

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

---

**FORTIETH 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 Fortieth Report and Fee Notice for fees and expenses for the period of November 1, 2012 - November 30, 2012.

**ACTIVITY REPORT**

Since December 1, 2011, the Successor 401K Plan Trustee has worked to distribute and terminate the 401K Plan.

All terminated employees who did not return their distribution request forms as of January 13<sup>th</sup> are being treated as "missing participants" as set forth in U.S. Department of Labor Field Assistance Bulletin 2004-02. On or about January 26, 2012, Transamerica transferred those participants' funds to an account established in the name of the Plan. This account will hold the plan funds of these participants while the Successor 401K Plan Trustee conducts a search for these terminated participants. Once this transfer took place, the Successor Trustee began working on Employer-plan to plan transfers and plan terminations. All plan to successor plan transfers have now been made for those employers who responded.

Transamerica currently holds \$53,167.72 in undistributed participant plan accounts. These participants meet the definition of "missing participants" as outlined in the U.S. Department of Labor Field Assistance Bulletin. These funds have been requested to be transferred to a plan account established by the Successor 401K Plan Trustee to hold missing participant accounts pending termination. The Successor 401K Plan Trustee

will make termination distributions to an IRA account established for each of these missing participants at PenChecks. A total of \$406,545.82 in missing participant distributions will be made relating to 99 missing participants. All distributions are expected to be completed before December 31, 2012.

A request was filed for additional benefits by a former employee of a participating employer. This request was denied on the basis of the Plan Document by the Successor 401K Plan Trustee. The former employee exercised appeal rights to submit additional information and the appeal was submitted to the Successor 401K Trustee. The earlier determination was affirmed by the Successor 401K Plan Trustee.

### **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 Fortieth Fee Notice and Report are being posted to RMI's website and post cards are being mailed to notify the 47 participating employers of the filing and its being available on the RMI 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 November 1, 2012 to November 30, 2012.

Total expenses, as listed on Exhibit 2 include \$855.00 in Successor Trustee fees and \$870.57 in contract labor expenses (which include auditor fees and identified charges for other fees, postage, copies, telephone, travel, etc.) for the period of November 1, 2012 – November 30, 2012.

In anticipation of this filing, a draft of this Fee Notice and the invoices were shared with Mr. Chris Graebe, Counsel for certain Plan Participating Employers.

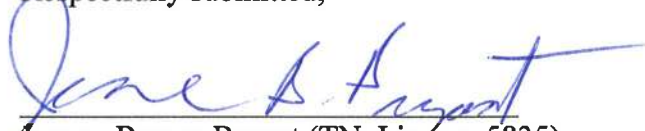
In the absence of any objection, total reimbursement for \$855.00 in Successor Trustee fees and \$870.57 in contract labor expenses will be paid from the Plan's expense reserve in accordance with the Court's October 2, 2008 Order. The exact amounts and the parties to be paid are listed below:

1. Jeanne Barnes Bryant \$855.00
2. Receivership Management Inc. \$870.57  
\$684.50/Contract labor  
\$186.07/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.

Dated Jan 4, 2013

Respectfully submitted,



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 Fortieth Report and Fee Notice has been or will be mailed by U.S. Mail and/or faxed if number available by the 4th day of Jan, 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.

**I hereby certify that a true and correct copy of the foregoing Successor Trustee's Fortieth Report and Fee Notice has been or will be posted to the website of Receivership Management, Inc. ([www.receivermgmt.com](http://www.receivermgmt.com)) and that notice of filing and posting has been mailed by U.S. Mail by the 4th day of Jan, 2013 to the parties noted below**

1-800-Pack-Rat, LLC  
Attn: Don Platt  
6400 Goldsboro Rd Ste 300  
Bethesda, MD 20817

Albemarle Propane  
Attn: Alec Natt  
PO Box 1831  
Statesville, NC 28687-1831

Alternate Access, Inc.  
Attn: Adrienne Lumpkin  
5623 Duraleigh Rd, Suite 111  
Raleigh, NC 27612

Apex Veterinary Hospital Equine, P.A.  
Attn: Karin Prince & Dr. Richard Cochrane  
1600 E. Williams Street  
Apex, NC 27539

Ascom Wireless Solutions  
Attn: Nancy Duffy  
598 Airport Blvd, Suite 300  
Morrisville, NC 27560

Bes-Pak, Inc.  
Attn: Steve Whitt  
2306 Cedar Run Place  
Wilson, NC 27896

Carolina Safety Sports International, LLC  
Attn: Tammy Joyce  
124 Sunrise Center Drive  
Thomasville, NC 27360

Cenplex Building Services, Inc  
Attn: Dwight Riley & Chelle Ritchey  
2400 Reliance Avenue  
Apex, NC 27539

DB Management Company  
Attn: Joseph & Diane Bastian  
5850 Fayetteville Road, #205  
Durham, NC 27713

Dogwood Veterinary Hospital & Pet Resort  
Attn: Dr. Linda Sands  
51 Vickers Rd  
Chapel Hill, NC 27517

ducdud, LLC  
Attn: Jodi Cheek  
116 N. West St, Ste 200  
Raleigh, NC 27603

The Executive Staffing Group  
Attn: Matt Savage  
324 South Academy St  
Cary, NC 27511

E & E Farm Equipment  
Attn: Cheryl Ellington  
70 John Deere Road  
Henderson, NC 27537

Family Medical Supply, Inc.  
Attn: Joey Tart  
1120 W. Broad Street  
Dunn, NC 28334

Fortner Insurance Agency, Inc  
Attn: William Shurley  
311 Oak Avenue, P.O. Box 39  
Spruce Pine, NC 28777

Furdex.com  
Attn: Jimmy Redmond  
604 Sunset Drive  
High Point, NC 27262

Galaxy Travel dba Prestige Travel of NC  
Attn: Aaron Spaulding  
5400 Glenwood Avenue, Suite 200  
Raleigh, NC 27612

Harnett Tractor Company, Inc  
Attn: David Lewis  
PO Box 1152  
Dunn, NC 28334

Cabinets by Horizon, LLC  
PO Box 466  
Garner, NC 27529

Indoor Storm, LLC  
2300 Westinghouse Blvd., Ste. 110  
Raleigh, NC 27604

Jamakin Cakes dba Edible Art  
Attn: Michelle Holcomb & Bobby Reynolds  
3801 Hillsborough Street, Suite 405  
Raleigh, NC 27607

Klein Decisions, LLC  
Attn: Robert Padgette & Sally Atwater  
PO Box 13628, 68 TW Alexander Dr  
RTP, NC 27709-3628

L&J Hardwood  
Attn: Joe Amundson  
3554 State Route 125  
Bethal, OH 45106

Materials Innovation Technologies, LLC  
Attn: Jim Stike & Bill Austin  
320 Rutledge Road  
Fletcher, NC 28732

MBA Software Technologies, Inc.  
Attn: Pete Meyer  
48 McKinney Road  
Etowah, NC 27607

McLamb's LP Gas & Supply Co., Inc  
3469 NC 242 South  
Benson, NC 27504

Media Research Planning & Placement, Inc.  
Attn: Sheila Ogle  
201 West Chatham St. Ste 202  
Cary, NC 27511

Mike Hensley  
3948 Browning Place, Suite 200  
Raleigh, NC 27609

MMI Associates Consulting, Inc.  
Attn: Patricia Briguglio  
223 E. Chatham St  
Cary, NC 27511

NorTex Communications, Inc. dba Response Point  
Attn: Brian Gossett  
111 Corning Rd, Suite 116  
Cary, NC 27518

Personnel Management Services dba Lane & Associates, D.D.S., P.A.  
Attn: Phillip Butts  
12450 Cleveland Rd Ste 203  
Garner, NC 27529

Revels Tractor Company, Inc.  
Attn: Turner Revels  
2217 N Main St  
Fuquay Varina, NC 27526

Stewart Physical Therapy Clinic, Inc.  
Attn: Eddie Stewart  
1713 Vaughn Rd  
Burlington, NC 27217

The Animal Hospital of Wilkes, P.A.  
Attn: John Stinson & Stephanie Stinson  
1609 Curtis Bridge Road  
Wilkesboro, NC 28697

Triangle Cable Splicing Co., Inc.  
Attn: Randal Roch  
200 Powell Dr., Ste 108  
Raleigh, NC 27606

Triangle Compounding Pharmacy  
Attn: Joe Cabaleiro  
550 New Waverly Place, Suite 110  
Cary, NC 27518

TriSure Corporation  
Attn: John Cramer  
4325 Lake Boone Trail #200  
Raleigh, NC 27607

US Armored, LLC  
Attn: Michael D. Field  
410 North Boylan Ave, Ste 83  
Cary, NC 27603



VectorCSP, LLC  
Frank Holman  
405 E Main St  
Elizabeth City, NC 27909

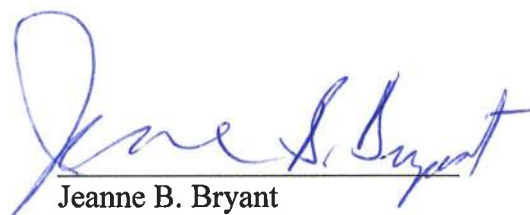
VEETech, P.C.  
Attn: Dene Perry & Amitava Sarkar  
113 Centrewest Ct  
Cary, NC 27513

Vein Clinic of Charlotte  
10502 Park Road, Ste. 120  
Charlotte, NC 28210

Wake Forest Urgent Care  
2115-A South Main Street  
Wake Forest, NC 27587

Worldwide Express  
Attn: Brian Tribble  
116 N. West St, Ste 200  
Raleigh, NC 27603

XS, Inc  
Attn: Thad Armbruster  
1500 Perimeter Park Dr, Ste 300  
RTP, NC 27560



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 11/01/12 THROUGH 11/30/12

Jeanne Barnes Bryant

NOV 2012 FEES

855.00

**TOTAL FEES**

**\$855.00**



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

Invoice for Professional Services

**CASTLETON GROUP INC 401K PLAN** **November 2012**

Date	Client	Description	Hours	Rate	Total
11/1/2012	Jeanne Barnes Bryant	QUESTION RE MAILING	0.1	\$150.00	\$15.00
11/2/2012	Jeanne Barnes Bryant	E-MAIL FROM TRANSAMERICA RE PROBLEM FORM, DISCUSSION WITH SARAH FORTON RE SAME, REVIEW AND SIGN ADDITIONAL FORMS	0.5	\$150.00	\$75.00
11/5/2012	Jeanne Barnes Bryant	QUESTIONS RE TERMINATIONS REMAINING	0.2	\$150.00	\$30.00
11/6/2012	Jeanne Barnes Bryant	REVIEW AND SIGN FORMS, E-MAIL FROM TRANSAMERICA	0.2	\$150.00	\$30.00
11/7/2012	Jeanne Barnes Bryant	REVIEW REPORT AND LETTER RE SAME, DISCUSSION WITH ROB MOORE RE REPORT FOR DOL	0.3	\$150.00	\$45.00
11/8/2012	Jeanne Barnes Bryant	DISCUSSION WITH ROB MOORE RE REMAINING WORK, REVIEW REPORT	0.3	\$150.00	\$45.00
11/12/2012	Jeanne Barnes Bryant	QUESTIONS RE TERMINATIONS	0.1	\$150.00	\$15.00
11/13/2012	Jeanne Barnes Bryant	E-MAIL FROM BILLY SPAULDING RE TRANSFERS, DISCUSSION WITH BILLY SPAULDING AND SARAH FORTON RE REMAINING TRANSFERS, DISCUSSION WITH ROB MOORE RE SAME	0.6	\$150.00	\$90.00
11/14/2012	Jeanne Barnes Bryant	DISCUSSION RE FUNDS IN ACCOUNT, QUESTIONS RE REMAINING 1099 AND 5500 FILINGS, ISSUE RE TRANSAMERICA	0.4	\$150.00	\$60.00
11/15/2012	Jeanne Barnes Bryant	REQUEST RE REPORT, E-MAIL FROM SARAH FORTON RE SAME	0.3	\$150.00	\$45.00
11/16/2012	Jeanne Barnes Bryant	DRAFT OCTOBER REPORT	0.4	\$150.00	\$60.00
11/19/2012	Jeanne Barnes Bryant	E-MAIL FROM SARAH FORTON RE REPORT, REPORT RE STATUS TO GRAHAM MATHERNE	0.3	\$150.00	\$45.00
11/20/2012	Jeanne Barnes Bryant	REVIEW CHANGES TO REPORT, E-MAIL FROM ROB MOORE RE SAME, E-MAIL TO SARAH FORTON RE POSTING SAME	0.4	\$150.00	\$60.00

Thursday, December 13, 2012

**CASTLETON GROUP INC 401K PLAN****November 2012**

11/26/2012	Jeanne Barnes Bryant	QUESTION RE REMAINING CHECKS AND YEAR END ISSUES	0.3	\$150.00	\$45.00
11/27/2012	Jeanne Barnes Bryant	REVIEW AND SIGN REPORT, E-MAIL TO DOL RE SAME, QUESTION TO ROB MOORE RE TRANSAMERICA	0.5	\$150.00	\$75.00
11/28/2012	Jeanne Barnes Bryant	REVIEW AND SIGN CHECKS	0.2	\$150.00	\$30.00
11/29/2012	Jeanne Barnes Bryant	E-MAIL RE REPORT AND POST CARDS TO ROB MOORE	0.2	\$150.00	\$30.00
11/30/2012	Jeanne Barnes Bryant	REVIEW AND SIGN FORMS, QUESTION RE TRANSAMERICA LETTER, REVIEW AND SIGN SAME	0.4	\$150.00	\$60.00

**Total****\$855.00**

**SUMMARY TIME SHEET-CONTRACT LABOR**  
SERVICES PROVIDED FOR CASTLETON GROUP INC 401K PLAN  
FOR THE PERIOD 11/01/12 THROUGH 11/30/12

Receivership Management, Inc.

NOV 2012 FEES	684.50	
RMI EXPENSES	<u>186.07</u>	<u>870.57</u>
<b>TOTAL FEES</b>		<b><u><u>\$870.57</u></u></b>

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

Invoice for Professional Services

**CASTLETON GROUP INC 401K PLAN** **November 2012**

Date	Employee	Description	Hours	Rate	Amount
11/2/2012	Sarah D. Forton	WORK ON MOTION FILING, PROCESS AND FORWARD DISTRIBUTION REQUEST, E-MAIL TO TRANSAMERICA RE: SAME	2	\$45.00	\$90.00
11/5/2012	Sarah D. Forton	DOWNLOAD BANK STATEMENTS, UPDATE INTEREST EARNED, SET UP ACCRUAL FOR CONTRACT LABOR EXPENSE	0.5	\$45.00	\$22.50
11/6/2012	Billy B. Spaulding	RECONCILE BANK ACCT	0.2	\$110.00	\$22.00
11/6/2012	Sarah D. Forton	E-MAIL TO TRANSAMERICA RE: DISTRIBUTION W AUSTIN	0.5	\$45.00	\$22.50
11/14/2012	Robert E. Moore, Jr.	WORK ON CASTLETON STATUS .4	0.4	\$130.00	\$52.00
11/14/2012	Sarah D. Forton	SET UP PENCHECKS ACCOUNT RE: MISSING PARTICIPANTS	0.5	\$45.00	\$22.50
11/19/2012	Robert E. Moore, Jr.	WORK ON CASTLETON REPORT .5	0.5	\$130.00	\$65.00
11/19/2012	Sarah D. Forton	WORK ON MOTION FILING	1	\$45.00	\$45.00
11/20/2012	Robert E. Moore, Jr.	DISCUSSION ON CASTLETON MATTERS WITH S.FORTON AND J.BRYANT .3	0.3	\$130.00	\$39.00
11/20/2012	Sarah D. Forton	WORK ON MOTION FILING	0.5	\$45.00	\$22.50
11/27/2012	Sarah D. Forton	CALLS FROM PARTICIPANTS RE: DISTRIBUTION FORMS	0.5	\$45.00	\$22.50
11/29/2012	Robert E. Moore, Jr.	REVIEW TRANSAMERICA ACCOUNTS, GENERATE REPORTS, DRAFT FINAL INSTRUCTIONS LETTER, FORWARD TO S.FORTON FOR COMPLETION I.3	1.3	\$130.00	\$169.00
11/30/2012	Sarah D. Forton	PREPARATION OF REMAINING PARTICIPANT LIST, E-MAILS TO ROBERT MOORE RE: SAME, FORWARD REQUEST, PREPARATION OF CHECK, WORK ON DISTRIBUTION	2	\$45.00	\$90.00

Thursday, December 13, 2012

**CASTLETON GROUP INC 401K PLAN**

**November 2012**

**Total**

**\$684.50**



### RMI EXPENSE RECOVERABLE CASTLETON

11/1/12 Through 11/30/12

Category Description	11/1/12- 11/30/12	OVERALL TOTAL
5300 EXPENSES		
COPIES	-22.00	-22.00
POSTAGE	-24.48	-24.48
COURIER & OVERNIGHT	-131.19	-131.19
TELEPHONE LONG DISTANCE	-8.40	-8.40
TOTAL 5300 EXPENSES	<u>-186.07</u>	<u>-186.07</u>
OVERALL TOTAL	<u>-186.07</u>	<u>-186.07</u>