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

In re:

THE FALLS EVENT CENTER LLC; THE FALLS AT GILBERT, LLC; THE FALLS AT MCMINNVILLE, LLC; THE FALLS AT ST. GEORGE, LLC; THE FALLS OF LITTLETON, LLC; THE FALLS AT FRESNO, LLC; *and*, THE FALLS AT CLOVIS, LLC;

Debtors.

Bankr. Case No. 18-25116
Bankr. Case No. 18-25419
Bankr. Case No. 18-25492
Bankr. Case No. 18-26653
Bankr. Case No. 18-27111
Bankr. Case No. 18-27713
Bankr. Case No. 18-28140

Chapter 11

The Honorable R. Kimball Mosier

**DECLARATION OF MICHAEL F. THOMSON CONCERNING SERVICE OF
NOTICE OF CHAPTER 11 TRUSTEE'S MOTION TO SUBSTANTIVELY
CONSOLIDATE THE FALLS EVENT CENTER LLC WITH DEBTORS THE FALLS AT
CLOVIS, LLC, THE FALLS AT FRESNO, LLC, THE FALLS AT GILBERT, LLC, THE
FALLS AT MCMINNVILLE, LLC, THE FALLS AT ST. GEORGE, LLC, AND THE
FALLS OF LITTLETON, LLC; *and* NON-DEBTORS THE FALLS AT AUSTIN BLUFFS,
LLC, THE FALLS AT CUTTEN ROAD, LLC, THE FALLS AT STONE OAK PARKWAY,
LLC, THE FALLS AT BEAVERTON, LLC, AND THE FALLS AT ROSEVILLE, LLC
AND NOTICE OF HEARING**

I, Michael F. Thomson, being of lawful age, do hereby declare and state as follows:

1. I am a partner with the law firm of Dorsey & Whitney LLP, resident in its Salt Lake City, Utah office, and since November 26, 2018, I have served in this case as the duly appointed Chapter 11 Trustee for The Falls Event Center LLC (“TFEC”) pursuant to an *Order Approving Appointment of Chapter 11 Trustee* [TFEC Case No. Docket No. 214] entered on November 27, 2018.

2. I submit this Declaration in further support of *Chapter 11 Trustee’s Motion To Substantively Consolidate The Falls Event Center, LLC With Debtors The Falls at Fresno, LLC, The Falls at Gilbert, LLC, The Falls at McMinnville, LLC, The Falls at St. George, LLC, And The Falls of Littleton, LLC; And Non-Debtors The Falls at Austin Bluffs, LLC, The Falls at Cutten Road, LLC, The Falls at Stone Oak Parkway, LLC, The Falls at Beaverton, LLC, And The Falls at Roseville, LLC* (the “Motion”) filed in each of the above-captioned cases. TFEC Docket No. 327; Gilbert Docket No. 32; McMinnville Docket No. 68; St. George Docket No. 35; Littleton Docket No. 24; Fresno Docket No. 24; Clovis Docket No. 20. I have personal knowledge of the statements made herein.

3. The Motion seeks to substantively consolidate the entities defined in the Motion as the “Falls Parties” with TFEC.

4. In order to provide notice of the Motion, I asked Rocky Mountain Advisory (“RMA”) to compile a list of all potential creditors of TFEC and each of the Falls Parties.

5. RMA provided my office with a list of all potential creditors of TFEC and the Falls Parties (the “Complete Creditor List”).

6. At my direction, professionals in my office cross-referenced the Complete Creditor List against the creditor matrix on file in each of the above-captioned cases to be sure

that all potential creditors listed on the Complete Creditor List were listed on the existing matrices. If they were not listed, the creditor was added to a service list.

7. On February 19, 2019, I caused a *Notice of Chapter 11 Trustee’s Motion To Substantively Consolidate The Falls Event Center, LLC With Debtors The Falls at Fresno, LLC, The Falls at Gilbert, LLC, The Falls at McMinnville, LLC, The Falls at St. George, LLC, And The Falls of Littleton, LLC; And Non-Debtors The Falls at Austin Bluffs, LLC, The Falls at Cutten Road, LLC, The Falls at Stone Oak Parkway, LLC, The Falls at Beaverton, LLC, And The Falls at Roseville, LLC and Notice of Hearing* (the “Notice”) to be filed in each of the above-captioned cases. TFEC Docket No. 335; Gilbert Docket No. 37; McMinnville Docket No. 74; St. George Docket No. 40; Littleton Docket No. 29; Fresno Docket No. 30; Clovis Docket No. 25.

8. All potential creditors of TFEC and each of the Falls Parties, including all of those on the Complete Creditor List, were served with the Notice. *See Certificate of Service of Notice* [TFEC Docket No. 337; Gilbert Docket No. 45; McMinnville Docket No. 75; St. George Docket No. 41; Littleton Docket No. 34; Fresno Docket No. 31; Clovis Docket No. 26].

9. The following table shows all of the Falls Parties’ potential creditors, and the pleading evidencing that the Notice was served on them. This table is exclusive of service of the Notice that was served via ECF on any creditors whose counsel entered an appearance in the above-captioned cases.

THE FALLS AT GILBERT, LLC; 18-25419	DOCKET NO.
RLS Capital, Inc.	TFEC Dkt. 337
Maricopa County Treasurer	TFEC Dkt. 337
THE FALLS AT MCMINNVILLE, LLC; 18-25492	DOCKET NO.
Scott Gould	TFEC Dkt. 337
Miscellaneous Beneficiaries (Union Home Loans)	Fresno Dkt. 31

Elizabeth Pia Barthe	TFEC Dkt. 337
Norman Rousseve	TFEC Dkt. 337
Albert Anthony Perencin, Trustee of the Albert Anthony Perencin Trust	TFEC Dkt. 337
Jean Kempner	TFEC Dkt. 337
Meilin Liu, an individual (fka Sam Son Exchange) and AmeriAsian Funding, LLC	TFEC Dkt. 337
Walter R. Stickel, an individual (fka W.R. and E.M. Stickel Family 1986 Revocable Trust, and Walt Stickel Body & Frame Shop	TFEC Dkt. 337
Brent Davies Pulley, an individual (fka The Brent D. Pulley Revocable Trust dated January 13, 2006) and Brent D. Pulley DMD LTD	TFEC Dkt. 337
FCI Lender Services, Inc.	TFEC Dkt. 337
Yamhill County Tax Collector	TFEC Dkt. 337
THE FALLS AT ST. GEORGE, LLC; 18-26653	DOCKET NO.
Village Bank/Cache Valley Bank	TFEC Dkt. 337
Eagle Group Finance (aka iBorrow)	TFEC Dkt. 337
Washington County Assessor's Office	TFEC Dkt. 337
THE FALLS OF LITTLETON, LLC; 18-27111	DOCKET NO.
RLS Capital, Inc.	TFEC Dkt. 337
Trolley Square ventures	TFEC Dkt. 337
Arapahoe County Clerk	TFEC Dkt. 337
THE FALLS AT FRESNO, LLC; 18-27713	DOCKET NO.
Union Home Loan, Inc.	Fresno Dkt. 31
Eagle Group Finance (iBorrow)	TFEC Dkt. 337
FCI Lender Services, Inc.	TFEC Dkt. 337
Fresno County Tax Collector	TFEC Dkt. 337
THE FALLS AT CLOVIS, LLC; 18-28140	DOCKET NO.
Abey Baraghoshi	TFEC Dkt. 337
Fresno County Tax Collector	TFEC Dkt. 337
THE FALLS AT AUSTIN RIDGE, LLC	DOCKET NO.
American Life Insurance Company	TFEC Dkt. 337
El Paso County Treasurer	TFEC Dkt. 337
THE FALLS AT CUTTEN ROAD, LLC	DOCKET NO.
Golf 6061, LLC	TFEC Dkt. 337

Harris County M.U.D. #191	TFEC Dkt. 337
THE FALLS AT STONE OAK PARKWAY, LLC	DOCKET NO.
Golf 6061, LLC	TFEC Dkt. 337
American Saving Life Insurance Company	TFEC Dkt. 337
Albert Uresti, MPA, PCC Bexar County Tax Assessor <input type="checkbox"/> -Collector	TFEC Dkt. 337
THE FALLS AT BEAVERTON, LLC	DOCKET NO.
Union Home Loan, Inc.	Fresno Dkt. 31
FCI Lender Services, Inc.	TFEC Dkt. 337
Washington County, Oregon	TFEC Dkt. 337
THE FALLS AT ROSEVILLE, LLC	DOCKET NO.
Pride of Austin High Yield Fund, I, LLC	TFEC Dkt. 337
Placer County Tax Collector	TFEC Dkt. 337

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

DATED this 28th day of March, 2019.

/s/ Michael F. Thomson
 Michael F. Thomson, Chapter 11
 Trustee for The Falls Event Center LLC

CERTIFICATE OF SERVICE, BY NOTICE OF ELECTRONIC FILING

I hereby certify that on the 28th day of March, 2019, I electronically filed the **DECLARATION OF MICHAEL F. THOMSON CONCERNING SERVICE OF NOTICE OF CHAPTER 11 TRUSTEE'S MOTION TO SUBSTANTIVELY CONSOLIDATE THE FALLS EVENT CENTER LLC WITH DEBTORS THE FALLS AT CLOVIS, LLC, THE FALLS AT FRESNO, LLC, THE FALLS AT GILBERT, LLC, THE FALLS AT MCMINNVILLE, LLC, THE FALLS AT ST. GEORGE, LLC, AND THE FALLS OF LITTLETON, LLC; and NON-DEBTORS THE FALLS AT AUSTIN BLUFFS, LLC, THE FALLS AT CUTTEN ROAD, LLC, THE FALLS AT STONE OAK PARKWAY, LLC, THE FALLS AT BEAVERTON, LLC, AND THE FALLS AT ROSEVILLE, LLC AND NOTICE OF HEARING** 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.

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/s/ Michelle Montoya