

<b>CASE NAME:</b>	Whitestone Houston Land, Ltd.
<b>CASE NUMBER:</b>	11-42400
<b>JUDGE:</b>	Brenda Rhodes

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF TEXAS  
DIVISION 6

MONTHLY OPERATING REPORT

MONTH ENDING December 31, 2011

IN ACCORDANCE WITH TITLE 28, SECTION 1746 OF THE UNITED STATES CODE, I DECLARE UNDER PENALTY OF PERJURY THAT I HAVE EXAMINED THE FOLLOWING MONTHLY OPERATING REPORT (CASH BASIS-1 THROUGH CASH BASIS-6) AND THE ACCOMPANYING ATTACHMENTS AND, TO THE BEST OF MY KNOWLEDGE, THESE DOCUMENTS ARE TRUE, CORRECT AND COMPLETE. DECLARATION OF THE PREPARER (OTHER THAN RESPONSIBLE PARTY) IS BASED ON ALL INFORMATION OF WHICH PREPARER HAS ANY KNOWLEDGE.

RESPONSIBLE PARTY:

  
\_\_\_\_\_  
ORIGINAL SIGNATURE OF RESPONSIBLE PARTY

**John Marlin**  
\_\_\_\_\_  
PRINTED NAME OF RESPONSIBLE PARTY

**DEBTOR**  
\_\_\_\_\_  
TITLE

1/20/12  
\_\_\_\_\_  
DATE

PREPARER:

  
\_\_\_\_\_  
ORIGINAL SIGNATURE OF PREPARER

**John Marlin**  
\_\_\_\_\_  
PRINTED NAME OF PREPARER

**Manager**  
\_\_\_\_\_  
TITLE

1/20/12  
\_\_\_\_\_  
DATE

**CASH BASIS-1**

<b>CASE NAME:</b>	Whitestone Houston Land, Ltd.
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CASH RECEIPTS AND DISBURSEMENTS	MONTH	MONTH	MONTH	MONTH
	December, 2011			
1. CASH -BEGINNING OF MONTH	\$0			
<b>RECEIPTS</b>				
2. CASH SALES				
3. ACCOUNTS RECEIVABLE COLLECTIONS				
4. LOANS & ADVANCES				
5. SALE OF ASSETS				
6. LEASE & RENTAL INCOME				
7. WAGES				
8. OTHER				
9. TOTAL RECEIPTS	\$0			
<b>DISBURSEMENTS</b>				
10. NET PAYROLL				
11. PAYROLL TAXES PAID				
12. SALES, USE & OTHER TAXES PAID				
13. INVENTORY PURCHASES				
14. MORTGAGE PAYMENTS				
15. OTHER SECURED NOTE PAYMENTS				
16. RENTAL & LEASE PAYMENTS				
17. UTILITIES				
18. INSURANCE				
19. VEHICLE EXPENSES				
20. TRAVEL				
21. ENTERTAINMENT				
22. REPAIRS & MAINTENANCE				
23. SUPPLIES				-
24. ADVERTISING				-
25. HOUSEHOLD EXPENSES				
26. CHARITABLE CONTRIBUTIONS				
27. GIFTS				
28. OTHER				
29. TOTAL ORDINARY DISBURSEMENTS	\$0			
<b>REORGANIZATION EXPENSES</b>				
30. PROFESSIONAL FEES				
31. U.S. TRUSTEE FEES				
32. OTHER (ATTACH LIST)				
33. TOTAL REORGANIZATION EXPENSES				
34. TOTAL DISBURSEMENTS				
35. NET CASH FLOW				
36. CASH - END OF MONTH	\$0			









**CASH BASIS-2**

<b>CASE NAME:</b>	Whitestone Houston Land, Ltd.
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The debtor in possession must complete the reconciliation below for each bank account, including all general, payroll and tax accounts, as well as all savings and investment accounts, money market accounts, certificates of deposit, government obligations, etc. Accounts with restricted funds should be identified by placing an asterisk next to the account number. Attach additional sheets if necessary.

<b>BANK RECONCILIATIONS</b>				MONTH: <u>December, 2011</u>
	Account #1	Account #2	Account #3	
A.				TOTAL
B. ACCOUNT NUMBER:				
C. PURPOSE (TYPE):				
1. BALANCE PER BANK STATEMENT				
2. ADD: TOTAL DEPOSITS NOT CREDITED				
3. SUBTRACT: OUTSTANDING CHECKS				
4. OTHER RECONCILING ITEMS				
5. MONTH END BALANCE PER BOOKS				
6. NUMBER OF LAST CHECK WRITTEN				

<b>INVESTMENT ACCOUNTS</b>				
BANK ACCOUNT NAME & NUMBER	DATE OF PURCHASE	TYPE OF INSTRUMENT	PURCHASE PRICE	CURRENT VALUE
7.				
8.				
9.				
10.				
11. TOTAL INVESTMENTS				\$0

<b>CASH</b>	
12. CURRENCY ON HAND	\$0
13. TOTAL CASH - END OF MONTH	\$0

**CASH BASIS-3**

<b>CASE NAME:</b>	Whitestone Houston Land, Ltd.
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ASSETS OF THE ESTATE				
SCHEDULE "A" REAL PROPERTY	SCHEDULE AMOUNT *	MONTH	MONTH	MONTH
1.				
2.				
4. OTHER (ATTACH LIST)				
5. TOTAL REAL PROPERTY ASSETS				
SCHEDULE "B" PERSONAL PROPERTY				
1. CASH ON HAND				
2. CHECKING, SAVINGS, ETC.				
3. SECURITY DEPOSITS				
4. HOUSEHOLD GOODS				
5. BOOKS, PICTURES, ART				
6. WEARING APPAREL				
7. FURS AND JEWELRY				
8. FIREARMS & SPORTS EQUIPMENT				
9. INSURANCE POLICIES				
10. ANNUITIES				
11. RETIREMENT & PROFIT SHARING				
12. STOCKS				
13. PARTNERSHIPS & JOINT VENTURES				
14. GOVERNMENT & CORPORATE BONDS				
15. ACCOUNTS RECEIVABLE				
16. ALIMONY				
17. OTHER LIQUIDATED DEBTS				
18. EQUITABLE INTERESTS				
19. CONTINGENT INTERESTS				
20. OTHER CLAIMS				
21. PATENTS & COPYRIGHTS				
22. LICENSES & FRANCHISES				
23. AUTOS, TRUCKS & OTHER VEHICLES				
24. BOATS & MOTORS				
25. AIRCRAFT				
26. OFFICE EQUIPMENT				
27. MACHINERY, FIXTURES & EQUIPMENT				
28. INVENTORY				
29. ANIMALS				
30. CROPS				
31. FARMING EQUIPMENT				
32. FARM SUPPLIES				
33. OTHER (ATTACH LIST)				
34. TOTAL PERSONAL PROPERTY ASSETS				
35. TOTAL ASSETS				

\* DATE AMENDED \_\_\_\_\_

**CASH BASIS-4**

<b>CASE NAME:</b>	<b>Whitestone Houston Land, Ltd.</b>
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MONTH: December, 2011

LIABILITIES OF THE ESTATE		
PREPETITION LIABILITIES	SCHEDULE AMOUNT	PAYMENTS
1. SECURED	\$20,167,465.94	
2. PRIORITY		
3. UNSECURED	\$808,179.28	
4. OTHER		
5. TOTAL PREPETITION LIABILITIES	<b>\$20,975,645.22</b>	

POSTPETITION LIABILITIES	DATE INCURRED	AMOUNT OWED	DUPLICATE DATE	AMOUNT PAID/DUE
1. FEDERAL INCOME TAXES				
2. FICA / MEDICARE				
3. STATE TAXES				
4. REAL ESTATE TAXES				
5. OTHER TAXES				
6. TOTAL TAXES				
OTHER POSTPETITION LIABILITIES, INCLUDING TRADE CREDITORS (LIST NAMES OF CREDITORS)				
7.				
8.				
9.				
10.				
11.				
12.				
13.				
14.				
15.				
16.				
17.				
18.				
19.				
20.				
21.				
22.				
23.				
24.				
25.				
27.				
28.				
29. (IF ADDITIONAL, ATTACH LIST)				
30. TOTAL OF LINES 7 - 29				
31. TOTAL POSTPETITION LIABILITIES				

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**CASH BASIS-5**

MONTH: December, 2011

**PAYMENTS TO INSIDERS AND PROFESSIONALS**

OF THE TOTAL DISBURSEMENTS SHOWN FOR THE MONTH, LIST THE AMOUNT PAID TO INSIDERS (AS DEFINED IN SECTION 101 (31) (A)-(F) OF THE U.S. BANKRUPTCY CODE) AND TO PROFESSIONALS. ALSO, FOR PAYMENTS TO INSIDERS, IDENTIFY THE TYPE OF COMPENSATION PAID (e.g. SALARY, BONUS, COMMISSIONS, INSURANCE, HOUSING ALLOWANCE, TRAVEL, CAR ALLOWANCE, ETC.). ATTACH ADDITIONAL SHEETS IF NECESSARY.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID	TOTAL PAID TO DATE
1.			
2.			
3.			
4.			
5.			
6. TOTAL PAYMENTS TO INSIDERS			\$0

PROFESSIONALS					
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	AMOUNT APPROVED	AMOUNT PAID	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
1.					
2.					
3.					
4.					
5.					
6. TOTAL PAYMENTS TO PROFESSIONALS					\$0

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

**POSTPETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS**

NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENTS DUE	AMOUNTS PAID DURING MONTH	TOTAL UNPAID POSTPETITION
1.			
2.			
3.			
4.			
5.			
6. TOTAL			\$0

**CASH BASIS-6**

<b>CASE NAME:</b>	Whitestone Houston Land, Ltd.
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**QUESTIONNAIRE**

**MONTH:** December, 2011

	YES	NO
1. HAVE ANY ASSETS BEEN SOLD OR TRANSFERRED OUTSIDE THE NORMAL COURSE OF BUSINESS THIS REPORTING PERIOD?		X
2. HAVE ANY FUNDS BEEN DISBURSED FROM ANY ACCOUNT OTHER THAN A DEBTOR IN POSSESSION ACCOUNT?		X
3. ARE ANY POSTPETITION RECEIVABLES (ACCOUNTS, NOTES, OR LOANS) DUE FROM RELATED PARTIES?		X
4. HAVE ANY PAYMENTS BEEN MADE ON PREPETITION LIABILITIES THIS REPORTING PERIOD?		X
5. HAVE ANY POSTPETITION LOANS BEEN RECEIVED BY THE DEBTOR FROM ANY PARTY?		X
6. ARE ANY POSTPETITION PAYROLL TAXES PAST DUE?		X
7. ARE ANY POSTPETITION STATE OR FEDERAL INCOME TAXES PAST DUE?		X
8. ARE ANY POSTPETITION REAL ESTATE TAXES PAST DUE?		X
9. ARE ANY OTHER POSTPETITION TAXES PAST DUE?		X
10. ARE ANY AMOUNTS OWED TO POSTPETITION CREDITORS DELINQUENT?		X
11. HAVE ANY PREPETITION TAXES BEEN PAID DURING THE REPORTING PERIOD?		X
12. ARE ANY WAGE PAYMENTS PAST DUE?		X

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "YES," PROVIDE A DETAILED EXPLANATION OF EACH ITEM. ATTACH ADDITIONAL SHEETS IF NECESSARY.

**INSURANCE**

	YES	NO
1. ARE WORKER'S COMPENSATION, GENERAL LIABILITY AND OTHER NECESSARY INSURANCE COVERAGES IN EFFECT?	X	
2. ARE ALL PREMIUM PAYMENTS PAID CURRENT?	X	
3. PLEASE ITEMIZE POLICIES BELOW.		

IF THE ANSWER TO ANY OF THE ABOVE QUESTIONS IS "NO," OR IF ANY POLICIES HAVE BEEN CANCELLED OR NOT RENEWED DURING THIS REPORTING PERIOD, PROVIDE AN EXPLANATION BELOW. ATTACH ADDITIONAL SHEETS IF NECESSARY.

**INSTALLMENT PAYMENTS**

TYPE OF POLICY	CARRIER	PERIOD COVERED	PAYMENT AMOUNT & FREQUENCY