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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

**MOTION TO TRANSFER CASE
ASSIGNMENT OF TLDP LOAN LLC
(2:11-BK-32603-SSC) TO THE
HONORABLE RANDOLPH J. HAINES
PURSUANT TO LOCAL RULE 1015-1(a)**

On November 28, 2011 the Board of Managers of ML Manager LLC caused the Chapter 11 filing of TLDP Loan LLC (“TLDP”) (Case No. 2:11-bk-32603-SSC). TLDP Loan LLC (“TLDP”), is an entity created through the confirmed Plan of Reorganization (the “Plan”) in this case, which was confirmed by this Court. Because TLDP's business and obligations are related to this case, it is respectfully requested, pursuant to Local Rule 1015-1(a), that the TLDP case be assigned to the Honorable Randolph J. Haines who is already familiar with the complexities and issues of the Mortgages Ltd. case. Debtor TLDP does not seek joint administration or substantive consolidation of its case with Mortgages Ltd. No dual caption is necessary or sought. Instead, it only seeks a transfer of the case to Judge Haines because of his familiarity with related entities.

MEMORANDUM OF POINTS AND AUTHORITIES

I. BRIEF PROCEDURAL BACKGROUND

On June 20, 2008, Mortgages Ltd. entered into bankruptcy via an involuntary Chapter 7 petition. On May 20, 2009, the Plan was confirmed. The Plan created TLDP

1 along with the other 47 Loan LLCs and authorized the transfer of Mortgages Ltd. property
2 into TLDP. ML Manager is the manager of TLDP and 100% of the undivided fractional
3 interest in the real property is held by TLDP. TLDP and Mortgages Ltd. are related
4 entities, which information is disclosed as part of TLDP's Petition at Docket No. 1.

5 In accordance with the confirmed Plan and Exit Financing Documents and the
6 Interborrower Agreement, TLDP is a borrower under and is liable for its portion of the
7 Mortgages Ltd. exit financing. Furthermore, among other things, TLDP must conform
8 with the terms of the allocation model approved by this Court.

9 Judge Haines is familiar with the complexities of the Plan, the parties, the
10 documents, and the issues that have arisen since the filing of the Petition over three and
11 one-half years ago and confirmation of the Plan over two and one-half years ago.
12 Accordingly, Judge Haines is the appropriate judge to preside over the TLDP case.

13 **II. LEGAL ANALYSIS**

14 Rule 1015-1(a) of the Local Rules of Bankruptcy Procedure, District of Arizona,
15 provide that:

16 Whenever more than one bankruptcy case is filed or pending in which
17 the debtor entities are related or the cases are otherwise related,
18 counsel may file a motion to transfer the assignment of the cases to a
19 single judge. The motion shall specify the reasons for having the
20 related cases heard by one judge. The motion to transfer the
assignment shall be filed in the lower numbered case only. It shall
identify the other cases to be assigned by case name and number in the
body of the motion. The judge assigned to the lower numbered case
will rule on the motion.

21 Furthermore, Rule 42(a)(3), Federal Rules of Civil Procedure, provides in relevant
22 part that "If actions before the court involve a common question of law or fact, the court
23 may . . . issue any other orders to avoid unnecessary cost or delay." As such, the TLDP
24 case should be transferred to Judge Haines because of its relationship to Mortgages Ltd. and
25 the Mortgages Ltd. bankruptcy case.

26 It is in the best interest of justice and cost and efficiency for the judge overseeing

1 the Mortgages Ltd. case and implementation of the Plan to preside over the TLDP case.
2 Transferring the case from the original assignment of Judge Curley to Judge Haines will
3 conserve substantial time and expense for both the parties and the judicial system.
4 Counsel has discussed the transfer of the case assignment to Judge Haines with the U.S.
5 Trustee's Office and indicated a motion would be filed.

6 WHEREFORE, request is made that an Order be entered reassigning the TLDP case
7 to Judge Haines. A form of Order is attached hereto as Exhibit A, and simultaneously
8 lodged herewith.

9 Dated this 29th day of November, 2011

10 FENNEMORE CRAIG, P.C.

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By: /s/ Cathy L. Reece
Cathy L. Reece

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COPY e-mailed mailed this 29th day of
November, 2011, to:

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U.S. Trustee
Office of the U.S. Trustee
230 N. First Avenue, Suite 204
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ustpregion14.px.ecf@usdoj.gov

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/s/ Gidget Kelsey-Bacon

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EXHIBIT

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IN THE UNITED STATES BANKRUPTCY COURT
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**ORDER GRANTING MOTION TO
TRANSFER CASE ASSIGNMENT OF
TLDP LOAN LLC (2:11-bk-32603-SSC)
TO THE HONORABLE RANDOLPH J.
HAINES PURSUANT TO LOCAL RULE
1015-1(a)**

Upon "*Motion to Transfer Case Assignment of TLDP Loan LLC (2:11-bk-32603) to the Honorable Randolph J. Haines Pursuant to Local Rule 1015-1(a)*" [Docket No. 3370] (the "Motion"), and good cause appearing,

IT IS HEREBY ORDERED, that the Motion is granted; and

IT IS FURTHER ORDERED, that TLDP Loan LLC (2:11-bk-32603) is hereby transferred to the Honorable Randolph J. Haines.

SIGNED AND DATED ABOVE