

"CAK"

DEBTOR: Castle Arch Kingman, LLC

**MONTHLY OPERATING REPORT  
CHAPTER 11**

CASE NUMBER 11-35242

**Form 2-A  
COVER SHEET**

For Period Ending 12/31/2011

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: 1/14/12

Print Name: Glen A. Martinsen

Signature: 

Title: Principal Accounting Officer

**DEBTOR:** Castle Arch Kingman, LLC **CASE NO:** 11-35242

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

For Period: 12/1/11 to 12/31/11

**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>0</u>	\$ <u>0</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>0</u>	\$ <u>0</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>0</u> (2)	\$ <u>0</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>0</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 Kingman, LLC CASE NO: 11-35242

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

For Period: 12/1/11 to 12/31/11

**CASH RECEIPTS DETAIL**  
*(attach additional sheets as necessary)*

Account No:

Date	Payer	Description	Amount
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None

\$

**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 Kingman, LLC

CASE NO: 11-35242

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

For Period: 12/1/11 to 12/31/11

**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** \$ 0 (1)

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

DEBTOR: Castle Arch Kingman, LLC Document Page 5 of 14 CASE NO: 11-35242

**Form 2-C**  
**COMPARATIVE BALANCE SHEET**  
For Period Ended: 12/31/2011

	Current Month	Petition Date (1)
<b>ASSETS</b>		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ -	\$ -
Accounts Receivable (from Form 2-E)	-	-
Receivable from Officers, Employees, Affiliates	-	-
Inventory	-	-
Other Current Assets :(List) <u>Land</u>	3,738,560.00	4,160,000.00
	-	-
Total Current Assets	<u>\$ 3,738,560.00</u>	<u>\$ 4,160,000.00</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):	-	-
	-	-
<b>TOTAL ASSETS</b>	<u><u>\$ 3,738,560.00</u></u>	<u><u>\$ 4,160,000.00</u></u>
<b>LIABILITIES</b>		
Post-petition Accounts Payable (from Form 2-E)	\$ 49,642.47	\$ -
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>Interest from Notes Payable</u>	1,075,110.35	-
<u>Preferred Dividend Accrual</u>	603,607.26	-
<u>Amortization of Debt Issuance Costs</u>	(8,707.01)	-
Total Post Petition Liabilities	<u>\$ 1,719,653.07</u>	<u>\$ -</u>
Pre Petition Liabilities:		
Secured Debt	10,109,371.51	10,109,371.51
Priority Debt	62,648.68	62,648.68
Unsecured Debt	4,535,484.36	4,535,484.36
Total Pre Petition Liabilities	<u>\$ 14,707,504.55</u>	<u>\$ 14,707,504.55</u>
<b>TOTAL LIABILITIES</b>	<u><u>\$ 16,427,157.62</u></u>	<u><u>\$ 14,707,504.55</u></u>
<b>OWNERS' EQUITY</b>		
Owner's/Stockholder's Equity	\$ 7,124,575.02	\$ 7,728,182.28
Retained Earnings - Prepetition	(18,275,686.83)	(18,275,686.83)
Retained Earnings - Post-petition	(1,537,485.81)	-
<b>TOTAL OWNERS' EQUITY</b>	<u><u>\$ (12,688,597.62)</u></u>	<u><u>\$ (10,547,504.55)</u></u>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<u><u>\$ 3,738,560.00</u></u>	<u><u>\$ 4,160,000.00</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 Kingman, LLC

CASE NO: 11-35242

**Form 2-D**  
**PROFIT AND LOSS STATEMENT**  
For Period 12/1/2011 to 12/31/2011

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ -	\$ -
Less: Discounts, Returns and Allowances	( - )	( - )
<b>Net Operating Revenue</b>	<b>\$ -</b>	<b>\$ -</b>
Cost of Goods Sold	-	-
<b>Gross Profit</b>	<b>\$ -</b>	<b>\$ -</b>
Operating Expenses		
Officer Compensation	\$ -	\$ -
Selling, General and Administrative	40,935.46	40,935.46
Rents and Leases	-	-
Depreciation, Depletion and Amortization	-	-
Other (list): <u>Impairment of Property</u>	421,440.00	421,440.00
	-	-
<b>Total Operating Expenses</b>	<b>\$ 462,375.46</b>	<b>\$ 462,375.46</b>
<b>Operating Income (Loss)</b>	<b>\$ (462,375.46)</b>	<b>\$ (462,375.46)</b>
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ -	\$ -
Gains (Losses) on Sale of Assets	-	-
Interest Income	-	-
Interest Expense	(1,075,110.35)	(1,075,110.35)
Other Non-Operating Income	-	-
<b>Net Non-Operating Income or (Expenses)</b>	<b>\$ (1,075,110.35)</b>	<b>\$ (1,075,110.35)</b>
Reorganization Expenses		
Legal and Professional Fees	\$ -	\$ -
Other Reorganization Expense	-	-
<b>Total Reorganization Expenses</b>	<b>\$ -</b>	<b>\$ -</b>
<b>Net Income (Loss) Before Income Taxes</b>	<b>\$ (1,537,485.81)</b>	<b>\$ (1,537,485.81)</b>
Federal and State Income Tax Expense (Benefit)	-	-
<b>NET INCOME (LOSS)</b>	<b>\$ (1,537,485.81)</b>	<b>\$ (1,537,485.81)</b>

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

**DEBTOR:** Castle Arch Kingman, LLC

**CASE NO:** 11-35242

**Form 2-E  
SUPPORTING SCHEDULES  
For Period: 12/1/2011 to 12/31/2011**

**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
<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	Travelers	\$ 2,000,000	10/18/2012	\$ 10/18/2012
Property (Fire, Theft)		\$		\$
Vehicle		\$		\$
Other (list): D&O	HUB Intl	\$ 5,000,000	1/20/2012	\$ 1/20/2012
		\$		\$

DEBTOR: Castle Arch Kingman, LLC

CASE NO: 11-35242

**Form 2-E  
SUPPORTING SCHEDULES**

For Period 12/1/2011 to 12/31/2011

**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	\$ 49,642.47
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>	\$ 49,642.47

\* 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.



**DEBTOR:** Castle Arch Kingman, LLC

**CASE NO:** 11-35242

**Form 2-F  
QUARTERLY FEE SUMMARY \***  
For the Month Ended: 12/31/2011

<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			
<b>TOTAL 1st Quarter</b>		<b>\$ 0</b>			
April	_____	\$ 0			
May	_____	0			
June	_____	0			
<b>TOTAL 2nd Quarter</b>		<b>\$ 0</b>			
July	_____	\$ 0			
August	_____	0			
September	_____	0			
<b>TOTAL 3rd Quarter</b>		<b>\$ 0</b>			
October	<u>2011</u>	\$ 0			
November	<u>2011</u>	0			
December	<u>2011</u>	0			
<b>TOTAL 4th Quarter</b>		<b>\$ 0</b>			

**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.....	<b>\$325</b>	\$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 Kingman, LLC

CASE NO: 11-35242

Form 2-G  
**NARRATIVE**

For Period Ending: 12/31/2011

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 Kingman was created to develop raw land. With the economic decline the Kingman project has been put on hold until the appropriate time to continue development occurs. It has had no activity since the petition date.
Castle Arch Kingman does not currently have a bank account.
The land held by Castle Arch Kingman was written down to \$7k per acre based upon 4 comparative sales that occurred in 2011 in the same vicinity.
Property tax payable has been accrued to the Accounts Payable account to conform with the accounting software and isn't stated in the taxes payable portion so as to eliminate any duplication of liability.
Interest Expense has been accrued for all of 2011 for the three notes payable to Castle Arch Secured Development Fund.

5:55 PM  
01/15/12  
Accrual Basis

**Castle Arch Kingman, LLC**  
**Profit & Loss**  
December 2011

	Dec 11
Ordinary Income/Expense	
Expense	
Professional Outside Services	266.67
Property Tax	49,375.80
60020 - Amortization of debt issue cost	-8,707.01
60140 - Interest Expense	
CAK	1,075,110.35
Total 60140 - Interest Expense	1,075,110.35
Total Expense	1,116,045.81
Net Ordinary Income	-1,116,045.81
Other Income/Expense	
82500 - Impairment loss on property	421,440.00
Total Other Expense	421,440.00
Net Other Income	-421,440.00
Net Income	-1,537,485.81

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Accrual Basis

**Castle Arch Kingman, LLC**  
**Balance Sheet**  
As of December 31, 2011

	Dec 31, 11
<b>ASSETS</b>	
Other Assets	
17100 · Properties Held for Investment	3,738,560.00
17101 · Kingman, AZ	3,738,560.00
Total 17100 · Properties Held for Investment	3,738,560.00
Total Other Assets	3,738,560.00
<b>TOTAL ASSETS</b>	<b>3,738,560.00</b>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	112,291.15
20000 · Accounts Payable	112,291.15
Total Accounts Payable	112,291.15
Other Current Liabilities	
23500 · Intercompany Payable	1,280,000.00
23501 · Kingman, AZ N1	3,200,000.00
23502 · Kingman, AZ N2	3,325,892.81
23503 · Kingman, AZ LOC	3,369,882.04
23506 · Kingman, AZ Interest	614,294.64
23509 · Debt Issuance Costs Payable	614,294.64
23510 · Unamortized Debt Issuance Costs	-614,294.64
Total 23500 · Intercompany Payable	11,175,774.85
25050 · Intercompany Notes	
25056 · CAREIC	2,326,772.40
Total 25050 · Intercompany Notes	2,326,772.40
Total Other Current Liabilities	13,502,547.25
Total Current Liabilities	13,614,838.40
Long Term Liabilities	
23600 · Preferred Dividend Payable	2,812,319.22
Total Long Term Liabilities	2,812,319.22
Total Liabilities	16,427,157.62
Equity	
30000 · Preferred Units Round A	10,010,121.01
30001 · Preferred Units Round B	50,000.00

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01/15/12  
Accrual Basis

**Castle Arch Kingman, LLC**  
**Balance Sheet**  
As of December 31, 2011

	Dec 31, 11
30100 · Common Units	
30102 · CU Consulting	136,131.80
30103 · CU Referral Fees	221,480.40
30100 · Common Units - Other	12,500.00
<b>Total 30100 · Common Units</b>	<b>370,112.20</b>
38000 · Contributed Capital	6,000.00
39000 · Retained Earnings	-18,977,043.98
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued	-2,812,319.22
39103 · CU Referral Fees	-221,480.40
39104 · Reinvested Referral Fees	-106,155.00
39106 · Cash Referral Fees	-171,703.57
<b>Total 39100 · Equity Adjustments</b>	<b>-3,311,658.19</b>
<b>Net Income</b>	<b>-836,128.66</b>
<b>Total Equity</b>	<b>-12,688,597.62</b>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<b>3,738,560.00</b>

4:19 PM  
01/15/12  
Accrual Basis

**Castle Arch Kingman, LLC**  
**Transactions by Account**  
As of December 31, 2011

Type	Date	Num	Name	Memo	Clr	Split	Debit	Credit	Balance
<b>20000 · Accounts Payable</b>									
Bill	12/1/2011	30158	Colonial Stock Tran...			Professional ...		266.67	62,648.68
Bill	12/1/2011	2011 ...	Mohave County Ass...	2011 Propert...		Property Tax		49,375.80	62,915.35
							0.00	49,642.47	112,291.15
								<b>49,642.47</b>	<b>112,291.15</b>
<b>TOTAL</b>									
							<b>0.00</b>	<b>49,642.47</b>	<b>112,291.15</b>