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

In re: THE FALLS EVENT CENTER LLC, Debtor.	Bankr. Case No. 18-25116 Chapter 11 The Honorable R. Kimball Mosier
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NOTICE OF CHAPTER 11 TRUSTEE'S MOTION PURSUANT TO 11 U.S.C. § 363(b)(1) TO AUTHORIZE TRUSTEE TO (1) EFFECTUATE THE SALE OF PROPERTY OF THE DEBTOR'S WHOLLY OWNED, NON-DEBTOR SUBSIDIARY, THE FALLS AT CEDAR PARK, LLC, TO A THIRD PARTY BUYER, AND (2) RELEASE LIEN IN FAVOR OF THE DEBTOR AGAINST THE PROPERTY IN EXCHANGE FOR AGREEMENT WITH SECURED CREDITOR ON ALLOCATION OF SALE PROCEEDS AND NOTICE OF HEARING

**Objection Deadline: January 2, 2019
Hearing Date: January 3, 2019 at 1:00 p.m. (Mountain)**

PLEASE TAKE NOTICE that Michael F. Thomson, the duly appointed Chapter 11 Trustee (the "Trustee") for the bankruptcy estate of The Falls Event Center LLC (the "Debtor"), has filed with the United States Bankruptcy Court for the District of Utah the *Chapter 11 Trustee's Motion Pursuant to 11 U.S.C. § 363(b)(1) to Authorize Trustee to (1) Effectuate the*

Sale of Property of the Debtor's Wholly Owned, Non-Debtor Subsidiary, the Falls At Cedar Park, LLC, to a Third Party Buyer, and (2) Release Lien in Favor of the Debtor Against the Property in Exchange for Agreement with Secured Creditor on Allocation of Sale Proceeds (the "Motion"). The Motion is supported by the *Declaration* of the Trustee filed concurrently therewith.

A copy of the Motion and the Declaration have been served electronically via the Court's CM/ECF system or via First Class U.S. Mail on the Office of the United States Trustee and on parties who have entered an appearance in the above-captioned bankruptcy case. If you have not received a copy of the Motion referenced above and you would like one, you may obtain a copy by requesting one from the undersigned counsel.

YOUR RIGHTS MAY BE AFFECTED. You should read the Motion carefully and discuss it with your attorney, if you have one in this bankruptcy case. If you do not have an attorney, you may wish to consult one.

PLEASE TAKE FURTHER NOTICE that pursuant to 11 U.S.C. § 363(b) the Trustee seeks the entry of an order authorizing the Trustee, as representative of the Debtor that serves as manager of The Falls at Cedar Park, LLC, a wholly owned, non-debtor subsidiary of the Debtor ("TFCP"), to effectuate a sale of certain real property located in Williamson County, Texas with a street address of 1400 Discovery Boulevard, Cedar Park, Texas 78613 (the "Property") to Gogoplot Venture, LLC, Aaron Holmes, and Taylor Holmes, pursuant to a *Commercial Contract-Unimproved Land* (the "Agreement"), a copy of which is attached to the Trustee's Declaration in support of the Motion. The purchase price for the Property is in the amount of \$1,830,000.00.

PLEASE TAKE FURTHER NOTICE that under 11 U.S.C. § 363(b), the Trustee is requesting authority to release a Deed of Trust against the property in favor of the Debtor recorded against the Property that is subordinate to the lien of Golf 6061, LLC (“Golf”). The value of the Debtor’s interest against the Property has no value because the Property is worth less than the debt owed to Golf. Release of the Debtor’s Deed of Trust is necessary to facilitate the sale of the Property.

PLEASE TAKE FURTHER NOTICE that Golf’s debt is secured by a Deed of Trust recorded against the Property, as well as real property owned by the Debtor’s non-debtor affiliates, The Falls at Stone Oak, LLC and The Falls at Cutten Road, LLC. Thus, TFCP, through the Trustee, and Golf have agreed to allocate the \$1,830,000.00 in gross sale proceeds as follows:

(a) From the gross sale proceeds, Golf 6061, LLC (“Golf”) shall be paid \$1,499,955.00 at closing in exchange for Golf (and its assignee Texas Gulf Bank) (a) releasing the Golf Deed of Trust against the Property, and (b) applying \$99,955.00 to six months of interest under Golf’s remaining Promissory Note;

(b) Outstanding taxes on the Property shall be paid from the gross sale proceeds at closing, in the approximate amount of \$29,000.00;

(c) Golf shall (i) pay the outstanding property taxes on the remaining Non-Debtor Properties, due in January 2019, in the approximate amount of \$15,000.00 and \$50,000.00, respectively, and (ii) will add this approximate sum of \$65,000.00 to the amount of its claim as set forth in the Proof of Claim that it filed;

(d) Any remaining gross sale proceeds, after payment of ordinary closing costs, will be paid to the Debtor; and

(e) The Trustee, as manager of the Debtor shall execute a *Release of Deed of Trust*, releasing the Debtor’s Deed of Trust against the Property.

If you do not want the Court to grant the relief requested in the Motion, then you or your attorney must do the following:

(1) On or before **January 2, 2019**, file with the Bankruptcy 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 Bankruptcy Court for filing, you must mail it early enough so that the Court will **receive** it on or before **January 2, 2019**. You must also mail a copy to the undersigned counsel at 111 South Main Street, Suite 2100, Salt Lake City, Utah 84111.

(3) You must also attend the hearing on **January 3, 2019 at 1:00 p.m. Mountain Time** before the Honorable R. Kimball Mosier, Chief United States Bankruptcy Judge, in his courtroom, Room 369 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.**

If you or your attorney do not take these steps, the Bankruptcy Court may decide that you do not oppose the relief sought in the Motion and may enter an Order granting that relief. In the absence of a timely filed objection, the undersigned counsel may and will ask the Court to enter an order approving the Motion without hearing.

DATED this 18th day of December, 2018.

/s/ Peggy Hunt
Michael F. Thomson
Peggy Hunt
Megan K. Baker
DORSEY & WHITNEY LLP
Attorneys for Chapter 11 Trustee