

Sierra Liquidity Fund, LLC

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\$31,500,000 (principal balance 10/31/06) Note and Deed of Trust PLACER COUNTY LAND SPECULATORS, LLC LOAN (PLACER VINEYARDS)

According to the Sixth Amendment to Deed of Trust ("the Sixth Amendment"), you are a Direct Lender, owning a fractional interest, in a Deed of Trust, Assignment of Rents, Security Agreement and Fixture Filing secured by real property in Placer County, CA whose borrower is Placer County Land Speculators, LLC (Placer Vineyards) *et al* ("the Loan"). We are offering to purchase your *pro rata* fractional interest in the Loan, subject to final review and acceptance, for:

40% (Forty Percent) of the Principal Amount outstanding pro rata to your Fractional Interest

Payment & Closing is typically made within 2 – 4 weeks of receipt of all Sale & Assignment Documents

Sierra Liquidity Fund, LLC ("SLF") is in the business of purchasing high-risk, ill-liquid investment interests at a discount. SLF and its affiliates have purchased over \$100,000,000 in distressed real estate, defaulted loans, trade claims and high yield securities from over 5,000 investors. **SLF has also purchased, closed, and made prompt payment to over 70 Direct Lenders who have sold their interests in 11 different loans originated by USA Commercial Mortgage Company.** This has made our firm a prompt, reliable and experienced source for liquidity. The following are several reasons why you may want to sell:

- **THE LOAN IS IN "MATURITY DEFAULT", PAYMENT DEFAULT, AND THE MANAGING MEMBER OF THE BORROWER IS IN BANKRUPTCY:** According to the USACM Trust, the successor servicer to USA Commercial Mortgage Company, as of September, 2007, no payments against interest or principal have been paid by the Borrower. USA Investment Partners, LLC the Managing Member of Placer County Land Speculators, LLC ("the Borrower") filed for Involuntary Bankruptcy April 4th, 2007. We believe this may result in a stay against any foreclosure proceedings against the Borrower.
- **IMMEDIATE LIQUIDITY & POTENTIAL TAX LOSS:** A sale will result in the immediate conversion of your interest in a "Defaulted" note into cash. The loan matured more than 15 months ago, and no one can say with certainty when any cash will be returned to the Lenders, and how much cash will ultimately be distributed. You may wish to consult with your tax preparer to see if a sale would result in a tax loss for your 2007 tax return.
- **REAL ESTATE ASSETS ARE CURRENTLY EXPERIENCING A SIGNIFICANT EROSION OF VALUE:** The collateral securitizing the Loan is 338 acres of raw undeveloped land in Placer County, CA near Sacramento, and it is part of the Placer Vineyard Specific Plan, a planned community that is in the entitlement process for approval by the local, state and national governmental agencies. The value of undeveloped residential land is ultimately tied to the regional sales and development market for new construction residential homes. National, sales activity of new homes has declined in excess of 20% year-over-year and home builders are offering significant price reductions and sales incentives in order to promote the sales. National home builders have incurred consistent write-downs of land and home inventory each of the last 3 quarters along with either drastically reducing or eliminating the purchase of new land inventory. These depressing national and regional industry conditions could have an adverse effect on the value of the collateral, however SLF cannot fully represent to you the ultimate value of the collateral.
- **ELIMINATE ANY CARRYING COSTS THAT MAY BE REQUIRED TO HOLD THE PROPERTY:** There is a possibility that if the 300 plus Direct Lenders, collectively decide not to sell the property as a result of potential purchase offers being deemed to be unsatisfactory, then the Direct Lenders could be asked to contribute more money to the property for carrying costs related to property taxes, development fees, and litigation. Additionally, if the Direct Lenders decide to hold onto the property it may be years until any cash proceeds are distributed to the Direct Lenders.

If you wish to accept our offer, we will overnight or email to you a Loan Sale Agreement. Sierra Liquidity Fund, LLC will not be obligated to purchase your fractional interest in the Loan until it executes and returns to you a counterpart copy of the Loan Sale Agreement, whereupon the Loan Sale Agreement will become a binding contract of purchase and sale between the parties and you will be obligated to execute, in recordable form, an Assignment of Beneficial Interest in Loan and Loan Documents, which Sierra Liquidity Fund, LLC shall thereafter be free to record to evidence the transfer of your beneficial ownership interest in the Loan.

**To accept our Offer
Call 949-660-1144 ext. 17 or ext. 16**