

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

In re:	)	Chapter 11
	)	
ORLEANS HOMEBUILDERS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 10-10684 (PJW)
	)	
Debtors.	)	Jointly Administered
	)	<b>Re: Docket No. 22</b>

**ORDER ESTABLISHING PROCEDURES FOR THE  
ASSERTION, RESOLUTION, AND SATISFACTION OF  
CLAIMS ASSERTED PURSUANT TO BANKRUPTCY CODE § 503(b)(9)**

<sup>1</sup> 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).

Upon consideration of the motion (the "Motion")<sup>2</sup> of the Debtors for an order establishing exclusive procedures for the assertion, resolution, and satisfaction of claims asserted pursuant to the 503(b)(9) Claims and the Limited Objection of Wachovia Bank, N.A., as Agent, to Debtors' Motion for Entry of Order Establishing Procedures for the Assertion, Resolution, and Satisfaction of Claims Asserted Pursuant to Bankruptcy Code § 503(b)(9); 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 hearings held on March 3, and April 6, 2010, to consider the Motion; and it appearing that the relief requested in the Motion, as modified herein, 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 following 503(b)(9) Procedures are hereby authorized and approved in their entirety and shall apply to all 503(b)(9) Claims:

- (a) Any Vendor asserting a 503(b)(9) Claim must prepare a proof of claim (a "Proof of 503(b)(9) Claim") that sets forth (a) the value of the Goods the claimant contends the Debtors received within 20 days prior to the Petition Date; (b) documentation, including invoices, receipts, bills of lading and the like, identifying the Goods for which the claim is being asserted; and (c) documentation regarding which of the Debtors the Goods were shipped

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

to, the date the Goods were received by such debtor, and the alleged value of the Goods;

- (b) All Proofs of 503(b)(9) Claims must be filed with (a) The Garden City Group, Inc., Attn: Orleans Homebuilders, Inc., P.O. Box 9405, Dublin, Ohio 43017-4505 or 5151 Blazer Parkway, Suite A, Dublin, Ohio 43017 (courier or hand-delivery only); (b) counsel for the Debtors, (i) Cahill Gordon & Reindel LLP, 80 Pine Street, New York, New York 10005 (Attn: Joel H. Levitin, Esq., Michael R. Carney, Esq., and Maya Peleg, Esq.), and (ii) Elliott Greenleaf, 1105 North Market Street, Suite 1700, Wilmington, Delaware 19801 (Attn: Rafael X. Zahralddin-Aravena); (c) counsel for the Agent, Reed Smith, LLP, 2500 One Liberty Place, 1650 Market Street, Philadelphia, PA, 19103 (Attn: Claudia Springer, Esq. and Scott Esterbrook, Esq.); (d) the Agent, (i) Wells Fargo Securities LLC, One Wachovia Center, 301 South College Street, Charlotte, NC 28288-0737 (Attn: Darrell Perry), and (ii) Wells Fargo Bank, N.A., 301 S. College Street, 4th Floor, Charlotte, NC 28202 (Attn: Nathan Rantala); (e) financial advisor for the Agent, Capstone Advisory Group, LLC, (i) Park 80 West, 250 Pehle Avenue, Suite 105, Saddle Brook, NJ 07663 (Attn: David Galfus), and (ii) 311 South Wacker Drive, Suite 2350, Chicago, IL, 60606 (Attn: Don Harer); (f) counsel for the Committee, (i) Duane Morris LLP, 1540 Broadway, New York, NY 10036-4086 (Attn: Gerard S. Catalanello, Esq.) and (ii) Duane Morris LLP, 30 South 17th Street, Philadelphia, PA 19103 (Attn: Lawrence J. Kotler); and (g) the Office of the United States Trustee, 844 King Street, Suite 2207, Wilmington, DE, 19801 (attn: David Buchbinder, Esq.), so as to be received no later than the May 15, 2010 (the "503(b)(9) Claim Filing Deadline");
- (c) The Debtors shall have 30 days after the 503(b)(9) Claim Filing Deadline to consult with the Agent and subsequently file any objections to 503(b)(9) Claims (the "Objection Deadline") with this Court;
- (d) Vendors shall have 10 days from the Objection Deadline to file with the Court and serve any replies to such objections;
- (e) Notwithstanding and without limiting the foregoing, the Debtors shall be authorized, but not required, to negotiate, in their sole discretion, with any Vendor and to seek an agreement resolving any objection to such Vendor's 503(b)(9) Claim, and approval of such an agreement will be subject to notice and a hearing; and
- (f) To the extent a 503(b)(9) Claim is allowed, such 503(b)(9) Claim shall be satisfied pursuant to and as set forth in such plan of reorganization as shall be confirmed by this Court, or as otherwise ordered by this Court after notice and an opportunity for a hearing;

and it is further

ORDERED that the 503(b)(9) Procedures shall be the sole and exclusive method for the assertion, resolution, and satisfaction of the 503(b)(9) Claims against the Debtors, but shall not affect a Vendor's right to assert claims, other than the 503(b)(9) Claims, that a Vendor may have against the Debtors; and it is further


ORDERED that all Vendors shall be prohibited from utilizing any other means for the assertion, reconciliation, allowance, resolution, or satisfaction of the 503(b)(9) Claims, including, without limitation, the filing of a motion for allowance, or to compel payment, of any 503(b)(9) Claims; and it is further

ORDERED that the Debtors 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 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: April 6, 2010  
Wilmington, Delaware

  
HONORABLE PETER J. WALSH  
UNITED STATES BANKRUPTCY JUDGE