

IN UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE

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In re : Chapter 11
Fairfield Residential LLC, et al.,1 : Case No. 09-14378 (BLS)
Debtors. : (Jointly Administered)
----- X Re: Docket No. 206

ORDER GRANTING MOTION OF DEBTORS AND DEBTORS-IN-POSSESSION
FOR ENTRY OF AN ORDER ESTABLISHING BAR DATES FOR FILING
PROOFS OF CLAIM AND APPROVING FORM, MANNER AND
SUFFICIENCY OF NOTICE THEREOF

This matter coming before the Court on the Motion of Debtors and Debtors-in-Possession
for Entry of an Order Establishing Bar Dates for Filing Proofs of Claim and Approving Form,
Manner and Sufficiency of Notice Thereof (the "Motion"), filed by the above-captioned debtors
and debtors-in-possession (collectively, the "Debtors" and each a "Debtor"); the Court having
reviewed the Motion; the Court finding that (a) the Court has jurisdiction over this matter
pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C.

1 The Debtors are the following 15 entities (the last four digits of their respective taxpayer
identification numbers follow in parentheses): Fairfield Residential LLC, a Delaware limited
liability company (8277), Fairview Homes, Inc., a Delaware corporation (9930), FF
Development L.P., a Delaware limited partnership (2310), FF Properties L.P., a Delaware
limited partnership (5355), Fairview Residential LLC, a Delaware limited liability company
(5416), FF Realty LLC, a Delaware limited liability company (5941), Fairfield Financial A LLC,
a Delaware limited liability company (7014), FF Investments LLC, a Delaware limited liability
company (7066), Fairview Investments LLC, a Delaware limited liability company (9605),
Fairfield Affordable Housing LLC, a Delaware limited liability company (7111), FF
Development, Inc., a Delaware corporation (2308), FF Properties, Inc., a Delaware corporation
(5354), Fairview Residential L.P., a Delaware limited partnership (9788), Fairview Residential
WA LLC, a Delaware limited liability company (9703) and Fairview Residential CA L.P., a
Delaware limited partnership (9972). The mailing address of each of the Debtors is 5510
Morehouse Drive, Suite 200, San Diego, California 92121.



§ 157(b)(2), (c) notice of the Motion was given in accordance with Rule 2002-1(e) of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”) and no other or further notice need be provided, and (d) capitalized terms not otherwise defined herein have the meanings ascribed to them in the Motion; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors and their estates; and after due deliberation and sufficient cause appearing therefor,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. As used herein, (a) the term “claim” has the meaning given to it in section 101(5) of title 11 of the United States Code, §§ 101-1532, (as amended, the “Bankruptcy Code”), (b) the term “entity” has the meaning given to it in section 101(15) of the Bankruptcy Code and (c) the term “governmental unit” has the meaning given to it in section 101(27) of the Bankruptcy Code.
3. The forms of the Bar Date Notice, the Proof of Claim Form, and the manner of providing notice of the Bar Dates proposed in the Motion, are approved in all respects pursuant to Bankruptcy Rules 2002(a)(7) and 2002(l) and Local Rule 2002-1(e). The form and manner of notice of the Bar Dates approved herein are deemed to fulfill the notice requirements of the Bankruptcy Rules and the Local Rules. Accordingly, the Debtors are authorized to serve the Bar Date Notice Package in the manner described herein and to post a copy of the Bar Date Notice in the mail room, elevator bank or other company locations or any property where one of the Debtors acts as the property manager for such party.

4. As soon as practicable, but in any event no later than five (5) business days after the date that the Court enters this Order, the Debtors, through Kurtzman Carson Consultants LLC (“KCC”), shall serve the Bar Date Notice Package by first class United States mail, postage prepaid, on all known entities holding potential prepetition claims and their counsel (if known), all parties that have requested notice in these cases, the Office of the United States Trustee and all taxing authorities for the jurisdictions in which the Debtors conduct business.

5. Except as provided herein, any entity, excluding governmental units, holding a prepetition claim against one or more of the Debtors must file a proof of claim in accordance with the procedures described herein by the General Bar Date. **The General Bar Date shall be fixed as March 15, 2010 at 5:00 p.m. (prevailing Eastern time).** The General Bar Date shall be identified in the Bar Date Notice. Except as provided herein, the General Bar Date applies to all entities holding claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to the Petition Date.

6. Except as provided herein, any governmental units, holding a prepetition claim against one or more of the Debtors must file a proof of claim in accordance with the procedures described herein by the Governmental Bar Date. **The Governmental Bar Date shall be fixed as June 11, 2010 at 5:00 p.m. (prevailing Eastern time).** The Governmental Bar Date shall be identified in the Bar Date Notice. Except as provided herein, the Governmental Bar Date applies to all entities holding claims against the Debtors (whether secured, unsecured priority or unsecured nonpriority) that arose prior to the Petition Date.

7. The following entities whose claims otherwise would be subject to the General Bar Date or the Governmental Bar Date shall not be required to file proofs of claim in these chapter 11 cases:

(a) any entity that already has properly filed a proof of claim against one or more of the Debtors in accordance with the procedures described herein and in the Motion;

(b) any entity (i) whose claim against a Debtor is not listed as disputed, contingent or unliquidated in the Schedules and (ii) that agrees with the nature, classification and amount of its claim as identified in the Schedules;

(c) any entity whose claim against a Debtor previously has been allowed by, or paid pursuant to, an order of this Court; and

(d) any of the Debtors that hold claims against one of the other Debtors.

8. Any entity holding a Rejection Damages Claim arising from the rejection of an executory contract or unexpired lease pursuant to an order entered by this Court shall be required to file a proof of claim in respect of such Rejection Damages Claim in accordance with the procedures described herein by the Rejection Bar Date. The Rejection Bar Date shall be the later of (a) the General Bar Date and (b) 30 days after the date of the applicable Rejection Order.

9. The Debtors shall retain the right to (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to nature, amount, liability, classification or otherwise; and (b) subsequently designate any claim as disputed, contingent or unliquidated; provided, however, that if a Debtor amends its Schedules to reduce the undisputed, noncontingent and liquidated amount or to change the nature or

classification of a claim against any Debtor, the affected claimant is required to file a proof of claim or amend any previously filed proof of claim in respect of the amended scheduled claim in accordance with the procedures described herein by the Amended Schedule Bar Date. The Amended Schedule Bar Date shall be the later of (a) the General Bar Date and (b) 20 days after the date that notice of the applicable amendment to the Schedules is served on the claimant. To the extent the Debtors amend their Schedules relating to the claim of any creditor, and in accordance with Local Rule 1009-2, the Debtors shall serve notice of both the amendment and the Amended Schedule Bar Date on such affected creditor.

10. Subject to the provisions set forth herein for holders of claims subject to the Rejection Bar Date or the Amended Schedule Bar Date, the following entities must file proofs of claim on or before the General Bar Date or Governmental Bar Date, as applicable:

(a) any entity whose prepetition claim against a Debtor is not listed in the applicable Debtor's Schedules or is listed as disputed, contingent or unliquidated and that desires to participate in these chapter 11 cases or share in any distribution in these chapter 11 cases; and

(b) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules.

11. Any entity asserting claims against more than one Debtor must file a separate proof of claim with respect to each such Debtor. In addition, any entity filing a proof of claim must identify on its proof of claim form the particular Debtor against which its claim is asserted.

12. Pursuant to Bankruptcy Rule 3003(c)(2), any entity that is required to file a proof of claim in these chapter 11 cases pursuant to the Bankruptcy Code, the Bankruptcy Rules or this Order with respect to a particular claim against any of the Debtors, but that fails to properly do so by the applicable Bar Date, shall be forever barred, estopped and enjoined from: (a) asserting any timely claim against the Debtors that the entity has that (i) is not set forth in the Debtors' Schedules, (ii) is in an amount that exceeds the amount, if any, that is identified in the Schedules on behalf of such entity as undisputed, noncontingent and liquidated or (iii) is of a different nature or a different classification than any claim identified in the Schedules on behalf of such entity (any such claim being referred to herein as an "Unscheduled Claim"); or (b) voting upon, or receiving distributions under, any plan or plans of reorganization or liquidation in these chapter 11 cases in respect of an Unscheduled Claim.

13. The Debtors shall serve on all known entities holding potential prepetition claims: (a) the Bar Date Notice, substantially in the form attached to the Motion as Exhibit A; and (b) a Proof of Claim Form, substantially in the form attached to the Motion as Exhibit B.

14. The Debtors shall post a copy of the Bar Date Notice in the mail room, elevator bank or other company location on any property where any of the Debtors acts as the property manager for the property.

15. For any proof of claim to be validly and properly filed, a signed original of the completed proof of claim, together with any accompanying documentation required by Bankruptcy Rules 3001(c) and 3001(d), must be delivered to KCC at the address identified on the Bar Date Notice so as to be received no later than 5:00 p.m., prevailing Eastern time, on the applicable Bar Date. Proofs of claim may be submitted in person, by courier service, hand delivery or mail. Proofs of claim submitted by facsimile or e-mail shall be deemed not filed.

Proofs of claim shall be deemed filed when actually received by KCC. If a creditor wishes to receive acknowledgement of KCC's receipt of a proof of claim, the creditor also must submit to KCC by the applicable Bar Date and concurrently with submitting its original proof of claim (a) a copy of the original proof of claim and (b) a self-addressed, stamped return envelope.

16. This Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Dated: Feb. 1, 2010
Wilmington, Delaware


THE HONORABLE BRENDAN L. SHANNON
UNITED STATES BANKRUPTCY JUDGE