

United States Bankruptcy Court
District of Nevada

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle):
USA Securities, 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)
88-0482518

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
ZIP Code: 89121

Street Address of Joint Debtor (No. & Street, City, and State):
ZIP Code

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):
ZIP Code

Mailing Address of Joint Debtor (if different from street address):
ZIP Code

Location of Principal Assets of Business Debtor
(if different from street address above):

Type of Debtor (Form of Organization)
(Check one box)
Individual (includes Joint Debtors)
Corporation (includes LLC and LLP)
Partnership
Other (If debtor is not one of the above entities, check this box and provide the information requested below.)
State type of entity:

Nature of Business
(Check all applicable boxes.)
Health Care Business
Single Asset Real Estate as defined in 11 U.S.C. § 101 (51B)
Railroad
Stockbroker
Commodity Broker
Clearing Bank
Nonprofit Organization qualified under 26 U.S.C. § 501(c)(3)

Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
Chapter 7
Chapter 9
Chapter 11
Chapter 12
Chapter 13
Chapter 15 Petition for Recognition of a Foreign Main Proceeding
Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding

Nature of Debts (Check one box)
Consumer/Non-Business
Business

Filing Fee (Check one box)
Full Filing Fee attached
Filing Fee to be paid in installments (Applicable to individuals only) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.
Filing Fee waiver requested (Applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.

Chapter 11 Debtors
Check one box:
Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).
Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).
Check if:
Debtor's aggregate noncontingent liquidated debts owed to non-insiders or affiliates are less than \$2 million.

Statistical/Administrative Information
Debtor estimates that funds will be available for distribution to unsecured creditors.
Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.

THIS SPACE IS FOR COURT USE ONLY

Table with 10 columns: Estimated Number of Creditors. Rows for ranges: 1-49, 50-99, 100-199, 200-999, 1000-5000, 5001-10000, 10001-25000, 25001-50000, 50001-100000, OVER 100000.

Table with 9 columns: Estimated Assets. Rows for ranges: \$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, More than \$100 million.

Table with 9 columns: Estimated Debts. Rows for ranges: \$0 to \$50,000, \$50,001 to \$100,000, \$100,001 to \$500,000, \$500,001 to \$1 million, \$1,000,001 to \$10 million, \$10,000,001 to \$50 million, \$50,000,001 to \$100 million, More than \$100 million.

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

Name of Debtor(s):
USA Securities, 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; Paul S. Hamilton
Signature of Authorized Individual

Joseph D. Milanowski; Paul S. Hamilton
Printed Name of Authorized Individual

Co-Managers
Title of Authorized Individual

April 13, 2006
Date

JOINT ACTION BY WRITTEN CONSENT
OF
THE MEMBERS AND MANAGER
OF
USA SECURITIES, LLC

(April 13, 2006)

The undersigned members of USA SECURITIES, LLC (the "Company"), who constitute all of the members of the Company, and the undersigned co-managers (collectively, the "Manager"), who are the sole managers of 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 jointly adopt the following resolutions by written consent respecting the Company.

RECITALS

The Members and Manager believe that it is in the best interest of the Company to authorize the Manager 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 Members and 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 Members and Manager believe 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 appoint a new, independent Manager of the Company to manage and carry out the restructuring of the Company, and that Thomas J. Allison ("Allison"), who is an officer of Mesirow, is well qualified to serve as the new Manager of the Company, and to appoint RQN as general bankruptcy counsel for the Company; and

The Members and Manager believe 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 and other officers of the Company from liability in connection with their service on behalf of the Company.

RESOLUTIONS AND ACTIONS

WHEREFORE, IT IS HEREBY RESOLVED AND RATIFIED that the current Manager of the Company 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 of the Company 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

IT IS HEREBY FURTHER RESOLVED in the event a Chapter 11 bankruptcy petition is filed for the Company, the current Manager of the Company shall be removed and replaced with Allison, who shall then serve as sole Manager of the Company; and

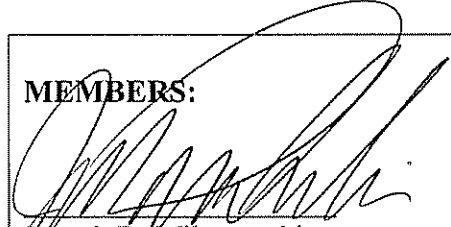
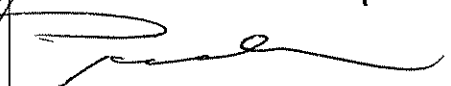
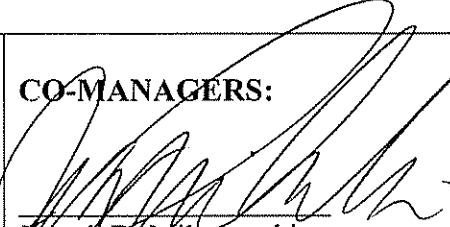
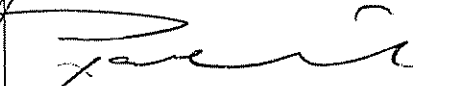
IT IS HEREBY FURTHER RESOLVED that, upon the filing of a Chapter 11 bankruptcy petition respecting the Company, Allison as the new Manager of the Company shall possess all management authority, powers, rights, and duties of and for the Company to the fullest extent permitted by law and shall exercise such authority, powers, rights and duties as Allison deems appropriate in his sole discretion to the fullest extent permitted by law, subject only to retention by the Members of the right to remove and replace Allison for cause and upon 30 days' written notice to Mesirow and Allison; and

IT IS HEREBY FURTHER RESOLVED that, without limiting the scope of the authority, powers, and duties granted and delegated to Allison as the new Manager of the Company upon the filing of a Chapter 11 petition for the Company, as set forth above, on and after the date of such a filing Allison shall be authorized to take all actions and to make all decisions as he deems appropriate in his sole discretion respecting all matters addressed in applicable Nevada statutes and in the Articles of Incorporation, as amended, and the Bylaws, as amended, of the Company, excepting only the removal of Allison for cause upon 30 days' notice, which power is reserved for the Board as set forth above; and

IT IS HEREBY FURTHER RESOLVED that, effective immediately, the Articles of Incorporation and the Bylaws of the Company are amended, to the extent necessary, to be consistent with the foregoing resolutions.

IT IS HEREBY FURTHER RESOLVED that, effective immediately, the Articles of Organization and the Operating Agreement of the Company are amended, to the extent necessary, to be consistent with the foregoing resolutions.

IN WITNESS WHEREOF, the undersigned, who are the only Members and the only Managers of the Company, execute this Joint Action by Written Consent as of April 13, 2006.

<p>MEMBERS:</p>  <p>Joseph D. Milanowski</p>  <p>Paul S. Hamilton</p>	<p>CO-MANAGERS:</p>  <p>Joseph D. Milanowski</p>  <p>Paul S. Hamilton</p>
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LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS
(Continuation Sheet)

(1)	(2)	(3)	(4)	(5)
<i>Name of creditor and complete mailing address including zip code</i>	<i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	<i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	<i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	<i>Amount of claim [if secured, also state value of security]</i>

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Co-Managers of the corporation named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date April 13, 2006

Signature /s/ Joseph D. Milanowski; Paul S. Hamilton
Joseph D. Milanowski; Paul S. Hamilton
Co-Managers

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

LIST OF CREDITORS

GEORGE GORMAN
C/O FINANCIAL WEST GROUP
4510 E. THOUSAND OAKS BLVD.
THOUSAND OAKS, CA 91362

JAMES HULL
C/O SIGNATURE FINANCIAL
2601 AIRPORT DRIVE
TORRANCE, CA 90505

R. HAGMAIER
C/O FINANCIAL WEST GROUP
4510 E. THOUSAND OAKS BLVD.
THOUSAND OAKS, CA 91362

TIM RICH
C/O FINANCIAL WEST GROUP
4510 E. THOUSAND OAKS BLVD
THOUSAND OAKS, CA 91362

**United States Bankruptcy Court
District of Nevada**

In re USA Securities, LLC

Debtor(s)

Case No. _____
Chapter

11

VERIFICATION OF CREDITOR MATRIX

I, the Co-Managers 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; Paul S. Hamilton

Joseph D. Milanowski; Paul S. Hamilton/Co-Managers

Signer/Title

USA SECURITIES, LLC
4484 SOUTH PECOS ROAD
LAS VEGAS NV 89121

LENARD E. SCHWARTZER, ESQ.
SCHWARTZER & MCPHERSON LAW FIRM
2850 SOUTH JONES BLVD.
SUITE 1
LAS VEGAS NV 89146

U.S. TRUSTEE
300 LAS VEGAS BLVD. SO.
SUITE 4300
LAS VEGAS NV 89101

DEPARTMENT OF EMPLOYMENT TRAINING
EMPLOYMENT SEC DIV, CONTRIBUTIONS SECTION
500 EAST THIRD STREET
CARSON CITY NV 89713-0030

DMV AND PUBLIC SAFETY
RECORDS SECTION
555 WRIGHT WAY
CARSON CITY NV 89711-0250

EMPLOYERS INSURANCE CO. OF NV
ATTN: BANKRUPTCY DESK
9790 GATEWAY DRIVE
RENO NV 89521-5906

NV DEPT OF TAXATION
BANKRUPTCY DIVISION
555 EAST WASHINGTON, #1300
LAS VEGAS NV 89101

INTERNAL REVENUE SERVICE
ATTN: BANKRUPTCY DEPT.
STOP 5028
110 CITY PARKWAY
LAS VEGAS NV 89106

SECRETARY OF STATE
STATE OF NEVADA
202 NORTH CARSON STREET
CARSON CITY NV 89701

INTERSHOW
THE GITHLER CENTER
1258 NORTH PALM AVE.
SARASOTA, FL 34236

KUMMER, KAEMPFER BONNER & RENSHAW
3800 HOWARD HUDGES PKWY, 7TH FL.
LAS VEGAS, NV 89109

USA COMMERCIAL MORTGAGE
4484 SOUTH PECOS ROAD
LAS VEGAS, NV 89121