

DEBTOR: Castle Arch Opportunity Partners II, LLC

**MONTHLY OPERATING REPORT
CHAPTER 11**

CASE NUMBER: 11-35241

**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 checked="" type="checkbox"/>	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts IMPORTANT: Redact account numbers and remove check images
<input checked="" 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: 12/27/11

Print Name: Glen A Martinsen

Signature: 

Title: Principal Accounting Officer

DEBTOR: Castle Arch Opportunity Partners II, LLC CASE NO: 11-35241

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

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

CASH FLOW SUMMARY

	Current Month	Accumulated
1. Beginning Cash Balance	\$ <u>1,348,825.48</u> (1)	\$ <u>1,334,322.19</u> (1)
2. Cash Receipts		
Operations	36,755.67	51,258.96
Sale of Assets	0.00	0.00
Loans/advances	0.00	0.00
Other	0.00	0.00
Total Cash Receipts	\$ <u>36,755.67</u>	\$ <u>51,258.96</u>
3. Cash Disbursements		
Operations	0.00	0.00
Debt Service/Secured loan payment	0.00	0.00
Professional fees/U.S. Trustee fees	0.00	0.00
Other	0.00	0.00
Total Cash Disbursements	\$ <u>0.00</u>	\$ <u>0.00</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>36,755.67</u>	<u>51,258.96</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u><u>1,385,581.15</u></u> (2)	\$ <u><u>1,385,581.15</u></u> (2)

CASH BALANCE SUMMARY

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash	_____	\$ 0.00
DIP Operating Account	_____	0.00
DIP State Tax Account	_____	0.00
DIP Payroll Account	_____	0.00
Other Operating Account	<u>Zions Bank - DIP Account</u>	1,385,581.15
Other Interest-bearing Account	_____	0.00
TOTAL (must agree with Ending Cash Balance above)		\$ <u><u>1,385,581.15</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: Castle Arch Opportunity Partners II, LLC CASE NO: 11-35241

**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:

TD Ameritrade

Date	Payer	Description	Amount
11/1/2011	Conix	Principal & Interest	12,723.01
11/7/2011	FCI	Rill Note	1,468.89
11/8/2011	FCI	Rill Note	857.47
11/30/2011	TD Ameritrade	Interest	15.23
11/22/2011	Conix	Steel Capital-Conix	21,691.06
11/30/2011	Zions	Interest	0.01

Total Cash Receipts \$ 36,755.67 (1)

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

DEBTOR: Castle Arch Opportunity Partners II, LLC

CASE NO: 11-35241

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
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None

\$

Total Cash Disbursements \$ - (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)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 1,385,581.15	\$ 1,334,322.19
Accounts Receivable (from Form 2-E)	-	-
Receivable from Officers, Employees, Affiliates	-	-
Inventory	2,294,715.26	2,339,748.24
Other Current Assets :(List)	9,040.00	9,040.00
	<u>42,000.00</u>	<u>42,000.00</u>
Total Current Assets	\$ <u>3,731,336.41</u>	\$ <u>3,725,110.43</u>
Fixed Assets:		
Land	\$ -	\$ -
Building	-	-
Equipment, Furniture and Fixtures	-	-
Total Fixed Assets	<u>-</u>	<u>-</u>
Less: Accumulated Depreciation	()	()
Net Fixed Assets	\$ <u>-</u>	\$ <u>-</u>
Other Assets (List):	<u>-</u>	<u>-</u>
TOTAL ASSETS	\$ <u><u>3,731,336.41</u></u>	\$ <u><u>3,725,110.43</u></u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ -	\$ -
Post-petition Accrued Professional Fees (from Form 2-E)	-	-
Post-petition Taxes Payable (from Form 2-E)	-	-
Post-petition Notes Payable	-	-
Other Post-petition Payable(List): <u>I/C Payable</u>	21,148.94	-
	<u>-</u>	<u>-</u>
Total Post Petition Liabilities	\$ <u>21,148.94</u>	\$ <u>-</u>
Pre Petition Liabilities:		
Secured Debt	-	-
Priority Debt	-	-
Unsecured Debt	637,964.06	637,964.06
Total Pre Petition Liabilities	\$ <u>637,964.06</u>	\$ <u>637,964.06</u>
TOTAL LIABILITIES	\$ <u><u>659,113.00</u></u>	\$ <u><u>637,964.06</u></u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 3,401,973.77	\$ 3,401,973.77
Retained Earnings - Prepetition	(314,827.40)	(314,827.40)
Retained Earnings - Post-petition	(14,922.96)	-
TOTAL OWNERS' EQUITY	\$ <u>3,072,223.41</u>	\$ <u>3,087,146.37</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u><u>3,731,336.41</u></u>	\$ <u><u>3,725,110.43</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.

DEBTOR: Castle Arch Opportunity Partners II, LLC

CASE NO: 11-35241

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

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 5,214.27	\$ 6,155.24
Less: Discounts, Returns and Allowances	(<u> -</u>)	(<u> -</u>)
Net Operating Revenue	\$ <u>5,214.27</u>	\$ <u>6,155.24</u>
Cost of Goods Sold	<u> -</u>	<u> -</u>
Gross Profit	\$ <u>5,214.27</u>	\$ <u>6,155.24</u>
Operating Expenses		
Officer Compensation	\$ -	\$ -
Selling, General and Administrative	1,648.99	1,648.99
Rents and Leases	-	-
Depreciation, Depletion and Amortization	-	-
Other (list): <u>Management Fee</u>	14,811.07	19,499.94
	<u> -</u>	<u> -</u>
Total Operating Expenses	\$ <u>16,460.06</u>	\$ <u>21,148.93</u>
Operating Income (Loss)	\$ <u>(11,245.79)</u>	\$ <u>(14,993.69)</u>
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ -	\$ -
Gains (Losses) on Sale of Assets	-	-
Interest Income	15.23	70.73
Interest Expense	-	-
Other Non-Operating Income	<u> -</u>	<u> -</u>
Net Non-Operating Income or (Expenses)	\$ <u>15.23</u>	\$ <u>70.73</u>
Reorganization Expenses		
Legal and Professional Fees	\$ -	\$ -
Other Reorganization Expense	<u> -</u>	<u> -</u>
Total Reorganization Expenses	\$ <u> -</u>	\$ <u> -</u>
Net Income (Loss) Before Income Taxes	\$ <u>(11,230.56)</u>	\$ <u>(14,922.96)</u>
Federal and State Income Tax Expense (Benefit)	<u> -</u>	<u> -</u>
NET INCOME (LOSS)	\$ <u><u>(11,230.56)</u></u>	\$ <u><u>(14,922.96)</u></u>

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

DEBTOR: Castle Arch Opportunity Partners II, LLC

CASE NO: 11-35241

**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
TOTALS	\$ 0	\$ 0	\$ 0			\$ 0

(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	None	\$ 0	\$	
General Liability	None	\$ 0	\$	
Property (Fire, Theft)	None	\$ 0	\$	
Vehicle	None	\$ 0	\$	
Other (list): D&O	HUB Intl	\$ 5,000,000	12/20/2011	\$ 12/20/2011
		\$	\$	

DEBTOR: Castle Arch Opportunity Partners II, LLC

CASE NO: 11-35241

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

DEBTOR: Castle Arch Opportunity Partners II, LLC

CASE NO: 11-35241

**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

DEBTOR: Castle Arch Opportunity Partners II, LLC

CASE NO: 11-35241

**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. CAOP II does not have any payroll, rent or other general administrative expense. Instead its administrative expense is included in its management fee paid to CAREIC.

Castle Arch Opportunity Partners II LLC**Balance Sheet**

As of November 30, 2011

5:14 PM

12/27/11

Accrual Basis

	<u>Nov 30, 11</u>
ASSETS	
Current Assets	
Checking/Savings	
10001 · TD Ameritrade - CAOP II	0.04
10002 · Zions - 003174935	1,385,581.11
Total Checking/Savings	<u>1,385,581.15</u>
Other Current Assets	
Loan Receivable	42,000.00
16000 · Prepaid Expense	9,040.00
16500 · Properties Held for Sale	
17103 · Western Showcase	554,624.38
17895 · CREO114, LLC	1,795,090.88
17898 · CREO 114 - Other	<u>-55,000.00</u>
Total 16500 · Properties Held for Sale	<u>2,294,715.26</u>
Total Other Current Assets	<u>2,345,755.26</u>
Total Current Assets	<u>3,731,336.41</u>
TOTAL ASSETS	<u>3,731,336.41</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Other Current Liabilities	
25050 · Intercompany Notes	
25056 · CAREIC	124,527.35
25200 · Accrued Interest	<u>-558.08</u>
Total 25050 · Intercompany Notes	<u>123,969.27</u>
Total Other Current Liabilities	<u>123,969.27</u>
Total Current Liabilities	123,969.27
Long Term Liabilities	
23600 · Preferred Dividend Payable	<u>535,143.73</u>
Total Long Term Liabilities	<u>535,143.73</u>
Total Liabilities	659,113.00
Equity	
30000 · Preferred Units Round A	
30010 · Preferred Redemptions Round A	-50,000.00
30000 · Preferred Units Round A - Other	<u>4,401,900.00</u>
Total 30000 · Preferred Units Round A	4,351,900.00
39000 · Retained Earnings	-757,878.28
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued	-535,143.73
39107 · Cash Commissions	<u>-414,782.50</u>
Total 39100 · Equity Adjustments	-949,926.23
Net Income	428,127.92
Total Equity	<u>3,072,223.41</u>
TOTAL LIABILITIES & EQUITY	<u>3,731,336.41</u>



Statement Reporting Period:
11/01/11 - 11/30/11

[Handwritten Signature]

800-669-3900
TD AMERITRADE
DIVISION OF TD AMERITRADE INC
PO BOX 2209
OMAHA, NE 68103-2209

Statement for Account # [REDACTED] 4039
TRENT WADDUPS RECEIVER FOR
CASTLE ARCH OPPORTUNITY PARTNERS II LLC
ATTN: GLEN MARTINSEN
8 E BROADWAY STE 510
SALT LAKE CITY, UT 84111-2291

Portfolio Summary

Investment	Current Value	Prior Value	Period Change	% Change	Estimated Income	Estimated Yield	Portfolio Allocation
Cash	\$ -	\$0.18	(\$0.18)	-	\$ -	-	-
Instrd Dep Acct	0.04	1,348,825.30	(1,348,825.26)	(100.0)%	-	0.05%	-
Money Market	-	-	-	-	-	-	-
Short Balance	-	-	-	-	-	-	-
Stocks	-	-	-	-	-	-	-
Fixed Income	-	-	-	-	-	-	-
Options	-	-	-	-	-	-	-
Short Options	-	-	-	-	-	-	-
Mutual Funds	-	-	-	-	-	-	-
Other	-	-	-	-	-	-	-
Total	\$0.04	\$1,348,825.48	(\$1,348,825.44)	(100.0)%	\$ 0.00	0.0%	Instrd Dep Acct 100.0%

Cash Activity Summary

Doc	Current	YTD	Reportable	Non Reportable	YTD
Opening Balance	\$0.18	\$ -	-	\$ -	\$ -
Securities Purchased	-	-	-	-	-
Securities Sold	-	-	-	-	0.44
Funds Deposited	15,049.37	1,644,186.01	-	-	-
Funds Disbursed	(1,363,890.04)	(1,363,890.04)	Expense	-	-
Income	-	0.44	Interest	-	-
Expense	-	-	Fees	-	-
Other	1,348,840.49	(280,296.41)	Other	-	-
Closing Balance	\$ 0.00	\$0.00	Net	\$0.00	\$0.44

Income & Expense Summary

Performance Summary

Cost Basis As Of - 11/30/11	\$
Unrealized Gains	-
Unrealized Losses	-
Funds Deposited/(Disbursed) ^{YTD}	280,295.97
Income/(Expense) ^{YTD}	0.44
Securities Received/(Delivered) ^{YTD}	0.00

Statement for Account # 4039
11/01/11 - 11/30/11

Online Cash Services Summary

Description	Current	Year To Date
CREDITS		
Checks Deposited	\$ 12,723.01	\$ 1,178,122.69
Electronic Transfer	2,326.36	465,563.32
Subtotal	15,049.37	1,643,686.01
DEBITS		
Checks Paid	\$ (1,363,890.04)	\$ (1,363,890.04)
Subtotal	(1,363,890.04)	(1,363,890.04)
TOTAL	(1,348,840.67)	279,795.97

Income Summary Detail*

Description	Current	Year to Date
Interest Income Credit Balance	\$ 0.00	\$ 0.44
IRA Interest	15.23	77.12

This section displays current and year to date taxation values for this account. The current totals may not equate to the total payments listed on this statement as corrections to tax reporting may also be included. These corrections can include changes made to previous payments and removal of payments reportable in a previous tax year (spillover dividends). The year to date totals will accurately reflect your cumulative amount for the year.

Online Cash Services Transaction Detail

Category	Transaction Date	Description	Amount
CREDITS			
Checks Deposited	11/01/2011	RDC 275 CONIX, INC.	\$ 12,723.01
Electronic Transfer	11/07/2011	ACH 011311007274082 FCI LOAN PMT.	1,468.89
	11/08/2011	ACH 011312009526894 FCI LOAN PMT.	857.47
Subtotal			15,049.37
DEBITS			
Checks Paid	11/09/2011	TD BANK USA CHECKING Check #:102	\$ (1,334,377.69)
	11/17/2011	TD BANK USA CHECKING Check #:121	(29,512.35)
Subtotal			(1,363,890.04)
TOTAL			(1,348,840.67)

Statement for Account # 4039

11/01/11 - 11/30/11

Account Activity

Trade Date	Settle Date	Acct Type	Transaction/ Cash Activity*	Description	Symbol/ CUSIP	Quantity	Price	Amount	Balance
Opening Balance									
11/01/11	11/01/11	Cash	Journal - Other	MOVE CASH BALANCE TO MARGIN			\$ 0.00	\$ (0.18)	\$0.18
11/01/11	11/01/11	Margin	Journal - Other	MOVE CASH BALANCE TO MARGIN			0.00	0.18	0.18
11/01/11	11/01/11	Margin	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT			0.00	(0.18)	0.00
11/01/11	11/01/11	Margin	Cash Rec'd - Funds Deposited	CASH RECEIPT RDC 275 CONIX, INC.			0.00	12,723.01	12,723.01
11/02/11	11/02/11	Margin	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT			0.00	(12,723.01)	0.00
11/07/11	11/07/11	Margin	- Funds Deposited	ACH 011311007274082 FCI LOAN PMT.			0.00	1,468.89	1,468.89
11/08/11	11/08/11	Margin	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT			0.00	(1,468.89)	0.00
11/08/11	11/08/11	Margin	- Funds Deposited	ACH 011312009526894 FCI LOAN PMT.			0.00	857.47	857.47
11/09/11	11/09/11	Margin	Journal - Other	PURCHASE FDIC INSURED DEPOSIT ACCOUNT			0.00	(857.47)	0.00
11/09/11	11/09/11	Margin	Cr#: - Funds Disbursed	TD BANK USA CHECKING Check #:102			0.00	(1,334,377.69)	(1,334,377.69)
11/10/11	11/10/11	Margin	Journal - Other	REDEMPTION FDIC INSURED DEPOSIT ACCOUNT			0.00	1,334,377.69	0.00
11/17/11	11/17/11	Margin	Cr#: - Funds Disbursed	TD BANK USA CHECKING Check #:121			0.00	(29,512.35)	(29,512.35)

Statement for Account # 4039
11/01/11 - 11/30/11

Account Activity

Trade Date	Settle Date	Acct Type	Transaction/ Cash Activity*	Description	Symbol/ CUSIP	Quantity	Price	Amount	Balance
11/17/11	11/17/11	Margin	Div/Int - Other	FDIC INSURED DEPOSIT ACCOUNT IDA11 NOT COVERED BY SIPC Interest: Insured Deposit Account Payable: 11/30/2011 Insured Deposit Accoun 12.19	MMDA11		0.00	15.23	(29,497.12)
11/18/11	11/18/11	Margin	Journal - Other	REDEMPTION FDIC INSURED DEPOSIT ACCOUNT			0.00	29,497.12	0.00

Closing Balance \$ 0.00

*For Cash Activity totals, refer to the Cash Activity Summary on page one of your statement.

Begin Date	Balance	Insured Deposit Account	Interest Credited	Interest Rate	Number of Days	Interest Rate	Interest Accrued	MTD Accrued	MTD PAID
11/01/11	\$ 1,348,825.48	1	0.0500	0.0500	1	0.0500	\$ 1.85	\$ 1.85	\$ -
11/02/11	1,361,548.49	6	0.0500	0.0500	1	0.0500	11.19	13.04	-
11/08/11	1,363,017.38	1	0.0500	0.0500	1	0.0500	1.87	14.91	14.91
11/09/11	29,497.16	8	0.0500	0.0500	1	0.0500	0.32	0.32	0.32
11/17/11	29,512.39	1	0.0000	0.0000	1	0.0000	-	-	-
Total Interest Income									\$15.23

Statement for Account # 4039
 11/01/11 - 11/30/11

Insured Deposit Account Activity

Date	Check Number	Date Written	Transaction	Description	Tracking Code	Expense Code	Amount	Balance
11/01/11			Received	FDIC INSURED DEPOSIT ACCOUNT			\$ 0.18	\$1,348,825.30
				IDA11 NOT COVERED BY SIPC				1,348,825.48
				PURCHASE FDIC INSURED DEPOSIT ACCOUNT				
11/02/11		11/02/11	Received	FDIC INSURED DEPOSIT ACCOUNT			12,723.01	1,361,548.49
				IDA11 NOT COVERED BY SIPC				
				PURCHASE FDIC INSURED DEPOSIT ACCOUNT				
11/08/11		11/08/11	Received	FDIC INSURED DEPOSIT ACCOUNT			1,468.89	1,363,017.38
				IDA11 NOT COVERED BY SIPC				
				PURCHASE FDIC INSURED DEPOSIT ACCOUNT				
11/09/11		11/09/11	Received	FDIC INSURED DEPOSIT ACCOUNT			857.47	1,363,874.85
				IDA11 NOT COVERED BY SIPC				
				PURCHASE FDIC INSURED DEPOSIT ACCOUNT				
11/10/11		11/10/11	Delivered	FDIC INSURED DEPOSIT ACCOUNT			(1,334,377.69)	29,497.16
				IDA11 NOT COVERED BY SIPC				
				REDEMPTION FDIC INSURED DEPOSIT ACCOUNT				
11/18/11		11/18/11	Delivered	FDIC INSURED DEPOSIT ACCOUNT			(29,497.12)	0.04
				IDA11 NOT COVERED BY SIPC				
				REDEMPTION FDIC INSURED DEPOSIT ACCOUNT				

Closing Balance **\$0.04** **\$0.04**

TD Bank NA **\$0.04**

TD Bank USA NA **\$0.00**

FDIC Insured Deposit Account (IDA) balances reflected in your brokerage account are FDIC-insured up to applicable limits and held by TD Bank, N.A., or TD Bank USA, N.A., or both. The IDA balances are not covered by the Securities Investor Protection Corporation (SIPC) protection applicable to your brokerage account.

Terms and Conditions

STATEMENT GUIDE

TD Ameritrade provides monthly Portfolio Reports for accounts with activity and quarterly reports for inactive accounts with assets.
Portfolio Summary: Tracks the current value of your portfolio as of the report date and compares it to the prior month. The asset allocation indicates your portfolio diversification by investment type.
Multiple allocations under 5% will be grouped into the category of "Other" in the pie chart. Margin Equity = Total Account Equity/Total Long Mergable Value + Total Short Value)
Activity Summary: The opening and closing cash balances are reconciled here for your quick reference. All account activity is summarized for the current period and year-to-date.
Income & Expense Summary (from IRAs only): This section details the income and expense totals from the Activity Summary and classifies the tax treatment.
Retirement Account Summary (IRAs only): Review the IRS regulated transactions for the current and prior years. IRS Form 5650 fair market value is based on the current value as of December 31 of the previous year and will be furnished to the Internal Revenue Service.
Performance Summary: Monitor your annual portfolio performance and the unrealized gains and losses for your future investment strategy.
Account Positions: View your investments at the current market value and compare original cost to see unrealized gains and losses in your portfolio. Original cost is assigned using the first-in, first-out (FIFO) method, which assumes the first shares you sell are those you purchased first. The estimated investment income and average cost per share are displayed for your reference (the oldest purchase date is shown for an indication of your holding period).
Account Activity: All account activity is clearly defined, listed in date order, and reflected in the closing cash balance.
Orders Pending Settlements: Confirm your executed trades with a settlement date for the month end. These transactions will be reflected in the Account Activity section next month.

Online Cash Services Transaction Detail: Cash management transactions that cleared during this statement reporting period, including check, debit card and ATM activity, are listed in date order.
Online Cash Services Summary: Credit and debit transaction totals for the current statement reporting period, are summarized. Individual transactions are not listed.
Balance: Due to rounding adjustments, the statement details may not equal the statement totals. Estimated Annual Income and Estimated Annual Yield values are based upon the number of shares owned or current value balance as of the statement date and the most recent dividend rate or cash yield provided.

GENERAL INFORMATION

TD Ameritrade does not provide legal or tax advice. Please consult your legal advisor or tax accountant when necessary. As a standard industry practice, phone conversations may be recorded for quality control and transaction verification purposes.
For TD Ameritrade Institutional clients, your advisor firm is separate from and not affiliated with TD Ameritrade, Inc. or TD Ameritrade Clearing, Inc., and each firm is not responsible for the products and services of the other.
Accuracy of Reports: If you find any errors or omissions in your account statement, you should immediately call us at the number listed on page one of your statement. You should also contact our Clearing Firm, TD Ameritrade Clearing, Inc. at 402-978-7724.

Please review this statement carefully. If you disagree with any transaction, or if there are any errors or omissions, please notify a Client Services representative or your local branch office, as well as TD Ameritrade Clearing, Inc. in writing within ten (10) days of your receipt of this statement. Any oral statements that you have made to us should be confirmed in writing. This statement will otherwise be considered conclusive.
Please notify us promptly of any changes in your contact information. Transactions reflected on your report will be conclusively deemed accurate unless you notify TD Ameritrade immediately.

Account Protection: Deposits held by TD Bank, N.A. and TD Bank USA, N.A., are insured by the FDIC (not covered by SIPC) up to \$250,000. Limits are per account ownership per institution. To learn more about FDIC coverage go to www.fdic.gov. Securities, including mutual funds, held in your Brokerage Account are not deposits or obligations of, or guaranteed by, any bank, are not FDIC-insured, and involve investment risks, including possible loss of principal. TD Ameritrade, Inc. is a member of the Securities Investor Protection Corporation (SIPC), which protects securities customers of its members up to \$500,000 (including \$250,000 for claims for cash). Explanatory brochure available on request at www.sipc.org. TD Ameritrade also provides \$149.5 million worth of protection for each client through supplemental coverage provided by London insurers. The \$149.5 million of coverage includes an additional \$150 million limit on cash in the account. Each client is limited to a combined return of \$150 million from a Trustee, SIPC or London. The TD Ameritrade Insurance Policy does have an aggregate total coverage of \$250 million over all customers. This policy provides you coverage against theft following brokerage insolvency and does not protect against loss in market value of the securities.
An investment in a money market fund is not insured or guaranteed by the Federal Deposit Insurance Corporation (FDIC) or any other government agency. Although the funds seek to preserve the value of your investment at \$1.00 per share, it is possible to lose money by investing in a money market fund. Dividends are declared daily and paid/reinvested monthly. The prospectus contains this and other important information. Read the prospectus carefully before investing. Non-deposit investments held by your broker-dealer are NOT FDIC INSURED / NOT BANK GUARANTEED / MAY LOSE VALUE.

Tax Reporting: The portfolio report is not a tax document. You will receive Form 1099 for annual tax reporting in compliance with IRS requirements (includes taxable interest, dividends, capital gains, taxes withheld, and sales proceeds). Some payments are subject to reclassification which will be reflected on subsequent tax reports.
Cost Basis: Cost-basis, tax lot and performance reporting and Gainskeeper are offered and conducted by CCH INCORPORATED. TD Ameritrade is not responsible for the reliability or suitability of the information. TD Ameritrade and its information providers ("Providers") do not guarantee the accuracy of the information and data provided. CCH INCORPORATED is a separate company and is not affiliated with TD Ameritrade.

Margin and Options Account Agreements: Promptly advise TD Ameritrade in writing of any change in your investment objectives or financial situation as they pertain to your margin or options account agreements. A summary of commissions and charges incurred with the execution of option transactions is available.
Current Market Prices: The market values of securities have been obtained, if available, from quotation services and other independent sources. Values are based on the closing price, the mean between the bid and asking prices, or other methods. Non-priced securities are indicated by "N/A" and may affect statement balances and totals. The valuations on your portfolio report are provided as general information and we do not guarantee the accuracy of any securities prices. Limited Partnerships and non-traded Real Estate Investment Trusts are generally liquid and have no public market; bookhold positions are valued using the remaining balance and the current market price. Portfolio report valuations may not represent sales proceeds. The secondary market for Certificates of Deposits (CDs) is generally illiquid and the actual value may be different from the purchase price. A significant loss of principal may result from the sale of a CD prior to maturity. Bonds and Fixed Income Securities trade differently than equity securities and do not trade on a liquid exchange. Rather, they trade in the over-the-counter market and sufficient liquidity may not exist for you to sell your position prior to maturity. The sale of bonds prior to maturity may result in a loss of principal.

Non Standard Assets (NSA) are typically investments in direct participation program securities (partnerships, limited liability companies, or real estate investment trusts), commodity pools, private equity, private debt or hedge funds. NSAs are typically illiquid investments and do not trade on a national securities exchange or the Nasdaq Stock Market. The values shown for these investments are estimated values derived from various methods, including, but not limited to, independent appraisals, the program's net assets, and/or third party vendor offers that have been provided by the management, independent, and/or sponsor of each program, or by a third-party vendor without independent verification by TD Ameritrade. The values may represent an estimated value of the investor's participation in the program, as of a date no greater than 18 months prior to the date of this statement and they may not reflect the original purchase price, actual market value or be realized upon liquidation. If an estimated value is not

provided, valuation information was not available at the time of the issuance of the statement. For additional detail regarding valuation for Non-Standard Assets, please contact Client Services. These investments are not covered under the SIPC.

Auction Rate Securities ("ARS") Pricing: The market values for ARS securities have been obtained, if available, from quotation services or other independent sources. The accuracy of the pricing is not guaranteed. If a market value is not available, TD Ameritrade will price the ARS position, taking into consideration both the liquidity and underlying credit quality. The ARS market is currently experiencing a lack of liquidity and, as a result, there can be no assurance that such securities can be sold under current market conditions.

REGULATORY DISCLOSURES

All transactions are subject to (i) the constitution, rules, regulations, customs and usages of the exchange or market, and its clearinghouse, if any, on which such transactions are executed; (ii) federal laws, including the Securities Act of 1933 and the Securities Exchange Act of 1934, each as amended to date and in the future, and the rules and regulations promulgated thereunder; and (iii) the rules and regulations of FINRA and the Federal Reserve System.

For an investor brochure that includes information describing FINRA's Public Disclosure Program, please contact FINRA at 800-289-9999 or www.finra.org.

The interest rate shown for TD Ameritrade Cash is taken from the applicable interest rate tier for the market value balance in the TD Ameritrade Cash, as of the statement closing date. Simple interest is accrued daily based on the interest rate tier applicable to each day's balance.

Financial Statement Notification: The statement of financial condition for TD Ameritrade is available twice a year and may be obtained at no cost, via the Internet at <http://www.tdameritrade.com/financialstatement.html>.

Allocation Method: In the event any of your securities are called or assigned, the securities will be selected on an impartial, random basis.

Free Credit Balance (Rule 15c3-2 & 3): Under the client protection rules, we may use free credit balances in your account in the ordinary course of our business which are payable to you on demand.

Margin Accounts (Regulation T): If you have a margin account, this report is a combination of your margin account and a special memorandum account. Trading on margin poses additional risks and is not suitable for all investors. A complete list of the risks associated with margin trading is available in the margin risk disclosure document. You may obtain a copy of this document by contacting us at the number listed on page one of your statement.

Payment for Order Flow (SEC Rules 606 and 607): In some circumstances, TD Ameritrade receives compensation for directing certain over-the-counter and listed equity order flow to selected market makers, brokers or dealers. Compensation is in the form of a per share cash payment. We post quarterly reports disclosing the venues for order routing execution at www.tdameritrade.com. A written copy is available upon request.

It is our policy, absent client orders to the contrary, to select brokers, dealers, and market makers based on the ability to provide best execution and the history of seeking price improvement on market orders. Price improvement is available under certain market conditions, and we regularly monitor executions to test for such improvement, if available.

Trade Confirmations (Rule 10b-10): All confirmations are transmitted on the transaction date.

Privacy Policy Notification: A copy of the TD Ameritrade privacy policy is available at www.tdameritrade.com

In Case of Errors or Questions About Your Electronic Transfers Telephone us at 1-800-688-9900 or Write us at P.O. Box 2208, Omaha, NE 68103, as soon as you can, if you think your statement or receipt is wrong or if you need more information about a transfer on the statement or receipt. We must hear from you no later than 60 days after we sent you the FIRST statement on which the error or problem appeared.
(1) Tell us your name and account number.
(2) Describe the error or the transfer you are unsure about, and explain as clearly as you can why you believe it is an error or why you need more information.
(3) Tell us the dollar amount of the suspected error.

We will investigate your complaint and will correct any error promptly. If we take more than 10 business days to do this, we will credit your account for the amount you think is in error, so that you will have the use of the money during the time it takes us to complete our investigation.

P.O. Box 30709, Salt Lake City, UT 84130-0709

Primary Account # 4935

P60295 05-0000-ZFN-PG0023-00003
 0060235 01 AV 0.337 **AUTO T10 1735 84111-229135

CASTLE ARCH OPPORTUNITY PARTNERS II
 TRENT JACK WADDOUPS
 DEBTOR IN POSSESSION
 8 E BROADWAY STE 510
 SALT LAKE CITY UT 84111-2291



For 24-hour account information, please contact:

1-800-789-BANK (2265)

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Effective February 4, 2012 the Expedited Payments fee in Bill Pay will increase to \$12.95 for an expedited electronic payment and \$15.95 for an overnight check.

SUMMARY OF ACCOUNT BALANCE

Account Type	Account Number	Checking/Savings Ending Balance	Outstanding Balances Owed
Free Business Checking	4935	\$1,385,581.11	

FREE BUSINESS CHECKING 003174935

Previous Balance	Deposits/Credits	Charges/Debits	Checks Processed	Ending Balance
0.00	1,385,581.11	0.00	0.00	1,385,581.11

4 DEPOSITS/CREDITS

Date	Amount	Description
11/04	0.01 ✓	BOOK KEEPERS DIFFERENCE ID: 000001059 2302113704
11/08	1,334,377.69 ✓	DEPOSIT 7660278260
11/16	29,512.35 ✓	DEPOSIT 7660136030
11/22	21,691.06 ✓	DEPOSIT 7660205540

0 CHARGES/DEBITS

There were no transactions this period.

0 CHECKS PROCESSED

There were no transactions this period.

AGGREGATE OVERDRAFT AND RETURNED ITEM FEES

	Total for This Period	Total Year-to-Date
Total Overdraft Fees	\$0.00	\$0.00
Total Returned Item Fees	\$0.00	\$0.00

To learn more about our other products and services that may lower the cost of managing account overdrafts or to discuss removing overdraft coverage from your account, please contact Customer Service or visit your local branch.



P.O. Box 30709, Salt Lake City, UT 84130-0709

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DAILY BALANCES

<i>Date.....</i>	<i>Balance</i>	<i>Date.....</i>	<i>Balance</i>	<i>Date.....</i>	<i>Balance</i>
11/04	0.01	11/16	1,363,890.05	11/22	1,385,581.11
11/08	1,334,377.70				



Castle Arch Opportunity Partners II LLC
Reconciliation Summary
10001 - TD Ameritrade - CAOPII, Period Ending 11/30/2011

	Nov 30, 11	
Beginning Balance	1,348,825.48	
Cleared Transactions		
Checks and Payments - 2 items	-1,363,890.04	
Deposits and Credits - 4 items	15,064.60	
Total Cleared Transactions	-1,348,825.44	
Cleared Balance		0.04
Register Balance as of 11/30/2011		0.04
Ending Balance		0.04

Castle Arch Opportunity Partners II LLC
Reconciliation Detail
10001 - TD Ameritrade - CAOPII, Period Ending 11/30/2011

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						1,348,825.48
Cleared Transactions						
Checks and Payments - 2 items						
Check	11/8/2011	?	CAOPII	X	-1,334,377.69	-1,334,377.69
Check	11/17/2011	2	CAOPII	X	-29,512.35	-1,363,890.04
Total Checks and Payments					-1,363,890.04	-1,363,890.04
Deposits and Credits - 4 items						
Deposit	11/1/2011			X	12,723.01	12,723.01
Deposit	11/7/2011			X	1,468.89	14,191.90
Deposit	11/8/2011			X	857.47	15,049.37
Deposit	11/30/2011			X	15.23	15,064.60
Total Deposits and Credits					15,064.60	15,064.60
Total Cleared Transactions					-1,348,825.44	-1,348,825.44
Cleared Balance					-1,348,825.44	0.04
Register Balance as of 11/30/2011					-1,348,825.44	0.04
Ending Balance					-1,348,825.44	0.04

**Castle Arch Opportunity Partners II LLC
Reconciliation Summary
10002 - Zions - 003174935, Period Ending 11/30/2011**

	Nov 30, 11	
Beginning Balance		0.00
Cleared Transactions		
Deposits and Credits - 4 items	1,385,581.11	
Total Cleared Transactions	1,385,581.11	
Cleared Balance		1,385,581.11
Register Balance as of 11/30/2011		1,385,581.11
New Transactions		
Deposits and Credits - 1 item	13,481.96	
Total New Transactions	13,481.96	
Ending Balance		1,399,063.07

**Castle Arch Opportunity Partners II LLC
Reconciliation Detail
10002 - Zions - 003174935, Period Ending 11/30/2011**

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						0.00
Cleared Transactions						
Deposits and Credits - 4 items						
Check	11/8/2011	?	CAOPll	X	1,334,377.69	1,334,377.69
Check	11/17/2011	2	CAOPll	X	29,512.35	1,363,890.04
Deposit	11/22/2011			X	21,691.06	1,385,581.10
Deposit	11/30/2011			X	0.01	1,385,581.11
Total Deposits and Credits					1,385,581.11	1,385,581.11
Total Cleared Transactions					1,385,581.11	1,385,581.11
Cleared Balance					1,385,581.11	1,385,581.11
Register Balance as of 11/30/2011					1,385,581.11	1,385,581.11
New Transactions						
Deposits and Credits - 1 item						
Deposit	12/6/2011				13,481.96	13,481.96
Total Deposits and Credits					13,481.96	13,481.96
Total New Transactions					13,481.96	13,481.96
Ending Balance					<u>1,399,063.07</u>	<u>1,399,063.07</u>