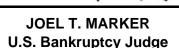
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The below described is SIGNED.

Dated: August 29, 2013





msc

Prepared and Submitted By:

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

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
KINGMAN, LLC; CASTLE ARCH
SECURED DEVELOPMENT FUND, LLC;
CASTLE ARCH SMYRNA, LLC; CASTLE
ARCH STAR VALLEY, LLC; and

CASTLE ARCH OPPORTUNITY PARTNERS I, LLC; CASTLE ARCH OPPORTUNITY PARTNERS II, LLC,

Debtors.

Case Nos. 11-35082, 11-35237, 11-35243, 11-35242 and 11-35246 (Substantively Consolidated)

Case Nos. 11-35241 and 11-35240 (Jointly Administered)

(Chapter 11) The Honorable Joel T. Marker

	Affects All Debtors
\boxtimes	Affects Only the Substantively
	Consolidated Debtors
	Affects only Castle Arch
	Opportunity Partners I, LLC
	Affects only Castle Arch
	Opportunity Partners II, LLC

ORDER GRANTING FIRST AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BERKELEY RESEARCH GROUP, LLC AS ACCOUNTANT FOR THE CHAPTER 11 TRUSTEE

The matter before the Court is the *First and Final Application for Compensation and*Reimbursement of Expenses of Berkeley Research Group, LLC as Accountant for the Chapter 11

Trustee [Docket No. 721] (the "Application").

The Application was filed with the Court on July 26, 2013, and served through the Court's CM/ECF system upon all parties that receive electronic service in the above-captioned bankruptcy cases. Additionally, a *Notice of Hearing* [Docket No. 724] (the "Notice") was properly served on all interested parties in the above-captioned case, providing notice that August 16, 2013 was the deadline for filing objections to the Application and that a hearing on the Application would commence on August 27, 2013 at 2:00 p.m. The Notice also informed parties in interest that failure to attend the hearing on the Application may result in filed responses or objections being stricken by the Court. The Court finds, based on the Notice and the *Joint Certificate of Service for Notices of Fee Applications* [Docket No. 741] (the "Certificate of Service"), that notice is proper and no further notice is required. No objections to the Application were filed. RaLene Teerink sent a letter to the Court related to the fees and costs requested in the Application and, it appears, other applications filed by other professionals in these cases [Docket No. 733] (the "Response").

The Court held a hearing on the Application on August 27, 2013, and appearances were made on the record. Ms. Teerink did not attend the hearing. The Court has considered the Application, the Notice, the Certificate of Service, the Response, the applicable law, and the

entire record in this case. Based thereon, and for good cause shown, the Court finds that the fees and expenses requested in the Application are actual, necessary and reasonable, and should be allowed under 11 U.S.C. §§ 330, 331 and 503, and

IT IS HEREBY ORDERED THAT:

- (1) The Application is **APPROVED**;
- (2) The Response, to the extent it is considered an objection to the Application, is **OVERRULED**;
- (3) Berkeley Research Group, LLC is **ALLOWED** total fees in the amount of \$312,793.90 and reimbursement of total expenses in the amount of \$7,889.23;
- (4) The fees and expenses allowed herein shall be an Allowed Administrative Expense Claim against the Consolidated Legacy Estate pursuant to 11 U.S.C. § 503(b)(2) and afforded priority under 11 U.S.C. § 507(a); and
- (5) To the extent sufficient funds exist, the Trustee is authorized to make distributions of the fees and expenses allowed herein pursuant to the terms of the confirmed Second Amended Chapter 11 Trustee's Plan of Liquidation Dated February 25, 2013 [Docket No. 701] and all supplements and Liquidating Trust Agreements relating thereto.

End of Order

DESIGNATION OF PARTIES TO BE SERVED

Service of the foregoing **ORDER GRANTING FIRST AND FINAL APPLICATION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES OF BERKELEY RESEARCH GROUP, LLC AS ACCOUNTANT FOR THE CHAPTER 11 TRUSTEE** shall be served to the parties in the manner designated below:

By Electronic Service: I certify that the parties of record in this case, as identified below, are registered CM/ECF users and will be served notice of entry of the foregoing Order through the CM/ECF system:

- Gregory J. Adams gadams@mbt-law.com
- Adam S. Affleck asa@pyglaw.com, debbie@princeyeates.com;docket@princeyeates.com
- Troy J. Aramburu taramburu@swlaw.com, jpollard@swlaw.com;docket_slc@swlaw.com
- Jeffrey M Armington armington.jeff@dorsey.com
- Julie A. Bryan julie@crslaw.com, diana@crslaw.com;josh@crslaw.com
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- Victor P Copeland vpc@pkhlawyers.com, dh@pkhlawyers.com
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- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- Kim R. Wilson bankruptcy_krw@scmlaw.com
- Brock N. Worthen bworthen@swlaw.com

By U.S. Mail – In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice pursuant to Fed R. Civ. P. 5(b):

RaLene Teerink 4011 E. Hamblin Dr. Phoenix, AZ 85050