

MEYERS LAW GROUP, P.C.
MERLE C. MEYERS, ESQ. CA Bar #66849
44 Montgomery Street, Suite 1010
San Francisco, CA 94104
Telephone: (415) 362-7500
Facsimile: (415) 362-7515
Email:

BONNETT, FAIRBOURN, FRIEDMAN & BALINT, P.C.
ANDREW S. FRIEDMAN, ESQ., AZ Bar #005425
2901 N. Central Avenue, Suite 1000
Phoenix, AZ 85012
Telephone: (602) 274-1100
Facsimile: (602) 274-1199
Email:

CHAVEZ & GERTLER LLP
MARK A. CHAVEZ, ESQ., CA Bar #90858
42 Miller Avenue
Mill Valley, CA 94941
Telephone: (415) 381-5599
Facsimile: (415) 381-5572
Email:

Attorneys for Gordon Noble and Arlene Dea Deeley,
Defendants

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

In re
R.E. LOANS, LLC,
R.E. FUTURE, LLC and
CAPITAL SALVAGE, a California
Corporation,

Debtors.

Chapter 11
Case No. 11-35865-BJH

(Jointly Administered)

Date: March 6, 2012
Time: 9:15 a.m.
Place: U.S. Bankruptcy Court
1100 Commerce Street, Room 1421
Dallas, Texas 75242
Judge: Honorable Barbara J. Houser

**DECLARATION OF DEBORAH KURTIN
IN SUPPORT OF CLASS PLAINTIFFS' MOTION TO TRANSFER VENUE**

I, DEBORAH KURTIN, hereby declare as follows:

1. I am over the age of eighteen years and I am competent to testify to each of the facts stated below in a court of law, which facts are within my personal knowledge and belief.

2. I served as a member of the Official Committee of Noteholders (the "Noteholders Committee") in the chapter 11 case of R.E. Loans, LLC ("RE Loans") from September 2011 until my resignation in November 2011.

3. This declaration is submitted in support of motions to transfer venue of the chapter 11 cases (the "Bankruptcy Cases") of RE Loans and related parties (collectively, the "Debtors") from the above-entitled Bankruptcy Court in the Northern District of Texas, to the Bankruptcy Court for the Northern District of California, Oakland Division (the "Oakland Bankruptcy Court"), for the convenience of the parties and in the interests of justice.

4. I am an attorney and a member of the California State Bar. I am a trustee of the Boody and Family Trust (the "Trust"), which is a creditor of RE Loans. Schedule D identifies the Trust's claim as being in the amount of \$3,526,265.20.

5. I live in Northern California, near the Oakland Bankruptcy Court, as do many other creditors of RE Loans. Along with other local creditors, I have attended hearings in the chapter 7 bankruptcy case of Walter Ng, one of the founders and managers of RE Loans (Case No. 11-45175 RLE, pending in the Oakland Bankruptcy Court) in order to protect the Trust's interests. It is only a 12-minute drive to the Oakland Bankruptcy Court from my home and the only expense involved is gas and parking.

6. During my tenure on the Noteholders Committee (and since then as well, to the best of my knowledge and belief), all of the members of the Noteholders Committee lived and worked in the San Francisco Bay Area, but the Noteholders Committee's professionals were located in Texas. Meetings therefore had to be held by telephone conference call, often at times inconvenient to many members. It was difficult

to hear clearly what was being said during the bankruptcy hearings or to participate, and members could not realistically attend hearings in the Bankruptcy Court in Dallas, Texas.

7. I became frustrated with my inability to have meaningful participation in either the Noteholders Committee or in the Bankruptcy Cases, and I therefore resigned from the Noteholders Committee in November 2011.

8. I declare under penalty of perjury that the foregoing is true and correct, and that this declaration was executed on February 6, 2012 at Piedmont, California.


DEBORAH KURTIN

CERTIFICATE OF SERVICE

I hereby certify that, on February 7, 2012, a true and correct copy of the document listed below was served via email on the parties entitled to receive service through the Court's Electronic Case Filing system. Also, all parties on the Service List, attached hereto, were served via first class mail, postage prepaid.

- DECLARATION OF DEBORAH KURTIN IN SUPPORT OF CLASS PLAINTIFFS' MOTION TO TRANSFER VENUE

By /s/ Michele Thompson
Michele Thompson

Internal Revenue Service
P. O. Box 21126
Philadelphia, PA 19114

U.S. Securities and Exchange
Commission
100 F Street, NE
Washington, DC 20549

Lisa Kran
2695 Lakeview Drive
San Leandro, CA 94577

Ron Nahas, Ex Officio
Ronald and Mary Trust
3697 Mt. Diablo Blvd., Ste. 250
Lafayette, CA 94549

Patrick & Linda Reilly, Trustees
30503 Palomares Road
Castro Valley, CA 94552

Pearl L. Tom
Tom Enterprise GP
3744 Grove Avenue
Palo Alto, CA 94303

Sherratt Reicher, President
3200 Danville Blvd., Ste. 200
Alamo, CA 94507

Steven G. Fong
3658 Mt. Diablo Blvd., Ste. 200
Lafayette, CA 94549

Edwin Blue
Edwin/Gertrude M. Blue, Trustee
87 Flood Circle
Atherton, CA 94027-2108

Elliott Abrams
Law Offices of Elliott Abrams
2033 North Main Street, Suite 750
Walnut Creek, CA 94596-3774

Gene Rapp
North American Financial Corp.
23950 Mission Blvd.
Hayward, CA 94544

Allan Cone Pensco Trust FBO
P. O. Box 2370
Medocino, CA 95460

Barbara Hamrick
749 Superior Avenue
San Leandro, CA 94577

Deborah Kurtin
Deborah B. Kurtin, Trustee
Boody & Kurtin Family Trust
276 Sea View Avenue
Piedmont, CA 94610

Thomas A. Palmer
162 Alta Road
Oakland, CA 94618

Peter B. Slabaugh
250 Scenic Avenue
Piedmont, CA 94611

Lori Berney
430 Landford Court
El Dorado Hills, CA 95762

Kris Jay Hamrick
16 Hillway Avenue
San Francisco, CA 94117

J. Robert Orton III
65 Sea View Avenue
Piedmont, CA 94611

Gifford Fong & Vivian Fong
3658 Mt. Diablo Blvd., Ste. 200
Lafayette, CA 94549

S. Walter Kran
2695 Lakeview Drive
San Leandro, CA 94577

Paul & Patricia Cianci Trustees
P. O. Box 2061
Martinez, CA 94553

Pensco Tr Co Fbo P Simmons
P. O. Box 1871
Sonoma, CA 95476

Ron Nunn – Architect
1385 St. James Drive
St. Helena, CA 94574

Theodore/Virgene Jones Trustees
234 Casitas Avenue
San Francisco, CA 94127

J & E Investments
4973 Gordon Valley Road
Fairfield, CA 94534

Leigh or Mary Iverson, Trustees
2718 Santa Lucia
Carmel, CA 93923

Ira Services Trust Company, Custodian
5 Shadow Creek Lane
Orinda, CA 94563

Elliott Abrams, Trustee
The David Abrams Irrevocable Trust
2033 North Main Street, Suite 750
Walnut Creek, CA 94596-3774

Construction EcoServices
1930 Aldine Western Rd.
Houston, TX 77038

Gaynor Chinn Accountancy
Corporation
477 Callan Ave.
San Leandro, CA 94577

David Weitman, Esq. / Gary Null, Esq.
Artoush Vashosaz, Esq.
K&L Gates LLP
1717 Main Street, Suite 2800
Dallas, TX 75201

Tracy Green
Wendel, Rosen, Black & Dean LLP
1111 Broadway, 24th Floor
Oakland, CA 94607

Angela Dodd
Securities and Exchange Commission
175 West Jackson Blvd., Suite 900
Chicago, IL 60604

Michael E. Liftik
Securities and Exchange Commission
San Francisco Regional Office
44 Montgomery Street, Suite 2600
San Francisco, CA 94104

Eric D. Madden
Diamond McCarthy LLP
1201 Elm Street, Suite 3400
Dallas, TX 75270

William G. Fairbourn
Andrew G. Friedman
Bonnett, Fairbourn, Friedman & Balint,
P.C.
2901 N. Central Avenue, Suite 1000
Phoenix, AZ 85012
Linebarger Goggan Blair & Sampson, LLP
PO Box 3064
Houston, TX 77253-3064

Sherri Blank Lazear
Baker & Hostetler LLP
65 East State Street, Suite 2100
Columbus, OH 43215

Robert Izmirian, Esq.
Buchalter Nemer, P.C.
333 Market Street, 25th Floor
San Francisco, CA 94105-2126

Judith A. Swift, P.C.
10501 N. Central Expwy., Ste. 301
Dallas, TX 75231

Stephen A. Goodwin
Lisa M. Lucas
Carrington, Coleman, Sloman &
Blumenthal, LLP
901 Main Street, Suite 5500
Dallas, TX 75202

Tyler A. Baker / Jay Pomerantz
Ilana S. Rubel
Fenwick & West LLP
801 California Street
Mountain View, CA 94041

Todd C. Ringstad
Ringstad & Sanders LLP
2030 Main Street, 12th Floor
Irvine, CA 92614

Marcus G. Larson
Grant, Genovese & Baratta LLP
2030 Main Street, 16th Floor
Irvine, CA 92614

Weldon L. Moore, III
Creel, Sussman & Moore, L.L.P.
8333 Douglas Avenue, Suite 1525
Dallas, TX 75225

The Sammann Investors
c/o Rodney M. Sweet, Esq.
3527 Mt. Diablo Blvd. #287
Lafayette, CA 94549

Barbara Suzanne Farley
7 King Avenue
Piedmont, CA 94611

Lewis Brisbois Bisgaard & Smith LLP
Ryan G. Cole/Robert J. Bogdanowicz III
901 Main Street, Suite 4100
Dallas, TX 75202

William N. McGrane
McGrane LLP
4 Embarcadero Center, Ste. 1400
San Francisco, CA 94111

Frank J. Wright / Paul B. Geilich
Wright Ginsberg Brusilow P.C.
600 Signature Place
14755 Preston Rd., Ste. 600
Dallas, TX 75254

Maiers Development Corp.
Attn: Pamp Maiers
13184 E. Wheeler Rd.
Moses Lake, WA 98837

Grant County Title Company
607 E. Riviera Ave.
Moses Lake, WA 98837

Environmental Banc & Exchange
Attn: Thom Rinker, COO
10055 Red Run Blvd., Ste. 130
Owings Mills, MD 21117

Environmental Banc & Exchange
Attn: Randy Wilgis, President
604 Green St., Ste. 100
Camden, SC 29020

Richard G. Grant P.C.
1304 John McCain Road
Colleyville, TX 76034

Robert W. Brower
P.O. Box 20278
El Sobrante, CA 94820

Humble Independent School District
c/o Carl O. Sandin
Perdue, Brandon, Fielder, Collins
& Mott, L.L.P.
1235 North Loop West, Ste. 600
Houston, TX 77008

Byron L. Saintsing
Smith Debnam Narron Drake
Saintsing & Myers, LLP
4601 Six Forks Road, Suite 400
Raleigh, NC 27609

R.E. Loans, LLC, et al
201 Lafayette Circle
Lafayette, CA 94949

Wells Fargo Capital Finance, LLC
14241 Dallas Parkway, Suite 1300
Dallas, TX 75254
Attn: Loan Portfolio Manager – R.E.
Loans, LLC

Akin, Gump, Strauss, Hauer & Feld, LLP
1700 Pacific Ave., Ste. 3300
Dallas, TX 75201-4693

Diamond McCarthy LLP
Renaissance Tower
1201 Elm Street, 34th Floor
Dallas, TX 75270

Charles R. Gibbs
Akin, Gump, Strauss, Hauer & Feld, LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201

Michael P. Cooley
Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201-4675

Michael S. Haynes
Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201

U.S. Trustee
UST U.S. Trustee
1100 Commerce Street
Room 976
Dallas, TX 75242-1496

Lewis Brisbois Bisgaard & Smith LLP
Ryan G. Cole/Robert J. Bogdanowicz III
901 Main Street, Suite 4100
Dallas, TX 75202

Barbara Suzanne Farley
Attorney at Law
7 King Avenue
Piedmont, CA 94611

Creditor Committee
c/o Charles R. Gibbs Official Committee of Note
Holders
Akin Gump Strauss Hauer & Feld LLP
1700 Pacific Avenue, Suite 4100
Dallas, TX 75201

William N. McGrane
McGrane LLP
4 Embarcadero Center, Suite 1400
San Francisco, CA 94111

Frank J. Wright
Paul B. Geilich
Wright Ginsberg Brusilow P.C.
600 Signature Place
14755 Preston Road, Suite 600
Dallas, TX 75254

Richard G. Grant
1304 John McCain Road
Colleyville, TX 76034

Robert W. Brower
P.O. Box 20278
El Sobrante, CA 94820

Gardere Wynne Sewell LLP
1601 Elm St. Ste. 3000
Dallas, TX 75201-4761

**Hines Smith Carder
Stutman, Treister & Glatt P.C.**
Stutman, Treister & Glatt P.C.
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

Michael Dodge
Attorney
Glast, Phillips & Murray, P.C.
14801 Quorum Drive, Suite 500
Dallas, Texas 75254-1449

Christopher W. Garrett
600 West Broadway, Suite 1800
San Diego, CC 92101-3375

Eve H. Karasik
Stutman, Treister & Glatt Professional C
1901 Avenue of the Stars 12th Floor
Los Angeles, CA 90067

Gregory K. Jones
Stutman, Treister and Glatt, P.C.
1901 Avenue of the Stars, 12th floor
Los Angeles, CA 90067

Holland N. O'Neil
Gardere, Wynne and Sewell
1601 Elm St., Suite 3000
Dallas, TX 75201

Jeffrey C. Krause
Stutman, Treister & Glatt
1901 Avenue of the Stars, 12th Floor
Los Angeles, CA 90067

Virgil Ochoa
Gardere Wynne Sewell LLP
1601 Elm Street
3000 Thanksgiving Tower
Dallas, TX 75201

Tami Barrows
Vice President - Senior Account
Executive
Fargo Capital Finance, LLC
14241 Dallas Parkway, Ste 1300
Dallas, TX 75254

Russell Bonder
Senior Vice President
Wells Fargo Capital Finance, LLC
14241 Dallas Parkway, Suite 1300
Dallas, TX 75254

David Weitman, Esq.
Artoush Varshosaz, Esq.
K&L Gates LLP
1717 Main Street, Suite 2800
Dallas, Texas 75201

Elliott Abrams, Trustee
The David Abrams Irrevocable Trust
2033 North Main Street, Suite 750
Walnut Creek, CA 94596-3774

Tracy Green
Wendel, Rosen, Black & Dean LLP
1111 Broadway, 24th Floor
Oakland, CA 94607

Michael Liftik
Securities and Exchange Commission
San Francisco Regional Office
44 Montgomery Street, Suite 2600
San Francisco, CA 94104