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

<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; and CASTLE ARCH SMYRNA, LLC ; CASTLE ARCH STAR VALLEY, LLC; <i>and</i></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, 1135243, 11-35242 and 11-35246 (Substantively Consolidated)</p> <p>Case Nos. 11-35241 and 11-35240 (Jointly Administered)</p> <p>(Chapter 11) Honorable Joel T. Marker</p> <p>THIS DOCUMENT RELATES TO:</p> <ul style="list-style-type: none"><input type="checkbox"/> Affects All Debtors<input checked="" type="checkbox"/> Affects the Substantively Consolidated Debtors<input checked="" type="checkbox"/> Affects only Castle Arch Opportunity Partners I, LLC<input type="checkbox"/> Affects Castle Arch Opportunity Partners II, LLC
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**NOTICE OF MOTION TO SET ASIDE ORDER
APPROVING SETTLEMENT AGREEMENT AND
AMENDED NOTICE OF HEARING**

**Hearing Date: December 17, 2015 at 2:00 p.m.
Objection Deadline: November 23, 2015**

PLEASE TAKE NOTICE that on November 5, 2015, Prince, Yeates & Geldzahler (“**Prince Yeates**”) filed its *Motion to Set Aside Order Approving Settlement Agreement* (the “**Motion**”) with the Clerk of the Court (Dkt. 1167). A copy of the Motion is attached hereto.

Your rights may be affected. You should read these papers carefully and discuss them with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.

If you do not want the Court to grant the relief sought in the Motion then:

1. *On or before the objection deadline, you or your attorney must file a written objection with the Court and serve a copy of your objection on the undersigned counsel.* If you decide to file and serve your objection by mail, you must mail it early enough so that it is *received* by the clerk of the court and by the undersigned counsel by this deadline. The physical and mailing address for filing your objection with the Court is:

Frank E. Moss Federal Courts Building
350 South Main Street, #301
Salt Lake City, Utah 84111

The physical and mailing address for serving your objection on the undersigned counsel is:

Prince, Yeates & Geldzahler
c/o Adam S. Affleck, Esq.
15 West South Temple, Suite 1700
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2. *You or your attorney must also attend the hearing scheduled for the Court to consider the Motion* in Courtroom 341, of the Frank E. Moss Federal Courts Building, 350 South Main Street, Salt Lake City, Utah.

If you or your attorney do not take these steps, the Bankruptcy Court may decide that you do not oppose the relief sought in the Motion and may enter an order granting that requested in the Motion. In the absence of a timely filed objection, the undersigned counsel may and will ask the Court to strike the hearing and enter an order approving the Motion without a hearing.

DATED this 6th day of November, 2015.

PRINCE, YEATES & GELDZAHLER

By /s/ Adam S. Affleck

CERTIFICATE OF SERVICE

I hereby certify that on the 6th day of November, 2015, a true and correct copy of the foregoing was filed with the United States Bankruptcy Court for the District of Utah by using the CM/ECF system.

I further certify that on the 6th day of November, 2015, I served the foregoing, via United States Mail, postage prepaid, by mailing a copy thereof to all parties whose names appear on the official matrix of creditors maintained by the Clerk of the United States Bankruptcy Court as of November 6, 2015.

/s/ Adam S. Affleck

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FOR THE DISTRICT OF UTAH
Central Division**

<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; and CASTLE ARCH SMYRNA, LLC ; CASTLE ARCH STAR VALLEY, LLC; <i>and</i></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, 1135243, 11-35242 and 11-35246 (Substantively Consolidated)</p> <p>Case Nos. 11-35241 and 11-35240 (Jointly Administered)</p> <p>(Chapter 11) Honorable Joel T. Marker</p> <p>THIS DOCUMENT RELATES TO:</p> <ul style="list-style-type: none"> <input type="checkbox"/> Affects All Debtors <input checked="" type="checkbox"/> Affects the Substantively Consolidated Debtors <input checked="" type="checkbox"/> Affects only Castle Arch Opportunity Partners I, LLC <input type="checkbox"/> Affects Castle Arch Opportunity Partners II, LLC
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**MOTION TO SET ASIDE ORDER
APPROVING SETTLEMENT AGREEMENT**

Pursuant to Federal Rule of Civil Procedure 60(b)(6), Prince, Yeates & Geldzahler (“**Prince Yeates**”) respectfully moves this Court for an order setting aside this Court’s prior order approving a settlement agreement (the “**Settlement Agreement**”) between the Legacy Trust and the CAOP I Trust that was proposed by Ray Strong (“**Strong**”) as trustee of both trusts and which was entered on December 4, 2014 (the “**Settlement Order**”). Main Case Dkt. 1042.

INTRODUCTION

Prince Yeates is a beneficiary of the Legacy Trust,¹ having an allowed administrative expense claim arising from its services as CAREIC’s counsel during its chapter 11 bankruptcy case. Prince Yeates is an unlikely movant because the Legacy Trust was the clear winner under the Settlement Agreement, and setting aside the Settlement Order is likely to reduce the money available for distribution to it and fellow Legacy Trust beneficiaries. Strong has, however, provided Prince Yeates with other motivation. He has sued Prince Yeates for malpractice arising from Prince Yeates’ alleged failure (while representing CAREIC as a debtor-in-possession) to ensure that CAREIC’s management reported certain claims to its D & O insurance carrier. This malpractice claim was recently dismissed by this Court on summary judgment based upon Strong’s inability to identify any claims that Prince Yeates should have reported. But Strong has appealed. And in that

¹ For this memorandum, Prince Yeates will use the same defined terms as are used in John Saggiani’s Motion to Set Aside Order Approving Settlement Agreement filed on November 3, 2015. Main Case Dkt. 1165.

appeal, Strong has identified the \$2.9 million unsecured claim of the CAOP I Trust against the Legacy Trust—which is among the claims that Strong agreed to in the Settlement Agreement—as a claim that Prince Yeates was responsible to have reported but did not. In Strong’s appeal of the malpractice action, Prince Yeates has argued that it has no liability for the CAOP I Trust’s \$2.9 million claim against the Legacy Trust because, among other reasons, the claim was barred and, therefore, unenforceable before Strong agreed to it in the Settlement Agreement.² But the stamp of this Court’s approval (*i.e.*, the Settlement Order) is, and remains, a stumbling block for Prince Yeates in defending against Strong’s claims on appeal—hence the primary motivation behind Prince Yeates’ present motion.

FACTS

Prince Yeates incorporates by this reference the facts numbered 1 through 44 and 46 as stated in John Saggiani’s Motion to Set Aside Order Approving Settlement Agreement. Main Case Dkt. 1165.

ARGUMENT

Prince Yeates incorporates by this reference the arguments in sections I and II in John Saggiani’s Motion to Set Aside Order Approving Settlement Agreement. Main Case Dkt. 1165.

² Prince Yeates was unaware that CAREIC’s claims were barred until after the Settlement Order was entered. It discovered the true facts only by virtue of preparing its defenses to Strong’s malpractice claims.

CONCLUSION

In the Settlement Agreement, Strong acted as the fiduciary of two trusts with adverse claims. He was, accordingly, conflicted. The Court granted Strong's motion for approval of the Settlement Agreement on the basis that Strong had purged himself of this conflict by adherence to the conflicts resolution procedure set forth in the trust agreements for the Legacy Trust and the CAOP I Trust. But he did not adhere to them. Specifically, Strong did not disclose to the Conflict Referee the facts relating to a bar date defense that provided a complete defense to the Legacy Trust's avoidance claims—and which would have, therefore, eliminated the § 502(h) claim of the CAOP I Trust for the \$2.9 million in cash that CAOP I had paid for the Tooele Land and Water. Strong should not be entitled to rely on the validity of an order that he obtained in contravention of the procedures that were required of him as a condition to seeking this Court's approval of an otherwise conflicted settlement. Accordingly, the Settlement Order should be set aside under Rule 60(b)(6).

DATED this 5th day of November, 2015.

PRINCE, YEATES & GELDZAHLER

By /s/ Adam S. Affleck

CERTIFICATE OF SERVICE

I hereby certify that on the 5th day of November, 2015, a true and correct copy of the foregoing was filed 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.

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140 East 300 South
PO Box 45288
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Salt Lake City, UT 84134-9000

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Herschler Building, 2nd Floor
West Cheyenne, WY 82002

Xiomara Beach
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Las Vegas, NV 89147-8392

Xiomara Beach
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Long Beach, CA 90808-3817

Yuk Lau
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INTERNATIONAL

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

District Director, IRS
Attn: Insolvency Unit 7
50 South 200 East, Mail Stop 5021
Salt Lake City, UT 84111

Illinois Dept of Revenue
James Thompson Center Concourse Level
100 West Randolph Street
Chicago, Illinois 60601

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

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Toluca Lake, CA 91602-1630

(d)Arizona Dept of Revenue
1600 W. Monroe
Phoenix, AZ 85007-2650

(u)Brenda Austin

(u)Jeff Austin

(d)Bank of Star Valley
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Thayne, WY 83127-0928

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(d)Berkley Research Group, LLC
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(d)Bierwolf & Nilson PLLC
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Bountiful, UT 84010-8247

(u)Broadway Copy

(u)Carr & Waddoups

(d)Castle Arch Opportunity Partners I, LLC
8 East Broadway #510
Salt Lake City, UT 84111-2291

(d)Castle Arch Opportunity Partners II, LLC
8 East Broadway #510
Salt Lake City, UT 84111-2291

(d)Castle Arch Smyrna, LLC
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170 South Main Street, Ste 1600
Salt Lake City, UT 84101-3665

(u)DSSIII HOLDING CO., LLC

(du)DSSIII Holding Co., LLC

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Petra Herceg

(u)William H. Davidson

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(u)Nolan Higa

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(u)Longview Financial Holding, Inc.

(u)Longview Financial Holdings, Inc

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Mailable recipients 1094
Bypassed recipients 55
Total 1149