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**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

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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; and 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

**THIS DOCUMENTS RELATES TO:**

- 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

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**NOTICE RESPECTING MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT WITH TRUSTEE AND BLACKCASTLE PARTIES AND NOTICE FOR OPPORTUNITY FOR HEARING**

**Objection Deadline: Monday, March 30, 2015**

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D. Ray Strong, as the trustee (the "Trustee") for Castle Arch Opportunity Partners I Liquidating Trust aka CAOP I Liquidating Trust ("CAOP I Trust"), as successor to Debtor

Castle Arch Opportunity Partners I, LLC (“**CAOP I**”), and as the trustee for Castle Arch Opportunity Partners II Liquidating Trust aka CAOP II Liquidating Trust (“**CAOP II Trust**”), as successor to Debtor Castle Arch Opportunity Partners II, LLC (“**CAOP II**”) (CAOP I Trust and CAOP II Trust, collectively the “**Trusts**”), by and through his counsel of record, Durham Jones & Pinegar, has filed his Motion for Approval of Settlement Agreement (“**Motion**”) with the Trustee in his capacity as representative of the Trusts and not in his personal capacity and BlackCastle, LLC (“**BlackCastle**”), Daniel Thompson (“**Thompson**”), Laurie Holcomb (“**Holcomb**”), and BlackStar Financial Inc. (“**BlackStar**”) (collectively the “**BlackCastle Parties**”). If you have not received a copy of the Motion, you may obtain a copy from the Court’s electronic PACER service or by requesting a copy from Penrod W. Keith, Durham Jones & Pinegar, 111 East Broadway, Suite 900, P.O. Box 4050, Salt Lake City, Utah 84110-4050, email: pkeith@djplaw.com.

The Settlement Agreement is outlined as follows:

A. **Bankruptcy Court Approval; Best Efforts.** The Agreement is conditioned on, and is subject to, the Court’s entry of an Order in the Bankruptcy Cases approving the Agreement pursuant to Federal Rule of Bankruptcy Procedure 9019. Within ten (10) days after the Execution Date, the Trustee shall file a motion seeking Court approval of this Agreement, and the Parties each agree to use their respective best efforts to secure Court approval of the Agreement in accordance with all applicable law. The date that the Court enters an Order approving the Agreement, and such Order becomes final and nonappealable, shall be referred to herein as the “**Entry Date.**”

B. **Payment by BlackCastle.** The BlackCastle Parties shall pay to the Trustee the total amount of \$1,500,000 (the “**Settlement Amount**”) payable by means of

the following payments (“Settlement Payments”): 1) upon the Entry Date, the BlackCastle Parties shall pay to the Trustee the total sum of \$400,000; 2) six calendar months from the Entry Date the BlackCastle Parties shall pay to the Trustee the total sum of \$800,000; and 3) one calendar year from the Entry Date the BlackCastle Parties shall pay to the Trustee the total sum of \$300,000. All Settlement Payments shall be made to the Trustee at the Trustee’s address specified below; such payments shall be made in certified funds or by wire transfer to a wire address specified by the Trustee. The date that the Settlement Amount is paid in full shall be referred to herein as the “Payment Date.” The Trustee shall apportion between CAOP I and CAOP II the Settlement Amount proportionate to their contribution as described above.

C. **Transfer of Interests by the Trustee.** Within 5 days of the Payment Date, the Trustee shall cause the Trusts and the Debtors to transfer to BlackCastle, or to such other entities as the then current managers of BlackCastle may direct, their respective membership interests in BlackCastle (“BlackCastle Interests”).

D. **Suspension of Adversary Proceeding.** During the pendency of the performance of the Agreement, the Parties agree to suspend all activity (other than status or similar reports or responses required by the Court) with respect to the Adversary Proceeding. In the event of a default of the Agreement by the BlackCastle Parties, the Trustee may file the Stipulated Judgment in the Adversary Agreement as otherwise permitted by the Agreement. Within five (5) business days of the Payment Date, the Trustee shall file a notice of dismissal of the Complaint with prejudice.

E. **Confession of Judgment.** The BlackCastle Parties have signed the Consent to Stipulated Judgment (Exhibit B to the Agreement) and the Stipulated

Judgment (Exhibit C to the Agreement) and delivered the originals to the Trustee to be held in accordance with the Agreement. The Agreement incorporates the terms of those two documents as if set forth herein. To the extent that the BlackCastle Parties are over 30 days delinquent, under the provisions of the Consent to Stipulated Judgment, in making a Settlement Payment (“Uncured Default”), the Trustee shall be entitled to file the Stipulated Judgment as set forth in the Consent to Stipulated Judgment.

F. **Interest on Late Payments.** From and after the occurrence of any Uncured Default, any delinquent Settlement Payment shall bear interest at the rate of 22% per annum. Interest shall accrue from the Entry Date until the date actually paid. The accrual of interest in this paragraph is in addition to any other remedy provided by law, equity or this Agreement, including paragraph 5 above, arising from or relating to an Uncured Default with respect to a Settlement Payment.

G. **Mutual Releases of Claims.**

1. **Releases by Debtor Releasing Parties.** Subject to the provisions of paragraph 13 hereof, effective as of the Payment Date, except only for the obligations imposed upon the BlackCastle Parties by the Agreement, and the rights reserved by the Trusts, the Debtors and the Trustee by this Agreement, the Trusts, the Debtors and the Trustee, for themselves and for their respective predecessors, successors, heirs and affiliates, including, without limitation, the debtors affiliated with the Debtors (“Debtor Releasing Parties”), hereby absolutely, fully and forever, release, relieve, waive, relinquish and discharge the BlackCastle Parties, and each of them, and their respective predecessors, heirs, successors, assigns, affiliates, principals, members, shareholders, directors,

officers, employees, parent corporations or entities, subsidiary corporations or entities, representatives, agents, attorneys, accountants, spouses, relatives and each of them (collectively, "BlackCastle Released Parties"), of and from any and all manner of actions, causes of action, suits, debts, deficiencies, liabilities, demands, claims, obligations, costs, expenses, fees (including attorneys' fees and costs), sums of money, losses, controversies, damages, accounts, reckonings, set offs, claims of recoupment, security interests and liens of every kind or nature whatsoever, whether known or unknown, suspected or unsuspected, fixed or contingent, matured or unmatured, liquidated or unliquidated, in tort, in contract or otherwise, which relate to or arise out of any matter, fact or transaction arising prior to the Execution Date of this Agreement, including, without limitation, any claims asserted pursuant to the Complaint and any claims relating to any of the facts or matters set forth in the Recitals to this Agreement.

2. Releases by BlackCastle Releasing Parties. Subject to the provisions of paragraph 13 hereof, effective as of the Payment Date, except only for the obligations imposed upon the Trusts, the Debtors and the Trustee by this Agreement and the rights reserved by the BlackCastle Parties by the Agreement, the BlackCastle Parties, for themselves and for their respective predecessors, successors, heirs and affiliates ("BlackCastle Releasing Parties"), hereby absolutely, fully and forever, release, relieve, waive, relinquish and discharge the Trusts, the Debtors and the Trustee, and each of them, and their respective predecessors, heirs, successors, assigns, affiliates, principals, members, shareholders, directors, officers, employees, parent corporations or entities,

subsidiary corporations or entities, representatives, agents, attorneys, accountants, spouses, relatives, and each of them (“Debtor Released Parties”), of and from any and all manner of actions, causes of action, suits, debts, deficiencies, liabilities, demands, claims, obligations, costs, expenses, fees (including attorneys’ fees and costs), sums of money, losses, controversies, damages, accounts, reckonings, set offs, claims for recoupment, security interests and liens of every kind or nature whatsoever, whether known or unknown, suspected or unsuspected, fixed or contingent, matured or unmatured, liquidated or unliquidated, in tort, in contract or otherwise, which relate to or arise out of any matter, fact or transaction arising prior to the Execution Date of this Agreement, including, without limitation, any claims relating to any of the facts or matters set forth in the Recitals to this Agreement.

H. **Scope of Releases.** Each of the Parties acknowledges the fact that it is its intention that, upon the Payment Date, this Agreement shall be effective as a full and final accord and satisfaction and settlement of and as a bar to each such manner of action, cause of action, suit, debt, deficiency, liability, demand, claim, obligation, cost, expense, fee, sum of money, controversy, loss, damage, account, reckoning, set off, claim for recoupment, security interest and lien of every kind or nature whatsoever, heretofore referred to and released as of the Payment Date, which any of the Debtor Releasing Parties has had, has, or may have against any of the BlackCastle Released Parties and which any of the BlackCastle Releasing Parties has had, has, or may have against any of the Debtor Released Parties. In connection with such waiver and relinquishment, each Party acknowledges that it is aware that it or its attorneys may hereafter discover facts

different from or in addition to the facts which it or its attorneys now know or believe to be true with respect to the subject matters of this Agreement and that it may have sustained or may yet sustain damages, costs or expenses that are presently unknown and that relate to those claims, but that it is its intention hereby to fully, finally, absolutely and forever settle, as of the Payment Date, any and all claims which do now exist, may exist or heretofore have existed among the BlackCastle Releasing Parties and the Debtor Released Parties, on one hand, and the Debtor Releasing Parties and the BlackCastle Released Parties, on the other hand, in accordance with the terms of the Agreement and that, in furtherance of such intention, the releases herein given shall be and shall remain in effect for all time as full and complete mutual general releases notwithstanding the discovery of any such different or additional facts or of any such additional damages, costs or expenses. Therefore, each Party acknowledges that it is familiar with Section 1542 of the Civil Code of the State of California, which provides as follows:

**“A GENERAL RELEASE DOES NOT EXTEND TO CLAIMS WHICH THE CREDITOR DOES NOT KNOW OR SUSPECT TO EXIST IN HIS OR HER FAVOR AT THE TIME OF EXECUTING THE RELEASE, WHICH IF KNOWN BY HIM OR HER MUST HAVE MATERIALLY AFFECTED HIS OR HER SETTLEMENT WITH THE DEBTOR.”**

Except only for the rights expressly reserved by each Party pursuant to the Agreement, effective as of the Payment Date, each Party does hereby waive and relinquish all rights and benefits which it has or may have under Section 1542 of the Civil Code of the State of California, and any other comparable statutes of any other states in the United States, to the full extent that it may lawfully waive all such rights and benefits pertaining to the subject matters of the Agreement.

**Your claim may be reduced, modified, or eliminated. You should read this Notice and the Motion carefully and discuss them with your attorney, if you have one in this bankruptcy case.**

**PLEASE TAKE FURTHER NOTICE** that, if you do not want the Bankruptcy Court to sustain and grant the Motion, or if you want the Bankruptcy Court to consider your views on the Motion, then you or your attorney must file with the Bankruptcy Court and serve on the undersigned counsel for the Trustee a written response to the Motion in conformity with Rules 3007-1 and 9013-1 of the Bankruptcy Court's Local Rules so that it is received no later than **Monday, March 30, 2015, at 5:00 p.m., MDT** (the "Response Deadline"). Your response must be filed at:

Clerk  
United States Bankruptcy Court  
Frank E. Moss United States Courthouse  
350 South Main Street, # 301  
Salt Lake City, Utah 84101

**PLEASE TAKE FURTHER NOTICE** that, if you mail your objection to the Bankruptcy Court for filing, you must mail it early enough so the Court will receive it on or before the time and date stated above. You must also serve your objection on the undersigned counsel for the Trustee.

**PLEASE TAKE FURTHER NOTICE** that the Motion will come on for hearing before the Honorable Joel T. Marker, Courtroom 341, United States Bankruptcy Court, Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101, on **Monday, April 6, 2015, at 2:00 p.m., MDT**. You or your attorney must attend the hearing on the Motion if you want your response to be considered by the Bankruptcy Court.



**PLEASE TAKE FURTHER NOTICE** that if you or your attorney do not take these steps, the Bankruptcy Court may decide that you do not oppose the Motion. Pursuant to Rule 3007-1 of the Bankruptcy Court's Local Rules, if a response is not filed and served by the Response Deadline set forth above, the Bankruptcy Court may sustain the Motion without a hearing.

DATED this 13<sup>th</sup> day of March, 2015.

DURHAM JONES & PINEGAR, P.C.

By: /s/ Penrod W. Keith

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Successor in Interest to Castle Arch to Castle  
Arch Partners II, LLC Partners I, LLC*

**CERTIFICATE OF SERVICE**

**By Notice of Electronic Filing (CM/ECF)**

I hereby certify that on the 13<sup>th</sup> day of March, 2015, I electronically filed the foregoing **NOTICE OF MOTION FOR MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT WITH TRUSTEE AND BLACKCASTLE PARTIES AND NOTICE FOR OPPORTUNITY FOR HEARING** 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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**By U.S. Mail** – Regular first class United States mail, postage fully prepaid

I hereby certify that on the 13<sup>th</sup> day of March, 2015, I caused to be served a true and correct copy of the foregoing **NOTICE OF MOTION FOR MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT WITH TRUSTEE AND BLACKCASTLE PARTIES AND NOTICE FOR OPPORTUNITY FOR HEARING** on the following parties and on the attached pages:

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Attn: Laurie Holcomb  
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Newport Beach, CA 92660

Blackstar Financial, Inc.  
Attn: Laurie Holcomb  
20201 SW Birch Street, Suite 100  
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Laurie Holcomb  
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Daniel Thompson  
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**Mail Service to Entire Matrix - By regular first class United States mail, postage fully pre-paid, addressed to all parties who did not receive electronic service as set forth herein listed on the Official Court Mailing Matrix dated March 12, 2015 attached hereto.**

/s/ Kristin Hughes

DURHAM, JONES & PINEGAR

Label Matrix for local noticing  
1088-2  
Case 11-35240  
District of Utah  
Salt Lake City  
Thu Mar 12 17:20:58 MDT 2015

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Attn: Insolvency Unit - 7  
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Case 11-35241  
District of Utah  
Salt Lake City  
Thu Mar 12 17:20:06 MDT 2015

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