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Attorneys for Claimant, Famille Holdings, L.P.

**UNITED STATES BANKRUPTCY COURT**  
**CENTRAL DISTRICT OF CALIFORNIA**  
**SANTA ANA DIVISION**

In re	)	Case No. 8:08-bk-13150-RK
JAMES C. GIANULIAS and CAMEO HOMES, a	)	Substantively Consolidated With:
California corporation,	)	Case No. 8:08-bk-13151-RK
	)	
Debtors and Debtors-in-Possession.	)	Chapter 11
	)	<b>WITHDRAWAL OF PROOF OF CLAIMS</b>
	)	[No Hearing Required]

Claimant, Famille Holdings, L.P., hereby withdraws JUST the following two Proofs of Claim:

(1) Proof of Claim No. 15-1 in the amount of \$9,109,547.10, filed by Famille Holdings, L.P., on October 22, 2008, as incorrectly set forth on the Court's Claim Register in the James C. Gianulias case under the name of "Grayl CPB, LLC". A copy of Claim No. 15-1 (without exhibits) is attached hereto as Exhibit "1". Famille's remaining claim, Proof of Claim No. 18-1, is not impacted by this withdrawal in any manner.

(2) Proof of Claim No. 8-1 in the amount of \$9,109,547.10, filed by Famille Holdings, L.P., on October 22, 2008, as incorrectly set forth on the Court's Claim Register in the Cameo Homes case under the

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1 name of "Grayl CPB, LLC". A copy of Claim No. 8-1 (without exhibits) is attached hereto as Exhibit "2".  
2 Famille's remaining claim, Proof of Claim No. 12-1, is not impacted by this withdrawal in any manner.

3  
4 DATED: June 30, 2009

LUCE, FORWARD, HAMILTON & SCRIPPS LLP

5  
6 By: 

Jess R. Bressi

Attorneys for Claimant, Famille Holdings, L.P.

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B10 (Official Form 10) (12/07) of 3

UNITED STATES BANKRUPTCY <u>CENTRAL</u> DISTRICT OF <u>CALIFORNIA</u>		PROOF OF CLAIM
Name of Debtor: James C. Gianulias		Case Number: 8:08-bk-13150-RK
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Famille Holdings, L.P.		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
Name and address where notices should be sent: Jess R. Bressi, Esq. Cox, Castle & Nicholson LLP 19800 MacArthur Boulevard, Suite 500 Irvine, CA 92612-2435 Telephone number: 949.476.2111		
Name and address where payment should be sent (if different from above):  Telephone number:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.  <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>9,109,547.10</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim.  <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).  <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507 (a)(4).  <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(5).  <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507 (a)(7).  <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507 (a)(8).  <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).  Amount entitled to priority: \$ <u>0.00</u>  *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
2. Basis for Claim: <u>Guarantees of Loans</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
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 provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ <u>0.00</u> Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ <u>0.00</u> Basis for perfection: _____ Amount of Secured Claim: \$ <u>0.00</u> Amount Unsecured: \$ <u>0.00</u>		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. Guarantees and Promissory Notes attached. If the documents are not available, please explain:		
Date: 10.22.08	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  Cox, Castle & Nicholson LLP / Jess R. Bressi, Counsel for Creditor, Famille Holdings, L.P.	FOR COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

B10

Exhibit 1  
Page 2

Exhibit A  
Page 3

**ATTACHMENT TO PROOF OF CLAIM**

United States Bankruptcy Court, Central District of California, Case No. 08-13150-RK

Debtor: James C. Gianulias

Creditor: Famille Holdings, L.P.

**A. Pre-Petition Arrearages:**

Guarantor: James C. Gianulias - Guaranty  
attached as **Exhibit 1**.

Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 2**.

Borrower: French Valley 40 LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$3,000,000

Interest per day: \$1,166.67

\$3,000,000.00

Date default started: 09.01.07

Date petition was filed: 06.06.08

Accrued Interest: 09.01.07 to 06.06.08 = 280 days x  
1166.67 per day

\$326,667.60

Guarantor: James C. Gianulias - Guaranty  
attached as **Exhibit 3**.

Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 4**.

Borrower: Murrieta Land 60, LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$2,000,000

\$2,000,000.00

Interest per day: \$833.33

Date default started: 10.01.07

Date petition was filed: 06.06.08

Accrued Interest: 10.01.07 to 06.06.08 = 250 days x  
833.33 per day

\$208,332.50

Case 8:08-bk-13150-RK Claim 15-1 Filed 10/22/08 Desc Main Document Page 3  
of 3

Guarantor: James C. Gianulias - Guaranty  
attached as **Exhibit 5**.  
Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 6**.  
Borrower: 100 San Jacinto, LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$1,500,000 \$1,500,000.00  
Interest per day: \$625.00  
Date default started: 06.15.07  
Date petition was filed: 06.06.08

Accrued Interest: 06.15.07 to 06.06.08 = 357 days x  
625 per day \$223,125.00

Guarantor: James C. Gianulias - Guaranty  
attached as **Exhibit 7**.  
Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 8**.  
Borrower: 82 San Jacinto, LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$1,500,000 \$1,500,000.00  
Interest per day: \$625.00  
Date default started: 06.15.07  
Date petition was filed: 06.06.08

Accrued Interest: 06.15.07 to 06.06.08 = 357 days x  
625 per day \$223,125.00

B. Legal Fees Incurred Prior to Petition Date (estimated): \$128,297.00  
C. Grand Total: \$9,109,547.10

Case 8:08-bk-13151-RK Claim 8-1 Filed 10/22/08 Desc Main Document Page 1 of  
B10 (Official Form 10) (12/07) 3

UNITED STATES BANKRUPTCY <u>CENTRAL</u> DISTRICT OF <u>CALIFORNIA</u>		PROOF OF CLAIM
Name of Debtor: Cameo Homes		Case Number: 8:08-bk-13151-RK
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Famille Holdings, L.P.		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
Name and address where notices should be sent: Jess R. Bressi, Esq. Cox, Castle & Nicholson LLP 19800 MacArthur Boulevard, Suite 500 Irvine, CA 92612-2435 Telephone number: 949.476.2111		
Name and address where payment should be sent (if different from above):   Telephone number:		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$ <u>9,109,547.10</u> If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.		5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount.  Specify the priority of the claim. <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*) earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507 (a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507 (a)(5). <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507 (a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507 (a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).  Amount entitled to priority: \$ <u>0.00</u>  *Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.
2. Basis for Claim: <u>Guarantees of loans</u> (See instruction #2 on reverse side.)		
3. Last four digits of any number by which creditor identifies debtor: _____  3a. Debtor may have scheduled account as: _____ (See instruction #3a on reverse side.)		
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 provide the requested information.  Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe:  Value of Property: \$ <u>0.00</u> Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ <u>0.00</u> Basis for perfection: _____ Amount of Secured Claim: \$ <u>0.00</u> Amount Unsecured: \$ <u>0.00</u>		
6. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and security agreements. You may also attach a summary. Attach redacted copies of documents providing evidence of perfection of a security interest. You may also attach a summary. (See definition of "redacted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. Guarantees and Promissory Notes attached. If the documents are not available, please explain:		
Date: 10.22.08	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  Cox, Castle & Nicholson LLP / Jess R. Bressi, Counsel for Creditor, Famille Holdings, L.P.	FOR COURT USE ONLY

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

B10

Exhibit 2  
Page 5

Exhibit B  
Page 6

**ATTACHMENT TO PROOF OF CLAIM**

Debtor: Cameo Homes  
Creditor: Famille Holdings, L.P.  
United States Bankruptcy Court, Central District of California, Case No. 08-13151-RK

**A. Pre-Petition Arrearages:**

Guarantor: Cameo Homes - Guaranty attached  
as **Exhibit 1**.  
Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 2**.  
Borrower: French Valley 40 LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$3,000,000  
Interest per day: \$1,166.67 \$3,000,000.00  
Date default started: 09.01.07  
Date petition was filed: 06.06.08

Accrued Interest: 09.01.07 to 06.06.08 = 280 days x  
1166.67 per day  
\$326,667.60

Guarantor: Cameo Homes - Guaranty attached  
as **Exhibit 3**.  
Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 4**.  
Borrower: Murrieta Land 60, LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$2,000,000 \$2,000,000.00  
Interest per day: \$833.33  
Date default started: 10.01.07  
Date petition was filed: 06.06.08

Accrued Interest: 10.01.07 to 06.06.08 = 250 days x  
833.33 per day  
\$208,332.50

Guarantor: Cameo Homes - Guaranty attached  
as **Exhibit 5**.  
Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 6**.  
Borrower: 100 San Jacinto, LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$1,500,000 \$1,500,000.00  
Interest per day: \$625.00  
Date default started: 06.15.07  
Date petition was filed: 06.06.08

Accrued Interest: 06.15.07 to 06.06.08 = 357 days x  
625 per day \$223,125.00

Guarantor: Cameo Homes - Guaranty attached  
as **Exhibit 7**.  
Lender: Famille Holdings, L.P. - Promissory  
Note attached as **Exhibit 8**.  
Borrower: 82 San Jacinto, LLC  
Address: 1105 Quail Street  
Newport Beach, California 92660

Total amount of loan: \$1,500,000 \$1,500,000.00  
Interest per day: \$625.00  
Date default started: 06.15.07  
Date petition was filed: 06.06.08

Accrued Interest: 06.15.07 to 06.06.08 = 357 days x  
625 per day \$223,125.00

B. Legal Fees Incurred Prior to Petition Date (estimated): \$128,297.00  
C. Grand Total: \$9,109,547.10



In re: JAMES C. GIANULIAS and CAMEO HOMES	CHAPTER 11
Debtor(s).	CASE NUMBER 8:08-bk-13150-RK
	Consolidated with 8:08-bk-13151-RK

**NOTE:** When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

## PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:  
**2050 Main Street, Suite 600, Irvine, CA 92614**

A true and correct copy of the foregoing document described **WITHDRAWAL OF PROOF OF CLAIMS** will be served or was served **(a)** on the judge in chambers in the form and manner required by LBR 5005-2(d); and **(b)** in the manner indicated below:

I. **TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF")** – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) ("LBR"), the foregoing document will be served by the court via NEF and hyperlink to the document. On **June 30, 2010**, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

☒ Service information continued on attached page

**II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL** (indicate method for each person or entity served):

On **June 30, 2010**, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☒ Service information continued on attached page

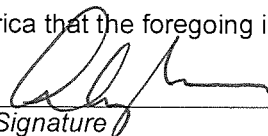
**III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL** (indicate method for each person or entity served): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on \_\_\_\_\_, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

06/30/10  
Date

Alyson Budde  
Type Name

  
Signature

In re: JAMES C. GIANULIAS and CAMEO HOMES	CHAPTER 11
Debtor(s).	CASE NUMBER 8:08-bk-13150-RK Consolidated with 8:08-bk-13151-RK

**I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF"):**

John B Acierno efcacb@piteduncan.com  
Jess R Bressi jbressi@luce.com  
Frank Cadigan frank.cadigan@usdoj.gov  
Jon M Chatalian efile@pbgc.gov, chatalian.jon@pbgc.gov  
Sean T Cork scork@ssd.com  
Paul J Couchot pcouchot@winthropcouchot.com, pj@winthropcouchot.com; sconnor@winthropcouchot.com  
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Susan S Davis sdavis@coxcastle.com  
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James E Till jtill@thelobelfirm.com, jmattiace@thelobelfirm.com; pnelson@thelobelfirm.com  
United States Trustee (SA) ustregion16.sa.ecf@usdoj.gov  
Matthew S Walker matthew.walker@pillsburylaw.com, sue.hodges@pillsburylaw.com; pamela.breeden@pillsburylaw.com  
Joshua D Wayser joshua.wayser@kattenlaw.com, kim.johnson@kattenlaw.com  
Steven Werth swerth@sulmeyerlaw.com, asokolowski@sulmeyerlaw.com  
Deborah A Winslow ecf@shermeta.com  
John H Wunsch sandra.g.mcmasters@wellsfargo.com

This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

In re: JAMES C. GIANULIAS and CAMEO HOMES

Debtor(s).

CHAPTER 11

CASE NUMBER 8:08-bk-13150-RK

Consolidated with 8:08-bk-13151-RK

## **II. SERVED BY U.S. MAIL**

### Debtor

James C Gianulias  
1105 Quail St  
Newport Beach, CA 92660

James E Till  
601 S Figueroa St 30th Fl  
Los Angeles, CA 90017

William Lobel  
The Lobel Firm  
840 Newport Center Dr Ste 750  
Newport Beach, CA 92660

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