

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: November 25, 2009



Randolph J. Haines

RANDOLPH J. HAINES
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF ARIZONA

In re:
MORTGAGES LTD., an Arizona
corporation,
Debtor.

Proceedings Under Chapter 11
Case No. 2:08-bk-07465-RJH

**ORDER ALLOWING FEES AND COSTS OF
DLA PIPER LLP (US) AND
AUTHORIZING AND DIRECTING
PAYMENT THEREOF**

The Court having considered the First and Final Application for Allowance and Payment of Fees for Services Rendered and Expenses Incurred by DLA Piper LLP (US), as Special Real Estate and Litigation Counsel for Debtor (Dkt. 1873), and the supplement thereto (Dkt. 2033) (collectively, the "Application"), the various objections to the Application, including those filed by ML Manager LLC (Dkt. 1998), G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, L.L.C. (Dkt. 2000) and Kevin T. O'Halloran, Trustee of the Liquidating Trust of Mortgages, Ltd. (Dkt. 1997) (collectively, "Objections" and the parties filing the Objections collectively referred to as the "Objecting Parties"), and all of the submissions relating to the Application and the Objections, and, as a result of lengthy negotiations, DLA Piper LLP (US) ("DLA") and the Objecting Parties having reached a negotiated resolution of the Objections as indicated by the signatures below approving this Order; and good cause appearing,

1 IT IS HEREBY ORDERED that the Application is granted and the fees and costs of DLA are
2 allowed in the total amount of \$1,000,000 (“Total Award”).

3 IT IS FURTHER ORDERED that the Liquidating Trustee is authorized and directed to pay to
4 DLA the Total Award as follows:

- 5 a. \$400,000 on or before December 24, 2009;
- 6 b. \$300,000 on or before October 1, 2010; and
- 7 c. \$300,000 on or before June 1, 2011.

8 IT IS FURTHER ORDERED that no further amounts shall be payable to DLA (for fees,
9 expenses, or any other costs) arising out of DLA’s representation of the estate in this matter except for
10 the Total Award.
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12 IT IS FURTHER ORDERED that this Order will have no preclusive effect under theories of
13 res judicata, collateral estoppel or any similar doctrine upon any claim that may be brought against
14 DLA arising out its representation of the estate in this matter.

15 IT IS FURTHER ORDERED that any potential disgorgement of any portion of the Total
16 Award that is paid to DLA shall be under the same terms and conditions as applicable to the potential
17 disgorgement of fees and costs paid to other professionals employed and paid in the case.

18 DATED AND SIGNED ABOVE.
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APPROVED AS TO FORM AND CONTENT:

MARISCAL, WEEKS, McINTYRE & FRIEDLANDER, P.A.

By /s/ Gary L. Birnbaum
Gary L. Birnbaum
Attorneys for DLA Piper LLP (US)

FENNEMORE CRAIG, P.C.

By /s/ Cathy L. Reece
Cathy L. Reece
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STRADLEY RONON STEVENS & YOUNG, LLP

By /s/ Michael D. O'Mara
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Attorneys for Kevin T. O'Halloran,
Trustee for the Liquidating Trust of Mortgages Ltd.

DECONCINI MCDONALD YETWIN & LACY, P.C.

By /s/ Shelton L. Freeman
Shelton L. Freeman
Attorneys for G. Grant Lyons, Chapter 11 Trustee for Radical Bunny, LLC