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*Proposed 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 ST. GEORGE, LLC, Debtor.	Bankr. Case No. 18-26653 Chapter 11 The Honorable R. Kimball Mosier
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**APPLICATION OF MICHAEL F. THOMSON, CHAPTER 11 TRUSTEE FOR THE
BANKRUPTCY ESTATE OF THE FALLS EVENT CENTER LLC, FOR
ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT OF
JONES LANG LASALLE AMERICAS, INC. AS REAL ESTATE BROKER FOR THE
DEBTOR**

Michael F. Thomson, the duly appointed Chapter 11 trustee of the bankruptcy estate of The Falls Event Center LLC, Case No. 18-25116 (the "Trustee"), as manager of The Falls at St. George, LLC, the debtor herein (the "St. George Debtor") hereby applies to the Court for an order pursuant to 11 U.S.C. § 327 and Federal Rule of Bankruptcy Procedure 2014, authorizing him to employ and retain Jones Lang LaSalle Americas, Inc. ("JLL") as real estate broker for the Debtor St. George as set forth below. This application is accompanied by the Amended

Declaration of Brian Anderson (the "Amended Anderson Declaration"). In support of this application, the Trustee represents as follows:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding under 28 U.S.C. § 157(b). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

BACKGROUND

1. On July 11, 2018, The Falls Event Center LLC ("Debtor TFEC") filed a voluntary petition in this Court under Chapter 11 of the Bankruptcy Code, Case Number 18-25116 (the "TFEC Case").

2. On November 1, 2018, the UST, Debtor TFEC, and the Official Committee of Unsecured Creditors (the "Committee") filed its stipulation for the appointment of a Chapter 11 trustee [TFEC Case, Docket No. 183] (the "Stipulation").

3. On November 1, 2018, the UST filed his motion to appoint a Chapter 11 Trustee and approve the Stipulation [TFEC Case, Docket No. 184].

4. On November 14, 2018, the Court entered the order granting the Stipulation and directing the UST to appoint a qualified person to serve as Chapter 11 trustee for the TFEC estate. [TFEC Case, Docket No. 204].

5. On November 26, 2018, the UST appointed the Trustee as Chapter 11 trustee in The TFEC Case.

6. On November 27, 2018, the Court entered an order approving the appointment of the Trustee as the Chapter 11 trustee of the Debtor TFEC's estate. [TFEC Case, Docket No. 214].

PRIOR REQUEST FOR RETENTION OF JLL BY THE DEBTOR

7. On October 29, 2018, Debtor TFEC filed its *Application of Debtors for Entry of Orders Authorizing the Debtors to Retain and Employ Jones Lang LaSalle Americas, Inc. as Real Estate Broker*. [TFEC Case, Docket No. 175] (the "Original Application"), which was also filed in Debtor St. George's case as Docket No. 14.

8. On October 29, 2018, Debtor TFEC filed its *Declaration of Brian Anderson in Support of the Application of the Debtors for entry of Orders Authorizing the Debtors Retain and Employ Jones Lang LaSalle Americas, Inc. as Real Estate Broker* [TFEC Case, Docket No. 176] (the "Anderson Declaration"), which was also filed in Debtor St. George's case as Docket No. 15.

9. On November 7, 2018, Debtor TFEC filed its *Amended Application of the Debtors for Entry of Orders Authorizing the Debtors to Retain and Employ Jones Lang LaSalle Americas Inc. as Real Estate Broker* [TFEC Case, Docket No. 194] (the "Amended Application"), which was also filed in the Debtor St. George's case as Docket No. 21.

10. On December 4, 2018, a hearing was held on the Amended Application, and as a result of that hearing, the Trustee is submitting this revised *Application of Michael F. Thomson, Chapter 11 Trustee for the Bankruptcy Estate of the Falls Event Center, for Entry of an Order Authorizing the Employment of Jones Lang LaSalle Americas, Inc. as Real Estate Broker for the Debtor*, and the revised Listing Agreement attached hereto as Exhibit 1.

RETENTION OF JLL BY THE TRUSTEE

11. The Debtor TFEC has multiple wholly owned subsidiaries, including the Debtor St. George, which each own specific pieces of real property.

12. After discussions with JLL, his accountants, and the committee, the Trustee, acting as manager for the Debtor St. George, deems it prudent to employ JLL as real estate broker for the Debtor St. George, as set forth in the Listing Agreement attached hereto as Exhibit 1, and JLL is willing to provide such services to the Trustee.

13. For the reasons set forth in the Debtor's Application and Amended Application, which are hereby incorporated herein by reference, the Trustee believes that the employment of JLL, which is a nationally recognized real estate brokerage firm with offices and operations in many parts of the United States, is in the best interest of the Debtor St. George's creditors.

DISINTERESTEDNESS

14. To the best of the Trustee's knowledge, neither JLL nor the JLL Project Team has any financial interest or business connection with the Debtor St. George or any of its officers, directors, employees, managers or members.

15. As set forth in the Amended Anderson Declaration, JLL confirms that it is not aware of any conflicts in connection with the Agreement, and further confirms the following: (a) to the best of its knowledge, except as set forth in the Amended Anderson Declaration, neither JLL nor the JLL Project Team has any undisclosed connection with the Debtor St. George, or any of its creditors or any party in interest, or its respective attorneys or accountants, or any other interest adverse to the estate, (b) to the best of its knowledge, except as set forth in the Amended Anderson Declaration, neither JLL nor the JLL Project Team has any direct or indirect

relationship to, connection with, or interest in the Debtor St. George, any of the Debtor St. George'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 JLL's knowledge, JLL and the JLL Project Team 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 St. George or its estate.

16. Based on the foregoing, to the best of the Trustee's knowledge, JLL and JLL's Project Team, are disinterested persons as provided in Sections 101, 327, and 328 of the Bankruptcy Code, and do not represent or hold an interest adverse to the interests of the estate.

NOTICE

17. Notice of this Application has been given to the Office of the United States Trustee for this region and all parties who receive service upon electronic filing through the Court's CM/ECF system.

CONCLUSION

18. The Trustee believes it is in the best interests of the Debtor St. George's estate that JLL be employed pursuant to the terms and provisions set forth in this Application and the attached Listing Agreement.

WHEREFORE, the Trustee respectfully requests that the Trustee be authorized, pursuant to 11 U.S.C. § 327(a), and in accordance with Rule 2014(a) of the Federal Rules of Bankruptcy Procedure, to employ JLL as real estate broker for the Debtor St. George.

DATED this 8th day of January, 2019.

/s/ Jessica G. McKinlay
Michael F. Thomson
Peggy Hunt
Jessica G. McKinlay
DORSEY & WHITNEY LLP
Attorneys for Chapter 11 Trustee for The
Falls Event Center, LLC

CERTIFICATE OF SERVICE, BY NOTICE OF ELECTRONIC FILING

I hereby certify that on the 8th day of January, 2019, I electronically filed the foregoing **APPLICATION OF MICHAEL F. THOMSON, CHAPTER 11 TRUSTEE FOR THE BANKRUPTCY ESTATE OF THE FALLS EVENT CENTER, FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT OF JONES LANG LASALLE AMERICAS, 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 users and will be served through the CM/ECF system.

- Ryan C. Cadwallader readwallader@kmclaw.com, tslaughter@kmclaw.com
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- Brent D. Wride bwride@rqn.com, docket@rqn.com;pbrown@rqn.com

CERTIFICATE OF SERVICE – MAIL, OTHER

I hereby certify that on this 8th day of January, 2019 I caused to be served a true and correct copy of the foregoing **APPLICATION OF MICHAEL F. THOMSON, CHAPTER 11 TRUSTEE FOR THE BANKRUPTCY ESTATE OF THE FALLS EVENT CENTER, FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT OF JONES LANG LASALLE AMERICAS, 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

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

/s/ Erin Johnson