

FILED & ENTERED
JAN 05 2010
CLERK U.S. BANKRUPTCY COURT
Central District of California
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25 Northlake Holdings LLC and OVC Holdings LLC

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
SANTA ANA DIVISION**

26 In re:
27 Palmdale Hills Property, LLC, and Its Related Debtors,
28 Jointly Administered Debtors and
Debtors-In-Possession.

Affects:

- All Debtors
- Palmdale Hills Property, LLC
- SunCal Beaumont Heights, LLC
- SCC/Palmdale, LLC
- SunCal Johannson Ranch, LLC
- SunCal Summit Valley, LLC
- SunCal Emerald Meadows, LLC
- SunCal Bickford Ranch, LLC
- Acton Estates, LLC
- Seven Brothers, LLC
- SJD Partners, Ltd.
- SJD Development Corp.
- Kirby Estates, LLC
- SunCal Communities I, LLC
- SunCal Communities III, LLC

Case No.: 8:08-bk-17206-ES

Jointly Administered With Case Nos.

- 8:08-bk-17209-ES; 8:08-bk-17240-ES;
- 8:08-bk-17224-ES; 8:08-bk-17242-ES;
- 8:08-bk-17225-ES; 8:08-bk-17245-ES;
- 8:08-bk-17227-ES; 8:08-bk-17246-ES;
- 8:08-bk-17230-ES; 8:08-bk-17231-ES;
- 8:08-bk-17236-ES; 8:08-bk-17248-ES;
- 8:08-bk-17249-ES; 8:08-bk-17573-ES;
- 8:08-bk-17574-ES; 8:08-bk-17575-ES;
- 8:08-bk-17404-ES; 8:08-bk-17407-ES;
- 8:08-bk-17408-ES; 8:08-bk-17409-ES;
- 8:08-bk-17458-ES; 8:08-bk-17465-ES;
- 8:08-bk-17470-ES; 8:08-bk-17472-ES;
- and 8:08-bk-17588-ES

Chapter 11

**ORDER (A) GRANTING JOINT
MOTION OF LEHMAN ALI, INC. AND**

PACHULSKI STANG ZIEHL & JONES LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

PACHULSKI STANG ZIEHL & JONES LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

- 1 SCC Communities, LLC
- 2 North Orange Del Rio Land, LLC
- 3 Tesoro SF, LLC
- 4 LB-L-SunCal Oak Valley, LLC
- 5 SunCal Heartland, LLC
- 6 LB-L-SunCal Northlake, LLC
- 7 SunCal Marblehead, LLC
- 8 SunCal Century City, LLC
- 9 SunCal PSV, LLC
- 10 Delta Coves Venture, LLC
- 11 SunCal Torrance, LLC
- 12 SunCal Oak Knoll, LLC

CHAPTER 11 TRUSTEE FOR APPROVAL OF STIPULATION BY AND BETWEEN LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. §§ 362, 363, 364, AND 507: (1) APPROVING SENIOR SECURED SUPERPRIORITY POSTPETITION FINANCING; (2) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; AND (3) MODIFYING AUTOMATIC STAY TO THE EXTENT NECESSARY AND (B) APPROVING STIPULATION BY AND BETWEEN LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. §§ 362, 363, 364, AND 507: (1) APPROVING SENIOR SECURED SUPERPRIORITY POSTPETITION FINANCING; (2) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; AND (3) MODIFYING AUTOMATIC STAY TO THE EXTENT NECESSARY

[NO HEARING REQUIRED]

19 Upon consideration of the *Joint Motion of Lehman ALI, Inc. and Chapter 11 Trustee For*

20 *Approval of Stipulation By and Between Lehman ALI, Inc. and Chapter 11 Trustee Pursuant To*

21 *11 U.S.C. §§ 362, 363, 364, and 507: (1) Approving Senior Secured Superpriority Postpetition*

22 *Financing; (2) Granting Liens and Providing Superpriority Administrative Expense Status; and*

23 *(3) Modifying Automatic Stay to the Extent Necessary (the “Motion”), the Stipulation By and*

24 *Between Lehman ALI, Inc. and Chapter 11 Trustee Pursuant To 11 U.S.C. §§ 362, 363, 364, and*

25 *507: (1) Approving Senior Secured Superpriority Postpetition Financing; (2) Granting Liens and*

26 *Providing Superpriority Administrative Expense Status; and (3) Modifying Automatic Stay to the*

27 *Extent Necessary (the “Stipulation”), by and between Lehman ALI, Inc., on the one hand, and the*

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1 chapter 11 trustee on behalf of SunCal Oak Knoll LLC, on the other hand; and the *Declaration of*
2 *Dean A. Ziehl Re. Non-Opposition to Joint Motion of Lehman ALI, Inc. and Chapter 11 Trustee For*
3 *Approval of Stipulation By and Between Lehman ALI, Inc. and Chapter 11 Trustee Pursuant To*
4 *11 U.S.C. §§ 362, 363, 364, and 507: (1) Approving Senior Secured Superpriority Postpetition*
5 *Financing; (2) Granting Liens and Providing Superpriority Administrative Expense Status; and*
6 *(3) Modifying Automatic Stay to the Extent Necessary* it is hereby **ORDERED THAT:**

- 8 1. The Motion is granted.
- 9 2. The Stipulation is approved.

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11 ###

PACHULSKI STANG ZIEHL & JONES LLP
ATTORNEYS AT LAW
LOS ANGELES, CALIFORNIA

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25 DATED: January 5, 2010


United States Bankruptcy Judge

In re:

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CHAPTER 11

PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,

Debtor(s).

CASE NUMBER 08-17206-ES

NOTE: When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:
10100 Santa Monica Blvd., 11th Floor, Los Angeles, CA 90067

A true and correct copy of the foregoing document described as **[PROPOSED] ORDER (A) GRANTING JOINT MOTION OF LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE FOR APPROVAL OF STIPULATION BY AND BETWEEN LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. §§ 362, 363, 364, AND 507:**

(1) APPROVING SENIOR SECURED SUPERPRIORITY POSTPETITION FINANCING; (2) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; AND (3) MODIFYING AUTOMATIC STAY TO THE EXTENT NECESSARY AND (B) APPROVING STIPULATION BY AND BETWEEN LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. §§ 362, 363, 364, AND 507: (1) APPROVING SENIOR SECURED SUPERPRIORITY POSTPETITION FINANCING; (2) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; AND (3) MODIFYING AUTOMATIC STAY TO THE EXTENT NECESSARY will be served or was served **(a)** on the **judge in chambers** in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On _____ I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL(indicate method for each person or entity served):

On _____ I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. *Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.*

Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on **December 23, 2009** I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. *Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.*

JUDGE'S COPY [Personal Delivery]

The Honorable Erithe A. Smith
 United States Bankruptcy Court - Central District of California
 Ronald Reagan Federal Building and
 United States Courthouse
 411 West Fourth Street, Suite 5041
 Santa Ana, CA 92701-4593

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

December 23, 2009

Date

Melisa DesJardien

Type Name

/s/ Melisa DesJardien

Signature

In re:

PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,

Debtor(s).

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CHAPTER 11

CASE NUMBER 08-17206-ES

II. SERVED BY U.S. MAIL**III. SERVED BY E-MAIL**

(1) counsel for the Voluntary Debtors:

Paul Couchot - pcouchot@winthropicouchot.comMarc J Winthrop - pj@winthropicouchot.comCharles Liu - cliu@winthropicouchot.com

(2) counsel for the Trustee Debtors:

William Lobel - wlobel@thelobelfirm.com

(3) counsel for the Voluntary Debtors' Committee:

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(4) counsel for the Trustee Debtors' Committee:

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(5) Office of the United States Trustee:

Michael Hauser - michael.hauser@usdoj.govSusan Mosk - SMosk@oaklandcityattorney.orgLarry Jacobson - laj@jacobsonattorneys.comLouis Miller - smiller@millerbarondess.comMartin Pritikin - mpritikin@millerbarondess.comSteven N. Speier (Chapter 11 Trustee, c/o Squar Nilner) - sspeier@squarmilner.com; ca85@ecfbis.comEdward Soto - edward.soto@weil.com; odalys.smith@weil.com; lori.seavey@weil.comAllen Blaustein - Allen.Blaustein@weil.comCarrolynn H. G. Callari - ccallari@venable.comJohn Sieger - john.sieger@kattenlaw.comAtty for Bond Safeguard & Lexon - mea@amclaw.comPalmdale Hills Property, LLC and its related entities - bcook@suncal.com

In re:

PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,

Debtor(s).

Main Document Page 6 of 9

CHAPTER 11

CASE NUMBER 08-17206-ES

NOTE TO USERS OF THIS FORM:

- 1) Attach this form to the last page of a proposed Order or Judgment. Do not file as a separate document.
- 2) The title of the judgment or order and all service information must be filled in by the party lodging the order.
- 3) **Category I.** below: The United States trustee and case trustee (if any) will always be in this category.
- 4) **Category II.** below: List **ONLY** addresses for debtor (and attorney), movant (or attorney) and person/entity (or attorney) who filed an opposition to the requested relief. DO NOT list an address if person/entity is listed in category I.

NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled **ORDER (A) GRANTING JOINT MOTION OF LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE FOR APPROVAL OF STIPULATION BY AND BETWEEN LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. §§ 362, 363, 364, AND 507: (1) APPROVING SENIOR SECURED SUPERPRIORITY POSTPETITION FINANCING; (2) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; AND (3) MODIFYING AUTOMATIC STAY TO THE EXTENT NECESSARY AND (B) APPROVING STIPULATION BY AND BETWEEN LEHMAN ALI, INC. AND CHAPTER 11 TRUSTEE PURSUANT TO 11 U.S.C. §§ 362, 363, 364, AND 507: (1) APPROVING SENIOR SECURED SUPERPRIORITY POSTPETITION FINANCING; (2) GRANTING LIENS AND PROVIDING SUPERPRIORITY ADMINISTRATIVE EXPENSE STATUS; AND (3) MODIFYING AUTOMATIC STAY TO THE EXTENT NECESSARY** was entered on the date indicated as "Entered" on the first page of this judgment or order and will be served in the manner indicated below:

I. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s), the foregoing document was served on the following person(s) by the court via NEF and hyperlink to the judgment or order. As of **December 23, 2009**, the following person(s) are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email address(es) indicated below.

Service information continued on attached page

II. SERVED BY THE COURT VIA U.S. MAIL: A copy of this notice and a true copy of this judgment or order was sent by United States Mail, first class, postage prepaid, to the following person(s) and/or entity(ies) at the address(es) indicated below:

Service information continued on attached page

III. TO BE SERVED BY THE LODGING PARTY: Within 72 hours after receipt of a copy of this judgment or order which bears an "Entered" stamp, the party lodging the judgment or order will serve a complete copy bearing an "Entered" stamp by U.S. Mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following person(s) and/or entity(ies) at the address(es), facsimile transmission number(s) and/or email address(es) indicated below:

Service information continued on attached page

I. SERVED BY NEF**8:08-bk-17206-ES Notice will be electronically mailed to:**

- (1) *Selia M Acevedo for Counter-Defendant SJD Development Corp.
sacevedo@millerbarondess.com, mpritikin@millerbarondess.com; bprocel@millerbarondess.com*
- (2) *Joseph M Adams for Defendant The City of San Juan Capistrano
jadams@sycr.com*
- (3) *Raymond H Aver for Debtor Palmdale Hills Property, LLC
ray@averlaw.com*
- (4) *James C Bastian for Creditor ARB, Inc.
jbastian@shblp.com*
- (5) *John A Boyd for Interested Party Oliphant Golf Inc
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- (6) *Mark Bradshaw for Interested Party Courtesy NEF
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- (7) *Brendt C Butler for Creditor EMR Residential Properties LLC
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- (8) *Carollynn Callari for Creditor Danske Bank A/S London Branch
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- (9) *Dan E Chambers for Creditor EMR Residential Properties LLC
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- (12) *Vincent M Coscino for Petitioning Creditor CST Environmental Inc
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- (13) *Paul J Couchot for Debtor ACTON ESTATES, LLC
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- (15) *Ana Damonte for Creditor Top Grade Construction, Inc.
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- (17) *Daniel Denny for Interested Party Courtesy NEF
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- (18) *Caroline Djang for Creditor Lehman ALI, Inc.
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- (19) *Donald T Dunning for Creditor Hertz Equipment Rental Corporation
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- (20) *Joseph A Eisenberg for Creditor Lehman ALI, Inc.
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- (25) *Christian J Gascou for Creditor Arch Insurance Company
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- (26) *Barry S Glaser for Creditor County of Los Angeles
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- (27) *Robert P Goe for Attorney Robert Goe
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- (28) *Eric D Goldberg for Interested Party Courtesy NEF
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- (31) *Michael J Hauser for U.S. Trustee United States Trustee (SA)
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- (32) *D Edward Hays for Creditor Philip Dowse
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- (33) *Michael C Heinrichs for Interested Party Courtesy NEF
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- (34) *Harry D. Hochman for Creditor Lehman ALI, Inc.
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In re: Main Document Page 8 of 9
 PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,
 Debtor(s).

CHAPTER 11
 CASE NUMBER 08-17206-ES

- (35) Jonathan M Hoff for Interested Party Joint Provisional Liquidators of Lehman RE Ltd
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- (36) Michelle Hribar for Plaintiff EMR Residential Properties LLC
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- (38) Lawrence A Jacobson for Creditor BKF Engineers
 laj@cohenandjacobson.com
- (39) Stephen M Judson for Petitioning Creditor The Professional Tree Care Co
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- (40) David I Katzen for Interested Party Bethel Island Municipal Improvement District
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- (41) Christopher W Keegan for Creditor SC Master Holdings II LLC
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- (49) Robert C Martinez for Creditor TC Construction Company, Inc
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- (55) Mike D Neue for Trustee Steven Speier
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- (56) Robert Nida for Creditor Kirk Negrete, Inc
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- (57) Henry H Oh for 3rd Party Plaintiff Joint Provisional Liquidators of Lehman RE Ltd
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- (58) Sean A Okeefe for Debtor Palmdale Hills Property, LLC
 sokeefe@okeefelc.com
- (59) Robert B Orgel for Creditor Lehman ALL, Inc.
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- (60) Penelope Parmes for Creditor EMR Residential Properties LLC
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- (61) Ronald B Pierce for Creditor Griffith Company
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- (62) Katherine C Piper for Interested Party Anaverde, LLC
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- (63) Raymond A Policar for Creditor Williams+Paddon Architects+Planners, Inc.
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- (64) Cassandra J Richey for Creditor Patricia I Volkerts, as Trustee, et al
 cmartin@pprlaw.net
- (65) Debra Riley for Interested Party City of Palmdale
 driley@allenmatkins.com
- (66) Martha E Romero for Creditor San Bernardino County Tax Collector
 Romero@mromerolawfirm.com
- (67) John E Schreiber for Defendant Fenway Capital, LLC
 jschreiber@dl.com
- (68) William D Schuster for Creditor HD Supply Construction Supply LTD
 bills@allieschuster.org
- (69) Wendy W Smith for Creditor Castaic Union School District
 wendy@bindermalter.com
- (70) Steven M Speier for Trustee Steven Speier
 Sspeier@Squarmilner.com, ca85@ecfbis.com

In re:

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CHAPTER 11

PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,

Debtor(s).

CASE NUMBER 08-17206-ES

- (71) *Michael St James for Creditor MBH Architects, Inc.*
ecf@stjames-law.com
- (72) *James E Till for Trustee Steven Speier*
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- (73) *United States Trustee (SA)*
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- (74) *Jason Wallach for Interested Party Courtesy NEF*
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- (75) *Joshua D Wayser for Other Professional D. E. Shaw & Co., L.P.*
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pj@winthropicouchot.com
- (78) *David M Wiseblood for Creditor Bethel Island Municipal Improvement District*
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- (79) *Arnold H Wuhrman for Creditor Wayne Lee*
Wuhrman@serenitylls.com
- (80) *Dean A Ziehl for Creditor LV Pacific Point, LLC*
dziehl@pszjlaw.com, dziehl@pszjlaw.com

III. TO BE SERVED BY LODGING PARTY BY E-MAIL