

DEBTOR: Castle Arch Opportunity Partners I, LLC

**MONTHLY OPERATING REPORT
CHAPTER 11**

CASE NUMBER: 11-35240

**Form 2-A
COVER SHEET**

For Period Ending 1/31/2012

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: 2/14/12

Print Name: Glen Martinsen

Signature: 

Title: Principal Accounting Officer

DEBTOR: Castle Arch Opportunity Partners I, LLC **CASE NO:** 11-35240

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 1/1/12 to 1/31/12

CASH FLOW SUMMARY

	Current Month	Accumulated
1. Beginning Cash Balance	\$ <u>509,631.46</u> (1)	\$ <u>385,457.71</u> (1)
2. Cash Receipts		
Operations	48,727.68	193,401.43
Sale of Assets	-	-
Loans/advances	-	-
Other	20,000.00	20,000.00
Total Cash Receipts	\$ <u>68,727.68</u>	\$ <u>213,401.43</u>
3. Cash Disbursements		
Operations	-	20,000.00
Debt Service/Secured loan payment	-	-
Professional fees/U.S. Trustee fees	-	-
Other	50,000.00	50,500.00
Total Cash Disbursements	\$ <u>50,000.00</u>	\$ <u>70,500.00</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>18,727.68</u>	<u>142,901.43</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u><u>528,359.14</u></u> (2)	\$ <u><u>528,359.14</u></u> (2)

CASH BALANCE SUMMARY

	<u>Financial Institution</u>	Book Balance
Petty Cash	_____	\$ -
DIP Operating Account	_____	-
DIP State Tax Account	_____	-
DIP Payroll Account	_____	-
Other Operating Account	<u>Zions Bank - DIP</u>	526,359.14
Other Interest-bearing Account	<u>HSBC Foreign Currency Savings</u>	2,000.00
TOTAL (must agree with Ending Cash Balance above)		\$ <u><u>528,359.14</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 I, LLC CASE NO: 11-35240

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

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

CASH RECEIPTS DETAIL

(attach additional sheets as necessary)

Account No:

Date	Payer	Description	Amount
1/10/2012	Conix	P&I	\$ 7,666.06
1/18/2012	Brad Winget	Deposit Return	20,000.00
1/24/2012	Conix	P&I	12,388.18
1/27/2012	McKay, Burton Thurman	Return of Retainer	20,000.00
1/31/2012	Conix	P&I	8,673.44

Total Cash Receipts \$ 68,727.68 (1)

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

DEBTOR: Castle Arch Opportunity Partners I, LLC

CASE NO: 11-35240

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 1/1/12 to 1/31/12

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account No:

Date	Check No.	Payee	Description (Purpose)	Amount
1/31/2012	1001	McKay, Burton & Thurman	Legal Retainer	\$ 50,000.00

Total Cash Disbursements \$ 50,000.00 (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: 1/31/2012

ASSETS	Current Month	Petition Date (1)
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 528,359.14	\$ 385,457.71
Accounts Receivable (from Form 2-E)	-	-
Receivable from Officers, Employees, Affiliates	-	-
Inventory	-	-
Other Current Assets :(List)	1,029,500.56	1,272,211.16
<u>Real Estate Investments</u>	5,376,050.00	5,376,050.00
<u>Tooele Land & Water</u>		
Total Current Assets	\$ 6,933,909.70	\$ 7,033,718.87
Fixed Assets:		
Land	\$ -	\$ -
Building	-	-
Equipment, Furniture and Fixtures	-	-
Total Fixed Assets	<u>-</u>	<u>-</u>
Less: Accumulated Depreciation	(-)	(-)
Net Fixed Assets	\$ -	\$ -
Other Assets (List):	-	-
TOTAL ASSETS	\$ 6,933,909.70	\$ 7,033,718.87
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 29,319.90	\$ -
Post-petition Accrued Profesional Fees (from Form 2-E)	-	-
Post-petition Taxes Payable (from Form 2-E)	-	-
Post-petition Notes Payable	-	-
Other Post-petition Payable(List): <u>Management Fee</u>	117,635.67	-
<u>Preferred Dividend Payable</u>	3,186,832.77	-
<u>Note Interest Payable</u>	26,630.14	-
Total Post Petition Liabilities	\$ 3,360,418.48	\$ -
Pre Petition Liabilities:		
Secured Debt	100,000.00	100,000.00
Priority Debt	-	-
Unsecured Debt	(12,985.86)	(12,985.86)
Total Pre Petition Liabilities	\$ 87,014.14	\$ 87,014.14
TOTAL LIABILITIES	\$ 3,447,432.62	\$ 87,014.14
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 4,633,184.47	\$ 7,820,017.24
Retained Earnings - Prepetition	(873,312.51)	(873,312.51)
Retained Earnings - Post-petition	(273,394.88)	-
TOTAL OWNERS' EQUITY	\$ 3,486,477.08	\$ 6,946,704.73
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 6,933,909.70	\$ 7,033,718.87

(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 Sheet for more detail.

DEBTOR: Castle Arch Opportunity Partners I, LLC

CASE NO: 11-35240

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 1/1/2012 to 1/31/2012

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ 2,550.33	\$ 41,587.44
Less: Discounts, Returns and Allowances	(-)	(-)
Net Operating Revenue	\$ <u>2,550.33</u>	\$ <u>41,587.44</u>
Cost of Goods Sold	<u>-</u>	<u>140,908.80</u>
Gross Profit	\$ <u>2,550.33</u>	\$ <u>(99,321.36)</u>
Operating Expenses		
Officer Compensation	\$ -	\$ -
Selling, General and Administrative	33,661.56	118,412.34
Rents and Leases	-	-
Depreciation, Depletion and Amortization	-	-
Other (list): <u>Property Tax</u>	-	29,043.23
	<u>-</u>	<u>-</u>
Total Operating Expenses	\$ <u>33,661.56</u>	\$ <u>147,455.57</u>
Operating Income (Loss)	\$ <u>(31,111.23)</u>	\$ <u>(246,776.93)</u>
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ -	\$ -
Gains (Losses) on Sale of Assets	-	-
Interest Income	-	12.19
Interest Expense	-	(26,630.14)
Other Non-Operating Income	<u>-</u>	<u>-</u>
Net Non-Operating Income or (Expenses)	\$ <u>-</u>	\$ <u>(26,617.95)</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>(31,111.23)</u>	\$ <u>(273,394.88)</u>
Federal and State Income Tax Expense (Benefit)	<u>-</u>	<u>-</u>
NET INCOME (LOSS)	\$ <u><u>(31,111.23)</u></u>	\$ <u><u>(273,394.88)</u></u>

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

DEBTOR: Castle Arch Opportunity Partners I, LLC

CASE NO: 11-35240

**Form 2-E
SUPPORTING SCHEDULES
For Period: 1/1/2012 to 1/31/2012**

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	\$ -	\$ -	\$ -			\$ -
State	-	-	-			-
FICA Tax Withheld	-	-	-			-
Employer's FICA Tax	-	-	-			-
Unemployment Tax						
Federal	-	-	-			-
State	-	-	-			-
Sales, Use & Excise Taxes	-	-	-			-
Property Taxes	-	-	-			-
Accrued Income Tax:						
Federal	-	-	-			-
State	-	-	-			-
Other: _____	-	-	-			-
TOTALS	\$ -	\$ -	\$ -			\$ -

(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	\$ -		\$ -
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
		\$		

DEBTOR: Castle Arch Opportunity Partners I, LLC

CASE NO: 11-35240

**Form 2-E
SUPPORTING SCHEDULES**

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

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	\$ 29,319.90
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>29,319.90</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	\$ 50,000.00	\$ -	\$ -		\$ -
Counsel for Unsecured Creditors' Committee	-	-	-		-
Trustee's Counsel	-	-	-		-
Accountant	-	-	-		-
Other: _____	-	-	-		-
Total	<u>\$ 50,000.00</u>	<u>\$ -</u>	<u>\$ -</u>		<u>\$ -</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 Opportunity Partners I, LLC

CASE NO: 11-35240

**Form 2-F
QUARTERLY FEE SUMMARY ***
For the Month Ended: 1/31/2012

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	<u>2012</u>	\$ -			
February	<u> </u>	-			
March	<u> </u>	-			
TOTAL 1st Quarter		\$ <u> </u>			
April	<u> </u>	\$ -			
May	<u> </u>	-			
June	<u> </u>	-			
TOTAL 2nd Quarter		\$ <u> </u>			
July	<u> </u>	\$ -			
August	<u> </u>	-			
September	<u> </u>	-			
TOTAL 3rd Quarter		\$ <u> </u>			
October	<u>2011</u>	\$ -			
November	<u>2011</u>	500.00			
December	<u>2011</u>	20,000.00			
TOTAL 4th Quarter		\$ <u>20,500.00</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 I, LLC

CASE NO: 11-35240

**Form 2-G
NARRATIVE**

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.

The primary increase in Accounts Payable is due to the 2011 property taxes for the Tooele property.
Property Taxes of \$29,043.23 are recorded in Accounts Payable and not in taxes payable to conform to the accounting software and not duplicate the liability.
The interest expense that is accrued is for the Kingston notes and is to true it up since the inception of the notes, not just a December expense.
The only cash disbursement was for a legal retainer for debtors counsel.

Castle Arch Opportunity Partners I, LLC

Balance Sheet

As of January 31, 2012

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02/14/12

Accrual Basis

	Jan 31, 12
ASSETS	
Current Assets	
Checking/Savings	
10002 · Zion's - ██████████ 4943	526,359.14
10110 · HSBC Foreign Currency Savings	2,000.00
Total Checking/Savings	528,359.14
Other Current Assets	
16500 · Properties Held for Sale	
17901 · Wholesale Foreclosures	101,000.00
17900 · Western Showcase Homes	40,027.50
17102 · Tooele, UT	
17103 · Unrealized Gain on Tooele Prop	-2,304,000.00
17102 · Tooele, UT - Other	7,680,050.00
Total 17102 · Tooele, UT	5,376,050.00
17850 · CREO108	
Town 3	150,000.00
Oak Capital, LLC	256,114.84
17850 · CREO108 - Other	452,358.22
Total 17850 · CREO108	858,473.06
Total 16500 · Properties Held for Sale	6,375,550.56
Intercompany Receivable	
CAREIC	-20,000.00
Total Intercompany Receivable	-20,000.00
16000 · Prepaid Expense	50,000.00
Total Other Current Assets	6,405,550.56
Total Current Assets	6,933,909.70
TOTAL ASSETS	6,933,909.70
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	34,383.65
Total Accounts Payable	34,383.65
Other Current Liabilities	
Interest Payable-Tooele-Kingsto	26,630.14
Notes Payable - Tooele-Kingston	100,000.00
25050 · Intercompany Notes	
25200 · Accrued Interest	-8,605.44
25058 · CAS	-100,000.00
25056 · CAREIC	225,708.75
25055 · CAOPIII	-17,517.25
Total 25050 · Intercompany Notes	99,586.06
Total Other Current Liabilities	226,216.20
Total Current Liabilities	260,599.85
Long Term Liabilities	
23600 · Preferred Dividend Payable	3,186,832.77
Total Long Term Liabilities	3,186,832.77
Total Liabilities	3,447,432.62

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Castle Arch Opportunity Partners I, LLC**Balance Sheet**

02/14/12

As of January 31, 2012

Accrual Basis

	<u>Jan 31, 12</u>
Equity	
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued	-3,186,832.77
39106 · Cash Referral Fees	-29,272.08
39107 · Cash Commissions	-677,788.63
Total 39100 · Equity Adjustments	<u>-3,893,893.48</u>
30000 · Preferred Units Round A	
30010 · Preferred Redemptions Round A	-1,515,911.00
30000 · Preferred Units Round A - Other	10,042,988.95
Total 30000 · Preferred Units Round A	<u>8,527,077.95</u>
39000 · Retained Earnings	-1,115,596.16
Net Income	-31,111.23
Total Equity	<u>3,486,477.08</u>
TOTAL LIABILITIES & EQUITY	<u><u>6,933,909.70</u></u>

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Castle Arch Opportunity Partners I, LLC**Profit & Loss**

January 2012

02/14/12

Accrual Basis

	<u>Jan 12</u>
Ordinary Income/Expense	
Income	
41200 · Sales	
Wholesale Foreclosures	619.08
CREO108	1,931.25
Total 41200 · Sales	<u>2,550.33</u>
Total Income	<u>2,550.33</u>
Gross Profit	2,550.33
Expense	
68000 · Management Fee	33,661.56
Total Expense	<u>33,661.56</u>
Net Ordinary Income	<u>-31,111.23</u>
Net Income	<u><u>-31,111.23</u></u>

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

Primary Account [REDACTED]

0000548 1432-06-0000-ZFN-PG0007-00006
 CASTLE ARCH OPPORTUNITY PARTNERS I
 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 BALANCE

Account Type	Account Number	Checking/Savings Ending Balance	Outstanding Balances Owed
Free Business Checking	[REDACTED] 4943	\$526,359.14	

FREE BUSINESS CHECKING [REDACTED] 4943 107 6

Previous Balance	Deposits/Credits	Charges/Debits	Checks Processed	Ending Balance
507,631.46	68,727.68	0.00	50,000.00	526,359.14

5 DEPOSITS/CREDITS

Date	Amount	Description
01/10	7,666.06	DEPOSIT 9494604916
01/18	20,000.00	DEPOSIT 9494629298
01/24	12,388.18	DEPOSIT 9494629696
01/27	20,000.00	Remote 00160390370004579139 6029862262
01/31	8,673.44	DEPOSIT 9494471775

0 CHARGES/DEBITS

There were no transactions this period.

1 CHECK PROCESSED

Number	Date	Amount
1001	01/31	50,000.00

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.

DAILY BALANCES

Date	Balance	Date	Balance	Date	Balance
01/10	515,297.52	01/24	547,685.70	01/31	526,359.14
01/18	535,297.52	01/27	567,685.70		



Castle Arch Opportunity Partners I, LLC

Reconciliation Detail

10002 · Zion's ██████████, Period Ending 01/31/2012

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02/06/12

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						507,631.46
Cleared Transactions						
Checks and Payments - 1 item						
Check	1/31/2012	1001	McKay, Burton & T...	X	-50,000.00	-50,000.00
Total Checks and Payments					-50,000.00	-50,000.00
Deposits and Credits - 5 items						
Deposit	1/10/2012			X	7,666.06	7,666.06
Deposit	1/18/2012			X	20,000.00	27,666.06
Deposit	1/24/2012			X	12,388.18	40,054.24
Deposit	1/27/2012			X	20,000.00	60,054.24
Deposit	1/31/2012			X	8,673.44	68,727.68
Total Deposits and Credits					68,727.68	68,727.68
Total Cleared Transactions					18,727.68	18,727.68
Cleared Balance					18,727.68	526,359.14
Register Balance as of 01/31/2012					18,727.68	526,359.14
Ending Balance					18,727.68	526,359.14