

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

In re:

ORLEANS HOMEBUILDERS, INC., et al.,¹

Debtors.

)
) Chapter 11

)
) Case No. 10-10684 (PJW)

)
) Jointly Administered

)
) **Hearing Date: October 26, 2011 at 9:30 a.m. (ET)**

)
) **Response Deadline: September 14, 2011 at 4:00 p.m. (ET)**

**REORGANIZED DEBTORS' SEVENTH OMNIBUS
OBJECTION TO CLAIMS PURSUANT TO BANKRUPTCY
CODE § 502, BANKRUPTCY RULE 3007, AND LOCAL RULE 3007-1
[NON-SUBSTANTIVE]**

The above-captioned debtors and debtors-in-possession, as reorganized (the "Reorganized Debtors," and formerly, the "Debtors"), by and through their undersigned attorneys, hereby file this objection (this "Omnibus Claims Objection") seeking an order

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each of the Debtors' tax identification numbers, were: 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 Realty, LLC (9174), Orleans Arizona, Inc. (2640), 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 River Preserve, LLC (8810), Orleans at Millstone, LLC (8063), 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 Bankruptcy Code § 502(b), Bankruptcy Rule 3007, and Local Rule 3007-1, disallowing and expunging each of the claims identified on the attached exhibits (collectively, the “Disputed Claims”) as being duplicative of other claims filed in these cases, amended claims, late filed claims, or shareholder claims. In support of this Omnibus Claims Objection, the Reorganized Debtors respectfully represent as follows:

JURISDICTION

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are Bankruptcy Code § 502, Bankruptcy Rule 3007, and Local Rule 3007-1.

BACKGROUND

2. On March 1, 2010 (the “Petition Date”), each of the Debtors filed with this Court separate, voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.

3. On November 29, 2010, the Debtors filed the Debtors’ Modified Second Amended Joint Plan of Reorganization (the “Plan”) (ECF No. 2638).

4. On December 1, 2010, this Court entered the Order Confirming Debtors’ Modified Second Amended Joint Plan of Reorganization (the “Confirmation Order”) (ECF No. 2656).

5. The Plan became effective on February 14, 2011 (the “Effective Date”).

6. Pursuant to Section 6.13 of the Plan, the Unsecured Creditor Agent (as defined in the Plan) is authorized to object to the allowance of any Class 3 Claim (unsecured claims, as defined and described in the Plan).

7. The Reorganized Debtors are authorized to object to all administrative, priority, and secured claims, and are hereby objecting to the Disputed Claims only to the extent that the claimants have asserted such claims as administrative, priority, or secured claims. The Reorganized Debtors do not take any position with respect to the validity of any purported general unsecured claims of any of the claimants, and leave to the Unsecured Creditor Agent the analysis of the validity of any purported general unsecured claims of any of the claimants.

RELIEF REQUESTED

8. By this Omnibus Claims Objection, the Reorganized Debtors seek entry of an order pursuant to Bankruptcy Code § 502(b), Bankruptcy Rule 3007, and Local Rule 3007-1, disallowing and expunging the Disputed Claims.

CLAIMS OBJECTIONS

9. Local Bankruptcy Rules 3007-1(d)(i), (iii), (iv), and (v) provide as follows:

[a]n objection is deemed to be on a substantive basis unless it is based on one or more of the following . . . [a] duplicate claim; provided, however, that a claim filed against two different debtors is not a duplicate claim unless the cases have been substantively consolidated by order of the Court; . . . [a]n amended or superseded claim; . . . [a] late filed claim; . . . [a] claim filed by a shareholder based on ownership of stock; provided, however, that an Objection with respect to a claim filed by a shareholder for damages shall be deemed a substantive Objection.

10. By this non-substantive Omnibus Claims Objection, the Reorganized Debtors are objecting to the Disputed Claims as being duplicative of other claims filed in these cases, late filed claims, amended claims, or shareholder claims.

11. Accordingly, the Reorganized Debtors submit that this Omnibus Claims Objection is properly filed as a non-substantive objection in accordance with Local Bankruptcy Rule 3007-1.

A. Duplicate Claims

12. The Reorganized Debtors object to the claims listed on Exhibit A (the “Duplicate Claims”) because each of the claims listed therein is duplicative of another claim filed by the applicable claimant against one of the Debtors.

13. Pursuant to the Confirmation Order, the Debtors’ cases were substantively consolidated, so it does not matter which of the Debtors the claims were filed against. *See* Confirmation Order ¶ 59.

14. The Reorganized Debtors should not be required to pay more than once on account of the same obligation, and the claimants are not entitled to multiple recoveries. Accordingly, the Duplicate Claims listed in the fourth column of Exhibit A labeled “Duplicate Claim to be Disallowed” should be disallowed and expunged. If the relief sought herein is granted, the holders of the claims listed on Exhibit A will not be prejudiced because they will continue to hold the claim that is listed in the third column of Exhibit A labeled “Remaining Claim Number” that is identical to the disallowed claim.

B. Amended Claims

15. The Reorganized Debtors object to the claims listed on Exhibit B because each claim listed therein is superseded by another amended claim filed by the respective claimant

against one of the Debtors. The Reorganized Debtors should not be required to pay more than once on account of the same obligation, and claimants are not entitled to multiple recoveries.

16. If the relief sought herein is granted, the holders of claims listed on Exhibit B will not be prejudiced because they will continue to hold the claims (unless otherwise disallowed by this Court) that are listed in the third column of Exhibit B labeled “Remaining Claim Number” that otherwise supersede the applicable expunged claims.

C. Late Filed Claims

17. The Reorganized Debtors object to the claims listed on Exhibit C (the “Late Filed Claims”) because each claim listed therein was filed after the general deadline (August 9, 2010) established by order of this Court for filing claims (ECF No. 1103).

18. Accordingly, the Reorganized Debtors respectfully request that this Court disallow and expunge the Late Filed Claims.

D. Shareholder Claims

19. The Reorganized Debtors object to the claims listed on Exhibit D (the “Shareholder Claims”) because each of the Shareholder Claims is based solely on ownership of stock and is not an appropriate assertion of a creditor claim.

20. The Plan provides, in relevant part:

On the Effective Date, all outstanding shares of Old OHB Common Stock and all other Old Stock of OHB **shall be cancelled and shall be deemed terminated and of no force and effect**. In addition, without limiting the generality of the foregoing, any and all options or rights to exercise warrants or options or to otherwise acquire any shares of Old OHB Common Stock or any other Interest in OHB, under any of the Existing Stock Option Plans or otherwise, shall be cancelled and be deemed terminated and of no force and effect. **No distribution of any kind shall be made on**

account of the Old OHB Common Stock or any other Old Stock of OHB under the Plan.

See Plan § 5.8(a) (emphasis added).

21. The Reorganized Debtors object to the Shareholder Claims because such claims were improperly filed as secured or priority claims on account of equity interests held by such parties prior to the Effective Date.

22. Accordingly, the Reorganized Debtors respectfully request that this Court disallow and expunge the Shareholder Claims.

SEPARATE CONTESTED MATTERS

23. The Reorganized Debtors submit that the objections to each of the Disputed Claims in this Omnibus Claims Objection constitute separate contested matters as contemplated by Bankruptcy Rule 9014. Accordingly, the Reorganized Debtors respectfully request that any order entered with respect to the relief sought herein be deemed a separate order with respect to each of the claims listed herein, and that any stay of such order pending appeal with respect to any claim only apply to the particular claim that is the subject of such appeal, and not operate to stay the finality of such order with respect to any other claims.

RESERVATION OF RIGHTS

24. The Reorganized Debtors (on behalf of themselves and the Unsecured Creditor Agent) reserve the right to object to each of the Disputed Claims or any other claims permitted to be asserted by the claimants on any and all additional factual or legal grounds, as applicable. Without limiting the generality of the foregoing, the Reorganized Debtors (on behalf of themselves and the Unsecured Creditors Agent) specifically reserve the right to amend this Omnibus Claims Objection, file additional papers in support of this Omnibus Claims Objection, file a subsequent objection on any ground, or take other appropriate actions to (a) respond to any

allegation or defense that may be raised in a response filed by or on behalf of any of the claimants or other interested parties; (b) further object to any claim for which a claimant provides (or attempts to provide) additional documentation or substantiation; or (c) further object to any claim on any basis, including on additional information that may be discovered upon further review by the Reorganized Debtors (or the Unsecured Creditor Agent) or through discovery.

NOTICE

25. Notice of this Omnibus Objection has been given, in accordance with the Bankruptcy Rules and the Local Rules, via first-class mail service, e-mail, facsimile, telephone, and/or hand delivery, as appropriate, to the United States Trustee, counsel to the Unsecured Creditor Agent, all parties that have requested service of notice in these cases pursuant to Bankruptcy Rule 2002, and the holders of the Disputed Claims. The Debtors submit that no other or further notice need be given in light of the circumstances of these cases.

NO PREVIOUS REQUEST

26. No previous request for the relief sought in this Omnibus Claims Objection has been made to this or to any other Court.

COMPLIANCE WITH LOCAL RULE

27. The undersigned certifies that this Omnibus Claims Objection generally complies with Local Rule 3007-1, as modified by this Court in an order dated April 20, 2011 (ECF No. 3165).


CONCLUSION

WHEREFORE, the Reorganized Debtors request entry of an order, substantially in the form attached hereto as Exhibit E, granting the relief requested herein and such other and

further relief as is just and proper under the circumstances.

Dated: August 31, 2011
Wilmington, Delaware

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Attorneys for the Reorganized Debtors

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

In re:

ORLEANS HOMEBUILDERS, INC., et al.,¹

Debtors.

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) Chapter 11

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) Case No. 10-10684 (PJW)

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) **Hearing Date: October 26, 2011 at 9:30 a.m. (ET)**

)
) **Response Deadline: September 14, 2011 at 4:00 p.m. (ET)**

**NOTICE OF REORGANIZED DEBTORS' SEVENTH OMNIBUS
OBJECTION TO CLAIMS PURSUANT TO BANKRUPTCY
CODE § 502(b), BANKRUPTCY RULE 3007, AND LOCAL RULE 3007-1
[NON-SUBSTANTIVE]**

TO: Parties required to receive notice pursuant to Del. Bankr. L.R. 2002-1 and 3007-1.

On August 31, 2011, the above-captioned debtors and debtors-in-possession, as reorganized (the "Reorganized Debtors," and formerly, the "Debtors") filed the *Reorganized*

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each of the Debtors' tax identification numbers, were: 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 Realty, LLC (9174), Orleans Arizona, Inc. (2640), 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 River Preserve, LLC (8810), Orleans at Millstone, LLC (8063), 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).

Debtors' Seventh Omnibus Objection to Claims Pursuant to Bankruptcy Code § 502(b), Bankruptcy Rule 3007, and Local Rule 3007-1 [Non-Substantive] (the "Omnibus Claim Objection") with the United States Bankruptcy Court for the District of Delaware, 824 N. Market Street, Wilmington, Delaware 19801 (the "Bankruptcy Court"), seeking to disallow certain claims filed against the Reorganized Debtors on various grounds. **YOUR RIGHTS MAY BE AFFECTED BY THIS OBJECTION. You are advised to review the Omnibus Claim Objection carefully, as it seeks to disallow certain claims filed against the Debtors.** A true and correct copy of the Omnibus Claim Objection is attached hereto.

Any party wishing to oppose the relief requested in the Omnibus Claim Objection is required to file a written response with the Bankruptcy Court, and serve a copy of the response upon the undersigned counsel for the Reorganized Debtors, so as to be received on or before **September 14, 2011 at 4:00 p.m., Eastern Time.** Only those responses timely filed with the Bankruptcy Court and received by counsel for the Reorganized Debtors will be considered by the Bankruptcy Court.

Any response filed with the Bankruptcy Court should contain, at a minimum, the following:

- a) A caption setting forth the name of the Bankruptcy Court, the name of the above-captioned Reorganized Debtors, the case number and the title of the Omnibus Claim Objection to which the response is directed;
- b) The name of the claimant and a description of the basis for the amount of the claim;
- c) The specific factual basis and supporting legal argument upon which the party will rely in opposing the Omnibus Claim Objection; and
- d) Any supporting documentation, to the extent it was not included with the proof of claim previously filed with the Clerk or the Claims Agent, upon which the party will rely to support the basis for and amounts asserted in the proof of claim.

A HEARING ON THE OMNIBUS CLAIM OBJECTION IS SCHEDULED TO BE HELD BEFORE THE HONORABLE PETER J. WALSH UNITED STATES BANKRUPTCY JUDGE FOR THE DISTRICT OF DELAWARE, AT THE BANKRUPTCY COURT AT 824 NORTH MARKET STREET, 6TH FLOOR, WILMINGTON, DELAWARE 19801, ON **OCTOBER 26, 2011 AT 9:30 A.M. EASTERN TIME** (the “Claims Hearing”).

You need not appear at the Claims Hearing if you do not object to the relief requested in the Omnibus Claim Objection.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF DEMANDED BY THE OMNIBUS CLAIM OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

In addition, your failure to timely file a response to the Omnibus Claim Objection may be deemed (i) a waiver of your right to respond to the Omnibus Claim Objection and (ii) a consent to the relief requested in the Omnibus Claim Objection respecting your claim.

If you file a response to the Omnibus Claim Objection, you should be prepared to argue that response at the Claims Hearing. The Claims Hearing may be continued from time to time upon written notice provided to you.

The Reorganized Debtors reserve the right to object in the future to any of the claims set out in the Exhibit or body of the Omnibus Claim Objection on any other permissible grounds. Separate notice and hearing will be scheduled for any such objection. **If you have any questions regarding your claim(s) you should contact Maya Peleg at (212) 701-3969 or Kerri K. Mumford at (302) 467-4414.**

Dated: August 31, 2011
Wilmington, Delaware

LANDIS RATH & COBB LLP


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Attorneys for the Reorganized Debtors

EXHIBIT A

DUPLICATE CLAIMS¹

| # | Name of Claimant | Remaining Claim Number | Duplicate Claim to be Disallowed | Claim Amount | Reason for Disallowance |
|---|--------------------------------------|------------------------|----------------------------------|--------------|-------------------------|
| 1 | West Vincent Township | 881 | 842 | \$6,139.44 | Duplicate Claim. |
| 2 | River Hills Neighborhood Association | 1908 | 1907 | \$5,032.50 | Duplicate Claim. |

¹ The Reorganized Debtors or the Unsecured Creditor Agent may object to the claims listed on Exhibit A on additional grounds.

EXHIBIT B

AMENDED CLAIMS¹

| # | Name of Claimant | Remaining Claim Number | Amended Claim to be Disallowed | Disallowed Claim Amount | Reason for Disallowance |
|---|---------------------------------------|------------------------|--------------------------------|-------------------------|--------------------------|
| 1 | Archer Exteriors Inc. | 1836 ² | 536 | \$22,479.00 | Amended by Claim # 1836 |
| 2 | Archer Exteriors Inc. | 1835 ³ | 539 | \$109,436.00 | Amended by Claim # 1835 |
| 3 | Canon Financial Services Inc. | 2370 | 294 | \$51,518.60 | Amended by Claim # 2370 |
| 4 | LBH Construction Services Inc. | 1523 ⁴ | 537 | \$5,286.40 | Amended by Claim # 1523. |
| 5 | New York State Department of Taxation | 2371 | 2145 | \$1,189.09 | Amended by Claim # 2371. |

¹ The Reorganized Debtors or the Unsecured Creditor Agent may object to the claims listed on Exhibit B on additional grounds.

² Claim 1836 was disallowed on the basis that it is a duplicate of claim 1835 (ECF No. 3345).

³ Claim 1835 was reclassified as a general unsecured claim (ECF No. 3301).

⁴ Claim 1523 was reclassified as a general unsecured claim (ECF No. 3301).

| | | | | | |
|---|----------------------------|------|------|------------|-------------------------|
| 6 | State of New Jersey | 2373 | 2349 | \$67.00 | Amended by Claim #2372. |
| 7 | York County Tax Collection | 1182 | 847 | \$9,058.05 | Amended by Claim #1182. |
| 8 | York County Tax Collection | 1182 | 1181 | \$8,078.21 | Amended by Claim #1182. |

EXHIBIT C

LATE FILED CLAIMS¹

| # | Name of Claimant | Date Filed | Claim Number | Total Claim Amount | Reason for Disallowance |
|---|---------------------------|------------|--------------|-----------------------|-------------------------|
| 1 | Shumante, Burford | 12/20/2010 | 2294 | \$1,700 ² | Late filed claim. |
| 2 | Stein, Mark G & Jo-Ann R. | 8/16/2010 | 2064 | \$72,222 ³ | Late filed claim. |

¹ The Reorganized Debtors or the Unsecured Creditor Agent may object to the claims listed on Exhibit C on additional grounds.

² This claim was disallowed pursuant to the Order granting the Reorganized Debtors' Fourth Omnibus Objection (ECF No. 3231). Because the amount of the claim was listed incorrectly in that Order, the Reorganized Debtors are including this claim in the objection to resolve the discrepancy.

³ This claim was disallowed pursuant to the Order granting the Reorganized Debtors' Fourth Omnibus Objection (ECF No. 3231). Because the amount of the claim was listed incorrectly in that Order, the Reorganized Debtors are including this claim in the objection to resolve the discrepancy.

EXHIBIT D

SHAREHOLDER CLAIMS¹

| # | Name of Claimant | Claim Number | Claim Amount | Reason for Disallowance |
|---|-------------------------|--------------|--------------|--------------------------|
| 1 | Estate of Michael Vesey | 1370 | Unliquidated | <i>See Plan § 5.8(a)</i> |
| 2 | Vesey, Kelly M. | 1369 | Unliquidated | <i>See Plan § 5.8(a)</i> |
| 3 | Worstall, Norman | 1657 | Unliquidated | <i>See Plan § 5.8(a)</i> |

¹ The Reorganized Debtors or the Unsecured Creditor Agent may object to the claims listed on Exhibit D on additional grounds.

EXHIBIT E

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

| | | |
|--|---|-------------------------|
| In re: |) | |
| |) | Chapter 11 |
| ORLEANS HOMEBUILDERS, INC., <u>et al.</u> , ¹ |) | Case No. 10-10684 (PJW) |
| |) | |
| Reorganized Debtors. |) | Jointly Administered |

**ORDER GRANTING SEVENTH OMNIBUS
OBJECTION TO CLAIMS [NON-SUBSTANTIVE]**

Upon consideration of the Reorganized Debtors' Seventh Omnibus Objection to Claims Pursuant to Bankruptcy Code § 502, Bankruptcy Rule 3007, and Local Rule 3007-1 [Non-Substantive] (the "Omnibus Claims Objection")² seeking entry of an order disallowing and expunging the Disputed Claims; and it appearing that the Court has jurisdiction to consider the

¹ The Debtors in these Chapter 11 cases, along with the last four digits of each of the Debtors' tax identification numbers, were: 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 Realty, LLC (9174), Orleans Arizona, Inc. (2640), 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 River Preserve, LLC (8810), Orleans at Millstone, LLC (8063), 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).

² Unless otherwise defined herein, capitalized terms shall have the meanings ascribed to them in the Omnibus Claims Objection.

Omnibus Claims Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Omnibus Claims Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Court having found that good and sufficient cause exists for granting the relief sought in the Omnibus Claims Objection; and it appearing that notice of the Omnibus Claims Objection was adequate and proper under the circumstances of these cases, and it appearing that no other or further notice need be given; it is hereby

ORDERED that the relief sought in the Omnibus Claims Objection is granted as set forth herein; and it is further

ORDERED that each of the Duplicate Claims listed on Exhibit A to the Omnibus Claims Objection is disallowed and expunged as set forth therein, and the remaining claims are subject to further objection on any grounds; and it is further

ORDERED that each of the Amended Claims listed on Exhibit B to the Omnibus Claims Objection is disallowed and expunged as set forth therein, and the remaining claims are subject to further objection on any grounds; and it is further

ORDERED that each of the Late Filed Claims listed on Exhibit C to the Omnibus Claims Objection is disallowed and expunged in its entirety; and it is further

ORDERED that each of the Shareholder Claims listed on Exhibit D to the Omnibus Claims Objection is disallowed and expunged in its entirety; and it is further

ORDERED that the relief granted herein is without prejudice to the Reorganized Debtors' (and the Unsecured Creditor Agent's) right to object to the Disputed Claims or any other claims on any other bases, including without limitation sections 502(b) and 502(d) of the Bankruptcy Code; and it is further

ORDERED that this Order shall be deemed a separate order with respect to each of the claims listed herein, and any stay of this Order pending appeal with respect to any claim shall only apply to the particular claim that is the subject of such appeal, and shall not operate to stay the finality of this Order with respect to any other claims; and it is further

ORDERED that the Reorganized Debtors are authorized and empowered to take any and all actions necessary to implement the terms of this Order; and it is further

ORDERED that the terms and conditions of this Order shall be immediately enforceable and effective upon its entry; and it is further

ORDERED that this Court shall retain jurisdiction over all matters arising from or related to the interpretation and implementation of this Order.

Dated: Wilmington, Delaware
_____, 2011

THE HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE