

"CAOP I"

DEBTOR: Castle Arch Opportunity Partners I, LLC

**MONTHLY OPERATING REPORT  
CHAPTER 11**

CASE NUMBER: 11-35240

**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: 11/01/12

Print Name: D. Ray Strong

Signature: 

Title: Manager

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

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

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

**CASH FLOW SUMMARY**

	Current Month		Accumulated
<b>1. Beginning Cash Balance</b>	\$ 435,586.01	(1)	\$ 385,457.71 (1)
<b>2. Cash Receipts</b>			
Operations	34,513.92		779,649.90
Sale of Assets	-		-
Loans/advances	-		-
Other	-		20,000.00
<b>Total Cash Receipts</b>	<u>\$ 34,513.92</u>		<u>\$ 799,649.90</u>
<b>3. Cash Disbursements</b>			
Operations	13,334.00		675,621.81
Debt Service/Secured loan payment	-		1,563.45
Professional fees/U.S. Trustee fees	-		656.42
Other	-		50,500.00
<b>Total Cash Disbursements</b>	<u>\$ 13,334.00</u>		<u>\$ 728,341.68</u>
<b>4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)</b>	<u>21,179.92</u>		<u>71,308.22</u>
<b>5 Ending Cash Balance (to Form 2-C)</b>	<u>\$ 456,765.93</u>	(2)	<u>\$ 456,765.93</u> (2)

**CASH BALANCE SUMMARY**

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash	_____	\$ -
Manager Account #1	<u>Preferred Bank - ***4690</u>	454,765.93
Manager Account #2	<u>Preferred Bank - ***3341 (Closed)</u>	-
DIP Payroll Account	_____	-
Other Operating Account	<u>Zions Bank - DIP *****4943 (Closed)</u>	-
Other Interest-bearing Account	<u>HSBC Foreign Currency Savings</u>	2,000.00
<b>TOTAL (must agree with Ending Cash Balance above)</b>		<u>\$ 456,765.93</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.**  
**Note: Cash Receipts and Disbursements are net of account transfers.**

DEBTOR: Castle Arch Opportunity Partners I, LLC

CASE NO: 11-35240

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

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

Account No: Preferred Bank-\*\*\*4690

Date	Payer	Description	Amount
09/06/12	Conix	Principal & Interest on Town Capital Note	\$ 6,906.17
09/11/12	Conix	Principal & Interest on Oak Capital Note	7,681.75
09/15/12	Conix	Principal & Interest on Town Capital Note	5,668.93
09/15/12	Conix	Principal & Interest on Oak Capital Note	14,257.07

**Total Cash Receipts**

\$ 34,513.92 (1)

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

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

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

Account No: Preferred Bank-\*\*\*4690

Date	Check No.	Payee	Description (Purpose)	Amount
08/01/12	EFT	CAREIC	September Management Fee	\$ 13,000.00
09/14/2012	3008	US Treasury	2011 Form 8804 Taxes	334.00

**Total Cash Disbursements** \$ 13,334.00 (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: 09/30/12**

	Current Month (1)	Petition Date (2)
<b>ASSETS</b>		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 456,765.93	\$ 385,457.71
Accounts Receivable (from Form 2-E)	-	-
Receivable from Officers, Employees, Affiliates	1,576.28	-
Inventory	-	-
Other Current Assets :(List)		
<u>Real Estate Investments</u>	915,729.12	1,272,211.16
<u>Tooele Land</u>	5,376,050.00	5,376,050.00
<b>Total Current Assets</b>	<b>\$ 6,750,121.33</b>	<b>\$ 7,033,718.87</b>
Fixed Assets:		
Land	\$ -	\$ -
Building	-	-
Equipment, Furniture and Fixtures	-	-
<b>Total Fixed Assets</b>	<b>-</b>	<b>-</b>
Less: Accumulated Depreciation	( - )	( - )
<b>Net Fixed Assets</b>	<b>\$ -</b>	<b>\$ -</b>
Other Assets (List):		
<u>Pre-Paid Legal Retainer</u>	50,000.00	-
	-	-
<b>TOTAL ASSETS</b>	<b>\$ 6,800,121.33</b>	<b>\$ 7,033,718.87</b>
<b>LIABILITIES</b>		
Post-petition Accounts Payable (from Form 2-E)	\$ 227,940.25	\$ -
Post-petition Accrued Professional Fees (from Form 2-E)	85,504.60	-
Post-petition Taxes Payable (from Form 2-E)	-	-
Post-petition Notes Payable	-	-
Other Post-petition Payable(List):		
<u>I/C Transaction</u>	20,000.00	-
<u>Preferred Dividend Payable</u>	3,186,832.77	-
<u>Note Interest Payable</u>	26,630.14	-
<b>Total Post Petition Liabilities</b>	<b>\$ 3,546,907.76</b>	<b>\$ -</b>
Pre Petition Liabilities:		
Secured Debt	100,000.00	100,000.00
Priority Debt	-	-
Unsecured Debt	(12,985.86)	(12,985.86)
<b>Total Pre Petition Liabilities</b>	<b>\$ 87,014.14</b>	<b>\$ 87,014.14</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 3,633,921.90</b>	<b>\$ 87,014.14</b>
<b>OWNERS' EQUITY</b>		
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	(593,672.53)	-
<b>TOTAL OWNERS' EQUITY</b>	<b>\$ 3,166,199.43</b>	<b>\$ 6,946,704.73</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>\$ 6,800,121.33</b>	<b>\$ 7,033,718.87</b>

(1) The Manager has not conducted a 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 Opportunity Partners I, LLC

CASE NO: 11-35240

**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	\$ 5,524.97	\$ 108,964.95
Less: Discounts, Returns and Allowances	( - )	( - )
<b>Net Operating Revenue</b>	<b>\$ 5,524.97</b>	<b>\$ 108,964.95</b>
Cost of Goods Sold	-	267,558.52
<b>Gross Profit</b>	<b>\$ 5,524.97</b>	<b>\$ (158,593.57)</b>
Operating Expenses		
Officer Compensation	\$ -	\$ -
Selling, General and Administrative	13,000.00	287,409.60
Rents and Leases	-	-
Depreciation, Depletion and Amortization	-	-
Other (list):		
<u>Property Tax</u>	-	29,043.23
<u>Tax</u>	334.00	334.00
Total Operating Expenses	\$ 13,334.00	\$ 316,786.83
<b>Operating Income (Loss)</b>	<b>\$ (7,809.03)</b>	<b>\$ (475,380.40)</b>
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ -	\$ -
Gains (Losses) on Sale of Assets	-	-
Interest Income	(1.03)	25.02
Interest Expense	-	(26,630.14)
Other Non-Operating Income	-	-
Net Non-Operating Income or (Expenses)	\$ (1.03)	\$ (26,605.12)
Reorganization Expenses		
Legal and Professional Fees (3)	\$ 8,710.50	\$ 90,705.59
Other Reorganization Expense	-	981.42
Total Reorganization Expenses	\$ 8,710.50	\$ 91,687.01
<b>Net Income (Loss) Before Income Taxes</b>	<b>\$ (16,520.56)</b>	<b>\$ (593,672.53)</b>
Federal and State Income Tax Expense (Benefit)	-	-
<b>NET INCOME (LOSS)</b>	<b>\$ (16,520.56)</b>	<b>\$ (593,672.53)</b>

(1) The Manager has not conducted a 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 Opportunity Partners I, LLC

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

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

(1) 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.

(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 Opportunity Partners I, LLC

**CASE NO:** 11-35240

**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	\$ 0.00	\$ 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	0.00	227,940.25
<b>Total Post Petition</b>	<u>0.00</u>	[REDACTED]
<b>Pre Petition Amounts</b>	<u>0.00</u>	
Total Accounts Receivable	\$ 0.00	
Less: Bad Debt Reserve	0.00	
<b>Net Accounts Receivable (to Form 2-C)</b>	<u>\$ 0.00</u>	
	<b>Total Post Petition Accounts Payable</b>	<b>\$ <u>227,940.25</u></b>

\* 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	\$ 8,710.50	\$ -		\$ 85,504.60
Counsel for Unsecured Creditors' Committee	-	-	-		-
Trustee's Counsel	-	-	-		-
Accountant	-	-	-		-
Other:	-	-	-		-
<b>Total</b>	<u>\$ 50,000.00</u>	<u>\$ 8,710.50</u>	<u>\$ -</u>		<u>\$ 85,504.60</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: 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>	\$ 50,000.00			
February	<u>2012</u>	361,743.00			
March	<u>2012</u>	200,018.00			
<b>TOTAL 1st Quarter</b>		<b>\$ <u>611,761.00</u></b>	<b>\$ <u>4,875.00</u></b>	<u>3001</u>	<u>06/07/12</u>
April	<u>2012</u>	20,386.10			
May	<u>2012</u>	20,930.50			
June	<u>2012</u>	11,995.38			
<b>TOTAL 2nd Quarter</b>		<b>\$ <u>53,311.98</u></b>	<b>\$ <u>650.00</u></b>	<u>3006</u>	<u>07/27/12</u>
July	<u>2012</u>	16,434.70			
August	<u>2012</u>	13,000.00			
September	<u>2012</u>	13,334.00			
<b>TOTAL 3rd Quarter</b>		<b>\$ <u>42,768.70</u></b>			
October	<u>2011</u>	-			
November	<u>2011</u>	500.00			
December	<u>2011</u>	20,000.00			
<b>TOTAL 4th Quarter</b>		<b>\$ <u>20,500.00</u></b>	<b>\$ <u>650.00</u></b>	<u>3001</u> <u>1003</u>	<u>06/07/12</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 Opportunity Partners I, LLC

**CASE NO:** 11-35240

**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. The existing counsel for CAOPI remains engaged until a plan is confirmed to address issues pertaining 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 lump-sum for the payroll period. Mr. Martinsen provides services for the Manager relating to CAOPI.

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. 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 Opportunity Partners I, LLC

**CASE NO:** 11-35240

**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.**

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 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 is scheduled for December 3, 2012.

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.

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](http://www.castlearchtrustee.com). Interested parties should reference the website for more detailed information.

2:57 PM  
10/18/12

**Castle Arch Opportunity Partners I, LLC**  
**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>&gt; 90</u>	<u>TOTAL</u>
Broadway Copy	0.00	0.00	0.00	0.00	5,063.75	5,063.75
CAREIC	0.00	0.00	0.00	0.00	198,620.35	198,620.35
Colonial Stock Transfer	0.00	0.00	0.00	0.00	276.67	276.67
McKay, Burton & Thurman	8,710.50	2,468.00	1,813.10	4,042.50	68,470.50	85,504.60
Tooele County Treasurer	0.00	0.00	0.00	0.00	29,043.23	29,043.23
<b>TOTAL</b>	<b>8,710.50</b>	<b>2,468.00</b>	<b>1,813.10</b>	<b>4,042.50</b>	<b>301,474.50</b>	<b>318,508.60</b>

3:00 PM  
10/18/12  
Accrual Basis

**Castle Arch Opportunity Partners I, LLC**  
**Balance Sheet**  
As of September 30, 2012

	<u>Sep 30, 12</u>
<b>ASSETS</b>	
<b>Current Assets</b>	
<b>Checking/Savings</b>	
10003 · Pref Bank [REDACTED]	454,765.93
10110 · HSBC Foreign Currency Savings	2,000.00
<b>Total Checking/Savings</b>	<u>456,765.93</u>
<b>Other Current Assets</b>	
22510 · I/C Interest Accrual	12.83
22501 · I/C-Post Trustee-CAK	586.59
22502 · I/C - Post Trustee - CASDF	488.43
22504 · I/C - Post Trustee - CAOPM	488.43
<b>17300 · Properties Held for Sale</b>	
17905 · Blackstar Financial Inc	561,386.00
17901 · Wholesale Foreclosures	101,363.24
<b>17102 · Tooele, UT</b>	
17103 · Unrealized Gain on Tooele Prop	-2,304,000.00
17102 · Tooele, UT - Other	7,680,050.00
<b>Total 17102 · Tooele, UT</b>	<u>5,376,050.00</u>
<b>17850 · Conix - CREO108</b>	
Town 3	108,288.92
Oak Capital, LLC	134,935.23
17850 · Conix - CREO108 - Other	9,755.73
<b>Total 17850 · Conix - CREO108</b>	<u>252,979.88</u>
<b>Total 17300 · Properties Held for Sale</b>	6,291,779.12
16000 · Prepaid Expense	50,000.00
<b>Total Other Current Assets</b>	<u>6,343,355.40</u>
<b>Total Current Assets</b>	<u>6,800,121.33</u>
<b>TOTAL ASSETS</b>	<u><b>6,800,121.33</b></u>
<b>LIABILITIES &amp; EQUITY</b>	
<b>Liabilities</b>	
<b>Current Liabilities</b>	
<b>Accounts Payable</b>	
20010 · Debtors Counsel Accrued Legal	85,504.60
20000 · Accounts Payable	233,004.00
<b>Total Accounts Payable</b>	<u>318,508.60</u>
<b>Other Current Liabilities</b>	
Interest Payable-Tooele-Kingsto	26,630.14
Notes Payable - Tooele-Kingston	100,000.00
<b>25050 · Intercompany Notes</b>	
25200 · Accrued Interest	-8,605.44
25058 · CAS	-100,000.00
25056 · CAREIC	128,073.08
25055 · CAOPIII	-17,517.25
<b>Total 25050 · Intercompany Notes</b>	<u>1,950.39</u>
<b>Total Other Current Liabilities</b>	<u>128,580.53</u>
<b>Total Current Liabilities</b>	447,089.13
<b>Long Term Liabilities</b>	
23600 · Preferred Dividend Payable	3,186,832.77
<b>Total Long Term Liabilities</b>	<u>3,186,832.77</u>
<b>Total Liabilities</b>	3,633,921.90

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10/18/12  
Accrual Basis

**Castle Arch Opportunity Partners I, LLC**  
**Balance Sheet**  
**As of September 30, 2012**

	<u>Sep 30, 12</u>
<b>Equity</b>	
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued	-3,186,832.77
39106 · Cash Referral Fees	-29,272.08
39107 · Cash Commissions	-677,788.63
<b>Total 39100 · Equity Adjustments</b>	<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
<b>Total 30000 · Preferred Units Round A</b>	<u>8,527,077.95</u>
39000 · Retained Earnings	-1,115,596.16
Net Income	-351,388.88
<b>Total Equity</b>	<u>3,166,199.43</u>
<b>TOTAL LIABILITIES &amp; EQUITY</b>	<u><b>6,800,121.33</b></u>

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Accrual Basis

**Castle Arch Opportunity Partners I, LLC**  
**Profit & Loss**  
**September 2012**

	<u>Sep 12</u>
<b>Ordinary Income/Expense</b>	
<b>Income</b>	
41200 · Sales	
CREO108	5,524.97
<b>Total 41200 · Sales</b>	<u>5,524.97</u>
<b>Total Income</b>	<u>5,524.97</u>
<b>Gross Profit</b>	5,524.97
<b>Expense</b>	
Taxes	334.00
68000 · Management Fee	13,000.00
60580 · Legal Fees	8,710.50
<b>Total Expense</b>	<u>22,044.50</u>
<b>Net Ordinary Income</b>	-16,519.53
<b>Other Income/Expense</b>	
<b>Other Income</b>	
43000 · Interest income	-1.03
<b>Total Other Income</b>	<u>-1.03</u>
<b>Net Other Income</b>	<u>-1.03</u>
<b>Net Income</b>	<u><u>-16,520.56</u></u>

4:39 PM  
10/12/12

**Castle Arch Opportunity Partners I, LLC**  
**Reconciliation Detail**  
10003 · Pref Bank-New [REDACTED] Period Ending 09/30/2012

Type	Date	Num	Name	Clr	Amount	Balance
<b>Beginning Balance</b>						433,586.01
<b>Cleared Transactions</b>						
<b>Checks and Payments - 2 items</b>						
Check	9/6/2012	EFT	CAREIC	X	-13,000.00	-13,000.00
Check	9/14/2012	3008	U.S. Treasury	X	-334.00	-13,334.00
Total Checks and Payments					-13,334.00	-13,334.00
<b>Deposits and Credits - 3 items</b>						
Deposit	9/6/2012			X	6,906.17	6,906.17
Deposit	9/11/2012			X	7,681.75	14,587.92
Deposit	9/15/2012			X	19,926.00	34,513.92
Total Deposits and Credits					34,513.92	34,513.92
Total Cleared Transactions					21,179.92	21,179.92
Cleared Balance					21,179.92	454,765.93
Register Balance as of 09/30/2012					21,179.92	454,765.93
<b>New Transactions</b>						
<b>Deposits and Credits - 1 item</b>						
Deposit	10/2/2012				10,549.96	10,549.96
Total Deposits and Credits					10,549.96	10,549.96
Total New Transactions					10,549.96	10,549.96
<b>Ending Balance</b>					<b>31,729.88</b>	<b>465,315.89</b>





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ACCOUNT:

PAGE: 1  
09/28/2012

11-35240 B  
BANKRUPTCY ESTATE OF  
CASTLE ARCH OPPTY PARTNERS I  
D RAY STRONG, MANAGER 29  
201 S MAIN ST SUITE 450 0  
SALT LAKE CITY UT 84111 1

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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	433,586.01
AVG AVAILABLE BALANCE	434,479.54	4 CREDITS	34,513.92
AVERAGE BALANCE	437,135.47	2 DEBITS	13,334.00
		THIS STATEMENT 09/28/12	454,765.93

----- OTHER CREDITS -----

DESCRIPTION	DATE	AMOUNT
IN MAIL/NIGHT DROP DEPOSIT	09/12	6,906.17
IN MAIL/NIGHT DROP DEPOSIT	09/13	7,681.75
IN MAIL/NIGHT DROP DEPOSIT	09/21	5,668.93
IN MAIL/NIGHT DROP DEPOSIT	09/21	14,257.07

----- CHECKS -----

CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT
3008 09/25 334.00		

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

DESCRIPTION	DATE	AMOUNT
Outgoing Wire Transfer CASTLE ARCH REAL ESTATE INVESTMENT 4620	09/06	13,000.00

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



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ACCOUNT:

PAGE: 2  
09/28/2012

11-35240

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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
09/06	420,586.01	09/13	435,173.93	09/25	454,765.93
09/12	427,492.18	09/21	455,099.93		

- END OF STATEMENT -