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CENTRAL DISTRICT OF CALIFORNIA

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CLERK, U.S. BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA

UNITED STATES BANKRUPTCY COURT

CENTRAL DISTRICT OF CALIFORNIA, LOS ANGELES DIVISION

In re:) Case Nos.: LA02-14216-BB, LA04-35876-BB,
) LA04-35877-BB and LA04-35847-BB
J.T. THORPE, INC., a California corporation;)
J.T. THORPE, a dissolved California corporation;) Jointly Administered Under Case No.
THORPE HOLDING COMPANY, a California) LA02-14216-BB
corporation; and THORPE TECHNOLOGIES,)
INC., a California corporation,) Chapter 11
)
Debtors.) ORDER APPROVING MOTION TO
) AMEND PLAN TO MODIFY BASE CASE
) VALUES CONTAINED IN CASE
) VALUATION MATRIX
)
Date: December 5, 2005
Time: 10:00 a.m.
Place: Courtroom 1675
255 East Temple Street
Los Angeles, CA 90012

1 This "First Amendment To First Amended Joint Plan Of Reorganization Dated August
2 5, 2005" (the "First Amendment") amends that certain "First Amended Joint Plan of Reorganization
3 Dated August 5, 2005" (the "Plan") filed by the above-captioned debtors and debtors in possession
4 (the "Debtors"), the Official Committees of Creditors Holding Unsecured Claims appointed in the
5 Debtors' bankruptcy cases (collectively, the "Committee"), and the Hon. Charles B. Renfrew (Ret.),
6 the Court-appointed futures representative (the "Futures Representative" and together with the
7 Debtors and the Committee the "Plan Proponents").

8 This First Amendment amends the Plan as described below.

9 I. Page one of the introductory section of the Case Valuation Matrix, attached as
10 Exhibit 5 to the Plan, is amended by changing the base case values listed in the table of base case
11 values from the values set forth below that are stricken to those values set forth below that are double
12 underlined:

13	Mesothelioma	\$92,722	<u>\$102,647</u>
14	Lung Cancer	\$15,031	<u>\$ 15,278</u>
15	Other Cancer	\$ 10,659	<u>\$ 8,496</u>
16	Grade I Non-Malignancy	\$ 5,404	<u>\$ 6,843</u>
17	Grade II Non-Malignancy	\$ 1,863	<u>\$ 2,374</u>

18
19 2. Section 4.6 of the Plan is amended to add the following language to the end of
20 that Section 4.6:

21 Notwithstanding anything to the contrary in the Plan or the Plan
22 documents, the Futures Representative and the Committee are authorized, upon
23 their written agreement with each possessing an absolute veto, to change the
24 number of Trustees of the Trust, prior to the Effective Date, from three Trustees to
25 one Trustee. To the extent that the Futures Representative and Committee decide
26 to change the number of Trustees from three to one, the Plan Proponents shall as
27 soon as is practicable after any such an agreement is reached, file with the Court a
28 notice of such change and shall serve the notice on the Office of the United States