

UNITED STATES BANKRUPTCY COURT Northern District of Texas - Dallas Division PROOF OF CLAIM

Name of Debtor: Opus West Construction Corporation Case Number: 09-34356

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): GBC Concrete and Masonry Construction, Inc. Name and address where notices should be sent: Andrea L. Petray, Esq., Marks, Golia & Finch, LLP, 8620 Spectrum Center Boulevard, Suite 900, San Diego, California, 92123-1454 Telephone number: (858) 737-3100

FILED SEP 04 2009

Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: (If known) Filed on:

Name and address where payment should be sent (if different from above): TAWANA C. MARSHALL, CLERK U.S. BANKRUPTCY COURT NORTHERN DISTRICT OF TEXAS Telephone number:

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. Check this box if you are the debtor or trustee in this case.

1. Amount of Claim as of Date Case Filed: \$ 10,930.00 plus interest at a rate of 10% per year from May 1, 2009 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. 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.

2. Basis for Claim: Services performed (See instruction #2 on reverse side.)

Domestic support obligations under 11 U.S.C. §507(a)(1)(A) or (a)(1)(B).

3. Last four digits of any number by which creditor identifies debtor: 3a. Debtor may have scheduled account as:

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).

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: Real Estate Motor Vehicle Other Describe: Value of Property: \$ Annual Interest Rate % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ Basis for perfection: Amount of Secured Claim: \$ Amount Unsecured: \$

RECEIVED SEP 14 2009 BMC GROUP

Contributions to an employee benefit plan - 11 U.S.C. §507 (a)(5). 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). Taxes or penalties owed to 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.

Other - Specify applicable paragraph of 11 U.S.C. §507 (a)().

7. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of 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 instruction 7 and definition of "redacted" on reverse side.)

Amount entitled to priority: \$

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:

*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.

Date: 08/17/2009 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. Andrea L. Petray, Marks, Golia & Finch, LLP, attorneys for GBC Concrete & Masonry Construction, Inc.

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.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

Items to be completed in Proof of Claim form

Court, Name of Debtor, and Case Number:

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

Creditor's Name and Address:

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued 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 Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

1. Amount of Claim as of Date Case Filed:

State the total amount owed to the creditor on the date of the Bankruptcy 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.

2. Basis for Claim:

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if the trustee or another party in interest files an objection to your claim.

3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:

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 Scheduled Account As:

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

4. Secured Claim:

Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.) State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.

5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a).

If any portion of your claim falls in one or more of the listed categories, check the 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 claim 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.

7. Documents:

Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). If the claim is based on the delivery of health care goods or services, see instruction 2. Do not send original documents, as attachments may be destroyed after scanning.

Date and Signature:

The person filing this proof of claim must 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.

DEFINITIONS

Debtor

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

Creditor

A creditor is a person, corporation, or other entity owed a debt by the debtor that arose on or before the date of the bankruptcy filing. See 11 U.S.C. §101 (10)

Claim

A claim is the creditor's right to receive payment on a debt owed by the debtor that arose 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 owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. §506(a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. 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 unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.

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

Unsecured Claim

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

Claim Entitled to Priority Under 11 U.S.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 unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim 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 written communications from these entities may 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 *et seq.*), and any applicable orders of the bankruptcy court.



OPUS West Construction Corporation
SUBCONTRACT CHANGE ORDER

RECEIVED

FEB 12 2009

OPUS WEST-IRVINE

Cast In Place Concrete

CON-97391.00-23

Change Order Date: 02/02/2009

Change Order #: 14

To Subcontract Agreement dated: 02/22/2008

TO: GBC Concrete & Masonry Construction
561 Birch St.
Lake Elsinore, CA 92530

RECEIVED
FEB 16 2009
GBC CONCRETE & MASONRY

PROJECT: The Commons at Chino Hills
4615 Chino Hills Parkway
Chino Hills, CA 91709

See Subcontract Sum Breakdown

CHANGE DETAILS

Item	Description	Amount
1	Subcontractor shall exclude the Shops 7 Foundation Work issued in Field Bulletin #5 (Shops 7 - Delta 1, dated 04/02/08) and authorized by Subcontract Change Order #2 and revised in Subcontract Change Order #7. Owner has placed this Work on-hold indefinitely.	\$(41,092.00)
2	Subcontractor shall exclude the Shops 7 Slab On Grade Work issued in Field Bulletin #5 (Shops 7 - Delta 1, dated 04/02/08) and authorized by Subcontract Change Order #2 and revised in Subcontract Change Order #7. Owner has placed this Work on-hold indefinitely.	\$(37,352.00)
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		\$(78,444.00)

SCHEDULE

Completion date of original contract will not be adjusted, unless noted herein.

CONTRACT SUMMARY

Cost Code	Previous Amount	This Change Order	Current Contract Amount
97391.03-B40-04855.00-S	\$186,498.00	\$0.00	\$186,498.00
97391.03-B40-04880.00-S	\$85,031.00	\$0.00	\$85,031.00
97391.10-C10-03200.00-S	\$21,811.00	\$0.00	\$21,811.00
97391.10-C30-03300.00-S	\$78,237.00	\$0.00	\$78,237.00
97391.15-C10-03200.00-S	\$25,565.00	\$0.00	\$25,565.00
97391.15-C30-03300.00-S	\$30,973.00	\$0.00	\$30,973.00
97391.20-C10-03200.00-S	\$32,800.00	\$0.00	\$32,800.00
97391.20-C30-03300.00-S	\$92,765.00	\$0.00	\$92,765.00
97391.25-C10-03200.00-S	\$0.00	\$0.00	\$0.00
97391.25-C30-03300.00-S	\$0.00	\$0.00	\$0.00
97391.40-C10-03200.00-S	\$41,092.00	\$(41,092.00)	\$0.00
97391.40-C30-03300.00-S	\$37,352.00	\$(37,352.00)	\$0.00
97391.45-C10-03200.00-S	\$27,401.00	\$0.00	\$27,401.00
97391.45-C30-03300.00-S	\$23,448.00	\$0.00	\$23,448.00
97391.55-C10-03200.00-S	\$23,900.00	\$0.00	\$23,900.00
97391.55-C30-03300.00-S	\$29,100.00	\$0.00	\$29,100.00
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	\$735,973.00	\$(78,444.00)	\$657,529.00





OPUS West Construction Corporation
SUBCONTRACT CHANGE ORDER

Original Contract Amount.....	\$364,175.00
Previously Approved Change Orders.....	\$371,798.00
Amount this Change Order.....	\$(78,444.00)
Contract Amount to Date.....	\$657,529.00

ACKNOWLEDGEMENT

Please sign and return all original copies

GBC Concrete & Masonry Construction

OPUS West Construction Corporation

Name: Scott Vento
Title: Project Manager
 Printed Name

2/11/09
 Date

Shawn Evans
 Printed Name

2/13/09
 Date

Reference this change order number on all Application for Payment documents.

SO

CUSTOMER: C808 - OPUS WEST CONSTRUCTION CORP

PHONE: (949) 250-0147

TRAN #	DATE	DOCUMENT	JOB #	CHARGES	PAYMENTS	BALANCE	
		12/07 ENDING BALANCE:					0.00
316-0001	03/24/08	Inv# C80801	C808	39,802.00			
		03/08 TOTALS:		39,802.00	0.00	39,802.00	
551-0001	04/21/08	Inv# C80802	C808	102,728.00			
		04/08 TOTALS:		102,728.00	0.00	142,530.00	
720-0001	05/12/08	Chk# 103309			35,821.80		
818-0001	05/22/08	Inv# C80803	C808	113,252.00			
818-0002	05/22/08	Inv# M80803	M808	17,331.00			
		05/08 TOTALS:		130,583.00	35,821.80	237,291.20	
974-0001	06/10/08	Chk# 105301			92,455.20		
		06/08 TOTALS:		0.00	92,455.20	144,836.00	
199-0001	07/03/08	Chk# 106356			117,524.70		
370-0001	07/23/08	Inv# C80804	C808	55,054.08			
370-0002	07/23/08	Inv# M80804	M808	119,495.81			
		07/08 TOTALS:		174,549.89	117,524.70	201,861.19	
628-0005	08/22/08	Inv# C80805	C808	10,643.88			
628-0006	08/22/08	Inv# M80805	M808	15,981.19			
		08/08 TOTALS:		26,625.07	0.00	228,486.26	
703-0001	09/04/08	Chk# 109238			157,094.10		
870-0012	09/24/08	Inv# C80806	C808	47,086.44			
870-0013	09/24/08	Inv# M80806	M808	14,491.00			
		09/08 TOTALS:		61,577.44	157,094.10	132,969.60	
086-0001	10/23/08	Inv# C80807	C808	40,426.50			
111-0001	10/27/08	Chk# 110997			23,375.90		
		10/08 TOTALS:		40,426.50	23,375.90	150,020.20	
259-0001	11/20/08	Chk# 112359			55,419.70		
276-0005	11/21/08	Inv# C80808	C808	28,250.00			
		11/08 TOTALS:		28,250.00	55,419.70	122,850.50	

(Continued)

CUSTOMER: C808 - OPUS WEST CONSTRUCTION CORP (Continued)

TRAN #	DATE	DOCUMENT	JOB #	CHARGES	PAYMENTS	BALANCE
355-0001	12/03/08	Inv# C808RET Retention billed.	C808	0.00		
355-0002	12/03/08	Inv# M808RET Retention billed.	M808	0.00		
511-0001	12/24/08	Chk# 113845			36,414.50	
683-0001	01/23/09	Inv# C80809	C808	10,600.00		
688-0001	01/26/09	Chk# 115431			25,425.00	
804-0001	02/11/09	Chk# 116722			25,425.00	
856-0001	02/20/09	Inv# C80810	C808	42,387.10		
077-0001	03/19/09	Chk# 117500			9,540.00	
317-0001	04/29/09	Inv# C808RET Retention billed.	C808	0.00		
317-0002	04/29/09	Inv# M808RET Retention billed.	M808	0.00		
318-0001	04/29/09	Chk# 1			0.00	
508-0001	06/08/09	Chk# deposit			47,578.83	
510-0001	06/09/09	Chk# FOUR STAR			3,191.50	
510-0002	06/09/09	Chk# ROBERTSONS			17,332.67	
CURRENT TOTALS:				52,987.10	164,907.50	10,930.10
CUSTOMER C808 TOTALS:				657,529.00	646,598.90	10,930.10