

Fill in this information to identify the case:

United States Bankruptcy Court for the:
 _____ District of Delaware
(State)
 Case number (if known): _____ Chapter 11

Check if this is an amended filing

Official Form 201

Voluntary Petition for Non-Individuals Filing for Bankruptcy

12/15

If more space is needed, attach a separate sheet to this form. On the top of any additional pages, write the debtor's name and the case number (if known). For more information, a separate document, *Instructions for Bankruptcy Forms for Non-Individuals*, is available.

1. Debtor's name Outer Harbor Terminal, LLC

2. All other names debtor used in the last 8 years Ports America Outer Harbor Terminal, LLC
PAOH
PAOHT
 Include any assumed names, trade names, and *doing business* as names

3. Debtor's federal Employer Identification Number (EIN) 00 - 0382070

4. Debtor's address	Principal place of business	Mailing address, if different from principal place of business
	<u>1599 Maritime Street</u> Number Street	_____ Number Street
	<u>Oakland CA 94607</u> City State ZIP Code	_____ P.O. Box
	<u>Alameda County</u> County	_____ City State ZIP Code
		Location of principal assets, if different from principal place of business
		_____ Number Street
		_____ City State ZIP Code

5. Debtor's website (URL) www.paoak.com

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

Debtor Outer Harbor Terminal, LLC
Name

Case number (if known) _____

7. Describe debtor's business

A. Check one:

- Health Care Business (as defined in 11 U.S.C. § 101(27A))
- Single Asset Real Estate (as defined in 11 U.S.C. § 101(51B))
- Railroad (as defined in 11 U.S.C. § 101(44))
- Stockbroker (as defined in 11 U.S.C. § 101(53A))
- Commodity Broker (as defined in 11 U.S.C. § 101(6))
- Clearing Bank (as defined in 11 U.S.C. § 781(3))
- None of the above

B. Check all that apply:

- Tax-exempt entity (as described in 26 U.S.C. § 501)
- Investment company, including hedge fund or pooled investment vehicle (as defined in 15 U.S.C. § 80a-3)
- Investment advisor (as defined in 15 U.S.C. § 80b-2(a)(11))

C. NAICS (North American Industry Classification System) 4-digit code that best describes debtor. See <http://www.uscourts.gov/four-digit-national-association-naics-codes>.

4 8 8 3

8. Under which chapter of the Bankruptcy Code is the debtor filing?

Check one:

- Chapter 7
- Chapter 9

Chapter 11. Check all that apply:

- Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,490,925 (amount subject to adjustment on 4/01/16 and every 3 years after that).
- The debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). If the debtor is a small business debtor, attach the most recent balance sheet, statement of operations, cash-flow statement, and federal income tax return or if all of these documents do not exist, follow the procedure in 11 U.S.C. § 1116(1)(B).
- A plan is being filed with this petition.
- Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).
- The debtor is required to file periodic reports (for example, 10K and 10Q) with the Securities and Exchange Commission according to § 13 or 15(d) of the Securities Exchange Act of 1934. File the *Attachment to Voluntary Petition for Non-Individuals Filing for Bankruptcy under Chapter 11* (Official Form 201A) with this form.
- The debtor is a shell company as defined in the Securities Exchange Act of 1934 Rule 12b-2.

Chapter 12

9. Were prior bankruptcy cases filed by or against the debtor within the last 8 years?

No

- Yes. District _____ When _____ Case number _____
MM / DD / YYYY
- District _____ When _____ Case number _____
MM / DD / YYYY

If more than 2 cases, attach a separate list.

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

No

- Yes. Debtor _____ Relationship _____
District _____ When _____
MM / DD / YYYY
- Case number, if known _____

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

Debtor Outer Harbor Terminal, LLC
Name

Case number (if known) _____

11. Why is the case filed in this district?

Check all that apply:

- Debtor has had its domicile, principal place of business, or principal assets in this district for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other district.
- A bankruptcy case concerning debtor's affiliate, general partner, or partnership is pending in this district.

12. Does the debtor own or have possession of any real property or personal property that needs immediate attention?

- No
- Yes. Answer below for each property that needs immediate attention. Attach additional sheets if needed.

Why does the property need immediate attention? (Check all that apply.)

- It poses or is alleged to pose a threat of imminent and identifiable hazard to public health or safety.
What is the hazard? _____
- It needs to be physically secured or protected from the weather.
- It includes perishable goods or assets that could quickly deteriorate or lose value without attention (for example, livestock, seasonal goods, meat, dairy, produce, or securities-related assets or other options).
- Other _____

Where is the property?

Number _____ Street _____

City _____ State _____ ZIP Code _____

Is the property insured?

- No
- Yes. Insurance agency _____
Contact name _____
Phone _____

Statistical and administrative information

13. Debtor's estimation of available funds

Check one:

- Funds will be available for distribution to unsecured creditors.
- After any administrative expenses are paid, no funds will be available for distribution to unsecured creditors.

14. Estimated number of creditors

- | | | |
|---|--|--|
| <input type="checkbox"/> 1-49 | <input type="checkbox"/> 1,000-5,000 | <input type="checkbox"/> 25,001-50,000 |
| <input type="checkbox"/> 50-99 | <input type="checkbox"/> 5,001-10,000 | <input type="checkbox"/> 50,001-100,000 |
| <input type="checkbox"/> 100-199 | <input type="checkbox"/> 10,001-25,000 | <input type="checkbox"/> More than 100,000 |
| <input checked="" type="checkbox"/> 200-999 | | |

15. Estimated assets

- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Debtor Outer Harbor Terminal, LLC
Name

Case number (# known) _____

16. Estimated liabilities
- | | | |
|--|---|--|
| <input type="checkbox"/> \$0-\$50,000 | <input type="checkbox"/> \$1,000,001-\$10 million | <input type="checkbox"/> \$500,000,001-\$1 billion |
| <input type="checkbox"/> \$50,001-\$100,000 | <input type="checkbox"/> \$10,000,001-\$50 million | <input type="checkbox"/> \$1,000,000,001-\$10 billion |
| <input type="checkbox"/> \$100,001-\$500,000 | <input type="checkbox"/> \$50,000,001-\$100 million | <input type="checkbox"/> \$10,000,000,001-\$50 billion |
| <input type="checkbox"/> \$500,001-\$1 million | <input checked="" type="checkbox"/> \$100,000,001-\$500 million | <input type="checkbox"/> More than \$50 billion |

Request for Relief, Declaration, and Signatures

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

17. Declaration and signature of authorized representative of debtor

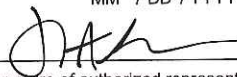
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

I have been authorized to file this petition on behalf of the debtor.

I have examined the information in this petition and have a reasonable belief that the information is true and correct.

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

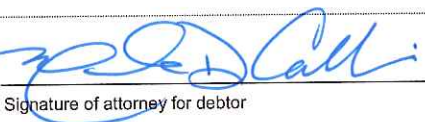
Executed on 02/01/2016
MM / DD / YYYY

x 
Signature of authorized representative of debtor

Heather Stack
Printed name

Title Chief Financial Officer

18. Signature of attorney

x 
Signature of attorney for debtor

Date 02/01/2016
MM / DD / YYYY

Mark D. Collins
Printed name

Richards, Layton & Finger, P.A.
Firm name

920 N. King Street
Number Street

Wilmington DE 19801
City State ZIP Code

302-651-7700 collins@rff.com
Contact phone Email address

2981 Delaware
Bar number State

CERTIFICATE

Date: February 1, 2016

I, Heather Stack, the undersigned Chief Financial Officer of Outer Harbor Terminal, LLC, a limited liability company organized and existing under the laws of the State of Delaware (the "Company"), hereby certify as follows:

1. I am familiar with the facts herein certified, and I am duly authorized to certify the same on behalf of the Company.
2. Attached hereto is a true and correct copy of the resolutions of the members (the "Members") of the Company, without exhibits, duly adopted by unanimous written consent on January 28, 2016.
3. Such resolutions have not been amended, altered, annulled, rescinded, or revoked, and are in full force and effect as of the date hereof. There exists no other subsequent resolution of the Members or the Executive Committee of the Company relating to the matters set forth in the resolutions attached hereto.

IN WITNESS WHEREOF, the undersigned has executed this Certificate as of the date first written above.

By: /s/ Heather Stack
Name: Heather Stack
Title: Chief Financial Officer

**UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS OF
OUTER HARBOR TERMINAL, LLC,
A DELAWARE LIMITED LIABILITY COMPANY**

January 28, 2016

THE UNDERSIGNED, being all of the members (each, a "Member" and collectively, the "Members") of Outer Harbor Terminal, LLC (the "Company"), a Delaware limited liability company, hereby take the following actions and consent to the adoption of the following preambles and resolutions (these "Resolutions").

WHEREAS, Section 7.02(b)(xxii) of the Operating Agreement of the Company dated as of February 27, 2009 by and between HHH Oakland, Inc. and Terminal Investment Ltd S.A. requires the written consent of each Member to have the Company file for bankruptcy or initiate similar proceedings;

WHEREAS, each Member has reviewed the materials presented by the Company's management and advisors and has held numerous discussions (including, without limitation, with its management and advisors) regarding the liabilities and liquidity position of the Company, the strategic alternatives available to it, and the impact of the foregoing on the Company's business and operations; and

WHEREAS, each Member has had the opportunity to consult with the executive committee of the Company (the "Executive Committee") and the management and advisors of the Company and fully consider each of the strategic alternatives available to the Company, and has determined that it is desirable and in the best interests of the Company and its respective creditors, equityholders, employees and other parties-in-interest that the Company file or cause to be filed a voluntary petition for relief under the provisions of Chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

BE IT RESOLVED that any officer of the Company and any other individual duly appointed by the Executive Committee (collectively, the "Authorized Officers"), be, and each of them hereby is, authorized and directed to execute and file, or cause to be filed, with the Bankruptcy Court, for the Company, all petitions, schedules, lists, motions, applications, pleadings, and any other necessary papers or documents, including any amendments thereto, and to take any and all action and perform any and all further deeds that they deem necessary or proper to obtain Chapter 11 bankruptcy relief or in connection with the Chapter 11 case of the Company (the "Chapter 11 Case"), with a view to the successful prosecution of such Chapter 11 Case;

BE IT FURTHER RESOLVED that the Executive Committee is authorized and directed to employ the law firm of Milbank, Tweed, Hadley & McCloy LLP as general bankruptcy counsel to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and

obligations, including filing any pleadings in connection with the Chapter 11 Case and with any post-petition financing; and in connection therewith, the Authorized Officers (at the direction of the Executive Committee) are authorized and directed to negotiate and enter into appropriate retention agreements, pay appropriate retainers prior to and immediately upon filing of the Chapter 11 Case, and cause the Authorized Officers to file an appropriate application with the Bankruptcy Court for authority to retain the services of Milbank, Tweed, Hadley & McCloy LLP;

BE IT FURTHER RESOLVED that the Executive Committee is authorized and directed to employ Richards, Layton & Finger, P.A. as Delaware local counsel to represent and advise the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case and with any post-petition financing; and in connection therewith, the Authorized Officers (at the direction of the Executive Committee) are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of Richards, Layton & Finger, P.A.;

BE IT FURTHER RESOLVED that the Executive Committee is authorized, if it should determine it to be necessary and appropriate, to employ such other professionals, including accountants, brokers, appraisers, financial advisors or notice, claims and balloting agents as the Executive Committee shall select to represent and assist the Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance its rights and obligations in connection with the Chapter 11 Case and with any post-petition financing; and in connection therewith, the Authorized Officers (at the direction of the Executive Committee) are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 Case, and cause to be filed an appropriate application with the Bankruptcy Court for authority to retain the services of any such professionals;

BE IT FURTHER RESOLVED that the Executive Committee is authorized, empowered and directed, in the name and on behalf of the Company, to obtain post-petition financing, including under debtor-in-possession credit facilities, and to authorize and direct the Authorized Officers to execute and deliver agreements regarding the use of cash collateral, on the terms and conditions presented to the Company that the Executive Committee may consider necessary, proper or desirable, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company;

BE IT FURTHER RESOLVED that the Executive Committee is authorized and empowered, in the name and on behalf of the Company to prosecute the Chapter 11 Case in a manner that in its business judgment is likely to maximize the recovery for stakeholders in the Company and minimize the obligations incurred by the Company;

BE IT FURTHER RESOLVED that the Authorized Officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file

and/or record and perform such agreements, instruments, motions, affidavits, applications for approvals or ruling of governmental or regulatory authorities, certificates or other documents, and to take such other action, as the Executive Committee shall determine to be necessary, proper and desirable to prosecute to a successful completion the Chapter 11 Case, including, but not limited to, implementing the foregoing Resolutions and the transactions contemplated by these Resolutions;

BE IT FURTHER RESOLVED that Authorized Officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company to amend, supplement or otherwise modify from time to time the terms of any documents, certificates, instruments, agreements or other writings referred to in the foregoing Resolutions as the Executive Committee shall determine to be necessary, proper and desirable; and

BE IT FURTHER RESOLVED that all acts, actions and transactions relating to the matters contemplated by the foregoing Resolutions done in the name of and on behalf of the Company, which acts would have been approved by the foregoing Resolutions except that such acts were taken before these Resolutions were certified, are hereby in all respects approved and ratified.

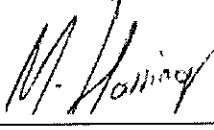
These Resolutions may be executed and delivered in multiple counterparts and via facsimile or other electronic means, all of which taken together shall constitute one and the same instrument.

[Remainder of Page Intentionally Left Blank]

IN WITNESS WHEREOF, the undersigned have executed these Resolutions as of the date first written above.

MEMBERS:

HHH OAKLAND, INC.

By: 

Name: Michael F. Hassing

Title: President & CEO

TERMINAL INVESTMENT LTD S.A.

By: _____

Name: _____

Title: _____

IN WITNESS WHEREOF, the undersigned have executed these Resolutions as of the date first written above.

MEMBERS:


HHH OAKLAND, INC.

By: _____

Name: _____

Title: _____

TERMINAL INVESTMENT LTD S.A.

By:  _____

Name: ALISTAIR BAILLIE

Title: PRESIDENT

Fill in this information to identify the case:

Debtor name Outer Harbor Terminal, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (If known): _____

Check if this is an amended filing

Official Form 204**Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders****12/15**

A list of creditors holding the 20 largest unsecured claims must be filed in a Chapter 11 or Chapter 9 case. Include claims which the debtor disputes. Do not include claims by any person or entity who is an insider, as defined in 11 U.S.C. § 101(31). Also, do not include claims by secured creditors, unless the unsecured claim resulting from inadequate collateral value places the creditor among the holders of the 20 largest unsecured claims.

Name of creditor and complete mailing address, including zip code ¹	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim If the claim is fully unsecured, fill in only unsecured claim amount. If claim is partially secured, fill in total claim amount and deduction for value of collateral or setoff to calculate unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
PORT OF OAKLAND DEPT 34377, PO BOX 39000 SAN FRANCISCO, CA 94139	510-627-1546 msumabat@portoakland.com	Terminal Concession	Contingent, Unliquidated, Disputed			Unliquidated
CITY OF OAKLAND BUSINESS TAX SECTION, FILE 72918, PO BOX 61000 SAN FRANCISCO, CA 94161-2918	N/A	Transfer Tax	Contingent, Unliquidated, Disputed			Unliquidated
PAPE MATERIAL HANDLING PO BOX 5077 PORTLAND, OR 97208-5077	925-521-5400	Trade				\$63,337.23
SOUTHERN COUNTIES OIL DBA SC FUELS PO BOX 14237 ORANGE, CA 92863	714-744-7140 csn@scfuels.com	Trade				\$51,437.33
CONTRA COSTA ELECTRIC 825 HOWE RD MARTINEZ, CA 94553	925-229-4250 LINDA_AMARAL@EMCORGRO UP.COM	Trade				\$40,559.44
HOLLAND AND KNIGHT LLP PO BOX 864084 ORLANDO, FL 32886	FAITH PEDGETT 813-901-4189 ar@hklaw.com	Legal Services				\$30,421.99
NAPA AUTO PARTS PO BOX 414988 BOSTON, MA 02241-4988	229-776-5537 craig_bernethy@genpt.com	Trade				\$26,034.84
DICKINSON DONNA INDEPENDENT OWNER OPERATOR/DRIVER – ADDRESS N/A	N/A	General Cargo Claim				\$25,000.00

¹ Creditors holding workers' compensation claims have been intentionally excluded.

Name of creditor and complete mailing address, including zip code ¹	Name, telephone number, and email address of creditor contact	Nature of the claim (for example, trade debts, bank loans, professional services, and government contracts)	Indicate if claim is contingent, unliquidated, or disputed	Amount of unsecured claim		
				Total claim, if partially secured	Deduction for value of collateral or setoff	Unsecured claim
DERED WELDEHAIMANOT INDEPENDENT OWNER OPERATOR/DRIVER – ADDRESS N/A	N/A	General Cargo Claim				\$20,000.00
SHINNING GROUP TRUCKING (RAJBIR SINGH) INDEPENDENT OWNER OPERATOR/DRIVER – ADDRESS N/A	N/A	General Cargo Claim				\$20,000.00
ACUNA MAINTENANCE & CONSTRUCTION INC 321 SARAH WAY PETALUMA, CA 94954	707-778-8519 imacuna@msn.com	Trade				\$18,240.01
PETERSON TRUCKS INC PO BOX 1508 SAN LEANDRO, CA 94954	888-818-1806	Trade				\$17,484.72
NOW SOLUTIONS 3235 KIFER ROAD, SUITE 355 SANTA CLARA, CA 95051	pam@nowsol.com	Trade				\$16,118.00
CONGLOBAL INDUSTRIES LLC 2633 CAMINO RAMON, STE 450 SAN RAMON, CA 94583	925-543-0977	Trade				\$15,888.48
MAERSK CONTAINER INDUSTRIES BJERNDRUPVEJ 47.TINGLEV,DK-6360,DK	N/A	Trade				\$12,117.69
WINDES, INC LANDMARK SQUARE, 111 WEST OCEAN BLVD, LONG BEACH CA, 90801	N/A	Trade				\$10,100.00
CHALLENGER, GRAY AND CHRISTMAS INC PO BOX 324 WINNETKA, IL 60093	lindsaygorman@challengergray.com	Trade				\$9,500.00
AIRGAS USA LLC PO BOX 7423 PASADENA, CA 91109-7423	N/A	Trade				\$7,581.91
O C JONES AND SONS INC 1520 FOURTH ST BERKELEY, CA 94710	kfreese@ocjones.com	Trade				\$5,233.31
XEROX CORPORATION PO BOX 299075 LEWISVILLE, TX 75029	N/A	Trade				\$4,731.88

Fill in this information to identify the case and this filing:

Debtor Name Outer Harbor Terminal, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
(State)
 Case number (if known): _____

Official Form 202

Declaration Under Penalty of Perjury for Non-Individual Debtors

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

WARNING -- Bankruptcy fraud is a serious crime. Making a false statement, concealing property, or obtaining money or property by fraud in connection with a bankruptcy case can result in fines up to \$500,000 or imprisonment for up to 20 years, or both. 18 U.S.C. §§ 152, 1341, 1519, and 3571.

Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases (Official Form 206G)
- Schedule H: Codebtors (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders (Official Form 204)
- Other document that requires a declaration _____

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

Executed on 02/01/2016
MM / DD / YYYY

X /s/ Heather Stack
 Signature of individual signing on behalf of debtor

Heather Stack
 Printed name

Chief Financial Officer
 Position or relationship to debtor

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

----- X
 In re: :
 : Chapter 11
 :
 Outer Harbor Terminal, LLC, : Case No. 16- _____ (_____)
 :
 Debtor. :
 :
 ----- X

CORPORATE OWNERSHIP STATEMENT

Pursuant to rules 1007(a)(1) and 7007.1 of the Federal Rules of Bankruptcy Procedure, the following is a list of any corporation, other than a governmental unit, that directly or indirectly owns 10% or more of any class of equity interests in the above-captioned debtor.

Debtor	Direct owner(s)	Indirect owner(s) ¹
Outer Harbor Terminal, LLC	HHH Oakland, Inc. Terminal Investment Ltd	HHH Oakland Holdings, L.P. Ports America Group, Inc. PAG Holdings, L.P. SAS Shipping Agencies Services S.à r.l. GIP II MP Luxco S.à r.l.

I, Heather Stack, the undersigned authorized officer of the above-captioned debtor, declare under penalty of perjury that I have reviewed the foregoing Corporate Ownership Statement and that such list is true and correct to the best of my knowledge, information, and belief.

Dated: February 1, 2016

By: /s/ Heather Stack
 Name: Heather Stack
 Title: Chief Financial Officer

¹ The entities listed below include entities that manage multiple direct or indirect owners who, in aggregate, own 10% or more of any class of equity interests in the above-captioned debtor.

**United States Bankruptcy Court
District of Delaware**

----- X
 :
 In re: : Case No. 16- _____ (_____)
 :
 Outer Harbor Terminal, LLC, : Chapter 11
 :
 Debtor. :
 :
 ----- X

LIST OF EQUITY SECURITY HOLDERS

Pursuant to rule 1007(a)(3) of the Federal Rules of Bankruptcy Procedure, the following is a list of entities holding an interest in the above-captioned debtor.

Name and Last Known Address or Place of Business of Holder	Nature of Interest Held	Amount of Interest Held
HHH Oakland, Inc. 525 Washington Blvd. Jersey City, NJ 07310	LLC Interest	50.0%
Terminal Investment Limited SA 28, Boulevard d'Avranches L-1160 Luxembourg The Grand Duchy of Luxembourg	LLC Interest	50.0 %

Fill in this information to identify the case and this filing:

Debtor Name Outer Harbor Terminal, LLC
 United States Bankruptcy Court for the: _____ District of Delaware
 (State)
 Case number (if known): _____

Official Form 202**Declaration Under Penalty of Perjury for Non-Individual Debtors**

12/15

An individual who is authorized to act on behalf of a non-individual debtor, such as a corporation or partnership, must sign and submit this form for the schedules of assets and liabilities, any other document that requires a declaration that is not included in the document, and any amendments of those documents. This form must state the individual's position or relationship to the debtor, the identity of the document, and the date. Bankruptcy Rules 1008 and 9011.

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Declaration and signature

I am the president, another officer, or an authorized agent of the corporation; a member or an authorized agent of the partnership; or another individual serving as a representative of the debtor in this case.

I have examined the information in the documents checked below and I have a reasonable belief that the information is true and correct:

- Schedule A/B: Assets—Real and Personal Property* (Official Form 206A/B)
- Schedule D: Creditors Who Have Claims Secured by Property* (Official Form 206D)
- Schedule E/F: Creditors Who Have Unsecured Claims* (Official Form 206E/F)
- Schedule G: Executory Contracts and Unexpired Leases* (Official Form 206G)
- Schedule H: Codebtors* (Official Form 206H)
- Summary of Assets and Liabilities for Non-Individuals* (Official Form 206Sum)
- Amended Schedule _____
- Chapter 11 or Chapter 9 Cases: List of Creditors Who Have the 20 Largest Unsecured Claims and Are Not Insiders* (Official Form 204)
- Other document that requires a declaration List of Equity Security Holders

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

Executed on 02/01/2016
MM / DD / YYYY

/s/ Heather Stack
Signature of individual signing on behalf of debtor

Heather Stack

Printed name

Chief Financial Officer

Position or relationship to debtor