

Peggy Hunt (Utah State Bar No. 6060)  
Nathan Seim (Utah State Bar No. 12654)  
DORSEY & WHITNEY LLP  
136 South Main Street, Suite 1000  
Salt Lake City, UT 84101-1685  
Telephone: (801) 933-7360  
Facsimile: (801) 933-7373  
Email: [hunt.peggy@dorsey.com](mailto:hunt.peggy@dorsey.com)  
[seim.nathan@dorsey.com](mailto:seim.nathan@dorsey.com)

*Proposed Attorneys for D. Ray Strong,  
Chapter 11 Trustee for Castle Arch Real  
Estate Investment Company, LLC*

Greg Adams (Utah State Bar No. 6159)  
McKAY, BURTON & THURMAN  
170 South Main Street, Suite 800  
Salt Lake City, UT 84101  
Telephone: (801) 521-4135  
Email: [gadams@mbt-law.com](mailto:gadams@mbt-law.com)  
*Attorneys for Castle Arch Opportunity  
Partners I, LLC*

Andrew B. Clawson (Utah State Bar  
No.10409)  
PEARSON, BUTLER, CARLSON & COOK  
1682 W. Reunion Ave., Ste. 100  
South Jordan, UT 84094  
Telephone: (801) 207-8262  
Email: [andrew@abclawutah.com](mailto:andrew@abclawutah.com)  
*Attorneys for Castle Arch Secured  
Development Fund, LLC*

Penrod Keith (Utah State Bar No. 4860)  
DURHAM JONES & PINEGAR  
111 East Broadway, Suite 900  
Salt Lake City, UT 84111  
Telephone: (801) 415-3000  
Email: [pkeith@djplaw.com](mailto:pkeith@djplaw.com)  
*Attorneys for Castle Arch Opportunity  
Partners II, LLC*

Michael L. Labertew (Utah State Bar No.  
5501)  
LABERTEW & ASSOCIATES, LLC  
4764 South 900 East, Suite 3  
Salt Lake City, UT 84117  
Telephone: (801) 424-3555  
Email: [michael@labertewlaw.com](mailto:michael@labertewlaw.com)  
*Attorneys for Castle Arch Kingman, LLC,  
Castle Arch Smyrna, LLC, and CAOP  
Managers, LLC*

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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  
OPPORTUNITY PARTNERS I, LLC;

Bankruptcy Case No. 11-35082  
Bankruptcy Case No. 11-35237  
Bankruptcy Case No. 11-35240  
Bankruptcy Case No. 11-35242  
Bankruptcy Case No. 11-35243

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<p>CASTLE ARCH OPPORTUNITY PARTNERS II, LLC; CASTLE ARCH KINGMAN, LLC; CASTLE ARCH SECURED DEVELOPMENT FUND, LLC; and CASTLE ARCH SMYRNA, LLC,</p> <p>Debtors.</p>	<p>Bankruptcy Case No. 11-35246 Bankruptcy Case No. 11-35241 (Jointly Administered)</p> <p>(Chapter 11)</p> <p>The Honorable Joel T. Marker</p> <p><b>[FILED ELECTRONICALLY]</b></p>
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**EX PARTE MOTION BY D. RAY STRONG, CHAPTER 11 TRUSTEE  
FOR CASTLE ARCH REAL ESTATE INVESTMENT COMPANY, LLC, FOR ORDER  
EXTENDING CLAIMS BAR DATE AS TO ALL INTERCOMPANY CLAIMS**

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D. Ray Strong, the duly appointed Chapter 11 trustee (the “Trustee”) for Castle Arch Real Estate Investment Company, LLC (“CAREIC”), together with CAOP Managers, LLC; Castle Arch Opportunity Partners I, LLC ; Castle Arch Opportunity Partners II, LLC; Castle Arch Kingman, LLC; Castle Arch Secured Development Fund, LLC; and Castle Arch Smyrna, LLC (collectively the “CAREIC Affiliates,” or together with CAREIC, the “Debtors”), pursuant to Federal Rule of Bankruptcy Procedure 3003(c)(3), hereby submit this *Ex Parte Motion for Extension of Bar Date Related to Intercompany Claims* (the “Motion”), respectfully requesting that this Court extend the claims bar date as to intercompany claims arising among and between the Debtors until January 1, 2013. In support hereof, the Trustee and the Debtors state as follows:

**JURISDICTION AND VENUE**

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**BACKGROUND**

2. On October 17, 2011, CAREIC filed a petition seeking relief under Chapter 11 of the Bankruptcy Code.

3. On October 20, 2011, the CAREIC Affiliates filed petitions seeking relief under Chapter 11 of the Bankruptcy Code.

4. After the respective petition dates, CAREIC and the CAREIC Affiliates, whose respective Chapter 11 cases are being jointly administered, continued to operate their businesses as debtors-in-possession pursuant to 11 U.S.C. §§ 1107(a) and 1108.

5. On February 21, 2012, the Court entered an *Order Granting in Part Ex Parte Motion of the Debtors for Order Extending Claims Bar Date as to All Intercompany Claims* [Docket No. 77], extending the bar date for intercompany claims between the Debtors from February 21, 2012 to May 21, 2012.

6. On May 3, 2012, the Court entered an Order appointing the Trustee as the Chapter 11 Trustee for CAREIC.

7. On May 21, 2012, the Court entered an *Order Granting Ex Parte Motion by D. Ray Strong, Chapter 11 Trustee for Castle Arch Real Estate Investment Company, LLC, for Extension of Bar Date Related to Intercompany Claims* [Docket No. 234], further extending the

bar date for intercompany claims between the Debtors from May 21, 2012 to September 18, 2012 (the “Intercompany Claim Bar Date”).

### **ARGUMENT**

8. Federal Rule of Bankruptcy Procedure 3003(c) provides that the Court may, for “cause,” extend a deadline for creditors to file proofs of claim.

9. Here, cause exists to extend the Intercompany Claim Bar Date.

10. The Trustee intends to file a disclosure statement and Chapter 11 plan for all of the Debtors by no later than September 30, 2012. The Trustee anticipates that the disclosure statement and plan will address the intercompany claims that could be asserted between and among the Debtors, and thus calculating and filing claims at this time would not be an efficient use of estates’ assets.

11. Accordingly, the Trustee and the Debtors propose that the Intercompany Claim Bar Date be extended until January 1, 2013 so as to allow the Trustee sufficient time to seek confirmation of a plan.

12. No creditors will be prejudiced by this extension because, through the confirmation process, the claims will be disclosed, preserved and dealt with for the benefit of creditors.

**CONCLUSION**

For the reasons set forth above, the Trustee and the Debtors respectfully request that the Court grant the present Motion and extend the Intercompany Claim Bar Date until January 1, 2013.

Dated this 4th day of September, 2012.

**DORSEY & WHITNEY LLP**

/s/ Peggy Hunt  
Peggy Hunt  
Nathan Seim  
*Proposed Attorneys for D. Ray Strong,  
Chapter 11 Trustee for Castle Arch Real Estate  
Investment Company, LLC*

**DURHAM JONES & PINEGAR**

/s Penrod Keith  
Penrod Keith  
*Attorneys for Castle Arch Opportunity  
Partners II, LLC*

**McKAY, BURTON & THURMAN**

/s/ Greg Adams  
Greg Adams  
*Attorneys for Castle Arch Opportunity  
Partners I, LLC*

**LABERTEW & ASSOCIATES, LLC**

/s/ Michael L. Labertew  
Michael L. Labertew  
*Attorneys for Castle Arch Kingman, LLC,  
Castle Arch Smyrna, LLC, and CAOP  
Managers, LLC*

**PEARSON, BUTLER, CARSON & COOK**

/s/ Andrew B. Clawson  
Andrew B. Clawson  
*Attorneys for Castle Arch Secured  
Development Fund, LLC*

**CERTIFICATE OF SERVICE**

I hereby certify that on September 4, 2012, a copy of the foregoing Motion was filed with the Court and served by CM/ECF system upon all parties that receive electronic notice in the above-captioned bankruptcy case.

/s/ Peggy Hunt  
*Attorneys for D. Ray Strong*  
*Chapter 11 Trustee*