

United States Bankruptcy Court
District of Nevada

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): USA Capital First Trust Deed Fund, LLC
Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):
All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all): 88-0491003
Last four digits of Soc. Sec./Complete EIN or other Tax ID No. (if more than one, state all):
Street Address of Debtor (No. & Street, City, and State): 4484 South Pecos Road Las Vegas, NV
Street Address of Joint Debtor (No. & Street, City, and State):
County of Residence or of the Principal Place of Business: Clark
County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address):
Mailing Address of Joint Debtor (if different from street address):
Location of Principal Assets of Business Debtor (if different from street address above):

Type of Debtor (Form of Organization) (Check one box)
Nature of Business (Check all applicable boxes.)
Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Nature of Debts (Check one box)

Filing Fee (Check one box)
Chapter 11 Debtors
Check one box:
Check if:

Statistical/Administrative Information
THIS SPACE IS FOR COURT USE ONLY
Estimated Number of Creditors
Estimated Assets
Estimated Debts

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

USA Capital First Trust Deed Fund, LLC

Signatures

Signature(s) of Debtor(s) (Individual/Joint)

I declare under penalty of perjury that the information provided in this petition is true and correct.
[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.
[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by §342(b) of the Bankruptcy Code.
I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by §1515 of title 11 are attached.

Pursuant to §1511 of title 11, United States Code, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19B is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose social security number is provided above.

Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

Signature of Attorney

X /s/ Lenard E. Schwartz
Signature of Attorney for Debtor(s)

Lenard E. Schwartz
Printed Name of Attorney for Debtor(s)

Schwartz & McPherson Law Firm
Firm Name

2850 South Jones Boulevard, Suite 1
Las Vegas, NV 89146

Address

(702) 228-7590 Fax: (702) 892-0122
Telephone Number

April 13, 2006
Date

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.
The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Joseph D. Milanowski
Signature of Authorized Individual

Joseph D. Milanowski
Printed Name of Authorized Individual

Sole Manager
Title of Authorized Individual

April 13, 2006
Date

**United States Bankruptcy Court
District of Nevada**

In re USA Capital First Trust Deed Fund, LLC
Debtor

Case No. _____

Chapter 11

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 333-120102;333-59362.
2. The following financial data is the latest available information and refers to debtor's condition on February 28, 2006.

a. Total assets	\$ <u>67,755,553</u>	
b. Total debts (including debts listed in 2.c.,below)	\$ <u>329,549</u>	
c. Debt securities held by more than 500 holders.		Approximate number of holders
secured / / unsecured / / subordinated / /	\$ <u>N/A</u>	<u>N/A</u>
secured / / unsecured / / subordinated / /	\$ <u>N/A</u>	<u>N/A</u>
secured / / unsecured / / subordinated / /	\$ <u>N/A</u>	<u>N/A</u>
secured / / unsecured / / subordinated / /	\$ <u>N/A</u>	<u>N/A</u>
secured / / unsecured / / subordinated / /	\$ <u>N/A</u>	<u>N/A</u>
d. Number of shares of preferred stock	<u>N/A</u>	<u> </u>
e. Number of shares of common stock	<u>N/A</u>	<u> </u>

Comments, if any:

3. Brief description of debtor's business:

Funds manager for investors in commercial mortgage loans

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

ACTION BY WRITTEN CONSENT
OF
THE SOLE MANAGER
OF
USA CAPITAL FIRST TRUST DEED FUND, LLC

(April 13, 2006)

The undersigned sole manager (“Manager”) of USA CAPITAL FIRST TRUST DEED FUND, LLC, (the “Company”), acting in accordance with applicable provisions of the laws of Nevada and of the Articles of Organization, as amended, and the Operating Agreement, as amended, of the Company, hereby adopts the following resolutions and takes the following actions by written consent respecting the Company.

RECITALS

The Manager believes that it is in the best interest of the Company to evaluate restructuring options including but not limited to filing a petition for relief under Chapter 11 of the U.S. Bankruptcy Code; and

The Manager believe that it is in the best interest of the Company to engage such restructuring professionals as are necessary or appropriate to assist in the restructuring of the Company, and to approve and ratify the Company’s recent engagement of Mesirow Financial Interim Management, LLC (“Mesirow”) and Ray Quinney & Nebeker P.C. (“RQN”) for that purpose; and

The Manager believes that in the event a Chapter 11 bankruptcy petition is filed by the Company, it would be in the best interest of the Company immediately to obtain insurance (“D&O Insurance”) to protect the Manager, the manager of the Manager, and other officers of the Manager from liability in connection with their service on behalf of the Company; and

The Manager believes that in the event a Chapter 11 bankruptcy petition is filed by the Company, it would be in the best interest of the Company to engage Mesirow as general restructuring consultant and RQN as general bankruptcy counsel for the Company.

RESOLUTIONS AND ACTIONS

WHEREFORE, IT IS HEREBY RESOLVED AND RATIFIED that the Manager is and was authorized to engage Mesirow as a consultant and RQN as legal counsel to assist the Company in evaluating the restructuring options of the Company, to assist in preparing the Company for a possible bankruptcy filing, and to serve as the Company's general restructuring consultant and general bankruptcy counsel, respectively, in the event of a Chapter 11 filing; and

IT IS HEREBY FURTHER RESOLVED that the Manager is authorized, in the event the Manager deems it appropriate in the Manager's sole discretion, to sign and file on behalf of the Company a petition for relief under Chapter 11 of the U.S. Bankruptcy Code, as well as all related papers that are necessary or appropriate in connection with the bankruptcy petition, and to obtain D&O Insurance; and

IN WITNESS WHEREOF, the undersigned sole Manager of the Company executes this Action by Written Consent as of April 13, 2006.

SOLE MANAGER:

USA CAPITAL REALTY ADVISORS, LLC

By:



Joseph D. Milanowski
Sole Manager of USA Capital Realty Advisors, LLC

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DMV AND PUBLIC SAFETY
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RENO NV 89521-5906

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BANKRUPTCY DIVISION
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**United States Bankruptcy Court
District of Nevada**

In re USA Capital First Trust Deed Fund, LLC
Debtor(s)

Case No. _____
Chapter 11

VERIFICATION OF CREDITOR MATRIX

I, the Sole Manager of the corporation named as the debtor in this case, hereby verify that the attached list of creditors is true and correct to the best of my knowledge.

Date: April 13, 2006

/s/ Joseph D. Milanowski
Joseph D. Milanowski/Sole Manager
Signer/Title

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