

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re

HALL DICKLER LLP,

Debtor.

Chapter 7

Case No. 06-10332 (RDD)

**ORDER GRANTING MOTION OF CHAPTER 7 TRUSTEE FOR AN ORDER
APPROVING THE SALE OF CERTAIN ASSETS OF THE DEBTOR'S ESTATE
TO OAK POINT PARTNERS, INC. FREE AND CLEAR OF LIENS,
CLAIMS, INTERESTS, AND ENCUMBRANCES PURSUANT TO
11 U.S.C. §§ 105 AND 363 AND RELATED RELIEF**

Upon the Motion, dated November 28, 2011 (the "Motion") of Joseph T. Moldovan, not individually, but solely as chapter 7 trustee ("Trustee") for the estate of Hall Dickler LLP ("Debtor"), requesting the entry of an order, pursuant to 11 U.S.C. §§ 105 and 363, approving the sale of certain assets of the Debtor's estate to Oak Point Partners, Inc. ("Oak Point") on the terms of the Purchase Agreement attached to the Motion; and the Court having jurisdiction to consider the Motion and requested relief in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the requested relief being a core proceeding pursuant to 28 U.S.C. § 157(b); and due and proper notice of the Motion having been provided, and it appearing that no other notice need be provided; and there being no objections to the requested relief; and the Court having determined that the legal and factual bases set forth in the Motion establish just and sufficient cause for the relief granted herein and that the proposed sale is a proper exercise of the Trustee's business judgment, it is hereby

ORDERED:

1. The Motion is granted.

2. The Purchase Agreement and all of its terms and conditions are approved in their entirety.

3. Pursuant to 11 U.S.C. § 363(b), the Trustee is authorized to sell the Remnant Assets to Oak Point for the consideration described in the Motion, pursuant to the terms of the Purchase Agreement.

4. Pursuant to 11 U.S.C. § 363(f), the sale of the Remnant Assets to Oak Point (“Sale”) shall be free and clear of any and all liens, claims, interests and encumbrances, with such liens, claims, interests and encumbrances to attach to the proceeds of the Sale with the same force, effect, and priority as such liens, claims, and encumbrances have on the estate’s right to the Remnant Assets immediately before the Sale, subject to the rights and defenses of the Trustee and any party in interest with respect thereto.

5. The Trustee is authorized to take such action as is necessary to effectuate the terms of the Purchase Agreement and Sale, together with all additional instruments and documents that may be reasonably necessary to implement the Purchase Agreement.

6. Oak Point is granted the protections provided to a good faith purchaser under 11 U.S.C. § 363(m).

7. The transfer of the Remnant Assets to Oak Point pursuant to the Purchase Agreement constitutes a legal, valid, and effective transfer of the Remnant Assets; and shall vest Oak Point with all right, title, and interest in and to the Remnant Assets.

8. The fourteen-day stay under Bankruptcy Rule 6004(h) is waived.

9. This Court reserves jurisdiction over the provisions of this order and to hear and determine all matters arising from the implementation of this order.

Dated: White Plains, New York
December 22, 2011

/s/Robert D. Drain
UNITED STATES BANKRUPTCY JUDGE