

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF NORTH CAROLINA
RALEIGH DIVISION

IN RE: CASTLETON GROUP, INC.)	No. 07-02896-5-RDD
)	
IN RE: CASTLETON AFFILIATES, LLC)	No. 07-02894-5-RDD
)	
IN RE: CASTLETON ASSOCIATES, LLC)	No. 07-02895-5-RDD
)	(Jointly Administered)
)	
Debtors)	CHAPTER 7

REQUEST FOR DISCHARGE AND FINAL REPORT AND FEE NOTICE OF COSTS AND EXPENSES OF THE SUCCESSOR TRUSTEE AND NAMED PLAN FIDUCIARY OF THE CASTLETON GROUP INC. 401(K) PLAN

Pursuant to the Order of the Court dated October 2, 2008, the Successor 401(K) Plan Trustee and Named Plan Fiduciary of the Castleton Group Inc. 401(K) Plan (the "Plan") submits this report and request for approval of fees and expenses for the period October 1, 2013 thru October 31, 2013. Having taken all actions contemplated by the Order of October 2, 2008, the Successor 401K Plan Trustee and Named Plan Fiduciary is requesting discharge.

ACTIVITY REPORT

The Final Form 5500 was completed and filed by October 15, 2013.

All distributions were completed as of December 31, 2012. The Successor 401K Plan Trustee is working with the Department of Labor requesting that there be no further audit for this plan. This has been confirmed for 2011, and the Successor 401K Plan Trustee has requested similar treatment for 2012. The Final Form 5500 was filed without an Audit and the Department of Labor was notified of this fact prior to filing. We have received no rejection of the filing.

All actions contemplated by the Orders of this Court dated October 2, 2008 have been completed and there remains no further action to be taken.

ACCOUNTINGS REGARDING THE 401(K) PLAN

As noted in the Order of October 2, 2008, before causing the Plan to pay compensation, fees or expenses, the Successor Trustee is to provide written notice (the "Fee Notice") of such compensation, fees or expenses, by filing the Fee Notice with the Court, and by serving a copy to the U.S. Department of Labor, Employee Benefits Security Administration, Atlanta Regional Office, Atlanta, Georgia, and to all of the Participating Employers in the Plan. The Successor Trustee submits her Fee Notice and Activity Report on a monthly basis. If, within fifteen (15) days after filing of a Fee Notice, no objection to the Fee Notice or payment by the Plan of the compensation, fees or expenses described therein is filed with the Court, such compensation, fees or expenses shall be deemed reasonable expenses of the Plan and shall be paid by the Plan without further action or approval of the Court. These fees and expenses will be paid from the Plan's expense reserve created by the Court's October 31, 2011 Order, rather than from accounts held at Transamerica.

In an effort to reduce costs, copies of this Final Fee Notice are being posted to RMI's website.

Attached hereto as **Exhibit 1** is a schedule of the hourly rates for the Successor Trustee and the hourly rates of any staff of Receivership Management, Inc. that might be used to carry out the terms of the Court's Order of October 2, 2008.

Attached hereto as **Collective Exhibit 2** are expense summaries for the period of October 1, 2013 to October 31, 2013.

Total expenses, as listed on Exhibit 2 include \$1,335.00 in Successor Trustee fees, \$75.00 in legal fees and \$1,475.80 in contract labor expenses (which include auditor fees and identified charges for other fees, postage, copies, telephone, travel, etc.) for the period of October 1, 2013 to October 31, 2013.

In the absence of any objection, total reimbursement for \$1,335.00 in Successor Trustee fees, \$75.00 in legal fees and \$1,475.80 in contract labor expenses will be paid from the Plan's expense reserve in accordance with the Court's October 2, 2008 Order. The exact amounts and the parties to be paid are listed below:

1.	Jeanne Barnes Bryant	\$1,335.00
2.	Berry & Tudor	\$75.00
3.	Receivership Management Inc.	\$1,475.80
	\$1,419.50/Contract labor	
	\$56.30/Other expenses	

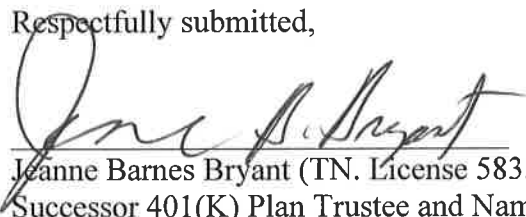
Pursuant to the Court's October 2, 2008 Order, if no objection is filed with the Court within fifteen (15) days after the filing of the Fee Notice with the Court, the Successor Trustee will proceed to authorize payments due counsel and any other parties listed.

Assuming the approval of the October fees, the Successor Trustee also requests approval of payment of the additional amount of \$3,819 for any issues relating to 5500 filings, handling all remaining questions from former members of the plan, and costs for the next six (6) years for retention and subsequent destruction of said records as required under ERISA.

In the absence of any objection filed by any party or the Court within 15 days of the filing of this report, the Successor Fiduciary's fiduciary will authorize payments as outlined above and be deemed discharged from her appointment as Successor 401K Plan Trustee and Named Plan Administrator.

Respectfully submitted,

Dated 3rd of Dec, 2013


Jeanne Barnes Bryant (TN. License 5835)
Successor 401(K) Plan Trustee and Named Plan
Administrator
Castleton Group Inc. 401(K) Plan
783 Old Hickory Blvd., Ste 255
Brentwood, TN 37027
Telephone: 615-370-0051
Fax: 615-373-4336

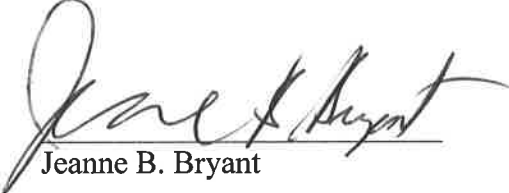
Certificate of Service

I hereby certify that a true and correct copy of the foregoing Successor Trustee's Final Report and Fee Notice has been or will be mailed by U.S. Mail and/or faxed if number available by the 3rd day of Dec, 2013 to the parties noted below

Robert M. Lewis, Jr.
Office of the Solicitor
U.S. Dept. of Labor
61 Forsyth St., SW, Rm. 7T10
Atlanta, GA 30303
Counsel to the U.S. Department of Labor

The Castleton Group, Inc.
c/o Hugh Davis Poyner Spruill LLP
P.O. Box 1801
Raleigh, NC 27602-1801
Counsel to Chapter 7 Trustee Richard Sparkman

Christopher T Graebe
Graebe Hanna & Welborn, PLLC
4350 Lassiter at North Hills, Ste 375
Raleigh, NC 27609
Counsel to Plan Participating Employers Dr. Lane & Associates, DDS,
Revels Turf and Tractor, Family Medical Supply, Inc. and XS, Inc.


Jeanne B. Bryant

Receivership Management, Inc.

783 Old Hickory Blvd., Suite 255 Brentwood, TN 37027 (615) 370-0051 Fax (615) 373-4336

Fee Schedule for Castleton Project:

Jeanne Barnes Bryant	\$150 per hour
Rob Moore	\$130 per hour
Billy Spaulding (C.P.A.)	\$110 per hour
Mary Batey (Claims Adm.)	\$40 per hour
Sarah Forton (Tech. Assist. 401k's)	\$45 per hour
Information Tech Consultant	\$65 per hour

Overhead charges are allocated pro-rata based upon the number of hours billed to a receivership. Overhead charges are included in the hourly rates shown above. Overhead includes expenses of a general nature which cannot be charged to a specific receivership. Examples include depreciation on equipment, insurance, etc.

Rent is allocated to a project based on a physical presence (i.e. Files, records, and other documentation) at the RMI location and the time spent on that project. It is by its nature an estimate and is normally set at the beginning of each quarter and remains constant during that quarter. It is charged, based on the preceding description, in addition to the hourly rates shown above. The allocation is reviewed each month and if there is a material change in either the physical presence occupied or time spent on the project, the rent allocation is adjusted to reflect current conditions.

Office Expenses which can be specifically identified to a project (eg. telephone, postage, copies etc.) are charged to the project as incurred.

Travel: Per Diem-\$39.00 for meals and incidentals (first and last day of travel 75% of per diem amount allowed). Per Diem paid only if overnight travel is required. Transportation: By private car: 58.5 cents per mile; By common carrier: Actual ticket cost at coach. Lodging: Actual amount charged.



SUMMARY TIME SHEET-SUCCESSOR TRUSTEE
SERVICES PROVIDED FOR CASTLETON GROUP INC 401K PLAN
FOR THE PERIOD 10/01/13 THROUGH 10/31/13

Jeanne Barnes Bryant

OCTOBER 2013 FEES	<u>1,335.00</u>
TOTAL FEES	<u><u>\$1,335.00</u></u>



Receivership Management, Inc.
P. O. Box 2307
Brentwood, TN 37024

Invoice for Professional Services

CASTLETON GROUP INC 401K PLAN **October 2013**

Date	Client	Description	Hours	Rate	Total
10/1/2013	Jeanne Barnes Bryant	E-MAILS RE TRANSAMERICA REPORTS, QUESTIONS RE SAME	0.5	\$150.00	\$75.00
10/2/2013	Jeanne Barnes Bryant	E-MAIL FROM TRANSAMERICA, QUESTION RE SAME	0.4	\$150.00	\$60.00
10/3/2013	Jeanne Barnes Bryant	QUESTION RE FORMS	0.3	\$150.00	\$45.00
10/4/2013	Jeanne Barnes Bryant	DISCUSSION RE FINAL WORK, QUESTIONS RE 5500	0.5	\$150.00	\$75.00
10/7/2013	Jeanne Barnes Bryant	QUESTIONS RE 5500 FILING	0.4	\$150.00	\$60.00
10/8/2013	Jeanne Barnes Bryant	QUESTION RE TRANSAMERICA REPORTS	0.4	\$150.00	\$60.00
10/9/2013	Jeanne Barnes Bryant	WORK RE 5500 FILINGS, REVIEW AND APPROVE AUDIT LETTER	1	\$150.00	\$150.00
10/10/2013	Jeanne Barnes Bryant	QUESTIONS RE AUDIT AND FILINGS	0.3	\$150.00	\$45.00
10/11/2013	Jeanne Barnes Bryant	QUESTION RE 5500 FILING	0.3	\$150.00	\$45.00
10/14/2013	Jeanne Barnes Bryant	DISCUSSION RE 5500 FILING	0.2	\$150.00	\$30.00
10/15/2013	Jeanne Barnes Bryant	QUESTION RE LETTER TO DOL, QUESTION RE AUDIT MEMO, REVIEW AND FILE 5500	0.6	\$150.00	\$90.00
10/16/2013	Jeanne Barnes Bryant	E-MAIL RE SEPTEMBER REPORT, REVIEW SAME, DRAFT SEPTEMBER REPORT, E-MAIL RE SAME	0.7	\$150.00	\$105.00
10/17/2013	Jeanne Barnes Bryant	QUESTION RE REPORT	0.2	\$150.00	\$30.00
10/18/2013	Jeanne Barnes Bryant	QUESTION RE FORMS, FINAL 5500	0.2	\$150.00	\$30.00
10/21/2013	Jeanne Barnes Bryant	E-MAIL FROM ROB MOORE RE CHANGES TO REPORT, REVIEW SAME, REVIEW AND SIGN REPORT, E-MAIL RE SAME, E-MAIL TO AND FROM SARAH FORTON RE FINAL REPORT, E-MAIL TO AND FROM DOL RE SAME	0.6	\$150.00	\$90.00

CASTLETON GROUP INC 401K PLAN**October 2013**

10/22/2013	Jeanne Barnes Bryant	E-MAIL FROM SARAH FORTON RE WEBSITE, QUESTION RE SAME	0.3	\$150.00	\$45.00
10/23/2013	Jeanne Barnes Bryant	E-MAILS RE QUESTIONS ON CLOSING, E-MAIL TO BILLY SPAULDING RE SAME, RESPONSE TO HUGH DAVIS	0.5	\$150.00	\$75.00
10/24/2013	Jeanne Barnes Bryant	QUESTION RE QUARTER REPORT, E-MAIL RE 5500 AND RESPONSE	0.5	\$150.00	\$75.00
10/27/2013	Jeanne Barnes Bryant	QUESTION RE AUDIT AND FINAL FILING	0.2	\$150.00	\$30.00
10/28/2013	Jeanne Barnes Bryant	QUARTERLY REPORT, QUESTION RE DISCHARGE ISSUES	0.3	\$150.00	\$45.00
10/31/2013	Jeanne Barnes Bryant	REVIEW REPORT AND QUESTIONS RE CLOSING AND LETTER FOR QUARTER	0.5	\$150.00	\$75.00

Total**\$1,335.00**

SUMMARY TIME SHEET-LEGAL COUNSEL
SERVICES PROVIDED FOR CASTLETON GROUP INC 401K PLAN
FOR THE PERIOD 10/01/13 THROUGH 10/31/13

Berry & Tudor

OCTOBER 2013 FEES	INV 18837	<u>75.00</u>	<u>75.00</u>
TOTAL FEES			<u><u>75.00</u></u>

BERRY & TUDOR, P.C.

A Professional Corporation

5123 Virginia Way
Suite B-23
Brentwood, Tennessee 37027-7598

Telephone: (615) 726-1000

Fax: (615) 370-0077

FEIN: 62-1525112

Ms. Jeanne Barnes Bryant
c/o Receivership Management, Inc.
783 Old Hickory Blvd., Suite 255
Brentwood, TN 37027

November 1, 2013

Client #: 801

RE: The Castleton Group, Inc. 401(k) Plan

Invoice #: 18837

DATE	DESCRIPTION	HOURS	AMOUNT
Oct-01-13	Emails from and to R. Moore re: zero balances for participant loan accounts at December 31, 2012.	0.30	75.00 BET
TOTAL FEES:		0.30	\$75.00

DISBURSEMENTS

TOTAL DISBURSEMENTS: \$0.00

TOTAL FEES & DISBURSEMENTS: \$75.00

Previous Balance \$0.00

Previous Payments \$0.00

PLEASE PAY: \$75.00

**PAYMENT DUE WITHIN 30 DAYS OF STATEMENT. THANK YOU.
PLEASE MAKE CHECKS PAYABLE TO BERRY & TUDOR, P.C.**

cc: Rob Moore via email

*Posted
BA
11-5-13*

SUMMARY TIME SHEET-CONTRACT LABOR
SERVICES PROVIDED FOR CASTLETON GROUP INC 401K PLAN
FOR THE PERIOD 10/01/13 THROUGH 10/31/13

Receivership Management, Inc.

OCTOBER 2013 FEES	1,419.50	
RMI EXPENSES	<u>56.30</u>	<u>1,475.80</u>
TOTAL FEES		<u><u>\$1,475.80</u></u>

Receivership Management, Inc.
P. O. Box 2307
Brentwood, TN 37024

Invoice for Professional Services

CASTLETON GROUP INC 401K PLAN

October 2013

Date	Client	Description	Hours	Rate	Amount
10/1/2013	Billy B. Spaulding	PREPARE DOCUMENTATION RELATING TO TY 2012 CHANGE IN PARTICIPANT LOAN BALANCES AND DISTRIBUTE TO J BRYANT AND R MOORE FOR DISCUSSION ON ENTERING ON F5500.	0.5	\$110.00	\$55.00
10/2/2013	Billy B. Spaulding	CONTINUE WORKING ON COMPILING INFORMATION FROM TRANSAMERICA REPORTS TO BE USED IN PREPARING TY 2012 F5500. DISCUSSION WITH R MOORE ON IDENTIFICATION OF TRUSTEE-TO-TRUSTEE TRANSFERS IN TY 2012. DISCUSSIONS AND E-MAILS ON ACCOUNTING FOR PARTICIPANT LOAN DISTRIBUTIONS AND TRUSTEE-TO TRUSTEE TRANSFERS. SET UP TY 2012 FORM 5500 IN EFAS2. BEGIN ENTERING DATA TO FORM.	5	\$110.00	\$550.00
10/2/2013	Sarah D. Forton	DOWNLOAD BANK STATEMENTS, UPDATE INTEREST EARNED, SET UP ACCRUAL FOR CONTRACT LABOR EXPENSE	0.5	\$45.00	\$22.50
10/3/2013	Billy B. Spaulding	RECONCILE MM BANK ACCOUNT	0.2	\$110.00	\$22.00
10/9/2013	Robert E. Moore, Jr.	REVIEW FILE, DRAFT AUDIT MEMO .5	0.5	\$130.00	\$65.00
10/10/2013	Sarah D. Forton	WORK ON FORM 5500	1.5	\$45.00	\$67.50
10/11/2013	Billy B. Spaulding	PREPARE WORKSHEET DOCUMENTING INFORMATION TO ENTER INTO EFAS2 FOR FILING TY 2012 F5500SF. ENTER DATA, PRINT DRAFT OF F5500 AND VERIFY INFORMATION.	2	\$110.00	\$220.00
10/11/2013	Robert E. Moore, Jr.	FORM 5500 DISCUSSION ON FILING .25	0.25	\$130.00	\$32.50
10/14/2013	Robert E. Moore, Jr.	REVIEW FORM 5500 ITEMS, DISCUSS SAME WITH B. SPAULDING .3	0.3	\$130.00	\$39.00
10/15/2013	Robert E. Moore, Jr.	QUESTIONS WITH B.TUDOR RE: PLAN TO PLAN TRANSFER NOTICES ON FORM 5500 .2; UPDATE WITH B.SPAULDING AND S.FORTON RE: SAME .2	0.4	\$130.00	\$52.00

CASTLETON GROUP INC 401K PLAN**October 2013**

10/15/2013	Sarah D. Forton	WORK ON AND FILE FORM 5500	0.5	\$45.00	\$22.50
10/17/2013	Sarah D. Forton	WORK ON MOTION FILING	1	\$45.00	\$45.00
10/19/2013	Robert E. Moore, Jr.	REVIEW AND REVISE REPORT .8	0.8	\$130.00	\$104.00
10/21/2013	Sarah D. Forton	WORK ON MOTION FILING	0.5	\$45.00	\$22.50
10/22/2013	Billy B. Spaulding	PREPARE MONTH END CLOSING ENTRIES AND UPDATE TRIAL BALANCE THRU 09-30-13. INSPECT ASSET AND LIABILITY ACCOUNTS FOR PROPER BACKUP DOCUMENTATION. PREPARE SCHEDULE OF RECEIPTS AND DISBURSEMENTS THRU 09-30-13.	0.5	\$110.00	\$55.00
10/22/2013	Sarah D. Forton	WORK ON MOTION FILING	1	\$45.00	\$45.00
Total					\$1,419.50

RMI EXPENSE RECOVERABLE CASTLETON

10/1/13 Through 10/31/13

Category Description	10/1/13- 10/31/13	OVERALL TOTAL
5300 EXPENSES		
6205-COPIES	-13.00	-13.00
6210-POSTAGE	-10.62	-10.62
6215-COURIER & OVERNIGHT	-32.68	-32.68
TOTAL 5300 EXPENSES	<u>-56.30</u>	<u>-56.30</u>
OVERALL TOTAL	<u>-56.30</u>	<u>-56.30</u>