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The following constitutes  
the order of the court. Signed March 4, 2016

8 Attorneys for Chapter 11 Trustee  
9 Randy Sugarman

  
Roger L. Efremsky  
U.S. Bankruptcy Judge

10 UNITED STATES BANKRUPTCY COURT  
11 NORTHERN DISTRICT OF CALIFORNIA  
12 OAKLAND DIVISION

13 In re  
14 EMPYREAN TOWERS, LLC, a California  
15 limited liability corporation,  
16 Debtor.

Case No. 15-42341 RLE 11  
Chapter 11

**ORDER GRANTING TRUSTEE'S  
MOTION FOR ORDER  
AUTHORIZING TRUSTEE TO  
ENTER PURCHASE OPTION AND  
PURCHASE AND SALE  
AGREEMENTS**

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19  
20 The Trustee's Motion for Order Authorizing Trustee to Enter Purchase Option and  
21 Purchase and Sale Agreements (the "Motion") came on for hearing on March 1, 2016.  
22 Appearances were noted on the record. Good cause appearing and for the reasons stated orally  
23 at the hearing:

- 24 1. The Motion is GRANTED;  
25 2. The Chapter 11 Trustee is authorized to enter into the Purchase Option Agreement and  
26 Purchase and Sale Agreement (the "Option Agreement") with Resources for  
27 Community Development ("RCD"), attached hereto as Exhibit A;  
28

- 1 3. The Court finds that RCD is a good faith purchaser entitled to the protection of  
2 11 U.S.C. §363(m);  
3 4. The stay under Rule 6004(h) of the Federal Rules of Bankruptcy Procedure is waived;  
4 5. This order shall be binding on the debtor, its bankruptcy estate, the Chapter 11 trustee  
5 and any successor Chapter 11 or Chapter 7 trustee; and  
6 6. Within 30 days after the transfer of title to RCD or its designee pursuant to the terms of  
7 the Option Agreement, the City shall file an amended proof of claim, amending its  
8 claim No. 69 (the “City’s Claim”) to reduce the amount asserted against the Estate by  
9 \$600,000; provided, however, that the City’s Claim against insurance proceeds shall  
10 not be reduced and shall remain as stated in the City’s Claim as originally filed; and  
11 that this Order is without prejudice to all parties’ rights to object to the City’s Claim, as  
12 amended or otherwise.  
13

14  
15 \*\*\* END OF ORDER \*\*\*  
16

17 APPROVED AS TO FORM:

18 COOLEY LLP  
19

20  
21 By:           /s / Robert L. Eisenbach III            
22 Robert L. Eisenbach III  
23 Attorneys for  
24 Resources for Community Development

25 RIMON P.C.  
26

27 By:           /s / Pamela M. Egan            
28 Pamela M. Egan  
Attorneys for  
Official Committee of Unsecured Creditors

ORDER GRANTING TRUSTEE’S MOTION FOR ORDER AUTHORIZING TRUSTEE TO ENTER  
PURCHASE OPTION AND PURCHASE AND SALE AGREEMENTS

1 FOX ROTHSCHILD LLP

2

3 By:                   /s/ Michael A. Sweet                  

4                   Michael A. Sweet  
5                   Attorneys for  
6                   City of Oakland

6 FRENCH LYON TANG

7

8 By:                   /s/ Patricia H. Lyon                  

9                   Patricia H. Lyon  
10                  Attorneys for  
11                  East West Bank

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