

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEW MEXICO**

**IN RE THORNBURG MORTGAGE, INC.
SECURITIES LITIGATION**

No. CIV 07-815 JB/WDS

ORDER AWARDING ATTORNEYS' FEES AND EXPENSES

THIS MATTER having come before the Court on the motion of Co-Lead Counsel for an award of attorneys' fees and expenses incurred in the above-captioned litigation; the Court having considered all papers filed (including any and all objections) and proceedings had herein; the Court having found the settlement of the litigation to be fair reasonable and adequate and otherwise being fully informed in the premises and good cause appearing therefor; IT IS HEREBY ORDERED, ADJUDGED, AND DECREED that:

1. For purposes of this Order, the terms used herein shall have the same meanings as set forth in the Stipulation and Agreement of Settlement dated March 28, 2012 (the "Stipulation").
2. The Court has jurisdiction over the subject matter of Co-Lead Counsel's motion for an award of attorneys' fees and expenses and all matters related thereto, including all members of the Class who have not validly requested exclusion.
3. Pursuant to and in full compliance with Rule 23 of the Federal Rules of Civil Procedure, this Court hereby finds and concludes that due and adequate notice was directed to all Persons who are Class Members advising them of Co-Lead Counsel's motion for attorneys' fees and expenses and of their right to object thereto, and a full and fair opportunity was accorded to all Persons who are Class Members to be heard with respect to Co-Lead Counsel's motion for attorneys' fees and expenses. A total of three objections to Co-Lead Counsel's motion for attorneys' fees and expenses have been filed.

4. Co-Lead Counsel are hereby awarded attorneys' fees in the amount of 20% of the Gross Settlement Fund, which sum the Court finds to be fair and reasonable. Co-Lead Counsel are hereby awarded a total of \$243,145.93 in reimbursement of expenses. The foregoing awards of attorneys' fees and expenses shall be paid to Co-Lead Counsel from the Gross Settlement Fund, and such payment shall be made at the time and in the manner provided in the Stipulation, with interest at the same rate and for the same periods as earned by the Gross Settlement Fund. Co-Lead Counsel shall have sole discretion in the allocation of attorneys' fees among Plaintiffs' Counsel.

5. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Gross Settlement Fund, the Court has considered and found that:

(a) The Settlement has created a fund with a value of \$2,000,000 and Class Members who submit acceptable Proofs of Claim will benefit from the Settlement;

(b) The fee sought by Co-Lead Counsel has been approved as fair and reasonable by the Court-appointed Plaintiffs, that were substantially involved with the prosecution and resolution of the Litigation;

(c) Over 234,000 copies of the Notice were disseminated to putative Class Members and nominees indicating that Co-Lead Counsel would be moving for attorneys' fees not to exceed 25% of the Settlement Amount and reimbursement of out-of-pocket expenses not to exceed \$260,000, plus interest earned on both amounts at the same rate earned on the Settlement Fund, and a total of five objections were filed in connection with the proposed Settlement (three of which pertain to Co-Lead Counsel's request for fees and expenses);

(d) Co-Lead Counsel have conducted the litigation and achieved the Settlement with skill, perseverance and diligent advocacy;

(e) The Litigation involves complex factual and legal issues and was actively

prosecuted for nearly five years and, in the absence of a settlement, would involve further lengthy proceedings with uncertain resolution of the complex factual and legal issues;

(f) Had Co-Lead Counsel not achieved the Settlement there would remain a significant risk that Plaintiffs and the Class may have recovered less or nothing at all from the Settling Defendants;

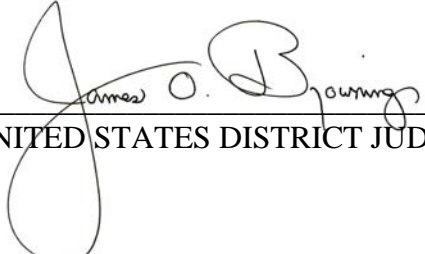
(g) Plaintiffs' Counsel have devoted over 11,362 hours, with a lodestar value of \$5,409,776.75, to the prosecution of the Litigation to achieve the Settlement; and

(h) The amount of attorneys' fees awarded and expenses reimbursed from the Gross Settlement Fund are fair and reasonable and consistent with awards in similar cases.

6. The Court hereby authorizes payment in the amount \$117,612.81 to the Court-approved claims administrator, Strategic Claims Services, for its unpaid out-of-pocket expenses incurred to date in connection with the administration of the Settlement.

7. Any appeal or challenge affecting this Court's approval regarding any attorneys' fees and expense application shall in no way disturb or affect the finality of the Order and Final Judgment entered with respect to the Settlement.

8. There is no reason for delay in the entry of this Order and immediate entry by the Clerk of the Court is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.


UNITED STATES DISTRICT JUDGE