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10 UNITED STATES DISTRICT COURT
11 DISTRICT OF NEVADA

12 USACM Liquidating Trust,
13 Plaintiff,

CASE NO. 2:08-cv-01276-KJD-RJJ

14 v.

15 Placer County Land Speculators LLC aka
16 Placer County Land Investors LLC, et al.,

17 Defendants.

18 **VERIFIED REPORT OF ELLI M. A. MILLS, RECEIVER, PLACER**
19 **VINEYARDS LAND SPECULATORS [MARCH AND APRIL 2011]**

20 Elli M. A. Mills, the duly appointed receiver in the above-referenced matter, hereby files
21 his report pursuant to this Court's Order Appointing Receiver filed December 16, 2008,
22 paragraph 14. A true and correct copy of the verified report and account of the receiver's
23 administration during the months of March and April 2011 is attached hereto.

24 Dated: April 29, 2011

FELDERSTEIN FITZGERALD
WILLOUGHBY & PASCUZZI LLP

25 /s/ Paul J. Pascuzzi
26 PAUL J. PASCUZZI
27 Attorneys for Elli M.A. Mills, Receiver
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REPORT OF ELLI M. A. MILLS, JD, MBA,

COURT APPOINTED RECEIVER,

PLACER 1 OWNERS RECEIVERSHIP

March and April 2011

In an effort to reduce costs to the Receivership, as was done for the January and February Receivers' reports, the Receiver has combined the monthly reports for March and April 2011 into this one document. This report will discuss the following Receiver's activities for the two months:

- I. Placer Vineyards Development Group.
 - I.1 Litigation
 - I.2 Army Corps of Engineers Wetlands Permit
- II. Progress Report on Sale of Property
- III. Interim Funding
- IV. Construction Schedule
- V. Financial Transactions
- VI. Other Matters

I. Placer Vineyards Development Group:

During the months of March and April the Receiver attended three board meetings of the Placer Vineyards Development Group in Roseville, California, in person, and one committee meeting by phone.

1.1 Litigation: Receiver reported in the January and February Receivers' Report: "The Development Group continues to make progress in settling the lawsuit with the plaintiffs who sued the Development Group on environmental grounds. The Receiver knows that those of you who have read these reports consistently have seen this comment frequently. It has been a long and somewhat frustrating process to resolve these suits. After all, the Development Group prevailed on the lawsuit in the District Court level. However, to avoid an extended and costly appeals process, it has been decided by the Board and Members of the Development Group to pursue a settlement."

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Placer 1 Owners' Receivership
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The final settlement with the plaintiffs in this action also involves Placer County which is a co-defendant with the Placer Vineyards Development Group. Some of the settlement issues involved environmental mitigation issues which the County and all of the other parties have to review and agree to. The drafting of settlement documents relating to these issues was more time consuming than anticipated. However, the process is proceeding and it is hopeful that the documents will be completed and all of the parties will be able to review and accept these settlement documents within the next sixty to ninety days. Upon acceptance, the suit will be dismissed.

It has been a long process; however, the settlement of this suit will move the project one major step closer to being able to begin construction. As it relates to your investment, the settlement should better position the property to be sold, and sold at a higher price than it could be without this issue being resolved.

1.2 Army Corps of Engineers' Wetlands Permit: The Development Group is making progress with its discussions with the Army Corps of Engineers regarding resolving the wetlands permit. It is expected that this process will take a number of months, possibly well into 2012 before it is fully resolved. The Development Group has a very capable group of representatives who are moving this process forward and hopefully this permit will be available in a reasonable period of time.

II. Progress Report of Sale of Property:

As previously reported, the Receiver is in ongoing discussions with one party who has expressed strong interest purchasing the Receiverships' property. A detailed discussion of the history of these discussions is contained in the January/February Receiver's Report.

In March and April the Receiver has had a few short conversations with a principal of this company. He requested access to certain environmental analyses performed on the Receivership property, which the Receiver has facilitated. The Receiver believes that this party is waiting to see if the environmental litigation is settled before submitting a revised offer. Therefore, the Receiver does not expect to see any significant progress with this potential purchaser for the next few months.

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However, the Receiver believes that this party is very interested in the property and will eventually submit an offer.

The property continues to be listed for sale with Metro Properties in Sacramento.

III. Interim Funding:

The Receiver has been working with the title company to secure title insurance for the lender who provided the last round of interim funding, as was described in detail in the January/February 2011 report.

It finally boiled down to six Owners' names that caused the title examiner concern. These people have names similar to individuals in Placer County who had recorded unresolved liens against them. It is not unusual with such a large number of Owners to have some with common names (Brown, Anderson, Smith, etc.) in which the title examiner must establish that the Owner is not the same Smith or Brown, etc. against whom a lien is recorded in the Placer County records.

The Receiver was able to establish contact with each of these six Owners who cooperated with the Receiver and shared some information that allowed the examiner to distinguish them from those listed with liens. The Receiver expects that title insurance policy to be issued shortly.

It should be noted that the Receivership will have to go through this same process when the property is sold to facilitate the conveying of clear title to the purchaser.

IV. Construction Schedule.

The Receiver was invited to participate in a committee review of the permitting and construction schedule for the Placer Vineyards Development. Items considered were schedule for concluding the litigation settlement, obtaining the Army Corps wetlands permit, pre-construction design and engineering, and timeline for off-site and on-site common improvements. The preliminary conclusion of this scheduling conference suggests that the first phase of the Placer Vineyards Development would begin construction in 2014.

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As the construction start date approaches, it is reasonable to expect that, all other things being equal, the Receivership property will increase in value.

V. Financial Transactions:

In March, 2011, the Receivership reimbursed Mr. Helms for his legal fees and interest for the interim loan which he withdrew before closing because the Receivership could not timely offer title insurance for the loan. Mr. Helms had deposited the interim loan funds with the title company upon its representation that it was ready to close on the facility. At the last moment before closing, the title company informed the Receiver that it had erred and that it had close to 50 exceptions to the policy based on potential conflicts with individuals who had liens recorded against them in Placer County whose names were similar to the names of some of the Placer 1 Receivership Owners. Mr. Helms was given the opportunity to close on the loan with the pledge of the Receiver that he would work aggressively with the title company to clear the potential conflicts and deliver title insurance to him. Mr. Helms declined, his funds were returned to him, and an agreement was made to reimburse him for his out of pocket expenses and interest.

Subsequently, Mr. Homfeld extended an increase in the interim loan, and as mentioned above, the Receiver has worked with the title company to clear all conflicts. The Receiver, working closely with the title company, was able to get the title company to reduce the names in potential conflict from over fifty to six. Subsequently, the Receiver has contacted all six Owners, who were kind enough to cooperate fully with the Receiver, and the Receiver was therefore able to supply the required information to the title company.

The Receiver's combining two monthly reports into one document enables the Receivership to realize significant savings in legal fees and expenses by eliminating one mailing and one court filing for each two month period.

The Receiver and his counsel still plan to attend any Court hearing by telephone, thereby substantially reducing expense to the Receivership, unless there are formal objections filed with the Court, in which case the Receiver and his counsel will have to travel to Las Vegas to attend the court hearing in person.

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In March and April, 2011, the Receivership had the following financial transactions:

	Expenditures March and April, 2011	
March 1, 2011	Terry Helms - Reimbursement for legal fees and interest re interim loan	\$ 1,885.00
March 30, 2011	March interest on Homfeld interim loan	\$ 2,760.27
March 30, 2011	Transfer fee on interest payment wire	\$ 3.00
March 30, 2011	Felderstein, Fitzgerald, Willoughby and Pascuzzi, Fees and Expenses, March, 2011	\$ 1,126.27
March 30, 2011	Elli M. A. Mills , fees and expenses, March, 2011	\$ 5,897.92
April 26, 2011	Felderstein, Fitzgerald, Willoughby and Pascuzzi, Fees and Expenses, April, 2011	\$ 369.19
April 26, 2011	Elli M. A. Mills , fees and expenses, April, 2011	\$ 2,674.80
April 26, 2011	April interest on Homfeld interim loan	\$ 2,671.23
April 26, 2011	Transfer fee on interest payment wire	\$ 3.00
	Total March and April, 2011	\$ 17,390.68

VII. Other Matters:

As always, the Receiver invites any Owner to contact him directly if he/she has any questions or comments.

Location of Previous Reports:

The Receiver wishes to remind each Owner that all of the Receiver's monthly reports are online at the website maintained by the Receiver's counsel. The reports and all documents filed with the Court can be accessed at www.ffwplaw.com, click on the

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March and April 2011 Report of Receiver Elli M. A. Mills, JD, MBA
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"Cases" link, enter the email address at the login prompt of cases@ffwplaw.com, and enter the password "password," then click on the Placer Vineyards folder.

Respectfully submitted:

A handwritten signature in black ink, appearing to read "Elli M. A. Mills", with a long, sweeping flourish extending to the right.

Elli M. A. Mills, JD, MBA

Receiver

Placer 1 Owners' Receivership

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VERIFICATION BY RECEIVER OF RECEIVER'S REPORT

I, Elli M. A. Mills, am the duly-appointed receiver in the above-referenced action, and I have read the foregoing Verified Report of Elli M. A. Mills, Receiver, Placer Vineyards Land Speculators [March and April 2011] ("Receiver's Report"), and know its contents. The matters stated in the Receiver's Report are true based on my own knowledge or the records regularly maintained by the receivership, except as to those matters stated on information and belief, and as to those matters I believe them to be true.

I declare under penalty of perjury that the foregoing is true and correct. Executed on April 27, 2011.


Elli M. A. Mills

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14 v.

15 Placer County Land Speculators LLC aka
16 Placer County Land Investors LLC, et al.,
17 Defendants.

18 **PROOF OF SERVICE**

19 I, Lori N. McCleerey, declare:

20 I am a resident of the State of California and over the age of eighteen years, and not a
21 party to the within action; my business address is 400 Capitol Mall, Suite 1450, Sacramento, CA
22 95814-4434. On April 29, 2011, I served the within documents:

23 **VERIFIED REPORT OF ELLI M.A. MILLS, RECEIVER, PLACER 1 OWNERS'
24 RECEIVERSHIP [MARCH AND APRIL 2011]**

25 by transmitting via electronic mail the above listed document(s) to the email
26 addresses set forth below on this date before 5:00 p.m.

27 *See attached list.*

28 **AND**

by placing the document(s) listed above in a sealed envelope with postage thereon
fully prepaid, in the United States mail at Sacramento, California addressed as set
forth below.

See attached list.

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I am readily familiar with the firm's practice of collection and processing correspondence for mailing. Under that practice it would be deposited with the U.S. Postal Service on that same day with postage thereon fully prepaid in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one day after date of deposit for mailing in affidavit.

I am employed in the office of a member of the bar of this court at whose direction the service was made.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on April 29, 2011, at Sacramento, California.

/s/ Lori N. McCleerey
Lori N. McCleerey

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NDA = Not Deliverable As Addressed
ANK = Attempted Not Known
UTF = Unable to Forward
IA = Insufficient Address
FOE = Forwarding Order Expired
LNA = Left No Address
NFOF = No Forwarding Order on File