

"CAREIC"

DEBTOR: Castle Arch Real Estate Investment Company, LLC. **MONTHLY OPERATING REPORT**
CHAPTER 11

CASE NUMBER: 11-35082

Form 2-A
COVER SHEET

For Period Ending 09/30/12

Accounting Method: Accrual Basis Cash Basis

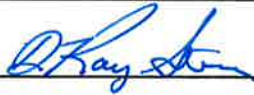
THIS REPORT IS DUE 14 DAYS AFTER THE END OF THE MONTH

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: 11/01/2012 **Print Name:** D. Ray Strong
Signature: 
Title: Chapter 11 Trustee

DEBTOR: Castle Arch Real Estate Investment Company, LLC. CASE NO: 11-35082

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

For Period: 9/1/12 to 9/30/12

CASH RECEIPTS DETAIL Account No: **Preferred Bank-***3333**
(attach additional sheets as necessary)

Date	Payer	Description	Amount
			\$
09/06/12	CAS	Sept Management Fee	7,000.00
09/06/12	CAOPI	Sept Management Fee	13,000.00
09/06/12	CAOPII	Sept Management Fee	13,000.00
09/06/12	Paychex	Return of fees	250.00
09/26/12	Stevens & Lee	Return of remaining retainer	5,371.76

CASH RECEIPTS DETAIL Account No: **Preferred Bank-PR-***4658**
(attach additional sheets as necessary)

Date	Payer	Description	Amount
			\$

Total Cash Receipts \$ 38,621.76 (1)

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

DEBTOR: Castle Arch Real Estate Investment Company, LLC. CASE NO: 11-35082

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
 For Period: 9/1/12 to 9/30/12

CASH DISBURSEMENTS DETAIL Account No: Preferred Bank-***3333
(attach additional sheets as necessary)

Date	Check No.	Payee	Description (Purpose)	Amount
				\$
09/10/12	330	CenturyLink	Phone & Internet Sept	245.97
09/10/12	331	Strong Connexions	Trustee Website	100.00
09/10/12	332	Paychex	Processing Fee	118.60
09/14/12	333	Franchise Tax Board	2012 Form 3522	800.00
09/26/12	334	United Healthcare	Health Insurance - Oct	2,210.18
09/26/12	335	Strong Connexions	Trustee Website	75.00
09/26/12	336	Judge Building LLC	Rent & Parking - oct	674.17

CASH DISBURSEMENTS DETAIL Account No: Preferred Bank-PR-***4658
(attach additional sheets as necessary)

Date	Check No.	Payee	Description (Purpose)	Amount
				\$
09/10/12	3006	EDD - State of California	2012 Q1 Payroll Taxes	258.32
09/28/12	EFT Pull	Paychex	Sept 2012 Payroll - Glen Martinsen	8,323.75

Total Cash Disbursements \$ 12,805.99 (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: 09/30/12

	Current Month (1)	Petition Date (2)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 64,835.83	\$ 250,496.48
Accounts Receivable (from Form 2-E)	312,824.64	800.00
Receivable from Officers, Employees, Affiliates	-	-
Inventory	-	-
Other Current Assets :(List)		
<u>Pre-Paid Legal</u>	312,500.00	257,500.00
<u>I/C Post Trustee-CAK Receivable</u>	99.42	-
<u>Notes Receivable</u>	424,347.95	442,497.95
Total Current Assets	\$ <u>1,114,607.84</u>	\$ <u>951,294.43</u>
Fixed Assets:		
Land	\$ -	\$ -
Building	-	-
Equipment, Furniture and Fixtures	16,381.24	16,381.24
Total Fixed Assets	<u>16,381.24</u>	<u>16,381.24</u>
Less: Accumulated Depreciation	(9,539.16)	(6,262.88)
Net Fixed Assets	\$ <u>6,842.08</u>	\$ <u>10,118.36</u>
Other Assets (List):		
<u>Star Valley Property</u>	400,000.00	401,730.95
<u>Land Deposits CAK, CAS</u>	13,500.00	13,500.00
TOTAL ASSETS	\$ <u>1,534,949.92</u>	\$ <u>1,376,643.74</u>
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 12,582.75	\$ -
Post-petition Accrued Professional Fees (from Form 2-E)	1,039,676.30	-
Post-petition Taxes Payable (from Form 2-E)	-	-
Post-petition Notes Payable	-	-
Other Post-petition Payable(List):		
<u>Note Interest Payable</u>	47,608.77	-
<u>Accrued Payroll</u>	137,048.56	-
<u>Preferred Dividends Payable</u>	3,073,928.27	-
Total Post Petition Liabilities	\$ <u>4,310,844.65</u>	\$ <u>-</u>
Pre Petition Liabilities:		
Secured Debt	343,380.71	343,380.71
Priority Debt	-	-
Unsecured Debt	9,823,985.63	9,829,378.69
Total Pre Petition Liabilities	\$ <u>10,167,366.34</u>	\$ <u>10,172,759.40</u>
TOTAL LIABILITIES	\$ <u>14,478,210.99</u>	\$ <u>10,172,759.40</u>
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 26,439,379.74	\$ 29,513,308.01
Retained Earnings - Prepetition	(38,309,423.67)	(38,309,423.67)
Retained Earnings - Post-petition	(1,073,217.14)	-
TOTAL OWNERS' EQUITY	\$ <u>(12,943,261.07)</u>	\$ <u>(8,796,115.66)</u>
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ <u>1,534,949.92</u>	\$ <u>1,376,643.74</u>

(1) The Trustee has not conducted an detailed analysis of the historical accounting balances contained herein to determine the accuracy of the information presented.

(2) 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 Real Estate Investment Company, LLC.

CASE NO: 11-35082

**Form 2-D
PROFIT AND LOSS STATEMENT
For Period 09/01/12 to 09/30/12**

	Current Month (1)	Accumulated Total (2)
Gross Operating Revenue	\$ 46,000.00	\$ 454,601.64
Less: Discounts, Returns and Allowances	(-)	(-)
Net Operating Revenue	\$ 46,000.00	\$ 454,601.64
Cost of Goods Sold	-	1,730.95
Gross Profit	\$ 46,000.00	\$ 452,870.69
Operating Expenses		
Officer Compensation	\$ 8,332.07	\$ 310,164.06
Selling, General and Administrative	23,502.99	178,797.08
Rents and Leases	674.17	9,815.82
Depreciation, Depletion and Amortization	-	3,276.28
Other (list): _____	-	-
	-	-
Total Operating Expenses	\$ 32,509.23	\$ 502,053.24
Operating Income (Loss)	\$ 13,490.77	\$ (49,182.55)
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ -	\$ (300.00)
Gains (Losses) on Sale of Assets	-	-
Interest Income	0.33	30,602.89
Interest Expense	-	-
Other Non-Operating Income	-	1,191.93
Net Non-Operating Income or (Expenses)	\$ 0.33	\$ 31,494.82
Reorganization Expenses		
Legal and Professional Fees	\$ 215,102.70	\$ 1,043,479.41
Other Reorganization Expense (Chapter 11 Trustee Bond)	-	12,550.00
Total Reorganization Expenses	\$ 215,102.70	\$ 1,056,029.41
Net Income (Loss) Before Income Taxes	\$ (201,611.60)	\$ (1,073,717.14)
Federal and State Income Tax Expense (Benefit)	-	-
NET INCOME (LOSS)	\$ (201,611.60)	\$ (1,073,717.14)

(1) The Trustee has not conducted an detailed analysis of the historical accounting balances contained herein to determine the accuracy of the information presented.
 (2) Accumulated Totals include all revenue and expenses since the petition date.

DEBTOR: Castle Arch Real Estate Investment Company, LLC.

CASE NO: 11-35082

Form 2-E
SUPPORTING SCHEDULES
 For Period: 09/01/12 to 09/30/12

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	\$ 0.00	\$ 0.00	\$ 0.00			\$ 0.00
State	0.00	0.00	0.00			0.00
FICA Tax Withheld	0.00	0.00	0.00			0.00
Employer's FICA Tax	0.00	0.00	0.00			0.00
Unemployment Tax						
Federal	0.00	0.00	0.00			0.00
State	0.00	0.00	0.00			0.00
Sales, Use & Excise Taxes	0.00	0.00	0.00			0.00
Property Taxes	0.00	0.00	0.00			0.00
Accrued Income Tax:						
Federal	0.00	0.00	0.00			0.00
State	0.00	0.00	0.00			0.00
Other:	0.00	0.00	0.00			0.00
TOTALS	\$ 0.00	\$ 0.00	\$ 0.00			\$ 0.00

(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 (1)	\$ 2,000,000.00	10/18/12	10/18/12
Property (Fire, Theft)	Travelers (1)	\$ 25,000.00	10/27/12	10/27/12
Vehicle	None	\$ -		
Other (list):				
Primary D&O	Rockhill Insurance	\$ 5,000,000.00	11/20/10	See Note 2
Excess D&O	RSUI Indemnity	5,000,000.00	11/20/10	See Note 2
Excess D&O	Zurich America	5,000,000.00	11/20/10	See Note 2
Excess D&O	Navigator Insurance	5,000,000.00	11/20/10	See Note 2
D&O	Axis Surplus Insurance	5,000,000.00	12/20/11	See Note 2
D&O	Axis Surplus Insurance	5,000,000.00	01/20/13	See Note 2

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

(2) The D&O policies are claims made policies and were paid by CAREIC through December 2011. At that time, the Trustee understands the premiums are being paid by the former officers and directors.

DEBTOR: Castle Arch Real Estate Investment Company, LLC.

CASE NO: 11-35082

**Form 2-E
SUPPORTING SCHEDULES**

For Period 09/01/12 to 09/30/12

ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
Under 30 days	\$ 39,000.00	\$ 0.00
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	273,824.64	12,582.75
Total Post Petition	<u>312,824.64</u>	
Pre Petition Amounts	<u>0.00</u>	
Total Accounts Receivable	\$ <u>312,824.64</u>	
Less: Bad Debt Reserve	<u>0.00</u>	
Net Accounts Receivable (to Form 2-C)	<u>\$ 312,824.64</u>	
	Total Post Petition Accounts Payable	\$ <u>12,582.75</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>
Trustee	\$ 0.00	\$ 16,200.00	\$ 0.00		\$ 120,450.00
Trustee Counsel (1)	0.00	148,086.00	0.00		420,789.45
Trustee Accountants (1)	0.00	34,000.00	0.00		129,400.00
Former Debtor's Counsel	100,000.00	14,721.70	0.00		243,951.13
Counsel for Unsecured Creditors' Committee	0.00	1,920.00	0.00		125,085.72
Other:	<u>212,500.00</u>	<u>0.00</u>	<u>0.00</u>		<u>0.00</u>
Total	\$ <u>312,500.00</u>	\$ <u>214,927.70</u>	\$ <u>0.00</u>		\$ <u>1,039,676.30</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>
Martinsen, Glen	CFO	Salary, P/R Taxes & Expense Reimb.	8,332.07

**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. Upon the Trustee's appointment, Jeff Austin and David Hunt were terminated. Glen Martinsen was retained by the Trustee to assist with day-to-day accounting. Amounts do not include Payroll taxes paid.
(1) Includes substantial fees and costs relating to Longview that are covered by the D&O policies.

DEBTOR: Castle Arch Real Estate Investment Company, LLC.

CASE NO: 11-35082

**Form 2-F
QUARTERLY FEE SUMMARY ***
For the Month Ended: 09/30/12

<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>	\$ 34,553.95			
February	<u>2012</u>	131,498.94			
March	<u>2012</u>	31,192.17			
TOTAL 1st Quarter		\$ <u>162,691.11</u>	<u>1,625.00</u>	<u>315</u>	<u>07/06/12</u>
April	<u>2012</u>	\$ 32,715.44			
May	<u>2012</u>	36,386.11			
June	<u>2012</u>	14,064.88			
TOTAL 2nd Quarter		\$ <u>83,166.43</u>	<u>975.00</u>	<u>320</u>	<u>07/27/12</u>
July	<u>2012</u>	\$ 31,636.54			
August	<u>2012</u>	11,336.65			
September	<u>2012</u>	12,805.99			
TOTAL 3rd Quarter		\$ <u>55,779.18</u>	<u>650.00</u>		
October	<u>2011</u>	\$ 0.00			
November	<u>2011</u>	36,265.12			
December	<u>2011</u>	12,805.99			
TOTAL 4th Quarter		\$ <u>49,071.11</u>	<u>650.00</u>	<u>1019</u>	<u>02/08/12</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 Real Estate Investment Company, LLC

CASE NO: 11-35082

Form 2-G
NARRATIVE
For Period Ending: 09/30/12

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 Secured Development Fund, LLC ("CASDF"), Castle Arch Kingman, LLC ("CAK"), and Castle Arch Smyrna, LLC ("CAS") (collectively the "Debtors").

Shortly after his appointment, the Trustee engaged Dorsey & Whitney, LLP as his counsel and Berkeley Research Group, LLC as his accountants. Their employment was approved by the Bankruptcy Court on June 13, 2012.

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 lump-sum for the payroll period. Mr. Martinsen provides services for the Manager relating to CAREIC.

On June 5, 2012, the Trustee filed a motion seeking approval 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, and authorization 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 CAK; (e) \$7,000 for CAS; and (f) \$4,000 for CASDF. The amounts requested for the certain Debtors to borrow on an as needed bases are up to: (a) \$5,000 for CAOP Managers; (b) \$20,000 for CAK; (c) \$15,000 for CASDF. The cash management plan motion was granted by the Bankruptcy Court on June 29, 2012. On October 1, 2012, the Court approved a stipulated motion to continue the use of cash and the payment of the existing approved management fees at the current amounts with a reservation of rights as to a reconciliation and true-up of these amounts based on the actual level of efforts to manage the cases.

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 has been reviewing the various parcels, existing entitlements, and related documentation. The real property transactions are complex and convoluted which is taking time to fully understand the properties in order to list the properties. Commerce has listed the Tooele, Kingman, Smyrna, and Star Valley properties which information can be accessed on the Trustee and the commercial real estate LoopNet websites. Commerce visited with city officials in Kingman the first week of September 2012 to gather additional information about entitlements, water rights, and mineral rights.

DEBTOR: Castle Arch Real Estate Investment Company, LLC

CASE NO: 11-35082

Form 2-G – Page 2
NARRATIVE
For Period Ending: 09/30/12

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 August 8, 2012, the Trustee/Manager filed an objection to the proofs of claim filed by William Davidson, a member of the Board of Directors of CAREIC. Mr. Davidson filed a claim in CAREIC and CAS relating to a purported loan secured by CAREIC and Smyrna related property. In September 2012, the Trustee/Manager filed objections to claims filed by Robert Geringer ("Geringer"), David Demerest ("Demerest"), and an Omnibus objection involving 19 other claims. The Court also extended the deadline to file intercompany claims until to January 1, 2012. A scheduling order regarding the Geringer claims was established to allow for future discovery and trial in January 2013. The Trustee reached a stipulated claim amount on the Demerest claim and a hearing was held on October 30, 2012 regarding the Omnibus objection involving the other 19 other claims. Orders regarding these claims will be submitted to the Court in early November 2012.

The Trustee/Manager and his professionals have spent a significant amount of time reviewing and analyzing the multi-million 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. Longview replied to the Trustee's objection on August 2, 2012. A preliminary hearing was scheduled and held on August 8, 2012 which scheduled an evidentiary hearing for August 27, 2012. The August 27, 2012 hearing was held and continued until September 13, 2012 while Longview and the Trustee attempt to settlement the matter. In October 2012, the Trustee/Manager, Insurance Carrier, Longview, and other Individual Defendants reached a global settlement to resolve the matter. The parties are currently negotiating a formalized settlement agreement that will be presented to the Court for approval upon execution.

The Trustee/Manager and his professionals have 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 filed his proposed disclosure statement and plan with the Court on September 29, 2012 for Court approval. A hearing on the adequacy of the Disclosure Statement I scheduled for December 3, 2012.

The Trustee 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 Trustee. The Trustee 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.

DEBTOR: Castle Arch Real Estate Investment Company, LLC

CASE NO: 11-35082

Form 2-G – Page 3

NARRATIVE

For Period Ending: 09/30/12

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.

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

The Trustee/Manager has been actively requesting turnover of Debtor related documents from various parties. During September and October the Trustee/Manager has filed various motions to compel several of the parties to turnover or produce the requested information and documentation.

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.

2:39 PM
10/22/12

Castle Arch Real Estate Investment Company
A/R Aging Summary
As of September 30, 2012

	<u>Current</u>	<u>1 - 30</u>	<u>31 - 60</u>	<u>61 - 90</u>	<u>91 - 120</u>	<u>> 120</u>	<u>TOTAL</u>
Accelerated Capital Group - Customer	0.00	0.00	0.00	0.00	0.00	0.00	0.00
CAK	7,000.00	14,000.00	0.00	0.00	0.00	0.00	21,000.00
CAOPM	2,000.00	4,000.00	0.00	0.00	0.00	0.00	6,000.00
CASDF	4,000.00	8,000.00	0.00	0.00	0.00	0.00	12,000.00
Castle Arch Lease-to-Own Income Fund, LLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Castle Arch Opportunity Fund I	0.00	0.00	0.00	0.00	0.00	198,620.35	198,620.35
Castle Arch Opportunity Fund II	0.00	0.00	0.00	0.00	0.00	75,204.29	75,204.29
Child, Van Wagoner & Bradshaw PLLC	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Howell, Jad - Customer	0.00	0.00	0.00	0.00	0.00	0.00	0.00
HSBC Bank	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Koidin, Mark - CUSTOMER	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Millstream Land	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Paychex - CUSTOMER	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Securities Institute	0.00	0.00	0.00	0.00	0.00	0.00	0.00
TOTAL	13,000.00	26,000.00	0.00	0.00	0.00	273,824.64	312,824.64

2:44 PM

10/22/12

Castle Arch Real Estate Investment Company
A/P Aging Summary
 As of September 30, 2012

	Current	1 - 30	31 - 60	61 - 90	91 - 120	> 120	TOTAL
AT&T	0.00	0.00	0.00	0.00	0.00	326.11	326.11
California Franchise Tax Board	0.00	0.00	0.00	0.00	0.00	-40.00	-40.00
Chisholm, Bierwolf, Nilson & Morrill	0.00	0.00	0.00	0.00	0.00	30,980.71	30,980.71
Cohne Rappaport & Segal	0.00	0.00	0.00	0.00	0.00	10,005.70	10,005.70
Colonial Stock Transfer	0.00	0.00	0.00	0.00	0.00	1,691.67	1,691.67
CT Corporation	0.00	0.00	0.00	0.00	0.00	348.00	348.00
Daily Brand LLC	0.00	0.00	0.00	0.00	0.00	19,730.60	19,730.60
Entrust Arizona, LLC	0.00	0.00	0.00	0.00	0.00	700.00	700.00
Fact Finders Information Services LLC	0.00	0.00	0.00	0.00	0.00	487.50	487.50
Fortius Financial Advisors	0.00	0.00	0.00	0.00	0.00	3,300.00	3,300.00
Global Security	0.00	0.00	0.00	0.00	0.00	83.85	83.85
Greene, Jeffrey PC	0.00	0.00	0.00	0.00	0.00	6,434.00	6,434.00
Hunt, David S. P.C.	0.00	0.00	0.00	0.00	0.00	285,000.00	285,000.00
Illinois Department of Employment Securit	0.00	0.00	0.00	0.00	0.00	108.07	108.07
Judge Building LLC	0.00	0.00	0.00	0.00	0.00	-0.70	-0.70
Kaysville City	0.00	0.00	0.00	0.00	0.00	-0.69	-0.69
Lincoln County Treasurer	0.00	0.00	0.00	0.00	0.00	1,766.38	1,766.38
Michelle Turpin P.C.	0.00	0.00	0.00	0.00	0.00	2,440.77	2,440.77
Mohave County Treasurer	0.00	0.00	0.00	0.00	0.00	15,299.62	15,299.62
Mohave Engineering Associates, Inc.	0.00	0.00	0.00	0.00	0.00	59,961.08	59,961.08
NetChemistry	0.00	0.00	0.00	0.00	0.00	77,500.00	77,500.00
Olson Communications, Inc.	0.00	0.00	0.00	0.00	0.00	500.50	500.50
Parsons, Behle & Latimer	0.00	0.00	0.00	0.00	0.00	48,454.30	48,454.30
RFC Properties, LLC	0.00	0.00	0.00	0.00	0.00	9,164.00	9,164.00
Ryan, Inc	0.00	0.00	0.00	0.00	0.00	14,652.03	14,652.03
Sierra Construction & Excavation, INC.	0.00	0.00	0.00	0.00	0.00	780.00	780.00
Snell and Wilmer	0.00	0.00	0.00	0.00	0.00	59,228.17	59,228.17
SouthWest Traffic Engineering	0.00	0.00	0.00	0.00	0.00	9,255.30	9,255.30
Stevens & Lee	0.00	0.00	0.00	0.00	0.00	19,628.24	19,628.24
The Dot Printer	0.00	0.00	0.00	0.00	0.00	3,029.73	3,029.73
Tooele County Treasurer	0.00	0.00	0.00	0.00	0.00	89,404.43	89,404.43
Town of Thayne	0.00	0.00	0.00	0.00	0.00	148.00	148.00
TOTAL	0.00	0.00	0.00	0.00	0.00	770,367.37	770,367.37

2:50 PM

10/22/12

Castle Arch Real Estate Investment Company
A/P Aging Summary
 As of September 30, 2012

	<u>Current</u>	<u>1 - 30</u>	<u>31 - 60</u>	<u>61 - 90</u>	<u>91 - 120</u>	<u>> 120</u>	<u>TOTAL</u>
BRG	34,000.00	11,900.00	25,000.00	43,000.00	15,500.00	0.00	129,400.00
Dorsey Whitney LLP	148,086.00	88,712.22	80,230.93	52,488.15	51,272.15	0.00	420,789.45
Jones Waldo	1,920.00	3,062.44	8,339.89	3,104.00	12,917.84	95,741.55	125,085.72
Prince, Yeates & Geldzahler	14,721.70	0.00	0.00	1,692.50	6,208.90	221,328.03	243,951.13
Ray Strong - Trustee	16,200.00	35,900.00	17,500.00	28,000.00	22,850.00	0.00	120,450.00
TOTAL	<u>214,927.70</u>	<u>139,574.66</u>	<u>131,070.82</u>	<u>128,284.65</u>	<u>108,748.89</u>	<u>317,069.58</u>	<u>1,039,676.30</u>

3:05 PM
10/22/12
Accrual Basis

Castle Arch Real Estate Investment Company
Balance Sheet
As of September 30, 2012

	Sep 30, 12
ASSETS	
Current Assets	
Checking/Savings	
10003 · Pref Bank-Trustee [REDACTED]	64,709.82
10004 · Pref Bank-PR-Trustee [REDACTED]	126.01
Total Checking/Savings	64,835.83
Accounts Receivable	
13000 · Accounts Receivable	312,824.64
Total Accounts Receivable	312,824.64
Other Current Assets	
13602 · Interest Recvbl- Valley Gardens	169,347.95
15010 · Loan Receivable - Valley Garden	255,000.00
16000 · Prepaid Expense	312,500.00
22501 · I/C Post Trustee - CAK	98.16
22510 · I/C Interest Accrual	1.26
Total Other Current Assets	736,947.37
Total Current Assets	1,114,607.84
Fixed Assets	
17000 · Property/Equipment	16,381.24
17010 · Accumulated Depreciation	-9,539.16
Total Fixed Assets	6,842.08
Other Assets	
17100 · Properties Held for Investment	
17104 · Star Valley, WY	
17105 · Phase A hard costs	400,000.00
Total 17104 · Star Valley, WY	400,000.00
Total 17100 · Properties Held for Investment	400,000.00
17700 · Refundable Deposits	1,500.00
18100 · Investment in CA Kingman, LLC	6,000.00
18101 · Investment in CA Symrna, LLC	6,000.00
Total Other Assets	413,500.00
TOTAL ASSETS	1,534,949.92
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20000 · Accounts Payable	770,367.37
20001 · Prof. Fees Payable - BK Related	1,039,676.30
Total Accounts Payable	1,810,043.67
Other Current Liabilities	
23200 · Interest Payable - Bill Grundy	60,623.01
23400 · Payroll Liabilities	
Accrued Payroll	137,048.56
Deferred Compensation	1,063,791.30
Total 23400 · Payroll Liabilities	1,200,839.86

3:05 PM
10/22/12
Accrual Basis

Castle Arch Real Estate Investment Company
Balance Sheet
As of September 30, 2012

	<u>Sep 30, 12</u>
25050 · Intercompany Notes	
23508 · CAOPM	-100.00
25051 · CAOPI	-128,073.08
25052 · CAOPII	-103,378.41
25054 · CASDF	-909,542.42
25057 · CAK	-2,326,772.40
25058 · CAS	-2,741,185.83
25200 · Accrued Interest	1,918.09
Total 25050 · Intercompany Notes	<u>-6,207,134.05</u>
Total Other Current Liabilities	<u>-4,945,671.18</u>
Total Current Liabilities	<u>-3,135,627.51</u>
Long Term Liabilities	
23600 · Preferred Dividend Payable	16,373,064.53
24000 · BOD Bonus payable	660,000.00
25000 · Notes Payable	
25003 · Star Valley, WY	350,773.97
25005 · Star Valley, WY - Bill Grundy	230,000.00
Total 25000 · Notes Payable	<u>580,773.97</u>
Total Long Term Liabilities	<u>17,613,838.50</u>
Total Liabilities	<u>14,478,210.99</u>
Equity	
30000 · Preferred Units Round A	1,000,000.00
30001 · Preferred Units Round B	2,000,000.00
30002 · Preferred Units Round C	3,300,000.00
30003 · Preferred Units Round D	24,931,403.00
30004 · Preferred Units Round E	7,196,399.00
30100 · Common Units	
30101 · CU Board	4,700,250.00
30102 · CU Consulting	1,383,013.84
30103 · CU Referral Fees	869,956.90
30104 · CU Founders	16,000.00
Total 30100 · Common Units	<u>6,969,220.74</u>
39000 · Retained Earnings	-38,401,142.64
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued	-16,373,064.52
39102 · Preferred Dividends Paid	-13,830.15
39103 · CU Referral Fees	-869,956.90
39104 · Reinvested Referral Fees	-55,470.00
39105 · Offering Costs	-370,341.00
39106 · Cash Referral Fees	-939,251.37
39107 · Cash Commissions	-335,729.06
Total 39100 · Equity Adjustments	<u>-18,957,643.00</u>
Net Income	<u>-981,498.17</u>
Total Equity	<u>-12,943,261.07</u>
TOTAL LIABILITIES & EQUITY	<u><u>1,534,949.92</u></u>

3:06 PM
 10/22/12
 Accrual Basis

Castle Arch Real Estate Investment Company
Profit & Loss
September 2012

	<u>Sep 12</u>
Ordinary Income/Expense	
Income	
42000 · Management Fee Income	46,000.00
Total Income	<u>46,000.00</u>
Gross Profit	46,000.00
Expense	
Administrative/Other Unit	
Insurance UHC	
Insurance Premiums	2,210.18
Total Insurance UHC	2,210.18
Legal Services	19,628.24
Office Expenses	368.60
Rent	674.17
Taxes	800.00
60350 · Telephone/email charges	245.97
Total Administrative/Other Unit	23,927.16
Executive Unit	
Executive Compensation	
Payroll Taxes	832.07
W2	7,500.00
Total Executive Compensation	8,332.07
Office Expenses	-250.00
Total Executive Unit	<u>8,082.07</u>
Total Expense	<u>32,009.23</u>
Net Ordinary Income	13,990.77
Other Income/Expense	
Other Income	
Interest Income	0.33
Total Other Income	0.33
Other Expense	
65000 · Trustee Fees	16,200.00
65010 · Trustee Firm Fee	34,175.00
65100 · DIP Creditor Committee - Legal	1,920.00
65200 · DIP Legal Expense	14,721.70
65500 · Trustee Legal Fees	148,086.00
Total Other Expense	<u>215,102.70</u>
Net Other Income	<u>-215,102.37</u>
Net Income	<u><u>-201,111.60</u></u>

3:46 PM
10/12/12

Castle Arch Real Estate Investment Company
Reconciliation Detail
10003 · Pref Bank-Trustee-██████████ Period Ending 09/30/2012

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						41,232.78
Cleared Transactions						
Checks and Payments - 8 items						
Check	8/28/2012	329	United Healthcare	X	-2,210.18	-2,210.18
Check	8/28/2012	328	Paychex	X	-128.55	-2,338.73
Check	9/10/2012	330	CenturyLink	X	-245.97	-2,584.70
Check	9/10/2012	332	Paychex	X	-118.60	-2,703.30
Check	9/10/2012	331	Strong Connexions	X	-100.00	-2,803.30
Check	9/11/2012	EFT	Preferred Bank	X	-258.32	-3,061.62
Check	9/14/2012	333	Franchise Tax Board	X	-800.00	-3,861.62
Check	9/27/2012	EFT	Preferred Bank	X	-8,323.75	-12,185.37
Total Checks and Payments					-12,185.37	-12,185.37
Deposits and Credits - 2 items						
Deposit	9/6/2012			X	250.00	250.00
Deposit	9/6/2012			X	33,000.00	33,250.00
Total Deposits and Credits					33,250.00	33,250.00
Total Cleared Transactions					21,064.63	21,064.63
Cleared Balance					21,064.63	62,297.41
Uncleared Transactions						
Checks and Payments - 3 items						
Check	9/26/2012	334	United Healthcare		-2,210.18	-2,210.18
Check	9/26/2012	336	Judge Building LLC		-674.17	-2,884.35
Check	9/26/2012	335	Strong Connexions		-75.00	-2,959.35
Total Checks and Payments					-2,959.35	-2,959.35
Deposits and Credits - 1 item						
Deposit	9/26/2012				5,371.76	5,371.76
Total Deposits and Credits					5,371.76	5,371.76
Total Uncleared Transactions					2,412.41	2,412.41
Register Balance as of 09/30/2012					23,477.04	64,709.82
Ending Balance					23,477.04	64,709.82

4:34 PM
10/12/12

Castle Arch Real Estate Investment Company
Reconciliation Detail
10004 · Pref Bank-PR-Trustee [REDACTED] Period Ending 09/30/2012

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						126.01
Cleared Transactions						
Checks and Payments - 2 items						
Check	9/10/2012	3006	EDD - State of Calli...	X	-258.32	-258.32
Check	9/28/2012	EFT	Paychex	X	-8,323.75	-8,582.07
Total Checks and Payments					-8,582.07	-8,582.07
Deposits and Credits - 2 items						
Check	9/11/2012	EFT	Preferred Bank	X	258.32	258.32
Check	9/27/2012	EFT	Preferred Bank	X	8,323.75	8,582.07
Total Deposits and Credits					8,582.07	8,582.07
Total Cleared Transactions					0.00	0.00
Cleared Balance					0.00	126.01
Register Balance as of 09/30/2012					0.00	126.01
Ending Balance					0.00	126.01



029 00001 00
ACCOUNT:



PAGE: 1
09/28/2012

11-35082 B
BANKRUPTCY ESTATE OF
CASTLE ARCH REAL ESTATE INVEST
D RAY STRONG, TRUSTEE 29
201 S MAIN ST SUITE 450 0
SALT LAKE CITY UT 84111 6

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PREFERRED BANK - LOS ANGELES TELEPHONE:213-891-1188
601 S. FIGUEROA ST. 29TH FLOOR
LOS ANGELES, CA 90017

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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.

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BANKRUPTCY CHECKING ACCOUNT [REDACTED]

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		LAST STATEMENT 08/31/12	41,232.78
AVG AVAILABLE BALANCE	65,227.02	4 CREDITS	33,250.00
AVERAGE BALANCE	65,244.87	8 DEBITS	12,185.37
		THIS STATEMENT 09/28/12	62,297.41

=====

OTHER CREDITS - - - - -

DESCRIPTION	DATE	AMOUNT
Incoming Wire Transfer BANKRUPTCY ESTATE OF CASTLE ARCH SM 7218884	09/06	7,000.00
Incoming Wire Transfer BANKRUPTCY ESTATE OF CASTLE ARCH OP 7218886	09/06	13,000.00
Incoming Wire Transfer BANKRUPTCY ESTATE OF CASTLE ARCH OP 7218890	09/06	13,000.00
IN MAIL/NIGHT DROP DEPOSIT	09/12	250.00

CHECKS - - - - -

CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT
328 09/04 128.55	330 09/19 245.97	332 09/19 118.60
329 09/04 2,210.18	331 09/18 100.00	333 09/21 800.00

* * * C O N T I N U E D * * *



029 00001 00
ACCOUNT:

PAGE: 2
09/28/2012

11-35082

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BANKRUPTCY CHECKING ACCOUNT [REDACTED]

=====

----- OTHER DEBITS -----

DESCRIPTION	DATE	AMOUNT
TRANSFER TO # [REDACTED]	09/11	258.32
TRANSFER TO # [REDACTED]	09/27	8,323.75

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

```

*****
*                                     | TOTAL FOR | TOTAL      *
*                                     | THIS PERIOD | YEAR TO DATE *
*-----|-----|-----|-----|-----|-----|
* TOTAL OVERDRAFT FEES:             |           $ .00 |           $ .00 *
*-----|-----|-----|-----|-----|-----|
* TOTAL RETURNED ITEM FEES:         |           $ .00 |           $ .00 *
*****
    
```

----- DAILY BALANCE -----

DATE	BALANCE	DATE	BALANCE	DATE	BALANCE
09/04	38,894.05	09/12	71,885.73	09/21	70,621.16
09/06	71,894.05	09/18	71,785.73	09/27	62,297.41
09/11	71,635.73	09/19	71,421.16		

----- END OF STATEMENT -----



029 00001 00
ACCOUNT:

PAGE: 1
09/28/2012

11-35082 B
BANKRUPTCY ESTATE OF
CASTLE ARCH REAL ESTATE INVEST
D RAY STRONG, TRUSTEE 29
201 S MAIN ST SUITE 450 0
SALT LAKE CITY UT 84111 1

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

TELEPHONE:213-891-1188

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

		LAST STATEMENT 08/31/12	126.01
AVG AVAILABLE BALANCE	281.84	2 CREDITS	8,582.07
AVERAGE BALANCE	281.84	3 DEBITS	8,582.07
		THIS STATEMENT 09/28/12	126.01

OTHER CREDITS

DESCRIPTION	DATE	AMOUNT
TRANSFER FROM # [REDACTED]	09/11	258.32
TRANSFER FROM # [REDACTED]	09/27	8,323.75

CHECKS

CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT
3006 09/18 258.32		

OTHER DEBITS

DESCRIPTION	DATE	AMOUNT
PAYCHEX INC. PAYROLL 46884200003393X	09/27	5,768.54
PAYCHEX TPS TAXES 46891100013046X	09/28	2,555.21

* * * C O N T I N U E D * * *



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ACCOUNT:

PAGE: 2
09/28/2012

11-35082

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BANKRUPTCY CHECKING ACCOUNT

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

*		TOTAL FOR		TOTAL	*
*		THIS PERIOD		YEAR TO DATE	*
-----*					
* TOTAL OVERDRAFT FEES:		\$.00		\$.00	*
-----*					
* TOTAL RETURNED ITEM FEES:		\$.00		\$.00	*

- - - DAILY BALANCE - - -

DATE.....	BALANCE	DATE.....	BALANCE	DATE.....	BALANCE
09/11	384.33	09/27	2,681.22		
09/18	126.01	09/28	126.01		

- END OF STATEMENT -