

ML MANAGER LLC
14050 N. 83rd Ave
Suite 180
Peoria, AZ, 85381

November 16, 2010

Dear Investor:

ML Manager LLC has been made aware of some potential tax benefits that some of you may be able to take advantage of relating to IRA accounts. As always, we urge you to consult with your own tax professionals to assist you with any tax decisions you make relating to your investments. Anticipating that investors may need to have a current valuation of their interests in connection with tax planning, ML Manager LLC engaged Henry & Horne, LLP, Certified Public Accountants (“Henry & Horne”) to provide valuations of the various investments held by our investors. The method of obtaining the valuations is described below in this letter.

We want to caution you about the use of these valuations. We understand that each of you has a desire to know the current value of your investments. We have consistently informed you that we are not able to provide you with current valuations due to several factors. Our goal is to maximize the amount of money that can be returned to the investors; however, it is not possible to know with any certainty what the final amounts will be. As you know, we have gained control of most of the assets, sold several of the properties, made a substantial reduction of the Exit Financing and are marketing many properties for sale. We have received the court approval of our Cost Allocation Model and will be distributing checks to the investors in the loans that have either sold or paid off in the near future.

The valuations prepared by Henry & Horne, LLP are intended to facilitate various tax strategies at the current time. The valuations are not intended to inform you of how much money you will ultimately receive as the confirmed Plan of Reorganization is carried out. **The Henry & Horne, LLP values are strictly for tax purposes and do not represent the value of a particular property.** For instance, Henry & Horne, LLP has applied various discounts to the interests which are attributable to the presence or absence of voting rights, the fact that most holding are minority interests, the inability to readily liquidate interests, and other factors. **The values prepared by Henry & Horne, LLP are not intended to inform you of the amounts you are likely to ultimately receive for your interests in the loans and properties.** The values listed will not be reflected within the books of ML Manager LLC, will not be sent to any financial institutions on your behalf, and will not affect the likelihood of any future distributions from ML Manager LLC.

The Henry & Horne, LLP valuations are available on a secure website. There are security procedures in place to protect the information. If you would like to obtain a valuation of an investment in a PDF format for your use or the use of your tax advisor, you may request access to such information on the secure website by signing and returning the

attached written request form (“Written Request”) by mail to the address set forth above for ML Manager LLC.

If you elect to review the valuations you will find that Henry & Horne, LLP has determined the value of a 1% interest in each of the MP Funds and the Loan LLCs. They have also determined the value of a 1% non-transferring pass-through interest in each loan or property. In order to determine the value of any of your interests you will need to determine what percentage of any MP Fund, Loan LLC or property or loan that you hold. For example, an investor may know that they invested \$444,462.00 in the MP122009, L.L.C. Fund (“MP09”), but they might not know that such investment constitutes 0.948% of the MP09 Fund. A listing is available on the secure website for each MP Fund, Loan LLC and non-transferring pass-through account to assist you.

The secure website contains a list which shows by investor code and loan number the dollar amount of each investor’s investment at the date of filing of bankruptcy in each loan for pass-through interests and in each MP Fund or Loan LLC in the case of membership interests in MP Funds and Loan LLCs. The secure website also contains a table prepared by Henry & Horne, LLP which shows by loan for pass-through interests and by MP Fund or Loan LLC the current valuation in cents for each dollar which was invested on the date of the filing of bankruptcy.

Although we have tried to present the information in a clear and understandable fashion, we are aware that it is complicated and we will attempt to assist you with your questions about navigation of the secure website and understanding the information presented. You should initially contact Erica Jacob at 623-234-9569 or at ejacob@mtgltd.com for assistance.

Please be aware that ML Manager LLC has provided Henry & Horne with copies of existing operating agreements, the Exit Financing Loan Documents and expense allocations based upon the allocation model approved by the Bankruptcy Court, and also has provided computer generated data and loan documents from the files of Mortgages Ltd. **ML Manager LLC did not prepare or audit the information and databases reviewed by Henry & Horne, LLP and can provide no assurance that such information is correct. ML Manager LLC assumes no responsibility for opinions of value reached by Henry & Horne, LLP who is solely responsible for the resulting valuations based upon specified assumptions and limiting conditions set forth by Henry & Horne in their valuation reports. Use of this information for any purpose other than arriving at valuations for tax purposes or sharing the information with other persons who have not returned the Written Request is prohibited.**

We hope the information will be helpful to you. Please let us know if you have questions.

Sincerely,

Elliott Pollack, Chairman
ML Manager LLC Board

Written Request for Tax Valuation Information

The undersigned as a current holder of pass-through interest or Membership Interest hereby requests access to the secure website to review the tax valuation information prepared by Henry & Horne, LLP, Certified Public Accountants (“Henry & Horne”) and the related information.

The undersigned understand and agree that (i) the valuation information is solely for the purposes of valuing such interests for tax purposes, including in connection with the valuation of an IRA account, conversion of an IRA account to a Roth IRA account, or the transfer of such interest to a charity or a irrevocable trust, and may not be used for any other purpose or shared with anyone else other than your tax advisor; (ii) Henry & Horne, LLP has applied various discounts to the interests which are attributable to the presence or absence of voting rights, the fact that most holding are minority interests, the inability to readily liquidate interests, and other factors; (iii) Henry & Horne’s valuations are subject to the assumptions and limiting conditions and other extraordinary assumptions set forth in them; and (iv) the estimates of value stated in the valuations are solely the opinion of Henry & Horne, LLP and ML Manager LLC assumes no responsibility for the information used in developing the valuations or the valuations so stated or to defend or justify any valuations with the Internal Revenue Service or any state taxing authorities. The undersigned understand that they may engage Henry & Horne, LLP at their expense to defend or justify any such valuations directly if desired.

The undersigned also acknowledges that the secure website is confidential and private and agrees not to share the password of the secure website or the valuation information with anyone other than an authorized tax advisor and agrees to protect its confidentiality and privacy.

Upon receipt by mail of this written request for information at ML Manager LLC, Attn: Erica Jacob, 14050 N. 83rd Ave. Ste #180, Peoria, AZ 85381, the website address and an individual password shall be provided to you that will allow you to access the valuation information on the secure website.

Dated: _____

Signature

Printed Name

Signature

Printed Name