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**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF OREGON**

In re  
**SOUTHERN PACIFIC FUNDING  
CORPORATION,**  
Debtor-in-Possession.  
Tax ID No. 33-0636924

Case No. 398-37613-elp11  
Chapter 11

**ORDER AUTHORIZING FINAL  
APPLICATIONS FOR  
COMPENSATION (Clifford Chance;  
Haynes and Boone, LLP; Holland &  
Hart LLP; Lane Powell Spears Lubersky;  
Miller, Nash, Wiener, Hager &  
Carlsen LLP; Munger, Tolles &  
Olson LLP; Murphy Sheneman  
Julian & Rogers; Pentalpha Group LLC;  
and Swidler Berlin Shereff Friedman,  
LLP )**

This matter having come before the court on the final applications for compensation filed by Clifford Chance; Haynes and Boone, LLP; Holland & Hart LLP; Lane Powell Spears Lubersky; Miller, Nash, Wiener, Hager & Carlsen LLP; Munger, Tolles & Olson LLP; Murphy Sheneman Julian & Rogers; Pentalpha Group LLC; and Swidler Berlin Shereff Friedman, LLP (collectively, the "Applications"), and finding that such notice and opportunity for hearing as required under the circumstances has been given, and that final compensation is appropriate under 11 U.S.C. § 330 as set forth below, it is now, hereby

ORDERED as follows:

1408

1           1.       The Applications are finally allowed in the amounts set forth below.

2           2.       The Southern Pacific Funding Corporation Liquidating Trust is hereby  
3 authorized and directed to make the following payments to the following professionals:

4           ✓ a.       Clifford Chance in the amount of \$59,922.95 for its fees on its  
5 final application;

6           ✓ b.       Haynes and Boone, LLP, in the amount of \$14,299.50 for its fees  
7 and \$560.83 for its expenses on its final application, for a total of \$14,860.33;

8           ✓ c.       Holland & Hart LLP in the amount of \$1,621.00 for its fees and  
9 \$128.86 for its expenses on its final application, for a total of \$1,749.46;

10          ✓ d.       Lane Powell Spears Lubersky in the amount of \$34,895.00 for its  
11 fees and \$3,745.81 for its expenses on its final application and \$6,926.80 for its fees and  
12 \$356.93 for its expenses on its first and second interim fee applications, for a total of  
13 \$45,924.54;

14          ✓ e.       Miller, Nash, Wiener, Hager & Carlsen LLP in the amount of  
15 \$409,360.50 for its fees and \$47,344.08 for its expenses on its final application and  
16 \$93,306.61 for its fees and \$8,358.34 for its expenses on its second interim fee  
17 application, less the balance of its retainer in the amount of \$274,685.83 (which it shall  
18 offset), for a net total of \$283,683.70;

19          ✓ f.       Munger, Tolles & Olson LLP in the amount of \$171,223.50 for its  
20 fees and \$56,860.45 for its expenses on its final application and \$84,735.00 for its fees  
21 and \$7,229.73 for its expenses on its first and second interim fee applications, less a  
22 voluntary reduction of \$15,589.50, for a net total of \$304,459.18;

23          ✓ g.       Murphy Sheneman Julian & Rogers in the amount of \$24,274.50  
24 for its fees and \$2,484.77 for its expenses on its final application, less the balance of its  
25 retainer in the amount of \$3,912.31 (which it shall offset), for a net total of \$22,846.96;  
26

F 41,821.80  
E 4102.94

F 502,667.11  
E 55702.42

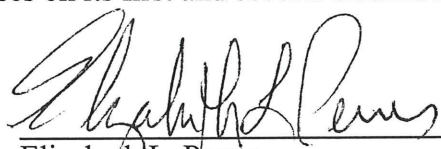
240,369.00  
P (15,589.50)  
F 255,958.50

F  
E 64,090.18  
320,048.68

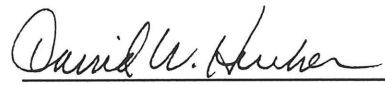
1 h. Pentalpha Group, LLC, in the amount of \$1,010,350.44 for its fees  
2 (reflecting an agreed reduction of \$42,911.56) and \$55,664.56 for its expenses on its final  
3 application, less \$425,712.00 of fees and \$48,451.83 of expenses previously paid to it, for  
4 a net total of \$591,851.17; and

5 i. Swidler Berlin Shereff Friedman, LLP, in the amount of \$37,900.25  
6 for its fees and \$2,756.06 for its expenses on its final application and \$29,794.50 for its  
7 fees and \$1,279.37 for its expenses on its first and second interim fee applications, for a  
8 total of \$71,730.18.

F 67,694.75  
E 4035.43

  
Elizabeth L. Perris  
United States Bankruptcy Judge

11 Presented by:

12 

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17 Attorneys for Jeffrey H. Beck, as Liquidating Trustee

- 18 cc: Mr. Thomas B. Walper  
19 Mr. Patrick A. Murphy  
20 Mr. John H. Durkheimer  
21 Mr. Steven C. Choquette  
22 Mr. Michael J. Lichtenstein  
23 Mr. Simon Burgess  
24 Mr. John Fletcher  
25 Mr. Robin E. Phelan  
26 Ms. Jill Gilbert Callahan  
Ms. M. Vivienne Popperl  
Mr. Kevin D. Padrick  
Mr. David W. Hercher