

The below described is **SIGNED**.

Dated: August 29, 2013

JOEL T. MARKER
U.S. Bankruptcy Judge



Prepared and Submitted By:

msc

Lon A. Jenkins (USB #4060)
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*Counsel for the Official Committee of
Unsecured Creditors for Castle Arch Real Estate
Investment Company, LLC*

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

<p>In re:</p> <p>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 VALLY, LLC; and</p> <p>CASTLE ARCH OPPORTUNITY PARTNERS I, LLC; CASTLE ARCH OPPORTUNITY PARTNERS II, LLC,</p> <p>Debtors.</p>	<p>Case Nos. 11-35082, 11-35237, 11-35243, 11-35242 and 11-35246 (Substantively Consolidated)</p> <p>Case Nos. 11-35241 and 11-35240 (Jointly Administered)</p> <p>(Chapter 11) Judge Joel T. Marker</p> <p><input type="checkbox"/> Affects All Debtors</p> <p><input checked="" type="checkbox"/> Affects only the Substantively Consolidated Debtors</p> <p><input type="checkbox"/> Affects only Castle Arch Opportunity Partners I, LLC</p> <p><input type="checkbox"/> Affects only Castle Arch Opportunity Partners II, LLC</p>
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ORDER APPROVING FIRST AND FINAL APPLICATION OF JONES WALDO HOLBROOK & McDONOUGH, PC FOR ALLOWANCE OF FEES AND EXPENSES AS COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR CASTLE ARCH REAL ESTATE INVESTMENT COMPANY, LLC FOR THE PERIOD JANUARY 30, 2012 THROUGH AND INCLUDING JULY 26, 2013

Before the Court is the *First and Final Application of Jones Waldo Holbrook & McDonough, PC for Allowance of Fees and Expenses as Counsel for the Official Committee of Unsecured Creditors for Castle Arch Real Estate Investment Company, LLC for the Period January 30, 2012 Through and Including July 26, 2013* [docket no. 722] (“**Jones Waldo Fee Application**”).

The Jones Waldo Fee 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 of pleadings in the above-captions cases. A Notice of Hearing (“**Notice**”) was properly served on all interested parties in the above-captioned cases, providing notice of the August 16, 2013 deadline to file and serve written objections to the Jones Waldo Fee Application, as well as notice of hearing on the Jones Waldo Fee Application scheduled for August 27, 2013 at 2:00 p.m. (“**Hearing**”). The Hearing commenced at 2:00 p.m. on August 27, 2013. Lon A. Jenkins appeared for applicant Jones Waldo Holbrook & McDonough, PC (“**Jones Waldo**”). Other appearances were made on the record at the Hearing. Based on the pleadings filed with the Court and the statements and representations of counsel on the record at the Hearing,

THE COURT FINDS:

1. Notice of the Hearing and of the opportunity to object to the Jones Waldo Fee Application was properly served on all persons entitled to notice;
2. No objections to the Jones Waldo Fee Application were filed with the Court or served on the parties;
3. The fees and expenses for which allowance and payment is sought pursuant to the Jones Waldo Fee Application were actual, necessary and reasonable under the circumstances of the case; and
4. Good cause exists to grant the relief sought.

THEREFORE, IT IS HEREBY ORDERED that:

1. The Jones Waldo Fee Application is APPROVED;

2. The fees and expenses for which allowance and payment is sought pursuant to the Jones Waldo Fee Application are allowed under 11 U.S.C. §§330, 331, 503(b)(2) and 507(a);

3. Jones Waldo is allowed total fees in the amount of \$232,703.50 and reimbursement of expenses in the amount of \$14,757.70 for a total allowance of \$247,461.20;

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 DOCUMENT
