Case 18-25	5419	Doc 41	Filed 02/26/19 Document	Entered 02/26/19 13:40:52 Page 1 of 18	Desc Main
DEBTOR: The Fal	ls at Gilk 18-254			MONTHLY OPERATING REP CHAPTER 11	PORT
			Form 2-A COVER SHEI	ΞT	
		For F	Period Ending:	1/31/2019	
Accounting Method:	x	Accrual Basis	Cash Basis		
Т	HIS REF	PORT IS DU	E 14 DAYS AFTER	THE END OF THE MONTH	
Mark One Box for Each Required Document:			has waived the require	ch of the following reports/documents unless the ement in writing. File the original with the Clerk o th original signature, to the U. S. Trustee.	
Report/Document Attached	Previou Waive		REQUIRED	REPORTS/DOCUMENTS	
x			1. Cash Receipts	and Disursements Statement (Form 2-	B)
x			2. Balance Sheet	(Form 2-C)	
x			3. Profit and Loss	s Statement (Form 2-D)	

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.

X

X

X

X

X

Executed on: <u>2/26/19</u>	Print Name: Michael F. Thomson
	Signature: Malans []
	Title: <u>Chapter 11 Trustee for the Falk Event</u> Center LLC

4. Supporting Schedules (Form 2-E)

5. Quarterly Fee Summary (Form 2-F)

7. Bank Statements for All Bank Accounts

8. Bank Statement Reconciliations for all Bank Accounts

IMPORTANT: Redact account numbers and remove check images

6. Narrative (Form 2-G)

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CASE NO: 18-25419 DEBTOR: The Falls at Gilbert, LLC Form 2-B CASH RECEIPTS AND DISBURSEMENTS STATEMENT For Period: 1/01/2019 to 1/31/2019 CASH FLOW SUMMARY Current Month Accumulated \$ 325.00 (1) \$ - (1) 1. Beginning Cash Balance 2. Cash Receipts Operations Sale of Assets 355.00 Loans/advances Other 355.00 \$ **Total Cash Receipts** 3. Cash Disbursements 40.00 10.00 Operations Debt Service/Secured loan payment Professional fees/U.S. Trustee fees Additional Retainer (Professional Fees) Other 40.00 10.00 **Total Cash Disbursements** \$ 4. Net Cash Flow (Total Cash Receipts less 315.00 (10.00)Total Cash Disbursements) 315.00 (2) 315.00 (2) \$ 5 Ending Cash Balance (to Form 2-C) Book CASH BALANCE SUMMARY Balance Financial Institution \$ Petty Cash Wells Fargo Acct. No 2573 (10.00)**DIP Operating Account** 325.00 Rabobank Acct. No 3066 **DIP Operating Account DIP Payroll Account**

Other Operating Account Other Interest-bearing Account TOTAL (must agree with Ending Cash Balance above) 315.00 (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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DEBTOR: The Falls at Gilbert, LLC	CASE NO:	18-25419
CASH RECEIPTS AND DIS	m 2-B BURSEMENTS STATEMEN /2019_to1/31/2019	IT
CASH RECEIPTS DETAIL Account (attach additional sheets as necessary)	nt No: Wells Fargo Ad	cct. No 2573
Date Payer	Description	Amount
Tota	I Cash Receipts	\$(1)
(1) Total for all accounts should agree with total cash receipts	listed on Form 2-B, page 1	Page 2 of 3 Rev. 12/10/2009

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DEBTOR:	The Falls at Gi	ilbert, LLC			CASE NO:	18-2	5419
		CASH RE For Period:		rm 2-B SBURSEMENTS 1/31/2019	STATEMENT		
CASH DISBURS (attach additional			Acc	ount No:	Wells Fargo Acct	. No 257	3
Date 01/31/2019	Check No.	Pay Wells Fargo	ee	Des Monthly Service Fe	scription (Purpose) ee		Amount 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

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		Document	Page 5 of 18	

DEDTOD		Documer	n Page 50		SE NO:		18-25419	
DEBTOR:	The Falls at Gilbert, LLC			CA	SE NO.	-	10-23419	
	cc		orm 2-C E BALANCE SI	IEE.	г			
		eriod Ended:	1/31/2019	a deser dens				
					Current		Petition	
ASSETS					Month		Date (1)	
Current Assets: Cash (from Form	2-B line 5)			\$	315.00	\$	-	
•	able (from Form 2-E)			•	-		-	
	Officers, Employees, Aff	filiates			-		-	
Inventory Other Current As	vente :(List)				-		-	
Other Current As								
Total Curren	t Assets			\$	315.00	\$	-	
Fixed Assets:				\$	10,006,315.20	\$	10,006,315.20	(2)
Land and Buildin	igs iture and Fixtures			φ	10,000,315.20	Ψ	10,000,010.20	(~)
Total Fixed					10,006,315.20	-	10,006,315.20	
Less: Accumula				(472,022.15)	-	400,948.00)
Net Fixed As	ssets			\$	9,534,293.05	\$	9,605,367.20	
Other Assets (Li	st):							
TOTAL ASS	SETS			\$	9,534,608.05	\$	9,605,367.20	
LIABILITIES								
	counts Payable (from Fo	rm 2-E)		\$		\$		
	crued Profesional Fees (11,273.50			
	xes Payable (from Form	2-E)					-	
Post-petition No Other Post-petiti	ion Payable(List):							
			-					_
Total Post F	Petition Liabilities			\$	11,273.50	\$		-
Pre Petition Liab	ilities:						2 000 000 00	
Secured Debt					3,000,000.00 108,909.80		3,000,000.00 108,909.80	
Priority Debt Unsecured Debt	t				,			
	etition Liabilities			\$	3,108,909.80	\$	3,108,909.80	_
TOTAL LIA				\$	3,120,183.30	\$	3,108,909.80	_
OWNERS' EQUIT								
Owner's/Stockh				\$	6,532,305.47	\$	6,496,457.40	
Retained Earnin	ngs - Prepetition				-		-	
Retained Earnir	ngs - Post-petition				(117,880.73)	•	0.100.157.10	-
TOTAL OW	NERS' EQUITY			\$	6,414,424.75	\$	6,496,457.40	-
TOTAL LIA	BILITIES AND OWN	ERS' EQUITY		\$	9,534,608.05	\$	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. Page 1 of 1 Rev. 12/10/2009

Main

(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

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The Falls at Gilbert, LLC DEBTOR:

CASE NO: 18-25419

Form 2-D PROFIT AND LOSS STATEMENT For Period 1/01/2019 to 1/31/2019

	Current <u>Month</u>	Accumulated <u>Total (1)</u>
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	\$	\$
Other (list):	17,768.54	106,611.23
Total Operating Expenses	\$ 17,768.54	\$ 106,611.23
Operating Income (Loss)	\$ (17,768.54)	\$ (106,611.23)
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 Other Reorganization Expense	\$ 48.00	\$ 11,269.50
Total Reorganization Expenses	\$ 48.00	\$ 11,269.50
Net Income (Loss) Before Income Taxes	\$ (17,816.54)	\$ (117,880.73)
Federal and State Income Tax Expense (Benefit)		
NET INCOME (LOSS)	\$ (17,816.54)	\$ (117,880.73)

(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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DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

Form 2-E SUPPORTING SCHEDULES

For Period:

01/01/19 to 01/31/19

POST PETITION TAXES PAYABLE SCHEDULE

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

	Carrier	Amount of Coverage	Expiration Date	Premium Paid Through
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 \$	01/31/2019
Vehicle	n/a	\$	\$	
Other (list):	n/a	\$	\$	
		\$	\$	Page 1 of 2

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DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

Form 2-E SUPPORTING SCHEDULES

For Period: 01/01/19 to 01/31/19

ACCOUNTS RECEIVABLE AND POST PETITION PAYA	BLE AG	ING		
		ounts	Post Petition	
	Rece	eivable		Accounts Payable
Due	•	0.00		0.00
	\$	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		
Total Post Petition				
		0.00		
Pre Petition Amounts				
	\$	0.00		
Total Accounts Receivable		0.00		
Less: Bad Debt Reserve	\$	0.00		
Net Accounts Receivable (to Form 2-C)				
	Tota	I Post Petition		
	Acc	ounts Payable	\$	0.00

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

TO ATTORNEYS AND OTHER PROFESSIONALS

	Month-end Retainer <u>Balance</u>	Current Month's <u>Accrual</u>	Paid in Current <u>Month</u>	Date of <u>Court Approval</u>	Month-end Balance Due *
Debtor's Counsel Unsecured Creditors	\$	-	-		-
Committee Fees Debtor's Counsel Accountant to Debtor Total	\$		- \$		10,517.50 756.00 \$

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

SCHEDULE OF PAYMENTS AND TRANSFERS TO PRINCIPALS/EXECUTIVES**

Payee Name	Position	Nature of Payment	<u>Amount</u>	
<u></u>			\$	0
				0
			Walders	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. Page 2 of 2 Rev. 12/10/2009 Case 18-25419 Doc 41 Filed 02/26/19 Entered 02/26/19 13:40:52 Desc Main Document Page 9 of 18

CASE NO: 18-25419 DEBTOR: The Falls at Gilbert, LLC Form 2-F QUARTERLY FEE SUMMARY * For the Month Ended: 1/31/2019 Date Quarterly Cash Paid Fee Due Check No. Disbursements ** Year **Month** 10.00 2019 January \$ February March 10.00 **TOTAL 1st Quarter** \$ April May June \$ **TOTAL 2nd Quarter** \$... 2018 \$ July _ 2018 August 2018 September 11/28/2018 2573 325 \$ TOTAL 3rd Quarter \$ -10.00 2018 \$ October 10.00 2018 November 10.00 2018 December 2791 1/15/2019 325 30.00 \$ **TOTAL 4th Quarter** \$ FEE SCHEDULE (as of JANUARY 1, 2008) Subject to changes that may occur to 28 U.S.C. §1930(a)(6) Quarterly Disbursements Fee Fee Quarterly Disbursements \$1,000,000 to \$1,999,999.....< of 1% or \$250K A005

\$0 to \$14,999 \$15,000 to \$74,999 \$75,000 to \$149,999 \$150,000 to \$224,999 \$225,000 to \$299,999 \$300,000 to \$999,999	\$975 \$1,625 \$1,950	\$2,000,000 to \$2,999,999< of 1% or \$250K\$3,000,000 to \$4,999,999< of 1% or \$250K\$5,000,000 to \$14,999,999< of 1% or \$250K\$15,000,000 to \$29,999,999< of 1% or \$250K\$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.

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DEBTOR: The Falls at Gilbert, LLC

CASE NO: 18-25419

Form 2-G NARRATIVE 1/31/2019

For the Period Ending:

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 January 1, 2019, through January 31, 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.

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Rabobank, N.A.

Santa Maria, CA 93456-6010 www.RabobankAmerica.com Rabobank Return Service Requested

PO Box 6010



Period Covered: January 01, 2019 - January 31, 2019 Page 1 of 2

Gil Miller 215 South State Street, Suite 550 Salt Lake City UT 84111 Case Number Case Name Trustee Number Trustee Name 18-25419 THE FALLS AT GILBERT. LLC

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		\$325.00	\$325.00
Total		\$325.00	\$325.00

Notable Information For You...

Reminder: Make sure to include the deposit slip printed with the MICR line (Account/Routing number) with your check deposits.

On a multi-copy deposit slip, the top copy is printed with the MICR line and should be provided with the deposits. The duplicate copies either do not include the MICR line or have a "Duplicate" watermark printed on them and should be retained for your records. Deposit slips received without the MICR line must be processed manually, which will cause a delay in processing and the omission of the "Processed By" date in your BMS software.

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IN CASE OF ERRORS OR QUESTIONS

REGARDING YOUR STATEMENTS

Telephone us at (800) 465-2415

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Rabobank, N.A.

PO Box 6010 Santa Maria, CA 93456-6010 www.RabobankAmerica.com Rabobank Return Service Requested

Period Covered: January 01, 2019 - January 31, 2019 Page 2 of 2

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

Case Number Case Name Trustee Number **Trustee Name**

18-25419 THE FALLS AT GILBERT. LLC

Gil Miller

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

Account Number:

TRUSTEE	CHECKING
---------	----------

Enclosures Avg Collected Balance

\$325.00

Beginning Balance 0 + Total Additions - Total Subtractions Ending Balance

\$325.00 \$0.00 \$0.00 \$325.00

No activity this statement period

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Printed: 02/06/19 10:48 AM

Bank Reconciliation Details

Page: 1

Trustee: Gil Miller (

Period End: 01/31/19

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

Bank Account:

(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 : (ledger balance excluding outstanding items)	\$325.00		
Bank Balance Through January 2019 :	\$325.00		

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Wells Fargo Simple Business Checking

Account number: January 1, 2019 - January 31, 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: wellsfargo.com/biz

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

Your Business and Wells Fargo

Since August 2003, the Wells Fargo/Gallup Small Business Index has surveyed small business owners on current and future perceptions of their business financial situation. View the latest results at wellsfargoworks.com.

Account options

A check mark in the box indicates you have these convenient services with your account(s). Go to wellsfargo.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

\checkmark
\checkmark
\checkmark
\square

Ending balance on 1/31	-\$10.00
Withdrawals/Debits	- 10.00
Deposits/Credits	0.00
Beginning balance on 1/1	\$0.00
Activity summary	

Account number: 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.

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Account number: Account number: Account number: Account number: Account number:



Transaction history

Date	Check Number	Description	Deposits/ Credits	Withdrawals/ Debits	Ending daily balance
1/31	, runne er	Monthly Service Fee		10.00	-10.00
	alance on 1/31				-10.00
Totals			\$0.00	\$10.00	

The Ending Dally 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 wellsfargo.com/feefaq for a link to these documents, and answers to common monthly service fee questions.

Fee period 01/01/2019 - 01/31/2019	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	\$0.00 🗌
C1/C1		

Account transaction fees summary

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

Total service charges

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Account number: Account number



General statement policies for Wells Fargo Bank

 Notice: Wells Fargo Bank, N.A. may furnish information about accounts belonging to individuals, including sole proprietorships, to consumer reporting agencies. If this applies to you, you have the right to dispute the accuracy of information that we have reported by writing to us at: Overdraft Collections and Recovery, P.O. Box 5058, Portland, OR 97208-5058.

Account Balance Calculation Worksheet

- 1. Use the following worksheet to calculate your overall account balance.
- 2. Go through your register and mark each check, withdrawal, ATM transaction, payment, deposit or other credit listed on your statement. Be sure that your register shows any interest paid into your account and any service charges, automatic payments or ATM transactions withdrawn from your account during this statement period.
- 3. Use the chart to the right to list any deposits, transfers to your account, outstanding checks, ATM withdrawals, ATM payments or any other withdrawals (including any from previous months) which are listed in your register but not shown on your statement.

ENTER

Α.	The ending balance shown on your statement \$	
AD	D	
в.	Any deposits listed in your \$	
	register or transfers into \$	
	your account which are not \$	
	shown on your statement. + \$	
c	ALCULATE THE SUBTOTAL	
	(Add Parts A and B)	
รเ	JBTRACT	
C.	The total outstanding checks and withdrawals from the chart above	i
C,	ALCULATE THE ENDING BALANCE	
	(Part A + Part B - Part C)	
	This amount should be the same	
	as the current balance shown in	
	your check register	ŝ.

You must describe the specific information that is inaccurate or in dispute and the basis for any dispute with supporting documentation. In the case of information that relates to an identity theft, you will need to provide us with an identity theft report.

Number	Items Outstanding	Amount
San di Angelan di San di S	Total amount \$	

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

Beginning Balance	\$0.00
Add: Cleared Deposits	\$0.00
Less: Cleared Withdrawals	\$10.00
Equals: Bank Balance	-\$10.00
Add: Deposits in Transit	\$0.00
Less: Checks Outstanding	\$0.00
Equals: Book Balance	-\$10.00
Book Balance	-\$10.00
Unreconciled Difference	\$0.00