a residence, 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.

There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.

Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.

Certification by a Debtor Who Resides as a Tenant of Residential Property

(Check all applicable boxes)

Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)

(Name of landlord that obtained judgment)

(Address of landlord)

Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and

Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.

Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):
Abbott Homes - Bay Club Phase One LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Attorney*

X /s/ James A. Wingfield
Signature of Attorney for Debtor(s)

James A. Wingfield 657561
Printed Name of Attorney for Debtor(s)

Law Offices of James Wingfield
Firm Name

316 Main Street, Suite 600
Worcester, MA 01608

Address

Email: bankruptcy@wingfieldlaw.com
508-797-0200 Fax: 508-797-0201

Telephone Number

November 15, 2011
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.)(Required by 11 U.S.C. § 110.)

Address

X _____

Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ James McAuliffe
Signature of Authorized Individual

James McAuliffe
Printed Name of Authorized Individual

Manager
Title of Authorized Individual

November 15, 2011
Date

B4 (Official Form 4) (12/07)

**United States Bankruptcy Court
District of Massachusetts**

In re Abbott Homes - Bay Club Phase One LLC

Debtor(s)

Case No.

Chapter 11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Bay Club at Mattapoisett PO Box 1406 Mattapoisett, MA 02739	Bay Club at Mattapoisett PO Box 1406 Mattapoisett, MA 02739			650.00
Bay Club Community Association, Inc. PO Box 1406 Mattapoisett, MA 02739	Bay Club Community Association, Inc. PO Box 1406 Mattapoisett, MA 02739			1,512.00
Bay Club Real Estate Holdings, LLC PO Box 1406 Mattapoisett, MA 02739	Bay Club Real Estate Holdings, LLC PO Box 1406 Mattapoisett, MA 02739			9,160.00
Cohen & Associates 151 Tremont Street, Suite PH Boston, MA 02111	Cohen & Associates 151 Tremont Street, Suite PH Boston, MA 02111			975.00
Commonwealth Land Title Ins. Co. 265 Franklin Street, 8th Floor Boston, MA 02110	Commonwealth Land Title Ins. Co. 265 Franklin Street, 8th Floor Boston, MA 02110			1,275.00
Doerr Associates, Inc. Thirty-One Church Street Winchester, MA 01890	Doerr Associates, Inc. Thirty-One Church Street Winchester, MA 01890			2,336.00
Dunn McKenzie, Inc. 206 Dedham Street Norfolk, MA 02056	Dunn McKenzie, Inc. 206 Dedham Street Norfolk, MA 02056			1,300.00
Halloran & Sage LLP 225 Asylum Street Hartford, CT 06103-4303	Halloran & Sage LLP 225 Asylum Street Hartford, CT 06103-4303			2,553.00
Health Care Senior Housing Properties One Sea Gate, Suite 1500 PO Box 1475 Toledo, OH 43603	Health Care Senior Housing Properties One Sea Gate, Suite 1500 PO Box 1475 Toledo, OH 43603	35 Buildable Lots and 1 Model Home Location: The Preserve at the Bay Club - Fieldstone Dr. & Split Rock Ln., Mattapoisett, MA		3,635,650.00 (2,500,000.00 secured) (6,000,000.00 senior lien)

B4 (Official Form 4) (12/07) - Cont.

In re Abbott Homes - Bay Club Phase One LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>
Hughes & Associates 46 Accord Park Drive Norwell, MA 02061	Hughes & Associates 46 Accord Park Drive Norwell, MA 02061			1,065.00
Kortenhaus Communications 29 Commonwealth Avenue Boston, MA 02116	Kortenhaus Communications 29 Commonwealth Avenue Boston, MA 02116			6,065.00
Nstar Electric Co. 760 Main Street Walpole, MA 02081-2988	Nstar Electric Co. 760 Main Street Walpole, MA 02081-2988			16,439.00
Outback Engineering Inc. 165 East Grove Street Middleboro, MA 02346	Outback Engineering Inc. 165 East Grove Street Middleboro, MA 02346			800.00
Oxbow Associates, Inc PO Box 971 Acton, MA 01720	Oxbow Associates, Inc PO Box 971 Acton, MA 01720			1,194.00
SA Group Properties, Inc. c/o Maurice H. Sullivan, III, Esq. One Federal Street Boston, MA 02110	SA Group Properties, Inc. c/o Maurice H. Sullivan, III, Esq. One Federal Street Boston, MA 02110	35 Buildable Lots and 1 Model Home Location: The Preserve at the Bay Club - Fieldstone Dr. & Split Rock Ln., Mattapoisett, MA		6,000,000.00 (2,500,000.00 secured)
Schaefer & Kunz, P.C. 107 Fairview Road PO Box 691 Mattapoisett, MA 02739-0691	Schaefer & Kunz, P.C. 107 Fairview Road PO Box 691 Mattapoisett, MA 02739-0691			1,080.00
Sherin & Lodgen LLP 101 Federal Street Boston, MA 02110	Sherin & Lodgen LLP 101 Federal Street Boston, MA 02110			14,135.00
Town of Mattapoisett PO Box 435 16 Main Street Mattapoisett, MA 02739	Town of Mattapoisett PO Box 435 16 Main Street Mattapoisett, MA 02739	Real Estate Taxes		13,835.00
Verizon PO Box 28003 Lehigh Valley, PA 18002-8003	Verizon PO Box 28003 Lehigh Valley, PA 18002-8003			950.00
Yard Boss Landscape 81 County Road Mattapoisett, MA 02739	Yard Boss Landscape 81 County Road Mattapoisett, MA 02739			3,490.00

B4 (Official Form 4) (12/07) - Cont.

In re Abbott Homes - Bay Club Phase One LLC
Debtor(s)

Case No. _____

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Manager of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date November 15, 2011

Signature /s/ James McAuliffe
James McAuliffe
Manager

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

Bay Club at Mattapoisett
PO Box 1406
Mattapoisett, MA 02739

Bay Club Community Association, Inc.
PO Box 1406
Mattapoisett, MA 02739

Bay Club Real Estate Holdings, LLC
PO Box 1406
Mattapoisett, MA 02739

Bay State Golf, Inc.
PO Box 357
Swansea, MA 02777

Builders Risk Plan
PO Box 931795
Atlanta, GA 31193-1795

C. Murphy Art & Design
10 Mt. Vernon Street
Haverhill, MA 01830

Cohen & Associates
151 Tremont Street, Suite PH
Boston, MA 02111

Commonwealth Land Title Ins. Co.
265 Franklin Street, 8th Floor
Boston, MA 02110

Doerr Associates, Inc.
Thirty-One Church Street
Winchester, MA 01890

Dunn McKenzie, Inc.
206 Dedham Street
Norfolk, MA 02056

FedEx
PO Box 371461
Pittsburgh, PA 15250-7461

Halloran & Sage LLP
225 Asylum Street
Hartford, CT 06103-4303

Health Care Senior Housing Properties
One Sea Gate, Suite 1500
PO Box 1475
Toledo, OH 43603

Hughes & Associates
46 Accord Park Drive
Norwell, MA 02061

Internal Revenue Service
PO Box 7317
Philadelphia, PA 19101-7346

Kortenhaus Communications
29 Commonwealth Avenue
Boston, MA 02116

Massachusetts Department of Revenue
Bankruptcy Unit
PO Box 9564
Boston, MA 02114

Nstar Electric Co.
760 Main Street
Walpole, MA 02081-2988

Nstar Gas
PO Box 660369
Dallas, TX 75266-0369

Outback Engineering Inc.
165 East Grove Street
Middleboro, MA 02346

Oxbow Associates, Inc
PO Box 971
Acton, MA 01720

Pitney Bowes
2225 American Drive
Neenah, WI 54956-1005

SA Group Properties, Inc.
c/o Maurice H. Sullivan, III, Esq.
One Federal Street
Boston, MA 02110

Schaefer & Kunz, P.C.
107 Fairview Road
PO Box 691
Mattapoisett, MA 02739-0691

Sherin & Lodgen LLP
101 Federal Street
Boston, MA 02110

Shesky Architects
14 Franklin Street
Quincy, MA 02169

Town of Mattapoisett
PO Box 435
16 Main Street
Mattapoisett, MA 02739

US Bank
Special Assets Group
PO Box 524, SL-Mo-T7CP
Saint Louis, MO 63166

Verizon
PO Box 28003
Lehigh Valley, PA 18002-8003

Yard Boss Landscape
81 County Road
Mattapoisett, MA 02739