



Entered on Docket
July 24, 2006

Hon. Linda B. Riegle
United States Bankruptcy Judge

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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.

Chapter 11

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

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

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

**ORDER APPROVING AGREEMENT
WITH INVESTMENT PARTNERS
(AFFECTS ALL DEBTORS)**

In re:
USA SECURITIES, LLC,
Debtor.

Date: June 21, 2006
Time: 9:30 a.m.

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- 1 Affects:
2 All Debtors
3 USA Commercial Mortgage Company
4 USA Capital Realty Advisors, LLC
5 USA Capital Diversified Trust Deed Fund, LLC
6 USA Capital First Trust Deed Fund, LLC
7 USA Securities, LLC

8 The Debtors' Motion For Order Approving Agreement With Investment Partners (the
9 "Motion") having come before this Court pursuant to an Order shortening Time; the Court having
10 reviewed the pleadings and heard the arguments and representations of counsel (including counsel
11 for USA Investment Partners, LLC ("Investment Partners")), the Court having made its findings
12 on the record and finding good cause, it is

13 ORDERED that the Motion is granted and the Debtors are authorized to enter into the
14 transactions contemplated by the Motion and to execute and deliver the Promissory Note and
15 Security Agreement attached as Exhibits "A" and "B" to the Motion.

16 IT IS FURTHER ORDERED that approval of the Motion is premised upon the agreement
17 stated in open court by counsel for Investment Partners that the transactions described in the
18 Motion do not embody a release or compromise of any claims of any of the Debtors against
19 Investment Partners.

20 IT IS FURTHER ORDERED that:

- 21 1. The agreement of the Debtors with Investment Partners does not constitute a
22 release of Investment Partners or compromise of any obligation of Investment
23 Partners on any claims held by any of the Debtors;
- 24 2. Except for the payment terms stated in the promissory note payable to USA
25 Commercial Mortgage Company ("USACM"), the agreement does not constitute a
26 waiver of any rights of the Debtors, their bankruptcy estates or their successors and
27 assigns against Investment Partners;
- 28 3. The agreement does not prejudice any pre-existing rights that any third parties may
have against Investment Partners, including without limitation any rights to set
aside or otherwise challenge the security interests and liens of the Debtors against
the collateral pledged by Investment Partners under any applicable federal law or

- 1 state law, or any rights any such parties may have under loan documents,
2 subordination agreements or other contracts or agreements with Investment
3 Partners;
- 4 4. The promissory note payable to USACMC shall be held by USACMC for the
5 benefit of all of the Debtors without prejudice to the rights of any other debtors to
6 assert claims to the proceeds of such promissory note and without presumption that
7 the proceeds are the property of USACMC solely because the promissory note is
8 payable to USACMC.
- 9 5. The liens and security interests upon the property of Investment Partners granted
10 under the security agreement signed by Investment Partners in favor of all Debtors
11 shall have priority, as among the different Debtors, as decided by further order of
12 this Court.
- 13 6. Any payments, collateral, or proceeds of collateral received under the promissory
14 note or the security agreement shall be held for the benefit of all Debtors and shall
15 neither be used, allocated, nor distributed among the Debtors except upon further
16 order of the Court.

17 Submitted by:

18 /s/ LENARD E. SCHWARTZER
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20 Jeanette E. McPherson, Nevada Bar No. 5423
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1 **ORDER APPROVING AGREEMENT WITH INVESTMENT PARTNERS**
2 **(AFFECTS ALL DEBTORS)**

3 Approved / ~~Disapproved~~ by

Approved / Disapproved by

4 WHITE AND WILLIAMS LLP

5 By: 
6 STEVE E. OSTROW, ESQ.
7 WADE B. GOCHNOUR, ESQ.
8 1800 One Liberty Place
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10 *Counsel for Liberty Bank*

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14 ROB CHARLES, ESQ.
15 *Counsel for the Official Committee*
16 *of Unsecured Creditors of USA*
17 *Commercial Mortgage Company*

By: _____
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Counsel for the Official Committee of
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USA Commercial Mortgage Company

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28 *Diversified Trust Deed Fund, LLC*


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