

Page

Exhibit Page

& MANELLA LLF

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and upon such other oral and documentary evidence as may be presented to the Court at or before 2 the time of the hearing on the Objections. 3 WHEREFORE, the Debtors request that the Court enter an Order (1) sustaining the 4 objection to the disputed claims listed on Exhibit "A"; (2) disallowing the Claims to the extent they exceed the amounts listed on Exhibit "A" in the column labeled "Amount Owed According to Books and Records-Allowed Unsecured Amount"; (3) allowing the Claims in the amounts set forth in such column; and (4) granting such other and further relief as the court deems just and proper. 7 8 Dated: July 9, 2010 **IRELL & MANELLA LLP** 9 10 Kerri A. Lyman 11 IRELL & MANELLA LLP 12 Attorneys for Debtors and 13 Debtors-in-Possessions 14 -and-15 William N. Lobel 16 Mike D. Neue THE LOBEL FIRM, LLP 17 Attorneys for Debtors and 18 Debtors-in-Possession 19 20 21 22 23 24 25 26 27

> -3- Exhibit _____ Page _____

#2252128.1

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MEMORANDUM OF POINTS AND AUTHORITIES

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INTRODUCTION

The holders of the claims identified in Exhibit "A" ("Claimants") have filed proofs of claim (the "Claims") against the Debtors' bankruptcy estates. True and correct copies of the Claims are attached hereto as Exhibits "1" through "8."

The Debtors have reconciled the claims identified in Exhibit "A" (the "Disputed Amount Claims") against their books and records. The Claimants filing the Disputed Amount Claims have asserted claims in an amount that was higher than the amount of liability reflected in the Debtors' books and records, and no support for such additional amounts was provided in the Disputed Amount Claims. The Debtors believe Exhibit "A" contains the appropriate amounts of liability for each of the Disputed Amount Claims. Failure to reduce the amount of the Claims as set forth on Exhibit "A" will result in the applicable claimants receiving more than they are entitled, to the detriment of other creditors in these cases.

Accordingly, the Debtors hereby object to the Disputed Amount Claims and request entry of an order reducing the value of the Disputed Amount Claims as set forth in Exhibit "A."

II.

STATEMENT OF FACTS

A. Procedural Background

Involuntary cases were commenced against the Debtors on June 6, 2008. On July 2, 2008, the Court entered its "Order on Debtor's Election to Convert Chapter 7 Case to a Case Under Chapter 11 of the Bankruptcy Code" converting the cases to proceedings under chapter 11 of the Bankruptcy Code. On December 11, 2008, the Court entered an order substantively consolidating Cameo's chapter 11 estate into Gianulias' chapter 11 estate.

Gianulias is an individual who resides with his family in Newport Beach, California. Gianulias has been in the business of real estate development for approximately forty years.

¹ Each Claimant was served with a copy of its own proof of claim, but all other proofs of claim were omitted from the service copies. Copies of proofs of claim may be obtained by contacting counsel for the Debtors.

Gianulias owns an interest in a number of single asset real estate entities that were formed to 1 2 purchase and develop real estate. Cameo, an entity that Gianulias formed in 1968, also owns an 3 interest in a number of single asset real estate ventures that were formed to purchase and develop 4 real estate. Cameo holds an interest in many of the same real estate entities in which Gianulias 5 holds an interest. Gianulias owns 100% of Cameo and therefore has an indirect interest in all of Cameo's interests in the various real estate entities. The real estate entities owned in part by 7 Gianulias and Cameo include limited liability companies, general partnerships, and limited partnerships (collectively, the "Companies"). Gianulias and Cameo established the Companies to 8 9 develop and operate various real estate assets, including, without limitation, condominiums, 10 residential developments, commercial and retail developments, mixed-use developments, and 11 multi-family apartment complexes.

On September 10, 2008, the Court entered an order establishing a deadline for creditors and parties-in-interest to file their proofs of claim with the Court ("Claims Bar Date"). The Court established the Claims Bar Date as sixty (60) days following the date upon which the Debtors served a notice of the Claims Bar Date. The Debtors served a notice of the Claims Bar Date on Creditors, Interest Holders, and other parties-in-interest by mail on September 12, 2008. Accordingly, the Claims Bar Date for a particular creditor was November 11, 2008. Pursuant to the Bar Date order, each creditor, subject to certain limited exceptions, holding a claim against the Debtors were required to file a proof of claim on or before the Claims Bar Date.

В. Jurisdiction and Venue

The Court has jurisdiction over these Objections pursuant to 28 U.S.C. §§ 157 and 1334. Venue in this district is proper under 28 U.S.C. §§ 1408 and 1409. These Objections are core proceedings within the meaning of 28 U.S.C. § 157(b).

The statutory predicates for the relief requested herein are section 502(b) of the Bankruptcy Code, Bankruptcy Rules 3003 and 3007 and Local Rule 3007-1.

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C. Objections to Claims Based on Variance Between Amounts Claimed in Proofs of Claim and the Debtors' Books and Records

The Debtors have determined, based upon a thorough review of the Disputed Amount Claims, that such Claims exceed the amounts which the Debtors' books and records indicate are owed to the Claimants (and that such additional amounts are not supported by the proofs of claim themselves). The amounts which the Debtors' books and records reflect are owed to the Claimants are listed in Exhibit "A" in the column entitled "Amount Owed According to Books and Records-Allowed Unsecured Amount."

The Debtors therefore object to the Disputed Amount Claims to the extent that they exceed the amounts set forth in the "Amount Owed According to Books and Records-Allowed Unsecured Amount" column, and requests that these Claims be reduced or disallowed to the amounts listed on Exhibit "A" in the column labeled "Amount Owed According to Books and Records-Allowed Unsecured Amount."

Failure to reduce the amount of the Claims as set forth on Exhibit "A" will result in the applicable claimants receiving more than they are entitled, to the detriment of other creditors in these cases.

III.

DISCUSSION

A. <u>Claimants Bear the Burden of Proof With Respect to the Allowance of their</u> <u>Claims</u>

Pursuant to section 502(b) of the Bankruptcy Code, the Court, after notice and a hearing, shall determine the amount of such claim and shall allow such claim in such amount. 11 U.S.C. § 502(b). The Ninth Circuit Court of Appeals has explained the burden of proof borne by a claimant under section 502(b) as follows:

'If the objector produces sufficient evidence to negate one or more of the sworn facts in the proof of claim, the burden reverts to the claimant to prove the validity of the claim by a preponderance of the evidence.' . . . <u>The ultimate burden of persuasion remains at all times upon the claimant</u>.

- 6 -

Exhibit ______

#2252128.1

RELL & MANELLA LLP A Registered Limited Liability Law Partnership Including

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<u>Ludell v. Anchor Const. Specialists, Inc. (In re Ludell)</u>, 223 F.3d 1035, 1039 (9th Cir. 2000) (citations omitted; emphasis added).

B. The Disputed Amount Claims Should Be Reduced or Disallowed to the Extent they Exceed the Amount Owed According to the Debtors' Books and Records

The Disputed Amount Claims identified in Exhibit "A" are objectionable and must be reduced or disallowed to the extent they exceed the amount owed according to the Debtors' books and records. Failure to disallow the Disputed Amount Claims would result in the Claimants receiving an amount in excess of which they are entitled, to the detriment of other creditors in these cases.

Accordingly, in accordance with Section 502 of the Bankruptcy Code, the Claims should be reduced or disallowed to the extent they exceed the amounts listed on Exhibit "A" in the column labeled "Amount Owed According to Books and Records-Allowed Unsecured Amount," as such excess amount is not supported by the Debtors' books and records (or the information provided by the claimants in support of their proof of claims).

C. Reservation of Rights

This Third Omnibus Objection is limited to the grounds stated herein. Accordingly, it is without prejudice to the right of the Debtors or any other party-in-interest to object to any of the surviving claims affected hereby on any other ground whatsoever, and the Debtors expressly reserve all further substantive and/or procedural objections they, or any other party-in-interest, may have.

-7-	Exhibit	
	Page	12

#2252128.1

1 IV. 2 **CONCLUSION** 3 Based upon the foregoing, the Debtors request that the Court enter an order reducing or 4 disallowing the Claims to the extent they exceed the amounts listed on Exhibit "A" in the column labeled "Amount Owed According to Books and Records-Allowed Unsecured Amount," allowing 6 the Claims in the amounts set forth in such column, and granting such further relief as this Court 7 deems just and proper. Dated: July 9, 2010 8 **IRELL & MANELLA LLP** 9 10 Alan J. Friedman Kerri A. Lyman 11 IRELL & MANELLA LLP 12 Attorneys for Debtors and 13 Debtors-in-Possessions -and-14 William N. Lobel Mike D. Neue 15 THE LOBEL FIRM, LLP 16 Attorneys for Debtors and 17 Debtors-in-Possession 18 19 20 21 22 23 24 25 26 27 28.

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A Registered Limited Liability
Law Partnership Including
Professional Corporations

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I, John McFadden, declare:

I am the Corporate Controller of G Companies Management, LLC ("G 1. Companies") and provide services to various entities in which James C. Gianulias ("Gianulias") has an interest, including Cameo Homes, a California corporation ("Cameo" and, collectively with Gianulias, the "Debtors"). In my position as Corporate Controller, I provide oversight of all

accounting services and tax related matters for Gianulias, Cameo, G Companies and various related entities.

- 2. I have personal knowledge of the facts stated herein, except as to those facts stated upon information and belief, and as to those facts, I believe them to be true. If called as a witness to testify herein, I could and would testify competently to the following.
- 3. I have general knowledge of the Debtors' books and records, and I am familiar with the Debtors' financial and operational affairs. As to the following facts, I know them to be true of my own knowledge, or I have gained such knowledge from the business records of the Debtors or one of their businesses which were made at or near the time of the acts, conditions or events to which they relate. Any such document or record was prepared in the ordinary course of business by a person who had personal knowledge of the event being recorded and had a business duty to accurately record such event.
- 4. I have read the Debtors' Third Omnibus Motion for Order Disallowing Certain Claims Asserted Against The Debtors Based On The Debtors' Books And Records (the "Third Omnibus Objection"), and am familiar with the information contained therein and the exhibits attached hereto as Exhibits "1" through "8", which are true and complete copies of the proofs of claim on file with this Court. I submit this Declaration in support of the Third Omnibus Objection. I am authorized by the Debtors to submit this Declaration.
- 5. Gianulias is an individual who resides with his family in Newport Beach, California. Gianulias has been in the business of real estate development for approximately forty

² Capitalized terms not otherwise defined herein have the meaning set forth in the Third Omnibus Objection.

 years. Gianulias owns an interest in a number of single asset real estate entities that were formed to purchase and develop real estate. Cameo, an entity that Gianulias formed in 1968, also owns an interest in a number of single asset real estate ventures that were formed to purchase and develop real estate. Cameo holds an interest in many of the same real estate entities in which Gianulias holds an interest. Gianulias owns 100% of Cameo and therefore has an indirect interest in all of Cameo's interests in the various real estate entities. The real estate entities owned in part by Gianulias and Cameo include limited liability companies, general partnerships, and limited partnerships (collectively, the "Companies"). Gianulias and Cameo established the Companies to develop and operate various real estate assets, including, without limitation, condominiums, residential developments, commercial and retail developments, mixed-use developments, and multi-family apartment complexes.

- 6. I am informed and believe that on September 10, 2008, the Court entered an order establishing a deadline for creditors and parties-in-interest to file their proofs of claim with the Court ("Claims Bar Date"). The Court established the Claims Bar Date as sixty (60) days following the date upon which the Debtors served a notice of the Claims Bar Date. I am further informed and believe that the Debtors served a notice of the Claims Bar Date on Creditors, Interest Holders, and other parties-in-interest by mail on September 12, 2008. Accordingly, the Claims Bar Date for a particular creditor was November 11, 2008. Pursuant to the Bar Date order, each creditor, subject to certain limited exceptions, holding a claim against the Debtors were required to file a proof of claim on or before the Claims Bar Date.
- 7. I, together with Debtors' counsel, have reviewed and reconciled the proofs of claim filed against the Debtors' estates. The Disputed Amount Claims and attached information and documentation were carefully reviewed and analyzed in good faith. These efforts have resulted in the identification of the disputed claims, which claims are identified in Exhibit "A" attached hereto and incorporated herein by this reference.
- 8. By the Objection, the Debtors seek an order reducing the amount of the Disputed Amount Claims set forth in Exhibit "A" attached hereto to the amounts reflected in the Debtors' books and records as set forth in Exhibit "A".

- 1 5 8 10 12 13 14 15 17 18 19 20 21 22 23 24. 25
- 9. Based on my review of the Debtors' books and records, I have determined that the Disputed Amount Claims listed in Exhibit "A" hereto exceed the amounts which the Debtors' books and records indicate are owed to such Claimants. I have also examined the underlying proofs of claim filed by the Claimants and do not find documentation supporting the amounts asserted by the Claimants. The amounts which the Debtors' books and records reflect are owed to the claimants are listed in Exhibit "A" in the column entitled "Amount Owed According to Books and Record-Allowed Unsecured Amount."
- The Debtors dispute the Disputed Amount Claims set forth in Exhibit "A" hereto 10. to the extent that they exceed the amount set forth in the "Amount Owed According to Books and Records-Allowed Unsecured Amount" column, and requests that these Claims be reduced or disallowed to the extent they exceed the amounts listed on Exhibit "A" in the column labeled "Amount Owed According to Books and Records-Allowed Unsecured Amount." Such Claims should be allowed as general unsecured claims in the amounts set forth in the column entitled "Amount Owed According to Books and Records-Allowed Unsecured Amount,"
- I believe that failure to reduce the Disputed Amount Claims would result in the 11. Claimants receiving an amount for which it is not entitled, to the detriment of other creditors in these cases.
- I believe that granting the relief requested in the Third Omnibus Objection is in 12. the best interests of the Debtors' estates and their creditors.

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

Executed this 28th day of June, 2010, at Newport Beach California.

John McFadden

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EXHIBIT "A"

Omnibus Claim Objections - Books and Records

5		F	iled Claim		
6					
7					
8		Claim	Claimed	Scheduled	Amount Owed According to Books and Records - Allowed
9	Claimant Name/Address Maui Electric Company Ltd.	Number #3-2	Amount \$1,068,04	(Not Scheduled)	Unsecured Amount \$0.00
10 11	Attn: Lyle Matsunaga, Asst. Treasurer P.O. Box 398 Kahului, HI 96733	Exhibit "1"	(unsecured)	(Not Concadica)	This Claimant has been paid in full
11		#0.4	¢75 004 20	000 140 00	\$0.00
12	Daimler Trust, Successor to DCFS Trust	#6-1 Exhibit	\$75,894.20 (unsecured)	\$98,148.88	
13	c/o Randall P. Mroczynski, Esq. Cooksey Toolen Gage, et al 535 Anton Blvd., 10th Floor Costa Mesa, CA 92626	"2"			This Claimant has been paid in full. This claim relates to a vehicle lease. The term of the lease expired on 3/26/2010 and all
14					payments under the lease have been made.
15	DCFS USA Attn: Corporate Officer PO Box 9001683 Louisville, KY 40290				been made.
16					
17	Mercedes-Benz Credit Corp. c/o Shermeta, Adams, et a. Attn: Deborah A. Winslow PO Box 80908				
18	Rochester Hills, MI 48308				
19		1110	005 000 04	052,400,70	¢52.400.70
20	David Evans and Associates, Inc. Attn: Linda Watanabe-Mitchell 320 S.W. Upper Terrace Drive	#48-1 Exhibit "3"	\$65,020.04 (unsecured)	\$53,499.79	\$53,499.79 The difference represents
21	Suite 200 Bend, OR 97702				\$11,520.25 of invoices that the Claimant contractually submitted to G Companies Construction Inc.
22					related to the Rancho Cucamonga 212 LP project, neither of which are Debtors in this bankruptcy.
23		 			

Exhibit 12-Page Exhibit 12

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1			ilad Clains	<u> </u>	· ·
2			iled Claim		
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4					
					Amount Owed According to
5	Claimant Name/Address	Claim Number	Claimed Amount	Scheduled Amount	Books and Records - Allowed Unsecured Amount
. 6	Temecula Valley Erosion Control,	#49-1	\$45,204.75	Unknown	\$0.00
	Inc. Attn: Jessica Davis, Office	Exhibit "4"	(secured)	Contingent Unliquidated	The Debtors' books and records do
7	Manager 19011 Mermack Avenue			Disputed	not reflect any amount owing this Claimant and the Proof of Claim
8	Lake Elsinore, CA 92632				does not attach any supporting
· ·					documentation to otherwise support such claim.
9	Department of Taxation, State of	#13-1	\$2,693.81	Not Scheduled	\$2,512.80
10	Hawaii Attn: Lynne M. Kaneta, Tax	Exhibit "5"	(administrative	/Unknown	
	Collector	5	expense claim)		The Debtors' books and records reflect that the following amounts
11	PO Box 259 Honolulu, HI 96809			,	are owing in connection with this claim:
12					
12					TA tax = \$420.50
. 13					July 08 GE tax = \$661.44 TA tax = \$1.198.86
14					Total owed = \$2,512.80
14					The Debtors' books and records do
15					not reflect any other amounts owing this Claimant and the Proof of
16					Claim does not attach any supporting documentation to
16					otherwise support the difference of
17					\$181.01.
10	State of Hawaii, Department of Taxation	#14-1 Exhibit	\$11,592.45 (Priority)	Unknown	\$11,581.58 (Priority) \$ 1,647.77 (unsecured)
18	Attn: Lynne M. Kaneta, Tax Collector/Bankruptcy Unit	"6 [#] "	\$1,797.77 (unsecured)		\$13,229.35 Total Claim
` 19	PO Box 259		Total Claim:		The Debtors' books and records
20	Honolulu, HI 96809		\$13,390.22		reflect that the following amounts are owing in connection with this
20					claim:
21				_	2007 GE tax = \$2,878.96 2007 TA tax = \$5,218.08
20					Feb-08 GE tax = \$404.00
22					Feb-08 TA tax = \$732.25 Mar-08 GE tax = \$732.64
23					Mar-08 TA tax = \$1,327.91 C&C charge = \$50.50
24					Total owed =\$11,344.34
24					Interest = <u>\$237.24</u> Total claim =\$11,581.58
25					This claim includes \$150.00 for
			.,,		bounced check fees. No payments
26.					were submitted with these returns, so the bounced check fees are
27					completely unsupported and without merit. The unsecured claim
27					has been reduced \$150.00
28		<u> </u>			accordingly.
		Exhibit_		Exhibit_	#2252128.1
IRELL & MANELLA LLP A Registered Limited Liability Law Partnership Including		Pane	\mathcal{S}_{13} -	Page	#2252120.1
Professional Corporations					

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					Amount Owed According to
5	Claimant Name/Address	Claim	Claimed	Scheduled	Books and Records - Allowed
5	Orange County Treasurer – Tax	Number #60-1	Amount \$25,569.00	Amount Unknown	Unsecured Amount
'	Collector	Exhibit	(administrative	,	
,	Attn: Chriss W. Street or Judy Reynoso	"7"	expense claim)		This Claimant has been paid in full. This claim relates to alleged
	PO Box 1438				(estimated) 2009 property taxes in
	Santa Ana, CA 92702-1438			·	connection with property located at 21 Atlantis Cove, Newport Coast,
					CA. The property taxes on this
					property have been paid in full.
	Internal Revenue Service Attn: George Prescott, Specialist	#5-1	\$34,859.67	Unknown	\$0.00
	PO Box 21126	(Cameo docket)	(priority) \$422.38		The Debtors' books and records do
	Philadelphia, PA 19114	Exhibit "8"	(unsecured)		not reflect any amount due and
	Internal Revenue Service	°	Total Claim: \$35,282.05		owing this Claimant. This Claim alleges taxes owing in the amount
	Attn: George Prescott, Specialist M/S 5503	.			of \$28,187 and pre-petition interest
	24000 Avila Rd.				thereon in the amount of \$6,538.47 relating to "pending examination" of
	Stop 5503 Laguna Niguel, CA 92677				5/31/2007 tax period. This Claim
	Laguna Niguel, CA 92677		* · · · · · · · · · · · · · · · · · · ·	•	further alleges a priority claim of \$134.20 for "unassessed liability"
					taxes for the tax period 12/31/2008.
					The balance of this claim, the amount of \$422,38 is for penalties
					and interest.
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Case 8:08-bk-13150-RK Claim 3-1 Filed 0 R Gless Aan Document Page 1 of

B10 (OScial Form 10) (12/07)						
UNITED STATES BANKRUPTCY COURT Central D	PROOF OF CLAIM					
Name of Debtor: James C Gianulias	Case Number: 08-13150 KK					
NOTE: This form should not be used to make a claim for an administrative expense	trutive expense arising after the commenceme trusp be filed pursuant to 11 U.S.C. § 503.	ent of the case. A request for payment of an	•			
Name of Creditor (the person or other entity to whom the debtor owes at		Check this box to indicate that this claim				
Maui Electric Company Ltd.		amends a previously their visitor				
Name and address where notices should be sent:	BY: DISTRICT OF CALIFORNIA CENTRAL DISTRICT OF CALIFORNIA	Court Claim Neumber: FILED				
	CLERK U.S. BANKRUPTCY COURT	(If known)	. 1 1			
Maui Electric Company Ltd.	8002 8 I 9NA	AUG 18 200				
PO Box 398	8005 8 F 2018	CLERK U.S. BANKRUP CY				
Kahului, Hawaii 96733		CENTRAL DISTRICT OF CAL	4 1			
Telephone munber: (808) 871-8461	<u> </u>	Filed en:	-			
Name and address where payment should be sent (if different from about	ej.	Check this box if you are aware that anyone else has filed a proof of claim				
مين صحفت بيدي المستحدد المستحد	and the second s	relating to your claim. Attach copy of				
Same in Sanboye :====================================		materiorit giving particulars	September September 1985			
Telephone munber:		Check this box if you are the debtor or trustee in this case.				
1. Amount of Cinim as of Date Case Filed: \$1.068.0		S. Amount of Claim Entitled to Priority				
If all or part of your claim is secured, complete item 4 below; however, i	if all of your chairs is suscessed, do not	ander 11 U.S.C. \$507(a). If any portion of your claim falls in one of the				
that or part of your coasts as secured, complete seast 4 account, as well as		following enterpries, check the box and state the amount.				
If all or part of your claim is estitled to priority, complete item 5.		and the market.	•			
Cleck this box if chim includes interest or other charges in addition t	to the principal amount of claim. Attach	Specify the priority of the claim.				
itemized statement of interest or charges.	•	Domestic support obligations under II				
1. Basis for Claim: Flectrical services provided t	to debtor (see attached	U.S.C. §507(a)(1)(A) or (a)(1)(B).	***			
(See instruction #2 on severse side.) <pre>ctatement)</pre>		Wages, salaries, or commissions (up to				
3. East four digits of any number by which creditor identifies debtor	-1/01	\$10,950°) carned within 180 days before filing of the bankruptcy petition or				
3a. Debter may have scheduled account as: (See instruction #3a on reverse side.)		cessation of the debtor's business,				
(200 menorana and on severe seem)		whichever is earlier - 11 U.S.C. §507 (a)(4).				
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lieu on proper	ity or a right of scioff and provide the	Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5).				
requested information.		[[Up to \$2,425° of deposits toward	•			
Nature of property or right of setoff: Real Estate Motor Describe:	Vehicle 🔲 Other	purchase, lease, or reatal of property or services for personal, family, or household use - 11 U.S.C. §507 (a)(7).				
	k					
	:	Taxes or penalties awed to governmental units - 11 U.S.C. 4507 (a)(8).				
Amount of arrearage and other charges as of time case Sicil include		Other - Specify applicable paragraph of	Ender 2			
Many: S Basis for perfection:	The state of the s	11 U.S.C. \$507 (a)()	fisika ti			
Amount of Secured Claim: 3 Amount Unsec	and:S		· .			
6. Credits: The amount of all payments on this claim has been credited	for the purpose of making this perof of claim	Amount entitled to priority:				
7. Decements: Attack reducted copies of any documents that support th	e claim, such as promissory notes, purchase					
orders, invoices, Beauted Statements of turning accounts, contracts, ju- You may also attack a summary. Attack inducted copies of documents p	PURCHES MARKENESS MAS SCORREY SECONDOCULS		•			
You may also attack a summary. Attack technical capies of accumums a interest. You may also attack a summary. (See definition of "reducted" of the control o	m reverse side.)					
DO NOT SEND ORIGINAL DOCUMENTS, ATTACHED DOCUMEN	大臣 に押るが存むのととし	Manuals are subject to adjustment on 111-2	dli.			
SCANNING IN THE THE THE THE TAXABLE PROCESSION OF TAXABLE PR	1. A L L L L L L L L L L L L L L L L L L	1/1/0 and every 3 years thereafter with				
		and of projustment.				
If the documents are not available, please explain:						
Date: 8/01/4 Ecross sutherized to file this claim and state address	ss and selections marries if different from the	notice address	. (
above. Attack copy of power of attoracy, if any.	- XUUP					
Penalty for presenting frenchelent claim: Fine of up to \$:	500,000 of Amprisonment for up to 5 years, or	18 U.S.C. \$5 152 and 3571.				
a second has de san a second s	1.3.3. W - Cam	* 1 ¥ * 1 * 1	-			

Exhibit Exhibit Dage 70 Page

Case 8:08-bk-13150-RK Claim 3-1 Filed 08/18/08 Desc Main Document Page 2 of

B10 (Official Form 10) (12/07) - Cont.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

eral explanations of the lan. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, The instructions and definitions below are go there may be exceptions to these general rules. items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Num

Fill in the federal judicial district where the bankruptcy case was filed (for example, Central District of Chiffornia), the lunkruptcy debtor's mane, and the bankruptcy case number. If the creditor secreted a notice of the case from the bankruptcy court, all of this information is incated at the top of the notice.

Fill in the name of the person or entity asserting a claim and the name and address of the person who should society nations insued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Foderal Rate of Bankruptcy Procedure (FRBP) 2002(g).

est of Claim as of Bate Case Filed:

State the total amount awed to the creditor on the date of the Baukruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim...

- Z Bais for Claim: State the type of debt or how it was incurred. Examples include goods sold, soncy los ned, services performed, personal injury/wrongful death, car lane, mortgage mote, and crofit card.
- East Pour Digits of Any Number by Which Creditor Identifies Behtor: State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

3a, Debtor May Have Scholuled Account As:

Use this space to report a change in the creditor's assue, a transferred chain, any other information that clarifies a difference between this proof of claim nd the claim as scheduled by the debtor.

4 Secured Chia:

Check the appropriate box and provide the requested information if the chim is fully or partially secured. Skip this section if the chim is entirely unscener (See DEFINITIONS, below.) State the type and the value of property that accures the claim, attach copies of lies

documentation, and state annual interest rate and the amount past due on the claim as of the date of the benkruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. \$507(a). If my portion of your claim falls in one or more of the listed categories, check e appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

6. Credits:

An authorized signature on this proof of classe serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

Attach to this proof of claim form reducted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. For east also attach copies of documents that evidence perfection of any soundry interest. The may also attach a reasonary. PROF 3001(c) and (d) Documents not send original documents, as attachments may be destroyed after scanning.

11-1-1

Date and Signature:

The purson filing this pivot of claim ausst sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.

DESTRICTIONS

INFORMATION.

Deblar

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

A creditor is the person, corporation, or other entity owed a debt by the debtor on the date of the beakraptcy filing.

A claim is the creditor's right to receive payment on a debt that was sweed by the debter on the date of the bankruptcy filing. See 11 U.S.C. \$101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt swed by the debtor on the date of the backruptcy Sing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was <u>filed</u>

Secured Claim Under II ILS.C. (\$86(a)

A accurat claim is one backed by a lieu on property
of the debior. The claim is secured so being as the creditor has the right to be paid from the property prior to other creations. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an assecured claim. Examples of ... certificate of title, financing statement, or oth liens on property include a mortgage on real estate or a security interest in a cer.

A lieu may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lieu. A claim also make secured if the creditor owes the debtor money a also may (bas a right to setoll).

Unsecured Claim

An unscented claim is one that does not sucet the requirements of a secured claim. A claim may be partly assocured if the amount of the claim exceeds the value of the property on which the creditor has a

Claim Entitled to Priority Under II US.C. §507(a) Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other

Redacte

A document has been reducted when the person Sling it has sanked, edited out, or otherwise delet a differention. A creditor should reduct and use Scribin information. A creditor should reduct and security the first four digits of any social occurity the first four digits of any social occurity individual's tax dentification, or financial account individual is tax dentification, or financial account individual field in the initials of a inition's statute and trailing the first of any person's date of birth.

Evidence of Ferfection

Evidence of perfection may include a mortgage, lien

document showing that the lien has been filed or

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope an a copy of this proof of claims or you may access the court's PACER system

(www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 of seq.), and any applicable orders of the bankrupecy court.

Exhibit. Exhibit Page

Case 8:08-bk-13150-RK Claim 3-1 Filed 08/18/08 Desc Main Document Page 3 of

Maui Electric Co., Ltd. P. O. Box 398 Kahului, Maui, Hawali 96733-6898

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Exhibit _____ Exhibit _____ Page _____ | A

Case 8:08-bk-13150-RK Claim 6-1 Filed 09/22/08 Desc Main Document Page 1 of

B10 (Official Form 10) (12/07)	
UNITED STATES BANKRUPTCY COURT CENTRAL DISTRICT OF CALIFORNIA	PROOF OF CLAIM
Name of Debtor: JAMES C. GIANULIAS	Case Number: 8:08-13150 RK
NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement o administrative expense may be filed pursuant to 11 U.S.C. § 503.	
Name of Creditor (the person of other entity to whom the debter owes money or property): DAIMLER TRUST SUCCESSOR TO DCFS TRUST	Check this box to indicate that this claim amends a previously filed claim.
Name and address where notices should be sent: Randall P. Mroczynski	
Cooksey Toolen Gage Duffy & Woog	Court Claim Number:(If known)
535 Anton Blvd., 10th Floor, Costa Mesa, CA 92626 Telephone number: 714-431-1100	Filed on:
Name and address where payment should be sent (if different from above):	Check this box if you are aware that
DCFS USA P.O. Box 9001683	anyone else has filed a proof of claim relating to your claim. Attach copy of
Louisville, KY 40290	statement giving particulars.
Telephone number:	☐ Check this box if you are the debtor or trustee in this case.
1. Amount of Claim as of Date Case Filed: \$75.894.20 (remaining payments on lease)	5. Amount of Claim Entitled to
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.	Priority under 11 U.S.C. §507(a). If any portion of your ciaim falls in one of the following categories,
If all or part of your claim is entitled to priority, complete item 5.	check the box and state the amount.
☐ 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.	Specify the priority of the claim. Domestic support obligations under
2. Basis for Claim: Vehicle Lease (See Instruction #2 on reverse side)	11 U.S.C. §507(a)(1)(A) or (a)(1)(B).
3. Last four digits of any number by which creditor identifies debtor: 3671	☐ Wages, salaries, or commissions (up to \$10,950*) camed within 180 days
3a. Debtor may have scheduled account as: (See instruction #3a on reverse side.)	before filing of the bankruptoy petition or cessation of the debtor's
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.	business, whichever is earlier – 11 U.S.C. §507 (a)(4).
Nature of property or right of setoff: Real Estate Motor Vehicle Other Describe:	☐ Contributions to an employee benefit plan — 11 U.S.C. §507 (a)(5). ☐ Up to \$2,425* of deposits toward
Value of Property:\$ Aunual Interest Rate%	purchase, lease, or rental of property or services for personal, family, or
Amount of arrearage and other charges as of time case filed included in secured claim,	household use – 11 U.S.C. §507 (a)(7).
If any: \$Basis for perfection:	☐ Taxes or penalties owed to
Amount of Secured Claim: \$ Amount Unsecured: \$	governmental units – 11 U.S.C. §507 (a)(8).
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	☐ Other.—Specify applicable paragraph of 11 U.S.C. §507 (a)().
orders, invoices, itemized statements or running accounts, contracts, judgments, mortgages, and scountry agreements. You may also attach a summary. Attach reducted copies of documents providing evidence of perfection of	Amount entitled to priority:
a security interest. You may also attach a summary. (See definition of "reducted" on reverse side.) DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER	\$
SCANNING.	*Amounis are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after
If the documents are not available, please explain:	the date of adjustment.
Date: Signature: The person filing this claim must sign it. Sign and print name and title it any, of the or other person authorized to file this claim and state address and telephone number if different from the	FOR COURT USE ONLY coditor or the notice
address above. Attach copy of power of attorney, if any.	
Randall P. Mroczynski	
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.
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Case_8:08-bk-1	3150-RK	Filed 09/22/08	B Desc Main Document	Page 2 of
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NOTICE OF TRANSFER AND RELEASE OF LIABILITY MAIL THIS FORM TO DMV	
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I certify under penalty of perjury under the laws of the State of Celifornia, that THE SIGNATURE(S) BELOW RELEASES INTEREST	
IN THE VEHICLE, 1a. Date Signature of Registered Owner	
1b. X SIGNATURE OF REGISTERED OWNER Federal and State law requires that you state the mileage upon transfer of ownership. Failure to complete or providing a	
Certify under penalty of perjury under the laws of the State of California, that THE SIGNATURE(S) BELOW RELEASES INTEREST IN THE VEHICLE. 1a.	
WARNING Odometer reading is not the actual mileage. Mileage exceeds the odometer mechanical limits. I certify under penalty of perjury under the laws of the State of California that the foregoing is true and correct.	
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Any change of Lienholder (holder of security Interest) must be reported to the Department of Motor Vehicles within 10 days.	
US BK AS COLL AGT 2. X Signature releases interest in vehicle. (Company	chibit
Page BX 997539 Release Date CA100961605	ige the
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KEEP IN A SAFE PLACE - VOID IF ALTERED	1/h

ase 8:08-bk-13150-RK Claim 6-1 Filed 09/22/08 Desc Main Document Page 5 of

PROOF OF SERVICE C.C.P. §1013(a), C.R.C. 2003(3), 2005(i)

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STATE OF CALIFORNIA, COUNTY OF ORANGE

4 5

I am employed in the County of Orange, State of California. I am over the age of 18 years and am not a party to the within action; my business address is 535 Anton Boulevard, Tenth Floor, Costa Mesa, California 92626-1977.

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On September 22, 2008, I served the foregoing document described as **PROOF OF CLAIM** on the interested parties in this action.

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by placing the original and/or a true copy thereof enclosed in (a) sealed envelope(s), addressed as follows:

SEE ATTACHED SERVICE LIST

BY REGULAR MAIL: I deposited such envelope in the mail at 535 Anton Boulevard, Costa Mesa, California 92626. The envelope was mailed with postage thereon fully prepaid.

I am "readily familiar" with the firm's practice of collection and processing correspondence for mailing. It is deposited with the U.S. Postal Service on that same day in the ordinary course of business. I am aware that on motion of the party served, service is presumed invalid if postal cancellation date or postage meter date is more than one (1) day after date of deposit for mailing in affidavit.

BY FACSIMILE MACHINE: I transmitted a true copy of said document(s) by facsimile machine, and no error was reported. Said fax transmission(s) were directed as indicated on the service list.

BY OVERNIGHT MAIL: By depositing copies of the above document(s) in a box or other facility regularly maintained by FEDERAL EXPRESS, in an envelope or package designed by FEDERAL EXPRESS with delivery fees paid or provided for and sent to the person(s) named on the attached service list [C.C.P.§1013, 2015.5].

BY PERSONAL SERVICE: I caused such envelope(s) to be delivered by hand to the above addressee(s).

(State) I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

(Federal) I declare that I am employed in the office of a member of the Bar of this Court, at whose direction the service was made. I declare under penalty of perjury under the laws of the State of California that the foregoing is true and correct.

Executed on September 222008, at Costa Mesa, California.

Angie Contreras

Exhibit Page 27

6100.0174 381087.1

SERVICE LIST

Filed 09/22/08 Desc Main Document

Page 6 of

James C. Glanulias 1105 Quail Street 4 Newport Beach, CA 92660 5 ATTORNEY FOR DEBTOR(S): Alan J. Friedman 6 Kerri A. Lyman 840 Newport Center Drive, Suite 400 7 Newport Beach, CA 92660 8 **U.S. TRUSTEE:** United States Trustee (RS) 9 411 W. Fourth Street, Suite 9041 Santa Ana, CA 92701 10 ATTORNEY FOR U.S. TRUSTEE: 11 Frank Cadigan 411 W. Fourth Street, Suite 9041 12 Santa Ana, CA 92701 13 **PETITIONING CREDITORS:** California National Bank 14 c/o Joshua D. Wayser 2029 Century Park East, Suite 2600 15 Los Angeles, CA 90067 16 Famille Holdings LP c/o Jess R. Bressi 17 19800 MacArthur Blvd., Suite 500 Irvine, CA 92612 18 M.W. Housing Partners III LP 19 c/o Lori Scott 1301 Fifth Ave., Suite 3100 20 Seattle, WA 98101 21 M.W. Housing Partners III LP c/o Perkins Cole LLP 22 1620 26th Street, 6th Floor Santa Monica, CA 90404 23 OFFICIAL JOINT COMMITTEE OF UNSECURED CREDITORS:

Case 8:08-bk-13150-RK Claim 6-1

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Elissa Miller

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333 S.Hope St 35th Fir

Los Angeles, CA 90071

DEBTOR(S):

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Page 7 of

Los Angeles, CA 90071

6100.0174 381087.1

REQUEST FOR SPECIAL NOTICE: 1 Lance N. Jurich, Esq. Derrick Talerico, Esq. 2 Loeb & Loeb LLP 10100 Santa Monica Blvd., Suite 2200 3 Los Angeles, CA 90067-4120 4 Marc S. Hines, Esq. Katherine S. Agbayani, Esq. HINES SMITH CARDER 5 3080 Bristol Street, Suite 540 Costa Mesa, California 92626 6 California Bank & Trust c/o 7 Peter J. Duncan, Esq. Pyle Sims Duncan & Stevenson APC 8 401 "B" Street, Suite 1500 San Diego. CA 92101 9 Penelope Parmes, Esq. 10 **RUTAN & TUCKER, LLP** 611 Anton Boulevard, Suite 1400 11 Costa Mesa, CA 92626-1931 12 Daniel J. Flanigan Polsinelli Shalton Flanigan Suelthaus PC 13 700 W. 47th Street, Suite 1000 Kansas City, Missouri 64112 14 Jean-Paul Menard 15 McKenna Long & Aldridge LLP 444 South Flower Street, 8th Floor Los Angeles, CA 90071-2901 -16 Weiland, Golden, Smiley, Wang Ekvall & Strok, LLP 17 Attention: Lei Lei Wang Ekvall, Esq. 650 Town Center Drive, Suite 950 18 Costa Mesa, California 92626 19 Phillip D. Hamilton and Janet L. Hamilton, as co-trustees of the Hamilton Family Trust u/d/t dated 07/11/90 20 c/o Philip D. Hamilton 760 West 16th Street, Suite C 21 Costa Mesa, California 92627 22 Robert P. Goe, Esq. GOE & FORSYTHE, LLP 23 660 Newport Center Drive, Suite 320 Newport Beach, CA 92660 24 John H. Wunsch 25 OFFICE OF THE GENERAL COUNSEL WELLS FARGO & COMPANY 21680 Gateway Center Drive, Suite 280 26 Diamond Bar, California 91765-2435 27 Marsha A. Houston Christopher O. Rivas REED SMITH LLP 28 355 South Grand Avenue, Suite 2900

Case 8:08-bk-13150-RK Claim 6-1

Exhibit 1 Page 29

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COOKSEY, TOOLEN, GAGE, DUFFY & WOOG 535 Anion Boulevard. Tenh Floor Costa Mesa, California 92626-1977

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Larry G. Ivanjack, Esq.
David K. Eldan, Esq.
Parker, Milliken, Clark, O'Hara & Samuelian
555 South Flower St., 30th Floor
Los Angeles, CA 90071-2440

Sue J. Hodges, Esq.
Matthew S. Walker, Esq.
Pillsbury Winthrop Shaw Pittman LLP
12255 El Camino Real, Suite 300
San Diego, CA 92130-4088

Exhibit 30

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Case 8:08-bk-13150-RK Doc 675 Filed 05/25/10 Entered 05/25/10 10:03:23 Desc Mainedo Strapes BARRERUPTER COURT CENTRAL DISTRICT OF CALIFORNIA

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James C Gianulias

Bankruptcy No. 08-13150 Honorable Robert N. Kwan Chapter 13

Debtor(S).

TRANSFER OF CLAIM OTHER THAN FOR SECURITY

A CLAIM HAS BEEN FILED IN THIS CASE or deemed filed under 11 U.S.C.§ 1111(a). Transferee hereby gives evidence and notice pursuant to Rule 3001 (e)(2), Fed. R. Bankr. P., of the transfer, other than for security, of the claim referenced in this evidence and notice.

MERCEDES-BENZ CREDIT CORPORATION c/o Shermeta, Adams & Von Allmen, PC Transferee

MERCEDES-BENZ CREDIT CORPORATION C/o Shermeta, Adams & Von Allmen, PC PO Box 80908 Rochester Hills, MI 48308 (248) 519-1700

Daimler Trust Successor to DCFS Trust Transferor

Court Claim #: 6 Amount of Original Claim: \$75,894.20 Date Claim Filed: 9/22/2010

I declare under penalty of perjury that the information provided in this notice is true and correct to the best of my knowledge and belief.

By:/s/ Deborah A Winslow Transferee/Transferee's Agent Deborah A Winslow (P63179) Agent for MERCEDES-BENZ CREDIT CORPORATION

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Case 8:08-bk-13150-RK Doc 771-1 Filed 08/24/10 Entered 08/24/10 16:45:17 Desc part 2 Page 27 of 28

Case 8:08-bk-13150-RK Doc 675 Filed 05/25/10 Entered 05/25/10 10:03:23 Desc WhiteDosympets Barren Prof Court Central district of California

IN THE MATTER OF:	
James C Gianulias	Bankruptcy No. 08-13150 Honorable Robert N. Kwan Chapter 13
Debtor(S).	
NOTICE OF TRANSFER OF CLA	NIM OTHER THAN FOR SECURITY
Claim No. 6 was filed or deemed filed under 11 U transferor. As evidence of the transfer of that clathan for Security in the clerk's office of this court of	im, the transferee filed a Transfer of Claim Other
<u>Daimler Trust Successor to DCFS Trust</u> Alleged Transferor	MERCEDES-BENZ CREDIT CORPORATION <u>c/o Shermeta, Adams & Von Allmen, PC</u> Transferee
Address of Alleged Transferor: DCFS USA P.O. BOX 9001683 LOUISVILLE, KY 40290	Address of Transferee: MERCEDES-BENZ CREDIT CORPORATION C/O SHERMETA, ADAMS & VON ALLMEN, PC PO BOX 80908 ROCHESTER HILLS, MI 48308
DEADLINE (OOBJE	
The alleged transferor of the claim is hereby within twenty (20) days of the mailing of this not the transferee will be substituted as the original claim.	notified that objections must be filed with the court ice. If no objection is timely received by the court, laimant without further order of the court.
Date:	CLERK OF THE COURT

Exhibit Page Exhibit Page

Case 8:08-bk-13150-RK Doc 771-1 Filed 08/24/10 Entered 08/24/10 16:45:17 Desc part 2 Page 28 of 28 Case 8:08-bk-13150-RK Doc 675-1 Filed 05/25/10 Entered 05/25/10 10:03:23 Desc trc Page 1 of 1

This form is intentionally blank.

The notice is scheduled to be processed by the Bankruptcy Noticing Center (BNC).

Refer to the BNC Certificate of Service entry to view the actual form.