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

In re:

**THE FALLS EVENT CENTER LLC**, a  
Utah limited liability company,

Address: 9067 S 1300 W, #301  
West Jordan, UT 84088,

Tax I.D. No. 90-1023989,

Debtor in Possession.

Bankruptcy Case No. 18-25116

Chapter 11

Honorable R. Kimball Mosier

[Filed Electronically]

**DEBTOR'S MOTION FOR APPROVAL OF PROCEDURES FOR CREATING A  
BOARD OF MANAGERS**

The Falls Event Center LLC (“TFEC” or the “**Debtor**”), which is the Chapter 11 debtor-in-possession in the above-entitled case, through counsel, hereby moves the Court for entry of an order approving procedures for creating a Board of Managers for the Debtor.

### **INTRODUCTION**

Until shortly before its bankruptcy filing, the Debtor was completely controlled and managed by its founder, Steve Down. Mr. Down was replaced for a short time by Brooks Pickering. Mr. Pickering then resigned and Gil A. Miller, who had previously been appointed as Chief Restructuring Officer, was appointed as the sole manager of the Debtor.

The Debtor now wishes to establish a board of managers to govern the Debtor and provide direction to Mr. Miller. The purpose of this motion is to (1) provide notice and an opportunity to be heard to all interested parties (especially to all potential members, owners, and investors of the Debtor) of the proposed procedures for nominating and voting upon a board, and (2) obtain the approval of the Court for the proposed procedures.

### **IDENTIFYING THE MEMBERS OF THE DEBTOR**

Under the direction of its Chief Restructuring Officer, Gil A. Miller, and with the assistance of Rocky Mountain Advisory and employees of the Debtor (including the Debtor's investor relations manager), the Debtor has worked diligently to identify all parties who have or may have an ownership interest in the Debtor and therefore should be considered "members" of the Debtor. The Debtor relied upon three main sources of information to identify equity owners.

First, prior to the bankruptcy filing, the Debtor kept detailed spreadsheets with information for each investor (the "**Debtor Spreadsheets**"). These spreadsheets were regularly updated, and they appear to be largely accurate. Second, the Debtor issued membership certificates to investors ("**Membership Certificates**"). And, third, the Debtor issued Schedule K-1 forms to equity holders for their 2017 tax returns ("**K-1s**"). In nearly all instances, the

information from these three separate sources matches up. In the few cases in which there were discrepancies, RMA was able to reconcile the differences as explained below.

The Debtor began its analysis by reviewing the K-1s from the 2017 tax return and capturing all investor names and capital account percentages.<sup>1</sup> The Debtor then compared the list of parties who received a K-1 to the list of parties who had received Membership Certificates. Any differences between the names on the K-1s and Membership Certificates were identified. When there were variations in the names, the Debtor relied upon the name as listed on the Membership Certificate.<sup>2</sup> In instances where K-1s were issued to a party without a unit certificate, the name on the K-1 was used.

Next, the Debtor compared the capital percentages from the K-1s with the percentages recorded in the Debtor Spreadsheets. Any differences between the ownership percentages from the K-1s that were issued and the Debtor Spreadsheets were identified. The Debtor determined that all such differences were due only to the manner in which the units were allocated in the Debtor Spreadsheets, and all differences have been resolved.

The Debtor continued its analysis by comparing the number of units on each Membership Certificate to the number of units attributed to each party in the Debtor Spreadsheets. The Debtor determined that where differences existed, the Membership Certificates should control. In the few cases in which investors were not issued a Membership Certificate or a copy of the Membership Certificate could not be found, the Debtor relied upon the number of units listed in the Debtor Spreadsheets.

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<sup>1</sup> The K-1s do not contain unit amounts but only ownership percentages.

After the Debtor compared all Membership Certificates to the Debtor Spreadsheets, and after it identified the number of units owned by each investor, very few further adjustments were needed. On two occasions, equity holders lacked a Membership Certificate for common units, but the equity holders did have a preferred unit certificate. Using a specific investor conversion ratio from the unit certificate, the Debtor was able to determine the number of common units owned.

In one instance, an adjustment was made to account for a transfer of units that took place in 2018 from one equity holder to another. The Debtor relied upon sworn testimony to support this adjustment. In addition, an adjustment was made for two investors whose units were split due to divorce. The Debtor relied upon the provisions of the divorce decree and letters from both parties.

The final list that the Debtor has prepared of equity holders and their respective voting units is attached hereto as **Exhibit A**.<sup>3</sup> The Debtor proposes that all parties listed in Exhibit A be allowed to vote and that they be given the number of votes listed in the second column of Exhibit A. While Steve Down is listed on Exhibit A, the Debtor proposes that Steve Down not be allowed to vote. The Debtor is seeking a voluntary agreement from Steve Down that he will not vote and that his units will not be used for purposes of voting.

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<sup>2</sup> The variations were typically minor, such as the use of a full middle name on the K-1 but use of a middle initial on the Membership Certificate.

<sup>3</sup> Members are listed in alphabetical order by their *first name*.

### **THE PURPOSE AND COMPOSITION OF THE GOVERNING BOARD**

The Debtor wishes to create a Board of Managers to set policy for the company and give direction to the Chief Restructuring Officer. In addition, the Board will have the opportunity to ratify bankruptcy filings, the appointment of officers, and any other such matters that may be appropriate. The Board of Managers will be elected by and will represent the Debtor's equity holders.

The Operating Agreement of The Falls Event Center LLC (the "**Operating Agreement**") provides that the board of managers of the company consist of at least one "but no more than seven (7) managers." [Operating Agreement, Sec. 5.1.] The Debtor proposes that the Board of Managers consist of five managers and that these five managers be selected by a vote of the members listed in Exhibit A.

### **NOMINATIONS OF AND VOTING FOR BOARD MEMBERS**

The Debtor will seek nominations for board members from the equity holders listed in Exhibit A. The Debtor proposes a process by which equity holders will receive two written notices from the Debtor by mail. The first notice (the "**First Notice**") will notify equity holders of the following:

- The Debtor seeks nominations of individuals to serve on the Debtor's board of managers, and desires to fill five open seats on the board of managers.
- Board members will set policies for the company and provide overall guidance. They will not be responsible for day-to-day operations, and they will not receive compensation.

- Mr. Miller, who is the Chief Restructuring Officer of the Debtor, will not serve on the board, and members should not nominate him.
- Written nominations for board members must be received by the Debtor within 14 calendar days of the date of the First Notice. These nominations should include the name and contact information for the nominee. Nominees do not need to be investors or equity holders.
- The Debtor will review all timely received nominations and verify that the nominees are willing to serve.
- A physical meeting to vote on members of the board will be held at the offices of Ray Quinney & Nebeker during the week of December 17, 2108. An exact date and time will be provided in the First Notice. Members may vote by attending the meeting in person or by granting a proxy to someone else to attend the meeting and vote on their behalf.

A copy of the proposed First Notice is attached hereto as **Exhibit B**. A copy of the proposed form for nominating board members is attached hereto as **Exhibit C**.

Once the slate of nominees has been finalized, the Debtor will send a second written notice to all of the parties listed in Exhibit A by mail (the “**Second Notice**”). The Second Notice will notify equity holders of the following:

- The list of nominees will be provided to the equity holders.
- The equity holders will be reminded of the date, time, and place for the physical meeting.

- The equity holders will be reminded that in order to vote they must either attend the meeting in person or appoint a proxy who will appear at the meeting and vote on their behalf.
- A proxy form will be provided for the use of any equity holders who wish to appoint a proxy.
- Equity holders will be informed that they may divide their units and vote for different nominees. For example, if an equity holder has a total of 10,000 units, the equity holder could vote 4,000 units for one nominee and 6,000 units for another nominee.

A copy of the proposed Second Notice is attached hereto as **Exhibit D**. A copy of the proposed proxy is attached hereto as **Exhibit E**.

#### **PROCEDURES FOR THE MEETING OF MEMBERS**

As stated above, a physical meeting of the Debtor's members will be held during the week of December 17, 2018, to create a board of managers, to vote on the members of the board, and to address such other matters of corporate governance as might be necessary or appropriate. According to the Operating Agreement, a notice of a meeting of members must be provided "not less than ten (10) nor more than fifty (50) days before the meeting." Therefore, the Debtor plans to send the First Notice by about November 15, 2018 (by which time the Debtor hopes to have obtained the Court's approval for its proposed procedures). The Second Notice will be mailed at least ten days before the meeting of members.

The Operating Agreement requires a quorum to be present at the meeting and states that "[m]embers holding a majority of the Voting Units) as defined in Section 2.3(c)) at a meeting

shall constitute a quorum.” [Sec. 2.3(b).] In order to allow for the broadest possible participation and to ensure that a quorum is obtained, the Debtor intends to inform equity holders that the Operating Agreement allows them to appoint a proxy. Because the meeting of members will have to be adjourned if a quorum is not present, the Debtor will use its best efforts to ensure that members either attend the meeting or return the proxy form.

A copy of the proposed ballot for the meeting of members is attached hereto as **Exhibit F**.

### **MOTION**

The Debtor believes that Gil Miller is not only its Chief Restructuring Officer but also its sole and duly-appointed manager. However, the Court and the United States Trustee believe that Mr. Miller should report to an independent governing body. In order to create this governing body and in order to ensure that the equity owners of the Debtor can oversee the management of the Debtor, the Debtor wishes to create a board of managers to govern the Debtor.

The Debtor wishes to proceed by motion in order to provide notice and an opportunity for all interested parties to be heard regarding the proposed procedures for nominating and voting upon a board.

The Debtor also seeks the Court’s approval for the proposed procedures. It is in the best interests of the Debtor for there to be finality regarding the board and its authority once all interested parties have had an opportunity to be heard. Section 105 of the Bankruptcy Code gives the Court broad power to issue orders that are appropriate to carry out the purposes of the Code. This broad power is sufficient to allow the Court to issue an order approving the



procedures set forth above so that a board can be created, so that questions regarding the legitimacy of the board will not arise later, and so that the affairs of the Debtor can be handled efficiently and economically.

**CONCLUSION**

For the foregoing reasons, the Debtor respectfully requests that the Court approve the Debtor's proposed procedures for creating a board of managers.

DATED this 19<sup>th</sup> day of October, 2018.

RAY QUINNEY & NEBEKER P.C.

/s/ Brent D. Wride  
Brent D. Wride  
*Counsel for the Debtor in Possession*

**CERTIFICATE OF SERVICE**

I hereby certify that on October 19, 2019, the foregoing document was electronically filed and therefore served via ECF on all parties that have entered an electronic appearance in this case, including the United States Trustee. In addition, notice of this motion and a copy of the motion will be sent by United States Mail, postage prepaid, to all parties listed on the mailing matrix currently on file with the Court, which includes all parties listed in Exhibit A hereto.

/s/ Brent D. Wride

“Exhibit A”

**Rocky Mountain Advisory**

The Falls Event Center

Equity Ownership Analysis

Master Reconciliation List

*Category 1 - Steve Down voluntarily surrendering units for voting purposes.*

*Category 2 - Name on K-1 and unit certificate differ. Name on unit certificate used.*

*Category 3 - No unit certificate. Name and/or number of units from K-1 used.*

*Category 4 - Units on unit certificate differ from K-1 records. Certificate units used.*

*Category 5 - Units based on converted preferred units.*

*Category 6 - Shares transferred per deposition testimony.*

*Category 7 - Adjustments made per divorce decree.*

| Common Unit Holder Name  | Current Voting Units | Current Voting % | Note            |
|--|----------------------|------------------|-----------------|
| Aaron Michael Hackett  | 18,000               | 0.0894%          |                 |
| Afsoon Barkhordar  | 21,250               | 0.1055%          |                 |
| Alan Shurtliff   | 30,000               | 0.1489%          |                 |
| Aldo Leopardi  | 64,500               | 0.3202%          | Category 2      |
| American Estate & Trust LLC FBO David J. Maier IRA                 | 477,600              | 2.3710%          |                 |
| Angela Kay Truelove  | 31,250               | 0.1551%          |                 |
| Arleen Roberts   | 2,000                | 0.0099%          |                 |
| Blue Max Marketing   | 0                    | 0.0000%          | Category 1      |
| Brandon D. Hall  | 5,000                | 0.0248%          |                 |
| Brandon Mark Hall  | 150,000              | 0.7446%          |                 |
| Brooke A. Hendry   | 8,333                | 0.0414%          |                 |
| Cheryl Ann Madsen  | 40,000               | 0.1986%          |                 |
| Christine Tudman   | 24,000               | 0.1191%          | Category 2      |
| Christopher Andrew and Heather Elaine Mcphie                       | 100,000              | 0.4964%          | Category 2      |
| Christopher Wagner   | 50,000               | 0.2482%          |                 |
| Corbin David Milenbaugh  | 100,000              | 0.4964%          |                 |
| Craig Ladow  | 45,000               | 0.2234%          |                 |
| Daniel Bickel and Alexandra Cristescu                              | 66,666               | 0.3310%          | Category 2      |
| David A Sayama   | 25,000               | 0.1241%          |                 |
| David and Rhonda Salcido   | 3,000                | 0.0149%          | Category 2      |
| David Down   | 1,000,000            | 4.9643%          |                 |
| David K. Jacobson  | 2,000                | 0.0099%          |                 |
| David S. Wendel  | 850                  | 0.0042%          | Categories 2, 7 |
| Wendy Wendel   | 850                  | 0.0042%          | Categories 2, 7 |
| David Sullivan   | 0                    | 0.0000%          | Category 6      |
| Dean R Rutherford  | 100,000              | 0.4964%          | Categories 2, 5 |
| Debra Northrup   | 15,000               | 0.0745%          |                 |
| Dee S Stevens  | 17,400               | 0.0864%          |                 |
| Dennis Olson   | 35,000               | 0.1738%          |                 |
| Devin Down   | 24,000               | 0.1191%          |                 |
| Douglas Carlson  | 450,000              | 2.2339%          |                 |
| Edward C. Godnig   | 14,250               | 0.0707%          |                 |
| Edward Wagner  | 350,000              | 1.7375%          |                 |
| Equity Trust Company Custodian FBO Bret Barattini Roth IRA         | 50,000               | 0.2482%          | Category 2      |
| Equity Trust Company Custodian FBO Gregory Luerding, IRA 200328311 | 376,500              | 1.8691%          |                 |
| Equity Trust Company Custodian FBO Shelly Luerding, IRA 200328312  | 160,500              | 0.7968%          |                 |
| Erica Walters  | 7,000                | 0.0348%          |                 |
| Farshid Ighani   | 25,000               | 0.1241%          |                 |
| George Rakoski   | 5,000                | 0.0248%          | Category 2      |
| Greg A. & Shelley I. Luerding                                      | 588,750              | 2.9227%          | Category 2      |
| Greg Gibbs   | 5,000                | 0.0248%          | Category 2      |
| Greg Miller  | 50,000               | 0.2482%          |                 |
| Gregg Talbert, LLC / Thomas Gregg Talbert 401K Plan Trust          | 50,000               | 0.2482%          | Categories 2, 4 |
| Gregg Talbert, LLC / Thomas Gregg Talbert 401K Plan Trust Roth     | 50,000               | 0.2482%          | Categories 2, 4 |
| Gulalai Matin  | 20,000               | 0.0993%          |                 |
| Hale Centre Theatre 401K Plan FBO Brent Lange                      | 100,000              | 0.4964%          |                 |



**Rocky Mountain Advisory**

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*Category 5 - Units based on converted preferred units.*

*Category 6 - Shares transferred per deposition testimony.*

*Category 7 - Adjustments made per divorce decree.*

| Common Unit Holder Name  | Current Voting Units | Current Voting % | Note            |
|--|----------------------|------------------|-----------------|
| Hale Centre Theatre 401K Plan FBO Mark Dietlein                      | 88,000               | 0.4369%          |                 |
| Hale Centre Theatre 401K Plan FBO Sally Dietlein                     | 193,781              | 0.9620%          |                 |
| Hawthorne Chiropractic, PC / Clifford Marhoefer                      | 15,000               | 0.0745%          | Categories 2, 3 |
| Heshun Chen  | 500                  | 0.0025%          | Category 2      |
| Hoa Duong  | 15,000               | 0.0745%          |                 |
| Home Investment Solutions 401K FBO James Stephenson                  | 124,000              | 0.6156%          |                 |
| IRA Services Trust Company CFBO Alex Leo Martinez IRA 559714         | 37,500               | 0.1862%          |                 |
| IRA Services Trust Company CFBO Bradley Lynn Johnson IRA 552902      | 33,333               | 0.1655%          |                 |
| IRA Services Trust Company CFBO Brooke A. Hendry IRA 554005          | 1,700                | 0.0084%          |                 |
| IRA Services Trust Company CFBO David K. Porritt IRA 546616          | 6,833                | 0.0339%          | Category 2      |
| IRA Services Trust Company CFBO Desiree M. Vogel IRA 571854          | 15,375               | 0.0763%          | Category 2      |
| IRA Services Trust Company CFBO Dustin C. Moore IRA 546628           | 33,333               | 0.1655%          | Category 2      |
| IRA Services Trust Company CFBO Jennifer Lynn Becvar IRA 573048      | 6,900                | 0.0343%          | Category 2      |
| IRA Services Trust Company CFBO John Quinn IRA 554017                | 9,666                | 0.0480%          | Category 2      |
| IRA Services Trust Company CFBO Kelvin L. Leung IRA 565271           | 25,000               | 0.1241%          | Category 2      |
| IRA Services Trust Company CFBO Micah Bickel IRA 548789              | 13,166               | 0.0654%          | Category 2      |
| IRA Services Trust Company CFBO Raymond Barnum IRA 545934            | 41,666               | 0.2068%          | Category 2      |
| IRA Services Trust Company CFBO Richard A. Cea IRA 556051            | 5,556                | 0.0276%          | Categories 2, 4 |
| IRA Services Trust Company CFBO Susan K. Evans IRA 543780            | 33,333               | 0.1655%          |                 |
| IRA Services Trust Company FBO Aaron Michael Hackett IRA 317767      | 19,667               | 0.0976%          |                 |
| IRA Services Trust Company FBO Aaron Michael Hackett IRA 317779      | 11,220               | 0.0557%          |                 |
| IRA Services Trust Company FBO Aldo F. Leopardi IRA 478295           | 35,500               | 0.1762%          |                 |
| IRA Services Trust Company FBO Brandon D. Hall IRA 385220            | 50,000               | 0.2482%          |                 |
| IRA Services Trust Company FBO Carmelita Wilkinson IRA 338710        | 53,148               | 0.2638%          |                 |
| IRA Services Trust Company FBO Cheryl Ann Madsen IRA 335319          | 61,120               | 0.3034%          |                 |
| IRA Services Trust Company FBO Christa Bryan Schuessler IRA 523586   | 2,500                | 0.0124%          |                 |
| IRA Services Trust Company FBO Christa Bryan Schuessler IRA 523756   | 46,500               | 0.2308%          |                 |
| IRA Services Trust Company FBO Christina Neelson Hackett IRA 317780  | 29,250               | 0.1452%          |                 |
| IRA Services Trust Company FBO Christopher Andrew McPhie IRA 4287176 | 44,000               | 0.2184%          |                 |
| IRA Services Trust Company FBO Christopher M. Kontzen IRA 446373     | 51,000               | 0.2532%          | Category 2      |
| IRA Services Trust Company FBO Christopher M. Kontzen IRA 446385     | 56,000               | 0.2780%          |                 |
| IRA Services Trust Company FBO Craig L. Maurer IRA 362438            | 113,102              | 0.5615%          | Category 2      |
| IRA Services Trust Company FBO David Hornbrook IRA 531601            | 50,000               | 0.2482%          | Category 2      |
| IRA Services Trust Company FBO David M. Banford IRA 387368           | 125,000              | 0.6205%          |                 |
| IRA Services Trust Company FBO David S. Wendel IRA 414190            | 13,450               | 0.0668%          | Category 7      |
| IRA Services Trust Company FBO David S. Wendel IRA 414219            | 8,500                | 0.0422%          | Category 7      |
| IRA Services Trust Company FBO David S. Wendel IRA 416150            | 14,700               | 0.0730%          | Category 7      |
| IRA Services Trust Company FBO Dean R. Rutherford IRA 349069         | 263,530              | 1.3082%          | Category 2      |
| IRA Services Trust Company FBO Dee S. Stevens IRA254460              | 82,600               | 0.4101%          |                 |
| IRA Services Trust Company FBO Ernest Richard Odette Jr. IRA 435594  | 30,000               | 0.1489%          |                 |
| IRA Services Trust Company FBO Gary Q. Blair IRA 385219              | 49,714               | 0.2468%          | Category 2      |
| IRA Services Trust Company FBO Heather Elaine McPhie IRA 428164      | 46,500               | 0.2308%          |                 |
| IRA Services Trust Company FBO Heshun S. Chen                        | 71,100               | 0.3530%          | Category 2      |
| IRA Services Trust Company FBO James Daniel Parker IRA 340923        | 24,026               | 0.1193%          |                 |
| IRA Services Trust Company FBO James Gilland IRA 333256              | 57,045               | 0.2832%          | Category 2      |
| IRA Services Trust Company FBO Jason Pimentel IRA 419175             | 67,700               | 0.3361%          |                 |



**Rocky Mountain Advisory**  
**The Falls Event Center**  
**Equity Ownership Analysis**  
**Master Reconciliation List**

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*Category 5 - Units based on converted preferred units.*  
*Category 6 - Shares transferred per deposition testimony.*  
*Category 7 - Adjustments made per divorce decree.*

| Common Unit Holder Name   | Current Voting Units | Current Voting % | Note            |
|---|----------------------|------------------|-----------------|
| IRA Services Trust Company FBO Jeffrey Lynn Jones IRA 509681        | 17,500               | 0.0869%          |                 |
| IRA Services Trust Company FBO Jeffrey R. Failing IRA 356268        | 74,543               | 0.3701%          |                 |
| IRA Services Trust Company FBO Joanne Alvarez IRA 544875            | 33,333               | 0.1655%          | Category 2      |
| IRA Services Trust Company FBO John L. Keith IRA 238260             | 150,000              | 0.7446%          |                 |
| IRA Services Trust Company FBO John Paul Blakely IRA 460977         | 77,450               | 0.3845%          | Category 2      |
| IRA Services Trust Company FBO John Paul Blakely IRA 460990         | 76,700               | 0.3808%          | Category 2      |
| IRA Services Trust Company FBO Joni Lynn Siegel IRA 338576          | 130,000              | 0.6454%          |                 |
| IRA Services Trust Company FBO Joseph Paul Schmieder IRA 508949     | 37,500               | 0.1862%          |                 |
| IRA Services Trust Company FBO Joshua S. Christensen IRA 465240     | 38,922               | 0.1932%          | Category 2      |
| IRA Services Trust Company FBO Juan Dario Tovar IRA 548236          | 2,066                | 0.0103%          | Category 2      |
| IRA Services Trust Company FBO Juan Dario Tovar IRA 548248          | 1,358                | 0.0067%          | Category 2      |
| IRA Services Trust Company FBO Kamilla A. Parker IRA 340935         | 24,026               | 0.1193%          |                 |
| IRA Services Trust Company FBO Karen Diane Biggerstaff IRA 270532   | 129,234              | 0.6416%          |                 |
| IRA Services Trust Company FBO Karen Dietrich Baer IRA 318528       | 20,247               | 0.1005%          |                 |
| IRA Services Trust Company FBO Katherine J. Brown-Flesia IRA 474575 | 35,000               | 0.1738%          | Categories 2, 3 |
| IRA Services Trust Company FBO Kelli K. Whitehall IRA 407203        | 50,000               | 0.2482%          |                 |
| IRA Services Trust Company FBO Kelly I. Staker IRA 406090           | 15,550               | 0.0772%          |                 |
| IRA Services Trust Company FBO Kim Odette IRA 435582                | 10,000               | 0.0496%          |                 |
| IRA Services Trust Company FBO Kimberley Gilland IRA 333244         | 70,581               | 0.3504%          | Category 2      |
| IRA Services Trust Company FBO Kimberlie J. Irwin IRA 427159        | 90,000               | 0.4468%          |                 |
| IRA Services Trust Company FBO Lance C. Cummings IRA 380325         | 100,000              | 0.4964%          |                 |
| IRA Services Trust Company FBO Laura Ann Lange IRA 296880           | 60,000               | 0.2979%          |                 |
| IRA Services Trust Company FBO Les B. Cohen IRA 344850              | 0                    | 0.0000%          |                 |
| IRA Services Trust Company FBO Lillian Angelica Tovar IRA 548261    | 5,913                | 0.0294%          |                 |
| IRA Services Trust Company FBO Lillian Angelica Tovar IRA 548273    | 2,066                | 0.0103%          |                 |
| IRA Services Trust Company FBO Louis S. Graham IRA 515759           | 100,000              | 0.4964%          |                 |
| IRA Services Trust Company FBO Luan Gip IRA 499729                  | 27,350               | 0.1358%          |                 |
| IRA Services Trust Company FBO Mackenzie L. Schmieder IRA 508950    | 37,500               | 0.1862%          |                 |
| IRA Services Trust Company FBO Madeleine M. Godnig IRA 475580       | 10,750               | 0.0534%          |                 |
| IRA Services Trust Company FBO Mark Dedubovay IRA 419199            | 27,000               | 0.1340%          |                 |
| IRA Services Trust Company FBO Mark J. Allen IRA 326884             | 100,796              | 0.5004%          |                 |
| IRA Services Trust Company FBO Mary Katherine Burch IRA 466608      | 32,200               | 0.1599%          |                 |
| IRA Services Trust Company FBO Mary Katherine Burch IRA 466633      | 14,266               | 0.0708%          |                 |
| IRA Services Trust Company FBO Maureen A. Ortiz IRA 455234          | 100,000              | 0.4964%          | Category 2      |
| IRA Services Trust Company FBO Pamela J. Krugman IRA 532988         | 76,300               | 0.3788%          | Category 2      |
| IRA Services Trust Company FBO Pamela Marie Wachholz IRA 481142     | 7,000                | 0.0348%          |                 |
| IRA Services Trust Company FBO Patrik Patel IRA 414232              | 29,800               | 0.1479%          |                 |
| IRA Services Trust Company FBO Patrik Patel IRA 414244              | 17,800               | 0.0884%          |                 |
| IRA Services Trust Company FBO Paul Vincent Gasper IRA 417804       | 50,000               | 0.2482%          |                 |
| IRA Services Trust Company FBO Raymond Galik IRA 315576             | 41,066               | 0.2039%          | Category 2      |
| IRA Services Trust Company FBO Robert Brent Wilkinson IRA 338709    | 248,062              | 1.2315%          |                 |
| IRA Services Trust Company FBO Robert David Dumas IRA 304682        | 1,116,324            | 5.5418%          |                 |
| IRA Services Trust Company FBO Robert Wayne Neste IRA 473418        | 93,000               | 0.4617%          | Category 3      |
| IRA Services Trust Company FBO Ronald E. Krugman IRA 383314         | 91,238               | 0.4529%          |                 |
| IRA Services Trust Company FBO Rosemary Depasque IRA 416939         | 47,800               | 0.2373%          | Category 2      |
| IRA Services Trust Company FBO Ruixia Chen IRA 473868               | 28,400               | 0.1410%          |                 |



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| Common Unit Holder Name   | Current Voting Units | Current Voting % | Note            |
|---|----------------------|------------------|-----------------|
| IRA Services Trust Company FBO Scot McCormick IRA 416964        | 61,500               | 0.3053%          | Category 3      |
| IRA Services Trust Company FBO Scott Alan Schuessler IRA 523744 | 94,450               | 0.4689%          |                 |
| IRA Services Trust Company FBO Scott Alan Schuessler IRA 523768 | 7,500                | 0.0372%          |                 |
| IRA Services Trust Company FBO Thomas Glenn Irwin IRA 259615    | 119,000              | 0.5908%          |                 |
| IRA Services Trust Company FBO Valerie G. Ellis IRA 428140      | 24,500               | 0.1216%          |                 |
| IRA Services Trust Company FBO Veronica L. Pimentel IRA 419187  | 9,500                | 0.0472%          |                 |
| IRA Services Trust Company FBO Wendy Wendel IRA 414220          | 23,200               | 0.1152%          | Category 7      |
| IRA Services Trust Company FBO Wendy Wendel Roth IRA 608695     | 13,450               | 0.0668%          | Category 7      |
| IRA Services Trust Company FBO William C. Schluter IRA 466566   | 22,700               | 0.1127%          |                 |
| IRA Services Trust Company FBO William C. Schluter IRA 466578   | 121,700              | 0.6042%          |                 |
| IRA Services Trust Company FBO William C. Schluter IRA 466591   | 81,834               | 0.4062%          | Category 4      |
| IRA Services Trust Company FBO William Jacob Baer IRA 317688    | 209,085              | 1.0380%          |                 |
| IRA Services Trust Company FBO William M. Malone IRA 490313     | 100,000              | 0.4964%          |                 |
| IRA Services Trust Company FBO Zeda Amaya IRA 441752            | 35,000               | 0.1738%          |                 |
| IRA Services Trust Company FBO Zeda Amaya IRA 441764            | 75,000               | 0.3723%          |                 |
| James Jordan Roberts  | 4,000                | 0.0199%          |                 |
| James/Jim Stephenson  | 46,210               | 0.2294%          | Category 2      |
| Jamie Coates  | 6,000                | 0.0298%          |                 |
| Jamie Down  | 3,000                | 0.0149%          |                 |
| Jeffrey Lynn Jones  | 63,075               | 0.3131%          |                 |
| Jeffrey Paul Kosoris  | 25,000               | 0.1241%          |                 |
| Jennifer Jenness  | 1,500                | 0.0074%          |                 |
| Jennifer Magdaleno  | 1,000                | 0.0050%          |                 |
| Jennifer Pinnock  | 140,000              | 0.6950%          | Category 2      |
| Jered Miller  | 1,500                | 0.0074%          |                 |
| John L. Keith   | 50,000               | 0.2482%          |                 |
| John Neubauer   | 206,666              | 1.0260%          |                 |
| John Paul Blakely   | 340,000              | 1.6879%          | Category 2      |
| John Quinn  | 25,000               | 0.1241%          |                 |
| John R. Chase   | 5,000                | 0.0248%          | Category 2      |
| Jonathan Pantages   | 1,500                | 0.0074%          |                 |
| Julio Garreaud  | 42,500               | 0.2110%          |                 |
| K&D Investments   | 60,000               | 0.2979%          |                 |
| Kamon Walker  | 15,000               | 0.0745%          |                 |
| Karen Diane Biggerstaff   | 421,268              | 2.0913%          | Category 2      |
| Karen Hunt  | 2,000                | 0.0099%          |                 |
| Keith Adam Alexander  | 160,000              | 0.7943%          | Categories 2, 4 |
| Keith Overland  | 2,500                | 0.0124%          |                 |
| Kent W. Stapley and Jennifer S. Stapley Family Trust            | 62,500               | 0.3103%          |                 |
| Kevin L. Terry  | 100,000              | 0.4964%          |                 |
| Kimberley Gilland   | 879,722              | 4.3672%          |                 |
| Kimberly Johnston   | 15,000               | 0.0745%          | Category 2      |
| Lance C. Cummings   | 25,000               | 0.1241%          |                 |
| Laura Sellars and Michael Sellars                               | 50,000               | 0.2482%          | Category 2      |
| Leta Mae Farnsworth   | 100,000              | 0.4964%          |                 |
| Lisa Chinn  | 25,000               | 0.1241%          |                 |



**Rocky Mountain Advisory**

The Falls Event Center

Equity Ownership Analysis

Master Reconciliation List

*Category 1 - Steve Down voluntarily surrendering units for voting purposes.*

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*Category 3 - No unit certificate. Name and/or number of units from K-1 used.*

*Category 4 - Units on unit certificate differ from K-1 records. Certificate units used.*

*Category 5 - Units based on converted preferred units.*

*Category 6 - Shares transferred per deposition testimony.*

*Category 7 - Adjustments made per divorce decree.*

| Common Unit Holder Name  | Current Voting Units | Current Voting % | Note            |
|--|----------------------|------------------|-----------------|
| Luan and Michelle Gip  | 22,650               | 0.1124%          | Category 2      |
| Madison Trust Company Custodian FBO Aimee Friz M1611133            | 14,850               | 0.0737%          |                 |
| Madison Trust Company Custodian FBO Alan Friz M1611136             | 10,150               | 0.0504%          |                 |
| Madison Trust Company Custodian FBO Carl Futenma M1612044          | 8,250                | 0.0410%          |                 |
| Madison Trust Company Custodian FBO Cassandra R. Scott M1703068    | 25,000               | 0.1241%          |                 |
| Madison Trust Company Custodian FBO Catherine Im M1702125          | 12,500               | 0.0621%          |                 |
| Madison Trust Company Custodian FBO Damon Coffman M1702123         | 86,070               | 0.4273%          |                 |
| Madison Trust Company Custodian FBO Dawn R. Coffman M1702124       | 12,000               | 0.0596%          |                 |
| Madison Trust Company Custodian FBO Dawn R. Coffman M1702124       | 46,952               | 0.2331%          |                 |
| Madison Trust Company Custodian FBO Dawn R. Coffman M1702124       | 28,990               | 0.1439%          |                 |
| Madison Trust Company Custodian FBO Frank Becvar M1612038          | 10,325               | 0.0513%          |                 |
| Madison Trust Company Custodian FBO Kiran Kaul M1701039            | 25,000               | 0.1241%          |                 |
| Madison Trust Company Custodian FBO Lanette Becker M1611107        | 25,000               | 0.1241%          | Category 2      |
| Madison Trust Company Custodian FBO Nancy L. Walters M1611137      | 33,333               | 0.1655%          |                 |
| Madison Trust Company Custodian FBO Paul Washington Lindo M1708050 | 50,000               | 0.2482%          |                 |
| Madison Trust Company Custodian FBO Robert A. Friedman M1612034    | 25,000               | 0.1241%          |                 |
| Madison Trust Company Custodian FBO Roxane Oshiro M1611123         | 25,000               | 0.1241%          | Category 2      |
| Madison Trust Company Custodian FBO Stanley E. Treidler M1701046   | 25,000               | 0.1241%          |                 |
| Madison Trust Company FBO Tyler J. Hendry M1703062                 | 23,300               | 0.1157%          |                 |
| Marianne Coombs  | 2,000                | 0.0099%          |                 |
| Mariko Takeuchi  | 60,000               | 0.2979%          |                 |
| Marjorie Lynne Anderson  | 25,000               | 0.1241%          |                 |
| Mark A. and Jodi C. Burick   | 0                    | 0.0000%          | Category 2      |
| Mark Dietlein  | 100,000              | 0.4964%          |                 |
| Mark J Allen   | 205,000              | 1.0177%          |                 |
| Matt Heavey  | 195,000              | 0.9680%          |                 |
| Micah Bickel   | 20,267               | 0.1006%          |                 |
| Michael Gagnon   | 50,000               | 0.2482%          |                 |
| Michael McHenry  | 30,000               | 0.1489%          |                 |
| Michael Ray and Kimberly Marie Mansell                             | 50,000               | 0.2482%          | Category 2      |
| Michael Ward   | 40,000               | 0.1986%          | Categories 2, 5 |
| Midatlantic IRA, LLC FBO Kent D. Nuttal IRA                        | 450,000              | 2.2339%          |                 |
| Midatlantic IRA, LLC FBO Pamela Nuttal IRA                         | 50,000               | 0.2482%          |                 |
| Milutin Drakulovic   | 25,000               | 0.1241%          |                 |
| Morgan Meyer   | 150,000              | 0.7446%          |                 |
| Neal Bergstrom   | 250,000              | 1.2411%          | Category 6      |
| Nora Oakley  | 60,000               | 0.2979%          |                 |
| Parik Patel  | 2,400                | 0.0119%          |                 |
| Paul Hunt  | 30,000               | 0.1489%          | Categories 2, 3 |
| PCHCHIRO, Inc.   | 50,000               | 0.2482%          | Category 2      |
| Peter L. and Desiree M. Vogel                                      | 10,500               | 0.0521%          | Category 2      |
| Provident Trust Group FBO Skylar Weeks Account Number 160100369    | 50,000               | 0.2482%          | Category 2      |
| Quest IRA, Inc. FBO Kimberly K. Oglesby 1809211                    | 65,000               | 0.3227%          |                 |
| Quest IRA, Inc. FBO Timothy B. Oglesby 1803011                     | 48,500               | 0.2408%          |                 |
| Quest IRA, Inc. FBO Timothy B. Oglesby 1803081                     | 11,500               | 0.0571%          |                 |
| Raymond Galik  | 10,000               | 0.0496%          | Category 2      |



**Rocky Mountain Advisory**  
The Falls Event Center  
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Category 7 - Adjustments made per divorce decree.

| Common Unit Holder Name  | Current Voting Units | Current Voting % | Note            |
|--|----------------------|------------------|-----------------|
| Rebecca Joy Raboy-Roberts  | 10,000               | 0.0496%          | Category 2      |
| Richard A. Cea   | 11,766               | 0.0584%          |                 |
| Richard Paul Coppolecchia  | 3,000                | 0.0149%          | Category 2      |
| Rick Madsen  | 25,000               | 0.1241%          | Categories 2, 3 |
| Ricki L. Finstad   | 15,000               | 0.0745%          |                 |
| Robert and Cathy Bosland   | 50,000               | 0.2482%          | Category 2      |
| Robert Brent Wilkinson   | 221,788              | 1.1010%          |                 |
| Robert Kay and Candace S. Tait                                     | 100,000              | 0.4964%          | Categories 2, 4 |
| Robert Kay Tait  | 95,000               | 0.4716%          | Category 4      |
| Ronald E Krugman   | 50,000               | 0.2482%          | Categories 2, 3 |
| Ruthanne Romriell  | 4,000                | 0.0199%          |                 |
| Ryan Jeffrey   | 15,000               | 0.0745%          |                 |
| Sally Dietlein   | 5,000                | 0.0248%          |                 |
| Sam Ramirez  | 10,000               | 0.0496%          | Category 2      |
| Sara Day   | 6,000                | 0.0298%          |                 |
| Scott and Lydia Morgan Moyes                                       | 15,000               | 0.0745%          | Category 2      |
| Shane A Staker   | 84,531               | 0.4196%          | Categories 2, 3 |
| Stephen and Ashley Genthner  | 50,000               | 0.2482%          | Category 2      |
| Steven Burke   | 30,000               | 0.1489%          |                 |
| Susan Knight   | 250,000              | 1.2411%          |                 |
| Terrie Schultz   | 5,000                | 0.0248%          |                 |
| Terry Dollard  | 100,000              | 0.4964%          | Category 2      |
| Terry O'Hare   | 50,000               | 0.2482%          | Categories 2, 3 |
| Thaddeus Gala  | 200,000              | 0.9929%          | Category 4      |
| The Amy Sayama Trust Dated May, 11 2016                            | 25,000               | 0.1241%          |                 |
| The Cohen Living Trust   | 875,706              | 4.3473%          | Categories 2, 4 |
| The David Denton Revocable Living Trust                            | 300,000              | 1.4893%          |                 |
| The David Denton Revocable Living Trust                            | 7,500                | 0.0372%          |                 |
| The David J. Maier Living Trust                                    | 20,000               | 0.0993%          | Categories 2, 4 |
| The Dedubovay Family Trust   | 54,500               | 0.2706%          |                 |
| The Kacey Anita Roberts Trust                                      | 50,000               | 0.2482%          | Category 2      |
| The Michnal Living Trust   | 120,000              | 0.5957%          | Category 2      |
| The William and Suzanne Down Revocable Living Trust                | 50,000               | 0.2482%          | Category 2      |
| Tinatin Neubauer   | 15,000               | 0.0745%          |                 |
| Todd C. Snyder, D.D.S. 401K Profit Sharing Plan FBO Todd C. Snyder | 33,333               | 0.1655%          | Category 2      |
| Todd Heiner  | 25,000               | 0.1241%          |                 |
| Tony Goularte  | 30,000               | 0.1489%          |                 |
| Tony Greathouse  | 1,000                | 0.0050%          |                 |
| Trevor Down  | 10,000               | 0.0496%          |                 |
| Tyler Down   | 24,000               | 0.1191%          |                 |
| Valden J. & Valerie G. Ellis                                       | 5,000                | 0.0248%          | Category 2      |
| Vision Growth Fund   | 31,429               | 0.1560%          | Category 4      |
| Walter Simmons   | 24,000               | 0.1191%          |                 |
| Walter Wayne Hirsbrunner   | 5,000                | 0.0248%          |                 |
| Wendy Ann Parker   | 1,500                | 0.0074%          |                 |
| William J. and Karen D. Baer                                       | 69,000               | 0.3425%          | Category 2      |



Rocky Mountain Advisory  
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*Category 7 - Adjustments made per divorce decree.*

| Common Unit Holder Name | Current Voting Units | Current Voting % | Note |
|-------------------------|----------------------|------------------|------|
| William M. Malone       | 25,000               | 0.1241%          |      |
| Zachary Down            | 24,000               | 0.1191%          |      |
| Total                   | 20,143,804           | 100.0000%        |      |

“Exhibit B”

**Notice of Acceptance of Nominations for the  
Board of Managers of The Falls Event Center, LLC  
and  
First Notice of Meeting of Members**

To the Members with voting units ("**Voting Units**") of The Falls Event Center, LLC ("**TFEC**"):

You are hereby notified that nominations will be accepted for persons to serve on the new Board of Managers of TFEC. The proposal is that five (5) persons will be elected to serve on the Board of Managers. If you want to make a nomination please comply with and consider the following:

1. A person that serves as a Manager of the Board of Managers will not be compensated. The duties of the Board of Managers will be to set policy for TFEC, oversee Mr. Miller's actions in running TFEC on a day to day basis, and to provide counsel and direction to Mr. Miller about TFEC's business operations.
2. Fill out the nomination form that is attached hereto and follow the instructions set forth therein.
3. You may make more than one nomination but if you decide to do so please use multiple nomination forms.
4. A nominee is not limited to just Members that hold Voting Units. A person that is not a Member of TFEC can serve as a Manager. You can also nominate yourself to serve as a Manager.
5. Please do not nominate Gil A. Miller to serve as one of the Board of Managers. The Board of Managers needs to retain its independence from Mr. Miller and therefore, if he is nominated, such nomination will be disregarded.
6. Please date, sign and fill out the nomination form(s) and send it/them to: Attention: Gil A. Miller, Rocky Mountain Advisory, LLC, 215 South State Street, Suite 550, Salt Lake City, UT 84111. You may also fax or e-mail an electronic copy of your signed nomination form to Attention: Gil A. Miller at (801) 428-1601 or [tfec@rockymountainadvisory.com](mailto:tfec@rockymountainadvisory.com).
7. **The nomination form(s) must be received Mr. Miller no later than \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, 2018, in order for the nominee to be considered for the position of Manager. If the nomination form(s) is/are received by Mr. Miller after the date set forth above the nominee will not be considered for the position of Manager and his/her name will not appear on the ballot for the Board of Managers.**

You are hereby further notified that once the nominations have been received and confirmed, the Board of Managers will be selected pursuant to a vote that will be conducted at a Meeting of Members ("**Meeting**") to be held on \_\_\_\_\_, **2018** at **\_\_**:**00** **\_\_**.**m.** at the offices of Ray Quinney & Nebeker P.C., 36 South State Street, Suite 1400, Salt Lake City, Utah.

The ballot to remove any current Managers and to elect a new Board of Managers of TFEC will be distributed at the Meeting. However, if you are unable to, or do not wish to attend the Meeting, you will be given the opportunity to vote by proxy. Instructions relating to the appointment of a proxy, as well as a proxy form, will be provided to you in a Second Notice of Meeting of Members that will be sent out as soon as possible after the nominees for the Board of Managers has been set and a voting ballot prepared. Please also be advised that returning the proxy will not affect your right to attend the Meeting and vote. Your proxy may be revoked by you at any time before it is voted.

THE FALLS EVENT CENTER, LLC

By: \_\_\_\_\_  
Gil A. Miller, Chief Restructuring Officer

1469436

### CERTIFICATE OF MAILING

THE UNDERSIGNED, for and on behalf of The Falls Event Center, LLC (the "Company"), hereby certifies that the attached Notice of Acceptance of Nominations for the Board of Managers of The Falls Event Center, LLC and First Notice of Meeting of Members has been delivered to Members with Voting Units that are of record at the close of business on the date next preceding the date on which this notice has been given in accordance with Sections 2.3 and 3.1(f) of the Company's Operating Agreement dated August 6, 2013.

The attached Notice of Acceptance of Nominations for the Board of Managers of The Falls Event Center, LLC and First Notice of Meeting of Members was delivered using both of the following delivery methods on November \_\_\_\_, 2018:

1. Sent by United States mail, postage prepaid; and
2. Sent via electronic mail to the last known email address for each Member with Voting Units as reflected on the Company's records.

THE FALLS EVENT CENTER, LLC

By: \_\_\_\_\_

Gil A. Miller

Its: Chief Restructuring Officer

“Exhibit C”

### NOMINATION FORM

I hereby nominate \_\_\_\_\_ to be on the Board of Managers for The Falls Event Center, LLC ("TFEC"). I certify that I am a Member of TFEC that holds Voting Units and that I have discussed the nomination of this person with her or him, and if elected, such person would agree to serve.

Dated this \_\_\_\_\_ day of November, 2018.

\_\_\_\_\_  
(Printed Name of Nominator)

\_\_\_\_\_  
(Signed Name of Nominator)

Address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Phone No.: \_\_\_\_\_  
\_\_\_\_\_

#### ***Instructions:***

- Only Members that hold Voting Units may make nominations.
- A Member that holds Voting Units may make more than one nomination (if you decide to make more than one nomination please use additional sheets).
- A nominee is not limited to just Members that hold Voting Units. A person that is not a Member of TFEC can serve as a Manager. You can also nominate yourself to serve as a Manager.
- Please do not nominate Gil A. Miller to serve as one of the Board of Managers. The Board of Managers needs to retain its independence from Mr. Miller and therefore, if he is nominated, such nomination will be disregarded.
- Please date, sign and fill out this nomination form and send it to: Attention: Gil A. Miller, Rocky Mountain Advisory, LLC, 215 South State Street, Suite 550, Salt Lake City, UT 84111. You may also fax or e-mail an electronic copy of your signed nomination form to Attention: Gil A. Miller at (801) 428-1601 or [tfec@rockymountainadvisory.com](mailto:tfec@rockymountainadvisory.com).
- **Please be advised that this nomination form must be received Mr. Miller no later than \_\_\_\_\_, \_\_\_\_\_, \_\_\_\_\_, 2018, in order for the nominee to be considered for the position of Manager. If this nomination form is received by Mr. Miller after the date set forth above the nominee will not be considered for the position of Manager and his/her name will not appear on the ballot for the Board of Managers.**



- The Board of Managers will be selected pursuant to the vote (either in person or via proxy) that will be taken at the Meeting of Members held on \_\_\_\_\_, 2018 at \_\_:00 \_\_.m. at the offices of Ray Quinney & Nebeker P.C. as set forth in the Notice.
- Please fill out the information about the nominee in the area provided below (if you decide to make more than one nomination please use additional sheets).

***Information about Nominee(s):***

(use additional sheets if necessary)

*Name:*

*Address:*

*Telephone No.:*

1469340



“Exhibit D”

## Second Notice of Meeting of Members

To the Members with voting units ("**Voting Units**") of The Falls Event Center, LLC ("**TFEC**"):

You are hereby notified for a second time that a Meeting of Members (the "Meeting") of The Falls Event Center, LLC (the "**Company**") will be held at the offices of Ray Quinney & Nebeker P.C., 36 South State Street, Suite 1400, Salt Lake City, Utah on \_\_\_\_\_, 2018 at \_\_\_\_:00 \_\_.m., for the following purposes:

1. To vote on the removal of all Managers of the Company, to the extent such removal has not already taken place by way of resignation or other means; and
2. To elect five (5) members of the Board of Managers of the Company.

Only Members with Voting Units that are of record at the close of business on the day prior to this notice being mailed out will be entitled to vote at the Meeting or any adjournment thereof.

The ballot to remove any current Managers and to elect the new Board of Managers of the Company will be distributed at the Meeting. However, regardless of whether you expect to attend the Meeting in person or not, please immediately complete, date, sign and return the enclosed proxy form. Doing so will allow your vote to be counted whether you attend the Meeting or not. **Returning the proxy is also of critical importance because if enough Members that hold Voting Units do not attend the Meeting, either in person or by sending back the proxy, the Meeting must be cancelled and a vote on the above-referenced items will not be taken. If these votes are not taken it could have a serious impact on TFEC's bankruptcy case and its ability to continue to do business as it is currently operating.**

**You should also be aware, however, that returning the enclosed proxy will not affect your right to attend and vote at the Meeting. You can still attend the meeting, revoke any proxy you have previously sent back and vote the way you want to at the Meeting.**

Accordingly, each Member with Voting Units should sign and send his/her Proxy to:  
Attention: Gil A. Miller, Rocky Mountain Advisory, LLC, 215 South State Street, Suite 550, Salt Lake City, UT 84111. You may also fax or e-mail an electronic copy of your signed Proxy to Attention: Gil A. Miller at (801) 428.1601 or [tfec@rockymountainadvisory.com](mailto:tfec@rockymountainadvisory.com).

Attached hereto as Exhibits A through \_\_\_\_ are statements from any of the nominees for the Board of Managers, that chose to submit a statement, setting forth his/her reasons as to why he/she believes he/she should be elected to the Board.

THE FALLS EVENT CENTER, LLC

By: \_\_\_\_\_  
Gil A. Miller, Chief Restructuring Officer

### CERTIFICATE OF MAILING

THE UNDERSIGNED, for and on behalf of The Falls Event Center, LLC (the "**Company**"), hereby certifies that the attached Second Notice of Meeting of Members has been delivered to Members with Voting Units that are of record at the close of business on the date next preceding the date on which this notice has been given in accordance with Sections 2.3 and 3.1(f) of the Company's Operating Agreement dated August 6, 2013.

The attached Second Notice of Meeting of Members was delivered using both of the following delivery methods on November \_\_\_\_, 2018:

1. Sent by United States mail, postage prepaid; and
2. Sent via electronic mail to the last known email address for each Member with Voting Units as reflected on the Company's records.

THE FALLS EVENT CENTER, LLC

By: \_\_\_\_\_

Gil A. Miller

Its: Chief Restructuring Officer

“Exhibit E”

**THIS DOCUMENT IS OF CRITICAL IMPORTANCE IN THE DEBTOR'S  
BANKRUPTCY CASE. PLEASE REVIEW CAREFULLY AND RETURN  
THIS PROXY BY THE DEADLINE INDICATED**

Member Name(s): \_\_\_\_\_

Member Certificate Unit No. (if any): \_\_\_\_\_

**PROXY**

The undersigned Member of **The Falls Event Center, a Utah Limited Liability Company** ("TFEC") hereby appoints \_\_\_\_\_ as proxy of the undersigned, with the powers the undersigned would possess if personally present, and with full power of substitution, to vote all voting units ("**Voting Units**") held by the undersigned in TFEC at the Meeting of Members of TFEC to be held at the offices of Ray Quinney & Nebeker P.C., 36 South State, Suite 1400, Salt Lake City, Utah on \_\_\_\_\_, **2018 at \_\_: 0 a.m.**, and any adjournment or postponement thereof (the "**Meeting**"), upon all subjects that may properly come before the Meeting, including the matters described in the Second Notice of Meeting of Members subject to any directions indicated below.

If this proxy is signed and timely returned pursuant to the instructions set forth below, but no person is identified as the proxy, then Gil A. Miller in his capacity of Chief Restructuring Officer of TFEC will automatically be appointed as the proxy.

This proxy is solicited pursuant to Section 2.3(c) of the Operating Agreement with respect to the voting items appearing below that have been proposed by TFEC.

This proxy should be mailed, faxed or emailed to Gil A. Miller as set forth in the directions that appear to the left of the signature lines below. **Please be advised that this proxy must be received by Mr. Miller no later than 5:00 p.m. on \_\_\_\_\_, 2018, (which is the day prior to the Meeting) in order to be accepted.** If this proxy is received by Mr. Miller after the date and time set forth above it will be rejected and the holder of the Voting Units shall have no voting rights unless they appear and vote at the Meeting personally.

**Please also note that in the absence of express directions indicated below, the undersigned's proxy shall be, and hereby is, authorized to vote upon all subjects that may properly come before the meeting, or any adjournments or postponements of such meeting, in his/her sole discretion.**

**FIRST VOTING ITEM:** We/I hereby vote to remove all Managers of The Falls Event Center to the extent such removal has not already taken place by way of resignation or other means.

Yes [ ☐ ]

No [ ☐ ]



**SECOND VOTING ITEM:** Candidates for Election to the Board of Managers of The Falls Event Center.

| <u>Vote</u> | <u>Name</u> | <u>Number of Units Voted</u> |
|-------------|-------------|------------------------------|
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |

**Voting Instructions for the Proxy:**

**1. First Voting Item:** Please cast your ballot by placing an X in either the box marked “Yes” or “No”.

**2. Second Voting Item:** Please cast your ballot by marking your candidate selections by placing an X on the line to the left of the candidate(s) for whom you wish to vote. Please also state the number of Voting Units you are casting for each candidate. Please note, however, that the total number of Voting Units you cast for all of the candidates you select may not add up to more than the total number of Voting Units you hold. For instance, and only by way of an example, if you hold 400 Voting Units you could cast all 400 voting units for one candidate, or you could cast 200 voting units for two separate candidates, or you could cast 150 voting units for two candidates and another 100 voting units for one candidate. Ballots containing more Voting Units than which a member(s) holds will not be counted.

This proxy when properly executed will be voted in the manner directed herein by the appointed proxy of the undersigned, or by Gil A. Miller, the Chief Restructuring Officer of TFEC if this proxy is executed but no person is identified as the proxy.

Completing and returning this Proxy will not affect your right to attend the Meeting or to vote at the Meeting. As further described in the Second Notice of Meeting of Members, you may revoke this Proxy at any time prior to its exercise at the Meeting, including voting your Voting Units in person at the Meeting.

THE UNDERSIGNED HEREBY ACKNOWLEDGES RECEIPT OF THE SECOND NOTICE OF MEETING OF MEMBERS AND HEREBY RATIFIES ALL THAT THE SAID PROXY MAY DO BY VIRTUE HEREOF.

NOTE: Please mark, date and sign this proxy document and send it to:

**Attention: Gil A. Miller, Rocky Mountain Advisory, LLC, 215 South State Street, Suite 550, Salt Lake City, UT 84111. You may also fax or e-mail an electronic copy of your signed Proxy to Attention: Gil A. Miller at (801) 428.1601 or [tfec@rockymountainadvisory.com](mailto:tfec@rockymountainadvisory.com).**

Please sign and print your name as it appears on the Membership Certificate you received or on your schedule K-1 in the event you have not received a membership certificate. When Voting Units are held jointly, both holders of the Voting Units should sign. When signing as attorney, as executor, administrator, trustee or guardian, please give full title as such.

Dated: \_\_\_\_\_, 2018  
(Complete Date)

\_\_\_\_\_  
(Member name – please print)

\_\_\_\_\_  
(Member Signature)

\_\_\_\_\_  
(Member name – please print)

\_\_\_\_\_  
(Member Signature)

“Exhibit F”



**THE FALLS EVENT CENTER, LLC**

**Ballot**

Member Name(s): \_\_\_\_\_

Member Certificate Unit No. (if any): \_\_\_\_\_

**FIRST VOTING ITEM:** We/I hereby vote to remove all Managers of The Falls Event Center to the extent such removal has not already taken place by way of resignation or other means.

Yes [ ☐ ]

No [ ☐ ]

**SECOND VOTING ITEM:** Candidates for Election to the Board of Managers of The Falls Event Center, LLC.

| <u>Vote</u> | <u>Name</u> | <u>Number of Units Voted</u> |
|-------------|-------------|------------------------------|
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |
| _____       | _____       | _____                        |

**Voting Instructions:**

**1. First Voting Item:** Please cast your ballot by placing an X in either the box marked “Yes” or “No”.

**2. Second Voting Item:** Please cast your ballot by marking your candidate selections by placing an X on the line to the left of the candidate(s) for whom you wish to vote. Please also state the number of Voting Units you are casting for each candidate. Please note, however, that the total number of Voting Units you cast for all of the candidates you select may not add up to more than the total number of Voting Units you hold. For instance, and only by way of an example, if you hold 400 Voting Units you could cast all 400 units for one candidate, or you could cast 200 units for two separate candidates, or you could cast 150 units for two candidates

and another 100 units for one candidate. Ballots containing more Voting Units than which a member(s) holds will not be counted.

The undersigned hereby represents and warrants that he/she is the Member with Voting Units. When the Voting Units are held jointly, both holders of the Voting Units should sign this ballot. However, if only one of the Members with the Voting Units is present then he/she should sign this ballot twice, once on behalf of himself/herself and second as proxy for the other Member(s) to the extent they have been given a proxy. When signing as attorney, as executor, administrator, trustee or guardian, please give full title as such.

Dated: \_\_\_\_\_, 2018  
(Complete Date)

\_\_\_\_\_  
(Member name – please print)

\_\_\_\_\_  
(Member Signature)

\_\_\_\_\_  
(Member name – please print)

\_\_\_\_\_  
(Member Signature)

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