

**IT IS HEREBY ADJUDGED  
and DECREED this is SO  
ORDERED.**

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

**Dated: June 22, 2010**



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

3550 NORTH CENTRAL AVENUE, #1700  
PHOENIX, ARIZONA 85012-2115  
TELEPHONE: (602) 277-1501  
FACSIMILE: (602) 297-9633  
E-MAIL: ecfdocket@swazlaw.com

DALE C. SCHIAN, #010445  
MICHAEL R. WALKER, #003484  
Attorneys for FTI Consulting, Inc.

Handwritten signature of Randolph J. Haines in black ink.

**RANDOLPH J. HAINES  
U.S. Bankruptcy Judge**

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF ARIZONA**

In re:

MORTGAGES LTD.,

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**

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

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

IT IS FURTHER ORDERED that all objections to the Fee Application are withdrawn;

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

IT IS FURTHER ORDERED that FTI's allowed fees and costs shall increase to \$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.

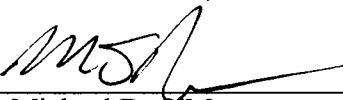
4 DATED AND SIGNED ABOVE.

5  
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9 Dale C. Schian  
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12 STRADLEY, RONON,  
13 STEVENS & YOUNG, LLP

14 By  \_\_\_\_\_  
15 Michael D. O'Mara  
16 Attorneys for Kevin T. O'Halloran, Trustee  
17 of the Liquidating Trust of Mortgages Ltd.

18 FENNEMORE CRAIG, P.C.

19 By \_\_\_\_\_  
20 Cathy L. Reece  
21 Keith L. Hendricks  
22 Attorneys for ML Manager, LLC

23 DECONCINI MCDONALD  
24 YETWIN & LACY, P.C.

25 By \_\_\_\_\_  
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APPROVED BY:

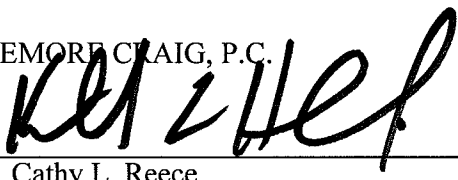
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Attorneys for G. Grant Lyon,  
Chapter 11 Trustee for Radical Bunny, LLC

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