

DEBTOR: CAOP Managers

**MONTHLY OPERATING REPORT**  
**CHAPTER 11**

CASE NUMBER 11-35237

**Form 2-A**  
**COVER SHEET**

For Period Ending 11/30/2011

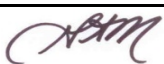
Accounting Method:  Accrual Basis  Cash Basis

**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: CAOP Managers CASE NO: 11-35237

**Form 2-B**  
**CASH RECEIPTS AND DISBURSEMENTS STATEMENT**  
 For Period: 11/1/11 to 11/30/11

**CASH FLOW SUMMARY**

	<u>Current Month</u>	<u>Accumulated</u>
<b>1. Beginning Cash Balance</b>	\$ <u>0</u> (1)	\$ <u>0</u> (1)
<b>2. Cash Receipts</b>		
Operations	0	0
Sale of Assets	0	0
Loans/advances	0	0
Other	0	0
<b>Total Cash Receipts</b>	\$ <u><u>0</u></u>	\$ <u><u>0</u></u>
<b>3. Cash Disbursements</b>		
Operations	0	0
Debt Service/Secured loan payment	0	0
Professional fees/U.S. Trustee fees	0	0
Other	0	0
<b>Total Cash Disbursements</b>	\$ <u><u>0</u></u>	\$ <u><u>0</u></u>
<b>4. Net Cash Flow (Total Cash Receipts less     Total Cash Disbursements)</b>	<u>0</u>	<u>0</u>
<b>5 Ending Cash Balance (to Form 2-C)</b>	\$ <u><u>0</u></u> (2)	\$ <u><u>0</u></u> (2)

**CASH BALANCE SUMMARY**

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash	_____	\$ 0
DIP Operating Account	_____	0
DIP State Tax Account	_____	0
DIP Payroll Account	_____	0
Other Operating Account	_____	0
Other Interest-bearing Account	_____	0
<b>TOTAL (must agree with Ending Cash Balance above)</b>		\$ <u><u>0</u></u> (2)

(1) *Accumulated beginning cash balance is the cash available at the commencement of the case.  
 Current month beginning cash balance should equal the previous month's ending balance.*  
 (2) *All cash balances should be the same.*

DEBTOR: CAOP Managers

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**Form 2-B**  
**CASH RECEIPTS AND DISBURSEMENTS STATEMENT**

For Period: 11/1/11 to 11/30/11

**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

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**Form 2-B**  
**CASH RECEIPTS AND DISBURSEMENTS STATEMENT**  
For Period: 11/1/11 to 11/30/11

**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: 11/30/2011

	Current Month	Petition Date (1)
<b>ASSETS</b>		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 0	\$ 0
Accounts Receivable (from Form 2-E)	0	0
Receivable from Officers, Employees, Affiliates	0	0
Inventory	0	0
Other Current Assets :(List) _____	0	0
	<u>0</u>	<u>0</u>
Total Current Assets	\$ <u>0</u>	\$ <u>0</u>
Fixed Assets:		
Land	\$ 0	\$ 0
Building	0	0
Equipment, Furniture and Fixtures	0	0
Total Fixed Assets	<u>0</u>	<u>0</u>
Less: Accumulated Depreciation	( 0 )	( 0 )
Net Fixed Assets	\$ <u>0</u>	\$ <u>0</u>
Other Assets (List): _____	0	0
	<u>0</u>	<u>0</u>
<b>TOTAL ASSETS</b>	\$ <u><u>0</u></u>	\$ <u><u>0</u></u>
<b>LIABILITIES</b>		
Post-petition Accounts Payable (from Form 2-E)	\$ 0	\$ 0
Post-petition Accrued Professional Fees (from Form 2-E)	0	0
Post-petition Taxes Payable (from Form 2-E)	0	0
Post-petition Notes Payable	0	0
Other Post-petition Payable(List): _____	0	0
	<u>0</u>	<u>0</u>
Total Post Petition Liabilities	\$ <u>0</u>	\$ <u>0</u>
Pre Petition Liabilities:		
Secured Debt	0	0
Priority Debt	0	0
Unsecured Debt	100	100
Total Pre Petition Liabilities	\$ <u>100</u>	\$ <u>100</u>
<b>TOTAL LIABILITIES</b>	\$ <u><u>100</u></u>	\$ <u><u>100</u></u>
<b>OWNERS' EQUITY</b>		
Owner's/Stockholder's Equity	\$ -84	\$ -84
Retained Earnings - Prepetition	-16	-16
Retained Earnings - Post-petition	0	0
<b>TOTAL OWNERS' EQUITY</b>	\$ <u>-100</u>	\$ <u>-100</u>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	\$ <u><u>0</u></u>	\$ <u><u>0</u></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.

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**Form 2-D**  
**PROFIT AND LOSS STATEMENT**  
For Period 11/1/2011 to 11/30/2011

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 0	\$ 0
Less: Discounts, Returns and Allowances	( 0 )	( 0 )
<b>Net Operating Revenue</b>	<b>\$ 0</b>	<b>\$ 0</b>
Cost of Goods Sold	0	0
<b>Gross Profit</b>	<b>\$ 0</b>	<b>\$ 0</b>
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
<b>Operating Income (Loss)</b>	<b>\$ 0</b>	<b>\$ 0</b>
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
<b>Net Income (Loss) Before Income Taxes</b>	<b>\$ 0</b>	<b>\$ 0</b>
Federal and State Income Tax Expense (Benefit)	0	0
<b>NET INCOME (LOSS)</b>	<b>\$ 0</b>	<b>\$ 0</b>

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

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**Form 2-E  
SUPPORTING SCHEDULES  
For Period: 11/1/2011 to 11/30/2011**

**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
<b>TOTALS</b>	<b>\$ 0</b>	<b>\$ 0</b>	<b>\$ 0</b>			<b>\$ 0</b>

(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		\$	\$	
Property (Fire, Theft)		\$	\$	
Vehicle		\$	\$	
Other (list): D&O	HUB Intl	\$ 5,000,000	12/20/2011	\$ 12/20/2011
		\$	\$	

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**Form 2-E  
SUPPORTING SCHEDULES**

For Period 11/1/2011 to 11/30/2011

**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
<b>Total Post Petition</b>	0.00	
<b>Pre Petition Amounts</b>	0.00	
Total Accounts Receivable	\$ 0.00	
Less: Bad Debt Reserve	0.00	
<b>Net Accounts Receivable (to Form 2-C)</b>	\$ 0.00	
	<b>Total Post Petition Accounts Payable</b>	\$ 0.00

\* 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
<b>Total</b>	\$ 0	\$ 0	\$ 0		\$ 0

\*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.



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**Form 2-F  
QUARTERLY FEE SUMMARY \***  
For the Month Ended: 11/30/2011

<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	<u>2011</u>	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*

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Form 2-G  
NARRATIVE

For Period Ending: 11/30/2011

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 Real Estate Investment Company, LLC receives management fee income via CAOP Managers, LLC as a pass-through entity. CAOP Managers, LLC is owned 100% by Castle Arch Real Estate Investment Company, LLC. The two entities are combined for tax purposes and historically all transactions have bypassed CAOP Managers, LLC as it would be redundant, counter productive and would have resulted in unnecessary costs to have recorded the same transaction twice. While CAOP Managers holds the operating and management contracts with Castle Arch Opportunity Partners, I & II, Castle Arch Real Estate Investment Company wholly owns, operates and consolidates CAOP Managers into its operation.