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United States Bankruptcy Court
District of Oregon

In re) Case No.398-37613-elp11
)
 Southern Pacific Funding Corporation)
) APPLICATION FOR CH. 7 OR 11
) FINAL
) PROFESSIONAL COMPENSATION
)
 Debtor(s))

The applicant, Pentalpha Group, LLC and its affiliate, Pentalpha Capital, LLC, has performed professional services as a financial advisor through Pentalpha Group, LLC and as placement agent through Pentalpha Capital, LLC (See schedule A attached) on behalf of Southern Pacific Funding Corporation Debtor-in-Possession (the "Debtor") and the Official Unsecured Creditors Committee of Southern Pacific Funding Corporation (the "Committee"), respectively. Pursuant to 11 USC §§330, 331, or 506(b) and either LBR 2016-1. Or G.O. # 97-1, applicant applies for final compensation in this chapter 7 or 11 case and also certifies the following is true and correct:

1. The professional has received, or the secured creditor has paid and/or seeks reimbursement of, the following pre-filing compensation in connection with this case (indicate date, amount, payor, payor's relation to case, and description of all monies and any other consideration received):

None.

2. No other applications for compensation have been filed with the Court during this hearing trimester. This application covers the time period from October 18, 1998 through July 31, 1999. For purposes of full disclosure, the Committee requested that Pentalpha be retained by the Trustee of The SPFC Liquidating Trust until September 18, 1999 and has already received partial compensation as presented herein.
3. Applicant requests allowance of compensation for Professional Services of \$1,108,926.56 which are comprised of:

Expenses previously paid:	\$ 48,451.83	
Monthly retainer fees previously paid by Debtor:	\$ 425,712.00	
Sub total of previously paid items		\$ 474,163.83
Expenses to be reimbursed at this time:	\$ 7,212.73	
Incentive compensation to be paid at this time:	\$ 627,550.00	
Sub total currently due:		\$ 634,762.73
For a total compensation of	\$1,108,926.56	\$1,108,926.56

Exp = \$1,108,926.56
 Fee = \$53,262.00

Please refer to the attached regarding a detailed description of each item and a summary of any additional compensation that is payable to Pentalpha Capital LLC during the period of the Liquidating Trust.

4. Applicant was appointed by court order entered on December 23, 1998 per an Application for Employment filed on December 22, 1998. The employment order did not specify a rate of compensation.

Please refer to the attached.

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5. Applicant's prior requests for compensation in this case are as follows:

Date of Application Expenses	Amount Requested Fees	Amount Allowed Expenses	Amount Received Fees	Payment Source Fees Expenses
Totals: \$ _____	\$ _____	\$ _____	\$ _____	\$ _____

**See LBR 2016-1.

None. Please see attached.

6. The Professional has not yet shared or agreed to share any compensation received or to be received for services rendered in connection with this case with the exception of regular members of Applicant's firm.

7. The rate of compensation, number of hours and requested fee for each person included in this application are summarized as follows:

Timekeeper (Name & initials)	Title	Hourly Rate	Number Of Hours	Requested Fee
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Please see attached Schedule C

8. [Schedules A, B, & C apply only if compensation is sought under 11 USC §§330 Or 331] Attached and incorporated herein by reference are the following schedules (check those that apply):

Schedule A – A narrative summary of services provided including total hours and resulting benefits to the state of each activity category. [Preferred, but only mandatory if application exceeds \$2,000.]

Schedule B – [If this is the First Application for compensation] A brief narrative and itemization detailing all case related PRE-PETITION fees. [Itemization mandatory; narrative mandatory if compensation requested exceeds \$2,000.] None.

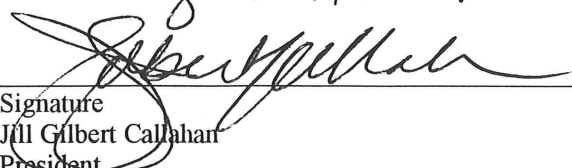
Schedule C – An itemized billing setting forth a description of each event, including the date, amount of time spent, and name of person performing each event.

Schedule D – [If compensation is sought under 11 USC §506(b)] An itemized billing of the professional's fees.

9. Applicant requests the following cumulative expense reimbursement: a. A total of \$55,664.56 for expenses that fall within the limits of LBR 2016-1.c. (no itemization required); AND b. Other (describe each in detail):

Please refer to the attached Schedule C.

Dated August 19, 1999


Signature
Jill Gilbert Callahan
President

Pentalpha Group, LLC
Pentalpha Capital, LLC
(203) 629-8900
660 Steamboat Road
Greenwich, CT 06830

This certificate is identical to local Bankruptcy Form 345.


Signature
Jill Gilbert Callahan
President

Pentalpha Group, LLC
Pentalpha Capital, LLC
(203) 629-8900
660 Steamboat Road
Greenwich, CT 06830

[*Note:- Additional items required if this is an INTERIM compensation application: (1) Certificate of mailing showing service of this application and any attachments on the debtor, U.S. Trustee, Trustee, any creditor's committee and their respective attorneys; (2) Proposed Notice of Intent to Compensate Professional(s) on LBF #753.40; and (3) Current Interim Report on either LBF # 753 for Chapter 7 cases or LBF # 1153 for Chapter 11 cases.]