

**FILED & ENTERED**  
**JAN 05 2010**  
CLERK U.S. BANKRUPTCY COURT  
Central District of California  
BY kent DEPUTY CLERK

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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.

10  
11 ###

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

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18  
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21  
22  
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24  
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., 11<sup>th</sup> 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.com](mailto:pcouchot@winthropicouchot.com)Marc J Winthrop - [pj@winthropicouchot.com](mailto:pj@winthropicouchot.com)Charles Liu - [cliu@winthropicouchot.com](mailto:cliu@winthropicouchot.com)

## (2) counsel for the Trustee Debtors:

William Lobel - [wlobel@thelobelfirm.com](mailto:wlobel@thelobelfirm.com)

## (3) counsel for the Voluntary Debtors' Committee:

Alan Friedman - [afriedman@irell.com](mailto:afriedman@irell.com)Kerri A Lyman - [klyman@irell.com](mailto:klyman@irell.com)

## (4) counsel for the Trustee Debtors' Committee:

Lei Lei Wang Ekvall - [lekvall@wglp.com](mailto:lekvall@wglp.com)Hutchison B Meltzer - [hmeltzer@wglp.com](mailto:hmeltzer@wglp.com)

## (5) Office of the United States Trustee:

Michael Hauser - [michael.hauser@usdoj.gov](mailto:michael.hauser@usdoj.gov)Susan Mosk - [SMosk@oaklandcityattorney.org](mailto:SMosk@oaklandcityattorney.org)Larry Jacobson - [laj@jacobsonattorneys.com](mailto:laj@jacobsonattorneys.com)Louis Miller - [smiller@millerbarondess.com](mailto:smiller@millerbarondess.com)Martin Pritikin - [mpritikin@millerbarondess.com](mailto:mpritikin@millerbarondess.com)Steven N. Speier (Chapter 11 Trustee, c/o Squar Nilner) - [sspeier@squarmilner.com](mailto:sspeier@squarmilner.com); [ca85@ecfbis.com](mailto:ca85@ecfbis.com)Edward Soto - [edward.soto@weil.com](mailto:edward.soto@weil.com); [odalys.smith@weil.com](mailto:odalys.smith@weil.com); [lori.seavey@weil.com](mailto:lori.seavey@weil.com)Allen Blaustein - [Allen.Blaustein@weil.com](mailto:Allen.Blaustein@weil.com)Carrolynn H. G. Callari - [ccallari@venable.com](mailto:ccallari@venable.com)John Sieger - [john.sieger@kattenlaw.com](mailto:john.sieger@kattenlaw.com)Atty for Bond Safeguard & Lexon - [mea@amclaw.com](mailto:mea@amclaw.com)Palmdale Hills Property, LLC and its related entities - [bcook@suncal.com](mailto:bcook@suncal.com)

In re:

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CHAPTER 11

PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,

Debtor(s).

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

In re:

PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,

Debtor(s).

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CHAPTER 11

CASE NUMBER 08-17206-ES

**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*  
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- (3) *Raymond H Aver for Debtor Palmdale Hills Property, LLC*  
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- (4) *James C Bastian for Creditor ARB, Inc.*  
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- (5) *John A Boyd for Interested Party Oliphant Golf Inc*  
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- (16) *Melissa Davis for Creditor City of Orange*  
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- (20) *Joseph A Eisenberg for Creditor Lehman ALI, Inc.*  
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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:

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CHAPTER 11

PALMDALE HILLS PROPERTY, LLC. AND ITS RELATED DEBTORS,

Debtor(s).

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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- (37) John J Immordino for Creditor Arch Insurance Co.  
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- (38) Lawrence A Jacobson for Creditor BKF Engineers  
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- (39) Stephen M Judson for Petitioning Creditor The Professional Tree Care Co  
sjudson@fablaw.com
- (40) David I Katzen for Interested Party Bethel Island Municipal Improvement District  
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- (53) James M Miller for Counter-Defendant SJD Development Corp.  
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- (54) Louis R Miller for Plaintiff Palmdale Hills Property, LLC  
smiller@millerbarondess.com
- (55) Mike D Neue for Trustee Steven Speier  
mneue@thelobelfirm.com, csolorzano@thelobelfirm.com
- (56) Robert Nida for Creditor Kirk Negrete, Inc  
Rnida@castlelawoffice.com
- (57) Henry H Oh for 3rd Party Plaintiff Joint Provisional Liquidators of Lehman RE Ltd  
henry.oh@dlapiper.com, bambi.clark@dlapiper.com
- (58) Sean A Okeefe for Debtor Palmdale Hills Property, LLC  
sokeefe@okeefelc.com
- (59) Robert B Orgel for Creditor Lehman ALL, Inc.  
rorgel@pszjlaw.com, rorgel@pszjlaw.com
- (60) Penelope Parmes for Creditor EMR Residential Properties LLC  
pparmes@rutan.com
- (61) Ronald B Pierce for Creditor Griffith Company  
ronald.pierce@sdma.com
- (62) Katherine C Piper for Interested Party Anaverde, LLC  
kpiper@steptoe.com
- (63) Raymond A Policar for Creditor Williams+Paddon Architects+Planners, Inc.  
hausermouzes@sbcglobal.net
- (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  
Speier@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.*  
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- (72) *James E Till for Trustee Steven Speier*  
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- (73) *United States Trustee (SA)*  
*ustpregion16.sa.ecf@usdoj.gov*
- (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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- (76) *Christopher T Williams for Creditor Danske Bank A/S London Branch*  
*ctwilliams@venable.com, jcontreras@venable.com*
- (77) *Marc J Winthrop for Debtor Palmdale Hills Property, LLC*  
*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*  
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- (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**