

**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

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS, METHODOLOGY, AND
DISCLAIMER REGARDING THE DEBTORS' SCHEDULES OF ASSETS AND
LIABILITIES AND STATEMENTS OF FINANCIAL AFFAIRS**

Orleans Homebuilders, Inc., and certain of its direct and indirect subsidiaries, the debtors and debtors-in-possession in the above-captioned Chapter 11 cases (collectively, the “Debtors”), hereby submit their Schedules of Assets and Liabilities and Statements of Financial Affairs (each, a “Schedule” or “Statement,” as applicable, and, collectively, the “Schedules and

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).

Statements”) in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”) pursuant to Bankruptcy Code § 521 and Bankruptcy Rule 1007.

The Schedules and Statements are unaudited. They remain subject to further review and verification. Subsequent information may result in material changes to the Schedules and Statements, and because the Schedules and Statements contain unaudited information that is subject to further review and potential adjustment, there can be no assurance that these Schedules and Statements are accurate or complete. These Global Notes and Statement of Limitations, Methodology, and Disclaimers Regarding the Debtors’ Schedules and Statements (the “Global Notes”) are incorporated by reference in, and comprise an integral part of, each and every one of the Schedules and Statements, and should be referred to and considered in connection with any review of each Schedule and each Statement.

The Schedules and Statements have been signed by the Vice Chairman of the Board of Directors of Orleans Homebuilders, Inc., Benjamin D. Goldman. Mr. Goldman prepared the Schedules and Statements with the assistance of third parties working at the direction of the Debtors. Mr. Goldman does not have personal knowledge of every item identified in the Schedules and Statements and has relied upon the work of such third parties in reviewing and signing the Schedules and Statements. Mr. Goldman and those third parties have relied upon the accuracy and integrity of the Debtors’ books and records, and it is possible that further review thereof may require amendment of the Schedules and Statements.

1. Description of the Cases. On March 1, 2010 (the “Petition Date”), each of the Debtors filed a voluntary petition with the Bankruptcy Court for relief under Chapter 11 of the Bankruptcy Code. The cases are being jointly administered under case number 10-10684 (PJW). The Debtors are currently operating their business as debtors-in-possession pursuant to Bankruptcy Code §§ 1107(a) and 1108. Each of the Debtors’ fiscal years ends on June 30 of each year. All asset and liability information, except where otherwise noted, is as of March 1, 2010.

2. Basis of Presentation. For financial reporting purposes, the Debtors prepare and file audited consolidated financial statements with the Securities and Exchange Commission annually. The Schedules and Statements are prepared on an unaudited, unconsolidated basis, reflecting the separate assets and liabilities of each of the individual Debtors. The Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles.

3. Foreign Currency. The Debtors have no foreign currency transactions. All amounts referenced in the Schedules and Statements are reflected in U.S. dollars.

4. Book Value. The Debtors do not have appraisals or valuations dated within one year of the date of the Schedules and Statement for the properties, interests, or entities detailed therein. Accordingly, unless otherwise noted, assets and liabilities of each of the Debtors are reported at the value as set forth on the Debtors’ books and records, as of the Debtors’ latest assessment (“Book Value”). Thus, unless otherwise noted, the Schedules and Statements reflect Book Value, and may not be based upon any estimate of their current market

value. By reporting the Book Value of assets, the Debtors make no representation of the value ultimately realizable on any of their assets.

5. Impairment. The Debtors generally account for real estate held for development and sale in accordance with Statement of Financial Accounting Standards No. 144, "Accounting for the Impairment or Disposal of Long-Lived Assets" ("SFAS 144"). SFAS 144 requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying value of the asset may not be recoverable. When impairment is indicated, the Debtors estimate the fair value of inventory under SFAS No. 144 based on current market conditions and current assumptions. The impairment loss is the difference between the Book Value of the assets and the estimated fair value determined on a discounted cash flow basis.

6. Estimates. To close the books and records of the Debtors as of the Petition Date, the Debtors' management was required to make estimates, allocations, or assumptions that affect the amounts of assets and liabilities as of March 1, 2010, and reported revenue and expenses for the period ending March 1, 2010. Claims on the Schedules and Statements set forth the Debtors' estimate of most claims of creditors, and the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in the Schedules and Statements. Any failure to designate a claim on the Schedules and Statements as disputed, contingent, or unliquidated does not constitute an admission by the Debtors that such amount is not disputed, contingent, or unliquidated. The Debtors reserve the right to dispute or to assert offsets or defenses to any claim reflected on the Schedules and Statements as to, among other things, amount, liability, or classification or to otherwise subsequently designate any claim as disputed, contingent, or unliquidated.

7. Leases. The Debtors have not included in the Schedules and Statements any future obligations on any leases. To the extent that there was an amount due as of the Petition Date, the creditor has been included in Schedule F. Unless otherwise stated, all lease agreements have been included in Schedule G.

8. Recoveries and Causes of Action. The Schedules and Statements may not include a complete list of causes of action the Debtors possess as of the Petition Date, or at any point thereafter. Regardless of the recoveries and causes of action listed, nothing contained in the Global Notes or the Schedules and Statements shall constitute a waiver of rights with respect to these Chapter 11 cases and specifically with respect to any issues involving substantive consolidation, equitable subordination, or causes of action arising under the provisions of Chapter 5 of the Bankruptcy Code and other relevant non-bankruptcy laws to recover assets or avoid transfers.

9. Schedule D. Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any of the Debtors. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization or structure of any such transaction, or any

document or instrument (including, without limitation, any inter-company agreement) related to such creditor's claim. In certain instances, one of the Debtors may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of the another of the Debtors, and no claim set forth on Schedule D of any of the Debtors is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by another entity. The descriptions provided in Schedule D are intended only to be a summary, do not constitute an admission, and are not dispositive for any purpose. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any lien. Nothing in the Global Notes or the Schedules and Statements shall be deemed to be an admission, modification, or interpretation of or relating to such agreements.

10. Schedule E. Schedule E includes claims of various taxing authorities to which the Debtors may potentially be liable. But certain of such claims may be subject to ongoing audits, and the Debtors are otherwise unable to determine with certainty the amount of some, if not all, of the claims listed on Schedule E. The Debtors reserve their right to assert that any claim listed on Schedule E does not constitute an unsecured priority claim under the Bankruptcy Code.

11. Schedule F. The claims listed on Schedule F were incurred or arose on various dates. A determination of each date upon which each claim listed on Schedule F was incurred or arose would be unduly burdensome and cost prohibitive. Accordingly, dates are not included in the accompanying Schedule F. All claims listed on Schedule F were incurred prior to the Petition Date. The Debtors reserve the right to dispute, or to assert offsets or defenses to, any claim reflected on Schedule F as to amount, liability, or classification or to otherwise subsequently designate any claims as disputed, contingent, or unliquidated. The Debtors also reserve the right to amend or supplement Schedule F as necessary or appropriate.

12. Schedule G. The business of the Debtors is complex. While commercially reasonable efforts have been made to ensure the accuracy of Schedule G, inadvertent errors, omissions, or over-inclusions may have occurred.

The Debtors have attempted to provide complete lists of all agreements that might be considered to be executory contracts. The Debtors are continuing to review their records and will supplement the Schedules and Statements if additional agreements that may constitute executory contracts are identified. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements, or leases set forth in Schedule G, or to amend or supplement such Schedule as necessary. The contracts, agreements, and leases listed on Schedule G may not have taken effect or be binding on any party and may have expired, or been terminated, modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters, or other documents, instruments, or agreements which may not be listed therein.

The Debtors reserve all of their rights, claims, and causes of action with respect to the contracts and agreements listed on Schedule G, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument. Certain executory agreements may not have been memorialized in writing and could be subject to dispute. Generally, executory agreements that are oral in nature have not been included in Schedule G.

The Debtors reserve any and all rights to assume, assign, or reject their executory contracts or unexpired leases and nothing in the Schedules and Statements shall in any way be deemed an admission or election to do so, or waive or limit the Debtors' right to do so.

13. Schedule H. The Debtors may not have identified certain guarantees that are embedded in the Debtors' executory contracts, unexpired leases, secured financings, debt instruments, or other such agreements. Further, certain of the guarantees reflected on Schedule H may have expired or may no longer be enforceable. Thus, the Debtors reserve their right to amend Schedule H to the extent that additional guarantees are identified or such guarantees are discovered to have expired or to be unenforceable.

14. Claims Paid Pursuant to Court Orders. Certain of the Schedules and Statements list creditors and set forth the Debtors' estimate of the claims of creditors as of the Petition Date. The Bankruptcy Court has authorized but not obligated the Debtors to pay various pre-petition claims, including claims of certain vendors and/or employees. Accordingly, the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in the Schedules and Statements.

15. Litigation. The Debtors have made commercially reasonable efforts to record litigation and regulatory actions in the Schedules and Statements of the Debtor that is party to the action. The Debtors have excluded details relating to certain claims for which litigation has not yet been commenced.

16. Setoffs. The Debtors and their vendors may setoff mutual obligations in the ordinary course of business and pursuant to trade terms agreed upon by the parties. These setoffs are consistent with the ordinary course of business in the Debtors' industry. Therefore, such ordinary course setoffs are excluded from the Debtors' response to Statement Question 13.

UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

In re:	
Brookshire Estates, L.P	Chapter 11
Debtor	Case No. 10-10685

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs.

Questions 1-16 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 17-25. If the answer to any question is "None," or the question is not applicable, mark the box labeled "None." If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within the two years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or person in control of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any person in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101(31).

In re: Brookshire Estates, L.P.
Case no. 10-10685

1. Income from Employment or Operation of Business

State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the two years immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.)

None

AMOUNT	SOURCE	PERIOD
\$ (2,454,201.29)	Net Income	FY 2008
\$ (2,166,435.92)	Net Income	FY 2009
\$ (135,673.54)	Net Income	07/01/2009-03/01/2010

In re: Brookshire Estates, L.P.
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2. Income Other than from Employment or Operation of Business

State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the two years immediately preceding the commencement of this case. Give particulars.

None

AMOUNT	SOURCE	PERIOD

3. Payments to Creditors

None a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts, aggregating more than \$600 to any creditor, made within 90 days immediately preceding the commencement of this case.

NAME OF CREDITOR	ADDRESS	CITY	STATE	ZIP	DATES OF PAYMENTS	AMOUNT PAID

In re: Brookshire Estates, L.P.
Case no. 10-10685

3. Payments to Creditors

None *b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000.*

NAME OF CREDITOR	ADDRESS	DATES OF PAYMENTS	AMOUNT PAID
HALE & SONS CONSTRUCTION, INC	53 FRUITREE ROAD LEVITTOWN, PA 19056	12/16/2009	\$ 9,500.00
HALE & SONS CONSTRUCTION, INC	53 FRUITREE ROAD LEVITTOWN, PA 19056	12/16/2009	\$ 4,825.00
HALE & SONS CONSTRUCTION, INC Total			\$ 36,429.00
SUNRISE CONCRETE COMPANY INC	P O BOX 435 RUSHLAND, PA 18956	1/22/2010	\$ 10,860.00
SUNRISE CONCRETE COMPANY INC	P O BOX 435 RUSHLAND, PA 18956	1/22/2010	\$ 9,412.00
SUNRISE CONCRETE COMPANY INC	P O BOX 435 RUSHLAND, PA 18956	1/22/2010	\$ 3,368.00
SUNRISE CONCRETE COMPANY INC	P O BOX 435 RUSHLAND, PA 18956	1/22/2010	\$ 2,290.00
SUNRISE CONCRETE COMPANY INC	P O BOX 435 RUSHLAND, PA 18956	1/22/2010	\$ 1,200.00
SUNRISE CONCRETE COMPANY INC	P O BOX 435 RUSHLAND, PA 18956	1/22/2010	\$ 1,175.00
SUNRISE CONCRETE COMPANY INC	P O BOX 435 RUSHLAND, PA 18956	1/22/2010	\$ 800.00
SUNRISE CONCRETE COMPANY INC Total			\$ 29,105.00
REBECCA CECCHINE- TAX COLLECTOR	TOWNSHIP OF LOWER MAKEFIELD SUITE A 1100 EDGEWOOD ROAD YARDLEY, PA 19067	12/22/2009	\$ 11,195.71
REBECCA CECCHINE- TAX COLLECTOR	TOWNSHIP OF LOWER MAKEFIELD SUITE A 1100 EDGEWOOD ROAD YARDLEY, PA 19067	12/22/2009	\$ 8,072.70
REBECCA CECCHINE- TAX COLLECTOR	TOWNSHIP OF LOWER MAKEFIELD SUITE A 1100 EDGEWOOD ROAD YARDLEY, PA 19067	12/22/2009	\$ 1,640.08

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3. Payments to Creditors

None *b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000.*

NAME OF CREDITOR	ADDRESS	DATES OF PAYMENTS	AMOUNT PAID
REBECCA CECCHINE- TAX COLLECTOR	TOWNSHIP OF LOWER MAKEFIELD SUITE A 1100 EDGEWOOD ROAD YARDLEY, PA 19067	12/22/2009	\$ 1,626.98
REBECCA CECCHINE- TAX COLLECTOR	TOWNSHIP OF LOWER MAKEFIELD SUITE A 1100 EDGEWOOD ROAD YARDLEY, PA 19067	12/22/2009	\$ 1,604.06
REBECCA CECCHINE- TAX COLLECTOR	TOWNSHIP OF LOWER MAKEFIELD SUITE A 1100 EDGEWOOD ROAD YARDLEY, PA 19067	12/22/2009	\$ 1,473.12
REBECCA CECCHINE- TAX COLLECTOR	TOWNSHIP OF LOWER MAKEFIELD SUITE A 1100 EDGEWOOD ROAD YARDLEY, PA 19067	12/22/2009	\$ 1,456.75
REBECCA CECCHINE- TAX COLLECTOR Total			\$ 27,069.40
ARCHERS EXTERIORS, INC	341 HARDING HIGHWAY PITTSBORO, NJ 08318	12/2/2009	\$ 7,343.00
ARCHERS EXTERIORS, INC	341 HARDING HIGHWAY PITTSBORO, NJ 08318	12/2/2009	\$ 7,082.00
ARCHERS EXTERIORS, INC Total			\$ 14,425.00
MCKINLEY CONTRACTORS	1470 TRISHA LANE HARLEYSVILLE, PA 19438	1/6/2010	\$ 5,480.00
MCKINLEY CONTRACTORS	1470 TRISHA LANE HARLEYSVILLE, PA 19438	1/6/2010	\$ 4,110.00
MCKINLEY CONTRACTORS	1470 TRISHA LANE HARLEYSVILLE, PA 19438	1/6/2010	\$ 4,110.00
MCKINLEY CONTRACTORS Total			\$ 13,700.00
PICKERING, CORTS AND SUMMERSON, INC.	828 NEWTOWN YARDLEY RD #B NEWTOWN, PA 18940-1785	12/16/2009	\$ 3,322.50
PICKERING, CORTS AND SUMMERSON, INC.	828 NEWTOWN YARDLEY RD #B NEWTOWN, PA 18940-1785	12/16/2009	\$ 2,125.00
PICKERING, CORTS AND SUMMERSON, INC.	828 NEWTOWN YARDLEY RD #B NEWTOWN, PA 18940-1785	12/16/2009	\$ 690.00

In re: Brookshire Estates, L.P.
Case no. 10-10685

3. Payments to Creditors

None *b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000.*

NAME OF CREDITOR	ADDRESS	DATES OF PAYMENTS	AMOUNT PAID
PICKERING, CORTS AND SUMMERSON, INC. Total			\$ 6,137.50
KAISER LANDSCAPE MANAGEMENT	PO BOX 372 QUAKERTOWN, PA 18951	12/9/2009	\$ 763.00
KAISER LANDSCAPE MANAGEMENT	PO BOX 372 QUAKERTOWN, PA 18951	12/2/2009	\$ 1,658.00
KAISER LANDSCAPE MANAGEMENT	PO BOX 372 QUAKERTOWN, PA 18951	12/16/2009	\$ 868.00
KAISER LANDSCAPE MANAGEMENT	PO BOX 372 QUAKERTOWN, PA 18951	1/12/2010	\$ 600.00
KAISER LANDSCAPE MANAGEMENT Total			\$ 3,889.00
LP NURSERIES, INC	3470 LIMEKILN PIKE CHALFONT, PA 18914	1/22/2010	\$ 2,945.00
LP NURSERIES, INC Total			\$ 2,945.00
KANE STEEL COMPANY, INC - MILLVILLE	SOUTH 12 TH ST P O BOX 829 MILLVILLE, NJ 08332	12/23/2009	\$ 2,654.00
KANE STEEL COMPANY, INC - MILLVILLE Total			\$ 2,654.00
GILMORE & ASSOCIATES, INC.	65 EAST BUTLER AVENUE SUITE 100 NEW BRITAIN, PA 18901	12/2/2009	\$ 875.00
GILMORE & ASSOCIATES, INC.	65 EAST BUTLER AVENUE SUITE 100 NEW BRITAIN, PA 18901	12/2/2009	\$ 675.00
GILMORE & ASSOCIATES, INC. Total			\$ 1,550.00
PORTABOWL RENTAL RESTROOMS	PO BOX 571 PLUMSTEADVILLE, PA 18949	1/6/2010	\$ 701.49
PORTABOWL RENTAL RESTROOMS	PO BOX 571 PLUMSTEADVILLE, PA 18949	1/6/2010	\$ 701.49
PORTABOWL RENTAL RESTROOMS Total			\$ 1,402.98
ROSEY'S TANK CLEANING	1940 HARRIS DRIVE DEPTFORD, NJ 08096	12/10/2009	\$ 1,369.60
ROSEY'S TANK CLEANING Total			\$ 1,369.60
RMS GRAPHICS, INC	1601 REPUBLIC ROAD UNIT E HUNTINGDON VALLEY, PA 19006	12/16/2009	\$ 1,240.20
RMS GRAPHICS, INC Total			\$ 1,240.20

In re: Brookshire Estates, L.P.
Case no. 10-10685

3. Payments to Creditors

None *b. Debtor whose debts are not primarily consumer debts: List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case if the aggregate value of all property that constitutes or is affected by such transfer is not less than \$5,000.*

NAME OF CREDITOR	ADDRESS	DATES OF PAYMENTS	AMOUNT PAID
84 COMPONENTS	PAYMENT 1410 EDEN ROAD YORK, PA 17402	12/9/2009	\$ 750.00
84 COMPONENTS Total			\$ 750.00
SUMMIT ELECTRIC INC	305 W. BRISTOL ROAD WARMINSTER, PA 18974	1/22/2010	\$ 600.00
SUMMIT ELECTRIC INC Total			\$ 600.00

In re: Brookshire Estates, L.P.
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3. Payments to Creditors

None

c. *All debtors*: List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of the creditors who are or were insiders.

NAME OF CREDITOR	ADDRESS	DATES OF PAYMENTS	AMOUNT PAID	DESCRIPTION

In re: Brookshire Estates, L.P.
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4. Suits and Administrative Proceedings, Executions, Garnishments and Attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within one year immediately preceding the filing of this bankruptcy case.

CAPTION OF SUIT	CASE NUMBER	NATURE OF PROCEEDING	COURT AND LOCATION	STATUS OR DISPOSITION
Christopher M Crooks and Gina Crooks,v. Orleans Homebuilders, Inc, Orleans Corporation, Orleans at Brookshire Estates, and t/a Foxhall Estates, and Brookshire Estates LP, OHI PA GP LLC.	2009-36-03178	Court of common Pleas of Bucks County Pennsylvania	Civil Action	Open

None b. Describe all property that has been attached, garnished, or seized under any legal or equitable process within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY

In re: Brookshire Estates, L.P.
Case no. 10-10685

4. Suits and Administrative Proceedings, Executions, Garnishments and Attachments

None b. Describe all property that has been attached, garnished, or seized under any legal or equitable process within one year immediately preceding the commencement of this case.

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION	VALUE OF PROPERTY
TRI-STATE INSULATION, INC P O BOX 534451 ATLANTA, GA 30353-4451	3/3/2010	Notice of Mechanic's Lien	\$ 4,824.00
UNIVERSAL SUPPLY CO INC P O BOX 466 582 SOUTH EGG HARBOR RD HAMMONTON NJ 08037	2/16/2010	Letter Regarding Intention to Assert a Mechanic's Lien 1740 Georgian Court, Newtown, PA	\$ 59,923.16

In re: Brookshire Estates, L.P.
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5. Repossession, Foreclosures and Returns

List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within one year immediately preceding the commencement of this case.

None

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE, SALE, TRANSFER, OR RETURN	DESCRIPTION AND VALUE OF PROPERTY

In re: Brookshire Estates, L.P.
Case no. 10-10685

6. Assignments and Receiverships

None a. Describe any assignment of property for the benefit of creditors made within 120 days immediately preceding the commencement of this case.

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT

b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within one year immediately preceding the commencement of this case.

None

NAME AND ADDRESSES OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE AND NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY

In re: Brookshire Estates, L.P.
Case no. 10-10685

7. Gifts

List all gifts or charitable contributions made within one year immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient.

None

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT

In re: Brookshire Estates, L.P.
Case no. 10-10685

8. Losses

None List all losses from fire, theft, other casualty or gambling within one year immediately preceding the commencement of this case or since the commencement of this case.

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND IF LOSS WAS RECOVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS

In re: Brookshire Estates, L.P.
Case no. 10-10685

9. Payments Related to Debt Counseling or Bankruptcy

List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of a petition in bankruptcy within one year im

None

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY

In re: Brookshire Estates, L.P.
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10. Other Transfers

List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within one year immediately preceding the commencement of this case.

None

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED

In re: Brookshire Estates, L.P.
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11. Closed Financial Accounts

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within one year immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds,

None cooperatives, associations, brokerage houses and other financial institutions.

NAME AND ADDRESS OF INSTITUTION	TYPE AND NUMBER OF ACCOUNT AND AMOUNT OF FINAL BALANCE

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12. Safe Deposit Boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within one year immediately preceding the commencement of this case.

NAME AND ADDRESSES OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY

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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within 90 days preceding the commencement of this case.

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF

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14. Property Held for Another Person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY

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15. Prior Address of Debtor

If the debtor has moved within the two years immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case.

None

ADDRESS	NAME USED	DATE OF OCCUPANCY

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16. Spouses and Former Spouses

If the debtor resides or resided in a community property state, commonwealth or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the six-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

None

NAME

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17. Environmental Information

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law.

None

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW

None

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION

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18. Nature, Location and Name of Business

- a. If the debtor is an individual, list the names and addresses of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partnership, sole proprietorship or was a self-employed professional within t
- b. If the debtor is a partnership, list the names and addresses of all businesses in which the debtor was a partner or owned 5 percent or more of the voting securities, within the two years immediately preceding the commencement of this case.
- c. If the debtor is a corporation, list the names and addresses of all businesses in which the debtor was a partner, or owned 5% or more of the voting or equity securities within the six years immediately preceding the commencement of this case.

None

NAME	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES OF OPERATION

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19. Books, Records and Financial Statements

a. List all bookkeepers and accountants who within the six years immediately preceeding the filing of this bankruptcy case kept or supervised the keeping of the books.

None

NAME AND ADDRESS	TITLE	DATES SERVICES RENDERED
Joseph Santangelo 10 Cranbury Hill Ct Mnt. Laurel, NJ 08094	Chief Financial Officer	3/27/1986-12/29/2006
James W. Thompson 392 Highgate Drive Ambler PA 19002	Chief Accounting Officer	7/1/1998 - 6/15/2007
Garry Herdler 128 Avon Road Haverford, PA 19041	Chief Financial Officer	2/27/2007 - Present
Mark Weaver 4245 Eisenhower Drive Bethlehem, PA. 18020	Vice President & Controller	8/13/2007 - Present
Michael Heald 560 Avon Glade Place Sanford Florida 32771	Regional Controller	4/6/2005 - 12/15/2006
Brian G. Marburg 5001 Plantation Court North Wales Pennsylvania 19454	Asst Controller/North	2/17/2004 - 12/28/2006
Cyril Hahamski 1964 West Avenue Conshohocken Pennsylvania 19428	Regional Controller	4/2/2007 - 4/8/2009
Mervin R. Singson 414 Darrah Dr. Fountainville Pennsylvania 18923	Regional Controller	1/14/2008 - Present
Mark E. Connelly 425 Coalbrook Dr Midlothian Virginia 23114	Asst Controller	1/5/2004 - 12/31/2008
John A. Ficara 5609 Watford Terrace Glen Allen Virginia 23059	Regional Controller	11/20/2000 - Present

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19. Books, Records and Financial Statements

None

b. List all firms or individuals who within the two years immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME AND ADDRESS	TITLE	DATES SERVICES RENDERED
PriceWaterhouseCoopers 300 Madison Ave. 24th Floor New York, NY 10017	AUDITOR	AUDITS OF FINANCIAL YEARS 2007 and 2008

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19. Books, Records and Financial Statements

c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

None

NAME AND ADDRESS	TITLE	DATES SERVICES RENDERED
Garry Herdler 128 Avon Road Haverford, PA 19041	Chief Financial Officer	2/27/2007 - Present
Mark Weaver 4245 Eisenhower Drive Bethlehem, PA, 18020	Vice President & Controller	8/13/2007 - Present
Mervin R. Singson 414 Darrah Dr. Fountainville Pennsylvania 18923	Regional Controller	1/14/2008 - Present
John A. Ficara 5609 Watford Terrace Glen Allen Virginia 23059	Regional Controller	11/20/2000 - Present

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19. Books, Records and Financial Statements

d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued within the two years immediately preceding the commencement of this case by a debtor.

None

NAME AND ADDRESS	DATES SERVICES RENDERED
SEC 100 F Street, NE Washington, DC 20549	

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20. Inventories

a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

None

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY
1/31/2010	Perpetual Inventory - at cost	\$ 11,069,932.62
2/28/2010	Perpetual Inventory - at cost	\$ 11,245,630.69

b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

None

DATE OF INVENTORY	CUSTODIAN OF INVENTORY RECORDS
1/31/2010	Mike Lucas
2/28/2010	Mike Lucas

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21. Current Partners, Officers, Directors and Shareholders

None

a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST

None

b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls or holds 5 percent or more of the voting securities of the corporation.

OFFICER'S NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK
OHI PA GP, LLC 3333 Street Road Bensalem, PA 19020	Gen. Partner	0.10%
OHI PA, LLC 3333 Street Road Bensalem, PA 19020	Ltd. Partner	99.90%
Jeffrey P. Orleans 3333 Street Road Bensalem, PA 19020	Chairman	0.0%
Benjamin D. Goldman Unit 7B-1 237 South 18th Street Philadelphia, PA 19103	Vice Chairman	0.0%
Garry Herdler 128 Avon Road Haverford, PA 19041	CFO, VP, & Treas.	0.0%
C Dean Amann II 118 Muirfield Ct New Hope, PA 18938	President	0.0%
Gary J. Stefanoni 11 Canterbury Court Mansfield Twp, NJ 08022	SVP	0.0%
Michael Karmatz 16 Clwyd Road Bala Cynwyd, PA 19004	SVP	0.0%
Lawrence J. Dugan 92 Lincoln Avenue Ivyland, PA 18974	VP & Sec.	0.0%
Linda Kelley 5 Old Barn Ct Newtown, PA 18940	VP Sales/Marketing	0.0%
Dave Stith 826 Second St Pike Southampton, PA 18966	VP/Purchasing	0.0%
John Feinberg 249 Glenmoor Road Gladwyne, PA 19035	VP/Operations	0.0%

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b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls or holds 5 percent or more of the voting securities of the corporation.

None

OFFICER'S NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK
William Briegel 2009 Bedfordshire Road Furlong, PA 18925	VP	0.0%
Victoria Makarewicz 106 Lower Orchard Drive Levittown, PA 190562725	Asst. Sec.	0.0%
Patricia Palinkas 29 Ember Lane Levittown, PA 19056	Asst. Sec.	0.0%
Stefano Cusano 1926 Lott Street Philadelphia, PA 19115	Asst. Sec.	0.0%
Mary Anne Wallace 8428 Verree Road Philadelphia, PA 19111	Asst. Sec.	0.0%

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22. Former Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within one year immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL

None b. If the debtor is a corporation, list all officers or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Marlene Doyle 4015 Central Ave Ocean City, NJ 08226	VP/Sales Admin.	9/14/2009

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23. Withdrawals from a Partnership or Distributions by a Corporation

If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during one year immedi

None

OFFICER'S NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP

24. Tax Consolidation Group

List the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within the six-year period immediately preceding the commencement of the case.

None

PARENT CORPORATION	FEDERAL TAX ID NUMBER	CONSOLIDATED GROUP
Orleans Homebuilders, Inc	59-0874323	Orleans Homebuilders, Inc

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25. Pension Funds

List the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within the six-year period immediately preceding the commencement of the case.

None

NAME	FEDERAL TAX ID NUMBER

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DECLARATION CONCERNING DEBTOR'S STATEMENT OF FINANCIAL AFFAIRS

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF A CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

/s/ Ben Goldman
[Print or type name of individual signing on behalf of debtor.]

4/12/2010
Date

Ben Goldman, Vice Chairman
[Print or type name of individual signing on behalf of debtor.]

37 continuation sheets attached

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both. 18 U.S.C. §§ 152 and 3571.