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9 A. Kehl; Christina "Tina" M. Kehl; Krystina L. Kehl;
Daniel J. Kehl; Kevin A. Kehl, individually and on
10 behalf of Susan L. Kehl and Andrew R. Kehl;
Christina M. Kehl; Patrick J. Anglin; Cynthia A.
11 Winter; Kehl Development Corporation; Judy A.
Bonnet; Kevin A. McKee; Pamela J. McKee;
12 Warren Hoffman Family Investments, LP
Charles B. Anderson, as trustee of the Charles
13 B. Anderson Trust; Rita P. Anderson, as trustee
of the Rita P. Anderson Trust; Baltes Company;
14 and Mojave Canyon, Inc.
(collectively the "JV Direct Lenders")
15

16 **UNITED STATES DISTRICT COURT**

17 **DISTRICT OF NEVADA**

18 In re:
19 USA COMMERCIAL MORTGAGE
COMPANY,
20 Debtor.
21

Case No. 2:07-cv-00892-RCJ-GWF
Bankr. Case No. 06-10725-LBR

**JOINDER IN REQUEST FOR
ABATEMENT**

Hearing Date: June 2, 2008
Hearing Time: 9:00 a.m.

23 The JV Direct Lenders, through their counsel, Jones Vargas, join in the "Request for
24 Abatement" made by Fulbright & Jaworski L.L.P. as part of its Motion to Withdraw, such that this
25 Court suspend deadlines and proceedings in this matter for at least 90 days to allow the Direct
26 Lenders to organize themselves, obtain new counsel, and determine a course of action (Ct. Dkt.
27 #504, filed May 6, 2008).
28

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1 As an initial matter, the JV Direct Lenders make the record clear about their interests and
2 relationship with the Plaintiffs LLCs. The JV Direct Lenders represent three distinct groups of
3 lenders: (1) The "Kehl Direct Lenders," consisting of the Kehl family members; Kehl
4 Development Corporation; and other related parties; (2) the Anderson Trusts and the Baltes
5 Company; and (3) Mojave Canyon, Inc. None of the JV Direct Lenders is or was ever a member
6 of the Plaintiff LLCs. None of them has voted for or against any of the proposals made by
7 Compass or Cross. The JV Direct Lenders have varying outlooks on this litigation: one is
8 opposed to Compass' involvement; another is interested in a resolution; and the other continues to
9 evaluate the situation.

10 The JV Direct Lenders believe abatement is appropriate. A stay of at least ninety days is
11 warranted given the large number of questions and issues that need to be resolved before this
12 matter can proceed in an orderly fashion. The JV Direct Lenders, of course, may benefit if the
13 other direct lenders are able to organize themselves. From that perspective, the JV Direct Lenders
14 offer the following thoughts on this action.

15 1. If the Plaintiff LLCs have been dissolved and Fulbright withdraws as counsel, that
16 leaves as many as 3,000 direct lenders who need to reconstitute, develop a plan of action, obtain
17 legal representation, and bring new counsel up to speed. It is not unlikely that this organization
18 will take at least 90 days. The JV Direct Lenders note that some of the other direct lenders have
19 requested significantly less time to organize. While supportive of their desire to organize, the JV
20 Direct Lenders do not believe it is realistic to organize in three weeks.

21 If the Court does grant the abatement, the JV Direct Lenders request it also continue any
22 mediation so that the other direct lenders can participate in a meaningful manner following
23 organization.

24 2. One hopes that any new representation of the other direct lenders will be
25 undertaken fairly and without conflicts. However, given past concerns, the JV Direct Lenders
26 inquire whether the Court seeks to take a proactive role in the retention and funding of new
27 counsel or other professionals for the other direct lenders.

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3. Once the other direct lenders organize, the parties still have to determine whether Compass will continue as the servicer on the former USACM loans.

4. The JV Direct Lenders recognize that the timing of the prior motion for encumbrances created issues in this case. In light of those issues, the JV Direct Lenders suggests that it would be appropriate for the other direct lenders to proceed by in the following manner:

- a. Obtain new counsel.
- b. Evaluate the Compass proposal and any alternatives.
- c. Determine whether to accept or reject Compass as the servicer.
- d. If the direct lenders decide to terminate Compass, then pursue efforts to terminate Compass.
- e. If Compass is terminated, only then retain a new servicer, although the Direct Lenders should be able to investigate options.
- f. Pursue litigation for damages against Compass at end of stand-still period.

Counsel for the JV Direct Lenders is prepared to elaborate on these points during the hearing on June 2, 2008.

DATED this 28th day of May, 2008.

JONES VARGAS

By: //s// Louis M. Bubala III
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CERTIFICATE OF SERVICE

This certifies that, pursuant to Rule 5 of the Federal Rules of Civil Procedure and Local Bankruptcy Rule 9014(b)(2), on the date below, a true and correct copy of the foregoing **JOINDER IN REQUEST FOR ABATEMENT** was served on all the below listed counsel and parties through the Court's CM/ECF System:

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

DATED this 28th day of May, 2008.

Tawney Waldo

Name

//s// Tawney Waldo

Signature