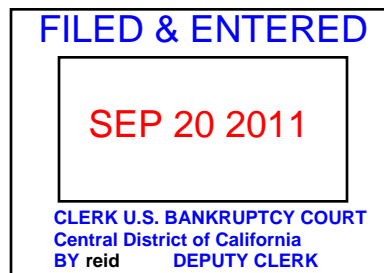


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11 Counsel for Chapter 7 Trustee
12 Thomas H. Casey

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

16 In re
17 PPA HOLDINGS, LLC, a California limited
18 liability company,
19 Debtor and
20 Debtor-in-Possession.

21 Case No. 8:09-bk-16353-ES
22 Chapter 7
23 (Jointly Administered with Case Nos.
24 8:09-bk-16355-ES; 8:09-bk-16358-ES;
25 8:09-bk-16361-ES; 8:09-bk-16363-ES;
26 8:09-bk-16367-ES; 8:09-bk-16369-ES;
27 8:09-bk-16371-ES; 8:09-bk-16372-ES;
28 8:09-bk-16378-ES; 8:09-bk-16380-ES;
8:09-bk-16383-ES; 8:09-bk-16385-ES;
8:09-bk-16386-ES; 8:09-bk-16388-ES;
8:09-bk-16390-ES; 8:09-bk-16393-ES;
8:09-bk-16395-ES; 8:09-bk-16396-ES;
8:09-bk-16399-ES; 8:09-bk-16402-ES; and
8:09-bk-16404-ES)

- 29 Affects All Debtors
- 30 Affects PPA HOLDINGS, LLC, a
31 California limited liability company
- 32 Affects PACIFIC PROPERTY
33 ASSETS, LLC, a California limited
34 liability company
- 35 Affects PPA RIVERSIDE
36 APARTMENTS, a California limited
37 liability company
- 38 Affects PACIFIC PROPERTY
39 ASSETS II, LLC, a California
40 limited liability company
- 41 Affects BELL COVE, LLC, a
42 California limited liability company
- 43 Affects COUNTRY CLUB
44 GREENS, LLC, a California limited
45 liability company
- 46 Affects SYCAMORE SHADOWS,
47 LLC, a California limited liability
48 company

49 **ORDER GRANTING CHAPTER 7**
50 **TRUSTEE'S MOTION FOR ORDER**
51 **AUTHORIZING AND APPROVING**
52 **SETTLEMENT WITH MORGAN LEWIS &**
53 **BOCKIUS LLP PURSUANT TO FEDERAL**
54 **RULE OF BANKRUPTCY PROCEDURE**
55 **9019**

56 **DATE: September 20, 2011**
57 **TIME: 10:30 a.m.**
58 **PLACE: Courtroom 5A**
59 **411 W. Fourth St.**
60 **Santa Ana, CA 92701**

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- 1 — Affects PPA ARIZONA I, LLC, a
2 Delaware limited liability company
- 3 — Affects PPA ARIZONA II, LLC, a
4 Delaware limited liability company
- 5 — Affects PPA VISTA VILLAGE, LLC,
6 an Arizona limited liability company
- 7 — Affects PPA TOWNE CENTER,
8 LLC, a California limited liability
company
- 9 — Affects SUNDANCER
10 APARTMENTS, LLC, a California
11 limited liability company
- 12 — Affects DOBSON SPRINGS, LLC,
13 an Arizona limited liability company
- 14 — Affects VILLA ROSE AVENUE,
15 LLC, a California limited liability
company
- 16 — Affects HARBOR VIEW
17 CONDOMINIUMS, LLC, a
18 California limited liability company
- 19 — Affects PPA OPPORTUNITY
20 FUND, LLC, a California limited
21 liability company
- 22 — Affects PPA EQUITIES, LLC, a
23 California limited liability company
- 24 — Affects PPA DESERT VIEW, LLC,
25 a California limited liability
26 company
- 27 — Affects RIDGEMONT
28 CONDOMINIUMS, LLC, a
California limited liability company
- Affects VILLA LAS BRISAS
CONDOMINIUMS, LLC, a
California limited liability company
- Affects 2130 GROUP
PARTNERSHIP, LLC, an Arizona
limited liability company
- Affects AAA INVESTMENT
PROPERTIES, LLC, an Arizona
limited liability company

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1 On September 20, 2011, at 10:30 a.m., in the above-captioned court, a hearing
2 was held on the *Chapter 7 Trustee's Motion for Order Authorizing and Approving*
3 *Settlement with Morgan Lewis & Bockius LLP Pursuant to Federal Rule of Bankruptcy*
4 *Procedure 9019* [Docket No. 1210] (the "Motion") filed by Thomas H. Casey, the chapter 7
5 trustee (the "Trustee") for the jointly administered bankruptcy estates (together, the
6 "Estates") of the above-captioned debtors. All appearances were as noted in the record.

7 This Court, having considered the Motion, all papers, pleadings and evidence filed
8 or offered in support thereof and in opposition thereto, the statements and arguments of
9 counsel and any oral testimony or other evidence made or presented on the record of the
10 hearing on the Motion, and such other laws, facts, circumstances and evidence as the
11 Court may have deemed appropriate; finding that notice of the hearing on the Motion and
12 service of the Motion were proper, and that the *Stipulation Resolving the Objection of*
13 *Thomas H. Casey, Chapter 7 Trustee, to the Final Fee Application of Morgan Lewis &*
14 *Bockius LLP* (the "Stipulation") attached as Exhibit "1" to the Motion is fair, reasonable,
15 adequate, and therefore is in the best interest of the Estates; and after due deliberation
16 and sufficient cause appearing therefor,

17 **IT IS HEREBY ORDERED** that:

- 18 1. The Motion is granted;
- 19 2. The Stipulation, the terms of which are incorporated herein by this reference,
20 is approved;
- 21 3. Fees and costs in the total amount of \$800,000.00 are allowed and awarded
22 to Morgan Lewis on a final basis (the "Final Fee Award");
- 23 4. Upon the entry of this Order (the "Effective Date"), and in no event later than
24 September 30, 2011, the Trustee is authorized and directed to pay the Final Fee Award to
25 Morgan Lewis in full and final payment, settlement and satisfaction of Morgan Lewis'
26 administrative expense claim(s) and/or any other Claims (as defined in the Stipulation)
27 against the Estates;
- 28

1 5. On the Effective Date, and subject to its receipt of the Final Fee Award,
2 Morgan Lewis, on behalf of itself, its successors and assigns, waives and releases any
3 and all Claims (as defined in the Stipulation) against the Trustee and the Estates;

4 6. Morgan Lewis shall not oppose the Trustee's motion for an order of the
5 Court authorizing the substantive consolidation of the Estates;

6 7. In the absence of the Court (i) approving this Stipulation, and (ii) ordering the
7 substantive consolidation of the Estates upon separate motion by the Trustee, the
8 Stipulation shall be null, void and of no force, effect or probative value; and

9 8. The Trustee is authorized to execute any documents or take any actions
10 reasonably necessary to effectuate the terms of the Stipulation.

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DATED: September 20, 2011


Eric A. Smith
United States Bankruptcy Judge

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:

650 Town Center Drive, Suite 950, Costa Mesa, California 92626

A true and correct copy of the foregoing document described as **ORDER GRANTING CHAPTER 7 TRUSTEE'S MOTION FOR ORDER AUTHORIZING AND APPROVING SETTLEMENT WITH MORGAN LEWIS & BOCKIUS LLP PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019** 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 **September 20, 2011**, 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.

The Hon. Erithe Smith, United States Bankruptcy Court, 411 E. 4th Street, Santa Ana, CA 92701

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.

9/20/11
Date

Margaret Sciesinski
Type Name

/s/ Margaret Sciesinski
Signature

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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 (*specify*) **ORDER GRANTING CHAPTER 7 TRUSTEE'S MOTION FOR ORDER AUTHORIZING AND APPROVING SETTLEMENT WITH MORGAN LEWIS & BOCKIUS LLP PURSUANT TO FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019** 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 **September 20, 2011**, 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:

PPA Holdings LLC, 3626 E. Pacific Coast Hwy, Long Beach, CA 90804

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

SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")

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