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Attorneys for CAOP Managers, LLC

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

<p>In re</p> <p>CAOP MANAGERS, LLC,</p> <p>Debtor in Possession.</p>	<p>Bankruptcy Case No. 11-35237 RKM (Chapter 11)</p> <p>NOTICE OF CHAPTER 11 BANKRUPTCY AND DEADLINES</p> <p>[Filed Electronically]</p>
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A chapter 11 bankruptcy case for CAOP Managers, LLC (“CAOP Managers”) was filed on October 20, 2011. You are receiving this notice because you may be a creditor in CAOP Managers’ case. This notice contains important information including deadlines for filing a proof of claim in the case. You may want to consult with an attorney to protect your rights.

AMENDED SCHEDULES

CAOP Managers filed amended schedules and statement of financial affairs on January 6, 2012. You may obtain a copy of these documents from the clerk of the bankruptcy court or by requesting the same from Glen Martinsen at

gmartinsen@castlearch.com. If you were identified as a creditor in the original schedules that were filed in the case, you may have already received notices. If you were not, this may be your first notice of the bankruptcy filing. Even if you have received notices before, you should review the amended schedules to determine how CAOP Managers may have changed the description of your debt.

ORIGINAL NOTICE OF BANKRUPTCY FILING

Enclosed with this notice is a copy of the original Notice of Bankruptcy Filing given by the clerk of the bankruptcy court. You should review both sides of the Notice of Bankruptcy Filing for important dates and other information.

DEADLINE TO FILE PROOF OF CLAIM

The deadline to file a proof of claim in this case is February 21, 2012. Enclosed for your convenience is a copy of a proof of claim form that you may fill out and file with the clerk of the bankruptcy court. You may also obtain a proof of claim form from the bankruptcy court's website www.utb.uscourts.gov. The address of the clerk's office is: U.S. Bankruptcy Court, 350 South Main Street, Room 301, Salt Lake City, Utah 84101, (telephone number (801) 524-6688).

DATED this 18th day of January, 2012.

LABERTEW & ASSOCIATES, LLC

/s/ Michael L. Labertew
Michael L. Labertew
Attorneys for Castle Arch Opportunity
Managers, LLC

CERTIFICATE OF SERVICE

I certify that on the 18th day of January, 2012, I electronically filed the foregoing with the Clerk of the Court using the CM/ECF system, which sent a notice of electronic filing to all parties whose names appear on the electronic mail notice list for this case.

I also certify that on the 18th day of January, 2012, I served the foregoing by causing a true and correct copy of the same to be mailed, via United States Mail, postage prepaid, addressed to all parties whose names are listed on the matrix of creditors (attached) as maintained by the Clerk of the United States Bankruptcy Court for the District of Utah as of January 18, 2012, and to the following:

John T. Morgan
Office of the United States
Trustee
405 South Main Street, Suite 300
Salt Lake City, UT 84111

Adam S. Affleck
Prince, Yeates & Geldzahler
15 West South Temple, #1700
Salt Lake City, UT 84101

Trent J. Waddoups
Carr & Waddoups
8 E. Broadway, #609
Salt Lake City, UT 84111

Gregory J. Adams
McKay, Burton & Thurman

170 So. Main Street, #800
Salt Lake City, UT 84101

Adelaide Maudsley
Chapman & Cutler
201 So. Main Street, #2000
Salt Lake City, UT 84111

Eric L. Robinson
Juneau Biosciences
2749 East Parleys Way, #210
Salt Lake City, UT 84109

Penrod W. Keith
Durham Jones & Pinegar
111 East Broadway, Suite 900
P.O. Box 4050
Salt Lake City, UT 84110-4050

/s/ Michael L. Labertew

11-35237 Castle Arch Opportunity Partner Managers, LLC
Case type: bk **Chapter:** 11 **Asset:** Yes **Vol:** v **Judge:** R. Kimball Mosier
Date filed: 10/20/2011 **Date of last filing:** 01/17/2012

Creditors

Andrew T. Feola

4665 Talofa Avenue (8032235)
Toluca Lake, CA 91602 (cr)
Last update: 12/01/2011

Castle Arch Kingman, LLC

8 E Broadway (8079574)
Salt Lake City, UT 84111 (cr)
Last update: 01/06/2012

Castle Arch Lease to Own Income Fund

8 East Broadway (8079575)
Suite 510 (cr)
Salt Lake City, UT 84111
Last update: 01/06/2012

Castle Arch Opportunity Partners I

8 East Broadway, Suite 510 (8079576)
Salt Lake City, UT 84111 (cr)
Last update: 01/06/2012

Castle Arch Opportunity Partners II

8 East Broadway Suite 510 (8079577)
Salt Lake City, UT 84111 (cr)
Last update: 01/06/2012

Castle Arch Opportunity Partners III

8 East Broadway Suite 510 (8079578)
Salt Lake City, UT 84111 (cr)
Last update: 01/06/2012

Castle Arch Real Estate Investment Co

8 East Broadway #510 (7967110)
Salt Lake City, UT 84111 (cr)
Last update: 10/20/2011

Castle Arch Sec Dev Fund,LLC

8 East Broadway Suite 510 (8079579)
Salt Lake City, UT 84111 (cr)

Last update: 01/06/2012

Castle Arch Smryna, LLC

8 E Broadway Suite 510 (8079580)
Salt Lake City, UT 84111 (cr)

Last update: 01/06/2012

Castle Arch SoCal Avarar Opp. Fund, LLC

8 East Broadway, Suite 510 (8079581)
Salt Lake City, UT 84111 (cr)

Last update: 01/06/2012

Champion Castle Arch Partners, LLC

8 East Broadway #510 (8079582)
Salt Lake City, UT 84111 (cr)

Last update: 01/06/2012

Douglas Child

1248 Flint Meadow Dr. #D (8079583)
Kaysville, UT 84037 (cr)

Last update: 01/06/2012

Flobridge, LLC

691 W 1200 N #100 (8079584)
Springville, UT 84663 (cr)

Last update: 01/06/2012

Internal Revenue Service

IRS - Kenny Walker (8001320)
50 South 200 East M/S 5021 (cr)
Salt Lake City, UT 84111

Last update: 11/10/2011

Jeff Austin

16246 Santa Barbara Lane (8079585)
Huntington Beach, CA 92646 (cr)

Last update: 01/06/2012

Kirby D. Cochran

692 East Cherapple Circle (8079586)
Orem, UT 84097 (cr)

Last update: 01/06/2012

Longview Financial Group, Inc.

Schrader & Schoenberg, LLP (7967111)
711 Third Avenue #1803 (cr)
New York, NY 10017

Last update: 10/20/2011

Longview Financial Holding Inc.

2711 Centerville Road Suite 400 (8079587)
c/o CSC Registered Agent (cr)
Wilmington, DE 19808
Last update: 01/06/2012

Meo-Castle ARch distress. Ptnrs. LLC

3452 E foothill Blvd. Suite 230 (8079588)
Pasadena, CA 91107 (cr)
Last update: 01/06/2012

Meo-Castle Arch Managers, LLC

8 East Broadway Suite 510 (8079589)
Salt Lake City, UT 84111 (cr)
Last update: 01/06/2012

Philip Polich

5040 East Shea Blvd (8079590)
Scottsdale, AZ 85254 (cr)
Last update: 01/06/2012

REO Value Opportunity Partners, LLC

8 East Broadway #510 (8079591)
Salt Lake City, UT 84111 (cr)
Last update: 01/06/2012

Robert Geringer

9595 Wilshire Blvd. (8079592)
Suite 1000 (cr)
Beverly Hills, CA 90212
Last update: 01/06/2012

William Davidson

2 Strauss Terrace (8079593)
Rancho Mirage, CA 92270 (cr)
Last update: 01/06/2012

William Warwick

1063 Ocean Ridge Drive (8079594)
Wilmington, NC 28405 (cr)
Last update: 01/06/2012

PACER Service Center

Transaction Receipt

01/18/2012 10:07:39

PACER Login:	pm0430	Client Code:	
Description:	Creditor List	Search Criteria:	11-35237 Creditor Type: All
Billable Pages:	1	Cost:	0.08

United States Bankruptcy Court
District of Utah

Notice of Bankruptcy Case Filing

A bankruptcy case concerning the debtor(s) listed below was filed under Chapter 11 of the United States Bankruptcy Code, entered on 10/20/2011 at 10:49 AM and filed on 10/20/2011.

Castle Arch Opportunity Partner Managers, LLC
8 East Broadway #212
Salt Lake City, UT 84111
Tax ID / EIN: 26-4465146



The case was filed by the debtor's attorney:

Michael L. Labertew
Labertew & Associates, LLC
4764 South 900 East
Suite 3
Salt Lake City, UT 84117
801-424-3555

The case was assigned case number 11-35237 to Judge R. Kimball Mosier.

In most instances, the filing of the bankruptcy case automatically stays certain collection and other actions against the debtor and the debtor's property. Under certain circumstances, the stay may be limited to 30 days or not exist at all, although the debtor can request the court to extend or impose a stay. If you attempt to collect a debt or take other action in violation of the Bankruptcy Code, you may be penalized. Consult a lawyer to determine your rights in this case.

If you would like to view the bankruptcy petition and other documents filed by the debtor, they are available at our *Internet* home page <http://www.utb.uscourts.gov/> or at the Clerk's Office, 350 South Main #301, Salt Lake City, UT 84101.

You may be a creditor of the debtor. If so, you will receive an additional notice from the court setting forth important deadlines.

David A. Sime

PACER Service Center

Clerk, U.S. Bankruptcy Court

B 10 (Official Form 10) (12/11)

UNITED STATES BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor:	Case Number:	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property):		
Name and address where notices should be sent:		COURT USE ONLY
Telephone number:	email:	<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ <i>(If known)</i> Filed on: _____
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.
Telephone number:	email:	
1. Amount of Claim as of Date Case Filed: \$ _____ If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: _____ (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	3a. Debtor may have scheduled account as: _____ (See instruction #3a)	3b. Uniform Claim Identifier (optional): _____ (See instruction #3b)
4. Secured Claim (See instruction #4) Check the appropriate box if the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:		Basis for perfection: _____
Value of Property: \$ _____		Amount of Secured Claim: \$ _____
Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount Unsecured: \$ _____
5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a). If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).
<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).	<input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
		Amount entitled to priority: \$ _____
<i>*Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</i>		
6. Credits. The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)		

7. Documents: Attached are **redacted** copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements. If the claim is secured, box 4 has been completed, and **redacted** copies of documents providing evidence of perfection of a security interest are attached. (See instruction #7, and the definition of “**redacted**”.)

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

8. Signature: (See instruction #8)

Check the appropriate box.

- I am the creditor. I am the creditor’s authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (Attach copy of power of attorney, if any.) (See Bankruptcy Rule 3005.) (See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: _____

Title: _____

Company: _____

Address and telephone number (if different from notice address above): _____

(Signature)

(Date)

Telephone number: _____ email: _____

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, exceptions to these general rules may apply.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor’s full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

Creditor’s Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

State only the last four digits of the debtor’s account or other number used by the creditor to identify the debtor.

3a. Debtor May Have Scheduled Account As:

Report a change in the creditor’s name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

3b. Uniform Claim Identifier:

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

4. Secured Claim:

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions.) If the claim is secured, check the box for the nature and value of property that secures the claim, attach copies of lien documentation, and state, as of the date of the bankruptcy filing, the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. § 507 (a).

If any portion of the claim falls into any category shown, check the appropriate box(es) and state the amount entitled to priority. (See Definitions.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

7. Documents:

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

8. Date and Signature:

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2) authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer’s address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, attach a complete copy of any power of attorney, and provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

DEFINITIONS

INFORMATION

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.