

ORIGINAL

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

<p>In re</p> <p>CD LIQUIDATION CO., LLC, et al.,</p> <p style="text-align: center;">Debtors.</p>	<p>Chapter 11</p> <p>Case No. 09-13038 (KG)</p> <p>Substantively Consolidated</p> <p>Re: Docket No. 1533</p>
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**ORDER GRANTING THE MOTION OF THE LIQUIDATING TRUSTEE FOR AN
ORDER APPROVING AND AUTHORIZING COMPROMISE OF CONTROVERSIES
BY AND AMONG THE LIQUIDATING TRUSTEE, XL SPECIALTY INSURANCE
COMPANY AND MARCELO PALADINI**

Upon consideration of the Motion of the Liquidating Trustee for an Order Approving and Authorizing Compromise of Controversies by and among the Liquidating Trustee, XL Specialty Insurance Company and Marcelo Paladini (the “**Motion**”); and the Court having reviewed the settlement agreement attached to the Motion as Exhibits A (the “**Settlement**”); and the Court having found that jurisdiction is proper pursuant to 28 U.S.C. §§ 157 and 1334; and the Court having found that this is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(2); and the Court having found that the relief requested in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest; and the Liquidating Trustee having provided appropriate notice under the circumstances of the Motion and the opportunity for a hearing on the Motion, and that no other or further notice is required; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted in this Order; and after due deliberation and sufficient cause appearing therefore, it is ORDERED THAT:

1. The Motion is GRANTED.

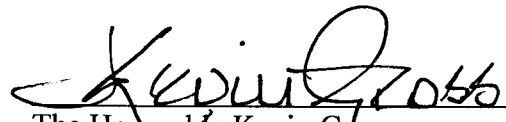


2. The Liquidating Trustee's entry into the Settlement is authorized and the terms of the Settlement and payment of the XL Defense Payment are approved.

3. The Liquidating Trustee is authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

4. The Court retains jurisdiction over any and all matters arising from or related to the Settlement and the implementation or interpretation of this Order.

Dated: April 17, 2012


The Honorable Kevin Gross
United States Bankruptcy Judge