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UNITED STATES DEPARTMENT OF JUSTICE
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**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH
CENTRAL DIVISION**

In re: THE FALLS EVENT CENTER LLC, Debtor.	Bankruptcy Case No. 18-25116 RKM (Chapter 11) Chief Judge R. Kimball Mosier
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STIPULATION BETWEEN THE DEBTOR, THE COMMITTEE AND THE UNITED STATES TRUSTEE TO THE APPOINTMENT OF A CHAPTER 11 TRUSTEE

The United States Trustee, The Falls Event Center LLC (“the Debtor”), and the Official Committee of Unsecured Creditors (“the Committee”) by and through their undersigned counsel, hereby stipulate, agree and jointly move as follows:

1. The Falls Event Center, LLC filed a Chapter 11 petition for relief on July 18, 2018.
2. On July 27, 2018, the United States Trustee filed a Motion for the Appointment of a Chapter 11 Trustee under 11 U.S.C. §§ 1104(e), 1104(a)(1) and 1104(a)(2).
3. On September 4, 2018, Gil A. Miller was employed as the Chief Restructuring Officer.
4. On September 14, 2018, Brooks Pickering stepped down as a manager of the Debtor and appointed Gil A. Miller as the sole manager of the Debtor.

5. The United States Trustee withdrew his Motion for the Appointment of a Chapter 11 Trustee on September 20, 2018, based, in part, upon the removal of Mr. Pickering and the appointment of Mr. Miller.
6. During the hearing on the Motion to Dismiss held on October 3, 2018 and at the status conference held on October 24, 2018, the Court raised concerns about the authority of any manager to act on behalf of the Debtor and the ability of any manager or board of members of the Debtor, no matter how qualified and how far removed from prior management, to act in a disinterested manner to serve the best interests of the estate. The Court also raised concerns about the ability of any manager or board of members, no matter how qualified and how far removed from prior management, to properly investigate and pursue Chapter 5 and other claims against prior managers and other insiders.
7. To resolve these concerns, the Debtor, the United States Trustee and the Committee stipulate, agree and consent to the appointment of a Chapter 11 Trustee, effective upon order of the Court approving the stipulation and upon selection of a Chapter 11 Trustee by the United States Trustee, with such appointment to be pursuant to 11 U.S.C. § 1104(a)(2) on grounds that the appointment of a trustee is in the interests of creditors and the estate.
8. Notwithstanding and without affecting the other provisions of this Stipulation, the Debtor expressly denies any and all allegations for cause, except only that based upon the Court's stated concerns the Debtor concedes and stipulates that the appointment of a trustee is in the interests of creditors. Specifically, the Debtor denies that "cause" exists

to appoint a trustee on the grounds stated in the Motion to Appoint a Chapter 11 Trustee under §§ 1104(a)(1) or 1104(e) or on any other grounds.

9. Further, the United States Trustee will follow his protocol of obtaining input from the Debtor, the Committee and any other party in interest who wishes to participate in the process as to whom shall be selected by the United States Trustee as Chapter 11 Trustee in the Case. The Committee and the United States Trustee have determined, and hereby state, that the terms and conditions of this Stipulation are in the best interests of creditors and the estate, including resolving any remaining issues regarding authority and the substantial savings in costs and attorneys' fees to be realized by avoiding any potential contested evidentiary hearing and the substantial time and efforts that would be expended by the estate's professionals (including both the attorneys for the Committee and the attorneys for the Debtor) in participating in depositions and other discovery, preparing for a contested evidentiary hearing and participating in a trial, on the merits, of any the Motion to Appoint a Chapter 11 Trustee.

WHEREFORE, the Debtor, the Committee and the United States Trustee respectfully pray that the Court enter an Order consistent with this Stipulation, and that the Court grant such other and further relief as is just and equitable.

DATED: November 1, 2018.

RAY, QUINNEY AND NEBEKER

/s/*
Michael R. Johnson
Attorney for debtor-in-possession,
The Falls Event Center LLC
* electronic signature authorized via email

OFFICE OF THE UNITED STATES TRUSTEE

_____/s/_____
Laurie A. Cayton
Attorney for the United States Trustee
Patrick S. Layng

HOLLAND AND HART

_____/s/*_____
Ellen E. Ostrow
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