

ACROSS AMERICA REAL ESTATE CORP

Form 10QSB

November 14, 2006

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**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 10-QSB**  
**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**For the Quarterly period ended September 30, 2006**  
***Commission File No. 000-50764***  
**Across America Real Estate Corp.**  
(Exact Name of Small Business Issuer as specified in its charter)

Colorado	20-0003432
(State or other jurisdiction of incorporation)	(IRS Employer File Number)
1660 17 <sup>th</sup> Street, Suite 450 Denver, Colorado	80202
(Address of principal executive offices)	(zip code)
(303) 893-1003	
(Registrant's telephone number, including area code)	

Check whether the issuer: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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 is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes  No

As of November 3, 2006, registrant had outstanding 16,036,625 shares of the registrant's common stock, and the aggregate market value of such shares held by non-affiliates of the registrant (based upon the closing bid price of such shares as listed on the OTC Bulletin Board on November 3, 2006) was approximately \$2,592,225.

Transitional Small Business Disclosure Format (check one): Yes  No

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**Across America Real Estate Corp.**  
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## PART I FINANCIAL INFORMATION

References in this document to us, we, or Company refer to Across America Real Estate Corp. and its subsidiaries.

## ITEM 1. FINANCIAL STATEMENTS

## ACROSS AMERICA REAL ESTATE CORP.

## Condensed Consolidated Balance Sheet

(Unaudited)

September 30, 2006

Assets		
Cash and equivalents		\$ 4,874,646
Escrow deposits (Note 4)		955,118
Accounts receivable, net (Note 4)		
Related party		60,478
Employee advance		583
Property and equipment, net of accumulated depreciation (Note 5)		31,074
Construction in progress (Note 2)		2,506,843
Land held for development (Note 2)		7,829,318
Current tax asset (Note 7)		242,390
Deposits		18,583
 Total assets		 \$ 16,519,033
Liabilities and Shareholders' Equity		
Liabilities		
Accounts payable		\$ 45,367
Accrued liabilities		54,798
Indebtedness to related party (Note 3)		8,007,622
Note payable (Note 10)		2,155,304
Capital lease obligation (Note 9)		10,837
Security deposit		10,000
Deferred tax liability (Note 7)		67,593
Unearned revenue		128,183
 Total liabilities		 10,479,704
Shareholders' equity (Note 6)		
Noncontrolling interest (Note 14)		8,681
Convertible preferred stock, \$.10 par value; 517,000 shares authorized, 517,000 shares issued and outstanding		51,700
Common stock, \$.001 par value; 50,000,000 shares authorized, 16,036,625 shares issued and outstanding		16,037
Additional paid-in-capital		6,314,238
Retained earnings		(351,327)
 Total shareholders' equity		 6,039,329
 Total liabilities and shareholders' equity		 \$ 16,519,033

See accompanying notes to condensed consolidated financial statements



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ACROSS AMERICA REAL ESTATE CORP.  
Condensed Consolidated Statements of Operations  
(Unaudited)

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2006	2005	2006	2005
Revenue:				
Sales	\$	\$ 848,628	\$ 1,723,000	\$ 848,628
Sales, related parties (Note 2)	5,050,000		5,050,000	
Rental income (Note 2)	98,694	38,300	367,690	80,951
Management fees	32,725	256,490	59,725	256,490
<b>Total revenue</b>	<b>5,181,419</b>	<b>1,143,418</b>	<b>7,200,415</b>	<b>1,186,069</b>
Operating expenses:				
Cost of Sales		848,613	1,462,848	848,613
Cost of Sales related parties (Note 2)	4,767,622		4,767,622	
Selling, general and administrative	512,843	183,293	1,143,337	429,043
<b>Total Operating expenses</b>	<b>5,280,465</b>	<b>1,031,906</b>	<b>7,373,807</b>	<b>1,277,656</b>
Income/(loss) from operations	(99,046)	111,512	(173,392)	(91,587)
Non-operating expense:				
Interest Income	482		482	
Interest Expense	(127,915)	(58,921)	(363,803)	(101,968)
Income/(loss) before income taxes and noncontrolling interest	(226,479)	52,591	(536,713)	(193,555)
Income tax provision	(54,041)		(196,439)	
Income/(loss) before noncontrolling interest	(172,438)	52,591	(340,274)	(193,555)
Noncontrolling interest in income of consolidated subsidiaries	(2,867)	(2,498)	(92,357)	
<b>Net income/(loss)</b>	<b>\$ (175,305)</b>	<b>\$ 50,093</b>	<b>\$ (432,631)</b>	<b>\$ (193,555)</b>
Basic and diluted income/(loss) per share	(0.01)	0.00	(0.03)	(0.01)
Basic and diluted weighted average common shares outstanding	16,036,625	16,036,625	16,036,625	16,036,625

See accompanying notes to condensed consolidated financial statements

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ACROSS AMERICA REAL ESTATE CORP.  
Consolidated Statement of Changes  
September 30, 2006

	<b>Nine Months Ended September 30,</b>	
	<b>2006</b>	<b>2005</b>
Cash flows from operating activities:		
Net (loss)	\$ (432,631)	\$ (193,555)
Cash restricted for project development	258,818	(785,668)
Adjustments to reconcile net income to net cash used by operating activities:		
Depreciation	5,629	966
Changes in current assets and current liabilities:		
Construction in progress	(1,339,028)	(609,439)
Real estate held for sale	4,855,790	(2,125,656)
Land held for development	(2,834,900)	(7,739,748)
Accounts receivable	44,564	
Accounts payable and accrued liabilities	(109,941)	178,360
Income tax assets and liabilities	(224,415)	
Indebtedness to related party	150,000	
Net cash (used in) operating activities	373,886	(11,274,740)
Cash flows from investing activities:		
Payments for deposits	276	(13,133)
Payments for property and equipment	(7,514)	(3,322)
Issuance of notes receivable	(489,958)	(404,375)
Unearned Revenue	128,183	
Proceeds from repayment of notes receivable	25,000	80,000
Security deposit		
Net cash (used in) investing activities	(344,013)	(340,830)
Cash flows from financing activities:		
Distributions received from members, net	15,846	
Proceeds from sale of convertible preferred stock	6,204,000	
Proceeds from related party loans (Note 3)	5,488,688	8,985,247
Repayment of related party loans (Note 3)	(6,046,546)	(2,312,432)
Proceeds from note payable (Note 10)	2,901,598	4,415,365
Repayment of note payable (Note 10)	(3,897,893)	
Repayment of lease obligation (Note 9)	(1,416)	
Net cash provided by financing activities	4,664,277	11,088,180
Net change in cash	4,694,150	(527,390)
Cash and equivalents, beginning of period	180,496	527,390
Cash and equivalents, end of period	\$ 4,874,646	\$

Supplemental disclosure of cash flow information:

Cash paid during the period for:

Income taxes	\$	\$
Interest	\$ 1,155,680	\$

See accompanying notes to condensed consolidated financial statements



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ACROSS AMERICA REAL ESTATE CORP.  
Notes to Consolidated Financial Statements  
(Unaudited)

## (1) Nature of Organization and Summary of Significant Accounting Policies

## Organization and Basis of Presentation

Across America Real Estate Corp. ( AARD 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 Across America Real Estate Corp. and the following subsidiaries:

Name of Subsidiary	Ownership
CCI Southeast, LLC ( CCISE )	100.00%
AARD-Belle Creek, LLC ( Belle Creek )	100.00%
CCI Corona, LLC ( CCI Corona )	100.00%
AARD-Greeley-Lot 3, LLC ( Greeley )	100.00%
Riverdale Carwash Lot 3A, LLC ( Riverdale )	100.00%
Across America Real Estate Exchange, Inc.	100.00%
Across America Financial Services, Inc.	100.00%
Cross Country Properties II, LLC ( CCP II )	80.00%
AARD-Stonegate, LLC ( Stonegate )	51.00%
AARD-Charmar-Olive Branch, LLC ( Olive Branch )	51.00%
AARD-Cypress Sound, LLC ( Cypress Sound )	51.00%
AARD-TSD-CSK Firestone, LLC ( Firestone )	51.00%
South Glen Eagles Drive, LLC( West Valley )	51.00%
119th and Ridgeview, LLC ( Ridgeview )	51.00%
53rd and Baseline, LLC ( Baseline )	51.00%
Hwy 278 and Hwy 170, LLC ( Bluffton )	51.00%
State and 130th, LLC ( American Fork )	51.00%
Clinton Keith and Hidden Springs, LLC ( Murietta )	51.00%
Hwy 46 and Bluffton Pkwy, LLC ( Bluffton 46 )	51.00%
AARD Bader Family Dollar Flat Shoals, LLC	51.00%
AARD Westminster OP7, LLC ( Westminster )	51.00%
Eagle Palm I, LLC ( Eagle )	51.00%
AARD Econo Lube Stonegate, LLC ( Econo Lube )	51.00%
AARD Bader Family Dollar MLK, LLC ( MLK )	51.00%
L-S Corona Pointe, LLC ( L-S Corona )	50.01%
Cross Country Properties III, LLC ( CCP III )	50.00%

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

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ACROSS AMERICA REAL ESTATE CORP.  
Notes to Consolidated Financial Statements  
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(2) Real Estate Development Projects

Projects Sold during the Quarter Ended September 30, 2006:

Riverdale

On October 1, 2004, we entered into an arrangement with S&O Development, LLC, an unaffiliated builder and developer of commercial property, to develop an express tunnel carwash located in Littleton, Colorado. The parties formed a limited liability company for the development of the project. The name of the limited liability company was Riverdale Carwash Lot3A, LLC. S&O Development originally owned 49.9% of Riverdale Carwash Lot3A, LLC and we originally owned 50.1%. The parties agreed to split the profits each 50% from the proceeds of the sale of the project after all development and construction costs and interest and fee expenses are paid and settled. The project was completed on April 23, 2005 and our total cost to build the project was \$2,159,218.

On August 19, 2005, we purchased S&O Development's ownership in Riverdale Carwash Lot 3A, LLC for \$53,641, giving us 100% ownership of the Riverdale project.

On April 23, 2005, Riverdale leased the facility to Aquatique Industries, Inc. (an affiliate under common control) with a fifteen-year lease. Aquatique operates a Kwik Car Wash in the facility. GDBA owned 60% of Aquatique Industries at the time the lease was executed. For the quarter ended September 30, 2006 we have recognized \$56,488 in rental income.

On September 28, 2006 Riverdale Carwash Lot 3A, LLC sold the property to Aquatique Industries, Inc. for \$2,450,000, which is included in the accompanying condensed, consolidated financial statements as Sales, Related Party.

Stonegate

On May 20, 2005, we (through our wholly-owned subsidiary, AARD-Stonegate, LLC) entered into an agreement with Castle Brae Development LLC ( Castle ), an unaffiliated builder and developer of commercial property. Under the agreement, Castle developed a car wash facility located in Parker, Colorado.

In August 2005, we amended the Operating Agreement of AARD-Stonegate, LLC, giving Castle 49% membership interest in AARD-Stonegate, LLC, retaining 51% membership interest for ourselves. Under the terms of the amended agreement, profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled. The project was completed in December 2005 for a total construction cost of \$2,608,404.

On December 31, 2005, Stonegate leased the facility to Aquatique Industries, Inc. (an affiliate under common control) with a fifteen-year lease. Aquatique operates a Kwik Car Wash in the facility. GDBA owned 60% of Aquatique Industries at the time the lease was executed. For the quarter ended September 30, 2006 we have recognized \$42,206 in rental income.

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On September 28, 2006 AARD Stonegate LLC sold the property to Aquatique Industries, Inc. for \$2,600,000, which is included in the accompanying condensed, consolidated financial statements as Sales, Related Parties.

Current Development Projects:

**Cypress Sound**

On March 22, 2005, we entered into an arrangement with Mr. Daniel S. Harper ( Harper ), an unaffiliated builder and developer of commercial property. We and Mr. Harper intend to develop and construct a six unit, three-story condominium project located in Orlando, Florida. The parties have formed a limited liability company for the development of the identified property. The name of the limited liability company is AARD-Cypress Sound LLC ( Cypress Sound ). Harper owns 49% of Cypress Sound and we own 51%. All profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled.

**Ridgeview**

On May 20, 2005, the Company entered into an arrangement with Automotive Development Group, LLC ( ADG ), an unaffiliated builder and developer of commercial property. The Company and ADG intend to develop a car wash and lube facility located in Olathe, Kansas. The parties have formed a limited liability company for the development of the identified property. The name of the limited liability company is 119<sup>th</sup> and Ridgeview LLC ( Ridgeview ). ADG owns 49% of the LLC and AARD owns 51% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled.

**Bluffton 278**

On June 14, 2005, we (through our subsidiary, Hwy 278 & Hwy 170, LLC, Bluffton 278 ) entered into an arrangement with Automotive Development Group, LLC ( ADG ), an unaffiliated builder and developer of Grease Monkey International automotive stores. We intend to develop a Grease Monkey located in Bluffton, South Carolina. ADG owns 49% of the LLC and AARD owns 51% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled.

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American Fork

On June 14, 2005, we (through our subsidiary, State & 130<sup>th</sup>, LLC, American Fork ) entered into an arrangement with Automotive Development Group, LLC ( ADG ), an unaffiliated builder and developer of Grease Monkey International automotive stores. We intend to develop a Grease Monkey located in American Fork, Utah. ADG owns 49% of the LLC and AARD owns 51% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled.

Laveen

On June 14, 2005, we (through our subsidiary, 53<sup>rd</sup> and Baseline, LLC, Laveen ) entered into an arrangement with Automotive Development Group, LLC ( ADG ), an unaffiliated builder and developer of Grease Monkey International automotive stores. We intend to develop a Grease Monkey located in Laveen, Arizona. ADG owns 49% of the LLC and AARD owns 51% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled.

Bluffton 46

On April 1, 2006, we (through our subsidiary, Hwy 46 and Bluffton Pkwy, LLC ( Bluffton 46 ), LLC, Bluffton 46 ) entered into an arrangement with Automotive Development Group, LLC ( ADG ), an unaffiliated builder and developer of Grease Monkey International automotive stores. We intend to develop a Grease Monkey located in Bluffton, South Carolina. ADG owns 49% of the LLC and AARD owns 51% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled.

West Valley

On November 21, 2005, we (through our subsidiary, South Glen Eagles Drive, LLC ( West Valley ) entered into an arrangement with Automotive Development Group, LLC ( ADG ), an unaffiliated builder and developer of Grease Monkey International automotive stores. We intend to develop a Grease Monkey located in West Valley, Utah. ADG owns 49% of the LLC and AARD owns 51% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development and construction costs and interest and fee expenses are paid and settled.

AARD Stonegate Econolube

On October 25, 2005 we (through our subsidiary, AARD Stonegate Econolube, LLC) entered into an arrangement with Charmar Properties, an unaffiliated developer of commercial property. We intend to develop an Econolube located in Parker, CO. Charmar Properties owns 49% of the LLC and AARD owns 51% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development.

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AARD Westminster OP7

On July 11, 2006, we through our subsidiary, AARD Westminster OP7 ( Westminster OP7 ) entered into an arrangement with Echo Sierra Enterprises, Inc., and NOI Four, LLC to purchase and finish a partially developed project located in Westminster, CO with leases in place for Starbucks Corporation and Floyd s Barbershops. The project, located in Westminster, CO, was approximately 90% completed and was approximately 75% leased when we purchased it and we intend to complete development of the project, lease the remainder of the building and sell it to investors. AARD owns 51% of the LLC and Echo Sierra Enterprises and NOI Four each own 24.5% of the LLC. All profits from the proceeds of the sale of the project will be divided between the partners after all development costs and interest and fee expenses are paid and settled.

(3) Related Party Transactions

On November 26, 2004 we entered into a three-year Agreement to Fund our real estate projects with GDBA Investments, LLLP ( GDBA ), our largest shareholder. We are currently dependent on this relationship and would be unable to fund any projects if we lose our current funding commitment from GDBA. In addition, our senior credit facility with Vectra Bank Colorado, which is renewable annually, has been guaranteed by GDBA Investments and its principals. Given the early stage of our company, it is unlikely that we could renew our senior credit facility without the continuation of these guarantees.

On September 27, 2006, we completed a \$10 million private placement with BOCO Investments, LLC consisting of 250,000 shares of Series A Convertible Preferred Stock at \$12.00 per share and \$7 million in Senior Subordinated Debt, \$3.5 million of which was drawn at closing and \$3.5 million of which has a revolving feature and can be drawn as needed. Additionally Joseph Zimlich, BOCO Investments, LLC s CEO purchased 17,000 shares of Series A Convertible Preferred Stock at \$12.00 per share in his own name.

On September 27, 2006, simultaneous to the BOCO Investment private placement, GDBA Investments replaced the Agreement to Fund with a new investment structure to mirror the BOCO investment that also included 250,000 shares of Series A Convertible Preferred Stock at \$12.00 per share, \$7 million in Senior Subordinated Debt, \$3.5 million of which was drawn at closing and \$3.5 million of which has a revolving feature and can be drawn as needed.

The Series A Convertible Preferred Stock issued under these transactions pays a 5% annual dividend on the Original Issue Price of \$12.00, payable quarterly and is convertible to common stock at a \$3.00 conversion price. The Senior Subordinated Notes mature on September 28, 2009 and carry an interest rate equal to the higher of 11% or the 90 day average of the 10 year U.S. Treasury Note plus 650 basis points. The Revolving Notes mature on September 28, 2009 and carry an interest rate equal to the higher of 11% or the 90 day average of the 10 year U.S. Treasury Note plus 650 basis points.

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Our intention is to draw equal investments from GDBA and BOCO, so with the additional capital infusion from BOCO, on September 28, 2006 we paid down \$3,812,056 in principal and \$1,155,680 in accrued interest to GDBA Investments.

Our Subordinated Debt Balances on September 30, 2006 were:

	GDBA	BOCO
Senior Subordinated Note	\$ 3,500,000	\$ 3,500,000
Subordinated Revolving Note	\$ 507,622	\$ 500,000
Total	\$ 4,007,622	\$ 4,000,000

(4) Notes Receivable and Development Deposits

During the course of acquiring properties for development, Across America, on behalf of its subsidiaries and development partners, typically is required to provide capital for earnest money deposits that may or may not be refundable in addition to investing in entitlements for properties before the actual land purchase. Because these activities represent a risk of our capital in the event the land purchase is not completed, it is our policy to require our development partners to personally sign promissory notes to Across America Real Estate Corp. for all proceeds expended before land is purchased. Once the land has been purchased and can collateralize the capital invested by us, the promissory note is cancelled. AARD had \$955,118 in earnest money deposits outstanding at September 30, 2006. These deposits were collateralized by promissory notes from our development partners.

(5) Property and Equipment

The Company's property and equipment consisted of the following at September 30, 2006:

Equipment	\$ 20,443
Furniture and fixtures	6,270
Computers and related equipment	12,477
	39,190
Less accumulated depreciation	(8,116)
	\$ 31,074

Depreciation expense totaled \$5,960 and \$966 for the nine months ended September 30, 2006 and September 30, 2005 respectively.

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ACROSS AMERICA REAL ESTATE CORP.  
Notes to Consolidated Financial Statements  
(Unaudited)

(6) Shareholders Equity

Preferred Stock

The Board of Directors authorized 1,000,000 shares of preferred stock with a par value of \$.10, 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.

On September 27, 2006, the Company designated and issued 517,000 preferred shares as Series A Convertible Preferred Stock. Each share pays a 5% annual dividend on the Original Issue Price of \$12.00, payable quarterly and is convertible to common stock at a \$3.00 conversion price.

Common Stock

As of September 30, 2006 the Company has 50,000,000 shares of common stock that are authorized, 16,036,625 shares that are issued and outstanding at a par value of \$.001 per share.

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ACROSS AMERICA REAL ESTATE CORP.  
Notes to Consolidated Financial Statements  
(Unaudited)

## (7) Income Taxes

The provision for income taxes for the nine months ended September 30, 2006, consists of the following:

Current:		
Federal		\$ (232,715)
State		(31,317)
		(264,032)
Deferred:		
Federal		59,719
State		7,874
		67,593
Total income tax provision		\$ (196,439)

The reconciliation of the income tax expense computed at U.S. federal statutory rates to the provision for income taxes is as follows:

Tax at US federal statutory rates		\$ (213,832)
State income taxes, net of federal		(28,416)
		(242,248)
Change in beginning deferred balance		45,809
Total income tax benefit		\$ (196,439)

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

Deferred tax assets:		
Deferred revenue		\$ 109,432
Prepaid expense		3,160
Depreciation		2,201
Deferred tax liability:		
Revenue		(77,030)
Capital gains		(52,724)
Prepaid expense		(52,632)
Net deferred income tax liability		\$ (67,593)

As of September 30, 2006, no valuation allowance has been provided based on the Company's assessment of the future realizability of certain deferred tax assets.

## (8) Operating Lease Commitments



Lessee

The Company entered into an office lease agreement on October 28, 2005, which commenced November 1, 2005 and expires December 31, 2006. The lease payment is \$4,146 per month.

Combined future minimum lease payments under the leases are as follows:

December 31, 2006	\$ 12,438
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ACROSS AMERICA REAL ESTATE CORP.  
Notes to Consolidated Financial Statements  
(Unaudited)

**(9) Capital Lease Obligations**

The Company entered into a capital equipment lease on October 4, 2005. The lease commenced on October 4, 2005 and expires September 26, 2010. The lease payment is \$231 per month.

Future minimum lease payments under the lease are as follows:

December 31,		
2006	\$	693
2007		2,772
2008		2,772
2009		2,772
2010		2,079
	\$	11,088
Less imputed interest		251
	\$	10,837

**(10) Senior Credit Facilities****Vectra Bank Colorado:**

On April 25, 2005, we received a \$10,000,000 financing commitment under a Credit Agreement from Vectra Bank of Colorado ( Vectra Bank ). This commitment permits us to fund construction notes for built-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 Vectra 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. Each note under the facility is for an amount, as determined by Vectra 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. Vectra Bank retains a First Deed of Trust on each property financed and the facility has the personal guarantees of GDBA and its owners.

On August 3, 2006 we executed a First Amendment to our Credit Agreement with Vectra Bank extending the expiration date of the facility to July 21, 2007, which is annually renewable. The terms and conditions of each construction note issued under the facility remain unchanged, and any construction issued prior to the expiration date of the Credit Agreement, will survive the expiration of the facility and will be subject to its individual term as outlined in the Credit Agreement.

As of September 30, 2006, we had one outstanding note under this facility with a maximum principal amount of \$1,245,000 and a maturity date of August 25, 2007. As of September 30, 2006, this note had an outstanding principal amount of \$607,580 and total accrued interest of \$34.

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ACROSS AMERICA REAL ESTATE CORP.  
Notes to Consolidated Financial Statements  
(Unaudited)

Academy Bank:

On September 7, 2006 we took out interest only loan with Academy Bank for \$1,540,000 to finance 80% of the purchase of our AARD Westminster OP7 project. The note has a two year maturity and will come due September 7, 2008.

As of September 30, 2006 our total outstanding principal due to our Senior lenders and our annual schedule of repayment is as follows:

December 31,	
2006	\$ -0-
2007	\$ 607,580
2008	\$ 1,547,724
	\$ 2,155,304

(11) Concentration of Credit Risk for Cash

The Company has concentrated its credit risk for cash by maintaining deposits in financial institutions, which may at times exceed the amounts covered by insurance provided by the Federal Deposit Insurance Corporation ( FDIC ). The loss that would have resulted from that risk totaled \$4,714,892 at September 30, 2006, for the excess of the deposit liabilities reported by the financial institution over the amount that would have been covered by FDIC. The Company has not experienced any losses in such accounts and believes it is not exposed to any significant credit risk to cash.

(12) Variable Compensation Plan

The variable compensation plan is designed to reward the senior management of AARD based upon the growth and profitability of the Company. The variable compensation pool is calculated by taking income after all expenses but before taxes. The income before taxes is then differentiated into two components; a base component and a growth component.

The base component is an amount equal to the income before taxes and variable compensation for the prior year. The growth component is calculated by subtracting the base component from the current year s income before taxes and variable compensation. The variable compensation pool is calculated by multiplying the base component by 8% and the growth component by 15% and adding the two figures together.

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ACROSS AMERICA REAL ESTATE CORP.  
Notes to Consolidated Financial Statements  
(Unaudited)

**(13) Capitalized Interest and Interest Expense**

For the period ended September 30, 2006 the Company has recognized \$127,915 interest expense that is not related to capitalized projects and currently has \$950,076 additional capitalized interest expense that is included in either Construction in Progress or Property Held for Sale on the balance sheet September 30, 2006, with the exception of projects that were sold during the year, which would have included the capitalized interest amount in our Cost of Sales.

**(14) Noncontrolling Interests**

Following is a summary of the noncontrolling interests in the equity of the Company's subsidiaries. The Company establishes a subsidiary for each real estate project. Ownership in the subsidiaries is allocated between the Company and the co-developer/contractor.

Noncontrolling Interest	Balance January 1, 2006	Earnings allocated to Noncontrolling Interest	Earnings	
			disbursed/accrued for Noncontrolling Interest	Balance September 30, 2006
Firestone	\$ 0	\$ -106,477	\$ 106,477	\$ 0
Cypress	4,594	0	0	4,594
Stonegate	-9,843	2,515	-937	-8,265
Bluffton	478	2,024		2,502
Bluffton 46	0	60		60
Laveen	0	298		298
West Valley	0	298		298
American Fork	269	8,925		9,194
				0
<b>Total</b>	<b>\$ -4,502</b>	<b>\$ -92,357</b>	<b>\$ 105,540</b>	<b>\$ 8,681</b>

**(15) Statement of Cash Flows Reclassification from Prior Year**

On December 31, 2005 we reclassified several line items in our Statement of Cash Flows related to our projects from Cash Flows from Investing Activities to Cash Flows from Operating Activities to better represent these activities as those of our core business rather than investments made by the company. As such, we have changed the presentation of the Statement of Cash Flows for the nine months ended September 30, 2005 in the current filing from our filing a year ago to better represent the comparability for the two periods. This reclassification does not impact the overall financial statements.

**(16) Executive Employment Arrangement**

Under our employment arrangement with Ms. Schmitt, she will be paid a salary of \$235,000 per annum, plus a one-time bonus of \$80,000, payable by the end of the first quarter of 2007. She will also receive a stock option to acquire 250,000 shares at the then-current market price with a four year vesting, with 62,500 options vesting each year on the anniversary of her employment. Annually, thereafter, 50,000 to 200,000 options will be granted based upon performance, with a target of 100,000 options at 100% of the plan.



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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-QSB. 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-QSB and the documents incorporated herein by reference contain forward-looking statements that have been made pursuant to the provisions of the Private Securities Litigation Reform Act of 1995. 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 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 Report on Form 10-SB, and future Annual Reports on Form 10-KSB and any Current Reports on Form 8-K.

**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.

**WHILE WE HAVE GENERATED A MODEST PROFIT IN OUR LAST TWO FISCAL YEARS, WE WERE UNPROFITABLE IN THE MOST RECENT FISCAL QUARTER. THERE IS NO GUARANTEE THAT WE WILL CONTINUE TO BE PROFITABLE.**

Our revenues for the fiscal year ended December 31, 2005 were \$7,951,962. We had net income of \$77,666 for the fiscal year ended December 31, 2005. Our revenues for the fiscal year ended December 31, 2004 were \$1,787,922. We had net income of \$25,686 for the fiscal year ended December 31, 2004. However, for the nine months ended September 30, 2006, we had an operating loss of \$173,392, which included an operating loss of \$74,351 for the six months ended June 30, 2006 and an operating loss of \$99,046 for the three months ended September 30, 2006. Although we have had a modest profit for the past two fiscal years, we were unprofitable in our most recent fiscal quarter. We cannot say whether we will be able to achieve sustained profitability. We have only completed several 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.

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**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 for our projects, 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 expect that we will need additional financing of some type, which we do not now possess, to fully develop our operations. 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 proposed 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 built-to-suit projects for specific national retailers, must be considered an extremely risky business, 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. 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 COMMITMENT WITH OUR LARGEST SHAREHOLDERS**

We are currently dependant on our relationship with GDBA Investments, LLLP, ( GDBA ) and BOCO Investments,LLC,( BOCO ) our largest shareholders, through their respective equity investments and revolving loans. We would be unable to fund any projects if we lose our current funding commitments from GDBA and BOCO. In addition, our senior credit facility with Vectra Bank Colorado, which is renewable annually, has been guaranteed by GDBA Investments and its principals. Given the early stage of our company, it is unlikely that we could renew our senior credit facility without the continuation of these guarantees.

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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 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.

**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 largest 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.

**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.

**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 Ms. Ann L. Schmitt, our President and CEO, could have a material, adverse impact on our operations. We have no written employment agreements with any officers and directors, including Ms Schmitt. We have not obtained key man life insurance on the lives of any of these individuals.



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**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 has 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;
- \* changes 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 resale 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 the 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 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 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.

**Overview and History**

Across America Real Estate Corp. was incorporated under the laws of the State of Colorado on April 22, 2003.

In 2003, we completed a registered offering of our common shares under the provisions of the Colorado securities laws and under an exemption from the federal securities laws. We raised a total of \$34,325 in this offering.

On September 28, 2006, we completed a \$20 million dollar funding. BOCO Investments, LLC, a private Colorado limited liability company, agreed to provide us with new funding through a \$7 million subordinated debt vehicle and a \$3 million preferred convertible equity. Simultaneously, GDBA Investments, LLLP, has agreed to restructure its \$10 million in subordinated debt to mirror the structure of the BOCO Investments, LLC contribution, including \$3 million preferred convertible equity.

Our principal business address is 1660 17<sup>th</sup> Street, Suite 450, Denver, Colorado 80202. We are in the business of financing and developing build-to-suit real estate projects for specific retailers who sign long-term leases for use of the property. We create 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 capital appreciation upon sale of the facility. Our affiliates, subsidiaries and management develop the construction and permanent financing for our benefit.

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 September 30, 2006 and September 30, 2005.

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Our revenues for the quarter ended September 30, 2006 were \$5,181,419 compared to revenues for the quarter ended September 30, 2005 of \$1,143,418. For the quarter ended September 30, 2006, the company recognized \$5,050,000 in revenue through a related party sale of its Riverdale and Stonegate properties to Aquatique Industries, Inc., a company controlled by GDBA, one of our largest shareholders. Rental income for the quarter ended September 30, 2006 was \$98,694 compared to \$38,300 for the quarter ended September 30, 2005. Management fees were \$32,725 for the quarter ended September 30, 2006 and were \$256,490 for the quarter ended September 30, 2005.

Project sales for the nine months ended September 30, 2006 were \$6,773,000, of which \$5,050,000 were sales to a related party. Project sales for the nine months ended September 30, 2005 were \$848,628. Rental income for the nine months ended September 30, 2006 was \$367,690 compared to \$80,951 for the nine months ended September 30, 2005. This increase was due to a longer anticipated holding period for the Stonegate and Riverdale properties. Management fees for the nine months ended September 30, 2006 were \$59,725 and were \$256,490 for the nine months ended September 30, 2005 due to a large number of projects entered into in the third quarter of 2005.

We recognize cost of sales on projects during the period in which they are sold. Cost of sales for the quarter ended September 30, 2006 were \$4,767,622 compared to \$848,613 for the quarter ended September 30, 2005. Cost of sales for the nine months ended September 30, 2006 were \$6,230,470 compared to \$848,613 for the nine months ended September 30, 2005. Gross margin for the nine months ended September 30, 2006 was 8.0%, substantially lower than our target gross margin due to a slight loss on our Stonegate project. Our gross margin for the nine months ended September 30, 2005 was zero because our only sale was vacant property sold at our cost.

Selling, general and administrative costs were \$512,843 for the quarter ended September 30, 2006, compared to \$183,293 for the quarter ended September 30, 2005. Selling, general and administrative costs were \$1,143,337 for the nine months ended September 30, 2006 compared to \$429,043 for the nine months ended September 30, 2005. These year-over-year increases were attributable to the substantial increase in staff over the past year in addition to increased sales and marketing activity to generate additional projects. We anticipate these costs will continue to increase as we continue to grow our business activities going forward.

We had a net loss of \$175,305 for the three months ended September 30, 2006 compared to a net profit of \$50,093 for the three months ended September 30, 2005. We had a net loss of \$432,631 for the nine months ended September 30, 2006 compared to a net loss of \$193,555 for the nine months ended September 30, 2005. The increased losses in each year over year period reflect higher revenues, which have been offset by increased operating costs. Much of the increase in operating costs can be attributed to the increased number of projects currently under development.

**Liquidity and Capital Resources**

Our balance sheet on September 30, 2006 improved substantially from the prior reporting period due to our private placement and the infusion of \$6,204,000 in Convertible Preferred Equity. Our cash balance on September 30, 2006 was \$4,874,646 which was larger than anticipated due to timing issues related to the closing of our financing on September 28, 2006 and two land purchases which closed subsequent to the quarter end.

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We decreased our net cash used in operating activities and net cash provided by financing activities substantially for the nine months ended September 30, 2006 compared to the nine months ended September 30, 2005. These changes are largely due to a fewer land purchases and less construction activity when comparing the periods year over year. Management believes that this decrease is largely due to timing issues related to specific project delays and is not generally representative of the activity we anticipate over the next several quarters. While net cash provide by financing decreased year over year, the components that make up our financing had a significant shift with the replacement of existing debt with equity.

Management continues to assess the Company's capital resources in relation to its 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 the operations and continued growth of the Company.

**Recently Issued Accounting Pronouncements**

In December 2004, the Financial Accounting Standards Board issued FASB Statement No. 123R, Share Based Payment, which requires all companies to treat the fair value of stock options granted to employees as an expense. As a result of this standard, effective for periods beginning after January 1, 2006, we and other companies are required to record a compensation expense equal to the fair value of each stock option granted. We are currently assessing our valuation options allowed in this standard. This change in accounting standards reduces the attractiveness of granting stock options because of the additional expense associated with these grants, which would negatively impact our results of operations. And while we do not currently have an employee stock option plan, stock options are an important employee recruitment and retention tool, and we may not be able to attract and retain key personnel without such a program. Accordingly, even though we have not quantified the dollar amount of this standard at this time, the result would have a negative impact on our earnings starting with the accounting period beginning January 1, 2006 should we pursue any form of stock option plan. We do not expect the adoption of any recently issued accounting pronouncements to have a significant impact on our net results of operations, financial position, or cash flows.

**Seasonality**

Our revenues are not impacted by seasonal demands for our products or services.

**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.

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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.

**ITEM 3. 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), each 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.

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**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.

**ITEM 2. CHANGES IN SECURITIES**

On September 28, 2006, we completed a \$20 million dollar funding. BOCO Investments, LLC, a private Colorado limited liability company, agreed to provide us with new funding through a \$7 million subordinated debt vehicle and a \$3 million preferred convertible equity. Simultaneously, GDBA Investments, LLLP, has agreed to restructure its \$10 million in subordinated debt to mirror the structure of the BOCO Investments, LLC contribution, including \$3 million preferred convertible equity.

**ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None

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

During our annual shareholder meeting held October 26, 2006 G. Brent Backman and Eric Balzer were re-elected and Ann L. Schmitt and Joseph C. Zimlich were newly elected to our Board of Directors. Alexander V. Lagerborg and Daniel J. Wilhelm completed their terms on the Board of Directors on October 26, 2006. In addition, we approved an amendment to our Articles of Incorporation to permit the adoption of shareholder resolutions by less than unanimous consent;. We also approved and ratified our 2006 Incentive Compensation Plan. Finally, we approved and ratified the appointment of Cordovano and Honeck, P.C. as our independent auditors for the fiscal year ending December 31, 2006. All votes in favor of these actions were greater than a majority of the total issued and outstanding votes entitled to vote on each item under consideration.

**ITEM 5. OTHER INFORMATION**

**Departure of Principal Officer**

Effective July 3, 2006, Mr. Charles J. Berling resigned from his position and employment at our Company. As of August 7, 2006 we have not appointed a replacement for Mr. Berling.

**Departure of Principal Officer; Appointment of New Principal Officer**

Effective August 7, 2006, Ms. Ann L. Schmitt has been elected by our Board of Directors as the new President and Chief Executive Officer. She succeeds Mr. Alexander V. Lagerborg, who subsequently resigned from Across America Real Estate Corp on October 13, 2006.

Most recently, Ms. Schmitt was President of Aimbridge Lending, a private company and the country's second largest auto loan originator and processing company for small to mid-sized financial institutions, serving 16 major U.S. markets. Prior to that, she led global risk solutions and management at MasterCard International. Ms. Schmitt has also had senior leadership positions with Citibank, US Bank, and Dove Consulting.

Under our employment arrangement with Ms. Schmitt, she will be paid a salary of \$235,000 per annum, plus a one-time bonus of \$80,000, payable by the end of the first quarter of 2007. She will also receive a stock option to acquire 250,000 shares at the then-current market price with a four year vesting, with 62,500 options vesting each year on the anniversary of her employment. Annually, thereafter, 50,000 to 200,000 options will be granted based upon performance, with a target of 100,000 options at 100% of the plan.

She will also participate in our Company health and dental plan and life and disability insurance program. Finally, she will receive monthly parking and a health club membership.

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During our annual shareholder meeting held October 26, 2006 G. Brent Backman and Eric Balzer were re-elected and Ann L. Schmitt and Joseph C. Zimlich were newly elected to our Board of Directors. Alexander V. Lagerborg and Daniel J. Wilhelm completed their terms on the Board of Directors on October 26, 2006.

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

**Exhibits**

- 21 List of Subsidiaries
- 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 September 30, 2006: June 8, 2006, relating to the resignation of an officer; April 26, 2006, relating to Form FD Disclosure; and April 12, 2006, relating to the sale of an asset.

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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.

ACROSS AMERICA REAL ESTATE  
CORP.

*Dated: November 9, 2006*

*By: /s/ Ann L. Schmitt*  
Ann L. Schmitt  
President, Chief Executive Officer,

*Dated: November 9, 2006*

*By: /s/ James W Creamer III*  
James W Creamer III  
Treasurer, Chief Financial Officer



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EXHIBIT INDEX

**Exhibit**

<b>No.</b>	<b>Description</b>
21	List of Subsidiaries
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