

CAPTERRA FINANCIAL GROUP, INC.

Form 10-Q

August 14, 2009

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549  
FORM 10-Q**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the quarterly period ended June 30, 2009**  
**OR**

**TRANSITION REPORT PURSUANT TO SECTION 13 or 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from \_\_\_\_\_ to \_\_\_\_\_**  
**Commission File Number: 000-50764**  
**CapTerra Financial Group, Inc.**  
(Exact name of registrant as specified in its charter)

Colorado

20-0003432

(State or other jurisdiction of incorporation or organization)

(I.R.S. Employer Identification No.)

1440 Blake Street, Suite 310 Denver, CO

80202

(Address of principal executive offices)

(Zip Code)

(Registrant's telephone number, including area code: (303) 893-1003

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definition of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

Indicate the number of shares of the issuer's outstanding common stock, as of the latest practicable date:

23,602,614 shares

As of August 7, 2009

Common Stock, \$0.01 par value



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**CapTerra Financial Group, Inc.**  
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## PART I. FINANCIAL INFORMATION

References in this document to us, we, CPTA or Company refer to CapTerra Financial Group, Inc. and subsidiaries.

## ITEM 1. FINANCIAL STATEMENTS

CapTerra Financial Group, Inc.

Consolidated Balance Sheets

	<b>June 30, 2009 (unaudited)</b>	<b>December 31, 2008</b>
Assets		
Cash and equivalents	\$ 2,175,964	\$ 2,383,740
Accounts receivable	216,805	218,357
Notes receivable	2,724,272	2,343,732
Property and equipment, net of accumulated depreciation	15,726	39,432
Real estate held for sale	16,146,237	17,333,027
Deposits and prepaids	35,667	52,436
<b>Total assets</b>	<b>\$ 21,314,671</b>	<b>\$ 22,370,724</b>
Liabilities and Shareholders' Deficit		
Liabilities		
Accounts payable	\$	\$ 38,414
Accrued liabilities	114,368	128,944
Senior subordinated revolving notes, related parties	22,467,428	20,802,247
Notes payable	6,060,138	7,330,652
<b>Total liabilities</b>	<b>28,641,934</b>	<b>28,300,257</b>
Shareholders' deficit		
Common stock, \$.001 par value; 50,000,000 shares authorized, 23,602,614 shares issued and outstanding	23,603	23,603
Additional paid-in-capital	16,040,733	16,024,577
Accumulated deficit	(23,391,599)	(21,977,713)
<b>Total shareholders' deficit</b>	<b>(7,327,263)</b>	<b>(5,929,533)</b>
<b>Total liabilities and shareholders' deficit</b>	<b>\$ 21,314,671</b>	<b>\$ 22,370,724</b>

See accompanying notes to condensed consolidated financial statements

**Table of Contents**CapTerra Financial Group, Inc.  
Consolidated Statements of Operations  
(unaudited)

	For the three months ended		For the six months ended	
	June 30,		June 30,	
	2009	2008	2009	2008
Revenue:				
Sales	\$ 250,000	\$	\$ 2,242,151	\$ 1,164,000
Interest income note receivable	173,484		301,465	
Rental income	92,621	119,788	190,644	146,193
Total revenue	516,105	119,788	2,734,260	1,310,193
Operating expenses:				
Cost of sales	256,754		2,223,776	1,164,000
Impairment loss on real estate		595,868	115,500	595,868
Conversion expense		2,518,750		2,518,750
Selling, general and administrative	446,586	676,633	1,019,145	1,364,640
Total operating expenses	703,340	3,791,251	3,358,421	5,643,258
Loss from operations	(187,235)	(3,671,463)	(624,161)	(4,333,065)
Non-operating expense:				
Interest expense	(387,344)	(273,234)	(768,424)	(626,389)
Other expense			(9,627)	
Loss before income taxes	(574,579)	(3,944,697)	(1,413,887)	(4,959,454)
Income tax provision				
Net loss	\$ (574,579)	\$ (3,944,697)	\$ (1,413,887)	\$ (4,959,454)
Preferred stock dividends		(77,338)		(154,675)
Net loss available to common shareholders	\$ (574,579)	\$ (4,022,035)	\$ (1,413,887)	\$ (5,114,129)
Basic and diluted loss per common share	\$ (0.02)	\$ (0.25)	\$ (0.06)	\$ (0.32)
Basic and diluted weighted average common shares outstanding	23,602,614	16,382,943	23,602,614	16,208,827

See accompanying notes to condensed consolidated financial statements



**Table of Contents**CapTerra Financial Group, Inc.  
Consolidated Statements of Cash Flows  
(unaudited)

	<b>For the six months ended June 30,</b>	
	<b>2009</b>	<b>2008</b>
<b>Cash flows from operating activities:</b>		
Net loss	\$ (1,413,887)	\$ (4,959,454)
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation and write-off of assets	23,706	18,329
Impairment of assets	115,500	595,868
Conversion expense		2,518,750
Stock option compensation expense		33,623
Warrant expense	16,156	
Changes in operating assets and operating liabilities:		
Construction in progress		(502,373)
Real estate held for sale	1,071,290	(2,322,929)
Land held for development		434,726
Accounts receivable	1,552	2,073,809
Notes receivable	(380,540)	
Deposits and prepaids	16,769	7,051
Accounts payable and accrued liabilities	(52,990)	(540,525)
Unearned revenue		(437,695)
Net cash (used in) operating activities	(602,444)	(3,080,820)
<b>Cash flows from investing activities:</b>		
Cash collections on notes receivable		290,000
Issuance of notes receivable		(62,442)
Cash paid for property and equipment		(11,396)
Net cash provided by investing activities		216,162
<b>Cash flows from financing activities:</b>		
Preferred stock dividends paid		(78,187)
Related party loans, net	1,665,181	398,713
Notes payable, net	(1,270,514)	955,712
Net cash provided by financing activities	394,667	1,276,238
Net change in cash	\$ (207,776)	\$ (1,588,420)
<b>Cash and cash equivalents, beginning of the period</b>	<b>\$ 2,383,740</b>	<b>\$ 2,035,620</b>



<b>Cash and cash equivalents, end of the period</b>	\$ 2,175,964	\$ 447,200
<b>Supplemental disclosure of cash flow information:</b>		
Cash paid during the year for:		
Income taxes	\$	\$
Interest	\$	\$
<b>Supplemental disclosure of non-cash investing and financing activities</b>		
Conversion of related notes payable to common stock	\$	\$ 6,817,912

See accompanying notes to condensed consolidated financial statements

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CapTerra Financial Group, Inc.  
Notes to Consolidated Financial Statements  
(Unaudited)

**(1) Nature of Organization and Summary of Significant Accounting Policies***Organization and Basis of Presentation*

CapTerra Financial Group, Inc. ( CPTA or the Company ) was incorporated under the laws of Colorado on April 22, 2003. The Company is a co-developer, principally as a financier, for build-to-suit real estate development projects for retailers who sign long-term leases for use of the property. Land acquisition and project construction operations are conducted through the Company's subsidiaries. The Company creates each project such that it will generate income from the placement of the construction loan, rental income during the period in which the property is held, and the capital appreciation of the facility upon sale. Affiliates, subsidiaries and management of the Company will develop the construction and permanent financing for the benefit of the Company.

*Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of CapTerra Financial Group, Inc. and the following subsidiaries, which were active at June 30, 2009:

Name of Subsidiary Ownership

Name of Subsidiary	Ownership
South Glen Eagles Drive, LLC	51%
Hwy 46 and Bluffton Pkwy, LLC	51%
AARD LECA LSS Lonestar, LLC	51%
AARD LECA VL1, LLC	51%
AARD-Charmar Greeley, LLC	51%
AARD-Charmar Greeley Firestone, LLC	51%
AARD-Econo Lube Stonegate, LLC	51%
Buckeye AZ, LLC	51%
AARD-Cypress Sound, LLC	51%
AARD Esterra Mesa 1, LLC	100%
CapTerra Fund I, LLC	100%

All significant intercompany accounts and transactions have been eliminated in consolidation.

*Revenue Recognition*

The Company recognizes revenue from real estate sales under the full accrual method. Under the full accrual method, profit may be realized in full when real estate is sold, provided (1) the profit is determinable and (2) the earnings process is virtually complete (the Company is not obligated to perform significant activities after the sale to earn the profit). The Company recognizes revenue from its real estate sales transactions on the closing date.

The Company also generates minimal rental and management fee income between the periods when a real estate project is occupied through the closing date on which the project is sold. In addition, the Company recognizes interest revenue on projects that are funded up front. Rental income and management fee income is recognized in the month earned.

*Use of Estimates*

The preparation of financial statements in accordance with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Significant estimates have been made by management with respect to the fair values utilized for calculating the Company's impairments on real estate projects. For the quarter ended June 30, 2009 we recognized \$-0- in impairment losses and \$595,868 for the quarter ended June 30, 2008.



**Table of Contents***Fair Value of Financial Instruments*

The Company's financial instruments consist of cash and cash equivalents, notes and accounts receivables and payables. The carrying values of assets and liabilities approximate fair value due to their short-term nature. The carrying amounts of notes payable and debt issued by financial institutions approximate fair value as of June 30, 2009 due to the notes carrying variable interest rates. The carrying value of notes payable to related parties cannot be determined due to the nature of these agreements.

*Recent Accounting Pronouncements*

On September 15, 2009, the company will adopt FASB 168, *Statement of Financial Accounting* (FASB 168 replaces FASB statement 162.) The *FASB Accounting Standards Codification* (Codification) will become the source of authoritative U.S. generally accepted accounting principles (GAAP) recognized by the FASB to be applied by nongovernmental entities. On the effective date of this Statement, the Codification will supersede all then-existing non-SEC accounting and reporting standards. All other non-grandfathered, non-SEC accounting literature, not included in the Codification, will become non-authoritative. This Statement is effective for financial statements issued for interim and annual periods ending after September 15, 2009.

As of June 15, 2009 FASB 165, *Subsequent Events* establishes principles and requirements for stating subsequent events. A subsequent event consists of events that provide additional information of a condition that is already being reported or of an event that does not exist as the balance sheet date. The latter event(s) are limited to certain event types that are outlined in their respective FASB or FASB 165. Certain events must be disclosed so as to not have financial statements that are misleading. For either situation management will evaluate and determine the potential disclosure of the event(s) through the date the financial statements are issued.

We have adopted SFAS No. 141 (R), *Business Combinations* and SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements*, in the beginning of our 2009 fiscal year. As of June 30, 2009, there has been no material impact related to the pronouncements on our consolidated financial statements. Further information on these accounting pronouncements is located in our 2008 Form 10K.

On January 1, 2009, the Company adopted the provisions of FSP FAS 157-2, *Effective Date of FASB Statement No. 157*, which deferred the effective date of SFAS No. 157 for one year for certain nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. The adoption of FSP FAS 157-2 did not have a material impact on the Company's consolidated financial statements.

In April 2009, the FASB issued FSP No. FAS 157-4, *Determining Fair Value When the Volume and Level of Activity for the Asset or Liability Have Significantly Decreased and Identifying Transactions That Are Not Orderly* (FSP FAS 157-4). FSP FAS 157-4 provides guidance on estimating fair value when market activity has decreased and on identifying transactions that are not orderly. Additionally, entities are required to disclose in interim and annual periods the inputs and valuation techniques used to measure fair value. This FSP is effective for interim and annual periods ending after June 15, 2009. As the requirements under this FSP are consistent with our current practice, the implementation of this standard did not have a significant impact on our consolidated financial statements.

On January 1, 2009, the Company adopted the provisions of EITF Issue No. 07-5, *Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock* (EITF No. 07-5). EITF No. 07-5 provides guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity's own stock. EITF No. 07-5 applies to any freestanding financial instrument or embedded feature that has all of the characteristics of a derivative or freestanding instrument that is potentially settled in an entity's own stock. To meet the definition of indexed to own stock, an instrument's contingent exercise provisions must not be based on (a) an observable market, other than the market for the issuer's stock (if applicable), or (b) an observable index, other than an index calculated or measured solely by reference to the issuer's own operations, and the variables that could affect the settlement amount must be inputs to the fair value of a fixed-for-fixed forward or option on equity shares. The adoption of EITF 07-5 did not impact the Company's consolidated financial statements.

**(2) Going Concern**

The accompanying financial statements have been prepared on a going concern basis, which contemplates the realization of assets and satisfaction of liabilities in the normal course of business. As shown in the accompanying

financial statements, the Company has incurred recurring losses, has used significant cash in support of its operating activities, has a limited operating history and is reliant upon funding commitments with two significant shareholders. These factors, among others, may indicate that the Company will be unable to continue as a going concern.

The financial statements do not include any adjustments relating to the recoverability of assets and classification of liabilities that might be necessary should the Company be unable to continue as a going concern. The Company's continuation as a going concern is dependent upon its ability to generate sufficient cash flow to meet its obligations on a timely basis and ultimately to attain profitability. The Company plans to generate the necessary cash flows with increased sales revenue over the next 12 months. However, should the Company's sales not provide sufficient cash flow, the Company has plans to raise additional working capital through debt and/or equity financings. There is no assurance the Company will be successful in producing increased sales revenues or obtaining additional funding through debt and equity financings.

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The Company currently relies on its majority shareholder, GDBA Investments, LLC ( GDBA ), and another significant shareholder, BOCO Investments, LLC ( BOCO ), to provide a substantial amount of its debt and equity financing. The Company expects to rely upon both GDBA and BOCO for funding commitments in the foreseeable future.

**(3) Real Estate Held for Sale**

When a project is completed and a certificate of occupancy is issued, the assets for the project under land held for sale and construction in progress are reclassified and combined into real estate held for sale. In cases where we own raw land and have made the business decision not to move forward on development, the property is also reclassified into real estate held for sale.

As of June 30, 2009 we had ten properties classified as real estate held for sale totaling \$16,146,237 in costs, four of which representing a total cost of \$9,292,932 were completed projects and six of which representing a total cost of \$6,853,305 were raw land currently being marketed for sale. These properties are located in Arizona, Colorado, California, Florida, South Carolina and Utah.

**(4) Related Party Transactions**

On June 30, 2009 our outstanding principal balances on our Senior Subordinated Notes and Senior Subordinated Revolving Notes are summarized below:

	GDBA	BOCO	Total
Subordinated notes	\$ 7,829,621	\$ 14,309,284	\$ 22,138,905
Accrued interest	112,797	215,726	328,523
Total senior subordinated revolving notes	\$ 7,942,418	\$ 14,525,010	\$ 22,467,428

**GDBA Investments, LLLP**

On September 28, 2006, GDBA issued \$7,000,000 in Senior Subordinated debt to us which matures on September 28, 2009. This note carries a floating interest rate equal to the higher of 6% or the 90 day average of the 10 year U.S. Treasury Note plus 150 basis points. As of June 30, 2009, the full amount of this note was outstanding.

On December 15, 2008, we signed a promissory note to borrow from GDBA up to \$500,000 for a period of up to one year at an interest rate of 6% per annum. As of June 30, 2009 the full amount of this note was outstanding.

On April 1, 2009, we entered into an accrued interest term note with GDBA for the accrued interest amount due through March 31, 2009 of \$319,233. The note carries an per annum interest rate of 0.76% with a maturity date of October 28, 2009. As of June 30, 2009 the full amount of this note was outstanding.

Since April 1, 2009 we have accrued, but not paid the interest due to GDBA on all outstanding notes. For the quarter ended June 30, 2009, \$112,797 of interest was accrued but not paid.

**BOCO Investments, LLC**

On September 28, 2006, GDBA issued \$7,000,000 in Senior Subordinated debt to us which matures on September 28, 2009. This note carries a floating interest rate equal to the higher of 6% or the 90 day average of the 10 year U.S. Treasury Note plus 150 basis points. As of June 30, 2009, the full amount of this note was outstanding.

On June 4, 2008, we signed a promissory note to borrow from BOCO up to \$1,000,000 at an interest rate of 6% per annum. This note is due September 25, 2009, with the ability to extend an additional six months. As of June 30, 2009, the full amount of this note was outstanding.

On September 4, 2008, we signed a promissory note to borrow from BOCO up to \$4,000,000 at an interest rate of 6% per annum. This note is due October 30, 2009, with the ability to extend an additional six months. As of June 30, 2009 the full amount of this note was outstanding.

On September 10, 2008, we signed a promissory note to borrow from BOCO up to \$750,000 at an interest rate of 9% per annum. The note was issued specifically for the assemblage of an additional parcel to our property held under our Esterra Mesa 1, LLC to increase the marketability of the property. The note is secured by a Pledge Agreement on our membership interest in Esterra Mesa 1, LLC. This note is due September 25, 2009, with the ability to extend an additional six months. As of June 30, 2009 the full amount of the note has been drawn and per the promissory note terms a \$15,000 fee was required.



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On February 25, 2009, we signed a promissory note to borrow from BOCO up to \$500,000 for a period of six months at an interest rate of twelve percent per annum. We also have the ability to extend the note an additional six months per the terms of the agreement. As of June 30, 2009, the full amount of this note was outstanding.

On April 1, 2009, we entered into an accrued interest term note with BOCO in the amount of \$544,809 for the accrued interest amount due through March 31, 2009 and \$15,000 for the fee due on the September 10, 2008 promissory note. The note carries an per annum interest rate of 0.76% with a maturity date of October 28, 2009. As of June 30, 2009 the full amount of this note was outstanding.

Since April 1, 2009 we have accrued, but not paid the interest due to BOCO on all outstanding notes. For the quarter ended June 30, 2009, \$215,726 of interest was accrued but not paid.

**(5) Shareholders Equity**

**Preferred Stock**

The Board of Directors is authorized to issue shares of preferred stock in series and to fix the number of shares in such series as well as the designation, relative rights, powers, preferences, restrictions, and limitations of all such series.

**Common Stock**

As of June 30, 2009, the Company had 50,000,000 shares of common stock that are authorized, 23,602,614 shares are issued and outstanding with a par value of \$.001 per share.

**Warrants**

In conjunction with notes issued and/or extended to BOCO Investments, LLC we issued 1,000,000 warrants to BOCO on February 25, 2009 and 1,500,000 warrants on March 31, 2009. The warrants issued on February 25th had a three year maturity and an exercise price of \$0.25 per share. Given a market price of \$0.10, a risk free rate of 1.31% and a volatility input of 52.12%, the total amount expensed for these warrants was \$11,546. The warrants issued on March 31st had a maturity of three and one half years and an exercise price of \$0.25 per share. Given a market price of \$0.05, a risk free rate of 1.31% and a volatility input of 55.92%, the total amount expensed for these warrants was \$4,610.

**(6) Notes Receivable**

On October 15, 2008 we entered into a financing with American Child Care Properties to complete the construction of three Tutor Time facilities in Las Vegas, NV. The financing was structured as a \$3.9 million note to be drawn for construction as completed in addition to various reserves. Subsequent to the issuance of this note, American Child Care Properties was acquired by RCS Capital Development, LLC. While the note matured on April 15, 2009, we have been negotiating an extension to the note along with the assumption of the note by RCS Capital Development. On July 31, 2009 we finalized the assumption and extension agreement whereby the loan was decreased to \$3.6 million and the maturity was extended to April 15, 2010, with one optional six-month extension. The interest rate remains unchanged and we received a \$67,900 extension fee. As of June 30, 2009, \$2,550,787 was drawn on the note.



**Table of Contents****(7) Income Taxes**

Significant components of the Company's deferred tax assets and liabilities are as follows:

Deferred tax assets:	
Impairment of asset	3,792,000
Net operating loss and carry-forwards	3,817,000
Allowance for Doubtful Accounts	305,000
Partnership income	130,000
Origination Fee Income	(84,000)
Fixed Assets	(4,000)
Other temporary differences	(67,000)
	7,889,000
Valuation Allowance	(7,889,000)
Total net deferred tax assets	

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes.

In assessing the realizability of deferred tax assets, management considers whether it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the realization of future taxable income during the periods in which those temporary differences become deductible. Management considers past history, the scheduled reversal of taxable temporary differences, projected future taxable income, and tax planning strategies in making this assessment. A valuation allowance for deferred tax assets is provided when it is more likely than not that some portion or all of the deferred tax assets will not be realized. It is the full intention of the Company, that any carryback and carryforward amounts will be utilized against future taxable income. The vast majority of our NOL carryforwards will expire through the year 2028. As of June 30, 2009, the Company has a valuation allowance of \$7,889,000.

**(8) Notes Payable****Vectra Bank Senior Credit Facility:**

On April 25, 2005, we entered into a \$10 million senior credit facility with Vectra Bank of Colorado ( Vectra Bank ). This commitment permits us to fund construction notes for build-to-suit real estate projects for national and regional chain retailers. The financing is facilitated through a series of promissory notes. The facility matured on May 31, 2009 and we elected not to renew it. There were no balances or activities under this facility during the quarter that ended June 30, 2009.

**United Western Bank Senior Credit Facility**

On May 7, 2007, we entered into a \$25 million senior credit facility with United Western Bank. This commitment permits us to fund construction notes for build-to-suit real estate projects for national and regional chain retailers. The financing is facilitated through a series of promissory notes. Each note is issued for individual projects under the facility and must be underwritten and approved by United Western Bank and has a term of 12 months with one (1) allowable extension not to exceed 6 months subject to approval. Interest is funded from an interest reserve established with each construction loan. The interest rate on each note is equal to Prime rate minus 50 basis points. Each note under the facility is for an amount, as determined by United Western Bank, not to exceed the lesser of 75% of the appraised value of the real property under the approved appraisal for the project or 75% of the project costs. Principal on each note is due at maturity, with no prepayment penalty. United Western Bank retains a First Deed of Trust on each property financed.

We did not renew this facility on May 7, 2008 when it matured, although notes issued while the facility existed were still subject to their full one-year maturity and extension provisions as prescribed under the agreement.

As of June 30, 2009, we had two outstanding notes originally issued under this facility. One note had a principal balance of \$2,167,393 as of June 30, 2009 and matures on December 1, 2009. Total accrued interest on this note through June 30, 2009 was \$148,013. The other note had a principal balance of \$3,612,727 as of June 30, 2009 and matured on June 24, 2009. We are currently working with United Western Bank to extend the note. Total accrued interest on this note through June 30, 2009 was \$132,004.

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**(9) Impairment of Assets**

We invest significantly in real estate assets. Accordingly, our policy on asset impairment is considered a critical accounting estimate. Management periodically evaluates the Company's property and equipment to determine whether events or changes in circumstances indicate that a possible impairment in the carrying values of the assets has occurred. As part of this evaluation, and in accordance with Statement of Financial Accounting Standard No. 144,

Accounting for the Impairment or Disposal of Long-Lived Assets (SFAS No. 144), the Company records the carrying value of the property at the lower of its carrying value or its estimated fair value, less estimated selling costs. The amount the Company will ultimately realize on these asset sales could differ from the amount recorded in the financial statements. The Company engages real estate brokers to assist in determining the estimated selling price or when external opinions are not available uses their own market knowledge. The estimated selling costs are based on the Company's experience with similar asset sales. The Company records an impairment charge and writes down an asset's carrying value if the carrying value exceeds the estimated selling price less costs to sell. In the Company's valuation of its impairment on real estate, level 2 inputs were utilized to determine the fair value of those assets.

We recognized \$-0- of impairments for the quarter ended June 30, 2009.

**(10) Subsequent Events**

SFAS 165 requires the Company to disclose the date through which subsequent events have been evaluated, as well as whether that date is the date the financial statements were issued or the date the financial statements were available to be issued. The Company has evaluated subsequent events through August 14, 2009, the date the financial statements were issued, and has determined no other subsequent events to be reported.

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**ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATION**

The following discussion of our financial condition and results of operations should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and notes thereto included in, Item 1 in this Quarterly Report on Form 10-Q. This item contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those indicated in such forward-looking statements.

**Forward-Looking Statements**

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking statements. Such forward-looking statements are based on current expectations, estimates, and projections about our industry, management beliefs, and certain assumptions made by our management. Words such as anticipates, expects, intends, plans, believes, seeks, estimates, variations of such words, and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any such forward-looking statements. Unless required by law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. However, readers should carefully review the risk factors set forth herein and in other reports and documents that we file from time to time with the Securities and Exchange Commission, particularly the Annual Reports on Form 10-K and any Current Reports on Form 8-K.

**Overview and History**

**HISTORY**

We were founded in 2003 as a development partner, providing 100% financing for build-to-suit, small-box retail development projects throughout the United States. Offering 100% financing for our development partners consisted of providing equity or subordinated debt for approximately twenty-five percent of a project's cost and utilizing our senior debt facilities to provide a construction loan for the other seventy-five percent of the project's cost. While we provided the capital for the project, our development partner's responsibility was to obtain a lease, develop, market and sell the project once complete. In exchange for providing all of the capital, we took a controlling interest in the project and received 50% of the profits when the project was sold, with a minimum profit threshold for us in order to protect our downside.

In order to facilitate growth, we focused on building our Company's infrastructure, particularly in the areas of deal generation, underwriting, and operations, as well as in finance and accounting. Early on, we implemented a growth strategy of creating a distributed sales force throughout the United States focused on creating relationships with developers and qualifying deals for us to finance. Once deals were generated, it was estimated that they would be developed and sold within seven to ten months. At that point revenues would be generated and capital returned to be recycled into new projects.

Beginning in March 2008, with the changing of our management team, we re-assessed our business model and drew the following conclusions: 1) Our development partners had no hard investment in the projects and were not properly incentivized to continue projects when expected profitability fell; 2) Our investment program and marketing efforts did not cater to high quality sponsors with whom we could generate profitable, repeat business; 3) While successful projects proved to be highly profitable, portfolio experience demonstrated that downside risk was larger than originally anticipated; 4) While there are many transactions that worked within our target market, we were unlikely to meet our growth objectives given the limited scope of our addressable market; and 5) Our corporate infrastructure and cost structure was too large for the production levels that we were achieving.

In the second quarter 2008, we began to plan to significantly expand the scope of our business model in order to take advantage of changed market opportunities and more efficiently and profitably deploy capital going forward. This expanded model includes broadening our target property types beyond small-box, single-tenant retail to include office, industrial, multi-family, multi-tenant retail, hospitality and select land transactions. In addition, we have expanded our financial product offerings to focus on preferred equity, mezzanine debt and high yield bridge loans.

Our expanded model focuses on investing in higher-quality, more experienced developers, owners and operators. These target partners typically have equity capital to invest and are able to secure senior debt for their projects, but require additional capital, particularly in today's capital market environment, to bridge the gap between senior debt and

their available equity. We seek to fill this gap with preferred equity or mezzanine debt. These structures generally require our partner to provide the senior debt as well as have some equity invested in order to prevent us from being in a first-loss position, which will allow us to invest in larger transactions, with higher quality partners, at lower risk but higher risk-adjusted returns than transactions in which we have previously invested.

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**RECENT DEVELOPMENTS**

While we had some success in deploying capital under our new approach, our slower than expected disposition of our existing properties has created investment capital constraints that has delayed the full implementation of our growth strategy. In January 2009, we shifted our immediate focus to capital preservation and portfolio management. Under this strategy we have dramatically decreased our operating capital needs and are focusing on the disposition of our current portfolio in a manner that maximizes our shareholder value. As we sell existing properties and recoup invested capital, we will actively pursue new investment opportunities and will then shift our focus back to the growth strategy we identified last year.

Our principal business address is 1440 Blake Street, Suite 310, Denver, CO 80202

We have not been subject to any bankruptcy, receivership or similar proceeding.

**Results of Operations**

The following discussion involves our results of operations for the quarters ending June 30, 2009 and June 30, 2008. Our revenues for the quarter ended June 30, 2009 were \$516,105 compared to \$119,788 for the quarter ended June 30, 2008. We sold one project for the quarter ended June 30, 2009 totaling \$250,000 compared to no project sales for the quarter ended June 30, 2008. We will continue to recognize sales revenue as we sell our current properties, all of which are currently classified available for sale ; however, given current real estate market conditions we can not accurately predict the timing of these sales. Rental income for the quarter ended June 30, 2009 was \$92,621 compared to \$119,788 for the quarter ended June 30, 2008. We had interest income on notes receivable totaling \$173,484 for the quarter ended June 30, 2009 compared to \$-0- for the quarter ended June 30, 2008. We believe these fees should remain fairly stable throughout 2009.

We recognize cost of sales on projects during the period in which they are sold. We had \$256,754 of cost of sales for the quarter ended June 30, 2009. Since we had no sales for the quarter ended June 30, 2008 we have no cost of sales for that same period. Cost of sales going forward will continue to be correlated with the timing of our property sales.

Selling, general and administrative costs were \$446,586 for the quarter ended June 30, 2009 compared to selling, general and administrative costs of \$676,633 for the quarter ended June 30, 2008. This decrease is largely attributable to several cost cutting measures including implemented during the first quarter of 2009, which included downsizing our workforce and moving our corporate offices. While we realized some effect of these cost cutting measures during the quarter ended June 30, 2009, much of the cost savings will be realized in the second half of the year and we anticipate that our selling, general and administrative expense will decrease further moving forward.

During the quarter ended June 30, 2009 we recognized no impairment charges. We recognized \$595,868 of impairment expense for the period ended June 30, 2008. We believe our balance sheet correctly reflects the current fair value of our projects; however, we will continue to test our properties for impairment on a quarterly basis.

For the quarters ended June 30, 2009 and June 30, 2008, we recognized a current and deferred tax asset that was offset by a deferred tax allowance in the same amount.

We had a net loss of \$574,579 for the quarter ended June 30, 2009 compared to a net loss of \$3,944,697 for the quarter ended June 30, 2008. On June 30, 2008, we converted all convertible preferred stock to common stock so no dividends have been paid from June 30, 2008 forward.

Our revenues for the six months ended June 30, 2009 were \$2,734,260 compared to \$1,310,193 for the six months ended June 30, 2008. Project sales for the six months ended June 30, 2009 were \$2,242,151 compared to \$1,164,000 for the six months ended June 30, 2008. This increase was due to additional projects sold during the period. We anticipate project sales will increase over the next several quarters as we sell current properties available for sale. We had rental income for the six months ended June 30, 2009 of \$190,644 compared to \$146,193 for the six months ended June 30, 2008, which is attributable to having more rent producing properties in the current six months versus the prior year. We recognized interest income of \$301,465 for the six months ended June 30, 2009 compared to \$-0- for the six months ended June 30, 2008. The increase in interest income was due to our ACCP loan which was originated in October 2008.

Selling, general and administrative costs were \$1,019,145 for the six months ended June 30, 2009 compared to \$1,364,640 for the six months ended June 30, 2008. This decrease is largely attributable to several cost cutting measures including implemented during the first quarter of 2009, which included downsizing our workforce and

moving our corporate offices. While we realized some effect of these cost cutting measures during the six months ended June 30, 2009, much of the cost savings will be realized in the second half of the year and we anticipate that our selling, general and administrative expense will decrease further moving forward.

During the six months ended June 30, 2009 we recognized \$115,500 of impairment expense compared to \$595,868 for the six months ended June 30, 2008. We believe our balance sheet correctly reflects the current fair value of our projects; however, we will continue to impairment test each of the properties in our portfolio on a yearly basis. We also recognized a conversion expense of \$2,518,750 for the six-months ended June 30, 2008, which was related to the conversion of subordinated debt and convertible preferred stock into common stock at a price which was deemed to be below fair value.

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We had a net loss of \$1,413,887 for the six months ended June 30, 2009 compared to a net loss of \$4,959,454 for the six months ended June 30, 2008. On June 30, 2008, we converted all convertible preferred stock to common stock so we will not pay a preferred stock dividend going forward.

### **Liquidity and Capital Resources**

Cash and cash equivalents, were \$2,175,964 on June 30, 2009 compared to \$447,200 on June 30, 2008.

Cash used in operating activities was \$602,444 for the six months ended June 30, 2009 compared to \$3,080,820 for the six months ended June 30, 2008. This change was primarily the result of fewer projects acquired or under construction during the current period. Cash used in operations should continue to decrease as we sell properties currently held for sale.

Cash provided by investing activities was \$0 for the six months ended June 30, 2009 compared to \$216,162 for the six months ended June 30, 2008. We issue promissory notes to our development partners when we invest earnest money on potential new projects which are retired when we purchase the land into the subsidiary. In the fourth quarter of 2008 we recognized an allowance to fully cover all outstanding promissory notes balance as of December 31, 2008. The balance and allowance remained the same for the quarter ended June 30, 2009.

Cash provided by financing activities was \$394,667 for the six months ended June 30, 2009 compared to \$1,276,238 for the six months ended June 30, 2008. This change was primarily the result of fewer projects acquired or under construction during the current period. Cash provided by financing activities should continue to decrease as we pay down related party notes associated with property sales.

All of our subordinated debt notes with our two major investors, GDBA and BOCO, mature before December 31, 2009, including our two \$7 million notes that were issued on September 28, 2006 which will mature on September 28, 2009. We are in current discussions with BOCO and GDBA to extend these notes. There is no assurance that these notes will be renewed or extended or that the terms will be acceptable to management.

Based on our cash balance and our availability on our Senior Subordinated Notes as of June 30, 2009, we may not have adequate cash available to meet all of our obligations with regard to operating capital and project equity required over the next twelve months. We will need to sell some of our existing projects in order to fund our operations for the next twelve months. We continue to work with our existing investors and are seeking additional investors to secure the capital required to fund our operations going forward.

In addition, one of our notes that was issued by United Western Bank mature on June 24, 2009. While we are currently working with the bank to renew the loan it is possible that the renewal would require a principal reduction of approximately \$900,000. Although we believe that we have an alternative solution that won't require the additional capital outflow, should it be necessary to make a principal payment of this size, it would have a materially negative impact on our liquidity and capital resources.

Management continues to assess our capital resources in relation to our ability to fund continued operations on an ongoing basis. As such, management may seek to access the capital markets to raise additional capital through the issuance of additional equity, debt or a combination of both in order to fund our operations and future growth.

As of June 30, 2009, we had \$21.25 million in subordinated debt notes that were fully drawn. We had no availability on our credit lines on June 30, 2009.

### **Recently Issued Accounting Pronouncements**

We have adopted SFAS No. 141 (R), Business Combinations and SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements, in the beginning of our 2009 fiscal year. As of June 30, 2009, there has been no material impact related to the pronouncements on our consolidated financial statements. Further information on these accounting pronouncements is located in our 2008 Form 10K.

On January 1, 2009, the Company adopted the provisions of FSP FAS 157-2, Effective Date of FASB Statement No. 157, which deferred the effective date of SFAS No. 157 for one year for certain nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis. The adoption of FSP FAS 157-2 did not have a material impact on the Company's consolidated financial statements.





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On January 1, 2009, the Company adopted the provisions of EITF Issue No. 07-5, Determining Whether an Instrument (or Embedded Feature) Is Indexed to an Entity's Own Stock (EITF No. 07-5). EITF No. 07-5 provides guidance for determining whether an equity-linked financial instrument (or embedded feature) is indexed to an entity's own stock. EITF No. 07-5 applies to any freestanding financial instrument or embedded feature that has all of the characteristics of a derivative or freestanding instrument that is potentially settled in an entity's own stock. To meet the definition of indexed to own stock, an instrument's contingent exercise provisions must not be based on (a) an observable market, other than the market for the issuer's stock (if applicable), or (b) an observable index, other than an index calculated or measured solely by reference to the issuer's own operations, and the variables that could affect the settlement amount must be inputs to the fair value of a fixed-for-fixed forward or option on equity shares. The adoption of EITF 07-5 did not impact the Company's consolidated financial statements.

### **Seasonality**

At this point in our business operations our revenues are not impacted by seasonal demands for our products or services. As we penetrate our addressable market and enter new geographical regions, we may experience a degree of seasonality.

### **Critical Accounting Policies**

The preparation of consolidated financial statements in conformity with accounting principles generally accepted in the United States of America requires us to make a number of estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements. Such estimates and assumptions affect the reported amounts of revenues and expenses during the reporting period. On an ongoing basis, we evaluate estimates and assumptions based upon historical experience and various other factors and circumstances. We believe our estimates and assumptions are reasonable in the circumstances; however, actual results may differ from these estimates under different future conditions.

We believe that the estimates and assumptions that are most important to the portrayal of our financial condition and results of operations, in that they require subjective or complex judgments, form the basis for the accounting policies deemed to be most critical to us. These relate to bad debts, impairment of intangible assets and long lived assets, contractual adjustments to revenue, and contingencies and litigation. We believe estimates and assumptions related to these critical accounting policies are appropriate under the circumstances; however, should future events or occurrences result in unanticipated consequences, there could be a material impact on our future financial conditions or results of operations.

Our critical accounting policies are estimates and are included in our Annual 10K filed with the SEC on April 15, 2009.

## **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK**

None.

## **ITEM 4. CONTROLS AND PROCEDURES**

As of the end of the period covered by this report, based on an evaluation of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15(d)-15(e) under the Exchange Act), our Chief Executive Officer and the Chief Financial Officer has concluded that our disclosure controls and procedures are effective to ensure that information required to be disclosed by us in our Exchange Act reports is recorded, processed, summarized, and reported within the applicable time periods specified by the SEC's rules and forms.

There were no changes in our internal controls over financial reporting that occurred during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

This report does not include an attestation report of the company's registered public accounting firm regarding internal control over financial reporting. Identified in connection with the evaluation required by paragraph (d) of Rule 240.13a-15 or Rule 240.15d-15 of this chapter that occurred during the registrant's last fiscal quarter that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

There are no legal proceedings, to which we are a party, which could have a material adverse effect on our business, financial condition or operating results.

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**ITEM 1A. RISK FACTORS**

You should carefully consider the risks and uncertainties described below; and all of the other information included in this document. Any of the following risks could materially adversely affect our business, financial condition or operating results and could negatively impact the value of your investment.

**THERE IS NO GUARANTEE THAT WE WILL BE PROFITABLE IN THE FUTURE. WE WERE UNPROFITABLE FOR OUR TWO MOST RECENT FISCAL YEAR ENDS.**

Our revenues for the fiscal year ended December 31, 2008 were \$4,799,708. We had a net loss of \$14,710,593 for the fiscal year ended December 31, 2008. Our revenues for the quarter ended June 30, 2009 were \$516,105 compared to revenues for the quarter ended June 30, 2008 of \$119,788. We had a net loss of \$574,579 for the quarter ended June 30, 2009 compared to a net loss of \$3,944,697 for the quarter ended June 30, 2008. As of June 30, 2009 we have an accumulated deficit of \$23,391,599. We have only completed a limited number of transactions, so it continues to be difficult for us to accurately forecast our quarterly and annual revenue. However, we use our forecasted revenue to establish our expense budget. Most of our expenses are fixed in the short term or incurred in advance of anticipated revenue. As a result, we may not be able to decrease our expenses in a timely manner to offset any revenue shortfall. We attempt to keep revenues in line with expenses but cannot guarantee that we will be able to do so.

**BECAUSE WE HAVE RECURRING LOSSES, HAVE USED SIGNIFICANT CASH IN SUPPORT OF OUR OPERATING ACTIVITIES, HAVE A LIMITED OPERATING HISTORY AND ARE RELIANT UPON FUNDING COMMITMENTS WITH TWO SIGNIFICANT SHAREHOLDERS, OUR ACCOUNTANTS HAVE EXPRESSED DOUBTS ABOUT OUR ABILITY TO CONTINUE AS A GOING CONCERN.**

For the year ended December 31, 2008, our accountants have expressed doubt about our ability to continue as a going concern as a result of recurring losses, the use of significant cash in support of our operating activities, our limited operating history and our reliance upon funding commitments with two significant shareholders. Our continuation as a going concern is dependent upon our ability to generate sufficient cash flow to meet our obligations on a timely basis and ultimately to attain profitability. Our ability to achieve and maintain profitability and positive cash flow is dependent upon:

- our ability to find suitable real estate projects; and

- our ability to generate sufficient revenues from those projects.

We cannot guarantee that we will be successful in generating sufficient revenues or other funds in the future to cover these operating costs. Failure to generate sufficient revenues will cause us to go out of business.

**WE WILL NEED ADDITIONAL FINANCING IN THE FUTURE BUT CANNOT GUARANTEE THAT IT WILL BE AVAILABLE TO US.**

In order to expand our business, we will continue to need additional capital. To date, we have been successful in obtaining capital, but we cannot guarantee that additional capital will be available at all or under sufficient terms and conditions for us to utilize it. Because we have an ongoing need for capital, we may experience a lack of liquidity in our future operations. We will need additional financing of some type, which we do not now possess, to fully develop our business plan. We expect to rely principally upon our ability to raise additional financing, the success of which cannot be guaranteed. To the extent that we experience a substantial lack of liquidity, our development in accordance with our business plan may be delayed or indefinitely postponed, which would have a materially adverse impact on our operations and the investors' investment.

**AS A COMPANY WITH LIMITED OPERATING HISTORY, WE ARE INHERENTLY A RISKY INVESTMENT. OUR OPERATIONS ARE SUBJECT TO OUR ABILITY TO FINANCE REAL ESTATE PROJECTS.**

Because we are a company with a limited history, our operations, which consist of real estate financing of build-to-suite projects for specific national retailers, are subject to numerous risks. Our operations will depend, among other things, upon our ability to finance real estate projects and for those projects to be sold. Further, there is the possibility that our proposed operations will not generate income sufficient to meet operating expenses or will generate income and capital appreciation, if any, at rates lower than those anticipated or necessary to sustain the investment. The value of our assets may become impaired by a variety of factors, which would make it unlikely, if not impossible to profit from the sale of our real estate. We have already experienced impairments to our assets and may

do so in the future. Our operations may be affected by many factors, some of which are beyond our control. Any of these problems, or a combination thereof, could have a materially adverse effect on our viability as an entity.

**WE HAVE A HEAVY RELIANCE ON OUR CURRENT FUNDING COMMITMENTS WITH TWO SIGNIFICANT SHAREHOLDERS.**

We are currently dependent upon our relationships with GDBA and BOCO. We currently have \$7.83 million in outstanding notes with GDBA and \$14.31 million in outstanding notes with BOCO. All of our subordinated debt notes with these two major investors mature before December 31, 2009, including our two \$7 million notes that were issued on September 28, 2006 which will mature on September 28, 2009. We are in current discussions with BOCO and GDBA to extend these notes. There is no assurance that these notes will be renewed or extended or that the terms will be acceptable to management. We would be unable to fund any projects in the foreseeable future, if we lose our current funding commitment from these shareholders.

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**OUR INDEBTEDNESS UNDER OUR VARIOUS CREDIT FACILITIES ARE SUBSTANTIAL AND COULD LIMIT OUR ABILITY TO GROW OUR BUSINESS.**

As of June 30, 2009, we had total indebtedness under our various credit facilities of approximately \$28.5 million. Our indebtedness could have important consequences to you. For example, it could:

increase our vulnerability to general adverse economic and industry conditions;

require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness if we do not maintain specified financial ratios, thereby reducing the availability of our cash flow for other purposes; or

limit our flexibility in planning for, or reacting to, changes in our business and the industry in which we operate, thereby placing us at a competitive disadvantage compare to our competitors that may have less indebtedness.

Our credit facilities may permit us to incur substantial additional indebtedness in the future. As of June 30, 2009, we had no availability for additional borrowing under our \$21.25 million various credit facilities. If we increase our indebtedness by borrowing under our various credit facilities or incur other new indebtedness, the risks described above would increase.

In addition, one of our notes that was issued by United Western Bank matured on June 24, 2009. While we are currently working with the bank to renew the loan it is possible that the renewal would require a principal reduction of approximately \$900,000. Although we believe that we have an alternative solution that won't require the additional capital outflow, should it be necessary to make a principal payment of this size, it would have a materially negative impact on our liquidity and capital resources.

**OUR VARIOUS CREDIT FACILITIES HAVE RESTRICTIVE TERMS AND OUR FAILURE TO COMPLY WITH ANY OF THESE TERMS COULD PUT US IN DEFAULT, WHICH WOULD HAVE AN ADVERSE EFFECT ON OUR BUSINESS AND PROSPECTS.**

Our various credit facilities contain a number of significant covenants. These covenants limit our ability and the ability of our subsidiaries to, among other things:

incur additional indebtedness;

make capital expenditures and other investments above a certain level;

merge, consolidate or dispose of our assets or the capital stock or assets of any subsidiary;

pay dividends, make distributions or redeem capital stock in certain circumstances;

enter into transactions with our affiliates;

grant liens on our assets or the assets of our subsidiaries; and

make or repay intercompany loans.

Our various credit facilities require us to maintain specified financial ratios. Our ability to meet these financial ratios and tests can be affected by events beyond our control, and we may not meet those ratios. A breach of any of these restrictive covenants or our inability to comply with the required financial ratios would result in a default under our various credit facilities or require us to dedicate a substantial portion of our cash flow from operations to payments on our indebtedness. If the creditors accelerate amounts owing under our various credit facilities because of a default and we are unable to pay such amounts, the creditors have the right to foreclose on our assets.

**WE PAY INTEREST ON A MAJORITY OF OUR CREDIT FACILITIES AT VARIABLE RATES, RATHER THAN FIXED RATES, WHICH COULD AFFECT OUR PROFITABILITY.**

All of our credit facilities provide for the payment of interest at variable rates. None of our credit facilities provide for the payment of interest at fixed rates. We can potentially realize profitability to the extent that we can borrow at a

lower rate of interest and charge a higher rate of interest in our operations. Because our credit facilities are at variable rates, our profit margins could be depressed or even eliminated by rising interest rates on funds we must borrow. Rising interest rates could have a materially adverse affect on our operations.

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**WE DO NOT HAVE A LONG HISTORY OF BEING ABLE TO SELL PROPERTIES AT A PROFIT**

We have only been in business since 2003. We do not have a significant track record and may be unable to sell properties upon completion. We have already experienced impairments to our assets of approximately \$8,030,002 in the fiscal year ended December 31, 2008 and \$3,046,196 for the year ended December 31, 2007 . We may incur additional impairments in the future. We may be forced to sell properties at a loss. Furthermore, in order to sell properties for a profit, we may be forced to hold properties for longer periods that we plan, which may require the need for additional financing sources. Any of these conditions would likely result in reduced operating profits and could likely strain current funding agreements.

**WE MAY NOT BE ABLE TO MANAGE OUR GROWTH.**

We hope to experience rapid growth which, if achieved, will place a significant strain on our managerial, operational, and financial systems resources. To accommodate our current size and manage growth, we must continue to implement and improve our financial strength and our operational systems, and expand. There is no guarantee that we will be able to effectively manage the expansion of our operations, or that our systems, procedures or controls will be adequate to support our expanded operations or that we will be able to obtain facilities to support our growth. Our inability to effectively manage our future growth would have a material adverse effect on us.

**THE MANNER IN WHICH WE FINANCE OUR PROJECTS CREATES THE POSSIBILITY OF A CONFLICT OF INTEREST.**

We fund our projects with construction financing obtained through the efforts of our management and our shareholders, GDBA and BOCO. This arrangement could create a conflict of interest with respect to such financings. However, there may be an inherent conflict of interest in the arrangement until such time as we might seek such financings on a competitive basis.

**WE HAVE A LACK OF INDEPENDENT DIRECTORS.**

We do not have a majority of independent directors on our board of directors and we cannot guarantee that our board of directors will have a majority of independent directors in the future. In the absence of a majority of independent directors, our executive officers, which are also principal stockholders and directors, could establish policies and enter into transactions without independent review and approval thereof. This could present the potential for a conflict of interest between our stockholders and us generally and the controlling officers, stockholders or directors.

**INTENSE COMPETITION IN OUR MARKET COULD PREVENT US FROM DEVELOPING REVENUE AND PREVENT US FROM ACHIEVING ANNUAL PROFITABILITY.**

We provide a defined service to finance real estate projects. The barriers to entry are not significant. Our service could be rendered noncompetitive or obsolete. Competition from larger and more established companies is a significant threat and expected to increase. Most of the companies with which we compete and expect to compete have far greater capital resources, and many of them have substantially greater experience in real estate development. Our ability to compete effectively may be adversely affected by the ability of these competitors to devote greater resources than we can.

**THERE ARE POTENTIAL FLUCTUATIONS IN QUARTERLY OPERATING RESULTS.**

Our quarterly operating results may fluctuate significantly in the future as a result of a variety of factors, most of which are outside of our control, including: the demand for our products or services; seasonal trends in financing; the amount and timing of capital expenditures and other costs relating to the development of our properties; price competition or pricing changes in the industry; technical or regulatory difficulties; general economic conditions; and economic conditions specific to our industry. Our quarterly results may also be significantly impacted by the accounting treatment of acquisitions, financing transactions or other matters. Particularly at our early stage of development, such accounting treatment can have a material impact on the results for any quarter. Due to the foregoing factors, among others, it is likely that our operating results will fall below our expectations or those of investors in some future quarter.

**OUR SUCCESS WILL BE DEPENDENT UPON OUR OPERATING PARTNERS EFFORTS.**

Our success will be dependent, to a large extent, upon the efforts of our operating partners in our various projects. To the extent that these partners, individually or collectively, fail to develop projects in a timely or cost-effective manner, our profit margins could be depressed or even eliminated. If we cannot or do not select appropriate partners for our



projects, our profitability and viability will suffer. The absence of one or more partners who develop projects in a timely or cost-effective manner could have a material, adverse impact on our operations.

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**OUR SUCCESS WILL BE DEPENDENT UPON OUR MANAGEMENT'S EFFORTS.**

Our success will be dependent upon the decision making of our directors and executive officers. These individuals intend to commit as much time as necessary to our business, but this commitment is no assurance of success. The loss of any or all of these individuals, particularly James W. Creamer, III, our President, Treasurer and Chief Executive Officer, could have a material, adverse impact on our operations. We have no written employment agreements with any officers and directors, including Mr. Creamer. We have not obtained key man life insurance on the lives of any of these individuals.

**THERE IS A LIMITATION OF LIABILITY AND INDEMNIFICATION OF OFFICERS AND DIRECTORS.**

Our officers and directors are required to exercise good faith and high integrity in our management affairs. Our articles of incorporation provides, however, that our officers and directors shall have no liability to our stockholders for losses sustained or liabilities incurred which arise from any transaction in their respective managerial capacities unless they violated their duty of loyalty, did engage in intentional misconduct or gross negligence. Our articles and bylaws also provide for the indemnification by us of the officers and directors against any losses or liabilities they may incur as a result of the manner in which they operate our business or conduct the internal affairs.

**OUR STOCK PRICE MAY BE VOLATILE, AND YOU MAY NOT BE ABLE TO RESELL YOUR SHARES AT OR ABOVE THE PUBLIC SALE PRICE.**

There has been, and continues to be, a limited public market for our common stock. Our common stock trades on the NASD Bulletin Board. However, an active trading market for our shares have not, and may never develop or be sustained. If you purchase shares of common stock, you may not be able to resell those shares at or above the initial price you paid. The market price of our common stock may fluctuate significantly in response to numerous factors, some of which are beyond our control, including the following:

- actual or anticipated fluctuations in our operating results;

- change in financial estimates by securities analysts or our failure to perform in line with such estimates;

- changes in market valuations of other real estate oriented companies, particularly those that market services such as ours;

- announcements by us or our competitors of significant innovations, acquisitions, strategic partnerships, joint ventures or capital commitments;

- introduction of technologies or product enhancements that reduce the need for our services;

- the loss of one or more key customers; and

- departures of key personnel.

Further, we cannot assure that an investor will be able to liquidate his investment without considerable delay, if at all. The factors which we have discussed in this document may have a significant impact on the market price of our common stock. It is also possible that the relatively low price of our common stock may keep many brokerage firms from engaging in transactions in our common stock.

As restrictions on the resale of our common stock end, the market price of our stock could drop significantly if the holders of restricted shares sell them or are perceived by the market as intending to sell them.

**BUYING A LOW-PRICED PENNY STOCK SUCH AS OURS IS RISKY AND SPECULATIVE.**

Our shares are defined as a penny stock under the Securities and Exchange Act of 1934, and rules of the Commission. The Exchange Act and such penny stock rules generally impose additional sales practice and disclosure requirements on broker-dealers who sell our securities to persons other than certain accredited investors who are, generally, institutions with assets in excess of \$5,000,000 or individuals with net worth in excess of \$1,000,000 or annual income exceeding \$200,000, or \$300,000 jointly with spouse, or in transactions not recommended by a broker-dealer. For transactions covered by the penny stock rules, a broker-dealer must make a suitability determination for each

purchaser and receive the purchaser's written agreement prior to the sale. In addition, the broker-dealer must make certain mandated disclosures in penny stock transactions, including the actual sale or purchase price and actual bid and offer quotations, the compensation to be received by the broker-dealer and certain associated persons, and deliver certain disclosures required by the SEC. Consequently, the penny stock rules may affect the ability of broker-dealers to make a market in or trade our common stock and may also affect your ability to sell any of our shares you may own in the public markets.

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**WE DO NOT EXPECT TO PAY CASH DIVIDENDS ON COMMON STOCK.**

We have not paid any cash dividends with respect to our common stock, and it is unlikely that we will pay any cash dividends on our common stock in the foreseeable future. Earnings, if any, that we may realize will be retained in the business for further development and expansion.

**ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS.**

On May 12, 2009, we revised two Warrant agreements which we previously issued to BOCO Investments, LLC. The revised Warrant agreements deleted previous language which permitted adjustments to the exercise price of the warrants to be issued to BOCO Investments, LLC. under the two Warrant agreements upon the issuance of additional rights or warrants by us to third parties. Other than the deletion of this language, all other terms and conditions of the two Warrant agreements remain the same.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

**ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

None.

**ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

**Exhibits**

- |      |                                                                                                                                                   |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------|
| 31.1 | Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15(d)-14(a)                                                                   |
| 31.2 | Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15(d)-14(a)                                                                   |
| 32.1 | Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |
| 32.2 | Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 |

**Reports on Form 8-K**

We filed the following reports under cover of Form 8K for the fiscal quarter ended June 30, 2009: April 6, 2009 Entry into a Material Definitive Agreement; April 13, 2009 Non-Reliance on Previously Issued Financial Statements. We filed the following report under cover of Form 8K/A for the fiscal quarter ended June 30, 2009: April 16, 2009 Non-Reliance on Previously Issued Financial Statements.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has dully caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CAPTERRA FINANCIAL GROUP, INC.

*Dated: August 14, 2009*

By: /s/ James W Creamer III  
James W Creamer III  
President & CEO

CAPTERRA FINANCIAL GROUP, INC.

*Dated: August 14, 2009*

By: /s/ Joni K Troska  
Joni K Troska  
Chief Financial Officer,

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EXHIBIT INDEX

Exhibits

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