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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

**STIPULATED ORDER ALLOWING
FINAL APPLICATION FOR
CHAPTER 11 PROFESSIONAL
COMPENSATION (KPMG LLP)**

Based upon the stipulation of Jeffrey H. Beck, as liquidating trustee of the SPFC Liquidating Trust (the "Trust"), and KPMG LLP (formerly known as KPMG Peat Marwick LLP ("KPMG")), and the court having considered the final application for chapter 11 professional compensation filed by KPMG on or about August 20, 1999 (the "Final Application"), 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:

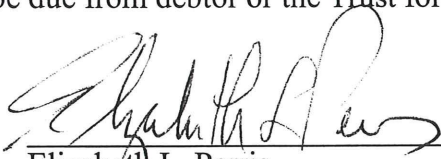
1. The Final Application, the second interim application for chapter 11 professional compensation filed by KPMG on or about June 11, 1999, and the unpaid portion of

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1 the first interim application for chapter 11 professional compensation filed by KPMG on or about
2 February 11, 1999, are finally allowed in the aggregate amount of \$480,000.

3 2. The Trust is hereby authorized and directed to make the payment to
4 KPMG in the amount of \$480,000 to the following address: KPMG LLP, Dept. 0990, P.O.
5 Box 120001, Dallas, TX 75312-0990.

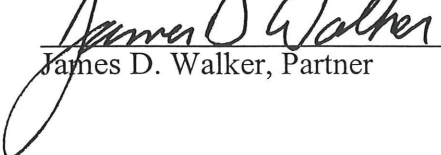
6 3. Entry of this order or the Trust's stipulation thereto is not intended nor
7 shall it be construed as a bar, waiver, or a release of any claims of any nature, whether asserted
8 or unasserted, against KPMG, its affiliates, partners, agents, or employees, other than that
9 debtor's payment on invoice 11871 to KPMG was avoidable under Chapter 5 of the United States
10 Bankruptcy Code. Nor shall entry of this order be construed as a bar, waiver, or release of any
11 defenses or counterclaim that KPMG, its affiliates, partners, agents, or employees may have to
12 such claims. Neither the Trust nor KPMG shall offer evidence of this order, of this court's
13 allowance of any application by KPMG for compensation or reimbursement of expenses for
14 services rendered for debtor or the Trust from the petition date through July 31, 1999, or of any
15 payment by debtor or the Trust to KPMG for those services in any case or proceeding except to
16 prove that no additional amounts may be due from debtor or the Trust for those services.

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18 
19 Elizabeth L. Perris
United States Bankruptcy Judge

20 IT IS SO STIPULATED:

21 KPMG LLP

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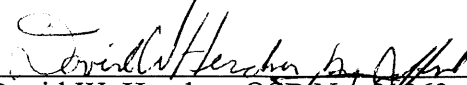
23 By 
24 James D. Walker, Partner

25

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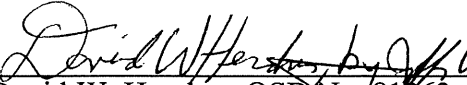
Page 2 of 3 - Stipulated Order Allowing Final Application For Chapter 11 Professional Compensation
(KPMG LLP)

1 MILLER NASH LLP

2  OSB # 98054
3 David W. Hercher, OSB No. 81263

4 Attorneys for Jeffrey H. Beck,
5 as liquidating trustee

6 Presented by:

7  OSB # 98054
8 David W. Hercher, OSB No. 81263

9 MILLER NASH LLP
10 3500 U.S. Bancorp Tower
11 111 S.W. Fifth Avenue
12 Portland, Oregon 97204-3699
13 Telephone: (503) 224-5858

14 Attorneys for Jeffrey H. Beck, as Liquidating Trustee

15 cc: Mr. David W. Hercher
16 Mr. James D. Walker
17 Ms. M. Vivienne Popperl
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