

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: December 13, 2012



Randolph J. Haines

Randolph J. Haines, Bankruptcy Judge

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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

**ORDER APPROVING SETTLEMENT OF
WOLFSWINKEL LOANS**

Hearing Date: December 11, 2012

Hearing Time: 11:00 a.m.

15 ML Manager LLC (“ML Manager”) filed a Motion to Approve Settlement of
16 Wolfswinkel Loans (Docket No. 3652) and Notice of Filing Signed Settlement Agreement
17 (Docket No. 3664) (collectively, “Motion”) requesting that the Court enter an order
18 approving and authorizing ML Manager, as the Manager for ABCDW I Loan LLC,
19 ABCDW II Loan LLC, ABCDW III Loan LLC, VP I Loan LLC, VP II Loan LLC, and
20 VF I Loan LLC and as the Agent for the Pass-Through Investors in the six Wolfswinkel
21 loans (all as identified in the Motion), to enter into and implement a global settlement with
22 the Wolfswinkel Borrowers and Guarantors as presented in the Motion, including the
23 releases of the parties as set forth in the Settlement Agreement. The Motion was properly
24 noticed. The Rev Op Group, through their counsel, sent a letter to ML Manager’s counsel
25 and expressed on the record at the hearing a reservation of rights. No other objections
26 were filed. The Court heard the oral argument at a hearing on December 11, 2012 at 11:00

1 a.m. and at the conclusion of the hearing the Court made findings of fact and conclusions
2 of law on the record which is incorporated in this Order. Upon consideration of the
3 Motion, and the statements of counsel, the Court finds and concludes as follows:

4 (a) This Court has jurisdiction to rule upon the issues presented in the Motion
5 and to authorize and approve the Settlement and Motion;

6 (b) The investors in ABCDW I Loan LLC, ABCDW II Loan LLC, ABCDW III
7 Loan LLC, VP I Loan LLC, VP II Loan LLC and VF I Loan LLC and the applicable MP
8 Funds have agreed by the applicable dollar vote to the Settlement;

9 (c) ML Manager, as Manager for the above stated Loan LLCs and as Agent for
10 the pass-through investors, is authorized, among other things, to enter into the Settlement,
11 give the releases provided for therein, to execute and provide deeds and transfers as
12 provided for in the Settlement Agreement, to file all pleadings and actions to implement
13 the Settlement, to implement and proceed with the Settlement and to execute any and all
14 necessary documents and take any and all actions necessary to implement the Settlement;
15 and

16 (d) The Settlement and ML Manager's decision to enter into the Settlement
17 reflect a reasonable compromise of the complex issues involved, are in the best interests
18 of the investors, and are supported by the best exercise of business judgment consistent
19 with ML Manager's fiduciary duties and responsibilities.

20 IT IS THEREFORE ORDERED THAT:

21 (1) The Motion is granted in its entirety and the Settlement is approved. All
22 objections to the Motion and Settlement are hereby overruled.

23 (2) ML Manager, as Manager for the above stated Loan LLCs and as Agent for
24 the pass-through investors, is authorized, among other things, to enter into the Settlement,
25 to implement the terms set forth in the Settlement Agreement, to give the releases
26 provided for therein, to execute and provide deeds and transfers as provided for in the

1 Settlement Agreement, to file all pleadings and actions to implement the Settlement, to
2 implement and proceed with the Settlement and to execute any and all necessary
3 documents and take any and all actions necessary to implement the Settlement.

4 ORDERED, SIGNED AND DATED AS STATED ABOVE.
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