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**UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF UTAH, CENTRAL DIVISION**

In re:

The Falls at McMinnville LLC,

Debtor.

Bankr. No. 18-25492

Chapter 11

Honorable Chief Judge R. Kimball Mosier

**THE MUSEUM'S *EX PARTE* MOTION FOR LEAVE TO FILE OVERLENGTH
MEMORANDUM**

Pursuant to Local Rule 9013-1(k), Evergreen Aviation and Space Museum and The Captain Michael King Smith Educational Institute (the “*Museum*”) hereby moves the Court for an order permitting the filing of its overlength Motion for Relief from Stay and Memorandum in Support of Motion (the “*Motion*”) in the chapter 11 bankruptcy cases of The Falls at McMinnville, LLC (“*TFM*”) and The Falls Event Center, LLC (“*TFEC*,” and collectively, the “*Debtors*”). The Motion consists of 32 pages (including the Table of Contents and Motion itself), and in support hereof, the Museum respectfully represents to the Court as follows:

The memorandum contains, as Rule 9013-1(k) requires, a table of contents, a concise statement of facts (with appropriate references to the record in this case) and an argument preceded by a summary.

The length of the memorandum is necessary to fully explain the Museum's interest in the Debtors' assets, the Museum's obligations as a non-profit, and the public's interest in the Museum in the State of Oregon. Approximately half of the Motion is dedicated to explaining the interconnected nature of, and history between, the Debtors and the Museum. This extensive background is necessary because the relationship between the Debtors and the Museum was the result of two prior bankruptcy cases in the State of Oregon. This extensive background is also necessary to correct certain statements made to the Court in connection with TFEC's request to use the cash generated from all of its operations, including the Waterpark and events held on the Museum campus. *See In Re The Falls Event Center, LLC*, Case No. 18-25116 (Bankr. D. Utah, filed July 11, 2018) ("**TFEC Bankr.**"), Dkt. #6 (requesting use of "cash from operations of the Operating Event Centers"). At a hearing on TFEC's cash collateral motion, this Court expressed concern about the issue that this Motion now seeks to remedy - *i.e.*, that income generated from the Waterpark might have an impact on the TFM bankruptcy and TFM's creditors. TFEC Bankr., Dkt.#35 (Audio of Final Hearing on the Motion for Use of Cash Collateral) at 12:06-13:40. Indeed, the Museum has a first-priority lien in such funds but has reason to believe these funds have been diverted by TFEC to third parties prior to the TFEC Petition Date, and to expenses incurred by TFEC in connection with the administration of the chapter 11 cases filed by TFEC and its affiliated entities.

WHEREFORE, the Museum respectfully submits the overlength memorandum and requests leave to file the same.

DATED: January 15, 2019

STOEL RIVES LLP

/s/ Oren B. Haker

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CERTIFICATE OF SERVICE

I hereby certify that on this 15th day of January, 2019 I filed a true and correct copy of the foregoing The Museum's *Ex Parte* Motion For Leave To File Overlength Memorandum 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.

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I further certify the below parties who are not on the list to receive email notice/service for this case were served by U.S. First Class mail the 15th day of January, 2019.

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DATED: January 15, 2019



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