

<p>Attorney or Party Name, Address, Telephone &amp; FAX Numbers, and California State Bar Number William N. Lobel – State Bar No. 93202 Mike D. Neue – State Bar No. 179303 THE LOBEL FIRM, LLP 840 Newport Center Drive, Suite 750 Newport Beach, CA 92660 Telephone: (949) 999-2860 Facsimile: (949) 999-2870</p> <p>Alan J. Friedman - State Bar No. 132580 Kerri A. Lyman – State Bar No. 241615 IRELL &amp; MANELLA LLP 840 Newport Center Drive, Suite 400 Newport Beach, CA 92660 Telephone: (949) 760-0991 Facsimile: (949) 760-5200</p> <p><input checked="" type="checkbox"/> Attorneys for Debtors and Debtors-in-Possession</p>	<p>FOR COURT USE ONLY</p>
<p>UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA SANTA ANA DIVISION</p>	<p>CHAPTER 11 Case No. 8:08-bk-13150-RK [Substantively Consolidated With: Case No. 8:08-bk-13151-RK]</p>
<p>In re:</p> <p>JAMES C. GIANULIAS and CAMEO HOMES, a California corporation,</p> <p>Debtors and Debtors-in-Possession.</p>	<p><b>CONFIRMATION HEARING:</b> DATE: July 9, 2010 TIME: 11:45 a.m. CTRM: 5D</p>

**BALLOT FOR ACCEPTING OR REJECTING PLAN**  
**[CLASS 4 – INTER-DEBTOR CLAIMS]**

1. James C. Gianulias and Cameo Homes, the debtors and debtors-in-possession in these substantively consolidated cases (the "Debtors"), have filed their Fourth Amended Plan of Reorganization (Dated May 27, 2010) (the "Plan"). By this ballot you will vote to accept or reject the Plan.
2. The Court has approved a Disclosure Statement with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtors' attorneys at the addresses set forth above. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.
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Your [check one box only] ☒ **claim** ☐ **equity interest** has been placed in Class 4 under the Plan. If you hold claim(s) or equity interest(s) in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

4. If your ballot is not received by the Debtors' attorneys, Irell & Manella LLP, Attn: Lori Gauthier, Paralegal, 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660 on or before 4:00 p.m. (PDT) on July 2, 2010, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan, unless the judge otherwise determines that a non-vote will be treated as a rejection of the Plan.
5. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Exhibit 9  
Page 128

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**IRELL & MANELLA LLP**

## ACCEPTANCE OR REJECTION OF THE PLAN

6. Complete the appropriate line below that describes your claim or equity interest *[select only one]*:

- ☒ 6.1 The undersigned is the holder of a Class 4 *[check one]* ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$ 93,237 FROM CAMEO; \$167,525 FROM STANULIA
- ☐ 6.2 The undersigned is the holder of a Class *[insert Class]*      *[check one]* ☐ bond ☐ debenture ☐ debt security claim against the Debtors, consisting of \$     , principal amount of *[describe bond, debenture, or other debt security]*      of the Debtors. (For purposes of this Ballot, you should not adjust the principal amount for any accrued or unmatured interest.)
- ☐ 6.3 The undersigned is the holder of a Class *[insert Class]*      equity interest in the Debtors, consisting of *[number of shares]*      or other interests *[describe equity interest]*      in the Debtors.

Other Classes: ☐ See Attached Continuation Page

7. The undersigned *[check one box only]*:

☒ ACCEPTS THE PLAN


☐ REJECTS THE PLAN

Dated: 6/24/10

Name *[Print or type]*:

PLACENTIA 422, LP

Signature:



Title *[if corporation or partnership]*:

MANAGING MEMBER

Address:

1105 QUAIL STREET  
NEWPORT BEACH, CA 92660

Telephone No.:

949-955-3832

Fax No.:

949-250-8574

## RETURN THIS BALLOT TO:

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ACCEPTANCE OR REJECTION OF THE PLAN

6. Complete the appropriate line below that describes your claim or equity interest [select only one]:

- ☒ 6.1 The undersigned is the holder of a Class 4 [check one] ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$ 2,000,000 (FROM CAMERON).
- ☐ 6.2 The undersigned is the holder of a Class [insert Class] \_\_\_\_\_ [check one] ☐ bond ☐ debenture ☐ debt security claim against the Debtors, consisting of \$ \_\_\_\_\_, principal amount of [describe bond, debenture, or other debt security] \_\_\_\_\_ of the Debtors. (For purposes of this Ballot, you should not adjust the principal amount for any accrued or unmatured interest.)
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Other Classes: ☐ See Attached Continuation Page

7. The undersigned [check one box only]:

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 6/24/10

Name [Print or type]:

MARIETA LAND 60, LLC

Signature:

[Signature]

Title [if corporation or partnership]:

MANAGING MEMBER

Address:

1105 QUAIL STREET  
NEWPORT BEACH, CA 92660

Telephone No.:

949-955-3832

Fax No.:

949-250-8574

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Exhibit  
Page

9  
71

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ACCEPTANCE OR REJECTION OF THE PLAN

6. Complete the appropriate line below that describes your claim or equity interest [select only one]:

- ☒ 6.1 The undersigned is the holder of a Class 4 [check one] ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$ 627,678 (FROM GRANULIAS)
- ☐ 6.2 The undersigned is the holder of a Class [insert Class] \_\_\_\_\_ [check one] ☐ bond ☐ debenture ☐ debt security claim against the Debtors, consisting of \$ \_\_\_\_\_, principal amount of [describe bond, debenture, or other debt security] \_\_\_\_\_ of the Debtors. (For purposes of this Ballot, you should not adjust the principal amount for any accrued or unmatured interest.)
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Other Classes:

☐ See Attached Continuation Page

7. The undersigned [check one box only]:

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 6/21/10

Name [Print or type]:

FOUNTAIN VALLEY SENIOR HOUSING, LP

Signature:

[Signature]

Title [if corporation or partnership]:

MANAGING MEMBER

Address:

1105 QUAIL STREET

NEWPORT BEACH, CA 92660

Telephone No.:

949-955-3832

Fax No.:

949-250-8574

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43

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7. The undersigned [check one box only]:

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 6/21/10

Name [Print or type]:

CAMEO HOMES

Signature:

[Signature]

Title [if corporation or partnership]:

PRESIDENT

Address:

1105 QUAIL STREET

NEWPORT BEACH, CA 92660

Telephone No.:

949. 755. 3032

Fax No.:

949. 250. 8574

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Page 76

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6. Complete the appropriate line below that describes your claim or equity interest [select only one]:

- ☒ 6.1 The undersigned is the holder of a Class 4 [check one] ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$ 1,500,000.00 (FROM GUARANTY)
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☒ ACCEPTS THE PLAN

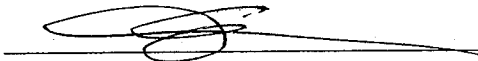
☐ REJECTS THE PLAN

Dated: 6/21/10

Name [Print or type]:

82 SAN JACINTO, LLC

Signature:



Title [if corporation or partnership]:

MANAGING MEMBER

Address:

1105 QUAIL STREET

NEWPORT BEACH, CA 92660

Telephone No.:

949-955-3832

Fax No.:

949-250-8574

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9  
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9  
78

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JUN 22 2010

IRELL & MANELLA LLP

ACCEPTANCE OR REJECTION OF THE PLAN

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- ☒ 6.1 The undersigned is the holder of a Class 4 [check one] ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$ 222,694 FROM GIANLUAS; \$3,276 FROM CAMERO
- ☐ 6.2 The undersigned is the holder of a Class [insert Class] \_\_\_\_\_ [check one] ☐ bond ☐ debenture ☐ debt security claim against the Debtors, consisting of \$ \_\_\_\_\_, principal amount of [describe bond, debenture, or other debt security] \_\_\_\_\_ of the Debtors. (For purposes of this Ballot, you should not adjust the principal amount for any accrued or unmatured interest.)
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☒ ACCEPTS THE PLAN


☐ REJECTS THE PLAN

Dated: 6/21/10

Name [Print or type]:

48th & ADAMS, LLC

Signature:



Title [if corporation or partnership]:

MANAGING MEMBER

Address:

1105 QUAIL STREET

NEWPORT BEACH, CA 92660

Telephone No.:

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Exhibit  
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79

Attorney or Party Name, Address, Telephone & FAX Numbers, and California State Bar Number William N. Lobel – State Bar No. 93202 Mike D. Neue – State Bar No. 179303 THE LOBEL FIRM, LLP 840 Newport Center Drive, Suite 750 Newport Beach, CA 92660 Telephone: (949) 999-2860 Facsimile: (949) 999-2870  Alan J. Friedman - State Bar No. 132580 Kerri A. Lyman – State Bar No. 241615 IRELL & MANELLA LLP 840 Newport Center Drive, Suite 400 Newport Beach, CA 92660 Telephone: (949) 760-0991 Facsimile: (949) 760-5200  <input checked="" type="checkbox"/> Attorneys for Debtors and Debtors-in-Possession	FOR COURT USE ONLY
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA SANTA ANA DIVISION	CHAPTER 11 Case No. 8:08-bk-13150-RK [Substantively Consolidated With: Case No. 8:08-bk-13151-RK]
In re:  JAMES C. GIANULIAS and CAMEO HOMES, a California corporation,  Debtors and Debtors-in-Possession.	<b><u>CONFIRMATION HEARING:</u></b> DATE: July 9, 2010 TIME: 11:45 a.m. CTRM: 5D

**BALLOT FOR ACCEPTING OR REJECTING PLAN**  
**[CLASS 4 – INTER-DEBTOR CLAIMS]**

1. James C. Gianulias and Cameo Homes, the debtors and debtors-in-possession in these substantively consolidated cases (the "Debtors"), have filed their Fourth Amended Plan of Reorganization (Dated May 27, 2010) (the "Plan"). By this ballot you will vote to accept or reject the Plan.
2. The Court has approved a Disclosure Statement with respect to the Plan. The Disclosure Statement provides information to assist you in deciding how to vote your ballot. If you do not have a Disclosure Statement, you may obtain a copy from the Debtors' attorneys at the addresses set forth above. Court approval of the Disclosure Statement does not indicate approval of the Plan by the Court.
3. You should review the Disclosure Statement and the Plan before you vote. You may wish to seek legal advice concerning the Plan and your classification and treatment under the Plan.

Your [check one box only] ☒ **claim** ☐ **equity interest** has been placed in Class 4 under the Plan. If you hold claim(s) or equity interest(s) in more than one Class, you will receive a ballot for each Class in which you are entitled to vote.

4. If your ballot is not received by the Debtors' attorneys, Irell & Manella LLP, Attn: Lori Gauthier, Paralegal, 840 Newport Center Drive, Suite 400, Newport Beach, CA 92660 on or before 4:00 p.m. (PDT) on July 2, 2010, and such deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan, unless the Judge otherwise determines that a non-vote will be treated as a rejection of the Plan.

5. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.



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  5. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

6. Complete the appropriate line below that describes your claim or equity interest *[select only one]*:

- ☒ 6.1 The undersigned is the holder of a Class 4 [check one] ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$ 90,000 (from GIANLUIGI).
- ☐ 6.2 The undersigned is the holder of a Class [insert Class] \_\_\_\_ [check one] ☐ bond ☐ debenture ☐ debt security claim against the Debtors, consisting of \$ \_\_\_\_\_, principal amount of [describe bond, debenture, or other debt security] \_\_\_\_\_ of the Debtors. (For purposes of this Ballot, you should not adjust the principal amount for any accrued or unmatured interest.)
- ☐ 6.3 The undersigned is the holder of a Class [insert Class] \_\_\_\_ equity interest in the Debtors, consisting of [number of shares] \_\_\_\_\_ or other interests [describe equity interest] \_\_\_\_\_ in the Debtors.

**Other Classes:** ☐ See Attached Continuation Page

**7. The undersigned [check one box only]:**

☒ ACCEPTS THE PLAN

### ☐ REJECTS THE PLAN

Dated: 6/21/60

Name *[Print or type]*:

Signature:

Title [if corporation or partnership]:

Address:

Telephone No.:

Fax No.:

**RETURN THIS BALLOT TO:**

**IRELL & MANELLA LLP**  
**ATTN: LORI GAUTHIER**  
**840 NEWPORT CENTER DRIVE**  
**SUITE 400**  
**NEWPORT BEACH, CA 92660**  
**TELEPHONE: (949) 760-0991**  
**FACSIMILE: (949) 760-5200**  
**EMAIL: lgauthier@irell.com**

Exhibit

Page



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6. Complete the appropriate line below that describes your claim or equity interest [select only one]:

- ☒ 6.1 The undersigned is the holder of a Class 4 [check one] ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$10,051.126 (from CAMEO).
- ☐ 6.2 The undersigned is the holder of a Class [insert Class] \_\_\_\_ [check one] ☐ bond ☐ debenture ☐ debt security claim against the Debtors, consisting of \$\_\_\_\_\_, principal amount of [describe bond, debenture, or other debt security] \_\_\_\_\_ of the Debtors. (For purposes of this Ballot, you should not adjust the principal amount for any accrued or unmatured interest.)
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**Other Classes:** ☐ See Attached Continuation Page

7. The undersigned [check one box only]:

## 4 ACCEPTS THE PLAN

## ❑ REJECTS THE PLAN

Dated: 6/21/10

Name *[Print or type]*:

Signature:

Title *[if corporation or partnership]*:

Address:

Telephone No.:

Fax No.:

**RETURN THIS BALLOT TO:**

**IRELL & MANELLA LLP**  
**ATTN: LORI GAUTHIER**  
**840 NEWPORT CENTER DRIVE**  
**SUITE 400**  
**NEWPORT BEACH, CA 92660**  
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5. If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

ACCEPTANCE OR REJECTION OF THE PLAN

6. Complete the appropriate line below that describes your claim or equity interest [select only one]:

- ☒ 6.1 The undersigned is the holder of a Class 4 [check one] ☐ secured ☐ priority ☒ unsecured nonpriority claim against the Debtors in the unpaid amount of \$ 2,140,650 (FROM CAMEO)
- ☐ 6.2 The undersigned is the holder of a Class [insert Class] \_\_\_\_\_ [check one] ☐ bond ☐ debenture ☐ debt security claim against the Debtors, consisting of \$ \_\_\_\_\_, principal amount of [describe bond, debenture, or other debt security] \_\_\_\_\_ of the Debtors. (For purposes of this Ballot, you should not adjust the principal amount for any accrued or unmatured interest.)
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Other Classes: ☐ See Attached Continuation Page

7. The undersigned [check one box only]:

☒ ACCEPTS THE PLAN

☐ REJECTS THE PLAN

Dated: 6/21/10

Name [Print or type]:

G COMPANIES CONSTRUCTION, INC.

Signature:

[Signature]

Title [if corporation or partnership]:

PRESIDENT

Address:

1105 QUAIL STREET

NEWPORT BEACH, CA 92660

Telephone No.:

949-955-3832

Fax No.:

949-250-8574

RETURN THIS BALLOT TO:

IRELL & MANELLA LLP  
ATTN: LORI GAUTHIER  
840 NEWPORT CENTER DRIVE  
SUITE 400  
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Exhibit

Page

9  
87

In re: James C. Gianulias and Cameo Homes	CHAPTER 11
Debtor(s).	CASE NUMBER 8:08-bk-13150-RK

**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:  
840 Newport Center Drive, Suite 400, Newport Beach, CA 92660-6324

The foregoing document described as **DECLARATION OF LORI GAUTHIER REGARDING TABULATION OF BALLOTS REGARDING THE DEBTORS' FOURTH AMENDED PLAN OF REORGANIZATION (DATED MAY 27, 2010), AS MODIFIED** 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 July 7, 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 \_\_\_\_\_, 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 July 7, 2010, 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.*

**SERVED VIA PERSONAL DELIVERY**

Chambers of Honorable Robert W. Kwan  
United States Bankruptcy Court  
411 W. Fourth Street  
Santa Ana, CA 92701

Office of the United States Trustee  
Attn: Michael Hauser, Esq.  
411 W. Fourth Street, # 9041  
Santa Ana, CA 92701-4593

☐ 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.

7/7/2010  
Date

Lori Gauthier  
Type Name

/s/ Lori Gauthier  
Signature

In re:  
James C. Gianulias and Cameo Homes

Debtor(s).

CHAPTER 11

CASE NUMBER 8:08-bk-13150-RK

**SERVED VIA NOTICE OF ELECTRONIC FILING ("NEF")**

- John B Acierno ecfcacb@piteduncan.com
- Jess R Bressi jbreessi@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
- Melissa Davis mdavis@shbllp.com
- Susan S Davis sdavis@coxcastle.com
- Daniel Denny ddenny@gibsondunn.com
- Lei Lei Wang Ekvall lekvall@wglp.com
- David K Eldan malvarado@pmcos.com, rpinal@pmcos.com;calendar@pmcos.com
- Alan J Friedman afriedman@irell.com
- Jose A Garcia ecfcacb@piteduncan.com
- Beth Gaschen bgaschen@wglp.com
- Robert P Goe kmurphy@goeforlaw.com, rgoe@goeforlaw.com;mforsythe@goeforlaw.com
- Michael J Hauser michael.hauser@usdoj.gov
- Whitman L Holt wholt@stutman.com
- Marsha A Houston mhouston@reedsmith.com
- John J Immordino john.immordino@wilsonelser.com, raquel.burgess@wilsonelser.com
- Lance N Jurich ljurich@loeb.com, kpresson@loeb.com
- Bradford Klein brad.e.klein@gmail.com
- Donna L La Porte dlaporte@wrightlegal.net, bkgroup@wrightlegal.net
- Daniel A Lev dlev@sulmeyerlaw.com, asokolowski@sulmeyerlaw.com
- Kerri A Lyman klyman@irell.com
- David F Makkabi cmartin@pprlaw.net
- Robert C Martinez rmartinez@mclex.com
- Andrew K Mauthe mauthelaw@attglobal.net
- Elissa Miller emiller@sulmeyerlaw.com, asokolowski@sulmeyerlaw.com
- Randall P Mroczynski randym@cookseylaw.com
- Mike D Neue mneue@thelobelfirm.com, jmattiace@thelobelfirm.com;pnelson@thelobelfirm.com
- Penelope Parmes pparmes@rutan.com
- Steven G Polard spolard@perkinscoie.com
- Timothy R Pomeroy tpomeroy@klinedinstlaw.com
- Hamid R Rafatjoo hrafatjoo@venable.com,  
ataylor@venable.com;revey@venable.com;jnassiri@venable.com;bclark@venable.com
- Cassandra J Richey cmartin@pprlaw.net
- Christopher O Rivas crivas@reedsmith.com
- Martha E Romero Romero@mromerolawfirm.com
- Anthony J Rothman anthony@arothmanlaw.com
- Victor A Sahn vsahn@sulmeyerlaw.com
- John D Schlotter ecfmail@aclawllp.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	CHAPTER 11
Debtor(s).	CASE NUMBER 8:08-bk-13150-RK

- Mark C Schnitzer mschnitzer@rhlaw.com
- Leonard M Shulman lshulman@shbllp.com
- Timothy J Silverman tim@sgsslaw.com
- Derrick Talerico dtalerico@loeb.com, kpresson@loeb.com;ljurich@loeb.com
- James E Till jtill@milbank.com, jmattiace@thelobelfirm.com;pnelson@thelobelfirm.com
- James E Till jtill@thelobelfirm.com, jmattiace@thelobelfirm.com;pnelson@thelobelfirm.com
- United States Trustee (SA) ustpreion16.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