

The below described is **SIGNED**.



Dated: August 29, 2013

Joel T. Marker

JOEL T. MARKER
U.S. Bankruptcy Judge

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
- 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 OF DORSEY & WHITNEY LLP, COUNSEL FOR THE CHAPTER 11 TRUSTEE OF CASTLE ARCH REAL ESTATE INVESTMENT COMPANY, LLC AND SUBSTANTIVELY CONSOLIDATED DEBTORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C. §§ 330 AND 503 (MAY 1, 2012 THROUGH JULY 21, 2013)

The matter before the Court is the *First and Final Application of Dorsey & Whitney LLP, Counsel for the Chapter 11 Trustee of Castle Arch Real Estate Investment Company, LLC and Substantively Consolidated Debtors, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330, 331 and 503 (May 1, 2012 through July 21, 2013)* [Docket No. 723] (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) Dorsey & Whitney LLP is **ALLOWED** total fees in the amount of \$1,031,487.54 and reimbursement of total expenses in the amount of \$71,722.78;
- (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 OF DORSEY & WHITNEY LLP, COUNSEL FOR THE CHAPTER 11 TRUSTEE OF CASTLE ARCH REAL ESTATE INVESTMENT COMPANY, LLC AND SUBSTANTIVELY CONSOLIDATED DEBTORS, FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES PURSUANT TO 11 U.S.C. §§ 330 AND 503 (MAY 1, 2012 THROUGH JULY 21, 2013)** 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
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- 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