



**IT IS HEREBY ADJUDGED and DECREED that the below described is SO ORDERED.**

**Dated: June 25, 2009**

*Craig A. Gargotta*  
CRAIG A. GARGOTTA  
UNITED STATES BANKRUPTCY JUDGE

**UNITED STATES BANKRUPTCY COURT  
WESTERN DISTRICT OF TEXAS  
AUSTIN DIVISION**

-----X	:	
<b>In re</b>	:	<b>Chapter 11</b>
	:	
<b>CRESCENT RESOURCES, LLC, et. al.,</b>	:	<b>Case No. 09-11507 (CAG)</b>
	:	
<b>Debtors.</b>	:	<b>Jointly Administered</b>
	:	
-----X	:	

**ORDER APPROVING DEBTORS’ MOTION FOR AN ORDER PURSUANT TO SECTIONS 105 AND 365(a) OF THE BANKRUPTCY CODE AUTHORIZING THE REJECTION OF THAT CERTAIN HIGHLAND PARK UNEXPIRED NONRESIDENTIAL REAL PROPERTY LEASE *NUNC PRO TUNC TO THE COMMENCEMENT DATE***

Upon the Motion (the “Motion”) of Crescent Resources, LLC (“Crescent Resources”), and its affiliated debtors in the above-referenced chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”), for an order (a) authorizing the rejection of the Highland Park Lease,<sup>1</sup> pursuant to section 365 of the Bankruptcy Code *nunc pro tunc* to the Commencement Date, and (b) directing the

<sup>1</sup> All capitalized terms shall have the meanings ascribed to them in the Motion unless otherwise defined herein.

Landlord to file any claim related to the rejection of the Highland Park Lease and any administrative claim arising under or related to the Highland Park Lease by the later of thirty days (30) after the entry date of this Order or any claims bar date(s) established in these cases, as set forth in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided to the parties listed therein, and it appearing that no other or further notice need be provided; and a hearing having been held to consider the relief requested in the Motion (the “Hearing”); and the appearances of all interested parties having been noted in the record of the Hearing; and upon the Declaration of Kevin H. Lambert in Support of the Debtors’ Chapter 11 Petitions and First Day Motions, the record of the Hearing, and all of the proceedings had before the Court; and the Court having determined that the relief sought in the Motion is in the best interests of the Debtors, their creditors, and all parties in interest; 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 upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Motion is hereby granted in all respects; and it is further

ORDERED that pursuant to section 365 of the Bankruptcy Code, the Highland Park Lease, identified on Exhibit A annexed hereto, is deemed rejected effective as of the Commencement Date; and it is further

ORDERED that the Debtors shall serve a copy of this Order on the Landlord within three (3) business days of the entry of this Order; and it is further

ORDERED that the Landlord must file any claim related to the rejection of the Highland Park Lease and any administrative claim arising under or related to the Highland Park Lease by the later of thirty days (30) after the entry date of this Order or any claims bar date(s) established in these cases; and it is further

ORDERED, that the Debtors are hereby authorized to execute and deliver all instruments and documents, and take such other actions as may be necessary or appropriate to implement and effectuate the rejection of the Highland Park Lease as approved by this Order; and it is further

ORDERED, that entry of this Order is without prejudice to the rights of the Debtors, including, but not limited to, the right to seek further, other or different relief regarding the Highland Park Lease pursuant to, *inter alia*, section 365 of the Bankruptcy Code; and it is further

ORDERED that all rights and defenses of the Debtors are preserved, including all rights and defenses of the Debtors with respect to any claim for damages arising as a result of the Highland Park Lease, including, but not limited to any right to assert an offset, recoupment, counterclaim or deduction. However, Debtors agree that personal property (save and except computers and personal items belonging to third parties) remaining on the real estate subject to the Highland Park Lease shall be abandoned to the Landlord in return for a \$3,500 credit and reduction against any claim (administrative or unsecured) asserted by the Landlord. Nothing in this Order or the Motion shall limit the Debtors' ability to subsequently assert that the Highland Park Lease was terminated prior to the date hereof; and it is further

ORDERED that this Court will retain exclusive jurisdiction to construe and enforce the terms of this Order.

# # #

Exhibit A

Counterparty	Address 1	Address 2	City	State	Zip	Crescent Debtor	Type of Contract	Name of Contract	Date of Contract
RMC Highland Park Place, L.P.; RMC Highland Park Place 1, LLC; RMC Highland Park Place 2, LLC; RMC Highland Park Place 3, LLC; RMC Highland Park Place 4, LLC; RMC Highland Park Place 5, LLC; RMC Highland Park Place 6, LLC; RMC Highland Park Place 7, LLC; RMC Highland Park Place 8, LLC; RMC Highland Park Place 9, LLC; RMC Highland Park Place 10, LLC; RMC Highland Park Place 11, LLC; RMC Highland Park Place 12, LLC; RMC Highland Park Place 13, LLC; RMC Highland Park Place 14, LLC; RMC Highland Park Place 15, LLC; RMC Highland Park Place 16, LLC; RMC Highland Park Place 17, LLC; RMC Highland Park Place 18, LLC; RMC Highland Park Place 19, LLC; RMC Highland Park Place 20, LLC; and RMC Highland Park Place 21, LLC	c/o R.M. Crowe Property Management, LP	5944 Luther Lane, Suite 501	Dallas	TX	75225	Crescent Resources, LLC	Non-Residential Real Property Lease	Office Lease	4/15/2008
	R.M. Crowe Property Management, LP*	4514 Cole Avenue, Suite 415	Dallas	TX	75205	Crescent Resources, LLC	Non-Residential Real Property Lease	Office Lease	4/15/2008

\* Co-addressee of Highland Park Lease dated April 15, 2008.