

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<hr/>)	
In re:)	Chapter 11
)	
NORTHSHORE MAINLAND SERVICES INC.)	Case No. 15-11402 (KJC)
)	
Debtor.)	
)	
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**SCHEDULES OF ASSETS AND LIABILITIES FOR
NORTHSHORE MAINLAND SERVICES INC.**

CASE NO. 15-11402

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
)	
NORTHSHORE MAINLAND SERVICES INC., ¹)	Case No. 15-11402 (KJC)
)	
Debtor.)	
)	
)	

**GLOBAL NOTES, METHODOLOGY, AND SPECIFIC DISCLOSURES
REGARDING DEBTOR'S SCHEDULES OF ASSETS AND LIABILITIES**

Introduction

Northshore Mainland Services Inc. ("Northshore") as debtor and debtor in possession (the "Debtor") in the above-captioned chapter 11 case (the "Chapter 11 Case"), with the assistance of its advisors, has filed its Schedules of Assets and Liabilities (the "Schedules") with the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") pursuant to section 521 of title 11 of the United States Code, 11 U.S.C. §§ 105-1532 (the "Bankruptcy Code") and Rule 1007 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules").

Thomas M. Dunlap has signed the Schedules. Mr. Dunlap is the designated representative of Northshore and an authorized signatory for the Debtor. In reviewing and signing the Schedules, Mr. Dunlap has relied upon the efforts, statements, and representations of various personnel employed by the Debtor and its advisors. Mr. Dunlap has not (and could not have) personally verified the accuracy of each statement and representation contained in the Schedules, including statements and representations concerning amounts owed to creditors, classification of such amounts, and creditor addresses.

These Global Notes, Methodology, and Specific Disclosures Regarding Debtor's Schedules of Assets and Liabilities (the "Global Notes") pertain to, are incorporated by reference in, and comprise an integral part of the Debtor's Schedules. The Global Notes should be referred to and reviewed in connection with any review of the Schedules.

The Schedules do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles in the United States ("GAAP"), nor are they intended to be fully reconciled with the financial statements of the Debtor. Additionally, the Schedules contain unaudited information that is subject to further review and potential

¹ The last four digits of the Debtor's federal tax identification number are 9087.

adjustment, and reflect the Debtor's reasonable best efforts to report the assets and liabilities of the Debtor.

In preparing the Schedules, the Debtor relied upon financial data derived from its books and records that was available at the time of such preparation. Although the Debtor has made reasonable efforts to ensure the accuracy and completeness of such financial information, inadvertent errors or omissions, as well as the discovery of conflicting, revised, or subsequent information, may cause a material change to the Schedules. Accordingly, the Debtor reserves all of its rights to amend, supplement, or otherwise modify the Schedules as is necessary and appropriate. Notwithstanding the foregoing, the Debtor shall not be required to update the Schedules.

Global Notes and Overview of Methodology

1. **Reservation of Rights.** Nothing contained in the Schedules shall constitute a waiver of the Debtor's rights or an admission with respect to the Chapter 11 Case, including any issues involving equitable subordination, defenses, and/or causes of action arising under the provisions of chapter 5 of the Bankruptcy Code and any other relevant non-bankruptcy laws.
2. **Description of Case.** On June 29, 2015 (the "Petition Date"), the Debtor filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtor continues to operate its business and manage its properties as debtor and debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in the Chapter 11 Case. On July 14, 2015, the Office of the United States Trustee for the District of Delaware (the "U.S. Trustee") appointed an official committee of unsecured creditors (the "Committee") [Docket No. 166].
3. **Net Book Value of Assets.** Unless otherwise indicated, the Debtor's Schedules reflect net book values as of the Petition Date.
4. **Recharacterization.** Notwithstanding the Debtor's reasonable best efforts to properly characterize, classify, categorize, or designate certain claims, assets, executory contracts, unexpired leases, and other items reported in the Schedules, the Debtor may nevertheless have improperly characterized, classified, categorized, designated, or omitted certain items. Accordingly, the Debtor reserves all of its rights to recharacterize, reclassify, recategorize, redesignate, add, or delete items reported in the Schedules at a later time as may be necessary and appropriate, as additional information becomes available, including whether contracts listed herein were deemed executory as of the Petition Date and remain executory post-petition.
5. **Liabilities.** The Debtor allocated liabilities between the prepetition and post-petition periods based on the information and research conducted in connection with the preparation of the Schedules. As additional information becomes available and further research is conducted, the allocation of liabilities between the prepetition and post-petition periods may change. Accordingly, the Debtor reserves all of its rights to amend, supplement, or otherwise modify the Schedules as may be necessary and appropriate.

The liabilities listed on the Schedules do not reflect any analysis of claims under section 503(b)(9) of the Bankruptcy Code. Accordingly, the Debtor reserves all of its rights to dispute or challenge the validity of any asserted claims under section 503(b)(9) of the Bankruptcy Code or the characterization of the structure of any such transaction or any document or instrument related to any creditor's claim.

6. **Insiders.** Solely for purposes of the Schedules, the Debtor defines "insiders" to include the following: officers appointed by the Board of Directors, directors, and any owner of five percent or more of the voting or equity securities of the Debtor.
7. **Executory Contracts.** The Debtor reserves all of its rights with respect to the named parties to any and all executory contracts, including the right to amend Schedule G.
8. **Classifications.** If applicable, listing a claim on (a) Schedule D as "secured," (b) Schedule E as "priority," (c) Schedule F as "unsecured," or (d) listing a contract or lease on Schedule G as "executory" or "unexpired," respectively, does not constitute an admission by the Debtor of the legal rights of the claimant or a waiver of the Debtor's rights to recharacterize or reclassify such claims or contracts or to setoff of such claims.
9. **Claims Description.** Schedules D, E, and F permit the Debtor to designate a claim as "disputed," "contingent," and/or "unliquidated." Any failure to designate a claim on the Debtor's Schedules as "disputed," "contingent," or "unliquidated" does not constitute an admission by the Debtor that such amount is not "disputed," "contingent," or "unliquidated," or that such claim is not subject to objection. The Debtor reserves all of its rights to dispute, or assert offsets or defenses to, any claim reflected on the Schedules on any grounds, including liability or classification. Additionally, the Debtor expressly reserves all of its rights to subsequently designate such claims as "disputed," "contingent," or "unliquidated." Moreover, listing a claim does not constitute an admission of liability by the Debtor.
10. **Causes of Action.** Despite reasonable efforts, the Debtor may not have identified and/or set forth all of its (filed or potential) causes of action against third parties as assets in its Schedules. The Debtor reserves all of its rights with respect to any causes of action against third parties and nothing in the Global Notes or the Schedules shall be deemed a waiver of any such causes of action.
11. **Summary of Significant Reporting Policies.** The following is a summary of significant reporting policies:
 - a. **Undetermined Amounts.** The description of an amount as "unknown," "TBD" or "undetermined" is not intended to reflect upon the materiality of such amount.
 - b. **Totals.** All totals that are included in the Schedules represent totals of all known amounts. To the extent there are unknown or undetermined amounts, the actual total may be different than the listed total.

- c. Paid Claims. The Debtor has authority to pay certain outstanding prepetition liabilities pursuant to various Bankruptcy Court orders. Accordingly, certain outstanding liabilities may have been reduced by post-petition payments made on account of prepetition liabilities. To the extent the Debtor pays any of the claims listed in the Schedules pursuant to any orders entered by the Bankruptcy Court, the Debtor reserves all of its rights to amend or supplement the Schedules or take other action as may be necessary and appropriate to avoid over-payment of, or duplicate payments for, any such liabilities.
 - d. Excluded Assets and Liabilities. The Debtor has excluded certain accrued liabilities, including certain accrued employee benefits and tax accruals from the Schedules.
 - e. Liens. Property and equipment listed in the Schedules are presented without consideration of any liens that may attach (or have attached) to such property and equipment.
12. Currency. Unless otherwise indicated, all amounts are reflected in U.S. dollars.
13. Setoffs. The Debtor incurs certain offsets and other similar rights during the ordinary course of business. Offsets in the ordinary course can result from various items, including, without limitation, intercompany transactions. These offsets and other similar rights are consistent with the ordinary course of business in the Debtor's industry and are not tracked separately. Therefore, although such offsets and other similar rights may have been accounted for when certain amounts were included in the Schedules, offsets are not independently accounted for, and as such, are excluded from the Debtor's Schedules.
14. Global Notes Control. In the event that the Schedules differ from the foregoing Global Notes, the Global Notes shall control.

Specific Disclosures with Respect to the Debtor's Schedules

Schedule B16. The Debtor has disclosed the net book value with respect to accounts receivable listed on Schedule B16, which represents the amount of the accounts receivable netted by any "bad debt accounts." For purposes of Schedule B16, "bad debt accounts" are those accounts that the Debtor has identified as unlikely to be paid given the amount of time such accounts have been outstanding.

Schedule B24. All customer lists, databases, or other compilations containing personally identifiable information remain the proprietary property of the customer to whom the services of the Debtor are being provided.

Schedule D. Except as otherwise agreed pursuant to a stipulation or order entered by the Bankruptcy Court, the Debtor reserves its rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset of

a secured creditor listed on Schedule D. Moreover, the Debtor reserves all of its rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument related to such creditor's claim. The descriptions provided in Schedule D are solely intended to be a summary – and not an admission – of the claims listed thereon.

Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. Nothing in the Global Notes or the Schedules shall be deemed a modification or interpretation of the terms of such agreements. Except as specifically stated herein, real property lessors, utility companies, and other parties that may hold security deposits have not been listed on Schedule D. The Debtor reserves all of its rights to amend Schedule D to the extent that the Debtor determines that any claims associated with such agreements should be reported on Schedule D. Nothing herein shall be construed as an admission by the Debtor of the legal rights of the claimant or a waiver of the Debtor's rights to recharacterize or reclassify such claim or contract.

Moreover, the Debtor has not included on Schedule D parties that may believe their claims are secured through setoff rights or inchoate statutory lien rights. The amounts outstanding under the Debtor's prepetition secured credit facility reflect approximate amounts as of the Petition Date.

Schedule F. The Debtor has used best reasonable efforts to report all general unsecured claims against the Debtor on Schedule F based upon the Debtor's existing books and records as of the Petition Date. The Debtor reserves all of its rights with respect to any such credits and allowances including the right to assert objections and/or setoffs with respect to same. Schedule F does not include certain deferred charges, deferred liabilities, accruals, or general reserves. Such amounts are, however, reflected on the Debtor's books and records as required in accordance with GAAP. Such accruals are general estimates of liabilities and do not represent specific claims as of the Petition Date. The Debtor has made every effort to include as contingent, unliquidated, or disputed the claim of any vendor not included on the Debtor's open accounts payable that is associated with an account that has an accrual or receipt not invoiced.

Schedule F reflects unsecured claims that a Debtor may have against an affiliate on account of intercompany receivables and payables, as well as certain guarantee obligations and other miscellaneous obligations.

To the extent they are known, Schedule F reflects the prepetition amounts owing to counterparties to executory contracts and unexpired leases. Such prepetition amounts, however, may be paid in connection with the assumption or assumption and assignment of an executory contract or unexpired lease. Additionally, Schedule F does not include potential rejection damage claims, if any, of the counterparties to executory contracts and unexpired leases that may be rejected.

Schedule G. Although the Debtor's existing books, records, and financial systems have been relied upon to identify and schedule executory contracts and unexpired leases of the Debtor and diligent efforts have been made to ensure the accuracy of the Debtor's Schedule G, inadvertent errors, omissions, or over-inclusion may have occurred. Certain information, such as the contact information of the counterparty, may not be included where such information could not be obtained using the Debtor's reasonable efforts. Listing a contract or agreement on Schedule G does not

constitute an admission that such contract or agreement is an executory contract or unexpired lease or that such contract or agreement was in effect on the Petition Date or is valid or enforceable. The Debtor hereby reserves all of its rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth on Schedule G and to amend or supplement Schedule G as necessary. Certain of the leases and contracts listed on Schedule G may contain certain renewal options, guarantees of payment, indemnifications, options to purchase, rights of first refusal, and other miscellaneous rights. Such rights, powers, duties, and obligations are not set forth separately on Schedule G.

Certain confidentiality agreements may not be listed on Schedule G. The Debtor reserves all of its rights with respect to such agreements.

Certain of the contracts and agreements listed on Schedule G may consist of several parts, including, amendments, letters, and other documents that may not be listed on Schedule G or that may be listed as a single entry. The Debtor expressly reserves its rights to challenge whether such related materials constitute an executory contract, a single contract or agreement, or multiple, severable, or separate contracts.

The contracts, agreements, and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, memoranda, and other documents, instruments, and agreements that may not be listed therein despite the Debtor's use of reasonable efforts to identify such documents.

The Debtor reserve all of its rights, claims, and causes of action with respect to the contracts on Schedule G, including the right to dispute or challenge the characterization of the structure of any transaction or any document or instrument related to a creditor's claim.

In addition, the Debtor may have entered into various other types of agreements in the ordinary course of its business, such as subordination, nondisturbance, and attornment agreements, supplemental agreements, amendments/letter agreements, title agreements, and confidentiality agreements. Such documents may not be set forth on Schedule G. Further, the Debtor reserves all of its rights to alter or amend these Schedules to the extent that additional information regarding the Debtor obligor to such executory contracts becomes available. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have not been included on Schedule G.

Omission of a contract, lease or agreement from Schedule G does not constitute an admission that such omitted contract, lease or agreement is not an executory contract or unexpired lease. The Debtor's rights under the Bankruptcy Code with respect to any such omitted contracts, leases, or agreements are not impaired by the omission.

The listing of any contract or lease on Schedule G does not constitute an admission by the Debtor as to the validity of any such contract or lease or that such contract or lease is an executory contract or unexpired lease. The Debtor reserves all of its rights to dispute the effectiveness of any such contract or lease listed on Schedule G or to amend Schedule G at any time to remove any contract or lease.

Schedule H. For purposes of Schedule H, the entites that are either the principal obligor or guarantors under the prepetition secured credit facility are listed as Co-Debtors on Schedule H. The Debtor may not have identified certain guarantees associated with the Debtor's executory contracts, unexpired leases, secured financings, debt instruments, and other such agreements. The Debtor reserves all of its rights to amend the Schedules to the extent that additional guarantees are identified or such guarantees are discovered to have expired or be unenforceable.

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United States Bankruptcy Court
District of Delaware

In re **Northshore Mainland Services Inc.**,
 Debtor

Case No. **15-11402**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	5	1,546,688.55		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		2,337,876,519.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	2		1,870,945.33	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		15			
Total Assets			1,546,688.55		
Total Liabilities				2,339,747,464.33	

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
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(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property."

If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Citibank NA Operating Account x2182 1 Penns Way , New Castle, DE 19720	-	92,305.09
3. Security deposits with public utilities, telephone companies, landlords, and others.		See Schedule B3 Attachment	-	139,865.34
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **232,170.43**
(Total of this page)

B6B (Official Form 6B) (12/07) - Cont.

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.	X			
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Open Trade AR for services rendered	-	1,166,403.94
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Prepaid expenses and unamortized portion of multiple period expenses	-	48,300.64
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **1,214,704.58**
(Total of this page)

B6B (Official Form 6B) (12/07) - Cont.

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.		CPT Flagler Office leashold improvements 8403 South Park Circle, Orlando, FL 32819	-	99,813.54
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total > **99,813.54**
(Total of this page)
Total > **1,546,688.55**

Sheet **2** of **2** continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

Case No. (15-11402)

Schedule B3 - Security deposits

Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption	
Location of Property	Description
<u>Leased Real Estate</u>	
110 E Maryland Avenue, LLC 1622 Tilton Rd Northfield, NJ 08225	Sales Office
CPT Southpark Center I c/o AEW Capital Management LP Two Seaport Land, 16th Floor Boston, MA 02210-2021	Sales Office
GMT Business Place, LLC 990 Biscayne Boulevard Unit #O-301 & #O-302	Sales Office
<u>Leased Furniture & Equipment</u>	
Essex Global Capital, LLC PO Box 4297 Tequesta, FL 33469	Master Lease
Essex Global Capital, LLC PO Box 4297 Tequesta, FL 33469	Sch A
Essex Global Capital, LLC PO Box 4297 Tequesta, FL 33469	Sch B
Essex Global Capital, LLC PO Box 4297 Tequesta, FL 33469	Sch C
MetTel Communications 55 Water St, 32nd Floor New York, NY 10041	International Cell Phone Equipment

Case No. (15-11402)

Schedule B3 - Security deposits

		Current Value of Debtor's Interest in Property, Without Deducting Any Secured Claim or Exemption
Location of Property	Description	
MetTel Communications 55 Water St, 32nd Floor New York, NY 10041	International Cell Phone Services	Unknown
Mitel Netsolutions PO Box 53230 Phoenix, AZ 85072-3230	Telcom System	\$15,075.00
	Total:	\$139,865.34

B6D (Official Form 6D) (12/07)

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.								
See Schedule D Attachment		-		X				
			Value \$ 0.00				2,337,876,519.00	
Account No.								
		-						
			Value \$					
Account No.								
		-						
			Value \$					
Account No.								
		-						
			Value \$					
Subtotal (Total of this page)							2,337,876,519.00	
Total (Report on Summary of Schedules)							2,337,876,519.00	

0 continuation sheets attached

Creditor Name	Address1	Address2	Address3	City	Country	CoDebtor	Date Claim was Incurred, Nature of Lien, and Description and Value of Property Subject to Lien	Contingent	Amount of Claim without Deducting Value of Collateral
The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	22 Tak Fung Street	Hunghom	Hong Kong	China	X	3/31/2010	X	\$2,337,876,519.00

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6F (Official Form 6F) (12/07)

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No.						
See Schedule F Attachment		-				1,870,945.33
Account No.						
Account No.						
Account No.						
Subtotal (Total of this page)						1,870,945.33
Total (Report on Summary of Schedules)						1,870,945.33

0 continuation sheets attached

In re Northshore Mainland Services Inc.

Case No. 15-11402

Schedule F - Creditors Holding Unsecured Nonpriority Claims

Creditor Name	Address1	Address2	City	State	Zip	Country	Date Claim was Incurred and Consideration for Claim. If Claim is Subject to Setoff, so State.	Amount of Claim
A+ Commercial Office Cleaners	6410 Tanglewood Dr		Mays Landing	NJ	08330			\$ 304.95
Atlantic City Electric	2430 Atlantic Ave		Atlantic City	NJ	08401-6631		6/25/2015	\$ 253.62
Baha Mar Ltd	One Baha Mar Blvd	PO Box CB-10977	Nassau	NP		Bahamas	3/26/2015	\$ 1,829,148.75
BugAway Pest Control	16842 Cedar Run Drive		Orlando	FL	32828			\$ 160.50
Comcast	1 Shelter Rd		Ocean City	NJ	08226			\$ 238.76
Creative Office Solutions	222 NE 25th St Suite 3104		Miami	FL	33137			\$ 1,155.00
Crown Shredding	707 Avenue K SW		Winter Haven	FL	33880			\$ 38.00
Fedex	942 S Shady Grove Rd		Memphis	TN	38120			\$ 853.36
GMT Business Place	990 Biscayne Blvd	#0-301	Miami	FL	33132			\$ 1,573.47
MetTel	PO Box 9660		Manchester	NH	03108-9660			\$ 5,851.81
Mitel	PO Box 53230		Phoenix	AZ	85072-3230			\$ 23,577.90
Neoscope	30 International Dr		Portsmouth	NH	03801			\$ 1,325.00
Red Coats, Inc.	PO Box 79579		Baltimore	MD	21279-0579			\$ 2,480.12
Security 101	12001 Science Dr	Suite 135	Orlando	FL	32826			\$ 3,984.09
							Total:	\$ 1,870,945.33

B6G (Official Form 6G) (12/07)

In re Northshore Mainland Services Inc.Case No. 15-11402

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

See Schedule G Attachment

Schedule G - Executory Contracts and Unexpired Leases

Creditor Name	Address1	Address2	City	State	Zip	Description of Contract or Lease and Nature of Debtor's Interest. State Whether Lease is for Nonresidential Real Property. State Contract Number of Any Government Contract.
110 E. Maryland Avenue, LLC	1622 Tilton Rd.		Northfield	NJ	08225	Commercial Lease. Nonresidential Real Property. 2nd Floor, at 110 E. Maryland Ave., Somers Point, New Jersey, 08244. Dated: 03/24/2015
CPT Southpark Center I, LLC	c/o AEW Capital Management, L.P	Two Seaport Lane, 16th Floor	Boston	MA	02210-2021	Lease Agreement. Nonresidential Real Property. Suite 670, 8403 SouthPark Circle, Orlando, Florida 32819. Dated: 09/29/14.
Essex Global Capital, LLC	PO Box 4297		Tequesta	FL	33469	Master Equipment Lease No. NSMS11112014. Dated: 12/01/14 inclusive of: Schedule A to Master Equipment Lease NSMS11112014. Furniture. Dated: 11/26/2014; Schedule B to Master Equipment Lease NSMS12012014. IT Hardware. Dated: 01/08/2015; and Schedule C to Master Equipment Lease NSMS12012014. IT Hardware. Dated: 03/04/2015
GMT Business Place, LLC	990 Biscayne Boulevard, #O-301		Miami	FL	33132	Office Services Agreement. License to use facilities and services at 990 Biscayne Boulevard, Unit #O-302, Miami, FL 33132. Dated: 12/11/2014
Manhattan Telecommunications Corporation d/b/a/ Metropolitan Telecommunications a/k/a MetTel	55 Water Street, 32nd Floor		New York	NY	10041	Master Service Agreement. Voice, advanced voice, data & IP services. Dated: 10/22/2014 inclusive of: Dedicated Internet Access w/managed router rental agreement.Dated: 10/22/14; Dedicated Internet Access w/managed router rental agreement. Dated: 11/18/2014; and Transfer of Billing.Telephone account: location ID 383855. Dated: 09/26/14
Mitel NetSolutions, Inc	1146 N Alma School Rd		Mesa	AZ	85201	Services Agreement. Voice and broadband services. Dated: 12/30/2014
Neoscope, LLC	30 International Dr. Suite 105		Portsmouth	NH	03801	Professional Services Agreement. Professional IT services. Dated: 12/12/2014

In re **Northshore Mainland Services Inc.**Case No. **15-11402**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR

NAME AND ADDRESS OF CREDITOR

See Schedule H Attachment

In re In re Northshore Mainland Services Inc.
Case No. 15-11402
Schedule H - Codebtors

Name of Codebtor	Address1	Address2	City	State	Country	Name of Creditor	Address1	Address2	Address3	City	Country	Description
Baha Mar Enterprises Ltd.	One Baha Mar Blvd	PO Box CB-10983	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	28 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
Baha Mar Entertainment Ltd.	One Baha Mar Blvd	PO Box CB-10980	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	25 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
Baha Mar Land Holdings Ltd.	One Baha Mar Blvd	PO Box CB-10977	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	22 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
Baha Mar Ltd.	One Baha Mar Blvd	PO Box CB-10984	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	29 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
Baha Mar Operating Company Ltd.	One Baha Mar Blvd	PO Box CB-10981	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	26 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
Baha Mar Properties Ltd.	One Baha Mar Blvd	PO Box CB-10984	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	29 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
BMP Golf Ltd.	One Baha Mar Blvd	PO Box CB-10978	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	23 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
BMP Three Ltd.	One Baha Mar Blvd	PO Box CB-10982	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	27 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010
Cable Beach Resorts Ltd.	One Baha Mar Blvd	PO Box CB-10979	Nassau	NP	Bahamas	The Export-Import Bank of China with Citicorp International Limited as Facility Agent and Citicorp International Limited as Offshore Security Agent	9/F Two Harbourfront	24 Tak Fung Street	Hunghom	Hong Kong	China	Credit Facility dated March 31, 2010

B6 Declaration (Official Form 6 - Declaration), (12/07)

**United States Bankruptcy Court
District of Delaware**

In re Northshore Mainland Services Inc.

Debtor(s)

Case No. 15-11402

Chapter 11

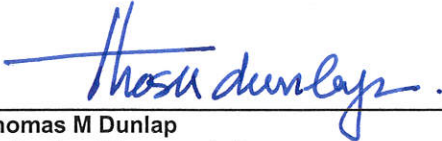
DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Authorized Representative of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 17 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date September 30, 2015

Signature


Thomas M Dunlap
Authorized Representative

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