

DEBTOR: The Falls at Fresno, LLC

**MONTHLY OPERATING REPORT  
CHAPTER 11**

CASE NUMBER: 18-27713

**Form 2-A  
COVER SHEET**

For Period Ending: 10/31/2018

Accounting Method:  Accrual Basis  Cash Basis

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

Mark One Box for Each  
Required Document:

Debtor must attach each of the following reports/documents unless the U. S. Trustee has waived the requirement in writing. File the original with the Clerk of Court. Submit a duplicate, with original signature, to the U. S. Trustee.

Report/Document Attached	Previously Waived	REQUIRED REPORTS/DOCUMENTS
<input checked="" type="checkbox"/>	<input type="checkbox"/>	1. Cash Receipts and Disbursements Statement (Form 2-B)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	2. Balance Sheet (Form 2-C)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	3. Profit and Loss Statement (Form 2-D)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	4. Supporting Schedules (Form 2-E)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	5. Quarterly Fee Summary (Form 2-F)
<input checked="" type="checkbox"/>	<input type="checkbox"/>	6. Narrative (Form 2-G)
<input checked="" type="checkbox"/> (1)	<input type="checkbox"/>	7. Bank Statements for All Bank Accounts IMPORTANT: Redact account numbers and remove check images
<input checked="" type="checkbox"/> (1)	<input type="checkbox"/>	8. Bank Statement Reconciliations for all Bank Accounts

***I declare under penalty of perjury that the following Monthly Operating Report, and any attachments thereto are true, accurate and correct to the best of my knowledge and belief.***

Executed on: 11-14-18

Print Name Gil A. Miller

Signature: 

Title: Chief Restructuring Officer for the Falls Event Center LLC

Footnotes:

(1) Account wasn't opened until November 2018, so no official statement has been provided. A reconciliation prepared as of 10/31/2018 has been included which shows a \$0 balance.

**DEBTOR:** The Falls at Fresno, LLC **CASE NO:** 18-27713

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

For Period: 10/15/2018 to 10/31/2018

**CASH FLOW SUMMARY**

	<u>Current Month</u>	<u>Accumulated</u>
<b>1. Beginning Cash Balance</b>	\$ <u>-</u> (1)	\$ <u>-</u> (1)
<b>2. Cash Receipts</b>		
Operations		
Sale of Assets		
Loans/advances		
Other		
<b>Total Cash Receipts</b>	\$ <u>-</u>	\$ <u>-</u>
<b>3. Cash Disbursements</b>		
Operations		
Debt Service/Secured loan payment		
Professional fees/U.S. Trustee fees		
Additional Retainer (Professional Fees)		
Other		
<b>Total Cash Disbursements</b>	\$ <u>-</u>	\$ <u>-</u>
<b>4. Net Cash Flow (Total Cash Receipts less Total Cash Disbursements)</b>	<u>-</u>	<u>-</u>
<b>5 Ending Cash Balance (to Form 2-C)</b>	\$ <u>-</u> (2)	\$ <u>-</u> (2)

**CASH BALANCE SUMMARY**

	<u>Financial Institution</u>	<u>Book Balance</u>
Petty Cash		\$ 0
DIP Operating Account # 2866	Rabobank, N.A.	0.00
DIP State Tax Account		0
DIP Payroll Account		0
Other Operating Account		0
Other Interest-bearing Account		0
<b>TOTAL (must agree with Ending Cash Balance above)</b>		\$ <u>-</u> (2)

**(1) Accumulated beginning cash balance is the cash available at the commencement of the case.**

**Current month beginning cash balance should equal the previous month's ending balance.**

**(2) All cash balances should be the same.**

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

For Period: 10/15/2018 to 10/31/2018

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

Account No: Rabobank, N.A.

Date	Payer	Description	Amount
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Total Cash Receipts \$                     - (1)

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

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**Form 2-B**  
**CASH RECEIPTS AND DISBURSEMENTS STATEMENT**  
For Period: 10/15/2018 to 10/31/2018

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

Account No: Rabobank, N.A.

Date	Check No.	Payee	Description (Purpose)	Amount
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Total Cash Disbursements \$                     - (1)

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

**Form 2-C  
 COMPARATIVE BALANCE SHEET**

For Period Ended: 10/31/2018

	Current Month	Petition Date (1)
<b>ASSETS</b>		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ -	\$ -
Accounts Receivable (from Form 2-E)		
Receivable from Officers, Employees, Affiliates		
Inventory		
Other Current Assets :(List) _____		
<b>Total Current Assets</b>	<b>\$ -</b>	<b>\$ -</b>
Fixed Assets:		
Land and Buildings	\$ 2,975,000.00	\$ 2,975,000.00
Equipment, Furniture and Fixtures		
<b>Total Fixed Assets</b>	<b>2,975,000.00</b>	<b>2,975,000.00</b>
Less: Accumulated Depreciation	( - )	( - )
<b>Net Fixed Assets</b>	<b>\$ 2,975,000.00</b>	<b>\$ 2,975,000.00</b>
Other Assets (List): _____		
<b>TOTAL ASSETS</b>	<b>\$ 2,975,000.00</b>	<b>\$ 2,975,000.00</b>
<b>LIABILITIES</b>		
Post-petition Accounts Payable (from Form 2-E)	\$	\$
Post-petition Accrued Profesional Fees (from Form 2-E)	4,862.00	
Post-petition Taxes Payable (from Form 2-E)		
Post-petition Notes Payable		
Other Post-petition Payable(List): _____		
<b>Total Post Petition Liabilities</b>	<b>\$ 4,862.00</b>	<b>\$</b>
Pre Petition Liabilities:		
Secured Debt	3,080,000.00	3,080,000.00
Priority Debt	88,051.00	88,051.00
Unsecured Debt		
<b>Total Pre Petition Liabilities</b>	<b>\$ 3,168,051.00</b>	<b>\$ 3,168,051.00</b>
<b>TOTAL LIABILITIES</b>	<b>\$ 3,172,913.00</b>	<b>\$ 3,168,051.00</b>
<b>OWNERS' EQUITY</b>		
Owner's/Stockholder's Equity	\$ (193,051.00)	\$ (193,051.00)
Retained Earnings - Prepetition		
Retained Earnings - Post-petition	(4,862.00)	-
<b>TOTAL OWNERS' EQUITY</b>	<b>\$ (197,913.00)</b>	<b>\$ (193,051.00)</b>
<b>TOTAL LIABILITIES AND OWNERS' EQUITY</b>	<b>\$ 2,975,000.00</b>	<b>\$ 2,975,000.00</b>

(1) Petition date values are taken from the Debtor's balance sheet as of the petition date or are the values listed on the Debtor's schedules.

[2] TITLE REPORT INDICATES THE FOLLOWING JUNIOR LIENS MAY EXIST: UNION HOME LOANS ORIGINAL AMOUNT \$725,000, THIS APPEARS TO BE A SECOND FROM A PROPERTY HELD BY A RELATED ENTITY. SUKHRAJ PROPERTITES ORIGINAL AMOUNT \$1,324,000, THE DEBTOR IS UNSURE THE NATURE OF THIS LIEN. THE DEBTOR IS CURRENTLY INVESTIGATING THESE LIENS AND THE BALANCE SHEET MAY BE UPDATED BASED ON ITS FINDINGS.

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**Form 2-D**  
**PROFIT AND LOSS STATEMENT**  
 For Period 10/15/2018 to 10/31/2018

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ -	\$ -
Less: Discounts, Returns and Allowances	( - )	( - )
<b>Net Operating Revenue</b>	<b>\$ -</b>	<b>\$ -</b>
Cost of Goods Sold	-	-
<b>Gross Profit</b>	<b>\$ -</b>	<b>\$ -</b>
Operating Expenses		
Officer Compensation	\$ -	\$ -
Selling, General and Administrative	-	-
Rents and Leases	-	-
Depreciation, Depletion and Amortization	-	-
Other (list): _____	-	-
_____	-	-
Total Operating Expenses	\$ -	\$ -
<b>Operating Income (Loss)</b>	<b>\$ -</b>	<b>\$ -</b>
Non-Operating Income and Expenses		
Other Non-Operating Expenses	\$ -	\$ -
Gains (Losses) on Sale of Assets	-	-
Interest Income	-	-
Interest Expense	-	-
Other Non-Operating Income	-	-
Net Non-Operating Income or (Expenses)	\$ -	\$ -
Reorganization Expenses		
Legal and Professional Fees	\$ 4,862.00	\$ 4,862.00
Other Reorganization Expense	-	-
Total Reorganization Expenses	\$ 4,862.00	\$ 4,862.00
<b>Net Income (Loss) Before Income Taxes</b>	<b>\$ (4,862.00)</b>	<b>\$ (4,862.00)</b>
Federal and State Income Tax Expense (Benefit)	-	-
<b>NET INCOME (LOSS)</b>	<b>\$ (4,862.00)</b>	<b>\$ (4,862.00)</b>

(1) Accumulated Totals include all revenue and expenses since the petition date.

(2) Accrued interest from the Debtor's secured debt is included on The Falls Event Center, LLC (BK Case No. 18-25116), operating report. While The Falls Event Center is not obligated on the debt, it is expected that The Falls Event Center will make the eventual payments. It is the practice of the Debtor that The Falls Events Center collects all revenues and pays all expenses.

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**Form 2-E  
SUPPORTING SCHEDULES**

For Period: 10/15/18 to 10/31/18

**POST PETITION TAXES PAYABLE SCHEDULE**

	<u>Beginning Balance (1)</u>	<u>Amount Accrued</u>	<u>Amount Paid</u>	<u>Date Paid</u>	<u>Check Number</u>	<u>Ending Balance</u>
Income Tax Withheld:						
Federal	\$ 0	\$ 0	0			\$ 0
State	0	0	0			0
FICA Tax Withheld	0	0	0			0
Employer's FICA Tax	0	0	0			0
Unemployment Tax						
Federal	0	0	0			0
State	0	0	0			0
Sales, Use & Excise Taxes	0	0	0			0
Property Taxes	0		0			-
Accrued Income Tax:						
Federal	0	0	0			0
State	0	0	0			0
Other: _____	0	0	0			0
<b>TOTALS</b>	<b>\$ 0</b>	<b>\$ -</b>	<b>\$ 0</b>			<b>\$ -</b>

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

**INSURANCE SCHEDULE**

	<u>Carrier</u>	<u>Amount of Coverage</u>	<u>Expiration Date</u>	<u>Premium Paid Through</u>
Workers' Compensation	n/a	\$		\$
General Liability	n/a			\$
Property (Fire, Theft)	AmTrust North America	\$6,000,000 1M/2M Liability	08/13/2019	10/31/2018
Vehicle	n/a	\$		\$
Other (list):	n/a	\$		\$
		\$		\$

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**Form 2-E**  
**SUPPORTING SCHEDULES**  
 For Period: 10/15/18 to 10/31/18

**ACCOUNTS RECEIVABLE AND POST PETITION PAYABLE AGING**

<u>Due</u>	<u>Accounts Receivable</u>	<u>Post Petition Accounts Payable</u>
	\$ 0.00	\$ 0.00
Under 30 days	0.00	0.00
30 to 60 days	0.00	0.00
61 to 90 days	0.00	0.00
91 to 120 days	0.00	0.00
Over 120 days	0.00	0.00
	<u>0.00</u>	
<b>Total Post Petition</b>	<u>0.00</u>	
<b>Pre Petition Amounts</b>		
Total Accounts Receivable	\$ 0.00	
Less: Bad Debt Reserve	<u>0.00</u>	
<b>Net Accounts Receivable (to Form 2-C)</b>	<u>0.00</u>	
	<b>Total Post Petition Accounts Payable</b>	<b>\$ <u>0.00</u></b>

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

**TO ATTORNEYS AND OTHER PROFESSIONALS**

	<u>Month-end Retainer Balance</u>	<u>Current Month's Accrual</u>	<u>Paid in Current Month</u>	<u>Date of Court Approval</u>	<u>Month-end Balance Due *</u>
Debtor's Counsel	\$ -				
Unsecured Creditors Committee Fees	-	-	-		-
Debtor's Counsel		4,862.00			4,862.00
Accountant to Debtor	-				
<b>Total</b>	<u>\$ -</u>	<u>\$ 4,862.00</u>	<u>\$ -</u>		<u>\$ 4,862.00</u>

\*Balance due to include fees and expenses incurred but not yet paid.

**SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES\*\***

<u>Payee Name</u>	<u>Position</u>	<u>Nature of Payment</u>	<u>Amount</u>
_____	_____	_____	\$ 0
_____	_____	_____	0
_____	_____	_____	0

\*\*List payments and transfers of any kind and in any form made to or for the benefit of any proprietor, owner, partner, shareholder, officer or director.



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**Form 2-F  
QUARTERLY FEE SUMMARY \***  
For the Month Ended: 10/31/2018

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	_____	\$ _____			
February	_____				
March	_____				
TOTAL 1st Quarter	\$	<u>_____</u> <u>_____</u> -	\$ _____	_____	_____
April	_____	\$ _____			
May	_____				
June	_____				
TOTAL 2nd Quarter	\$	<u>_____</u> <u>_____</u> -	\$ _____	_____	_____
July	<u>2018</u>	\$ _____			
August	<u>2018</u>	-			
September	<u>2018</u>	-			
TOTAL 3rd Quarter	\$	<u>_____</u> <u>_____</u> 0.00	\$ _____	_____	_____
October	<u>2018</u>	\$ _____			
November	<u>2018</u>	0			
December	<u>2018</u>				
TOTAL 4th Quarter	\$	<u>_____</u> <u>_____</u> 0.00	\$ _____	_____	_____

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

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

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999.....	\$325	\$1,000,000 to \$1,999,999.....	< of 1% or \$250K
\$15,000 to \$74,999.....	\$650	\$2,000,000 to \$2,999,999.....	< of 1% or \$250K
\$75,000 to \$149,999.....	\$975	\$3,000,000 to \$4,999,999.....	< of 1% or \$250K
\$150,000 to \$224,999.....	\$1,625	\$5,000,000 to \$14,999,999.....	< of 1% or \$250K
\$225,000 to \$299,999.....	\$1,950	\$15,000,000 to \$29,999,999....	< of 1% or \$250K
\$300,000 to \$999,999.....	\$4,875	\$30,000,000 or more	< of 1% or \$250K

\* This summary is to reflect the current calendar year's information cumulative to the end of the reporting period

\*\* Should agree with line 3, Form 2-B. Disbursements are net of transfers to other debtor in possession bank accounts

*Failure to pay the quarterly fee is cause for conversion or dismissal of the chapter 11 case. [11 U.S.C. Sec. 1112(b)(10)]*

*In addition, unpaid fees are considered a debt owed to the United States and will be assessed interest under 31 U.S.C. §3717*

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**Form 2-G  
NARRATIVE**

**For the Period Ending:** 10/31/2018

**Please provide a brief description of any significant business and legal actions taken by the debtor, its creditors, or the court during the reporting period, any unusual or non-recurring accounting transactions that are reported in the financial statements, and any significant changes in the financial condition of the debtor which have occurred subsequent to the report date.**

The Debtor filed its chapter 11 voluntary bankruptcy petition on October 15, 2018. This report provides information on the operations of the Debtor for the period October 15, 2018 through October 31, 2018.

The Debtor is a holding company holding property operated by The Falls Events Center, LLC, (See Case 18-25116). All revenues and expenses are reported by The Falls Events Center, LLC.

On Septmeber 4, 2018, an order was entered by the Bankruptcy Court authorizing the Debtor to retain and employ Rocky Mountain Advisory, LLC ("RMA"), acting through its principal Gil A. Miller, to serves as Chief Restructuring Advisor. RMA has worked quickly with the Debtor to prepare and file this monthly operating report, but RMA and the Debtor are in the process of analyzing and investigating the Debtor's assets and liability balances. Therefore, future monthly operating reports may be revised to reflect such examination and assets and liabilities may change significantly and materially. As such, amounts reported as of the Petition Date and in the future may change based on this ongoing analysis. For example, the book value of the real estate reported by the Debtor may be overstated. We are in the process of obtaining valuations or appraisals of the properties.

Asset and liability balances may be over or under stated and are subject to material modification. The financial statements may change as information becomes available to the Debtor. The Debtor may dispute the nature and amount of the assets and liabilities presented in these financial statements.

As new information and evidence becomes available, the balance sheet will be updated to reflect the correct amounts of assets and liabilities. That liabilities and assets may be omitted, listed and/or adjusted on the Debtor's balance sheet does not necessarily reflect the final opinion as to the eventual treatment of the assets and liabilities in a plan of reorganization or otherwise.

