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*Attorneys for D. Ray Strong, Liquidating Trustee of the  
Consolidated Legacy Debtors Liquidating Trust*

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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 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 OF TRUSTEE'S MOTION SEEKING AUTHORIZATION AND APPROVAL OF (1)  
SALE OF 149.130 ACRE-FEET OF WATER RIGHTS IN TOOELE COUNTY, UTAH, OUT OF  
THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF LIENS, CLAIMS,  
ENCUMBRANCES AND INTERESTS, AND SUBJECT TO HIGHER AND/OR BETTER  
OFFERS, PURSUANT TO 11 U.S.C. § 363(b) AND (f) AND FEDERAL RULES OF  
BANKRUPTCY PROCEDURE 2002 AND 6004; (2) PROPOSED SALE PROCEDURES; AND (3)  
PAYMENT OF COSTS OF SALE, INCLUDING COMMISSION TO BROKERS  
(IRONWOOD REAL ESTATE, LLC)  
AND NOTICE OF OPPORTUNITY FOR HEARING**

**Objection Deadline: July 22, 2016  
Reserved Hearing Date: August 1, 2016 at 3:00 p.m. (Mountain Time)**

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**PLEASE TAKE NOTICE** that D. Ray Strong (the “Trustee”), as the liquidating trustee of the Consolidated Legacy Debtors Liquidating Trust and the post-confirmation estate representative for the consolidated bankruptcy estates of Castle Arch Real Estate Investment Company, LLC, CAOP Managers, LLC, Castle Arch Kingman, LLC, Castle Arch Smyrna, LLC, Castle Arch Secured Development Fund, LLC and Castle Arch Star Valley, LLC, has entered into an *Asset Purchase Agreement* (the “Purchase Agreement”) with Ironwood Real Estate, LLC or its assigns (the “Buyer”) for the sale of approximately 149.130 acre-feet of water rights located in Tooele County, Utah, more particularly identified as follows (the “Tooele Water Rights”):

Water Right No. 15-5092, for irrigation of 13.958 acres, Domestic 119.71 EDU’s;’ Irrigation Other, low water use plants 20.39 acres; Fire protection 1.33 acre-feet.

**HIGHER AND BETTER OFFERS FOR THE TOOELE WATER RIGHTS ARE WELCOME PURSUANT TO THE INSTRUCTIONS SET FORTH IN THIS NOTICE.**

**PLEASE TAKE FURTHER NOTICE** that in connection therewith, the Trustee has filed the *Trustee’s Motion Seeking Authorization and Approval of (1) Sale of 149.130 Acre-Feet of Water Rights in Tooele County, Utah, Out of the Ordinary Course of Business, Free and Clear of Liens, Claims, Encumbrances and Interests, and Subject to Higher and/or Better Offers, Pursuant to 11 U.S.C. § 363(b) and (f) and Federal Rules of Bankruptcy Procedure 2002 and 6004; (2) Proposed Sale Procedures; and (3) Payment of Costs of Sale, Including Commission to Brokers (Ironwood Real Estate, LLC)* (the “Motion”), which seeks Court approval of the Purchase Agreement and authorization to sell the Tooele Water Rights to the Buyer as set forth in the Purchase Agreement, or to any person or entity who makes a higher and/or better offer for the Tooele Water Rights prior to the Higher and/or Better Bid Deadline.<sup>1</sup> The Trustee is also seeking approval to pay the costs of sale from the sale proceeds, including commissions to brokers.

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<sup>1</sup> The Higher and/or Better Bid Deadline is defined in the Motion as any time prior to the Court’s entry of an Order approving the Purchase Agreement. All other capitalized terms used but not defined herein have the meanings ascribed to such terms in the Motion.

A copy of the Motion, which includes a copy of the Purchase Agreement as Exhibit 1, 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. A copy of the Motion is also posted on the Trustee's website at www.castlearchtrustee.com. You should refer to the Purchase Agreement for all terms of the proposed sale. *If you have not received a copy of the Motion and Purchase Agreement and you would like one, you may obtain a copy by requesting it from the undersigned counsel or going to the Trustee's website.*

**YOUR RIGHTS MAY BE AFFECTED.**

**PLEASE TAKE FURTHER NOTICE that you should carefully read this Notice, as well as the Motion and Purchase Agreement, and discuss them with your attorney, if you have one. If you do not have an attorney, you may wish to consult one.**

**HIGHER AND BETTER OFFERS ARE WELCOME**

**PLEASE TAKE FURTHER NOTICE** that the proposed sale of the Tooele Water Rights is subject to higher and/or better offers. The purchase price for the Tooele Water Rights offered by the Buyer is \$4,500.00 for each acre-foot of water, or \$671,085.00.

**IF YOU DESIRE TO SUBMIT A HIGHER AND/OR BETTER OFFER FOR THE TOOELE WATER RIGHTS, YOU MUST DO SO PRIOR TO THE HIGHER AND/OR BETTER BID DEADLINE.**

All competing offers must be: (1) made in writing; (2) submitted to the Trustee through his counsel at seim.nathan@dorsey.com prior to the expiration of the Higher and/or Better Bid Deadline; and (3) accompanied by a cash deposit in the amount of \$25,000.00 and evidence of ability to perform (a "Qualified Bid"). The Trustee will not consider any offer that does not meet the requirements of a Qualified Bid. If a Qualified Bid is determined to be the highest and/or best offer, the \$25,000.00 will become nonrefundable upon the Court's approval of the sale to such offeror, regardless of whether the contract is cancelled during any due diligence period, and the deposit will be applied to the purchase

price. If a Qualified Bid is determined not to be the highest and/or best offer, the \$25,000.00 will be returned to the person submitting the Qualified Bid. Whether a Qualified Bid constitutes a higher and/or better offer will be determined by the Trustee in his sole discretion.

In the event that Qualified Bids are submitted, the Trustee will provide copies of the Qualified Bids to the Buyer and all other persons submitting Qualified Bids. If the Trustee determines that it is appropriate, he may conduct an auction prior to the date of the hearing on the Motion, inviting the Buyer and all those who have submitted Qualified Bids to participate.

**FREE AND CLEAR, AS IS SALE**

**PLEASE TAKE FURTHER NOTICE** that pursuant to the Purchase Agreement and 11 U.S.C. § 363(b) and (f), the proposed sale of the Tooele Water Rights is “AS IS,” “WHERE IS,” and free and clear of any liens, claims, encumbrances and interests. Liens on the Tooele Water Rights, if any, will attach to the net sale proceeds upon the Court’s entry of an Order granting the Motion and approving the Purchase Agreement. *Failure to assert an interest in the Tooele Water Rights prior to the time the sale is approved by the Court shall be deemed a waiver of any interest in the net sale proceeds.*

**NOTICE OF RESERVED HEARING**

**PLEASE TAKE FURTHER NOTICE** that a reserved hearing on the Motion has been scheduled for **August 1, 2016 at 3:00 p.m. (Mountain Time)** before The Honorable Joel T. Marker at the United States Bankruptcy Court, Room 341 of the Frank E. Moss United States Courthouse, 350 South Main Street, Salt Lake City, Utah 84101. **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 OR COMPETITING OFFERS ARE SUBMITTED TO THE TRUSTEE PRIOR TO THE HIGHER AND/OR BETTER BID DEADLINE.**

**OBJECTION PROCEDURES**

**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 any portion of the Motion,

including but not limited to the sale of the Tooele Water Rights to the Buyer, the Trustee's request for authorization to pay costs associated with the sale, or any interests you may assert in the Tooele Water Rights, then you or your attorney must do the following:

(1) On or before **July 22, 2016**, 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, you must mail it so that the Court **actually receives it on or before July 22, 2016**. You must also mail a copy of your objection to the 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 **August 1, 2016 at 3:00 p.m. (Mountain Time)** before The Honorable Joel T. Marker at the United States Bankruptcy Court, 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. *Pursuant to the Court's Local Rules, absent timely filing and service of objections to the Motion, the Trustee will ask the Court to enter an Order approving the Motion without a hearing, and the reserved hearing noted above will be stricken.*

DATED this 5th day of July, 2016.

**DORSEY & WHITNEY LLP**

        /s/ Peggy Hunt          
Peggy Hunt  
Nathan S. Seim  
*Attorneys for Trustee*

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

I hereby certify that on July 5, 2016, I electronically filed the foregoing **NOTICE OF TRUSTEE'S MOTION SEEKING AUTHORIZATION AND APPROVAL OF (1) SALE OF 149.130 ACRE-FEET OF WATER RIGHTS IN TOOELE COUNTY, UTAH, OUT OF THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES AND INTERESTS, AND SUBJECT TO HIGHER AND/OR BETTER OFFERS, PURSUANT TO 11 U.S.C. § 363(b) AND (f) AND FEDERAL RULES OF BANKRUPTCY PROCEDURE 2002 AND 6004; (2) PROPOSED SALE PROCEDURES; AND (3) PAYMENT OF COSTS OF SALE, INCLUDING COMMISSION TO BROKERS (IRONWOOD REAL ESTATE, LLC) 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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- Russell S. Walker rwalker@wklawpc.com, ckirk@wklawpc.com
- Kim R. Wilson bankruptcy\_krw@scmlaw.com
- Richard L. Wynne rlwynne@jonesday.com

I further certify that on July 5, 2016, the Notice was served via U.S. First Class Mail, postage prepaid, to the following:

Commerce Real Estate Solutions  
170 South Main Street, Suite 1600  
Salt Lake City, Utah 84101

I further certify that on July 5, 2016, the Notice was emailed to the following:

Dell Nichols  
dell@dncre.com

Joseph White  
8303642@gmail.com

I further certify that on July 5, 2016, the Notice was served via U.S. First Class Mail, postage prepaid, to all parties listed on the attached Exhibit A, which parties comprise the entire mailing matrix in the above-captioned bankruptcy cases.

/s/ Peggy Hunt



# EXHIBIT A

Tennessee Department of Revenue  
c/o TN Attorney General's Office  
Bankruptcy Division  
P.O. Box 20207  
Nashville, Tennessee 37202-0207

Andrew T. Feola  
Prince Yeates & Geldzahler  
15 West South Temple, #1700  
Salt Lake City, UT 84101-1549

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Huntington Beach, CA 92649-3008

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413 Ave G unit 1  
Redondo Beach, CA 90277

Dorothy Fest  
145 Cielo Ln #305  
Novato, CA 94949

Living Trust 2003  
c/o Ralph Hill  
10764 W. Locust Ln.  
Avondale, AZ. 85323

Kenneth J. Scharmann  
361 Covington Terrace  
Buffalo Grove, Illinois 60089

Gustavo Palau IRA  
23496 Mariner Way  
Moreno Valley, CA 92557

Marilyn Meinzer  
IRA Fidelity  
328 Longacres Lane  
Palatine, IL 60067

Melodee Dougherty  
3315 Highlands Bridge Road  
Sarasota, FL 34235

Magic Mountain Trust  
c/o Ronald A. Fullerton  
Successor Trustee  
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Tucson, AZ 85718

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Villa Park, CA. 92861

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Orem, UT 84097-7339

Christian Carrillo  
715 Owen Avenue  
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Flobridge LLC  
691 W. 1200 North #100  
Springville, UT 84663-3089

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Fabian & Clendenin  
215 South State Street, #1200  
Salt Lake City, UT 84111-2323

Internal Revenue Service  
IRS – Kenny Walker  
50 South 200 East M/S 5021  
Salt Lake City, UT 84111

Jeff & Brenda Austin  
16246 Santa Barbara Lane  
Huntington Beach, CA 92649-2177

Michael L. Labertew  
Labertew & Associates, LLC  
4764 South 900 East #3  
Salt Lake City, UT 84117-4990

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Schrader & Schoenberg LLP  
711 Third Avenue #1803  
New York, NY 10017-4050

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Los Angeles, CA 90025-4623

Meo-Castle Arch Distress, Ptners  
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Pasadena, CA 91107-3196

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United States Trustee  
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Walnut Creek, CA 94596-5346

Cohne Rappaport & Segal  
257 East 200 South #700  
Salt Lake City, UT 84111-2071

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Brian Workman  
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Basking Ridge, NJ 07920-3825

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Parsons Kinghorn Harris  
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Salt Lake City, UT 84111-5233

T. Edward Cundick  
Prince Yeates & Geldzahler  
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