

IT IS HEREBY ADJUDGED
and DECREED this is SO
ORDERED.

The party obtaining this order is responsible for
noticing it pursuant to Local Rule 9022-1.

Dated: September 10, 2009



Randolph J. Haines

RANDOLPH J. HAINES
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

Chapter 11 Proceedings

Case No. 2:08-bk-07465-RJH

In re:

MORTGAGES LTD.,

Debtor.

**ORDER GRANTING THE FINAL
APPLICATION FOR ALLOWANCE
AND PAYMENT OF
COMPENSATION AND
REIMBURSEMENT OF EXPENSES
OF JENNINGS, STROUSS &
SALMON, P.L.C. FOR SERVICES
RENDERED AND EXPENSES
INCURRED ON BEHALF OF THE
DEBTOR**

The Court having considered the "*Application for Allowance and Payment of Compensation and Reimbursement of Expenses of Jennings, Strouss & Salmon, P.L.C. for Services Rendered and Expenses Incurred on Behalf of the Debtor*" (the "Application"), filed by Jennings, Strouss & Salmon, P.L.C. ("JSS") on June 16, 2009 (Dkt. 1810), the various objections to the Application filed by ML Manager LLC (Dkt. 1926), G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, L.L.C. (Dkt. 1928), and Kevin T. O'Halloran, Trustee of the Liquidating Trust of Mortgages Ltd. (Dkt. 1937) (collectively the "Objections" and the parties filing the Objections are collectively referred to as the "Objecting Parties"), the objection of the United States Trustee (Dkt. 1929) (the "United States Trustee's Objection"), JSS' Omnibus Reply to the Objections and the United States Trustee's Objection (Dkt. 1948), JSS' Amended Application (Dkt. 2033), and the Court's entire file in these proceedings, JSS and the Objecting Parties having participated in a settlement conference

1 before Judge Case pursuant to which the parties having reached a resolution of this matter
2 and all Objections to the Application having been resolved as indicated by the signatures
3 below approving this Order, the agreement of the United States Trustee to file its "Notice of
4 Satisfaction of United States Trustee's Objections to Jennings Strouss & Salmon, P.L.C.'s
5 Final Application for Allowance of Compensation and Reimbursement of Expenses" upon
6 the uploading of this Order (which agreement is acknowledged by the signature of the United
7 States Trustee as having reviewed this Order), and good cause appearing,

8 IT IS HEREBY ORDERED that the Application is granted in the amount of
9 \$2,874,141 ("Total Award").

10 IT IS FURTHER ORDERED that the Total Award is comprised of: (a) \$2,750,000
11 in fees incurred, whether contained within the Application, or any amounts subsequently
12 incurred, and (b) costs in the amount of \$124,141.

13 IT IS FURTHER ORDERED that the remaining balance owed on the Total Award,
14 after deducting payments already made, is \$1,047,686 (the "Remaining Fees"). The
15 Remaining Fees are to be paid in full, by wire transfer, promptly upon the entry of this Order,
16 but in no event later than five (5) business days following the entry of this Order.

17 IT IS FURTHER ORDERED that the Total Award will not be subject to pro rata
18 treatment or disgorgement in the event that the Liquidating Trust of Mortgages, Ltd. is
19 unable to pay in full all allowed administrative costs arising from this bankruptcy case.

20 IT IS FURTHER ORDERED that this Order approving the Total Award will have no
21 preclusive effect, under theories of res judicata, collateral estoppel or any similar doctrine,
22 upon any claim that may be brought against JSS arising out of its representation of the estate
23 in this matter.

24 IT IS FURTHER ORDERED vacating the trial on the Application which was
25 scheduled to commence on September 15, 2009.

26 DATED AND SIGNED ABOVE.

1 APPROVED AS TO FORM AND CONTENT:

2 **JENNINGS, STROUSS & SALMON**

3
4 By: /s/ Carolyn J. Johnsen
5 Carolyn J. Johnsen
6 Attorneys for Administrative Claimant

7
8 **FENNEMORE CRAIG, P.C.**

9 By: /s/ Cathy L. Reece
10 Cathy L. Reece
11 Attorneys for ML Manager LLC

12
13 **DECONCINI MCDONALD YETWIN & LACY, P.C.**

14 By: /s/ Shelton L. Freeman
15 Shelton L. Freeman
16 Special Counsel for G. Grant Lyon, Chapter 11
17 Trustee for Radical Bunny, L.L.C.

18
19 **STRADLEY RONON STEVENS & YOUNG**

20 By: /s/ Mark J. Dorval
21 Mark J. Dorval
22 Attorneys for Kevin T. O'Halloran, Trustee for the
23 Liquidating Trust of Mortgages, Ltd.

24 REVIEWED AS TO FORM AND CONTENT:

25 **UNITED STATES TRUSTEE**

26 By: /s/ Larry L. Watson
Larry L. Watson
Trial Attorney