

Fill in this information to identify your case:

United States Bankruptcy Court for the:

EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

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 437 88 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) 47-2158306

4. Debtor's address

Principal place of business

Mailing address, if different from principal place of business

9322 3rd Ave
Brooklyn, NY 11209-6802

Number, Street, City, State & ZIP Code

P.O. Box, Number, Street, City, State & ZIP Code

Kings

County

Location of principal assets, if different from principal place of business

Number, Street, City, State & ZIP Code

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 437 88 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>.

531311

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 _____	Relationship _____
District _____	When _____ Case number, if known _____

Debtor 437 88 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 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

Debtor 437 88 LLC
Name

Case number (if known) _____

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 October 15, 2017
MM / DD / YYYY

X /s/ Tim Ziss
Signature of authorized representative of debtor
Title Managing Member

Tim Ziss
Printed name

18. Signature of attorney

X /s/ Kevin J. Nash
Signature of attorney for debtor

Date October 15, 2017
MM / DD / YYYY

Kevin J. Nash
Printed name

Goldberg Weprin Finkel Goldstein LLP
Firm name

1501 Broadway 22nd Floor
New York, NY 10036
Number, Street, City, State & ZIP Code

Contact phone (212) 221-5700 Email address knash@gwfglaw.com

Bar number and State

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

437 88 LLC,

Case No.

Debtor.
-----X

**DEBTOR'S DECLARATION
PURSUANT TO LOCAL BANKRUPTCY RULE 1007-4**

STATE OF NEW YORK)
) ss.:
COUNTY OF KINGS)

Tim Ziss declares the following under penalties of perjury pursuant to 28 U.S.C. § 1746:

1. I am the current manager of 437 88 LLC (the "Debtor"). I submit this Declaration in accordance with Local Bankruptcy Rule 1007-4 in support of the Debtor's filing of a voluntary petition ("Petition") under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code").

Events Leading to the Chapter 11 Filing

2. The Debtor is a would-be purchaser under a certain contract of sale, dated February 14, 2017, as amended (the "Contract"), to purchase certain real property located at 437-447 88st Street, Brooklyn, New York (collectively, the "Property").

3. The current owner of the Property is W.C.H. Enterprises, Inc. (the "Seller"), which is the seller under the Contract.

4. The sale calls for a total purchase price of \$7,000,000, including deposits aggregating \$700,000 (collectively the "Deposit").

5. The closing on the Contract is currently set for October 16, 2017 (time of the essence).

6. The Debtor has been working diligently towards a closing, and requested an extension to close through November 30, 2017. Despite the fact that the Seller is itself in default and not yet ready to close, the Seller has refused to grant the extension and forcing a stand-off between the parties.

7. Because the Debtor is and remains committed to close, it has instead opted to file the instant Chapter 11 petition to preserve all of its rights under the Contract and move the transaction forward under Bankruptcy Court supervision.

8. By virtue of the Chapter 11 filing, the Debtor will gain the benefit of at least an additional sixty (60) days to close under 11 U.S.C. Section 108(b) regardless of the Seller's default. Indeed, Chapter 11 allows for the expeditious determination of all disputes with the Seller.

9. The Chapter 11 filing constitutes a proper use of the Bankruptcy Code. *See, In re Walden Ridge Development LLC*, 292 B.R. 58 (Bankr. NJ 2003); *In re New Breed Realty Enterprises, Inc.*, 278 B.R. 314 (Bankr. EDNY 2002); and *In re Empire Equities Capital Corp.*, 405 B.R. 687 (Bankr. SDNY 2009), which recognize the availability of the sixty (60) day extension under 11 U.S.C. §108(b) to real estate transactions.

10. The Debtor has invested substantial time, money and effort in connection with the intended acquisition, all of which is now jeopardized by the Seller's intransigence.

Assets and Capital Structure

11. Pursuant to Bankruptcy Rule 1007(d), a list containing the names and addresses of the Debtor's current creditors is attached to the Petition. The Debtor has no secured creditors, and its pre-petition debt largely consists of the costs of preparing for the acquisition.

12. The Debtor's assets consist of the Contract, its rights thereunder and its rights to the Deposit.

13. The Debtor's books and records are maintained by the Debtor's managing member.

Dated: New York, New York
October 15, 2017

437 88 LLC

By: /s/ Tim Ziss
Name: Tim Ziss
Title: Managing Member

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X

In re:

Chapter 11

437 88 LLC,

Case No.

Debtor.

-----X

LIMITED LIABILITY COMPANY RESOLUTION

At a special meeting of members of 437 88 LLC (the "Company") held on October 13, 2017 and upon the unanimous consent of the members after motion duly made and carried, it was:

RESOLVED, that the Company is authorized to execute and file a bankruptcy petition under Chapter 11 of the United States Bankruptcy Code and to cause the prosecution thereof; and it is further

RESOLVED, that the Company is authorized to retain the law firm of GOLDBERG WEPRIN FINKEL GOLDSTEIN LLP, as bankruptcy counsel for the purpose of filing and prosecuting the Chapter 11 petition on its behalf.

Dated: New York, New York
October 15, 2017

437 88 LLC

By: /s/ Tim Ziss
Name: Tim Ziss
Title: Managing Member

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re:

Chapter 11

437 88 LLC,

Case No.

Debtor.

-----X

LIST OF EQUITY HOLDERS

Tim Ziss 100%

Dated: New York, New York
October 15, 2017

437 88 LLC

By: /s/ Tim Ziss
Name: Tim Ziss
Title: Managing Member

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NEW YORK

-----X
In re: Chapter 11
437 88 LLC, Case No.
Debtor.
-----X

RULE 7.1 CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Civil Procedure 7.1, 437 88 LLC certifies that it is a private non-governmental party, and has no corporate parent, affiliates and/or subsidiaries which are publicly held.

Dated: New York, New York
October 15, 2017

437 88 LLC

By: /s/ Tim Ziss
Name: Tim Ziss
Title: Managing Member

Fill in this information to identify the case:

Debtor name **437 88 LLC**United States Bankruptcy Court for the: **EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION**

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
540 West 145 LLC 9322 3rd Ave Ste 502 Brooklyn, NY 11209-6802		Advances				\$250,000.00
Allied Properties 9322 3rd Ave Ste 502 Brooklyn, NY 11209-6802		Loans and advances				\$179,962.50
Jabour Realty Attn: Wade Jabour 8704 3rd Ave Brooklyn, NY 11209-5178		Brokerage Commission	Contingent			\$350,000.00
Realty Equity Holdings 3820 LLC 9322 3rd Ave Ste 502 Brooklyn, NY 11209-6802		Advances				\$200,000.00
Sweeney Reich & Bolz, LLP 1981 Marcus Ave Ste 200 New Hyde Park, NY 11042-1055		Legal Services				\$9,700.00
Tiffany Plaza LLC 9322 3rd Ave Ste 502 Brooklyn, NY 11209-6802						\$250,000.00

Debtor **437 88 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 claim (for example, trade debts, bank loans, professional services, and government)	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
W.C.H. Enterprises, Inc. Attn: Lori Anne Wardi 848 Brickell Key Dr # 901 Miami, FL 33131-3709		Real estate contract	Contingent			\$6,300,000.00

Fill in this information to identify the case:

Debtor name 437 88 LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

Check if this is an amended filing

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 _____

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

Executed on October 15, 2017

X /s/ Tim Ziss

Signature of individual signing on behalf of debtor

Tim Ziss

Printed name

Managing Member

Position or relationship to debtor

Fill in this information to identify the case:

Debtor name 437 88 LLC
 United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION
 Case number (if known) _____

Check if this is an amended filing

Official Form 206A/B

Schedule A/B: Assets - Real and Personal Property

12/15

Disclose all property, real and personal, which the debtor owns or in which the debtor has any other legal, equitable, or future interest. Include all property in which the debtor holds rights and powers exercisable for the debtor's own benefit. Also include assets and properties which have no book value, such as fully depreciated assets or assets that were not capitalized. In Schedule A/B, list any executory contracts or unexpired leases. Also list them on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G).

Be as complete and accurate as possible. If more space is needed, attach a separate sheet to this form. At the top of any pages added, write the debtor's name and case number (if known). Also identify the form and line number to which the additional information applies. If an additional sheet is attached, include the amounts from the attachment in the total for the pertinent part.

For Part 1 through Part 11, list each asset under the appropriate category or attach separate supporting schedules, such as a fixed asset schedule or depreciation schedule, that gives the details for each asset in a particular category. List each asset only once. In valuing the debtor's interest, do not deduct the value of secured claims. See the instructions to understand the terms used in this form.

Part 1: Cash and cash equivalents

1. Does the debtor have any cash or cash equivalents?

- No. Go to Part 2.
- Yes Fill in the information below.

All cash or cash equivalents owned or controlled by the debtor

Current value of debtor's interest

3. **Checking, savings, money market, or financial brokerage accounts (Identify all)**

Name of institution (bank or brokerage firm)	Type of account	Last 4 digits of account number	Current value of debtor's interest
3.1. <u>Capital One</u>	<u>Checking Account</u>	<u>0229</u>	<u>\$3,788.36</u>
3.2. <u>Stewart Title Insurance Company as escrow agent</u>	<u>Downpayment on Contract</u>		<u>\$700,000.00</u>

4. **Other cash equivalents (Identify all)**

5. **Total of Part 1.**

Add lines 2 through 4 (including amounts on any additional sheets). Copy the total to line 80.

\$703,788.36

Part 2: Deposits and Prepayments

6. Does the debtor have any deposits or prepayments?

- No. Go to Part 3.
- Yes Fill in the information below.

Part 3: Accounts receivable

10. Does the debtor have any accounts receivable?

- No. Go to Part 4.
- Yes Fill in the information below.

Part 4: Investments

Debtor 437 88 LLC
Name

Case number (if known) _____

13. Does the debtor own any investments?

- No. Go to Part 5.
- Yes Fill in the information below.

Part 5: Inventory, excluding agriculture assets

18. Does the debtor own any inventory (excluding agriculture assets)?

- No. Go to Part 6.
- Yes Fill in the information below.

Part 6: Farming and fishing-related assets (other than titled motor vehicles and land)

27. Does the debtor own or lease any farming and fishing-related assets (other than titled motor vehicles and land)?

- No. Go to Part 7.
- Yes Fill in the information below.

Part 7: Office furniture, fixtures, and equipment; and collectibles

38. Does the debtor own or lease any office furniture, fixtures, equipment, or collectibles?

- No. Go to Part 8.
- Yes Fill in the information below.

Part 8: Machinery, equipment, and vehicles

46. Does the debtor own or lease any machinery, equipment, or vehicles?

- No. Go to Part 9.
- Yes Fill in the information below.

Part 9: Real property

54. Does the debtor own or lease any real property?

- No. Go to Part 10.
- Yes Fill in the information below.

55. Any building, other improved real estate, or land which the debtor owns or in which the debtor has an interest

Description and location of property <small>Include street address or other description such as Assessor Parcel Number (APN), and type of property (for example, acreage, factory, warehouse, apartment or office building, if available).</small>	Nature and extent of debtor's interest in property	Net book value of debtor's interest <small>(Where available)</small>	Valuation method used for current value	Current value of debtor's interest
55.1. 347 88th St # 447, Brooklyn, NY 11209-5601 Contract to purchase real property		\$6,300,000.00		\$6,300,000.00

56. Total of Part 9.

Add the current value on lines 55.1 through 55.6 and entries from any additional sheets. Copy the total to line 88.

\$6,300,000.00

57. Is a depreciation schedule available for any of the property listed in Part 9?

Debtor 437 88 LLC
Name

Case number (if known) _____

- No
- Yes

58. Has any of the property listed in Part 9 been appraised by a professional within the last year?

- No
- Yes

Part 10: Intangibles and intellectual property

59. Does the debtor have any interests in intangibles or intellectual property?

- No. Go to Part 11.
- Yes Fill in the information below.

Part 11: All other assets

70. Does the debtor own any other assets that have not yet been reported on this form?

Include all interests in executory contracts and unexpired leases not previously reported on this form.

- No. Go to Part 12.
- Yes Fill in the information below.

Debtor 437 88 LLC
Name _____

Case number (if known) _____

Part 12: Summary

In Part 12 copy all of the totals from the earlier parts of the form

Type of property	Current value of personal property	Current value of real property
80. Cash, cash equivalents, and financial assets. <i>Copy line 5, Part 1</i>	<u>\$703,788.36</u>	
81. Deposits and prepayments. <i>Copy line 9, Part 2.</i>	<u>\$0.00</u>	
82. Accounts receivable. <i>Copy line 12, Part 3.</i>	<u>\$0.00</u>	
83. Investments. <i>Copy line 17, Part 4.</i>	<u>\$0.00</u>	
84. Inventory. <i>Copy line 23, Part 5.</i>	<u>\$0.00</u>	
85. Farming and fishing-related assets. <i>Copy line 33, Part 6.</i>	<u>\$0.00</u>	
86. Office furniture, fixtures, and equipment; and collectibles. <i>Copy line 43, Part 7.</i>	<u>\$0.00</u>	
87. Machinery, equipment, and vehicles. <i>Copy line 51, Part 8.</i>	<u>\$0.00</u>	
88. Real property. <i>Copy line 56, Part 9.....></i>		<u>\$6,300,000.00</u>
89. Intangibles and intellectual property. <i>Copy line 66, Part 10.</i>	<u>\$0.00</u>	
90. All other assets. <i>Copy line 78, Part 11.</i>	<u>+</u> <u>\$0.00</u>	
91. Total. Add lines 80 through 90 for each column	<u>\$703,788.36</u>	<u>+</u> 91b. <u>\$6,300,000.00</u>
92. Total of all property on Schedule A/B. Add lines 91a+91b=92		<u>\$7,003,788.36</u>

Fill in this information to identify the case:

Debtor name 437 88 LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

Check if this is an amended filing

Official Form 206D

Schedule D: Creditors Who Have Claims Secured by Property

12/15

Be as complete and accurate as possible.

1. Do any creditors have claims secured by debtor's property?

- No. Check this box and submit page 1 of this form to the court with debtor's other schedules. Debtor has nothing else to report on this form.
- Yes. Fill in all of the information below.

Fill in this information to identify the case:

Debtor name 437 88 LLC
 United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION
 Case number (if known) _____

Check if this is an amended filing

**Official Form 206E/F
 Schedule E/F: Creditors Who Have Unsecured Claims**

12/15

Be as complete and accurate as possible. Use Part 1 for creditors with PRIORITY unsecured claims and Part 2 for creditors with NONPRIORITY unsecured claims. List the other party to any executory contracts or unexpired leases that could result in a claim. Also list executory contracts on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B) and on *Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G). Number the entries in Parts 1 and 2 in the boxes on the left. If more space is needed for Part 1 or Part 2, fill out and attach the Additional Page of that Part included in this form.

Part 1: List All Creditors with PRIORITY Unsecured Claims

1. Do any creditors have priority unsecured claims? (See 11 U.S.C. § 507).

No. Go to Part 2.

Yes. Go to line 2.

2. List in alphabetical order all creditors who have unsecured claims that are entitled to priority in whole or in part. If the debtor has more than 3 creditors with priority unsecured claims, fill out and attach the Additional Page of Part 1.

		<u>Total claim</u>	<u>Priority amount</u>
<div style="border: 1px solid black; padding: 2px; display: inline-block; width: 30px; text-align: center;">2.1</div> Priority creditor's name and mailing address Internal Revenue Service Centralized Insolvency Operations PO Box 7346 Philadelphia, PA 19101-7346	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	<u>unknown</u>	<u>\$0.00</u>
Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

<div style="border: 1px solid black; padding: 2px; display: inline-block; width: 30px; text-align: center;">2.2</div> Priority creditor's name and mailing address NYC Dep't of Finance Legal Affairs 345 Adams St Fl 3 Brooklyn, NY 11201-3719	As of the petition filing date, the claim is: <i>Check all that apply.</i> <input type="checkbox"/> Contingent <input checked="" type="checkbox"/> Unliquidated <input checked="" type="checkbox"/> Disputed	<u>unknown</u>	<u>\$0.00</u>
Date or dates debt was incurred _____ Last 4 digits of account number _____ Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)	Basis for the claim: _____ Is the claim subject to offset? <input checked="" type="checkbox"/> No <input type="checkbox"/> Yes		

Debtor **437 88 LLC**

Case number (if known)

2.3 Priority creditor's name and mailing address
**NYS Dep't of Taxation
 Bankruptcy/Special Procedure
 PO Box 5300
 Albany, NY 12205-0300**

As of the petition filing date, the claim is:
Check all that apply.
 Contingent
 Unliquidated
 Disputed

unknown \$0.00

Date or dates debt was incurred

Basis for the claim:

Last 4 digits of account number

Is the claim subject to offset?

Specify Code subsection of PRIORITY unsecured claim: 11 U.S.C. § 507(a) (8)

No
 Yes

Part 2: List All Creditors with NONPRIORITY Unsecured Claims

3. List in alphabetical order all of the creditors with nonpriority unsecured claims. If the debtor has more than 6 creditors with nonpriority unsecured claims, fill out and attach the Additional Page of Part 2.

Amount of claim

3.1 Nonpriority creditor's name and mailing address
540 West 145 LLC

**9322 3rd Ave Ste 502
 Brooklyn, NY 11209-6802**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.*
 Contingent
 Unliquidated
 Disputed

Basis for the claim: _

Is the claim subject to offset? No Yes

\$250,000.00

3.2 Nonpriority creditor's name and mailing address
Allied Properties

**9322 3rd Ave Ste 502
 Brooklyn, NY 11209-6802**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.*
 Contingent
 Unliquidated
 Disputed

Basis for the claim: _

Is the claim subject to offset? No Yes

\$179,962.50

3.3 Nonpriority creditor's name and mailing address
Jabour Realty

**Attn: Wade Jabour
 8704 3rd Ave
 Brooklyn, NY 11209-5178**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.*
 Contingent
 Unliquidated
 Disputed

Basis for the claim: _

Is the claim subject to offset? No Yes

\$350,000.00

3.4 Nonpriority creditor's name and mailing address
Realty Equity Holdings 3820 LLC

**9322 3rd Ave Ste 502
 Brooklyn, NY 11209-6802**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.*
 Contingent
 Unliquidated
 Disputed

Basis for the claim: _

Is the claim subject to offset? No Yes

\$200,000.00

3.5 Nonpriority creditor's name and mailing address
Sweeney Reich & Bolz, LLP

**1981 Marcus Ave Ste 200
 New Hyde Park, NY 11042-1055**

Date(s) debt was incurred

Last 4 digits of account number

As of the petition filing date, the claim is: *Check all that apply.*
 Contingent
 Unliquidated
 Disputed

Basis for the claim: _

Is the claim subject to offset? No Yes

\$9,700.00

Debtor **437 88 LLC**

Case number (if known)

3.6 Nonpriority creditor's name and mailing address
Tiffany Plaza LLC
 9322 3rd Ave Ste 502
 Brooklyn, NY 11209-6802
 Date(s) debt was incurred ___
 Last 4 digits of account number ___

As of the petition filing date, the claim is: *Check all that apply.* **\$250,000.00**
 Contingent
 Unliquidated
 Disputed
 Basis for the claim: ___
 Is the claim subject to offset? No Yes

3.7 Nonpriority creditor's name and mailing address
W.C.H. Enterprises, Inc.
 Attn: Lori Anne Wardi
 848 Brickell Key Dr # 901
 Miami, FL 33131-3709
 Date(s) debt was incurred ___
 Last 4 digits of account number ___

As of the petition filing date, the claim is: *Check all that apply.* **\$6,300,000.00**
 Contingent
 Unliquidated
 Disputed
 Basis for the claim: **Contract to purchase real property**
 Is the claim subject to offset? No Yes

Part 3: List Others to Be Notified About Unsecured Claims

4. List in alphabetical order any others who must be notified for claims listed in Parts 1 and 2. Examples of entities that may be listed are collection agencies, assignees of claims listed above, and attorneys for unsecured creditors.

If no others need to be notified for the debts listed in Parts 1 and 2, do not fill out or submit this page. If additional pages are needed, copy the next page.

Name and mailing address	On which line in Part 1 or Part 2 is the related creditor (if any) listed?	Last 4 digits of account number, if any
4.1 Gary E. Hanna, Esq. Hanna & Associates 8410 3rd Ave Brooklyn, NY 11209-4602	Line <u>3.7</u> <input type="checkbox"/> Not listed. Explain ___	___
4.2 Michael K. Federman, Esq. Federman Steifman, LLP 220 E 42nd St Fl 29 New York, NY 10017-5817	Line <u>3.7</u> <input type="checkbox"/> Not listed. Explain ___	___
4.3 New York City Department of Law Attn: Hugh Shull, Esq. 100 Church St Ofc New York, NY 10007-2601	Line <u>2.2</u> <input type="checkbox"/> Not listed. Explain ___	___

Part 4: Total Amounts of the Priority and Nonpriority Unsecured Claims

5. Add the amounts of priority and nonpriority unsecured claims.

	Total of claim amounts
5a. Total claims from Part 1	\$ <u>0.00</u>
5b. Total claims from Part 2	\$ <u>7,539,662.50</u>
5c. Total of Parts 1 and 2 Lines 5a + 5b = 5c.	\$ <u>7,539,662.50</u>

Fill in this information to identify the case:

Debtor name 437 88 LLC
United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION
Case number (if known) _____

Check if this is an amended filing

Official Form 206G
Schedule G: Executory Contracts and Unexpired Leases

12/15

Be as complete and accurate as possible. If more space is needed, copy and attach the additional page, number the entries consecutively.

- 1. Does the debtor have any executory contracts or unexpired leases?
 - No. Check this box and file this form with the debtor's other schedules. There is nothing else to report on this form.
 - Yes. Fill in all of the information below even if the contacts of leases are listed on *Schedule A/B: Assets - Real and Personal Property* (Official Form 206A/B).

2. List all contracts and unexpired leases State the name and mailing address for all other parties with whom the debtor has an executory contract or unexpired lease

<p>2.1. State what the contract or lease is for and the nature of the debtor's interest</p> <p>State the term remaining _____</p> <p>List the contract number of any government contract _____</p>	<p>Contract to purchase real property</p> <p>W.C.H. Enterprises, Inc. Attn: Lori Anne Wardi 848 Brickell Key Dr # 901 Miami, FL 33131-3709</p>
--	--

Fill in this information to identify the case:

Debtor name 437 88 LLC

United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION

Case number (if known) _____

Check if this is an amended filing

**Official Form 206H
Schedule H: Your Codebtors**

12/15

Be as complete and accurate as possible. If more space is needed, copy the Additional Page, numbering the entries consecutively. Attach the Additional Page to this page.

1. Do you have any codebtors?

- No. Check this box and submit this form to the court with the debtor's other schedules. Nothing else needs to be reported on this form.
- Yes

2. In Column 1, list as codebtors all of the people or entities who are also liable for any debts listed by the debtor in the schedules of creditors, Schedules D-G. Include all guarantors and co-obligors. In Column 2, identify the creditor to whom the debt is owed and each schedule on which the creditor is listed. If the codebtor is liable on a debt to more than one creditor, list each creditor separately in Column 2.

Column 1: Codebtor

Column 2: Creditor

	Name	Mailing Address	Name	<i>Check all schedules that apply:</i>
2.1	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.2	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.3	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G
2.4	_____	Street _____ City State Zip Code	_____	<input type="checkbox"/> D <input type="checkbox"/> E/F <input type="checkbox"/> G

Fill in this information to identify the case:

Debtor name 437 88 LLC
 United States Bankruptcy Court for the: EASTERN DISTRICT OF NEW YORK, BROOKLYN DIVISION
 Case number (if known) _____

Check if this is an amended filing

**Official Form 206Sum
 Summary of Assets and Liabilities for Non-Individuals**

12/15

Part 1: Summary of Assets

1. **Schedule A/B: Assets-Real and Personal Property** (Official Form 206A/B)
 - 1a. **Real property:**
 Copy line 88 from Schedule A/B..... \$ 6,300,000.00
 - 1b. **Total personal property:**
 Copy line 91A from Schedule A/B..... \$ 703,788.36
 - 1c. **Total of all property:**
 Copy line 92 from Schedule A/B..... \$ 7,003,788.36

Part 2: Summary of Liabilities

2. **Schedule D: Creditors Who Have Claims Secured by Property** (Official Form 206D)
 Copy the total dollar amount listed in Column A Amount of claim, from line 3 of Schedule D..... \$ 0.00
3. **Schedule E/F: Creditors Who Have Unsecured Claims** (Official Form 206E/F)
 - 3a. **Total claim amounts of priority unsecured claims:**
 Copy the total claims from Part 1 from line 5a of Schedule E/F..... \$ 0.00
 - 3b. **Total amount of claims of nonpriority amount of unsecured claims:**
 Copy the total of the amount of claims from Part 2 from line 5b of Schedule E/F..... +\$ 7,539,662.50
4. **Total liabilities** \$ 7,539,662.50
 Lines 2 + 3a + 3b

United States Bankruptcy Court
Eastern District of New York, Brooklyn Division

IN RE:

Case No. _____

437 88 LLC

Chapter **11**

Debtor(s)

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) or attorney for the debtor(s) hereby verify that the attached matrix (list of creditors) is true and correct to the best of their knowledge.

Date: October 15, 2017

/s/ Tim Ziss

Debtor

Joint Debtor

/s/ Kevin J. Nash

Attorney for Debtor

540 West 145 LLC
9322 3rd Ave Ste 502
Brooklyn, NY 11209-6802

Allied Properties
9322 3rd Ave Ste 502
Brooklyn, NY 11209-6802

Gary E. Hanna, Esq.
Hanna & Associates
8410 3rd Ave
Brooklyn, NY 11209-4602

Internal Revenue Service
Centralized Insolvency Operations
PO Box 7346
Philadelphia, PA 19101-7346

Jabour Realty
Attn: Wade Jabour
8704 3rd Ave
Brooklyn, NY 11209-5178

Michael K. Federman, Esq.
Federman Steifman, LLP
220 E 42nd St Fl 29
New York, NY 10017-5817

New York City Department of Law
Attn: Hugh Shull, Esq.
100 Church St Ofc
New York, NY 10007-2601

NYC Dep't of Finance
Legal Affairs
345 Adams St Fl 3
Brooklyn, NY 11201-3719

NYS Dep't of Taxation
Bankruptcy/Special Procedure
PO Box 5300
Albany, NY 12205-0300

Realty Equity Holdings 3820 LLC
9322 3rd Ave Ste 502
Brooklyn, NY 11209-6802

Stewart Title Insurance Company
Attn: Andren Levin, Esq,
300 E 42nd St Fl 10
New York, NY 10017-5947

Sweeney Reich & Bolz, LLP
1981 Marcus Ave Ste 200
New Hyde Park, NY 11042-1055

Tiffany Plaza LLC
9322 3rd Ave Ste 502
Brooklyn, NY 11209-6802

W.C.H. Enterprises, Inc.
Attn: Lori Anne Wardi
848 Brickell Key Dr # 901
Miami, FL 33131-3709