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Attorneys for D. Ray Strong, Estate Representative of the Consolidated Legacy Debtors and Trustee of the Consolidated Legacy Debtors Liquidating Trust

**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 JOINT MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT
BETWEEN TRUSTEE AND WILLIAM WARWICK UNDER FEDERAL RULE OF
BANKRUPTCY PROCEDURE 9019, INCLUDING CONTRIBUTION BAR REQUIRED
UNDER SETTLEMENT AGREEMENT
AND NOTICE OF OPPORTUNITY FOR HEARING**

Objection Deadline: June 20, 2014
Reserved Hearing Date: June 30, 2014 at 10:00 a.m. (Mountain Time)

PLEASE TAKE NOTICE that D. Ray Strong, the post-confirmation estate representative of the above-captioned Debtors and the duly appointed Liquidating Trustee (the “Trustee”) of the Consolidated Legacy Debtors Liquidating Trust, the Castle Arch Opportunity Partners I, LLC Liquidating Trust and the Castle Arch Opportunity Partners II, LLC Liquidating Trust (collectively, the “Trusts”), and William Warwick (“Warwick”), have filed with the United States Bankruptcy Court for the District of Utah the *Joint Motion for Approval of Settlement Agreement Between Trustee and William Warwick Under Federal Rule of Bankruptcy Procedure 9019, Including Contribution Bar Required Under Settlement Agreement* (the “Motion”).

A copy of the Motion 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. If you have not received a copy of the Motion and you would like one, you may obtain a copy by requesting it from the undersigned counsel.

YOUR RIGHTS MAY BE AFFECTED. You should carefully read this Notice, as well as the Motion, and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.

PLEASE TAKE FURTHER NOTICE that the Motion seeks (1) Court approval of the Settlement Agreement, attached as Exhibit A to the Motion (the “Settlement Agreement”), that the Trustee entered into with Warwick; and (2) entry of the proposed Contribution Bar Order, attached as Exhibit B to the Motion (the “Contribution Bar Order”). Without limiting or altering the terms of the Settlement Agreement or Motion in any way, the Trustee provides the following summary of the terms of the Settlement Agreement:¹

¹ Capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

(a) Claims of the estate against Warwick will be settled for the total sum of Four Hundred Thousand Dollars (\$400,000.00) (the “Settlement Amount”).

(i) Upon execution of the Settlement Agreement, Warwick will pay Two Hundred Thousand Dollars (\$200,000.00) from his personal funds to the Trustee’s Counsel, Dorsey & Whitney LLP, to be held in trust until the date that the Court enters an Order approving the Settlement Agreement and the Contribution Bar Order.

(ii) The Trustee shall seek payment and collection of the remaining Settlement Amount solely from the Liability Insurance Policy that AXIS Surplus Insurance Company (“AXIS”) issued to Castle Arch Real Estate Investment Company, LLC, Policy Number EAN756858/01/2010 (the “Insurance Policy”), whether in the current Interpleader action pending in the United States District Court for the District of Utah, Case No. 14-cv-00244, or otherwise.

(iii) Warwick will assign to the Trustee any and all rights Warwick has under the Insurance Policy, including any right to pursue a bad faith claim against AXIS.

(b) Warwick agrees to cooperate with the Trustee in his administration of the Debtors’ estates and the Trusts by, among other things: (i) providing reasonably requested information to the Trustee concerning the Debtors and their business affairs; and (ii) reasonably cooperating with the Trustee in discovery or trial in any litigation that the Trustee or the Trusts have or may commence on behalf of the Debtors’ estates or Trusts.

(c) The Parties will provide a mutual release of claims against each other as set forth in the Settlement Agreement.

(d) The effectiveness of the Settlement Agreement is conditioned on the Court’s entry of (i) an Order granting the Motion and approving the Settlement Agreement; and (ii) entry of the proposed Contribution Bar Order.

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.

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 the Motion, then you or your attorney must do the following:

(1) On or before **June 20, 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 for filing, you must mail it early enough so that the Court will actually receive it on or before June 20, 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 **June 30, 2014 at 10:00 a.m.** (**Mountain Time**) before the Honorable Joel T. Marker, United States Bankruptcy Judge, in his courtroom, Room 341 of the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101. **There will be no further notice of the hearing**, and failure to attend the hearing will be deemed a waiver of your objection.

PLEASE TAKE FURTHER NOTICE that if you or your attorney do not take these steps, the Court may decide that you do not oppose the relief sought in the Motion and may enter an Order granting that relief. Additionally, pursuant to the Court's local rules, absent timely filing and service of responses and objections to the Motion, the Trustee may and will ask the Court to enter an Order approving the Motion without a hearing.

DATED this 3rd day of June, 2014.

DORSEY & WHITNEY LLP

/s/ Peggy Hunt
Peggy Hunt
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Nathan S. Seim
Attorneys for D. Ray Strong, Trustee

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

I hereby certify that on June 3, 2014, I electronically filed the foregoing **NOTICE OF JOINT MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT BETWEEN TRUSTEE AND WILLIAM WARWICK UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019, INCLUDING CONTRIBUTION BAR REQUIRED UNDER SETTLEMENT AGREEMENT 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 June 3, 2014, the Notice was served via electronic mail to the following:

Larry Weiss
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I further certify that on June 3, 2014, the Notice was mailed via U.S. First Class Mail, postage prepaid, upon all parties listed on the attached Exhibit A, which parties comprise all known persons or entities that assert a claim against, or an interest in, any of the above-referenced Debtors or Trusts.

/s/ Nathan S. Seim

EXHIBIT A

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