

DEBTOR: Castle Arch Smyrna, LLC

MONTHLY OPERATING REPORT
 CHAPTER 11

CASE NUMBER 11-35246

Form 2-A
COVER SHEET

For Period Ending 10/31/2011

Accounting Method: Accrual Basis Cash Basis


THIS REPORT IS DUE 14 DAYS AFTER THE END OF THE MONTH

Mark One Box for Each
 Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee
 has waived the requirement in writing. File the original with the Clerk of Court.
 Submit a duplicate, with original signature, to the U. S. Trustee.

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<input type="checkbox"/>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts IMPORTANT: Redact account numbers and remove check images
<input type="checkbox"/>	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.

Executed on: 12/27/2011 Print Name: Glen A Martinsen
 Signature: 
 Title: Principal Accounting Officer



DEBTOR: Castle Arch Smyrna, LLC

CASE NO: 11-35246

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 10/20/11 to 10/31/11

CASH RECEIPTS DETAIL
(attach additional sheets as necessary)

Account No:

Date	Payer	Description	Amount
			\$

Total Cash Receipts \$ 0 (1)

(1) Total for all accounts should agree with total cash receipts listed on Form 2-B, page 1

DEBTOR: Castle Arch Smyrna, LLC

CASE NO: 11-35246

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 10/20/11 to 10/31/11

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account No:

Date	Check No.	Payee	Description (Purpose)	Amount
				\$

Total Cash Disbursements \$ 0 (1)

(1) Total for all accounts should agree with total cash disbursements listed on Form 2-B, page 1

Form 2-C
COMPARATIVE BALANCE SHEET
 For Period Ended: 10/31/2011

ASSETS	Current Month	Petition Date (1)
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 0.00	\$ 0.00
Accounts Receivable (from Form 2-E)	0.00	0.00
Receivable from Officers, Employees, Affiliates	0.00	0.00
Inventory	0.00	0.00
Other Current Assets :(List) <u>Land</u>	5,808,000.00	5,808,000.00
	<u>0.00</u>	<u>0.00</u>
Total Current Assets	\$ <u>5,808,000.00</u>	\$ <u>5,808,000.00</u>
Fixed Assets:		
Land	\$ 0.00	\$ 0.00
Building	0.00	0.00
Equipment, Furniture and Fixtures	0.00	0.00
Total Fixed Assets	<u>0.00</u>	<u>0.00</u>
Less: Accumulated Depreciation	(0.00)	(0.00)
Net Fixed Assets	\$ <u>0.00</u>	\$ <u>0.00</u>
Other Assets (List):	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
TOTAL ASSETS	\$ <u>5,808,000.00</u>	\$ <u>5,808,000.00</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 0.00	\$ 0.00
Post-petition Accrued Professional Fees (from Form 2-E)	0.00	0.00
Post-petition Taxes Payable (from Form 2-E)	0.00	0.00
Post-petition Notes Payable	0.00	0.00
Other Post-petition Payable(List):	0.00	0.00
	<u>0.00</u>	<u>0.00</u>
Total Post Petition Liabilities	\$ <u>0.00</u>	\$ <u>0.00</u>
Pre Petition Liabilities:		
Secured Debt	0.00	0.00
Priority Debt	19,534.00	19,534.00
Unsecured Debt	4,978,554.62	4,978,554.62
Total Pre Petition Liabilities	\$ <u>4,998,088.62</u>	\$ <u>4,998,088.62</u>
TOTAL LIABILITIES	\$ <u>4,998,088.62</u>	\$ <u>4,998,088.62</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 2,440,202.68	\$ 2,440,202.68
Retained Earnings - Prepetition	-1,630,291.30	-1,630,291.30
Retained Earnings - Post-petition	0.00	0.00
TOTAL OWNERS' EQUITY	\$ <u>809,911.38</u>	\$ <u>809,911.38</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u>5,808,000.00</u>	\$ <u>5,808,000.00</u>

(1) *Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.*

See attached Quickbooks Balance Sheets for more detail.

DEBTOR: Castle Arch Smyrna, LLC

CASE NO: 11-35246

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 10/20/2011 to 10/31/2011

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	(0)	(0)
Net Operating Revenue	\$ 0	\$ 0
Cost of Goods Sold	0	0
Gross Profit	\$ 0	\$ 0
Operating Expenses		
Officer Compensation	\$ 0	\$ 0
Selling, General and Administrative	0	0
Rents and Leases	0	0
Depreciation, Depletion and Amortization	0	0
Other (list): _____	0	0
_____	0	0
Total Operating Expenses	\$ 0	\$ 0
Operating Income (Loss)	\$ 0	\$ 0
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ 0	\$ 0
Gains (Losses) on Sale of Assets	0	0
Interest Income	0	0
Interest Expense	0	0
Other Non-Operating Income	0	0
Net Non-Operating Income or (Expenses)	\$ 0	\$ 0
Reorganization Expenses		
Legal and Professional Fees	\$ 0	\$ 0
Other Reorganization Expense	0	0
Total Reorganization Expenses	\$ 0	\$ 0
Net Income (Loss) Before Income Taxes	\$ 0	\$ 0
Federal and State Income Tax Expense (Benefit)	0	0
NET INCOME (LOSS)	\$ 0	\$ 0

(1) Accumulated Totals include all revenue and expenses since the petition date.

DEBTOR: Castle Arch Smyrna, LLC

CASE NO: 11-35246

**Form 2-E
SUPPORTING SCHEDULES
For Period: 10/20/2011 to 10/31/2011**

POST PETITION TAXES PAYABLE SCHEDULE

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal \$	0 \$	0 \$	0			\$ 0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0	0	0			0
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other: _____	0	0	0			0
TOTALS	\$ <u>0</u>	\$ <u>0</u>	\$ <u>0</u>			\$ <u>0</u>

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation		\$		\$
General Liability	Travelers	\$ 2,000,000	10/17/2012	\$ 10/17/2012
Property (Fire, Theft)		\$		\$
Vehicle		\$		\$
Other (list): D&O	HUB Intl	\$ 5,000,000	12/20/2011	\$ 12/20/2011
		\$		\$

DEBTOR: Castle Arch Smyrna, LLC

CASE NO: 11-35246

**Form 2-E
SUPPORTING SCHEDULES**

For Period 10/20/2011 to 10/31/2011

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 0.00	\$ 0.00
30 to 60 days	0.00	0.00
61 to 90 days	0.00	0.00
91 to 120 days	0.00	0.00
Over 120 days	0.00	0.00
Total Post Petition	<u>0.00</u>	
Pre Petition Amounts	<u>0.00</u>	
Total Accounts Receivable	\$ <u>0.00</u>	
Less: Bad Debt Reserve	<u>0.00</u>	
Net Accounts Receivable (to Form 2-C)	<u>\$ 0.00</u>	
	Total Post Petition Accounts Payable	<u>\$ 0.00</u>

* Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 0	\$ 0	\$ 0		\$ 0
Counsel for Unsecured Creditors' Committee	0	0	0		0
Trustee's Counsel	0	0	0		0
Accountant	0	0	0		0
Other:	0	0	0		0
Total	<u>\$ 0</u>	<u>\$ 0</u>	<u>\$ 0</u>		<u>\$ 0</u>

*Balance due to include fees and expenses incurred but not yet paid.

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ _____
_____	_____	_____	_____
_____	_____	_____	_____

**List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.

DEBTOR: Castle Arch Smyrna, LLC

CASE NO: 11-35246

**Form 2-F
QUARTERLY FEE SUMMARY ***
For the Month Ended: 10/31/2011

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	_____	\$ 0			
February	_____	0			
March	_____	0			
TOTAL 1st Quarter		\$ <u>0</u>			
April	_____	\$ 0			
May	_____	0			
June	_____	0			
TOTAL 2nd Quarter		\$ <u>0</u>			
July	_____	\$ 0			
August	_____	0			
September	_____	0			
TOTAL 3rd Quarter		\$ <u>0</u>			
October	<u>2011</u>	\$ 0			
November	_____	0			
December	_____	0			
TOTAL 4th Quarter		\$ <u>0</u>			

FEE SCHEDULE (as of JANUARY 1, 2008)

Subject to changes that may occur to 28 U.S.C. §1930(a)(6)

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999.....	\$325	\$1,000,000 to \$1,999,999.....	\$6,500
\$15,000 to \$74,999.....	\$650	\$2,000,000 to \$2,999,999.....	\$9,750
\$75,000 to \$149,999.....	\$975	\$3,000,000 to \$4,999,999.....	\$10,400
\$150,000 to \$224,999.....	\$1,625	\$5,000,000 to \$14,999,999	\$13,000
\$225,000 to \$299,999.....	\$1,950	\$15,000,000 to \$29,999,999....	\$20,000
\$300,000 to \$999,999.....	\$4,875	\$30,000,000 or more	\$30,000

* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

** Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]

In addition, unpaid fees are considered a debt owed to the United States and will be assessed interest under 31 U.S.C. §3717

DEBTOR: Castle Arch Smyrna, LLC

CASE NO: 11-35246

**Form 2-G
NARRATIVE**

For Period Ending: 10/31/2011

Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.

Castle Arch Smyrna does not currently have any bank accounts resulting in all pre-petition cash activity occurring in the parent company, Castle Arch Real Estate Investment Company, LLC. However a bank account will be added as there is expected to be income related to a timber contract that was signed by Trent Waddoups pre-petion on 10/20/11. Future monthly reports beginning in January 2012 are expected to have income and disbursements. Other than the timber contract the raw land is sitting vacant and unused due to the change in economic climate. The project is currently on hold pending funding and an improvement in the economic state.

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Castle Arch Smyrna, LLC**Balance Sheet**

As of October 31, 2011

2:19 PM

12/27/11

Accrual Basis

	<u>Oct 31, 11</u>
ASSETS	
Other Assets	
17100 · Properties Held for Investment	
17103 · Smyrna, TN	5,808,000.00
Total 17100 · Properties Held for Investment	<u>5,808,000.00</u>
Total Other Assets	<u>5,808,000.00</u>
TOTAL ASSETS	<u><u>5,808,000.00</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	19,534.00
Total Accounts Payable	<u>19,534.00</u>
Other Current Liabilities	
23200 · Interest Payable	24,567.12
24500 · Debt Issuance Costs Payable	11,200.00
25001 · Notes Payable - RP	140,000.00
25050 · Intercompany Notes	
25051 · CAOPI	100,000.00
25056 · CAREIC	2,733,817.93
25200 · Accrued Interest	2,917.81
Total 25050 · Intercompany Notes	<u>2,836,735.74</u>
Total Other Current Liabilities	<u>3,012,502.86</u>
Total Current Liabilities	3,032,036.86
Long Term Liabilities	
23600 · Preferred Dividend Payable	1,966,051.76
Total Long Term Liabilities	<u>1,966,051.76</u>
Total Liabilities	4,998,088.62
Equity	
30000 · Preferred Units Round A	4,143,000.00
30001 · Preferred Units Round B	394,400.00
30100 · Common Units	
30102 · CU Consulting	10.94
30103 · CU Referral Fees	77,999.10
Total 30100 · Common Units	<u>78,010.04</u>
38000 · Contributed Capital	6,000.00
39000 · Retained Earnings	-1,814,426.29
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued	-1,966,051.76
39103 · CU Referral Fees	-77,999.10
39106 · Cash Referral Fees	-134,846.37
39107 · Cash Commissions	-2,310.13
Total 39100 · Equity Adjustments	<u>-2,181,207.36</u>
Net Income	184,134.99
Total Equity	<u>809,911.38</u>
TOTAL LIABILITIES & EQUITY	<u><u>5,808,000.00</u></u>

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Castle Arch Smyrna, LLC**Balance Sheet**

As of October 20, 2011

2:19 PM

12/27/11

Accrual Basis

	<u>Oct 20, 11</u>
ASSETS	
Other Assets	
17100 · Properties Held for Investment	
17103 · Smyrna, TN	5,808,000.00
Total 17100 · Properties Held for Investment	<u>5,808,000.00</u>
Total Other Assets	<u>5,808,000.00</u>
TOTAL ASSETS	<u><u>5,808,000.00</u></u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	19,534.00
Total Accounts Payable	<u>19,534.00</u>
Other Current Liabilities	
23200 · Interest Payable	24,567.12
24500 · Debt Issuance Costs Payable	11,200.00
25001 · Notes Payable - RP	140,000.00
25050 · Intercompany Notes	
25051 · CAOPI	100,000.00
25056 · CAREIC	2,733,817.93
25200 · Accrued Interest	2,917.81
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Total Long Term Liabilities	<u>1,966,051.76</u>
Total Liabilities	4,998,088.62
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30100 · Common Units	
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Net Income	184,134.99
Total Equity	<u>809,911.38</u>
TOTAL LIABILITIES & EQUITY	<u><u>5,808,000.00</u></u>