

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

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

**MOTION BY NVR, INC. FOR PARTIAL SUMMARY JUDGMENT**

Plaintiff NVR, Inc. (“NVR”), by its attorneys Hogan Lovells US LLP and Potter Anderson and Corroon LLP, hereby moves for partial summary judgment pursuant to Federal Rule of Civil Procedure 56, made applicable to this adversary proceeding by Bankruptcy Rule 7056. NVR seeks an order (i) holding that the above-captioned Defendants breached that Asset Purchase Agreement dated as of April 13, 2010 to which NVR and Defendants are parties (the “APA”) by withdrawing the Sale Motion<sup>1</sup> on May 19, 2010, in violation of Defendants’ express

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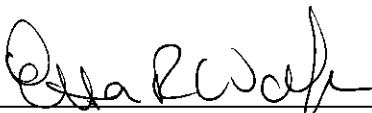
<sup>1</sup> The term “*Sale Motion*” refers to the Motion of the Debtors for orders (A)(I) approving sale procedures and bidding protections to be employed in connection with the proposed sale of substantially all of the Debtors’ assets, (II) scheduling an auction and hearing to consider approval of the sale of substantially all of the Debtors’ assets, and approving notice of the respective dates, times, and places for auction and for hearing on approval of (1) sale of substantially all assets, and (2) assumption and assignment of certain executory contracts and unexpired leases; and

obligations under the APA, and (ii) granting NVR such other relief as the Court may find just and proper.

Contemporaneously herewith, NVR has filed its Memorandum of Law in Opposition to Motion to Dismiss Adversary Complaint and in Support of Its Motion for Partial Summary Judgment as well as the Declaration of Lisa J. Fried, dated October 8, 2010.

Dated: October 8, 2010  
Wilmington, Delaware

POTTER ANDERSON & CORROON LLP

By:   
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-and-

Frank T. Spano  
Lisa J. Fried  
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Hogan Lovells US LLP  
875 Third Avenue  
New York, NY 10022  
Telephone: (212) 918-3000  
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*Attorneys for Plaintiff NVR, Inc.*

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(B)(I) authorizing and approving an Asset Purchase Agreement with NVR or such other purchaser(s) providing a higher or otherwise better offer(s); (II) authorizing the sale of substantially all of the Debtors' assets, free and clear of all liens, claims, encumbrances, and other interest; (III) authorizing the assumption and assignment of certain executory contracts and unexpired leases and the rejection of other executory contracts; (IV) authorizing the Debtors to consummate all transactions related to the above; and (V) granting other relief, dated April 13, 2010.

# Exhibit 1

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

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ORLEANS HOMEBUILDERS, INC., et al.,	:	Case No. 10-10684 (PJW)
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Debtors.	:	Jointly Administered
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NVR, INC.,	:	
	:	
Plaintiff,	:	
	:	
v.	:	Adv. Proc. No. 10-51083
	:	
ORLEANS HOMEBUILDERS, INC., et al.,	:	
	:	
Defendants.	:	Re: Docket Nos. ____
	:	
	X	

**ORDER GRANTING MOTION BY NVR, INC. FOR PARTIAL SUMMARY  
JUDGMENT**

Upon consideration of the Plaintiff NVR, Inc.'s ("NVR"), motion for partial summary judgment (the "Motion") pursuant to Federal Rule of Civil Procedure 56, made applicable to this adversary proceeding by Bankruptcy Rule 7056, and all documents and pleadings submitted in conjunction therewith and the arguments of counsel heard with regard thereto; due and sufficient notice having been given; and just cause existing therefor, it is

HEREBY ORDERED that:

1. The Motion is GRANTED.

2. This Court shall retain jurisdiction to interpret and enforce the provisions of this Order.

Dated, this \_\_\_ day of \_\_\_\_\_, 2010

\_\_\_\_\_  
United States Bankruptcy Judge

**CERTIFICATE OF SERVICE**

I, Etta R. Wolfe, hereby certify that I am not less than 18 years of age and that on this 8<sup>th</sup> day of October, 2010, I caused a true and correct copy of the foregoing **Motion by NVR, Inc. for Partial Summary Judgment** to be served upon the parties listed below in the manner indicated.

**Via Overnight Mail**

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Kevin J. Burke  
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**Via Hand Delivery**

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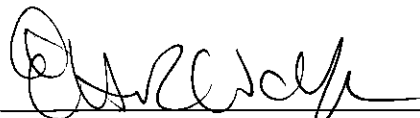
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Under penalty of perjury, I declare the foregoing is true and correct.

Dated: October 8, 2010



Etta R. Wolfe (DE Bar No. 4164)