

# **Exhibit B**

UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF ARIZONA

In re  
MORTGAGES LTD.,  
  
Debtor.

**Chapter 11**

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

**[PROPOSED] ORDER  
PARTIALLY WITHDRAWING  
THE REFERENCE**

Having reviewed the Mortgages Ltd. 401(k) Plan's Motion to Partially Withdraw the Reference and the Memorandum in support thereof, and good cause appearing therefore,

IT IS ORDERED:

1. That the reference to the United States Bankruptcy Court for the District of Arizona with respect to the above captioned matter is partially withdrawn as to the following issues:

- whether there is an on-going, interminable and irrevocable agency relationship between the 401(k) Plan and ML Manager as ML Manager

asserts, and whether ML Manager would be an ERISA fiduciary with respect to the 401(k) Plan if such a relationship exists;

- whether ML Manager has the right under the applicable documents and ERISA to use, control or assess costs against any assets of the 401(k) Plan, and whether such rights would also result in ML Manager being a fiduciary for the 401(k) Plan;
- whether ML Manager has the right to collect or retain default interest, late charges and "interest spread" on the 401(k) Plan's Loans, and whether such rights would also result in ML Manager being a fiduciary for the 401(k) Plan;
- whether ML Manager's actions have resulted in or would result in breaches of ERISA fiduciary duty or prohibited transactions under ERISA;
- whether the Trustees are entitled to relief pursuant to ERISA §§ 502(a)(2) and (3) and ERISA § 409, *codified at* 29 U.S.C. §§ 1132(a)(2) and (3) and § 1109; and
- any other ERISA issues that may arise between the Trustees of the Mortgages Ltd. 401(k) Plan and ML Manager.

2. That the withdrawn issues are hereby consolidated with *Cordello, et al. v. ML Manager, LLC et al.*, No. 10-99908 (D. Ariz.).