

Name of Debtor Milanowski, Joseph D.
 Case No. _____

OFFICIAL FORM 5 - Involuntary Petition - Page 2

TRANSFER OF CLAIM

Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(a).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X/s/ Michael Tucker, Manager
 Signature of Petitioner or Representative (State title)

USA Capital Diversified Trust Deed Fund May 29, 2007
 Name of Petitioner Date Signed

Name & Mailing Address of Individual Signing in Representative Capacity
Michael Tucker, Manager
c/o FTI Consulting, Inc.
2 North Central Avenue, Suite 1200
Phoenix, AZ 85004

X/s/ Anne M. Loraditch (NV Bar No. 8164) May 29, 2007
 Signature of Attorney Date

Anne M. Loraditch (NV Bar No. 8164)
 Name of Attorney Firm (If any)

Beckley Singleton, Chartered
530 Las Vegas Blvd S
Las Vegas, NV 89101
 Address
 Telephone No. (702) 385-3373

X/s/ Geoffrey L. Berman, Trustee
 Signature of Petitioner or Representative (State title)

USACM Liquidating Trust May 29, 2007
 Name of Petitioner Date Signed

Name & Mailing Address of Individual Signing in Representative Capacity
Geoffrey L. Berman, Trustee
c/o DSI - Wells Fargo Center
333 S Grand Ave Suite 4070
Los Angeles, CA 90071-1544

X/s/ Rob Charles (NV Bar No. 6593) May 29, 2007
 Signature of Attorney Date

Rob Charles (NV Bar No. 6593)
 Name of Attorney Firm (If any)

Lewis and Roca LLP
3993 Howard Hughes Pkwy Suite 600
Las Vegas, NV 89169
 Address
 Telephone No. (702) 949-8320

X/s/ Geoffrey L. Berman, Trustee
 Signature of Petitioner or Representative (State title)

USACM Liquidating Trust May 29, 2007
 Name of Petitioner Date Signed

Name & Mailing Address of Individual Signing in Representative Capacity
Geoffrey L. Berman, Trustee
c/o DSI - Wells Fargo Center
333 S Grand Avenue Suite 4070
Los Angeles, CA 90071-1544

X/s/ Rob Charles (NV Bar No. 6593) May 29, 2007
 Signature of Attorney Date

Rob Charles (NV Bar No. 6593)
 Name of Attorney Firm (If any)

Lewis and Roca LLP
3993 Howard Hughes Pkwy Suite 600
Las Vegas, NV 89169
 Address
 Telephone No. (702) 949-8320

PETITIONING CREDITORS

Name and Address of Petitioner	Nature of Claim	Amount of Claim
USA Capital Diversified Trust Deed Fund c/o FTI Consulting, Inc. 2 North Central Avenue, Suite 1200 Phoenix, AZ 85004	Claim amount shown is principal amount of claim only. See attached Exhibit A for full claim description.	55,113,781.00
USACM Liquidating Trust c/o DSI - Wells Fargo Center 333 S Grand Ave Suite 4070 Los Angeles, CA 90071-1544	Claim amount shown continues to accrue default interest and late fees. See attached Exhibit A for full claim description.	51,559,255.64
USACM Liquidating Trust c/o DSI - Wells Fargo Center 333 S Grand Avenue Suite 4070 Los Angeles, CA 90071-1544	Claim amount shown continues to accrue default interest and late fees. See attached Exhibit A for full claim description.	21,990,767.89
Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.	Total Amount of Petitioners' Claims	128,970,902.03

3 continuation sheets attached

Name of Debtor Milanowski, Joseph D.

OFFICIAL FORM 5 - Involuntary Petition - Page 2

Case No. _____

TRANSFER OF CLAIM

Check this box if there has been a transfer of any claim against the debtor by or to any petitioner. Attach all documents evidencing the transfer and any statements that are required under Bankruptcy Rule 1003(a).

REQUEST FOR RELIEF

Petitioner(s) request that an order for relief be entered against the debtor under the chapter of title 11, United States Code, specified in this petition. If any petitioner is a foreign representative appointed in a foreign proceeding, a certified copy of the order of the court granting recognition is attached.

Petitioner(s) declare under penalty of perjury that the foregoing is true and correct according to the best of their knowledge, information, and belief.

X/s/ Geoffrey L. Berman, Trustee
Signature of Petitioner or Representative (State title)

USACM Liquidating Trust May 29, 2007
Name of Petitioner Date Signed

Name & Mailing Address of Individual Signing in Representative Capacity
Geoffrey L. Berman, Trustee
c/o DSI - Wells Fargo Center
333 S Grand Ave Suite 4070
Los Angeles, CA 90071-1544

X/s/ Rob Charles (NV Bar No. 6593) May 29, 2007
Signature of Attorney Date

Rob Charles (NV Bar No. 6593)
Name of Attorney Firm (If any)

Lewis and Roca LLP
3993 Howard Hughes Pkwy Suite 600
Las Vegas, NV 89169
Address
Telephone No. (702) 949-8320

X/s/ Charles N. Hainsworth, VP/Corp Relations
Signature of Petitioner or Representative (State title)

Nevada State Bank May 29, 2007
Name of Petitioner Date Signed

Name & Mailing Address of Individual Signing in Representative Capacity
Charles N. Hainsworth, VP/Corp
Relations
750 E Warm Springs Rd 4th Floor
P O Box 990
Las Vegas, NV 89125-0990

X/s/ Eric W. Swanis (NV Bar No. 6840) May 29, 2007
Signature of Attorney Date

Eric W. Swanis (NV Bar No. 6840)
Name of Attorney Firm (If any)

Greenberg Traurig, LLP
3773 Howard Hughes Pkwy Suite 500 North
Las Vegas, NV 89109
Address
Telephone No. (702) 792-3773

X _____
Signature of Petitioner or Representative (State title)

Name of Petitioner Date Signed

Name & Mailing Address of Individual Signing in Representative Capacity

X _____
Signature of Attorney Date

Name of Attorney Firm (If any)

Address
Telephone No. _____

PETITIONING CREDITORS

Name and Address of Petitioner	Nature of Claim	Amount of Claim
USACM Liquidating Trust c/o DSI - Wells Fargo Center 333 S Grand Ave Suite 4070 Los Angeles, CA 90071-1544	See attached Exhibit A for full claim description.	7,097.50
Nevada State Bank 750 E Warm Springs Rd 4th Floor P O Box 990 Las Vegas, NV 89125-0990	Claim amount shown is principal amount of claim only. See attached Exhibit A for full claim description.	300,000.00
Name and Address of Petitioner	Nature of Claim	Amount of Claim

Note: If there are more than three petitioners, attach additional sheets with the statement under penalty of perjury, each petitioner's signature under the statement and the name of attorney and petitioning creditor information in the format above.

Total Amount of Petitioners' Claims
128,970,902.03

Name of Debtor Milanowski, Joseph D.

Case No. _____

FORM 5 Involuntary Petition

(Court use only)

PENDING BANKRUPTCY CASE(S) FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Continuation Sheet)		
Name of Debtor USA Capital Realty Advisors, LLC	Case Number BK-S-06-10726 (Ch 11)	Date 4/13/2006
Relationship Debtor is former insider	District District of Nevada	Judge LBR
Name of Debtor USA Capital Diversified Trust Deed Fund, LLC	Case Number BK-S-06-10727 (Ch 11)	Date 4/13/2006
Relationship Debtor owns beneficial interest and is an insider of former manager	District District of Nevada	Judge LBR
Name of Debtor USA Capital First Trust Deed Fund, LLC	Case Number BK-S-06-10728 (Ch 11)	Date 4/13/2006
Relationship Debtor owns beneficial interest and is an insider of former manager	District District of Nevada	Judge LBR
Name of Debtor USA Securities, LLC	Case Number BK-S-06-10729 (Ch 11)	Date 4/13/2006
Relationship Debtor is former insider	District District of Nevada	Judge LBR
Name of Debtor Tree Moss Partners, LLC	Case Number BK-S-06-13758 (Ch 11)	Date 12/7/2006
Relationship Indirectly owns partial beneficial interest & is insider of manager	District District of Nevada	Judge LBR
Name of Debtor USA Investors VI, LLC	Case Number BK-S-07-12377 (Ch 11)	Date 12/15/2006
Relationship Indirectly owns partial beneficial interest & is insider of manager	District District of Nevada	Judge LBR
Name of Debtor USA Investment Partners, LLC	Case Number BK-S-07-11821 (Ch 11)	Date 4/4/2007
Relationship Debtor owns partial beneficial interest and is an insider	District District of Nevada	Judge LBR

2 of 3 continuation sheets attached

Name of Debtor Milanowski, Joseph D.

Case No. _____

FORM 5 Involuntary Petition

(Court use only)

PENDING BANKRUPTCY CASE(S) FILED BY OR AGAINST ANY PARTNER OR AFFILIATE OF THIS DEBTOR (Continuation Sheet)		
Name of Debtor HMA Sales, LLC	Case Number BK-S-07-12694 (Ch 11)	Date 5/10/2007
Relationship Indirectly owns partial beneficial interest & is insider of manager	District District of Nevada	Judge LBR
Name of Debtor	Case Number	Date
Relationship	District	Judge
Name of Debtor	Case Number	Date
Relationship	District	Judge
Name of Debtor	Case Number	Date
Relationship	District	Judge
Name of Debtor	Case Number	Date
Relationship	District	Judge
Name of Debtor	Case Number	Date
Relationship	District	Judge
Name of Debtor	Case Number	Date
Relationship	District	Judge

3 of 3 continuation sheets attached

EXHIBIT A

NATURE OF PETITIONING CREDITORS' CLAIMS

I. USA CAPITAL DIVERSIFIED TRUST DEED FUND, LLC –

Nature of Claim: Matured claim on written guaranty of defaulted loan with original principal balance of \$55,113,781.00 plus accrued interest at the rate of twenty-five percent (25%) per annum through the Petition Date. The note claim is liquidated and undisputed. The creditor may have additional claims.

II. USACM LIQUIDATING TRUST, as successor in interest to USA Commercial Mortgage –

Nature of Claim: Shareholder account receivable owed to creditor with an outstanding balance totaling \$7,097.50. The claim is liquidated and undisputed. The creditor may have additional claims.

III. USACM LIQUIDATING TRUST, as servicer on Placer Vineyards Loans –

A. On behalf of Direct Lenders in first position:

Nature of Claim: Matured claim on written guaranty of defaulted loan owed to 343 Direct Lenders by Placer County Land Speculators, LLC, with outstanding balances, including unpaid principal and unpaid regular interest, totaling \$37,892,940.43 as of April 30, 2007. The guaranty claim is liquidated and undisputed. The creditor may have additional claims.

B. On behalf of Direct Lenders in second position:

Nature of Claim: Matured claim on written guaranty of defaulted loan owed to 118 Direct Lenders by Placer County Land Speculators, LLC, with outstanding balances, including unpaid principal and regular interest, totaling \$8,152,258.53 as of April 30, 2007. The guaranty claim is liquidated and undisputed. The creditor may have additional claims.

C. On its own behalf:

Nature of Claim: Matured claim on written guaranty of defaulted loans owed to creditor by Placer County Land Speculators, LLC, with outstanding balances, including unpaid loan fees, unpaid default interest, and unpaid late fees, totaling \$5,514,056.68 in the aggregate, as of April 30, 2007, plus accrued default interest and late fees through the Petition Date. The guaranty claim is liquidated and undisputed. The creditor may have additional claims.

IV. USACM LIQUIDATING TRUST, as servicer on USA Investors, VI Loan –

A. On behalf of Direct Lenders:

Nature of Claim: Matured claim on written guaranty of defaulted loan owed to the Direct Lenders by USA Investors, VI, LLC, with outstanding balances, including unpaid principal and unpaid regular interest, totaling \$18,136,056.35, as of April 30, 2007. The guaranty claim is liquidated and undisputed. The creditor may have additional claims.

B. On its own behalf:

Nature of Claim: Matured claim on written guaranty of defaulted loan owed to creditor by USA Investors, VI, LLC, with outstanding balances, including unpaid default interest and unpaid late fees, totaling \$3,854,711.54, as of April 30, 2007, plus accrued default interest and late fees through the Petition Date. The guaranty claim is liquidated and undisputed. The creditor may have additional claims.

V. NEVADA STATE BANK –

Nature of Claim: Matured claim on written guaranty of defaulted loan owed to creditor by USA Commercial Mortgage Company with an outstanding principal balance of \$300,000.00, plus accrued interest, attorneys' fees and costs through the Petition Date. The guaranty claim is liquidated and undisputed. The creditor may have additional claims.