

**United States Bankruptcy Court
Southern District of Ohio, Eastern Division**

In re Newark Downtown Center, Inc.

Debtor(s)

Case No. 16-50893

Chapter 11 Judge Preston

Small Business Case under Chapter 11

**NEWARK DOWNTOWN CENTER, INC.'S FIRST AMENDED DISCLOSURE
STATEMENT, DATED JULY 6, 2016**

I. INTRODUCTION

This is the disclosure statement (the "Disclosure Statement") in the small business Chapter 11 case of Newark Downtown Center, Inc. (the "Debtor"). This Disclosure Statement contains information about the Debtor and describes the Newark Downtown Center, Inc., First Amended Plan of Reorganization (the "Plan") filed by Newark Downtown Center, Inc. on July 6, 2016. A full copy of the Plan is attached to this Disclosure Statement as Exhibit A. *Your rights may be affected. You should read the Plan and this Disclosure Statement carefully and discuss them with your attorney. If you do not have an attorney, you may wish to consult one.*

The proposed distributions under the Plan are discussed at pages 4 - 7 of this Disclosure Statement. General unsecured creditors are classified in Class 3, and will receive a distribution of **100%** of their allowed claims, to be distributed as follows: all general unsecured creditors with nonpriority unsecured claims shall be paid from the net proceeds of the sale of Debtor's real estate and other assets and after all Unclassified Claims (see III B below) and Secured Claims (see III C 1 below) have been satisfied in full.

In the event that a sale does not occur within five (5) years of the confirmation of the Plan, the general unsecured creditors shall be paid **100%** of their allowed claims, after payment in full of all Unclassified Claims (see III B below), for the administrative convenience of the Plan and since the total of all General Unsecured Claims in Class 3 is under \$1,200.00.

Pursuant to Section 1125 of the United States Bankruptcy Code (the "Code"), this Disclosure Statement has been approved by the United States Bankruptcy Court. Such approval is required by statute and does not constitute a judgment by the Court as to the desirability of the Plan or as to the value or suitability of any consideration offered thereby. The purpose of this Disclosure Statement is to provide claimants with information to enable them to make an informed judgment about the Plan. **A COPY OF THE PLAN ACCOMPANIES THIS DISCLOSURE STATEMENT. THE DEFINITIONS CONTAINED IN THE PLAN APPLY TO THIS DISCLOSURE STATEMENT AND THIS DISCLOSURE STATEMENT IS QUALIFIED IN ITS ENTIRETY BY, AND SUBJECT TO, THE PLAN. THE PLAN SHOULD BE FULLY REVIEWED PRIOR TO, AND IN CONNECTION WITH, REVIEW OF THIS DISCLOSURE STATEMENT.**

No representations concerning the Debtor, its operations in this proceeding, financial condition, or otherwise, are authorized by Debtor other than is set forth in this Disclosure Statement.

The Debtor has prepared this Disclosure Statement to disclose that information which, in its opinion, is material, important, and necessary to an evaluation of the Plan. The material herein contained is intended solely for that purpose and solely for the use of known creditors and interest holders of the named Debtor, and, accordingly, may not be relied upon for any purpose other than determination of how to vote on the Plan. In addition to materials contained in this Disclosure Statement, creditors are encouraged to contact Debtor, through its attorney, for any further information they deem necessary or sufficient.

A. Purpose of This Document

This Disclosure Statement describes:

The Debtor and significant events during the bankruptcy case,
How the Plan proposes to treat claims or equity interests of the type you hold (i.e., what you will

receive on your claim or equity interest if the plan is confirmed),
Who can vote on or object to the Plan,
What factors the Bankruptcy Court (the "Court") will consider when deciding whether to confirm the Plan,
Why the Proponent believes the Plan is feasible, and how the treatment of your claim or equity interest under the Plan compares to what you would receive on your claim or equity interest in liquidation, and
The effect of confirmation of the Plan.

Be sure to read the Plan as well as the Disclosure Statement. This Disclosure Statement describes the Plan, but it is the Plan itself that will, if confirmed, establish your rights.

B. Deadlines for Voting and Objecting; Date of Plan Confirmation Hearing

The Court has not yet confirmed the Plan described in this Disclosure Statement. This section describes the procedures pursuant to which the Plan will or will not be confirmed.

1. *Time and Place of the Hearing to Finally Approve This Disclosure Statement and Confirm the Plan*

The hearing at which the Court will determine whether to finally approve this Disclosure Statement and confirm the Plan will take place on _____, at _____, in Courtroom C, at the United States Bankruptcy Court, Southern District of Ohio, Eastern Division, 170 N. High St., Columbus, OH 43215.

2. *Deadline For Voting to Accept or Reject the Plan*

If you are entitled to vote to accept or reject the plan, vote on the enclosed ballot and return the ballot in the enclosed envelope to James R. Cooper, Esq., Morrow, Gordon & Byrd, Ltd., 33 W. Main St., P.O. Box 4190, Newark, OH 43058-4190, Attorney for Debtor. See section IV.A. below for a discussion of voting eligibility requirements.

Your ballot must be received by _____ or it will not be counted.

3. *Deadline For Objecting to the Adequacy of Disclosure and Confirmation of the Plan*

Objections to this Disclosure Statement or to the confirmation of the Plan must be filed with the Court and served upon The United States Trustee, Attorney for Debtor, and secured creditors by _____.

4. *Identity of Person to Contact for More Information*

If you want additional information about the Plan, you should contact James R. Cooper, Esq., Morrow, Gordon & Byrd, Ltd., 33 W. Main St., P.O. Box 4190, Newark, OH 43058-4190.

C. Disclaimer

The Court has approved this Disclosure Statement as containing adequate information to enable parties affected by the Plan to make an informed judgment about its terms. The Court has not yet determined whether the Plan meets the legal requirements for confirmation, and the fact that the Court has approved this Disclosure Statement does not constitute an endorsement of the Plan by the Court, or a recommendation that it be accepted. The Court's approval of this Disclosure Statement is subject to final approval at the hearing on confirmation of the Plan. Objections to the adequacy of this Disclosure Statement may be filed until _____.

II. BACKGROUND

A. Description and History of the Debtor's Business

The Debtor is a corporation. Since June 18, 2007, the Debtor has been in the business of owning and operating the Arcade in downtown Newark, OH. The Arcade is a block-long, indoor shopping mall consisting of various shops which the Debtor leases to small business merchants. The Debtor also leases a few upstairs apartments and operates a bar within the facility.

B. Insiders of the Debtor

Thomas W. Cotton is the president of the Debtor and an "insider" as defined in §101(31) of the United States Bankruptcy Code (the "Code"). Mr. Cotton is the sole stockholder and director of the Debtor. Thomas W. Cotton has not received any compensation paid by the Debtor during the two years prior to the commencement of the Debtor's bankruptcy case, and has not received any compensation during the pendency of this Chapter 11 case.

C. Management of the Debtor Before and During the Bankruptcy

During the two years prior to the date on which the bankruptcy petition was filed, the officers, managers or other persons in control of the Debtor (collectively the "Managers") were Thomas W. Cotton.

The Managers of the Debtor during the Debtor's chapter 11 case have been: Thomas W. Cotton.

After the effective date of the order confirming the Plan, the directors, officers, and voting trustees of the Debtor, any affiliate of the Debtor participating in a joint Plan with the Debtor, or successor of the Debtor under the Plan (collectively the "Post Confirmation Managers"), will be: Thomas W. Cotton. The responsibilities and compensation of these Post Confirmation Managers are described in section III. D. of this Disclosure Statement.

D. Events Leading to Chapter 11 Filing

The Debtor purchased the Arcade real estate on August 27, 2007. The Debtor proceeded to assume the leases of the various tenants which existed at the time of purchase. Many of the tenants had difficulty sustaining their businesses during the business recession which closely followed the Debtor's purchase of the Arcade. Further, it became difficult for the Debtor to make necessary improvements to the building. As the business recession progressed, the Debtor fell behind on mortgage payments and real estate taxes. The Debtor entered into forbearance agreements with its lender and entered into payment plans with respect to the real estate taxes. While the Debtor's financial situation improved with the advent of the bar, and its ability to make its mortgage payments improved, the lender proceeded with a foreclosure case in state court, which precipitated the filing of the Chapter 11 petition. The pre-petition litigation case is entitled Peoples Bank, National Association v Newark Downtown Association, Inc., et al., Case No. 2012 CV 01251 TMM, Licking County, Ohio, Common Pleas Court. It is an action against Debtor on a promissory note and for foreclosure of the mortgage which describes Debtor's Arcade real estate. The case is currently stayed on account of this Chapter 11 proceeding. Secured creditor 4082, Ltd., is the successor by assignment to Peoples Bank, National Association.

E. Significant Events During the Bankruptcy Case

During the Debtor's bankruptcy case, the bar revenue continues to be strong. The tenancies continue to be substantially full and the Debtor's financial projections are on schedule. The Debtor anticipates a successful Plan. There have been no asset sales outside of the ordinary course of business. The Debtor does not anticipate Debtor In Possession financing. The Debtor has sought approval by the Court of Marcus & Millichap Real Estate Investment Services of Ohio, a commercial real estate firm, to assist with the sale of the Debtor's real estate and other assets, and Michael A. Haas & Associates LLC for accounting services. Morrow, Gordon & Byrd, Ltd., a Newark, Ohio, law firm, and James R. Cooper, Esq., have agreed to provide legal services to the Debtor. No adversary proceedings have been filed. The Debtor has sought, and continues to seek, co-counsel to assist Mr. Cooper. Any such co-counsel must be approved by the United States Bankruptcy Court pursuant to application. The Debtor has taken steps to improve the physical appearance of the Arcade and Thomas W. Cotton personally oversees the bar and the rental activity and maintains personal contact with the tenants.

F. Projected Recovery of Avoidable Transfers

The Debtor does not intend to pursue preference, fraudulent conveyance, or other avoidance actions.

G. Claims Objections

Except to the extent that a claim is already allowed pursuant to a final non-appealable order, the Debtor reserves the right to object to claims. Therefore, even if your claim is allowed for voting purposes, you may not be entitled to a distribution if an objection to your claim is later upheld. The procedures for resolving disputed claims are set forth in Article V of the Plan.

H. Current and Historical Financial Conditions

The identity and fair market value of the estate's assets are listed in Exhibit B. The method that the Debtor employed for asset valuation is included in Exhibit B.

The Debtor's most recent financial statements issued before bankruptcy, in the form of the Debtor's 2014 federal income tax return, which was filed with the Court, are set forth in Exhibit C. The Debtor's 2015 federal income tax return has not yet been filed and the Debtor has been granted an automatic extension for filing until September 15, 2016.

The most recent post-petition operating report filed since the commencement of the Debtor's bankruptcy case is set forth in Exhibit D.

III. SUMMARY OF THE PLAN OF REORGANIZATION AND TREATMENT OF CLAIMS AND EQUITY INTERESTS

A. What is the Purpose of the Plan of Reorganization?

As required by the Code, the Plan places claims and equity interests in various classes and describes the treatment each class will receive. The Plan also states whether each class of claims or equity interests is impaired or unimpaired. If the Plan is confirmed, your recovery will be limited to the amount provided by the Plan.

B. Unclassified Claims

Certain types of claims are automatically entitled to specific treatment under the Code. They are not considered impaired, and holders of such claims do not vote on the Plan. They may, however, object if, in their view, their treatment under the Plan does not comply with that required by the Code. As such, the Plan Proponent has not placed the following claims in any class:

1. *Administrative Expenses*

Administrative expenses are costs or expenses of administering the Debtor's Chapter 11 case which are allowed under § 507(a)(2) of the Code. Administrative expenses also include the value of any goods sold to the Debtor in the ordinary course of business and received within 20 days before the date of the bankruptcy petition. The Code requires that all administrative expenses be paid on the effective date of the Plan, unless a particular claimant agrees to a different treatment.

The following chart lists the Debtor's estimated administrative expenses, and their proposed treatment under the Plan:

<u>Type</u>	<u>Estimated Amount Owed</u>	<u>Proposed Treatment</u>
Expenses Arising in the Ordinary Course of Business After the Petition Date	\$54,430.00 (based on 6 months after filing of petition)	Paid in full on the effective date of the Plan, or according to terms of obligation if later
The Value of Goods Received in the Ordinary Course of Business Within 20 Days Before the Petition Date	\$33,957.00 (based on 6 months after filing of petition)	Paid in full on the effective date of the Plan, or according to terms of obligation if later
Professional Fees, as approved by the Court: Accounting fees	\$10,000.00 (based on 6 months after filing of petition)	Paid in full on the effective date of the Plan, or according to separate written agreement, or according to court order if such fees have not

		been approved by the Court on the effective date of the Plan
Clerk's Office Fees	\$500.00	Paid in full on the effective date of the Plan
Other administrative expenses		Paid in full on the effective date of the Plan or according to separate written agreement
Office of the U.S. Trustee Fees	\$1,950.00	Paid in full on the effective date of the Plan
TOTAL	\$92,937.00	

2. *Priority Tax Claims*

Priority tax claims are unsecured income, employment, and other taxes described by § 507(a)(8) of the Code. Unless the holder of such a § 507(a)(8) priority tax claim agrees otherwise, it must receive the present value of such claim, in regular installments paid over a period not exceeding 5 years from the order of relief.

The following chart lists the Debtor's estimated § 507(a)(8) priority tax claims and their proposed treatment under the Plan:

Description (name and type of tax)	Estimated Amount Owed	Date of Assessment	Treatment
United States Treasury, Internal Revenue Service, payroll taxes	\$8,071.47	03/01/2015 (estimated)	Payment interval = Monthly Monthly payment = \$147.73 Begin date = 10/01/2016 End date = 09/01/2021 Interest rate % = 3.75% Total Payout Amount = \$8,863.86
State of Ohio Department of Taxation	\$2,000.00	06/30/2015 (estimated)	Payment interval = Monthly Monthly payment = \$36.61 Begin date = 10/01/2016 End date = 09/01/2021 Interest rate % = 3.75% Total Payout Amount = \$2,196.43
Licking County, Ohio, Treasurer, real estate taxes	\$26,226.39		Payment interval = Monthly Monthly payment = \$480.04 Begin date = 10/01/2016 End date = 09/01/2021 Interest rate % = 3.75% Total Payout Amount = \$28,802.30

C. **Classes of Claims and Equity Interests**

The following are the classes set forth in the Plan, and the proposed treatment that they will receive under the Plan:

1. *Class of Secured Claims*

Allowed Secured Claims are claims secured by property of the Debtor's bankruptcy estate (or that are subject to setoff) to the extent allowed as secured claims under § 506 of the Code. If the value of the collateral or setoffs securing the creditor's claim is less than the amount of the creditor's allowed claim, the deficiency will be classified as a general unsecured claim.

The following chart lists all classes containing Debtor's secured pre-petition claims and their proposed treatment under the Plan:

Class #	Description	Insider ? (Yes or No)	Impairment	Treatment

Class #	Description	Insider ? (Yes or No)	Impairment	Treatment
2	<p><i>Secured claim of:</i> Name = 4082 Ltd., assignee of Peoples Bank, National Association</p> <p>Collateral Description = Arcade real estate as described in mortgage</p> <p>Allowed Secured Amount = \$286,823.60</p> <p>Priority of lien = First priority after real estate taxes</p> <p>Principal owed = \$286,823.60</p> <p>Pre-petition arrearage = \$5,000.00 (estimated)</p> <p>Total claim = \$286,823.60</p>	No	Impaired*	Monthly payment = \$2,463.00 Payments begin = 10/01/2016 Payments end = Pursuant to mortgage note Interest rate % = Pursuant to mortgage note, 3.75% Treatment of Lien = Valid and subsisting Arrearage = Pre-petition arrearage will be satisfied within 6 months of the date of confirmation of the Plan. Post-petition arrearage which accrued while awaiting the Court's approval of the use of cash collateral will be paid on confirmation of the Plan.

* In the event that a sale does not occur with 5 years of the confirmation of the Plan, the Class 2 creditor is impaired to the extent that the general unsecured creditors will receive payment in full of claims in Class 3. The total of all claims in Class 3 is under \$1,200.00.

2. *Class of Priority Unsecured Claims*

Certain priority claims that are referred to in §§ 507(a)(1), (4), (5), (6), and (7) of the Code are required to be placed in classes. The Code requires that each holder of such a claim receive cash on the effective date of the Plan equal to the allowed amount of such claim. However, a class of holders of such claims may vote to accept different treatment.

The following chart lists all classes containing claims under §§ 507(a)(1), (4), (5), (6), and (a)(7) of the Code and their proposed treatment under the Plan:

Class #	Description	Impairment	Treatment
	None		

3. *Class of General Unsecured Claims*

General unsecured claims are not secured by property of the estate and are not entitled to priority under § 507(a) of the Code.

The following chart identifies the Plan's proposed treatment of Class 3, which contain general unsecured claims against the Debtor:

Class #	Description	Impairment	Treatment
3	General Unsecured Class	Unimpaired	Payment in full from the net proceeds of sale of Debtor's real estate and other assets and after all Unclassified Claims and Secured Claims have been satisfied in full. In the event that a sale does not occur within 5 years of the confirmation of the Plan, the general unsecured creditors shall be paid 100% of their allowed claims, after payment in full of all Unclassified Claims (see III B above), for the administrative convenience of the Plan and since the total of all general unsecured claims in Class 3 is under \$1,200.00.

4. *Class of Equity Interest Holders*

Equity interest holders are parties who hold an ownership interest (i.e., equity interest) in the Debtor. In a corporation, entities holding preferred or common stock are equity interest holders. In a partnership, equity interest holders include both general and limited partners. In a limited liability company ("LLC"), the equity interest holders are the members. Finally, with respect to an individual who is a debtor, the Debtor is the equity interest holder.

The following chart sets forth the Plan's proposed treatment of the class of equity interest holders:

Class #	Description	Impairment	Treatment
4	Equity interest holders	Unimpaired	Equity interest holders will receive no payments under the Plan until all Unclassified Claims and creditors of all Classes are paid in full.

The sole equity interest holder of the Debtor is Thomas W. Cotton who owns 100% of the common stock of the Debtor. Thomas W. Cotton is also the sole stockholder of another Ohio corporation known as Soft Properties, Inc., which owns and operates apartment buildings in Newark, Ohio, consisting of 28 units. There are no inter-company transactions between the two corporations and books and records are maintained separately and independently from each other.

D. Means of Implementing the Plan

1. *Source of Payments*

Payments and distributions under the Plan will be funded by the following:

Operations of the Debtor, including rental income and revenue from the bar activity and from the proceeds from the sale of the Arcade real estate and other assets.

2. The Plan provides for a sale of the Debtor's real estate and other assets. The Debtor's real estate consists of the Arcade real estate, a block-long, indoor shopping mall consisting of various shops which the Debtor leases to small business merchants and a few upstairs apartments leased to tenants. The Debtor also operates a bar within the Arcade facility. The Debtor will consider a sale of the bar and its assets separately from the sale of the Arcade real estate and will also consider the sale of the bar and the Arcade real estate together, whichever is in the best interests of the Plan and whichever will result in the maximum amount of net proceeds. In the event of a sale of some, but not all, of the real estate and other assets of the Debtor, the net proceeds of sale will be applied first to administrative expenses which are allowed under the Code; then after full satisfaction of administrative expenses to priority tax claims; and then after full satisfaction of priority tax claims to secured claims.

3. *Post-Confirmation Management*

The Post-Confirmation Managers of the Debtor, and their compensation, shall be as follows:

Name	Affiliations	Insider (yes or no)?	Position	Compensation
Thomas W. Cotton	None	Yes	President	None

E. Risk Factors

The proposed Plan has the following risks:

All obligations of the Debtor under the Plan are expressly contingent upon confirmation. If the Plan is not confirmed and the Debtor is unable to conduct operations, payments under the Plan are at risk.

The inability of the Debtor to maintain its tenants and to maintain active leases in the Arcade.

The lack of a favorable market in which the Debtor is able to market and sell the Arcade real estate.

As the Debtor is owned and operated by a single individual, Thomas W. Cotton, the inability of Thomas W. Cotton may jeopardize the operation of the Debtor and the success of the Plan.

F. Executory Contracts and Unexpired Leases

The Plan, in Exhibit E, lists all executory contracts and unexpired leases that the Debtor will assume under the Plan. Assumption means that the Debtor has elected to continue to perform the obligations under such contracts and unexpired leases, and to cure defaults of the type that must be cured under the Code, if any. Exhibit E also lists how the Debtor will cure and compensate the other party to such contract or lease for any such defaults.

If you object to the assumption of your unexpired lease or executory contract, the proposed cure of any defaults, or the adequacy of assurance of performance, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan, unless the Court has set an earlier time.

All executory contracts and unexpired leases that are not listed in Exhibit E will be rejected under the Plan. Consult your adviser or attorney for more specific information about particular contracts or leases.

If you object to the rejection of your contract or lease, you must file and serve your objection to the Plan within the deadline for objecting to the confirmation of the Plan.

The Deadline for Filing a Proof of Claim Based on a Claim Arising from the Rejection of a Lease or Contract is _____. Any claim based on the rejection of a contract or lease will be barred if the proof of claim is not timely filed, unless the Court orders otherwise.

G. Tax Consequences of Plan

Creditors and Equity Interest Holders Concerned with How the Plan May Affect Their Tax Liability Should Consult with Their Own Accountants, Attorneys, And/Or Advisors.

The following are the anticipated tax consequences of the Plan: Debtor is unaware of any anticipated adverse tax consequences of the Plan either to the Debtor or to any creditor. Debtor is unaware of any general adverse tax consequences on creditors of any discharge or any general adverse tax consequences of receipt of Plan consideration after confirmation.

IV. CONFIRMATION REQUIREMENTS AND PROCEDURES

To be confirmable, the Plan must meet the requirements listed in §§ 1129(a) or (b) of the Code. These include the requirements that: the Plan must be proposed in good faith; at least one impaired class of claims must accept the plan, without counting votes of insiders; the Plan must distribute to each creditor and equity interest holder at least as much as the creditor or equity interest holder would receive in a chapter 7 liquidation case, unless the creditor or equity interest holder votes to accept the Plan; and the Plan must be feasible. These requirements are not the only requirements listed in § 1129, and they are not the only requirements for confirmation.

A. Who May Vote or Object

Any party in interest may object to the confirmation of the Plan if the party believes that the requirements for confirmation are not met.

Many parties in interest, however, are not entitled to vote to accept or reject the Plan. A creditor or equity interest holder has a right to vote for or against the Plan only if that creditor or equity interest holder has a claim or equity interest that is both (1) allowed or allowed for voting purposes and (2) impaired.

In this case, the Plan Proponent believes that only the Class 2 creditor may be impaired under the conditions set forth in III. C. 1. above. The Plan Proponent believes that the holder of the Secured Claim, therefore, has the right to vote to accept or reject the Plan.

1. *What Is an Allowed Claim or an Allowed Equity Interest?*

Only a creditor or equity interest holder with an allowed claim or an allowed equity interest has the right to vote on the Plan. Generally, a claim or equity interest is allowed if either (1) the Debtor has scheduled the claim on the Debtor's schedules, unless the claim has been scheduled as disputed, contingent, or unliquidated, or (2) the creditor has filed a proof of claim or equity interest, unless an objection has been filed to such proof of claim or equity interest. When a claim or equity interest is not allowed, the creditor or equity interest holder holding the claim or equity interest cannot vote unless the Court, after notice and hearing, either overrules the objection or allows the claim or equity interest for voting purposes pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure.

The deadline for filing a proof of claim in this case was 06/29/2016.

2. *What Is an Impaired Claim or Impaired Equity Interest?*

As noted above, the holder of an allowed claim or equity interest has the right to vote only if it is in a class that is *impaired* under the Plan. As provided in § 1124 of the Code, a class is considered impaired if the Plan alters the legal, equitable, or contractual rights of the members of that class.

3. *Who is **Not** Entitled to Vote*

The holders of the following five types of claims and equity interests are *not* entitled to vote:

holders of claims and equity interests that have been disallowed by an order of the Court;

holders of other claims or equity interests that are not "allowed claims" or "allowed equity interests" (as discussed above), unless they have been "allowed" for voting purposes.

holders of claims or equity interests in unimpaired classes;

holders of claims entitled to priority pursuant to §§ 507(a)(2), (a)(3), and (a)(8) of the Code; and

holders of claims or equity interests in classes that do not receive or retain any value under the Plan;

administrative expenses.

Even If You Are Not Entitled to Vote on the Plan, You Have a Right to Object to the Confirmation of the Plan and to the Adequacy of the Disclosure Statement.

4. *Who Can Vote in More Than One Class*

A creditor whose claim has been allowed in part as a secured claim and in part as an unsecured claim, or who otherwise hold claims in multiple classes, is entitled to accept or reject a Plan in each capacity, and should cast one ballot for each claim.

B. Votes Necessary to Confirm the Plan

If impaired classes exist, the Court cannot confirm the Plan unless (1) at least one impaired class of creditors has accepted the Plan without counting the votes of any insiders within that class, and (2) all impaired classes have voted to accept the Plan, unless the Plan is eligible to be confirmed by "cram down" on non-accepting classes, as discussed later in Section [B.2.].

1. *Votes Necessary for a Class to Accept the Plan*

A class of claims accepts the Plan if both of the following occur: (1) the holders of more than one-half (1/2) of the allowed claims in the class, who vote, cast their votes to accept the Plan, and (2) the holders of at least two-thirds (2/3) in dollar amount of the allowed claims in the class, who vote, cast their votes to accept the Plan.

A class of equity interests accepts the Plan if the holders of at least two-thirds (2/3) in amount of the allowed equity interests in the class, who vote, cast their votes to accept the Plan.

2. *Treatment of Nonaccepting Classes*

Even if one or more impaired classes reject the Plan, the Court may nonetheless confirm the Plan if the nonaccepting classes are treated in the manner prescribed by § 1129(b) of the Code. A plan that binds nonaccepting classes is commonly referred to as a "cram down" plan. The Code allows the Plan to bind nonaccepting classes of claims or equity interests if it meets all the requirements for consensual confirmation except the voting requirements of § 1129(a)(8) of the Code, does not "discriminate unfairly," and is "fair and equitable" toward each impaired class that has not voted to accept the Plan.

You should consult your own attorney if a "cramdown" confirmation will affect your claim or equity interest, as the variations on this general rule are numerous and complex.

C. Liquidation Analysis

To confirm the Plan, the Court must find that all creditors and equity interest holders who do not accept the Plan will receive at least as much under the Plan as such claim and equity interest holders would receive in a Chapter 7 liquidation. A liquidation analysis is attached to this Disclosure Statement as Exhibit F.

D. Feasibility

The Court must find that confirmation of the Plan is not likely to be followed by the liquidation, or the need for further financial reorganization, of the Debtor or any successor to the Debtor, unless such liquidation or reorganization is proposed in the Plan.

1. *Ability to Initially Fund Plan*

The Plan Proponent believes that the Debtor will have enough cash on hand on the effective date of the Plan to pay all the claims and expenses that are entitled to be paid on that date. Tables showing the amount of cash on hand on the effective date of the Plan, and the sources of that cash are attached to this disclosure statement as Exhibit G.

2. *Ability to Make Future Plan Payments And Operate Without Further Reorganization*

The Plan Proponent must also show that it will have enough cash over the life of the Plan to make the required Plan payments.

The Plan Proponent has provided projected financial information. Those projections are listed in Exhibit H.

The Plan Proponent's financial projections show that the Debtor will have an aggregate annual average cash flow, after paying operating expenses and post-confirmation taxes, of \$ **37,401.00** . The final Plan payment is expected to be paid on **09/01/2021 or, if sooner, upon the sale of the Arcade real estate and other assets of the Debtor**. There are no guarantees that the cash flow projections set forth on Exhibit H can be met. The Debtor has examined the projections, has reviewed its existing business, and its opportunities for future business in an effort to solidify its belief in the accuracy thereof. Since the Debtor cannot guarantee that the cash flow projections set forth in Exhibit H can be met, the Debtor disclaims responsibility if the forecasts represented by such projections do not take place in actual fact. There can be no guarantee that the assumptions made therein will be true.

You Should Consult with Your Accountant or other Financial Advisor If You Have Any Questions Pertaining to These Projections.

V. EFFECT OF CONFIRMATION OF PLAN

A. Discharge of Debtor

Discharge. On the effective date of the Plan, the Debtor shall be discharged from any debt that arose before confirmation of the Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code, except that the Debtor shall not be discharged of any debt (i) imposed by the Plan, (ii) of a kind specified in § 1141(d)(6)(A) if a timely complaint was filed in accordance with Rule 4007(c) of the Federal Rules of Bankruptcy Procedure, or (iii) of a kind specified in § 1141(d)(6)(B). After the effective date of the Plan your claims against the Debtor will be limited to the debts described in clauses (i) through (iii) of the preceding sentence.

B. Modification of Plan

The Plan Proponent may modify the Plan at any time before confirmation of the Plan. However, the Court may require a new disclosure statement and/or revoting on the Plan.

Upon request of the Debtor, the United States Trustee, or the holder of an allowed unsecured claim, the Plan may be modified at any time after confirmation of the Plan but before the completion of payments under the Plan, to (1) increase or reduce the amount of payments under the Plan on claims of a particular class, (2) extend or reduce the time period for such payments, or (3) alter the amount of distribution to a creditor whose claim is provided for by the Plan to the extent necessary to take account of any payment of the claim made other than under the Plan.

C. Final Decree

Once the estate has been fully administered, as provided in Rule 3022 of the Federal Rules of Bankruptcy Procedure, the Plan Proponent, or such other party as the Court shall designate in the Plan Confirmation Order, shall file a motion with the Court to obtain a final decree to close the case. Alternatively, the Court may enter such a final decree on its own motion.

VI. OTHER PLAN PROVISIONS

None.

/s/ Thomas W. Cotton

**Thomas W. Cotton, President
Newark Downtown Center, Inc.
Debtor**

/s/ James R. Cooper

**James R. Cooper 0023161
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Attorney for Debtor**

B25A (Official Form 25A) (12/11)

**United States Bankruptcy Court
Southern District of Ohio, Eastern Division**

In re Newark Downtown Center, Inc.
Debtor(s)

Case No. 16-50893
Chapter 11 Judge Preston

Small Business Case under Chapter 11

**NEWARK DOWNTOWN CENTER, INC.'S FIRST AMENDED PLAN OF
REORGANIZATION, DATED JULY 6, 2016**

**ARTICLE I
SUMMARY**

This First Amended Plan of Reorganization (the "Plan") under Chapter 11 of the Bankruptcy Code (the "Code") proposes to pay creditors of Newark Downtown Center, Inc. (the "Debtor") from cash flow from operations and the sale of assets. This Plan provides for 1 class of claims entitled to priority; 1 class of secured claims; 1 class of unsecured claims; and 1 class of equity security holders. Unsecured creditors holding allowed claims will receive distributions, which the proponent of this Plan has valued at approximately 100 cents on the dollar. This Plan also provides for the payment of administrative and priority claims in full. Administrative claims will be paid in full on the effective date of this Plan except for the fees due Marcus & Millichap Real Estate Investment Services of Ohio ("Marcus & Millichap") and Morrow, Gordon & Byrd, Ltd., attorneys for the Debtor. Pursuant to application of the Debtor filed with the United States Bankruptcy Court, the fees of Marcus & Millichap are based on a commission of the selling price of the Debtor's real estate. The United States Bankruptcy Court must approve the application as well as the commission. Such commission will be paid upon sale and approval by the United States Bankruptcy Court. The fees of Morrow, Gordon & Byrd, Ltd., will be satisfied from the proceeds of the sale of the real estate and other assets of the Debtor upon approval by the United States Bankruptcy Court. The Debtor has sought, and continues to seek, co-counsel to assist Morrow, Gordon & Byrd, Ltd., a Newark, Ohio, law firm, and James R. Cooper, its partner and member. Any such co-counsel must be approved by the United States Bankruptcy Court pursuant to application. The United States Bankruptcy Court must approve any and all such fees of said co-counsel.

All creditors and equity security holders should refer to Articles III through VI of this Plan for information regarding the precise treatment of their claim. A disclosure statement that provides more detailed information regarding this Plan and the rights of creditors and equity security holders has been circulated with this Plan. **Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.**

**ARTICLE II
CLASSIFICATION OF CLAIMS AND INTERESTS**

- 2.01 Class 1. All allowed claims entitled to priority under § 507 of the Code (except administrative expense claims under § 507(a)(2) and priority tax claims under § 507(a)(8)). There appear to be no claims in Class 1.
- 2.02 Class 2. The claim of 4082 Ltd., to the extent allowed as a secured claim under § 506 of the Code.
- 2.03 Class 3. All unsecured claims allowed under § 502 of the Code.
- 2.04 Class 4. Equity interests of the Debtor.

**ARTICLE III
TREATMENT OF ADMINISTRATIVE EXPENSE CLAIMS,
U.S. TRUSTEES FEES, AND PRIORITY TAX CLAIMS**

3.01 Unclassified Claims. Under § 1123(a)(1), administrative expense claims, and priority tax claims are not in classes.

3.02 Administrative Expense Claims. Each holder of an administrative expense claim allowed under § 503 of the Code will be paid in full on the effective date of this Plan (as defined in Article VII), in cash, or upon such other terms as may be agreed upon by the holder of the claim and the Debtor.

3.03 Priority Tax Claims. Each holder of a priority tax claim will be paid over a period ending not later than five (5) years after the date of the order for relief consistent with § 1129(a)(9)(C) of the Code.

3.04 United States Trustee Fees. All fees required to be paid by 28 U.S.C. § 1930(a)(6) (U.S. Trustee Fees) will accrue and be timely paid until the case is closed, dismissed, or converted to another chapter of the Code. Any U.S. Trustee Fees owed on or before the effective date of this Plan will be paid on the effective date.

ARTICLE IV
TREATMENT OF CLAIMS AND INTERESTS UNDER THE PLAN

4.01 Claims and interests shall be treated as follows under this Plan:

Class	Impairment	Treatment
Class 1 - Priority Claims	Unimpaired	Class 1 is unimpaired by this Plan, and each holder of a Class 1 Priority Claim will be paid in full, in cash, upon the later of the effective date of this Plan as defined in Article VII, or the date on which such claim is allowed by a final non-appealable order.
Class 2 - Secured Claim of 4082 Ltd.	Impaired*	The Class 2 claim will be paid in accordance with the terms of its real estate mortgage note.
Class 3 - General Unsecured Creditors	Unimpaired	Class 3 claims, which total \$1,138.70, will be paid in full from the net proceeds of the sale of the Debtor's real estate and other assets and after all Unclassified Claims and Secured Claims have been satisfied in full. In the event that a sale does not occur within five years of the confirmation of the Plan, the general unsecured creditors shall be paid 100% of their allowed claims, after payment in full of all Unclassified Claims, for the administrative convenience of the Plan and since the total of all general unsecured claims in Class 3 is under \$1,200.00.
Class 4 - Equity Security Holders of the Debtor	Unimpaired	Equity security holders will receive no payments under the Plan until all Unclassified Claims and creditors of all classes are paid in full.

B25A (Official Form 25A) (12/11) - Cont.

* In the event that a sale does not occur within five years of the confirmation of the Plan, the Class 2 creditor is impaired to the extent that the general unsecured creditors will receive payment in full of claims in Class 3. The total of all claims in Class 3 is under \$1,200.00.

**ARTICLE V
ALLOWANCE AND DISALLOWANCE OF CLAIMS**

5.01 Disputed Claim. A disputed claim is a claim that has not been allowed or disallowed, and as to which either: (i) a proof of claim has been filed or deemed filed, and the Debtor or another party in interest has filed an objection; or (ii) no proof of claim has been filed, and the Debtor has scheduled such claim as disputed, contingent, or unliquidated.

5.02 Delay of Distribution on a Disputed Claim. No distribution will be made on account of a disputed claim unless such claim is allowed.

5.03 Settlement of Disputed Claims. The Debtor will have the power and authority to settle and compromise a disputed claim with court approval and compliance with Rule 9019 of the Federal Rules of Bankruptcy Procedure.

**ARTICLE VI
PROVISIONS FOR EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

6.01 Assumed Executory Contracts and Unexpired Leases.

(a) The Debtor assumes the following executory contracts and/or unexpired leases effective upon the effective date of this Plan as provided in Article VII:

Name of Other Parties to Lease or Contract	Description of Contract or Lease
See Exhibit A	See Exhibit A

(b) The Debtor will be conclusively deemed to have rejected all executory contracts and/or unexpired leases not expressly assumed under section 6.01(a) above, or before the date of the order confirming this Plan. A proof of a claim arising from the rejection of an executory contract or unexpired lease under this section must be filed no later than thirty (30) days after the date of the order confirming this Plan.

**ARTICLE VII
MEANS FOR IMPLEMENTATION OF THE PLAN**

The Debtor will retain all of the property of the estate. The Debtor intends to sell all of its real estate and other assets located at Newark, Licking County, Ohio, and intends to pay creditors in full from the net proceeds of the sale after payment in full of all Unclassified claims and all United States Trustee's fees. Consistent with the liquidation analysis, included as Exhibit F to the Disclosure Statement circulated with this Plan, the assets are sufficient to satisfy all claims.

Pending sale, the Debtor intends to operate its business and to implement the Plan from the cash flow from operations. The Debtor has substantially met its financial projections for the period from the filing of its petition to the present. Such financial projections are attached as Exhibit H to the Disclosure Statement and include projections for six (6) months from the date of the filing of the petition. Prior to the sale, the Debtor intends to pay the priority tax claims and the secured claims on a monthly basis as set forth in Section III.B.2. of the Disclosure Statement which accompanies this Plan.

This Plan provides for a sale of the Debtor's real estate and other assets. The Debtor's real estate consists of the Arcade real estate, a block-long indoor shopping mall consisting of various shops which the Debtor leases to small business merchants and a few upstairs apartments leased to tenants. The Debtor also operates a bar within the Arcade facility. The Debtor will consider a sale of the bar and its assets separately from the sale of the Arcade real estate and will also consider the sale of the bar and the Arcade real estate together, whichever is in the best interest of the Plan and whichever will result in the maximum amount of net proceeds. In the event of some, but not all, of the real estate and other assets of the Debtor are sold, the net proceeds of sale will be applied first to administrative expenses which are allowed under the Code; then after full satisfaction of administrative expenses to priority tax claims; and then after full satisfaction of priority tax claims to secured claims.

Secured creditors will retain their pre-petition liens until the secured claims have been paid in full.

The Debtor believes, based on its actual performance post-petition, a review of existing business, and its projections (see Exhibit H of the Disclosure Statement), that it can operate with a profit pending sale of its real estate and other assets. As provided in the Disclosure Statement, there are no guarantees that projections can be met and the Debtor disclaims responsibility if the forecasts represented by such projections do not take place in actual fact.

ARTICLE VIII GENERAL PROVISIONS

8.01 Definitions and Rules of Construction. The definitions and rules of construction set forth in §§ 101 and 102 of the Code shall apply when terms defined or construed in the Code are used in this Plan.

8.02 Effective Date of Plan. The effective date of this Plan is the first business day following the date that is fourteen (14) days after the entry of the order of confirmation. If, however, a stay of the confirmation order is in effect on that date, the effective date will be the first business day after the date on which the stay of the confirmation order expires or is otherwise terminated.

8.03 Severability. If any provision in this Plan is determined to be unenforceable, the determination will in no way limit or affect the enforceability and operative effect of any other provision of this Plan.

8.04 Binding Effect. The rights and obligations of any entity named or referred to in this Plan will be binding upon, and will inure to the benefit of the successors or assigns of such entity.

8.05 Captions. The headings contained in this Plan are for convenience of reference only and do not affect the meaning or interpretation of this Plan.

8.06 Controlling Effect. Unless a rule of law or procedure is supplied by federal law (including the Code or the Federal Rules of Bankruptcy Procedure), the laws of the State of Ohio govern this Plan and any agreements, documents, and instruments executed in connection with this Plan, except as otherwise provided in this Plan.

8.07 Corporate Governance. The Debtor is a corporation incorporated under the laws of the State of Ohio. It has only one (1) class of common stock and one (1) stockholder. Pursuant to the provisions of § 1123(a)(6) of the Code, it shall be prohibited from the issuance of any nonvoting equity securities and from the issuance of any additional classes of securities or common stock. The governance documents shall contain only provisions that are consistent with the interest of creditors and equity security holders and with public policy with respect to the manner of selection of any officer or director under the Plan and any successor to such officer or director.

ARTICLE IX DISCHARGE

9.01 Discharge. On the confirmation date of this Plan, the Debtor will be discharged from any debt that arose before confirmation of this Plan, subject to the occurrence of the effective date, to the extent specified in § 1141(d)(1)(A) of the Code, except that the Debtor will not be discharged of any debt: (i) imposed by this Plan; (ii) of a kind specified in § 1141(d)(6)(A) if a timely complaint was filed in accordance with Rule 4007(c) of the Federal Rules of Bankruptcy Procedure; or (iii) of a kind specified in § 1141(d)(6)(B).

ARTICLE X
OTHER PROVISIONS

10.01 All attorney fees after confirmation of the Plan require the approval of the Court. Accounting fees after confirmation will be in the ordinary course of business and will not require Court approval.

10.02 The Debtor, through its attorney or accountant, shall act as disbursing agent of Plan payments.

Respectfully submitted,

/s/ Thomas W Cotton

Thomas W Cotton, President
Newark Downtown Center, Inc.
Debtor and Plan Proponent

/s/ James R. Cooper

James R. Cooper 0023161
Morrow, Gordon & Byrd, Ltd.
33 W. Main St., P.O. Box 4190
Newark, OH 43058-4190
740-345-9611 (P)
740-349-9816 (F)
jcooper@mgbohiolaw.com
Attorney for the Debtor and Plan Proponent

EXHIBIT "A"

Executory Contracts and Unexpired Leases

Contracts/Unexpired Leases	Name and Address of Tenant	Amount of Payment Contract/Lease
1. Lease for real estate Club 2K, Inc./Cameron Dailey Debtor is Lessor Month-to-month lease	Club 2K, Inc., Cameron Dailey 35 N. Third Street Newark, Ohio 43055	\$1,450.00 per month
2. Lease for real estate Debtor is Lessor Month-to-month lease	William J. Trumbull 30 N. 4 th Street Newark, Ohio 43055	\$695.00 per month
3. Lease for real estate Debtor is Lessor Month-to-month lease	Linda Binger 29 N. Third Street Newark, Ohio 43055	\$537.45 per month
4. Lease for real estate Debtor is Lessor 5 months	John James 8 Arcade Place, Suites 100 and 200 Newark, Ohio 43055	\$475.00 per month
5. Lease for real estate Debtor is Lessor Month-to-month lease	Tessa Warner 11 Arcade Place Newark, Ohio 43055	\$150.00 per month
6. Lease for real estate Debtor is Lessor 4 months	Brandy Jeffers 14 Arcade Place Newark, Ohio 43055	\$325.00 per month
7. Lease for real estate Debtor is Lessor 1 month	Walker Promotion & Specialty Co. LLC 14 ½ Arcade Place Newark, Ohio 43055	\$325.00 per month
8. Lease for real estate Debtor is Lessor Month-to-month lease	Central Ohio Elderly Care LLC 18 Arcade Place Newark, Ohio 43055	\$247.00 per month
9. Lease for real estate Debtor is Lessor Month-to-month lease	Edward D. Maddern 16 Arcade Place Newark, Ohio 43055	\$305.00 per month
10. Lease for real estate Debtor is Lessor 6 months	Melissa Davis / Amanda Glecker 24 N. 4 th Street Newark, Ohio 43055	\$600.00 per month

EXHIBIT "B"

Cash in Debtor-In-Possession Accounts		
Huntington	xxxxxxxx140	\$ 5,112.22
Huntington	xxxxxxxx137	7,368.93
Huntington	xxxxxxxx124	1,695.30
Receivable from Tenant		694.58
Bar Inventory		1,100.00
Office Equipment – computer, printer		100.00
Tables		100.00
Glassware		50.00
Mixers		10.00
Pizza Oven		100.00
Chairs		20.00
Bar Stools		45.00
Benches – 10		500.00
Freezers – 2		75.00
Cooler		75.00
Char-broiler		50.00
Silverware		25.00
Plates, Dishes		20.00
Pressure frier		350.00
Licenses and Permits		3,065.00
Goodwill		10,000.00
Real estate at 8 Arcade Place, Newark, Ohio		<u>650,000.00</u>
TOTAL ASSETS:		\$680,556.03

Method Employed in Valuation of Assets

The value assigned to the real estate known as 8 Arcade Place is based on a price and market analysis prepared in 2015 by Marcus & Millichap Real Estate Investment Services of Ohio, a commercial real estate firm.

The Debtor-in-Possession account balances are consistent with the bank statements as of May 31, 2016. The receivable from the tenant is the actual amount of rent arrearage for a single tenant.

The valuations set forth for the inventory, equipment, personal property, licenses and permits, and for the goodwill of the business are based on Debtor's opinion of value. The information on this Exhibit B has been provided by the Debtor.

Form **1120S**

U.S. Income Tax Return for an S Corporation

OMB No. 1545-0123

Department of the Treasury
Internal Revenue Service

Do not file this form unless the corporation has filed or is attaching Form 2553 to elect to be an S corporation. Information about Form 1120S and its separate instructions is at www.irs.gov/form1120s.

2014

For calendar year 2014 or tax year beginning 2014, ending 2014

A S election effective date <u>01/01/07</u>	TYPE OR PRINT	Name NEWARK DOWNTOWN CENTER, INC.	D. Employer identification number <u>26-0321323</u>
B Business activity code number (see instrs) <u>531120</u>		Number, street, and room or suite no. If a P.O. box, see instructions. <u>8 Arcade Annex</u>	E. Date incorporated <u>06/18/07</u>
C Check if Schedule M-3 attached <input type="checkbox"/>		City or town, state or province, country, and ZIP or foreign postal code <u>NEWARK OH 43055</u>	F. Total assets (see instructions) \$ <u>483,189.</u>

G Is the corporation electing to be an S corporation beginning with this tax year? Yes No If "Yes," attach Form 2553 if not already filed

H Check if: (1) Final return (2) Name change (3) Address change (4) Amended return (5) S election termination or revocation

I Enter the number of shareholders who were shareholders during any part of the tax year 1

Caution. Include only trade or business income and expenses on lines 1a through 21. See the instructions for more information.

INCOME	1 a Gross receipts or sales	1 a	<u>110,309.</u>	
	b Returns and allowances	1 b		
	c Balance. Subtract line 1b from line 1a	1 c		<u>110,309.</u>
	2 Cost of goods sold (attach Form 1125-A)	2		<u>35,436.</u>
	3 Gross profit. Subtract line 2 from line 1c	3		<u>74,873.</u>
	4 Net gain (loss) from Form 4797, line 17 (attach Form 4797)	4		
5 Other income (loss) (see instrs - att statement)	5			
6 Total income (loss). Add lines 3 through 5	6		<u>74,873.</u>	
DEDUCTIONS SEE INSTRS	7 Compensation of officers (see instructions - attach Form 1125-E)	7		
	8 Salaries and wages (less employment credits)	8		
	9 Repairs and maintenance	9		
	10 Bad debts	10	<u>795.</u>	
	11 Rents	11		
	12 Taxes and licenses	12		
	13 Interest	13	<u>9,418.</u>	
	14 Depreciation not claimed on Form 1125-A or elsewhere on return (attach Form 4562)	14		
	15 Depletion (Do not deduct oil and gas depletion.)	15	<u>306.</u>	
	16 Advertising	16		
	17 Pension, profit-sharing, etc. plans	17		
18 Employee benefit programs	18			
19 Other deductions (attach statement) <u>STMJ</u>	19			
20 Total deductions. Add lines 7 through 19	20		<u>17,421.</u>	
21 Ordinary business income (loss). Subtract line 20 from line 6	21		<u>46,933.</u>	
TAX AND PAYMENTS	22 a Excess net passive income or LIFO recapture tax (see instructions)	22 a		
	b Tax from Schedule D (Form 1120S)	22 b		
	c Add lines 22a and 22b (see instructions for additional taxes)	22 c		
	23 a 2014 estimated tax payments and 2013 overpayment credited to 2014	23 a		
	b Tax deposited with Form 7004	23 b		
	c Credit for federal tax paid on fuels (attach Form 4136)	23 c		
	d Add lines 23a through 23c	23 d		
	24 Estimated tax penalty (see instructions). Check if Form 2220 is attached <input type="checkbox"/>	24		
25 Amount owed. If line 23d is smaller than the total of lines 22c and 24, enter amount owed	25			
26 Overpayment. If line 23d is larger than the total of lines 22c and 24, enter amount overpaid	26			
27 Enter amount from line 26 Credited to 2015 estimated tax <u>Refunded</u>	27			

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which preparer has any knowledge.

Signature of Officer: [Signature] Date: 10/5/15 Title: President

May the IRS discuss this return with the preparer shown below (see instructions)? Yes No

Paid Preparer Use Only

Print preparer's name: Self-Prepared Preparer's signature: _____ Date: _____

Check if self-employed PTIN: _____

Firm's name: _____ Firm's EIN: _____

Firm's address: _____ Phone no.: _____

Form 1120S (2014) NEWARK DOWNTOWN CENTER, INC.

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Schedule B Other Information (see instructions)

- | | Yes | No |
|---|-----|----|
| 1 Check accounting method: a <input type="checkbox"/> Cash b <input checked="" type="checkbox"/> Accrual c <input type="checkbox"/> Other (specify) ▶ _____ | | |
| 2 See the instructions and enter the:
a Business activity. ▶ <u>Rental Real Estate</u> b Product or service. ▶ <u>COMMERCIAL REAL ESTATE</u> | | |
| 3 At any time during the tax year, was any shareholder of the corporation a disregarded entity, a trust, an estate, or a nominee or similar person? If "Yes," attach Schedule B-1, Information on Certain Shareholders of an S Corporation | | X |
| 4 At the end of the tax year, did the corporation:
a Own directly 20% or more, or own, directly or indirectly, 50% or more of the total stock issued and outstanding of any foreign or domestic corporation? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below | | X |

(i) Name of Corporation	(ii) Employer Identification Number (if any)	(iii) Country of Incorporation	(iv) Percentage of Stock Owned	(v) If Percentage in (iv) is 100%, Enter the Date (if any) a Qualified Subchapter S Subsidiary Election Was Made

- | | | |
|---|--|---|
| b Own directly an interest of 20% or more, or own, directly or indirectly, an interest of 50% or more in the profit, loss, or capital in any foreign or domestic partnership (including an entity treated as a partnership) or in the beneficial interest of a trust? For rules of constructive ownership, see instructions. If "Yes," complete (i) through (v) below | | X |
|---|--|---|

(i) Name of Entity	(ii) Employer Identification Number (if any)	(iii) Type of Entity	(iv) Country of Organization	(v) Maximum % Owned in Profit, Loss, or Capital

- | | | |
|--|--|---|
| 5a At the end of the tax year, did the corporation have any outstanding shares of restricted stock?
If "Yes," complete lines (i) and (ii) below.
(i) Total shares of restricted stock ▶ _____
(ii) Total shares of non-restricted stock ▶ _____ | | X |
| b At the end of the tax year, did the corporation have any outstanding stock options, warrants, or similar instruments?
If "Yes," complete lines (i) and (ii) below.
(i) Total shares of stock outstanding at the end of the tax year ▶ _____
(ii) Total shares of stock outstanding if all instruments were executed ▶ _____ | | X |
| 6 Has this corporation filed, or is it required to file, Form 8918, Material Advisor Disclosure Statement, to provide information on any reportable transaction? | | X |
| 7 Check this box if the corporation issued publicly offered debt instruments with original issue discount <input type="checkbox"/>
If checked, the corporation may have to file Form 8281, Information Return for Publicly Offered Original Issue Discount Instruments. | | |
| 8 If the corporation: (a) was a C corporation before it elected to be an S corporation or the corporation acquired an asset with a basis determined by reference to the basis of the asset (or the basis of any other property) in the hands of a C corporation and (b) has net unrealized built-in gain in excess of the net recognized built-in gain from prior years, enter the net unrealized built-in gain reduced by net recognized built-in gain from prior years (see instructions) ▶ \$ _____ | | |
| 9 Enter the accumulated earnings and profits of the corporation at the end of the tax year. \$ _____ | | |
| 10 Does the corporation satisfy both of the following conditions?
a The corporation's total receipts (see instructions) for the tax year were less than \$250,000
b The corporation's total assets at the end of the tax year were less than \$250,000
If "Yes," the corporation is not required to complete Schedules L and M-1. | | X |
| 11 During the tax year, did the corporation have any non-shareholder debt that was canceled, was forgiven, or had the terms modified so as to reduce the principal amount of the debt?
If "Yes," enter the amount of principal reduction \$ _____ | | X |
| 12 During the tax year, was a qualified subchapter S subsidiary election terminated or revoked? If "Yes," see instructions: | | X |
| 13 a Did the corporation make any payments in 2014 that would require it to file Form(s) 1099? | | X |
| b If "Yes," did the corporation file or will it file required Forms 1099? | | |

Form 1120S (2014) NEWARK DOWNTOWN CENTER, INC.

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Schedule K Shareholders' Pro Rata Share Items

		Total amount	
Income (Loss)	1 Ordinary business income (loss) (page 1, line 21)	1	46,933.
	2 Net rental real estate income (loss) (attach Form 8825)	2	418.
	3 a Other gross rental income (loss)	3 a	
	b Expenses from other rental activities (attach statement)	3 b	
	c Other net rental income (loss). Subtract line 3b from line 3a	3 c	
	4 Interest income	4	
	5 Dividends: a Ordinary dividends	5 a	
	b Qualified dividends	5 b	
	6 Royalties	6	
	7 Net short-term capital gain (loss) (attach Schedule D (Form 1120S))	7	
8 a Net long-term capital gain (loss) (attach Schedule D (Form 1120S))	8 a		
	b Collectibles (28%) gain (loss)	8 b	
	c Unrecaptured section 1250 gain (attach statement)	8 c	
9 Net section 1231 gain (loss) (attach Form 4797)	9		
10 Other income (loss) (see instructions) Type ▶	10		
Deductions	11 Section 179 deduction (attach Form 4562)	11	
	12 a Charitable contributions	12 a	
	b Investment interest expense	12 b	
	c Section 59(e)(2) expenditures (1) Type ▶ (2) Amount ▶	12 c (2)	
d Other deductions (see instructions) Type ▶	12 d		
Credits	13 a Low-income housing credit (section 42(j)(5))	13 a	
	b Low-income housing credit (other)	13 b	
	c Qualified rehabilitation expenditures (rental real estate) (attach Form 3468, if applicable)	13 c	
	d Other rental real estate credits (see instrs) Type ▶	13 d	
	e Other rental credits (see instrs) Type ▶	13 e	
	f Biofuel producer credit (attach Form 6478)	13 f	
	g Other credits (see instructions) Type ▶	13 g	
Foreign Transactions	14 a Name of country or U.S. possession ▶		
	b Gross income from all sources	14 b	
	c Gross income sourced at shareholder level	14 c	
	Foreign gross income sourced at corporate level		
	d Passive category	14 d	
	e General category	14 e	
	f Other (attach statement)	14 f	
	Deductions allocated and apportioned at shareholder level		
	g Interest expense	14 g	
	h Other	14 h	
	Deductions allocated and apportioned at corporate level to foreign source income		
	i Passive category	14 i	
	j General category	14 j	
	k Other (attach statement)	14 k	
Other information			
l Total foreign taxes (check one): <input type="checkbox"/> Paid <input type="checkbox"/> Accrued	14 l		
m Reduction in taxes available for credit (attach statement)	14 m		
n Other foreign tax information (attach statement)			
Alternative Minimum Tax (AMT) Items	15 a Post-1986 depreciation adjustment	15 a	-238.
	b Adjusted gain or loss	15 b	
	c Depletion (other than oil and gas)	15 c	
	d Oil, gas, and geothermal properties — gross income	15 d	
	e Oil, gas, and geothermal properties — deductions	15 e	
	f Other AMT items (attach statement)	15 f	
Items Affecting Shareholder Basis	16 a Tax-exempt interest income	16 a	
	b Other tax-exempt income	16 b	
	c Nondeductible expenses	16 c	
	d Distributions (attach stmt if required) (see instrs)	16 d	
	e Repayment of loans from shareholders	16 e	

BAA

Schedule K Shareholders' Pro Rata Share Items (continued)		Total amount	
Other Information	17 a Investment income	17 a	
	b Investment expenses	17 b	
	c Dividend distributions paid from accumulated earnings and profits	17 c	
	d Other items and amounts (attach statement)		
Reconciliation	18 Income/loss reconciliation. Combine the amounts on lines 1 through 10 in the far right column. From the result, subtract the sum of the amounts on lines 11 through 12d and 14l	18	47,351.

Schedule L Balance Sheets per Books	Beginning of tax year		End of tax year	
	(a)	(b)	(c)	(d)
Assets				
1 Cash		370.		868.
2 a Trade notes and accounts receivable				
b Less allowance for bad debts				
3 Inventories		968.		902.
4 U.S. government obligations				
5 Tax-exempt securities (see instructions)				
6 Other current assets (attach stmt) . . Ln 6. St		59,988.		97,013.
7 Loans to shareholders				
8 Mortgage and real estate loans				
9 Other investments (attach statement)				
10 a Buildings and other depreciable assets	238,495.		238,495.	
b Less accumulated depreciation	64,237.	174,258.	70,263.	168,232.
11 a Depletable assets				
b Less accumulated depletion				
12 Land (net of any amortization)		214,965.		214,965.
13 a Intangible assets (amortizable only)	1,913.		1,913.	
b Less accumulated amortization	608.	1,305.	704.	1,209.
14 Other assets (attach stmt)				
15 Total assets		451,854.		483,189.
Liabilities and Shareholders' Equity				
16 Accounts payable				
17 Mortgages, notes, bonds payable in less than 1 year		-845.		-845.
18 Other current liabilities (attach stmt) . . Ln 18. St		9,608.		2,346.
19 Loans from shareholders		10,582.		11,869.
20 Mortgages, notes, bonds payable in 1 year or more		443,356.		433,315.
21 Other liabilities (attach statement)				
22 Capital stock				
23 Additional paid-in capital				
24 Retained earnings		-10,847.		36,504.
25 Adjustments to shareholders' equity (all stmt)				
26 Less cost of treasury stock				
27 Total liabilities and shareholders' equity		451,854.		483,189.

Form 1120S (2014) NEWARK DOWNTOWN CENTER, INC.

26-0321323

Page 5

Schedule M-1 Reconciliation of Income (Loss) per Books With Income (Loss) per Return
 Note. The corporation may be required to file Schedule M-3 (see instructions)

1	Net income (loss) per books	47,351.	5	Income recorded on books this year not included on Schedule K, lines 1 through 10 (itemize):	
2	Income included on Schedule K, lines 1, 2, 3c, 4, 5a, 6, 7, 8a, 9, and 10, not recorded on books this year (itemize):		a	Tax-exempt interest \$	
3	Expenses recorded on books this year not included on Schedule K, lines 1 through 12, and 14i (itemize):		6	Deductions included on Schedule K, lines 1 through 12 and 14i, not charged against book income this year (itemize):	
a	Depreciation \$		a	Depreciation \$	
b	Travel and entertainment \$		7	Add lines 5 and 6.	
4	Add lines 1 through 3.	47,351.	8	Income (loss) (Schedule K, ln 18). Ln 4 less ln 7	47,351.

Schedule M-2 Analysis of Accumulated Adjustments Account, Other Adjustments Account, and Shareholders' Undistributed Taxable Income Previously Taxed (see instructions)

	(a) Accumulated adjustments account	(b) Other adjustments account	(c) Shareholders' undistributed taxable income previously taxed
1	Balance at beginning of tax year		
2	Ordinary income from page 1, line 21	-26,942.	
3	Other additions * STMT	46,933.	
4	Loss from page 1, line 21	418.	
5	Other reductions		
6	Combine lines 1 through 5	20,409.	
7	Distributions other than dividend distributions		
8	Balance at end of tax year. Subtract line 7 from line 6.	20,409.	

SPSA0134 12/23/14

Form 1120S (2014)

Form **8825**
(Rev December 2010)
Department of the Treasury
Internal Revenue Service

Rental Real Estate Income and Expenses of a Partnership or an S Corporation

OMB No. 1545-1186

▶ See instructions.
▶ Attach to Form 1065, Form 1065-B, or Form 1120S.

Name NEWARK DOWNTOWN CENTER, INC..	Employer Identification number 26-0321323
--	---

1	Show the type and address of each property. For each rental real estate property listed, report the number of days rented at fair rental value and days with personal use. See instructions. See page 2 to list additional properties.			
	Physical address of each property – street, city, state, ZIP code	Type – Enter code 1-8; see page 2 for list	Fair Rental Days	Personal Use Days
A	<u>Arcade Annex</u> NEWARK, OH 43055	4	365	0
B	-----			
C	-----			
D	-----			

Rental Real Estate Income		Properties				
		A	B	C	D	
2	Gross rents	2	57,260.			
Rental Real Estate Expenses						
3	Advertising	3				
4	Auto and travel	4	265.			
5	Cleaning and maintenance	5				
6	Commissions	6				
7	Insurance	7	4,324.			
8	Legal and other professional fees	8	1,135.			
9	Interest	9	11,888.			
10	Repairs	10	4,493.			
11	Taxes	11	11,095.			
12	Utilities	12	12,060.			
13	Wages and salaries	13				
14	Depreciation (see instructions)	14	5,720.			
15	Other (list) ▶ <u>BANK CHARGES</u>	15	326.			
	<u>MISCELLANEOUS</u>		3.			
	<u>TRASH</u>		2,844.			
	* <u>STMT</u>		2,689.			
16	Total expenses for each property. Add lines 3 through 15	16	56,842.			
17	Income or (Loss) from each property. Subtract line 16 from line 2	17	418.			
18 a	Total gross rents. Add gross rents from line 2, columns A through H	18 a		57,260.		
18 b	Total expenses. Add total expenses from line 16, columns A through H	18 b		-56,842.		
19	Net gain (loss) from Form 4797, Part II, line 17, from the disposition of property from rental real estate activities	19				
20 a	Net income (loss) from rental real estate activities from partnerships, estates, and trusts in which this partnership or S corporation is a partner or beneficiary (from Schedule K-1)	20 a				
b Identify below the partnerships, estates, or trusts from which net income (loss) is shown on line 20a. Attach a schedule if more space is needed:						
(1) Name		(2) Employer identification number				
-----		-----				
-----		-----				
21	Net rental real estate income (loss). Combine lines 18a through 20a. Enter the result here and on: • Form 1065 or 1120S: Schedule K, line 2, or • Form 1065-B: Part I, line 4	21		418.		

Form **1125-A**
 (Rev. December 2012)
 Department of the Treasury
 Internal Revenue Service

Cost of Goods Sold

▶ Attach to Form 1120, 1120-C, 1120-F, 1120S, 1065, or 1065-B.
 ▶ Information about Form 1125-A and its instructions is at www.irs.gov/form1125a.

OMB No. 1545-2225

Name **NEWARK DOWNTOWN CENTER, INC.** Employer identification number **26-0321323**

1	Inventory at beginning of year	1	968.
2	Purchases	2	35,370.
3	Cost of labor	3	
4	Additional section 263A costs (attach schedule)	4	
5	Other costs (attach schedule)	5	
6	Total. Add lines 1 through 5	6	36,338.
7	Inventory at end of year	7	902.
8	Cost of goods sold. Subtract line 7 from line 6. Enter here and on Form 1120, page 1, line 2 or the appropriate line of your tax return (see instructions).	8	35,436.

9.a Check all methods used for valuing closing inventory:

- (i) Cost
- (ii) Lower of cost or market
- (iii) Other (Specify method used and attach explanation) . . . ▶

b Check if there was a writedown of subnormal goods . . . ▶

c Check if the LIFO inventory method was adopted this tax year for any goods (if checked, attach Form 970) . . . ▶

d If the LIFO inventory method was used for this tax year, enter amount of closing inventory computed under LIFO . . . **9d**

e If property is produced or acquired for resale, do the rules of section 263A apply to the entity (see instructions)? . . . Yes No

f Was there any change in determining quantities, cost, or valuations between opening and closing inventory? If 'Yes,' attach explanation . . . Yes No

BAA For Paperwork Reduction Act Notice, see instructions.

Form 1125-A (Rev 12-2012)

NEWARK DOWNTOWN CENTER, INC. 26-0321323

1

Form 1120S, Page 1, Line 19
Other Deductions

AUTO & TRAVEL	937.
ENTERTAINMENT	1,808.
CLEANING SUPPLIES	1,587.
POSTAGE AND DELIVERY	28.
MISCELLANEOUS	6,941.
UTILITIES	5,767.
PROFESSIONAL FEES	50.
BANK CHARGES	303.
Total	17,421.

Other Current Assets:
1120S, Schedule L, Line 6

Other Current Assets:	Beginning of tax year	End of tax year
AEP DEPOSIT	895.	0.
COLUMBIA GAS	61.	0.
OTN REC.	59,032.	97,013.
Total	59,988.	97,013.

Other Current Liabilities:
1120S, Schedule L, Line 18

Other Current Liabilities:	Beginning of tax year	End of tax year
TENANT	2,346.	2,346.
PAYROLL LIABILITIES	0.	0.
PREPAID RENT	7,262.	0.
Total	9,608.	2,346.

Form 1120S, Page 5, Schedule M-2, Line 3
Schedule M-2, Other Additions

Net income from rental real estate	418.
Total	418.

Form 8825, Page 1, Line 15
Other Expenses Stmt

Other (list) ▶				
OFFICE SUPPLIES	210.			
Sprinkler-Alarm	294.			
Gas	292.			
Penatly	730.			
Amortization	96.			

NEWARK DOWNTOWN CENTER, INC. 26-0321323

Form 8825, Page 1, Line 15

2

Other Expenses Stmt

Continued

Other (list) ▶				
Sprinkler	1,067.			
Total	<u>2,689.</u>			

Schedule K-1
(Form 1120S)
Department of the Treasury
Internal Revenue Service

2014

Final K-1

Amended K-1

671113

OMB No. 1545-0123

For calendar year 2014, or tax
year beginning _____, 2014
ending _____

Shareholder's Share of Income, Deductions, Credits, etc ▶ See page 2 of form and separate instructions.

Part I Information About the Corporation

A Corporation's employer identification number
26-0321323

B Corporation's name, address, city, state, and ZIP code
NEWARK DOWNTOWN CENTER, INC.
8 Arcade Annex
NEWARK, OH 43055

C IRS Center where corporation filed return
Cincinnati, OH 45999-0013

Part II Information About the Shareholder

D Shareholder's identifying number
302-54-2765

E Shareholder's name, address, city, state, and ZIP code
THOMAS W. COTTON
4765 SUNNYSIDE ROAD
GRANVILLE, OH 43023

F Shareholder's percentage of stock ownership for tax year. 100.00000 %

Part III Shareholder's Share of Current Year Income, Deductions, Credits, and Other Items

1	Ordinary business income (loss)	13	Credits
2	Net rental real estate income (loss)		
	46,933.		
3	Other net rental income (loss)		
	418.		
4	Interest income		
5 a	Ordinary dividends		
5 b	Qualified dividends	14	Foreign transactions
6	Royalties		
7	Net short-term capital gain (loss)		
8 a	Net long-term capital gain (loss)		
8 b	Collectibles (28%) gain (loss)		
8 c	Unrecaptured section 1250 gain		
9	Net section 1231 gain (loss)		
10	Other income (loss)	15	Alternative minimum tax (AMT) items
		A	-238.
11	Section 179 deduction	16	Items affecting shareholder basis
12	Other deductions		
		17	Other information

*See attached statement for additional information.

FOR IRS USE ONLY

Schedule K-1 (Form 1120S) 2014 NEWARK DOWNTOWN CENTER, INC.

26-0321323

Page 2

This list identifies the codes used on Schedule K-1 for all shareholders and provides summarized reporting information for shareholders who file Form 1040. For detailed reporting and filing information, see the separate Shareholder's Instructions for Schedule K-1 and the instructions for your income tax return.

	Report on	Code	Report on	
1 Ordinary business income (loss). Determine whether the income (loss) is passive or nonpassive and enter on your return as follows:				
Passive loss	See the Shareholder's Instructions	N Credit for employer social security and Medicare taxes	See the Shareholder's Instructions	
Passive income	Schedule E, line 28, column (g)	O Backup withholding		
Nonpassive loss	Schedule E, line 28, column (h)	P Other credits		
Nonpassive income	Schedule E, line 28, column (j)			
2 Net rental real estate income (loss)	See the Shareholder's Instructions	14 Foreign transactions		
3 Other net rental income (loss)		A Name of country or U.S. possession	Form 1116, Part I	
Net income	Schedule E, line 28, column (g)	B Gross income from all sources		
Net loss	See the Shareholder's Instructions	C Gross income sourced at shareholder level		
4 Interest income	Form 1040, line 8a	<i>Foreign gross income sourced at corporate level:</i>		
5 a Ordinary dividends	Form 1040, line 9a	D Passive category	Form 1116, Part I	
5 b Qualified dividends	Form 1040, line 9b	E General category		
6 Royalties	Schedule E, line 4	F Other		
7 Net short-term capital gain (loss)	Schedule D, line 5	<i>Deductions allocated and apportioned at shareholder level</i>		
8 a Net long-term capital gain (loss)	Schedule D, line 12	G Interest expense	Form 1116, Part I	
8 b Collectibles (28%) gain (loss)	28% Rate Gain Worksheet, line 4 (Schedule D instructions)	H Other	Form 1116, Part I	
8 c Unrecaptured section 1250 gain	See the Shareholder's Instructions	<i>Deductions allocated and apportioned at corporate level to foreign source income:</i>		
9 Net section 1231 gain (loss)	See the Shareholder's Instructions	I Passive category	Form 1116, Part I	
10 Other income (loss)		J General category		
Code		K Other		
A Other portfolio income (loss)	See the Shareholder's Instructions	<i>Other information</i>		
B Involuntary conversions	See the Shareholder's Instructions	L Total foreign taxes paid	Form 1116, Part II	
C Sec. 1256 contracts and straddles	Form 6781, line 1	M Total foreign taxes accrued	Form 1116, Part II	
D Mining exploration costs recapture	See Pub 535	N Reduction in taxes available for credit	Form 1116, line 12	
E Other income (loss)	See the Shareholder's Instructions	O Foreign trading gross receipts	Form 8873	
11 Section 179 deduction	See the Shareholder's Instructions	P Extraterritorial income exclusion	Form 8873	
12 Other deductions		Q Other foreign transactions	See the Shareholder's Instructions	
A Cash contributions (50%)	See the Shareholder's Instructions	15 Alternative minimum tax (AMT) items		
B Cash contributions (30%)				
C Noncash contributions (50%)				
D Noncash contributions (30%)				
E Capital gain property to a 50% organization (30%)				
F Capital gain property (20%)				
G Contributions (100%)		A Post-1986 depreciation adjustment	See the Shareholder's Instructions and the Instructions for Form 6251	
H Investment interest expense	Form 4952, line 1	B Adjusted gain or loss		
I Deductions — royalty income	Schedule E, line 19	C Depletion (other than oil & gas)		
J Section 59(e)(2) expenditures	See the Shareholder's Instructions	D Oil, gas, & geothermal — gross income		
K Deductions — portfolio (2% floor)	Schedule A, line 23	E Oil, gas, & geothermal — deductions		
L Deductions — portfolio (other)	Schedule A, line 28	F Other AMT items		
M Preproductive period expenses	See the Shareholder's Instructions	16 Items affecting shareholder basis		
N Commercial revitalization deduction from rental real estate activities	See Form 8582 instructions	A Tax-exempt interest income	Form 1040, line 8b	
O Reforestation expense deduction	See the Shareholder's Instructions	B Other tax-exempt income	See the Shareholder's Instructions	
P Domestic production activities information	See Form 8903 instructions	C Nondeductible expenses		
Q Qualified production activities income	Form 8903, line 7b	D Distributions		
R Employer's Form W-2 wages	Form 8903, line 17	E Repayment of loans from shareholders		
S Other deductions	See the Shareholder's Instructions	17 Other information		
13 Credits		A Investment income		Form 4952, line 4a
A Low-income housing credit (section 42(j)(5)) from pre-2008 buildings	See the Shareholder's Instructions	B Investment expenses	Form 4952, line 5	
B Low-income housing credit (other) from pre-2008 buildings				
C Low-income housing credit (section 42(j)(5)) from post-2007 buildings				
D Low-income housing credit (other) from post-2007 buildings				
E Qualified rehabilitation expenditures (rental real estate)			C Qualified rehabilitation expenditures (other than rental real estate)	See the Shareholder's Instructions
F Other rental real estate credits			D Basis of energy property	See the Shareholder's Instructions
G Other rental credits			E Recapture of low-income housing credit (section 42(j)(5))	Form 8611, line 8
H Undistributed capital gains credit		Form 1040, line 73, box a	F Recapture of low-income housing credit (other)	Form 8611, line 8
I Biofuel producer credit		See the Shareholder's Instructions	G Recapture of investment credit	See Form 4255
J Work opportunity credit				
K Disabled access credit				
L Empowerment zone employment credit				
M Credit for increasing research activities				
		H Recapture of other credits	See the Shareholder's Instructions	
		I Look-back interest — completed long-term contracts	See Form 8697	
		J Look-back interest — income forecast method	See Form 8866	
		K Dispositions of property with section 179 deductions	See the Shareholder's Instructions	
		L Recapture of section 179 deduction		
		M Section 453(l)(3) information		
		N Section 453A(c) information		
		O Section 1260(b) information		
		P Interest allocable to production expenditures		
		Q CCF nonqualified withdrawals		
		R Depletion information — oil and gas		
		S Reserved		
		T Section 108(f) information		
		U Net investment income		
		V Other information		

NEWARK DOWNTOWN CENTER, INC. 26-0321323

1

Sch K-1, Credit Details
Sch K-1, Supporting Details

Form 8825 Rental Income/Loss Details
For Reporting Purposes

COMMERCIAL PROPERTY

Property type: 4 Commercial

418.

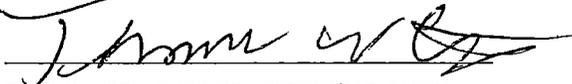
U.S. Trustee Small Business Monthly Operating Report

Case Name: Newark Downtown Center, Inc. Date Filed: June 20, 2016

Case Number: 2:16-bk-50893 SIC Code: _____

Month (or portion) covered by this report: 5/1/2016 - 5/31/2016

IN ACCORDANCE WITH TITLE 28, SECTION 1746, OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THIS U.S. TRUSTEE BASIC MONTHLY OPERATING REPORT AND THE ACCOMPANYING ATTACHMENTS ON BEHALF OF THE CHAPTER 11 DEBTOR AND, TO THE BEST OF MY KNOWLEDGE, THIS REPORT AND RELATED DOCUMENTS ARE TRUE, CORRECT AND COMPLETE.


ORIGINAL SIGNATURE OF RESPONSIBLE PARTY

June 20, 2016
DATE REPORT SIGNED

Thomas W. Cotton, President
PRINTED NAME OF RESPONSIBLE PARTY AND POSITION WITH DEBTOR

The debtor is required to provide financial reports prepared by or for the debtor in addition to the information required by this form. The U.S. Trustee may permit the debtor to eliminate duplicative information. No such permission is valid unless in writing.

QUESTIONNAIRE:

- | | YES | NO |
|--|-------------------------------------|-------------------------------------|
| 1. IS THE BUSINESS STILL OPERATING? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 2. DID YOU SELL ANY ASSETS OTHER THAN INVENTORY THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 3. HAVE YOU PAID ANY BILLS YOU OWED BEFORE YOU FILED BANKRUPTCY? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 4. DID YOU PAY ANYTHING TO YOUR ATTORNEY OR OTHER PROFESSIONALS THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 5. DID YOU PAY ALL YOUR BILLS ON TIME THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 6. DID YOU PAY YOUR EMPLOYEES ON TIME? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 7. HAVE YOU FILED ALL OF YOUR RETURNS AND PAID ALL OF YOUR TAXES THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 8. DID YOU PAY ALL OF YOUR INSURANCE PREMIUMS THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 9. DID ANY INSURANCE COMPANY CANCEL YOUR POLICY THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 10. HAVE YOU BORROWED MONEY FROM ANYONE THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 11. DO YOU HAVE ANY BANK ACCOUNTS OPEN OTHER THAN THE DIP ACCOUNT? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 12. DID YOU HAVE ANY UNUSUAL OR SIGNIFICANT UNANTICIPATED EXPENSES THIS MONTH? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |

- | | Yes | No |
|--|-------------------------------------|-------------------------------------|
| 13. DID YOU DEPOSIT ALL MONEY FOR YOUR BUSINESS INTO THE DIP ACCOUNT THIS MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 14. DID THE BUSINESS SELL ANY GOODS OR PROVIDE SERVICES TO ANY BUSINESS RELATED TO THE DIP IN ANY WAY? | <input type="checkbox"/> | <input checked="" type="checkbox"/> |
| 15. DO YOU PLAN TO CONTINUE TO OPERATE THE BUSINESS NEXT MONTH? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |
| 16. ARE YOU CURRENT ON YOUR QUARTERLY FEE PAYMENT TO THE UST? | <input checked="" type="checkbox"/> | <input type="checkbox"/> |

TAXES

DO YOU HAVE ANY PAST DUE TAX RETURNS OR PAST DUE POST-PETITION TAX OBLIGATIONS?

IF YES, PLEASE PROVIDE A WRITTEN EXPLANATION INCLUDING WHEN SUCH RETURNS WILL BE FILED, OR WHEN SUCH PAYMENTS WILL BE MADE AND THE SOURCE OF THE FUNDS FOR THE PAYMENT.

(Exhibit A)

INCOME

PLEASE SEPARATELY LIST ALL OF THE INCOME YOU RECEIVED FOR THE MONTH. THE LIST SHOULD INCLUDE ALL INCOME FROM CASH AND CREDIT TRANSACTIONS. [If you use an automated accounting system, please attach a copy of the Income Statement and Balance Sheet.]

TOTAL INCOME 18,379.45

(Exhibit B)

ATTACHED

EXPENSES

PLEASE SEPARATELY LIST ALL EXPENSES PAID BY CASH OR BY CHECK FROM YOUR BANK ACCOUNTS PAID THIS MONTH. INCLUDE THE DATE PAID, WHO WAS PAID THE MONEY, THE PURPOSE AND THE AMOUNT. [If you use an automated accounting system, please attach a copy of the Disbursements Journal, otherwise attach a copy of the check register.]

TOTAL EXPENSES 15,977.06

(Exhibit C)

ATTACHED

CASH PROFIT

INCOME FOR THE MONTH (TOTAL FROM EXHIBIT B)

18,379.45

EXPENSES FOR THE MONTH (TOTAL FROM EXHIBIT C)

15,977.06

(Subtract The Total from Exhibit C from the Total of Exhibit B)

CASH PROFIT FOR THE MONTH

2402.39

UNPAID BILLS

PLEASE ATTACH A LIST OF ALL DEBTS (INCLUDING TAXES) WHICH YOU HAVE INCURRED SINCE THE DATE YOU FILED BANKRUPTCY BUT HAVE NOT PAID. THE LIST MUST INCLUDE THE DATE THE DEBT WAS INCURRED, WHO IS OWED THE MONEY, THE PURPOSE OF THE DEBT AND WHEN THE DEBT IS DUE.

TOTAL PAYABLES

0.00'

(Exhibit D)

'Ongoing mortgage Debt to secure creditor Has not been paid.

MONEY OWED TO YOU

PLEASE ATTACH A LIST OF ALL AMOUNTS OWED TO YOU BY YOUR CUSTOMERS FOR WORK YOU HAVE DONE OR THE MERCHANDISE YOU HAVE SOLD. YOU SHOULD INCLUDE WHO OWES YOU MONEY, HOW MUCH IS OWED AND WHEN IS PAYMENT DUE.

TOTAL RECEIVABLES

694.58

(EXHIBIT E)

one tenant past due (Bill Trumbull)

BANKING INFORMATION

PLEASE ATTACH A COPY OF YOUR LATEST BANK STATEMENT FOR EVERY ACCOUNT YOU HAVE AS OF THE DATE OF THIS FINANCIAL REPORT.

EMPLOYEES

NUMBER OF EMPLOYEES WHEN THE CASE WAS FILED?

3

NUMBER OF EMPLOYEES AS OF THE DATE OF THIS MONTHLY REPORT?

0

PROFESSIONAL FEES

TOTAL PROFESSIONAL FEES APPROVED BY THE COURT DURING THIS REPORTING PERIOD?

0.00

TOTAL PROFESSIONAL FEES APPROVED BY THE COURT SINCE THE FILING OF THE CASE?

0.00

TOTAL PROFESSIONAL FEES INCURRED BY OR ON BEHALF OF THE DEBTOR DURING THIS REPORTING PERIOD?

0.00

TOTAL PROFESSIONAL FEES INCURRED BY OR ON BEHALF OF THE DEBTOR SINCE THE FILING OF THE CASE?

450.00'

PROFESSIONAL FEES INCURRED BY OR ON BEHALF OF THE DEBTOR RELATED TO BANKRUPTCY DURING THIS REPORTING PERIOD?

0.00

PROFESSIONAL FEES INCURRED BY OR ON BEHALF OF THE DEBTOR RELATED TO BANKRUPTCY SINCE THE FILING OF THE CASE?

0.00

' PAID TO MICHAEL A HAAS, ACCOUNTANT, DURING THE PERIOD 4/1/2016 TO 4/30/2016, FOR ACCOUNTING SERVICES.

PROJECTIONS

COMPARE YOUR ACTUAL INCOME, EXPENSES AND THE CASH PROFIT TO THE PROJECTIONS FOR THE FIRST 180-DAYS OF YOUR CASE PROVIDED AT THE INITIAL DEBTOR INTERVIEW.

PROJECTED INCOME FOR THE MONTH: 19109.03
ACTUAL INCOME FOR THE MONTH (EXHIBIT B): 18,379.45
DIFFERENCE BETWEEN PROJECTED AND ACTUAL INCOME: -729.58

PROJECTED EXPENSES FOR THE MONTH: 15250.62
TOTAL ACTUAL EXPENSES FOR THE MONTH (EXHIBIT C): 15,977.06
DIFFERENCE BETWEEN PROJECTED AND ACTUAL EXPENSES: -726.44

PROJECTED CASH PROFIT FOR THE MONTH: 3858.41
ACTUAL CASH PROFIT FOR THE MONTH
(TOTAL FROM EXHIBIT B MINUS TOTAL FROM EXHIBIT C) 2402.39
DIFFERENCE BETWEEN PROJECTED AND ACTUAL CASH PROFIT: -1456.02

[If actual cash profit was 90% or less of projected cash profit, please attach a detailed written explanation.]

Document Page 37 of 50
Newark Downtown Center

12:10 PM

06/17/16

Cash Basis

Profit & Loss

May 2016

	Arcade	The Center	TOTAL
Ordinary Income/Expense			
Income			
Rental	5,022.45	0.00	5,022.45
Sales	0.00	12,508.00	12,508.00
Vending Commissions	0.00	849.00	849.00
Total Income	5,022.45	13,357.00	18,379.45
Expense			
Advertising	0.00	20.00	20.00
Automobile Expense	20.00	70.29	90.29
Bank Charges	11.85	8.40	20.25
Bank Service Charges	3.00	3.00	6.00
Cleaning Supplies	0.00	171.40	171.40
Cost of Goods - Beer & Wine	0.00	5,026.50	5,026.50
Entertainment	0.00	532.74	532.74
Insurance	571.76	0.00	571.76
Internet	696.06	0.00	696.06
Miscellaneous	25.74	752.26	778.00
Payroll Expenses	0.00	2,156.98	2,156.98
Payroll Taxes	0.00	126.60	126.60
Repairs			
Maintance	1,915.00	60.00	1,975.00
Repairs - Other	61.13	9.22	70.35
Total Repairs	1,976.13	69.22	2,045.35
Sales Tax Expense	0.00	659.20	659.20
Supplies			
Office	18.00	0.00	18.00
Total Supplies	18.00	0.00	18.00
Tax Penatly	0.00	25.00	25.00
Taxes			
Property	1,004.00	0.00	1,004.00
Total Taxes	1,004.00	0.00	1,004.00
Telephone	241.41	0.00	241.41
Trash	203.30	0.00	203.30
Utilities			
Electric	760.81	223.90	984.71
Gas	0.00	136.00	136.00
Water	405.00	58.51	463.51
Total Utilities	1,165.81	418.41	1,584.22
Total Expense	5,937.06	10,040.00	15,977.06
Net Ordinary Income	-914.61	3,317.00	2,402.39
Net Income	-914.61	3,317.00	2,402.39

EXHIBIT A

EXHIBIT B



NEWARK DOWNTOWN CENTER, INC DIP
 CENTER DBA, DEBTOR IN POSSESSION
 8 ARCADE PL
 NEWARK OH 43055-5546



Have a Question or Concern?

Stop by your nearest
 Huntington office or
 contact us at:

1-800-480-2001

www.huntington.com/
 businessresources

Huntington Community Business Checking

Account: 01160139137

Statement Activity From: 05/01/16 to 05/31/16		Beginning Balance	\$4,421.84
Days in Statement Period 31		Credits (+)	6,800.00
Average Ledger Balance*	5,445.30	Regular Deposits	6,800.00
Average Collected Balance*	5,445.30	Debits (-)	3,849.91
* The above balances correspond to the service charge cycle for this account.		Regular Checks Paid	176.43
		Electronic Withdrawals	1,024.50
		Other Debits	2,648.98
		Total Service Charges (-)	3.00
		Ending Balance	\$7,368.93 ✓

Deposits (+)

Account: 01160139137

Date	Amount	Serial #	Type	Date	Amount	Serial #	Type
05/02	1,100.00 ✓		Brch/ATM	05/23	900.00 ✓		Brch/ATM
05/04	400.00 ✓		Brch/ATM	05/24	800.00 ✓		Brch/ATM
05/11	600.00 ✓		Brch/ATM	05/31	1,600.00 ✓		Brch/ATM
05/16	1,400.00 ✓		Brch/ATM				

Checks (-)

Account: 01160139137

Date	Amount	Check #	Date	Amount	Check #
05/04	25.00	1003 ✓	05/26	92.92	1005 ✓
05/06	58.51	1004 ✓			

(*) Indicates the prior sequentially numbered check(s) may have 1) been voided by you 2) not yet been presented 3) appeared on a previous statement or 4) been included in a list of checks.

Other Debits (-)

Account: 01160139137

Date	Amount	Description
05/02	538.11	INTERNET TFR TO CHECKING 050216 01160139124 ✓
05/09	223.90	AEP OHIO POWER, BILL PAY 160506 16248417041 ✓
05/09	2.95	BILLMATRIX BILLPAYFEE 160506 16248417042 ✓
05/11	531.17	INTERNET TFR TO CHECKING 051116 01160139124 ✓

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Other Debits (-)

Account: 01160139137

Date	Amount	Description
05/13	659.20	8013OHIO-TAXOSUT OH SALESTX OBG 000000066587506 ✓
05/16	520.70	INTERNET TFR TO CHECKING 051616 01160139124 ✓
05/18	136.00	COLUMBIA GAS OF BILL PAY 160517 16255593421 ✓
05/18	2.45	BILLMATRIX BILLPAYFEE 160517 16255593422 ✓
05/23	547.13	INTERNET TFR TO CHECKING 052316 01160139124 ✓
05/31	511.87	INTERNET TFR TO CHECKING 053116 01160139124 ✓

Service Charge Detail

Account: 01160139137

Date	Service Charge (-)	Waives and Discounts (+)	Description
05/16	3.00		STATEMENT CHARGE

Service Charge Summary

Account: 01160139137

Previous Month Service Charges (-)	\$3.00
Total Service Charges (-)	\$3.00

Balance Activity

Account: 01160139137

Date	Balance	Date	Balance	Date	Balance
04/30	4,421.84	05/11	5,142.20	05/24	6,373.72
05/02	4,983.73	05/13	4,483.00	05/26	6,280.80
05/04	5,358.73	05/16	5,359.30	05/31	7,368.93
05/06	5,300.22	05/18	5,220.85		
05/09	5,073.37	05/23	5,573.72		

In the Event of Errors or Questions Concerning Electronic Fund Transfers (electronic deposits, withdrawals, transfers, payments, or purchases), please call either 1-614-480-2001 or call toll free 1-800-480-2001, or write to The Huntington National Bank Research - EA4W61, P.O. Box 1558, Columbus, Ohio 43216 as soon as you can, if you think your statement or receipt is wrong or if you need more information about an electronic fund transfer on the statement or receipt. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.

1. Tell us your name, your business's name (if appropriate) and the Huntington-account number (if any).
2. Describe the error or the transaction you are unsure about, and explain as clearly as you can why you believe there is an error or why you need more information.
3. Tell us the dollar amount of the suspected error. We will investigate your complaint or question and will correct any error promptly.

Verification of Electronic Deposits If you authorized someone to make regular electronic fund transfers of money to your account at least once every sixty days, you can find out whether or not the deposit has been received by us, call either 1-614-480-2001 or call toll free 1-800-480-2001.

Balancing Your Statement - For your convenience, a balancing page is available on our web site <https://www.huntington.com/pdf/balancing.pdf> and also available on Huntington Business Online.



NEWARK DOWNTOWN CENTER, INC DIP
 DEBTOR IN POSSESSION
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 NEWARK OH 43055-5546



Have a Question or Concern?

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 contact us at:

1-800-480-2001

www.huntington.com/
 businessresources

Huntington Community Business Checking

Account: 01160139140

Statement Activity From: 05/01/16 to 05/31/16		Beginning Balance	\$4,884.85
Days in Statement Period	31	Credits (+)	4,745.78
		Regular Deposits	4,745.78
Average Ledger Balance*	5,497.28	Debits (-)	4,515.41
Average Collected Balance*	5,393.22	Regular Checks Paid	1,849.20
* The above balances correspond to the service charge cycle for this account.		Electronic Withdrawals	2,001.00
		Other Debits	665.21
		Total Service Charges (-)	3.00
		Ending Balance	\$5,112.22 ✓

Deposits (+)

Account: 01160139140

Date	Amount	Serial #	Type	Date	Amount	Serial #	Type
05/02	1,667.45 ✓		Brch/ATM	05/11	2,144.58 ✓		Brch/ATM
05/04	770.00 ✓		Brch/ATM	05/16	163.75 ✓		Brch/ATM

Checks (-)

Account: 01160139140

Date	Amount	Check #	Date	Amount	Check #
05/04	218.90 ✓	1006	05/06	325.00 ✓	1009
05/04	203.30 ✓	1007	05/06	80.00 ✓	1010
05/04	1,004.00 ✓	1008	05/25	18.00 ✓	1011

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Other Debits (-)

Account: 01160139140

Date	Amount	Description
05/09	696.06 ✓	CTL 8008005283 WEB 74492955
05/09	300.74 ✓	PURCHASE DTV*DIRECTV SER 200 N SEPULVEDA BLVD 800-347-3288 CA 5347401160043346
05/09	209.10 ✓	AEP OHIO POWER, BILL PAY 160506 17536319841
05/09	182.81 ✓	AEP OHIO POWER, BILL PAY 160506 17536306101
05/09	182.42 ✓	WINDSTREAM WSC ACH 050816 000000222143549

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Other Debits (-)

Account: 01160139140

Date	Amount	Description
05/09	150.00 ✓	AEP OHIO POWER, BILL PAY 160506 17536343281
05/09	2.95 ✓	BILLMATRIX BILLPAYFEE 160506 17536306102
05/09	2.95 ✓	BILLMATRIX BILLPAYFEE 160506 17536319842
05/09	2.95 ✓	BILLMATRIX BILLPAYFEE 160506 17536343282
05/18	571.76 ✓	IPFS866-412-2429 IPFSPMTKYL 291985
05/27	364.47 ✓	PURCHASE RESTAURANT EQUI 635 W BROAD STREET 06144640505 OH 5347401160043346

Service Charge Detail

Account: 01160139140

Date	Service Charge (-)	Waives and Discounts (+)	Description
05/16	3.00 ✓		STATEMENT CHARGE

Service Charge Summary

Account: 01160139140

Previous Month Service Charges (-)	\$3.00
Total Service Charges (-)	\$3.00

Balance Activity

Account: 01160139140

Date	Balance	Date	Balance	Date	Balance
04/30	4,884.85	05/09	3,761.12	05/25	5,476.69
05/02	6,552.30	05/11	5,905.70	05/27	5,112.22
05/04	5,896.10	05/16	6,066.45		
05/06	5,491.10	05/18	5,494.69		

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NEWARK DOWNTOWN CENTER, INC DIP
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 businessresources

Huntington Community Business Checking

Account: 01160139124

Statement Activity From: 05/01/16 to 05/31/16		Beginning Balance	\$705.37
Days in Statement Period	31	Credits (+)	2,648.98
		Other Credits	2,648.98
Average Ledger Balance*	1,111.57	Debits (-)	1,656.05
Average Collected Balance*	1,111.57	Regular Checks Paid	1,304.63
* The above balances correspond to the service charge cycle for this account.		Electronic Withdrawals	351.42
		Total Service Charges (-)	3.00
		Ending Balance	\$1,695.30

Other Credits (+)

Account: 01160139124

Date	Amount	Description
05/02	538.11	INTERNET TFR FRM CHECKING 050216 01160139137 ✓
05/11	531.17	INTERNET TFR FRM CHECKING 051116 01160139137 ✓
05/16	520.70	INTERNET TFR FRM CHECKING 051616 01160139137 ✓
05/23	547.13	INTERNET TFR FRM CHECKING 052316 01160139137 ✓
05/31	511.87	INTERNET TFR FRM CHECKING 053116 01160139137 ✓

Checks (-)

Account: 01160139124

Date	Amount	Check #	Date	Amount	Check #
05/02	40.93	1016 ✓	05/16	81.31	1030 ✓
05/11	86.58	1021* ✓	05/23	20.37	1031 ✓
05/03	83.92	1022 ✓	05/20	71.16	1032 ✓
05/03	81.42	1023 ✓	05/20	112.08	1033 ✓
05/04	26.55	1024 ✓	05/24	86.40	1034 ✓
05/09	28.42	1025 ✓	05/25	34.07	1035 ✓
05/16	78.69	1026 ✓	05/25	83.19	1036 ✓
05/10	82.10	1027 ✓	05/26	119.29	1037 ✓
05/10	39.74	1028 ✓	05/31	49.72	1041* ✓
05/11	98.69	1029 ✓			

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Other Debits (-)

Account: 01160139124

Date	Amount	Description
05/04	11.94	8011OHIO-TAXOEWH OH WH TAX OBG 000000065206967 ✓
05/04	11.28	8006OHIO-TAXOSWH OH SDWH TX OBG 000000065206967 ✓
05/12	328.20	IRS USATAXPYMT 051216 274653392135007 ✓

Service Charge Detail

Account: 01160139124

Date	Service Charge (-)	Waives and Discounts (+)	Description
05/16	3.00		STATEMENT CHARGE ✓

Service Charge Summary

Account: 01160139124

Previous Month Service Charges (-)	\$3.00
Total Service Charges (-)	\$3.00

Balance Activity

Account: 01160139124

Date	Balance	Date	Balance	Date	Balance
04/30	705.37	05/10	837.18	05/23	1,556.10
05/02	1,202.55	05/11	1,183.08	05/24	1,469.70
05/03	1,037.21	05/12	854.88	05/25	1,352.44
05/04	987.44	05/16	1,212.58	05/26	1,233.15
05/09	959.02	05/20	1,029.34	05/31	1,695.30

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EXHIBIT "E"

Executory Contracts and Unexpired Leases

Contracts/Unexpired Leases	Name and Address of Tenant	Amount of Payment Contract/Lease
1. Lease for real estate Club 2K, Inc./Cameron Dailey Debtor is Lessor Month-to-month lease	Club 2K, Inc., Cameron Dailey 35 N. Third Street Newark, Ohio 43055	\$1,450.00 per month
2. Lease for real estate Debtor is Lessor Month-to-month lease	William J. Trumbull 30 N. 4 th Street Newark, Ohio 43055	\$695.00 per month
3. Lease for real estate Debtor is Lessor Month-to-month lease	Linda Binger 29 N. Third Street Newark, Ohio 43055	\$537.45 per month
4. Lease for real estate Debtor is Lessor 5 months	John James 8 Arcade Place, Suites 100 and 200 Newark, Ohio 43055	\$475.00 per month
5. Lease for real estate Debtor is Lessor Month-to-month lease	Tessa Warner 11 Arcade Place Newark, Ohio 43055	\$150.00 per month
6. Lease for real estate Debtor is Lessor 4 months	Brandy Jeffers 14 Arcade Place Newark, Ohio 43055	\$325.00 per month
7. Lease for real estate Debtor is Lessor 1 month	Walker Promotion & Specialty Co. LLC 14 ½ Arcade Place Newark, Ohio 43055	\$325.00 per month
8. Lease for real estate Debtor is Lessor Month-to-month lease	Central Ohio Elderly Care LLC 18 Arcade Place Newark, Ohio 43055	\$247.00 per month
9. Lease for real estate Debtor is Lessor Month-to-month lease	Edward D. Maddern 16 Arcade Place Newark, Ohio 43055	\$305.00 per month
10. Lease for real estate Debtor is Lessor 6 months	Melissa Davis / Amanda Glecker 24 N. 4 th Street Newark, Ohio 43055	\$600.00 per month

EXHIBIT "F"

Liquidation Analysis

The Plan is intended to pay all creditors 100% of their claims. The value of the assets of Debtor exceeds the value of the claims.

In liquidation, a sale of Debtor's assets should yield \$681,000.00 (see Exhibit B) less the costs and expenses of sale which are estimated at 10%.

Accordingly, the following is projected:

Gross selling price of assets	\$680,556.03
Less costs and expenses of sale	<u>(68,056.00)</u>
Net proceeds of sale	<u>\$612,500.03</u>

Claims:

Secured claim	\$286,823.60
Priority tax claims	36,298.86
Unsecured claims	<u>1,138.70</u>
Total Claims:	<u>\$324,261.16</u>

All claims would be satisfied in full upon liquidation.

EXHIBIT "G"

Amount of Cash on Hand:

Huntington	xxxxxxxx140	\$ 5,112.22
Huntington	xxxxxxxx137	7,368.93
Huntington	xxxxxxxx124	<u>1,695.30</u>

TOTAL CASH ON HAND: \$14,176.45

The balance of cash on hand is as of May 31, 2016.

The source of cash is business operations of the Debtor.

Average cash on hand per month for the 24-months commencing May, 2016, is projected to be \$3,125.00.

EXHIBIT "H"
(Page 1 of 2)

Newark Downtown Center, Inc.

Actual Performance for Periods Indicated:

	<u>2/17/2016¹ – 3/31/2016</u>	<u>4/1/2016 – 4/30/2016</u>	<u>5/1/2016 – 5/31/2016</u>
Receipts	\$27,759.75	\$19,914.29	\$18,379.45
Disbursements	<u>(24,610.98)</u>	<u>(14,930.05)</u>	<u>(15,977.06)</u>
Net	<u>\$3,148.77</u>	<u>\$4,984.24</u>	<u>\$2,402.39</u>

¹ 2/17/2016 is the date of the filing of the Chapter 11 Petition

EXHIBIT "H"
(Page 2 of 2)

Newark Downtown Center, Inc.

Cash Flow Projections:

	<u>1st 6 Months After Filing of Chapter 11 Petition</u>	<u>2nd 6 Months After Filing of Chapter 11 Petition</u>	<u>2nd Year After Filing of Chapter 11 Petition</u>	<u>3rd Year After Filing of Chapter 11 Petition</u>	<u>4th Year After Filing of Chapter 11 Petition</u>
Cash Receipts	\$117,401.65	\$120,000.00	\$240,000.00	\$250,000.00	\$250,000.00
Less: Cost of Sales	<u>(33,957.26)</u>	<u>(35,000.00)</u>	<u>(72,000.00)</u>	<u>(74,000.00)</u>	<u>(74,000.00)</u>
Gross Profit	\$83,444.39	\$85,000.00	\$168,000.00	\$176,000.00	\$176,000.00
Cash Disbursements²	<u>(65,043.33)</u>	<u>(66,000.00)</u>	<u>(136,000.00)</u>	<u>(140,000.00)</u>	<u>(140,000.00)</u>
Net Profit	<u>\$18,401.06</u>	<u>\$19,000.00</u>	<u>\$32,000.00</u>	<u>\$36,000.00</u>	<u>\$36,000.00</u>

² Includes projected plan payments pending sale of real estate and personal property

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF OHIO
EASTERN DIVISION**

In Re: Newark Downtown Center, Inc.,

Case No. 16-50893

Debtor.

Chapter 11

Judge Preston

**BALLOT FOR ACCEPTING OR REJECTING
FIRST AMENDED PLAN OF REORGANIZATION**

Newark Downtown Center, Inc., Debtor, filed a First Amended Plan of Reorganization dated July 6, 2016 (the "Plan"), in this case. The court has approved a First Amended Disclosure Statement (the "Disclosure Statement") with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from James R. Cooper, Morrow, Gordon & Byrd, Ltd., 33 West Main Street, P. O. Box 4190, Newark, OH 43058-4190, Telephone: 740-345-9611; Facsimile: 740-348-9816.

Court approval of the Disclosure Statement does not indicate approval of the Plan by the court.

You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan. Your claim has been placed in class () under the Plan. If you hold claims or equity interests in more than one class, you will receive a ballot for each class in which you are entitled to vote.

If your ballot is not received by James R. Cooper, Morrow, Gordon & Byrd, Ltd., 33 West Main Street, P. O. Box 4190, Newark, Ohio 43058-4190, on or before _____, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Acceptance or Rejection of the Plan

(If the voter is the holder of a secured, priority, or unsecured nonpriority claim). The undersigned, the holder of a Class () claim against the Debtor in the unpaid principal amount of \$ _____.

Check one box only

Accepts the Plan

Rejects the Plan

Dated: _____

Print or type name: _____

Signature: _____

Address: _____

Return this ballot to:

James R. Cooper
Morrow, Gordon & Byrd, Ltd.
33 West Main Street
P. O. Box 4190
Newark, OH 43058-4190

Clerk of Courts
United States Bankruptcy Court
Southern District of Ohio
Federal Courthouse
170 North High Street
Columbus, OH 43215-2403