

DEBTOR: The Falls at Gilbert, LLC

**MONTHLY OPERATING REPORT
CHAPTER 11**

CASE NUMBER: 18-25419

**Form 2-A
COVER SHEET**

For Period Ending: 2/28/2019

Accounting Method: Accrual Basis Cash Basis

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

Mark One Box for Each
Required Document:

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

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

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

Executed on: 3/19/19

Print Name: Michael F. Thomson

Signature: 

Title: Chapter 11 Trustee for The Falls Event Center LLC

DEBTOR: The Falls at Gilbert, LLC CASE NO: 18-25419

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT

For Period: 2/01/2019 to 2/28/2019

CASH RECEIPTS DETAIL

(attach additional sheets as necessary)

Account No: **Wells Fargo Acct. No 2573**

Date	Payer	Description	Amount
2/1/2019	The Falls Event Center	Transfer from Parent	20.00
2/27/2019	The Falls Event Center	Transfer from Parent	100.00

Total Cash Receipts \$ 120.00 (1)

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

DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

Form 2-B
CASH RECEIPTS AND DISBURSEMENTS STATEMENT
For Period: 2/01/2019 to 2/28/2019

CASH DISBURSEMENTS DETAIL
(attach additional sheets as necessary)

Account No:

Wells Fargo Acct. No 2573

Date	Check No.	Payee	Description (Purpose)	Amount
02/28/2019		Wells Fargo	Monthly Service Fee	10.00

Total Cash Disbursements

\$ 10.00 (1)

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

Form 2-C
COMPARATIVE BALANCE SHEET

For Period Ended: 2/28/2019

	Current Month	Petition Date (1)
ASSETS		
Current Assets:		
Cash (from Form 2-B, line 5)	\$ 425.00	\$ -
Accounts Receivable (from Form 2-E)	-	-
Receivable from Officers, Employees, Affiliates	-	-
Inventory	-	-
Other Current Assets :(List) _____		-
	<u>425.00</u>	<u>-</u>
Total Current Assets	\$ 425.00	\$ -
Fixed Assets:		
Land and Buildings	\$ 10,006,315.20	\$ 10,006,315.20 (2)
Equipment, Furniture and Fixtures		
Total Fixed Assets	<u>10,006,315.20</u>	<u>10,006,315.20</u>
Less: Accumulated Depreciation	(489,790.69)	400,948.00)
Net Fixed Assets	\$ 9,516,524.51	\$ 9,605,367.20
Other Assets (List): _____		
TOTAL ASSETS	\$ 9,516,949.51	\$ 9,605,367.20
LIABILITIES		
Post-petition Accounts Payable (from Form 2-E)	\$	\$
Post-petition Accrued Professional Fees (from Form 2-E)	11,345.50	
Post-petition Taxes Payable (from Form 2-E)		-
Post-petition Notes Payable		
Other Post-petition Payable(List): _____		
Total Post Petition Liabilities	\$ 11,345.50	\$
Pre Petition Liabilities:		
Secured Debt	3,000,000.00	3,000,000.00
Priority Debt	108,909.80	108,909.80
Unsecured Debt		
Total Pre Petition Liabilities	\$ 3,108,909.80	\$ 3,108,909.80
TOTAL LIABILITIES	\$ 3,120,255.30	\$ 3,108,909.80
OWNERS' EQUITY		
Owner's/Stockholder's Equity	\$ 6,532,415.47	\$ 6,496,457.40
Retained Earnings - Prepetition	-	-
Retained Earnings - Post-petition	(135,721.26)	
TOTAL OWNERS' EQUITY	\$ 6,396,694.21	\$ 6,496,457.40
TOTAL LIABILITIES AND OWNERS' EQUITY	\$ 9,516,949.51	\$ 9,605,367.20

(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) The book value of the Debtor's real estate may overstate the value and may not represent fair market value. The Debtor is working on obtaining

DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

Form 2-D
PROFIT AND LOSS STATEMENT
For Period 2/01/2019 **to** 2/28/2019

	Current Month	Accumulated Total (1)
Gross Operating Revenue	\$ -	\$ -
Less: Discounts, Returns and Allowances	(-)	(-)
Net Operating Revenue	\$ -	\$ -
Cost of Goods Sold	-	-
Gross Profit	\$ -	\$ -
Operating Expenses		
Officer Compensation	\$	\$
Selling, General and Administrative		
Rents and Leases		
Depreciation, Depletion and Amortization	17,768.54	124,379.76
Other (list): _____		

Total Operating Expenses	\$ 17,768.54	\$ 124,379.76
Operating Income (Loss)	\$ (17,768.54)	\$ (124,379.76)
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	\$ 72.00	\$ 11,341.50
Other Reorganization Expense		
Total Reorganization Expenses	\$ 72.00	\$ 11,341.50
Net Income (Loss) Before Income Taxes	\$ (17,840.54)	\$ (135,721.26)
Federal and State Income Tax Expense (Benefit)	-	-
NET INCOME (LOSS)	\$ (17,840.54)	\$ (135,721.26)

(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. It is the practice of the Debtor that The Falls Events Center collects all revenues and pays all expenses.

DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

**Form 2-E
SUPPORTING SCHEDULES**

For Period: 02/01/19 to 02/28/19

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
TOTALS	\$ 0	\$ -	\$ 0			\$ -

(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)	Auto-Owners	\$4,414,800 Act. 12 Mo Loss 1M/2M Liability	04/12/2019	\$ 02/28/2019
Vehicle	n/a	\$	\$	
Other (list):	n/a	\$	\$	
		\$	\$	

DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

**Form 2-E
SUPPORTING SCHEDULES**

For Period: 02/01/19 to 02/28/19

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

* 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					10,517.50
Accountant to Debtor	-	72.00			828.00
Total	\$ <u>-</u>	\$ <u>72.00</u>	\$ <u>-</u>		\$ <u>11,345.50</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.

DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

**Form 2-F
QUARTERLY FEE SUMMARY ***
For the Month Ended: 2/28/2019

<u>Month</u>	<u>Year</u>	<u>Cash Disbursements **</u>	<u>Quarterly Fee Due</u>	<u>Check No.</u>	<u>Date Paid</u>
January	<u>2019</u>	\$ 10.00			
February	<u>2019</u>	10.00			
March	<u> </u>				
TOTAL 1st Quarter	\$	<u>20.00</u>	\$		
April	<u> </u>				
May	<u> </u>				
June	<u> </u>				
TOTAL 2nd Quarter	\$	<u>-</u>	\$		
July	<u>2018</u>	-			
August	<u>2018</u>	-			
September	<u>2018</u>	-			
TOTAL 3rd Quarter	\$	<u>-</u>	\$ 325	<u>2573</u>	<u>11/28/2018</u>
October	<u>2018</u>	10.00			
November	<u>2018</u>	10.00			
December	<u>2018</u>	10.00			
TOTAL 4th Quarter	\$	<u>30.00</u>	\$ 325	<u>2791</u>	<u>1/15/2019</u>

FEE SCHEDULE (as of JANUARY 1, 2008)

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

<u>Quarterly Disbursements</u>	<u>Fee</u>	<u>Quarterly Disbursements</u>	<u>Fee</u>
\$0 to \$14,999.....	\$325	\$1,000,000 to \$1,999,999.....	< 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

(1) The US Trustee fee will be paid by the parent entity, The Falls Event Center BK Case No. 18-25116.

DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

**Form 2-G
NARRATIVE**

For the Period Ending: 2/28/2019

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 July 25, 2018. This report provides information on the operations of the Debtor for the period February 1, 2019, through February 28, 2019.

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 November 27, 2018, the Court entered an Order appointing Michael F. Thomson as Chapter 11 Trustee. The Trustee and his accountants and financial advisors 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. Amounts reported in this report 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. The Trustee 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.

Wells Fargo Simple Business Checking



Account number: ██████████2573 ■ February 1, 2019 - February 28, 2019 ■ Page 1 of 3

THE FALLS AT GILBERT, LLC
DEBTOR IN POSSESSION
CH 11 CASE # 18-25419(UT)
4635 E BASELINE RD
GILBERT AZ 85206

Questions?

Available by phone 24 hours a day, 7 days a week:
Telecommunications Relay Services calls accepted

1-800-CALL-WELLS (1-800-225-5935)

TTY: 1-800-877-4833

En español: 1-877-337-7454

Online: wells Fargo.com/biz

Write: Wells Fargo Bank, N.A. (119)
P.O. Box 6995
Portland, OR 97228-6995

Your Business and Wells Fargo

Visit wells Fargo.com to explore videos, articles, infographics, interactive tools, and other resources on the topics of business growth, credit, cash flow management, business planning, technology, marketing, and more.

Account options

A check mark in the box indicates you have these convenient services with your account(s). Go to wells Fargo.com/biz or call the number above if you have questions or if you would like to add new services.

- Business Online Banking
- Online Statements
- Business Bill Pay
- Business Spending Report
- Overdraft Protection

Activity summary

Beginning balance on 2/1	-\$10.00
Deposits/Credits	120.00
Withdrawals/Debits	- 10.00
Ending balance on 2/28	\$100.00
Average ledger balance this period	\$17.14

Account number: ██████████2573

**THE FALLS AT GILBERT, LLC
DEBTOR IN POSSESSION
CH 11 CASE # 18-25419(UT)**

Utah account terms and conditions apply

For Direct Deposit use
Routing Number (RTN): 124002971

For Wire Transfers use
Routing Number (RTN): 121000248

Overdraft Protection

This account is not currently covered by Overdraft Protection. If you would like more information regarding Overdraft Protection and eligibility requirements please call the number listed on your statement or visit your Wells Fargo store.

Account number: ████████2573 ■ February 1, 2019 - February 28, 2019 ■ Page 2 of 3



Transaction history

Date	Check Number	Description	Deposits/ Credits	Withdrawals/ Debits	Ending daily balance
2/1		Deposit Made In A Branch/Store	20.00		10.00
2/27		Edeposit IN Branch/Store 02/27/19 04:52:20 Pm 7869 S Redwood Rd West Jordan UT	100.00		110.00
2/28		Monthly Service Fee		10.00	100.00
Ending balance on 2/28					100.00
Totals			\$120.00	\$10.00	

The Ending Daily Balance does not reflect any pending withdrawals or holds on deposited funds that may have been outstanding on your account when your transactions posted. If you had insufficient available funds when a transaction posted, fees may have been assessed.

Monthly service fee summary

For a complete list of fees and detailed account information, see the Wells Fargo Account Fee and Information Schedule and Account Agreement applicable to your account (EasyPay Card Terms and Conditions for prepaid cards) or talk to a banker. Go to wells Fargo.com/fefaq for a link to these documents, and answers to common monthly service fee questions.

Fee period 02/01/2019 - 02/28/2019	Standard monthly service fee \$10.00	You paid \$10.00
How to avoid the monthly service fee	Minimum required	This fee period
Have any ONE of the following account requirements		
· Average ledger balance	\$500.00	\$17.00 <input type="checkbox"/>

C1/C1

Account transaction fees summary

Service charge description	Units used	Units included	Excess units	Service charge per excess units (\$)	Total service charge (\$)
Cash Deposited (\$)	0	3,000	0	0.0030	0.00
Transactions	3	50	0	0.50	0.00
Total service charges					\$0.00

**The Falls at Gilbert, LLC
Monthly Bank Account Reconciliation
Wells Fargo Acct. No 2573
February 2019**

Beginning Balance	- \$10.00
Add: Cleared Deposits	\$120.00
Less: Cleared Withdrawals	\$10.00
Equals: Bank Balance	<u>\$100.00</u>
Add: Deposits in Transit	\$0.00
Less: Checks Outstanding	\$0.00
Equals: Book Balance	<u>\$100.00</u>
Book Balance	\$100.00
Unreconciled Difference	<u><u>\$0.00</u></u>



Rabobank, N.A.
 PO Box 6010
 Santa Maria, CA 93456-6010
 www.RabobankAmerica.com



Rabobank Return Service Requested

Period Covered:
 February 01, 2019 - February 28, 2019
 Page 1 of 2

Gil Miller
 215 South State Street, Suite 550
 Salt Lake City UT 84111

Case Number 18-25419
 Case Name THE FALLS AT GILBERT, LLC
 Trustee Number [REDACTED]
 Trustee Name Gil Miller

Questions
 (800) 634-7734
 banking@bmsadvantage.com
 www.bmsadvantage.com

CONSOLIDATED BALANCE SUMMARY

Account	Number	Ending Balance Prior Period	Ending Balance This Period
Checking Account TRUSTEE CHECKING	[REDACTED] 3066	\$325.00	\$325.00
Total		\$325.00	\$325.00

Notable Information For You...

Need more UPS supplies to send your deposits into Rabobank?

You can order supplies yourself by logging into <http://campusship.ups.com>.

Complete instructions, including login credentials, may be found on the Stretto Client Portal (<https://myresources.stretto.com>)

> Request Supplies > UPS Information > Ordering Guide.

IN CASE OF ERRORS OR QUESTIONS
REGARDING YOUR STATEMENTS
Telephone us at (800) 465-2415



Rabobank, N.A.
PO Box 6010
Santa Maria, CA 93456-6010
www.RabobankAmerica.com

Rabobank Return Service Requested

Period Covered:
February 01, 2019 - February 28, 2019
Page 2 of 2

Gil Miller
215 South State Street, Suite 550
Salt Lake City UT 84111

Case Number 18-25419
Case Name THE FALLS AT GILBERT. LLC
Trustee Number [REDACTED]
Trustee Name Gil Miller

Questions
(800) 634-7734
banking@bmsadvantage.com
www.bmsadvantage.com

TRUSTEE CHECKING

Account Number: [REDACTED] 3066

Enclosures	0	Beginning Balance	\$325.00
Avg Collected Balance	\$325.00	+ Total Additions	\$0.00
		- Total Subtractions	\$0.00
		Ending Balance	\$325.00

****No activity this statement period****

Printed: 03/04/19 12:49 PM

Bank Reconciliation Details

Page: 1

Trustee: Gil Miller (██████████)

Period End: 02/28/19

Case: 18-25419 - THE FALLS AT GILBERT, LLC

Bank Account: ██████████3066 (Checking Account)

Outstanding Item Reconciliation:	
Trustee Ledger Balance :	325.00
Less Deposits in Transit :	0.00
Add (Less) Net Outstanding Transfers :	0.00
Add Outstanding Checks :	0.00
Add (Less) Other Outstanding Items :	0.00
Adjusted Ledger Balance :	\$325.00
(ledger balance excluding outstanding items)	
Bank Balance Through February 2019 :	\$325.00