

Shreveport Industrial Park, LLC (“IPofA Shreveport” and, collectively with the 1031 Debtors, the “Debtors”), for entry of an order approving the Disclosure Statement for the First Amended Plan of Reorganization of Gerard A. McHale, Jr., as Chapter 11 Trustee for each of the 1031 Debtors, and IPofA Shreveport Industrial Park, LLC, dated July 10, 2009 (as it may be amended, supplemented or otherwise modified, the “First Disclosure Statement”); and granting related relief regarding the First Amended Chapter 11 Plan of Reorganization of Gerard A. McHale, Jr., as Chapter 11 Trustee for each of the 1031 Debtors, and IPofA Shreveport Industrial Park, LLC, dated July 10, 2009 (as it may be amended, supplemented or otherwise modified the “First Plan”);² and the Proponents having filed with the United States Bankruptcy Court for the Southern District of New York (the “Court”) the Plan and Disclosure Statement; and the Proponents having filed with the Court the Second Amended Disclosure Statement Pursuant to Section 1125 of the Bankruptcy Code with Respect to the Amended Joint Plan of Reorganization of Gerard A. McHale, Jr., as Chapter 11 Trustee for Each of the 1031 Debtors, and IPofA Shreveport Industrial Park, LLC dated as of August 11, 2009 (as it may be amended, supplemented or otherwise modified, the “Disclosure Statement”) and the Second Amended Chapter 11 Plan of Reorganization of Gerard A. McHale, Jr., as Chapter 11 Trustee for Each of the 1031 Debtors, and IPofA Shreveport, LLC dated as of August 11, 2009 (as it may be amended, supplemented or otherwise modified, the “Plan”); and the Court having considered the objections to the Motion and to the Disclosure Statement (collectively, the “Objections”); and on August 13, 2009, the Court having held a hearing on the Motion and the Objections (the “Disclosure Hearing”); and it appearing that notice of the Motion, the Disclosure Statement and the Disclosure Hearing was good and sufficient under the particular circumstances and that no

² Unless otherwise defined, capitalized terms used herein shall have the same meanings as that ascribed to them in the Plan.

other or further notice need be given; and the Court having considered the arguments of counsel made at and the record of the Hearing; and after due deliberation thereon, and good cause appearing therefore, it is hereby

ORDERED, ADJUDGED AND DECREED THAT:

1. The Objections are OVERRULED and the Motion is GRANTED as provided herein.
2. Approval of Disclosure Statement. The Disclosure Statement contains “adequate information” within the meaning of section 1125 of the Bankruptcy Code and is hereby approved in all respects pursuant thereto. The Disclosure Statement may be amended or modified to incorporate immaterial modifications, fill in blanks and reflect any modifications that Proponents determine do not materially affect the rights of any party in interest. The Proponents are hereby authorized, pursuant to section 1125 of the Bankruptcy Code and as set forth herein, to solicit acceptances or rejections of the Plan from the holders of impaired Claims against the Debtors who are entitled to vote on the Plan.
3. Classes Deemed to Accept. The holders of Claims in Class 2 are not impaired and shall be deemed to have accepted the Plan. The Proponents are not required to solicit votes on the Plan from the holders of Claims in Class 2.
4. Classes Deemed to Reject. The holders of Interests in Class 4 shall be deemed to have rejected the Plan. The Proponents are not required to solicit votes on the Plan from the holders of Interests in Class 4.
5. Non-Voting Claims. Only holders of Claims in Classes 1 and 3 under the Plan shall be entitled to vote on the Plan. However, the holders of Claims in Classes 1 and 3 shall be not be entitled to vote on the Plan to the extent that such holder holds a Claim (or portion

thereof) as to which an objection has been filed by September 14, 2009 (collectively, the “Non-Voting Claims”); provided, however, that Non-Voting Claims shall not include (a) those Claims for which a Rule 3018 Motion (defined herein) has been made by the holder of such Claim and granted by the Court, or (b) those Claims for which an objection has been filed and a Final Order has been entered allowing such Claim in whole or in part. Pursuant to sections 105(a) and 502(a) of the Bankruptcy Code, any Non-Voting Claim shall be ineligible to vote on the Plan and such Claim shall not be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met. The holders of Non-Voting Claims shall not be entitled to receive notices regarding the Plan other than the Confirmation Hearing Notice (defined herein).

6. Deadline and Procedures for Temporary Allowance of Claims for Voting Purposes. The deadline for filing and serving motions pursuant to Bankruptcy Rule 3018(a) seeking temporary allowance of claims for the purpose of accepting or rejecting the Plan (“Rule 3018(a) Motions”) shall be September 22, 2009 at 4:00 p.m. (Prevailing Eastern Time) (the “Rule 3018(a) Motion Deadline”).

7. In order to be considered, Rule 3018(a) Motions must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules of the Court (the “Local Rules”); (c) set forth the name of the party asserting the Rule 3018(a) Motion and the nature and amount of the claim asserted by movant against the applicable Debtor; (d) state with particularity the legal and factual bases for the Rule 3018(a) Motion; (e) be filed with the Court (with two copies delivered to the Chambers of the Honorable Martin Glenn); and (f) be served upon the following parties (collectively, the “Notice Parties”): (i) Golenbock Eiseman Assor Bell & Peskoe LLP, 437 Madison Avenue, New York, New York 10022 (Attn.: Jonathan L. Flaxer, Esq.), (ii) the Office of the United States Trustee, 33 Whitehall Street, Suite 2100,

New York, NY 10004 (Attn.: Andrew Velez-Rivera, Esq.), and (iii) Cozen O'Connor, 1201 N. Market Street – Ste. 1400, Wilmington, DE 19801, (Attn: Mark E. Felger, Esq.)(the foregoing subparts (e) and (f) are referred to collectively hereafter as the “Standard Notice Procedures”). Rule 3018(a) Motions must be filed with the Court and served on the Notice Parties so as to be received no later than the Rule 3018(a) Motion Deadline. Rule 3018(a) Motions not timely filed and served in accordance with the foregoing provisions shall not be considered by the Court and shall be overruled.

8. Any holder of a Class 1 or 3 Claim who timely files and serves a Rule 3018(a) Motion shall be provided a Ballot (defined herein) and shall be permitted to cast a provisional vote to accept or reject the Plan on or before the Voting Deadline (defined herein), pending a final determination by the Court. If, and to the extent that, Proponents and such party are unable to resolve the issues raised by the Rule 3018(a) Motion prior to such Voting Deadline, such Rule 3018(a) Motion shall be considered by the Court at the Confirmation Hearing (defined herein), and the Court shall determine whether the provisional Ballot should be counted as a vote on the Plan and, if so, the amount, if any, in which the party filing the Rule 3018(a) Motion shall be entitled to vote.

9. Transmittal of Confirmation Hearing Notice, Solicitation Packages (Including Ballots). On or before August 24, 2009, Proponents shall mail or cause to be mailed by first class mail to all known creditors of the Debtors and all other entities required to be served under Bankruptcy Rules 2002 and 3017, notice of, *inter alia*, the Confirmation Hearing (defined herein) substantially in the form attached hereto as **Exhibit A** (the “Confirmation Hearing Notice”), which form is hereby approved.

10. Ballots in substantially the form annexed hereto as **Exhibits B** and **C** (the “Ballots”) are hereby approved. On or before August 24, 2009, the Proponents shall mail or cause to be mailed by first class mail, to those holders of Claims in Class 1 and 3 who are not holders of Non-Voting Claims, an information and solicitation package (the “Solicitation Package”). The Solicitation Package shall contain a copy or conformed printed version of (a) the Disclosure Statement, including a copy of the Plan as an exhibit, (b) a copy of the order approving the Disclosure Statement, (c) a Ballot with instructions appropriate for the specific creditor, (d) the Confirmation Hearing Notice, and (e) a pre-addressed, postage-prepaid return envelope.

11. Record Holder Date. The Record Holder Date is August 13, 2009.

12. Claim Transfers. With respect to any transferred claim, the transferee shall be entitled to receive a Solicitation Package and, if the holder of such claims is entitled to vote with respect to the Plan, a Ballot on account of such Claim **only if** (a) all actions necessary to effectuate the transfer of the claim, pursuant to Bankruptcy Rule 3001(e), have been completed by the Record Holder Date, or (b) the transferee files by the Record Holder Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer.

13. Notices of Non-Voting Status. Notices of Non-Voting Status substantially the form annexed hereto as **Exhibits D** and **E** (the “Notices”) are hereby approved.

14. When No Notice Necessary. Notwithstanding any provision of this Order to the contrary, no notice or service of any kind shall be required to be made upon any person to whom the Debtors or Chapter 11 Trustee mailed a notice of the meeting of creditors under section 341 of the Bankruptcy Code or notice of the bar date for filing proofs of claim and

received either of such notices returned by the United States Postal Service marked “undeliverable as addressed,” “moved -left no forwarding address,” or “forwarding order expired,” or similar marking or reason, unless Proponents have been informed in writing by such person of that person’s new address.

15. Voting Agent. Golenbock Eiseman Assor Bell & Peskoe LLP is hereby approved as the agent for the tallying of all votes of holders of impaired classes of Claims and Equity Securities and reporting those results to the Court (the “Voting Agent”).

16. Voting Deadline for Receipt of Ballots. To be counted, Ballots for accepting or rejecting the Plan must be actually received by the Voting Agent (Attn.: Michael S. Weinstein, Esq.) on or before 4:00 p.m. (Prevailing Eastern Time) on September 25, 2009 (the “Voting Deadline”). The Proponents are hereby authorized to extend, by oral or written notice to the Voting Agent, the time during which Ballots shall be accepted for any reason from any creditor or class of creditors; provided, however, that any instance in which the Voting Deadline is extended shall be listed in the Voting Certification (defined herein) filed by the Voting Agent.

17. Voting Procedures. For purposes of voting, the amount of a Claim used to calculate acceptance or rejection of the Plan under section 1126 of the Bankruptcy Code shall be the greater of:

- a. the claim amount listed in the Debtors' schedules of liabilities, provided that (i) such claims is not scheduled as contingent, unliquidated or disputed and (ii) no proof of claim has been timely filed;
- b. the liquidated amount specified in a proof of claim timely filed with the Court to the extent that the proof of claim is not the subject of an objection filed by the Debtors before the Voting Deadline (or in the case of claims resolved pursuant to stipulation or order entered by the Bankruptcy Court before the Voting Deadline, the amount set forth in such stipulation or order); or
- c. the amount temporarily allowed by the Court for voting purposes, pursuant to Bankruptcy Rule 3018(1), after notice and a hearing prior to the Confirmation Hearing.

18. Procedures for Vote Tabulation - Votes Counted. Any Ballot that is properly executed, is sent by hand or mail delivery, is timely received by the Voting Agent (Attn.: Michael S. Weinstein, Esq.), and is cast as either an acceptance or rejection of the Plan, shall be counted and shall be deemed to be cast as an acceptance or rejection, as the case may be, of the Plan. The failure of a holder of a Claim in Class 1 or 3 to timely deliver a properly executed Ballot shall be deemed to constitute an abstention by such holder with respect to voting on the Plan, and such abstention shall not be counted as a vote for or against the Plan.

19. Votes Not Counted. Unless otherwise ordered by the Court after notice and a hearing, the following Ballots shall not be counted or considered for any purpose in determining whether the Plan has been accepted or rejected:

- a. Any Ballot received after the Voting Deadline (as extended by Proponents as provided herein);
- b. Any Ballot that is sent by e-mail or by facsimile transmission, that is illegible, or that contains insufficient information to permit the identification of the claimant;
- c. Any Ballot cast by a person or entity that does not hold a Claim in a class that is entitled to vote to accept or reject the Plan;
- d. Any Ballot that does not contain an original signature;

- e. Any form of Ballot other than the official form sent by the Voting Agent or a copy thereof;
- f. Any Ballot cast by the holder of a Non-Voting Claim;

20. Certification of Vote. The Voting Agent shall file its voting certification (the "Voting Certification") on or before October 2, 2009. Such Voting Certification shall list, among other things, all instances in which the Voting Deadline was extended.

21. Additional Procedures to be Used in the Tabulation of Votes. The following procedures to be used in the tabulation of votes shall apply:

- a. any Ballot which is otherwise properly completed, executed, and timely returned to the Voting Agent that does not indicate an acceptance or rejection of the Plan shall be counted as a vote in favor of the Plan;
- b. any Ballot which is returned to the Voting Agent indicating acceptance or rejection of the Plan but is unsigned shall not be counted;
- c. whenever a creditor casts more than one Ballot voting the same claim prior to the Voting Deadline, only the last timely Ballot received by the Voting Agent shall be counted;
- d. if a creditor casts simultaneous duplicative Ballots voted inconsistently, such Ballots shall count as one vote accepting the Plan;
- e. each creditor shall be deemed to have voted the full amount of its claims, except a creditor holding an unliquidated or contingent claim shall be deemed to have voted in the amount of \$1;
- f. creditors shall not split their vote within a class, thus each creditor shall vote all of its claim within a particular class either to accept or reject the Plan;

- g. any Ballot that partially rejects and partially accepts the Plan shall not be counted;
- h. any Ballot received by the Voting Agent by facsimile, email, or other electronic communication shall not be counted;
- i. any Ballot that is illegible or contains insufficient information to permit the identification of the claimant shall not be counted;
- j. any Ballot cast by a person or entity that does not hold a claim in a class that is entitled to vote to accept or reject the Plan shall not be counted; and
- k. creditors that have filed duplicate Claims against the Debtors (whether against the same or multiple Debtors), which are classified under the Plan in the same Class, will receive only one Solicitation Package and one Ballot for voting their Claims with respect to that Class.

22. Confirmation Hearing Date. The hearing (the “Confirmation Hearing”) to consider confirmation of the Plan shall commence on October 7, 2009 at 11:00 a.m. (Prevailing Eastern Time) (the “Confirmation Hearing Date”), or as soon thereafter as counsel can be heard, before the Honorable Martin Glenn, United States Bankruptcy Judge, in the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Courtroom 501, New York, New York 10004. The Confirmation Hearing may be continued from time to time by way of announcement of such continuance in open Court, without further notice to parties in interest.

23. Deadline and Procedures for Filing Objections to Confirmation. The deadline for filing and serving objections to confirmation of the Plan shall be September 25, 2009 at 4:00 p.m. (Eastern Time) (the “Confirmation Objection Deadline”). Objections to confirmation must be filed and served so as to be received by Confirmation Objection Deadline pursuant to the Standard Notice Procedures.

24. In order to be considered, objections, if any, to confirmation of the Plan must: (a) be made in writing; (b) comply with the Bankruptcy Code, the Bankruptcy Rules and the Local Rules; (c) set forth the name of the objector, and the nature and amount of any Claim or Interest asserted by the objector against or in the applicable Debtor, its estate or its property; (d) state with particularity the legal and factual bases for the objection; and (e) be filed with the Court and served so as to be received by the Court and the Notice Parties no later than the Confirmation Objection Deadline. Objections to confirmation of the Plan not timely filed and served in accordance with the foregoing provisions shall not be considered by the Court and shall be overruled.

25. The Proponents shall file and serve a response to any objections to confirmation timely filed and served in accordance with the foregoing provisions, a brief in support of confirmation of the Plan, a declaration of the Chapter 11 Trustee setting forth his proffer of testimony in support of confirmation of the Plan and a statement of issues to be heard in connection with the Confirmation Hearing on or prior to October 2, 2009.

26. Consideration of Plan Funding Party Settlement Agreements. Approval of the Plan Funding Party Settlement Agreements (as defined in the Plan) under Bankruptcy Rule 9019(a), Section 105(a) of the Bankruptcy Code and, with respect to the Lloyd's Settlement Agreement, Section 363 of the Bankruptcy Code shall be considered in connection with confirmation on the Confirmation Hearing Date. This Order and the Confirmation Hearing Notice shall also constitute adequate and sufficient notice of the Chapter 11 Trustee's request to seek approval of the Plan Funding Party Settlement Agreements pursuant to Bankruptcy Rule 9019(a) and Section 105(a) of the Bankruptcy Code.

27. Proponents shall file their memorandum of law in support of approval of the Plan Funding Party Settlement Agreements pursuant to Bankruptcy Rule 9019(a) and Section 105(a) of the Bankruptcy Code by September 14, 2009.

28. Objections, if any, to approval of the Plan Funding Party Settlement Agreements must be filed and served so as to be received by the Confirmation Objection Deadline pursuant to the Standard Notice Procedures.

29. Modification of Plan. The Plan may be modified without further notice at, prior to, or as the result of the Confirmation Hearing. In the event the Court determines that any modifications to the Plan are material, the Court may require the Proponents to re-solicit acceptance of such modified Plan on the parties affected by such modification.

30. Service and Notice Adequate and Sufficient. Service of all notices and documents described herein in the time and manner as set forth herein shall constitute due, adequate and sufficient notice of all matters addressed in this Order, the Plan and the Disclosure Statement, and no other or further notice shall be necessary.

Dated: New York, New York
August 18, 2009

/s/ Martin Glenn
Honorable Martin Glenn
United States Bankruptcy Judge