

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

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In re:	:	Chapter 11
	:	
ORLEANS HOMEBUILDERS, INC., <i>et al.</i> ,	:	Case No. 10-10684 (PJW)
	:	
Debtors. ¹	:	Jointly Administered
	:	
-----	X	
NVR, INC.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Adv. Proc. No. 10-51083
	:	
ORLEANS HOMEBUILDERS, INC., <i>et al.</i> ,	:	
	:	
Defendants.	:	
-----	X	

**MOTION TO DISMISS ADVERSARY COMPLAINT FILED BY NVR, INC., FOR
FAILURE TO STATE A CLAIM ON WHICH RELIEF CAN BE GRANTED PURSUANT
TO FED. R. BANKR. P. 7012(b) AND FED. R. CIV. P. 12(b)(6)**

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each Debtor’s tax identification number, are: Orleans Homebuilders, Inc. (4323), Brookshire Estates, L.P. (8725), Community Management Services Group, Inc. (6620), Greenwood Financial Inc. (7510), Masterpiece Homes, LLC (1971), OHB Homes, Inc. (0973), OHI Financing, Inc. (6591), OHI PA GP, LLC (2675), OPCNC, LLC (8853), Orleans Arizona, Inc. (2640), Orleans Arizona Realty, LLC (9174), Orleans at Bordentown, LLC (4968), Orleans at Cooks Bridge, LLC (4185), Orleans at Covington Manor, LLC (9891), Orleans at Crofton Chase, LLC (8809), Orleans at East Greenwich, LLC (9814), Orleans at Elk Township, LLC (6891), Orleans at Evesham, LLC (7244), Orleans at Falls, LP (2735), Orleans at Hamilton, LLC (9679), Orleans at Harrison, LLC (4155), Orleans at Hidden Creek, LLC (3301), Orleans at Jennings Mill, LLC (4693), Orleans at Lambertville, LLC (0615), Orleans at Limerick, LP (7791), Orleans at Lower Salford, LP (9523), Orleans at Lyons Gate, LLC (2857), Orleans at Mansfield LLC (1498), Orleans at Maple Glen LLC (7797), Orleans at Meadow Glen, LLC (4966), Orleans at Millstone, LLC (8063), Orleans at Millstone River Preserve, LLC (8810), Orleans at Moorestown, LLC (9250), Orleans at Tabernacle, LLC (9927), Orleans at Thornbury, L.P. (4291), Orleans at Upper Freehold, LLC (3225), Orleans at Upper Saucon, L.P. (3715), Orleans at Upper Uwchlan, LP (8394), Orleans at Wallkill, LLC (2875), Orleans at West Bradford, LP (4161), Orleans at West Vincent, LP (9557), Orleans at Westampton Woods, LLC (8095), Orleans at Windsor Square, LP (9481), Orleans at Woolwich, LLC (9215), Orleans at Wrightstown, LP (9701), Orleans Construction Corp. (0893), Orleans Corporation (8770), Orleans Corporation Of New Jersey (5325), Orleans DK, LLC (5308), Orleans RHIL, LP (1938), Parker & Lancaster Corporation (1707), Parker & Orleans Homebuilders, Inc. (5269), Parker Lancaster, Tidewater, L.L.C. (7432), Realen Homes, L.P. (8293), RHGP LLC (8197), Sharp Road Farms Inc. (1871), Stock Grange, LP (4027), and Wheatley Meadows Associates (5459).

Pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, made applicable to this adversary proceeding by Rule 7012(b) of the Federal Rules of Bankruptcy Procedure, the above-captioned debtors and debtors-in-possession (the “Debtors”) and other parties named as the defendants in this adversary proceeding,² hereby move to dismiss (the “Motion”) the adversary complaint dated May 28, 2010, as amended on June 3, 2010 (the “Complaint”), of NVR, Inc. In support of this Motion, the Debtors respectfully state as follows:

JURISDICTION AND VENUE

1. This Court has subject matter jurisdiction to consider this Motion pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and may be determined by the Bankruptcy Court. Venue is proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

RELIEF REQUESTED

2. Through this Motion, the Debtors seek the entry of an order, substantially in the form attached hereto as Exhibit A, dismissing the Complaint and this adversary proceeding in its entirety with prejudice.

² The following Debtors have been named as defendants in this adversary proceeding: Orleans Homebuilders, Inc., Brookshire Estates, L.P., Greenwood Financial Inc., Masterpiece Homes, LLC, OHB Homes, Inc., OHI Financing, Inc., OHI PA GP, LLC, OPCNC, LLC, Orleans Arizona Realty, LLC, Orleans Arizona, Inc., Orleans at Covington Manor, LLC, Orleans at Crofton Chase, LLC, Orleans at East Greenwich, LLC, Orleans at Elk Township, LLC, Orleans at Hamilton, LLC, Orleans at Harrison, LLC, Orleans at Hidden Creek, LLC, Orleans at Jennings Mill, LLC, Orleans at Lambertville, LLC, Orleans at Lyons Gate, LLC, Orleans at Mansfield LLC, Orleans at Meadow Glen, LLC, Orleans at Millstone, LLC, Orleans at Millstone River Preserve, LLC, Orleans at Tabernacle, LLC, Orleans at Thornbury, L.P., Orleans at Upper Freehold, LLC, Orleans at Upper Saucon, L.P., Orleans at Upper Uwchlan, LP, Orleans at West Bradford, LP, Orleans at West Vincent, LP, Orleans at Westhampton Woods, LLC, Orleans at Windsor Square, LP, Orleans at Woolwich, LLC, Orleans at Wrightstown, LP, Orleans Construction Corp., Orleans Corporation, Orleans RHIL, LP, Parker & Lancaster Corporation, Parker & Orleans Homebuilders, Inc., Parker Lancaster, Tidewater, L.L.C., Realen Homes, L.P., RHGP LLC, Stock Grange, LP, and Wheatley Meadows Associates, LLC. The two non-debtor entities named in the Complaint are OHI PA, LLC and OHI NJ, LLC.

BASIS FOR RELIEF

3. The basis for the relief requested herein is fully set forth in the *Debtors' Memorandum of Law in Support of Motion to Dismiss Adversary Complaint Filed by NVR, Inc., for Failure to State a Claim on which Relief Can Be Granted Pursuant to Fed. R. Bankr. P. 7012(b) and Fed. R. Civ. P. 12(b)(6)* (the "Memorandum of Law") and the Declaration of Kevin J. Burke dated July 24, 2010 (the "Burke Declaration") filed contemporaneously herewith. The Debtors incorporate by reference the Memorandum of Law and the Burke Declaration as if fully set forth herein.

(Remainder of page intentionally left blank.)

WHEREFORE, for the reasons set forth in the Memorandum of Law, the Debtors respectfully request that this Court enter an order (i) granting this Motion, (ii) dismissing the Complaint and this adversary proceeding with prejudice, and (iii) granting the Debtors such additional relief as the Court deems just and appropriate under the circumstances.

Dated: July 14, 2010
Wilmington, Delaware

ELLIOTT GREENLEAF



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Attorneys for the Defendants

EXHIBIT A

Proposed Order

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

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In re:	:	Chapter 11
	:	
ORLEANS HOMEBUILDERS, INC., <i>et al.</i> ,	:	Case No. 10-10684 (PJW)
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Debtors. ¹	:	Jointly Administered
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NVR, INC.,	:	
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Plaintiff,	:	
	:	
v.	:	Adv. Proc. No. 10-51083
	:	
ORLEANS HOMEBUILDERS, INC., <i>et al.</i> ,	:	
	:	
Defendants.	:	Re: Docket No. _____
-----	X	

**ORDER DISMISSING ADVERSARY COMPLAINT FILED BY NVR, INC., FOR
FAILURE TO STATE A CLAIM ON WHICH RELIEF CAN BE GRANTED PURSUANT
TO FED. R. BANKR. P. 7012(b) AND FED. R. CIV. P. 12(b)(6)**

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Upon consideration of the motion (the “Motion”) of the above-captioned debtors and debtors-in-possession (the “Debtors”), named as the defendants in this adversary proceeding,² to dismiss (the “Motion”) the adversary complaint dated May 28, 2010, as amended on June 3, 2010 (the “Complaint”), of NVR, Inc., pursuant to Rule 12(b)(6) of the Federal Rules of Civil Procedure, made applicable to these cases by Rule 7012(b) of the Federal Rules of Bankruptcy Procedure; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided; and it appearing that no further notice need be provided; and upon the record of the hearing on this Motion held before the Court on _____, 2010; it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the above-captioned adversary proceeding is dismissed with prejudice; and it is further

² The following Debtors have been named as defendants in this adversary proceeding: Orleans Homebuilders, Inc., Brookshire Estates, L.P., Greenwood Financial Inc., Masterpiece Homes, LLC, OHB Homes, Inc., OHI Financing, Inc., OHI PA GP, LLC, OPCNC, LLC, Orleans Arizona Realty, LLC, Orleans Arizona, Inc., Orleans at Covington Manor, LLC, Orleans at Crofton Chase, LLC, Orleans at East Greenwich, LLC, Orleans at Elk Township, LLC, Orleans at Hamilton, LLC, Orleans at Harrison, LLC, Orleans at Hidden Creek, LLC, Orleans at Jennings Mill, LLC, Orleans at Lambertville, LLC, Orleans at Lyons Gate, LLC, Orleans at Mansfield LLC, Orleans at Meadow Glen, LLC, Orleans at Millstone, LLC, Orleans at Millstone River Preserve, LLC, Orleans at Tabernacle, LLC, Orleans at Thornbury, L.P., Orleans at Upper Freehold, LLC, Orleans at Upper Saucon, L.P., Orleans at Upper Uwchlan, LP, Orleans at West Bradford, LP, Orleans at West Vincent, LP, Orleans at Westhampton Woods, LLC, Orleans at Windsor Square, LP, Orleans at Woolwich, LLC, Orleans at Wrightstown, LP, Orleans Construction Corp., Orleans Corporation, Orleans RHIL, LP, Parker & Lancaster Corporation, Parker & Orleans Homebuilders, Inc., Parker Lancaster, Tidewater, L.L.C., Realen Homes, L.P., RHGP LLC, Stock Grange, LP, and Wheatley Meadows Associates, LLC. The two non-debtor entities named in the Complaint are OHI PA, LLC and OHI NJ, LLC.

ORDERED that each claim for relief set forth in the Complaint is dismissed with prejudice; and it is further

ORDERED that adversary case number 10-51083 is closed.

Dated: _____, 2010
Wilmington, Delaware

HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE