

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

ULTIMATE ESCAPES HOLDINGS,
LLC, *et al.*,

Debtors.

Chapter 11

Case No. 10-12915 (BLS)

(Jointly Administered)

Related Docket No. 767

**ORDER (THIRD) GRANTING DEBTORS' MOTION TO EXTEND THE
EXCLUSIVE PERIODS DURING WHICH ONLY THE DEBTORS
MAY FILE A CHAPTER 11 PLAN AND SOLICIT ACCEPTANCES THEREOF**

Upon the motion (the "**Motion**")¹ filed by the above-captioned debtors and debtors-in-possession (collectively, the "**Debtors**"), pursuant to section 1121(d) of title 11 of the United States Code §§ 101-1532 (the "**Bankruptcy Code**"), seeking entry of an order extending the exclusive periods to file and solicit acceptances of a chapter 11 plan; and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion as set forth therein is sufficient under the circumstances, and that no other or further notice need be provided; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court, if any; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED that the Motion is granted; and it is further

ORDERED that the Debtors' exclusive period within which to file a chapter 11 plan is hereby extended 91 days, through and including October 17, 2011; and it is further

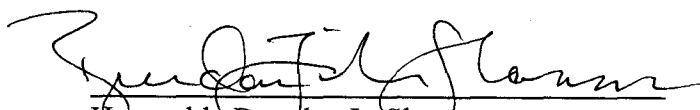
ORDERED that the Debtors' exclusive period within which to solicit acceptances of their chapter 11 plan is hereby extended 90 days, through and including December 14, 2011; and it is further

¹ Capitalized terms not defined herein have meanings ascribed to them in the Motion.

ORDERED that this Order shall be without prejudice to the Debtors' right to seek further extensions of such exclusivity periods pursuant to 11 U.S.C. § 1121(d)(1) and without prejudice to the rights of any party-in-interest to seek to terminate or be heard in connection with any request to terminate; and it is further

ORDERED that, this Court shall, and hereby does, retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: Aug 24, 2011


Honorable Brendan L. Shannon
United States Bankruptcy Judge