



Dated: May 15, 2008

*James M. Marlar*  
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JAMES M. MARLAR  
U.S. Bankruptcy Judge

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA

In re  
FIRST MAGNUS FINANCIAL  
CORPORATION,  
  
Debtor.

Chapter 11  
Case No. 4-07-bk-01578-JMM

**ORDER GRANTING EX PARTE  
MOTION IN AID OF CONFIRMATION  
FOR SUBSTITUTION OF  
LIQUIDATING TRUSTEE IN PLACE OF  
DEBTOR AS REAL PARTY IN  
INTEREST IN ALL CONTESTED  
MATTERS, ADVERSARY  
PROCEEDINGS, NON-BANKRUPTCY  
LITIGATION, AND OTHER JUDICIAL  
PROCEEDINGS**

THIS MATTER COMES BEFORE THE COURT pursuant to the *Ex Parte Motion In Aid Of Confirmation For Substitution Of Liquidating Trustee In Place Of Debtor As Real Party In Interest In All Contested Matters, Adversary Proceedings, Non-Bankruptcy Litigation, And Other Judicial Proceedings* (the "Motion") filed by MORRIS C. AARON, Liquidating Trustee of the First Magnus Liquidating Trust dated April 30, 2008 (the "Liquidating Trustee"). Pursuant to the Motion, the *Second Amended Plan of Liquidation* filed by First Magnus Financial Corporation dated January 4, 2008 (the "Plan") confirmed by the Bankruptcy Court by the *Order Confirming Second Amended Plan Of Liquidation Dated January 4, 2008 Filed By First Magnus Financial*

1 Corporation dated February 28, 2008 (the "Confirmation Order"), Rule 25(c), Federal Rules of  
2 Civil Procedure, made applicable to this proceeding pursuant to Rules 9014 and 7025, Federal  
3 Rules of Bankruptcy Procedure, the Liquidating Trustee moves the Court for an Order  
4 substituting the Liquidating Trustee in place of First Magnus Financial Corporation (the  
5 "Debtor"), debtor in the above-captioned Chapter 11 case (the "Bankruptcy Case"), as the real  
6 party in interest in all contested matters currently pending in the Bankruptcy Case, and in the  
7 following related adversary proceedings (the "Adversary Proceedings"):

- 8 • *Bank of America, N.A. v. First Magnus Financial Corporation*, Adv. No. 4-07-ap-  
9 00076-JMM
- 10 • *Tran v. First Magnus Financial Corporation*, Adv. No. 4-07-ap-00081-JMM
- 11 • *Hart, et al. v. First Magnus Financial Corporation*, Adv. No. 4-07-ap-00060-JMM

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13 The Liquidating also alleges that, as of the Effective Date, the Debtor was either a  
14 creditor, a party-in-interest, or a plaintiff in numerous other bankruptcy cases, and state and  
15 federal non-bankruptcy proceedings (the "Other Proceedings") pending across the United States.  
16 Therefore, the Liquidating Trustee also requests that the Court order, in furtherance of the Plan,  
17 that the Liquidating Trustee may be substituted in place of the Debtor as the real party in interest  
18 in all Other Proceedings, subject to the provisions of the Plan and the Confirmation Order.

19 Based on the Motion and the entire record before the Court in the Bankruptcy Case; and  
20 good cause appearing,

21 ITS IS HEREBY ORDERED that MORRIS C. AARON, Liquidating Trustee of the First  
22 Magnus Liquidating Trust dated April 30, 2008 shall be deemed substituted in place of the Debtor  
23 as the real party in interest in all contested matters and Adversary Proceedings pending in the  
24 Bankruptcy Case, subject to the terms of the Plan and the Confirmation Order.

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IT IS FURTHER ORDERED that, upon request by the Liquidating Trustee, MORRIS C. AARON, Liquidating Trustee of the First Magnus Liquidating Trust dated April 30, 2008 may be substituted in place of the Debtor as the real party in interest in all Other Proceedings, subject to the terms of the Plan and the Confirmation Order, upon the filing of an appropriate motion or notice attaching a copy of this Order.

**DATED AND SIGNED ABOVE.**

PREPARED AND SUBMITTED BY:

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