

B6 Summary (Official Form 6 - Summary) (12/07)

**United States Bankruptcy Court
District of Utah**

In re Castle Arch Real Estate Investment Company, LLC,
Debtor

Case No. 11-35082

Chapter 11

SUMMARY OF SCHEDULES - AMENDED

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	1,144,000.00		
B - Personal Property	Yes	7	4,083,411.01		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		11,952,620.97	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		108.07	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	8		15,636,624.55	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		24			
		Total Assets	5,227,411.01		
			Total Liabilities	27,589,353.59	

**United States Bankruptcy Court
District of Utah**

In re Castle Arch Real Estate Investment Company, LLC,
Debtor

Case No. 11-35082

Chapter 11

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

B6A (Official Form 6A) (12/07)

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE A - REAL PROPERTY - AMENDED

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Approx. 448 acres of raw land in Mohave, County AZ, near Kingman and water rights.	Fee simple	-	672,000.00	11,295,173.35
Property, water, and surface rights relating to approximately 2100 acres of raw land in Mohave County, AZ.	Fee simple	-	300,000.00	303,498.62
Approximately 39 acres of raw land in Thayne, WY.	Fee simple	-	172,000.00	348,577.00

Sub-Total > **1,144,000.00** (Total of this page)
 Total > **1,144,000.00**
 (Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

B6B (Official Form 6B) (12/07)

In re Castle Arch Real Estate Investment Company, LLC

Case No. 11-35082

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		TD Ameritrade account ending in 0546	-	4,447.52
3. Security deposits with public utilities, telephone companies, landlords, and others.		RFC Properties - rent deposit 7/29/09 - Kaysville, UT	-	1,500.00
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total >	5,947.52
			(Total of this page)	

6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		199,000 common units of Western Credit Service Company, LLC.	-	Unknown
		Claim to 3,000,000 common stock shares of Longview Financial Holding, Inc.	-	Unknown
		All ownership of Castle Arch Star Valley, LLC (never operated) (expired)	-	Unknown
		6,000,000 (74.8%) common member units of Castle Arch Kingman, L.L.C. (debtor in Case #2:11-bk-35242)	-	Unknown
		All common member units of CAOP Managers, L.L.C. (debtor in Case #2:11-bk-35237)	-	Unknown
		92,500 (100%) common member units of Castle Arch Opportunity Partners II, L.L.C. (debtor in Case #2:11-bk-35241)	-	Unknown
		100,000 (100%) common member units of Castle Arch Secured Development Fund, L.L.C. (debtor in Case #2:11-bk-35243)	-	Unknown
		85,000 (92.5%) common member units of Castle Arch Smyrna, L.L.C. (debtor in Case #2:11-bk-35246)	-	Unknown
		45,000 (50.0%) unissued common member units Castle Arch Lease-to-Own Income Fund, LLC (never operated) (revoked)	-	0.00
	126,000 common units (42%) of Castle Arch Opportunity Partners III, LLC (revoked)	-	0.00	
	100,800 common units (42%) of Castle Arch SoCal Avaral Opportunity Fund, LLC (revoked)	-	0.00	
			Sub-Total >	0.00
				(Total of this page)

Sheet 1 of 6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	NON NE	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		90,000 (90%) common units of The Meo-Castle Arch Distressed Asset Partners, LLC (never operated) (revoked)	-	0.00
		62,000 unissued common units (100%) of REO Value Opportunity Partners, LLC (never operated) (revoked)	-	0.00
		90,000 unissued common units (90%) Champion Castle Arch Partners, LLC (never operated) (revoked)	-	0.00
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Pacificore Construction - sale of table and copier, Los Angeles, CA.	-	800.00
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Judgment against Longview Financial Holding, Inc. Third District Court, State of Utah. Case #100903551.	-	59,398.00
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Cash retainer/payments to Carr & Waddoups (Salt Lake City, UT) in 2011.	-	115,000.00
		Cash retainer/payments to Trent Waddoups, P.C. (Salt Lake City, UT) in 2011.	-	18,750.00
		Cash retainer/payments to Labertew & Associates (Salt Lake City, UT) in 2011.	-	47,500.00
			Sub-Total >	241,448.00
			(Total of this page)	

Sheet 2 of 6 continuation sheets attached to the Schedule of Personal Property

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		All books, records, and misc. equipment, seized by Trent Waddoups as receiver, or his agents, from 1284 Flint Meadow Drive, Suite B in Kaysville, Utah and 8 East Broadway, Suite 510 Salt Lake City	-	Unknown
		Claim for recovery of some or all of deposits totaling \$530,000 on Tyler, Texas land Property believed to be located in or near Tyler Texas	-	Unknown
		Claim for recovery of unauthorized/improper payments made by Robert Geringer (Los Angeles, CA) in connection with refinancing of properties located in Firebaugh and Coalinga, Fresno County, CA.	-	Unknown
		Claim for recovery from Robert Geringer relating to \$280,197.32 in attorneys fees awarded under an agreement between A. Feola and Debtor. Agreement drafted and signed by Geringer. No prior draft included fee provision. Agreement, in particular fees provision, was executed by Geringer without notice to, or valid consent from, Debtor Property located in or near Los Angeles.	-	Unknown
		Corporate documents from Robert D. Geringer (Los Angeles, CA). There was no document turnover to Debtor upon his resignation as COO/Director in July 2010; e.g., property deeds, purchase and option contracts, closing statements (HUDS), refinancing statements, applications feasibility studies, development plans, letters evidencing governmental approvals, budgets, reports/updates on each project status, project, zoning, etc. Described by Mr. Geringer as tens of thousands of pages.	-	Unknown
		Claims against J. Stuart Schultz (Oakland, New Jersey) and Landmark Consulting (Oakland, New Jersey) pursuant to case #10090399, brought in the State of Utah District Court, Salt Lake County.	-	Unknown
		Claims against Snell & Wilmer (Salt Lake City, UT) relating to failure to cause or confirm notice made to opposing party's insurance company St. Paul under defendant's claims made insurance policy.	-	Unknown
			Sub-Total >	0.00
			(Total of this page)	

Sheet 3 of 6 continuation sheets attached to the Schedule of Personal Property

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Claims asserted in the amount of \$1,150,000 against Jeffrey P. Scott, Metropolitan Real Estate, LLC Robert Noxom, Anagram Investments and St Paul Fire & Marine Insurance Company relating to the selling of land located in Heber, Utah to a third Party despite pre-existing contract between seller and debtor. Property was promptly flipped in an amount in excess of contract price to individuals and entities.	-	Unknown
		Claim refund of \$22,500 deposit in 2010 to Erik Ivanovich and David Kotoske (South Bend, Indiana) doing business as Big Daddy Finance, LLC for due diligence fees for loan despite omission of fact that parties lacked access to Loan proceeds and had no recent history of completing loans.	-	Unknown
		Recovery of overpayments to Longview Financial Holdings, Inc. (New York, NY) and Longview Financial Group, Inc. (New York, NY) under agreements.	-	Unknown
		Claims against Rockhill Insurance Company (Kansas City, MO) for Reimbursement of attorney's fees paid/owed by debtor for defense of officers and directors under D&O policy.	-	124,861.00
		Debtor's inter-company claims against Castle Arch Smyrna, L.L.C. for land purchased and entitlement.	-	2,733,817.93
		Debtor's inter-company claims of \$2,326,772.40 against Castle Arch Kingman, L.L.C. for placement fees and project development.	-	Unknown
		Debtor's inter-company claims against Castle Arch Secured Development Fund, L.L.C. for placement fees and loans in the amount of \$909,542.42, subject to complete offset by money owed by the debtor to Castle Arch Secured Development Fund, L.L.C.	-	0.00
		Cash retainer to McKay, Burton, and Thurman (Salt Lake City, UT) in 2011.	-	20,000.00
		Cash retainer to Stevens & Lee (Delaware) in 2010.	-	25,000.00
		Cash retainer to Claugus & Mitchell (New York, NY) 6/30/11.	-	50,000.00
			Sub-Total >	2,953,678.93
			(Total of this page)	

Sheet 4 of 6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Debtor's inter-company claims against Castle Arch Opportunity Partners Managers, L.L.C. for a loan.	-	Unknown
		Valley Gardens Note Receivable for Property in Kingman AZ \$255,000 principal and \$161,635.07 interest as of 9/30/11.	-	416,635.07
		Claims for all receivables of CAOP Managers, L.L.C. in Debtor's capacity as its sole owner; including revenues owed to CAOP Managers, L.L.C. by Castle Arch Opportunity Partners I, L.L.C. and Castle Arch Opportunity Partners II, L.L.C.	-	461,451.49
		Contingent claims against Castle Arch Kingman, L.L.C. for reimbursement in the event debtor's property in Mohave County, Arizona is used to satisfy Castle Arch Kingman, L.L.C.'s debt obligations to Castle Arch Secure Development Fund L.L.C.	-	Unknown
		Claims against Western Credit Service Company, L.L.C. for fees due under consulting contract for 2% of aggregate loan proceeds deployed, dated 6/15/2010.	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
			Sub-Total >	878,086.56
			(Total of this page)	

Sheet 5 of 6 continuation sheets attached to the Schedule of Personal Property

B6B (Official Form 6B) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	NON E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
28. Office equipment, furnishings, and supplies.		4 desktop PC computer CPUs, six computer monitors, two laser printers, one fax machine, four desks, seven chairs, bookshelves, file cabinets, tables, two refrigerators, one microwave, misc boxes and supplies, copy machine, laptop computer.	-	4,250.00
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	4,250.00
(Total of this page)	
Total >	4,083,411.01

Sheet 6 of 6 continuation sheets attached to the Schedule of Personal Property

(Report also on Summary of Schedules)

B6D (Official Form 6D) (12/07)

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor" ,include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		H	W					
Account No. Bank of Star Valley Thayne Branch PO Box 928 Thayne, WY 83127	X	2008 Trust Deed Approximately 39 un-developed acres of raw land in Thayne, WY.					348,577.00	0.00
		Value \$	172,000.00					
Account No. Castle Arch Secured Dev. Fund, LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111	X	2008 Trust Deed Contingent claims for reimbursement in the event debtor's 448 acres of raw land, surface and water rights in Mohave County AZ is used to satisfy Castle Arch Kingman, L.L.C.'s debt obligations to Castle Arch Secured Development,		X			11,295,173.35	0.00
		Value \$	672,000.00					
Account No. Lincoln County Treasurer 925 Sage Ave Kemmerer, WY 83101	-	2009 Tax Lien 39 acres in Thayne, WY.					5,272.00	0.00
		Value \$	172,000.00					
Account No. Mohave County Treasurer PO Box 7000 Kingman, AZ 86402	-	Tax Lien 448 acres of raw land, surface and water rights, in Mohave County AZ.					15,299.62	0.00
		Value \$	972,000.00					
Subtotal							11,664,321.97	0.00
(Total of this page)								

1 continuation sheets attached

B6D (Official Form 6D) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC
Debtor

Case No. 11-35082

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS - AMENDED
(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R H W J C	Husband, Wife, Joint, or Community			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
		DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN							
Account No.		2009-2010							
The Hunt Law Corporation, P.C. 66 Exchange Place Salt Lake City, UT 84111		Judgment Lien							
		448 acres of raw land, surface and water rights, in Mohave County, AZ.							
		Value \$	972,000.00				288,299.00	0.00	
Account No.									
		Value \$							
Account No.									
		Value \$							
Account No.									
		Value \$							
Subtotal (Total of this page)								288,299.00	0.00
Total (Report on Summary of Schedules)								11,952,620.97	0.00

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic support obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

B6E (Official Form 6E) (4/10) - Cont.

In re Castle Arch Real Estate Investment Company, LLC
Debtor

Case No. 11-35082

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			2009					
Illinois Dept.of Employment Security Central Region Revenue 850 E Madison St 2nd Floor Springfield, IL 62702-5603	-		Unemployment withholding, even though company had no employees in Illinois			X	108.07	0.00
Account No.			Notice only				Unknown	0.00
Internal Revenue Service/Utah Special Procedures, Mail Stop 5021 50 South 200 East Salt Lake City, UT 84111	-			X			Unknown	0.00
Account No.			Notice only				0.00	0.00
UT Dept of Workforce Services Collection 140 East 300 South P.O. Box 45288 Salt Lake City, UT 84145-0288	-						0.00	0.00
Account No.			Notice only				Unknown	0.00
Utah State Tax Commission Taxpayers Service Div./Bky. Unit 210 North 1950 West Salt Lake City, UT 84134	-			X			Unknown	0.00
Account No.								
Subtotal								0.00
(Total of this page)							108.07	108.07
Total								0.00
(Report on Summary of Schedules)							108.07	108.07

Sheet 1 of 1 continuation sheets attached to
Schedule of Creditors Holding Unsecured Priority Claims

B6F (Official Form 6F) (12/07)

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community		C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C					
Account No. Andrew Benis 26685 El Mar Drive Mission Viejo, CA 92691	-					X	4,048.36
Account No. Andrew Feola c/o Steven B. Kotulak, Esq. 660 South Figueroa St. #1990 Los Angeles, CA 90017	-					X	282,197.32
Account No. Andrew Feola 4665 Talofa Ave. North Hollywood, CA 91602-1630	-					X	Unknown
Account No. AT&T PO Box 30218 Los Angeles, CA 90030	-					X	326.11
Subtotal (Total of this page)							286,571.79

7 continuation sheets attached

B6F (Official Form 6F) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N U E D	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Bill Davidson 2 Strauss Terrace Rancho Mirage, CA 92270	-	2009-10 Director compensation.			X	109,111.13
Account No. Bill Grundy 65 Covered Bridge Rd Barrington, IL 60010	-	2009 Loan			X	230,000.00
Account No. Bill Warwick 1063 Ocean Ridge Dr Wilmington, NC 28405	-	2009-10 Director compensation.			X	50,000.14
Account No. Castle Arch Secured Dev. Fund, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111	X -	2008 Claims for enforcement of Debtor's guaranty of up to \$10,000,000 of Castle Arch Secured Dev. Fund, L.L.C.	X		X	Unknown
Account No. Chisholm, Bierwolf, Nilson & Morrill 12 South Main #208 Layton, UT 84041	-	2009 Audit services			X	30,908.71
					Subtotal (Total of this page)	420,019.98

Sheet no. 1 of 7 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

B6F (Official Form 6F) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Claugus & Mitchell LLP 110 Wall Street Ste 2700 New York, NY 10005	-		2010-2011 Attorney's fees for Defense of officers and directors under D&O policy			80,000.00	
Account No. Cohne Rappaport & Segal 257 East 200 South #700 Salt Lake City, UT 84111	-		2010-11 Legal services			10,005.70	
Account No. CT Corporation PO Box 4349 Carol Stream, IL 60197	-		2009 RA Services		X	348.00	
Account No. Daily Brand, LLC 10215 Santa Monica Blvd Los Angeles, CA 90067	-		2009 Printing services		X	19,730.60	
Account No. Doug Child 1284 W. Flint Meadow Dr #D Kaysville, UT 84037	-		2009-10 Compensation as employee and/or officer and/or director		X	217,000.00	
Sheet no. <u>2</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	327,084.30

B6F (Official Form 6F) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Douglas Child 1248 Flint Meadow Dr. Suite D Kaysville, UT 84037	-	Loan for 39 acres in Thayne, WY with Bank of Star Valley. Claim for reimbursements for payments relating.	X		X	348,577.00
Account No. Dr. Nolan and Kimberley Higa c/o Steven B. Kotulak, Esq. 660 S. Figueroa St. #1990 Los Angeles, CA 90017	-	2008 Alleged amount owed under real estate purchase option contract.	X	X	X	190,000.00
Account No. Entrust Arizona, LLC 20860 N Tatum Blvd # 240 Phoenix, AZ 85050	-	2009 Sales support services			X	700.00
Account No. Fact Finders Information Services, LLC PO Box 367 Layton, UT 84041	-	2010 Financial related services			X	487.50
Account No. Fortius Financial Advisors 136 East South Temple #1025 Salt Lake City, UT 84111	-	2010 Financial services			X	3,300.00
Sheet no. <u>3</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	543,064.50

B6F (Official Form 6F) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Jeff Austin 16246 Santa Barbara Lane Huntington Beach, CA 92646	-		2009-10 Compensation as employee and/or officer and/or director.		X	624,862.00	
Account No. Jeffrey Greene, PC One Burton Hills Blvd 330 Nashville, TN 37215	-		2009-10 Legal services Subject to setoff.		X	6,434.00	
Account No. Jerry Sharko's Co., Inc. c/o DiTommaso-Lubin, P.C. 17W 220 22nd Street, Suite 200 Villa Park, IL 60181	-		Alleged amount owed under real estate purchase contract.	X	X	X	1,668,000.00
Account No. John Saggiani 19645 Deerborne Circle Huntington Beach, CA 92646	-		2010 Alleged Foreclosure Deficiency		X	X	0.00
Account No. Kirby Cochran 692 E Cherapple Circle Orem, UT 84097	-		2009-10 Deferred compensation as employee and/or officer and/or director			X	271,350.52
Sheet no. <u>4</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	2,570,646.52

B6F (Official Form 6F) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B O R	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M	
		H W J C						
Account No. Les Olsen Company 3244 South 300 West Salt Lake City, UT 84115			2011 Print/copy services			X	153.93	
Account No. Longview Financial Group, Inc. c/o Schrader & Schoenberg, LLP 711 Third Avenue, #1803 New York, NY 10017	X	-	2007-2010 Contract and tort counter-claims and claims. Subject to setoff.		X	X	11,037,486.00	
Account No. Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017	X	-	2007-2010 Contract and tort counter-claims and claims. Subject to setoff.		X	X	Unknown	
Account No. Mohave Engineering Associates 2202 Stockton Hill Road #A Kingman, AZ 86401			2009 Engineering services			X	59,961.08	
Account No. Net Chemistry 4600 Campus Drive #201A Newport Beach, CA 92660			2010-11 Website services			X	86,500.00	
Sheet no. <u>5</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims							Subtotal (Total of this page)	11,184,101.01

B6F (Official Form 6F) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N U E D	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
		H W J C				
Account No. Olson Communications 1811 N Tatum Bvd #2050 Phoenix, AZ 85028	-	2009 Website services			X	500.50
Account No. Parsons, Behle & Latimer 201 South Main St #1800 Salt Lake City, UT 84111	-	2009-10 Legal services			X	48,454.30
Account No. RFC Properties, LLC 1284 W Flint Meadow Dr #D Kaysville, UT 84037	-	2011 Office rent		X	X	9,464.00
Account No. Robert Clawson 55 Sea Terrace Newport Coast, CA 92657	-	2009-10 Consultant Compensation.			X	23,052.42
Account No. Robert Geringer 9595 Wilshire Blvd Suite 1000 Beverly Hills, CA 90212	-	2009-10 Compensation as employee and/or officer and/or director			X	137,500.00
Sheet no. <u>6</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims					Subtotal (Total of this page)	218,971.22

B6F (Official Form 6F) (12/07) - Cont.

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	Husband, Wife, Joint, or Community	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	
		H W J C					DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.
Account No. Ryan, Inc. 131555 Noel Road #100 Dallas, TX 75240	-	2011 Real property consulting services			X	14,652.03	
Account No. Snell and Wilmer One Arizona Center Phoenix, AZ 85004	-	2010-11 Legal fees			X	59,228.17	
Account No. Southwest Traffic Engineering 3838 North Central Ave #1810 Phoenix, AZ 85012	-	2008 Engineering services			X	9,255.30	
Account No. The Dot Printer 2424 McGaw Ave Irvine, CA 92614	-	2009 Copy/print services			X	3,029.73	
Account No.							
Sheet no. <u>7</u> of <u>7</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims						Subtotal (Total of this page)	86,165.23
						Total (Report on Summary of Schedules)	15,636,624.55

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
CAOP Managers, LLC 8 East Broadway #510 Salt Lake City, UT 84111	Management Agreement for CAOP Managers, LLC, its Manager Castle Arch Real Estate Investment Company, LLC, and its members. For a list of members see List of Equity Security Holders. Case # 11-35237.
CAOP Managers, LLC 8 East Broadway #510 Salt Lake City, UT 84111	Limited liability company operating agreement for CAOP Managers, L.L.C. (debtor in Case #2:11-bk-35237); 8 East Broadway #510 Salt Lake City, UT 84111.
Castle Arch Kingman, LLC 8 E Broadway Salt Lake City, UT 84111	Mangement Agreement for Castle Arch Kingman, LLC, its Manager Castle Arch Real Estate Investment Company, LLC, and its members. For a list of members see List of Equity Security Holders. Case # 11-35242.
Castle Arch Kingman, LLC 8 E Broadway Salt Lake City, UT 84111	Limited liability company operating agreement for Castle Arch Kingman, L.L.C. (Debtor in Case #2:11-bk-35242) 8 East Broadway #510 Salt Lake City, UT 84111and Castle Arch Kingman, L.L.C. common unit holders See "List Of Equity Security Holders" Case #2:11-bk-35242
Castle Arch Secured Development Fund,LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111	Management Agreement for Castle Arch Secured Development Fund, LLC, its manager Castle Arch Real Estate Investment Company, LLC, and its members. For a list of members see List of Equity Security Holders. Case # 11-35243.
Castle Arch Secured Development Fund,LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111	Limited liability company operating agreement for Castle Arch Secured Development Fund, L.L.C. (debtor in Case #2:11-bk-35243) 8 East Broadway #510 Salt Lake City, UT 84111
Castle Arch Smyrna, LLC 8 E Broadway Suite 510 Salt Lake City, UT 84111	Management Agreement for Castle Arch Smyrna, LLC, its Manager, Castle Arch Real Estate Investment Company, LLC, and its members. For a list of members see List of Equity Security Holders. Case # 11-35246.
Castle Arch Smyrna, LLC 8 E Broadway Suite 510 Salt Lake City, UT 84111	Limited liability company operating agreement for Castle Arch Smyrna, L.L.C. (debtor in Case #2:11-bk-35246); 8 East Broadway #510 Salt Lake City, UT 84111 and Castle Arch Smyrna, L.L.C. common unit holders See "List Of Equity Security Holders" Case #2:11-bk-35246

In re Castle Arch Real Estate Investment Company, LLC, Debtor Case No. 11-35082

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES - AMENDED
(Continuation Sheet)

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Dr. Nolan and Kimberley Higa c/o Steven Kotulak, Esq. 660 S Figueroa St Suite 1990 Los Angeles, CA 90017	Option Contract re: land. May have been terminated pre-petition.
Jerry Sharko's Co. Inc c/o DiTommaso Lubin PC 17 W 220 22nd St Suite 200 Villa Park, IL 60181	Option Contract re:land. May have been terminated pre-petition.
Valley Gardens c/o Dick Wilbur 18430 Brookhurst St #202K Fountain Valley, CA 92708	Land repurchase option agreement re: portion of Kingman, AZ property
Western Credit Service Company, L.L.C. 691 West 200 North Suite 100 Springville, UT 84663	Consulting Agreement

In re Castle Arch Real Estate Investment Company, LLC

Case No. 11-35082

Debtor

SCHEDULE H - CODEBTORS - AMENDED

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Arch Secured Development Fund, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111	Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017
CAOP Managers, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111	Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017
Castle Arch Opportunity Partners II, LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111	Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017
Castle Arch Kingman, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111	Castle Arch Secured Dev. Fund, LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111
Castle Arch Kingman, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111	Castle Arch Secured Dev. Fund, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111
Castle Arch Kingman, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111	Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017
Castle Arch Lease to Own Income Fund LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111	Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017
Castle Arch Opportunity Partners I, LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111	Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017
Castle Arch Opportunity Partners III LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111	Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017

In re Castle Arch Real Estate Investment Company, LLC,

Case No. 11-35082

Debtor

SCHEDULE H - CODEBTORS - AMENDED

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
<p>Castle Arch Smyrna, L.L.C. 8 East Broadway Suite 510 Salt Lake City, UT 84111</p>	<p>Longview Financial Group, Inc. c/o Schrader & Schoenberg, LLP 711 Third Avenue, #1803 New York, NY 10017</p>
<p>Castle Arch SoCal Avaral Opp. Fund LLC 8 East Broadway Salt Lake City, UT 84111</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>Douglas Child 1248 Flint Meadow Dr. Suite D Kaysville, UT 84037</p>	<p>Bank of Star Valley Thayne Branch PO Box 928 Thayne, WY 83127</p>
<p>Flobridge, LLC 691 West 1200 North, #100 Springville, UT</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>Jeff Austin 16246 Santa Barbara Lane Huntington Beach, CA 92646</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>Kirby D. Cochran 692 East Cherapple Circle Orem, UT 84097</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>Meo-Castle Arch Distress. Ptnrs. LLC 3452 East Foothill Blvd. Suite 230 Pasadena, CA 91107</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>Meo-Castle Arch Managers, LLC 8 East Broadway Suite 510 Salt Lake City, UT 84111</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>Philip Polich 5040 East Shea Blvd. #254B Scottsdale, AZ 85254</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>Robert D. Geringer 9595 Wilshire Blvd. #1000 Beverly Hills, CA 90212</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>William Davidson 2 Strauss Terrace Rancho Mirage, CA 92270</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>
<p>William Warwick 1063 Ocean Ridge Drive Wilmington, NC 28405</p>	<p>Longview Financial Holding, Inc. 370 Lexington Ave., 27th Floor New York, NY 10017</p>

B6 Declaration (Official Form 6 - Declaration). (12/07)

**United States Bankruptcy Court
District of Utah**

In re Castle Arch Real Estate Investment Company, LLC
Debtor(s)

Case No. 11-35082
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES - AMENDED

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the CEO/President of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 26 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date December 20, 2011

Signature /s/ Jeff Austin
Jeff Austin
CEO/President

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

B7 (Official Form 7) (04/10)

**United States Bankruptcy Court
District of Utah**

In re Castle Arch Real Estate Investment Company, LLC Case No. 11-35082
Debtor(s) Chapter 11

STATEMENT OF FINANCIAL AFFAIRS - AMENDED

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

I. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$-1,148,523.48	1/1/11-10/17/11: Management Fee Correction from Prior Period Allocation
\$2,595,666.46	1/1/09 - 12/31/10: Gross Revenue from Lot Sales and Management Fees

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$-8,696,944.72	Large accrued loss resulting from forgiveness of debt (ANB Bank debt) income and management fee income offset by losses from impairment of Tooele, Smyrna and Star Valley property values during two year period.

3. Payments to creditors

None **Complete a. or b., as appropriate, and c.**

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
Premium Financing Specialists PO BOX 419090 Kansas City, MO 64141-6090	7/26/11; 8/18/11; 9/16/11; 10/12/11	\$25,792.92	\$0.00
Bank of Star Valley PO Box 928 Thayne, WY 83127	8/18/11; 10/5/11	\$15,540.85	\$344,000.00
Labertew & Assoc	9/19/11	\$47,500.00	\$0.00

None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Jeff Austin 16246 Santa Barbara Lane Huntington Beach, CA 92646 Officer	1/25/11 (2250.27); 4/8/11 (2486.50); 6/3/11 (1166); 7/6/11 (1336) All for expense reimbursement	\$10,035.39	\$624,861.69

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Andrew Benis 26685 El Mar Drive Mission Viejo, CA 92691 Investor relations	10/16/10 - 10/12/11	\$61,401.12	\$4,048.36
Carr & Waddoups, LLC 8 East Broadway #609 Salt Lake City, UT 84111 Receiver	July 2011	\$75,000.00	\$0.00
Carr & Waddoups, LLC 8 East Broadway #609 Salt Lake City, UT 84111 Receiver	10/12/11	\$46,250.00	\$0.00
Doug Child 1284 W. Flint Meadow Dr #D Kaysville, UT 84037 Former officer	7/6/11	\$15,000.00	\$0.00
Child, Van Wagoner & Bradshaw 1284 W. Flint Meadow Dr #D Kaysville, UT 84037 Tax preparer, controlled by former CFO	4/1/11	\$5,000.00	\$0.00
Keith Green 27141 Woodbluff Rd. Laguna Hills, CA 92653 Sales person	11/17/10 (2541.40); 10/12/11 (583.75). For expense reimbursement	\$3,125.15	\$10,137.61
Keith Green 27141 Woodbluff Rd. Laguna Hills, CA 92653 Sales person	10/16/10 - 6/3/11	\$20,578.31	\$10,137.61
Bill Grundy 65 Covered Bridge Rd Barrington, IL 60010 Former employee	10/16/11 - 6/15/11	\$15,773.28	\$230,000.00
Christiaan Carrillo 715 Owen Drive Huntington Beach, CA 92648 Former sales person	10/16/10 - 6/3/11	\$15,820.32	\$0.00
Kirby Cochran 692 E Cherapple Circle Orem, UT 84097 Former officer	10/16/10 - 11/30/10	\$2,957.49	\$271,350.52
Glen Martinsen 8 East Broadway #510 Salt Lake City, UT 84111 Controller	10/16/10 - 10/14/11	\$112,807.08	\$8,461.54
Laura Weston 656 Westbrook Dr Kaysville, UT 84037 Former assistant controller	10/16/10 - 12/31/10	\$13,125.00	\$0.00
Jeff Austin 16246 Santa Barbara Lane Huntington Beach, CA 92646 Officer	10/16/10 - 10/14/11	\$44,218.19	\$624,861.69

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
Bill Grundy Former Employee	4/8/11; 3/2/11; 2/3/11; 2/1/11; 1/7/11; 12/1/10; 11/17/10; 11/1/10 \$1,001.61 for expense reimbursement - balance principal payments on note.	\$61,001.61	\$230,000.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Castle Arch Real Estate Investment Co., LLC v. Stuart Schultz d/b/a Landmark LLC, Case No. 100903991	Contract and tort	3rd Judicial District Court of Salt Lake County, State of Utah.	Discovery phase
Castle Arch Real Estate Investment Co., LLC v. California Franchise Tax Board, California ID No. 200414610071000	Appeal of adverse decision from California Franchise Tax Board for claim of \$84,906 refunds	California Franchise Tax Board	Appeal filed 9/11
Castle Arch Real Estate Investment Co., LLC v. Longview Financial Group, Inc., Case No. 100903551	Tort and contract	3rd Judicial District Court of Salt Lake County, State of Utah, Judge Joseph C. Fratto	Judgment for \$59,398.00 awarded to Debtor on 9/7/11
Longview Financial Group, Inc. v. Castle Arch Real Estate Investment Co., LLC, Case No. 600904/10	Tort and contract	Supreme Court of the State of New York, County of New York	Pre-Discovery ; Motion to Dismiss Phase Complete
Mohave Engineering Associates, Inc. v. Castle Arch Real Estate Investment Co., LLC, Case No. 110412446	Contract	3rd Judicial District Court of Salt Lake County, State of Utah, Judge Terry Christiansen	Answer filed
St. Paul Fire & Marine Insurance Co. v. Metropolitan Real Estate, LLC, Castle Arch Real Estate Investment Co., LLC, et al., Civil No. 2:09cv00238	Tort and contract	U.S. District Court, District of Utah, Judge Dee Benson	Discovery phase
Jerry Sharko's & Company, Inc. v. Castle Arch Real Estate Investment Co., LLC, Case No. 20 11 L 86	Tort and contract	Circuit Court 18th Judicial District Court, Dupage County, Illinois	Motion for Summary Judgment
Higa v. Castle Arch Real Estate Investment Co., LLC, Case No. BC455351	Contract	Superior Court of Los Angeles County, State of California	Pleadings Filed
Feola v. Castle Arch Real Estate Investment Co., LLC, Case No. BC 432108	Contract	Superior Court of Los Angeles County, State of California	Judgement for \$192,005.32 on 6/14/11; Attorneys' Fees Judgment \$90,192.00 on 9/28/11

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Hunt Law Corporation v. Castle Arch Real Estate Investment Co., LLC, Case No. 100700353	Contract, receivership	2nd Judicial District Court of Davis County, State of Utah, Judge David Connors	Judgment awarded 4/13/11 for \$285,000; Receivership established on 7/12/11 for Debtor, and on 9/9/11 all affiliated debtors joined in receivership
Ragan Smith Associates, Inc. v. Castle Arch Real Estate Investment Company, L.L.C., Case No. 10-CV-0388	contract	Chancery Court of Rutherford County, State of Tennessee	Judgment for \$80,570.16 entered; judgment settled and satisfied on 6/28/11 for \$50,000

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
John Saggiani	6/23/11	147 acres of raw land, Smyrna, Tennessee; Value \$955,500, (\$6,500 per acre); non-judicial foreclosure sale for two promissory notes with principal of \$850,000: \$42,132 in interest.

6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
Trent Waddoups, Esq. Carr & Waddoups 8 East Broadway #609 Salt Lake City, UT 84111	Hunt Law Corporation v. Castle Arch Real Estate Investment Co., LLC, Case No. 100700353, 2nd Judicial District Court of Davis County, State of Utah, Judge David Connors	7/12/11	All assets and operations of Debtor and affiliated debtors. Value subject to intercompany claims and offsets.

7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Labertew & Associates, LLC 4764 South 900 East #3 Salt Lake City, UT 84117	9/19/11	Unknown; Retainer \$47,500

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
The Hunt Law Corporation, PC. 66 Exchange Place Salt Lake City, UT 84111	5/19/2011	Notice of Filing of Foreign Judgment filed with Mohave AZ County Recorder; \$285,112 domesticated judgment.

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
The Hunt Law Corporation, PC. 66 Exchange Place Salt Lake City, UT 84111	3/14/11	Attorney's Lien Filed with Tooele County Recorder; \$55,000 paid on 6/30/11 for new value of lien release. Release allowed debtor to transfer title to its Tooele land to subsidiary leaving creditor without ability to execute on land. Release complete on 7/8/11.
Castle Arch Opportunity Partners I 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Contract Date: 3/12/10	Sale of 618.2 acre feet of water for \$2,800,000 or \$4,529.28 per acre foot.
Castle Arch Opportunity Partners I 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Contract date: 3/12/10	Sale of 348.2 acres of raw land for \$2,560,000 or \$7,352.10 per acre

None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
Chase Bank Orem, UT	Checking; 5612	\$0 12/16/2010
Chase Bank Orem, UT	Checking; 5597	\$0 10/17/11

12. Safe deposit boxes

None List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
Castle Arch Opportunity Partners I 8 East Broadway, Suite 510 Salt Lake City, UT 84111	Debtor sold rights to 618.34 acres feet of water pursuant to a \$5.36 million, March 12, 2010 purchase contract with Castle Arch Opportunity Partners, I, LLC. Despite that sale, debtor remains record owner of the water rights.	Tooele, UT

15. Prior address of debtor

None If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
1597 Flint Meadow Drive Suite B Kaysville, UT 84037		7/30/09-7/15/11
650 Town Center Drive Costa Mesa, CA 92626		2009-2010
9595 Wilshire Blvd #1000 Beverly Hills, CA 90212		2004-2009
498 N 900 W Suite 200 Kaysville, UT 84037	Castle Arch Real Estate Investment Company, LLC	2006-7/30/2009

16. Spouses and Former Spouses

None If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
None	c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.		

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Western Credit Service Company, LLC		691 West 1200 North Springville, UT 84663	Micro-loan company.	2010-ongoing
Castle Arch Kingman, LLC	7312	8 East Broadway, Suite 510 Salt Lake City, UT 84111	Land acquisition and entitlement business. (debtor in Case #2:11-bk-35242)	2007-ongoing
CAOP Managers, LLC	5146	8 East Broadway, #510 Salt Lake City, UT 84111	(debtor in Case #2:11-bk-35237); Manager of buyer and sellers of distressed property.	2009-ongoing
Castle Arch Opportunity Partners II	0343	8 East Broadway, Suite 510 Salt Lake City, UT 84111	(debtor in Case #2:11-bk-35241); buyer and sellers of distressed property.	2009-ongoing
Castle Arch Secured Development Fund, LLC	5399	8 East Broadway, Suite 510 Salt Lake City, UT 84111	Land acquisition and entitlement business. (debtor in Case #2:11-bk-35243)	2008-ongoing
Castle Arch Smyrna, LLC	1411	8 East Broadway, Suite 510 Salt Lake City, UT 84111	Land acquisition and entitlement business. (debtor in Case #2:11-bk-35246)	2007-ongoing
Castle Arch Star Valley, LLC	2608	8 East Broadway, Suite 510 Salt Lake City, UT 84111	Land acquisition and entitlement business	2009-ongoing

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Castle Arch Lease-to-Own Income Fund,LLC	3431	8 East Broadway, Suite 510 Salt Lake City, UT 84111	No business	2009-2009
Castle Arch Opportunity Partners III	5354	8 East Broadway, Suite 510 Salt Lake City, UT 84111	Buyer and sellers of distressed property	2009-2011
Castle Arch SoCal Avalor Opp. Fund, LLC	7113	8 East Broadway, Suite 510 Salt Lake City, UT 84111	Buyer and sellers of distressed property	2009-2011
REO Value Opportunity Partners, LLC	7329	8 East Broadway, Suite 510 Salt Lake City, UT 84111	(never operated)	n/a
Champion Castle Arch Partners, LLC	0400	8 East Broadway, Suite 510 Salt Lake City, UT 84111	(never operated)	n/a

None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Doug Child 1284 W. Flint Meadow Dr #D Kaysville, UT 84037	2004-07/2011
Glen Martinsen 8 East Broadway #510 Salt Lake City, UT 84111	2009-present
Laura Weston 656 Westbrook Dr Kaysville, UT 84037	2009`2010
Child VanWagoner Bradshaw, CPAs 1284 W. Flint Meadow Dr. Suite D Kaysville, UT 84037	2004 through present
Chisholm, Bierwolf, Nilson & Morrill 12 South Main, Suite 208 Layton, UT 84041	2007-10

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
None <input checked="" type="checkbox"/>	c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.	

NAME	ADDRESS
None <input checked="" type="checkbox"/>	d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within two years immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

None
 a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
2/8/10	Downing Appraisal	4,160,000; real estate appraisal of Kingman, AZ real property
2/22/11	Intermountain Valuation Group	7,680,000; appraisal of Tooele, Utah real property
12/31/08	John Frome & Associates	1,175,000; appraisal of Thayne, Wyoming real property

None
 b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
2/8/10	Downing Appraisal 3349 Isador Ave Kingman, AZ 86401
2/22/11	Intermountain Valuation Group 5505 South 900 East, Suite 115 Salt Lake City, UT 84117
12/31/08	John Frome & Associates PO Box 173, Afton Afton, WY 83110

21 . Current Partners, Officers, Directors and Shareholders

None
 a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None
 b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Kirby D. Cochran 692 E. Cherapple Cir Orem, UT 84097	Former CEO	7,510,667 (25.5%) common voting member units

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Robert Geringer 9595 Wilshire Blvd. Suite 1000 Beverly Hills, CA 90212	Former COO	4,270,667 (14.5%) common voting member units
Jeff Austin 16246 Santa Barbara Lane Huntington Beach, CA 92646	CEO	3,100,000 (10.5%) common voting member units
David Hunt PO Box 4125 Park City, UT 84060	member	1,500,000 (5.1%) common voting member units
Douglas Child 1284 Flint Meadow Dr. #D Kaysville, UT 84037	Director	1,075,867 (3.7%) common voting member units

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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None b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Doug Child 1284 W. Flint Meadow Dr #D Kaysville, UT 84037	CFO	3/11
Kirby Cochran 692 E Cherapple Circle Orem, UT 84097	CEO	12/10

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
Castle Arch Real Estate Investment Company, LLC	EIN# 20-1077312

25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date December 20, 2011

Signature /s/ Jeff Austin
Jeff Austin
CEO/President

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**United States Bankruptcy Court
District of Utah**

In re Castle Arch Real Estate Investment Company, LLC
Debtor(s)

Case No. 11-35082
Chapter 11

VERIFICATION OF CREDITOR MATRIX - AMENDED

I, the CEO/President of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: December 20, 2011

/s/ Jeff Austin
Jeff Austin/CEO/President
Signer/Title

Andrew Benis
26685 El Mar Drive
Mission Viejo, CA 92691

Andrew Feola
c/o Steven B. Kotulak, Esq.
660 South Figueroa St. #1990
Los Angeles, CA 90017

Andrew Feola
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North Hollywood, CA 91602-1630

Arch Secured Development Fund, L.L.C.
8 East Broadway
Suite 510
Salt Lake City, UT 84111

AT&T
PO Box 30218
Los Angeles, CA 90030

Bank of Star Valley
Thayne Branch
PO Box 928
Thayne, WY 83127

Bill Davidson
2 Strauss Terrace
Rancho Mirage, CA 92270

Bill Grundy
65 Covered Bridge Rd
Barrington, IL 60010

Bill Warwick
1063 Ocean Ridge Dr
Wilmington, NC 28405

CAOP Managers, L.L.C.
8 East Broadway
Suite 510
Salt Lake City, UT 84111

CAOP Managers, LLC
8 East Broadway #510
Salt Lake City, UT 84111

Castle Acrh Opportunity Partners II, LLC
8 East Broadway
Suite 510
Salt Lake City, UT 84111

Castle Arch Kingman, L.L.C.
8 East Broadway
Suite 510
Salt Lake City, UT 84111

Castle Arch Kingman, LLC
8 E Broadway
Salt Lake City, UT 84111

Castle Arch Lease to Own Income Fund LLC
8 East Broadway
Suite 510
Salt Lake City, UT 84111

Castle Arch Opportunity Partners I, LLC
8 East Broadway
Suite 510
Salt Lake City, UT 84111

Castle Arch Opportunity Partners III LLC
8 East Broadway
Suite 510
Salt Lake City, UT 84111

Castle Arch Secured Dev. Fund, L.L.C.
8 East Broadway
Suite 510
Salt Lake City, UT 84111

Castle Arch Secured Dev. Fund, LLC
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Suite 510
Salt Lake City, UT 84111

Castle Arch Secured Development Fund, LLC
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Salt Lake City, UT 84111

Castle Arch Smyrna, L.L.C.
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Salt Lake City, UT 84111

Castle Arch Smyrna, LLC
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Salt Lake City, UT 84111

Castle Arch SoCal Avarar Opp. Fund LLC
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Salt Lake City, UT 84111

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Layton, UT 84041

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New York, NY 10005

Cohne Rappaport & Segal
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Salt Lake City, UT 84111

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Los Angeles, CA 90067

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Kaysville, UT 84037

Douglas Child
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Kaysville, UT 84037

Dr. Nolan and Kimberley Higa
c/o Steven Kotulak, Esq.
660 S Figuvroa St Suite 1990
Los Angeles, CA 90017

Entrust Arizona, LLC
20860 N Tatum Blvd # 240
Phoenix, AZ 85050

Fact Finders Information Services, LLC
PO Box 367
Layton, UT 84041

Flobridge, LLC
691 West 1200 North, #100
Springville, UT

Fortius Financial Advisors
136 East South Temple #1025
Salt Lake City, UT 84111

Illinois Dept.of Employment Security
Central Region Revenue
850 E Madison St 2nd Floor
Springfield, IL 62702-5603

Internal Revenue Service/Utah
Special Procedures, Mail Stop 5021
50 South 200 East
Salt Lake City, UT 84111

Jeff Austin
16246 Santa Barbara Lane
Huntington Beach, CA 92646

Jeffrey Greene, PC
One Burton Hills Blvd 330
Nashville, TN 37215

Jerry Sharko's Co. Inc
c/o DiTommaso Lubin PC
17 W 220 22nd St Suite 200
Villa Park, IL 60181

Jerry Sharko's Co., Inc.
c/o DiTommaso-Lubin, P.C.
17W 220 22nd Street, Suite 200
Villa Park, IL 60181

John Saggiani
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Huntington Beach, CA 92646

Kirby Cochran
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Orem, UT 84097

Kirby D. Cochran
692 East Cherapple Circle
Orem, UT 84097

Les Olsen Company
3244 South 300 West
Salt Lake City, UT 84115

Lincoln County Treasurer
925 Sage Ave
Kemmerer, WY 83101

Longview Financial Group, Inc.
c/o Schrader & Schoenberg, LLP
711 Third Avenue, #1803
New York, NY 10017

Longview Financial Holding, Inc.
370 Lexington Ave., 27th Floor
New York, NY 10017

Meo-Castle Arch Distress. Ptnrs. LLC
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Suite 230
Pasadena, CA 91107

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Salt Lake City, UT 84111

Mohave County Treasurer
PO Box 7000
Kingman, AZ 86402

Mohave Engineering Associates
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Kingman, AZ 86401

Net Chemistry
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Newport Beach, CA 92660

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Phoenix, AZ 85028

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Salt Lake City, UT 84111

Philip Polich
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#254B
Scottsdale, AZ 85254

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Kaysville, UT 84037

Robert Clawson
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Newport Coast, CA 92657

Robert D. Geringer
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#1000
Beverly Hills, CA 90212

Robert Geringer
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Beverly Hills, CA 90212

Ryan, Inc.
131555 Noel Road #100
Dallas, TX 75240

Snell and Wilmer
One Arizona Center
Phoenix, AZ 85004

Southwest Traffic Engineering
3838 North Central Ave #1810
Phoenix, AZ 85012

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Irvine, CA 92614

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Salt Lake City, UT 84111

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140 East 300 South
P.O. Box 45288
Salt Lake City, UT 84145-0288

Utah State Tax Commission
Taxpayers Service Div./Bky. Unit
210 North 1950 West
Salt Lake City, UT 84134

Valley Gardens
c/o Dick Wilbur
18430 Brookhurst St #202K
Fountain Valley, CA 92708

Western Credit Service Company, L.L.C.
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Springville, UT 84663

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Rancho Mirage, CA 92270

William Warwick
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