Case 11-35243 Doc 62 Filed 07/30/12 Entered 07/30/12 19:08:49 Page 1 of 14 Document "CASDF" **DEBTOR:** Castle Arch Secure Development Fund, LLC MONTHLY OPERATING REPORT CHAPTER 11 CASE NUMBER 11-35243 Form 2-A COVER SHEET For Period Ending 06/30/12 **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 **REQUIRED REPORTS/DOCUMENTS** Attached Waived X 1. Cash Receipts and Disursements Statement (Form 2-B) X 2. Balance Sheet (Form 2-C) X 3. Profit and Loss Statement (Form 2-D) Х 4. Supporting Schedules (Form 2-E) X 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: 7/27/12

Print Name: D.Ray Strong

Signature: Manager

DEBTOR:

Other Operating Account

Other Interest-bearing Account

TOTAL (must agree with Ending Cash Balance above)

Castle Arch Secure Development Fund, LLC

For Period:

CASE NO:

6/30/12

11-35243

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

6/1/12 to

**CASH FLOW SUMMARY** Current Month Accumulated 1. Beginning Cash Balance 0 (1) \$ 0 (1) 2. Cash Receipts Operations 0 0 0 Sale of Assets 0 Loans/advances 0 0 0 0 Other ᢆ **Total Cash Receipts** 3. Cash Disbursements 0 0 Operations Debt Service/Secured loan payment 0 0 Professional fees/U.S. Trustee fees 0 0 Other 0 0 ō **Total Cash Disbursements** 4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements) 0 0 0 (2) 5 Ending Cash Balance (to Form 2-C) Book **CASH BALANCE SUMMARY Financial Institution Balance** 0 Petty Cash \$ Preferred Bank \*\*\*4712 0 Manager Operating Account **DIP State Tax Account** 0 0 **DIP Payroll Account** 

0

0

0 (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.

Entered 07/30/12 19:08:49 Desc Main Case 11-35243 Doc 62 Filed 07/30/12 Page 3 of 14 Document **DEBTOR:** Castle Arch Secure Development Fund, LLC CASE NO: 11-35243 Form 2-B **CASH RECEIPTS AND DISBURSEMENTS STATEMENT** For Period: 6/1/12 to 6/30/12 Preferred Bank \*\*\*4712 **CASH RECEIPTS DETAIL Account No:** (attach additional sheets as necessary) Date Payer Description **Amount** \$ None

Total Cash Receipts \$ \_\_\_\_\_(

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**DEBTOR:** Castle Arch Secure Development Fund, LLC

**CASE NO:** 11-35243

Form 2-B
<b>CASH RECEIPTS AND DISBURSEMENTS STATEMENT</b>

For Period:

6/1/12 to

6/30/12

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

Account No: Preferred Bank \*\*\*4712

Date

Check No.

Payee

Description (Purpose)

**Amount** 

None

**Total Cash Disbursements** 

0 (1)

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### Form 2-C COMPARATIVE BALANCE SHEET

For Period Ended: 06/30/12

	For Period Ended:	06/30/12			
			Current		Petition
ASSETS			Month (1)		Date (2)
Current Assets:					
Cash (from Form 2-B, line 5)		\$	0.00	\$	0,00
Accounts Receivable (from Form			0.00		0.00
Receivable from Officers, Employ	ees, Affiliates		0.00		0.00
Inventory			0.00		0.00
Other Current Assets :(List)	I/C Notes Receivable		11,790,069.49		10,714,959.14
	Capitalized Interest		0.00		2,216,669.87
Total Current Assets		\$	11 700 000 40	•	12 021 620 01
Total Current Assets		D.	11,790,069.49	\$	12,931,629.01
Fixed Assets:					
Land		\$	0.00	\$	0.00
Building		Ψ	0.00	Ψ	0.00
Equipment, Furniture and Fixture	3		0.00		0.00
Equipment, Furnitare and Fixtare.			0.00		0.00
Total Fixed Assets			0.00	8	0.00
Less: Accumulated Depreciation		(	0.00 )	(	0.00
·		•			
Net Fixed Assets		\$ (	0.00	\$	0.00
			-		
Other Assets (List):	-		0.00		0.00
	-		0.00		0.00
				. 3	
TOTAL ASSETS		\$ ,	11,790,069.49	\$	12,931,629.01
LIABILITIES					
Post-petition Accounts Payable (f		\$	211.67	\$	0.00
Post-petition Accrued Profesional			11,994.00		0.00
Post-petition Taxes Payable (fron	n Form 2-E)		0.00		0.00
Post-petition Notes Payable			0.00		0.00
Other Post-petition Payable(List):	Note Interest Payable		1,228,502,12		0.00
			0.00		0.00
Total Post Petition Liabilitie	_	\$	4 240 707 70	\$	0.00
Total Post Petition Liabilitie	5	Đ	1,240,707,79	Φ	
Pre Petition Liabilities:					
Secured Debt			0.00		0.00
Priority Debt			0.00		0.00
Unsecured Debt			2,926,198.20		2,926,198.20
Total Pre Petition Liabilities			2,926,198.20	\$	2,926,198.20
TOTAL LIABILITIES		\$	4,166,905.99	\$	2,926,198.20
					· · · · · · · · · · · ·
OWNERS' EQUITY					
Owner's/Stockholder's Equity		\$	7,723,417.42	\$	7,723,417.42
Retained Earnings - Prepetition			2,282,013.39		2,282,013.39
Retained Earnings - Post-petition			-2,382,267.31		0.00
TOTAL SUBSTITUTE	,		7.000 153 =1	<b>4</b> 8	10.007 177 7
TOTAL OWNERS' EQUITY	ſ	\$	7,623,163.50	\$	10,005,430.81
TOTAL	AMARIE DA LECTURA	_	44 765 555 11		10.001.000
TOTAL LIABILITIES AND	OWNERS' EQUITY	\$	11,790,069.49	\$	12,931,629.01

<sup>(1)</sup> The Manager has not conducted a detailed analysis of the historical accounting balances contained herein to determine the accuracy of the information presented.

<sup>(2)</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.

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**DEBTOR:** 

Castle Arch Secure Development Fund, LLC

CASE NO: 11-35243

# Form 2-D PROFIT AND LOSS STATEMENT For Period 06/01/13 to 06/0

For Period   06/01/12   to   06/30/12     Current   Month (1)   Accumulated   Total (2)		0000 3 TATEMENT	
Month (1)   Total (2)	For Feriod	06/01/12 <b>to</b> 06/30/12	
Month (1)   Total (2)		Current	Accumulated
Cross Operating Revenue			
Less: Discounts, Returns and Allowances         (			
Net Operating Revenue         \$	Gross Operating Revenue	\$ -	\$ -
Cost of Goods Sold         -         -           Gross Profit         \$         -         -           Operating Expenses Officer Compensation         \$         -         \$           Selling, General and Administrative         -         211.67           Rents and Leases         -         -         -           Depreciation, Depletion and Amortization         -         -         -           Other (list):         -         -         -         -           Total Operating Expenses         \$         -         \$         211.67           Non-Operating Income (Loss)         \$         -         \$         211.67           Non-Operating Income and Expenses         \$         -         \$         211.67           Non-Operating Income and Expenses         \$         -         \$         -           Cities Non-Operating Income and Expenses         \$         -         \$         -           Non-Operating Income and Expenses         \$         -         \$         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -	Less: Discounts, Returns and Allowances	(	) ()
Cost of Goods Sold         -         -           Gross Profit         \$         -         -           Operating Expenses Officer Compensation         \$         -         \$           Selling, General and Administrative         -         211.67           Rents and Leases         -         -         -           Depreciation, Depletion and Amortization         -         -         -           Other (list):         -         -         -         -           Total Operating Expenses         \$         -         \$         211.67           Non-Operating Income (Loss)         \$         -         \$         211.67           Non-Operating Income and Expenses         \$         -         \$         211.67           Non-Operating Income and Expenses         \$         -         \$         -           Cities Non-Operating Income and Expenses         \$         -         \$         -           Non-Operating Income and Expenses         \$         -         \$         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -         -	Not Operating Poyenus	<b>c</b>	<b>c</b> -=-
Gross Profit         \$	Net Operating Revenue	Φ =	<b>3</b>
Operating Expenses         \$	Cost of Goods Sold		×
Operating Expenses         \$	Gross Profit	\$ -	\$ =
Officer Compensation         \$ - \$ 211.67           Selling, General and Administrative         - 211.67           Rents and Leases	Gross Front	¥ 3 <del>=</del>	
Selling, General and Administrative         211.67           Rents and Leases         -           Depreciation, Depletion and Amortization         -           Other (list):         -           Total Operating Expenses         \$           Operating Income (Loss)         \$           Non-Operating Income and Expenses         \$           Other Non-Operating Expenses         \$           Gains (Losses) on Sale of Assets         -           Interest Income         -           Interest Expense         -           Other Non-Operating Income         -           Net Non-Operating Income or (Expenses)         \$           Legal and Professional Fees         \$           Other Reorganization Expenses         -           Legal and Professional Fees         \$           Other Reorganization Expenses         -           Legal and Professional Fees         \$           Other Reorganization Expenses         -           Legal and Professional Fees         \$           Other Reorganization Expenses         -           Legal and Professional Fees         \$           Other Reorganization Expenses         -           Legal and Professional Fees         \$           Other Reorganization Expense	Operating Expenses		
Rents and Leases	Officer Compensation	\$ -	\$
Rents and Leases   Depreciation, Depletion and Amortization   Other (list):	Selling, General and Administrative		211.67
Other (list):         -         \$ 211.67           Total Operating Income (Loss)         \$         -         \$ 211.67           Non-Operating Income and Expenses         \$         -         \$ (211.67)           Non-Operating Income and Expenses         \$         -         \$ -           Other Non-Operating Expenses         \$         -         \$ -           Gains (Losses) on Sale of Assets         -         \$ -         \$ -           Interest Income         -         1,075,110.35         (3,445,171.99)           Other Non-Operating Income         -         (3,445,171.99)           Net Non-Operating Income or (Expenses)         \$ (2,370,061.64)           Reorganization Expenses         \$ 968.00         \$ 11,994.00           Other Reorganization Expense         -         -           Total Reorganization Expenses         \$ 968.00         \$ 11,994.00           Net Income (Loss) Before Income Taxes         \$ (968.00)         \$ (2,382,267.31)           Federal and State Income Tax Expense (Benefit)         -         -         -		-	ie:
Other (list):         -         \$ 211.67           Total Operating Income (Loss)         \$         -         \$ 211.67           Non-Operating Income and Expenses         \$         -         \$ (211.67)           Non-Operating Income and Expenses         \$         -         \$ -           Other Non-Operating Expenses         \$         -         \$ -           Gains (Losses) on Sale of Assets         -         \$ -         \$ -           Interest Income         -         1,075,110.35         (3,445,171.99)           Other Non-Operating Income         -         (3,445,171.99)           Net Non-Operating Income or (Expenses)         \$ (2,370,061.64)           Reorganization Expenses         \$ 968.00         \$ 11,994.00           Other Reorganization Expense         -         -           Total Reorganization Expenses         \$ 968.00         \$ 11,994.00           Net Income (Loss) Before Income Taxes         \$ (968.00)         \$ (2,382,267.31)           Federal and State Income Tax Expense (Benefit)         -         -         -	Depreciation, Depletion and Amortization	2	드
Total Operating Expenses	Other (liet):	-	120
Operating Income (Loss)         \$		-	199
Operating Income (Loss)         \$	·		· · · · · · · · · · · · · · · · · · ·
Non-Operating Income and Expenses Other Non-Operating Expenses Gains (Losses) on Sale of Assets Interest Income Interest Expense Other Non-Operating Income Other Non-Operating Income  Net Non-Operating Income Interest Expense Other Non-Operating Income Interest Expense Interest	Total Operating Expenses	\$	\$211.67_
Non-Operating Income and Expenses Other Non-Operating Expenses Gains (Losses) on Sale of Assets Interest Income Interest Expense Other Non-Operating Income Other Non-Operating Income  Net Non-Operating Income Interest Expense Other Non-Operating Income Interest Expense Interest		X	
Other Non-Operating Expenses         \$ -         \$ -         Gains (Losses) on Sale of Assets         - <td>Operating Income (Loss)</td> <td>\$</td> <td>\$(211.67)</td>	Operating Income (Loss)	\$	\$(211.67)
Other Non-Operating Expenses         \$ -         \$ -         Gains (Losses) on Sale of Assets         - <td></td> <td></td> <td></td>			
Gains (Losses) on Sale of Assets       -       1,075,110.35         Interest Income       -       (3,445,171.99)         Other Non-Operating Income       -       -         Net Non-Operating Income or (Expenses)       \$			
Interest Income       -       1,075,110.35         Interest Expense       -       (3,445,171.99)         Other Non-Operating Income       -       -         Net Non-Operating Income or (Expenses)       \$ (2,370,061.64)         Reorganization Expenses       \$ 968.00       \$ 11,994.00         Other Reorganization Expense       -       -         Total Reorganization Expenses       \$ 968.00       \$ 11,994.00         Net Income (Loss) Before Income Taxes       \$ (968.00)       \$ (2,382,267.31)         Federal and State Income Tax Expense (Benefit)       -       -		\$	\$ -
Interest Expense       -       (3,445,171.99)         Other Non-Operating Income       -       -         Net Non-Operating Income or (Expenses)       \$	Gains (Losses) on Sale of Assets	×	2.€.
Other Non-Operating Income         - </td <td>Interest Income</td> <td>-</td> <td></td>	Interest Income	-	
Net Non-Operating Income or (Expenses)       \$ (2,370,061.64)         Reorganization Expenses       \$ 968.00       \$ 11,994.00         Legal and Professional Fees       \$ 968.00       \$ 11,994.00         Other Reorganization Expense       \$ 968.00       \$ 11,994.00         Net Income (Loss) Before Income Taxes       \$ (968.00)       \$ (2,382,267.31)         Federal and State Income Tax Expense (Benefit)	Interest Expense	¥	(3,445,171.99)
Reorganization Expenses Legal and Professional Fees \$ 968.00 \$ 11,994.00 Other Reorganization Expense	Other Non-Operating Income		<u> </u>
Legal and Professional Fees \$ 968.00 \$ 11,994.00 Other Reorganization Expense \$ 968.00 \$ 11,994.00  Total Reorganization Expenses \$ 968.00 \$ 11,994.00  Net Income (Loss) Before Income Taxes \$ (968.00) \$ (2,382,267.31)  Federal and State Income Tax Expense (Benefit)	Net Non-Operating Income or (Expenses)	\$	\$ (2,370,061.64)
Legal and Professional Fees \$ 968.00 \$ 11,994.00 Other Reorganization Expense \$ 968.00 \$ 11,994.00  Total Reorganization Expenses \$ 968.00 \$ 11,994.00  Net Income (Loss) Before Income Taxes \$ (968.00) \$ (2,382,267.31)  Federal and State Income Tax Expense (Benefit)	Poorganization Evponess		
Other Reorganization Expense	•	Ф 000.00	¢ 11.004.00
Total Reorganization Expenses \$ 968.00 \$ 11,994.00  Net Income (Loss) Before Income Taxes \$ (968.00) \$ (2,382,267.31)  Federal and State Income Tax Expense (Benefit)	•	\$ 968.00	\$ 11,994.00
Net Income (Loss) Before Income Taxes \$ (968.00) \$ (2,382,267.31)  Federal and State Income Tax Expense (Benefit)	Other Reorganization Expense	<del></del>	-
Net Income (Loss) Before Income Taxes \$ (968.00) \$ (2,382,267.31)  Federal and State Income Tax Expense (Benefit)	Total Reorganization Expenses	\$ 968.00	\$ 11.994.00
Federal and State Income Tax Expense (Benefit)	Total Noorganization Expenses	- 000.00	Ψ 11,001.00
	Net Income (Loss) Before Income Taxes	\$ (968.00)	\$ (2,382,267.31)
NET INCOME (LOSS) \$ (968.00) \$ (2,382,267.31)	Federal and State Income Tax Expense (Benefit)		. <u> </u>
	NET INCOME (LOSS)	\$ (968.00)	\$ (2,382,267.31)

<sup>(1)</sup> The Manager has not conducted a detailed analysis of the historical accounting balances contained herein to determine the accuracy of the information presented.

<sup>(2)</sup> Accumulated Totals include all revenue and expenses since the petition date.

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**DEBTOR:** Castle Arch Secure Development Fund, LLC

**CASE NO:** 

11-35243

### Form 2-E SUPPORTING SCHEDULES

For Period:

06/01/12 **to** 

06/30/12

#### POST PETITION TAXES PAYABLE SCHEDULE

	Beginning Balance (1)	Amount Accrued	Amount Paid	Date Paid	Check Number	Ending Balance
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
TOTALS \$	0 \$_	<u> </u>	0		\$	0

<sup>(1)</sup> 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		\$ 	5	
General Liability	Travelers (1)	\$ 2,000,000	10/20/12	10/20/12
Property (Fire, Theft)		\$	\$	3
Vehicle		\$	5	3
Other (list): D&O	Rockhill	\$ 5,000,000	See Note 2	3
		\$	5	;

<sup>(1)</sup> The Manager was informed in late May that the vacant land policy for the Tooele, Kingman, Star Valley, and Smyrna properties was terminate. The Manager worked with Travelers to get the policy reinstated in June 2012.

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<sup>(2)</sup> The D&O policy is a claims made policy and was paid by CAREIC through October 2011. At the time, the Manager understands the premiums are being paid by the former officers and directors. The Manager is currently in discussions with carrier regarding coverage issues.

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**DEBTOR:** Castle Arch Secure Development Fund, LLC

CASE NO:

11-35243

### Form 2-E SUPPORTING SCHEDULES

For Period

06/01/12 to 06/30/12

### ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>		ounts <u>eivable</u>	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	\$ 0.00 0.00 0.00 0.00 211.67
Total Post Petition	%———— (————————————————————————————————	0.00	The state of the s
Pre Petition Amounts	÷	0.00	10 3 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1
Total Accounts Receivable Less: Bad Debt Reserve Net Accounts Receivable (to Form 2-C)	\$ \$	0.00 0.00 0.00	
		al Post Petiti ounts Payab	

<sup>\*</sup> 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	Cı	id in Irrent onth	Date of Court Approval		th-end ince Due *
Debtor's Counsel \$	=	\$	968.00	\$	=		\$	11,994.00
Counsel for Unsecured								) <del>=</del> )
Creditors' Committee	2		-					348
Trustee's Counsel	<u> </u>		74		=			-
Accountant	<u>=</u>				<u></u>			•
Other:				5				
Total \$		\$	968.00	\$			\$	11,994.00
*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	•	<u>Amount</u>
	: <del></del>		<b>Þ</b>	
-	9			

<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 Secure Development Fund, LLC

CASE NO:

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

For the Month Ended:

06/30/12

			Ocah	0		D-4-
<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 2012 2012	_\$	0 0 0			
TOTAL 1st	Quarter	\$	0 \$	\$325.00	3000	07/06/12
April May June	2012 2012 2012	_\$ -	0 0 0			
TOTAL 2nd	l Quarter	\$	0 \$	\$325.00	-	<del></del>
July August September	X	_\$ - -	0 0 0			
TOTAL 3rd	Quarter	\$	\$			
October November December	2011 2011 2011	_\$ 	0 0 0			
TOTAL 4th	Quarter	\$	0 \$	\$325.00	3000	07/06/12

### FEE SCHEDULE (as of JANUARY 1, 2008)

Subject to changes that may occur to 28 U.S.C. §1930(a)(6)

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
	,			• •

<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 Secure Development Fund, LLC

CASE NO: 11-35243

#### Form 2-G NARRATIVE

For Period Ending: 06/30/12

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.

On May 3, 2012, D, Ray Strong was appointed as Chapter 11 Trustee of Castle Arch Real Estate Investment Company, LLC ("Trustee"). Pursuant the Trustee's appointment and the existing ownership structure of the other related debtors, the Trustee also functions as the Manager of CAOP Managers, LLC ("CAOP Managers"), Castle Arch Opportunity Partners I, LLC ("CAOPI"), Castle Arch Opportunity Partners II, LLC ("CAOPII"), Castle Arch Smyrna, LLC ("CASDF"), Castle Arch Kingman, LLC ("CAK"), and Castle Arch Smyrna, LLC ("CAS") (collectively the "Debtors").

Shortly after his appontment, the Trustee engaged Dorsey & Whitney, LLP as his counsel and Berkeley Research Group, LLC as his accountants. Their employment was approved by the Bankrutpcy Court on June 13, 2012. The existing counsel for CASDF remains engaged until a plan is confirmed to address issues purtaining to this debtor.

Upon the Trustee's appointment, the Trustee terminated all existing management except Glen Martinsen who was retained to assist with the day-to-day operations and accounting. The Trustee is utilizing a payroll services, Paychex, for the calculation and reporting of payroll. The payroll related expenses are netted and paid to Paychex in a lumpsum for the payroll period. Mr. Martinsen provides services for the Manager relating to CASDF.

The Trustee has began, among other things: (a) an investigation of Debtor's assets and claims including Longview; (b) reviewed and analyzed the cash needs of the Debtors; (c) developed interim management fees; (d) an investigation of Blackstar and Conix transactions; (e) an investigation of the accounting activity of the Debtors; (f) formulation of a plan of reorganization concept; (g) and to develop a detailed Trustee website to provide case information.

On May 14, 2012, the Trustee filed an emergency motion seeking approval of proposed use of cash on an interim basis. This motion setforth a limited cash budget and proposed management fees for May 2012 and June 2012 with an understanding that an additional motion would be filed seeking approval for future management fees. The emergency motion was granted by the Bankruptcy Court on May 21, 2012.

On June 5, 2012, the Trustee file a motion seeking approval of of a proposed cash management plan. The cash management plan included, among other things, the assessment of monthly CAREIC management fees for the various Debtors, establishment of a quarterly procedure by the Court to reassess the monthly management fees, an authorizion of minimal loans from CAOPI and CAOPII to certain Debtors to pay ongoing expenses. The management fees from July 2012 through September 2012 are: (a) \$2,000 for CAOP Managers; (b) \$13,000 for CAOPI; (c) \$13,000 for CAOPII; (d) \$7,000 for CASDF. The amounts requested for the certain Debtors to borrow on an as needed bases are up to: (a) \$5,000.00 for CAOP Managers; (b) \$20,000 for CAK; (c) \$15,000 for CASDF. The The cash management plan motion was granted by the Bankruptcy Court on June 29, 2012.

On June 18, 2012, the Trustee/Manager engaged and subsequently submitted a motion to the Bankruptcy Court to employ Commerce Real Estate Solutions ("Commerce") as its real estate broker to sell certain real property and water rights owned by CAREIC and/or its related entities. the identified real property to be sold included approximately: (a) 348 acres in Tooele, Utah; (b) 534 acres in Kingman, Arizona; (c) 484 acres in Smyrna, Tennessee; and 39 acres in Thayne, Wyoming. Commerce is currently reviewing the various parcels, existing entitlements, and related documentation. They anticipate having the properties listed for sale shortly. A link to the Commerce website with the individual property details will be included on the Trustee/Manager website once finalized.

In June 2012, the Trustee/Manager and his professionals spend a significant amount of time reviewing and analyzing the multimillion dollar claims filed by Longview Financial Holdings, Inc. and Longview Financial Group, Inc. (collectively "Longview") against CAREIC and the related Debtors in an effort to potentially resolve the claims. The Trustee/Manager and his professionals continue to analyze the claims and related issues. On July 3, 2012, Longview filed an amended motion seeking relief from the automatic stay, which the Trustee/Manager opposed on July 23, 2012.

On June 19, 2012, the Trustee/Manager finalized and posted his website to provide information to various interested parties. To ensure that parties were aware of the website, the Trustee filed a notice of the website with the Bankruptcy Court.

On June 27, 2012, the Trustee/Manager filed a preliminary statement of investigation regarding Blackstar Financial, Inc. and Blackcastle, LLC with the Bankruptcy Court. A copy can be obtained from the Trustee's website referenced below.

The Trustee/Manager and his professionsals have also developed and analyzed a plan concept that was shared with the Bankruptcy Court at the June 29, 2012 hearing regarding the cash management plan. The Trustee/Manager is working to file a plan with the Bankruptcy Court by September 30, 2012, if not sooner.

The Manager has relied on the currently available records and records prepared by the Debtors to obtain historical activity included on the balance sheet referenced in Form 2C and the profit and loss statement in Form 2D. Work is ongoing to ascertain and determine appropriate balances. Balances may be over or understated and are subject to material modification. The financial statements may change as information becomes available to the Manager. The Manager may dispute the nature and amount of the assets and liabilities presented in these financial statements. As new information becomes available, these balances may be adjusted and updated to reflect the correct amounts. The fact that liabilities and assets may have been omitted, listed and/or adjusted, does not necessarily reflect the final opinion as to the eventual treatment under a plan of reorganization or otherwise.

Historically, activity between the Debtors was recorded through various intercompany accounts which have been very convoluted and commingled.

In an effort to provide interested parties with as much information as possible, the Trustee/Manager has created a website located at www.castlearchtrustee.com. Interested parties should reference the website for more detailed information.

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# Castle Arch Secured Development Fund, LLC A/P Aging Summary As of June 30, 2012

	Current	1 - 30	31 - 60	61 - 90	91 - 120	> 120	TOTAL
Colonial Stock Transfer	0.00	0.00	0.00	0.00	0.00	211.67	211.67
Pearson, Butler & Carson	968.00	11,026.00	0.00	0.00	0.00	0.00	11,994.00
TOTAL	968.00	11,026.00	0.00	0.00	0.00	211.67	12,205.67

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## Castle Arch Secured Development Fund, LLC Balance Sheet

As of June 30, 2012

	Jun 30, 12
ASSETS	
Other Assets	
23501 · Kingman, AZ N12	1,280,000.00
23502 · Kingman, AZ N13	3,200,000.00
23503 · Kingman, AZ N20	3,325,892.81
23506 · Kingman, AZ N12 Interest	576,946.85
23507 · Kingman, AZ N13 Interest	1,343,095.89
23508 · Kingman, AZ N20 Interest	1,449,839.30
23511 · Kingman, AZ Debt Issue Fees Rec	614,294.64
Total Other Assets	11,790,069.49
TOTAL ASSETS	11,790,069.49
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	211.67
20001 · Professional Fees Payable	11,994.00
Total Accounts Payable	12,205.67
Other Current Liabilities	
23200 · Interest Payable	3,194,445.58
23300 · Accrued Commissions	50,712.32
25050 · Intercompany Notes	
25056 · CAREIC	909,542.42
Total 25050 · Intercompany Notes	909,542.42
Total Other Current Liabilities	4,154,700.32
Total Current Liabilities	4,166,905.99
Total Liabilities	4,166,905.99
Equity	
30000 · Preferred Units Round A	
30010 · Preferred Redemptions Round A	-671,600.00
30000 · Preferred Units Round A - Other	8,395,017.42
Total 30000 · Preferred Units Round A	7,723,417.42
39000 · Retained Earnings	-88,259.92
Net Income	-11,994.00
Total Equity	7,623,163.50
TOTAL LIABILITIES & EQUITY	44 700 000 40
TOTAL LIABILITIES & EQUITY	11,790,069.49

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# Castle Arch Secured Development Fund, LLC Profit & Loss

June 2012

	Jun 12
Ordinary Income/Expense Expense 6270 · Professional Fees 6280 · Legal Fees	968.00
Total 6270 · Professional Fees	968.00
Total Expense	968.00
Net Ordinary Income	-968.00
Net Income	-968.00

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029 00001 00 ACCOUNT: PAGE: 1 06/29/2012

BANKRUPTCY ESTATE OF
CASTLE ARCH SEC DEV FUNDS LLC
D RAY STRONG, TRUSTEE
201 S MAIN ST SUITE 450
SALT LAKE CITY UT 84111

29

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PREFERRED BANK - LOS ANGELES TELEPHONE: 213-891-1188

PREFERRED BANK - LOS ANGELES 601 S. FIGUEROA ST. 29TH FLOOR LOS ANGELES, CA 90017

eSTATEMENTS ARE HERE - LOG ON PBnet PERSONAL ONLINE BANKING TO ENROLL FDIC deposit insurance rules have changed. Accounts are now insured to at least \$250,000 under the Standard Maximum Deposit Insurance Amount (SMDIA) rules. See your branch operations officer or FDIC.gov for more information.

BANKRUPTCY CHECKING ACCOUNT

AVG AVAILABLE BALANCE .00 CREDITS .00
AVERAGE BALANCE .00 DEBITS .00
THIS STATEMENT 06/29/12 .00

- - ITEMIZATION OF OVERDRAFT AND RETURNED ITEM FEES - - -

- END OF STATEMENT -



