

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

**FIFTIETH 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 September 1, 2013 – September 30, 2013.

ACTIVITY REPORT

Since September 1, 2013 – September 30, 2013, the Successor 401K Plan Trustee has continued to work to complete final termination of the 401K Plan. This has included responding to an employer's group after tax/pre-tax distributions and 1099 reporting and preparations for the filing of Forms 5500 due in October, 2013. The Final Form 5500 was completed and filed by October 15, 2013. The Successor 401K Plan Trustee will file her final report with the Court in November and seek her discharge.

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 continue to wait to see if an audit will be requested. In anticipation of such audit not being requested for plan year 2012, the Successor 401K Plan Trustee will file her final report in November and seek her discharge.

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 Fiftieth 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 September 1, 2013 to September 30, 2013.

Total expenses, as listed on Exhibit 2 include \$825.00 in Successor Trustee fees and \$1,148.90 in contract labor expenses (which include auditor fees and identified charges for other fees, postage, copies, telephone, travel, etc.) for the period of September 1, 2013 –September 30, 2013.

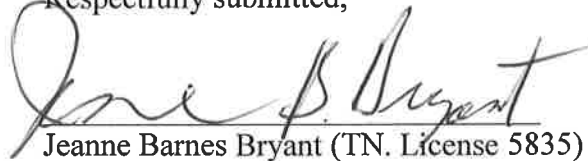
In the absence of any objection, total reimbursement for \$825.00 in Successor Trustee fees and \$1,148.90 in contract labor expenses will be paid from the Plan's expense reserve in accordance with the Court's October 2, 2008 Order. The exact amounts and the parties to be paid are listed below:

1.	Jeanne Barnes Bryant	\$825.00
2.	Receivership Management Inc.	\$1,148.90
	\$1,099.50/Contract labor	
	\$49.40/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 October 22, 2013

Respectfully submitted,

A handwritten signature in cursive script, appearing to read "Jeanne B. Bryant".

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

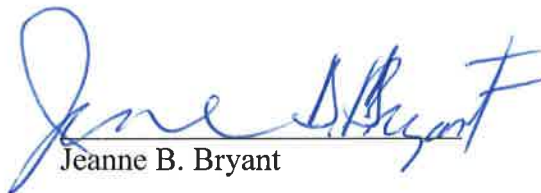
Certificate of Service

I hereby certify that a true and correct copy of the foregoing Successor Trustee's Fiftieth Report and Fee Notice has been or will be mailed by U.S. Mail and/or faxed if number available by the 22nd day of October, 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

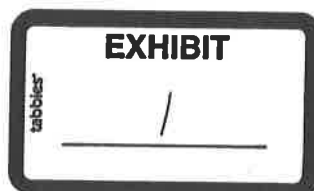
Information Tech Consultant \$65 per hour

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 9/01/13 THROUGH 9/30/13

Jeanne Barnes Bryant

SEPTEMBER 2013 FEES 825.00

TOTAL FEES \$825.00



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

Invoice for Professional Services

CASTLETON GROUP INC 401K PLAN

September 2013

Date	Client	Description	Hours	Rate	Amount
9/6/2013	Jeanne Barnes Bryant	E-MAIL RE STATUS	0.1	\$150.00	\$15.00
9/9/2013	Jeanne Barnes Bryant	QUESTION RE ACCOUNT	0.1	\$150.00	\$15.00
9/10/2013	Jeanne Barnes Bryant	CALL RE TERMINATIONS	0.2	\$150.00	\$30.00
9/12/2013	Jeanne Barnes Bryant	QUESTION RE MONTHLY REPORT	0.1	\$150.00	\$15.00
9/16/2013	Jeanne Barnes Bryant	E-MAIL FROM HUGH DAVIS RE STATUS, QUESTION RE SAME	0.5	\$150.00	\$75.00
9/17/2013	Jeanne Barnes Bryant	E-MAIL FROM SARAH FORTON RE AUGUST REPORT, DISCUSSION WITH ROB MOORE RE RESPONSE AND ISSUES RE CLOSING	0.5	\$150.00	\$75.00
9/18/2013	Jeanne Barnes Bryant	QUESTION RE CLOSING	0.3	\$150.00	\$45.00
9/19/2013	Jeanne Barnes Bryant	MEETING WITH ROB MOORE AND BILLY SPAULDING RE CLOSING EXPENSES, QUESTION RE AUGUST FILING	0.5	\$150.00	\$75.00
9/20/2013	Jeanne Barnes Bryant	DISCUSSION WITH ROB MOORE RE 1099 FILINGS, QUESTION RE DISTRIBUTION	1	\$150.00	\$150.00
9/23/2013	Jeanne Barnes Bryant	E-MAIL TO HUGH DAVIS RE QUESTION, DRAFT REPORT, DISCUSSION RE FINAL ISSUES, E-MAIL FROM BILLY SPAULDING RE TOTALS, E-MAILS TO AND FROM SARAH FORTON RE REPORT, REVIEW EXHIBITS AND FINAL CHANGES, E-MAIL TO DOL RE SAME	1	\$150.00	\$150.00
9/24/2013	Jeanne Barnes Bryant	E-MAIL RE FILING AND WEBSITE	0.2	\$150.00	\$30.00
9/25/2013	Jeanne Barnes Bryant	E-MAIL RE POSTING, QUESTION RE FINAL REPORT	0.2	\$150.00	\$30.00
9/26/2013	Jeanne Barnes Bryant	QUESTION RE ACCOUNT	0.3	\$150.00	\$45.00
9/30/2013	Jeanne Barnes Bryant	E-MAILS RE LISTS, QUESTION RE FINAL REPORT	0.5	\$150.00	\$75.00

Thursday, October 17, 2013

CASTLETON GROUP INC 401K PLAN

September 2013

Total

\$825.00

SUMMARY TIME SHEET-CONTRACT LABOR
SERVICES PROVIDED FOR CASTLETON GROUP INC 401K PLAN
FOR THE PERIOD 9/01/13 THROUGH 9/30/13

Receivership Management, Inc.

SEPTMBER 2013 FEES	1,099.50	
RMI EXPENSES	<u>49.40</u>	<u>1,148.90</u>
TOTAL FEES		<u><u>\$1,148.90</u></u>

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

Invoice for Professional Services

CASTLETON GROUP INC 401K PLAN

September 2013

Date	Service Description	Hours	Rate	Amount
9/4/2013	Billy B. Spaulding RECONCILE BANK ACCOUNT	0.2	\$110.00	\$22.00
9/4/2013	Sarah D. Forton DOWNLOAD BANK STATEMENTS, UPDATE INTEREST EARNED, SET UP ACCRUAL FOR CONTRACT LABOR EXPENSE	0.5	\$45.00	\$22.50
9/16/2013	Robert E. Moore, Jr. EMAIL FROM H.DAVIS RE: PLAN TERMINATION AND FINAL 5500, FORWARD TO J.BRYANT FOR DISCUSSION .2	0.2	\$130.00	\$26.00
9/17/2013	Robert E. Moore, Jr. MEETING WITH J.BRYANT RE: PLAN TERMINATION STATUS, AUDIT PROCEDURE, EMAIL FROM H.DAVIS .5	0.5	\$130.00	\$65.00
9/18/2013	Sarah D. Forton WORK ON FEE MOTION	0.5	\$45.00	\$22.50
9/20/2013	Robert E. Moore, Jr. MEETING WITH J.BRYANT RE: PLAN TERMINATION, POTENTIAL CLOSING ISSUES, TIMING OF FINAL RETURNS, PLAN TERMS RE: DISPOSITION OF PLAN ASSETS 1.0	1	\$130.00	\$130.00
9/23/2013	Robert E. Moore, Jr. MEETING WITH J.BRYANT AND B.SPAULDING RE: PENDING 5500, FINAL 5500 FILING, RECORDS DISPOSITION EXPENSE, OUTSTANDING ISSUES WITH DOL .85	0.85	\$130.00	\$110.50
9/23/2013	Sarah D. Forton WORK ON FEE MOTION	1	\$45.00	\$45.00
9/25/2013	Billy B. Spaulding ACCESS TRANSAMERICA DATABASE FOR INFORMATION TO BE USED TO COMPLETE TY 2012 F5500. E MAIL TO R MOORE ON INFORMATION NEEDED AND NOT ON DATABASE.	1.2	\$110.00	\$132.00
9/25/2013	Robert E. Moore, Jr. RESPOND TO QUESTIONS RE: FORM 5500 AND SOURCE MATERIALS FROM TRANSAMERICA .3	0.3	\$130.00	\$39.00
9/25/2013	Sarah D. Forton WORK ON FEE MOTION	1	\$45.00	\$45.00

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CASTLETON GROUP INC 401K PLAN

September 2013

9/30/2013	Billy B. Spaulding	INSPECT REPORTS AVAILABLE ON CASTLETON DATABASE THAT CAN BE USED TO PREPARE TY 2012 F5500. PRINT AND DOWNLOAD VARIOUS REPORTS WITH TY 2012 ACTIVITY. ANALYSIS OF REPORTS TO DETERMINE SECTIONS OF F5500 TO USE VALUES IN REPORTS FOR.	4	\$1110.00	\$440.00
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Total **\$1,099.50**

RMI EXPENSE RECOVERABLE CASTLETON

9/1/13 Through 9/30/13

Category Description	9/1/13- 9/30/13	OVERALL TOTAL
5300 EXPENSES		
6205-COPIES	-5.90	-5.90
6210-POSTAGE	-11.08	-11.08
6215-COURIER & OVERNIGHT	-32.42	-32.42
TOTAL 5300 EXPENSES	<u>-49.40</u>	<u>-49.40</u>
OVERALL TOTAL	<u>-49.40</u>	<u>-49.40</u>