

The below described is **SIGNED**.



Dated: November 13, 2012

JOEL T. MARKER
U.S. Bankruptcy Judge

Prepared and Submitted By:

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Attorneys for D. Ray Strong, Chapter 11 Trustee for Castle Arch Real Estate Investment Company, LLC

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

In re:

CASTLE ARCH REAL ESTATE INVESTMENT COMPANY, LLC; CAOP MANAGERS, LLC; CASTLE ARCH OPPORTUNITY PARTNERS I, LLC; CASTLE ARCH OPPORTUNITY PARTNERS II, LLC; CASTLE ARCH KINGMAN, LLC; CASTLE ARCH SECURED DEVELOPMENT FUND, LLC; and CASTLE ARCH SMYRNA, LLC,

Debtors.

Bankruptcy Case No. 11-35082
Bankruptcy Case No. 11-35237
Bankruptcy Case No. 11-35240
Bankruptcy Case No. 11-35242
Bankruptcy Case No. 11-35243
Bankruptcy Case No. 11-35246
Bankruptcy Case No. 11-35241
(Jointly Administered)

(Chapter 11)

The Honorable Joel T. Marker

AMENDED ORDER REGARDING STIPULATED AMOUNT OF AMENDED PROOF OF CLAIM FILED BY WILLIAM DAVIDSON¹

¹ This Order amends and restates in its entirety the Order entered on November 9, 2012 [Docket No. 427]. The only change made herein is to correct references of "CAOP I" to be references to "CAOP II."

On August 8, 2012, the Chapter 11 Trustee of Castle Arch Real Estate Investment Company, LLC (“CAREIC”) filed the *Objection to Proofs of Claim Filed By William Davidson* [Docket No. 283] (the “Claim Objection”), objecting to Proof of Claim No. 26 against Castle Arch Real Estate Investment Company, LLC (the “CAREIC POC”), Proof of Claim No. 2 against Castle Arch Opportunity Partners II, LLC (the “CAOP II POC”), and Proof of Claim No. 2 against Castle Arch Smyrna, LLC (the “CAS POC”). The Claim Objection and the *Notice of Hearing* relating thereto [Docket No. 306] were properly served on all interested parties, and no further notice is required. William Davidson (“Davidson”) filed a *Response to the Claim Objection* [Docket No. 339] (the “Response”), whereby Davidson (a) stipulated to the disallowance of the CAOP II POC and the CAS POC in their entirety, and (b) amended the CAREIC POC to assert a general unsecured claim against CAREIC. In connection with his Response, Davidson also filed an Amended Proof of Claim against CAREIC, designated as Claim No. 24-2 on CAREIC’s claims docket (the “Amended Claim”), asserting a general unsecured claim against CAREIC. On October 24, 2012, the Trustee filed a *Reply* to the Response and the Amended Claim [Docket No. 382].

A hearing on the Claim Objection was held on October 30, 2012 (the “Hearing”). Peggy Hunt appeared on behalf of the Trustee, and Oliver Myers appeared on behalf of Davidson. At the Hearing, the parties made stipulations on the record regarding the Claim Objection and Amended Claim. The Court has considered the Claim Objection, Notice, Response, Amended Claim, Reply and the stipulation of the parties made on the record at the Hearing. Based thereon, and for good cause appearing,

IT IS HEREBY ORDERED THAT:

(1) The stipulation made on the record at the Hearing is **APPROVED** and the Claim Objection is **SUSTAINED** in part;

(2) The CAOP II POC and CAS POC are **DISALLOWED** in their entirety;

(3) Davidson is **ALLOWED** a general unsecured claim against CAREIC in the total amount of \$103,243.29, subject to the Trustee's reservation of rights as set forth in the Claim Objection and Reply, and to the extent that the CAREIC POC or the Amended Claim assert a claim in excess of that amount, such claim is **DISALLOWED**.

End of Order

ORDER SIGNED