

UNITED STATES BANKRUPTCY COURT  
MIDDLE DISTRICT OF FLORIDA  
TAMPA DIVISION

In re: Chapter 11  
ODYSSEY PROPERTIES III, LLC, Case No. 8:10-bk-18713-CPM  
et al.,  
Debtors. (Jointly Administered with case  
8:10-bk-18721-CPM)

CENTURY/AG – AVONDALE, LLC, Case No. 8:10-bk-18721-CPM  
Applicable Debtor.

**ORDER CONFIRMING  
DEBTOR’S PLAN OF LIQUIDATION**

THIS CASE came on for hearing to consider confirmation of the Amended and Restated Plan of Liquidation for Century/AG – Avondale, LLC [Doc. No. 590] (the “**Plan**”). The Court expressly finds that the Plan meets all of the applicable requirements of Section 1129(a) of the Bankruptcy Code, that notice of the confirmation hearing to parties in interest was sufficient and that it complied with the applicable Bankruptcy Rules. The Court expressly finds that notice of the Plan and the deadlines for confirmation was adequate and sufficient under the circumstances to notify all parties in interest and creditors and that such notice complied in all respects with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of this Court, and otherwise satisfied the requirements of due process. The Court further finds that appropriate affidavits of mailing and certificates of service were then filed in the Record with respect to such notice.

At the hearing, counsel for the Debtor announced that the definition of “Flagstar Additional Parcel,” as set forth in Article 2.1.1 of the Plan, is hereby deemed modified to correct a scrivener’s error such that it now states as follows:

“Flagstar Additional Parcel” means that certain parcel of real property having a physical address of 139 Oak Street, Tax ID 15 249 14 025.

For the reasons stated orally and recorded in open court, which shall constitute the decision of the Court, it is

**ORDERED** that

1. The Plan, as modified herein, is hereby confirmed in all respects; provided, however, the Court reserves ruling on the appropriateness of the exculpation provisions in Article 11.2 of the Plan pending, within thirty (30) days of the entry of the Order, either: (1) the submission of a supplemental agreed order by counsel for the Debtor and the U.S. Trustee, or (2) the submission of briefs on the appropriateness of such exculpation provisions. Under no circumstances shall the reservation of the issue of the exculpation provisions delay the effectiveness of this Order and the consummation of the Plan.

2. The Plan, as modified herein, complies with all applicable provisions of Section 1129(a) of the Bankruptcy Code.

3. The Plan and its provisions shall be and hereby are binding upon the Debtor, all Creditors and all Holders of Interests of the Debtor (whether or not the Claim or Interest of such Creditors or Interest Holders is impaired under the Plan and whether or not such Creditors or Interest Holders have accepted the Plan), all parties to any

executory contract or unexpired lease of the Debtor, all other parties in interest, and the respective successors and assigns of each of the foregoing.

4. All settlements, agreements and compromises provided for under the Plan, and all transactions, documents, instruments and agreements referred to therein, contemplated thereunder or executed and delivered therewith, and any amendments or modifications thereto in substantial conformity therewith, are hereby approved and the Debtor and other parties thereto are authorized and directed to enter into them and to perform thereunder according to their respective terms.

5. The Debtor's transfers of the Flagstar Parcels, the Flagstar Additional Parcel, the Cleveland Parcels, and the McCann Parcel (collectively, the "**Parcels**") to the applicable Secured Creditor, in full and complete satisfaction of the respective Secured Creditor's Allowed Secured Claims against the Debtor, as set forth in the Plan, are hereby approved in all respects, free and clear of all liens, claims, interests, and encumbrances whatsoever, other than outstanding ad valorem and non ad valorem taxes, which shall be paid by the applicable Secured Creditor or its designee, as well as nonmonetary recordings, e.g., easements, if any.

6. The transfers of the Parcels by the Debtor are in contemplation of, necessary conditions precedent and essential to, and necessary to consummate and implement the confirmation of the Plan in this case and, accordingly, constitute transfers to which Section 1146(a) of the Bankruptcy Code applies. The Debtor and Secured Creditors shall be entitled to any and all rights and benefits that may be afforded to them by Section 1146(a) of the Bankruptcy Code. Pursuant to Section 1146(a) of the

Bankruptcy Code, the sales or transfers of the Parcels or the making, delivery or recording of any instrument of transfer pursuant to, in implementation of or as contemplated by the Plan, or the revesting, transfer or sale of any real or personal property of, by or in the Debtor pursuant to, in implementation of or as contemplated by the Plan, or any transaction arising out of, contemplated by or in any way related to the foregoing, shall not be subject to any document recording tax, stamp tax, conveyance fee, intangible or similar tax, mortgage tax, stamp act, real estate transfer tax, mortgage recording tax, Uniform Commercial Code filing or recording fee, or other similar tax or governmental assessment, and the appropriate state or local governmental officials or agents shall be, and hereby are, directed to accept and abide by the terms of this Order and to forego the collection of any such tax or governmental assessment and to accept for filing and recording any of the foregoing instruments or other documents without the payment of any such tax or governmental assessment.

7. A copy of this confirmation order shall be served by BNC on all creditors of the Debtor and parties in interest set forth in the Court's mailing matrix for this case.

**DONE and ORDERED** at Tampa, Florida, on September 11, 2012.



Catherine Peek McEwen  
United States Bankruptcy Judge

Copy furnished to all creditors