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*Attorneys for D. Ray Strong, Estate
Representative and Liquidating Trustee*

**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 LIQUIDATING TRUSTEE’S MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT AMONG LIQUIDATING TRUSTEE, KIRBY COCHRAN, AND KIRBY COCHRAN BANKRUPTCY TRUSTEE UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019 AND NOTICE OF OPPORTUNITY FOR HEARING

Objection Deadline: December 7, 2015

Reserved Hearing Date: December 14, 2015 at 3:00 p.m. (Mountain Time)

PLEASE TAKE NOTICE that D. Ray Strong, as the post-confirmation estate representative of the above-captioned Debtors and the liquidating trustee (the “Liquidating 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”), has filed with the United States Bankruptcy Court for the District of Utah (the “Court”) the *Motion for Approval of Settlement Agreement Among Liquidating Trustee, Kirby Cochran and Kirby Cochran Bankruptcy Trustee Under Federal Rule of Bankruptcy Procedure 9019* (the “Motion”). The Motion seeks approval of a Settlement Agreement, attached as Exhibit A to the Motion (the “Settlement Agreement”), entered into among: (a) the Liquidating Trustee; (b) Kirby D. Cochran (“Cochran”); and (c) Philip G. Jones, in his capacity as Chapter 7 trustee (the “Cochran Bankruptcy Trustee”) for Cochran’s bankruptcy estate (the “Cochran Bankruptcy Estate”) in the bankruptcy case styled *In re Cochran*, Bankruptcy Case No. 15-20831 (Bankr. D. Utah) (Mosier, C.J.) (the “Cochran Bankruptcy Case”).

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 without limiting or altering the terms of the Settlement Agreement or Motion, the Liquidating Trustee provides the following summary of the terms of the Settlement Agreement:

(a) The Settlement Agreement is conditioned on the entry of an Order in this case and in the Cochran Bankruptcy Case approving the Settlement Agreement pursuant to Federal Rule of Bankruptcy Procedure 9019 (a “9019 Order”). The date that is the later of (i) the date that the 9019 Order in this case becomes final and non-appealable; and (ii) the date that the 9019 Order in the Cochran Bankruptcy Case becomes final and non-appealable, is referred to herein as the “Entry Date.”

(b) Cochran will cause cash in the aggregate sum of One Hundred and Fifty Thousand Dollars (\$150,000.00) (the “Cash Payment”) to be paid to the Liquidating Trustee for the

benefit of the Trusts, as follows: (i) Twenty-Five Thousand Dollars (\$25,000.00) upon Cochran's execution of the Settlement Agreement, which amount has been paid; (ii) Twenty-Five Thousand Dollars (\$25,000.00) on or before January 31, 2016; (iii) Twenty-Five Thousand Dollars (\$25,000.00) on or before April 29, 2016; (iv) Twenty-Five Thousand Dollars (\$25,000.00) on or before May 31, 2016; and (v) Fifty Thousand Dollars (\$50,000.00) on or before June 30, 2016.

(c) The Cash Payment shall be secured by: (i) a *Consent to Entry of Stipulated Nondischargeable Judgment*, attached as Exhibit 1 to the Settlement Agreement, executed by Cochran (the "Consent"); and (ii) a *Stipulated Nondischargeable Judgment* in the amount of Three Million Dollars (\$3,000,000.00), attached as Exhibit 2 to the Settlement Agreement, executed by Cochran (the "Judgment"). The original, executed Consent and Judgment will be held in trust by the Liquidating Trustee's counsel, Dorsey & Whitney LLP, until either of the following two events occurs: (i) within five (5) business days after the Liquidating Trustee's receipt of the full Cash Payment, the original, executed Consent and Judgment will be returned to Cochran; or (ii) in the event that any portion of the Cash Payment is not made pursuant to the terms of the Settlement Agreement, the Liquidating Trustee shall serve written notice on Cochran of the payment default, and if the payment default is not cured within ten (10) business days after the Liquidating Trustee serves the notice, the Liquidating Trustee may file the executed Consent and Judgment with the Court.

(d) On the Entry Date, the Trusts' Proof of Claim filed in the Cochran Bankruptcy Case, designated as Claim No. 35-1, will be deemed to be liquidated and allowed as a general unsecured claim in the total amount of \$3,000,000.00 in the Cochran Bankruptcy Case without further notice, hearing or amendment (the "Allowed Unsecured Claim").¹

(e) The Cochran Bankruptcy Trustee will assign to the Liquidating Trustee and the Trusts, as of the Entry Date, any and all rights that the Cochran Bankruptcy Estate has in the Liability Insurance Policy that AXIS Surplus Insurance Company 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 (the "District Court"), styled as *Axis Insurance Surplus Company v. Geringer et al.*, Case No. 14-cv-00244 (Kimball, J.) (the "Interpleader Action"), or otherwise (the "Assigned Insurance Claim").

(f) For purposes of the Settlement Agreement only, the value of the Assigned Insurance Claim for the Cochran Bankruptcy Estate will be deemed to be \$60,000.00, and on the Entry Date, the amount of the Trusts' Allowed Unsecured Claim will be reduced by \$60,000.00.

(g) The Liquidating Trustee will agree to the entry of a contribution order in the action that he commenced against Cochran and others in the District Court, styled as *Strong v. Cochran et al.*, Case No. 2:14-cv-00788 (Campbell, J.) (the "Malfeasance Action"). Upon entry of 9019 Orders, the Liquidating Trustee and Cochran will file a joint motion to dismiss the Malfeasance Action solely against Cochran, which will include the entry of a Contribution Bar Order. The form of the motion to dismiss

¹ The amount of the Allowed Unsecured Claim in the Cochran Bankruptcy Case and for purposes of the Judgment does not reflect the Liquidating Trustee's belief as to the amount of damages for which Cochran would be liable, which the Trusts assert exceed \$10 million. This is a compromised sum agreed to after good-faith and arms'- length negotiations which, from the Liquidating Trustee's perspective, was palatable in light of the fact that Cochran would not have the ability to pay actual damages.

and the Contribution Bar Order, exclusive of exhibits, are attached as Exhibit 3 and Exhibit 4 to the Settlement Agreement.

(h) Cochran will cooperate with the Liquidating Trustee in his administration of the Debtors' estates and the Trusts by, among other things: (i) providing reasonably requested information to the Liquidating Trustee concerning the Debtors and their business affairs; (ii) reasonably cooperating with the Liquidating Trustee in discovery or trial in any litigation that the Liquidating Trustee has or may commence on behalf of the Debtors or Trusts, including in the Malfeasance Action; and (iii) reasonably cooperating with the Liquidating Trustee in prosecuting any matter in the Interpleader Action, including but not limited to matters concerning the Assigned Insurance Claim.

(i) Within ten (10) business days of the Entry Date, the Liquidating Trustee and Cochran will file in the Malfeasance Action a *Joint Motion to Dismiss*, dismissing Cochran from the Malfeasance Action with prejudice pursuant to Federal Rule of Civil Procedure 41(a)(2). The motion shall also request entry of a Contribution Bar Order as set forth above.

(j) Within ten (10) business days of the Entry Date, the Liquidating Trustee will file a Stipulated Notice of Dismissal in the adversary proceedings that the Liquidating Trustee commenced against two of Cochran's sons, Nathan and Steven Cochran (together, the "Sons"), styled as *Strong v. Cochran (In re Castle Arch Real Estate Investment Company, LLC)*, Adv. Proc. No. 13-02412, and *Strong v. Cochran (In re Castle Arch Real Estate Investment Company, LLC)*, Adv. Proc. No. 13-02413.

(k) Effective on the Entry Date: (i) the Liquidating Trustee and Trusts will give a general release of claims to Cochran, the Sons, the Kirby D. Cochran Trust and its beneficiaries and successors, the Elaine Murray Cochran Trust and its beneficiaries and successors, Elaine M. Cochran, Elaine M. Cochran, P.C., Gary Cochran, Sound Operations, LLC, Global Connection Network U.S.A., LLC, Global Holdings Reserve GmbH, and Vestry Consulting Services, LLC (collectively, the "Cochran Release Parties"), as set forth in the Settlement Agreement; (ii) the Cochran Release Parties will give the Liquidating Trustee and the Trusts a general release of claims, as set forth in the Settlement Agreement; and (iii) the Cochran Bankruptcy Trustee and Cochran Bankruptcy Estate will give the Liquidating Trustee and the Trusts a general release of claims, as set forth in the Settlement Agreement.

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 7, 2015**, 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 7, 2015. You must also mail a copy of your objection to the Liquidating 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 **December 14, 2015 at 3:00 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 20th day of November, 2015.

DORSEY & WHITNEY LLP

/s/ Peggy Hunt
Peggy Hunt
Milo Steven Marsden
Nathan S. Seim
Attorneys for Liquidating Trustee

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

I hereby certify that on November 20, 2015, I electronically filed the foregoing **NOTICE OF LIQUIDATING TRUSTEE’S MOTION FOR APPROVAL OF SETTLEMENT AGREEMENT AMONG LIQUIDATING TRUSTEE, KIRBY COCHRAN, AND KIRBY COCHRAN BANKRUPTCY TRUSTEE UNDER FEDERAL RULE OF BANKRUPTCY PROCEDURE 9019 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 20, 2015, the Notice was served via email to the following:

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I further certify that on November 19, 2015, 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/ Peggy Hunt

EXHIBIT A

Tennessee Department of Revenue
c/o TN Attorney General's Office
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