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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
OR 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

**CHAPTER 11 TRUSTEE'S *EX PARTE* MOTION TO MODIFY DEADLINES RELATED
TO FILING AN AMENDED DISCLOSURE STATEMENT AND
CONTINUE HEARING ON SAME**

D. Ray Strong, the Chapter 11 Trustee (the "Trustee") for Castle Arch Real Estate Investment Company, LLC ("CAREIC"), and in that capacity as manager, either directly or indirectly of the other above-captioned Debtors (collectively with CAREIC, the "Debtors"), hereby files this Motion seeking an extension of time to file an amended Disclosure Statement

and to continue the hearing currently scheduled for January 31, 2013 on the same. In support hereof, the Trustee states as follows:

JURISDICTION AND VENUE

1. The Court has jurisdiction over this Objection pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

General

2. On October 17, 2011, CAREIC filed a petition seeking relief under Chapter 11 of the Bankruptcy Code.

3. On October 20, 2011, each of the other Debtors also filed petitions under Chapter 11 of the Bankruptcy Code.

4. The Debtors' respective Chapter 11 cases are being jointly administered.

5. On May 3, 2012, the Court entered an Order appointing the Trustee as the Chapter 11 Trustee for CAREIC.

Disclosure Statement and Substantive Consolidation Motion

6. On September 29, 2012, the Trustee filed the *Disclosure Statement for Chapter 11 Trustee's Plan of Liquidation Dated September 29, 2012* [Docket No. 337] (the "Disclosure Statement"), as well as the *Chapter 11 Trustee's Plan of Liquidation Dated September 29, 2012* [Docket No. 338] (the "Plan").

7. A preliminary hearing on the adequacy of information contained in the Disclosure Statement was held on December 3, 2012, at which time the Court directed the Trustee to file an

amended Disclosure Statement by January 15, 2013 and continued the hearing on the amended Disclosure Statement to January 31, 2013.

8. At the time that the Disclosure Statement and Plan were filed, the Trustee intended to obtain substantive consolidation of Debtors CAREIC, CAOP Managers, LLC, Castle Arch Kingman, LLC, Castle Arch Secured Development Fund, LLC, Castle Arch Smyrna, LLC, as well as a non-debtor affiliate of CAREIC, Castle Arch Star Valley, LLC (collectively, the “Legacy Debtors”) through the confirmation of his proposed Plan.

9. In an exercise of his business judgment, the Trustee has since determined that he should seek consolidation of the Legacy Debtors by separate motion and postpone confirmation of his Plan as proposed until this is accomplished.

10. Filed concurrently with this Motion, the Trustee has filed a motion seeking substantive consolidation of the Legacy Debtors (the “Consolidation Motion”), and he hopes to have an evidentiary hearing on the Consolidation Motion on January 31, 2013—the time previously scheduled for consideration of the amended Disclosure Statement—or as quickly thereafter as the Court’s calendar permits.

11. The Trustee remains committed to moving these cases forward through the confirmation of his Plan, but until the Consolidation Motion is considered, he believes that amendment of the Disclosure Statement and Plan would be premature. Accordingly, the Trustee requests the relief herein.

RELIEF REQUESTED

WHEREFORE, the Trustee requests that the Court (a) modify its previous order and allow an amended Disclosure Statement to be filed within 15 days after the entry of an Order on

the Consolidation Motion; and (b) reschedule the hearing on the adequacy of the Disclosure Statement accordingly.

DATED this 28th day of December, 2012.

DORSEY & WHITNEY LLP

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