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7 **IN THE UNITED STATES BANKRUPTCY COURT**  
8 **FOR THE DISTRICT OF ARIZONA**

9 In re:

10 MORTGAGES LTD.,

13 Debtor.

Chapter 11

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

12 **RADICAL BUNNY'S REPLY TO BRIEF**  
13 **ON REMAND IN SUPPORT OF THE**  
14 **ML LIQUIDATING TRUST**  
15 **OBJECTION TO THE APPLICATION**  
16 **PURSUANT TO 11 U.S.C.**  
17 **§ 503(b)(3)(D) AND (4) FOR**  
18 **ALLOWANCE AND PAYMENT OF**  
19 **ADMINISTRATIVE CLAIMS OF**  
20 **CREDITOR RADICAL BUNNY**

21 **Hearing Date: December 6, 2010**

22 **Hearing Time: 10:00 a.m.**

23 **Location: 230 N. 1st Ave., 6th Fl**  
24 **Courtroom 603**  
25 **Phoenix, AZ**

26 **Related Docket Nos. 1888, 2014, 2027, 2088,**  
27 **2395, 2398, 2407, 2982 & 3004**

28 Creditor RADICAL BUNNY, L.L.C. ("RBLLC"), by and through its duly  
authorized attorneys, hereby submits its reply ("Reply") to the Brief ("LT Brief"),  
DE 3004, filed by "Counsel for the Liquidating Trust of Mortgages, Ltd." ("LT  
Counsel") in opposition to RBLLC's Memorandum, DE 2982, in support of  
RBLLC's "Application Pursuant To 11 U.S.C. § 503(B)(3)(D) and (4) For

1 Allowance And Payment Of Administrative Claim Of Creditor Radical Bunny  
2 (“Application”), DE 1888, as directed in the status conference held on September  
3 21, 2010. Capitalized terms not defined herein have the meaning set forth in  
4 RBLLC’s Memorandum, or RBLLC’s proposed Findings of Fact and Conclusions  
5 of Law attached as Exhibit 1 to that Memorandum, if defined in those findings.

6 The original objection to RBLLC’s Application, and the appeal of the award  
7 of RBLLC’s administrative claim was made by Kevin T. O’Halloran, Trustee of the  
8 Liquidating Trust of Mortgages, Ltd. (herein “Liquidating Trust”). It is not clear  
9 how the LT Counsel has authority to act for the Liquidating Trust of Mortgages,  
10 Ltd. if such action has not been authorized by its trustee, but the issues raised in  
11 LT Counsel’s LT Brief is addressed herein as if LT Counsel had such authority.

12 A. There is No Reasonable Basis for Objections Raised in LT Brief

13 RBLLC contends that the LT Counsel:

14 (1) misstates the record in this Chapter 11 bankruptcy case, and the record  
15 on appeal, including the stipulated facts agreed to by the Liquidating Trust;

16 (2) misstates the determinations made by the United States Bankruptcy  
17 Panel of the Ninth Circuit (“BAP”) in its Memorandum decision in BAP No. AZ-09-  
18 1412-KiJuMk (“BAP Decision”) after the appeal by the Liquidating Trust; and  
19 (3) misstates the legal burden on RBLLC.

20 (3) misstates the legal burden on RBLLC.

21 While the Substantial Contribution Claim amount was calculated on the basis of  
22 the fees and costs for professional services rendered by DMYL, the Substantial  
23 Contribution Claim is based on (1) RBLLC’s expense in providing financial benefit  
24 to the Estate; (2) additional benefit to the Estate provided by RBLLC/DMYL based  
25 on three activities: preservation of Estate assets, formulation of a plan of  
26 reorganization, and settlements with the Debtor’s borrowers; and (3) reasonable  
27 compensation for professional services. RBLLC has satisfied its legal burden to  
28

1 establish, by preponderance of the evidence that RBLLC is entitled to an award of  
2 its entire Substantial Contribution Claim.

3 B. RBLLC's Burden of Proof is Preponderance of the Evidence

4 As recognized in the BAP Decision (p. 16, lines 10-21), RBLLC was  
5 required to establish, by a preponderance of the evidence, that RBLLC is entitled  
6 to the requested Substantial Contribution Award. See *Cellular 101, Inc. v.*  
7 *Channel Communications, Inc. (In re Cellular 101, Inc.)*, 377 F.3d 1092, 1098 (9<sup>th</sup>  
8 Cir. 2004) (“*In re Cellular 101, Inc.*”) (“Channel and Price contributed substantially  
9 to the reorganization, not "incidentally" or "minimally".”) <sup>1</sup>.

10 RBLLC was required to provide evidence to satisfy two legal tests to be  
11 entitled to allowance of an administrative claim. First, RBLLC must be a creditor  
12 of the Debtor's Estate. It is undisputed that RBLLC is a creditor of the Debtor.  
13 See JTS, ¶ 14. Second, RBLLC must have made a “substantial contribution” to  
14 the bankruptcy case. See *Cellular 101, Inc.*, 377 F.3d at 1098.

15 The stipulated facts and undisputed evidence in the record of this Chapter  
16 11 bankruptcy case establish that RBLLC has met its burden by preponderance of  
17 the evidence. Under this standard, RBLLC must only provide evidence that it is  
18 “more likely than not” that RBLLC/DMYL has provided more than incidental or  
19 minimal benefit to the Estate, and that it is “more likely than not” that in providing  
20 those benefits, the extent of the benefit those efforts conferred on the Estate  
21 outweighs any benefit to RBLLC. See, e.g., *Guglielmino v. McKee Foods Corp.*,  
22 506 F.3d 696, 699 (9th Cir. 2007); and *In re Arnold and Baker Farms*, 177 B.R.  
23 648, 654 (BAP 9th Cir. 1994), with regard to the preponderance of the evidence  
24 standard; *Cellular 101, Inc.*, 377 F.3d at 1097-1098.

25  
26  
27  
28 <sup>1</sup> The LT Counsel mistakenly argues this burden described in *Cellular 101, Inc.*,  
377 F.3d at 1098, is an “extremely high burden”. See LT Brief, page 14, lines 8-9.

1           There is more than sufficient evidence in the record of this case to prove  
2 that it is “more likely than not” that RBLLC/DMYL provided a substantial benefit to  
3 the Estate in this case.

4           C.     The Bankruptcy Court Record is the “Record”

5           RBLLC’s Memorandum, and requested Findings of Fact and Conclusions of  
6 Law, are not relying on any “new” evidence to support its Substantial Contribution  
7 Claim. RBLLC is only relying on the evidence in the record of this Chapter 11  
8 bankruptcy case (“Bankruptcy Case Record”) and in the BAP.

9           The Liquidating Trust manipulates the definition of “Record” to claim  
10 surprise but it is both unpersuasive and disingenuous. This Court relied upon the  
11 Bankruptcy Case Record in approving the Substantial Contribution Claim: “This  
12 Court’s findings were not based solely upon the facts stipulated by the parties but  
13 also on the Court’s extensive experience with the conduct of this bankruptcy  
14 case...” (Order; DE 2552 at p. 2 lines 7-8). In its designation of record on appeal,  
15 the Liquidating Trust listed the entire docket in the Bankruptcy Case Record. See  
16 DE 2588, page 3. The Liquidating Trust then filed in its Excerpts of Record an  
17 extensive list of specific docket entries, attached as **Exhibit “A”** hereto (“LT  
18 Listed Docket Items”). The Liquidating Trustee and RBLLC also separately  
19 designated specific items in the record on appeal. See DE 2588, pages 3-11; DE  
20 2606. Based on the Liquidating Trust’s designation, the entire Bankruptcy Court  
21 Record docket list was included in RBLLC’s Excerpts of Record.

22           The Liquidating Trust then selected a few record items from the LT Listed  
23 Docket Items in the Bankruptcy Court Record (that were not included in any  
24 specifically designated filings) to support its arguments on appeal. The Liquidating  
25 Trust represented to the BAP that RBLLC’s objections to post-petition financing  
26 were duplicative with other Estate professionals. In response, RBLLC established  
27 that the Liquidating Trust had misstated the record to the BAP, and that the cited  
28

1 items evidenced that there was no duplication of efforts. See footnote 9 to the  
2 Liquidating Trust's Opening Brief, and RBLLC's footnote 3 in its Response Brief  
3 attached as Exhibit "B" hereto. The Liquidating Trust cannot rely on the entire  
4 Bankruptcy Case Record in its appeal, and then claim that those same items are  
5 not in the record on remand.

6 RBLLC's proposed Findings of Fact, and its supporting Memorandum,  
7 includes citations to the Bankruptcy Case Record to support the stipulated facts in  
8 the JTS. This addresses the directives of the BAP Decision (as described in  
9 Section D below). RBLLC also included citations from the LT Listed Docket Items  
10 in RBLLC's proposed Findings of Fact and supporting Memorandum because the  
11 Liquidating Trust relied upon them in the BAP appeal.

12 When the Liquidating Trust itself relied on the Bankruptcy Court Record in  
13 making its objections to RBLLC's Application, in both the Bankruptcy Court and in  
14 front of the BAP, there cannot be any basis for finding that the proposed findings  
15 of fact and conclusions of law are "unfair" to the Liquidating Trust. LT Counsel did  
16 not provide a specific objection to any of the proposed findings of fact and  
17 submitted no proposed findings of its own. All the grounds for the proposed  
18 findings of fact are in the Bankruptcy Court Record related to the Substantial  
19 Contribution Claim.  
20

21 The arguments that the Liquidating Trust is somehow prejudiced must also  
22 be rejected when the citations to the Bankruptcy Court Record merely provide the  
23 record support for the very stipulated facts that the Liquidating Trust agreed to in  
24 the JTS, DE 2395. Many of RBLLC's contributions to the JTS were supported by  
25 citations to the Bankruptcy Court Record in the JTS, including the Freeman  
26 Declaration that supported the Application. See, e.g., JTS ¶¶ 1-9, 11-13; 15-21,  
27 33-35, 40. In contrast, the Liquidating Trust's contributions to the JTS often  
28 included no citations. See, e.g., JTS ¶¶ 10, 28, 36. The Liquidating Trust cannot

1 be prejudiced by the mere citation to the Bankruptcy Court Record for additional  
2 support for stipulated facts. The only citations to the Bankruptcy Court Record not  
3 listed in the LT Listed Docket Items or specifically listed in the designated record  
4 on appeal (in addition to the entire designated docket) are as follows:

5 (1) citations to the Bankruptcy Court Record of the appointment of  
6 committees, as stipulated in JTS ¶¶ 27 & 66. See DE 129, 225, 258, 577.

7 (2) citations to the Bankruptcy Court Record related to post-petition  
8 financing as stipulated in JTS ¶¶ 61-80. See DE 408, 468, 1078.

9 (3) citations to the Bankruptcy Court Record regarding settlements with  
10 the Debtor's borrowers, as stipulated in JTS ¶¶ 82-85. See DE 558-561, 565,  
11 569, 570, 724, 912. Most of these docket entries were also listed in the  
12 demonstrative exhibit provided at the November 18, 2009 hearing on RBLLC's  
13 Substantial Contribution Claim. See portion of Transcript attached as **Exhibit "C"**  
14 hereto, p. 33, lines 12-17.

15 (4) citations to the Bankruptcy Court Record of the Debtor's operating  
16 reports related to stipulations regarding the Debtor's use of cash collateral  
17 claimed by RBLLC as described in JTS ¶¶ 55-60. See DE 868, 919, 933, 1011,  
18 1075, 1229, 1296, 1375, 1500, 1595.

19 (5) a citation to the Bankruptcy Court Record regarding a stipulation of  
20 exclusivity through January 6, 2009, as stipulated to in JTS ¶ 39. See DE 1138.

21 (6) citations to the Bankruptcy Court Record of applications and  
22 approvals of professional administrative claims in this case, as stipulated in JTS  
23 ¶¶ 29-30, which were not otherwise specifically relied upon in the Substantial  
24 Contribution filings and included in specific designated items. See DE 1838, 1871,  
25 1993, 2056, 2057, 2077, 2078, 2101-2103, 2130-2134, 2139, 2147, 2151, 2164,  
26 2183, 2185, 2193, 2470, 2656, 2775, 2865. At the November 18, 2009 hearing on  
27 RBLLC's Substantial Contribution Claim, the Liquidating Trust objected to a  
28

1 demonstrative exhibit to this Court regarding the professional fee applications that  
2 had been submitted in this case because there were no specified docket entries.  
3 This Court then recognized that it could “take judicial notice of the Court’s record”  
4 as to what fee applications had been filed, and what was allowed. See portion of  
5 Transcript attached as Exhibit “C” hereto, p. 25, lines 9-12. The Liquidating Trust  
6 not only stipulated to the amount of claims for professional fees, it also was a  
7 party to each of those proceedings. The Liquidating Trust cannot be prejudiced  
8 by having those specific docket entries in the record. This Court can take judicial  
9 notice of any of the citations to the record that are listed in RBLLC’s proposed  
10 Findings of Fact. This Court’s record is the Bankruptcy Court Record and any  
11 efforts by the Liquidating Trust to limit this Court’s ability to review the Bankruptcy  
12 Court Record when considering this matter should be rejected. The Liquidating  
13 Trust knew, and stipulated to, the facts that are reflected in the Bankruptcy Court  
14 Record for the Substantial Contribution Claim.

15  
16 D. The BAP Decision Mandates the Requested Findings of Fact

17 RBLLC’s detailed Memorandum and detailed proposed findings of fact and  
18 conclusions of law were designed to address the directives of the BAP Decision  
19 on remand for this Court to “make more detailed findings” (p. 24, lines 1-2), based  
20 on the BAP’s determination that there are not “sufficiently detailed findings” (p. 19,  
21 lines 26-27). To address all issues raised by the BAP Decision, the findings of  
22 fact include citations to the Bankruptcy Court Record. These citations were  
23 included to provide the Court with a clear factual basis for each finding and to  
24 ensure that the Liquidating Trust could not raise new issues on appeal regarding  
25 support in the Bankruptcy Court Record. For example, to support the actual  
26 award of professional administrative expenses in this case of over \$9.5 million,  
27 RBLLC included specific docket references to this Court’s orders awarding  
28

1 professional administrative expenses. See DE 2982, page 29, lines 6-13. The  
2 Liquidating Trust has actual notice of these awards.

3 E. The BAP Decision Does Not Preclude Any of the Requested Award

4 ML Counsel misrepresents the BAP Decision in claiming that the BAP  
5 found that “RBLLC failed to introduce sufficient evidence.” The BAP Decision  
6 does restate the arguments of the Liquidating Trust Trustee which can create  
7 confusion about the BAP’s own determinations. But, the BAP made no evaluation  
8 of the extent of evidence supporting the Substantial Contribution Claim. The BAP  
9 merely remanded the Substantial Contribution claim to allow this Court to make  
10 this Court’s own detailed findings. For example, for services provided for  
11 settlements, the BAP determined that “no findings exist in the record”, but the  
12 BAP recognized that the Bankruptcy Court’s “own first-hand observation of the  
13 services provided may be a sufficient basis on which to find a substantial  
14 contribution”. See BAP Decision, p. 23, lines 15-19. The BAP’s determination is  
15 consistent with the Bankruptcy Court’s initial award of substantial contribution  
16 based on its own extensive experience with the conduct of this case. See DE  
17 2552, page 2, line 8.

18  
19 The references to the record made in the BAP Decision were not about any  
20 factual evidence, but were about RBLLC’s failure to adequately explain, analyze  
21 or articulate the meaning of the undisputed evidence. The BAP recited the  
22 Liquidating Trust’s objection regarding RBLLC’s drafting of an operating  
23 agreement that, in a supplemental joint stipulation, RBLLC and the Liquidating  
24 Trust agreed was ultimately not used by the OIC. See DE 2407, ¶ 4. The BAP  
25 also cited the Liquidating Trust’s objection on appeal to RBLLC’s request for  
26 attorneys fees for its work on the joint objection to exclusivity (DE 572). The BAP  
27 Decision (page 21, lines 2-4) states: “We see nothing in the record where Radical  
28 Bunny explained how either of these two acts conferred a benefit to the estate.”



1 RBLLC's Memorandum addresses the BAP's concerns (which were based on the  
2 Liquidating Trust's arguments). The only citations to the Bankruptcy Court  
3 Record are the JTS and a docket entry cited in the JTS. See DE 2982, page 27,  
4 lines 3-14; page 28, lines 3-13.

5 The BAP Decision (page 22, lines 5-9) states: "Although it appears that  
6 Radical Bunny's Asset Preservation Activities directly benefitted the estate by  
7 ensuring cash flow to ML, Radical Bunny did not provide the bankruptcy court with  
8 a sufficiently detailed analysis of the value of those benefits to the estate."  
9 RBLLC's Memorandum addresses the BAP's concern in detail based on the JTS  
10 and the Bankruptcy Court Record to establish the Substantial Contribution Claim.  
11 See DE 2982, pages 8-12 & 14-18.

12 With regard to settlement activities, the BAP Decision (page 23, lines 10-  
13 12) states: "we see nowhere in the record where Radical Bunny articulated how  
14 efforts here increased dollars available to the estate and/or other creditors." With  
15 regard to this statement, RBLLC respectfully asserts that the BAP was misled by  
16 the Liquidating Trust's arguments. In the proceedings on the Substantial  
17 Contribution Claim in this Court, RBLLC demonstrated that RBLLC had prevented  
18 the Debtor from giving away assets of the Estate, and that RBLLC had focused its  
19 efforts on settlements that involved only on loans with the most significant effect  
20 on the Estate. See DE 2398, pages 17-18 & Ex. 4 (previously filed at DE 685-1).  
21 The Liquidated Trust stipulated that the Debtor intended to release its lien on 2.76  
22 acres of land in downtown Tempe. DMYL/RBLLC's efforts to prevent this  
23 collateral giveaway is incontrovertible on the Bankruptcy Court Record. If the  
24 Debtor had given this land away, it would necessarily reduce the value of the  
25 assets of the Estate. See JTS, ¶ 85; DE 2398, Ex. 4 (filed at DE 685-1).  
26

27 RBLLC granted an extension to the LT Counsel to file the LT Brief, so  
28 RBLLC will not have sufficient time to address all of LT Counsel's misstatements

1 about the terms of the BAP Decision in this Reply. RBLLC requests that this  
2 Court rely upon actual terms of the BAP Decision instead of LT Counsel's  
3 unsubstantiated claims about the ruling.

4 F. There is No Basis for Applying Judicial Estoppel to RBLLC

5 The LT Brief argues that RBLLC should be judicially estopped from relying  
6 on the Bankruptcy Court Record that supports, and has continuously supported,  
7 RBLLC's Substantial Contribution claim. There is no factual or legal basis for  
8 doing so. This Court has discretion to apply the equitable doctrine of judicial  
9 estoppel where: (1) a party's current position is "clearly inconsistent" with its  
10 earlier position, (2) the party was successful in persuading a court to accept its  
11 earlier position, and (3) the party would "derive an unfair advantage or impose an  
12 unfair detriment on the opposing party if not estopped." *Williams v. Boeing Co.*,  
13 517 F.3d 1120, 1134 (9<sup>th</sup> Cir. 2008)(quoting *New Hampshire v. Maine*, 532 U.S.  
14 742, 750-751 (2001). RBLLC has not taken any "clearly inconsistent" position  
15 and there is no evidence of the other two factors justifying the application of  
16 judicial estoppel. If judicial estoppel applies, it applies only to the Liquidating  
17 Trust. The Liquidating Trust is the one who is now seeking to change its own  
18 agreement to stipulate to facts because the undisputed evidence in the  
19 Bankruptcy Court Record supports RBLLC's Substantial Contribution Claim.  
20

21 RBLLC has consistently maintained that the evidence in the Bankruptcy  
22 Court Record satisfies RBLLC's burden to prove that it is entitled to an award of  
23 its Substantial Contribution Claim based on the "preponderance of the evidence".  
24 RBLLC has not changed its position. RBLLC has not taken any inconsistent  
25 positions in RBLLC's Memorandum. RBLLC has not provided any new evidence,  
26 but has only reminded this Court of the evidence that was already in the record  
27 that support its Substantial Contribution Claim. The Liquidating Trust has been on  
28 notice of RBLLC's consistent legal positions since RBLLC's Application was

1 timely filed in July, 2009. RBLLC has relied on the stipulated evidence in the  
2 stipulated facts since the JTS was filed more than a year ago and the Bankruptcy  
3 Court Record has remained intact.

4       Apparently unable to respond to any of the proposed findings with specific  
5 record citations and unable to propose any of its own, the Liquidating Trust  
6 resorts to an objection to RBLLC's reliance on the Bankruptcy Court Record to  
7 address the Liquidating Trust's objections to RBLLC's requested relief. RBLLC is  
8 entitled to use and this Court is entitled to consider the Bankruptcy Court Record  
9 to determine that there is no basis for the Liquidating Trust's objections. It is  
10 RBLLC that would be prejudiced by the "clearly inconsistent" position of LT  
11 Counsel that this Court is no longer entitled to rely on the stipulated facts. It is  
12 "clearly inconsistent" for the Liquidating Trust to now claim that it is entitled to  
13 discovery and a trial on RBLLC's Substantial Contribution Claim based solely  
14 upon citations to docket entries in the Bankruptcy Court Record. RBLLC/DMYL  
15 has relied on the Liquidating Trust's stipulated facts in litigating its Substantial  
16 Contribution Claim for more than a year, and has incurred additional attorneys  
17 fees due to the Liquidating Trust's appeal. If judicial estoppel applies, it only  
18 applies to the Liquidating Trust's own shifting legal position.

19       RBLLC has clarified citations to the Bankruptcy Court Record only because  
20 of the Liquidating Trust's objections. RBLLC did not provide any "new" evidence,  
21 but only referred to the actual and uncontroverted Bankruptcy Court Record. Now  
22 LT Counsel argues that it was not on notice of that Bankruptcy Court Record,  
23 even for items that are specifically referred to in the JTS. For example, for  
24 Finding of Fact ¶ 18, LT Counsel argues that "many of the cited documents are  
25 not part of the Record", LT Brief, page 8, line 16. Of the references to the  
26 Bankruptcy Court Record in Finding of Fact ¶ 18, DE 293 & 376 are specifically  
27 listed in RBLLC's specified items on the designated record on appeal, and DE  
28

1 376 & 1298 (the OIC's Disclosure Statement) are cited in the JTS. The only  
2 additional record citation is to DE 408, the Debtor's emergency motion for interim  
3 Centerpoint financing. This filing is incontrovertible. It is not essential to Finding  
4 of Fact ¶ 18, and RBLLC has no objection to deleting this record citation if this  
5 Court believes that the Liquidating Trust was somehow not on notice of that  
6 request for financing, even though it was explicitly addressed in the JTS, ¶¶ 77-  
7 79.

8  
9 In contrast, the "fact" in footnote 2 of the LT Brief is false, and contradicts  
10 the stipulated facts and the Bankruptcy Court Record. LT Counsel claims that the  
11 Estate only had a 20% interest in the Centerpoint project. The Estate held an  
12 almost 80% interest in the Centerpoint loan, not 20% as LT Counsel now claims.  
13 The remainder is owned by the Investors. The Estate's interest in the two  
14 Centerpoint loans constituted almost 60% of all the Estate's interest in the ML  
15 Loans. Any reduction in the value of those loans, by the Debtor's proposed  
16 release of 2.76 acres of land without receiving any payment for that release,  
17 significantly impacted the Estate. The extent of the Estate's interest is reflected in  
18 the OIC's Disclosure Statement and extensive uncontroverted evidence in the  
19 Bankruptcy Court Record. See JTS ¶ 76 (and DE 376, Exhibits 1 and 2 cited in  
20 JTS ¶ 76); DE 1298, Ex. B (cited in the JTS, ¶¶ 12, 17-18).

21 G. LT Counsel Has Not Objected to the Accurate Findings of Fact

22 The LT Brief does not object to the accuracy of any fact included on  
23 RBLLC's proposed Findings of Fact. LT Counsel cannot dispute that RBLLC  
24 repeatedly subordinated its own interests for the benefit of the Estate.  
25 Incontrovertible evidence in the Bankruptcy Court Record establishes that RBLLC  
26 funded the professional administrative expenses of the OIC, as well as the  
27 Debtor, during this case through use of RBLLC's cash collateral. It is  
28 uncontroverted that no other creditor in this case subordinated its interests or

1 provided cash for operations of the Debtor and to pay professional administrative  
2 expenses. It is uncontroverted that during this case RBLLC's 900 participants did  
3 not receive \$24 million dollars in non-default interest while Investors continued to  
4 collect interest on the portion of the ML Loans they owned. The undisputed  
5 evidence establishes that it is "more likely than not" that RBLLC/DMYL provided a  
6 substantial benefit to the Estate that exceeded any benefit to RBLLC. See JTS ¶¶  
7 7, 42, 55-60, 68-72, 77-78 & Plan.

8 Since there is no basis for disputing the stipulated facts, LT Counsel  
9 misrepresents them. The Liquidating Trust did not just stipulate that "some of the  
10 terms" in the plan filed by the OIC were drafted by DMYL. See LT Brief, p. 10, line  
11 15. The Liquidating Trust stipulated that RBLLC/DMYL met with the OIC and  
12 other constituents to formulate, draft and negotiate the plan of reorganization and  
13 stipulated that "many of the terms" were finalized with just two significant issues  
14 remaining when RBLLC/DMYL participated in the plan process. See JTS ¶¶ 31-  
15 51; SJTS, ¶¶ 1-4.

16 The requirements for establishing substantial benefit by developing a plan  
17 with a co-creditor were analyzed in *In re Cellular 101, Inc.*, 377 F.3d at 1095:  
18

19 The facts presented demonstrate that both Channel and Price  
20 substantially contributed to the reorganization. Channel and Price  
21 formulated and presented the only reorganization plan that was put  
22 forth to the bankruptcy court. See S.Rep. No. 95-598, at 66-67  
23 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 5852-53 ("The phrase  
24 `substantial contribution in a case'... does not require a contribution  
25 that leads to confirmation of a plan, for in many cases, it will be a  
26 substantial contribution if the person involved uncovers facts that  
27 would lead to a denial of confirmation ..."). . . . While it is true that  
28 Channel did not provide money for the plan, a creditor need not  
provide the funds used in the reorganization in order to "substantially  
contribute" to the plan. . . . Here, Channel substantially contributed to  
the estate by developing the only plan that was presented to the  
bankruptcy court and by waiving its prepetition claim.

1 In this case, RBLLC established that RBLLC provided direct financial benefits to  
2 the Estate. RBLLC established that RBLLC/DMYL substantially contributed to the  
3 Estate by working with the OIC and other constituents to develop a reorganization  
4 plan that was ultimately confirmed. The evidence is undisputed that RBLLC  
5 repeatedly subordinated its interests to fund operations of the Debtor and to fund  
6 the Plan itself. These actions constitute substantial contributions under 11 U.S.C.  
7 § 503(b)(3)(D). RBLLC is not required to establish the “value” of each plan term  
8 to be entitled to payment of its attorneys fees incurred in those efforts under  
9 Section 503(b)(4). RBLLC provided sufficient evidence to establish that it is more  
10 likely than not that RBLLC/DMYL’s services provided substantial benefit in this  
11 process even in its initial Application, through the Freeman Declaration  
12 incorporated in the JTS.  
13

14 RBLLC cannot explain LT Counsel’s argument that RBLLC’s and the OIC’s  
15 Joint Objection to extend exclusivity are not part of the “Record”. See LT Brief,  
16 footnote 6. That Joint Objection (DE 572) is specifically referenced in the JTS (§  
17 33). While the LT Counsel contends that the arguments in that Joint Objection  
18 are “not facts”, RBLLC’s Memorandum did not discuss the terms of the Joint  
19 Objection for that purpose. The Joint Objection merely provides the “explanation”  
20 that the BAP Decision (page 21, lines 2-4) mandated to demonstrate why  
21 RBLLC/DMYL’s efforts provided benefit to the Estate. That Joint Objection was  
22 also joined by the OCC. The Bankruptcy Court Record evidences why DMYL’s  
23 legal services in preparing that Joint Objection provided benefit to the Estate  
24 based on the stipulated and uncontroverted facts.

25 RBLLC respectfully disputes the BAP’s assertion that RBLLC “admits” that  
26 ML and the OIC incurred \$70,000 in “defending against Radical Bunny’s  
27 objections to the OIC Plan”. See BAP Decision, page 21, lines 10-12. This finding  
28 was based on the Liquidating Trust’s argument in its Reply Brief on appeal, and

1 misstates the actual stipulated facts and the Bankruptcy Court Record. RBLLC  
2 and the Liquidating Trust stipulated that:

3  
4 The Liquidating Trust also contends that RBLLC's efforts regarding  
5 the OIC plan did not result in any savings for the Debtor's Estate  
6 because of expenses incurred by the OIC and other professionals in  
7 negotiating with the RBLLC Trustee and because the RBLLC Trustee  
8 fought confirmation of the OIC Plan.

9 See JTS ¶ 51. RBLLC provided evidence from fee applications for ML and the  
10 OIC of all time entries related to the RBLLC Trustee, including time entries for  
11 RBLLC Trustee's meetings with ML's counsel on ML's own plan. DMYL could  
12 only identify \$15,000 in OIC fees related to both settlement discussions between  
13 the OIC and the RBLLC Trustee, and to fees incurred in the OIC's opposition to  
14 the RBLLC Trustee's objections. See DE 2088, pages 8-9. That filing (DE 2088)  
15 and the supporting fee applications, DE 1810 and 1897, are specifically listed in  
16 designated items on appeal. The fact that the BAP inadvertently misstated the  
17 actual Bankruptcy Court Record does not preclude this Court from determining  
18 that the benefits provided by RBLLC/DMYL with regard to the Plan substantially  
19 outweighed any cost to the Estate.

20 The Bankruptcy Court is also not bound by other misrepresentations of the  
21 Bankruptcy Court Record that the Liquidating Trust led the BAP to believe. There  
22 is no evidence that 8 other Estate professionals were involved in objecting to the  
23 Debtor's attempt to give away its lien on 2.76 acres of land in downtown Tempe.  
24 See Bap Decision, page 23, lines 1-12. RBLLC and the Liquidating Trust  
25 stipulated that 8 other professionals were involved in settlements for 50 separate  
26 borrowers. See JTS ¶ 83. The undisputed record establishes that the efforts of  
27 RBLLC/DMLY were focused only on key amendments to the Debtor's settlements  
28 for significant Estate assets. See DE 2982, pages 31-35.

H. DMYL Established the Value of DMLY's Services in its Application

1 With regard to DMYL's attorneys fees, as explicitly required by 11 U.S.C. §  
2 503(b)(4), RBLLC is entitled to recover "reasonable compensation" for DMYL's  
3 services based on the "time, the nature, the extent, and the value of such  
4 services." RBLLC established its right to such fees, by preponderance of the  
5 evidence, based on RBLLC's Application, which was supported by the Freeman  
6 Declaration and detailed time entries. See DE 1888.

7  
8 As detailed in the Application, the amount of the Substantial Contribution  
9 Claim was obtained by multiplying the hourly rate of each shareholder, associate,  
10 and legal assistant, by the time spend providing services to RBLLC: (a) to enable  
11 RBLLC to provide direct financial benefits to the Estate; and (b) to provide benefit  
12 to the Estate for the three additional separate activities (identified by specific time  
13 entries for each of those activities): (1) preservation of Estate assets; (2)  
14 formulation of a plan of reorganization; and (3) settlements with the Debtor's  
15 borrowers. This method of fee calculation is consistent with the "lodestar"  
16 approach which has been approved by the United States Supreme Court as the  
17 primary basis for evaluating compensation requests. See, e.g., *Pennsylvania v.*  
18 *Delaware Valley Citizens Council For Clean Air*, 478 U.S. 546 (1986).

19 The Freeman Declaration establishes that the requested attorneys fees and  
20 related expenses are reasonable, and were actual and necessary to provide  
21 substantial benefit to the Estate. See DE 1888, Ex. F ¶¶ 4-17. The Liquidating  
22 Trust never challenged the Freeman Declaration or even objected to the  
23 incorporation of the Freeman Declaration in the JTS. LT Counsel cannot now  
24 object to that uncontroverted evidence.

25 LT Counsel claims that RBLLC is required to prove that DMYL's services  
26 related to the cash collateral motion provided benefit to the Estate. See LT Brief,  
27 page 8, lines 3-4. That is not required by Section 503 of the Bankruptcy Code or  
28 Ninth Circuit law. RBLLC has proven, under 11 U.S.C. §503(b)(3)(D). that RBLLC



1 made a substantial contribution to the Estate by allowing its cash collateral to be  
2 used through this entire case to fund the reorganization. RBLLC is entitled under  
3 11 U.S.C. §503(b)(4) to recover “reasonable compensation” for DMYL’s services  
4 based on that substantial benefit. The Ninth Circuit Court of Appeals recognized  
5 this entitlement to recover reasonable compensation in *In re Cellular 101, Inc.*,  
6 377 F.3d at 1095, when it noted that the “bankruptcy court reduced the amount to  
7 \$206,317.60 (\$175,000 in attorneys' fees and \$31,317.60 in expenses) because  
8 of duplicative travel, lodging, secretarial overtime, and word processing  
9 expenses.” In *In re Cellular 101, Inc.*, the bankruptcy court, in its discretion, had  
10 also made another deduction based on the unique facts in that case, “Price's  
11 deceptive behavior in his dealings with subdealers.” RBLLC has proven that it is  
12 requesting reasonable compensation for the professional services needed to  
13 provide a substantial benefit to the Estate in this case, as required by the  
14 Bankruptcy Code and Ninth Circuit law.

15  
16 I. RBLLC is Entitled to Recover Attorneys Fees for Proving Its Claim

17 RBLLC is entitled, under Ninth Circuit law, for an award of its attorneys fees  
18 in making its substantial contribution to this Estate. In *North Sports, Inc. v.*  
19 *Knupfer (In re Wind N' Wave)*, 509 F.3d 938, 943-944 (9th Cir. 2007), the Ninth  
20 Circuit Court of Appeals held that “where a creditor receives attorney's fees under  
21 Section 503(b)(4), the time and expenses devoted to securing the attorney's fee  
22 award are also compensable if the *Smith* test is met.” It also identified the “test” of  
23 *In re Smith*, 317 F.3d 918, 928 (9th Cir. 2002):

24 We addressed this inquiry a decade later in *Smith*, and held that  
25 recovery of legal fees for litigation over a fee application was  
26 appropriate if two factors were present: 1) the services for which  
27 compensation is sought satisfy the requirements of 330(a), and 2) the  
28 case "exemplifies a 'set of circumstances' where the time and  
expense incurred by the litigation is 'necessary.' " 317 F.3d at 928.

1 We held that the *Smith* attorneys met this standard and affirmed the  
2 district court's award of fees in that case.  
3 RBLLC has not yet submitted its supplemental application to establish the  
4 reasonableness of its attorneys fees for necessary and actual services provided  
5 to establish RBLLC's Substantial Contribution Claim. However, RBLLC/DMYL did  
6 not incur additional attorneys fees on appeal because RBLLC did not meet its  
7 burden of proof or because it did not provide sufficient evidence to support its  
8 claim. The Liquidating Trust did not request that the Bankruptcy Court make  
9 specific findings of facts before appealing this Court's ruling. The BAP relied on  
10 the misrepresentations of the record made by the Liquidating Trust, and on that  
11 basis the BAP elected not to "affirm the bankruptcy court on any grounds  
12 supported in the record". BAP Decision, p. 21, lines 15-16. The determination of  
13 the amount of attorneys fees that RBLLC is entitled to be awarded must be  
14 determined after RBLLC is given an opportunity to establish the reasonableness  
15 of its attorneys fees.

16 J. There are No Grounds for LT Counsel's Claimed Deductions

17 As set forth in RBLLC's Memorandum and addressed in Sections E, F, G  
18 and I above, RBLLC has established, by preponderance of the evidence, that it  
19 provided benefit to the Estate in objections and resolution of settlements that  
20 would have removed valuable assets from the Estate. There is no basis for  
21 deleting \$97,822 of attorneys fees incurred for that activity.

22 As set forth in RBLLC's Memorandum, RBLLC has established, by  
23 preponderance of the evidence, that it provided benefit to the Estate by  
24 RBLLC/DMYL's formulation of a plan of reorganization in this case. As described  
25 in Section G above, the actual Bankruptcy Court Record does not indicate that  
26 more than \$15,000 was incurred by the OIC's counsel in addressing the RBLLC  
27 Trustee's objections to the Plan. But regardless of the specific amount, it is  
28 undisputed that RBLLC provided actual financial benefits to this Estate far in

1 excess of any cost to the Estate for RBLLC Trustee's objections. Based on all the  
2 undisputed facts of this case, it would be inequitable to reduce the amount of the  
3 requested Substantial Contribution Claim given the actual value provided to the  
4 Estate by RBLLC/DMYL's formulation of a plan of reorganization in addition to  
5 those direct financial benefits.

6 There are similarly no grounds for reducing the requested Substantial  
7 Contribution Claim because RBLLC received one \$50,000 adequate protection  
8 payment during this entire case. As described above and in RBLLC's  
9 Memorandum, RBLLC's cash collateral funding alone was 60 times more than  
10 that one-time payment, and it is undisputed that RBLLC did not receive \$24  
11 million dollars in non-default interest owed during this case. Based on all the  
12 undisputed facts of this case, it would be inequitable to reduce the amount of the  
13 requested Substantial Contribution Claim by the amount of the only payment that  
14 RBLLC has received since this case was filed in June, 2008.

15 As described in RBLLC's Memorandum (page 26, lines 21-28 & page 27,  
16 lines 1-19), and in Section G above and, there are no grounds for reducing the  
17 requested award for DMYL's attorneys fees incurred in preparing and filing the  
18 Joint Objection. For the first time in this proceeding, the LT Brief asserts that  
19 \$14,711.50 in fees were requested for preparing and filing that Joint Objection.  
20 The Freeman Declaration already provides evidence of the reasonableness of  
21 DMYL's fees, and DMYL's detailed time entries do not reflect LT Counsel's  
22 unsubstantiated amount.

23 Finally, there are no grounds for reducing the Substantial Contribution  
24 Claim by \$108,022 simply because that represents the only payments made to  
25 date to DMYL for providing approximately \$1,000,000 of services as attorneys to  
26 RBLLC. The Substantial Contribution Claim is only \$572,945.50 of the \$1,000,000  
27 in services provided. RBLLC's only source of income was from loan payments  
28

1 made by the Debtor, and if DMYL does not receive compensation, DMYL will only  
2 receive payment after the Exit Financing has been repaid, which has still not  
3 occurred. See JTS, ¶ 22-25.

4 K. Other Misrepresentations Regarding RBLLC's Benefits to the Estate

5 The LT Brief misrepresents the extent of the sacrifices that RBLLC's 900  
6 participants have made for the benefit of the other creditors of the Estate,  
7 including the Investors. Except for real property subject to secured claims of  
8 other creditors, RBLLC's legally presumed security interest attached to everything  
9 that the Debtor owned. From the time that RBLLC/DMYL began working on the  
10 plan of reorganization until the date that the Plan was confirmed, RBLLC gave up  
11 its rights in those secured assets for the benefit of the general unsecured  
12 creditors and the Investors. Cash collateral generated from RBLLC's secured  
13 assets allowed the Debtor to operate. Assets that RBLLC proposed to fund the  
14 Liquidating Trust were assets subject to RBLLC's legally presumed security  
15 interest. Those same assets were used to fund the Liquidating Trust. The  
16 Liquidating Trust's own attorneys fees were paid from those assets. Based on the  
17 most recent Chapter 11 Post Confirmation Report for the Quarter ending  
18 September 30, 2010, the Liquidating Trust's attorneys have been paid  
19 \$909,506.49 in attorneys' fees (DE 2989, page 2) as of September 30, 2010.  
20 There is no limit on those accruing attorneys fees and no court review of the  
21 reasonableness of those fees.  
22

23 The LT Brief misrepresents the possibility of RBLLC's recovery of any funds  
24 from the Liquidating Trust. RBLLC subordinated its secured interests under the  
25 Plan to the Exit Financing. Pursuant to Section 4.2 the Plan, the Exit Financing is  
26 to be repaid before RBLLC could receive any distribution from the Liquidating  
27 Trust. Section 4.2 of the Plan also provides that all expenses of the Liquidating  
28 Trust will be paid before RBLLC would receive any distribution. The Chapter 11

1 Post Confirmation Report for the Quarter ending September 30, 2010, indicates  
2 \$667,648.59 in fees and expenses just for the 3 months ending September 30,  
3 2010. Since confirmation \$1,782,899.71 in fees and expenses were paid through  
4 September 30, 2010, and the fees and expenses of the Liquidating Trust continue  
5 to accrue. Given that those three months of fees and expenses exceed the entire  
6 Substantial Contribution Claim, RBLLC cannot rely on any payment from the  
7 Liquidating Trust to pay any of its attorneys fees.  
8

9 Additionally, Section 4.2 of the Plan provides that RBLLC will not receive  
10 any distribution from the Liquidating Trust until Class 11A General Unsecured  
11 Creditors receive a \$2 Million priority payment. Pursuant to Section N of the  
12 Confirmation Order (DE 1755, page 8), RBLLC is also giving up fifty percent  
13 (50%) of any funds distributed from the Debtor's MP Fund Interests to the Class  
14 11A General Unsecured Creditors if they are not paid that \$2 Million priority  
15 payment from the Liquidating Trust. In addition to all the other factual and  
16 equitable grounds for the award of the Substantial Contribution Claim, this is  
17 another benefit that RBLLC is providing to the Estate in this case that is not being  
18 provided by any other creditors in this case.

19 L. Conclusion and Requested Relief

20 Based on the foregoing and the reasons set forth in RBLLC's  
21 Memorandum, RBLLC requests that this Court enter the proposed Findings of  
22 Fact and Conclusions of Law and Order Granting Radical Bunny's Administrative  
23 Claim for Substantial Contribution in the form attached as Exhibit 1 to the  
24 Memorandum. RBLLC further requests such additional and other relief as is just  
25 and proper under the circumstances of this Chapter 11 case.  
26  
27  
28

1 DATED this 2<sup>nd</sup> day of December, 2010.

2 DECONCINI McDONALD YETWIN & LACY, P.C.

3  
4  
5 BY /s/ SHELTON L. FREEMAN

6 Shelton L. Freeman

7 Counsel to Radical Bunny, L.L.C.

8 **COPY** sent via the U.S. Bankruptcy  
9 Court's ECF noticing system this  
10 2nd day of December, 2010.

11 **COPY** served via electronic mail this  
12 2nd day of December, 2010, to:

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# EXHIBIT “A”

**UNITED STATES BANKRUPTCY APPELLATE  
PANEL FOR THE NINTH CIRCUIT**

**In re MORTGAGES LTD,**

Debtor

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**KEVIN T. O'HALLORAN, Trustee of  
The Liquidating Trust of Mortgages,  
Ltd.,**

Appellant,

v.

**GRANT LYON, Chapter 11 Trustee  
for Radical Bunny, LLC,**

Appellee.

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BAP No. AZ-09-1412

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

**EXCERPTS OF THE RECORD  
APPENDIX TO APPELLANT'S OPENING BRIEF  
Volume II**

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**TABLE OF CONTENTS TO EXCERPTS OF THE RECORD**  
**Volume II**

<b>Document and Docket Entry Number</b>	<b>PAGE</b>	<b>TAB</b>
Relevant Docket Entries	471	15



**U.S. Bankruptcy Court  
District of Arizona (Phoenix)  
Bankruptcy Petition #: 2:08-bk-07465-RJH**

*Assigned to:* Judge Randolph J. Haines  
Chapter 11  
Previous chapter 7  
Involuntary  
Asset

*Date filed:* 06/20/2008  
*Date converted:* 06/24/2008

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Filing Date	#	Docket Text
06/20/2008	<u>1</u>	Involuntary Chapter 7 Petition Re: Mortgages Ltd. Filed by Petitioning Creditor(s): KGM Builders, Inc. (attorney DONALD L. GAFFNEY), Central & Monroe, LLC (attorney DONALD L. GAFFNEY), Osborn III Partners, LLC (attorney DONALD L. GAFFNEY). (GAFFNEY, DONALD) (Entered: 06/20/2008)
06/20/2008	<u>2</u>	Emergency Motion to Appoint / <i>Emergency Motion for Appointment of Interim Trustee</i> filed by DONALD L. GAFFNEY of SNELL & WILMER L.L.P. on behalf of Central & Monroe, LLC, KGM Builders, Inc., Osborn III Partners, LLC (Attachments: # <u>1</u> Exhibit A through Exhibit C# <u>2</u> Exhibit D, part 1# <u>3</u> Exhibit D, part 2# <u>4</u> Exhibit E through Exhibit F). (GAFFNEY, DONALD) (Entered: 06/20/2008)
06/20/2008		Receipt of Involuntary Chapter 7 Petition(2:08-bk-07465) [other,827] ( 299.00) Filing Fee. Receipt number 7171695. Fee amount 299.00. (U.S. Treasury) (Entered: 06/20/2008)
06/20/2008	<u>3</u>	Emergency Motion to Accelerate/Expedite <i>Hearing on Emergency Motion for Appointment of Interim Trustee, and Notice of Lodging Proposed Form of Order Setting Hearing</i> filed by DONALD L. GAFFNEY of SNELL & WILMER L.L.P. on behalf of Central & Monroe, LLC, KGM Builders, Inc., Osborn III Partners, LLC (related document(s) <u>2</u> ) (Attachments: # <u>1</u> Exhibit A - Proposed Order). (GAFFNEY, DONALD) (Entered: 06/20/2008)
06/23/2008	4	Request for Issuance of Involuntary Summons filed by DONALD L. GAFFNEY of SNELL & WILMER L.L.P. on behalf of Central & Monroe, LLC, KGM Builders, Inc., Osborn III Partners, LLC. (GAFFNEY, DONALD) (Entered: 06/23/2008)
06/23/2008	<u>5</u>	Involuntary Debtor Summons Issued (Root, Krystal) (Entered: 06/23/2008)
		Notice of Appearance / <i>Demand for Notices</i> filed by ROBERT A.



08/15/2008	<u>373</u>	SALMON, P.L.C. on behalf of Mortgages Ltd. (related document (s) <u>369</u> Statement of Position).(JOHNSEN, CAROLYN) (Entered: 08/15/2008)
08/15/2008	<u>374</u>	Correspondence from Vincent Barbuto (Frazier, Liz) (Entered: 08/18/2008)
08/18/2008	<u>375</u>	Omnibus Response to Motion/Application for Order Converting Case to Chapter 7 Proceeding or Alternatively, For the Appointment of a Chapter 11 Trustee (related to motions(s) <u>267</u> ) filed by CAROLYN J. JOHNSEN of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document (s) <u>267</u> motion Motion to Convert Chapter 11 Case to Chapter 7 (15.00 fee), <u>349</u> motion Motion to Convert Chapter 11 Case to Chapter 7 (15.00 fee)). (JOHNSEN, CAROLYN) (Entered: 08/18/2008)
08/18/2008	<u>376</u>	Objection to Motion/Application <i>Opposition of Radical Bunny, L.L.C., to Debtor's Expedited Motion for Approval of Debtor-in-Possession Financing in Accordance with Bankruptcy Code Sections 364(c) and (d)</i> (related to motions(s) <u>262</u> ) filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC (related document(s) <u>262</u> motion Motion to Approve) . (Attachments: # <u>1</u> Exhibit A-B). (FREEMAN, SHELTON) (Entered: 08/18/2008)
08/18/2008	<u>377</u>	Response to Motion/Application to <i>Rightpath Entities' Motion to Convert to Chapter 7 or to Appoint Chapter 11 Trustee</i> (related to motions(s) <u>349</u> ) filed by BRADLEY DAVID PACK of ENGELMAN BERGER PC on behalf of Tempe Land Company, LLC (related document(s) <u>349</u> motion Motion to Convert Chapter 11 Case to Chapter 7 (15.00 fee)) Reply due by 8/21/2008, (Attachments: # <u>1</u> Exhibit A and B). (PACK, BRADLEY) (Entered: 08/18/2008)
08/18/2008	<u>378</u>	Statement of Position of <i>Official Committee of Investors in Opposition to Motion for Trustee or to Convert</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors. (Attachments: # <u>1</u> Service List)(REECE, CATHY) (Entered: 08/18/2008)
		Response to Motion/Application <i>Grace Entities' Statement of Position and Reservation of Rights in Response to Expedited Motion for Approval of Debtor-in-Possession Financing in Accordance with Bankruptcy Code Sections 364(c) and (d)</i> (related to motions(s) <u>262</u> ) filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of Central & Monroe, LLC,

08/18/2008	<u>379</u>	Osborn III Partners, LLC (related document(s) <u>262</u> motion Motion to Approve). (ENNIS, DONALD) (Entered: 08/18/2008)
08/18/2008	<u>380</u>	Response to Motion/Application (related to motions(s) <u>262</u> ) filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors (related document(s) <u>262</u> motion Motion to Approve). (DINNER, DEAN) (Entered: 08/18/2008)
08/18/2008	<u>381</u>	Response to Motion/Application (related to motions(s) <u>349</u> ) filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors (related document(s) <u>349</u> motion Motion to Convert Chapter 11 Case to Chapter 7 (15.00 fee)). (DINNER, DEAN) (Entered: 08/18/2008)
08/18/2008	<u>382</u>	<b>ORDER</b> Granting Application for Limited Admission (Related Doc # <u>364</u> ) signed on 8/18/2008 . (Murillo, Sybil) (Entered: 08/19/2008)
08/19/2008	<u>383</u>	Application for Limited Admission filed by RICHARD G. PATRICK of U.S. ATTORNEY'S OFFICE on behalf of U. S. Securities and Exchange Commission (Attachments: # <u>1</u> Proposed Order On Application For Limited Admission). (PATRICK, RICHARD) (Entered: 08/19/2008)
08/19/2008	<u>384</u>	Supplemental Declaration of <i>Christine Zahedi</i> filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (Attachments: # <u>1</u> Service List)(STEVENS, BRADLEY) (Entered: 08/19/2008)
08/19/2008	<u>385</u>	Application for Limited Admission filed by RICHARD G. PATRICK of U.S. ATTORNEY'S OFFICE on behalf of U. S. Securities and Exchange Commission (Attachments: # <u>1</u> Order on Application For Limited Admission [John M McCoy]). (PATRICK, RICHARD) (Entered: 08/19/2008)
08/19/2008	<u>386</u>	Affidavit of <i>Proposed Ordinary Course Professional</i> filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (STEVENS, BRADLEY) (Entered: 08/19/2008)
08/19/2008	<u>387</u>	Notice of Submitting <i>Affidavit of Proposed Ordinary Course Professional</i> filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (STEVENS, BRADLEY) (Entered: 08/19/2008)
		Notice of Filing <i>Rightpath Parties' List of Witnesses and Exhibits</i>

08/21/2008	<u>429</u>	Minute Entry <b>ORDER</b> , signed on 8/21/2008 (related document(s) <u>53</u> Motion Regarding Chapter 11 First Day Motions, <u>236</u> Statement of Position, <u>267</u> Motion to Convert Chapter 11 Case to Chapter 7 (15.00 fee)) . (Frazier, Liz) (Entered: 08/22/2008)
08/21/2008	<u>430</u>	Correspondence from John W. Fitzgerald (Frazier, Liz) (Entered: 08/22/2008)
08/22/2008	<u>428</u>	Opposition / <i>GRACE ENTITIES OBJECTION TO PROPOSED ORDER LODGED UNDER 11 U.S.C. § 327(e) AUTHORIZING THE CONTINUED EMPLOYMENT OF GREENBERG TRAURIG, LLP AS SPECIAL COUNSEL TO THE DEBTOR</i> filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of Central & Monroe, LLC, Osborn III Partners, LLC (related document(s) <u>120</u> Application to Employ, <u>423</u> Notice of Lodging Proposed Order). (ENNIS, DONALD) (Entered: 08/22/2008)
08/22/2008	<u>431</u>	Certificate of Service filed by LAWRENCE E. WILK of JABURG & WILK, P.C. on behalf of Laura Martini. (related document(s) <u>427</u> Objection) (WILK, LAWRENCE) (Entered: 08/22/2008)
08/22/2008	<u>441</u>	Notice of Appearance filed by BARRY MONHEIT.(Frazier, Liz) (Entered: 08/25/2008)
08/25/2008	<u>434</u>	Notice of Filing <i>Term Sheet in Support of Emergency Motion for Approval of Debtor-in-Possession Financing Re Centerpoint in Accordance with Bankruptcy Code Sections 364(c) and (d)</i> filed by CAROLYN J. JOHNSEN of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document (s) <u>408</u> Motion to Approve).(JOHNSEN, CAROLYN) (Entered: 08/25/2008)
08/25/2008	<u>435</u>	<i>Opposition of Radical Bunny, L.L.C., to Debtor's Emergency Motion for Approval of Debtor-in-Possession Financing re: Centerpoint in Accordance with Bankruptcy Code Sections 364(c) and (d)</i> filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC (related document(s) <u>408</u> Motion to Approve). (FREEMAN, SHELTON) (Entered: 08/25/2008)
08/25/2008	<u>436</u>	Objection to Motion/Application (related to motions(s) <u>408</u> ) filed by RICHARD RAY THOMAS of THOMAS SCHERN RICHARDSON on behalf of Baseline & Val Vista Associates Limited Partnership (related document(s) <u>408</u> motion Motion to Approve). (THOMAS, RICHARD) (Entered: 08/25/2008)
		<i>Affidavit Of Todd A. Burgess Regarding Employment Of</i>

10/15/2008	<u>773</u>	STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (JOHNSEN, CAROLYN) (Entered: 10/15/2008)
10/15/2008	<u>781</u>	Amended Notice of Appearance <i>AND REQUEST FOR NOTICE</i> filed by ROBERT J. MILLER of BRYAN CAVE, LLP on behalf of Rev Op Group.(MILLER, ROBERT) (Entered: 10/15/2008)
10/15/2008	<u>782</u>	Verified Statement <i>RULE 2019 STATEMENT OF BRYAN CAVE LLP</i> filed by ROBERT J. MILLER of BRYAN CAVE, LLP on behalf of Rev Op Group. (MILLER, ROBERT) (Entered: 10/15/2008)
10/15/2008	<u>783</u>	Objection to Motion/Application //Verified Objection Of Secured Capital Management To Debtors Emergency Motion For An Interim Order Staying The Foreclosure Of Real Property Owned By Non-Debtor, SM Coles, LLC// (related to motions(s) <u>731</u> ) filed by JOHN R. CLEMENCY of GREENBERG TRAUIG LLP on behalf of Secured Capital Management Co., LLC (related document(s) <u>731</u> motion Motion for Stay) (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit B). (CLEMENCY, JOHN) (Entered: 10/15/2008)
10/15/2008	<u>784</u>	Objection to <i>SOJAC Settlement by Investors Committee</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (Attachments: # <u>1</u> Service List). (REECE, CATHY) (Entered: 10/15/2008)
10/15/2008	<u>785</u>	Pre-Trial Statement of <i>Investors Committee</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors. (Attachments: # <u>1</u> Service List)(REECE, CATHY) (Entered: 10/15/2008)
10/15/2008	<u>791</u>	Stipulated Order Extending Proof of Claim Bar Date from 10/7/08 to 11/21/08 for Investors and MP Funds - signed on 10/15/2008 (related document(s) <u>596</u> Notice of Lodging Proposed Order) . (Fagan, Staci) (Entered: 10/16/2008)
10/15/2008	<u>793</u>	<b>ORDER</b> Granting Application to Employ (Related Doc # <u>750</u> ) signed on 10/15/2008 . (Fagan, Staci) (Entered: 10/16/2008)
10/15/2008	<u>794</u>	Stipulated Order Granting signed on 10/15/2008 (related document(s) <u>761</u> Motion to Extend) . (Fagan, Staci) (Entered: 10/16/2008)
10/15/2008	<u>795</u>	<b>ORDER</b> Approving Application to Employ (Related Doc # <u>768</u> ) signed on 10/15/2008 . (Fagan, Staci) (Entered: 10/16/2008)

10/15/2008	<u>798</u>	Correspondence filed by Rachel Schwartz-Olson (Taylor, Erika) (Entered: 10/16/2008)
10/15/2008	<u>801</u>	Response to <i>settlement motions</i> filed by ROBERT N O'HARA. (Taylor, Erika) (Entered: 10/16/2008)
10/15/2008	<u>802</u>	Notice of Withdrawal of objection filed by ISRAEL SONABEND (related document(s) <u>598</u> Objection).(Taylor, Erika) (Entered: 10/16/2008)
10/15/2008	<u>804</u>	Notice of Withdrawal to <i>objection</i> filed by KATHYSUE HALSTED (related document(s) <u>657</u> Objection).(Taylor, Erika) (Entered: 10/16/2008)
10/15/2008	<u>806</u>	Objection to <i>proposed settlements</i> filed by ROBERT C SWABACK. (Taylor, Erika) (Entered: 10/16/2008)
10/15/2008	<u>807</u>	Objection to <i>proposed settlements</i> filed by MARJORIE STURROCK. (Taylor, Erika) (Entered: 10/16/2008)
10/16/2008	<u>786</u>	Joinder of Parties-in-Interest Eva Sperber-Porter, Litchfield Road Associates Limited Partnership and Baseline & Val Vista Associates Limited Partnership in The Objection to SOJAC Settlement by Investors Committee filed by RICHARD RAY THOMAS of THOMAS SCHERN RICHARDSON on behalf of Baseline & Val Vista Associates Limited Partnership, Litchfield Road Associates Limited Partnership, Eva Sperber-Porter. (THOMAS, RICHARD) (Entered: 10/16/2008)
10/16/2008	<u>787</u>	Joinder of Parties-in-Interest Eva Sperber-Porter, Litchfield Road Associates Limited Partnership and Baseline & Val Vista Associates Limited Partnership in the Pretrial Statement of Investors Committee filed by RICHARD RAY THOMAS of THOMAS SCHERN RICHARDSON on behalf of Baseline & Val Vista Associates Limited Partnership, Litchfield Road Associates Limited Partnership, Eva Sperber-Porter. (THOMAS, RICHARD) (Entered: 10/16/2008)
10/16/2008	<u>788</u>	Statement of Position on Authority and Agency filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors. (REECE, CATHY) (Entered: 10/16/2008)
		Joinder of Radical Bunny, LLC to Official Investor Committee's Objection to SOJAC Settlement filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC. (related document(s)

10/16/2008	<u>789</u>	<u>784</u> Objection) (FREEMAN, SHELTON) (Entered: 10/16/2008)
10/16/2008	<u>790</u>	Joinder of <i>Radical Bunny, LLC to Official Investor Committee's Pretrial Statement</i> filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC. (related document(s) <u>785</u> Pre-Trial Statement) (FREEMAN, SHELTON) (Entered: 10/16/2008)
10/16/2008	<u>796</u>	Joinder of <i>Ronald Kohner in Statement of Position on Authority and Agency by Investor Committee</i> filed by KEVIN J. BLAKLEY of GAMMAGE & BURNHAM, P.L.C. on behalf of RONALD L KOHNER. (related document(s) <u>788</u> Statement of Position) (BLAKLEY, KEVIN) (Entered: 10/16/2008)
10/16/2008	<u>797</u>	Joinder in <i>Pre-trial Statement</i> filed by ALLEN B BICKART of ALLEN B BICKART PC on behalf of Adele Abrahams, Wendy Abrahams, ALLEN B BICKART, CAROLYN A BICKART, NICHOLAS ESPOSITO, VICKIE GREIFF, KOUMBAS L L C, CAROL MAHAKIAN, Leo P Malone, VIC RUBIN, LAVERNE WESTBERG, Kim Westberg, ARIANTHI ZISTATSIS, MINAS ZISTATSIS. (related document(s) <u>785</u> Pre-Trial Statement) (BICKART, ALLEN) (Entered: 10/16/2008)
10/16/2008	<u>810</u>	Notice of Hearing on Motion <i>For Order Confirming the Debtor's Authority to Convey Title to Real Property</i> filed by TODD B. TUGGLE of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document(s) <u>651</u> Motion to Authorize) Hearing on Motion set for 11/6/2008 at 01:30 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ).(TUGGLE, TODD) (Entered: 10/16/2008)
10/16/2008	<u>826</u>	Joinder in <i>Statement of Position</i> filed by ALLEN B BICKART of ALLEN B BICKART PC on behalf of Adele Abrahams, Wendy Abrahams, ALLEN B BICKART, CAROLYN A BICKART, NICHOLAS ESPOSITO, VICKIE GREIFF, KOUMBAS L L C, CAROL MAHAKIAN, Leo P Malone, VIC RUBIN, LAVERNE WESTBERG, Kim Westberg, ARIANTHI ZISTATSIS, MINAS ZISTATSIS. (related document(s) <u>788</u> Statement of Position) (BICKART, ALLEN) (Entered: 10/16/2008)
		<b>Minutes of Hearing held on: 10/16/2008</b> <b>Subject:</b> FINAL EVIDENTIARY HEARING ON DEBTOR'S MOTION FOR APPROVAL OF DIP FINANCING RE: CENTERPOINT and DEBTOR'S MOTION TO APPROVE EXPEDITED DIP FINANCING IN ACCORDANCE WITH BANKRUPTCY CODE SECT 364(c) & (d) and DEBTOR'S MOTION FOR APPROVAL OF SETTLEMENT WITH RIGHTPATH and DEBTOR'S MOTION FOR APPROVAL OF

11/06/2008	<u>934</u>	Proposed Order). (MANN, MARGARET) (Entered: 11/06/2008)
11/07/2008	<u>935</u>	Amended Notice of Deposition of <i>Rich Feldheim</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors.(REECE, CATHY) (Entered: 11/07/2008)
11/07/2008	<u>936</u>	Amended Notice of Deposition of <i>Justin LeMar</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors.(REECE, CATHY) (Entered: 11/07/2008)
11/07/2008	<u>937</u>	Objection to Motion/Application for Order Confirming Debtor's Authority to Convey Title to Real Property (related to motions(s) <u>651</u> ) filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (related document(s) <u>651</u> motion Motion to Authorize) (Attachments: # <u>1</u> Exhibit 1# <u>2</u> Service List). (REECE, CATHY) (Entered: 11/07/2008)
11/07/2008	<u>938</u>	Joinder of <i>Radical Bunny, LLC</i> to Official Investor Committee's Objection to Motion for Order Confirming Debtor's Authority to Convey Title to Real Property filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC. (related document(s) <u>937</u> Objection) (FREEMAN, SHELTON) (Entered: 11/07/2008)
11/07/2008	<u>939</u>	Emergency Motion to Quash And/Or Modify Subpoenas filed by TODD B. TUGGLE of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (Attachments: # <u>1</u> Exhibit A). (TUGGLE, TODD) (Entered: 11/07/2008)
11/07/2008	<u>940</u>	Supplemental Statement of Position on Authority and Agency by Investors Committee filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors. (related document(s) <u>788</u> Statement of Position) (Attachments: # <u>1</u> Service List)(REECE, CATHY) (Entered: 11/07/2008)
11/07/2008	<u>941</u>	Certificate of Service filed by TODD B. TUGGLE of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (related document(s) <u>927</u> Motion to Approve Compromise/Settlement) (TUGGLE, TODD) (Entered: 11/07/2008)
		Joinder of Parties-In-Interest <i>Eva Sperber-Porter, Litchfield Road Associates Limited Partnership, and Baseline &amp; Val Vista Associates Limited Partnership</i> to Official Committee of Investor's Objection To Motion For Order Confirming Debtor's

11/10/2008	<u>957</u>	Partnership, Eva Sperber-Porter. (THOMAS, RICHARD) (Entered: 11/10/2008)
11/10/2008	<u>958</u>	Notice of Lodging Proposed Order filed by DALE C. SCHIAN of SCHIAN WALKER, P.L.C. on behalf of AD HOC COMMITTEE OF INVESTORS IN THE VALUE-TO-LOAN OPPORTUNITY FUND I L.L.C. (related document(s) <u>910</u> Application to Employ).(SCHIAN, DALE) (Entered: 11/10/2008)
11/10/2008	<u>959</u>	<b>Minutes of Hearing held on: 11/10/2008</b> <b>Subject:</b> EXPEDITED HEARING ON DEBTOR, UNIVERSITY & ASH & THE INVESTOR'S COMMITTEE'S MOTION TO CONTINUE THE SETTLEMENT (RULE 9019) HEARING SET TODAY AT 1:30 PM FOR ONE WEEK. (vCal Hearing ID (1140028)). (Smith, Janet) (Entered: 11/10/2008)
11/10/2008	<u>960</u>	Certificate of Service filed by LAWRENCE E. WILK of JABURG & WILK, P.C. on behalf of Laura Martini. (related document(s) <u>946</u> Joinder) (WILK, LAWRENCE) (Entered: 11/10/2008)
11/10/2008	<u>961</u>	<b>Minutes of Hearing held on: 11/10/2008</b> <b>Subject:</b> HEARING ON DEBTOR'S INTENTION TO PAY FEES & COSTS OF ATTORNEYS RETAINED BY DEBTOR'S & MORTGAGES LTD SECURITIES EMPLOYEES and DEBTOR'S MOTION TO REVISE AMENDED INTERIM ORDER CONCERNING PAYMENT OF INTEREST COLLECTED FROM BORROWERS TO INVESTORS and DEBTOR'S MOTION TO AUTHORIZE DEBTOR TO CONVEY TITLE TO REAL PROPERTY and FIRST & FINAL APPLICATION FOR ALLOWANCE & PAYMENT OF FEES & SERVICES RENDERED BY MCA FINANCIAL GROUP AS FINANCIAL ADVISOR TO DEBTOR & OBJECTIONS THERETO and STATUS HEARING ON CENTERPOINT & GRACE SETTLEMENTS and SETTLEMENT HEARING RE: UNIVERSITY & ASH and HEARING ON CENTERPOINT DIP FINANCING. (vCal Hearing ID (1139538)). (related document(s) <u>408</u> , <u>517</u> , <u>545</u> , <u>651</u> , <u>713</u> ) Trial/Evidentiary Hearing set for 01/15/2009 at 09:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Hearing on Motion set for 11/18/2008 at 11:30 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) (Smith, Janet) Additional attachment(s) added on 11/14/2008 (Fletcher, Sheri). (Entered: 11/10/2008)
		Brief <i>Demand for Jury Trial</i> filed by CRAIG M. LACHANCE of BAIRD, WILLIAMS & GREER on behalf of PDG Los Arcos,



11/10/2008	<u>962</u>	LLC, National Retail Development Partners I, LLC. (LACHANCE, CRAIG) (Entered: 11/10/2008)
11/10/2008	<u>966</u>	<b>ORDER</b> Granting Motion to Withdraw as Attorney (Related Doc # <u>934</u> ) signed on 11/10/2008 . (Frazier, Liz) (Entered: 11/12/2008)
11/10/2008	<u>967</u>	<b>ORDER</b> Granting Application to Employ (Related Doc # <u>910</u> ) signed on 11/10/2008 . (Frazier, Liz) (Entered: 11/12/2008)
11/11/2008	<u>963</u>	Notice of Filing <i>Amended and Revised Settlement Agreement, Loans Restatement Agreement and Mutual Release in Support of Debtor's Motion to Approve Settlement with University and Ash et al. Pursuant to Bankruptcy Rule 9019</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd. (related document(s) <u>570</u> Motion to Approve Compromise/Settlement) (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit B).(ADKINS, TODD) (Entered: 11/11/2008)
11/11/2008	<u>964</u>	Notice of Errata filed by KERRY ALEXANDER HODGES of JENNINGS STROUSS AND SALMON PLC on behalf of Mortgages Ltd. (related document(s) <u>927</u> Motion to Approve Compromise/Settlement).(HODGES, KERRY) (Entered: 11/11/2008)
11/11/2008	<u>965</u>	Objection to Motion/Application <i>The William C. Lewis Trusts Response in Opposition to Debtors Motion to Approve Settlement with CGSR L.L.C., et al., Pursuant to Bankruptcy Rule 9019</i> (related to motions(s) <u>900</u> ) filed by S. CARY FORRESTER of FORRESTER & WORTH, PLLC on behalf of The Lewis Trust (related document(s) <u>900</u> motion Motion to Approve Compromise/Settlement). (FORRESTER, S.) (Entered: 11/11/2008)
11/12/2008	<u>968</u>	Application to Employ <i>Sierra Consulting Group, LLC as Financial Advisor</i> filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors (Attachments: # <u>1</u> Verified Statement and Declaration to Rule 2014 of Sierra Consulting Group). (DINNER, DEAN) (Entered: 11/12/2008)
11/12/2008		Adversary case 2:08-ap-00831. Adversary Proceeding Opened. (NADEAU, MARK) (Entered: 11/12/2008)
		Notice of Lodging Proposed Order <i>Granting Application to Employ Sierra Consulting Group LLC as Financial Advisor</i> filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors (related document(s)

11/12/2008	<u>969</u>	<u>968</u> Application to Employ).(DINNER, DEAN) (Entered: 11/12/2008)
11/12/2008		Adversary case 2:08-ap-00832. Adversary Proceeding Opened. (NADEAU, MARK) (Entered: 11/12/2008)
11/12/2008	<u>970</u>	Notice of Appearance <i>and Request to be Added to the Master Mailing List</i> filed by MICHAEL T. REYNOLDS on behalf of (FORT_MCDOWELL) WE-KA-JASSA INVESTMENT FUND, LLC.(REYNOLDS, MICHAEL) (Entered: 11/12/2008)
11/12/2008	<u>971</u>	Notice of Filing <i>Revised Promissory Notes and Deeds of Trust in Support of the Debtor's Motion to Approve Settlement with University &amp; Ash et al. Pursuant to Bankruptcy Rule 9019</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd. (related document(s) <u>570</u> Motion to Approve Compromise/Settlement, <u>950</u> Motion to Approve Compromise/Settlement, <u>963</u> Notice of Filing) (Attachments: # <u>1</u> Exhibit B-1# <u>2</u> Exhibit B-2# <u>3</u> Exhibit B-3# <u>4</u> Exhibit C-1# <u>5</u> Exhibit C-2# <u>6</u> Exhibit C-3).(ADKINS, TODD) (Entered: 11/12/2008)
11/12/2008	<u>972</u>	<b>Minutes of Hearing held on: 11/12/2008</b> <b>Subject:</b> DEBTOR'S MOTION TO QUASH AND/OR MODIFY SUBPOENAS & RADICAL BUNNY'S RESPONSE THERETO (DKT 949). (vCal Hearing ID (1140071)). (related document(s) <u>939</u> ) (Smith, Janet) (Entered: 11/13/2008)
11/13/2008	<u>973</u>	Notice of Filing of <i>Issuance of Subpoena Duces Tecum</i> filed by KERRY ALEXANDER HODGES of JENNINGS STROUSS AND SALMON PLC on behalf of Mortgages Ltd. (Attachments: # <u>1</u> Exhibit A).(HODGES, KERRY) (Entered: 11/13/2008)
11/13/2008	<u>974</u>	Notice of Deposition of <i>Paul Johnson</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors.(REECE, CATHY) (Entered: 11/13/2008)
11/13/2008	<u>975</u>	<i>Objection of the Official Unsecured Creditors' Committee to Centerpoint Debtor In Possession Financing</i> filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors (related document(s) <u>408</u> Motion to Approve). (DINNER, DEAN) (Entered: 11/13/2008)
		<i>Certificate of Service re Notice of Filing Amended and Revised Settlement Agreement, Loans Restatement Agreement and Mutual Release in Support of Debtor's Motion to Approve Settlement with</i>

11/13/2008	<u>976</u>	<i>University and Ash et al. Pursuant to Bankruptcy Rule 9019</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (related document(s) <u>963</u> Notice of Filing) (ADKINS, TODD) (Entered: 11/13/2008)
11/14/2008	<u>977</u>	Notice of Lodging Proposed Order ( <i>Second Amended Interim Concerning Payment of Interest Collected From Borrowers to Investors</i> ) filed by TODD B. TUGGLE of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document(s) <u>713</u> Motion to Amend).(TUGGLE, TODD) (Entered: 11/14/2008)
11/14/2008	<u>978</u>	Motion to Reject <i>Arizona Diamondbacks Legacy Club License Agreement</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (ADKINS, TODD) (Entered: 11/14/2008)
11/14/2008	<u>979</u>	Motion to Reject <i>Contract with Suns Legacy Partners and Phoenix Arena Development Limited Partnership</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (ADKINS, TODD) (Entered: 11/14/2008)
11/14/2008	<u>980</u>	Motion to Reject <i>Childhelp Sponsorship Agreement</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (ADKINS, TODD) (Entered: 11/14/2008)
11/14/2008	<u>981</u>	Motion to Reject <i>Chase Field Suite License Agreement</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (ADKINS, TODD) (Entered: 11/14/2008)
11/14/2008	<u>982</u>	Motion to Reject <i>Contract with Chad Bohner Designs, LLC</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (ADKINS, TODD) (Entered: 11/14/2008)
11/14/2008	<u>983</u>	Motion to Reject <i>U.S. Airways Center Suite License Agreement</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (ADKINS, TODD) (Entered: 11/14/2008)
		Objection to Motion/Application to <i>Centerpoint DIP Financing by Investors Committee</i> (related to motions(s) <u>408</u> ) filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (related document(s) <u>408</u> motion Motion to Approve) (Attachments: # <u>1</u> Service List). (REECE,

11/14/2008	<u>984</u>	CATHY) (Entered: 11/14/2008)
11/14/2008	<u>985</u>	Opposition <i>OF RADICAL BUNNY, L.L.C., TO DEBTORS MOTION TO APPROVE SETTLEMENT WITH CGSR, L.L.C. ET AL. PURSUANT TO BANKRUPTCY RULE 9019</i> filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC (related document(s) <u>900</u> Motion to Approve Compromise/Settlement). (FREEMAN, SHELTON) (Entered: 11/14/2008)
11/14/2008	<u>986</u>	Opposition <i>OF RADICAL BUNNY, L.L.C., TO DEBTORS MOTION TO APPROVE SETTLEMENT WITH CS 11 MARICOPA, L.L.C. ET AL. PURSUANT TO BANKRUPTCY RULE 9019</i> filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC (related document(s) <u>901</u> Motion to Approve Compromise/Settlement). (FREEMAN, SHELTON) (Entered: 11/14/2008)
11/14/2008	<u>987</u>	Opposition <i>OF RADICAL BUNNY, L.L.C., TO DEBTORS EMERGENCY MOTION FOR APPROVAL OF DEBTOR-IN-POSSESSION FINANCING RE CENTERPOINT IN ACCORDANCE WITH BANKRUPTCY CODE SECTIONS 364(c) and (d)</i> filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL BUNNY, LLC (related document(s) <u>408</u> Motion to Approve, <u>483</u> Generic Order, <u>590</u> Notice of Filing). (FREEMAN, SHELTON) (Entered: 11/14/2008)
11/14/2008	<u>988</u>	<i>Joinder In Certain Pleading filed by Official Committee of Investors, Certain Pleadings filed by Allen Bickart, Esq. and certain pleadings filed by William C. Lewis Trust</i> filed by JEFFREY S. KAUFMAN of JEFFREY S. KAUFMAN, LTD on behalf of JEFFREY S KAUFMAN. (KAUFMAN, JEFFREY) (Entered: 11/14/2008)
11/14/2008	<u>989</u>	Pre-Trial Statement filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd.. (related document(s) <u>570</u> Motion to Approve Compromise/Settlement) (ADKINS, TODD) (Entered: 11/14/2008)
11/14/2008	<u>990</u>	<i>Response to and and Motion to Strike Portions of the Mahakian Investor Group's Objection to the Debtor's Motion to Approve Settlement with University and Ash, et al.</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd. (related document(s) <u>953</u> Objection). (ADKINS, TODD) (Entered: 11/14/2008)

11/17/2008	<u>1001</u>	TODD) (Entered: 11/17/2008)
11/17/2008	<u>1002</u>	Pre-Trial Pre-Trial Statement filed by JEFFREY S. KAUFMAN of JEFFREY S. KAUFMAN, LTD on behalf of JEFFREY S KAUFMAN. (KAUFMAN, JEFFREY) (Entered: 11/17/2008)
11/17/2008	<u>1003</u>	Notice of Filing <i>Cover Sheet Application for Alvarez &amp; Marsal for October 2008 Monthly Statement</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (Attachments: # <u>1</u> Exhibit A# <u>2</u> Service List).(REECE, CATHY) (Entered: 11/17/2008)
11/17/2008	<u>1005</u>	<i>Joinder of Parties-In-Interest Eva Sperber-Porter, Litchfield Road Associates Limited Partnership, and Baseline &amp; Val Vista Associates Limited Partnership In The Pretrial Statement of Investors' Committee</i> filed by RICHARD RAY THOMAS of THOMAS SCHERN RICHARDSON on behalf of Baseline & Val Vista Associates Limited Partnership, Litchfield Road Associates Limited Partnership, Eva Sperber-Porter. (related document(s) <u>998</u> Pre-Trial Statement) (THOMAS, RICHARD) (Entered: 11/17/2008)
11/17/2008	<u>1006</u>	<i>Joinder of Parties-In-Interest Eva Sperber-Porter, Litchfield Road Associates Limited Partnership, and Baseline &amp; Val Vista Associates Limited Partnership in The Objection To Centerpoint DIP Financing by Investors' Committee</i> filed by RICHARD RAY THOMAS of THOMAS SCHERN RICHARDSON on behalf of Baseline & Val Vista Associates Limited Partnership, Litchfield Road Associates Limited Partnership, Eva Sperber-Porter. (related document(s) <u>984</u> Objection) (THOMAS, RICHARD) (Entered: 11/17/2008)
11/17/2008	<u>1007</u>	<i>Joinder of Parties-In-Interest Eva Sperber-Porter, Litchfield Road Associates Limited Partnership, and Baseline &amp; Val Vista Associates Limited Partnership in The Supplement To The Objection of Investors' Committee To University &amp; Ash Settlements</i> filed by RICHARD RAY THOMAS of THOMAS SCHERN RICHARDSON on behalf of Baseline & Val Vista Associates Limited Partnership, Litchfield Road Associates Limited Partnership, Eva Sperber-Porter. (related document(s) <u>999</u> Objection) (THOMAS, RICHARD) (Entered: 11/17/2008)
		Supplemental Opposition <i>OF RADICAL BUNNY, L.L.C., TO DEBTORS EMERGENCY MOTION FOR APPROVAL OF DEBTOR-IN-POSSESSION FINANCING RE CENTERPOINT IN ACCORDANCE WITH BANKRUPTCY CODE SECTIONS 364(c) and (d)</i> filed by SHELTON L. FREEMAN of DECONCINI MCDONALD YETWIN & LACY PC on behalf of RADICAL

04/14/2009	<u>1555</u>	Certificate of Service <i>and No Objection</i> filed by SEAN P ST. CLAIR of THE LASSITER LAW FIRM PLC on behalf of Mechanical Solutions Incorporated.(ST. CLAIR, SEAN) (Entered: 04/14/2009)
04/14/2009	<u>1556</u>	Motion to Determine <i>Motion Under Bankruptcy Rule 3013 To Determine If Classification And Treatment Of Claims In Classes 9, 11C, 11D And 11E Is Appropriate In The Official Committee Of Investors First Amended Plan Of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (Attachments: # <u>1</u> Exhibit A). (SALERNO, THOMAS) (Entered: 04/14/2009)
04/14/2009	<u>1557</u>	Notice of Hearing on Motion <i>Under Bankruptcy Rule 3013 To Determine If Classification And Treatment Of Claims In Classes 9, 11C, 11D And 11E Is Appropriate In The Official Committee Of Investors First Amended Plan Of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1556</u> Motion to Determine) Hearing on Motion set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Objections/Responses due by 5/4/2009.,(SALERNO, THOMAS) (Entered: 04/14/2009)
04/14/2009	<u>1558</u>	Exhibit <i>Appendix Of Exhibits In Support Of Motion Under Bankruptcy Rule 3013 To Determine If Classification And Treatment Of Claims In Classes 9, 11C, 11D And 11E Is Appropriate In The Official Committee Of Investors First Amended Plan Of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC. (related document(s) <u>1556</u> Motion to Determine) (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit B Part 1# <u>3</u> Exhibit B Part 2# <u>4</u> Exhibit C Part 1# <u>5</u> Exhibit C Part 2# <u>6</u> Exhibit D# <u>7</u> Exhibit E# <u>8</u> Exhibit F# <u>9</u> Exhibit G# <u>10</u> Exhibit H# <u>11</u> Exhibit I# <u>12</u> Exhibit J Part 1# <u>13</u> Exhibit J Part 2# <u>14</u> Exhibit K# <u>15</u> Exhibit L# <u>16</u> Exhibit M Part 1# <u>17</u> Exhibit M Part 1# <u>18</u> Exhibit M Part 3# <u>19</u> Exhibit N# <u>20</u> Exhibit O# <u>21</u> Exhibit P) (SALERNO, THOMAS) (Entered: 04/14/2009)
		Amended Notice of Hearing on Motion <i>Under Bankruptcy Rule 3013 To Determine If Classification And Treatment Of Claims In Classes 9, 11C, 11D And 11E Is Appropriate In The Official Committee Of Investors First Amended Plan Of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1556</u> Motion to

04/14/2009	<u>1559</u>	Determine) Hearing on Motion set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Objections/Responses due by 5/4/2009.,(SALERNO, THOMAS) (Entered: 04/14/2009)
04/14/2009	<u>1560</u>	Motion to Approve <i>MOTION FOR APPROVAL OF INSURANCE PREMIUM FINANCE AGREEMENTS</i> filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (STEVENS, BRADLEY) (Entered: 04/14/2009)
04/14/2009	<u>1561</u>	Notice of Lodging Proposed Order <i>Granting Motion for Approval of Insurance Premium Finance Agreements</i> filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document (s) <u>1560</u> Motion to Approve).(STEVENS, BRADLEY) (Entered: 04/14/2009)
04/14/2009	<u>1562</u>	Objection to Claim 1807,1808,1809,1810,1811,1812,1813,1814,1815 <i>Grace Entities' (I) Omnibus Objection to Proofs of Claims Filed by Mortgages Ltd. on Behalf of MP Funds; and (II) Motion to Temporarily Allow Such Claims and All Claims Filed by Similarly Situated Investors at \$0 for the Purpose of Accepting or Rejecting the Official Committee of Investors' First Amended Plan of Reorganization Dated March 12, 2009</i> filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of 44th & Camelback Property, LLC, 70th Street Property, LLC, Central & Monroe, LLC, Osborn III Partners, LLC, Portales Place Property, LLC. (ENNIS, DONALD) (Entered: 04/14/2009)
04/14/2009	<u>1563</u>	Motion to Accelerate/Expedite <i>Hearing on Grace Entities' (I) Omnibus Objection to Proofs of Claims Filed by Mortgages Ltd. on Behalf of MP Funds; and (II) Motion to Temporarily Allow Such Claims and All Claims Filed by Similarly Situated Investors at \$0 for the Purpose of Accepting or Rejecting the Official Committee of Investors' First Amended Plan of Reorganization Dated March 12, 2009</i> filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of 44th & Camelback Property, LLC, 70th Street Property, LLC, Central & Monroe, LLC, Osborn III Partners, LLC, Portales Place Property, LLC (related document (s) <u>1562</u> Objection to Claim). (ENNIS, DONALD) (Entered: 04/14/2009)
		Notice of Lodging Proposed Order <i>Granting Motion for Expedited Hearing on Grace Entities' (I) Omnibus Objection to Proofs of Claims Filed by Mortgages Ltd. on Behalf of MP Funds; and (II) Motion to Temporarily Allow Such Claims and</i>

04/14/2009	<u>1564</u>	<i>All Claims Filed by Similarly Situated Investors at \$0 for the Purpose of Accepting or Rejecting the Official Committee of Investors' First Amended Plan of Reorganization Dated March 12, 2009</i> filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of 44th & Camelback Property, LLC, 70th Street Property, LLC, Central & Monroe, LLC, Osborn III Partners, LLC, Portales Place Property, LLC (related document(s) <u>1563</u> Motion to Accelerate/Expedite).(ENNIS, DONALD) (Entered: 04/14/2009)
04/14/2009	<u>1566</u>	<b>ORDER</b> Continuing signed on 4/14/2009 (related document(s) <u>1549</u> Motion to Continue) Hearing set for 6/16/2009 at 02:30 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Hearing set for 6/18/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) . (Frazier, Liz) (Entered: 04/15/2009)
04/15/2009	<u>1565</u>	Notice of Hearing on <i>Stratera's Motion for Immediate Payment of Superpriority Administrative Claim and Objection to Payment of Lesser Priority Claims</i> filed by EDWIN B STANLEY of SIMBRO & STANLEY, PLC on behalf of Stratera Portfolio Advisors, LLC (related document(s) <u>1548</u> Motion to Pay) Hearing set for 5/4/2009 at 02:00 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) (Attachments: # <u>1</u> Exhibit Service List).(STANLEY, EDWIN) (Entered: 04/15/2009)
04/15/2009	<u>1567</u>	Motion to Join <i>Grace Entities' Joinder in Radical Bunny Chapter 11 Trustee's Motion Under Bankruptcy Rule 3013 to Determine if Classification and Treatment of Claims in Classes 9, 11C, 11D and 11E is Appropriate in the Official Committee of Investors' First Amended Plan of Reorganization</i> filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of 44th & Camelback Property, LLC, 70th Street Property, LLC, Central & Monroe, LLC, Osborn III Partners, LLC, Portales Place Property, LLC (related document(s) <u>1556</u> Motion to Determine). (ENNIS, DONALD) (Entered: 04/15/2009)
04/15/2009	<u>1568</u>	Notice of Hearing on Motion <b>NOTICE OF HEARING ON MORTGAGES LTD.'S MOTION FOR APPROVAL OF INSURANCE PREMIUM FINANCE AGREEMENTS (Chateaux on Central and Rodeo Ranch Estates)</b> filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document(s) <u>1560</u> Motion to Approve) Hearing on Motion set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Objections/Responses due by 5/4/2009.,(STEVENS, BRADLEY) (Entered: 04/15/2009)



04/15/2009	<u>1569</u>	Certificate of Service filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (related document(s) <u>1568</u> Notice of Hearing on Motion) (STEVENS, BRADLEY) (Entered: 04/15/2009)
04/15/2009	<u>1570</u>	Notice of Filing <i>Cover Sheet Application for Alvarez &amp; Marsal for March 2009 Monthly Statement</i> filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (Attachments: # <u>1</u> Exhibit A# <u>2</u> Service List).(REECE, CATHY) (Entered: 04/15/2009)
04/15/2009	<u>1571</u>	Certificate of Service <i>Via E-Mail</i> filed by ANDREW V. BANAS of SQUIRE SANDERS & DEMPSEY LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC. (related document(s) <u>1556</u> Motion to Determine, <u>1558</u> Exhibit, <u>1559</u> Notice of Hearing on Motion) (BANAS, ANDREW) (Entered: 04/15/2009)
04/15/2009	<u>1572</u>	<b>ORDER</b> Granting signed on 4/15/2009 (related document(s) <u>1435</u> Notice of Stipulation) . (Frazier, Liz) (Entered: 04/16/2009)
04/15/2009	<u>1573</u>	<b>ORDER</b> Granting Motion to Approve (Related Doc # <u>1560</u> ) signed on 4/15/2009 . (Frazier, Liz) (Entered: 04/16/2009)
04/15/2009	<u>1574</u>	<b>ORDER</b> Setting Hearing signed on 4/15/2009 (related document (s) <u>1562</u> Objection to Claim, <u>1563</u> Motion to Accelerate/Expedite) Hearing set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) . (Frazier, Liz) (Entered: 04/16/2009)
04/16/2009	<u>1575</u>	Notice of Hearing on Objection , Notice of Hearing on Motion <i>on Grace Entities' (I) Omnibus Objection to Proofs of Claims Filed by Mortgages Ltd. on Behalf of MP Funds; and (II) Motion to Temporarily Allow Such Claims and All Claims Filed by Similarly Situated Investors at \$0 for the Purpose of Accepting or Rejecting the Official Committee of Investors' First Amended Plan of Reorganization Dated March 12, 2009</i> filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of 44th & Camelback Property, LLC, 70th Street Property, LLC, Central & Monroe, LLC, Osborn III Partners, LLC, Portales Place Property, LLC (related document(s) <u>1562</u> Objection to Claim) Hearing on Objection set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Hearing on Motion set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Objections/Responses due by 5/5/2009.,(ENNIS, DONALD) (Entered: 04/16/2009)

04/16/2009	<u>1576</u>	Motion to Join <i>Radical Bunny's: (I) Joinder In Objection And Motion Filed By The Grace Entities At Docket No. 1562; (II) Objection To Proof Of Claim No. 1817 Filed By The VTL Fund; And (III) Motion For Temporary Allowance Of Claims In Class 9 And Class 11D At \$0 For Purposes Of Voting To Accept Or Reject The Official Committee Of Investors First Amended Plan Of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1562</u> Objection to Claim). (SALERNO, THOMAS) (Entered: 04/16/2009)
04/16/2009	<u>1577</u>	Notice of Hearing <i>Radical Bunny's: (I) Joinder In Objection And Motion Filed By The Grace Entities At Docket No. 1562; (II) Objection To Proof Of Claim No. 1817 Filed By The VTL Fund; And (III) Motion For Temporary Allowance Of Claims In Class 9 And Class 11D At \$0 For Purposes Of Voting To Accept Or Reject The Official Committee Of Investors First Amended Plan Of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1576</u> Motion to Join) Hearing set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Objections/Responses due by 5/6/2009.,(SALERNO, THOMAS) (Entered: 04/16/2009)
04/16/2009	<u>1578</u>	Certificate of Service filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC. (related document(s) <u>1576</u> Motion to Join, <u>1577</u> Notice of Hearing) (SALERNO, THOMAS) (Entered: 04/16/2009)
04/16/2009	<u>1579</u>	Motion to Withdraw Document <i>previously filed as Motion to Convert the Case to Chapter 7</i> filed by JERRY L. COCHRAN of COCHRAN LAW FIRM, PC on behalf of 2440, L.L.C. (related document(s) <u>1488</u> Motion to Convert Chapter 11 Case to Chapter 7 (15.00 fee)). (COCHRAN, JERRY) (Entered: 04/16/2009)
04/17/2009	<u>1580</u>	Notice of Filing <i>Cover Sheet Application for Schian Walker, P.L.C. for March 2009 Monthly Statement</i> filed by DALE C. SCHIAN of SCHIAN WALKER, P.L.C. on behalf of OFFICIAL COMMITTEE OF INVESTORS IN THE VALUE-TO-LOAN OPPORTUNITY FUND I L.L.C..(SCHIAN, DALE) (Entered: 04/17/2009)
		Notice of Filing <i>March 2009 Cover Sheet Application for Interim Payment to Jennings Strouss &amp; Salmon, P.L.C.</i> filed by KERRY ALEXANDER HODGES of JENNINGS STROUSS AND

04/17/2009	<u>1581</u>	SALMON PLC on behalf of Mortgages Ltd. (Attachments: # <u>1</u> Exhibit A).(HODGES, KERRY) (Entered: 04/17/2009)
04/17/2009	<u>1582</u>	Motion to Determine <i>Proper Classification and Treatment of Rev Op Investor Claims</i> filed by ANDREW V. BANAS of SQUIRE SANDERS & DEMPSEY LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1532</u> Amended Chapter 11 Plan) (Attachments: # <u>1</u> Exhibit 1 - Chart# <u>2</u> Exhibit 2 - Rev Op Purchase Agreement). (BANAS, ANDREW) (Entered: 04/17/2009)
04/20/2009	<u>1583</u>	<b>Minutes of Hearing held on: 04/20/2009</b> <b>Subject:</b> FINAL PRE-TRIAL CONFERENCE ON ORDER TO SHOW CAUSE WHY TEMPE LAND COMPANY, KENNETH LOSCH AND DAVID DEWAR SHOULD NOT BE HELD IN CONTEMPT OF COURT FOR WILLFULLY FAILING TO COMPLY WITH THIS COURT'S INTERIM ORDER DATED SEPTEMBER 3, 2008 (DKT. NO. 483). AND DEBTOR'S MOTION TO APPROVE SETTLEMENT OF ORDER TO SHOW CAUSE AGAINST TEMPE LAND CO, LOSCH & DEWAR & THE EFFECT OF JOINDERS AND MOTION TO DISMISS ORDER TO SHOW CAUSE FILED BY TEMPE LAND CO. (vCal Hearing ID (1145077)). (related document(s) <u>1076</u> , <u>1332</u> , <u>1456</u> ) Hearing on Motion set for 06/16/2009 at 02:30 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) (Smith, Janet) (Entered: 04/20/2009)
04/20/2009	<u>1584</u>	<b>Minutes of Hearing held on: 04/20/2009</b> <b>Subject:</b> HEARING ON DEBTOR'S DISCLOSURE STATEMENT. (vCal Hearing ID (1145902)). Hearing on Approval of Disclosure Statement set for 04/28/2009 at 03:00 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) (Smith, Janet) (Entered: 04/20/2009)
04/20/2009	<u>1585</u>	Notice of Hearing on Motion <i>Under Bankruptcy Rule 3013 To Determine Proper Classification And Treatment Of Rev Op Investor Claims In The Official Committee Of Investors' First Amended Plan Of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1582</u> Motion to Determine) Hearing on Motion set for 5/13/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Objections/Responses due by 5/7/2009,.(SALERNO, THOMAS) (Entered: 04/20/2009)

04/27/2009	<u>1606</u>	Notice of Filing <i>Cover Sheet Application for DLA Piper LLP (US) for February 2009 Monthly Statement</i> filed by MARK ALLEN NADEAU of DLA PIPER LLP (US) on behalf of Mortgages Ltd. (related document(s) <u>1599</u> Operating Report) (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit A (part 2)).(NADEAU, MARK) (Entered: 04/27/2009)
04/28/2009	<u>1607</u>	<b>ORDER</b> Continuing Hearing on Approval of Debtor's Disclosure Statement signed on 4/28/2009 (related document(s) <u>1429</u> Disclosure Statement) Continued hearing set for 5/4/2009 at 02:00 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH) . (Lewis, Diane) (Entered: 04/28/2009)
04/28/2009	<u>1608</u>	<b>Minutes of Hearing held on: 04/28/2009</b> <b>Subject: HEARING ON DEBTOR'S DISCLOSURE STATEMENT.</b> (vCal Hearing ID (1146361)). (Smith, Janet) (Entered: 04/28/2009)
04/29/2009	<u>1609</u>	Notice of Lodging Proposed Order filed by KENDALL D. STEELE of JARDINE, BAKER, HICKMAN & HOUSTON on behalf of Mayer Hoffmann McCann P.C. (Attachments: # <u>1</u> Pleading Order for Substitution of Counsel).(STEELE, KENDALL) (Entered: 04/29/2009)
04/29/2009	<u>1610</u>	Motion to Determine <i>Proper Classification and Treatment of "Radical Bunny LLC" Claims in the Official Committee of Investors' First Amended Plan</i> filed by ROBERT G. FURST. (Frazier, Liz) (Entered: 04/30/2009)
04/30/2009	<u>1611</u>	Amended Notice of Filing <i>Cover Sheet Application for DLA Piper LLP (US) for November 2008 Monthly Statement</i> filed by MARK ALLEN NADEAU of DLA PIPER LLP (US) on behalf of Mortgages Ltd. (related document(s) <u>1603</u> Notice of Filing) (Attachments: # <u>1</u> Exhibit A-1# <u>2</u> Exhibit A-2).(NADEAU, MARK) (Entered: 04/30/2009)
04/30/2009	<u>1612</u>	Amended Notice of Filing <i>Cover Sheet Application for DLA Piper LLP (US) for December 2008 Monthly Statement</i> filed by MARK ALLEN NADEAU of DLA PIPER LLP (US) on behalf of Mortgages Ltd. (related document(s) <u>1604</u> Notice of Filing) (Attachments: # <u>1</u> Exhibit A-1).(NADEAU, MARK) (Entered: 04/30/2009)
		Exhibit A-2 to Amended Notice of Filing <i>Cover Sheet for DLA Piper LLP (US) for December 2008 Monthly Statement</i> filed by MARK ALLEN NADEAU of DLA PIPER LLP (US) on behalf of Mortgages Ltd.. (related document(s) <u>1612</u> Notice of Filing)

05/05/2009	<u>1642</u>	Objection / <i>GRACE ENTITIES OBJECTION TO CONFIRMATION OF THE OFFICIAL COMMITTEE OF INVESTORS FIRST AMENDED PLAN OF REORGANIZATION DATED MARCH 12, 2009</i> filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of 44th & Camelback Property, LLC, 70th Street Property, LLC, Central & Monroe, LLC, Osborn III Partners, LLC, Portales Place Property, LLC (related document(s) <u>1532</u> Amended Chapter 11 Plan). (ENNIS, DONALD) (Entered: 05/05/2009)
05/05/2009	<u>1643</u>	Objection <i>Radical Bunny's Objections to Confirmation of the Official Committee of Investors' First Amended Plan of Reorganization</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1532</u> Amended Chapter 11 Plan). (SALERNO, THOMAS) (Entered: 05/05/2009)
05/05/2009	<u>1644</u>	Objection to Confirmation filed by WILLIAM NOVOTNY of MARISCAL, WEEKS, MCINTYRE, & FRIEDLANDER on behalf of Gold Creek, Inc. (related document(s) <u>1468</u> Amended Chapter 11 Plan).(NOVOTNY, WILLIAM) (Entered: 05/05/2009)
05/05/2009	<u>1645</u>	Objection <i>Joiner in Objection to Committee of Investors Amended Plan of Reorganization</i> filed by D. LAMAR HAWKINS of AIKEN SCHENK HAWKINS & RICCIARDI PC on behalf of DICK DIJKMAN (related document(s) <u>1616</u> Objection to Confirmation). (HAWKINS, D. LAMAR) (Entered: 05/05/2009)
05/05/2009	<u>1646</u>	Limited Objection filed by JON S. MUSIAL of LAW OFFICE OF JON S. MUSIAL on behalf of PERFORMANCE CONTRACTING, INC. (related document(s) <u>1532</u> Amended Chapter 11 Plan). (MUSIAL, JON) (Entered: 05/05/2009)
05/05/2009	<u>1647</u>	Statement of Position filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (related document(s) <u>1562</u> Objection to Claim) (STEVENS, BRADLEY) (Entered: 05/05/2009)
05/05/2009	<u>1648</u>	<i>Joinder and Objection of Sun Valley Masonry, Inc. to the Official Committee of Investors' First Amended Plan of Reorganization Dated March 12, 2009</i> filed by REBECCA J. WINTHROP of BALLARD SPAHR ANDREWS & INGERSOLL, LLP on behalf of Mortgages Ltd.. (WINTHROP, REBECCA) (Entered: 05/05/2009)

05/11/2009	<u>1697</u>	Objection to Motion/Application to Approve Settlement Between Mortgages Ltd and SM Coles (related to motions(s) <u>1629</u> ) filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors (related document(s) <u>1629</u> motion Motion to Approve Compromise/Settlement) (Attachments: # <u>1</u> Service List). (DINNER, DEAN) (Entered: 05/11/2009)
05/11/2009	<u>1698</u>	Objection to Motion/Application to Approve Settlement Between Mortgages Ltd., S.M. Coles, LLC, and Secured Capital Management Co., LLC (related to motions(s) <u>1634</u> ) filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors (related document(s) <u>1634</u> motion Motion to Approve Compromise/Settlement) (Attachments: # <u>1</u> Service List). (DINNER, DEAN) (Entered: 05/11/2009)
05/11/2009	<u>1699</u>	Objection to Proof of Claim Number 244-1, Filed by Secured Capital Management Co., LLC filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (Attachments: # <u>1</u> Exhibit A# <u>2</u> Exhibit B# <u>3</u> Service List). (REECE, CATHY) (Entered: 05/11/2009)
05/11/2009	<u>1700</u>	Notice of Withdrawal of Notice of Deposition of Edward McDonough filed by DONALD F. ENNIS of SNELL & WILMER LLP on behalf of 44th & Camelback Property, LLC, 70th Street Property, LLC, Central & Monroe, LLC, Osborn III Partners, LLC, Portales Place Property, LLC (related document (s) <u>1628</u> Notice of Deposition).(ENNIS, DONALD) (Entered: 05/11/2009)
05/11/2009	<u>1701</u>	Objection to Proofs of Claim Numbers 33-1, as Amended by Number 33-2, Filed by Radical Bunny, L.L.C. filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (Attachments: # <u>1</u> Service List). (REECE, CATHY) (Entered: 05/11/2009)
05/11/2009	<u>1702</u>	Objection to Proofs of Claim Number 246-1 Filed by University & Ash, LLC; Roosevelt Gateway, LLC; and Roosevelt Gateway II, LLC filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (Attachments: # <u>1</u> Service List). (REECE, CATHY) (Entered: 05/11/2009)
05/11/2009	<u>1703</u>	Objection to Proof of Claim Number 247-1 Filed by Tempe Land Company filed by CATHY L. REECE of FENNEMORE CRAIG on behalf of Official Committee of Investors (Attachments: # <u>1</u> Service List). (REECE, CATHY) (Entered: 05/11/2009)

05/12/2009	<u>1710</u>	filed by BRADLEY JAY STEVENS of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document(s) <u>1708</u> Chapter 11 Plan). (STEVENS, BRADLEY) (Entered: 05/12/2009)
05/12/2009	<u>1711</u>	Objection <i>Radical Bunny's Objection to Motion to Determine Classification and Treatment of Radical Bunny's Claim</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1610</u> Motion to Determine) (Attachments: # <u>1</u> Exhibit 1 Part 1# <u>2</u> Exhibit 1 Part 2# <u>3</u> Exhibit 2). (SALERNO, THOMAS) (Entered: 05/12/2009)
05/12/2009	<u>1713</u>	Report of Ballots <i>Objection to Ballot Report of Voting on Official Committee of Investors' First Amended Plan of Reorganization Dated March 12, 2009</i> filed by TODD B. TUGGLE of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd. (related document(s) <u>1677</u> Report of Ballots). (TUGGLE, TODD) (Entered: 05/12/2009)
05/12/2009	<u>1714</u>	Certificate of Service filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC. (related document(s) <u>1711</u> Objection) (SALERNO, THOMAS) (Entered: 05/12/2009)
05/12/2009	<u>1715</u>	Response <i>PERFORMANCE CONTRACTING, INC.S REPLY RE INVESTORS COMMITTEES CONFIRMATION BRIEF IN SUPPORT OF ITS FIRST AMENDED PLAN OF REORGANIZATION AND REPLY TO OBJECTIONS</i> filed by JON S. MUSIAL of LAW OFFICE OF JON S. MUSIAL on behalf of PERFORMANCE CONTRACTING, INC. (related document(s) <u>1696</u> Brief). (MUSIAL, JON) (Entered: 05/12/2009)
05/12/2009	<u>1718</u>	<b>Minutes of Hearing held on: 05/12/2009</b> <b>Subject:</b> EXPEDITED HEARING ON MOTION TO APPROVE SETTLEMENT BETWEEN MORTGAGES LTD. AND S.M. COLES, LLC FILED BY DEBTOR AND EXPEDITED HEARING ON MOTION TO APPROVE SETTLEMENT BETWEEN MORTGAGES LTD., S.M. COLES. LLC AND SECURED CAPITAL MANAGEMENT CO., LLC FILED BY DEBTOR. (vCal Hearing ID (1147523)). (related document(s) <u>1631</u> , <u>1634</u> ) Trial/Evidentiary Hearing set for 05/14/2009 at 02:45 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Hearing on Motion set for 05/12/2009 at 03:30 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) (Beller, Luann) (Entered: 05/13/2009)

05/12/2009	<u>1719</u>	<p><b>Minutes of Hearing held on: 05/12/2009</b>  <b>Subject:</b> PRETRIAL CONFERENCE ON CONFIRMATION OF INVESTORS COMMITTEE'S PLAN AND EXPEDITED HEARING ON MOTION TO APPROVE SETTLEMENT BETWEEN MORTGAGES LTD., S.M. COLES. LLC AND SECURED CAPITAL MANAGEMENT CO., LLC FILED BY DEBTOR.  (vCal Hearing ID (1147399)). (related document(s) <u>1532</u> , <u>1634</u> )  (Beller, Luann) (Entered: 05/13/2009)</p>
05/13/2009	<u>1716</u>	<p>Joinder filed by ALLEN B BICKART of ALLEN B BICKART PC on behalf of Adele Abrahams, Wendy Abrahams, ALLEN B BICKART, CAROLYN A BICKART, NICHOLAS ESPOSITO, VICKIE GREIFF, KOUMBAS L L C, CAROL MAHAKIAN, Leo P Malone, VIC RUBIN, LAVERNE WESTBERG, Kim Westberg, ARIANTHI ZISTATIS, MINAS ZISTATIS.  (related document(s) <u>1641</u> Objection to Confirmation)  (Attachments: # <u>1</u> Service List)(BICKART, ALLEN) (Entered: 05/13/2009)</p>
05/13/2009	<u>1717</u>	<p>Notice of Filing <i>Cover Sheet Application For Greenberg Traurig, LLP April 2009 Monthly Statement</i> filed by JOHN R. CLEMENCY of GREENBERG TRAUIG LLP on behalf of Mortgages Ltd. (Attachments: # <u>1</u> Exhibit A).(CLEMENCY, JOHN) (Entered: 05/13/2009)</p>
05/13/2009	<u>1720</u>	<p>Notice of Filing <i>Redline Versions of Chapter 11 Plan of Reorganization of Mortgages Ltd. and the Mahakian Investors and Disclosure Statement in Support Thereof</i> filed by TODD M. ADKINS of JENNINGS, STROUSS AND SALMON on behalf of Mortgages Ltd. (related document(s) <u>1708</u> Chapter 11 Plan, <u>1709</u> Disclosure Statement) (Attachments: # <u>1</u> Exhibit A - Redline Version of Plan# <u>2</u> Exhibit B - Redline Version of Disclosure Statement).(ADKINS, TODD) (Entered: 05/13/2009)</p>
		<p><b>Minutes of Hearing held on: 05/13/2009</b>  <b>Subject:</b> EVIDENTIARY HEARING ON CONFIRMATION OF INVESTORS COMMITTEE'S PLAN AND RADICAL BUNNY'S MOTION UNDER BK RULE 3013 TO DETERMINE IF CLASSIFICATION &amp; TREATMENT OF CLAIMS IN CLASSES 9, 11C, 11D AND 11E IS APPROPRIATE IN THE OFFICIAL COMMITTEE OF INVESTORS' FIRST AMENDED PLAN AND EXPEDITED HEARING ON GRACE ENTITIES 1) OMNIBUS OBJECTIOIN TO PROOFS OF CLAIMS FILED BY MORTGAGES LTD ON BEHALF OF MP FUNDS; AND 2) MOTION TO TEMPORARILY ALLOW SUCH CLAIMS &amp; ALL CLAIMS FILED BY SIMILARLY SITUATED INVESTORS AT \$0 FOR THE PURPOSE OF ACCEPTING OR REJECTING THE</p>



05/13/2009	<u>1721</u>	INVESTORS COMMITTEE'S FIRST AMENDED PLAN AND RADICAL BUNNY'S 1) JOINDER IN OBJECTION & MOTION OF GRACE ENTITIES (DKT 1562; 2) OBJECTION TO PROOF OF CLAIM NO 1817 FILED BY THE VTL FUND AND 3) MOTION FOR TEMPORARY ALLOWANCE OF CLAIMS IN CLASS 9 & CLASS 11D AT \$0 FOR PURPOSES OF VOTING TO ACCEPT OR REJECT THE INVESTORS COMM FIRST AMENDED PLAN AND MOTION TO DETERMINE PROPER CLASSIFICATION & TREATMENT OF REV OP INVESTOR CLAIMS IN THE INVESTORS COMMITTEE'S FIRST AMENDED PLAN FILED BY G. LYON, CHAPTER 11 TRUSTEE FOR RADICAL BUNNY AND HEARING ON DEBTOR'S DISCLOSURE STATEMENT AND DEBTOR'S MOTION FOR APPROVAL OF INSURANCE PREMIUM FINANCE AGREEMENTS (CHATEAUX ON CENTRAL & RODEO RANCH ESTATES). (vCal Hearing ID (1145988)). (related document(s) <u>1532</u> , <u>1556</u> , <u>1560</u> , <u>1562</u> , <u>1582</u> , <u>1584</u> ) Hearing on Motion set for 05/14/2009 at 02:45 PM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) (Vaughan, Rhonda) Additional attachment (s) added on 5/18/2009 (Frazier, Liz). (Entered: 05/14/2009)
05/14/2009	<u>1722</u>	<b>ORDER</b> Continuing Hearing on Confirmation of Investor Committee Plan signed on 5/14/2009 Hearing set for 5/14/2009 at 08:30 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) Objections/Responses due by 5/14/2009, . (Murillo, Sybil) (Entered: 05/14/2009)
05/14/2009	<u>1723</u>	BAP Order BAP Appeal No: AZ-09-1019 (related document(s) <u>1267</u> Notice of Appeal (255.00 fee)) A limited remand is granted to allow the Bk Ct to rule on the motion to approve the settlement. (Clay, Edwina) (Entered: 05/14/2009)
05/14/2009	<u>1724</u>	List of Witnesses and Exhibits <i>for Hearing on Confirmation of the Official Committee of Investors' First Amended Plan of Reorganization Dated March 12, 2009</i> filed by TODD B. TUGGLE of JENNINGS, STROUSS & SALMON, P.L.C. on behalf of Mortgages Ltd.. (TUGGLE, TODD) (Entered: 05/14/2009)
05/14/2009	<u>1725</u>	Notice of Filing <i>Radical Bunnys List Of Witnesses And Exhibits In Opposition To Confirmation Of The Official Committee Of Investors First Amended Plan Of Reorganization</i> filed by JORDAN A KROOP of SQUIRE SANDERS & DEMPSEY LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1722</u> Order Continuing/Rescheduling).(KROOP, JORDAN) (Entered: 05/14/2009)

05/14/2009	<u>1726</u>	List of Witnesses and Exhibits <i>For May 18, 2009 Hearing on Confirmation of the Official Committee of Investors' First Amended Plan of Reorganization</i> filed by DEAN M. DINNER of NUSSBAUM & GILLIS on behalf of Official Committee of Unsecured Creditors. (DINNER, DEAN) (Entered: 05/14/2009)
05/14/2009	<u>1727</u>	<p><b>Minutes of Hearing held on: 05/14/2009</b>  <b>Subject:</b> RADICAL BUNNY'S MOTION UNDER BK RULE 3013 TO DETERMINE IF CLASSIFICATION &amp; TREATMENT OF CLAIMS IN CLASSES 9, 11C, 11D AND 11E IS APPROPRIATE IN THE OFFICIAL COMMITTEE OF INVESTORS' FIRST AMENDED PLAN AND EVIDENTIARY HEARING RE: MOTION TO APPROVE SETTLEMENT BETWEEN MORTGAGES LTD., S.M. COLES. LLC AND SECURED CAPITAL MANAGEMENT CO., LLC FILED BY DEBTOR AND EVIDENTIARY HEARING RE: MOTION TO APPROVE SETTLEMENT BETWEEN MORTGAGES LTD. AND S.M. COLES, LLC FILED BY DEBTOR AND HEARING ON DEBTOR'S DISCLOSURE STATEMENT AND RADICAL BUNNY'S 1) JOINDER IN OBJECTION &amp; MOTION OF GRACE ENTITIES (DKT 1562; 2) OBJECTION TO PROOF OF CLAIM NO 1817 FILED BY THE VTL FUND AND 3) MOTION FOR TEMPORARY ALLOWANCE OF CLAIMS IN CLASS 9 &amp; CLASS 11D AT \$0 FOR PURPOSES OF VOTING TO ACCEPT OR REJECT THE INVESTORS COMM FIRST AMENDED PLAN AND MOTION TO DETERMINE PROPER CLASSIFICATION &amp; TREATMENT OF REV OP INVESTOR CLAIMS IN THE INVESTORS COMMITTEE'S FIRST AMENDED PLAN FILED BY G. LYON, CHAPTER 11 TRUSTEE FOR RADICAL BUNNY.  (vCal Hearing ID (1147775)). (related document(s) <u>1556</u> , <u>1582</u> , <u>1584</u> , <u>1631</u> , <u>1634</u> ) (Beller, Luann) (Entered: 05/15/2009)</p>
05/15/2009	<u>1728</u>	<p><b>Minutes of Hearing held on: 05/15/2009</b>  <b>Subject:</b> CONTINUED HEARING ON PLAN CONFIRMATION.  (vCal Hearing ID (1147837)). (related document(s) <u>1532</u> )  Confirmation Hearing set for 05/18/2009 at 08:30 AM at 230 N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH )  (Beller, Luann) (Entered: 05/15/2009)</p>
05/15/2009	<u>1729</u>	ENTERED IN ERROR Notice of Rescheduled Hearing. (related document(s) <u>1297</u> Chapter 11 Plan) Hearing set for 6/18/2009 at 10:00 AM at 230 N. First Ave., 6th Floor, Courtroom 602, Phoenix, AZ (JMM/EWH) (Beller, Luann) Modified on 5/15/2009 (Beller, Luann). (Entered: 05/15/2009)
		Notice of Rescheduled Hearing. (related document(s) <u>1297</u> Chapter 11 Plan) Hearing set for 5/18/2009 at 10:00 AM at 230

05/15/2009	<u>1730</u>	N. First Ave., 6th Floor, Courtroom 603, Phoenix, AZ (RJH ) (Beller, Luann) (Entered: 05/15/2009)
05/15/2009	<u>1731</u>	Motion to Withdraw as Attorney <i>SECOND APPLICATION FOR WITHDRAWAL AS COUNSEL TO CERTAIN MEMBERS OF THE REV OP GROUP</i> filed by BRYCE A. SUZUKI of BRYAN CAVE LLP on behalf of Rev Op Group (Attachments: # <u>1</u> Exhibit A - Declaration). (SUZUKI, BRYCE) (Entered: 05/15/2009)
05/15/2009	<u>1732</u>	Objection <i>Radical Bunnys Objection To Emergency Motion To Authorize The Sale Of Certain Real Property Outside The Ordinary Course Of Business Pursuant To 11 U.S.C. § 363(b)(f)</i> filed by THOMAS J. SALERNO of SQUIRE, SANDERS & DEMPSEY, LLP on behalf of G. Grant Lyon, Chapter 11 Trustee for Radical Bunny, LLC (related document(s) <u>1626</u> Motion to Approve Sale) (Attachments: # <u>1</u> Exhibit A Part 1# <u>2</u> Exhibit A Part 2# <u>3</u> Exhibit B). (SALERNO, THOMAS) (Entered: 05/15/2009)
05/15/2009	<u>1733</u>	Joinder filed by ALLEN B BICKART of ALLEN B BICKART PC on behalf of Adele Abrahams, Wendy Abrahams, ALLEN B BICKART, CAROLYN A BICKART, NICHOLAS ESPOSITO, VICKIE GREIFF, KOUMBAS L L C, CAROL MAHAKIAN, VIC RUBIN, LAVERNE WESTBERG, Kim Westberg, ARIANTHI ZISTATSI, MINAS ZISTATSI. (related document(s) <u>1708</u> Chapter 11 Plan) (Attachments: # <u>1</u> Service List)(BICKART, ALLEN) (Entered: 05/15/2009)
05/15/2009	<u>1734</u>	Joinder filed by ALLEN B BICKART of ALLEN B BICKART PC on behalf of Adele Abrahams, Wendy Abrahams, ALLEN B BICKART, CAROLYN A BICKART, NICHOLAS ESPOSITO, VICKIE GREIFF, KOUMBAS L L C, CAROL MAHAKIAN, Leo P Malone, VIC RUBIN, LAVERNE WESTBERG, Kim Westberg, ARIANTHI ZISTATSI, MINAS ZISTATSI. (related document(s) <u>1709</u> Disclosure Statement) (Attachments: # <u>1</u> Service List)(BICKART, ALLEN) (Entered: 05/15/2009)
05/15/2009	<u>1735</u>	Joinder filed by ALLEN B BICKART of ALLEN B BICKART PC on behalf of Adele Abrahams, Wendy Abrahams, ALLEN B BICKART, CAROLYN A BICKART, NICHOLAS ESPOSITO, VICKIE GREIFF, KOUMBAS L L C, CAROL MAHAKIAN, Leo P Malone, VIC RUBIN, LAVERNE WESTBERG, Kim Westberg, ARIANTHI ZISTATSI, MINAS ZISTATSI. (related document(s) <u>1710</u> Motion to Approve) (Attachments: # <u>1</u> Service List)(BICKART, ALLEN) (Entered: 05/15/2009)
		Emergency Motion to Approve <i>Debtor-in-Possession Financing</i>

# **EXHIBIT “B”**

**UNITED STATES BANKRUPTCY APPELLATE  
PANEL FOR THE NINTH CIRCUIT**

**In re MORTGAGES LTD,**

Debtor

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**KEVIN T. O'HALLORAN, Trustee of  
The Liquidating Trust of Mortgages,  
Ltd.,**

Appellant,

v.

**GRANT LYON, Chapter 11 Trustee  
for Radical Bunny, LLC,**

Appellee.

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BAP No. AZ-09-1412

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

**APPELLANT'S OPENING BRIEF**

**STRADLEY RONON STEVENS &  
YOUNG, LLP**

Mark J. Dorval

(Pennsylvania Bar ID No. 76785)

Stradley Ronon Stevens & Young, LLP

2600 One Commerce Square

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providers of post-petition financing and ensuring that estate assets were being used for the benefit of all creditors. (Appx. p. 354 at ¶ 62).<sup>9</sup> Even if it had acted alone in performing these activities to protect its interests – which it did not – these activities do not create the rare occasion where a claim for substantial contribution should be awarded, and RBLLC and the bankruptcy court provided no legal authority for such a conclusion.<sup>10</sup> Moreover, because this work was duplicative of identical efforts made by several other Estate professionals the bankruptcy court could not legitimately conclude that it was “necessary” pursuant to Section 503(b)(3). *See D.W.G.K. Restaurants*, 84 B.R. at 689-90 (citing *In re Club Development & Mgmt. Corp.*, 27 B.R. 610, 612 (9th Cir. BAP 1982) (numerous participants in the proceedings made similar contributions and extensive involvement is not sufficient to compel a substantial contribution award)

The burden was on RBLLC to prove that it provided services that benefited the Estate and were not duplicative, and in the absence of such evidence, it was clear error for the bankruptcy court to find that the efforts of RBLLC were

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<sup>9</sup> For example, at Docket Entries 435, 987 and 1008 (Appx. at p. 479, 488, 489), RBLLC filed objections to financing when, at the same time, multiple parties, including the OIC and the Unsecured Creditors Committee were objecting to the same financing motion. (*See* Appx. at pp. 479-88, D.E. Nos. 436, 975 and 984). Similarly, RBLLC filed objections to financing at D.E. No. 376 and two other creditors filed objections to the same financing motion at D.E. 379 and 380. (*See* Appx. at pp. 477-78, D.E. Nos. 376, 379, 380).

<sup>10</sup> Allowing a substantial contribution award for playing a role in the progress of resolving major issues in a large bankruptcy would essentially emasculate the “substantial” element from the standards of § 503(b). *American Plumbing*, 327 B.R. at 283.

UNITED STATES BANKRUPTCY APPELLATE PANEL  
OF THE NINTH CIRCUIT

In re: MORTGAGES LTD.,

BAP NO. AZ-09-1412

Debtor:

Bankr. No. 2:08-bk-07465-RJH  
Chapter 11

KEVIN T. O'HALLORAN, Trustee  
of The Liquidating Trust of  
Mortgages, Ltd.,

Appellant.

GRANT LYON, Chapter 11 Trustee  
for Radical Bunny, LLC,

Appellee.

RECEIVED  
SUSAN M. SPAUL, Clerk  
U.S. BKRY. APPELLATE PANEL  
OF THE NINTH CIRCUIT

MAR 29 2010

FILED 3-29-2010  
DOCKETED 4-01-2010  
DATE INITIAL  
POS 3-29-2010

APPELLEE'S RESPONSE BRIEF

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Estate, in addition to legal services in working on the “essential form” of the plan of reorganization that was confirmed.

The Bankruptcy Court logically and plausibly inferred from the record that RBLLC/DMYL’s work was not “duplicative” with parties represented by Committees in this Case, stating:<sup>3</sup>

Some of the Liquidating Trust’s arguments are contrary to the facts to which it has agreed. For example, the argument that Radical Bunny’s efforts were “duplicative” cannot stand with the admission that Radical Bunny proposed and drafted the initial plan, was actually requested to and did take the lead in making arguments to preserve ML’s assets, and subordinated its claimed security interest to permit the use of cash collateral, DIP loans and exit financing.

(APP 12, 456). There is also evidence that RBLLC/DMYL’s contributions toward a feasible plan of reorganization could not be duplicated by other parties in this Case because RBLLC was the only party with a significant economic stake aligned with the interests of the Estate. The record establishes ML’s continued mismanagement and disregard for the interests of its creditors. ML’s

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<sup>3</sup> Footnote 9 of the Opening Brief misstates the cited record. RBLLC filed a 12 page objection to unacceptable DIP financing terms in DE 376. The OCC filed a 2 page objection joining in filed objections, DE 380. The LT also cites to a borrower’s pleading reserving its rights to object after a mediation was held, DE 379. RBLLC filed detailed objections to Centerpoint DIP financing, DE 435, 987 and 1008. The OCC filed a one page objection joining in RBLLC’s objections, DE 975. The OIC filed a detailed objection of reasons that ML could not pledge or subordinate the Investors’ interest in the Centerpoint loans, DE 984. On the record of this Case, the Bankruptcy Court could logically and plausibly find benefit to the Estate by RBLLC’s objections to financing terms that were not duplicative of Estate professionals.



# EXHIBIT “C”

1 UNITED STATES BANKRUPTCY COURT  
2 DISTRICT OF ARIZONA

3 In re: )  
4 MORTGAGES LTD. CH: 11 ) 2:08-bk-07465-RJH  
5 1) ORAL ARGUMENT ON APPLICATION FOR )  
6 ALLOWANCE & PAYMENT OF )  
7 ADMINISTRATIVE CLAIM & EXPENSE OF )  
8 CREDITOR RADICAL BUNNY )  
9 2) ROBERT FURST'S MOTION FOR ENTRY OF )  
10 ORDER REQUIRING IMMEDIATE )  
11 DISTRIBUTION OF FIVE MONTHLY )  
12 INTEREST PAYMENTS RECEIVED FROM )  
13 THE BORROWER OF 300 EAST )  
14 CAMELBACK RD LOAN, 17.5% INTEREST )  
15 ON ALL WITHHELD AMOUNTS & )  
16 DETERMINATION OF AMOUNT OF )  
17 INTEREST RATE SPREAD OWED TO ML )  
18 MANAGER & DETERMINATION THAT ML )  
19 MANAGER IS A FIDUCIARY )

20 In re: )  
21 MORTGAGES LTD. ) 2:08-bk-07465-RJH  
22 1) SUMMERS GROUP, INC. vs J.C. YORK )  
23 ELECTRICAL CONTRACTING, INC. )  
24 STATUS HEARING ON COMPLAINT )  
25 2) JEFFREY C. STONE, INC. D/B/A )  
SUMMIT BUIL vs ARIZONA CONTROL )  
SPECIALISTS )  
STATUS HEARING ON COMPLAINT )

22 U.S. Bankruptcy Court  
23 230 North 1<sup>st</sup> Avenue  
24 Phoenix, AZ 85003

24 November 18, 2009  
25 1:38 p.m.

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Denver (303) 634-2295

1 are no -- I don't think there's any dispute. Every one of  
2 these has a docket entry that can be identified.

3 MR. DORVAL: Probably something that should've been  
4 sent earlier.

5 MR. FREEMAN: Your Honor, actually Mr. Dorval and I  
6 have spent a number of hours together objecting to a number of  
7 these fee apps. I don't think that he's prejudiced by seeing a  
8 list of what fee applications were filed.

9 THE COURT: It's demonstrative only. And, if  
10 necessary, I can take judicial notice of the Court's record as  
11 to what fee apps have been filed and what allowed and what  
12 amounts.

13 You may proceed.

14 MR. FREEMAN: Thank you, Your Honor. Your Honor,  
15 again, when this case started you had 2,700 investors who  
16 didn't get any money. Radical Bunny is 900 participants who  
17 put their life savings into Mortgages, Ltd. as well. When  
18 those interest payments stopped all of their cash flow stopped.  
19 There was no other money in Radical Bunny. And, Your Honor,  
20 we've stipulated that the only source Radical Bunny could  
21 recover any funds is under the plan. So what Liquidating Trust  
22 is asking by objecting to our fees, is that my firm and Radical  
23 Bunny be subordinated now to every other professional in the  
24 case; subordinated to repayment of the \$20,000,000 exit  
25 financing. And depending on what source the money comes from,

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1 that that we sent to Mr. Dorval as well, Your Honor, that we  
2 put in the record. And if I can find it here, I'll give it to  
3 you. There we go.

4 May I approach, Your Honor?

5 THE COURT: You may approach. So the record is  
6 clear, Mr. Dorval can understand --

7 MR. FREEMAN: Certainly.

8 THE COURT: -- why don't you tell me --

9 MR. FREEMAN: Absolutely, Your Honor.

10 THE COURT: Tell us what it is you've just handed to  
11 me.

12 MR. FREEMAN: What I handed to you, Your Honor, is a  
13 letter agreement and what we've done -- the letter agreement  
14 dealt with pending motions for settlement that were addressed.  
15 And this was a docket entry, 685-1. And what we've inserted at  
16 the top of the document, Your Honor, are the docket entries of  
17 the various motions and loan balances that were referenced.

18 Your Honor, this letter agreement was entered into on  
19 October 1, 2008. And let me set the stage for you. We had a  
20 number of settlement motions before Your Honor seeking to  
21 dramatically reduce the loan balances, giving away personal  
22 guarantees and taking other steps. In an effort to minimize a  
23 number of objections that were being filed, and to preserve the  
24 portfolio, and frankly to allow the stakeholders in this case  
25 to be involved in the actual negotiations, asked for a meeting