Entered 02/23/12 10:40:10 Desc Main Case 11-35241 Doc 28 Filed 02/23/12 Page 1 of 15 Document "CAOP II" MONTHLY OPERATING REPORT **DEBTOR:** Castle Arch Opportunity Partners II, LLC **CHAPTER 11 CASE NUMBER: 11-35241** Form 2-A **COVER SHEET** For Period Ending 1/31/2012 **Accounting Method:** X Accrual Basis Cash Basis THIS REPORT IS DUE 14 DAYS AFTER THE END OF THE MONTH Debtor must attach each of the following reports/documents unless the U. S. Trustee Mark One Box for Each has waived the requirement in writing. File the original with the Clerk of Court. Required Document: Submit a duplicate, with original signature, to the U.S. Trustee. Report/Document Previously **Attached** Waived REQUIRED REPORTS/DOCUMENTS Х 1. Cash Receipts and Disursements Statement (Form 2-B) 2. Balance Sheet (Form 2-C) 3. Profit and Loss Statement (Form 2-D) 4. Supporting Schedules (Form 2-E) 5. Quarterly Fee Summary (Form 2-F) 6. Narrative (Form 2-G) 7. Bank Statements for All Bank Accounts IMPORTANT: Redact account numbers and remove check images 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: 2/14/12 Glen Martinsen **Print Name:** 

Signature:

Title:

**Principal Accounting Officer** 

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

# Form 2-B CASH RECEIPTS AND DISBURSEMENTS STATEMENT

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

CASH FLOW SUMMARY	Current <u>Month</u>		Accumulated
1. Beginning Cash Balance	\$1,752,741.50	(1) \$	1,334,322.19 (1)
2. Cash Receipts Operations Sale of Assets Loans/advances Other	82,809.05 - - -		501,228.36 - - - -
Total Cash Receipts	\$ 82,809.05	\$	501,228.36
3. Cash Disbursements Operations Debt Service/Secured loan payment Professional fees/U.S. Trustee fees Other	338,768.69 - - -		338,768.69 - - -
Total Cash Disbursements	\$ 338,768.69	\$	338,768.69
Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	(255,959.64)		162,459.67
5 Ending Cash Balance (to Form 2-C)	\$	(2) \$	1,496,781.86 (2)
CASH BALANCE SUMMARY	Financial Institution		Book <u>Balance</u>
Petty Cash		\$	-
DIP Operating Account	Zions Bank - DIP		1,496,781.82
DIP State Tax Account			-
DIP Payroll Account			-
Other Operating Account	TD Ameritrade		0.04
Other Interest-bearing Account			-
TOTAL (must agree with Ending Cash Balan	ce above)	\$	1,496,781.86 (2)

<sup>(1)</sup> 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.

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

Form 2-B CASH RECEIPTS AND DISBURSEMENTS STATEMENT

**Account No:** 

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

(attach additional sheets as necessary)

**CASH RECEIPTS DETAIL** 

Date	Payer	Description	Amount
1/4/2012	FCI	Rill Note Payment	\$ 1,468.89
1/24/2012	Conix	P&I	12,730.10
1/18/2012	Conix	P&I	12,943.33
1/31/2012	Conix	P&I	26,020.31
1/10/2012	Conix	P&I	29,646.42

Total Cash Receipts \$ 82,809.05 (1)

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

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

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

**Account No: CASH DISBURSEMENTS DETAIL** (attach additional sheets as necessary)

Date	Check No.	Payee	Description (Purpose)	Amount
			\$	
1/18/2012	1001	Martinsen, Glen	State of Nevada Renewal	300.00
1/18/2012	Cashiers Ck	Winget, Brad	Deposit	20,000.00
1/20/2012	Wire Trans	REFS	6224 W. 3500 S, WVC UT 84128	175,200.00
1/20/2012	EFT	Zion's Bank	wire fee	18.00
1/30/2012	wire	Federal National Mortgage A	Ass 8204 South Wilson ST Midvale, UT 84	143,235.69
1/30/2012	eft	Zion's Bank	wire fee	15.00

338,768.69 (1) **Total Cash Disbursements** 

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Form 2-C

## **COMPARATIVE BALANCE SHEET**

1/31/2012 For Period Ended:

	1011 chica Enaca. 1/01/2012				
ASSETS			Current Month		Petition Date (1)
Current Assets:					
Cash (from Form 2-B, line 5)		\$	1,496,781.86	,	\$ 1,334,322.19
Accounts Receivable (from Form	•		-		-
Receivable from Officers, Employ			- 0 150 506 40		- 2,339,748.24
Inventory Other Current Assets :(List)	Properties for Sale Pre-paid Legal & Deposits		2,153,586.48 29,040.00		9,040.00
Other Garrent / 188613 .(Elst)	Note Receivable		42,000.00		42,000.00
Total Current Assets		\$	3,721,408.34		\$ 3,725,110.43
Fixed Assets:					
Land		\$	-	,	\$ -
Building			-		-
Equipment, Furniture and Fixture	es .	_	-		
Total Fixed Assets  Less: Accumulated Depreciation		, -		١.	<del>-</del>
•		( 		)	- ·
Net Fixed Assets		<b>»</b> -			<u> </u>
Other Assets (List):			-		- -
TOTAL ASSETS		\$ -	3,721,408.34	,	\$ 3,725,110.43
		Ψ =	3,721,100.01		<u> </u>
<b>LIABILITIES</b> Post-petition Accounts Payable (	from Form 2 F)	\$	141.67		\$ -
Post-petition Accrued Profesiona		Ψ	141.07	,	
Post-petition Taxes Payable (from	,		-		-
Post-petition Notes Payable	•		-		-
Other Post-petition Payable(List)			50,771.08		-
	Preferred Dividend Payable		653,036.33		-
		_			
Total Post Petition Liabilitie	es	\$	703,949.08		\$
Pre Petition Liabilities:					
Secured Debt			-		-
Priority Debt Unsecured Debt			-		-
		<sub>Ф</sub> -	637,964.06		637,964.06
Total Pre Petition Liabilities	5	\$_	637,964.06		\$ 637,964.06
TOTAL LIABILITIES		\$_	1,341,913.14		\$ 637,964.06
OWNERS' EQUITY					
Owner's/Stockholder's Equity		\$	2,748,937.44	,	\$ 3,401,973.77
Retained Earnings - Prepetition			(314,827.40)		(314,827.40)
Retained Earnings - Post-petition		_	(54,614.84)		
TOTAL OWNERS' EQUIT	Y	\$	2,379,495.20		\$ 3,087,146.37
TOTAL LIABILITIES AND	OWNERS' EQUITY	\$ _	3,721,408.34	,	\$3,725,110.43

<sup>(1)</sup> 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	1/1/2012 <b>to</b>	1/31/2012		
		Current <u>Month</u>		Accumulated Total (1)
Gross Operating Revenue	\$	9,781.91	\$	257,550.24
Less: Discounts, Returns and Allowances	(	)	) (_	)
Net Operating Revenue	\$	9,781.91	\$_	257,550.24
Cost of Goods Sold			_	261,023.07
Gross Profit	\$	9,781.91	\$_	(3,472.83)
Operating Expenses Officer Compensation Selling, General and Administrative Rents and Leases	\$	- 14,811.07	\$	- 31,712.80
Depreciation, Depletion and Amortization Other (list):	,	- - - -	_	- - 19,499.94 -
Total Operating Expenses	\$	14,811.07	\$_	51,212.74
Operating Income (Loss)	\$	(5,029.16)	\$_	(54,685.57)
Non-Operating Income and Expenses Other Non-Operating Expenses Gains (Losses) on Sale of Assets Interest Income Interest Expense Other Non-Operating Income	\$	- - - - -	\$	- - 70.73 - -
Net Non-Operating Income or (Expenses)	\$	-	\$_	70.73
Reorganization Expenses Legal and Professional Fees Other Reorganization Expense	\$	<u>-</u> -	\$ _	<del>-</del> -
Total Reorganization Expenses	\$	-	\$_	-
Net Income (Loss) Before Income Taxe	es \$	(5,029.16)	\$_	(54,614.84)
Federal and State Income Tax Expense (Bene	fit)	-		-
NET INCOME (LOSS)	\$	(5,029.16)	\$_	(54,614.84)

<sup>(1)</sup> Accumulated Totals include all revenue and expenses since the petition date.

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

### Form 2-E SUPPORTING SCHEDULES

For Period: 1/1/2012 to 1/31/2012

#### **POST PETITION TAXES PAYABLE SCHEDULE**

	Beginning Balance (1)	Amount Accrued	Amount Paid	Date Paid	Check Number	Ending Balance
Income Tax Withheld Federal \$ State	- -	\$ - -	\$ - -		9	S - -
FICA Tax Withheld	-	-	-			-
Employer's FICA Tax	-	-	-			-
Unemployment Tax Federal State	- -	- -	- -			- -
Sales, Use & Excise Taxes	-	-	-			-
Property Taxes	-	-	-			-
Accrued Income Tax:						
Federal	-	-	-			-
State	-	-	-			-
Other:	-	-	-			-
TOTALS \$		\$	\$ 		9	s

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

### **INSURANCE SCHEDULE**

	Carrier	Amount of Coverage	Expiration Date	Premium Paid Through
Workers' Compensation	None	\$ -	\$	· · · · · · · · · · · · · · · · · · ·
General Liability	Travelers	\$ 2,000,000	10/18/2012 \$	10/18/2012
Property (Fire, Theft)	Travelers	\$ 25,000	10/27/2012 \$	10/27/2012
Vehicle	None	\$ -	\$	
Other (list): D&O	HUB Intl	\$ 5,000,000	1/20/2012 \$	1/20/2012
		\$		

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

## Form 2-E SUPPORTING SCHEDULES

For Period \_\_\_\_1/1/2012 to \_\_\_1/31/2012

#### ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	Accounts <u>Receivable</u>		Post Petition Accounts Payable	
Under 30 days 30 to 60 days 61 to 90 days 91 to 120 days	\$ 0.00 0.00 0.00 0.00	\$	141.67 0.00 0.00 0.00	
Over 120 days  Total Post Petition  Pre Petition Amounts	0.00		0.00	
Total Accounts Receivable Less: Bad Debt Reserve Net Accounts Receivable (to Form 2-C)	\$ 0.00 0.00 \$ 0.00			
	Total Post Petitic Accounts Payabl		141.67	

<sup>\*</sup> Attach a detail listing of accounts receivable and post-petition accounts payable

#### SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	Month-en Retainer <u>Balance</u>	d Current Month's <u>Accrual</u>	Paid in Current <u>Month</u>		Date of Court Approval	Month-end Balance Due *	
Debtor's Counsel	\$	0 \$	0 \$	0		\$	0
Counsel for Unsecured							0
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

<sup>\*</sup>Balance due to include fees and expenses incurred but not yet paid.

#### SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES\*\*

Payee Name	<u>Position</u>	Nature of Payment	\$	<u>Amount</u>
			<b>—</b>	•

<sup>\*\*</sup>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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DEBTOR: Castle Arch Opportunity Partners II, LLC CASE NO: 11-35241

### Form 2-F QUARTERLY FEE SUMMARY \*

For the Month Ended: 1/31/2012

<u>Month</u>	<u>Year</u>		Cash <u>Disbursements **</u>	Quarterly <u>Fee Due</u>	Check No.	Date <u>Paid</u>
January February March	2012	_\$ 	300.00			
TOTAL 1st	Quarter	\$	300.00 \$			
April May June		_\$	- - -			
TOTAL 2nd	d Quarter	\$	<u> </u>			
July August September		_\$ _ _	- - -			
TOTAL 3rd	Quarter	\$	\$			
October November December	2011 2011 2011	_\$	- 500.00 -			
TOTAL 4th	Quarter	\$	500.00 \$	325.00	1002	2/8/2012
			FEE SCHEDULE (as of JAN		1/6)	
Quarterly Dist \$0 to \$14,999 \$15,000 to \$7 \$75,000 to \$1 \$150,000 to \$ \$225,000 to \$ \$300,000 to \$	4,999 49,999 224,999 299,999	Fee . \$325 \$650 \$975 \$1,625 \$1,950	to changes that may occur to 28	Quarterly Disbu \$1,000,000 to \$ \$2,000,000 to \$ \$3,000,000 to \$	rsements 1,999,999 2,999,999 4,999,999 14,999,999 \$29,999,999	Fee \$6,500 \$9,750 \$10,400 \$13,000 \$20,000 \$30,000

<sup>\*</sup> This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

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

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

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DEBTOR:	Castle Arch Opportunity Partners II, LLC	CASE NO:	11-35241
	Form 2-G		

For Period Ending: 1/31/2012

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.

Preferred Dividends Payable were accrued for all of 2011. This is a contra-equity account that reduces the
overall equity but does not affect profitability as it was not actually paid out.
The majority of cash disbursements were a redeployment of funds back into real estate investments.
The majority of out a dissurbaniante word a reaspineyment of funde stack into real octate invocationics.

## **Balance Sheet** As of January 31, 2012

4:14 PM 02/14/12 **Accrual Basis** 

	Jan 31, 12
ASSETS	
Current Assets	
Checking/Savings 10001 · TD Ameritrade - CAOPII 10002 · Zions -	0.04 1,496,781.82
Total Checking/Savings	1,496,781.86
	1,490,701.00
Other Current Assets Loan Receivable	42,000.00
16000 · Prepaid Expense	9,040.00
16500 · Properties Held for Sale	3,21313
6224 W 3500 S, WVC UT 84128	175,218.00
8204 S Wilson St Midvale-84047	143,250.69
17103 · Western Showcase 17895 · CREO114, LLC	554,624.38 1,280,493.41
•	<del></del>
Total 16500 · Properties Held for Sale	2,153,586.48
17200 · Deposits	20,000.00
Total Other Current Assets	2,224,626.48
Total Current Assets	3,721,408.34
TOTAL ASSETS	3,721,408.34
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	444.07
20000 · Accounts Payable	141.67
Total Accounts Payable	141.67
Other Current Liabilities	
25050 · Intercompany Notes	454 440 40
25056 · CAREIC 25200 · Accrued Interest	154,149.49 -558.08
	153,591.41
Total 25050 · Intercompany Notes	
Total Other Current Liabilities	153,591.41
Total Current Liabilities	153,733.08
Long Term Liabilities	4 400 400 00
23600 · Preferred Dividend Payable	1,188,180.06
Total Long Term Liabilities	1,188,180.06
Total Liabilities	1,341,913.14
Equity	
30000 · Preferred Units Round A	50 000 00
30010 · Preferred Redemptions Round A 30000 · Preferred Units Round A - Other	-50,000.00 4,401,900.00
Total 30000 · Preferred Units Round A	4,351,900.00
39000 · Retained Earnings	-364,413.08
39100 · Equity Adjustments	, , , , , , , , , , , , , , , , , , , ,
39101 · Preferred Dividends Accrued 39107 · Cash Commissions	-1,188,180.06 -414,782.50
Total 39100 · Equity Adjustments	-1,602,962.56
Net Income	-5,029.16
Total Equity	2,379,495.20
TOTAL LIABILITIES & EQUITY	3,721,408.34

# **Balance Sheet**

As of January 31, 2012

5:54 PM 02/14/12 **Accrual Basis** 

	Jan 31, 12
ASSETS	
Current Assets Checking/Savings	
10001 · TD Ameritrade - CAOPII	0.04
10002 · Zions - 003174935	1,496,781.82
Total Checking/Savings	1,496,781.86
Other Current Assets	
Loan Receivable	42,000.00
16000 · Prepaid Expense 16500 · Properties Held for Sale	9,040.00
6224 W 3500 S, WVC UT 84128	175,218.00
8204 S Wilson St Midvale-84047	143,250.69
17103 · Western Showcase	554,624.38
17895 · CREO114, LLC	1,280,493.41
Total 16500 · Properties Held for Sale	2,153,586.48
17200 · Deposits	20,000.00
Total Other Current Assets	2,224,626.48
Total Current Assets	3,721,408.34
TOTAL ASSETS	3,721,408.34
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable 20000 · Accounts Payable	141.67
Total Accounts Payable	141.67
Other Current Liabilities	
25050 · Intercompany Notes	
25056 · CAREIC	154,149.49
25200 · Accrued Interest	-558.08
Total 25050 · Intercompany Notes	153,591.41
<b>Total Other Current Liabilities</b>	153,591.41
Total Current Liabilities	153,733.08
Long Term Liabilities	
23600 · Preferred Dividend Payable	1,188,180.06
Total Long Term Liabilities	1,188,180.06
Total Liabilities	1,341,913.14
Equity	
30000 · Preferred Units Round A	E0 000 00
30010 · Preferred Redemptions Round A 30000 · Preferred Units Round A - Other	-50,000.00 4,401,900.00
Total 30000 · Preferred Units Round A	4,351,900.00
39000 · Retained Earnings	-364,413.08
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued 39107 · Cash Commissions	-1,188,180.06 -414,782.50
Total 39100 · Equity Adjustments	-1,602,962.56
Net Income	-5,029.16
Total Equity	2,379,495.20
TOTAL LIABILITIES & EQUITY	3,721,408.34

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Castle Arch Opportunity Partners II LLC

# **Reconciliation Detail**

7:27 PM

02/06/12

10002 · Zions - 4935, Period Ending 01/31/2012

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance	ce					1,752,741.46
Cleared Tran	sactions					
Checks ar	nd Payments - 6	items				
Check	1/18/2012	Cashi	Winget, Brad	Χ	-20,000.00	-20,000.00
Bill Pmt -Check	1/18/2012	1001	Martinsen, Glen	Χ	-300.00	-20,300.00
Check	1/20/2012	Wire	REFS	Χ	-175,200.00	-195,500.00
Check	1/20/2012	EFT	Zion's Bank	Χ	-18.00	-195,518.00
Check	1/30/2012	wire	Federal National M	Χ	-143,235.69	-338,753.69
Check	1/30/2012	eft	Zion's Bank	X	-15.00	-338,768.69
Total Chec	ks and Payment	s			-338,768.69	-338,768.69
Deposits a	and Credits - 5 i	tems				
Deposit	1/4/2012			Χ	1,468.89	1,468.89
Deposit	1/10/2012			Χ	29,646.42	31,115.31
Deposit	1/18/2012			Χ	12,943.33	44,058.64
Deposit	1/24/2012			Χ	12,730.10	56,788.74
Deposit	1/31/2012			X	26,020.31	82,809.05
Total Depo	sits and Credits				82,809.05	82,809.05
Total Cleared	l Transactions			_	-255,959.64	-255,959.64
Cleared Balance				_	-255,959.64	1,496,781.82
Register Balance a	as of 01/31/2012			_	-255,959.64	1,496,781.82
Ending Balance					-255,959.64	1,496,781.82

## Case 11-35241 Doc 28 Filed 02/23/12 Entered 02/23/12 10:40:10 Desc Main Statement of Accounts **P**ocument P.O. Box 30709, Salt Lake City, UT 84130-0709

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This Statement: January 31, 2012 Last Statement: December 30, 2011

Primary Account 4935

0000547 1432-06-0000-ZFN-PG0007-00006

CASTLE ARCH OPPORTUNITY PARTNERS II HOLD AT UT UTSC 0888

DO NOT MAIL

For 24-hour account information, please contact:

1-800-789-BANK (2265)

zionsbank.com

#### WE HAVEN'T FORGOTTEN WHO KEEPS US IN BUSINESS. ®

SUMMARY OF	ACCOUNT	DALANGE
		RAL AND E

Checking/Savings Outstanding Account Number **Ending Balance** Balances Owed Account Type Free Business Checking 4935 \$1,496,781.82

		JFSS.		

4935

107

Previous Balance	Deposits/Credits	Charges/Debits	Checks Processed	Ending Balance
1,752,741.46	82,809.05	318,468.69	20,300.00	1,496,781.82

#### 5 DEPOSITS/CREDITS

Date	Amount	Description
01/05	1,468.89	FCI LOAN PMT. ***** REF # 012005007475198 1102589776
01/10	29,646.42	DEPOSIT 9494604912
01/18	12,943.33	DEPOSIT 9494629296
01/24	12,730.10	DEPOSIT 9494629694
01/31	26,020.31	DEPOSIT 9494471777

#### 4 CHARGES/DEBITS

Date	Amount	Description
01/20	175,200.00	WIRE/OUT-2012012000003577;BNF MATHESON AND HOWELL PC;OBI PRO 1300701736
01/20	18.00	WIRE TRANSACTION SERVICE FEE
01/30	143,235.69	WIRE/XFER-2012013000005978;OBI ESCROW OFFICER LAURA L LEE 1300902786
01/30	15.00	WIRE TRANSACTION SERVICE FEE

#### 2 CHECKS PROCESSED

Number	Date	Amount	Number	Date	Amount
0	01/18	20,000.00	1001*	01/23	300.00

\* Not in check sequence

#### 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.



0000547-0000001-0002509 MEMBER FDIC

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

4935

DAILY BA	LANCES				
Date	Balance	Date	Balance	Date	Balance
01/05	1,754,210.35	01/20	1,601,582.10	01/30	1,470,761.51
01/10	1,783,856.77	01/23	1,601,282.10	01/31	1,496,781.82
01/18	1,776,800.10	01/24	1,614,012.20		