

Attorney or Professional Name, Address, Telephone and FAX VICTOR A. SAHN (CA Bar No. 97299) ELISSA D. MILLER (CA Bar No. 120029) DANIEL A. LEV (CA Bar No. 129622) SULMEYERKUPETZ 333 South Hope Street, Thirty-Fifth Floor Los Angeles, California 90071 Telephone: (213) 629-2311 Facsimile No.: (213) 629-4520		
<b>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA</b>		
In re: <b>JAMES C. GIANULIAS</b>  In re: <b>CAMEO HOMES, a California corporation</b>		Chapter 11 Case Number 8:08-bk-13150-RK & 8:08-bk-13151-RK
		<b>Professional Fee Statement</b> Number: 21 Month of: April 2010

1. Name of Professional:	SulmeyerKupetz
2. Date of entry of order approving employment of the professional:	September 18, 2008
3. Total amount of pre-petition payments received by the professional:	\$0
4. Less: Total amount of pre-petition services rendered and expenses:	-0-
5. Balance of funds remaining on date of filing of petition:	\$0
6. Less: Total amount of all services rendered per prior fee statements: (Line 6 is not used when filing Statement Number 1).	\$-1,484,303.39
7. Less: Total amount of services and expenses this reporting period:	\$71,241.82
8. Balance of funds remaining for next reporting period:	\$0

DETAILED DOCUMENTATION SUPPORTING THE PROFESSIONAL FEES EARNED AND THE EXPENSES INCURRED DURING THIS REPORTING PERIOD HAS BEEN SERVED ON THE UNITED STATES TRUSTEE. A COPY OF THE DETAILED DOCUMENTATION WILL BE PROVIDED BY THE PROFESSIONAL TO ANY PARTY UPON REQUEST. FEES AND COSTS WILL BE WITHDRAWN FROM THE TRUST ACCOUNT IN THE AMOUNT STATED IN ITEM 7 ABOVE UNLESS AN OBJECTION IS FILED WITH THE CLERK OF THE COURT AND SERVED ON THE PROFESSIONAL NAMED ABOVE WITHIN 10 DAYS FROM THE DATE OF SERVICE OF THIS STATEMENT. **SERVED MAY 19, 2010**

9. Total number of pages attached hereto:	17
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The above is a true and correct statement of fees earned and expenses incurred during the indicated reporting period.

Dated: May 19, 2010

SulmeyerKupetz, APC

Type Name of Professional

Elissa D. Miller

Type Name of Attorney for Professional (if applicable)

Signature of Professional

Signature of Attorney for Professional (if applicable)

# SulmeyerKupetz

A PROFESSIONAL CORPORATION

ATTORNEYS AT LAW SINCE 1952

TAX ID # 95-2585799

Creditors Comm For James C. Gianulias  
And Cameo Homes, Inc.

Invoice 2411542

May 18, 2010

Re: Creditor's Committee For James C. Gianulias

ID: 9540-0001 - EDM

For Services Rendered Through April 30, 2010

Fees				
Date	Atty	Description	Hours	Amount
<b>Fee/Employment Applications</b>				
04/07/10	EDM	Exchange correspondence with Jeanette Ashley and John McFadden regarding updated Professional Fee Chart	0.20	75.00
04/13/10	EDM	Preparation of Professional Fee Statement	0.20	75.00
04/14/10	EDM	Correspondence to Committee's professionals re hearing on fee applications	0.20	75.00
<b>Total for FEA - Fee/Employment Applications</b>			<b>0.60</b>	<b>225.00</b>
<b>Plan &amp; Disclosure Statement</b>				
04/01/10	VAS	Conferences with Jeff Pomerance regarding transactional documents; and phone with Debtors' counsel regarding same	1.60	600.00
04/01/10	EDM	Review and analysis of Correspondence re plan documents and required changes	0.40	150.00
04/01/10	JMP	Review follow-up communication/document and information request from Matt Walker regarding projections and previous communications concerning his "wish list"	0.60	225.00
04/01/10	JMP	Review communications among Alan Friedman, Victor Sahn and Matt Walker in response to information requests from Matt Walker	0.60	225.00
04/01/10	JMP	Follow-up review of communications and issues from Kyle Kawakami regarding capital call issues in connection with finalizing term sheet documents	1.50	562.50
04/01/10	JMP	Initial review of communication and attachments from Mark Wallace regarding creditors trust and suggested revisions	2.00	750.00
04/01/10	JMP	Review of updated "tax provision" language proposed by Kyle Kawakami to be included in Term Sheet Documents	1.10	412.50
04/01/10	JMP	Review follow-up communication from Mark Wallace concerning tax provisions and suggested tax language modifications to Term Sheet Documents	0.30	112.50

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Creditors Comm For James C. Gianulias

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Date	Atty	Description	Hours	Amount
04/01/10	JMP	Forward documentation and follow-up with Dan Lev regarding comments to Creditors Trust Agreement	0.30	112.50
04/01/10	JMP	Follow-up communication to Kyle Kawakami regarding suggested changes to Promissory Note	0.20	75.00
04/01/10	JMP	Follow-up communication to Kyle Kawakami regarding comments to Promissory Note and capital call issues	0.80	300.00
04/02/10	VAS	Review deal documents regarding settlement with debtor and related matters	0.80	300.00
04/02/10	DAL	Meetings with Mr. Pomerance re proposed revisions to term sheet documents and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re conference call re same	0.40	150.00
04/02/10	JMP	Initial review of revised draft of Promissory note with comments from Kyle Kawakami	1.80	675.00
04/02/10	JMP	Review communication with suggested comments/changes from Mark Wallace concerning Plan	0.30	112.50
04/02/10	JMP	Review communication and call with Mark Wallace to discuss suggested language in connection with Creditors Trust Agreement	0.70	262.50
04/02/10	JMP	Follow-up call with Mark Wallace to discuss suggested revisions relating to tax issues in Promissory Note	0.30	112.50
04/02/10	JMP	Review comments from Kyle Kawakami to my suggested comments to Capital Call related issues of 4/1/2010	0.40	150.00
04/02/10	JMP	Review voicemail and email communication from Kyle Kawakami regarding follow-up to open issues concerning capital call and governing documents	0.10	37.50
04/02/10	JMP	Follow-up communication to Kyle Kawakami regarding open issues and timing of documents	0.20	75.00
04/02/10	JMP	Commence revisions to draft of Promissory Note based on discussions and follow-up comments from Kyle Kawakami	0.90	337.50
04/02/10	JMP	Review follow-up communication from Kyle Kawakami and scheduling of conference call	0.20	75.00
04/02/10	JMP	Follow-up communications with Kyle Kawakami regarding open issues relating to capital call issues	0.50	187.50
04/02/10	JMP	Prepare "schematic" decision tree to address open issues in connection with resolution of capital call issues and prepare detailed communication discussing treatment of issues for review by Debtors' counsel	1.20	450.00
04/02/10	JMP	Conference call with Debtors' counsel and Partners' counsel to address open issues with Term Sheet Documents	0.70	262.50
04/02/10	JMP	Follow-up communication to Kyle Kawakami regarding capital call issues	0.20	75.00
04/02/10	JMP	Call with Kyle Kawakami to discuss suggested "modification" to offer by Debtors with respect to capital call issues	0.30	112.50
04/02/10	JMP	Follow-up communication to Victor Sahn and Elissa Miller regarding	0.30	112.50

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Date	Atty	Description	Hours	Amount
		proposed "offer" by Debtors' counsel with respect to capital call issues		
04/04/10	JMP	Commence further revisions to drafts of Promissory Note and Security Agreement based on discussions with Kyle Kawakami	2.00	750.00
04/06/10	DAL	Review and analyze correspondence from Mr. Siegel re status of proposed revisions to term sheet documents and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.10	37.50
04/06/10	DAL	Correspondence to Mr. Siegel re status of proposed revisions to term sheet documents and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/06/10	VAS	Chardonnay Golf issues, conferences with financial professionals for Committee and with counsel for Bank of West	1.70	637.50
04/07/10	DAL	Meeting with Mr. Pomerance re proposed revisions to term sheet documents and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.50	187.50
04/07/10	VAS	Review revised documents regarding documentation of settlement with Debtors	1.30	487.50
04/07/10	JMP	Review communication from Josh Wayser concerning status of negotiations	0.20	75.00
04/07/10	JMP	Review communication from Dan Lev concerning status of Creditors' Trust	0.10	37.50
04/07/10	JMP	Review comments from Mark Wallace to Creditors Trust and to tax-related issues and to capital call-related issues	0.70	262.50
04/07/10	JMP	Complete redraft of Cash Flow Note and forward to Kyle Kawakami with detailed "cover email" comments	2.50	937.50
04/07/10	JMP	Follow-up communication to Mark Wallace regarding open issues	0.10	37.50
04/07/10	JMP	Review follow-up communication from Kyle Kawakami regarding revisions to Promissory Note	0.10	37.50
04/07/10	JMP	Review mark-up of tax provisions from Kyle Kawakami	0.40	150.00
04/07/10	JMP	Follow-up review and communication to Mark Wallace relating to "Original Issue Discount" and other tax-related issues and latest revisions to tax provisions from Kyle Kawakami	0.40	150.00
04/07/10	JMP	Review latest drafts of communications concerning "capital call" issues in connection with conference call with Alan Friedman and Kyle Kawakami	0.60	225.00
04/07/10	JMP	Conference call with Kyle Kawakami and Alan Friedman regarding capital call issues	0.60	225.00
04/07/10	JMP	Detailed communication to Victor Sahn and Elissa Miller concerning discussions with Debtors' counsel regarding remaining "capital call" related issues	0.50	187.50
04/07/10	JMP	Follow-up communication to Elissa Miller and Victor Sahn regarding request by Josh Wayser	0.10	37.50
04/07/10	JMP	Discussion with Elissa Miller concerning follow-up communication to Josh Wayser	0.20	75.00

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Date	Atty	Description	Hours	Amount
04/07/10	JMP	Follow-up communication to Josh Wayser	0.10	37.50
04/08/10	EDM	Review and analysis of and Conference with Jeff Pomerance and Victor Victor Sahn re status of negotiations of plan documents and strategy for finalizing	1.00	375.00
04/08/10	VAS	Review with co-counsel the various agreements regarding settlement with Debtor as well as conversations with debtors' counsel regarding same	1.90	712.50
04/08/10	JMP	Review communication and revised draft of "Comfort Letter" from Debra Dietrich	0.70	262.50
04/08/10	JMP	Communications and meetings discussing issues raised by Josh Wayser and appropriate response	0.70	262.50
04/08/10	JMP	Review follow-up communication from Matt Walker regarding status of document/due diligence review	0.30	112.50
04/08/10	JMP	Prepare and circulate a revised draft of the Cash Flow Note with significant modifications in connection with "capital call" and related "dilution" issues	2.40	900.00
04/08/10	JMP	Follow-up communication concerning Debra Dietrich and Partners' counsel's position on open issues and Term Sheet Documents	0.30	112.50
04/08/10	JMP	Continue review of issues relating to Governing Documents and capital calls in Security Agreement	1.40	525.00
04/09/10	DAL	Meeting with Mr. Pomerance re proposed revisions to term sheet documents and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.40	150.00
04/09/10	VAS	Go through documents regarding settlement, conference call regarding same and conferences with counsel internally regarding same (10x)	3.30	1,237.50
04/09/10	JMP	Complete revisions to draft of Security Agreement and "Comfort Letter" for Partners' counsel's review	2.80	1,050.00
04/09/10	JMP	Communication to Partners' counsel and Debtors' counsel regarding revisions to Security Agreement and Comfort Letter with attached revised drafts	0.30	112.50
04/09/10	JMP	Review communication from Alan Friedman regarding suggested revisions to Plan and Disclosure Statement per prior communication	0.10	37.50
04/09/10	JMP	Review communication and attachment from Kerri Lyman, counsel for Debtors, regarding stipulation extending the solicitation deadline to Monday, August 2nd.	0.20	75.00
04/09/10	JMP	Review follow-up inquiry from Josh Wayser and Victor Sahn	0.20	75.00
04/09/10	JMP	Brief discussions regarding follow-up communication to Josh Wayser and Creditors Committee	0.30	112.50
04/09/10	JMP	Prepare draft response to Josh Wayser concerning status of negotiations and gameplan based on draft communications from Kyle Kawakami and Debra Dietrich and further review of prior communications to Committee	1.50	562.50
04/09/10	JMP	Communications with Kyle Kawakami regarding follow-up to drafts	0.60	225.00

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		and scheduling of meeting to address/finalize Term Sheet Documentation		
04/09/10	JMP	Review communication/follow-up from Mark Wallace to emails/communications sent to him	0.10	37.50
04/09/10	JMP	Communication concerning follow-up to inquiries by Kyle Kawakami and scheduling of meeting	0.20	75.00
04/09/10	JMP	Revise draft of Communication and send to Josh Wayser in connection with inquiries as to status and gameplan	0.40	150.00
04/11/10	JMP	Review revised draft of Cash Flow Note and Security Agreement with comments from Kyle Kawakami	3.20	1,200.00
04/11/10	JMP	Prepare follow-up communication to Kyle Kawakami regarding provisions relating to capital call issues	0.50	187.50
04/12/10	VAS	Redrafts of promissory note, security agreement and related plan and settlement documents	1.10	412.50
04/12/10	VAS	Conference with Debtors and Members' counsel and Jeff Pomerance regarding transaction documents	1.80	675.00
04/12/10	DAL	Meeting with Mr. Pomerance re proposed revisions to term sheet documents and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.40	150.00
04/12/10	DAL	Review correspondence and documents from Mr. Walker re further proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and analyze issues raised therein re manner of proceeding re same	0.20	75.00
04/12/10	DAL	Correspondence to Mr. Walker re further proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/12/10	DAL	Correspondence to Mr. Wallace and Mr. Pomerance re further proposed revisions from Mr. Walker re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/12/10	JMP	Review voicemail and communication from Josh Wayser concerning "capital call" and other issues in most recent drafts of Term Sheet Documents	0.20	75.00
04/12/10	JMP	Communications to coordinate conference call with Debtors and Partners counsel	0.40	150.00
04/12/10	JMP	Calls and communications to Kyle Kawakami to discuss issues in Note and Security Agreement prior to our conference call	0.40	150.00
04/12/10	JMP	Call with Kyle Kawakami prior to "all hands on" conference call	0.60	225.00
04/12/10	JMP	Call with Josh Wayser to discuss "capital call" and related issues	0.30	112.50
04/12/10	JMP	Prepare follow-up communication to Josh Wayser to address questions/issues raised in conference call with Josh Wayser	0.60	225.00
04/12/10	JMP	Follow-up communications with Kyle Kawakami regarding resolving open issues relating to anti-dilution protection	0.40	150.00
04/12/10	JMP	Advise in preparation for "all hands on" conference call suggested	0.30	112.50

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Date	Atty	Description	Hours	Amount
		resolution of certain "capital call" issues following conversations/communications with Kyle Kawakami		
04/12/10	JMP	Review comments from Victor Sahn regarding prior comments from Josh Wayser	0.10	37.50
04/12/10	JMP	Review communications from Kyle Kawakami with suggested modification language to Sections 6(d) and 6(e) of Security Agreement	0.70	262.50
04/12/10	JMP	Follow-up communications to Kyle Kawakami regarding suggested modifications to Sections 6(d) and 6(e) of Security Agreement with suggested language modifications	0.40	150.00
04/12/10	JMP	Prepare for and participate in conference call to discuss open issues in connection with Term Sheet Documentation	2.60	975.00
04/12/10	JMP	Review communication and additional comments to Creditors Trust Agreement from Matt Walker	1.10	412.50
04/13/10	EDM	Review, execute and transmit to Kerri Lyman, Stipulation to Extend Exclusivity Date	0.30	112.50
04/13/10	JMP	Review voicemail from Kyle Kawakami regarding Term Sheet Documents	0.10	37.50
04/13/10	JMP	Call with Kyle Kawakami to discuss capital call issues	0.40	150.00
04/13/10	JMP	Review communication from Kyle Kawakami regarding suggested changes to definition of "Ownership Interests" and Section 6(o) of the Security Agreement	0.60	225.00
04/13/10	JMP	Review communication and attachment from Kerri Lyman regarding stip concerning exclusivity	0.30	112.50
04/13/10	JMP	Review detailed follow-up communication from Matt Walker regarding clarifications to due diligence	0.20	75.00
04/13/10	JMP	Calls and communications concerning follow-up documentation and input/comments from Debra Dietrich	0.50	187.50
04/13/10	JMP	Follow-up call and communication and comments to Mark Wallace concerning issues relating to "change" of definitions of Ownership Interest and other defined terms in Term Sheet documents	0.30	112.50
04/13/10	JMP	Continue review of suggested definitional terms in Term Sheet Documents and implications as related to anti-dilution and payment protections under Cash Flow Note	2.30	862.50
04/13/10	JMP	Prepare and circulate comments to draft modifications to certain defined terms in Term Sheet Documents as proposed by Kyle Kawakami	0.90	337.50
04/13/10	JMP	Calls to Debra Dietrich to discuss open issues to Term Sheet Documents	0.20	75.00
04/13/10	JMP	Review communication from Josh Wayser regarding attending/appearing in hearing via conference call	0.10	37.50
04/13/10	JMP	Follow-up call to Kyle Kawakami regarding status of documentation and upcoming hearing	0.30	112.50
04/14/10	JMP	Review and advise Josh Wayser and Creditors Committee concerning ongoing negotiations with Debtors and Partners counsel per request	0.40	150.00

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		from Josh Wayser		
04/14/10	JMP	Call with Lance Jurich, Creditor Committee head, regarding issues relating to documentation and creditors committee	0.30	112.50
04/14/10	JMP	Communications with Elissa Miller regarding follow-up with Lance Jurich regarding creditor committee issues	0.40	150.00
04/14/10	JMP	Review communications with Matthew Walker regarding issues associated with concerns by Bank of the West and Napa Valley/request for additional information	0.30	112.50
04/14/10	JMP	Meeting to discuss disclosures and communications with Creditors Committee	0.40	150.00
04/14/10	JMP	Communications with Debra Dietrich regarding suggested language changes to documents	0.60	225.00
04/14/10	JMP	Review voicemail from Kyle Kawakami regarding documents	0.10	37.50
04/14/10	JMP	Call with Kyle Kawakami to discuss language changes to Term Sheet Documents	0.50	187.50
04/14/10	JMP	Review suggested language changes from Debra Dietrich to Security Agreement	1.20	450.00
04/14/10	EDM	Telephonic Court appearance at hearing on Disclosure Statement	0.50	187.50
04/14/10	EDM	Telephone conference with Jeff Pomerance and review and analysis of correspondence to committee all regarding plan documents	0.60	225.00
04/14/10	DAL	Meetings with Mr. Pomerance re proposed revisions to term sheet documents and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.70	262.50
04/14/10	JMP	Follow-up communications with Lance Jurich to schedule conference call with Creditors Committee	0.20	75.00
04/15/10	EDM	Telephone conference with committee regarding Plan Documents	0.50	187.50
04/15/10	DAL	Review correspondence and documents from Mr. Walker re further proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and analyze issues raised therein re manner of proceeding re same	0.10	37.50
04/15/10	DAL	Correspondence to Mr. Walker re further proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/15/10	DAL	Telephone conference with Mr. Walker re further proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/15/10	DAL	Meetings with Mr. Pomerance re further proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re documentation of same	0.50	187.50
04/15/10	DAL	Review and revise Creditors Trust Agreement in support of amended plan of reorganization	1.00	375.00
04/15/10	VAS	Transactional documents regarding resolution of disputes with the Committee, etc.	1.40	525.00
04/15/10	VAS	Phone Alan Friedman regarding Gianulias resolution	0.30	112.50



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Date	Atty	Description	Hours	Amount
04/15/10	JMP	Prepare revised draft of Cash Flow Note and Security Agreement in light of comments from Debra Dietrich and Kyle Kawakami	3.40	1,275.00
04/15/10	JMP	Review communications to Matt Walker in follow-up to requests from Matt Walker	0.20	75.00
04/15/10	JMP	Review communication from Debra Dietrich regarding requirement of giving notice to lenders	0.20	75.00
04/15/10	JMP	Prepare detailed communication to Committee as to status and remaining substantive issues in connection with Term Sheet Documents in preparation for conference call	1.40	525.00
04/15/10	JMP	Re-review applicable provisions of Binding Term Sheet relating to Negative Pledge and notice to lenders in preparation for committee call	0.30	112.50
04/15/10	JMP	Communications to Kyle Kawakami and Debra Dietrich and Alan Friedman regarding revised drafts of Cash Flow Note and Security Agreement	0.30	112.50
04/15/10	JMP	Preparation and participation in conference call with Committee Members' counsel and Elissa Miller to discuss status of documentation, procedural issues and remaining open issues in Term Sheet Documentation	1.20	450.00
04/16/10	DAL	Meetings with Mr. Pomerance re further proposed revisions re cash flow note, security agreement, and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.40	150.00
04/16/10	JMP	Review communications concerning notice to lenders of Term Sheet documents per terms of Binding Term Sheet	0.30	112.50
04/16/10	JMP	Review detailed communication response from Kyle Kawakami regarding proposed latest drafts of Cash Flow Note and Security Agreement and follow-up communication from Victor Sahn	0.40	150.00
04/16/10	JMP	Discussions concerning directive from Committee not to modify requirements relating to Negative Pledge as set forth in Binding Term Sheet	0.20	75.00
04/16/10	JMP	Call with Kyle Kawakami to discuss open issues in Term Sheet Documents	0.50	187.50
04/16/10	JMP	Initial review of revised drafts of documents from Kyle Kawakami	1.20	450.00
04/16/10	JMP	Follow-up communications with Kyle Kawakami regarding finalizing Cash Flow Note and addressing open issues and definitional issues raised by Debtors' counsel	1.10	412.50
04/16/10	JMP	Follow-up scheduling in connection with potential call with Committee members	0.30	112.50
04/16/10	JMP	Continue review of Security Agreement in connection with proposed modifications to definitions and implications to security/collateral and payments under Note	1.20	450.00
04/17/10	JMP	Communications with Debra Dietrich regarding Term Sheet Documents	0.30	112.50

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04/18/10	JMP	Review revised drafts of Cash Flow Note and Security Agreement with comments from Debra Dietrich and revised draft of Security Agreement from Kyle Kawakami	2.20	825.00
04/18/10	JMP	Review communication from Kyle Kawakami with detailed discussions concerning issues relating to application of "capital call" provisions in governing documents	0.80	300.00
04/18/10	JMP	Follow-up communications concerning distinguishing comments of Debra Dietrich and Kyle Kawakami in revised "redline drafts" of documents	0.30	112.50
04/18/10	JMP	Follow-up communication to Kyle Kawakami regarding revised draft of Cash Flow Note	0.10	37.50
04/18/10	JMP	Prepare revised draft of Cash Flow Note and circulate to Debtors' counsel and Partners' counsel for comment	2.00	750.00
04/18/10	JMP	Prepare and circulate revised draft of Security Agreement	1.20	450.00
04/18/10	JMP	Communications to Debtors' counsel and Partners' counsel accompanying revised drafts of Cash Flow Note and Security Agreement	0.30	112.50
04/18/10	JMP	Communication regarding follow-up to Committee call and "action plan" in light of upcoming hearing and Committee requirement for review and consent	0.40	150.00
04/19/10	EDM	Conference with Jeff Pomerance re strategy for dealing with requested changes to Plan Documents	0.80	300.00
04/19/10	JMP	Review follow-up communication from Elissa Miller to status of documents and addressing procedural and substantive issues in connection with Committee approval of documents and upcoming hearing	0.10	37.50
04/19/10	JMP	Status of documents and addressing procedural and substantive issues in connection with Committee approval of documents and upcoming hearing	0.30	112.50
04/19/10	JMP	Calls and communication to Kyle Kawakami to discuss "finalizing" term sheet documents	0.50	187.50
04/19/10	JMP	Communication to Kyle Kawakami and Debra Dietrich advising as to timing needed to submit documents to Committee for approval prior to hearing	0.20	75.00
04/19/10	JMP	Review revised draft of Promissory Note from Kyle Kawakami with comments	1.40	525.00
04/19/10	JMP	Commence draft of follow-up communication requested by Josh Wayser in connection with approval of Term Sheet Documents by Committee	0.90	337.50
04/19/10	JMP	Review revised markup of Security Agreement from Kyle Kawakami	0.80	300.00
04/19/10	JMP	Follow-up communication to Kyle Kawakami and Debra Dietrich regarding scheduling and timing	0.10	37.50
04/19/10	JMP	Review follow-up communication from Kyle Kawakami regarding changes to definitions throughout Term Sheet Documents	0.20	75.00

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04/19/10	JMP	Review revised draft of Security Agreement with suggested comments/changes from Kyle Kawakami	1.10	412.50
04/19/10	JMP	Detailed communication follow-up with Kyle Kawakami regarding suggested language changes to Cash Flow Note and Security Agreement provisions	0.50	187.50
04/19/10	JMP	Review voicemails and communications from Alan Friedman following up on documentation and scheduling call	0.40	150.00
04/19/10	JMP	Review communication from Kyle Kawakami regarding "examples" to be included as exhibit to Cash Flow Note to provide guidance on application of provisions	0.40	150.00
04/19/10	JMP	Follow-up communication and call to Mark Wallace concerning his input as to "examples" proposed by Kyle Kawakami for purposes of application of provisions of Cash Flow Note	0.20	75.00
04/19/10	JMP	Follow-up communication requesting guidance as to resolution of "Negative Pledge" and other issues raised by Committee members' counsel and present position of Debtors' counsel	0.20	75.00
04/19/10	JMP	Communication to Victor Sahn and Elissa Miller advising as to my response to Kyle Kawakami as to capital call/definitional issues	0.10	37.50
04/19/10	JMP	Review communication from Mark Wallace	0.10	37.50
04/19/10	VAS	Multiple calls with Alan Friedman regarding transactional documents and related matters, and with Jeff Pomerance and Kyle Kawakami regarding same	1.40	847.00
04/19/10	VAS	Review voluminous redrafts of note, security agreement, negative pledge, etc.	0.80	484.00
04/20/10	DAL	Conferred with Ms. Miller and Mr. Pomerance re further proposed revisions re cash flow note, security agreement, and Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.40	150.00
04/20/10	DAL	Review and analyze correspondence from Mr. Wallace re proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.10	37.50
04/20/10	DAL	Correspondence to Mr. Wallace re proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/20/10	DAL	Telephone conference with Mr. Walker re proposed revisions re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.30	112.50
04/20/10	JMP	Review communications from Mark Wallace concerning issues relating to Term Sheet documents and responses to issues raised by Debtors' and Partners' counsels and suggested additional "examples" to be included to Cash Flow Note	1.30	487.50
04/20/10	JMP	Review communications from Elissa Miller regarding follow-up concerning Committee members' counsel's comments re: Negative Pledge	0.30	112.50
04/20/10	JMP	Communications among Elissa Miller, Jeff Pomerance, Marsha	0.50	187.50

**SulmeyerKupetz, apc**

Creditors Comm For James C. Gianulias

May 18, 2010

Re: Creditor's Committee For James C. Gianul

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Date	Atty	Description	Hours	Amount
		Houston and Josh Wayser regarding update requested in Creditors Committee Members' counsel's meeting and scheduling of call to discuss present status of open issues		
04/20/10	JMP	Communications with Alan Friedman, Kyle Kawakami and Victor Sahn coordinating conference call	0.20	75.00
04/20/10	JMP	Prepare for and participate in conference call with Alan Friedman, Kyle Kawakami and Victor Sahn regarding term sheet documents	1.10	412.50
04/20/10	JMP	Initial review of communication and additional comments/suggested language provisions to Term Sheet Documents from Debra Dietrich	0.80	300.00
04/20/10	JMP	Prepare revised draft of Security Agreement based on review of documentation from Kyle Kawakami and conference call with Kyle Kawakami, Alan Friedman and Victor Sahn	1.30	487.50
04/20/10	JMP	Briefly review prior communications in preparation for, and participate in brief conference call with Elissa Miller and Josh Wayser concerning status of open issues and update in connection with upcoming hearing	0.50	187.50
04/20/10	JMP	Review communication from Debra Dietrich regarding incorporation of comments sent earlier today in latest draft of Security Agreement sent out moments ago	0.10	37.50
04/20/10	JMP	Follow-up communications to Alan Friedman, Kyle Kawakami and Debra Dietrich concerning additional "comments" by Debra Dietrich to Term Sheet Documents	0.40	150.00
04/20/10	JMP	Follow-up communication to Kyle Kawakami regarding inclusion of language to "successor and assign" provisions of Debtors/Grantors in Term Sheet Documents	0.10	37.50
04/20/10	JMP	Review follow-up comments from Debra Dietrich to my draft of Security Agreement and earlier communication to Debra Dietrich, Alan Friedman and Kyle Kawakami	0.30	112.50
04/20/10	JMP	Prepare initial draft of update for Committee regarding status of open issues and gameplan heading into hearing tomorrow based on comments from Josh Wayser and discussions with Elissa Miller and review of latest drafts of documentation	0.80	300.00
04/20/10	JMP	Review comments from Victor Sahn to draft of update communication to committee	0.10	37.50
04/20/10	JMP	Revise Communication to Committee regarding Update and action plan heading into hearing tomorrow	0.50	187.50
04/20/10	JMP	Communication to Kyle Kawakami with additional "examples" to incorporate into Cash Flow Note	0.50	187.50
04/20/10	JMP	initial review of communication from Kyle Kawakami in response to suggested additional examples for inclusion in Cash Flow Note	0.30	112.50
04/20/10	VAS	Multiple calls with Jeff Pomerance and debtor regarding transactional documents	0.70	423.50
04/20/10	EDM	Telephone conference with Jeff Pomerance and Josh Wayser re plan issues; Review and analysis of Correspondence to Committee re same	0.80	408.00

**SulmeyerKupetz, apc**

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Date	Atty	Description	Hours	Amount
04/21/10	DAL	Review and analyze correspondence from Mr. Walker re status of Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.10	37.50
04/21/10	DAL	Correspondence to Mr. Walker re status of Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/21/10	DAL	Review and analyze correspondence from Mr. Wallace re status of Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.10	37.50
04/21/10	DAL	Correspondence to Mr. Wallace re status of Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.20	75.00
04/21/10	DAL	Review and analyze correspondence from Mr. Wallace re debtor's proposed comments re Creditors Trust Agreement in support of amended plan of reorganization and manner of proceeding re same	0.10	37.50
04/21/10	JMP	Review communication from Mark Wallace concerning Creditors Trust Agreement and problems	0.20	75.00
04/21/10	JMP	Review follow-up communications to Mark Wallace communication regarding problems in Creditors Trust Agreement	0.40	150.00
04/21/10	JMP	Review communication from Victor Sahn regarding hearing and preliminary status report	0.10	37.50
04/21/10	JMP	Review follow-up communications between Committee Members (Josh Wayser, Jyotsna Desai) and Victor Sahn regarding issues raised in Hearing and scheduling of mediation and consideration of approval of disclosure statement	0.70	262.50
04/21/10	JMP	Follow-up communication concerning clarification to be included in discussions in hearing regarding definition of "successor and assigns" in Term Sheet Documents	0.20	75.00
04/21/10	JMP	Meeting with Victor Sahn to discuss issues relating to "new issues" raised by Debra Dietrich	0.30	112.50
04/21/10	JMP	Review latest drafts of documents provided by Debra Dietrich to assess additional issues of Partners	0.70	262.50
04/21/10	JMP	Call with Debra Dietrich to discuss additional issues/changes proposed by Partners (different or in addition from Debtors)	0.40	150.00
04/21/10	JMP	Review drafts of Cash Flow Note and Security Agreement sent by Debra Dietrich highlighting her comments	0.90	337.50
04/21/10	JMP	Review communications from Victor Sahn requesting brief memorandum of additional issues raised by Debra beyond the 2 discussed with creditors committee	0.20	75.00
04/21/10	JMP	Follow-up communications with Debra Dietrich to confirm issues raised by Debra Dietrich per request by Victor Sahn	0.40	150.00
04/21/10	JMP	Preparation of detailed communication highlighting changes proposed by Debra Dietrich (in addition to those proposed by Debtors' Counsel)	0.60	225.00
04/21/10	JMP	Communications with Matt Walker concerning status of Creditors	0.20	75.00

**SulmeyerKupetz, apc**

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Date	Atty	Description	Hours	Amount
		Trust Agreement		
04/21/10	JMP	Review communications concerning scheduling of mediation per discussions during hearing	0.20	75.00
04/21/10	JMP	Review follow-up communications concerning status of the Creditors Trust Agreement	0.20	75.00
04/21/10	VAS	Attendance at hearing regarding Debtors' Disclosure Statement and conference calls regarding same with committee members and internally	3.30	1,996.50
04/21/10	VAS	Numerous calls with Alan Friedman, Jeff Pomerance and Kyle Kawakami regarding settlement and documentation of same (8x)	1.70	1,028.50
04/21/10	EDM	Exchange correspondence with Mark Wallace re Creditor's trust agreement	0.30	153.00
04/22/10	JMP	Review communications from Mark Wallace regarding mediation issues/open issues and Creditors Trust Agreement (status and comments)	1.00	375.00
04/22/10	JMP	Review follow-up communications concerning scheduling of mediation	0.20	75.00
04/22/10	JMP	Review communication from Victor Sahn detailing scope of issues in connection with mediation and resolution of open issues	0.30	112.50
04/22/10	JMP	Review follow-up inquiries concerning Creditors Trust Agreement issues	0.30	112.50
04/22/10	JMP	Review proposal from Alan Friedman to address "open" issues for mediation and discuss with Elissa Miller and Victor Sahn	0.90	337.50
04/22/10	JMP	Brief review of comments/communication from Debra Dietrich regarding Term Sheet Documents	0.20	75.00
04/22/10	JMP	Call with Debra Dietrich to discuss suggested changes	0.20	75.00
04/22/10	JMP	Review voicemails from Kyle Kawakami	0.20	75.00
04/22/10	JMP	Follow-up communications and calls to Kyle Kawakami to discuss proposed issues from Alan Friedman	0.20	75.00
04/22/10	JMP	Review open issues and substantive provisions of Cash Flow Note and Security Agreement in connection with analysis of proposal from Alan Friedman	1.20	450.00
04/22/10	VAS	Calls with Mark Wallace, Esq. regarding Creditor Trust Agreement, tax issues and related matters	0.50	302.50
04/23/10	JMP	Review communications with Mark Wallace concerning suggested revisions to Creditors Trust Agreement	0.40	150.00
04/23/10	JMP	Review communications from Committee representatives/creditors regarding participation/attendance in mediation proceedings	0.40	150.00
04/23/10	JMP	Brief meeting to discuss follow-up response to proposal from Alan Friedman	0.30	112.50
04/23/10	JMP	Prepare response/request for clarifications to Alan Friedman's proposal and forward to Alan Friedman for review and comment	0.50	187.50
04/23/10	JMP	Review follow-up communication (and detailed responses) from Alan Friedman to comments to proposal in connection with mediation	0.60	225.00

**SulmeyerKupetz, apc**

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Date	Atty	Description	Hours	Amount
04/23/10	JMP	Follow-up communication to Alan Friedman inquiring as to whether his proposal includes comments from Debra Dietrich	0.10	37.50
04/23/10	JMP	Communications concerning cancellation of mediation	0.20	75.00
04/23/10	JMP	Review follow-up communication from Alan Friedman regarding confirmation of inclusion of comments from Debra Dietrich to his proposal	0.10	37.50
04/23/10	JMP	Calls with Kyle Kawakami to discuss status of issues/language	0.40	150.00
04/23/10	JMP	Review follow-up communication from Victor Sahn to Alan Friedman	0.10	37.50
04/23/10	JMP	Meeting with Victor Sahn to discuss proposal from Alan Friedman	0.40	150.00
04/23/10	JMP	Review proposal from Alan Friedman in preparation for meeting with Victor Sahn to discuss response to proposal	0.30	112.50
04/23/10	VAS	Preparation of extensive memorandum to Committee members regarding Debtors' proposal to resolve outstanding issues	1.10	665.50
04/23/10	VAS	Attendance at meeting with Gary Watts regarding transactional documents, performance of company recently and related matters	1.00	605.00
04/23/10	VAS	Review redrafts of loan and security agreement, negative pledge, etc.	0.70	423.50
04/25/10	JMP	Continue review of due diligence checklist, Loan Term Sheet, Construction Loan documentation and related communications and commence review of suggested modifications to Construction Loan documentation as required in connection with hearing	4.60	1,725.00
04/25/10	JMP	Review detailed analysis of proposal and response from Victor Sahn to committee regarding suggested responses and game plan	1.10	412.50
04/25/10	JMP	Review response from Marsha Houston to communication from Victor Sahn to Committee	0.10	37.50
04/25/10	JMP	Review follow-up communication with comments to issues raised by Marsha Houston	0.20	75.00
04/26/10	JMP	Review communication from Kyle Kawakami regarding issues relating to "consent to sale" and withdrawal event	1.00	375.00
04/26/10	JMP	Commence initial due diligence as to applicable provisions of Governing Documents in light of comments from Kyle Kawakami	3.00	1,125.00
04/26/10	JMP	Review follow-up communication from Victor Sahn regarding issues in connection with proposal from Debtors' counsel	0.10	37.50
04/26/10	JMP	Follow-up communication to Victor Sahn as to comments to Debtors' proposal	0.10	37.50
04/26/10	VAS	Review of transactional documents and phone calls throughout the day regarding same	1.90	1,149.50
04/27/10	JMP	Continue review of Governing Documents relating to transfer restrictions on sales of ownership interests	2.60	975.00
04/27/10	JMP	Review communication from Josh Wayser regarding status of mediation	0.10	37.50
04/27/10	JMP	Review communications between Victor Sahn and Alan Friedman regarding terms of "proposal" by Debtors	0.30	112.50
04/27/10	VAS	Calls with debtors' representatives and review note, security	1.60	968.00

**SulmeyerKupetz, apc**

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Date	Atty	Description	Hours	Amount
04/27/10	VAS	agreement, etc. and conferences with Jeff Pomerance regarding same		
04/27/10	VAS	Phone with counsel regarding resolution of continued disputed items in transactional documents	0.80	484.00
04/28/10	JMP	Communications concerning status of mediation and follow-up	0.20	75.00
04/28/10	JMP	Review communication from Matt Walker regarding comments to Creditors Trust Agreement	0.10	37.50
04/28/10	VAS	Calls with Debtors' counsel regarding transactional documents	0.40	242.00
04/29/10	JMP	Review latest draft of Creditors Trust and communications from Dan Lev	2.10	787.50
04/29/10	VAS	Conference call regarding transactional documents and correspondence with committee members regarding same	0.90	544.50
04/30/10	JMP	Review communication from Josh Wayser concerning status of negotiations and mediation	0.20	75.00
04/30/10	JMP	Review communication from Josh Wayser regarding status of mediation	0.10	37.50
<b>Total for PDS - Plan &amp; Disclosure Statement</b>			<b>170.10</b>	<b>67,800.00</b>
<b>Relief From Stay Proceedings</b>				
04/08/10	VAS	Conferences with professionals for committee regarding Chardonnay project as well as with counsel for Bank of the West	1.80	675.00
04/09/10	VAS	Review Chardonnay issues and conferences with creditors and professionals regarding same (8x)	1.20	450.00
04/13/10	VAS	Review Gianulias documents regarding resolution, documents regarding Bank of the West requests and related matters	0.90	337.50
04/14/10	VAS	Drafts of agreements regarding resolution with Debtor and responses to inquiries from Bank of the West	0.90	337.50
04/15/10	VAS	Chardonnay Conference call and transmit information to counsel for Bank of the West	1.20	450.00
04/16/10	VAS	Transactional documents and Chardonnay situation regarding Plan, etc.	1.10	412.50
04/16/10	VAS	Conference call regarding case, settlement, Chardonnay situation	0.60	225.00
<b>Total for RFS - Relief From Stay Proceedings</b>			<b>7.70</b>	<b>2,887.50</b>
<b>Total Fees</b>			<b>178.40</b>	<b>70,912.50</b>

**Fee Recap**

	Hours	Rate/Hour	Amount
Victor A. Sahn	22.90	375.00	8,587.50
Victor A. Sahn	16.80	605.00	10,164.00
Elissa D. Miller	4.70	375.00	1,762.50
Elissa D. Miller	1.10	510.00	561.00
Daniel Lev	7.40	375.00	2,775.00
Jeffrey M. Pomerance	125.50	375.00	47,062.50



**SulmeyerKupetz, apc**

Creditors Comm For James C. Gianulias  
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	Hours	Rate/Hour	Amount
Totals	178.40		70,912.50

**Disbursements**

Date	Description	Cost Per Unit	Amount
	Attorney Service		150.00
	Reproduction Cost	\$ .20	115.40
	Postage		63.92
Total Disbursements			329.32

Total Fees and Disbursements	71,241.82
Total Current Charges	71,241.82
Balance Forward	620,314.29
Total Amount Due	691,556.11

**SulmeyerKupetz, apc**

Creditors Comm For James C. Gianulias  
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Previous Balance		626,208.18
Payments		-5,893.89
Balance Forward		620,314.29
Current Fees	70,912.50	
Current Disbursements	329.32	
Total Current Charges		71,241.82

<b>Total Due</b>	<b>691,556.11</b>
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In re: (Short Title)  
James C. Gianulias & Cameo Homes

Debtor

Chapter 11 Case Number:  
8:08-bk-13150-RK

PROOF OF SERVICE BY MAIL

STATE OF CALIFORNIA  
COUNTY OF LOS ANGELES

I am employed in the county of Los Angeles, State of California, in the office of a member of the bar of this Court at whose direction the service was made; I am over the age of 18 and not a party to the within action; and my business address is as follows:

333 South Hope Street, Thirty-Fifth  
Los Angeles, CA 90071

On May 19, 2010, I served the foregoing PROFESSIONAL FEE STATEMENT on the interested parties at their last known addresses in this action by placing a true and correct copy thereof in a sealed envelope with first class postage thereon fully prepaid in the United States Mail at Los Angeles, California, addressed as follows:

SEE ATTACHED SERVICE LIST

I declare under penalty of perjury that the foregoing is true and correct.

Dated: May 19, 2010

Print Name: Denise Givens

Signature /s/ Denise Givens

Office of the United States Trustee  
Michael J. Hauser  
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**REQUESTS FOR SPECIAL NOTICE**

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Michael W. Immell and Charles H. Immell as trustee of the M  
and C Immell Revocable Trust dated March 30, 1992  
c/o Michael W. Immell  
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Phillip D. Hamilton and Janet L. Hamilton as co-trustees of  
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