

1 Annette W. Jarvis, Utah Bar No. 1649
 Steven C. Strong, Utah Bar No. 6340
 2 RAY QUINNEY & NEBEKER P.C.
 36 South State Street, Suite 1400
 3 P.O. Box 45385
 Salt Lake City, Utah 84145-0385
 4 Telephone: (801) 532-1500
 Facsimile: (801) 532-7543
 5 Email: ajarvis@rqn.com
 6 Lenard E. Schwartzer, Nevada Bar No. 0399
 Jeanette E. McPherson, Nevada Bar No. 5423
 7 SCHWARTZER & MCPHERSON LAW FIRM
 2850 South Jones Boulevard, Suite 1
 8 Las Vegas, Nevada 89146-5308
 Telephone: (702) 228-7590
 9 Facsimile: (702) 892-0122
 E-Mail: bkfilings@smlaw.com
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11 Attorneys for Debtors and Debtors-in-Possession

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

12 In re: 13 USA COMMERCIAL MORTGAGE COMPANY, 14 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
15 In re: 16 USA CAPITAL REALTY ADVISORS, LLC, 17 Debtor.	Chapter 11
18 In re: 19 USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC, 20 Debtor.	Jointly Administered Under Case No. BK-S-06-10725 LBR
21 In re: 22 USA CAPITAL FIRST TRUST DEED FUND, LLC, 23 Debtor.	Date: August 4, 2006 Time: 10:00 a.m.
24 In re: 25 USA SECURITIES, LLC, 26 Debtor.	SUPPLEMENT TO DEBTORS' MOTION TO DISTRIBUTE FUNDS

- 27 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
- 28

**(AFFECTS USA COMMERCIAL
 MORTGAGE, USA CAPITAL
 DIVERSIFIED TRUST DEED FUND, AND
 USA CAPITAL FIRST TRUST DEED
 FUND)**

1 USA Commercial Mortgage Company (“USA”), USA Capital Diversified Trust Deed
2 Fund, LLC (“Diversified Fund”), and USA Capital First Trust Deed Fund, LLC (“FTD Fund”)
3 (collectively, the “Debtors”) respectfully submit this Supplement to the Debtors’ Motion to
4 Distribute Funds, which was filed July 7, 2006 (docket # 847) (the “Motion to Distribute”).

5 As contemplated in paragraph 8 of the Motion to Distribute, USA recently prepared and
6 mailed out statements to Direct Lenders indicating their positions as of the Petition Date with
7 respect to each of the Serviced Loans in which each Direct Lender invested. After accomplishing
8 that task, USA has continued to update the loan records and post the post-petition servicing and
9 collection activities through June 30, 2006. USA currently projects that it will have Direct Lender
10 Statements as of June 30, 2006 ready to mail out to the Direct Lenders on or about July 19, 2006.

11 The aggregate amount proposed to be distributed from the Collection Account to Direct
12 Lenders in the first post-petition distribution to be made pursuant to the Motion to Distribute, as
13 explained on pages 5-6 (and elsewhere) in the Motion to Distribute, is the sum of the amounts
14 proposed to be distributed to each Direct Lender by account number (legal vesting name), which
15 in turn is the net of the amounts shown on Line 12 of the Direct Lender Statement(s) as of June 30,
16 2006, for each Direct Lender by account number. (Note, however, that only net positive amounts
17 per Direct Lender are added together in arriving at the proposed aggregate distribution; net
18 negative amounts, if any, are not reflected in the aggregate distribution figure). Based on the loan
19 reconciliations performed through June 30, 2006, and consistent with the Direct Lender
20 Statements through June 30, 2006 that will be mailed out shortly to Direct Lenders, the aggregate
21 amount of the initial distribution proposed in the Motion to Distribute is approximately \$64.7
22 million.¹ This proposed distribution does not take into account any potential netting among
23 accounts of Direct Lenders under different vesting names.

24 The Court should note that this proposed distribution from the Collection Account to
25

26 1. This number, the amount to be distributed to the Direct Lenders, and the amount to be
27 distributed to the FTD Fund are approximate because USA expects there to be some questions
28 raised and adjustments made to the individual loan reconciliations as of June 30, 2006. Therefore,
the numbers will change before checks are issued.

1 Direct Lenders will include a distribution of approximately \$1.8 million to the FTD Fund.² This
2 amount, less appropriate reserves for potential claims and administrative expenses, is proposed to
3 be distributed to the members of the FTD Fund. Because the net amount from Line 12 of the
4 various Direct Lender Statements for the Diversified Fund is negative, there will be no similar
5 distribution to the Diversified Fund at this time, and there will be no distribution the members of
6 the Diversified Fund on account of their membership interests at this time.

7 For purposes of the initial distribution proposed by the Motion to Distribute, a Diversified
8 Fund Members' membership (equity) interest in the Diversified Fund and the negative balance of
9 the Diversified Fund will not affect their individual distribution as a Direct Lender. Likewise, the
10 initial distribution to a FTD Fund member will not be reduced by any net negative balance
11 reflected on the Direct Lender Statements by such member as a Direct Lender.

12
13 Respectfully submitted this 17th day of July, 2006.

14
15 /s/ Lenard E. Schwartzer

16 Lenard E. Schwartzer, Nevada Bar No. 0399
17 Jeanette E. McPherson, Nevada Bar No. 5423
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21 and

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26 P.O. Box 45385
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29 _____
30 2. The Diversified Fund has a negative balance of approximately \$3 million and it will receive no
31 distribution at this time.