	ORDERED ACCORDINGLY.	
	Dated: April 06, 2010	
1 2 3 4 5 6 7 8 9 10 11	GOFF AND DOUGLAS, PC 21 E. 6 TH STREET, SUITE 508 TEMPE, AZ 85281 TELEPHONE: (602) 476-1498 FACSIMILE: (602) 916-0092 KEVIN W. GOFF (020164) E-MAIL KEVIN@ KGOFFLAW.COM COUNSEL FOR DEBTOR FORRESTER & WORTH, PLLC 3636 NORTH CENTRAL AVENUE, SUITE 700 PHOENIX, ARIZONA 85012 TELEPHONE (602) 258-2728 FACSIMILE (602) 271-4300 S. CARY FORRESTER (006342) E-MAIL SCF@FWLAWAZ.COM CO-COUNSEL FOR DEBTOR	GEORGE B. NIELSEN, JR U.S. Bankruptcy Judge
12 13 14	UNITED STATES BANKRUPTCY COURT DISTRICT OF ARIZONA	
 15 16 17 18 19 20 21 22 23 24 25 	on confirmation of the First Amended Plan o ("TBH" or the "Debtor"). Proponent TBH app Forrester. Other appearances are as noted on th) Case No.: 2:09-bk-15391-GBN) Chapter 11) FINDINGS OF FACT AND) CONCLUSIONS OF LAW REGARDING) CONFIRMATION OF FIRST AMENDED) PLAN OF REORGANIZATION) april 5, 2010, at the hour of 10:45 a.m., for hearing f Reorganization for Thunderbird Holdings, LLC beared through co-counsel Kevin Goff and S. Cary he record. The one objection to plan confirmation, arough the terms of this court's confirmation order.

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THE COURT HEREBY MAKES THE FOLLOWING FINDINGS OF FACT:

Based upon the arguments and representations of counsel and the evidence adduced at the

hearing, together with the entire record before the court, and good cause appearing therefor,

Pursuant to the court's order of March 9, 2010 (the "Order") and Bankruptcy Rule A. 3017(d), the Order, Plan, First Amended Disclosure Statement (the "Disclosure Statement"), and a form of Ballot were timely served upon all creditors, equity security holders and parties in interest and the United States Trustee, as evidenced by the Certificate of Mailing filed on March 11, 2010 (Dkt. No. 95);

Β. Written objections to the Plan were required to be filed on or before March 29, 10 2010, with copies served upon counsel for the Debtor. One objection was filed by Maricopa County (the "County"). The County's objection was resolved through the stipulated confirmation order;

C. Voting on the Plan by creditors and parties in interest is summarized in the report on balloting filed on March 31, 2010 (Dkt. No. 102), which is incorporated herein by reference;

D. The Plan has been accepted by all creditors and equity security holders whose acceptances are required by law;

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E.

Impaired Classes 1, 2, 4A and 5 have accepted the Plan;

18 F. Each holder of a claim or interest has accepted the Plan or will receive or retain 19 under the Plan property of a value, as of the Effective Date of the Plan, that is not less than the 20 amount such holder would receive or retain if the Debtor were liquidated under Chapter 7 of the 21 Bankruptcy Code on such date;

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G. As to the holders of secured claims, the Plan provides that they will retain their liens and receive on account of their claims deferred cash payments totaling at least the amount of their allowed secured claims, as of the Effective Date;

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H. The Plan does not discriminate unfairly and is fair and equitable with respect to each class of claims and interests that is impaired under the Plan and has not accepted it;

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I. All payments made or promised by the Debtor for services, costs or expenses in or in connection with these cases, or in connection with the Plan and incident to these cases, have been fully disclosed and approved or, if to be fixed after confirmation of the Plan, will be subject to the approval of the court;

J. The employment of Andrew Netupsky as manager of the Debtor and the 7 employment of the Debtor as representative of the estate after confirmation of the Plan are 8 equitable and consistent with the interests of creditors and equity security holders, and with 9 public policy; 10

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K. The Plan is feasible, and confirmation is not likely to be followed by liquidation or by the further reorganization of the Debtor; 12

L. The principal purpose of the Plan is not the avoidance of taxes or the avoidance 13 of the application of Section 5 of the Securities Act of 1933; 14

All fees payable under 28 U.S.C. § 1930 have been paid, or the Plan provides for M. 15 their payment on the Effective Date; 16

N. The Plan provides for the payment, on the Effective Date, of all administrative 17 and priority claims and expenses, except as the holders of such claims and expenses may have 18 otherwise agreed; and, 19

О. The Debtor's estate is not obligated for the payment of any "retiree benefits" as 20 that term is defined in 11 U.S.C. § 1114. 21

P. Pursuant to a Settlement Agreement approved by this court on March 22, 22 2010, funds in the amount of \$167,314.36 have already been paid directly to BofA. 23

24 Based upon the foregoing,

25 THE COURT MAKES THE FOLLOWING CONCLUSIONS OF LAW:

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1. The classification of claims and interests in the Plan is proper, complies with applicable law, and satisfies the requirements of the Bankruptcy Code, including, but not limited to, 11 U.S.C. §§ 1122 and 1123.

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2. The Plan complies with the applicable requirements of the Bankruptcy Code including, without limitation, 11 U.S.C. §§ 1122, 1123 and 1129.

3. The notice provided to creditors and interested parties in regard to approval of the
Disclosure Statement and confirmation of the Plan was adequate under the circumstances and
satisfies the requirements of the Bankruptcy Code and Rules of Bankruptcy Procedure,
including, without limitation, Rules 2002(b) and 3017.

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4. The proponent of the Plan has complied with the provisions of the Bankruptcy Code and the Plan has been proposed in good faith and not by any means forbidden by law.

12 5. All members of classes designated as unimpaired in the Plan are conclusively
13 presumed to have accepted the Plan, pursuant to 11 U.S.C. § 1126(f).

- 6. Impaired Classes 1, 2, 4A and 5 have accepted the Plan. Classes 3, 4, 6 and 7 14 have not accepted the Plan because no votes were cast by members of those classes. However, 15 the Plan will still be confirmed under 11 U.S.C. § 1129(b) because it was accepted by at least 16 one impaired class and does not discriminate unfairly against, and is fair and equitable as to, all 17 non-accepting impaired classes. To the extent that any provision designated herein as a 18 finding of fact should properly be characterized as a conclusion of law, it is adopted as such. To 19 the extent that any provision designated herein as a conclusion of law should be properly 20 characterized as a finding of fact, it is adopted as such. 21
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DATED AND SIGNED ABOVE

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