



Entered on Docket
March 05, 2007

Hon. Linda B. Riegle
United States Bankruptcy Judge

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Attorneys for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:
USA COMMERCIAL MORTGAGE COMPANY,
Debtor.

Case No. BK-S-06-10725 LBR
Case No. BK-S-06-10726 LBR
Case No. BK-S-06-10727 LBR
Case No. BK-S-06-10728 LBR
Case No. BK-S-06-10729 LBR

In re:
USA CAPITAL REALTY ADVISORS, LLC,
Debtor.

In re:
USA CAPITAL DIVERSIFIED TRUST DEED
FUND, LLC,
Debtor.

Chapter 11
Jointly Administered Under
Case No. BK-S-06-10725 LBR

In re:
USA CAPITAL FIRST TRUST DEED FUND,
LLC,
Debtor.

In re:
USA SECURITIES, LLC,
Debtor.

**ORDER GRANTING SECOND JOINT
MOTION FOR ORDER FOR
IMPLEMENTATION OF
CONFIRMED PLAN**

Affects:
 All Debtors
 USA Commercial Mortgage Company
 USA Securities, LLC
 USA Capital Realty Advisors, LLC
 USA Capital Diversified Trust Deed Fund, LLC
 USA First Trust Deed Fund, LLC

Date: March 1, 2007
Time: 9:30 a.m.

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1 The Court conducted a hearing on March 1, 2007 on the Second Joint Motion for Order for
2 Implementation of Confirmed Plan (docket no. 2869) (the “Motion”), which was filed on February
3 22, 2007 jointly by the above-captioned Debtors and by three of the four official committees
4 appointed in these jointly-administered cases, namely the Official Committee of Unsecured
5 Creditors of USA Commercial Mortgage Company (the “Commercial Mortgage Creditors’
6 Committee”), the Official Committee of Equity Security Holders of USA Capital Diversified Trust
7 Deed Fund, LLC (the “DTDF Committee”), and the Official Committee of Equity Security
8 Holders of USA Capital First Trust Deed Fund, LLC (the “FTDF Committee”). The fourth
9 committee, the Official Committee of Holders of Executory Contracts Rights Through USA
10 Commercial Mortgage Company (the “Direct Lenders’ Committee” and, together with the
11 Commercial Mortgage Creditors’ Committee, the DTDF Committee, and the FTDF Committee,
12 the “Committees”), did not oppose the Motion. The Debtors, Committees, and office of the
13 United States Trustee all supported hearing the Motion on shortened time. Appearances of
14 counsel were noted on the record at the hearing.

15 Having considered the Motion, the Reserve Disclosure filed by the Debtors in connection
16 with the Motion (docket no. 2913) (“Debtors’ Reserve Disclosure”), the Notice of Reserve
17 Disclosure filed by the FTDF Committee in connection with the Motion (docket no. 2910), the
18 Response to Debtors’ Reserve Disclosure filed by the FTDF Committee (docket no. 2921)
19 (“Response to Debtors’ Reserve”), and the arguments of counsel, and finding that notice of the
20 Motion was proper and appropriate under the circumstances, that good cause exists for granting
21 the Motion and that the relief requested is proper under Section 1142(b) of the Bankruptcy Code,
22 IT IS HEREBY ORDERED AS FOLLOWS:

- 23 1. The Motion is granted, except as noted in paragraph 7 below.
- 24 2. USACM will continue to exist after the Effective Date,¹ not only for the purpose of
25 acting as sub-servicer for Compass under USACM’s existing license, but also for the purpose of
26

27 ¹ Capitalized terms not otherwise defined herein are defined in the Motion.
28

1 performing the ministerial tasks necessary to wind down and dissolve USACM, including those
2 tasks expressly set forth in the Motion.

3 3. The Debtors' Professionals are authorized to provide services to USACM relating
4 to its performance of the ministerial tasks necessary to wind down and dissolve USACM, and
5 USACM is authorized to set a reserve in the amount of \$1,100,000, as stated in the Debtors'
6 Reserve Disclosure, in anticipation of such services. The Debtors' Professionals will receive their
7 customary hourly rates, or such other rates agreed to by the parties, for these services and
8 reimbursement of expenses, subject to the review by the USACM Trust, with the Bankruptcy
9 Court resolving any related disputes.

10 4. The amount of the Non-Trust Cash shall be set at \$13,250,000, as set forth in the
11 Debtors' Reserve Disclosure, and USACM is authorized to request additional Cash from the
12 USACM Trust if this amount has been underestimated.

13 5. Pursuant to NRS § 645A.015(4), the USACM Trust and Post-Effective Date DTDF
14 are authorized to service the specific loans for which responsibility is transferred to them under the
15 Plan, without otherwise complying with Nevada Mortgage Licensing or Escrow Licensing
16 requirements.

17 6. The Debtors' Professionals are authorized to provide services to Post-Effective
18 Date DTDF as set forth in the Motion. The Debtors' Professionals will receive their customary
19 hourly rates, or such other rates agreed to by the parties, in connection with these services and
20 reimbursement of expenses, subject to review by the Post-Effective Date DTDF, with the
21 Bankruptcy Court resolving any related disputes.

22 7. The Debtors' Professionals are authorized to provide services to FTDF relating to
23 FTDF's wind down and dissolution of FTDF and any other actions as provided for in the Motion
24 or in the Plan, and FTDF is authorized to set a reserve in anticipation of such services; provided,
25 however, that the issue raised in the FTDF Committee's Response to Debtors' Reserve concerning
26 the proper amount of such reserve is preserved and shall be determined by this Court at the
27 hearing scheduled for March 15, 2007 unless the Debtors and the FTDF Committee are able to
28 consensually resolve the issue prior to such hearing. The Debtors' Professionals will receive their

1 customary hourly rates, or such other rates agreed to by the parties, in connection with these
2 services and reimbursement of expenses, subject to review by the FTDF Committee, with the
3 Bankruptcy Court resolving any related disputes.

4 8. The FTDF Committee will continue to exist after the Effective Date for the purpose
5 of performing the tasks expressly set forth in the Motion and the Plan, including the right to
6 participate and be heard in connection with the Appeals, and FTDF is authorized to set a reserve in
7 the amount of \$1.5 million, as stated in the Reserve Disclosure, in anticipation of services
8 provided by the FTDF Committee's Professionals related thereto. The FTDF Committee's
9 Professionals will receive their customary hourly rates, or such other rates agreed to by the parties,
10 in connection with these services and reimbursement of expenses, subject to review by FTDF and
11 the FTDF Committee, with the Bankruptcy Court resolving any related disputes.

12 9. The Debtors' Professionals are authorized to provide services to USA Securities
13 and USA Realty relating to their performance of the ministerial tasks necessary for their wind
14 down, including those set forth in the Motion.

15 10. Any act required to be taken on the Effective Date shall be deemed timely if made
16 as soon as practicable after the Effective Date and, in any event, within thirty (30) days after the
17 Effective Date.

18 11. Notwithstanding any provision of the Plan, the Effective Date of the Plan will be
19 no later than March 15, 2007, or 30 days after the dissolution of any stay pending appeal, to the
20 extent one is entered.

21 12. The Debtors' Professionals and Management shall be compensated for providing
22 Testimony to aid in the implementation of the Plan, as set forth in ¶ 32 of the Motion.

23 Submitted by:
24 SCHWARTZER & MCPHERSON LAW FIRM
25 and RAY QUINNEY & NEBEKER P.C.

26 By: /s/ Lenard E. Schwartz, Esq.
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ORDER GRANTING SECOND JOINT MOTION FOR ORDER FOR IMPLEMENTATION OF CONFIRMED PLAN

Approved/Disapproved by:
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By: /s/ Susan Freeman
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By: /s/ Marc A. Levinson
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OFFICE OF THE U.S. TRUSTEE

By: /s/ Scott A. Farrow
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