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

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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 the Substantively  
Consolidated Debtors
- Affects Castle Arch  
Opportunity Partners I, LLC
- Affects only Castle Arch  
Opportunity Partners II, LLC

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**NOTICE OF MOTION PURSUANT TO FEDERAL RULES OF BANKRUPTCY  
PROCEDURE 9019 AND CONFLICT RESOLUTION PROCEDURES TO APPROVE  
SETTLEMENT AGREEMENT BETWEEN THE LEGACY TRUST AND CAOP I  
TRUST RELATED TO PREPETITION INTERCOMPANY CLAIMS AND NOTICE OF  
OPPORTUNITY FOR HEARING**

**Objection Deadline: December 1, 2014**  
**Reserved Hearing Date: December 15, 2014 at 2:30 p.m. (Mountain Time)**

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**PLEASE TAKE NOTICE** that D. Ray Strong, the duly appointed Liquidating Trustee of the Consolidated Legacy Debtors Liquidating Trust (the “Legacy Trust”) and the Castle Arch Opportunity Partners I, LLC Liquidating Trust (the “CAOPI Trust”) and, together with the Legacy Trust, the “Trusts”), by and through his undersigned counsel for each of the respective Trusts, has filed with the United States Bankruptcy Court for the District of Utah (the “Court”) a *Motion Pursuant to Federal Rules of Bankruptcy Procedure 9019 and Conflict Resolution Procedures to Approve Settlement Agreement Between the Legacy Trust and CAOPI Trust Related to Prepetition Intercompany Claims* (the “Motion”), seeking approval of a Settlement Agreement, attached as Exhibit 1 to the Motion (the “Settlement Agreement”), which resolves “Prepetition Intercompany Claims” by and between the Trusts, as that term is defined in the Settlement Agreement.

A copy of the Motion and Settlement Agreement 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 Settlement Agreement 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 Settlement Agreement, 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 pursuant to the Settlement Agreement, Prepetition Intercompany Claims by and between the Trusts are being settled, which Claims do not include Mismanagement Claims. While the terms of the Settlement Agreement should be

reviewed and the terms thereof control, generally the Agreement allows for title to certain real property located in Tooele, Utah to be transferred to the Legacy Trust, for the Legacy Trust to retain title to certain water rights also located in Tooele, Utah, and for the CAOP I Trust to have an “Allowed General Unsecured Claim” against the Legacy Trust in the total amount of \$5,327,853.00. The amount of the Allowed General Unsecured Claim is based on the treatment of the various Prepetition Intercompany Claims as discussed in greater detail in the Motion.

**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 **December 1, 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 December 1, 2014. You must also mail a copy of your objection to the Trustee’s undersigned counsel for the respective Trusts at:

Dorsey & Whitney LLP  
c/o Peggy Hunt  
136 South Main Street, Suite 1000  
Salt Lake City, Utah 84101

McKay Burton & Thurman  
c/o Gregory Adams  
15 West South Temple, Suite 1000  
Salt Lake City, Utah 84101

(3) You must also attend the hearing on the Motion on **December 15, 2014 at 2:30 p.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 12th day of November, 2014.

**DORSEY & WHITNEY LLP**

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/s/ Gregory J. Adams  
Gregory J. Adams  
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**CERTIFICATE OF SERVICE – BY NOTICE OF ELECTRONIC FILING (CM/ECF)**

I hereby certify that on November 12, 2014, I electronically filed the foregoing **NOTICE OF MOTION PURSUANT TO FEDERAL RULES OF BANKRUPTCY PROCEDURE 9019 AND CONFLICT RESOLUTION PROCEDURES TO APPROVE SETTLEMENT AGREEMENT BETWEEN THE LEGACY TRUST AND CAOP I TRUST RELATED TO PREPETITION INTERCOMPANY CLAIMS 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 November 12, 2014, the Notice was mailed via U.S. First Class Mail, postage prepaid, to all parties listed on the attached Exhibit A, which list includes all parties in interest in this case, including all persons and entities known to the Trustee that assert a claim against or an equity interest in any of the Debtors.

/s/ Peggy Hunt

# EXHIBIT A

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