

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

**FORTY-SEVENTH 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 June 1, 2013 – June 30, 2013.

ACTIVITY REPORT

Since June 1, 2013 – June 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.

On December 20, 2012, Transamerica transmitted all funds held for undistributed participant plan accounts to the above referenced plan account that was established for participants who, after repeated attempts, failed to return their distribution forms. These participants met the definition of "missing participants" as outlined in the U.S. Department of Labor Field Assistance Bulletin. The Successor 401K Plan Trustee has made all termination distributions to an IRA account established for each of these missing participants at PenChecks, Inc. A total of \$408,149.70 in missing participant distributions for 106 missing participants was sent to PenChecks, Inc. on December 26, 2012. This means that all distributions were completed as of December 31, 2012. The Successor 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 IF has requested similar treatment for 2012. If this is confirmed, then a final filing noting completion of all tasks will be filed with the Court.

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 Forty-Seventh 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 June 1, 2013 to June 30, 2013.

Total expenses, as listed on Exhibit 2 include \$615.00 in Successor Trustee fees and \$299.24 in contract labor expenses (which include auditor fees and identified charges for other fees, postage, copies, telephone, travel, etc.) for the period of June 1, 2013 – June 30, 2013.

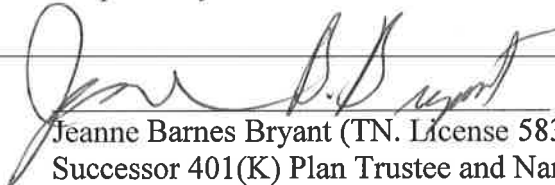
In the absence of any objection, total reimbursement for \$615.00 in Successor Trustee fees and \$299.24 in contract labor expenses will be paid from the Plan's expense reserve in accordance with the Court's October 2, 2008 Order. The exact amounts and the parties to be paid are listed below:

1.	Jeanne Barnes Bryant	\$615.00
2.	Receivership Management Inc.	\$299.24
	\$225.50/Contract labor	
	\$73.74/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.

Respectfully submitted,

Dated 24th of July, 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

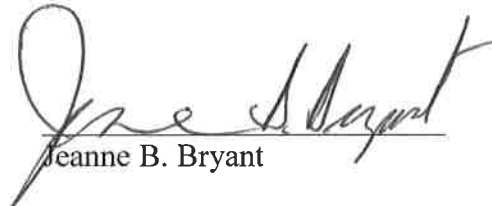
Certificate of Service

I hereby certify that a true and correct copy of the foregoing Successor Trustee's Forty-Seventh Report and Fee Notice has been or will be mailed by U.S. Mail and/or faxed if number available by the 24th day of July, 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

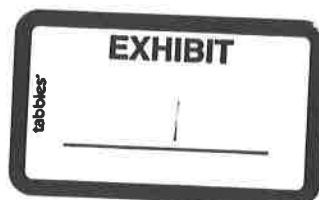
Information Tech Consultant \$65 per hour

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.

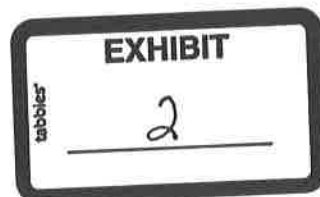


SUMMARY TIME SHEET-SUCCESSOR TRUSTEE
SERVICES PROVIDED FOR CASTLETON GROUP INC 401K PLAN
FOR THE PERIOD 6/01/13 THROUGH 6/30/13

Jeanne Barnes Bryant

JUNE 2013 FEES 615.00

TOTAL FEES \$615.00



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

Invoice for Professional Services

CASTLETON GROUP INC 401K PLAN		June 2013
6/3/2013	Jeanne Barnes Bryant	0.3 \$150.00 \$45.00
	QUESTION FROM SARAH FORTON RE MAILING, ISSUE RE CERTIFICATION, QUESTION RE CHECKS	
6/4/2013	Jeanne Barnes Bryant	0.2 \$150.00 \$30.00
	E-MAIL FROM ROB MOORE RE ANSWERS FROM TRANSAMERICA	
6/5/2013	Jeanne Barnes Bryant	0.2 \$150.00 \$30.00
	E-MAIL FROM ROB MOORE TO SHURLEY RE TAX ISSUES AND TRANSAMERICA RESPONSE	
6/6/2013	Jeanne Barnes Bryant	0.1 \$150.00 \$15.00
	QUESTION RE MAY REPORT	
6/7/2013	Jeanne Barnes Bryant	0.5 \$150.00 \$75.00
	QUESTION RE AUDIT, E-MAIL FROM SARAH FORTON RE MAY REPORT, DRAFT MAY REPORT, E-MAIL RE SAME	
6/10/2013	Jeanne Barnes Bryant	0.5 \$150.00 \$75.00
	QUESTION RE REPORT, COMPLETE SAME	
6/11/2013	Jeanne Barnes Bryant	0.3 \$150.00 \$45.00
	E-MAIL RE FINAL MAY REPORT, RESPONSE RE SAME	
6/12/2013	Jeanne Barnes Bryant	0.5 \$150.00 \$75.00
	E-MAIL TO DOL RE REPORT; RESPONSE RE SAME, E-MAIL TO SARAH FORTON RE SAME, QUESTION TO ROB MOORE	
6/13/2013	Jeanne Barnes Bryant	0.4 \$150.00 \$60.00
	E-MAIL RE QUESTION ON CLOSING, QUESTION RE REPORT	
6/14/2013	Jeanne Barnes Bryant	0.6 \$150.00 \$90.00
	E-MAIL FROM ROB MOORE RE MAY REPORT, E-MAIL FROM SARAH FORTON RE REPORT; E-MAIL FROM BROCKMAN RE QUESTIONS ON BANKRUPTCY AND CLOSING	
6/18/2013	Jeanne Barnes Bryant	0.1 \$150.00 \$15.00
	E-MAIL RE WEBSITE REQUEST	
6/27/2013	Jeanne Barnes Bryant	0.3 \$150.00 \$45.00
	QUESTION RE BANKRUPTCY AND AUDIT STATUS, CALLS RE SAME	
6/28/2013	Jeanne Barnes Bryant	0.1 \$150.00 \$15.00
	QUESTION RE REMAINING WORK	
Total		\$615.00

Thursday, July 18, 2013

Page 1 of 1

SUMMARY TIME SHEET-CONTRACT LABOR
SERVICES PROVIDED FOR CASTLETON GROUP INC 401K PLAN
FOR THE PERIOD 6/01/13 THROUGH 6/30/13

Receivership Management, Inc.

JUNE 2013 FEES	225.50	
RMI EXPENSES	<u>73.74</u>	<u>299.24</u>
TOTAL FEES		<u><u>\$299.24</u></u>

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

Invoice for Professional Services

CASTLETON GROUP INC 401K PLAN		June 2013
6/4/2013	Sarah D. Forton	DOWNLOAD BANK STATEMENTS, UPDATE INTEREST EARNED, SET UP ACCRUAL FOR CONTRACT LABOR EXPENSE 0.5 \$45.00 \$22.50
6/5/2013	Robert E. Moore, Jr.	REVIEW EMAIL FROM C.LOGAN RE: FORTNER INSURANCE PARTICIPANTS' TAX REPORTING ISSUE, FORWARD SAME TO W.SHURLEY AND J.BRYANT .2 \$130.00 \$26.00
6/6/2013	Billy B. Spaulding	RECONCILE BANK ACCOUNT 0.2 \$110.00 \$22.00
6/11/2013	Sarah D. Forton	WORK ON MOTION FILING 1 \$45.00 \$45.00
6/13/2013	Robert E. Moore, Jr.	DISCUSSION WITH B.SPAULDING RE: FILING OF FINAL FORM 5500 .2; EMAIL TO C.LOGAN RE: 5500 PACKAGE AND ACTION FROM TRANSAMERICA .10; REVIEW AND RESPOND TO H.DAVIS EMAIL RE: FINAL FORM 5500 AND SCHEDULED CLOSING OF THE BANKRUPTCY PROCEEDING .2; 0.5 \$130.00 \$65.00
6/14/2013	Sarah D. Forton	WORK ON MOTION FILING 1 \$45.00 \$45.00
Total		\$225.50

RMI EXPENSE RECOVERABLE CASTLETON

6/1/13 Through 6/30/13

Category Description	6/1/13- 6/30/13	OVERALL TOTAL
5300 EXPENSES		
6205-COPIES	-9.90	-9.90
6210-POSTAGE	-31.02	-31.02
6215-COURIER & OVERNIGHT	-32.82	-32.82
TOTAL 5300 EXPENSES	<u>-73.74</u>	<u>-73.74</u>
OVERALL TOTAL	<u>-73.74</u>	<u>-73.74</u>