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*Attorneys for Michael F. Thomson, Chapter 11 Trustee
for The Falls Event Center, LLC*

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

In re: THE FALLS AT MCMINNVILLE LLC,	Bankr. Case No. 18-25492 Chapter 11 The Honorable R. Kimball Mosier
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**AMENDED DECLARATION OF BRIAN ANDERSON IN SUPPORT OF
APPLICATION OF MICHAEL F. THOMSON, CHAPTER 11 TRUSTEE, FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT OF JONES LANG
LASALLE AMERICAS, INC. AND JONES LANG LASALLE BROKERAGE, INC.,
AS REAL ESTATE BROKER FOR THE DEBTOR**

I, Brian Anderson, being of law age, hereby declare, certify, and state as follows:

1. I am duly authorized to make the representations herein on behalf of Jones Lang LaSalle Americas, Inc. and Jones Lang LaSalle Brokerage, Inc. (collectively, "ILL"), and I make the below representations in support of the *Application of Michael F. Thomson, Chapter 11*

Trustee, for Entry of an Order Authorizing the Employment of Jones Lang LaSalle Americas,

Inc. and Jones Lang LaSalle Brokerage, Inc. as Real Estate Broker for the Debtor (the “Application”).

2. I am a Vice President of Jones Lang LaSalle Americas, Inc., which maintains its Utah office at 111 South Main Street, Suite 300, Salt Lake City, Utah 84111.

3. JLL is a nationally recognized real estate brokerage firm with offices and operations in many parts of the United States, and the professionals at JLL offer a wide range of real estate services. Furthermore, JLL’s professionals have substantial experience serving bankruptcy trustees and other court-appointed fiduciaries.

4. On January 23, 2019, the Court approved the Trustee’s application to employ JLL as the Trustee’s real estate broker, and for JLL to list for sale and market the real properties located at The Falls at Clovis LLC, The Falls at Austin Bluffs, LLC, The Falls at Burr Ridge, LLC, The Falls at Beaverton, LLC, The Falls at Stone Oak Parkway, LLC, The Falls at Cutten Road, LLC, and The Falls at St. George, LLC.

5. In addition to myself, I anticipate that Wick Udy and Adam Taylor of JLL may also perform services for the Trustee.

6. I am providing this Declaration as the Trustee is seeking to hire JLL to list for sale, market and sell the McMinnville Property.

COMPENSATION

7. The Trustee proposes to enter into a listing agreement with JLL for the McMinnville Property (the “Listing Agreement”). Under the terms of the Listing Agreement,

JLL will be retained by the Trustee on behalf of The Falls at McMinnville LLC listed above for

an initial period of twelve (12) months, but subject to termination by the Trustee and JLL upon sixty (60) days prior written notice to the other party.

8. The compensation to be paid to JLL is identified in the Listing Agreement as the Sale Transaction Fee, which is defined as “Without a Cooperating Broker: Five percent (5%) of the Gross Proceeds,” “With a Cooperating Broker: Six percent (6%) of the Gross Proceeds, to be shared equally between JLL and the cooperating broker,” and “If the property is sold to Buyer X, who has already contacted the Trustee, JLL will receive a maximum commission of three percent (3%) of the Gross Proceeds.”

9. JLL will abide by the Bankruptcy Code and any Order this Court may enter in relation to the Application. JLL understands and agrees that the Court’s approval of the payment of its compensation under the Listing Agreement for the sale of the real properties will be requested as part of a motion filed with the Court seeking the Court’s approval of the sale of such property, and such motion shall comply with the notice and hearing requirements of sections 328(a) and 331(a) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, applicable guidelines issued by the Office of the United States Trustee, any Local Rules of the Court, and any other applicable Order of the Court with respect to the compensation to be paid to JLL.

10. The Debtor sought to retain JLL as real estate broker and previously filed an Application and Declaration (Docket Nos. 28–31). JLL has not received a retainer in connection with its proposed employment by the Debtors or by the Trustee.

DISINTERESTEDNESS

11. In order to determine all connections of JLL in this case, JLL performed a search of its client base and relationships.
12. To the best of my knowledge, none of the principals or staff members of JLL have any financial interest or business connection with the Debtor or any officer, director, employee or member of the Debtor.
13. Except as set forth in paragraph 13, I further confirm that (a) to the best of my knowledge, neither JLL nor any of its principals has any undisclosed connection with the Debtor, or any of its creditors or any other party in interest, or its or their respective attorneys or accountants, or any other interest adverse to the estate, (b) to the best of my knowledge, neither JLL nor any of its principals has any direct or indirect relationship to, connection with, or interest in the Debtor, any of the Debtor's creditors, any other party in interest, any of their respective attorneys and accounts, the United States Trustee, or any person employed by the office of the United States Trustee, and (c) to the best of my knowledge, JLL and its principals are disinterested persons as provided in sections 101(14) and 327 of the Bankruptcy Code, and do not represent or hold an undisclosed interest adverse to the interest of the Debtor or its estate.
14. On matters wholly unrelated to this Case, JLL and its principals may be engaged as real estate brokers. Specifically, Wells Fargo and Maricopa County are creditors in the Bankruptcy Case and JLL currently does business for each of them (the "Creditors"). Our work for the Creditors does not pose a conflict for us to be retained as real estate brokers.
15. Neither I nor JLL has a prepetition or other claim against the Debtor or the estate.

16. I believe that JLL is both well-qualified and uniquely able to represent the Debtor and the estate in an efficient, effective, and timely manner.

17. Specifically, JLL and its professionals have extensive knowledge and experience as real estate brokers in the locations where the real property is situated, and extensive experience with respect to bankruptcy procedure and policies.

I declare that the foregoing is true and correct to the best of my knowledge, information and belief.

DATED this 31st day of March, 2019.



Brian Anderson

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

I hereby certify that on this 2nd day of April, 2019, I electronically filed the foregoing AMENDED DECLARATION OF BRIAN ANDERSON IN SUPPORT OF APPLICATION OF MICHAEL F. THOMSON, CHAPTER 11 TRUSTEE, FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT OF JONES LANG LASALLE AMERICAS, INC. AND JONES LANG LASALLE BROKERAGE, INC. AS REAL ESTATE BROKER FOR THE DEBTOR 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 uses and will be served through the CM/ECF system.

- Megan K Baker baker.megan@dorsey.com, long.candy@dorsey.com
- Marlon L. Bates marlon@scalleyreading.net, jackie@scalleyreading.net
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- Michael F. Thomson tr thomson.michael@dorsey.com, UT17@ecfbis.com;montoya.michelle@dorsey.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov

CERTIFICATE OF SERVICE – MAIL, OTHER

I hereby certify that on this 2nd day of April, 2019, I caused to be served a true and correct copy of the foregoing AMENDED DECLARATION OF BRIAN ANDERSON IN SUPPORT OF APPLICATION OF MICHAEL F. THOMSON, CHAPTER 11 TRUSTEE, FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT OF JONES LANG LASALLE AMERICAS, INC. AND JONES LANG LASALLE BROKERAGE, INC. AS REAL ESTATE BROKER FOR THE DEBTOR as follows:

Mail Service – By regular first class United States Mail, postage fully pre-paid, addressed to:

Jones Lang LaSalle Americas, Inc.
c/o Brian Anderson
111 South Main Street, Suite 300
Salt Lake City, Utah 84111

The Falls at McMinnville, LLC
9067 South 1300 West, Suite 301
West Jordan, UT 84088

Jones Lang LaSalle
200 East Randolph Drive
Chicago, IL 60601
Attention: Regional Counsel

/s/ Melissa Bownton