

ACROSS AMERICA REAL ESTATE CORP

Form 10QSB

May 15, 2007

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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 March 31, 2007
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)

700 17th Street, Suite 1200
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 May 7, 2007, 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 May 7, 2007) 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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References in this document to us, we, AARD or Company refer to Across America Real Estate Corp. and its subsidiaries.

ITEM 1. FINANCIAL STATEMENTS

Across America Real Estate Corp.

Consolidated Balance Sheet

March 31, 2007

(Unaudited)

| Assets | | |
|--|--|-------------------|
| Cash and Equivalents | | \$ 803,204 |
| Deposits held by development partners (note 5) | | 946,096 |
| Accounts receivable, net | | 45,491 |
| Property and equipment, net (note 6) | | 89,201 |
| Real estate held for sale (note 3) | | 6,400,811 |
| Construction in progress (note 2) | | 3,379,947 |
| Land held for development (note 2) | | 11,163,623 |
| Current tax asset (note 8) | | 342,756 |
| Deferred tax asset (note 8) | | 159,662 |
| Deposits | | 73,529 |
| Total assets | | 23,404,320 |
| Liabilities and Shareholders Equity | | |
| Liabilities | | |
| Accounts payable | | 151,654 |
| Preferred dividends payable (note 4 and 14) | | 76,488 |
| Accrued liabilities | | 79,627 |
| Income tax liability (note 8) | | 6,585 |
| Senior subordinated note payable, related party (note 4) | | 3,500,000 |
| Senior subordinated note payable, other (note 14) | | 3,500,000 |
| Senior subordinated revolving note, related party (note 4) | | 3,634,756 |
| Senior subordinated revolving note, other (note 14) | | 3,634,757 |
| Other notes payable (note 12) | | 3,469,735 |
| Capital lease obligation (note 13) | | 14,199 |
| Unearned revenue | | 137,668 |
| Total liabilities | | 18,205,469 |
| Shareholders equity (note 7) | | |
| Noncontrolling interest (note 9) | | 10,499 |
| Convertible preferred stock, \$.10 par value; 1,000,000 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 | | 6,344,924 |
| Retained deficit | | (1,224,309) |

| | |
|--|------------|
| Total shareholders' equity | 5,198,851 |
| Total liabilities and shareholders' equity | 23,404,320 |

See accompanying notes to condensed consolidated financial statements

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Across America Real Estate Corp.
 Consolidated Statements of Operations
 (Unaudited)

| | Three Months Ended March 31, | |
|---|---|--------------|
| | 2007 | 2006 |
| Revenue: | | |
| Sales | \$ | \$ 1,723,000 |
| Rental income (notes 3 & 11) | 36,329 | 125,078 |
| Management fees | 191,655 | 27,000 |
| Total revenue | 227,984 | 1,875,078 |
| Operating expenses: | | |
| Cost of Sales | | 1,462,852 |
| Selling, general and administrative (note 17) | 826,202 | 281,461 |
| Total operating expenses | 826,202 | 1,744,313 |
| Income/(loss) from operations | (598,218) | 130,765 |
| Non-operating expense: | | |
| Interest Income | 385 | |
| Interest Expense | (19,733) | (93,712) |
| Other Expense | (2,189) | |
| Income/(loss) before income taxes and noncontrolling interest | (619,755) | 37,053 |
| Income tax provision (note 8) | 212,735 | 19,031 |
| Income/(loss) before noncontrolling interest | (407,020) | 56,084 |
| Noncontrolling interest in income of consolidated subsidiaries (note 9) | (6,447) | (100,101) |
| Net loss | \$ (413,467) | \$ (44,017) |
| Preferred stock dividend requirements | (76,488) | |
| Net loss applicable to common stock | \$ (489,955) | \$ (44,017) |
| Basic and diluted loss per common share | \$ (0.03) | \$ (0.00) |
| Basic and diluted weighted average common shares outstanding | 16,036,625 | 16,036,625 |

See accompanying notes to condensed consolidated financial statements

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Across America Real Estate Corp.
Consolidated Statements of Cash Flows
(Unaudited)

| | Three Months Ended | |
|---|---------------------------|-------------------|
| | March 31, | |
| | 2007 | 2006 |
| Cash flows from operating activities: | | |
| Net loss | \$ (413,467) | \$ (44,017) |
| Adjustments to reconcile net loss to net cash used by operating activities: | | |
| Depreciation (note 6) | 7,747 | 1,598 |
| Stock option compensation expense (note 7) | 31,163 | |
| Changes in operating assets and operating liabilities: | | |
| Construction in progress (note 2) | (1,114,404) | (268,131) |
| Real estate held for sale (note 3) | (3,621,070) | (141,888) |
| Land held for development (note 2) | 653,585 | (129,956) |
| Accounts receivable | (13,661) | 51,197 |
| Accounts payable and accrued liabilities | (163,013) | 87,603 |
| Income tax assets and liabilities (note 8) | (206,150) | |
| Indebtedness to related party | 720,250 | 100,000 |
| Net cash (used in) operating activities | (4,119,020) | (343,594) |
| Cash flows from investing activities: | | |
| Payment of deposits | (7,199) | (13,306) |
| Payments for property and equipment (note 6) | (10,396) | (150) |
| Issuance of notes receivable (note 5) | (503,041) | 13,110 |
| Proceeds from repayment of notes receivable (note 5) | 133,269 | 10,000 |
| Net cash (used in) provided by investing activities | (387,367) | 9,654 |
| Cash flows from financing activities: | | |
| Proceeds from related party loans (note 4) | 1,780,500 | 1,303,957 |
| Repayment of related party loans (note 4) | (422,576) | (494,183) |
| Proceeds from note payable (note 12 and 14) | 3,278,423 | 703,205 |
| Repayment of note payable (note 12 and 14) | (422,576) | (919,543) |
| Repayment of lease obligation (note 13) | (1,620) | (602) |
| Net cash provided by financing activities | 4,212,151 | 592,834 |
| Net change in cash | (294,236) | 258,894 |
| Cash and cash equivalents, beginning of the period | 1,097,440 | 439,314 |
| Cash and cash equivalents, end of the period | \$ 803,204 | \$ 698,208 |

Supplemental disclosure of cash flow information:

Cash paid during the period for:

| | | | | |
|--------------|----|---------|----|--------|
| Income taxes | \$ | | \$ | 27,921 |
| Interest | \$ | 273,625 | \$ | 46,188 |

Supplemental disclosure of non-cash investing and financing activities

| | | | | |
|---------------------------|----|--------|----|--|
| Preferred stock dividends | \$ | 76,488 | \$ | |
|---------------------------|----|--------|----|--|

See accompanying notes to condensed consolidated financial statements

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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.

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The accompanying consolidated financial statements include the accounts of Across America Real Estate Corp. and the following subsidiaries, which were active at March 31, 2007:

Name of Subsidiary Ownership

| Name of Subsidiary | Ownership |
|---|-----------|
| CCI Southeast, LLC (CCISE) | 100.00% |
| Riverdale Carwash Lot 3A, LLC (Riverdale) | 100.00% |
| 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 (Flat Shoals) | 51.00% |
| AARD Westminster OP7, LLC (Westminster OP7) | 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% |
| AARD-Charmar Greeley, LLC (Starbucks) | 51.00% |
| AARD-Charmar Greeley Firestone, LLC | 51.00% |
| AARD 5020 Lloyd Expy, LLC (Evansville) | 51.00% |
| AARD 2245 Main Street, LLC (Plainfield) | 51.00% |
| AARD-Buckeye, LLC (Buckeye) | 51.00% |
| AARD Esterra Mesa 1, LLC (Esterra Mesa 1) | 51.00% |
| AARD Esterra Mesa 2, LLC (Esterra Mesa 2) | 51.00% |
| AARD Esterra Mesa 3, LLC (Esterra Mesa 3) | 51.00% |
| AARD Esterra Mesa 4, LLC (Esterra Mesa 4) | 51.00% |
| AARD MDJ Goddard, LLC (Goddard) | 51.00% |
| AARD Charmar Arlington Boston Pizza, LLC (Charmar Boston Pizza) | 51.00% |
| L-S Corona Pointe, LLC (L-S Corona) | 50.01% |

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

2) Current Development ProjectsBader Family Dollar

On October 5, 2006, we through our subsidiary, Eagle Palm I, LLC (Bader Family Dollar) entered into an arrangement with WB Properties of Georgia/MLK, LLC (WB Properties) an unaffiliated developer of commercial property, to develop a Family Dollar Store in Atlanta, GA. WB Properties owns 49%, and AARD owns 51% of Bader Family Dollar. Construction of the project has commenced and upon completion, all profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Bader Family Dollar.

AARD Plainfield

On November 30, 2006, we through our subsidiary, 2245 Main St, LLC (AARD Plainfield) entered into an arrangement with Situs Development Corp (Situs) an unaffiliated builder and developer of Fed Ex Kinko s stores. We intend to develop a Fed Ex Kinko s located in Plainfield, IN. Situs owns 49%, and AARD owns 51% of AARD Plainfield. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of AARD Plainfield

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AARD Evansville

On December 5, 2006, we through our subsidiary, 5020 Lloyd Expressway, LLC (AARD Evansville) entered into an arrangement with Situs Development Corp (Situs) an unaffiliated builder and developer of Fed Ex Kinko s stores. We intended to develop a Fed Ex Kinko s in a location in Evansville, IN, but have changed our plans to develop a Cingular Wireless Store at this location Situs owns 49%, and AARD owns 51% of AARD Evansville. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of AARD Evansville.

AARD Greeley

On November 30, 2006, we through our subsidiary, AARD-Charmar Greeley, LLC (AARD Greeley) entered into an arrangement with Charmar Properties, an unaffiliated developer of commercial property. We purchased two adjoining sites in Greeley, CO and intend to develop a Firestone Tire Center on one site and a Starbuck s and additional retail on the other. Charmar Properties owns 49%, and AARD owns 51% of AARD Greeley. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of AARD Greeley.

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 intended 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 119th and Ridgeview LLC (Ridgeview). ADG owns 49%, and AARD owns 51% of Ridgeview. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Ridgeview. As of March 31, 2007 we have made no progress towards developing the project. We are currently assessing alternatives to moving forward which include finding other retail uses for the property or selling the raw land in the open market.

West Valley

On November 21, 2005, we through our subsidiary, South Glen Eagles Drive, LLC (West Valley) entered into an arrangement with 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%, and AARD owns 51% of West Valley. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of West Valley. In November, 2006 we broke ground on the Grease Monkey project and it is currently under construction. We also subdivided the property and have an additional retail lot which is currently under contract to sell to an unaffiliated third party.

AARD Stonegate Econolube

On October 25, 2005 we through our subsidiary, AARD Stonegate Econolube, LLC Stonegate 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%, and AARD owns 51% of Stonegate. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Stonegate. As of March 31, 2007, we had not yet begun construction on the project, but are in the final preconstruction phase and are preparing to move forward with construction.

Buckeye

On November 8, 2006, we through our subsidiary, AARD Buckeye, LLC (Buckeye) entered into an arrangement with Simon Development Corp (Simon) an unaffiliated builder and developer and operator of convenience stores and gas stations. We intend to develop a C Store, Gas Station and Carwash located in Buckeye, AZ. Simon owns 49%, and AARD owns 51% of Buckeye. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Buckeye.

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AARD Charmar Arlington Boston Pizza

On December 28, 2006, we through our subsidiary, AARD Charmar Arlington Boston Pizza, LLC (Charmar Boston Pizza) entered into an arrangement with Charmar Property Acquisitions (Charmar) an unaffiliated developer of commercial properties. We intend to develop a Boston Pizza restaurant located in Arlington, TX. Charmar owns 49%, and AARD owns 51% of Charmar Boston Pizza. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Charmar Boston Pizza.

AARD MDJ Goddard LLC

On February, 2007, we through our subsidiary, AARD MDJ Goddard, LLC (Goddard) entered into an arrangement with MDJ Development LLC (MDJ) an unaffiliated builder and developer of Goddard School locations. We intend to develop a Goddard School located in San Antonio, TX. MDJ owns 49%, and AARD owns 51% of Goddard. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Goddard.

AARD Esterra Mesa 1,2,3 & 4, LLC s

In October 2006, we purchased approximately 3.75 acres of commercial property in Mesa, AZ, which are intended to be subdivided into four separate commercial sites. On March 19, 2007, through four subsidiaries, AARD Esterra Mesa 1, LLC, AARD Esterra Mesa 2, LLC, AARD Esterra Mesa 3, LLC and AARD Esterra Mesa 4, LLC (collectively, Esterra Mesa 1-4), we entered into an arrangement with Esterra Development LLC (Esterra) an unaffiliated developer of commercial properties. We intend to obtain leases and develop the sites. Esterra owns 49%, and AARD owns 51% of Esterra Mesa 1-4. All profits from the sale of the projects will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Esterra Mesa 1-4.

(3) Real Estate Held for Sale

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 had intended 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%. As of March 31, 2007, the Cypress Sound project had not yet progressed forward and we are currently in negotiations with Mr. Harper to purchase our interest in Cypress Sound.

Laveen

On June 14, 2005, we through our subsidiary, 53rd and Baseline, LLC, (Laveen) entered into an arrangement with ADG, an unaffiliated builder and developer of Grease Monkey International automotive stores. We intended to develop a Grease Monkey located in Laveen, Arizona. ADG owns 49%, and AARD owns 51% of Laveen. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Laveen. As of March 31, 2007 we have made no progress towards developing the project. As of March 31, 2007 we had the property under contract to sell to an unaffiliated third party, which subsequently closed on May 4, 2007.

American Fork

On June 14, 2005, we through our subsidiary, State & 130th, LLC (American Fork) entered into an arrangement with ADG, an unaffiliated builder and developer of Grease Monkey International automotive stores.

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In September, 2005 we purchased property located in American Fork, UT, which was subsequently subdivided into two separate lots, each owned by State & 130th, LLC. We developed a Grease Monkey and a Fed Ex Kinko's on the two sites and both were completed and occupied in the fourth quarter of 2006.

On December 13, 2006, we sold the Grease Monkey to an unaffiliated third party for \$1,060,000. As of March 31, 2007, the Fed Ex Kinko's property is under contract to be sold to an unaffiliated third party.

Bluffton 278

On June 14, 2005, we through our subsidiary, Hwy 278 & Hwy 170, LLC, (Bluffton 278) entered into an arrangement with ADG, an unaffiliated builder and developer of Grease Monkey International automotive stores. We intended to develop a Grease Monkey located in Bluffton, South Carolina. ADG owns 49%, and AARD owns 51% of Bluffton 278. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Bluffton 278. As of March 31, 2007 we have made no progress towards developing the project. We are currently assessing alternatives to moving forward which include finding other retail uses for the property or selling the raw land in the open market.

Bluffton 46

On April 1, 2006, we through our subsidiary, Hwy 46 and Bluffton Pkwy, LLC (Bluffton 46) entered into an arrangement with ADG, an unaffiliated builder and developer of Grease Monkey International automotive stores. We intended to develop a Grease Monkey located in Bluffton, South Carolina. ADG owns 49%, and AARD owns 51% of Bluffton 46. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Bluffton 46. As of March 31, 2007, we have made no progress towards developing the project. We are currently assessing alternatives to moving forward which include finding other retail uses for the property or selling the raw land in the open market.

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. We completed development of the project, and intend on leasing the remainder of the building before selling it to investors. AARD owns 51%, and Echo Sierra Enterprises and NOI Four each own 24.5% of Westminster OP7. All profits from the sale of the project will be distributed in accordance with the terms and conditions agreed upon by both parties in the operating agreement of Westminster OP7.

(4) Related Party Transactions

GDBA Investments, LLLP

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. On September 28, 2006, GDBA Investments replaced the Agreement to Fund with a new investment structure that included 250,000 shares of Series A Convertible Preferred Stock at \$12.00 per share, a \$3.5 million Senior Subordinated Note and a \$3.5 million Senior Subordinated Revolving Note.

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 Note and the Senior Subordinated Revolving Note both mature on September 28, 2009 and carry a floating 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, which resets and is payable quarterly. Both the Senior Subordinated Notes and the Senior Subordinated Revolving Notes are subordinated to our Senior Credit Facility and Vectra Bank Colorado.

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On March 31, 2007 our total dividend payable to GDBA was \$36,986 and our outstanding principal balances on our Senior Subordinated Note and Senior Subordinated Revolving Note were:

| | |
|------------------------------------|------------------|
| Senior subordinated note | \$ 3,634,756 |
| Senior subordinated revolving note | 3,500,000 |
| | |
| Total | \$ 7,134,756 |

DB Marketing LTD

We utilize the marketing services of DB Marketing LTD for most of our marketing efforts as well as our public relations and investor relations. The principal of DB Marketing, LTD is Mr. Doug Backman, who is the son of Mr. G. Brent Backman our majority shareholder and a director of our company. We paid a total of \$32,284 to DB Marketing during the quarter ended March 31, 2007.

(5) Notes Receivable and Development Deposits

During the course of acquiring properties for development, Across America Real Estate Corp, 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 \$946,096 in earnest money deposits outstanding at March 31, 2007. These deposits were held by development partners who have each secured them through promissory notes held by us. These promissory notes generally are callable on demand and carry an interest rate of 12% per annum.

(6) Property and Equipment

The Company's property and equipment consisted of the following at March 31, 2007:

| | |
|---------------------------------|----------------|
| Equipment | \$ 21,898 |
| Furniture and fixtures | 16,630 |
| Computers and related equipment | 19,322 |
| Software and intangibles | 39,800 |
| Leasehold improvements | 6,251 |
| | \$ 103,901 |
| less accumulated depreciation | (14,700) |
| | \$ 89,201 |

Depreciation expense totaled \$7,747 and \$1,598 for the quarters ended March 31, 2007 and March 31, 2006 respectively. Depreciation expense for the quarter ended March 31, 2007 includes \$642 related to the depreciation of equipment under capital lease.

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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 March 31, 2007 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.

Series A Convertible Preferred Stock

As of March 31, 2007 the Company has 517,000 shares of Series A Convertible Preferred Stock authorized and issued. 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.

Stock Based Compensation

On November 8, 2006 Across America Real Estate Corp's Board of Directors approved the issuance of options under the Corporation's 2006 Incentive Compensation Plan. Under the plan the company is authorized issue shares or options to purchase shares up not to exceed 1,000,000 shares. Options granted shall not be exercisable more than ten years after the date of the grant. The exercise price of any option grant shall not be less than the fair market value of the stock price on the date of the grant.

Under the plan, three of the company's officers were granted options to purchase a total of 385,000 shares of common stock at the closing stock price as of November 8, 2006, which was \$1.65 per share. The options were granted with a five year term and a vesting schedule of 25% per year for four years on the anniversary date of employment beginning with the next anniversary date for each employee.

The fair value of the each option was calculated on the grant date of November 8, 2006 using the Black-Scholes model and was valued at \$0.94 using the following assumptions and inputs:

| | |
|-------------------------|---------|
| Risk free interest rate | 4.61% |
| Expected life | 5.0 |
| Dividend yield | 0.00% |
| Expected volatility | 62.69% |
| Fair Value | \$ 0.94 |

On March 6, 2007, three of the Company's directors were granted options under the plan to purchase a total of 15,000 shares of common stock at the closing stock price as of March 6, 2007, which was \$2.75 per share. The options were granted with a five year term and a vesting schedule of 25% per year for four years on the anniversary date of the grant.

The fair value of the each option was calculated on the grant date of March 6, 2007 using the Black-Scholes model and was valued at \$1.94 using the following assumptions and inputs:

| | |
|-------------------------|---------|
| Risk free interest rate | 4.48% |
| Expected life | 5.0 |
| Dividend yield | 0.00% |
| Expected volatility | 86.87% |
| Fair Value | \$ 1.94 |

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There are a number of assumptions and estimates used in calculating the fair value of options. These include the expected term of the option, the expected volatility and the risk free interest rate. These assumptions are included in the charts above. The basis for our expected volatility and expected term estimates is a combination of our historical information. The risk-free interest rate is based upon yields of U.S. Treasury strips with terms equal to the expected life of the option or award being valued. Across America Real Estate Corp does not currently pay a dividend on its common stock nor does the Company expect to pay a dividend on its common stock.

The total amount of compensation calculated for the full amount of options granted is \$390,969, of which \$29,069 accounted for options granted during the quarter ended March 31, 2007. We accrue the stock based compensation expense in the periods in which the options vest. For the quarter ended March 31, 2007, we accrued \$31,163 in expense related to stock based compensation.

Stock option activity for the quarter ended March 31, 2007 is summarized as follows:

| | Number of Options | Options Outstanding | | Aggregate Intrinsic Value | Shares Exercisable | Options Exercisable | | |
|---------------------------------|-------------------------|--|--|---------------------------------|-----------------------|--|--|---------------------------------|
| | | Weighted Average Exercise Price | Weighted Remaining Contractual Term | | | Weighted Average Exercise Price | Weighted Remaining Contractual Term | Aggregate Intrinsic Value |
| Balance at December 31, 2005 | | | | | | | | |
| Activity during 2006: | | | | | | | | |
| Granted | 385,000 | 1.65 | 4.9 | | | | | |
| Expired/Cancelled | | | | | | | | |
| Forfeited | | | | | | | | |
| Exercised | | | | | | | | |
| Balance at December 31, 2006 | 385,000 | 1.65 | 4.9 | 1,732,500 | | | | |
| Activity during 2007: | | | | | | | | |
| Granted | 15,000 | 2.75 | 5.0 | | | | | |
| Expired/Cancelled | | | | | | | | |
| Forfeited | | | | | | | | |
| Exercised | | | | | | | | |
| Balance, at March 31, 2007 | 400,000 | 1.69 | 4.6 | 96,250 | | | | |

Table of Contents**(8) Income Taxes**

The provision for income taxes consists of the following:

Income tax expense (benefit):

Current tax expense (benefit):

| | |
|---------|-------------|
| Federal | \$ (70,384) |
| State | (10,896) |

| | |
|-------------------------------------|-------------|
| Total current tax expense (benefit) | \$ (81,280) |
|-------------------------------------|-------------|

Deferred tax expense (benefit):

| | |
|---------|--------------|
| Federal | \$ (113,691) |
| State | (17,764) |

| | |
|------------------------------|-----------|
| Total net deferred tax asset | (131,455) |
|------------------------------|-----------|

| | |
|--|--------------|
| | \$ (212,735) |
|--|--------------|

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 for income tax purposes.

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

Deferred tax assets:

| | |
|--------------------|------------|
| Partnership income | \$ 220,337 |
|--------------------|------------|

| | |
|---------------------------|------------|
| Total deferred tax assets | \$ 220,337 |
|---------------------------|------------|

Deferred tax liability:

| | |
|----------------------------|--------|
| Provision for income taxes | 723 |
| Lease income | 16,050 |
| Depreciation | 43,902 |

| | |
|------------------------------|-----------|
| Total deferred tax liability | \$ 60,675 |
|------------------------------|-----------|

| | |
|------------------------------|------------|
| Total net deferred tax asset | \$ 159,662 |
|------------------------------|------------|

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

| | |
|--------------------------------------|-------------|
| Tax at US federal statutory rates | \$ (70,384) |
| State income taxes, net of federal | (10,896) |
| Change in beginning deferred balance | (131,455) |

| | |
|--------------------------|--------------|
| Total income tax benefit | \$ (212,735) |
|--------------------------|--------------|

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. As of March 31, 2007, the Company has a valuation allowance of \$ -0-.

Table of Contents**(9) 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.

| | Balance January 1, 2007 | Earnings allocated to Noncontrolling Interest | Earnings disbursed/accrued for Noncontrolling Interest | Balance March 31, 2007 |
|---------------|-------------------------------|--|--|------------------------------|
| Cypress | \$ 4,594 | \$ | \$ | \$ 4,594 |
| 2245 Main | | 2,384 | | 2,384 |
| Bluffton | 2,502 | | | 2,502 |
| Bluffton 46 | 60 | | | 60 |
| Laveen | 298 | | | 298 |
| West Valley | 298 | | | 298 |
| American Fork | 9,194 | 3,525 | | 12,719 |
| OP7 | | (12,356) | | (12,356) |
| Total | \$ 16,946 | \$ (6,447) | \$ | \$ 10,499 |

(10) 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 United States Federal Deposit Insurance Corporation (FDIC). The loss that would have resulted from that risk totaled \$635,313 at March 31, 2007, 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.

(11) Operating Lease Commitments*Lessee*

The Company entered into an office sublease agreement on October 28, 2006, which commenced December 11, 2006 and expires December 31, 2007. The lease payment is \$4,432 per month.

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

| | |
|-------------------|-----------|
| December 31, 2007 | \$ 39,888 |
|-------------------|-----------|

Lessor

The Company, as 51% owner of AARD OP7 Westminster, LLC, receives rental income from its property held for sale in the amount of \$12,100 per month. The agreement commenced September and expires April 22, 2020 or upon sale of the property. Combined current and future rental receipts under the agreements are as follows:

| | |
|------------|--------------|
| 2007 | \$ 108,900 |
| 2008 | 145,200 |
| 2009 | 145,200 |
| 2010 | 145,200 |
| 2011 | 145,200 |
| thereafter | 1,201,127 |
| | \$ 1,890,827 |

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The Company earned \$36,329 in rental income for the quarter ended March 31, 2007. There is no allowance made as of March 31, 2007 for uncollectible rent as the Company believes all rents to be collectible.

(12) Notes Payable**Vectra Bank:**

On April 25, 2005, we received a \$10,000,000 financing commitment under a Senior Credit Agreement from 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. 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. The interest rate on each note is equal to the 30 day LIBOR plus 2.25%. 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 principals.

On August 3, 2006 we executed a First Amendment to our Senior Credit Agreement with Vectra Bank extending the expiration date of the facility to July 21, 2007, which is renewable annually. 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 March 31, 2007, we had three outstanding notes under this facility with a principal amount totaling \$1,884,969. Total interest accrued through March 31, 2007 was \$34,356.

Academy Bank:

On September 7, 2006 we took out an 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. The note carries a variable interest rate equal to the 6 month LIBOR plus 2.45%, and resets every six months. Academy Bank retains a First Deed of Trust on the property financed and has the personal guarantee of GDBA Investments, LLLP and its principals. As of March 31, 2007 the outstanding principal amount was \$1,540,000 and total accrued interest was \$10,410.

As of March 31, 2007 our total outstanding principal due on all outstanding notes payable and our annual schedule of repayment is as follows:

As of March 31, 2007

| | |
|----------|------------------|
| 2007 | \$ 428,452 |
| 2008 | 3,041,283 |
| | |
| Total \$ | \$ 3,469,735 |

Table of Contents**(13) 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.

The Company entered into a sublease agreement with Matrix Tower Holdings, LLC on October 28, 2006. As part of the agreement, the Company has agreed to pay \$500 per month for the use of the existing furniture at the premise. On December 1, 2007 AARD shall purchase the furniture for \$10.

The future minimum lease payments under the lease are as follows:

| | |
|-----------------------|-----------|
| 2007 | \$ 7,079 |
| 2008 | 2,772 |
| 2009 | 2,772 |
| 2010 | 2,079 |
| | \$ 14,702 |
| less imputed interest | 503 |
| | \$ 14,199 |

Assets held under capital leases are recorded at the fair value of the leased asset at the inception of the lease. Amortization expense is computed using the straight-line method over the shorter of the estimated useful lives of the assets or the period of the related lease.

(14) Private Placement Transaction

On September 28, 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 Mr. Joseph Zimlich, BOCO Investments, LLC's Chief Executive Officer, purchased 17,000 shares of Series A Convertible Preferred Stock at \$12.00 per share in his own name.

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. Both the Senior Subordinated Notes and the Senior Subordinated Revolving Notes are subordinated to our Senior Credit Facility with Vectra Bank Colorado.

On March 31, 2007 our outstanding principal balances on our Senior Subordinated Note and Senior Subordinated Revolving Note were:

| | |
|------------------------------------|--------------|
| Senior subordinated note | \$ 3,634,757 |
| Senior subordinated revolving note | 3,500,000 |
| Total | \$ 7,134,757 |

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On March 31, 2007 we also had dividends payable of \$36,986 to BOCO Investments and \$2,515 to Mr. Zimlich.

(15) Spin Off of Subsidiaries

On January 10, 2007, the Company's directors approved, subject to the effectiveness of a registration with the Securities and Exchange Commission, a spin-off to Company shareholders of record as of March 1, 2007 (the Record Date), on a pro rata basis, with one share each of Across America Real Estate Exchange, Inc. and Across America Financial Services, Inc. to be issued for each ten shares issued and outstanding of Company common stock or common stock upon conversion of Company preferred stock owned by such shareholders as of the Record Date. The registration statements of Across America Real Estate Exchange, Inc. and Across America Financial Services, Inc. became effective on February 21, 2007 and March 19, 2007, respectively. The new shares of Across America Real Estate Exchange, Inc. and Across America Financial Services, Inc. were distributed to Company shareholders on or about March 23, 2007.

(16) Subsequent Events

GDBA and BOCO Subordinated Line

On April 14, 2007, we completed a related party transaction with GDBA Investments, LLLP and BOCO Investments, LLC which included an additional \$6 million in subordinated debt, consisting of \$3 million from each party. The facility matures December 31, 2007 with the provision for one six-month extension. The facility has a floating interest rate equal to the 10 year Treasury plus 650 basis points, which is payable and resets quarterly.

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.

Table of Contents**(17) Selling, General and Administrative Expense**

The Company's selling, general and administrative expense for the quarter ended March 31, 2007 was \$826,202 compared to \$281,461 for the quarter ended March 31, 2006. The major components of selling, general and administrative expense are as follows:

| Expense Type | Quarter Ended March 31, 2007 | Quarter Ended March 31, 2006 |
|---|---------------------------------|---------------------------------|
| Payroll | \$ 517,086 | \$ 148,839 |
| Professional fees | 95,225 | 69,987 |
| Other employee expense | 57,595 | 10,597 |
| Stock option compensation expense | 31,163 | |
| Marketing | 30,285 | 13,818 |
| Other | 94,848 | 38,220 |
| Total Selling, general and administrative | \$ 826,202 | \$ 281,461 |

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.

(a) 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.

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WHILE WE HAVE GENERATED A MODEST PROFIT IN TWO OF OUR LAST THREE FISCAL YEARS, THERE IS NO GUARANTEE THAT WE WILL BE PROFITABLE IN THE FUTURE.

Our revenues for the fiscal year ended December 31, 2006 were \$8,459,994. We had a net loss of \$735,771 for the fiscal year ended December 31, 2006. On the other hand, 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. Although we have had a modest profit in two of the past three fiscal years, we cannot say whether we will be able to achieve sustained profitability. We were not profitable in our most recent fiscal quarter. 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.

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, 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 COMMITMENTS WITH TWO SIGNIFICANT SHAREHOLDERS.

We are currently dependant upon our relationships with GDBA Investments, LLLP,(GDBA), our largest shareholder, and BOCO Investments, LLC,(BOCO) a private Colorado limited liability company. Each has provided us with funding through a \$10 million subordinated debt vehicle and a \$3 million preferred convertible equity. We would be unable to fund any projects if we lose our current funding commitment from these shareholders. In addition, our senior credit facility with Vectra Bank Colorado, which is renewable annually, has been guaranteed by GDBA and its principals. We are currently seeking to renew our senior credit facility without the continuation of these guarantees but cannot guarantee that we will be able to do so. In any case, we expect to rely upon both GDBA and BOCO for funding commitments for the foreseeable future.

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

As of March 31, 2007, we had total indebtedness under our various credit facilities of approximately \$17.7 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 compared to our competitors that may have less indebtedness.

In addition, our credit facilities permit us to incur substantial additional indebtedness in the future. As of March 31, 2007, we had approximately \$12.3 million available to us for additional borrowing under our \$30 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.

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.

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WE PAY INTEREST ON ALL 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.

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.

MANAGEMENT OF POTENTIAL 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.

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.

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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 impact of 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.

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 James W. Creamer, III, our Chief Financial Officer, could have a material, adverse impact on our operations. We have no written employment agreements with any officers and directors, including Ms. Schmitt or Mr. Creamer. We have not obtained key man life insurance on the lives of any of these individuals.

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 engaged 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 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;

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- * 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.

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.

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We act as a co-developer, including as a financier, to develop built-to-suit real estate projects for specific retailers and other tenants who sign long-term leases for use of the property. Our primary source of revenue is from profits we receive upon the sale of our projects upon completion; however we also receive revenue from preferred dividends on our invested capital in projects, management fees we charge to our projects and rental income from our completed projects before their disposition. In addition we may share in certain revenues directly related to our projects with our development partners such as development fees and leasing and sales commissions

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.

In October, 2006, management began to implement a national sales strategy where five sales regions were created throughout the United States, to include the Pacific Northwest, Southwest, South Central, Midwest and East regions. Regional vice presidents were hired to manage each of the regions, which encompass five to six states. Management focused on hiring people with significant experience and established contacts in real estate, specifically in the triple net small-box retail space. Each regional vice president is responsible for marketing our services to retailers and developers throughout their regions, as well as hire and manage sales representatives and utilize independent contractors to cover the smaller markets in their regions. Additionally, we also hired a national sales manager, who in addition to supervising the regional sales vice presidents, is responsible for the marketing the company to national retail chains.

On April 2, 2007, we hired a Senior Vice President of Operations. This individual will have the responsibility for the review of new project opportunities, oversight of projects in process and the sale of properties at project completion.

On April 14, 2007, we completed a related party transaction with GDBA Investments, LLLP and BOCO Investments, LLC which included an additional \$6 million in subordinated debt, consisting of \$3 million from each party. The facility matures December 31, 2007 with the provision for one six-month extension. The facility has a floating interest rate equal to the 10 year Treasury plus 650 basis points, which is payable and resets quarterly.

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.

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Our principal business address is 700 17th Street, Suite 1200, 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 March 31, 2007 and March 31, 2006.

Our revenues for the quarter ended March 31, 2007 were \$227,984 compared to revenues for the quarter ended March 31, 2006 of \$1,875,078. We had no project sales for the quarter ended March 31, 2007 compared to project sales of \$1,723,000 for the quarter ended March 31, 2006. Based on our current projects in construction, management believes that this trend will reverse in the upcoming quarters. We had rental income for the quarter ended March 31, 2007 of \$36,329 compared to \$125,078 for the quarter ended March 31, 2006, which is attributable to having fewer rent producing properties in the current quarter versus the prior year. Because we target selling properties as soon as they are completed and occupied, we don't anticipate that these revenues will increase substantially over the next several quarters. Management fees, for the quarter ended March 31, 2007 were \$191,655 compared to \$27,000 for the quarter ended March 31, 2006. Management fee are primarily comprised of origination fees taken by us as we enter into new projects. We would anticipate these revenues will increase going forward as we continue our marketing efforts to increase our projects.

We recognize cost of sales on projects during the period in which they are sold. We had no cost of sales for the quarter ended March 31, 2007 compared to \$1,462,852 for the quarter ended March 31, 2006.

Selling, general and administrative costs were \$826,202 for the quarter ended March 31, 2007 compared to \$281,461 for the quarter ended March 31, 2006. This increase was 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 \$413,467 for the quarter ended March 31, 2007 compared to a net loss of \$44,017 for the quarter ended March 31, 2006. The net loss applicable to common shareholders, after preferred stock dividends was \$489,955 for the quarter ended March 31, 2007 compared to \$44,017 for the quarter ended March 31, 2006. The substantial increase in net loss was primarily due to having no project sales revenue for the quarter combined with a substantial increase in selling, general and administrative costs incurred, particularly with the addition of new management and sales staff in the second half of 2006. Given that our targeted project cycle is between seven and eight months and we recognize the majority of our revenue once a project is sold upon completion, there is an expected lag of increased revenues to offset the increased cost of our additional sales and infrastructure. We anticipate that much of the increased revenue from our additional project sales efforts will be realized in the second half of 2007. We would anticipate generating enough revenue in 2007 to support the additional infrastructure and believe we will return to profitability.

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Liquidity and Capital Resources

Cash and cash equivalents, were \$803,204 on March 31, 2007 compared to \$1,097,440 on December 31, 2006.

Cash used in operating activities increase to \$4,119,020 for the quarter ended March 31, 2007 compared to \$343,595 for the quarter ended March 31, 2006. This was primarily the result of our increase project flow and funding construction in progress as reclassifying projects into real estate held for sale that were anticipated to be sold, but did not close in the quarter. As we continue to increase our project pipeline, we anticipate that cash used in operations will continue to be significant.

Cash used in investing activities increased to \$387,367 for the quarter ended March 31, 2007 compared to \$9,654 provided by investing activities for the quarter ended March 31, 2006. 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. The issuance of these notes receivable were substantially higher for the quarter ended March 31, 2007 compared to March 31, 2006 given our increased project pipeline activity, which we would expect to continue.

Cash provided by financing activities increased to \$4,212,151 for the quarter ended March 31, 2007 compared to \$592,834 for the quarter ended March 31, 2006 due to our increase project activity. As we continue to increase our project pipeline we expect that our cash provided by financing activities will continue to be significant. On March 31, 2007 we were fully drawn on our two Senior Subordinated Revolving Notes, which we subsequently increased and we had availability of \$5,507,500 on our Senior Credit Facility as of March 31, 2007.

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 continued growth.

Recently Issued Accounting Pronouncements

In February 2006, the FASB issued SFAS No. 155, Accounting for Certain Hybrid Financial Instruments an amendment of FASB Statements No. 133 and 140. Companies are required to apply Statement 155 as of the first annual reporting period that begins after September 15, 2006. The Company does not believe adoption of SFAS No. 155 will have a material effect on its consolidated financial position, results of operations or cash flows.

In March 2006, the FASB issued SFAS No. 156, Accounting for Servicing of Financial Assets an amendment of FASB Statement No. 140. Companies are required to apply Statement 156 as of the first annual reporting period that begins after September 15, 2006. The Company does not believe adoption of SFAS No. 156 will have a material effect on its consolidated financial position, results of operations or cash flows.

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In June 2006, the FASB issued Interpretation No. 48, *Accounting for Uncertainty in Income Taxes – An Interpretation of FASB Statement No. 109*, (FIN 48). FIN 48 clarifies the accounting for uncertainty in income taxes recognized in an enterprise's financial statements in accordance with FASB Statement No. 109, *Accounting for Income Taxes*. FIN 48 also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of a tax position taken or expected to be taken in a tax return that results in a tax benefit. Additionally, FIN 48 provides guidance on de-recognition, statement of operations classification of interest and penalties, accounting in interim periods, disclosure, and transition. This interpretation is effective for fiscal years beginning after December 15, 2006. The Company will adopt FIN 48 as of January 1, 2007, as required. The Company has determined that there is no impact in adopting FIN 48.

In September 2006, the SEC staff issued Staff Accounting Bulletin No. 108 (SAB 108), *Considering the Effects of Prior Year Misstatements when Quantifying Misstatements in Current Year Financial Statements*, which addresses how uncorrected errors in previous years should be considered when quantifying errors in current-year financial statements. SAB 108 requires companies to consider the effect of all carry over and reversing effects of prior-year misstatements when quantifying errors in current-year financial statements and the related financial statement disclosures. SAB 108 must be applied to annual financial statements for the first fiscal year ending after November 15, 2006. We are currently assessing the impact of adopting SAB 108 but do not expect that it will have a material impact on our financial condition or results of operations.

In September 2006, the FASB issued Statement of Financial Accounting Standards No. 157, *Fair Value Measurement*, (FAS 157). This Standard defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. FAS 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. We have not determined the effect that the adoption of FAS 157 will have on our consolidated results of operations, financial condition or cash flows.

On September 29, 2006, the FASB issued SFAS No. 158, *Employers' Accounting for Defined Benefit Pension and Other Postretirement Plans – an amendment of FASB Statements No. 87, 88, 106, and 132(R)*. SFAS No. 158 requires an entity to recognize in its statement of financial position the overfunded or underfunded status of a defined benefit postretirement plan measured as the difference between the fair value of plan assets and the benefit obligation. An entity will be required to recognize as a component of other comprehensive income, net of tax, the actuarial gains and losses and the prior service costs and credits that arise pursuant to FASB Statements No. 87, *Employers' Accounting for Pensions* and No. 106, *Employers' Accounting for Postretirement Benefits Other Than Pensions*. Furthermore, SFAS No. 158 requires that an entity use a plan measurement date that is the same as its fiscal year-end. An entity will be required to disclose additional information in the notes to financial statements about certain effects on net periodic benefit cost in the upcoming fiscal year that arise from delayed recognition of the actuarial gains and losses and the prior service costs and credits. The requirement to recognize the funded status of a defined benefit postretirement plan and the related disclosure requirements is effective for fiscal years ending after December 15, 2006. The requirement to change the measurement date to the year-end reporting date is for fiscal years ending after December 15, 2008. We do not anticipate this statement will have any impact on our results of operations or financial condition.

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.

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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.

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

None.

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

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 March 31, 2007: January 18, 2007, January 25, 2007, and February 26, 2007, all relating to Form FD Disclosures.

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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: May 14, 2007

By: /s/ Ann L. Schmitt

Ann L. Schmitt
President, Chief Executive Officer,

Dated: May 14, 2007

By: /s/ James W Creamer III

James W Creamer III
Treasurer, Chief Financial Officer

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EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|---------------------------|---|
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