

1 Rob Charles, NV Bar 6593
3993 Howard Hughes Parkway, Suite 600
2 Las Vegas, Nevada 89169-5996
Email: RCharles@LRLaw.com
3 Phone: (702) 949-8320
Facsimile: (702) 949-8321
4 *Attorneys for USACM Liquidating Trust*

5
6
7
8 United States District Court

9 District of Nevada

10 USACM Liquidating Trust,

11 Plaintiffs,

12 v.

13 Placer County Land Speculators, LLC, aka
Placer County Land Investors, LLC;
14 Douglas Carson Trustee of the Douglas W.
Carson Trust; J V Marrone Trustee for the
15 benefit of The J V Marrone Revocable Trust
dated 12/12/95; William H. Favro & Carol M.
16 Favro Trustees of the Favro Trust dated
9/14/00; Bernard A. Kloenne Trustee of the
17 Bernard Kloenne Living Trust dated
10/10/86; William P. Austin & Mary Lee
18 Austin, joint tenants with right of
survivorship; Iris G. Corley Trustee of the Iris
19 G. Corley Trust dated 9/19/84; Saul Roisental
& Ilene Roisental Trustees of the Roisental
20 Family Trust; Wara LP, a Pennsylvania
limited partnership; Norman Teeter, a single
21 man; Bruce Sonnenberg & Rosemary
Sonnenberg, husband & wife, as joint tenants
22 with right of survivorship; KTaylorGO
Investments, LTD, a Texas company;
23 Christina M. Kehl, an unmarried woman;
Kehl Development, an Iowa corporation;
24 Peter E. Sprock Trustee of the Peter E. Sprock
2001 Trust; James R. Simmons, Jr. & Patsy
25 K. Simmons Trustees of the 1998 Simmons
Family Revocable Trust Dated 10/2/1998;
26 Albert Montero Trustee of the Albert Montero

No. 2:08-cv-1276

Complaint and Application For
Appointment of Receiver

LEWIS
AND
ROCA
LLP
LAWYERS

1 Family Trust U/A dated 11/3/94; Roger C.
2 Bruce, a single man; Helms Homes, LLC, a
3 Nevada limited liability company; William H.
4 Lenhart Trustee of the William H. Lenhart
5 Living Trust; Gordon N. Stimpson &
6 Marjorie I. Stimpson Co-Trustees of The
7 Stimpson Family Trust Dated 5/9/00; Everett
8 H. Johnston Trustee of the Everett H.
9 Johnston Family Trust dated 1/24/90; Walter
10 Klevay & Gail Klevay, husband & wife;
11 Pamela M. Conboy, an unmarried woman;
12 Orban H. Reich Trustee of the Orban H.
13 Reich Trust dated 12/27/00; Hannah Brehmer,
14 an unmarried woman & Marti McAllister, a
15 married woman dealing with her sole &
16 separate property, as joint tenants with right
17 of survivorship; Michael Pezzano & Lisa
18 Pezzano, husband & wife, as joint tenants
19 with right of survivorship; Marshall J. Brecht
20 & Janet L. Brecht Trustees of the Marshall J.
21 Brecht Trust dated 2/5/86; Cynthia A. Winter,
22 a married woman dealing with her sole &
23 separate property; Alan Robinson & Gail
24 Robinson, husband & wife, as joint tenants
25 with right of survivorship; D. Joseph Doucet
26 & Louise M. Doucet Trustees of the D.
Joseph & Louise M. Doucet 1989 Trust dated
3/30/89; David R. Fuller & Monica Fuller
Trustees of the David R. Fuller & Monica D.
Fuller Trust; Davis Investments, a Nevada
partnership; Edward S. DeBolt & Sharron
DeBolt Trustees of the DeBolt Living Trust
dated 7/30/01; Eddie Mayo, an unmarried
man & Jocelyne Helzer, an unmarried
woman, as joint tenants with right of
survivorship; Cynthia Milanowski Trustee of
the Cynthia Milanowski Trust; Denise A.
Murphy, a single woman; August J. Amaral,
Inc., a Nevada corporation; Donna Webb, a
single woman; Shirley M. Collins Trustee as
her sole & separate property under the Collins
Family Trust dated 1/29/93; Annie Omaye &
Stanley Omaye Trustees of the Omaye 1990
Trust; Arnold Alves & Agnes Alves Trustees
of the Alves Family Trust dated 10/27/89; Kip
E. Virts & Melissa A. Virts, husband & wife,
as joint tenants with right of survivorship;
Donna Lou Denny Trustee of The Denny
1983 Marital Trust dated 2/14/83; Mahendra
C. Mody, a single man; Nicholas A.
Steinmetz & Cynthia M. Steinmetz Trustees

LEWIS
AND
ROCA
LLP
LAWYERS

1 of the 2001 Steinmetz Family Trust; Roger N.
2 Havekost, a married man dealing with his sole
& separate property; Jay E. Henman Trustee
3 of the Jay E. Henman Retirement Plan;
Elizabeth Stryks Shaw, a single woman; Paul
4 D. Bradshaw Trustee of the Bradshaw Family
Trust dated 8/18/99; Chester R. McDowell, a
5 single man.; Maurice A. Cauchois &
Jacqueline M. Cauchois Trustees of the M & J
6 Cauchois Family Trust dated 2/25/93;
Michaelian Holdings, LLC, a Nevada limited
7 liability company; Robert D. Mierau &
Sandra J. Mierau Trustees of the Mierau
8 Living Trust dated 9/14/98; Pedro Luis
Barroso & Carol Ann Barroso Trustees for the
9 benefit of the Pedro L. & Carol A. Barroso
Trust dated 11/29/90; Franz J. Zimmer
10 Trustee of the Franz J. Zimmer Revocable
Trust dated 02/05/97; Anthony V. Gambello
& Elizabeth Gambello Trustees of The
11 Gambello Trust; Gregory L. Freeman Trustee
of the Lillian M. Freeman Trust dated
12 5/31/85; Dr. Joselito Tan Burgos Jr. a single
man; Alan R. Simmons & Judith B. Simmons,
13 husband & wife, as joint tenants with right of
survivorship; Gary A. Michelsen, an
14 unmarried man; Don D. Meyer, an unmarried
man & Dennis E. Hein, an unmarried man, as
15 joint tenants with right of survivorship; Glen
J. Brecht & Janine K. Brecht Trustees of the
16 Glen J. Brecht Trust dated 1/24/86; Fred
Holland & Marjorie Holland Trustees of the
17 The Holland Family Trust dated 1993; June
Cook Trustee of the Alvin Broido Marital
18 Trust U/A dated 4/24/72; Robert H. Perlman
& Lynn R. Perlman Trustees of the Robert H.
19 Perlman & Lynn R. Perlman Trust dated
9/17/92; James D. Dery & Ann R. Dery,
20 husband & wife; John M. Tripp Trustee of the
Tripp Family Trust 1997; Woodrow Smith &
21 Mary Alyce Smith, as joint tenants with right
of survivorship; Howard L. Craig & Frankye
22 D. Craig Trustees of the Craig Living Trust
dated 08/10/00; Dr. Stanley Alexander
23 Trustee of the Stanley Alexander Trust;
William J. Kassel Trustee of the Kassel 1988
24 Trust; Kevin Kehl, a married man dealing
with his sole & separate property; Darlene
25 Hammond Trustee of the Dar Living Trust
dated 2/12/03; Virgil L. Birgen & La Donna
26 F. Birgen Trustees of the Birgen Charitable

1 Trust dated 8/1/90; Gary N. Taylor Trustee of
2 the Gary N. Taylor PSP; Kenneth B. Van
3 Woert Trustee of the Sheehan Van Woert
4 Bigotti Architects 401(k) PSP & Trust dated
5 7/1/98; Wesley L. Monroe & Jeannie M.
6 Monroe, as joint tenants with right of
7 survivorship; James H. Lidster & Phyllus M.
8 Lidster Trustees of the James H. Lidster
9 Family Trust dated 1/20/92; Turner
10 Development, LLC, a California limited
11 liability company; Joyce E. Smith Trustee of
12 the Joyce E. Smith Trust dated 11/3/99;
13 Barbara Sue Luthi Trustee of the Barbara Sue
14 Luthi Trust dated 7/9/97; Gilbert Manuel,
15 Trustee of the Gilbert Manuel Living Trust
16 dated 1/3/92; Edwin L. Hausler, Jr., Trustee
17 for the Edwin Lowell Hausler, Jr. Living
18 Trust dated 1/3/92; Russell M. Blood & Judy
19 A. Blood Trustees of the Blood Family Trust
20 dated 5/18/99; Rains Properties, LP, a Nevada
21 limited partnership; Adrian J.R. Oosthuizen, a
22 married man dealing with his sole & separate
23 property; Frederick W. Kewell, II Trustee of
24 the Kewell Living Trust dated 7/18/89;
25 Frederick W. Kewell II, Trustee of the
26 Barbara J. Kewell Trust dated 7/18/89; Robin
B. Graham & Celia Allen-Graham Trustees of
the Graham Family Trust dated 10/26/78;
Larry L. Rieger & Patsy R. Rieger Trustees of
the Larry L. Rieger & Patsy R. Rieger
Revocable Trust dated 8/14/91; Clawiter
Associates, LLC, a California limited liability
company; Shelley Wike Cranley Trustee of
The S.W. Cranley Revocable Trust dated
2/20/03; Monighetti, Inc., a Nevada
corporation; Ardis Weible & Dean F. Weible
Co-Trustees of the Weible 1981 Trust dated
6/30/81; Donald E. Redmon & Jaylyle
Redmon Trustees of the Donald E. Redmon &
Jaylyle Redmon Family Trust dated 10/31/95;
Maurice Jones & Marlene Y. Jones Trustees
of the Jones Family Trust dated 9/3/98; Mary
E. Dunlop Trustee of the Mary E. Dunlop
1992 Trust dated 7/29/03; Charles E. Borom
& Lanna G. Borom, husband & wife, as joint
tenants with right of survivorship; Arthur V.
Adams Trustee of the Arthur V. Adams Trust
dated 9/12/97; Noel S. Gouveia, a married
man dealing with his sole & separate
property; Alvin L. Allen & Valerie Allen,
husband & wife, as joint tenants with right of

LEWIS
AND
ROCA
LLP
LAWYERS

1 survivorship; Nancy L. Gouveia Trustee of
 2 the Nancy L. Gouveia Trust dated 10/23/98;
 3 R. Lance Loughlin, a married man; Olga
 4 O'Buch Trustee of the Olga O'Buch Trust
 5 dated 5/28/98; William L. Hane & Marcia L.
 6 Hane Trustees of the William L. Hane Family
 7 Trust dated 9/1/95; James W. Lehr & Julie
 8 Anne Lehr, husband & wife, as joint tenants
 9 with right of survivorship; Jennefer Cole
 10 Peele Trustee of the Peele Bypass Trust dated
 11 2/10/87; Marsha Kendall Trustee of the David
 12 A. Gean Revocable Trust dated 4/3/92;
 13 Lawrence H. Reynolds & Jayne L. Reynolds,
 14 husband & wife, as joint tenants with right of
 15 survivorship; Dennis Raggi, a married man
 16 dealing with his sole & separate property;
 17 Barbara M. Sanchez Trustee of The Barbara
 18 M. Sanchez 2002 Revocable Living Trust
 19 dated 4/4/02; Robert Essaff & Cindy H.
 20 Essaff Trustees of the Essaff Family Trust
 21 dated 6/18/02; MLH Family Investment
 22 Limited, a Texas company; James B. Corison
 23 Trustee of the James B. Corison Trust dated
 24 12/3/98; Louis John Canepa Trustee of the
 25 Louis John Canepa Revocable Trust dated
 26 6/18/98; Brian K. Gallagher & Mariateresa
 Gallagher, husband & wife, as joint tenants
 with right of survivorship; Phil L. Pfeiler &
 Loy E. Pfeiler, husband & wife, as joint
 tenants with right of survivorship; Pensco
 Trust Company Custodian For Robert
 William Ulm IRA; Elmer Eugene Gilbert, Jr.,
 a married man dealing with his sole &
 separate property; Carol A. Kelly, a single
 woman; Ronald R. Carter & Leslie A. Carter
 Trustees of the Ronald R. Carter & Leslie A.
 Carter Revocable Trust dated 10/24/91; Blair
 E. Roach & Barbara K. Roach, husband &
 wife, as joint tenants with right of
 survivorship; Melvin B. Wright & Susan D.
 Wright Trustees of the S.B. Wright Family
 Trust dated 12/28/94; Donald E. Shoup &
 Sharon K. Shoup, husband & wife, as joint
 tenants with right of survivorship; Steven K.
 Anderson Trustee of the Steven K. Anderson
 Family Trust dated 6/30/94; David B.
 McDougall & Barbara K. McDougall,
 husband & wife, as joint tenants with the right
 of survivorship; Frank Charles Ruegg, Jr. &
 Margaret S. Ruegg Trustees of The Ruegg
 Living Trust dated 11/28/94; Robert DiBias &

1 Louise G. Sherk Trustees of the Louise G.
2 Sherk, MD, a medical corporation, Employee
3 Benefit Plan Trust; Premiere Holdings Inc.
4 Defined Benefit Pension Plan & Trust; First
5 Savings Bank Custodian For Louise Teeter
6 IRA Rollover; John H. Warner, Jr. & Linda
7 M. Warner Trustees of The Warner Family
8 Trust dated 3/17/00; Larry Fernandez Trustee
9 of the Fernandez Family Trust dated 6/20/84;
10 Frank Russell, Jr., a married man dealing with
11 his sole & separate property; Fred J. Foxcroft
12 & Roberta Foxcroft Trustees of the Foxcroft
13 Living Trust dated 1/10/02; Gary Larson &
14 Dolores Larson, husband & wife, as joint
15 tenants with right of survivorship; Gene
16 Smith & Emily Smith, husband and wife, as
17 joint tenants with right of survivorship; Jack
18 Humphry & Alice Humphry Trustees of the
19 Humphry 1999 Trust; Jack Polen Trustee of
20 the Jack & Gladys Polen Family Trust dated
21 6/28/88; John D. Eichhorn & Jill A. Eichhorn,
22 husband & wife, as joint tenants with right of
23 survivorship; Jo M. Gledhill Trustee of the
24 Gledhill Revocable Family Trust; John A.
25 Ippolito & Patricia M. Ippolito Trustees of the
26 Ippolito Family Trust dated 8/31/89; Joseph
G. Zappulla & Carol A. Zappulla, husband &
wife, as joint tenants with right of
survivorship; Moshe Ram & Barbara Ram
Trustees for the benefit of The Ram Family
Trust dated 6/22/01; Nancy K. Rivard &
David L. Olden Trustees of the Nancy
Kathryn Rivard & David Lee Olden Trust
dated 7/20/83; Robert J. Kehl & Ruth Ann
Kehl, husband & wife, as joint tenants with
right of survivorship; Robert S. Speckert
Trustee of the Robert S. Speckert Rev. Living
Trust dated 6/11/92; Richard L. Bowman
Trustee for the benefit of The Bowman 1989
Revocable Trust; Ronald Kreykes & Linda
Kreykes, husband & wife, as tenants in
common; Edward Schreiber & Sally
Schreiber Trustees of the Schreiber Family
Trust; Shirley Jean Tuffanelli Trustee of the
Shirley Jean Tuffanelli Trust dated 6/18/91;
Teresa Anne Bell Trustee of the Teresa Anne
Bell Living Trust; Sylvia M. Good Successor
Trustee under the Sylvia M. Good Survivor's
Trust established under the Sam Good Family
Trust dated 6/25/86 as amended & restated
3/14/91; Robert H. Turner & Nancy A. Turner

LEWIS
AND
ROCA
LLP
LAWYERS

1 Trustees of the 1994 Turner Family Trust
2 dated 9/23/94; Lloyd F. Van Sickle Trustee of
3 The Van Sickle Family Trust dated 5/20/99;
4 Neil G. Buckwald Trustee of the Buckwald
5 Revocable Trust dated 2/11/92; Harold E.
6 Pals Trustee of the Claire H. Pals Revocable
7 Living Trust U/A dated 12/11/02; James B.
8 Cardwell & Reba Jo Cardwell Trustees of the
9 Cardwell Family Trust; Leslie Irwin, a single
10 woman; Donald T. Flood & Betty R. Flood
11 Trustees of the Flood Family Trust dated
12 12/24/85; Earl Howsley, Jr. a married man
13 dealing with his sole & separate property;
14 Gale Gladstone-Katz Trustee of the Gale
15 Gladstone-Katz Revocable Living Trust dated
16 12/10/03; Ann Ulfelder & Leonard Ulfelder,
17 wife & husband, as joint tenants with right of
18 survivorship; First Savings Bank Custodian
19 For Peggy Ann Valley IRA; Nancy Golden, a
20 married woman dealing with her sole &
21 separate property; B & W Precast
22 Construction, Inc., a California corporation;
23 Arthur V. Johnson & Susan A. Johnson
24 Trustees of the Johnson Family Trust dated
25 2/18/04; Clifton H. Spindle & Verna R.
26 Spindle, husband & wife, as joint tenants with
right of survivorship; Edward H. Kim, an
unmarried man; William C. Eastland & Carol
A. Eastland Trustees of the Eastland Family
Joint Living Trust dated 1/18/00; Wolf Dieter
Voss & Claudia Voss Trustees of The Voss
Family Trust Under Trust dated 10/4/99; Paul
Fedrizzi & Jane E. Fedrizzi, husband & wife,
as joint tenants with right of survivorship;
Nevada Trust Company Custodian for Cal-
Mark Beverage Company Defined Benefit
Plan; Sam Costanza, Trustee of The Costanza
1987 Decedent's Trust; Maureen A. Hjelte &
G. Craig Hjelte, husband & wife, as joint
tenants with right of survivorship; Homfeld II,
LLC, a Florida limited liability company;
Jerry L. Gage & Darlene C. Gage Trustees of
the Dakota Trust dated 9/16/96; Waldemar
Hanslik & Katharina Hanslik Trustees of the
Hanslik Family Trust dated 12/23/91; Bruce
R. LeMar, an unmarried man; Evelyn A. Ives
Trustee of the Mevin J. Ives & Evelyn A. Ives
QTIP Trust; Larry D. Lehrmann & Kathleen
F. Lehrmann Trustees of the Lehrmann
Family Trust dated 4/19/96; Linda C. Vlautin
Trustee of the Linda C. Vlautin Trust dated

LEWIS
AND
ROCA
LLP
LAWYERS

1 10/31/01; Mark L. Eames & Sandra K.
2 Eames, husband & wife, as joint tenants with
3 right of survivorship; Robert L. Allgeier &
4 Donna L. Allgeier Trustees of the R. L.
5 Allgeier Family Trust dated 10/4/97; William
6 D. Wickland & Victoria R. Wickland,
7 husband & wife, as joint tenants with right of
8 survivorship; Rachel Riehle, an unmarried
9 woman; Stephen B. Polacheck Trustee of the
10 Polacheck & Associates, Inc. Profit Sharing
11 Plan dated 2/20/73; William L. Montgomery,
12 Jr., an unmarried man; Terry Markwell
13 Trustee of the Terry Markwell Profit Sharing
14 Plan & Trust; Fraley Limited Partnership, a
15 Nevada limited partnership; Grable B.
16 Ronning, an unmarried woman; Charles B.
17 Anderson Trustee of the Charles B. Anderson
18 Trust; Jason L. Holt & Sally A. Holt, husband
19 & wife, as joint tenants with right of
20 survivorship; Ray L. Coffin & Toni H.
21 Coffin, husband & wife, as joint tenants with
22 right of survivorship; Robert J. Moretto &
23 Josephine Moretto Trustees of the Moretto
24 Family Living Trust dated 9/19/94; Helena A.
25 Bova, a single woman; Don F. Carrier & Sara
26 L. Carrier Trustees of the Carrier Family
Trust dated 8/9/91; Marvin L Nicola Trustee
of the Marvin Lynn Nicola Family Trust
dated 6/13/78; Richard N. Dahlke, a married
man dealing with his sole & separate
property; Guy Archer, a married man dealing
with his sole & separate property; Robert W.
Roberts & Donna R. Roberts, husband &
wife, as joint tenants with right of
survivorship; Kenneth H. Wyatt & Phyllis P.
Wyatt Trustees of The Kenneth H. & Phyllis
P. Wyatt Family Trust; William W. Ogren &
Betty R. Ogren, husband & wife, as joint
tenants with right of survivorship; James
Michael Moore & Jody C. Moore, husband &
wife, as joint tenants with right of
survivorship; Zawacki, a California LLC;
Richard D. Wood Trustee of the Wood Living
Trust dated 10/1/99; Dunham Trust Company
Trustee of the Frederick W. Kewell IRA;
Larry R. Brasuell & Susan L. Brasuell
Trustees of The Larry R. & Susan L. Brasuell
1996 Living Trust dated 7/22/96; Raymond J.
Zurfluh, Jr. & Shirley J. Zurfluh, husband &
wife, as joint tenants with right of
survivorship; Leland K. Swanson & Lena M.

1 Swanson Trustees of the Swanson Family
 2 Trust dated 9/14/94; Morris Massry, a married
 3 man dealing with his sole & separate
 4 property; Rita P. Anderson Trustee For the
 5 Benefit of Rita P. Anderson Trust; Douglas
 6 Tichenor & Susan Tichenor, husband & wife,
 7 as joint tenants with right of survivorship;
 8 Patricia A. Herrin & Terry W. Royder, wife &
 9 husband, as joint tenants with right of
 10 survivorship; First Savings Bank Custodian
 11 For Albert Blumenthal IRA; Barry J.
 12 Goldstein & Patricia B. Goldstein, as joint
 13 tenants with right of survivorship; Henri L.
 14 Louvigny & Marcelle A. Louvigny Co-
 15 Trustees For The Benefit Of The Henry L.
 16 Louvigny & Marcelle A. Louvigny Family
 17 Trust dated 10/18/84; Jacqueline S.
 18 Stroehmann, an unmarried woman; Jack
 19 Goldenthal & Sylvia Goldenthal, husband &
 20 wife, as joint tenants with right of
 21 survivorship; Michael C. Maroko & Haviva
 22 Maroko Trustees of the Michael C Maroko &
 23 Haviva Maroko 2001 Revocable Intervivos
 24 Trust dated 12/19/01; Anna Lieblein, an
 25 unmarried woman & John Drakoules, an
 26 unmarried man; Jester, LP, a Nevada limited
 partnership; Jay C. McLaughlin & Peggy Ann
 Valley Trustees of the McLaughlin-Valley
 Trust dated 2/24/97; First Trust Co. Of Onaga
 Custodian for Frank Wasko as Beneficiary of
 the Stephanie Wasko IRA; Randy M. Sanchez
 & Sharon Sanchez Trustees of the Sanchez
 Living Trust dated 10/13/03; Sheldon
 Portman & Marion G. Portman Trustees of
 the Sheldon & Marion G. Portman Trust
 dated 11/01/85; Roy H. Hibdon & Oma C.
 Hibdon, husband & wife, as joint tenants with
 right of survivorship; Robert A. Kehl and
 Tina M. Kehl, husband & wife, as joint
 tenants with right of survivorship, as
 assignees of Krystina A. Kehl, a single
 woman; Ernie C. Young Trustee of The Ernie
 C. Young Living Trust dated 9/23/96; Teresa
 G. Zeller Trustee of the Teresa G. Zeller
 Trust; Carol A. Fischer Trustee of the Carol
 A. Fischer Trust dated 8/5/05; Kenneth Addes
 & Victoria Addes Co-Trustees of the Addes
 Trust; John A. M. Handal, a single man;
 Robert J. Rossetter & Jane L. Rossetter,
 husband & wife, as joint tenants with right of
 survivorship; Arthur P. Schnitzer & Lynn S.

1 Schnitzer Trustees of the Schnitzer Living
2 Trust dated 10/29/91; Douglas O'Herron &
3 Nancy O'Herron Trustees of the Douglas &
4 Nancy O'Herron Revocable Trust dated
5 4/2/02; Carey B. Sigmen & Lisa K. Sigmen
6 Trustees of The Carey B. Sigmen & Lisa K.
7 Sigmen Trust dated 3/3/97; Michael
8 Hilgenberg & Shellie Hilgenberg, husband &
9 wife, as joint tenants with right of
10 survivorship; First Savings Bank Custodian
11 For Michael H. Greeley IRA; J. Richard
12 McMichael & Karen L. McMichael Trustees
13 of the McMichael Living Trust dated
14 12/16/88; Louis H. Turner & Shirley M.
15 Turner Trustees of the Louis H. & Shirley M.
16 Turner Family Trust dated 9/9/97; Dr. Toya
17 V. Russell, a single woman; First Savings
18 Bank Custodian For Randy Sanchez IRA;
19 Allan R. Eisenbach & Jayne M. Eisenbach,
20 husband & wife, as joint tenants with right of
21 survivorship; Travis L. Killebrew & Lorna F.
22 Killebrew, husband & wife, as joint tenants
23 with right of survivorship; Tamara Dias
24 Trustee of the Separate Property Trust of
25 Tamara Dias dated 12/04/00; Stater Family
26 Ltd Partnership; Elan Reddell Trustee of the
Elan Reddell Revocable Living Trust dated
8/4/03; Neal J. Stehly & Kam E. Stehly
Trustees of the Neal & Kam Stehly Family
Trust dated 1/8/00; Thomas D. Lynch Trustee
of The Thomas D. Lynch 1995 Revocable
Living Trust; Edward D. Lynch, a single man;
Barbara Ram, a married woman dealing with
her sole & separate property, & Ilana Yakuel,
a married woman dealing with her sole &
separate property; Bernardo G. Gregorio &
Corazon S. M. Gregorio, husband & wife, as
joint tenants with right of survivorship; John
Austin Werthing, Sr. & Sallie Mae Werthing
Trustees of The Werthing Senior Family
Trust dated 10/22/01; Gemini 5 Family
Limited Partnership; Grable B. Ronning
Trustee of the Bosworth 1988 Family Trust
for the benefit of Eric Ronning dated 11/4/88;
Floyd M. Spindle an unmarried man
transferable on death to A. Cheryl Sergeant;
Evelyn A. Calhoun, an unmarried woman
transferable on death to Dale E. Calhoun;
Melvin W. Kerner Trustee of the Kerner
Revocable Trust B dated 3/16/81; Crosbie B.
Ronning, a single woman; Mildred P. Kesler



1 Trustee of the Lindsey H. Kesler Family
2 Revocable Trust dated 10/15/80; GSL
3 Investments LLC, a Nevada limited liability
4 company; Richard Glenn Leiby & Carol K.
5 Leiby Trustees of the Leiby Family 1992
6 Trust dated 7/8/92; Robert D. Smith, an
7 unmarried man & Jane Feld, an unmarried
8 woman, as joint tenants with right of
9 survivorship; Emery T. Smith & Mary C.
10 Smith, husband & wife, as joint tenants with
11 right of survivorship; Richard Woldorsky, a
12 single man; Stanley J. Baldwin & Patricia A.
13 Baldwin, husband & wife, as joint tenants
14 with right of survivorship; Jor Law, a single
15 man; Ronald O. Dixon & Heidi R. Dixon,
16 husband & wife, as joint tenants with right of
17 survivorship; First Savings Bank Custodian
18 For Larry H. Anderson IRA; Alvina Agatha
19 Sedlak Trustee of the Alvina Agatha Sedlak
20 Living Trust dated 6/23/04; Harold Corcoran
21 & Joyce Corcoran, husband & wife, as joint
22 tenants with right of survivorship; Michael
23 Tarr, a single man; Michael W. Cecil, a
24 married man dealing with his sole & separate
25 property; John R. Fleiner & Karen M. Fleiner,
26 husband & wife, as joint tenants with right of
survivorship; Joan M. Arends Trustee of the
Arends Family Trust; Tamara Dias Trustee of
the Helms Grandchildren Educational Trust
For the Benefit of Jarod Dias dated 7/21/98;
Frank A. Cerrone & Shari L. Cerrone
Trustees of The Cerrone Family Trust dated
1/26/96; Terry Helms Trustee of the Terry
Helms Living Trust dated 11/11/94; Robert
Bennett, a married man dealing with his sole
& separate property & Dorothy Bennett, a
single woman, as joint tenants with right of
survivorship; Scott K. Canepa Charitable
Supporting Organization; Edna P. Wilson, a
married woman dealing with her sole &
separate property & Sloan D. Wilson, an
unmarried man, as joint tenants with the right
of survivorship; First Savings Bank Custodian
For Karen E. Sass IRA; Edward G. Loughlin,
an unmarried man & Thelma E. Guevara, an
unmarried woman, as joint tenants with right
of survivorship; Dean Watson, a married man
dealing with his sole & separate property;
Gerald W. Wickland & Irene F. Wickland Co-
Trustees of the Wickland Family Trust dated
2/10/81; Gary J. O'Hara & Janice D. O'Hara



1 Co-Trustees of the O'Hara Family Trust dated
2 2/26/93; Gail A. Freitas Trustee of the Gail A.
3 Freitas Revocable Trust dated 6/20/03; ACS
4 Properties, Inc., a Florida corporation; First
5 Savings Bank Custodian For Carol Kiland
6 IRA; Pat A Dolce & Lora Dean Dolce,
7 husband & wife, as joint tenants with right of
8 survivorship; William Chad Berry, a single
9 man; Christine Moschogianis; Edwin Perez &
10 Antonia Perez, husband & wife, as joint
11 tenants with right of survivorship; Gene
12 Smith & Emily Smith, husband & wife, &
13 Patricia Gunn, a married woman dealing with
14 her sole & separate property, as joint tenants
15 with right of survivorship; Milton P Kaplan,
16 MD, TTEE FBO the Milton P Kaplan Profit
17 Sharing Plan Dtd 10/1/77; Larry M. Brown &
18 Marie S. Brown, husband & wife, as joint
19 tenants with right of survivorship; Michael S.
20 Freedus & Helen C. Freedus, husband & wife,
21 as joint tenants with right of survivorship;
22 Adib M. Al-Awar & Ellen A. Al-Awar
23 Trustees of the Al-Awar Living Trust dated
24 04/05/01; First Savings Bank Custodian For
25 Robert Sullivan IRA; First Savings Bank
26 Custodian For Jay P. Hingst IRA; James M.
McConnell and Maudrene F. McConnell,
Trustees of the McConnell Family Trust dated
12/3/81; Rodney C. Hulse and Cathryn J.
Hulse, trustees of the Hulse Family Trust;
Eric J. Schmitt and Valerie L. Schmitt,
Trustees of The Schmitt Trust; Robert W.
Ulm Trustee of the Robert W. Ulm Living
Trust dated 4/11/05; Robert R. Wade Trustee
of the Robert R. Wade Revocable Trust dated
5/22/01; James R. Bonfiglio & Donna M.
Bonfiglio General Partners of the Broadwalk
Investments Limited Partnership; Stanley
Ferraro, a married man, Florence Ferraro, a
married woman, and Mildred Fischermann, a
single woman, all as joint tenants with the
right of survivorship; Eric B. Freedus and
Linda P. Freedus, husband and wife, as joint
tenants with the right of survivorship; First
Savings Bank Custodian For George A. Di
Gioia IRA; Marion B. Dittman, an unmarried
woman; MacDonald Center for the Arts and
Humanities; Joseph Tobias, a married man;
Harvey A. Kornhaber, a single man; William
L. McQuerry, Trustee of the McQuerry
Family Trust dated 1/25/80; Stephen L.

LEWIS
AND
ROCA
LLP
LAWYERS

1 Wilcox and Gail M. Wilcox, husband and
2 wife, as joint tenants with the right of
3 survivorship; Charles E. O'Neill and Lois
4 O'Neill, husband and wife, as joint tenants
5 with right of survivorship; Myrtle C. Roscelli,
6 a married woman, and Georgette M. Chiappe,
7 a married woman, as joint tenants with the
8 right of survivorship ; Pensco Trust Company
9 Custodian For Gary Hogan IRA H01BD;
10 Anita A. York, a married woman dealing with
11 her sole and separate property; Vicky L.
12 Nakashima, an unmarried woman; First
13 Savings Bank Custodian For Brian L. Riley
14 IRA; John R. Fleiner and Karen M. Fleiner,
15 Trustees of the John R. & Karen M. Fleiner
16 Family Trust dated 12/14/05; Malden
17 Ventures Ltd. Defined Benefit Pension Plan;
18 Land Exchange Accommodators; Chai Miller
19 LLC; Debt Acquisition Company of America
20 V, LLC; Dolores Y. Erickson; Margaret
21 Cangelosi; Compass Partners LLC ; William
22 J. Weldon; Sierra Liquidity Fund, LLC 1%;
23 Sierra Liquidity Fund, LLC 1.5%; Sierra
24 Liquidity Fund, LLC 2.5%;
25 First Savings Bank Custodian For Edward
26 Galvin IRA; First Trust Co. Of Onaga
Custodian For Morris Mansell IRA; Beverly
J. Hayes & Charles Hayes, wife & husband,
as joint tenants with right of survivorship;
Donna M. Cangelosi Trustee of the Donna M.
Cangelosi Family Trust; William R. Long, a
single man; James J. Duffy Jr. Trustee of the
Duffy 1986 Trust dated 6/18/86; Frank
Davenport, a single man; D. Joseph Doucet &
Louise M. Doucet Trustees of the D. Joseph
& Louise M. Doucet 1989 Trust dated
3/30/89; Daniel Meyers, a single man; Dennis
Flier Trustee of the Dennis Flier, Inc. Defined
Benefit Trust dated 6/29/87; John D. Lane &
Laura Jane Lane Trustees of the John D. Lane
& Laura Jane Lane Revocable Trust dated
3/7/03; Gerry Topp, a married man dealing
with his sole & separate property; Audrey A.
Roe Trustee of The Roe Living Trust dated
2/14/95; Robert L. Herpst Trustee of the
Herpst Family Trust dated 8/16/90; Craig
Wisch, a single man; Charles J. Boerio &
Patricia N. Boerio, joint tenants with right of
survivorship; Richard G. Vrbancic, a single
man; Donald W. Brehm, a married man
dealing with his sole & separate property;

1 Maurice A. Cauchois & Jacqueline M.
2 Cauchois Trustees of the M & J Cauchois
3 Family Trust dated 2/25/93; First Savings
4 Bank Custodian For John Cooke IRA;
5 Richard A. Helmberger & Genene M.
6 Helmberger, joint tenants with right of
7 survivorship; Patrick P. Lynch, a single man;
8 Pat M. Chiappetta & Joann Chiappetta
9 Trustees of The Chiappetta Trust dated
10 4/1/03; Dr. Joselito Tan Burgos Jr. a single
11 man; Gayle Ann Hopkins as assignee of
12 Michael H. Ricci, a married man dealing with
13 his sole & separate property; Daniel B. Lisek,
14 Claire Lisek & Gayle Harkins Trustees of the
15 Lisek Family Trust dated 1/29/92; Kenneth R.
16 Becker & Joanne T. Becker, husband & wife,
17 Grace Becker & Sarah Becker, their minor
18 children with right of survivorship; E. June
19 Smith Trustee of the Todd & E. June Smith
20 Family Trust; Roger Scott Anderson &
21 Tiffany Leigh Anderson, husband & wife, as
22 joint tenants with right of survivorship;
23 Robert H. Perlman & Lynn R. Perlman
24 Trustees of the Robert H. Perlman & Lynn R.
25 Perlman Trust dated 9/17/92; Blakes House
26 Floral & Balloon Co., a Nevada company;
Charles W. Remsen & Kristen J. Remsen
Trustees of the Charles W. & Kristen J.
Remsen Revocable Trust dated 4/17/00;
Evelyn G. Canepa & Scott Krusee Canepa
Trustees of the Evelyn G. Canepa Trust dated
9/19/00; Gregory D. Yonai Trustee of the
Gregory D. Yonai Family Trust; Ashley
Brooks, a single woman; Harold L. Miller
Trustee of the Art-Kay Family Trust; Helen
R. Pile, a widow & William E. Pile, a married
man dealing with his sole & separate
property, as joint tenants with right of
survivorship; Sagrario T. Evers Trustee of the
Sagrario T. Evers Living Trust dated 5/1/01;
Christiane Mencini-Baker Trustee of the
Christiane Mencini-Baker Revocable Trust;
James Columbus Presswood & Sharon Elaine
Presswood Trustees of the Presswood Living
Trust dated 12/18/02; James W. McCollum &
Pamela P. McCollum, husband & wife, as
joint tenants with right of survivorship; Jerry
W. Carter & Nancy L. Carter Trustees of the
Carter Family Trust dated 6/17/96; Sven-Eric
Levin & Linda Levin Co-Trustees of the
Sven-Eric & Linda Levin 1994 Trust dated

1 04/22/94; Alterio A.G. Banks Trustee of the
2 Alterio A.G. Banks Living Trust dated
3 2/13/96; Walter E. Seebach Trustee of the
4 Walter E. Seebach Living Trust dated
5 11/1/85; Patrick Edward O'Sullivan & Soon
6 Young O'Sullivan, husband & wife, as joint
7 tenants with right of survivorship; First
8 Savings Bank Custodian For Sharon E.
9 Presswood IRA; Kenneth W. Koerwitz & Jan
10 Case Koerwitz Trustees of the Kenneth W.
11 Koerwitz & Jan Case Koerwitz Family Trust
12 dated 5/13/03; Rocklin/Redding LLC; John
13 Roach & Mary Ann Roach, husband & wife,
14 as joint tenants with right of survivorship;
15 Charles E. Borom & Lanna G. Borom,
16 husband & wife, as joint tenants with right of
17 survivorship; Jennefer C. Peele Trustee of the
18 Peele Spousal Trust dated 2/10/87; Thomas
19 Avena & Cindy Avena, husband & wife, as
20 joint tenants with right of survivorship;
21 William E. Schnadt & Janet E. Schnadt
22 Trustees of the Schnadt Trust dated 6/18/93;
23 Shirley J. Sutton Trustee of the Shirley J.
24 Sutton Trust; John D. Lane, IV, an unmarried
25 man; First Savings Bank Custodian For
26 Alterio A.G. Banks IRA; Carol J. Simcock, a
single woman; Hilary A. Huffman & Cynthia
L. Huffman Trustees of the Huffman Family
Trust dated 5/28/98; Carl C. Hagen, an
unmarried man; David Kravitz & Mable R.
Kravitz Trustees of the Kravitz Family
Revocable Trust under agreement dated
12/9/99; Christine E Miller Trustee of the
Christine E Miller Revocable Trust dated
03/05/04; Fumiko Beals, a widow; John T.
Mrasz & Janet Mrasz Trustees of the John T.
Mrasz Enterprises, Inc. Defined Benefit Plan
dated 5/86; Peter W. Capone & Deidre D.
Capone, husband & wife, as joint tenants with
right of survivorship; First Savings Bank
Custodian For James C. Presswood IRA;
Brian K. Gallagher & Mariateresa Gallagher,
husband & wife, as joint tenants with right of
survivorship; Alexandra Kingzett, a married
woman dealing with her sole & separate
property; Robert S. Louis and Rose M. Louis,
Trustees of The Robert S. Louis and Rose M.
Louis Family Revocable Living Trust dated
4/22/05; Premiere Holdings Inc. Defined
Benefit Pension Plan & Trust; James S.
Nelson, a married man dealing with his sole

1 & separate property; Martin L. Manning, a
2 married man dealing with his sole & separate
3 property; Frank Reale, a single man; Lily
4 Markham, a married woman dealing with her
5 sole & separate property & Irene Anne
6 Markham-Tafoya, a married woman dealing
7 with her sole & separate property; Panagiotis
8 Dovanidis, a single man & Dimitra
9 Dovanidou, a married woman dealing with
10 her sole & separate property, as joint tenants
11 with right of survivorship; Robert Shapiro &
12 Betty Grant, husband & wife, as joint tenants
13 with right of survivorship; Herbert Lum
14 Trustee of the Herbert Lum Trust dated
15 11/27/96; Tobias J. Voneuw Trustee of the
16 Tobias J. Voneuw Revocable Trust dated
17 11/23/04; Tracy A. DeBerry, an unmarried
18 man; Leslie Irwin, a single woman; Ali M.
19 Abyane & Soheila M. Abyane Trustees of the
20 Abyane Family Trust dated 2/7/92; Brandon
21 Arner Cangelosi, an unmarried man & Donna
22 M. Cangelosi, a married woman dealing with
23 her sole & separate property, as joint tenants
24 with right of survivorship; Marc Scot
25 Etterman Trustee of the Marc Scot Etterman
26 Living Trust dated 2/11/03; First Savings
Bank Custodian For Carol J. Simcock IRA;
Sterling Tom Trustee of the Tom Trust; David
Gray Sterling & Mary Jane Sterling Trustees
of the Sterling Living Trust dated 02/02/00;
Dennis M. Greco & Gloria J. Greco, husband
& wife, as joint tenants with right of
survivorship; Robert R. Rodriguez, an
unmarried man; Mark L. Eames & Sandra K.
Eames, husband & wife, as joint tenants with
right of survivorship; Marie A. Maki &
Raymond E. Maki, husband & wife, as joint
tenants with right of survivorship; Robert D.
Phillips, an unmarried man; Rachel Riehle, an
unmarried woman; Edward Ramos &
Jacqueline Ramos Trustees of the Edward &
Jacqueline Ramos Family Trust dated 3/9/95;
Anton Trapman, an unmarried man; Charles
B. Anderson Trustee of the Charles B.
Anderson Trust; Robert H. Schultz & Sharon
L. Schultz Trustees of the Robert H. Schultz
& Sharon L. Schultz Living Trust dated
2/25/97; Work Holdings Inc., an Arizona
corporation; Alta Funding, Inc., a Florida
corporation; Carol Mortensen Trustee of the
Carol Mortensen Family Trust dated 9/9/90;



1 Delana D. Arnold, a married woman dealing
 2 with her sole & separate property; Zawacki, a
 3 California LLC; Barbara McClafin Trustee of
 4 the Revocable Living Trust Agreement of
 5 Barbara Fay McClafin; Gary E. Topp, a
 6 married man dealing with his sole & separate
 7 property; First Savings Bank Custodian For
 8 Gerald J. Caron IRA; Jeannine M. Gahring
 9 Trustee of the Jeannine M. Gahring
 10 Revocable Trust dated 6/27/97; Sheldon
 11 Portman & Marion G. Portman Trustees of
 12 the Sheldon & Marion G. Portman Trust
 13 dated 11/01/85; Priscilla M. Guptail, an
 14 unmarried woman; James Cielen, a married
 15 man dealing with his sole & separate
 16 property; George Motto & Jane R. Motto,
 17 husband & wife, as joint tenants with right of
 18 survivorship; First Savings Bank Custodian
 19 For Ann Gordon IRA; First Savings Bank
 20 Custodian For Randy Sanchez IRA; Resident
 Agents of Nevada, Inc.; Kurt Tsai, an
 unmarried man; Gayle Harkins, a married
 woman dealing with her sole & separate
 property; Derby Investors, LLC; James R.
 Bonfiglio & Donna M. Bonfiglio General
 Partners of the Broadwalk Investments
 Limited Partnership; Leonard C. Adams and
 Denise M. Adams, trustees of The Leonard
 Adams Revocable Trust Under Trust
 Agreement dated July 11, 1983; Tiki
 Investment Enterprises LP, a Nevada Limited
 Partnership; Barry D. McWaters Trustee of
 the McWaters Living Trust dated 9/03/2005;
 Dolores Y. Erickson; Salvatore J. Reale,
 Trustee of the Salvatore J. Reale Revocable
 Trust dated November 15, 2004,

Defendants.

The USACM Liquidating Trust (“USACM Trust”) alleges:

Introduction

The USACM Trust is the servicing agent for substantially all of more than 300
 owners of a \$31,500,000 (principal) promissory note more fully described below (the
 “Placer 1 Note or Loan”) to Placer County Land Speculators, LLC, a California limited
 liability company (“Borrower”). The Placer 1 Note matured on May 10, 2006 without any

1 principal or interest payments being made. The unpaid Loan balance exceeds \$44 million.
2 Repayment of the Placer 1 Note is secured by a senior lien on about 338.3 acres of
3 undeveloped land in Placer County, California (the “Property”). At present, no action can
4 be taken to collect the Placer 1 Note, including completing a pending foreclosure sale, due
5 to lack of unanimous consent of each owner of the Placer 1 Note (each, hereafter a “Placer
6 1 Lender” and collectively, “Placer 1 Lenders”). By this action, the USACM Trust asks
7 the Court to appoint a receiver for the Placer 1 Loan to make decisions to enforce the
8 Note, subject to this Court’s approval, including foreclosure. Thereafter, the receiver
9 would logically protect, manage and ultimately dispose of the Property for the Placer 1
10 Lenders, again with Court approval. If a receiver can not be appointed to make the
11 decision to foreclose, the USACM Trust seeks judicial foreclosure of the lien securing the
12 Loan, or alternatively, partition of the Placer 1 Lenders’ interest in the Loan.

13 **Parties**

14 1. The USACM Trust was created pursuant to the Third Amended Joint
15 Chapter 11 Plan of Reorganization (the “Joint Plan”) filed by USA Commercial Mortgage
16 Company (“USACM”) and the other four debtors in jointly administered Case No. 06-
17 10725 (Docket No. 1799). The Joint Plan was confirmed by the Bankruptcy Court on
18 January 8, 2007. See Order Confirming the “Debtors’ Third Amended Joint Chapter 11
19 Plan of Reorganization,” As Modified Herein, docketed by the Court on January 8, 2007,
20 as Docket No. 2376 (“Confirmation Order”), and Findings of Fact and Conclusions of
21 Law in Support of the “Order Confirming the “Debtors’ Third Amended Joint Chapter 11
22 Plan of Reorganization, As Modified Herein,” docketed by the Court on January 8, 2007,
23 as Docket No. 2377. The Joint Plan became effective on March 12, 2007.

24 2. The Joint Plan expressly retained USACM’s causes of action for
25 enforcement by the USACM Trust, pursuant to 11 U.S.C. § 1123(b)(3)(B). The Joint Plan
26

1 also transferred all assets of USACM on the Effective Date to the USACM Trust. The
2 USACM Trust specifically retained the right to service the Placer 1 Note.

3 3. The USACM Trust is a liquidating trust organized under Nevada law. The
4 USACM Trust's beneficiaries are the holders of allowed unsecured claims against
5 USACM. Geoffrey L. Berman serves as the trustee of the USACM Trust. Numerous of
6 the Placer 1 Lenders identified below have filed proofs of claim against USACM arising
7 out of their investment in the Placer 1 Note. The USACM Trust's inability to foreclose
8 the lien of the Placer 1 Deed of Trust has delayed resolution of those claims.

9 4. *Placer 1 Lenders.* The USACM Trust alleges based upon its business
10 records that each of Douglas Carson Trustee of the Douglas W. Carson Trust; J V Marrone
11 Trustee for the benefit of The J V Marrone Revocable Trust dated 12/12/95; William H.
12 Favro & Carol M. Favro Trustees of the Favro Trust dated 9/14/00; Bernard A. Kloenne
13 Trustee of the Bernard Kloenne Living Trust dated 10/10/86; William P. Austin & Mary
14 Lee Austin, joint tenants with right of survivorship; Iris G. Corley Trustee of the Iris G.
15 Corley Trust dated 9/19/84; Saul Roisental & Ilene Roisental Trustees of the Roisental
16 Family Trust; Wara LP, a Pennsylvania limited partnership; Norman Teeter, a single man;
17 Bruce Sonnenberg & Rosemary Sonnenberg, husband & wife, as joint tenants with right of
18 survivorship; KTaylorGO Investments, LTD, a Texas company; Christina M. Kehl, an
19 unmarried woman; Kehl Development, an Iowa corporation; Peter E. Sprock Trustee of
20 the Peter E. Sprock 2001 Trust; James R. Simmons, Jr. & Patsy K. Simmons Trustees of
21 the 1998 Simmons Family Revocable Trust Dated 10/2/1998; Albert Montero Trustee of
22 the Albert Montero Family Trust U/A dated 11/3/94; Roger C. Bruce, a single man; Helms
23 Homes, LLC, a Nevada limited liability company; William H. Lenhart Trustee of the
24 William H. Lenhart Living Trust; Gordon N. Stimpson & Marjorie I. Stimpson Co-
25 Trustees of The Stimpson Family Trust Dated 5/9/00; Everett H. Johnston Trustee of the
26 Everett H. Johnston Family Trust dated 1/24/90; Walter Klevay & Gail Klevay, husband

1 & wife; Pamela M. Conboy, an unmarried woman; Orban H. Reich Trustee of the Orban
2 H. Reich Trust dated 12/27/00; Hannah Brehmer, an unmarried woman & Marti
3 McAllister, a married woman dealing with her sole & separate property, as joint tenants
4 with right of survivorship; Michael Pezzano & Lisa Pezzano, husband & wife, as joint
5 tenants with right of survivorship; Marshall J. Brecht & Janet L. Brecht Trustees of the
6 Marshall J. Brecht Trust dated 2/5/86; Cynthia A. Winter, a married woman dealing with
7 her sole & separate property; Alan Robinson & Gail Robinson, husband & wife, as joint
8 tenants with right of survivorship; D. Joseph Doucet & Louise M. Doucet Trustees of the
9 D. Joseph & Louise M. Doucet 1989 Trust dated 3/30/89; David R. Fuller & Monica
10 Fuller Trustees of the David R. Fuller & Monica D. Fuller Trust; Davis Investments, a
11 Nevada partnership; Edward S. Debolt & Sharron DeBolt Trustees of the DeBolt Living
12 Trust dated 7/30/01; Eddie Mayo, an unmarried man & Jocelyne Helzer, an unmarried
13 woman, as joint tenants with right of survivorship; Cynthia Milanowski Trustee of the
14 Cynthia Milanowski Trust; Denise A. Murphy, a single woman; August J. Amaral, Inc., a
15 Nevada corporation; Donna Webb, a single woman; Shirley M. Collins Trustee as her sole
16 & separate property under the Collins Family Trust dated 1/29/93; Annie Omaye &
17 Stanley Omaye Trustees of the Omaye 1990 Trust; Arnold Alves & Agnes Alves Trustees
18 of the Alves Family Trust dated 10/27/89; Kip E. Virts & Melissa A. Virts, husband &
19 wife, as joint tenants with right of survivorship; Donna Lou Denny Trustee of The Denny
20 1983 Marital Trust dated 2/14/83; Mahendra C. Mody, a single man; Nicholas A.
21 Steinmetz & Cynthia M. Steinmetz Trustees of the 2001 Steinmetz Family Trust; Roger N.
22 Havekost, a married man dealing with his sole & separate property; Jay E. Henman
23 Trustee of the Jay E. Henman Retirement Plan; Elizabeth Stryks Shaw, a single woman;
24 Paul D. Bradshaw Trustee of the Bradshaw Family Trust dated 8/18/99; Chester R.
25 McDowell, a single man.; Maurice A. Cauchois & Jacqueline M. Cauchois Trustees of the
26 M & J Cauchois Family Trust dated 2/25/93; Michaelian Holdings, LLC, a Nevada limited

1 liability company; Robert D. Mierau & Sandra J. Mierau Trustees of the Mierau Living
2 Trust dated 9/14/98; Pedro Luis Barroso & Carol Ann Barroso Trustees for the benefit of
3 the Pedro L. & Carol A. Barroso Trust dated 11/29/90; Franz J. Zimmer Trustee of the
4 Franz J. Zimmer Revocable Trust dated 02/05/97; Anthony V. Gambello & Elizabeth
5 Gambello Trustees of The Gambello Trust; Gregory L. Freeman Trustee of the Lillian M.
6 Freeman Trust dated 5/31/85; Dr. Joselito Tan Burgos Jr. a single man; Alan R. Simmons
7 & Judith B. Simmons, husband & wife, as joint tenants with right of survivorship; Gary A.
8 Michelsen, an unmarried man; Don D. Meyer, an unmarried man & Dennis E. Hein, an
9 unmarried man, as joint tenants with right of survivorship; Glen J. Brecht & Janine K.
10 Brecht Trustees of the Glen J. Brecht Trust dated 1/24/86; Fred Holland & Marjorie
11 Holland Trustees of the The Holland Family Trust dated 1993; June Cook Trustee of the
12 Alvin Broido Marital Trust U/A dated 4/24/72; Robert H. Perlman & Lynn R. Perlman
13 Trustees of the Robert H. Perlman & Lynn R. Perlman Trust dated 9/17/92; James D. Dery
14 & Ann R. Dery, husband & wife; John M. Tripp Trustee of the Tripp Family Trust 1997;
15 Woodrow Smith & Mary Alyce Smith, as joint tenants with right of survivorship; Howard
16 L. Craig & Frankye D. Craig Trustees of the Craig Living Trust dated 08/10/00; Dr.
17 Stanley Alexander Trustee of the Stanley Alexander Trust; William J. Kassel Trustee of
18 the Kassel 1988 Trust; Kevin Kehl, a married man dealing with his sole & separate
19 property; Darlene Hammond Trustee of the Dar Living Trust dated 2/12/03; Virgil L.
20 Birgen & La Donna F. Birgen Trustees of the Birgen Charitable Trust dated 8/1/90; Gary
21 N. Taylor Trustee of the Gary N. Taylor PSP; Kenneth B. Van Woert Trustee of the
22 Sheehan Van Woert Bigotti Architects 401(k) PSP & Trust dated 7/1/98; Wesley L.
23 Monroe & Jeannie M. Monroe, as joint tenants with right of survivorship; James H.
24 Lidster & Phyllus M. Lidster Trustees of the James H. Lidster Family Trust dated 1/20/92;
25 Turner Development, LLC, a California limited liability company; Joyce E. Smith Trustee
26 of the Joyce E. Smith Trust dated 11/3/99; Barbara Sue Luthi Trustee of the Barbara Sue

1 Luthi Trust dated 7/9/97; Gilbert Manuel, Trustee of the Gilbert Manuel Living Trust
2 dated 1/3/92; Edwin L. Hausler, Jr., Trustee for the Edwin Lowell Hausler, Jr. Living
3 Trust dated 1/3/92; Russell M. Blood & Judy A. Blood Trustees of the Blood Family Trust
4 dated 5/18/99; Rains Properties, LP, a Nevada limited partnership; Adrian J.R.
5 Oosthuizen, a married man dealing with his sole & separate property; Frederick W.
6 Kewell, II Trustee of the Kewell Living Trust dated 7/18/89; Frederick W. Kewell II,
7 Trustee of the Barbara J. Kewell Trust dated 7/18/89; Robin B. Graham & Celia Allen-
8 Graham Trustees of the Graham Family Trust dated 10/26/78; Larry L. Rieger & Patsy R.
9 Rieger Trustees of the Larry L. Rieger & Patsy R. Rieger Revocable Trust dated 8/14/91;
10 Clawiter Associates, LLC, a California limited liability company; Shelley Wike Cranley
11 Trustee of The S.W. Cranley Revocable Trust dated 2/20/03; Monighetti, Inc., a Nevada
12 corporation; Ardis Weible & Dean F. Weible Co-Trustees of the Weible 1981 Trust dated
13 6/30/81; Donald E. Redmon & Jaylyle Redmon Trustees of the Donald E. Redmon &
14 Jaylyle Redmon Family Trust dated 10/31/95; Maurice Jones & Marlene Y. Jones Trustees
15 of the Jones Family Trust dated 9/3/98; Mary E. Dunlop Trustee of the Mary E. Dunlop
16 1992 Trust dated 7/29/03; Charles E. Borom & Lanna G. Borom, husband & wife, as joint
17 tenants with right of survivorship; Arthur V. Adams Trustee of the Arthur V. Adams Trust
18 dated 9/12/97; Noel S. Gouveia, a married man dealing with his sole & separate property;
19 Alvin L. Allen & Valerie Allen, husband & wife, as joint tenants with right of
20 survivorship; Nancy L. Gouveia Trustee of the Nancy L. Gouveia Trust dated 10/23/98; R.
21 Lance Loughlin, a married man; Olga O'Buch Trustee of the Olga O'Buch Trust dated
22 5/28/98; William L. Hane & Marcia L. Hane Trustees of the William L. Hane Family
23 Trust dated 9/1/95; James W. Lehr & Julie Anne Lehr, husband & wife, as joint tenants
24 with right of survivorship; Jennefer Cole Peele Trustee of the Peele Bypass Trust dated
25 2/10/87; Marsha Kendall Trustee of the David A. Gean Revocable Trust dated 4/3/92;
26 Lawrence H. Reynolds & Jayne L. Reynolds, husband & wife, as joint tenants with right

1 of survivorship; Dennis Raggi, a married man dealing with his sole & separate property;
2 Barbara M. Sanchez Trustee of The Barbara M. Sanchez 2002 Revocable Living Trust
3 dated 4/4/02; Robert Essaff & Cindy H. Essaff Trustees of the Essaff Family Trust dated
4 6/18/02; MLH Family Investment Limited, a Texas company; James B. Corison Trustee of
5 the James B. Corison Trust dated 12/3/98; Louis John Canepa Trustee of the Louis John
6 Canepa Revocable Trust dated 6/18/98; Brian K. Gallagher & Mariateresa Gallagher,
7 husband & wife, as joint tenants with right of survivorship; Phil L. Pfeiler & Loy E.
8 Pfeiler, husband & wife, as joint tenants with right of survivorship; Pensco Trust Company
9 Custodian For Robert William Ulm IRA; Elmer Eugene Gilbert, Jr., a married man dealing
10 with his sole & separate property; Carol A. Kelly, a single woman; Ronald R. Carter &
11 Leslie A. Carter Trustees of the Ronald R. Carter & Leslie A. Carter Revocable Trust
12 dated 10/24/91; Blair E. Roach & Barbara K. Roach, husband & wife, as joint tenants with
13 right of survivorship; Melvin B. Wright & Susan D. Wright Trustees of the S.B. Wright
14 Family Trust dated 12/28/94; Donald E. Shoup & Sharon K. Shoup, husband & wife, as
15 joint tenants with right of survivorship; Steven K. Anderson Trustee of the Steven K.
16 Anderson Family Trust dated 6/30/94; David B. McDougall & Barbara K. McDougall,
17 husband & wife, as joint tenants with the right of survivorship; Frank Charles Ruegg, Jr. &
18 Margaret S. Ruegg Trustees of The Ruegg Living Trust dated 11/28/94; Robert DiBias &
19 Louise G. Sherk Trustees of the Louise G. Sherk, MD, a medical corporation, Employee
20 Benefit Plan Trust; Premiere Holdings Inc. Defined Benefit Pension Plan & Trust; First
21 Savings Bank Custodian For Louise Teeter IRA Rollover; John H. Warner, Jr. & Linda M.
22 Warner Trustees of The Warner Family Trust dated 3/17/00; Larry Fernandez Trustee of
23 the Fernandez Family Trust dated 6/20/84; Frank Russell, Jr., a married man dealing with
24 his sole & separate property; Fred J. Foxcroft & Roberta Foxcroft Trustees of the Foxcroft
25 Living Trust dated 1/10/02; Gary Larson & Dolores Larson, husband & wife, as joint
26 tenants with right of survivorship; Gene Smith & Emily Smith, husband and wife, as joint



1 tenants with right of survivorship; Jack Humphry & Alice Humphry Trustees of the
2 Humphry 1999 Trust; Jack Polen Trustee of the Jack & Gladys Polen Family Trust dated
3 6/28/88; John D. Eichhorn & Jill A. Eichhorn, husband & wife, as joint tenants with right
4 of survivorship; Jo M. Gledhill Trustee of the Gledhill Revocable Family Trust; John A.
5 Ippolito & Patricia M. Ippolito Trustees of the Ippolito Family Trust dated 8/31/89; Joseph
6 G. Zappulla & Carol A. Zappulla, husband & wife, as joint tenants with right of
7 survivorship; Moshe Ram & Barbara Ram Trustees for the benefit of The Ram Family
8 Trust dated 6/22/01; Nancy K. Rivard & David L. Olden Trustees of the Nancy Kathryn
9 Rivard & David Lee Olden Trust dated 7/20/83; Robert J. Kehl & Ruth Ann Kehl,
10 husband & wife, as joint tenants with right of survivorship; Robert S. Speckert Trustee of
11 the Robert S. Speckert Rev. Living Trust dated 6/11/92; Richard L. Bowman Trustee for
12 the benefit of The Bowman 1989 Revocable Trust; Ronald Kreykes & Linda Kreykes,
13 husband & wife, as tenants in common; Edward Schreiber & Sally Schreiber Trustees of
14 the Schreiber Family Trust; Shirley Jean Tuffanelli Trustee of the Shirley Jean Tuffanelli
15 Trust dated 6/18/91; Teresa Anne Bell Trustee of the Teresa Anne Bell Living Trust;
16 Sylvia M. Good Successor Trustee under the Sylvia M. Good Survivor's Trust established
17 under the Sam Good Family Trust dated 6/25/86 as amended & restated 3/14/91; Robert
18 H. Turner & Nancy A. Turner Trustees of the 1994 Turner Family Trust dated 9/23/94;
19 Lloyd F. Van Sickle Trustee of The Van Sickle Family Trust dated 5/20/99; Neil G.
20 Buckwald Trustee of the Buckwald Revocable Trust dated 2/11/92; Harold E. Pals Trustee
21 of the Claire H. Pals Revocable Living Trust U/A dated 12/11/02; James B. Cardwell &
22 Reba Jo Cardwell Trustees of the Cardwell Family Trust; Leslie Irwin, a single woman;
23 Donald T. Flood & Betty R. Flood Trustees of the Flood Family Trust dated 12/24/85;
24 Earl Howsley, Jr. a married man dealing with his sole & separate property; Gale
25 Gladstone-Katz Trustee of the Gale Gladstone-Katz Revocable Living Trust dated
26 12/10/03; Ann Ulfelder & Leonard Ulfelder, wife & husband, as joint tenants with right of

1 survivorship; First Savings Bank Custodian For Peggy Ann Valley IRA; Nancy Golden, a
2 married woman dealing with her sole & separate property; B & W Precast Construction,
3 Inc., a California corporation; Arthur V. Johnson & Susan A. Johnson Trustees of the
4 Johnson Family Trust dated 2/18/04; Clifton H. Spindle & Verna R. Spindle, husband &
5 wife, as joint tenants with right of survivorship; Edward H. Kim, an unmarried man;
6 William C. Eastland & Carol A. Eastland Trustees of the Eastland Family Joint Living
7 Trust dated 1/18/00; Wolf Dieter Voss & Claudia Voss Trustees of The Voss Family Trust
8 Under Trust dated 10/4/99; Paul Fedrizzi & Jane E. Fedrizzi, husband & wife, as joint
9 tenants with right of survivorship; Nevada Trust Company Custodian for Cal-Mark
10 Beverage Company Defined Benefit Plan; Sam Costanza, Trustee of The Costanza 1987
11 Decedent's Trust; Maureen A. Hjelte & G. Craig Hjelte, husband & wife, as joint tenants
12 with right of survivorship; Homfeld II, LLC, a Florida limited liability company; Jerry L.
13 Gage & Darlene C. Gage Trustees of the Dakota Trust dated 9/16/96; Waldemar Hanslik
14 & Katharina Hanslik Trustees of the Hanslik Family Trust dated 12/23/91; Bruce R.
15 LeMar, an unmarried man; Evelyn A. Ives Trustee of the Mevin J. Ives & Evelyn A. Ives
16 QTIP Trust; Larry D. Lehrmann & Kathleen F. Lehrmann Trustees of the Lehrmann
17 Family Trust dated 4/19/96; Linda C. Vlautin Trustee of the Linda C. Vlautin Trust dated
18 10/31/01; Mark L. Eames & Sandra K. Eames, husband & wife, as joint tenants with right
19 of survivorship; Robert L. Allgeier & Donna L. Allgeier Trustees of the R. L. Allgeier
20 Family Trust dated 10/4/97; William D. Wickland & Victoria R. Wickland, husband &
21 wife, as joint tenants with right of survivorship; Rachel Riehle, an unmarried woman;
22 Stephen B. Polacheck Trustee of the Polacheck & Associates, Inc. Profit Sharing Plan
23 dated 2/20/73; William L. Montgomery, Jr., an unmarried man; Terry Markwell Trustee of
24 the Terry Markwell Profit Sharing Plan & Trust; Fraley Limited Partnership, a Nevada
25 limited partnership; Grable B. Ronning, an unmarried woman; Charles B. Anderson
26 Trustee of the Charles B. Anderson Trust; Jason L. Holt & Sally A. Holt, husband & wife,



1 as joint tenants with right of survivorship; Ray L. Coffin & Toni H. Coffin, husband &
2 wife, as joint tenants with right of survivorship; Robert J. Moretto & Josephine Moretto
3 Trustees of the Moretto Family Living Trust dated 9/19/94; Helena A. Bova, a single
4 woman; Don F. Carrier & Sara L. Carrier Trustees of the Carrier Family Trust dated
5 8/9/91; Marvin L Nicola Trustee of the Marvin Lynn Nicola Family Trust dated 6/13/78;
6 Richard N. Dahlke, a married man dealing with his sole & separate property; Guy Archer,
7 a married man dealing with his sole & separate property; Robert W. Roberts & Donna R.
8 Roberts, husband & wife, as joint tenants with right of survivorship; Kenneth H. Wyatt &
9 Phyllis P. Wyatt Trustees of The Kenneth H. & Phyllis P. Wyatt Family Trust; William W.
10 Ogren & Betty R. Ogren, husband & wife, as joint tenants with right of survivorship;
11 James Michael Moore & Jody C. Moore, husband & wife, as joint tenants with right of
12 survivorship; Zawacki, a California LLC; Richard D. Wood Trustee of the Wood Living
13 Trust dated 10/1/99; Dunham Trust Company Trustee of the Frederick W. Kewell IRA;
14 Larry R. Brasuell & Susan L. Brasuell Trustees of The Larry R. & Susan L. Brasuell 1996
15 Living Trust dated 7/22/96; Raymond J. Zurfluh, Jr. & Shirley J. Zurfluh, husband & wife,
16 as joint tenants with right of survivorship; Leland K. Swanson & Lena M. Swanson
17 Trustees of the Swanson Family Trust dated 9/14/94; Morris Massry, a married man
18 dealing with his sole & separate property; Rita P. Anderson Trustee For the Benefit of
19 Rita P. Anderson Trust; Douglas Tichenor & Susan Tichenor, husband & wife, as joint
20 tenants with right of survivorship; Patricia A. Herrin & Terry W. Royder, wife & husband,
21 as joint tenants with right of survivorship; First Savings Bank Custodian For Albert
22 Blumenthal IRA; Barry J. Goldstein & Patricia B. Goldstein, as joint tenants with right of
23 survivorship; Henri L. Louvigny & Marcelle A. Louvigny Co-Trustees For The Benefit
24 Of The Henry L. Louvigny & Marcelle A. Louvigny Family Trust dated 10/18/84;
25 Jacqueline S. Stroehmann, an unmarried woman; Jack Goldenthal & Sylvia Goldenthal,
26 husband & wife, as joint tenants with right of survivorship; Michael C Maroko & Haviva



1 Maroko Trustees of the Michael C Maroko & Haviva Maroko 2001 Revocable Intervivos
2 Trust dated 12/19/01; Anna Lieblein, an unmarried woman & John Drakoules, an
3 unmarried man; Jester, LP, a Nevada limited partnership; Jay C. McLaughlin & Peggy
4 Ann Valley Trustees of the McLaughlin-Valley Trust dated 2/24/97; First Trust Co. Of
5 Onaga Custodian for Frank Wasko as Beneficiary of the Stephanie Wasko IRA; Randy M.
6 Sanchez & Sharon Sanchez Trustees of the Sanchez Living Trust dated 10/13/03; Sheldon
7 Portman & Marion G. Portman Trustees of the Sheldon & Marion G. Portman Trust dated
8 11/01/85; Roy H. Hibdon & Oma C. Hibdon, husband & wife, as joint tenants with right
9 of survivorship; Robert A. Kehl and Tina M. Kehl, husband & wife, as joint tenants with
10 right of survivorship, as assignees of Krystina A. Kehl, a single woman; Ernie C. Young
11 Trustee of The Ernie C. Young Living Trust dated 9/23/96; Teresa G. Zeller Trustee of the
12 Teresa G. Zeller Trust; Carol A. Fischer Trustee of the Carol A. Fischer Trust dated
13 8/5/05; Kenneth Addes & Victoria Addes Co-Trustees of the Addes Trust; John A. M.
14 Handal, a single man; Robert J. Rossetter & Jane L. Rossetter, husband & wife, as joint
15 tenants with right of survivorship; Arthur P. Schnitzer & Lynn S. Schnitzer Trustees of the
16 Schnitzer Living Trust dated 10/29/91; Douglas O'Herron & Nancy O'Herron Trustees of
17 the Douglas & Nancy O'Herron Revocable Trust dated 4/2/02; Carey B. Sigmen & Lisa K.
18 Sigmen Trustees of The Carey B. Sigmen & Lisa K. Sigmen Trust dated 3/3/97; Michael
19 Hilgenberg & Shellie Hilgenberg, husband & wife, as joint tenants with right of
20 survivorship; First Savings Bank Custodian For Michael H. Greeley IRA; J. Richard
21 McMichael & Karen L. McMichael Trustees of the McMichael Living Trust dated
22 12/16/88; Louis H. Turner & Shirley M. Turner Trustees of the Louis H. & Shirley M.
23 Turner Family Trust dated 9/9/97; Dr. Toya V. Russell, a single woman; First Savings
24 Bank Custodian For Randy Sanchez IRA; Allan R. Eisenbach & Jayne M. Eisenbach,
25 husband & wife, as joint tenants with right of survivorship; Travis L. Killebrew & Lorna
26 F. Killebrew, husband & wife, as joint tenants with right of survivorship; Tamara Dias

1 Trustee of the Separate Property Trust of Tamara Dias dated 12/04/00; Stater Family Ltd
2 Partnership; Elan Reddell Trustee of the Elan Reddell Revocable Living Trust dated
3 8/4/03; Neal J. Stehly & Kam E. Stehly Trustees of the Neal & Kam Stehly Family Trust
4 dated 1/8/00; Thomas D. Lynch Trustee of The Thomas D. Lynch 1995 Revocable Living
5 Trust; Edward D. Lynch, a single man; Barbara Ram, a married woman dealing with her
6 sole & separate property, & Ilana Yakuel, a married woman dealing with her sole &
7 separate property; Bernardo G. Gregorio & Corazon S. M. Gregorio, husband & wife, as
8 joint tenants with right of survivorship; John Austin Werthing, Sr. & Sallie Mae Werthing
9 Trustees of The Werthing Senior Family Trust dated 10/22/01; Gemini 5 Family Limited
10 Partnership; Grable B. Ronning Trustee of the Bosworth 1988 Family Trust for the benefit
11 of Eric Ronning dated 11/4/88; Floyd M. Spindle an unmarried man transferable on death
12 to A. Cheryl Sergeant; Evelyn A. Calhoun, an unmarried woman transferable on death to
13 Dale E. Calhoun; Melvin W. Kerner Trustee of the Kerner Revocable Trust B dated
14 3/16/81; Crosbie B. Ronning, a single woman; Mildred P. Kesler Trustee of the Lindsey
15 H. Kesler Family Revocable Trust dated 10/15/80; GSL Investments LLC, a Nevada
16 limited liability company; Richard Glenn Leiby & Carol K. Leiby Trustees of the Leiby
17 Family 1992 Trust dated 7/8/92; Robert D. Smith, an unmarried man & Jane Feld, an
18 unmarried woman, as joint tenants with right of survivorship; Emery T. Smith & Mary C.
19 Smith, husband & wife, as joint tenants with right of survivorship; Richard Woldorsky, a
20 single man; Stanley J. Baldwin & Patricia A. Baldwin, husband & wife, as joint tenants
21 with right of survivorship; Jor Law, a single man; Ronald O. Dixon & Heidi R. Dixon,
22 husband & wife, as joint tenants with right of survivorship; First Savings Bank Custodian
23 For Larry H. Anderson IRA; Alvina Agatha Sedlak Trustee of the Alvina Agatha Sedlak
24 Living Trust dated 6/23/04; Harold Corcoran & Joyce Corcoran, husband & wife, as joint
25 tenants with right of survivorship; Michael Tarr, a single man; Michael W. Cecil, a
26 married man dealing with his sole & separate property; John R. Fleiner & Karen M.



1 Fleiner, husband & wife, as joint tenants with right of survivorship; Joan M. Arends
2 Trustee of the Arends Family Trust; Tamara Dias Trustee of the Helms Grandchildren
3 Educational Trust For the Benefit of Jarod Dias dated 7/21/98; Frank A. Cerrone & Shari
4 L. Cerrone Trustees of The Cerrone Family Trust dated 1/26/96; Terry Helms Trustee of
5 the Terry Helms Living Trust dated 11/11/94; Robert Bennett, a married man dealing with
6 his sole & separate property & Dorothy Bennett, a single woman, as joint tenants with
7 right of survivorship; Scott K. Canepa Charitable Supporting Organization; Edna P.
8 Wilson, a married woman dealing with her sole & separate property & Sloan D. Wilson,
9 an unmarried man, as joint tenants with the right of survivorship; First Savings Bank
10 Custodian For Karen E. Sass IRA; Edward G. Loughlin, an unmarried man & Thelma E.
11 Guevara, an unmarried woman, as joint tenants with right of survivorship; Dean Watson, a
12 married man dealing with his sole & separate property; Gerald W. Wickland & Irene F.
13 Wickland Co-Trustees of the Wickland Family Trust dated 2/10/81; Gary J. O'Hara &
14 Janice D. O'Hara Co-Trustees of the O'Hara Family Trust dated 2/26/93; Gail A. Freitas
15 Trustee of the Gail A. Freitas Revocable Trust dated 6/20/03; ACS Properties, Inc., a
16 Florida corporation; First Savings Bank Custodian For Carol Kiland IRA; Pat A Dolce &
17 Lora Dean Dolce, husband & wife, as joint tenants with right of survivorship; William
18 Chad Berry, a single man; Christine Moschogianis; Edwin Perez & Antonia Perez,
19 husband & wife, as joint tenants with right of survivorship; Gene Smith & Emily Smith,
20 husband & wife, & Patricia Gunn, a married woman dealing with her sole & separate
21 property, as joint tenants with right of survivorship; Milton P Kaplan, MD, TTEE FBO the
22 Milton P Kaplan Profit Sharing Plan Dtd 10/1/77; Larry M. Brown & Marie S. Brown,
23 husband & wife, as joint tenants with right of survivorship; Michael S. Freedus & Helen
24 C. Freedus, husband & wife, as joint tenants with right of survivorship; Adib M. Al-Awar
25 & Ellen A. Al-Awar Trustees of the Al-Awar Living Trust dated 04/05/01; First Savings
26 Bank Custodian For Robert Sullivan IRA; First Savings Bank Custodian For Jay P. Hingst



1 IRA; James M. McConnell and Maudrene F. McConnell, Trustees of the McConnell
2 Family Trust dated 12/3/81; Rodney C. Hulse and Cathryn J. Hulse, trustees of the Hulse
3 Family Trust; Eric J. Schmitt and Valerie L. Schmitt, Trustees of The Schmitt Trust;
4 Robert W. Ulm Trustee of the Robert W. Ulm Living Trust dated 4/11/05; Robert R. Wade
5 Trustee of the Robert R. Wade Revocable Trust dated 5/22/01; James R. Bonfiglio &
6 Donna M. Bonfiglio General Partners of the Broadwalk Investments Limited Partnership;
7 Stanley Ferraro, a married man, Florence Ferraro, a married woman, and Mildred
8 Fischermann, a single woman, all as joint tenants with the right of survivorship; Eric B.
9 Freedus and Linda P. Freedus, husband and wife, as joint tenants with the right of
10 survivorship; First Savings Bank Custodian For George A. Di Gioia IRA; Marion B.
11 Dittman, an unmarried woman; MacDonald Center for the Arts and Humanities; Joseph
12 Tobias, a married man; Harvey A. Kornhaber, a single man; William L. McQuerry,
13 Trustee of the McQuerry Family Trust dated 1/25/80; Stephen L. Wilcox and Gail M.
14 Wilcox, husband and wife, as joint tenants with the right of survivorship; Charles E.
15 O'Neill and Lois O'Neill, husband and wife, as joint tenants with right of survivorship;
16 Myrtle C. Roscelli, a married woman, and Georgette M. Chiappe, a married woman, as
17 joint tenants with the right of survivorship ; Pensco Trust Company Custodian For Gary
18 Hogan IRA H01BD; Anita A. York, a married woman dealing with her sole and separate
19 property; Vicky L. Nakashima, an unmarried woman; First Savings Bank Custodian For
20 Brian L. Riley IRA; John R. Fleiner and Karen M. Fleiner, Trustees of the John R. &
21 Karen M. Fleiner Family Trust dated 12/14/05; Malden Ventures Ltd. Defined Benefit
22 Pension Plan; Land Exchange Accommodators; Chai Miller LLC; Debt Acquisition
23 Company of America V, LLC; Dolores Y. Erickson; Margaret Cangelosi; Compass
24 Partners LLC ; William J. Weldon; Sierra Liquidity Fund, LLC 1%; Sierra Liquidity Fund,
25 LLC 1.5%; Sierra Liquidity Fund, LLC 2.5% is a Placer 1 Lender. According to the books
26 and records of USACM as turned over to, maintained and updated by the USACM Trust,

1 each of the Placer 1 Lenders is identified by name, address, and unpaid principal balance
2 owned by the Placer 1 Lender on Exhibit 1 attached to the Trust's declaration in support of
3 Motion For Appointment of a Receiver (the Declaration").

4 5. *Placer 2 Lenders.* The Trust alleges based upon its business records that
5 each of First Savings Bank Custodian For Edward Galvin IRA; First Trust Co. Of Onaga
6 Custodian For Morris Mansell IRA; Beverly J. Hayes & Charles Hayes, wife & husband,
7 as joint tenants with right of survivorship; Donna M. Cangelosi Trustee of the Donna M.
8 Cangelosi Family Trust; William R. Long, a single man; James J. Duffy Jr. Trustee of the
9 Duffy 1986 Trust dated 6/18/86; Frank Davenport, a single man; D. Joseph Doucet &
10 Louise M. Doucet Trustees of the D. Joseph & Louise M. Doucet 1989 Trust dated
11 3/30/89; Daniel Meyers, a single man; Dennis Flier Trustee of the Dennis Flier, Inc.
12 Defined Benefit Trust dated 6/29/87; John D. Lane & Laura Jane Lane Trustees of the
13 John D. Lane & Laura Jane Lane Revocable Trust dated 3/7/03; Gerry Topp, a married
14 man dealing with his sole & separate property; Audrey A. Roe Trustee of The Roe Living
15 Trust dated 2/14/95; Robert L. Herpst Trustee of the Herpst Family Trust dated 8/16/90;
16 Craig Wisch, a single man; Charles J. Boerio & Patricia N. Boerio, joint tenants with right
17 of survivorship; Richard G. Vrbancic, a single man; Donald W. Brehm, a married man
18 dealing with his sole & separate property; Maurice A. Cauchois & Jacqueline M. Cauchois
19 Trustees of the M & J Cauchois Family Trust dated 2/25/93; First Savings Bank Custodian
20 For John Cooke IRA; Richard A. Helmberger & Genene M. Helmberger, joint tenants
21 with right of survivorship; Patrick P. Lynch, a single man; Pat M. Chiappetta & Joann
22 Chiappetta Trustees of The Chiappetta Trust dated 4/1/03; Dr. Joselito Tan Burgos Jr. a
23 single man; Gayle Ann Hopkins as assignee of Michael H. Ricci, a married man dealing
24 with his sole & separate property; Daniel B. Lisek, Claire Lisek & Gayle Harkins Trustees
25 of the Lisek Family Trust dated 1/29/92; Kenneth R. Becker & Joanne T. Becker, husband
26 & wife, Grace Becker & Sarah Becker, their minor children with right of survivorship; E.



1 June Smith Trustee of the Todd & E. June Smith Family Trust; Roger Scott Anderson &
2 Tiffany Leigh Anderson, husband & wife, as joint tenants with right of survivorship;
3 Robert H. Perlman & Lynn R. Perlman Trustees of the Robert H. Perlman & Lynn R.
4 Perlman Trust dated 9/17/92; Blakes House Floral & Balloon Co., a Nevada company;
5 Charles W. Remsen & Kristen J. Remsen Trustees of the Charles W. & Kristen J. Remsen
6 Revocable Trust dated 4/17/00; Evelyn G. Canepa & Scott Krusee Canepa Trustees of the
7 Evelyn G. Canepa Trust dated 9/19/00; Gregory D. Yonai Trustee of the Gregory D.
8 Yonai Family Trust; Ashley Brooks, a single woman; Harold L. Miller Trustee of the Art-
9 Kay Family Trust; Helen R. Pile, a widow & William E. Pile, a married man dealing with
10 his sole & separate property, as joint tenants with right of survivorship; Sagrario T. Evers
11 Trustee of the Sagrario T. Evers Living Trust dated 5/1/01; Christiane Mencini-Baker
12 Trustee of the Christiane Mencini-Baker Revocable Trust; James Columbus Presswood &
13 Sharon Elaine Presswood Trustees of the Presswood Living Trust dated 12/18/02; James
14 W. McCollum & Pamela P. McCollum, husband & wife, as joint tenants with right of
15 survivorship; Jerry W. Carter & Nancy L. Carter Trustees of the Carter Family Trust dated
16 6/17/96; Sven-Eric Levin & Linda Levin Co-Trustees of the Sven-Eric & Linda Levin
17 1994 Trust dated 04/22/94; Alterio A.G. Banks Trustee of the Alterio A.G. Banks Living
18 Trust dated 2/13/96; Walter E. Seebach Trustee of the Walter E. Seebach Living Trust
19 dated 11/1/85; Patrick Edward O'Sullivan & Soon Young O'Sullivan, husband & wife, as
20 joint tenants with right of survivorship; First Savings Bank Custodian For Sharon E.
21 Presswood IRA; Kenneth W. Koerwitz & Jan Case Koerwitz Trustees of the Kenneth W.
22 Koerwitz & Jan Case Koerwitz Family Trust dated 5/13/03; Rocklin/Redding LLC; John
23 Roach & Mary Ann Roach, husband & wife, as joint tenants with right of survivorship;
24 Charles E. Borom & Lanna G. Borom, husband & wife, as joint tenants with right of
25 survivorship; Jennefer C. Peele Trustee of the Peele Spousal Trust dated 2/10/87; Thomas
26 Avena & Cindy Avena, husband & wife, as joint tenants with right of survivorship;

1 William E. Schnadt & Janet E. Schnadt Trustees of the Schnadt Trust dated 6/18/93;
2 Shirley J. Sutton Trustee of the Shirley J. Sutton Trust; John D. Lane, IV, an unmarried
3 man; First Savings Bank Custodian For Alterio A.G. Banks IRA; Carol J. Simcock, a
4 single woman; Hilary A. Huffman & Cynthia L. Huffman Trustees of the Huffman Family
5 Trust dated 5/28/98; Carl C. Hagen, an unmarried man; David Kravitz & Mable R. Kravitz
6 Trustees of the Kravitz Family Revocable Trust under agreement dated 12/9/99; Christine
7 E Miller Trustee of the Christine E Miller Revocable Trust dated 03/05/04; Fumiko Beals,
8 a widow; John T. Mrasz & Janet Mrasz Trustees of the John T. Mrasz Enterprises, Inc.
9 Defined Benefit Plan dated 5/86; Peter W. Capone & Deidre D. Capone, husband & wife,
10 as joint tenants with right of survivorship; First Savings Bank Custodian For James C.
11 Presswood IRA; Brian K. Gallagher & Mariateresa Gallagher, husband & wife, as joint
12 tenants with right of survivorship; Alexandra Kingzett, a married woman dealing with her
13 sole & separate property; Robert S. Louis and Rose M. Louis, Trustees of The Robert S.
14 Louis and Rose M. Louis Family Revocable Living Trust dated 4/22/05; Premiere
15 Holdings Inc. Defined Benefit Pension Plan & Trust; James S. Nelson, a married man
16 dealing with his sole & separate property; Martin L. Manning, a married man dealing with
17 his sole & separate property; Frank Reale, a single man; Lily Markham, a married woman
18 dealing with her sole & separate property & Irene Anne Markham-Tafoya, a married
19 woman dealing with her sole & separate property; Panagiotis Dovanidis, a single man &
20 Dimitra Dovanidou, a married woman dealing with her sole & separate property, as joint
21 tenants with right of survivorship; Robert Shapiro & Betty Grant, husband & wife, as joint
22 tenants with right of survivorship; Herbert Lum Trustee of the Herbert Lum Trust dated
23 11/27/96; Tobias J. Voneuw Trustee of the Tobias J. Voneuw Revocable Trust dated
24 11/23/04; Tracy A. DeBerry, an unmarried man; Leslie Irwin, a single woman; Ali M.
25 Abyane & Soheila M. Abyane Trustees of the Abyane Family Trust dated 2/7/92; Brandon
26 Arner Cangelosi, an unmarried man & Donna M. Cangelosi, a married woman dealing

1 with her sole & separate property, as joint tenants with right of survivorship; Marc Scot
2 Etterman Trustee of the Marc Scot Etterman Living Trust dated 2/11/03; First Savings
3 Bank Custodian For Carol J. Simcock IRA; Sterling Tom Trustee of the Tom Trust; David
4 Gray Sterling & Mary Jane Sterling Trustees of the Sterling Living Trust dated 02/02/00;
5 Dennis M. Greco & Gloria J. Greco, husband & wife, as joint tenants with right of
6 survivorship; Robert R. Rodriguez, an unmarried man; Mark L. Eames & Sandra K.
7 Eames, husband & wife, as joint tenants with right of survivorship; Marie A. Maki &
8 Raymond E. Maki, husband & wife, as joint tenants with right of survivorship; Robert D.
9 Phillips, an unmarried man; Rachel Riehle, an unmarried woman; Edward Ramos &
10 Jacqueline Ramos Trustees of the Edward & Jacqueline Ramos Family Trust dated 3/9/95;
11 Anton Trapman, an unmarried man; Charles B. Anderson Trustee of the Charles B.
12 Anderson Trust; Robert H. Schultz & Sharon L. Schultz Trustees of the Robert H. Schultz
13 & Sharon L. Schultz Living Trust dated 2/25/97; Work Holdings Inc., an Arizona
14 corporation; Alta Funding, Inc., a Florida corporation; Carol Mortensen Trustee of the
15 Carol Mortensen Family Trust dated 9/9/90; Delana D. Arnold, a married woman dealing
16 with her sole & separate property; Zawacki, a California LLC; Barbara McClafin Trustee
17 of the Revocable Living Trust Agreement of Barbara Fay McClafin; Gary E. Topp, a
18 married man dealing with his sole & separate property; First Savings Bank Custodian For
19 Gerald J. Caron IRA; Jeannine M. Gahring Trustee of the Jeannine M. Gahring Revocable
20 Trust dated 6/27/97; Sheldon Portman & Marion G. Portman Trustees of the Sheldon &
21 Marion G. Portman Trust dated 11/01/85; Priscilla M. Guptail, an unmarried woman;
22 James Cielen, a married man dealing with his sole & separate property; George Motto &
23 Jane R. Motto, husband & wife, as joint tenants with right of survivorship; First Savings
24 Bank Custodian For Ann Gordon IRA; First Savings Bank Custodian For Randy Sanchez
25 IRA; Resident Agents of Nevada, Inc.; Kurt Tsai, an unmarried man; Gayle Harkins, a
26 married woman dealing with her sole & separate property; Derby Investors, LLC; James



1 R. Bonfiglio & Donna M. Bonfiglio General Partners of the Broadwalk Investments
2 Limited Partnership; Leonard C. Adams and Denise M. Adams, trustees of The Leonard
3 Adams Revocable Trust Under Trust Agreement dated July 11, 1983; Tiki Investment
4 Enterprises LP, a Nevada Limited Partnership; Barry D. McWaters Trustee of the
5 McWaters Living Trust dated 9/03/2005; Dolores Y. Erickson is a Placer 2 Lender.
6 According to the books and records of USACM as turned over to, maintained and updated
7 by the USACM Trust, each hold an undivided interest in the Placer 2 Note described
8 below (the "Placer 2 Lenders") is identified on *Exhibit 3* attached to the Declaration.

9 6. The Trust alleges upon information that Salvatore J. Reale, Trustee of the
10 Salvatore J. Reale Revocable Trust dated November 15, 2004, asserts an interest in the
11 Property by virtue of a deed of trust in the amount of \$9,800,000 recorded on May 12,
12 2006 as Instrument No. 2006-0051937, of Official Records of Placer County, California.
13 Mr. Reale agreed to release the lien of this deed of trust pursuant to a settlement agreement
14 entered into and approved by the United States Bankruptcy Court for the District of
15 Nevada. Mr. Reale may be served, care of his counsel, Marilyn Fine, Howard, Maier &
16 Fine, LLC, 2300 West Sahara Avenue, Suite 430, Box 11, Las Vegas, Nevada 89102.

Jurisdiction, Venue

18 7. The Court has jurisdiction to hear this matter, which is related to the
19 USACM bankruptcy case, pursuant to 28 U.S.C. § 1334(b).

20 8. Venue is proper in this district pursuant to 28 U.S.C. § 1409(a).

General Allegations

Placer 1 Note

23 9. USACM originated the Loan. The Loan is evidenced by a Promissory Note
24 dated on or about December 10, 2004, executed by Borrower in the original principal
25 amount of \$27,500,000; as modified by the First Amendment to Loan Documents dated
26 February 17, 2005; by the Second Amendment to Loan Documents dated April 12, 2005;

1 by the Third Amendment to Loan Documents dated June 1, 2005; by the Fourth
2 Amendment to Loan Documents dated July 13, 2005; by the Fifth Amendment to Loan
3 Documents dated September 19, 2005; by the Sixth Amendment to Loan Documents dated
4 November 3, 2005 (collectively the “Placer 1 Note”). An accurate copy of the original
5 Placer 1 Note and amendments are attached to the Declaration as *Exhibits 4 to 10*.

6 10. The Placer 1 Note is secured by a (1) Deed of Trust, Assignment of Rents,
7 Security Agreement and Fixture Filing dated as of December 10, 2004, and recorded in the
8 Official Records of Placer County, California on December 20, 2004, as Document No.
9 2004-169766; (2) First Amendment to Deed of Trust dated as of February 17, 2005, and
10 recorded in the Official Records of Placer County, California on March 16, 2005, as
11 Document No. 2005-30994; (3) Second Amendment to Deed of Trust dated as of April 12,
12 2005, and recorded in the Official Records of Placer County, California on April 22, 2005,
13 as Document No. 2005-50451; (4) Third Amendment to Deed of Trust dated as of June 1,
14 2005, and recorded in the Official Records of Placer County, California on June 14, 2005,
15 as Document No. 2005-74454; (5) Fourth Amendment to Deed of Trust dated as of July
16 13, 2005, and recorded in the Official Records of Placer County, California on August 8,
17 2005, as Document No. 2005-103817; (6) Fifth Amendment to Deed of Trust dated as of
18 September 19, 2005, and recorded in the Official Records of Placer County, California on
19 October 7, 2005, as Document No. 2005-135802; and (7) Sixth Amendment to Deed of
20 Trust dated as of November 3, 2005, and recorded in the Official Records of Placer
21 County, California on November 23, 2005, as Document No. 2005-158127 (the “Placer 1
22 Deed of Trust”). An accurate copy of the original Placer 1 Deed of Trust and
23 amendments, are attached to the Declaration as *Exhibits 11 to 17*.

24 11. USACM was the servicer for the Placer 1 Note. The books and records of
25 USACM contain copies of executed Loan Servicing Agreement(s) (“LSA”) with all but
26

1 approximately 35 Placer 1 Lenders. An example of a LSA is attached to the Declaration
2 as *Exhibit 2*.

3 12. Among other things, the LSA authorized the servicer, referred to as USA:

4 In the event the Borrower fails to make any payments to USA as required by
5 the terms of the note, USA will take steps to collect the payment including
6 but not limited to delivering default notices, commencing and pursuing
7 foreclosure procedures, and obtaining representation for Lender in litigation
and bankruptcy proceedings as deemed necessary or appropriate by USA in
its business judgment to fully protect the interests of the Lender, and of all
Lenders in the loan.¹

8 13. Among other things, the LSA further authorized the servicer:

9 Without limiting the generality of anything contained herein, Lender hereby
10 authorizes and empowers USA, on Lender's behalf, to: ... (5) institute
11 foreclosure proceedings (judicial or non-judicial), ...; and (6) take title in the
name of Lender (in proportion to its interest in the Loan) to any real property
upon a foreclosure or delivery of a deed-in-lieu thereof.²

12 14. With respect to this type of action, the LSA further authorized:

13 **Legal Proceedings.** USA will assist the Lender in any necessary
14 foreclosure proceedings to protect the Lender's interest in the note and deed
of trust. Where necessary, in USA's business judgment, USA may retain
15 attorneys on Lender's behalf. Any legal proceeding instituted by USA
pursuant to this Agreement may be pursued in USA's name only or as agent
16 for Lender. Upon demand by USA, Lender agrees to promptly pay, either in
advance or to reimburse USA, for its pro rata portion of the out-of-pocket
17 expenses incurred, including attorneys' fees, trustee's fees and foreclosure
costs. In the event that Lender fails to pay such sums to USA upon demand
18 or request thereof, of if USA elects to advance such sums, USA may, in its
discretion, advance such fees, including trustee's fees, attorney's fees, and
19 costs of foreclosure; provided, however, that any fees advanced by USA
shall be paid back from the proceeds of the foreclosure (whether by
20 reinstatement or sale), or from any other monies collected with respect to
such Loan, before any payments are made to Lender. In the event of any
21 litigation concerning the Loan, Lender hereby appoints USA as its agent to
accept service of any summons and complaint, naming Lender as a party.³

22 15. In order to effectuate servicing of the Loan, the LSA further authorized:

23 **Limited Power of Attorney.** With respect to each loan, Lender
24 hereby agrees that USA shall have full power and authority, and Lender
hereby appoints USA as its true and lawful attorney-in-fact to (a) hold the

25 ¹ LSA ¶ 2(c)(ii) at pages 2-3.

26 ² LSA ¶ 2(e) at page 3.

³ LSA ¶ 4 at page 4.

1 original note(s), and (b) to do all things and take all actions on behalf of
2 Lender which are necessary or convenient to effectuate this Agreement and
3 its intent and to protect Lender’s interest under any note, deed of trust,
4 guaranty, security agreement or other document pertaining to any Loan.
5 Upon USA’s request, Lender hereby agrees to execute and deliver, in the
6 presence of a notary public, a “Declaration of Agency and Limited Power of
7 Attorney”, in a form consistent with Chapter 645(B) of the Nevada Revised
8 Statutes, pursuant to which Lender shall further evidence the appointment of
9 USA as Lender’s true and lawful attorney-in-fact to undertake the duties of
10 USA hereunder. No one shall be required to look beyond such Declaration
11 of Agency and Limited Power of Attorney for evidence of USA’s authority
12 hereunder. All Declarations of Agency and Limited Powers of Attorney
13 may include the language: This document will be executed with counterpart
14 signature pages, and the document with all counterpart signature pages shall
15 constitute one and the same instrument.⁴

16 16. The current principal balance of the Placer 1 Note is \$31,500,000. There are
17 currently about 323 Direct Lenders for the Placer 1 Note (“Placer 1 Lenders”).

18 17. Since the USACM bankruptcy filing, certain Placer 1 Lenders have sold
19 their interests in the Placer 1 Note to others. For example, Sierra Liquidating Fund, LLC,
20 a California limited liability company (“Sierra”); and Debt Acquisition Company of
21 America V, LLC, a California limited liability company (“DACA”), both have purchased
22 interests of Placer 1 Lenders.

23 18. The Placer 1 Note has matured by its terms.

Placer 2 Note

24 19. USACM originated a second loan to the Borrower on December 10, 2004,
25 and matured on June 20, 2006. This loan is evidenced by a Promissory Note Secured by a
26 Deed of Trust (the “Placer 2 Note”) dated December 10, 2004, with an original principal
amount of \$6,500,000.

27 20. The Placer 2 Note is owed by Borrower to 118 investors (“Placer 2
28 Lenders”). The bulk of these investors agreed that USAIM would service the debt. The
29 USACM Trust has succeeded to USACM’s rights and duties as Servicer of this Note.

⁴ LSA ¶ 11 at page 5.



1 employment, commercial, open space, recreational and public/quasi-public land uses. The
2 Plan, which has been slightly revised since the circulation of the Revised Draft EIR, will
3 provide for 14,132 homes in a range of housing types, styles, and densities. At Plan build
4 out, projected to occur over a 20 to 30-year time frame, Placer Vineyards will have a
5 population of approximately 33,000 people, 274 acres of commercial uses, 641 acres of
6 quasi-public (public facilities/services, religious facilities, schools, and major roadways)
7 land uses, and 919 acres of park and open space land. The Board of Supervisors approved
8 this Plan on July 16, 2007 and filed a Notice of Determination the same day.⁷ The Placer
9 Vineyards Specific Plan Area is located at the southwest corner of Placer County,
10 approximately 15 miles north of the City of Sacramento. The project site is bounded on
11 the north by Baseline Road, on the south by the Sacramento/Placer County line, on the
12 west by the Sutter/Placer County line and Pleasant Grove Road, and on the east by Dry
13 Creek and Walerga Road.⁸

14 26. The books and records of USACM contain the following indication of the
15 appraised value of the Property at the time of the Placer 1 Loan:

16 According to the appraisal done by Stevers, Jordan & Ziegermeyer on
17 12/21/04, the market as-is-value with no entitlements was \$33,830,000 for
18 the 338-acre parcel secured under the PV loan. He reported a hypothetical
19 value of \$67,660,000 upon final approval of Placer Vineyards Specific Plan,
20 which was approved by the Planning Commission in January 2007.⁹

21 28. USACM had the Property appraised by Hilco Real Estate Appraisal, LLC
22 during the bankruptcy case. In a report dated July 18, 2006, Hilco valued the two non-
23 contiguous tracts together and determined the market value to be \$25,400,000. Hilco
24 reports the Property contains about 338.3 acres.

25 ⁷ <http://www.placer.ca.gov/Departments/CommunityDevelopment/EnvCoordSvcs/EIR/PVineyards.aspx>.

26 ⁸ <http://www.placer.ca.gov/CommunityDevelopment/EnvCoordSvcs/PVineyards.aspx>.

⁹ A copy of portions of this appraisal has been provided to the USACM Trust.



1 29. In the summer of 2007, an appraiser employed by USAIP reported a value of
2 the Property. The USACM Trust did not specifically provide that value to the Direct
3 Lenders, but explained that the value from the appraisal was between \$35 and \$40 million.
4 The USACM Trust alleges upon information that the fair market value of the Property is
5 less than the balance owed on the Placer 1 Loan, and has declined during 2008 in an
6 unknown amount.

7 30. In order to develop the Property, Borrower through USAIP entered into an
8 Operating Agreement for Placer Vineyards Development Group, LLC (“Development
9 Group”). The USACM Trust alleges on information that the Development Group is
10 engaged in survey, engineering, legal and other work for development of the project,
11 including the Property.

12 31. The USACM Trust alleges upon information that the Development Group
13 has requested a tolling of all owners’ obligations and an extension of the Term of the
14 Development Agreement with Placer County due to the filing of lawsuits challenging the
15 Board of Supervisors’ approval of the Placer Vineyards project and the uncertainty created
16 by such pending litigation. Those lawsuits were all filed on or around the Effective Date
17 of the Development Agreement, approximately August 16, 2007. The Development
18 Group explains that it intends to meet with the County to review and develop a potential
19 list of actions and planning activities desired by the Developers and acceptable to the
20 County, including the County’s staffing and costs that would be required to be funded by
21 the Development Group in connection with the request for tolling. Further, the
22 Development Group is committed to fund the County’s costs to defend the litigation,
23 pursuant to the Development Agreement and the Developers’ Indemnification Agreement
24 with the County for the project. Accordingly, there are significant, on-going costs
25 associated with holding the Property, and a pro-rata share is owed by the owner of the
26



1 Property. The Development Group asserts Borrower is delinquent in payment of over
2 \$110,000 due to the Development Group.

3 **Servicer Advances**

4 32. Borrower was and remains unable to pay the real estate taxes associated with
5 the Property. In connection with the request for approval of entitlements for the entire
6 development, and at the request of Placer County, on June 6, 2007, the USACM Trust
7 advanced \$678,649.19 to the Borrower and paid directly to Placer County to pay the back
8 taxes on the Property. The USACM Trust made this advance with the prior knowledge of
9 and implied consent of the Placer 1 Lenders and the Placer 2 Lenders (together the “Direct
10 Lenders”). This advance is senior to the Placer 1 Loan and bears interest at the prime rate.
11 No payment has been made by the Borrower on this Servicer Advance.

12 33. Borrower remains unable to pay the real estate taxes associated with the
13 Property. As of June 30, 2008, the unpaid taxes alleged due by Placer County are as
14 follows:

Tax Parcel #	Amount Unpaid
023-200-010-000	\$68,612.47
023-200-012-000	\$145,761.45
023-200-013-510	<u>175,522.90</u>
	\$389,896.82

15
16
17
18
19
20 Borrower lacks the ability to pay the accrued and accruing real estate taxes and
21 assessments secured by the Property. Failure to pay such taxes and assessments will
22 inevitably lead to loss of the Property at tax sale or foreclosure of tax liens.

23 **Loan Enforcement Efforts**

24 34. The USACM Trust has made demand for payment of the Placer 1 Note and
25 the Placer 2 Note upon the Borrower. The USACM Trust is informed the Borrower has no
26 source of repayment of any obligation other than the Property.



1 35. The USACM Trust has made demand upon guarantors of the Placer 1 Note
2 and the Placer 2 Note and has sued both of them – Thomas Hantges and Joseph
3 Milanowski – in their personal bankruptcy cases pending in the United States Bankruptcy
4 Court for the District of Nevada.

5 36. The USACM Trust and USAIP sought buyers for the Property. No one
6 made an offer on the Property that could be reduced to a written agreement for a purchase
7 price that would have satisfied the unpaid principal balance of the Placer 1 Note.

8 37. The USACM Trust has reported monthly in writing to the Direct Lenders.
9 Copies of those reports are posted on the USACM Trust’s website. A copy of the most
10 recent report is attached to the Declaration as **Exhibit 18**.

11 38. In November 2007, the USACM Trust advised the Placer 1 Lenders of its
12 intent to foreclose the Placer 1 Deed of Trust. Receiving no timely objections, the
13 USACM Trust began the foreclosure process.

14 39. The USACM Trust hired McDonough Holland & Allen PC in Sacramento,
15 California to represent the USACM Trust in foreclosing the Placer 1 Deed of Trust.

16 40. The USACM Trust retained Alliance Default Services, a division of Alliance
17 Title, in Sacramento, California, to serve as the substitute trustee under the Placer 1 Deed
18 of Trust. The Trust requested the consent of the Placer 1 Lenders to the substitution of
19 trustee and did not receive a timely objection.

20 41. A Declaration of Default and Demand for Sale concerning the Placer 1 Deed
21 of Trust were recorded on December 3 and 4, 2007, the latter at Document No. 2007-
22 0114236, Official Records of Placer County, California. The substitute trustee served the
23 Notice of Default as required by California law. The foreclosure sale was noticed for
24 April 9, 2008 at 10:00 o’clock a.m. at the main entrance of the City Hall Annex, 316
25 Vernon Street, Roseville, California.
26

1 **Objection to Foreclosure**

2 42. The USACM Trust alleges upon information Donna Cangelosi and other
3 lenders involved in the USACM bankruptcy case formed a limited liability company for
4 each of the direct loans originated and serviced by USACM. This apparently includes
5 limited liability companies known as Placer Vineyards 1st Lenders LLC and Placer
6 Vineyards 2nd Lenders LLC. Communication from these entities was at times made under
7 the letterhead of FDH Management.

8 43. In an action captioned *3685 San Fernando Lenders, LLC v. Compass USA*
9 *SPE LLC (In re USA Commercial Mortgage Company)*, No. 2:07-cv-892, the United
10 States District Court for the District of Nevada, Hon. Robert C. Jones has determined that
11 Ms. Cangelosi failed to comply with applicable securities laws when she formed a limited
12 liability company for each of the 49 LLCs identified as parties in that action. The Court
13 ordered in part: “Within 30 days of today’s hearing, the managing member will execute
14 reassignments of all assignments of Direct Lender interests back to the Direct Lenders.”
15 Neither Placer Vineyards 1st Lenders LLC nor Placer Vineyards 2nd Lenders LLC is a
16 party to that action, although Ms. Cangelosi has filed an accounting with respect to those
17 entities. The Court further ordered the appointment of a receiver pursuant to Fed. R. Civ.
18 P. 66 for each of the Plaintiff LLCs.

19 44. The USACM Trust alleges upon information that in April 2008, FDH
20 Management sent communications via email and otherwise to Placer 1 Lenders and Placer
21 2 Lenders directing them to assert they were not party to a servicing agreement, to object
22 to the foreclosure of the Placer 1 Deed of Trust, to object to the Trust’s action as servicing
23 agent under a power of attorney, and objecting to any suggestion that after the foreclosure,
24 title to the Property be held by the Lenders in the same manner as they owned the Loan.

25 45. More than 50 Direct Lenders responded to the e-mail from FDH
26 Management by copying or paraphrasing the proposed language and sending it to the

1 foreclosure trustee, the Trust and its counsel by e-mail, fax and mail. The USACM Trust
2 again reviewed the USACM files supporting the Direct Lenders' interests in the Placer
3 loans to determine whether there were signed LSAs in the file for each Direct Lender. It
4 was determined that a small minority of Placer 1 Lenders, including some but not all of the
5 objecting Direct Lenders, in fact did not have executed LSAs on record with USACM and
6 therefore the USACM Trust as the successor servicer to USACM. Failing to have
7 authority on behalf of all Placer 1 Lenders, the USACM Trust elected late in the morning
8 of April 8, 2008, to postpone the foreclosure sale for sixty days, to June 9, 2008.

9 46. On Tuesday, April 8, 2008, an entity calling itself "Placer Vineyards
10 2nd Lenders, LLC", a Nevada limited liability company, filed a chapter 11 bankruptcy case
11 in Reno, Nevada, Case No. 08-50546-gwz. The lawyer for this entity advised counsel for
12 the USACM Trust that the owners of the entity are some of the owners of the Placer 2
13 Loan, and that the purpose of the bankruptcy filing was to stop the foreclosure sale of the
14 Placer 1 Deed of Trust through the automatic stay of bankruptcy.

15 47. The USACM Trust joined in a motion to dismiss the Placer Vineyards 2nd
16 Lenders, LLC bankruptcy case. After a hearing on May 19, 2008, the bankruptcy case
17 was dismissed by the Honorable Greg Zive, United States Bankruptcy Court, District of
18 Nevada, in Reno.

19 48. Persons objecting to the foreclosure sale continue to urge Direct Lenders to
20 oppose the foreclosure, to withhold or revoke consent to the foreclosure sale. Because
21 even one holdout may jeopardize the ability of the rest of the Placer 1 Lenders to direct a
22 foreclosure, the USACM Trust has directed that the foreclosure sale be continued from
23 time to time. The sale is currently scheduled for December 22, 2008.

24 49. As of this date, Exhibit 1 shows by color those Placer 1 Lenders as to whom
25 the USACM Trust does not have a signed LSA or who objects to the foreclosure. Any
26 lender highlighted in yellow submitted an objection; and any lender highlighted in orange



1 either does not have an LSA or has not consented in writing to proceed with the
 2 foreclosure.

3 50. The USACM Trust does not believe it likely that the Placer 1 Lenders will
 4 ever agree unanimously to take any action to enforce the Placer 1 Note or foreclose the
 5 Placer 1 Deed of Trust.

6 51. The unpaid balance of the Placer 1 Note as of July 31, 2008 was:

<i>Item</i>	<i>Amount</i>
Principal	\$31,500,000.00
Regular Interest	\$12,887,379.45
Default Interest	\$7,752,624.86
Late Fees on Interest	\$644,368.97
Late Fees on Principal	\$1,575,000.00
Other Fees	
Total	\$54,359,373.28

Request for Appointment of a Receiver

12 52. The USACM Trust requests appointment of a receiver under Rule 66, Fed.
 13 R. Civ. P., Nevada common law, and California Code of Civil Procedure § 564(b),
 14 subsections (1), (2), and (9), which are alternative bases supporting appointment of a
 15 receiver.

California Code of Civil Procedure § 564(b)(1)

17 53. The USACM Trust, as successor to USACM’s obligation to enforce the
 18 Placer 1 Note, is acting on behalf of the Placer 1 Lenders. The Placer 1 Lenders are
 19 creditors and have joint interests in the Placer 1 Note, repayment of which is secured by a
 20 senior lien on the Property.

21 54. The Property is in danger of being lost because there is no source of payment
 22 for taxes or development costs. The Borrower’s controlling entity, USAIP, is the subject
 23 of an involuntary bankruptcy case. The Property is also the subject of litigation
 24 challenging Placer County’s approval of the Placer Vineyards project.
 25
 26



1 55. The Property is in danger of being “materially injured” in that its value has
2 dropped and will likely continue to decline, thereby reducing the extent to which sale of
3 the security will satisfy the underlying debt. See *Marsch v. Williams*, 23 Cal. App. 4th
4 238, 248-49 (Cal. App. 1994) (because property was threatened with “waste and
5 diminution in value,” and partners were unable to cooperate in developing property, trial
6 court could appoint receiver under § 564(b)(1)).

7 56. Appointment of a receiver pursuant to California Code of Civil Procedure
8 § 564(b)(1) is therefore proper.

9 California Code of Civil Procedure § 564(b)(9)

10 57. The value of the Property has declined and is insufficient to discharge the
11 debt secured by it, and the Placer 1 Lenders are unable to reach a consensus and are
12 unlikely to ever agree unanimously to take any action to enforce the Placer 1 Note or
13 foreclose the Placer 1 Deed of Trust

14 58. The USACM Trust’s attempt to conduct a trustee’s sale of the Property has
15 been halted by a number of Placer 1 Lenders’ objections to foreclosure.

16 59. A receiver is thus necessary to make decisions on behalf of all the Placer 1
17 Lenders as to enforcement of the Placer 1 Note, thereby preserving the Placer 1 Lenders’
18 secured interest in the Property pursuant to California Code of Civil Procedure
19 § 564(b)(9).

20 **Alternative Request For Judicial Foreclosure of Placer 1 Deed of Trust**

21 60. If a receiver cannot be appointed as requested above, USACM Trust
22 alternatively seeks judicial foreclosure of the Placer 1 Deed of Trust pursuant to California
23 Code of Civil Procedure §§ 725a-726, and appointment of a receiver pursuant to
24 § 564(b)(2) to manage the Property and make a determination to sell or hold the foreclosed
25 Property on behalf of the Placer 1 Lenders.

26 61. The Placer 1 Lenders are secured lenders.



1 62. USACM Trust, as successor to USACM’s obligation to enforce the Placer 1
2 Note on behalf of the Placer 1 Lenders, seeks to foreclose the deed of trust and sell the
3 Property.

4 63. Repayment of the Placer 1 Note is a condition of the Placer 1 Deed of Trust
5 and this condition has not been performed.

6 64. The Property is in danger of being lost or materially injured due to
7 nonpayment of real estate taxes and assessments on the Property. The USACM Trust
8 alleges on information that Borrower’s failure to pay the assessments of the Development
9 Group threatens the Property’s ability to share in development entitlements of the Placer
10 Vineyards Specific Plan. This is an alternative requirement to that addressed in the
11 preceding Paragraph.

12 65. The value of the Property is insufficient to discharge the deed of trust or pay
13 the outstanding development/management fees and real estate taxes.

14 66. Appointment of a receiver pursuant to California Code of Civil Procedure
15 § 564(b)(2) is therefore proper.

16 **Alternative Request for Partition of the Placer 1 Note**

17 67. USACM Trust alternatively seeks partition of the Placer 1 Lenders’ interest
18 in the Placer 1 Note pursuant to California Code of Civil Procedure § 872.210(a)
19 (permitting partition by co-owner of personal property).

20 68. USACM Trust, as successor of USACM’s obligation to enforce the Placer 1
21 Note, is charged with acting on behalf of all owners of the Placer 1 Note.

22 **Request for Declaratory and Monetary Relief**

23 70. An actual controversy exists as to the source of payment for USACM Trust’s
24 expenses incurred in enforcing the Placer 1 Note, and this Court has jurisdiction to hear
25 this matter. Accordingly, USACM Trust seeks a declaratory judgment that:
26



1 C. For declaratory judgment and monetary relief as to the amounts owed to
2 USACM Trust for its servicer advance, attorneys' fees, foreclosure trustee's fees, and
3 foreclosure costs.

4 D. For the USACM Trust's taxable costs incurred in this action.

5 E. For the USACM Trust's attorneys' fees to the extent permitted by applicable
6 law.

7 F. For such other relief as is proper.

8 Dated: September 24, 2008.

9 **LEWIS AND ROCA LLP**

10
11 By /s/ Rob Charles (#6593)
12 Rob Charles, NV 6593
13 3993 Howard Hughes Parkway, Suite 600
14 Las Vegas, Nevada 89169
15 Telephone: (702) 949-8320
16 Facsimile: (702) 949-8321
17 E-mail: RCharles@LRLaw.com
18 *Attorneys for the USACM Liquidating Trust*
19
20
21
22
23
24
25
26

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

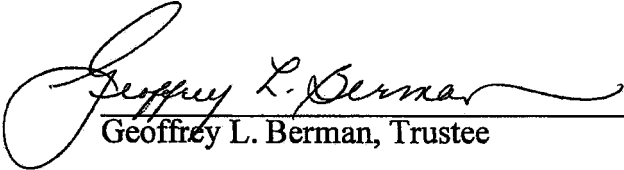
VERIFICATION

Geoffrey L. Berman declares under penalty of perjury:

1. I am an adult person competent to testify in court. I make this declaration based upon my personal knowledge and the business records of the USACM Liquidating Trust, as to which I am the Trustee.

2. I have read the foregoing complaint verify that it is accurate.

Dated: September 23, 2008.



Geoffrey L. Berman, Trustee