

"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 2/28/2013

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: 4/3/2012 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: 2/1/13 to 2/28/13

CASH FLOW SUMMARY

	Current Month	Accumulated
1. Beginning Cash Balance	\$ <u>494,499.36</u> (1)	\$ <u>385,457.71</u> (1)
2. Cash Receipts		
Operations	184,947.18	1,061,648.33
Sale of Assets	-	-
Loans/advances	-	-
Other	-	20,000.00
Total Cash Receipts	\$ <u>184,947.18</u>	\$ <u>1,081,648.33</u>
3. Cash Disbursements		
Operations	14,358.39	747,003.01
Debt Service/Secured loan payment	-	2,558.46
Professional fees/U.S. Trustee fees	-	1,956.42
Other	-	50,500.00
Total Cash Disbursements	\$ <u>14,358.39</u>	\$ <u>802,017.89</u>
4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)	<u>170,588.79</u>	<u>279,630.44</u>
5 Ending Cash Balance (to Form 2-C)	\$ <u>665,088.15</u> (2)	\$ <u>665,088.15</u> (2)

CASH BALANCE SUMMARY

	<u>Financial Institution</u>	Book <u>Balance</u>
Petty Cash	_____	\$ -
Manager Account #1	<u>Preferred Bank - ***4690</u>	663,088.15
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
TOTAL (must agree with Ending Cash Balance above)		\$ <u>665,088.15</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: 2/1/13 to 2/28/13

CASH RECEIPTS DETAIL Account No: Preferred Bank-***4690
(attach additional sheets as necessary)

Date	Payer	Description	Amount
2/1/2003	Magnus Title Agency of Arizona	Proceeds from sale of Laveen, AZ property	129,191.60
2/25/2013	Conix	Principal & Interest on Town Capital Note	15,464.98
2/25/2013	Conix	Principal & Interest on Oak Capital Note	40,290.60

Total Cash Receipts \$ 184,947.18 (1)

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

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

For Period: 2/1/13 to 2/28/13

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account No: Preferred Bank-***4690

Date	Check No.	Payee	Description (Purpose)	Amount
02/12/13	EFT	CAREIC	Management Fee to CAREIC	13,000.00
02/12/13	EFT	Preferred Bank	Bank Fee	520.74
02/12/13	3023	Valley Pro Plumbing	Pumbing Services for Laveen, AZ property	299.00
02/12/13	3021	Southwest Gas Company	Gas Service for Laveen, AZ property	80.00
02/12/13	3022	SWP	Electric Service for Laveen, AZ property	44.65
02/13/13	3019	American Corporate Enterprises	Representation Fee	89.00
02/14/13	3020	Secretary of State Nevada	Nevada Registration Tax	325.00

Total Cash Disbursements

\$ 14,358.39 (1)

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

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

Form 2-C
COMPARATIVE BALANCE SHEET
For Period Ended: 2/28/2013

	Current Month (1)	Petition Date (2)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 665,088.15	\$ 385,457.71
Accounts Receivable (from Form 2-E)	-	-
Receivable from Officers, Employees, Affiliates	2,606.10	-
Inventory	-	-
Other Current Assets :(List)	696,522.85	1,272,211.16
<u>Real Estate Investments</u>		
<u>Tooele Land</u>	5,376,050.00	5,376,050.00
Total Current Assets	\$ 6,740,267.10	\$ 7,033,718.87
Fixed Assets:		
Land	\$ -	\$ -
Building	-	-
Equipment, Furniture and Fixtures	-	-
Total Fixed Assets	-	-
Less: Accumulated Depreciation	(-)	(-)
Net Fixed Assets	\$ -	\$ -
Other Assets (List):	50,000.00	-
<u>Pre-Paid Legal Retainer</u>	-	-
TOTAL ASSETS	\$ 6,790,267.10	\$ 7,033,718.87
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$ 205,395.25	\$ -
Post-petition Accrued Professional Fees (from Form 2-E)	125,735.85	-
Post-petition Taxes Payable (from Form 2-E)	-	-
Post-petition Notes Payable	-	-
Other Post-petition Payable(List):	20,000.00	-
<u>I/C Transaction</u>		
<u>Preferred Dividend Payable</u>	3,186,832.77	-
<u>Note Interest Payable</u>	26,630.14	-
Total Post Petition Liabilities	\$ 3,564,594.01	\$ -
Pre Petition Liabilities:		
Secured Debt	100,000.00	100,000.00
Priority Debt	-	-
Unsecured Debt	(12,985.86)	(12,985.86)
Total Pre Petition Liabilities	\$ 87,014.14	\$ 87,014.14
TOTAL LIABILITIES	\$ 3,651,608.15	\$ 87,014.14
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 4,633,184.47	\$ 7,820,017.24
Retained Earnings - Prepetition	(873,312.51)	(873,312.51)
Retained Earnings - Post-petition	(643,758.01)	-
TOTAL OWNERS' EQUITY	\$ 3,116,113.95	\$ 6,946,704.73
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 6,767,722.10	\$ 7,033,718.87
	22,545.00	-

(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 2/1/2013 to 2/28/2013

	<u>Current Month (1)</u>	<u>Accumulated Total (2)</u>
Gross Operating Revenue	\$ 11,054.09	\$ 134,378.79
Less: Discounts, Returns and Allowances	(-)	(-)
Net Operating Revenue	\$ 11,054.09	\$ 134,378.79
Cost of Goods Sold	-	267,558.52
Gross Profit	\$ 11,054.09	\$ (133,179.73)
Operating Expenses		
Officer Compensation	\$ -	\$ -
Selling, General and Administrative	13,000.00	354,060.49
Rents and Leases	-	-
Depreciation, Depletion and Amortization	-	-
Other (list): <u>Repairs and Maintenance</u>	423.65	30,344.99
<u>Bank Fees</u>	520.74	854.74
Total Operating Expenses	\$ 13,944.39	\$ 385,260.22
Operating Income (Loss)	\$ (2,890.30)	\$ (518,439.95)
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ (13,222.40)	\$ (13,307.57)
Gains (Losses) on Sale of Assets	47,783.75	47,783.75
Interest Income	7.85	59.83
Interest Expense	-	(26,635.81)
Other Non-Operating Income	-	-
Net Non-Operating Income or (Expenses)	\$ 34,569.20	\$ 7,900.20
Reorganization Expenses		
Legal and Professional Fees (3)	\$ 22,545.00	\$ 130,936.84
Other Reorganization Expense	-	2,281.42
Total Reorganization Expenses	\$ 22,545.00	\$ 133,218.26
Net Income (Loss) Before Income Taxes	\$ 9,133.90	\$ (643,758.01)
Federal and State Income Tax Expense (Benefit)	-	-
NET INCOME (LOSS)	\$ 9,133.90	\$ (643,758.01)

(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: 2/1/2013 to 2/28/2013

POST PETITION TAXES PAYABLE SCHEDULE

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal	\$ -	\$ -	\$ -			\$ -
State	-	-	-			-
FICA Tax Withheld	-	-	-			-
Employer's FICA Tax	-	-	-			-
Unemployment Tax						
Federal	-	-	-			-
State	-	-	-			-
Sales, Use & Excise Taxes	-	-	-			-
Property Taxes	-	-	-			-
Accrued Income Tax:						
Federal	-	-	-			-
State	-	-	-			-
Other:	-	-	-			-
TOTALS	\$ -	\$ -	\$ -			\$ -

(1) For first report, Beginning Balance will be \$0; thereafter, Beginning Balance will be Ending Balance from prior report.

INSURANCE SCHEDULE

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation	None	\$ -		\$ -
General Liability	Travelers (1)	\$ 2,000,000	10/18/2012	\$ 10/18/2012
Property (Fire, Theft)	Travelers (1)	\$ 25,000	10/27/2012	\$ 10/27/2012
Vehicle	None	\$ -		\$ -
Other (list):				
Primary D&O	Rockhill Insurance	\$ 5,000,000	11/20/2010	See Note 2
Excess D&O	RSUI Indemnity	5,000,000	11/20/2010	See Note 2
Excess D&O	Zurich America	5,000,000	11/20/2010	See Note 2
Excess D&O	Navigator Insurance	5,000,000	11/20/2010	See Note 2
D&O	Axis Surplus Insurance	5,000,000	12/20/2011	See Note 2
D&O	Axis Surplus Insurance	1,000,000	1/20/2013	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

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**Form 2-E
SUPPORTING SCHEDULES**

For Period 2/1/2013 to 2/28/2013

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	205,395.25
Total Post Petition	<u>0.00</u>	
Pre Petition Amounts	<u>0.00</u>	
Total Accounts Receivable	\$ <u>0.00</u>	
Less: Bad Debt Reserve	<u>0.00</u>	
Net Accounts Receivable (to Form 2-C)	<u>0.00</u>	
	Total Post Petition Accounts Payable	\$ <u>205,395.25</u>

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

SCHEDULE OF PAYMENTS TO ATTORNEYS AND OTHER PROFESSIONALS

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ 50,000.00	\$ 22,545.00	\$ -		\$ 125,735.85
Counsel for Unsecured Creditors' Committee	-	-	-		-
Trustee's Counsel	-	-	-		-
Accountant	-	-	-		-
Other:	-	-	-		-
Total	<u>\$ 50,000.00</u>	<u>\$ 22,545.00</u>	<u>\$ -</u>		<u>\$ 125,735.85</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

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**Form 2-F
QUARTERLY FEE SUMMARY *
For the Month Ended: 2/28/2013**

<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>2013</u>	\$ 15,015.61			
February	<u>2013</u>	14,358.39			
March	<u>2013</u>				
TOTAL 1st Quarter		\$ <u>29,374.00</u>	\$ 650.00		
April	<u>2012</u>	\$ 20,386.10			
May	<u>2012</u>	20,930.50			
June	<u>2012</u>	11,995.38			
TOTAL 2nd Quarter		\$ <u>53,311.98</u>	\$ 650.00	3006	7/27/2012
July	<u>2012</u>	\$ 16,434.70			
August	<u>2012</u>	13,000.00			
September	<u>2012</u>	13,334.00			
TOTAL 3rd Quarter		\$ <u>42,768.70</u>	\$ 650.00	3014	10/23/2012
October	<u>2012</u>	\$ 18,211.37			
November	<u>2012</u>	13,090.84			
December	<u>2012</u>	13,000.00			
TOTAL 4th Quarter		\$ <u>44,302.21</u>	\$ 650.00	3018	1/29/2013

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: 02/28/13**

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 to address CAOPI related issues in the case(s).

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 utilized 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 Trustee/Manager relating to CAREIC and the other Debtors. As of November 30, 2012, the Trustee/Manager has closed the Castle Arch office located at 8 East Broadway, Salt Lake City, Utah. As a result, Mr. Martinsen's employment with Castle Arch has been terminated. Additionally, certain office equipment and other related personal property was moved to Erkelens & Olson, the Trustee/Manager's approved auctioneer, where the property was sold at public auction on December 15, 2012. The Trustee/Manager has taken steps and precautions to protect any personal information of investors or creditors that was located on computers or included in files at the Castle Arch office.

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 December 31, 2012, the Court approved another stipulated motion to continue the use of cash and payment of existing approved management fees through April 1, 2013. On March 23, 2013, the Court entered an Order to continue the use of cash and payment of existing approved management fees until the effective date of the Trustee's Plan of Liquidation, or alternatively in the event the Plan is not

DEBTOR: Castle Arch Opportunity Partners I, LLC

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Form 2-G – Page 2
NARRATIVE
For Period Ending: 02/28/13

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.

confirmed, until thirty days after the conclusion of the confirmation hearing scheduled to commence on May 30, 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 has been analyzing 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. As a result, the Trustee/Manager and Commerce have been working with and providing information to several interested parties.

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 (approximately \$8.5 million) ("Geringer"), David Demerest ("Demerest"), and an Omnibus objection involving 19 other claims of various Debtors. 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 have been entered and are currently included on the Trustee's website. Discovery for the Geringer claims continued in November and December 2012. On December 31, 2012, the Court approved a motion to extend the deadline to file intercompany claims until to April 1, 2013. A two day trial was held on on February 28, 2013 and March 1, 2013 regarding the Geringer claim. At the conclusion of the hearing, the Court requested that both parties prepare and submit their own findings of fact and conclusions. Both parties filed their proposed findings of fact and conclusion of law on March 23, 2013 and are awaiting the Court's ruling. On March 23, 2013, the Court entered an Order to extend the date to file intercompany claims until the effective date of the Trustee's Plan of Liquidation, or alternatively in the event the Plan is not confirmed, until thirty days after the conclusion of the confirmation hearing scheduled to commence on May 30, 2012.

The Trustee/Manager and his professionals have spent a significant amount of time reviewing and analyzing the multi-million dollar claims totaling over \$8.2 million 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

DEBTOR: Castle Arch Opportunity Partners I, LLC

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Form 2-G – Page 3

NARRATIVE

For Period Ending: 02/28/13

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.

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 have finalized a formal settlement agreement which has been submitted to the Bankruptcy Court for approval. The material terms of the settlement include a \$1 million cash payment to Longview from a Private Company Management Liability insurance policy, an allowed unsecured claim in the various Debtors totaling \$385,000, Longview's acceptance of the Trustee's proposed plan of liquidation, and dismissal of litigation currently pending in various jurisdictions. The agreed upon allowed unsecured claim of Longview was allocated to the individual bankruptcy estates as follows: \$290,896.49 (CAREIC), \$2,337.87 (CAK), \$6,424.11 (CAS), \$10,095.19 (CASDF), \$60,341.85 (CAOPI), and \$15,086.49 (CAOPII). The hearing to approve the settlement was held on December 10, 2012. On December 13, 2012, an Order was entered by the Court approving the settlement and no appeals were filed.

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. On November 26, 2012, several objections were filed with the Court regarding the adequacy of the Disclosure Statement by Hunt Law Corporation, Prince Yeates, Robert Geringer, Certain Investors, and the CAREIC Creditors Committee. A hearing on the adequacy of the Disclosure Statement was originally scheduled for December 3, 2012; however, as a result of the objections filed, this hearing was changed to a preliminary hearing with the final hearing on the Disclosure Statement to occur on January 31, 2013. As a result of the responses by several parties, the Trustee/Manager has determined in his business judgment to address the substantive consolidation issues prior to finalizing the amended proposed disclosure statement and seeking confirmation of his proposed plan. A motion for substantive consolidation of CAREIC, CAOP Managers, CAK, CAS, CASDF, and a Castle Arch Star Valley, LLC ("Legacy Debtors") was filed on December 28, 2012 by the Trustee/Manager. The hearing for the substantive consolidation motion was held on January 31, 2013. At the hearing, the Court granted the Trustee's motion for substantive consolidation of the Legacy Debtors. The Court entered its Findings of Fact and Conclusion of Law and Order granting substantive consolidation on February 8, 2013. As a result, the Trustee filed its Amended Proposed Disclosure Statement and Plan of Liquidation on February 25, 2013. The final hearing on the adequacy of the Amended Proposed Disclosure Statement was held on March 21, 2013. At this hearing, the Court approved the adequacy of the Amended Proposed Disclosure Statement with some additional modifications presented at the hearing. As a result, the revised First Amended Disclosure Statement was prepared and will be served on parties of interest along with the revised Plan and voting ballots no later than April 12, 2013.

The Trustee/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 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

DEBTOR: Castle Arch Opportunity Partners I, LLC

CASE NO: 11-35240

Form 2-G – Page 4
NARRATIVE
For Period Ending: 02/28/13

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.

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 filed various motions to compel several of the parties to turnover or produce the requested information and documentation. Additionally, the Trustee/Manager has filed numerous 2004 examinations/document requests to third parties seeking additional documentation and information.

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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03/19/13

Castle Arch Opportunity Partners I, LLC
A/P Aging Summary
As of February 28, 2013

	<u>Current</u>	<u>1 - 30</u>	<u>31 - 60</u>	<u>61 - 90</u>	<u>> 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	22,545.00	4,381.50	1,351.50	4,620.05	92,837.80	125,735.85
Tooele County Treasurer	0.00	0.00	0.00	0.00	29,043.23	29,043.23
TOTAL	<u>22,545.00</u>	<u>4,381.50</u>	<u>1,351.50</u>	<u>4,620.05</u>	<u>325,841.80</u>	<u>358,739.85</u>

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03/19/13
Accrual Basis

Castle Arch Opportunity Partners I, LLC
Balance Sheet
As of February 28, 2013

	<u>Feb 28, 13</u>
ASSETS	
Current Assets	
Checking/Savings	
10003 · Pref Bank-New-██████████	663,088.15
10110 · HSBC Foreign Currency Savings	2,000.00
Total Checking/Savings	<u>665,088.15</u>
Other Current Assets	
22510 · I/C Interest Accrual	47.64
22501 · I/C-Post Trustee-CAK	931.60
22502 · I/C - Post Trustee - CASDF	813.43
22504 · I/C - Post Trustee - CAOPM	813.43
17300 · Properties Held for Sale	
17905 · Blackstar Financial Inc	561,386.00
17102 · Tooele, UT	
17103 · Unrealized Gain on Tooele Prop	-2,304,000.00
17102 · Tooele, UT - Other	7,680,050.00
Total 17102 · Tooele, UT	<u>5,376,050.00</u>
17850 · Conix - CREO108	
Town 3	66,108.63
Oak Capital, LLC	68,472.22
17850 · Conix - CREO108 - Other	556.00
Total 17850 · Conix - CREO108	<u>135,136.85</u>
Total 17300 · Properties Held for Sale	6,072,572.85
16000 · Prepaid Expense	50,000.00
Total Other Current Assets	<u>6,125,178.95</u>
Total Current Assets	<u>6,790,267.10</u>
TOTAL ASSETS	<u>6,790,267.10</u>
LIABILITIES & EQUITY	
Liabilities	
Current Liabilities	
Accounts Payable	
20010 · Debtors Counsel Accrued Legal	125,735.85
20000 · Accounts Payable	233,004.00
Total Accounts Payable	<u>358,739.85</u>
Other Current Liabilities	
Interest Payable-Tooele-Kingsto	26,630.14
Notes Payable - Tooele-Kingston	100,000.00
25050 · Intercompany Notes	
25200 · Accrued Interest	-8,605.44
25058 · CAS	-100,000.00
25056 · CAREIC	128,073.08
25055 · CAOPIII	-17,517.25
Total 25050 · Intercompany Notes	<u>1,950.39</u>
Total Other Current Liabilities	<u>128,580.53</u>
Total Current Liabilities	487,320.38
Long Term Liabilities	
23600 · Preferred Dividend Payable	3,186,832.77
Total Long Term Liabilities	<u>3,186,832.77</u>
Total Liabilities	3,674,153.15

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Accrual Basis

Castle Arch Opportunity Partners I, LLC
Balance Sheet
As of February 28, 2013

	<u>Feb 28, 13</u>
Equity	
39100 · Equity Adjustments	
39101 · Preferred Dividends Accrued	-3,186,832.77
39106 · Cash Referral Fees	-29,272.08
39107 · Cash Commissions	-677,788.63
Total 39100 · Equity Adjustments	<u>-3,893,893.48</u>
30000 · Preferred Units Round A	
30010 · Preferred Redemptions Round A	-1,515,911.00
30000 · Preferred Units Round A - Other	10,042,988.95
Total 30000 · Preferred Units Round A	<u>8,527,077.95</u>
39000 · Retained Earnings	-1,507,302.27
Net Income	-9,768.25
Total Equity	<u>3,116,113.95</u>
TOTAL LIABILITIES & EQUITY	<u><u>6,790,267.10</u></u>

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03/19/13
Accrual Basis

Castle Arch Opportunity Partners I, LLC
Profit & Loss
February 2013

	<u>Feb 13</u>
Ordinary Income/Expense	
Income	
41200 · Sales	
CREO108	11,054.09
Total 41200 · Sales	<u>11,054.09</u>
Total Income	<u>11,054.09</u>
Gross Profit	11,054.09
Expense	
60530 · Closing Fees	425.00
68100 · HOA Fees	400.00
60280 · Other Taxes	325.00
60675 · Propety Tax	2,794.40
68000 · Management Fee	13,000.00
60520 · Commission	8,520.00
60580 · Legal Fees	22,545.00
60040 · Bank Fees	520.74
60120 · Insurance	669.00
60680 · Professional Outside Services	89.00
61180 · Repairs and Maintenance	299.00
61210 · Utilities	124.65
Total Expense	<u>49,711.79</u>
Net Ordinary Income	-38,657.70
Other Income/Expense	
Other Income	
49100 · Gain on sale of investment	47,783.75
43000 · Interest income	7.85
Total Other Income	<u>47,791.60</u>
Net Other Income	<u>47,791.60</u>
Net Income	<u><u>9,133.90</u></u>

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03/19/13

Castle Arch Opportunity Partners I, LLC
Reconciliation Detail
10003 - Pref Bank-New-██████████, Period Ending 02/28/2013

Type	Date	Num	Name	Clr	Amount	Balance
Beginning Balance						492,499.36
Cleared Transactions						
Checks and Payments - 7 items						
Check	2/12/2013		CAREIC	X	-13,000.00	-13,000.00
Check	2/12/2013			X	-520.74	-13,520.74
Check	2/12/2013	3023	Valley Pro Plumbing	X	-299.00	-13,819.74
Check	2/12/2013	3021	Southwest Gas Cor...	X	-80.00	-13,899.74
Check	2/12/2013	3022	SWP	X	-44.65	-13,944.39
Check	2/13/2013	3019	American Corporate...	X	-89.00	-14,033.39
Check	2/14/2013	3020	Secretary of State N...	X	-325.00	-14,358.39
Total Checks and Payments					-14,358.39	-14,358.39
Deposits and Credits - 2 items						
General Journal	2/1/2013	I/C Int...		X	129,191.60	129,191.60
Deposit	2/25/2013			X	55,755.58	184,947.18
Total Deposits and Credits					184,947.18	184,947.18
Total Cleared Transactions					170,588.79	170,588.79
Cleared Balance					170,588.79	663,088.15
Register Balance as of 02/28/2013					170,588.79	663,088.15
Ending Balance					170,588.79	663,088.15



029 00001 00
ACCOUNT:

PAGE: 1
02/28/2013

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 5

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LOS ANGELES - HEADQUARTERS 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
Attention Bankruptcy Trustees:
For account information log into PBnet Business Online Banking at
www.preferredbank.com or call BK Customer Service at 213-891-1188
Ronnia Ching @ ext. 1130 or Matt Overin @ ext. 1107

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BANKRUPTCY CHECKING ACCOUNT [REDACTED]

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		LAST STATEMENT 01/31/13	492,499.36
AVG AVAILABLE BALANCE	618,973.57	3 CREDITS	184,947.18
AVERAGE BALANCE	620,964.84	7 DEBITS	14,358.39
		THIS STATEMENT 02/28/13	663,088.15

----- DEPOSITS -----

REF #.....DATE.....AMOUNT	REF #.....DATE.....AMOUNT	REF #.....DATE.....AMOUNT
27 02/25 15,464.98	28 02/25 40,290.60	

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

DESCRIPTION	DATE	AMOUNT
Incoming Wire Transfer MAGNUS TITLE AGENCY OF ARIZONA 8363959	02/01	129,191.60

----- CHECKS -----

CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT	CHECK #..DATE.....AMOUNT
3019 02/13 89.00	3021 02/12 80.00	3023 02/12 299.00
3020 02/14 325.00	3022 02/12 44.65	

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

DESCRIPTION	DATE	AMOUNT
ADMINISTRATIVE SERVICE FEE	02/12	520.74
Outgoing Wire Transfer CASTLE ARCH REAL ESTATE INVESTMENT	02/12	13,000.00



* * * CONTINUED * * *



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ACCOUNT:

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02/28/2013

11-35240

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BANKRUPTCY CHECKING ACCOUNT [REDACTED]

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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
02/01	621,690.96	02/13	607,657.57	02/25	663,088.15
02/12	607,746.57	02/14	607,332.57		

- END OF STATEMENT -