Case 11-35240 Doc 36 Filed 03/16/12 Entered 03/16/12 09:53:43 Desc Main Page 1 of 16 Document "CAOP I" MONTHLY OPERATING REPORT **DEBTOR:** Castle Arch Opportunity Partners I, LLC **CHAPTER 11 CASE NUMBER: 11-35240** Form 2-A **COVER SHEET** For Period Ending 2/29/2012 **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: 3/14/12 **Print Name:** Glen Martinsen Signature:

Title:

Principal Accounting Officer

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

Form 2-B CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 2/1/12 to 2/29/12

CASH FLOW SUMMARY		Current <u>Month</u>		<u>Accumulated</u>
1. Beginning Cash Balance	\$	528,359.14	(1) \$	385,457.71 (1)
Cash Receipts Operations Sale of Assets Loans/advances Other		13,549.45 - - -		206,950.88 - - 20,000.00
Total Cash Receipts	\$	13,549.45	\$	226,950.88
Cash Disbursements Operations Debt Service/Secured loan payment Professional fees/U.S. Trustee fees Other		361,743.00 - - -		381,743.00 - - 50,500.00
Total Cash Disbursements	\$	361,743.00	\$	432,243.00
Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)		(348,193.55)		(205,292.12)
5 Ending Cash Balance (to Form 2-C)	\$	180,165.59	(2) \$	180,165.59 (2)
CASH BALANCE SUMMARY	<u>Financial Ir</u>	nstitution		Book <u>Balance</u>
Petty Cash DIP Operating Account			\$	-
DIP State Tax Account DIP Payroll Account				-
Other Operating Account	Zions Bank - DIP			178,165.59
Other Interest-bearing Account	HSBC Foreign Curr	rency Savings		2,000.00
TOTAL (must agree with Ending Cash Balance	ce above)		\$	180,165.59 (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.

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

> Form 2-B **CASH RECEIPTS AND DISBURSEMENTS STATEMENT** 2/1/12 to

Account No: CASH RECEIPTS DETAIL

(attach additional sheets as necessary)

Date Payer Description Amount

P&I \$ 2/17/2012 Conix 13,549.45

Total Cash Receipts

13,549.45 (1)

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

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

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

For Period: 2/1/12 to 2/29/12

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

Date	Check No.	Payee	Description (Purpose)	Amount
				\$
2/1/2012	1002	US Dept of Natural Resources	water share extention filing fee	50.00
2/8/2012	1003	US Trustee	BK Fee Qtr 4 2011	325.00
2/8/2012	1004	Blackstar Financial Inc	Purchase of a tape of homes	361,350.00
2/13/2012	EFT	Zions Bank	Wire Fee on Blackstar property	18.00

Total Cash Disbursements

361,743.00 (1)

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Form 2-C

COMPARATIVE BALANCE SHEET

For Period Ended: 2/29/2012

Accounts Receivable (from Form 2-E) - Receivable from Officers, Employees, Affiliates - Inventory - Other Current Assets :(List) Real Estate Investments 1,349,003.89 1,27 Tooele Land & Water 5,376,050.00 5,37	5,457.71 - - 2,211.16 6,050.00 3,718.87 - - - -
Accounts Receivable (from Form 2-E) Receivable from Officers, Employees, Affiliates Inventory Other Current Assets:(List) Real Estate Investments Tooele Land & Water Tooele Land & Water Fixed Assets: Land Building Equipment, Furniture and Fixtures Total Fixed Assets Less: Accumulated Depreciation Net Fixed Assets \$ - \$ Net Fixed Assets	- - - 2,211.16 6,050.00
Receivable from Officers, Employees, Affiliates	6,050.00
Inventory	6,050.00
Other Current Assets :(List) Real Estate Investments Tooele Land & Water 1,349,003.89 1,27 Total Current Assets \$ 5,376,050.00 5,37 Fixed Assets: \$ 6,905,219.48 \$ 7,03 Fixed Assets: - \$ Land \$ - \$ Building - - Equipment, Furniture and Fixtures - - Total Fixed Assets - - Less: Accumulated Depreciation (-) (Net Fixed Assets \$ - \$	6,050.00
Tooele Land & Water 5,376,050.00 5,37 Total Current Assets \$ 6,905,219.48 \$ 7,03 Fixed Assets: \$ - \$ 8 Land \$ - \$ - \$ 8 Building - </td <td>6,050.00</td>	6,050.00
Fixed Assets: Land \$ - \$ Building	3,718.87 - - - - - - -
Land \$ - \$ Building - Equipment, Furniture and Fixtures - Total Fixed Assets - Less: Accumulated Depreciation (-) (Net Fixed Assets \$ - \$	- - - - - -
Building Equipment, Furniture and Fixtures Total Fixed Assets Less: Accumulated Depreciation Net Fixed Assets \$ - \$	- - - - -
Equipment, Furniture and Fixtures Total Fixed Assets Less: Accumulated Depreciation Net Fixed Assets \$ - \$	- - - -
Total Fixed Assets Less: Accumulated Depreciation Net Fixed Assets -) (Net Fixed Assets \$ - \$	- - -)
Less: Accumulated Depreciation (-) (Net Fixed Assets \$ - \$	<u>-</u> -)
Net Fixed Assets \$ \$)
· 	
Other Assets (List): Pre-Paid Legal Retainer 50,000.00	
	-
	-
TOTAL ASSETS \$ 6,955,219.48 \$ 7,03	3,718.87
LIABILITIES	
Post-petition Accounts Payable (from Form 2-E) \$ 180,617.13 \$	-
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):	

⁽¹⁾ Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

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

Form 2-D PROFIT AND LOSS STATEMENT

For Period	2/1/2012 to	2/29/2012		
		Current <u>Month</u>		Accumulated Total (1)
Gross Operating Revenue Less: Discounts, Returns and Allowances	\$	1,684.78)	\$ (_	43,272.22
Net Operating Revenue	\$	1,684.78	\$_	43,272.22
Cost of Goods Sold			_	140,908.80
Gross Profit	\$	1,684.78	\$_	(97,636.58)
Operating Expenses Officer Compensation Selling, General and Administrative Rents and Leases Depreciation, Depletion and Amortization Other (list): Property Tax	\$	- 33,711.56 - - - -	\$	- 152,123.90 - - 29,043.23
Total Operating Expenses	\$	33,711.56	\$_	181,167.13
Operating Income (Loss)	\$	(32,026.78)	\$_	(278,803.71)
Non-Operating Income and Expenses Other Non-Operating Expenses Gains (Losses) on Sale of Assets Interest Income Interest Expense Other Non-Operating Income	\$	- - - -	\$	- 12.19 (26,630.14) -
Net Non-Operating Income or (Expenses)	\$	-	\$_	(26,617.95)
Reorganization Expenses Legal and Professional Fees Other Reorganization Expense	\$	- 325.00	\$	- 325.00
Total Reorganization Expenses	\$	325.00	\$_	325.00
Net Income (Loss) Before Income Tax	es \$	(32,351.78)	\$_	(305,746.66)
Federal and State Income Tax Expense (Bene	efit)	-	<u>-</u>	-
NET INCOME (LOSS)	\$	(32,351.78)	\$_	(305,746.66)

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

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

Form 2-E SUPPORTING SCHEDULES

For Period: <u>2/1/2012</u> to <u>2/29/2012</u>

POST PETITION TAXES PAYABLE SCHEDULE

	Beginning Balance (1)	Amount Accrued	Amount Paid	Date Paid	Check Number	Ending Balance
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

	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):		\$		
		\$		

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

Form 2-E SUPPORTING SCHEDULES

For Period <u>2/1/2012</u> to <u>2/29/2012</u>

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>		counts ceivable	Post Petition Accounts Payable
Under 30 days 30 to 60 days 61 to 90 days 91 to 120 days Over 120 days	\$	0.00 0.00 0.00 0.00 0.00	\$ 33,661.56 62,981.46 33,661.56 35,110.56 15,201.99
Total Post Petition		0.00	
Pre Petition Amounts		0.00	
Total Accounts Receivable Less: Bad Debt Reserve Net Accounts Receivable (to Form 2-C)	\$ \$	0.00 0.00 0.00	
		al Post Petition counts Payable	\$ 180,617.13

^{*} Attach a detail listing of accounts receivable and post-petition accounts payable

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	Month-end Retainer <u>Balance</u>	M	urrent onth's ccrual	C	aid in urrent <u>onth</u>	Date of Court Approval	Montl <u>Balan</u>	h-end ice Due *
Debtor's Counsel Counsel for Unsecured	\$ 50,000.00	\$	-	\$	-		\$	<u>-</u>
Creditors' Committee	-		-		_			-
Trustee's Counsel	_		-		-			-
Accountant	-		-		-			-
Other:			-		-			
Total	\$ 50,000.00	\$	-	\$	-		\$	-

^{*}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	æ	<u>Amount</u>
			Φ.	

^{**}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: CASE NO: Castle Arch Opportunity Partners I, LLC 11-35240

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

For the Month Ended: 2/29/2012

<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	\$ 50,000.00 375.00 -			
TOTAL 1st	Quarter	\$ 50,375.00 \$			
April May June		\$ - - -			
TOTAL 2nd	d Quarter	\$ <u> </u>			
July August September		\$ - - -			
TOTAL 3rd	Quarter	\$ \$			
October November December	2011 2011 2011	\$ 500.00 20,000.00			
TOTAL 4th	Quarter	\$ 20,500.00 \$			

FEE SCHEDULE (as of JANUARY 1, 2008)

	Subject to changes that may occur to 2	0 U.S.C. § 1930(a)(0)	
Quarterly Disbursements	<u>Fee</u>	Quarterly Disbursements	<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

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

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 I, LLC **CASE NO:** 11-35240

Form 2-G NARRATIVE

For Period Ending: 2/29/2012

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.
Post-Petition Inter-company management fees have been reclassified to Accounts Payable for better clarity.
Post-retition inter-company management lees have been reclassified to Accounts Payable for better clarity.
The \$20,000 increase in post-petition intercompany payables is due to a return of legal retainer that had initially been paid out of CAOPI's bank account pre-petition but accounted for via an intercompany transaction. The money was returned to CAOPI under the advisment of the U.S. Trustee.
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Balance Sheet

03/14/12 **Accrual Basis**

10:12 PM

As of February 29, 2012

	Feb 29, 12
ASSETS	
Current Assets Checking/Savings	
10002 · Zion's - 003174943	178,165.59
10110 · HSBC Foreign Currency Savings	2,000.00
Total Checking/Savings	180,165.59
Other Current Assets 17300 · Properties Held for Sale 17905 · Blackstar Financial Inc 17901 · Wholesale Foreclosures 17900 · Western Showcase Homes 17102 · Tooele, UT 17103 · Unrealized Gain on Tooele Prop 17102 · Tooele, UT - Other	361,368.00 101,000.00 40,027.50 -2,304,000.00 7,680,050.00
Total 17102 · Tooele, UT	5,376,050.00
17850 · Conix - CREO108	
Town 3	150,000.00
Oak Capital, LLC 17850 · Conix - CREO108 - Other	244,250.17 452,358.22
Total 17850 · Conix - CREO108	846,608.39
Total 17030 - COllix - CREOTOS	040,000.39
Total 17300 · Properties Held for Sale	6,725,053.89
16000 · Prepaid Expense	50,000.00
Total Other Current Assets	6,775,053.89
Total Current Assets	6,955,219.48
TOTAL ASSETS	6,955,219.48
LIABILITIES & EQUITY	
Liabilities Current Liabilities Accounts Payable 20000 · Accounts Payable	185,680.88
Total Accounts Payable	185,680.88
Other Current Liabilities	163,000.00
Interest Payable-Tooele-Kingsto Notes Payable - Tooele-Kingston 25050 · Intercompany Notes	26,630.14 100,000.00
25200 · Accrued Interest	-8,605.44
25058 · CAS 25056 · CAREIC	-100,000.00 128,073.08
25055 · CAOPIII	-17,517.25
Total 25050 · Intercompany Notes	1,950.39
Total Other Current Liabilities	128,580.53
Total Current Liabilities	314,261.41
Long Term Liabilities 23600 · Preferred Dividend Payable	3,186,832.77
Total Long Term Liabilities	3,186,832.77
Total Liabilities	3,501,094.18
Equity	
39100 · Equity Adjustments 39101 · Preferred Dividends Accrued 39106 · Cash Referral Fees 39107 · Cash Commissions	-3,186,832.77 -29,272.08 -677,788.63
Total 39100 · Equity Adjustments	-3,893,893.48
. Jan. 20.22 — Agiry / Mjaounionio	0,000,000.40

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03/14/12 **Accrual Basis**

10:12 PM

Balance Sheet As of February 29, 2012

	Feb 29, 12
30000 · Preferred Units Round A 30010 · Preferred Redemptions Round A 30000 · Preferred Units Round A - Other	-1,515,911.00 10,042,988.95
Total 30000 · Preferred Units Round A	8,527,077.95
39000 · Retained Earnings Net Income	-1,115,596.16 -63,463.01
Total Equity	3,454,125.30
TOTAL LIABILITIES & EQUITY	6,955,219.48

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Profit & Loss

February 2012

03/14/12 **Accrual Basis**

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	Feb 12
Ordinary Income/Expense Income 41200 · Sales CREO108	1,684.78
Total 41200 · Sales	1,684.78
Total Income	1,684.78
Gross Profit	1,684.78
Expense 62000 · Property Development Expense 68000 · Management Fee 60580 · Legal Fees	50.00 33,661.56 325.00
Total Expense	34,036.56
Net Ordinary Income	-32,351.78
Net Income	-32,351.78

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A/P Aging Summary As of February 29, 2012

	Current	1 - 30	31 - 60	61 - 90	91 - 120	121 - 135	> 135	TOTAL
Broadway Copy	0.00	0.00	0.00	0.00	0.00	0.00	5,063.75	5,063.75
CAREIC	0.00	33,661.56	33,661.56	33,661.56	35,110.56	15,201.99	0.00	151,297.23
Colonial Stock Transfer	0.00	0.00	276.67	0.00	0.00	0.00	0.00	276.67
Tooele County Treasurer	0.00	0.00	29,043.23	0.00	0.00	0.00	0.00	29,043.23
TOTAL	0.00	33,661.56	62,981.46	33,661.56	35,110.56	15,201.99	5,063.75	185,680.88

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Reconciliation Detail

10002 · Zion's - , Period Ending 02/29/2012

Туре	Date	Num	Name	Clr	Amount	Balance
Beginning Balance Cleared Trans						526,359.14
Checks and	d Payments - 4	items				
Check	2/1/2012	1002	US Dept of Natural	Χ	-50.00	-50.00
Check	2/8/2012	1004	Blackstar Financial	Χ	-361,350.00	-361,400.00
Check	2/8/2012	1003	US Trustee	Χ	-325.00	-361,725.00
Check	2/13/2012	EFT	Zions Bank	X	-18.00	-361,743.00
Total Check	s and Payment	S			-361,743.00	-361,743.00
Deposits a	nd Credits - 1 it	tem				
Deposit	2/17/2012			Χ	13,549.45	13,549.45
Total Depos	sits and Credits			_	13,549.45	13,549.45
Total Cleared	Transactions			_	-348,193.55	-348,193.55
Cleared Balance				_	-348,193.55	178,165.59
Register Balance as	s of 02/29/2012			_	-348,193.55	178,165.59
Ending Balance				_	-348,193.55	178,165.59

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This Statement: February 29, 2012 Last Statement: January 31, 2012

Primary Account 4943

0000547 1461-06-0030-ZFN-PG0007-00003

CASTLE ARCH OPPORTUNITY PARTNERS I JEFFERY SCOTT AUSTIN **DEBTOR IN POSSESSION** 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		ACCOUNT		
SUIVIIVIART	UE	ACCOUN	DAL	AINCE

Outstanding Checking/Savings **Ending Balance** Account Type Account Number Balances Owed Free Business Checking 4943 \$178,165.59

FREE	DI	ICIN	IECC			
FREE	ъι	יווכנ	MEGG.	UNE	CNIII	J

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Checks Processed Previous Balance Deposits/Credits Charges/Debits Ending Balance 526,359.14 13,549.45 361,368.00 375.00 178,165.59

1 DEPOSIT/CREDIT

Date Amount Description

13,549.45 02/17 DEPOSIT 9494495430

2 CHARGES/DEBITS

Amount Date Description

WIRE/OUT-2012021300003427;BNF BLACKSTAR FINANCIAL, INC 1301001568 02/13 361,350.00

WIRE TRANSACTION SERVICE FEE 02/13 18.00

2 CHECKS PROCESSED

Number......Date.....Amount Number......Date......Amount 02/13 50.00 02/23 325.00 1002 1003

AGGREGATE OVERDRAFT AND RETURNED ITEM FEES

Total for This Period Total Year-to-Date

Total Overdraft Fees \$0.00 \$0.00 \$0.00 Total Returned Item Fees \$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 02/13 164,941.14 02/17 178.490.59 02/23 178.165.59

MEMBER FDIC 0000547-0000001-0002327