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*Proposed Attorneys for Michael F. Thomson, Chapter 11 Trustee
for The Falls Events Center LLC*

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

<p>In re:</p> <p>THE FALLS AT CLOVIS LLC, fdba eFALLS PROPERTIES CLOVIS CA LLC</p> <p>Debtor.</p>	<p>Bankr. Case No. 18-28140</p> <p>Chapter 11</p> <p>The Honorable R. Kimball Mosier</p>
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**AMENDED DECLARATION OF BRIAN ANDERSON IN SUPPORT OF
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 BROKERAGE, INC. AS REAL ESTATE BROKER FOR
THE DEBTOR**

I, Brian Anderson, being of law age, hereby declare, certify, and state as follows:

1. I am duly authorized to make the representations herein on behalf of Jones Lang LaSalle Brokerage, Inc. ("JLL"), and I make the below representations in support of the *Application of Michael F. Thomson, Chapter 11 Trustee, for Entry of an Order Authorizing the Employment of Jones Lang LaSalle Brokerage, Inc. as Real Estate Broker for the Debtor* (the "Application").

2. I am a Vice President of Jones Lang LaSalle Americas, Inc., an affiliate of the JLL, which maintains its Utah office at 111 South Main Street, Suite 300, Salt Lake City, Utah 84111.

3. JLL is a nationally recognized real estate brokerage firm with offices and operations in many parts of the United States, and the professionals at JLL offer a wide range of real estate services. Furthermore, JLL’s professionals have substantial experience serving bankruptcy trustees and other court-appointed fiduciaries.

4. In addition to myself, I anticipate that Dave White, John Brecher and Wick Udy of JLL may also perform services for the Debtor Clovis.

COMPENSATION

5. The Trustee proposes to retain JLL to list for sale, market, and sell the following property of the Debtor:

Entity/Subsidiary	Property Address
The Falls at Clovis LLC, Debtor-in-Possession, Case No. 18-28140 (“ <u>Debtor Clovis</u> ”)	250 & 270 North Clovis Ave, Clovis, CA 96312 (the “ <u>Clovis Property</u> ”) ¹

6. The Trustee proposes to enter into a listing agreement with JLL for the Clovis Property (the “Listing Agreement”). Under the terms of the Listing Agreement, JLL will be retained by the Trustee on behalf of the Debtor for an initial period of twelve (12) months, but subject to termination by the Trustee and JLL upon sixty (60) days prior written notice to the other party.

7. The compensation to be paid to JLL is identified in the Listing Agreement as the Sale Transaction Fee, which is defined as “Without a Cooperating Broker: Five percent (5%) of

¹ See Ex. 1 to the Application.

the Gross Proceeds,” and “With a Cooperating Broker: Six percent (6%) of the Gross Proceeds, to be shared equally between JLL and the cooperating broker.”

8. JLL will abide by the Bankruptcy Code and any Order this Court may enter in relation to the Application. JLL understands and agrees that the Court’s approval of the payment of its compensation under the Listing Agreement for the sale of the Clovis Property will be requested as part of a motion filed with the Court seeking the Court’s approval of the sale of such property, and such motion shall comply with the notice and hearing requirements of sections 328(a) and 331(a) of the Bankruptcy Code, Rule 2016 of the Federal Rules of Bankruptcy Procedure, applicable guidelines issued by the Office of the United States Trustee, any Local Rules of the Court, and any other applicable Order of the Court with respect to the compensation to be paid to JLL.

9. The Debtor sought to retain JLL as real estate broker and previously filed an Application (Docket No. 5). JLL has not received a retainer in connection with its proposed employment by the Debtor or by the Trustee.

DISINTERESTEDNESS

10. In order to determine all connections of JLL in this case, JLL performed a search of its client base and relationships.

11. To the best of my knowledge, none of the principals or staff members of JLL have any financial interest or business connection with the Debtor or any officer, director, employee or member of the Debtor.

12. Except as set forth in paragraph 13, I further confirm that (a) to the best of my knowledge, neither JLL nor any of its principals has any undisclosed connection with the Debtor, or any of its creditors or any other party in interest, or its or their respective attorneys or accountants, or any other interest adverse to the estate, (b) to the best of my knowledge, neither

JLL nor any of its principals has any direct or indirect relationship to, connection with, or interest in the Debtor, any of the Debtor'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 my knowledge, JLL and its principals 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 or its estate.

13. On matters wholly unrelated to this Case, JLL and its principals may be engaged as real estate brokers. Specifically, Wells Fargo and Maricopa County are creditors in The Falls Event Center LLC bankruptcy case and JLL currently does business for each of them (the "Creditors"). Our work for the Creditors does not pose a conflict for us to be retained as real estate brokers.

14. Neither I nor JLL has a prepetition or other claim against the Debtor or the estate.

15. I believe that JLL is both well-qualified and uniquely able to represent the Debtor and the estate in an efficient, effective, and timely manner.

16. Specifically, JLL and its professionals have extensive knowledge and experience as real estate brokers in the locations where the real property is situated, and extensive experience with respect to bankruptcy procedure and policies.

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

DATED this 8th day of January, 2019.



Brian Anderson

CERTIFICATE OF SERVICE, BY NOTICE OF ELECTRONIC FILING

I hereby certify that on the 8th day of January, 2019, I electronically filed the foregoing **AMENDED DECLARATION OF BRIAN ANDERSON IN SUPPORT OF 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 BROKERAGE, 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.

- Laurie A. Cayton tr laurie.cayton@usdoj.gov, James.Gee@usdoj.gov;Lindsey.Huston@usdoj.gov;Suzanne.Verhaal@usdoj.gov
- Michael R. Johnson mjohanson@rqn.com, docket@rqn.com;dburton@rqn.com
- Elaine A. Monson emonson@rqn.com, docket@rqn.com;pbrown@rqn.com
- United States Trustee USTPRegion19.SK.ECF@usdoj.gov

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 **AMENDED DECLARATION OF BRIAN ANDERSON IN SUPPORT OF 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 BROKERAGE, 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
Attention Dave White
500 Capitol Mall, Suite 2300
Sacramento, CA 95814

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

/s/ Erin Johnson