THIS ORDER IS APPROVED.

Dated: August 19, 2026

Scott H. Gan, Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT

FOR THE DISTRICT OF ARIZONA

In re MORTGAGES LTD., Debtor.	Chapter 11 Case No. 2:08-bk-07465-SHG **ORDER APPROVING ML MANAGER'S MOTION FOR AN ORDER TO CLOSE THE BANKRUPTCY CASE AND ENTER FINAL DECREE AND DISBURSE UNCLAIMED FUNDS** Hearing Date: August 18, 2:00 p.m. Hearing Time: 2:00 p.m. Location: James A. Walsh Courthouse 38 South Scott Ave., Rm 329 Tucson AZ 85701

ML Manager LLC ("ML Manager"), the agent for the Pass-Through Investors and the Manager of the remaining Loan LLC and the MP Fund filed a *Motion for an Order to Close the Bankruptcy Case and Enter Final Decree* [D.E. 4567] (the "Motion").

The Court finds that the Motion was duly filed and notice served. An objection to the Motion was filed by Salvatore Bentivegna entitled *Objection to ML Manager's Motion for Order Closing Bankruptcy Case* [D.E. 4569] (the "Objection"). ML Manager filed and served a Reply [D.E. 4570]. An oral argument on Mr. Bentivegna's Objection was conducted during the hearing held on June 24, 2026 at 2:00 p.m. For the reasons stated on the record, the Objection and its request to continue the hearing for sixty (60) days is overruled and denied.

IT IS ORDERED overruling and denying the Objection.

The Court set a subsequent hearing on July 9, 2026 at 2:00 p.m. to review and consider the treatment of possible unclaimed funds due to non-responsive claimants. At the hearing the Court asked ML Manager to draft and file a proposed order to deal with the closing of the case, entry of the final decree and the disbursement of the unclaimed funds to be held and disbursed by ML Manager or VSA Accounting Services without use of the Clerk of the Court for the process.

ML Manager filed the Proposed Order and the Court set a hearing for August 18, 2026. Notice of the hearing was sent by ECF and mailed to everyone on the Court's Master Mailing List. The hearing was held on August 18, 2026 at 2:00 p.m. and the Proposed Order was approved by the Court.

The Court finds that ML Manager sold all of the real property, collected on all the judgments and notes and made numerous distributions of settlement and sale proceeds to the Investors. ML Manager made its Final Distribution to the Investors before the end of 2025 from the final proceeds collected, and assets liquidated.

This Court further finds that ML Manager's decision to move to close the Bankruptcy Case and enter Final Decree is consistent with its fiduciary duties.

IT IS ORDERED that the ML Manager Board is relieved of its services and ML Manager LLC shall be dissolved pursuant to Arizona law along with any remaining Loan LLC or MP Fund, effective upon the entry of this Order.

IT IS ORDERED that VSA Accounting Services shall continue to pay the costs and expenses incurred after entry of this Order through the period necessary and legally required to maintain records for the IRS and to conduct winddown activities mentioned below. Those costs and expenses of the winddown activities include, but are not limited to, the reconciliation of the bank records, the storage of written records and destruction of records at end of the legally prescribed period, maintaining the computer records and the website, completing the few unprocessed transfers for investors, handling of investor calls and questions, maintaining investor records, paying monthly bills for IT, storage, Cox, mailbox, website and other legal, accounting and administrative items.

IT IS ORDERED that VSA Accounting Services shall: (a) retain and store the computer and paper records for the legally required period but not to exceed 7 years and arrange for appropriate document destruction procedures at the end of the appropriate time; (b) obtain an officer/Board liability insurance policy for ML Manager and tail for 6 years, (c) keep records of the interests of Investors; (d) budget for and pay the costs and expenses incurred during this period; (e) provide a release in the Order of liabilities to the directors, officers, current and former Board members, Chief Operating Officer, Controller, and VSA Accounting Services from all liabilities related to ML Manager and a release of the professionals from liability for their services related to ML Manager, (f) dissolve all LLC entities, including Centerpoint II, the MP Fund, and ML Manager LLC; (g) authorize VSA Accounting Services, in the place of the Board, to act on behalf of and perform the limited winddown activities of ML Manager, accept possession of the unclaimed funds and reserved funds and use such funds to pay the non-responsive claimants as appropriate, pay the expenses of the Winddown Activities and take such actions necessary to complete the winddown activities; and (h) take other reasonable and necessary actions determined by the Board and/or VSA Accounting Services to complete the winddown.

IT IS ORDERED that pursuant to this Order, VSA Accounting Services is authorized to and shall act on behalf of and perform the winddown activities of ML Manager and accept possession of the unclaimed funds and reserved funds, use such funds to pay the expenses of the winddown activities, and take such actions necessary to complete the winddown activities.

IT IS ORDERED that VSA Accounting Services shall hold the unclaimed funds and continue to hold and disburse such funds for a period of ninety (90) days after the entry of this Order. If any unclaimed funds are claimed during the ninety (90) day period, VSA Accounting Services shall pay such unclaimed funds to the claimant.

IT IS ORDERED that VSA Accounting Services shall hold and disburse the unclaimed funds pursuant to this Order for 90 days after the entry of this Order and at the end of such period the remaining unclaimed funds shall be donated and designated for use in Arizona, if possible, to the following charities: St. Mary's Food Bank, American Red Cross, Salvation Army, Habitat for Humanity and Arizona Humane Society.

IT IS ORDERED that effective upon entry of this Order, ML Manager LLC, its current and former Board members, officers, Chief Operating Officer, Controller, managers, agents, representatives, employees, VSA Accounting Services, and all professionals retained by, employed by, or acting on behalf of ML Manager LLC, including without limitation Fennemore Craig, P.C. and its attorneys, shareholders, employees, and agents, and each of their respective successors and assigns, solely in their respective capacities as such, are hereby released, discharged, exculpated, and relieved from any and all claims, liabilities, obligations, causes of action, demands, damages, losses, costs, expenses, or rights to payment, whether known or unknown, asserted or unasserted, liquidated or unliquidated, arising from or relating to any act, omission, decision, service, advice, representation, work, or conduct performed, provided, taken, or omitted in good faith for or on behalf of ML Manager LLC, the Loan LLCs, the MP Fund, the Pass-Through Investors, or any related post-confirmation entity in connection with: (a) implementation, administration, or consummation of the Plan, the Confirmation Order, prior orders of this Court, the Motion, or this Order; (b) management, administration, liquidation, disposition, settlement, transfer, or collection of assets; (c) distributions to Investors, including the Final Distribution, and the administration or disbursement of unclaimed funds and the payment of the remaining unclaimed funds to the charity or charities at the end of the ninety (90) day period; (d) tax, accounting, reporting, record-retention, investor-record, investor-communication, transfer, and administrative matters; (e) dissolution of entities and other winddown activities; and (f) any legal, accounting, advisory, administrative, or professional services rendered in connection with the foregoing ML Manager matters.

The foregoing release and exculpation shall apply to the fullest extent permitted by applicable law, the Plan, the Confirmation Order, and prior orders of this Court; provided, however, that nothing in this paragraph shall release or exculpate any person or entity from liability for actual fraud, willful misconduct, gross negligence, criminal conduct, or bad faith, in each case as determined by a Final Order of a court of competent jurisdiction. Nothing in this Order shall limit or impair any rights, protections, indemnities, releases, exculpations, or defenses otherwise available under the Plan, the Confirmation Order, prior orders of this Court, applicable law, contract, or governing organizational documents.

IT IS FURTHER ORDERED granting the Motion, closing the Bankruptcy Case, and entering the Final Decree as provided in this Order. Notwithstanding the closing of the Bankruptcy Case the Court retains jurisdiction to hear all matters brought before it under the Plan, the Confirmation Order and other Orders previously entered.

ORDERED AND DATED ABOVE.