

This order is SIGNED.

Dated: March 21, 2019



**R. KIMBALL MOSIER
U.S. Bankruptcy Judge**



Prepared and Submitted By:

Michael F. Thomson (#9707)
Peggy Hunt (#6060)
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Attorneys for Michael F. Thomson, Chapter 11 Trustee

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

In re:	Bankr. Case No. 18-25116
THE FALLS EVENT CENTER LLC,	Chapter 11
Debtor.	The Honorable R. Kimball Mosier

**ORDER GRANTING IN PART AND DENYING IN PART MOTION FOR AN ORDER
(I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS, AND
(II) GRANTING RELATED RELIEF**

The matter before the Court is the *Motion for an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, and*

(II) *Granting Related Relief* [Docket No. 316] (the “Motion”), filed by Michael F. Thomson, duly appointed Chapter 11 Trustee (“Trustee”) in the above-captioned bankruptcy case, seeking, pursuant to sections 105(a), 330, and 331 of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), Rule 2016(a) of the Federal Rules of Bankruptcy Procedure, and the Local Rules of this Court, entry of an Order (i) authorizing and establishing procedures for the interim compensation and reimbursement of expenses of Retained Professionals, as defined in the Motion, and (ii) granting such further relief as requested herein or as is otherwise necessary or appropriate. The Motion was served through the Court’s CM/ECF system upon all parties who receive electronic notice in this case, and upon those parties who have requested notice via U.S. Mail. A *Notice of Motion for an Order (I) Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, and (II) Granting Related Relief and Notice of Hearing* [Docket No. 317], which provided notice of an objection deadline of February 25, 2019, and notice of the hearing scheduled for March 5, 2019 at 3:00 p.m., was served through the Court’s CM/ECF system upon all parties who receive electronic notice in this case on February 7, 2019, and upon those parties who have requested notice and on all parties listed on the Court’s mailing matrix in this case on February 8, 2019. *See Certificate of Service* [Docket No. 319]. No objections to the Motion were filed with the Court or served on the Trustee.

A hearing on the Motion was held on March 5, 2019, at 3:00 p.m. (the “Hearing”), at which Peggy Hunt of Dorsey & Whitney LLP appeared on behalf of the Trustee, who was also present. No other parties appeared at the Hearing, and statements were made on the record at the Hearing. The Court, having reviewed the Motion, the statements made on the record at the

Hearing, and applicable law; having jurisdiction to consider the Motion and the relief requested therein; venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); no objections having been filed to the Motion; it appearing that proper and adequate notice of the Motion has been given, and that no other or further notice is necessary; upon the record herein, after due deliberation thereon, and good and sufficient cause appearing therefor, it is hereby **ORDERED, ADJUDGED, AND DECREED THAT:**

1. The Motion is **GRANTED** in part and **DENIED** in part.
2. The Retained Professionals may file applications for interim or final Court approval and allowance, pursuant to Sections 330 and 331 of the Bankruptcy Code (as the case may be), of the compensation and reimbursement of expenses requested (collectively, "Applications") every ninety (90) days.
3. Such Applications must be filed no later than fifteen (15) days after the close of each calendar quarter.
4. Each Application must be served by electronic mail, hand delivery, or by first class mail on the Notice Parties, as defined in the Motion.
5. No notice of hearing should be filed by Retained Professionals in connection with any Application, as the Trustee will schedule a hearing at which all Applications will be heard. After the deadline for filing Applications set forth in paragraph 3 of this Order, the Trustee shall file and serve a notice of hearing, setting forth the amount of the fees and expenses requested by each of the Retained Professionals and providing an opportunity for objection and hearing ("Hearing Notice").

6. Service of the Hearing Notice for all interim Applications shall be limited as follows: (a) via ECF on all parties which have requested electronic service in this case; (b) via ECF, electronic mail, hand delivery, or by first class mail on the Notice Parties; and (c) via ECF, electronic mail, hand delivery, or by first class mail on all others who have requested notice in this case.

7. The procedures set forth herein shall apply to fees and expenses incurred by Retained Professionals after March 31, 2019. Fees and expenses incurred for the period of November 27, 2018, the date of the Trustee's appointment, through March 31, 2019, shall be included in an Application filed and served on the Notice Parties by no later than April 15, 2019.

8. The Unsecured Creditors' Committee shall file and serve on the Notice Parties its Application and any Application for Committee expenses for the period of July 27, 2018, when the Committee was formed, through November 26, 2018, prior to February 15, 2019. Notice of such Applications will be served on the Notice Parties either (i) with the Trustee's notice of hearing related to the Trustee's Professionals' first Applications filed under paragraph 4 above or, (ii) upon request of the Committee's Professionals to the Trustee and in the Trustee's sole discretion, in a separate notice of hearing filed by March 1, 2019.

9. Rocky Mountain Advisory, LLC shall file and serve on the Notice Parties its Application for the period of August 27, 2018 through November 26, 2018, prior to February 15, 2019. Notice of such Applications will be served on the Notice Parties either (i) with the Trustee's notice of hearing related to the Trustee's Professionals' first Applications filed under paragraph 4 above or, (ii) upon request of Rocky Mountain Advisory, LLC to the Trustee and in the Trustee's sole discretion, in a separate notice of hearing filed by March 1, 2019.

10. The Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation of this Order.

End of Order_____

DESIGNATION OF PARTIES TO BE SERVED

Service of the foregoing **ORDER GRANTING IN PART AND DENYING IN PART MOTION FOR AN ORDER (I) ESTABLISHING PROCEDURES FOR INTERIM COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR RETAINED PROFESSIONALS, AND (II) GRANTING RELATED RELIEF** shall be served to the parties in the manner designated below:

By Electronic Service: I certify that the parties of record in this case as identified below, are registered CM/ECF users and will be served notice of entry of the foregoing Order through the CM/ECF system:

- James W. Anderson jwa@clydesnow.com, jritchie@clydesnow.com; atrujillo@clydesnow.com
- Megan K Baker baker.megan@dorsey.com, long.candy@dorsey.com
- David P. Billings dbillings@fabianvancott.com, jwinger@fabianvancott.com; mdewitt@fabianvancott.com
- Ryan C. Cadwallader rcadwallader@kmclaw.com, tsanders@kmclaw.com
- Laurie A. Cayton tr laurie.cayton@usdoj.gov, James.Gee@usdoj.gov; Lindsey.Huston@usdoj.gov; Suzanne.Verhaal@usdoj.gov
- Thomas E. Goodwin tgoodwin@parrbrown.com, nmckean@parrbrown.com
- Oren Buchanan Haker oren.haker@stoel.com, jennifer.lowes@stoel.com; daniel.kubitz@stoel.com; docketclerk@stoel.com; rene.alvin@stoel.com; kc.harding@stoel.com
- Mark E. Hindley mehindley@stoel.com, rross@stoel.com; slcdocket@stoel.com
- Alan C. Hochheiser ahochheiser@mauricewutscher.com
- Mary Margaret Hunt hunt.peggy@dorsey.com, long.candy@dorsey.com
- Michael R. Johnson mjohanson@rqn.com, docket@rqn.com; dburton@rqn.com
- Peter J. Kuhn tr Peter.J.Kuhn@usdoj.gov, James.Gee@usdoj.gov; Lindsey.Huston@usdoj.gov; Suzanne.Verhaal@usdoj.gov
- David H. Leigh dleigh@rqn.com, dburton@rqn.com; docket@rqn.com
- Ralph R. Mabey rmabey@kmclaw.com
- Jessica G. McKinlay mckinlay.jessica@dorsey.com, Segovia.Maria@dorsey.com
- Elaine A. Monson emonson@rqn.com, docket@rqn.com; pbrown@rqn.com
- John T. Morgan tr john.t.morgan@usdoj.gov, James.Gee@usdoj.gov; Lindsey.Huston@usdoj.gov; Suzanne.Verhaal@usdoj.gov
- Darren B. Neilson darren@neilsonlaw.co
- Ellen E Ostrow eeostrow@hollandhart.com, intaketteam@hollandhart.com; lahansen@hollandhart.com
- Chad Rasmussen chad@alpinalegal.com, contact@alpinalegal.com
- Michael S. Steck michael@clariorlaw.com
- Mark S. Swan mark@swanlaw.net
- Richard C. Terry richard@tjblawyers.com, cbcecf@yahoo.com

- Michael F. Thomson thomson.michael@dorsey.com,
montoya.michelle@dorsey.com;ventrello.ashley@dorsey.com
- Michael F. Thomson tr thomson.michael@dorsey.com,
UT17@ecfbis.com;montoya.michelle@dorsey.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov
- John J. Wiest wiest.john@dorsey.com
- Brent D. Wride bwride@rqn.com, docket@rqn.com;pbrown@rqn.com

By U.S. Mail – In addition to the parties of record receiving notice through the CM/ECF system, the following parties should be served notice pursuant to Fed R. Civ. P. 5(b):

- All parties on the Court's official case matrix.
- The following additional parties:

Richard N. Bauer
1789 Bella Lago Drive
Clermont, FL 34711-4634

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

Bexar County
C/o David G. Aevoet
Linebarger Goggan Blair & Sampson, LLP
711 Navarro St, Ste 300
San Antonio, TX 78205

Meilin Liu
2601 Blanding Avenue, C307
Alameda, CA 94501-1579

Albert B Clark
696 East 1220 North
Orem, UT 84097

State of Oregon
Department of Revenue
955 Center St NE
Salem, OR 97301-2555

Alan C. Hochheiser
Maurice Wutscher LLP
2000 Auburn Drive, Suite 200
One Chagrin Highlands
Beachwood, OH 44122

The Claro Group, LLC
711 Louisiana Street, Suite 2100
Houston, TX 77002

Richard W. Johnston
6855 S. Havana St. #275
Centennial, CO 80112-3813

Certificate of Notice Page 8 of 9
 United States Bankruptcy Court
 District of Utah

In re:
 The Falls Event Center LLC
 Debtor

Case No. 18-25116-RKM
 Chapter 11

CERTIFICATE OF NOTICE

District/off: 1088-2

User: ksh
 Form ID: pdfor1

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 Total Noticed: 8

Date Rcvd: Mar 21, 2019

Notice by first class mail was sent to the following persons/entities by the Bankruptcy Noticing Center on Mar 23, 2019.

aty +Richard W. Johnston, 6855 S. Havana St. #275, Centennial, CO 80112-4567
 cr +Albert B Clark, 696 East 1220 North, Orem, UT 84097-3431
 cr +Bexar County, C/o David G. Aevoet, Linebarger Goggan Blair & Sampson, LLP,
 711 Navarro St, Ste 300, San Antonio, TX 78205, UNITED STATES 78205-1749
 br +Jones Lang LaSalle Americas, Inc., 200 East Randolph Drive, Attention: Regional Counsel,
 Chicago, IL 60601-6436
 cr Meilin Liu, 2601 Blanding Avenue, C307, Alameda, CA 94501-1579
 cr Richard N. Bauer, 1789 Bella Lago Drive, Clermont, FL 34711-4634

Notice by electronic transmission was sent to the following persons/entities by the Bankruptcy Noticing Center.

cr +E-mail/Text: bankruptcy.revenue@oregon.gov Mar 22 2019 02:45:29 State of Oregon,
 Department of Revenue, 955 Center St NE, Salem, OR 97301-2554
 fa +E-mail/Text: ddeems@theclarogroup.com Mar 22 2019 02:45:32 The Claro Group, LLC,
 711 Louisiana Street, Suite 2100, Houston, TX 77002-2746

TOTAL: 2

***** BYPASSED RECIPIENTS *****

NONE.

TOTAL: 0

Addresses marked '+' were corrected by inserting the ZIP or replacing an incorrect ZIP.
 USPS regulations require that automation-compatible mail display the correct ZIP.

Transmission times for electronic delivery are Eastern Time zone.

I, Joseph Speetjens, declare under the penalty of perjury that I have sent the attached document to the above listed entities in the manner shown, and prepared the Certificate of Notice and that it is true and correct to the best of my information and belief.

Meeting of Creditor Notices only (Official Form 309): Pursuant to Fed. R. Bank. P. 2002(a)(1), a notice containing the complete Social Security Number (SSN) of the debtor(s) was furnished to all parties listed. This official court copy contains the redacted SSN as required by the bankruptcy rules and the Judiciary's privacy policies.

Date: Mar 23, 2019

Signature: /s/Joseph Speetjens

CM/ECF NOTICE OF ELECTRONIC FILING

The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system on March 21, 2019 at the address(es) listed below:

Alan C. Hochheiser on behalf of Creditor AmTrust North America, Inc on Behalf of Wesco Insurance Company ahochheiser@mauricewutscher.com
 Chad Rasmussen on behalf of Creditor Gregory Steven Moss chad@alpinalegal.com, contact@alpinalegal.com
 Darren B. Neilson on behalf of Creditor Union Home Loan, Inc. darren@neilsonlaw.co
 David P. Billings on behalf of Creditor Golf 6061, LLC dbillings@fabianvancott.com, jwinger@fabianvancott.com;mdewitt@fabianvancott.com
 Ellen E Ostrow on behalf of Creditor Committee Official Committee of Unsecured Creditors of The Falls Event Center LLC eeostrow@hollandhart.com, intaketteam@hollandhart.com;lahansen@hollandhart.com
 James W. Anderson on behalf of Creditor Trolley Square Ventures, LLC jwa@clydesnow.com, jritchie@clydesnow.com;atrujillo@clydesnow.com
 Jeffrey B. Smith on behalf of Creditor Union Home Loan, Inc. jsmith@cgsattys.com
 Jessica G. McKinlay on behalf of Trustee Michael F. Thomson tr mckinlay.jessica@dorsey.com, Segovia.Maria@dorsey.com
 John J. Wiest on behalf of Trustee Michael F. Thomson tr wiest.john@dorsey.com
 John T. Morgan tr on behalf of U.S. Trustee United States Trustee john.t.morgan@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
 Laurie A. Cayton tr on behalf of U.S. Trustee United States Trustee laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
 Mark E. Hindley on behalf of Creditor Evergreen Aviation & Space Museum mehindley@stoel.com, rness@stoel.com;slcdocket@stoel.com
 Mark E. Hindley on behalf of Creditor Evergreen Aviation & Space Museum and the Captain Michael King Smith Educational Institute mehindley@stoel.com, rness@stoel.com;slcdocket@stoel.com
 Mark S. Swan on behalf of Creditor West Jordan Gateway, LLC mark@swanlaw.net
 Mary Margaret Hunt on behalf of Trustee Michael F. Thomson tr hunt.peggy@dorsey.com, long.candy@dorsey.com
 Megan K Baker on behalf of Trustee Michael F. Thomson tr baker.megan@dorsey.com, long.candy@dorsey.com

District/off: 1088-2

User: ksh
Form ID: pdfor1

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Total Noticed: 8

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The following persons/entities were sent notice through the court's CM/ECF electronic mail (Email) system (continued)

Michael F. Thomson on behalf of Trustee Michael F. Thomson tr thomson.michael@dorsey.com, montoya.michelle@dorsey.com; ventrello.ashley@dorsey.com
Michael F. Thomson on behalf of Accountant Gil Miller thomson.michael@dorsey.com, montoya.michelle@dorsey.com; ventrello.ashley@dorsey.com
Michael F. Thomson tr thomson.michael@dorsey.com, UT17@ecfcbis.com; montoya.michelle@dorsey.com
Michael F. Thomson tr on behalf of Trustee Michael F. Thomson tr thomson.michael@dorsey.com, UT17@ecfcbis.com; montoya.michelle@dorsey.com
Michael S. Steck on behalf of Creditor John C. Neubauer michael@clariorlaw.com
Oren Buchanan Haker on behalf of Creditor Evergreen Aviation & Space Museum oren.haker@stoel.com, kevin.mckenzie@stoel.com; daniel.kubitz@stoel.com; docketclerk@stoel.com; rene.alvin@stoel.com; kc.harding@stoel.com
Oren Buchanan Haker on behalf of Creditor Evergreen Aviation & Space Museum and the Captain Michael King Smith Educational Institute oren.haker@stoel.com, kevin.mckenzie@stoel.com; daniel.kubitz@stoel.com; docketclerk@stoel.com; rene.alvin@stoel.com; kc.harding@stoel.com
Peter J. Kuhn tr on behalf of U.S. Trustee United States Trustee Peter.J.Kuhn@usdoj.gov, James.Gee@usdoj.gov; Lindsey.Huston@usdoj.gov; Suzanne.Verhaal@usdoj.gov
Ralph R. Mabey on behalf of Creditor iBorrow, L.P. rmabey@kmclaw.com
Richard C. Terry on behalf of Creditor RLS Capital, Inc. richard@tjblawyers.com, cbcecf@yahoo.com
Ryan C. Cadwallader on behalf of Creditor iBorrow, L.P. rcadwallader@kmclaw.com, tsanders@kmclaw.com
Steven M. Rogers on behalf of Creditor American Savings Life Insurance Co. srogers@roruss.com, nrussell@roruss.com; roruslaw@gmail.com; paralegal@roruss.com
Thomas E. Goodwin on behalf of Creditor Laura Ann Lange tgoodwin@parrbrown.com, nmckean@parrbrown.com
United States Trustee USTPRegion19.SK.ECF@usdoj.gov

TOTAL: 30