UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA		PROOF OF CLAIM
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	$-\tau_{c}$	Case Number:
Name of Debtor:		8:08-bk-13151 RK
CAMEO HOMES, a California Corporation  NOTE: This form should not be used to make a claim for an administrative expense arising after the company be filed pursuant to 11	he comr	nencement of the case. A request for
payment of an authinstitute expense mey se me p		§ 503.  Check this box to indicate that this
Name of Creditor (the person or other entity to whom the debtor owes money or property):		claim amends a previously filed claim.
Victor J. Mahony		
Name and address where notices should be sent:	3	Court Claim Number: ( <i>If known</i> )
Andrew K. Mauthe		(If known)
P.O. Box 51147		
Irvine, CA 92619-1147		Filed on:
Telephone number: (949) 788-2902		☐ Check this box if you are aware that
Name and address where payment should be sent (if different from above):	8	anyone else has filed a proof of claim
Victor J. Mahony		relating to your claim. Attach copy of statement giving particulars.
2700 E. Adams Avenue Orange, CA 92867		Section of the Contract of the
• ,		<ul> <li>Check this box if you are the debtor or trustee in this case.</li> </ul>
Telephone number: (949) 357-0993		5. Amount of Claim Entitled to Priority
1. Amount of Claim as of Date Case Filed: \$ 934,000.00		under 11 U.S.C. \$507(a), If any
If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecure not complete item 4.	ed, do	portion of your claim falls in one of the following categories, check the box and state the amount.
If all or part of your claim is entitled to priority, complete item 5.		
☐ Check this box if claim includes interest or other charges in addition to the principal amount of c	claim.	Specify the priority of the claim.
Attach itemized statement of interest of charges.		<ul> <li>□ Domestic support obligations under 11</li> <li>□ U.S.C. §507(a)(1)(A) or (a)(1)(B).</li> </ul>
2. Basis for Claim: Unpaid Profit Distributions		☐ Wages, salaries, or commissions (up
(See instruction #2 on reverse side.)		to \$10,950*) earned within 180 days before filing of the bankruptcy petition
Last four digits of any number by which creditor identifies debtor:		or cessation of the debtor's business.
3a. Debtor may have scheduled account as:		whichever is earlier – 11 U.S.C. §507 (a)(4).
(See instruction #3a on reverse side.)		☐ Contributions to an employee benefit
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and property the requested information.	rovide	plan – 11 U.S.C. §507 (a)(5)
Nature of property or right of setoff: ☐ Real Estate ☐ Motor Vehicle ☐ Ott Describe:	her	☐ Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, for
Value of Property:\$ Annual Interest Rate%		household use - 11 U.S.C. §507 (a)(7).
Amount of arrearage and other charges as of time case filed included in secured claim,		☐ Taxes or penalties owed to
if any: \$ Basis for perfection:	_	governmental units - 11 U.S.C. §507 (a)(8).
Amount of Secured Claim: \$ Amount Unsecured: \$		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making	g this	Other – Specify applicable paragraph of 11 U.S.C. §507 (a)().
proof of claim.		Amount entitled to priority:
7. Documents: Attach redacted copies of any documents that support the claim, such as promotes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, purchase orders, purchase	nissory ments,	
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documents providing evidence of perfection of a security interest. You may also attach a summary	/. (See	*Amounts are subject to adjustment on
definition of "redacted" on reverse side.)		4/1/10 and every 3 years thereafter with respect to cases commenced on or after
DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AF SCANNING.	TIER	the date of adjustment.
If the documents are not available, please explain:		
Silve this plain must sign it. Sign and print name and title, if	fany, of	the FOR COURT USE ONLY
Date: 11/11/08  Signature: The person himg this claim must sign and state address and telephonic creditor or other person authorized to file this claim and state address and telephonic different from the notice address above. Attach copy of power of attorney, if any.	e numbe	er III
different from the notice address above. Attach copy of the west of all of the state of the stat		
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10/5/06 2:57 PM

CAMEO HOMES
MASTER CASH REQUIREMENTS
G:CAMEO\CAMEO\CASH REQUIREMENTS\2006\(Cash Requirements 10-01-06\)xisjCash

Pending Events Sale of Rancho Cucamonga

Cameo Book Balance JCG Book Balance Bank Salance

821,428 6,311,372 7,132,799

As of 10/4/2006 10/4/2006

	1				Debits	Credits	Balance 700
	Date	Project	Description	VA	40.000		7,132,799 7,132,799
1777		Beginning Balance		378931211.2-			8,587,421
	40/00/00	Murrieta 180	Refinance - A&D Modification		1,454,622	37	11,021,888
	10/03/06	Rancho Cucamonga	bridge loan (need to tri cash from project)		2,434,466 1,731,1 <u>71</u>		12,753,059
_	10/03/06	Loan From VJM-PIA Reimani	ce Refinance - DBBM		1,701,17	(2,642,500)	10,110,559
-	-10/05/06	Homebuilding	G&A Funding - Vanous Projects			(50,000)	10,060,559
	10/05/06	Beaumont 72	Repay advance to JCG		2 20	(55,000)	10,005,559
	10/05/06	Banning 213	add'i capital - Interest pmt add'i capital - G&A and Interest pmt (\$181K & \$58K)		5.7	(239,000)	9,766,559
	10/05/06	BEG		50	2. 10.0	(56,000)	9,710,559
	10/05/06	Silver Oaks 183	add'i capital - G&A add'i capital - G&A and interest pmt (\$19K & \$71K)	21		(90,000)	9,620,559 9,530,559
	10/05/06	San Jacinto 100	add'i capital - Interest pmt			(90,000)	9,494,059
	10/05/06	Rancho Fortunado	add'i canital - Interest pmt			(36,500)	9,429,059
	10/05/06	FV40 Seventh Lyon	add'l capital - G&A & interest pmt (\$32K & \$33K)			(65,000) (476,000)	9,253,059
	10/03/06	Murrieta 492	G & A Requirement		0.5	(3,000,000)	6,253,059
	10/05/06	Western National	Clear 30 day			(1,500,000)	4,753,069
	10/05/06	Housing Capital LOC	Clear 30 day			(2,000,000)	2,753,059
	10/05/06	JCG/MESA	Pacific Western LOC (2 mil) Clear 30 day	Joyce	8	(90,000)	2,663,059
	10/05/06	SO 183	qtrly pmt-interest reserve	Juyce		(11,000)	2,652,059
	10/05/06	JCG/HB	Housing Capital LOC (1.5 mil)			(185,000)	2,467,059
	10/05/06	Levendt	October capital call Paydown on Banning 223 for release of land	Kim/Shawn	15	(2,408,750)	58,309
	10/05/06	Weyerhauser	COC insurance financing payment (2 of 9)		200000000000000000000000000000000000000	(114,709)	(56,400)
	10/09/06	Silver Oaks 183	Funds from CNB to Purchase of Mitigation Land		420,000		363,600 (36,400)
100	10/13/06	Murr 180	Purchase of Mitigation Land			(400,000)	(179,400)
	10/13/05	Murr 180 Cameo/G Companies	Payroll (semi-monthly)			(143,000) (25,000)	(204,400)
	10/15/06 10/15/06	River Knolls	add'l capital - stucco Ti's		90,000	(25,000)	(114,400)
	10/15/06	Traveler's Insurance	Portfolio EPL/Crime	bill out	51,172		(63,228)
	10/15/06	Mesa Properties	Spiegler Ins - Umbrella Policy	bill out	150,089		86,861
	10/15/06	Mesa Properties	Splegler ins - General Liability	bill out PNC Bank	7,404,963		7,491,824
	10/31/06	Murrieta 492 & 144	Perm Debt Refinance - Return of Equity	PINC DEIK	7,100,1000	(3,500,000)	3,991,824
	10/31/06	Homebuilding	G&A Funding - Various Projects			(143,000)	3,848,824
	11/01/06	Cameo/G Companies	Payroll (semi-monthly) Monthly Interest on Settlement			(51,667)	3,797,157
	11/01/06	Settlement-MG	Weyerhauser - refi or paydown	CF		(4,000,000)	(202,843)
	11/01/06	Rancho Fortunado	line of credit			(1,000,000)	(1,202,843) (1,348,843)
	11/01/06	Coconut Grove Levendi	November capital cafi			(146,000) (114,709)	(1,463,552)
	11/01/06	Silver Oaks 183	COC insurance financing payment (3 of 9)			(25,000)	(1,488,552)
	11/15/06	River Knolls	add'i capital - stucco Tl's			(143,000)	(1,631,552)
	11/15/06		Payroll (semi-monthly)		4,210,027	( American	2,578,475
	11/30/06		Sale Proceeds (assumes 60 day close)			(3,500,000)	(921,525)
	11/30/06	Homebuilding	G&A Funding - Various Projects			(143,000)	(1,064,525)
	12/01/06		Payroll (semi-monthly) Monthly Interest on Settlement			(50,000)	(1,114,525)
	12/01/06		note receivable (pmt 2 of 2)			(300,000)	(1,414,525)
	12/01/06		December capital call			(160,000)	(1,574,525)
	12/01/06		COC insurance financing payment (4 of 9)			(114,709)	(1,689,234) (1,714,234)
	12/09/06		add'i capital - stucco Ti's			(25,000) (143,000)	(1,857,234)
	12/15/00	The second of th	Payroli (semi-monthly)			(624,278)	(2,481,512)
	12/15/06		overdistributions pay back			(100,000)	(2,581,512)
	12/26/06		Open Escrow	Mike	2,587,684	(,00,000)	6,172
	12/30/08		Sale Proceeds (assumes 90 day close)	CF	874,131		880,303
	12/31/00	6 Mesa	distributions	CF	176,600		1,056,903
	12/31/0		distributions	Christins		(0.050,000)	(4.993.097)
	12/31/0		G&A Funding - Various Projects	5 to 10000		(3,500,000)	(8,493,097)
	12/31/0		Gas rolling - valious riojents	200			(8,493,097)
2500	12/31/0		UCI Donation by Jim			(12,500)	(8,505,597) (8,648,597)
	12/31/0 01/01/0		Payroll (semi-monthly)			(143,000) (114,709)	(8,763,306)
	01/09/0		COC insurance financing payment (5 of 9)		34	(750,000)	(9,513,306)
	01/11/0		Extension	Anna	*	(143,000)	(9,656,306)
	01/15/0		Payroll (semi-monthly)		VI.	(750,000)	(10,406,306)
	01/24/0		close escrow (land & house) 6 month extension	Anna		(3,000,000)	(13,406,306)
	01/31/0		\$1.5M for David G. and Jim G.		19	(143,000)	(13,549,306)
	02/01/0		Payroll (semi-monthly) COC insurance financing payment (6 of 9)			(114,709)	(13,664,015)
	02/09/0		Payroll (semi-monthly)			(143,000)	(13,807,015)
	02/15/0		Payroll (semi-monthly)			(143,000)	(13,950,015)
	03/01/0		COC insurance financing payment (7 of 9)			(114,709)	(14,064,724) (14,207,724)
	03/09/0 03/15/0		Payroli (semi-monthly)			(143,000)	(14,350,724)
	04/01/0		Payroli (semi-monthly)			(143,000) (114,709)	(14,465,433)
	04/09/0		COC insurance financing payment (B of 9)	W		(250,000)	(14,715,433)
	04/15/0		Proceeds to Distinctive	Kevin	8	(114,709)	(14,830,142)
	05/09/0		COC insurance financing payment (9 of 9)			(2,000,000)	(16,830,142)
	05/15/0		The state of the s			(12,500)	(16,842,642)
	06/30/0		UCI Donation by Jim	Anna		(5,700,000)	(22,542,642)
	07/11/0		Close Escrew ?? (5650000+50000) Banning 144 Profit	Christine		(401,000)	(22,943,642)
		VJM	FV 240 Profit	Christine		(563,000)	(23,506,642)
	91	VJM	Beaumont 72 Profit				(23,506,642)
		VJM				\$ 96400	9
					1	**	

Banning 144, LLC Profit Distribution

ACTUAL Date	Amount	Due Bill	Paid to Bill	Owed	Check #		Paid to Vic		Check #
12/5/2003	663,000.00		33,150.00	•		66,300.00	1	66,300.00	
3/1/2004	645,000.00	32,250.00	32,250.00	1		64,500.00		64,500.00	
4/1/2004	700,000.00	nothing due	1			70,000.00	II)	70,000.00	
4/12/2004	373,800.00	373,800.00 nothing due	1	1	80	37,380.00	•	37,380.00	
PROJECTED									8
4/31/04	1,010,836.00	nothing due	1	1		101,083.60	11.7	101,083.60	
5/31/2004	312,523.00 nothing due	nothing due	1	ŗ		31,252.30	2. <b>8</b> )	31,252.30	
7/31/2004	1,313,273.00 nothing due	nothing due	i i	Ţ		131,327.30	•	131,327.30	
Total Actual	5,018,432.00 65,	65,400.00	65,400.00				1		(A)
	#E	Participation	Participation of 5% for Phases 1-3	Ses 1-3	•	Verify participation is 10%	nation is 10%		)
				» -		liamend filles			

F:\Christine\Homebuilding\[ \] 44 Profit Distribution.xls] Sheet1

Silver Oaks Ranch 240, LLC Profit Distribution

ACTUAL				. *			,	7	# 40040
1 + 2	Amount	Due Rill	Paid to Bill	Owed	Check #	Due Vic	Paid to VIC	Owed	1000
Date	All Dallit	AE 202 E0	AE 202 EO		Cameo 1185	45,303,50	I)	45,303.50	
May-04 Phase 1	900,070,008	40,505,00	00.000,04		A 4 100	50 578 85	1,	50,578.85	
May-04 Phase 2	1,011,577.00	50,578.85	20,278.82	٠,	James 1100	64,007.75	1	61 087 75	
May-04 Phase 3	1,221,755.00	61,087.75	267,000.00	(205,917.25)	Estates	01.100,10	r	72 906 35	
Mary Of Dhose A	1 476 527 00	73 826 35	1	73.826.35		73,826.35	l	2,020.57	
Way-04 Filase +	00.120,011,1	74 454 40	1	74 154 40		74.154.40	1	74,154.40	
May-04 Phase 5	1,483,088.00	74,134.40	•	01.00		82 908 DD	ì	82,908.00	
Jul-04 Phase 6	1,658,160.00	82,908.00	1	00.008,20		000000000000000000000000000000000000000		400 420 7E	
7 Canada No anno	2 448 RSS 00	122 432 75		122,432,75		122,432.75	1	122,432.13	
Aug-04 Fliase	00.000,044,7	27,477	30 450 05	(447 400 25)	Estatos	52 750.60	ì	52,750.60	
Aug-04 Models	1,055,012.00	02,750.00	200,139.03	(-4.504,141)	Colaico				
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	·	i	•	ĵ	- Kr.	10	•	1	
				3	/ 5/5/	1	i		
					-10.4	EC2 042 20		563 042 20	
Total Actual	11,260,844.00	563,042.20	563,042.20	•	-	303,042.20			
lotal Actual					\			₹	

Bill to receive profits on all Phases

F:\Christine\Homebuilding\[240 Profit Distribution.xis]\Sheet1

1,064,085 to 124,05 1,000000 blood of

## **Central District Of California Claims Register**

## 8:08-bk-13151-RK Cameo Homes CASE CONVERTED on 07/02/2008

Judge: Robert N. Kwan Chapter: 11

Office: Santa Ana **Last Date to file claims: Trustee: Last Date to file (Govt):** 

Creditor: (20549972)

Victor Mahony

2700 E Adams Orange, CA 92660

Claim No: 23 Filed: 11/11/2008 Entered: 11/11/2008 Status: Filed by: AT

Entered by: Mauthe, Andrew

Modified:

Unsecured claimed: \$934000.00 **Total** claimed: \$934000.00

History:

<u>23-1</u>

11/11/2008 Claim #23 filed by Victor Mahony, total amount claimed: \$934000 (Mauthe,

Andrew)

Description: (23-1) Unpaid Profit Distribution

Remarks:

**Claims Register Summary**