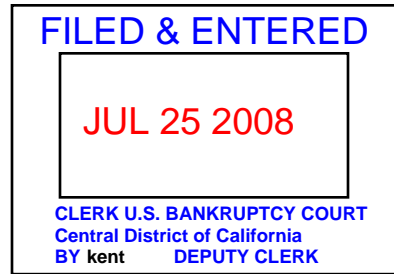


1 PAUL J. COUCHOT State Bar No. 131934  
2 **WINTHROP COUCHOT**  
3 **PROFESSIONAL CORPORATION**  
4 660 Newport Center Drive, Fourth Floor  
Newport Beach, CA 92660  
Telephone: (949) 720-4100  
Facsimile: (949) 720-4111



5 [Proposed] General Insolvency Counsel for  
6 Debtor and Debtor-in-Possession

7  
8 **UNITED STATES BANKRUPTCY COURT**  
9 **CENTRAL DISTRICT OF CALIFORNIA**  
10 **SANTA ANA DIVISION**

11 In re:  
12 CAMEO HOMES, INC., a California  
13 corporation,  
14 Debtor and  
15 Debtor-in-Possession.

Case No. **8:08-13151-RK**

Chapter 11

**ORDER GRANTING MOTION OF CAMEO  
HOMES FOR ORDER APPROVING THE  
SALE OF CERTAIN PARTNERSHIP  
INTERESTS PURSUANT TO 11 U.S.C. § 363**

DATE: July 25, 2008  
TIME: 2:00 P.M.  
CTRM: 5D

18  
19 On July 25, 2008, the Court held a hearing on the “Motion of Cameo Homes for Order  
20 Approving the Sale of Certain Partnership Interests Pursuant To 11 U.S.C. § 363; Declarations Of  
21 James C. Gianulias And Shawn Conerty In Support Thereof” (the “Motion”)<sup>1</sup> filed by Cameo  
22 Homes, the above-captioned debtor (“Cameo” or “Debtor”).

23 Paul J. Couchot of Winthrop Couchot Professional Corporation appeared on behalf of the  
24 Debtor. William N. Lobel of Irell & Manella LLP appeared on behalf of James C. Gianulias. All  
25 other appearances were as noted in the record of the hearing.

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28 <sup>1</sup> Terms not defined herein have the meaning set forth in the Motion.

1 After considering the arguments made in the Motion, the Memorandum of Points and  
2 Authorities, the Declarations of James Gianulias, Shawn Conerty and John McFadden, the  
3 oppositions to the Motion filed by Wachovia Bank National Association and California National  
4 Bank, the Debtor's response thereto, and the arguments made by counsel at the hearing, this Court  
5 hereby finds that: (a) notice of the Motion was adequate and appropriate under the circumstances;  
6 (b) the oppositions to the Motion are overruled; and (c) other good cause exists for the relief  
7 requested in the Motion,

8 **IT IS HEREBY:**

9 **ORDERED** that the Motion is granted; and it is further

10 **ORDERED** that the *Contribution Agreement* (the "Contribution Agreement") is approved;  
11 it is further

12 **ORDERED** that Mr. Gianulias, the debtor in Chapter 11 Case No. 8:08-13150-RK ("Mr.  
13 Gianulias") is authorized to transfer 49% of his current partnership interests (the "Partnership  
14 Interests") in Murrieta 144 Apartments, LP and Murrieta 492, LP (the "Partnerships")<sup>2</sup> to APW  
15 Avenue Group, Ltd. (APW) (the "Purchaser"); and it is further

16 **ORDERED** that Cameo Homes, the Debtor and Debtor in Possession herein ("Cameo"  
17 and, collectively with Mr. Gianulias, the "Debtors"), as the sole member of 144 Apartments, LLC  
18 and 492 Apartments, LLC (the "General Partners"), is authorized to consent to the transfer of the  
19 General Partners' 1% interest in the Partnerships to the Purchaser, at which time the Purchaser will  
20 replace the General Partners as the general partners of the Partnerships; and it is further

21 **ORDERED** that the Purchaser is a good faith purchaser within the meaning of section  
22 363(m) of the Bankruptcy Code; and it is further

23 **ORDERED** that the 10-day stay provided for in Bankruptcy Rule 6004(h) is waived; and  
24 it is further

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28 <sup>2</sup> Mr. Gianulias currently owns 74% of Murrieta 492, LP and 74% of Murrieta 144 Apartments, LP.

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**ORDERED** that the Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

###

DATED: July 25, 2008

  
United States Bankruptcy Judge

**CERTIFICATE OF SERVICE**

I, P.J. Marksbury, declare and state:

I am employed in the County of Orange, State of California. I am over the age of 18 and not a party to the within action. My business address is 660 Newport Center Dr., 4<sup>th</sup> Floor, Newport Beach, California 92660-6324.

On July 25, 2008, I served the foregoing document described as **ORDER GRANTING MOTION OF JAMES C. GIANULIAS FOR ORDER APPROVING THE SALE OF CERTAIN PARTNERSHIP INTERESTS PURSUANT TO 11 U.S.C. § 363** on each interested party, as stated as follows:

<p><u>Michael.hauser@usdoj.gov</u> Office of United States Trustee Attn: Michael Hauser, Esq. 411 W. Fourth Street, #9041 Santa Ana, CA 92701-4593</p>	<p>First class mail Cameo Homes c/o James C. Gianulias 1105 Quail Street Newport Beach, CA 92660</p>
<p>afriedman@irell.com lgauthier@irell.com Irell &amp; Manella</p>	<p>Joshua.wayser@kattenlaw.com</p>
<p>mhouston@reedsmith.com crivass@reedsmith.com</p>	

by the following means:

<input checked="" type="checkbox"/>	<p><b>BY ELECTRONIC MAIL:</b> On the date set forth above, from Newport Beach, California, I caused each such document to be transmitted electronically to the parties at the e-mail address indicated. To the best of my knowledge, the transmission was reported as complete, and no error was reported that the electronic transmission was not completed. A return receipt was requested at the time of the transmission of each such document and I did not receive a notice of failure of receipt of each such document.</p>
<input checked="" type="checkbox"/>	<p><b>BY MAIL:</b> I placed a true copy in a sealed envelope addressed as indicated above, on the above-mentioned date. I am familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same date with postage thereon fully prepaid at Newport Beach, California in the ordinary course of business I am aware that on motion of party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.</p>
<input checked="" type="checkbox"/>	<p>I am employed in the office of Winthrop Couchot Professional Corporation; Paul J. Couchot is a member of the bar of this court.</p>
<input checked="" type="checkbox"/>	<p><b>(FEDERAL)</b> I declare under penalty of perjury that the foregoing is true and correct.</p>

Executed on July 25, 2008, at Newport Beach, California.

I declare under penalty of perjury that the foregoing is true and correct.

/s/ PJ Marksbury  
PJ Marksbury

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**SERVICE LIST FOR NOTICE OF ENTRY OF ORDER**

**SERVED ELECTRONICALLY**

**VIA FIRST-CLASS MAIL**

- Jess R Bressi jbressi@coxcastle.com
- Frank Cadigan frank.cadigan@usdoj.gov
- Paul J Couchot pcouchot@winthropcouchot.com,  
pj@winthropcouchot.com
- David K Eldan malvarado@pmcos.com
- Robert P Goe kmurphy@goeforlaw.com
- Marsha A Houston mhouston@reedsmith.com
- Penelope Parmes pparmes@rutan.com
- Steven G Polard spolard@perkinscoie.com
- Derrick Talerico dtalerico@loeb.com,  
kpresson@loeb.com;ljurich@loeb.com
- United States Trustee (SA)  
ustpreion16.sa.ecf@usdoj.gov
- Matthew S Walker  
matthew.walker@pillsburylaw.com,  
sue.hodges@pillsburylaw.com,  
pamela.breeden@pillsburylaw.com
- Joshua D Wayser joshua.wayser@kattenlaw.com

Cameo Homes  
c/o James C. Gianulias  
1105 Quail Street  
Newport Beach, CA 92660

**CERTIFICATE OF SERVICE**District/off: 0973-8  
Case: 08-13151User: admin  
Form ID: pdf031Page 1 of 1  
Total Served: 23

Date Rcvd: Jul 25, 2008

The following entities were served by first class mail on Jul 27, 2008.

db +Cameo Homes, 1105 Quail St, Newport Beach, CA 92660-2705  
 aty +David K Eldan, 555 S Flower St 30th Fl, Los Angeles, CA 90071-2300  
 aty +Derrick Talerico, 10100 Santa Monica Blvd, Los Angeles, CA 90067-4003  
 aty +Frank Cadigan, 411 W 4th St Ste 9041, Santa Ana, CA 92701-8000  
 aty +Jess R Bressi, 19800 MacArthur Blvd Ste 500, Irvine, CA 92612-2480  
 aty Joshua D Wayser, Katten Muchin Rosenman LLP, 2029 Century Park East Ste 2600,  
 Los Angeles, CA 90067-3012  
 aty +Lori Scott, 1301 Fifth Ave Ste 3100, Seattle, WA 98101-2649  
 aty +Marsha A Houston, 355 S Grand Ave Ste 2900, Los Angeles, CA 90071-1514  
 aty +Matthew S Walker, 12255 El Camino Real Ste 300, San Diego, CA 92130-4088  
 aty +Paul J Couchot, Winthrop Couchot PC, 660 Newport Ctr Dri Ste 400,  
 Newport Beach, CA 92660-6427  
 aty +Penelope Parmes, Rutan & Tucker LLP, 611 Anton Blvd Fourteenth Flr,  
 Costa Mesa, CA 92626-7005  
 aty +Robert P Goe, Goe & Forsythe, LLP, 660 Newport Center Drive, Suite 320,  
 Newport Beach, Ca 92660-6499  
 aty +Steven G Polard, 1620 26th St Ste 600 S Tower, Santa Monica, CA 90404-4075  
 ust +United States Trustee (SA), 411 W Fourth St., Suite 9041, Santa Ana, CA 92701-8000  
 ptcrd +California National Bank, 221 South Figueroa Street, Los Angeles, CA 90012-2524  
 ptcrd +Famille Holdings L.P., 27675 Chapala, Mission Viejo, CA 92692-1236  
 cr Housing Capital Company, Loeb & Loeb LLP, 10100 Santa Monica Blvd Ste 2200,  
 Los Angeles, CA 90067-4120  
 intp +Lucas Companies, Robert P. Goe, GOE & FORSYTHE, LLP, 660 Newport Center Drive, Suite 320,  
 Newport Beach, CA 92660-6499  
 ptcrd +M.W. Housing Partners III LP, c/o Perkins Coie LLP, 1620 26th St 6th FL,  
 Santa Monica, CA 90404-4013  
 cr +Marilyn Robbins Gianulias, c/o Rutan & Tucker LLP, 611 Anton Blvd Ste 1400,  
 Costa Mesa, CA 92626-1931  
 cr +PNC Bank, National Association, Polsinelli Shalton Flanigan Suelthaus PC, Daniel J Flanigan,  
 700 W 47th St Ste 1000, Kansas City, MO 64112-1805  
 cr +Pacific Western Bank, c/o David K. Eldan, Esq., Parker, Milliken, et al.,  
 555 S. Flower St., 30th Fl., Los Angeles, CA 90071-2300  
 cr Wachovia Bank, National Association, c/o Reed Smith LLP, 355 South Grand Avenue, Suite 2900,  
 Los Angeles, CA 90071-1514

The following entities were served by electronic transmission.  
 NONE.

TOTAL: 0

\*\*\*\*\* BYPASSED RECIPIENTS (undeliverable, \* duplicate) \*\*\*\*\*  
 cr BANK OF THE WEST

TOTALS: 1, \* 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.  
 USPS regulations require that automation-compatible mail display the correct ZIP.

**I, Joseph Speetjens, declare under the penalty of perjury that I have served the attached document on the above listed entities in the manner shown, and prepared the Certificate of Service and that it is true and correct to the best of my information and belief.**

**Meeting of Creditor Notices only (Official Form 9): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.**

Date: Jul 27, 2008

Signature: 