

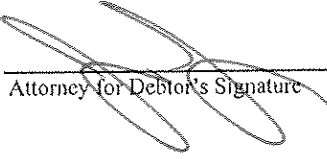
UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
MIAMI DIVISION

IN RE:)	CASE NUMBER
<u>Fontainebleau Las Vegas Retail Mezzanine, LLC</u>)	<u>09-36191 (AJC)</u>
)	
)	JUDGE
)	<u>A. Jay Cristol</u>
)	
DEBTOR.)	CHAPTER 11

DEBTOR'S STANDARD MONTHLY OPERATING REPORT (BUSINESS)

FOR THE PERIOD
FROM December 01, 2009 TO December 31, 2009

Comes now the above-named debtor and files its Monthly Operating Reports in accordance with the Guidelines established by the United States Trustee and FRBP 2015.



Attorney for Debtor's Signature

Debtor's Address
and Phone Number:

19950 West Country Club Drive
Aventura, Florida 33180
305-937-6262

Attorney's Address
and Phone Number:

Bilzin, Sumberg, Baena
Price & Axelrod LLP
200 Biscayne Boulevard, Suite 2500
Miami, Florida 33131
305-374-7580

Note: The original Monthly Operating Report is to be filed with the court and a copy simultaneously provided to the United States Trustee Office. Monthly Operating Reports must be filed by the 20th day of the following month.

For assistance in preparing the Monthly Operating Report, refer to the following resources on the United States Trustee Program Website, <http://www.usdoj.gov/ust/r21/index.htm>.

- 1) Instructions for Preparations of Debtor's Chapter 11 Monthly Operating Report
- 2) Initial Filing Requirements
- 3) Frequently Asked Questions (FAQs) <http://www.usdoj.gov/ust/>.

SCHEDULE OF RECEIPTS AND DISBURSEMENTS
FOR THE PERIOD BEGINNING December 01, 2009 AND ENDING December 31, 2009

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)
 Date of Petition: 11/25/2009

	<u>CURRENT MONTH</u>	<u>CUMULATIVE PETITION TO DATE</u>
1. FUNDS AT BEGINNING OF PERIOD	<u>0.00 (a)</u>	<u>0.00 (b)</u>
2. RECEIPTS:		
A. Cash Sales	_____	_____
Minus: Cash Refunds	_____	_____
Net Cash Sales	_____	_____
B. Accounts Receivable	_____	0.00
C. Other Receipts (See MOR-3)	_____	_____
(If you receive rental income, you must attach a rent roll.)		
3. TOTAL RECEIPTS (Lines 2A+2B+2C)	<u>0.00</u>	<u>0.00</u>
4. TOTAL FUNDS AVAILABLE FOR OPERATIONS (Line 1 + Line 3)	<u>0.00</u>	<u>0.00</u>
5. DISBURSEMENTS		
A. Advertising	_____	_____
B. Bank Charges	_____	_____
C. Contract Labor	_____	_____
D. Fixed Asset Payments (not incl. in "N")	_____	_____
E. Insurance	_____	_____
F. Inventory Payments (See Attach. 2)	_____	_____
G. Leases	_____	_____
H. Manufacturing Supplies	_____	_____
I. Office Supplies	_____	_____
J. Payroll - Net (See Attachment 4B)	_____	_____
K. Professional Fees (Accounting & Legal)	_____	_____
L. Rent	_____	_____
M. Repairs & Maintenance	_____	_____
N. Secured Creditor Payments (See Attach. 2)	_____	_____
O. Taxes Paid - Payroll (See Attachment 4C)	_____	_____
P. Taxes Paid - Sales & Use (See Attachment 4C)	_____	_____
Q. Taxes Paid - Other (See Attachment 4C)	_____	_____
R. Telephone	_____	_____
S. Travel & Entertainment	_____	_____
Y. U.S. Trustee Quarterly Fees	_____	_____
U. Utilities	_____	_____
V. Vehicle Expenses	_____	_____
W. Other Operating Expenses (See MOR-3)	_____	_____
6. TOTAL DISBURSEMENTS (Sum of 5A thru W)	<u>0.00</u>	<u>0.00</u>
7. ENDING BALANCE (Line 4 Minus Line 6)	<u>0.00 (c)</u>	<u>0.00 (c)</u>

I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.
 This 19th day of Jan, 2010. _____ (Signature)

- (a) This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.
- (b) This figure will not change from month to month. It is always the amount of funds on hand as of the date of the petition.
- (c) These two amounts will always be the same if form is completed correctly.

(1) This Debtor has no business activity

MONTHLY SCHEDULE OF RECEIPTS AND DISBURSEMENTS (cont'd)

Detail of Other Receipts and Other Disbursements

OTHER RECEIPTS:

Describe Each Item of Other Receipt and List Amount of Receipt. Write totals on Page MOR-2, Line 2C.

<u>Description</u>	<u>Current Month</u>	<u>Cumulative Petition to Date</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
TOTAL OTHER RECEIPTS	<u>0.00</u>	<u>0.00</u>

“Other Receipts” includes Loans from Insiders and other sources (i.e. Officer/Owner, related parties directors, related corporations, etc.). Please describe below:

<u>Loan Amount</u>	<u>Source of Funds</u>	<u>Purpose</u>	<u>Repayment Schedule</u>
0.00	_____	_____	_____
0.00	_____	_____	_____
0.00	_____	_____	_____
0.00	_____	_____	_____

OTHER DISBURSEMENTS:

Describe Each Item of Other Disbursement and List Amount of Disbursement. Write totals on Page MOR-2, Line 5W.

<u>Description</u>	<u>Current Month</u>	<u>Cumulative Petition to Date</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
TOTAL OTHER DISBURSEMENTS	<u>0.00</u>	<u>0.00</u>

NOTE: Attach a current Balance Sheet and Income (Profit & Loss) Statement.

ATTACHMENT I

MONTHLY ACCOUNTS RECEIVABLE RECONCILIATION AND AGING

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC
 Case Number: 09-36191 (AJC)

Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009

ACCOUNTS RECEIVABLE AT PETITION DATE: 0.00

ACCOUNTS RECEIVABLE RECONCILIATION

(Include all accounts receivable, pre-petition and post-petition, including charge card sales which have not been received):

Beginning of Month Balance	<u>0.00</u>	(a)	
PLUS: Current Month New Billings			
MINUS: Collection During the Month	<u>0.00</u>	(b)	
PLUS/MINUS: Adjustments or Writeoffs		(*)	
End of Month Balance	<u>0.00</u>	(c)	(1)

*For any adjustments or Write-offs provide explanation and supporting documentation, if applicable:

POST PETITION ACCOUNTS RECEIVABLE AGING

(Show the total for each aging category for all accounts receivable)

<u>0-30</u> <u>Days</u>	<u>31-60</u> <u>Days</u>	<u>61 - 90</u> <u>Days</u>	<u>Over</u> <u>90 Days</u>	<u>Total</u>	
	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.00</u>	<u>\$0.00</u>	(c)

For any receivables in the "Over 90 Days" category, please provide the following:

<u>Customer</u>	<u>Receivable</u> <u>Date</u>	<u>Status</u> (Collection efforts taken, estimate of collectibility, write-off, disputed account, etc.)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

- (a) This number is carried forward from last month's report. For the first report only, this number will be the balance as of the petition date.
- (b) This must equal the number reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 2B).
- (c) These two amounts must equal.
- (1) Does not include Intercompany Receivable

**ATTACHMENT 2
MONTHLY ACCOUNTS PAYABLE AND SECURED PAYMENTS REPORT**

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)
 Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009

In the space below list all invoices or bills incurred and not paid since the filing of the petition. Do not include amounts owed prior to filing the petition. In the alternative, a computer generated list of payables may be attached provided all information requested below is included.

POST-PETITION ACCOUNTS PAYABLE

Date Incurred	Days Outstanding	Vendor	Description	Amount
TOTAL AMOUNT				<u>\$0.00</u> (b)

Check here if pre-petition debts have been paid. Attach an explanation and copies of supporting documentation.

ACCOUNTS PAYABLE RECONCILIATION (Post Petition Unsecured Debt Only)

Opening Balance	\$ -	(a)
PLUS: New Indebtedness Incurred This Month		
MINUS: Amount Paid on Post Petition, Accounts Payable This Month		
PLUS/MINUS: Adjustments	-	(*)
Ending Month Balance	\$ -	(c)

*For any adjustments provide explanation and supporting documentation, if applicable.
 Adjustment to beginning balance

SECURED PAYMENTS REPORT

List the status of Payments to Secured Creditors and Lessors (Post Petition Only). If you have entered into a modification agreement with a secured creditor/lessor, consult with your attorney and the United States Trustee Program prior to completing this section).

Secured Creditor/Lessor	Date Payment Due This Month	Amount Paid This Month	Number of Post Petition Payments Delinquent	Total Amount of Post Petition Payments Delinquent
TOTAL		<u>\$0.00</u>		(d)

(a) This number is carried forward from last month's report. For the first report only, this number will be zero.
 (b, c) The total of line (b) must equal line (c).
 (d) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2).

ATTACHMENT 4A
MONTHLY SUMMARY OF BANK ACTIVITY - OPERATING ACCOUNT
PRE-PETITION ACCOUNT

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)
 Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity. A standard bank reconciliation form can be found at <http://www.usdoj.gov/ust/r21/index.htm>. If bank accounts other than the three required by the United States Trustee Program are necessary, permission must be obtained from the United States Trustee prior to opening the accounts. Additionally, use of less than the three required bank accounts must be approved by the United States Trustee.

NAME OF BANK: BANK OF AMERICA BRANCH: _____
 ACCOUNT NAME: RETAIL LOSS PROCEEDS ACCOUNT ACCOUNT NUM: 1233057330
 PURPOSE OF ACCOUNT: OPERATING ACCOUNT

Ending Balance per Bank Statement	_____	\$0.00
Plus Total Amount of Outstanding Deposits	_____	
Minus Total Amount of Outstanding Checks and other debits	_____	*
Minus Service Charges	_____	
Ending Balance per Check Register	_____	\$0.00 ** (a) (1)

*Debit cards are used by _____

**If Closing Balance is negative, provide explanation: _____
 (1) Account closed on December 4, 2009

The following disbursements were paid in Cash (do not includes items reported as Petty Cash on Attachment 4D: (Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement

TRANSFERS BETWEEN DEBTOR IN POSSESSION ACCOUNTS

"Total Amount of Outstanding Checks and other debits", listed above, includes:

Transferred to Payroll Account	_____	\$0.00
Transferred to Tax Account	_____	\$0.00

(a) The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 4B

MONTHLY SUMMARY OF BANK ACTIVITY - PAYROLL ACCOUNT

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)

Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity.
 A standard bank reconciliation form can be found at <http://www.usdoj.gov/ust/r21/index.htm>.

NAME OF BANK: N/A BRANCH: _____

ACCOUNT NAME: _____

ACCOUNT NUMBER: _____

PURPOSE OF ACCOUNT: PAYROLL

Ending Balance per Bank Statement	\$0.00
Plus Total Amount of Outstanding Deposits	\$0.00
Minus Total Amount of Outstanding Checks and other debits	\$0.00 *
Minus Service Charges	\$0.00
Ending Balance per Check Register	\$0.00 ** (a)

***Debit cards must not be issued on this account.**

**** If Closing Balance is negative, provide explanation:** _____

The following disbursements were paid by Cash: (Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement

The following non-payroll disbursements were made from this account:

Date	Amount	Payee	Purpose	Reason for Cash Disbursement

(a)The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 4C

MONTHLY SUMMARY OF BANK ACTIVITY - TAX ACCOUNT

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)

Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009

Attach a copy of current month bank statement and bank reconciliation to this Summary of Bank Activity.
 A standard bank reconciliation form can be found on the United States Trustee website,
<http://www.usdoj.gov/ust/r21/index.htm>.

NAME OF BANK: N/A BRANCH: _____

ACCOUNT NAME: _____

ACCOUNT NUMBER: _____

PURPOSE OF ACCOUNT: TAX

Ending Balance per Bank Statement	<u>\$0.00</u>
Plus Total Amount of Outstanding Deposits	_____ *
Minus Total Amount of Outstanding Checks and other debits	_____ *
Minus Service Charges	_____ *
Ending Balance per Check Register	<u>\$0.00</u> ** (a)

*Debit cards must not be issued on this account.

**If Closing Balance is negative, provide explanation: _____

The following disbursements were paid by Cash: (Check here if cash disbursements were authorized by United States Trustee)

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

The following non-tax disbursements were made from this account:

Date	Amount	Payee	Purpose	Reason for Cash Disbursement
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____

(a)The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 5C

CHECK REGISTER - TAX ACCOUNT

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)
 Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009
 NAME OF BANK: _____ BRANCH: _____
 ACCOUNT NAME: N/A
 ACCOUNT NUMBER: _____
 PURPOSE OF ACCOUNT: TAX

Account for all disbursements, including voids, lost checks, stop payments, etc. In the alternative, a computer-generated check register can be attached to this report, provided all the information requested below is included. <http://www.usdoj.gov/ust>.

<u>DATE</u>	<u>CHECK NUMBER</u>	<u>PAYEE</u>	<u>PURPOSE</u>	<u>AMOUNT</u>
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
_____	_____	_____	_____	_____
TOTAL				<u>\$0.00 (d)</u>

SUMMARY OF TAXES PAID

Payroll Taxes Paid	_____ (a)
Sales & Use Taxes Paid	_____ (b)
Other Taxes Paid	_____ (c)
TOTAL	<u>\$0.00 (d)</u>

- (a) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5O).
- (b) This number is reported in the "Current Month" column of Schedule or Receipts and Disbursements (Page MOR-2, Line 5P).
- (c) This number is reported in the "Current Month" column of Schedule of Receipts and Disbursements (Page MOR-2, Line 5Q).
- (d) These two lines must be equal.

ATTACHMENT 4D

INVESTMENT ACCOUNTS AND PETTY CASH REPORT

INVESTMENT ACCOUNTS

Each savings and investment account, i.e. certificates of deposits, money market accounts, stocks and bonds, etc., should be listed separately. Attach copies of account statements.

Type of Negotiable _____

<u>INSTRUMENT</u>	<u>FACE VALUE</u>	<u>PURCHASE PRICE</u>	<u>DATE OF PURCHASE</u>	<u>AMOUNT</u>
				\$ -
TOTAL				\$0.00 (a)

PETTY CASH REPORT

The following Petty Cash Drawers/Accounts are maintained:

<u>LOCATION OF BOX/ACCOUNT</u>	<u>(COLUMN 2) MAXIMUM AMOUNT OF CASH IN DRAWER/ACCT.</u>	<u>(COLUMN 3) AMOUNT OF PETTY CASH ON HAND AT END OF MONTH</u>	<u>(COLUMN 4) DIFFERENCE BETWEEN COL 2 & COL 3</u>
TOTAL		\$0.00 (b)	

For any Petty Cash Disbursements over \$100 per transaction, attach copies of receipts.

If there are no receipts, provide an explanation _____

TOTAL INVESTMENT ACCOUNTS AND PETTY CASH(a + b) \$0.00 (c)

(c)The total of this line on Attachment 4A, 4B and 4C plus the total of 4D must equal the amount reported as "Ending Balance" on Schedule of Receipts and Disbursements (Page MOR-2, Line 7).

ATTACHMENT 6
MONTHLY TAX REPORT

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)
 Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009

TAXES OWED AND DUE

Report all unpaid post-petition taxes including Federal and State withholding FICA, State sales tax, property tax, unemployment tax, State workmen's compensation, etc.

Name Of Taxing Authority	Date Payment Is Due	Description	Amount	Date Last Tax Return Was Filed	Tax Return Period
TOTAL			<u>\$0.00</u>		

ATTACHMENT 7

SUMMARY OF OFFICER OR OWNER COMPENSATION

SUMMARY OF PERSONNEL AND INSURANCE COVERAGES

Name of Debtor: Fontainebleau Las Vegas Retail Mezzanine, LLC Case Number: 09-36191 (AJC)

Reporting Period Beginning December 01, 2009 Period Ending December 31, 2009

Report all forms of compensation received by or paid on behalf of the Officer or Owner during the month. Include car allowances, payments to retirement plans, loan repayments, payments of Officer/Owner's personal expenses, insurance premium payments, etc. Do not include reimbursement for business expenses Officer or Owner incurred and for which detailed receipts are maintained in the accounting records.

Name of Officer or Owner	Title	Payment Description	Amount Paid
N/A (1)			\$0.00

(1) "The Debtor is a member managed company."

PERSONNEL REPORT

	Full Time	Part Time
Number of employees at beginning of period	0	0
Number hired during the period	0	0
Number terminated or resigned during period	0	0
Number of employees on payroll at end of period	0	0

CONFIRMATION OF INSURANCE

List all policies of insurance in effect, including but not limited to workers' compensation, liability, fire, theft, comprehensive, vehicle, health and life. For the first report, attach a copy of the declaration sheet for each type of insurance. For subsequent reports, attach a certificate of insurance for any policy in which a change occurs during the month (new carrier, increased policy limits, renewal, etc.).

Agent and/or Carrier	Phone Number	Policy Number	Coverage Type	Expiration Date	Date Premium Is Due
See Attached					

The following lapse in insurance coverage occurred this month:

Policy Type	Date Lapsed	Date Reinstated	Reason for Lapse

X Check here if U. S. Trustee has been listed as Certificate Holder for all insurance policies.

