

1 **SCHIAN WALKER, P.L.C.**

3550 NORTH CENTRAL AVENUE, #1700

2 PHOENIX, ARIZONA 85012-2115

TELEPHONE: (602) 277-1501

3 FACSIMILE: (602) 297-9633

E-MAIL: ecfdocket@swazlaw.com

4 DALE C. SCHIAN, #010445

MICHAEL R. WALKER, #003484

Attorneys for FTI Consulting, Inc.

6 **UNITED STATES BANKRUPTCY COURT**

7 **DISTRICT OF ARIZONA**

8 In re:

9 MORTGAGES LTD.,

10 Debtor.

No. 2-08-bk-07465-RJH

CHAPTER 11

**FINAL ORDER ALLOWING FEES AND
COSTS OF FTI CONSULTING, INC. AND
AUTHORIZING PAYMENT OF FEES AND
COSTS**

13 The Court having considered (a) the *First and Final Fee Application of FTI Consulting,*
14 *Inc. as Financial Advisors to the Debtor and Debtor in Possession of Compensation and Reimbursement*
15 *of Expenses* (the "Fee Application") [DE 1896] filed on July 6, 2009 by FTI Consulting, Inc. ("FTI") as
16 financial advisors to the Debtor and debtor-in-possession, (b) the objections to the Fee Application filed
17 with the Court, (c) all other papers filed with the Court that are related to the Fee Application, (d) all
18 other documents provided to the Court, including (e) the resolution of the Fee Application and
19 objections placed on the record in open court, and (f) good cause appearing:

20 IT IS HEREBY ORDERED that the Fee Application is approved and the fees and costs
21 requested by FTI allowed pursuant to the terms set forth in this Order;

22 IT IS FURTHER ORDERED that all objections to the Fee Application are withdrawn;

23 IT IS FURTHER ORDERED that FTI's fees and costs in the total amount of \$1,500,000
24 are approved if paid within six (6) months of the entry of this Order;

25 IT IS FURTHER ORDERED that FTI's allowed fees and costs shall increase to
26 \$1,600,000 if the award is not paid in full within six (6) months of the entry of this order;

1 IT IS FURTHER ORDERED that FTI's allowed fees and costs shall increase to
2 \$1,950,000 if the increased award is not paid in full by December 3, 2010;

3 IT IS FURTHER ORDERED granting final approval to the prior interim payments to FTI
4 in the amount of \$1,200,000, which amounts are to be credited against the fees and costs awarded above;

5 IT IS FURTHER ORDERED that if FTI is not paid in full by December 3, 2010, as set
6 forth in this Order, then any amounts remaining unpaid shall accrue interest at the rate of ten percent
7 (10%) per annum beginning December 4, 2010;

8 IT IS FURTHER ORDERED that, to the extent not previously paid, FTI shall receive
9 payment of its allowed fees and costs from any amounts payable to the ML Liquidating Trust by reason
10 of funds released from escrow after the satisfaction of the mechanics and materialman's liens pursuant to
11 the Order Approving Joint Motion to Sell Real Property Free and Clear of Liens, Claims,
12 Encumbrances, and Interests (Real Property known as Chateaux on Central, Phoenix, AZ) [DE 2672];

13 IT IS FURTHER ORDERED that all of the ML Liquidating Trust's share of the
14 following shall be, and hereby are, pledged to secure payment of any unpaid portion of FTI's allowed
15 fees and costs: (i) claims and preference recoveries, after payment of attorneys' fees and costs directly
16 arising from the pursuit of those claims, except that the ML Liquidating Trust may accumulate up to
17 \$200,000 in an escrow account before disbursing to FTI; and (ii) all other monies payable to the ML
18 Liquidating Trust from other sources, including but not limited to its interest in the properties known as
19 River Run and Mummy Mountain, after payment of ordinary and customary fees and costs including
20 attorneys' fees (collectively, the "Pledged Assets");

21 IT IS FURTHER ORDERED that FTI shall have a security interest in the Pledged Assets
22 to the extent of any unpaid portion of FTI's allowed fees and costs, which interest shall be superior to the
23 interests granted to Universal SCP 1, L.P., which security interest shall be perfected as against the
24 claims of any competing interest by the entry of this Order and the prior perfection of the interests
25 granted Universal SCP 1, L.P.; and

26 ///

1 IT IS FURTHER ORDERED that ML Manager, ML Servicing, and ML Liquidating
2 Trust shall promptly respond to FTI's reasonable requests for information regarding the general status of
3 events related to or impacting its receipt of payment of its fees and costs.

4 DATED AND SIGNED ABOVE.

5
6 APPROVED BY:

7 SCHIAN WALKER, P.L.C.

8 By /s/ DALE C. SCHIAN, #010445
9 Dale C. Schian
10 Michael R. Walker
Attorneys for FTI Consulting, Inc.

11 STRADLEY, RONON,
12 STEVENS & YOUNG, LLP

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

15 FENNEMORE CRAIG, P.C.

16
17 By _____
18 Cathy L. Reece
Keith L. Hendricks
Attorneys for ML Manager, LLC

19 DECONCINI MCDONALD
20 YETWIN & LACY, P.C.

21 By /s/ DALE C. SCHIAN, w/permission by
22 Shelton L. Freeman
23 Attorneys for G. Grant Lyon,
Chapter 11 Trustee for Radical Bunny, LLC

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1 IT IS FURTHER ORDERED that ML Manager, ML Servicing, and ML Liquidating
2 Trust shall promptly respond to FTI's reasonable requests for information regarding the general status of
3 events related to or impacting its receipt of payment of its fees and costs.


4 DATED AND SIGNED ABOVE.

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17 By _____
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APPROVED BY:

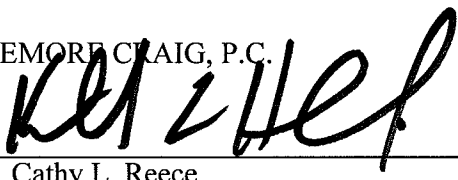
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