

# EXHIBIT

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IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA

In re  
MORTGAGES LTD.,  
Debtor.

Chapter 11

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

**STIPULATED ORDER APPROVING  
THE SETTLEMENT BETWEEN ML  
MANAGER AND STERNBERG  
PROFIT SHARING PLAN**

Pursuant to the authority provided in the Plan of Reorganization approved in this matter (Docket No. 1532) (the “Confirmed Plan”), and the Confirmation Order entered on May 20, 2009 (Docket No. 1755) (the “Confirmation Order”), ML Manager LLC (“ML Manager”), and the Sternberg Profit Sharing Plan, by and through its Trustee, Sheldon Sternberg (“Sternberg”), filed a Stipulation To Approve Settlement between ML Manager and Sternberg (the “Stipulation”). The Stipulation requests that the Court enter an order approving the settlement attached thereto as Exhibit A (the “Settlement”).

Upon consideration of the Stipulation the Court finds and concludes as follows:

(a) This Court has jurisdiction to rule upon the issues presented in the Motion pursuant to, among other things, Section 9.1(e) of the Confirmed Plan;

1 (b) The Court has jurisdiction to enter this Order and authorize and  
2 approve the Settlement and the Motion;

3 (c) ML Manager has the authority to act on behalf of all the Loan LLCs  
4 created pursuant to the Reorganization Plan, and the pass-through investors who did  
5 not transfer their interest to the Loan LLCs to enter into and bind them to the  
6 Settlement;

7 (d) The Settlement and ML Manager's decision to enter into the Settlement  
8 reflects a reasonable compromise of the issues involved, are in the best interests of  
9 the parties, are supported by the best exercise of business judgment of ML Manager  
10 and are consistent with ML Manager's fiduciary duties and responsibilities.

11 (e) This is a Settlement of Sternberg's Motion for Clarification of Order  
12 for Distribution of Proceeds (Docket 3073) (the "Sternberg Motion") and the  
13 accounting issues referred to therein reserved by the Court for future determination.  
14 Besides ML Manager, no other parties have appeared or contested the Sternberg  
15 Motion. No further notice to any other party is required.

16 IT IS THEREFORE ORDERED THAT:

17 (1) The Stipulation is granted and the Settlement is approved.

18 ORDERED, SIGNED AND DATED AS STATED ABOVE.  
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