

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re : Chapter 11
: Case No. 07-11448 (MG)
THE 1031 TAX GROUP, LLC, *et al.*, : Jointly Administered
: Debtors :
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**ORDER GRANTING FIRST INTERIM AND FINAL FEE APPLICATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES OF
AYRES, WARREN, SHELTON & WILLIAMS, L.L.C.**

Upon consideration of the Application of Special Louisiana Counsel, Ayres, Warren, Shelton & Williams, L.L.C. for an Order Allowing and Directing Compensation for Professional Services and Reimbursement of Expenses Incurred, dated November 10, 2009, as amended on December 15, 2009 to seek a reduced amount of fees and expenses (the "Final Fee Application"); and upon the Amended Notice (the "Amended Notice") regarding all final applications for compensation and reimbursement of expenses dated December 3, 2009, reflecting amounts requested in the Supplement to the Final Fee Application, dated December 3, 2009, as amended on December 15, 2009 to seek a reduced amount of fees (the "Supplement"); and upon the objections (the "Objections") to the Final Fee Application filed with the Court as reflected on the electronic docket; and the Court having jurisdiction to consider the Final Fee Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Final Fee Application and the Supplement and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant

to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Final Fee Application having been provided pursuant to Bankruptcy Rule 2002(a)(6) and (c)(2) and Local Bankruptcy Rule 2002-1, to the United States Trustee, all creditors or their counsel, and all parties who have filed a notice of appearance in this case; and upon consideration of the Objections; and a hearing having been held by this Court on December 8, 2009 (the “Hearing”); and upon the record of the Hearing; and upon the letter of Jonathan L. Flaxer, Esq. dated July 9, 2010, with respect to the Final Fee Application; and upon the Declaration of J. Benjamin Warren, Jr., filed July 28, 2010 (ECF # 2072); and upon due deliberation; and sufficient cause having been shown therefor, it is hereby

ORDERED, that the Final Fee Application is granted to the extent set forth in Schedule A attached hereto, and the Trustee is authorized to pay the “Fees To Be Paid” amounts, which includes all reductions requested by the Court and agreed to by the Ayres, Warren, Shelton & Williams, L.L.C., and “Expenses To Be Paid” amounts as set forth on Schedule A.

Dated: New York, New York
August 24, 2010

/s/ Martin Glenn
UNITED STATES BANKRUPTCY JUDGE

Schedule A-1

Case No.: 07-11448 (MG) Substantially Consolidated
Case Name: In re The 1031 Tax Group, LLC, *et al.*

CURRENT FEE PERIOD FOR AYRES, WARREN, SHELTON & WILLIAMS, L.L.C.

Fee Period Covered by Application	Date Filed/Docket Number	Fees Requested	Fees to be Paid	Expenses Requested	Expenses to be Paid
May 21, 2008 through October 7, 2009	12/15/09, Docket No. 1991 (amending application to reduce requested fees and expenses)	\$22,445.00	\$22,445.00	\$3,102.59	\$3,102.59
October 8, 2009 through December 2, 2009	12/15/09, Docket No. 1992 (amending application to reduce requested fees)	\$2,262.50	\$2,262.50	\$0	\$0
TOTAL		\$24,707.50	\$24,707.50	\$3,102.59	\$3,102.59

Schedule A-2

Case No.: 07-11448 (MG) Substantially Consolidated
Case Name: In re The 1031 Tax Group, LLC, *et al.*

ALL FEE PERIODS FOR AYRES, WARREN, SHELTON & WILLIAMS, L.L.C.

Fee Period Covered by Application	Date Filed/Docket Number	Fees Requested	Fees to be Paid	Expenses Requested	Expenses to be Paid
May 21, 2008 through October 7, 2009	12/15/09, Docket No. 1991 (amending application to reduce requested fees and expenses)	\$22,445.00	\$22,445.00	\$3,102.59	\$3,102.59
October 8, 2009 through December 2, 2009	12/15/09, Docket No. 1992 (amending application to reduce requested fees)	\$2,262.50	\$2,262.50	\$0	\$0
TOTAL		\$24,707.50	\$24,707.50	\$3,102.59	\$3,102.59