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**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

NOTICE OF TRUSTEE'S MOTION FOR AUTHORIZATION TO (1) SELL PROPERTY, INCLUDING AND RELATING TO REAL PROPERTY LOCATED IN RUTHERFORD COUNTY, TENNESSEE, OUT OF THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS, AND SUBJECT TO HIGHER AND BETTER OFFERS, PURSUANT TO 11 U.S.C. § 363(b) AND (f) AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002 AND 6004; AND (2) PAY COSTS OF SALE, INCLUDING COMMISSION TO REAL ESTATE BROKER AND NOTICE OF OPPORTUNITY FOR HEARING

Objection Deadline: April 7, 2014

Reserved Hearing Date: April 21, 2014 at 10:30 a.m. (Mountain Time)

PLEASE TAKE NOTICE that D. Ray Strong (the "Trustee") as the Liquidating Trustee of the Consolidated Legacy Debtors Liquidating Trust (the "Legacy Trust") and the post-confirmation estate representative for the consolidated bankruptcy estates of Castle Arch Real Estate Investment Company,

LLC, CAOP Managers, LLC, Castle Arch Kingman, LLC, Castle Arch Smyrna, LLC, Castle Arch Secured Development Fund, LLC and Castle Arch Star Valley, LLC (collectively, the “Legacy Debtors”), has entered into a *Real Estate Purchase and Sale Agreement* (the “Purchase Agreement”) related to the sale of certain property related to and including approximately 484.09 acres of real property located in Rutherford County, Tennessee (collectively, the “Smyrna Property”) to Walton Tennessee, LLC (“Buyer”) or to a person making a higher and better offer prior to Closing of the sale to the Buyer. A full description of the Smyrna Property is set forth in the Purchase Agreement.

PLEASE TAKE FURTHER NOTICE that in connection therewith, the Trustee has filed the *Trustee’s Motion for Authorization to (1) Sell Property, Including and Relating to Real Property Located in Rutherford County, Tennessee, Out of the Ordinary Course of Business, Free and Clear of Liens, Claims, Encumbrances and Interests, and Subject to Higher and Better Offers, Pursuant to 11 U.S.C. § 363(b) and (f) and Federal Rules of Bankruptcy Procedure 6004; and (2) Pay Costs of Sale, Including Commission to Real Estate Broker* (the “Motion”), seeking Court approval of the Purchase Agreement, and authorization from the Court to sell the Smyrna Property to the Buyer as set forth in the Purchase Agreement and the Motion or to any higher and better offeror.

A copy of the Motion, which includes a copy of the Purchase Agreement as Exhibit A, has been served electronically via the Court’s CM/ECF system on the Office of the United States Trustee and on all parties who receive electronic service in the above-captioned case. You should refer to the Purchase Agreement for all terms of the proposed sale. *If you have not received a copy of the Motion and Purchase Agreement and you would like one, you may obtain a copy by requesting it from the undersigned counsel.*

YOUR RIGHTS MAY BE AFFECTED.

PLEASE TAKE FURTHER NOTICE that you should carefully read this Notice, as well as the Motion and Purchase Agreement, and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.

HIGHER AND BETTER OFFERS ARE WELCOME

PLEASE TAKE FURTHER NOTICE that the proposed sale of the Smyrna Property is subject to higher and better offers up until the time of Closing of the sale, as that time is defined in the Purchase Agreement. The purchase price for the Smyrna Property offered by the Buyer is \$4,750.00 per acre, which based on information available at this time, results in a total anticipated purchase price of \$2,299,427.50. **IF YOU DESIRE TO SUBMIT A HIGHER AND BETTER OFFER, YOU MUST, PRIOR TO CLOSING, SUBMIT A WRITTEN OFFER TO THE TRUSTEE'S UNDERSIGNED COUNSEL at seim.nathan@dorsey.com.** Whether an offer is higher and better will be determined by the Trustee in his sole and absolute discretion, and the Trustee will not consider any offers submitted after the Closing. As part of the Motion, the Trustee is seeking approval of certain reimbursements and refunds payable to the Buyer in the event that a higher and better offer is presented and accepted by the Trustee. Specifically, while described in greater detail in the Purchase Agreement, the Trustee must return the Buyer's Deposit and reimburse the Buyer for all external, third-party expenses incurred by the Buyer up to, but not exceeding \$75,000.00.

FREE AND CLEAR, AS IS SALE

PLEASE TAKE FURTHER NOTICE that the proposed sale is AS IS and made pursuant to 11 U.S.C. § 363(b) and (f), thus making it free and clear of all liens, claims, encumbrances and interests, except to the extent specifically permitted by the Purchase Agreement. Other than taxes associated with the Smyrna Property that will be paid from the sale proceeds, the Trustee is unaware of any liens, claims encumbrances or financial interests against the Smyrna Property. Notwithstanding, to the extent that any such interests exist, they will attach to the net sale proceeds upon the Court's entry of an Order granting the Trustee's Motion. The Trustee has served this Notice on any and all persons who he believes could conceivably claim an interest in the Smyrna Property. *Failure to assert an interest in the Smyrna Property prior to the time the sale is approved by the Court shall be deemed a waiver of any interest in the net sale proceeds.*

NOTICE OF RESERVED HEARING

PLEASE TAKE FURTHER NOTICE that a hearing on the Motion has been scheduled for **April 21, 2014 at 10:30 a.m. (Mountain Time)** before The Honorable Joel T. Marker at the United States Bankruptcy Court, Room 341 of the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101. **NO HEARING WILL BE CONDUCTED ON THE MOTION UNLESS A WRITTEN OBJECTION IS FILED WITH THE CLERK OF THE COURT ON OR BEFORE THE OBJECTION DEADLINE SET FORTH BELOW.**

OBJECTION PROCEDURES

PLEASE TAKE FURTHER NOTICE that if you do not want the Court to grant the relief requested in the Motion, or if you want the Court to consider your views on any portion of the Motion, including but not limited to the sale of the Smyrna Property to the Buyer, the procedures for submitting a higher and better offer for the Property, portions of the Purchase Agreement related to the Trustee's agreement to reimburse the Buyer's costs in the event of the acceptance of a higher and better offer or the Trustee's request for authorization to pay costs associated with the sale, then you or your attorney must do the following:

(1) On or before **April 7, 2014**, file with the Court a written objection explaining your position, at:

Clerk of the Court
United States Bankruptcy Court
350 South Main Street, Room 301
Salt Lake City, UT 84101

(2) If you mail your objection to the Court, you must mail it early enough so that the Court **actually receives it on or before April 7, 2014**. You must also mail a copy of your objection to the Trustee's undersigned counsel at 136 South Main Street, Suite 1000, Salt Lake City, Utah 84101.

(3) You must also attend the hearing on the Motion on **April 21, 2014 at 10:30 a.m. (Mountain Time)** before The Honorable Joel T. Marker at the United States Bankruptcy Court, Room 341 of the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101.

CERTIFICATE OF SERVICE – BY NOTICE OF ELECTRONIC FILING (CM/ECF)

I hereby certify that on March 19, 2014, I electronically filed the foregoing **NOTICE OF TRUSTEE'S MOTION FOR AUTHORIZATION TO (1) SELL PROPERTY, INCLUDING AND RELATING TO REAL PROPERTY LOCATED IN RUTHERFORD COUNTY, TENNESSEE, OUT OF THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS, AND SUBJECT TO HIGHER AND BETTER OFFERS, PURSUANT TO 11 U.S.C. § 363(b) AND (f) AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002 AND 6004; AND (2) PAY COSTS OF SALE, INCLUDING COMMISSION TO REAL ESTATE BROKER AND NOTICE OF OPPORTUNITY FOR HEARING** (the "Notice") with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system. I further certify that the parties of record in this case, as identified below, are registered CM/ECF users and will be served through the CM/ECF system.

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I further certify that on March 19, 2014, the Notice was served via U.S. First Class Mail, postage prepaid, to the following:

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I further certify that on March 19, 2014, the Notice was served via U.S. First Class Mail, postage prepaid, to all parties listed on the attached Exhibit A, which parties comprise the entire mailing matrix in the above-captioned bankruptcy cases.

/s/ Nathan S. Seim

EXHIBIT A

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