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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: THE FALLS AT ELK GROVE, LLC, Debtor.	Bankr. Case No. 18-25208 Chapter 11 The Honorable R. Kimball Mosier
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EX PARTE MOTION FOR ORDER SHORTENING TIME FOR NOTICE AND HEARING REGARDING CHAPTER 11 TRUSTEE'S MOTION TO SELL PROPERTY OUT OF THE ORDINARY COURSE OF BUSINESS, FREE AND CLEAR OF ALL INTERESTS AND SUBJECT TO HIGHER AND BETTER OFFERS, PURSUANT TO 11 U.S.C. § 363(b), (f) and (m); APPROVAL OF SALE PROCEDURES, INCLUDING A BREAK-UP FEE; AND WAIVER OF THE STAY SET FORTH IN FED. R. BANKR. P. 6004(h)

**Proposed Objection Deadline on Underlying Motion: May 17, 2019 at 4:00 p.m.
Proposed Response Deadline to Objections to Underlying Motion: May 20, 2019 at 4:00 p.m.
Proposed Hearing Date on Underlying Motion: May 21, 2019 at 11:00 a.m.**

Pursuant to Federal Rule of Bankruptcy Procedure 9006(c) and Local Rule 9006-1, Michael F. Thomson, the duly appointed Chapter 11 trustee (the "Trustee") of the above-referenced substantively consolidated Debtors, by and through his counsel, hereby files this motion seeking entry of a Court Order shortening the time for notice and hearing relating to the

Chapter 11 Trustee's Motion to Sell Property Out of the Ordinary Course of Business, Free and Clear of All Interests and Subject to Higher and Better Offers, Pursuant to 11 U.S.C. § 363(b), (f) and (m); Approval of Sale Procedures, Including a Break-Up Fee; and Waiver of the Stay Set Forth in Fed. R. Bankr. P. 6004(h) (the "Motion"), which he has filed contemporaneously herewith. In support hereof, the Trustee states as follows:

BACKGROUND

The Relevant Entities, the Trustee, and the Consolidated Estate

1. The Falls Event Center LLC ("TFEC") filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code¹ with this Court on July 11, 2018 (the "TFEC Petition Date"), captioned as Case No. 18-25116.

2. At the time of the TFEC Petition Date, TFEC was the sole member of numerous affiliated limited liability companies, including in relevant part, The Falls at Elk Grove, LLC ("Elk Grove"), The Falls at Gilbert LLC ("Gilbert"), The Falls of Littleton, LLC ("Littleton"), The Falls at St George, LLC ("St. George"), The Falls at Fresno LLC ("Fresno"), The Falls at Roseville, LLC ("Roseville"), and The Falls at Burr Ridge, LLC ("Burr Ridge").

3. Elk Grove filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with this Court on July 16, 2018, captioned as Case No. 18-25208.

4. Gilbert filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with this Court on July 25, 2018, captioned as Case No. 18-25419.

5. Littleton filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with this Court on September 24, 2018, captioned as Case No. 18-27111.

6. St George filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with this Court on October 6, 2018, captioned as Case No. 18-26653.

¹ Title 11 of the United States Code, 11 U.S.C. § 101 *et seq.*

7. Fresno filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code with this Court on October 15, 2018, captioned as Case No. 18-27713.

8. On November 27, 2018, the Court entered an *Order* approving the appointment of the Trustee as the Chapter 11 trustee of the TFEC bankruptcy estate [Docket No. 214].

9. On April 9, 2019, the Court entered an *Order Granting in Part 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* [Docket No. 395] (the "Consolidation Order"), substantively consolidating, among others, debtors Gilbert, Fresno, St. George, and Littleton and non-debtor Roseville with TFEC as of the TFEC Petition Date. For purposes of this Motion all references to the "Docket" are to the docket in the TFEC case.

10. As a result of the Consolidation Order, the Trustee serves as the Chapter 11 Trustee of the Debtors.

11. Elk Grove is a Chapter 11 debtor that has not been substantively consolidated with TFEC. As the Trustee of TFEC, which is the sole member and manager of Elk Grove, the Trustee manages Elk Grove.

The Motion

12. The Motion seek authority for the Trustee to sell certain real and personal property free and clear of interests pursuant to 11 U.S.C. §§ 363(b) and (f). Accordingly, the sales will be governed by Rules 2002 and 6004 of the Federal Rules of Bankruptcy Procedure and Rules 2002-1 and 9006-1(b) of the Local Rules of Practice of the United States Bankruptcy Court for the District of Utah. Those rules require an objection deadline of seventeen days, and the hearing on the Motion must be scheduled at least twenty-one days from the mailing of the

Notice on the Motion. Such notice period, however, could jeopardize the sales of the properties, as the proposed buyers have indicated that time is of the essence to close the sales as soon as possible.

13. Additionally, the Trustee has been advised that due to the schedules of the parties, counsel, and the Court, that the Motion must be heard by May 21, 2019 in order for the proposed sales to close by the deadlines set forth in each of the agreements.

RELIEF REQUESTED

14. Accordingly, the Trustee requests that the Court conduct a hearing on the Motion on May 21, 2019 at 11:00 a.m. (Mountain Time).

15. The Trustee requests that Court set a deadline of May 17, 2019 at 4:00 p.m. for parties to file and serve any objections or responses to the Motion.

16. The Trustee requests that the Court set a deadline of May 20, 2019 at 4:00 p.m. for parties to file and serve any replies to objections or responses to the Motion.

17. The Trustee will serve a Notice of Hearing relating to the Motion to all parties required to receive such notice, with the Notice containing the above proposed dates. In the event the Court does not grant this Motion for Order Shortening Time, or modifies the dates proposed by the Trustee herein, the Trustee will mail an amended Notice of Hearing to all parties informing them of the Court's Order.

DATED this 3rd day of May 2019.

/s/ Megan K. Baker
Michael F. Thomson
Peggy Hunt
Megan K. Baker
DORSEY & WHITNEY LLP
Attorneys for Chapter 11 Trustee

CERTIFICATE OF SERVICE – BY NOTICE OF ELECTRONIC FILING (CM/ECF)

I hereby certify that on the 3rd day of May 2019, I electronically filed the foregoing ***EX PARTE*** **MOTION FOR ORDER SHORTENING TIME FOR NOTICE AND HEARING REGARDING MOTION TO SELL PROPERTY** 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 uses and will be served through the CM/ECF system.

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/s/ Michelle Montoya