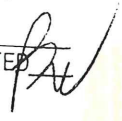


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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF OREGON**

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

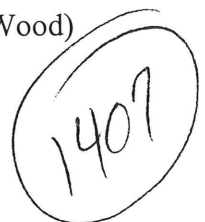
Case No. 398-37613-elp11
Chapter 11

**ORDER AUTHORIZING FINAL
APPLICATION FOR
COMPENSATION (Thacher Proffitt &
Wood)**

This matter having come before the court on the final application for compensation filed by Thacher Proffitt & Wood (the "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

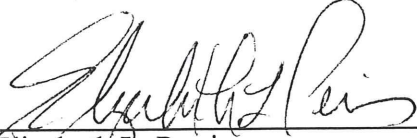
ORDERED as follows:

1. The Application is finally allowed in the amounts set forth below.
2. The Southern Pacific Funding Corporation Liquidating Trust is hereby authorized and directed to make the payment to Thacher Proffitt & Wood in the amount of \$89,095.00 for its fees and \$4,801.31 for its expenses on its final application and \$48,013.95 for

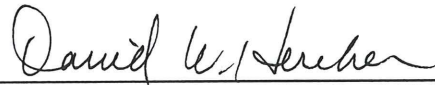


F 137,108.95
E 8,122.75

1 its fees and \$3,321.44 for its expenses on its second interim fee application, for a total of
2 \$145,231.70.

3
4 
5 Elizabeth L. Perris
United States Bankruptcy Judge

6 Presented by:

7 
8 David W. Hercher, OSB No. 81263
9 MILLER, NASH, WIENER, HAGER & CARLSEN 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. Christopher Graham
16 Mr. David W. Hercher
17 Ms. M. Vivienne Popperl
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