

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

In re:)	Chapter 11
)	
ORLEANS HOMEBUILDERS, INC., <i>et al.</i> , ¹)	Case No. 10-10684 (PJW)
)	
Debtors.)	Jointly Administered
)	
)	Re: Docket Nos. 21, 79 & 224

**ORDER AUTHORIZING DEBTORS TO EMPLOY AND COMPENSATE CERTAIN
PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

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 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).

Date: 4/5/10
Docket No: 272

Upon consideration of the motion (the "Motion")² of the Debtors for an order, pursuant to Bankruptcy Code §§ 105(a), 327, 328, and 330, authorizing them to employ and compensate the Ordinary Course Professionals; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and the Court having found that good and sufficient cause exists for granting the Motion; and upon consideration of the Declaration of Benjamin D. Goldman in Support of First-Day Pleadings; and upon the record of these Chapter 11 cases and any hearing held to consider the Motion; and it appearing that the relief requested in the Motion is appropriate in the context of these cases and in the best interests of the Debtors and their respective estates, their creditors, and all other parties-in-interest; and it appearing that notice of the Motion 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 Motion is granted as set forth herein; and it is further

ORDERED that the Debtors are authorized and empowered to employ the Ordinary Course Professionals in the ordinary course of business, without the submission of separate retention applications and the issuance of separate retention orders for each individual professional; and it is further

ORDERED that each of the Ordinary Course Professionals shall file a Retention Affidavit with the Court, substantially in the form attached as Exhibit B to the Motion, within the later of 30 days following (i) the entry of this Order and (ii) the engagement of such professional by the Debtors during these cases, setting forth that such professional does not represent or hold any adverse interest to the Debtors or their respective estates; and it is further

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

ORDERED that, if no objection is filed in response to a Retention Affidavit within 15 days, the Debtors shall be deemed authorized to retain such professional in accordance with this Order; and it is further

ORDERED that, in the event certain of the Ordinary Course Professionals are required to begin work for the Debtors on matters requiring immediate attention prior to the expiration of the objection period described in the Motion and this Order, then such professionals shall be compensated as of the date of commencement of work and their employment and retention shall be *nunc pro tunc* to the date of commencement of work, provided that such employment, retention, and compensation complies with the Motion and this Order; and it is further

ORDERED that the Debtors shall be authorized to pay to each of the Ordinary Course Professionals, without application to the Court, 100% of the fees and expenses charged by such professional, which payments are to be made following the submission to and approval by the Debtors of appropriate invoices setting forth in reasonable detail the nature of the services rendered and disbursements actually incurred; provided, however, that subject to further order of the Court, each of the Ordinary Course Professionals' fees and disbursements shall not exceed \$50,000 per month; and it is further

ORDERED that for any monthly period during which a professional requests payments from the Debtors in excess of the fee cap set forth above, such payments shall be subject to the prior approval of the Court, as set forth in the Motion; and it is further

ORDERED that the Debtors' right to dispute any invoice of any of the Ordinary Course Professionals shall not be affected or prejudiced in any manner by this Order; and it is further

ORDERED that the Debtors shall have the right to supplement the list of the Ordinary Course Professionals from time to time as necessary by filing a supplemental list, including the names, addresses, and services provided by the professionals being added (each, an "Additional Ordinary Course Professional") and serving such supplemental list on those parties entitled to regular service of pleadings in the Debtors' Chapter 11 cases; and it is further

ORDERED that an Additional Ordinary Course Professional shall file a Retention Affidavit with the Court within 30 days of the filing of the applicable supplemental list; and it is further

ORDERED that, if no objection is filed within 15 days in response to a Retention Affidavit filed by an Additional Ordinary Course Professional, the Debtors shall be deemed authorized to retain the Additional Ordinary Course Professional; and it is further

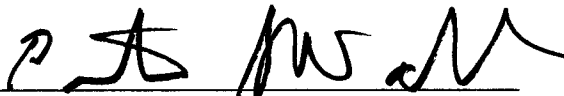
ORDERED that this Order shall not apply to any professional retained by the Debtors pursuant to a separate order of this Court; and it is further

ORDERED that the Debtors and each of the Ordinary Course Professionals shall be authorized and empowered to take any necessary actions to implement and effectuate the terms of this Order; and it is further

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

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

Dated: April 6, 2010
Wilmington, Delaware


HONORABLE PETER J. WALSH
UNITED STATES BANKRUPTCY JUDGE