

CRAIG K. PERRY & ASSOCIATES

September 1, 2005

RESENT VIA FAX:9/7/05

John Peter Lee  
John Peter Lee, Ltd.  
830 Las Vegas Boulevard South  
Las Vegas, NV 89101

RECEIVED  
SEP - 8 2005  
JOHN PETER LEE, LTD.

RE: Wendover Project, LLC  
Your Client: Gholamreza Zandian Jazi

Dear Mr. Lee:

Yesterday morning, Mr. Sadri faxed me over a copy of your letter dated August 25, 2005. I have been asked to respond on behalf of Wendover Project, LLC, and the managing members, Ray Koroghli and Faribouz "Fred" Sadri, Trustee, Star Living Trust (hereafter referred to as "Mr. Sadri").

Mr. Sadri and Mr. Koroghli have indicated to me that under normal circumstances a reasonable request for inspection of company records by a managing member in good standing would be accommodated. That situation is non-existent here.

Mr. Sadri and Mr. Koroghli have explained to me their latest findings concerning Mr. Jazi, and how he has abused sensitive company information, has made intentional misrepresentations while acting as if he represents the company, has not acted in the best interests of the company, and has failed to provide any of the promised consideration needed to become a functional, managing member of Wendover Project LLC. Since Messrs. Sadri and Koroghli seriously doubt that your client will come clean with you, they have asked me to prepare a list of his relevant wrongful acts. They tell me they are learning more about other wrongful acts with each passing day.

You should know also know that Mr. Jazi has admitted to them many of his faults and wrongdoings that they have uncovered, and has apologized--asking for more chances. These issues have been the topic of many discussions between them. Issues that serve as the basis for their denial of his view of company records are set forth below:

1. Illegal Presence in the United States: Wanted by Office of Homeland Security and INS. Messrs. Sadri and Koroghli have learned that as early as 1993, Mr. Jazi was indicted on charges of attempting export a controlled commodity, conspiracy, and making a false statement to the Commerce Department. See attached article from archives of the LA Times. Mr. Jazi disappeared rather than face the charges and go to trial. He allegedly fled the country, and returned only recently, illegally, without proper INS authorization. Mr. Jazi's illegal presence has been reported to both the INS in conjunction with the Department of Homeland Security. Other information obtained states he may have received jail time for other criminal misconduct. They expect him to be picked up and face deportation any day.

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John Peter Lee  
Sept. 1, 2005  
Page Two

Neither Messrs. Sadri nor Koroghli were aware of Mr. Jazi's criminal background at the time they became associated with him. He told them he was here legally and had a "Green Card."

You can imagine their shock and concern, as well as the ill will it has generated for the company when this information was recently discovered by Wendover officials (i.e., City Manager, Chris Melville was the first to find this out). The city has acted with greater caution and manifested heightened concern about this project on the remaining issues, such as water rights. The company's goodwill, and the reputations of Sadri and Koroghli, has been tarnished by their association with him.

The members of the LLC relied upon Mr. Jazi's false representations about his immigration status and non-criminal background in associating with him. Mr. Jazi continues to misrepresent himself and hides his true background to others, including the members and managing members of Wendover Project LLC, as well as to others he contacts without permission, misrepresenting himself as acting on behalf of Wendover Project LLC. He continues to use any sensitive Wendover Project LLC information he can to perpetuate his lies, luring away and misleading important investors, leads, and contacts.

2. Lack Of Consideration; Bogus Consideration. Mr. Jazi was going to contribute \$1 million towards the purchase of the land by selling foreign properties he allegedly owned. When it came time for him to pay, he failed to contribute any money towards making any of the payments. His involvement in Wendover Project LLC and status as a managing member was pre-conditioned upon his agreement to split the payment of costs and purchase of the property as consideration.

Mr. Zandian was supposed to have also provided \$3 million worth of consideration (i.e., stock ownership in one of his corporations) to John Hart towards the payment of the property. It turns out that the stock he transferred to Steve Hart was worthless, therefore bogus consideration. To date, Mr. Jazi has not put in a single into Wendover Project LLC. All he has ever given in this regard are hollow promises.

3. Unlawful Receipt of Real Estate Commission. Once Wendover Project bought the property from Pico Holding, Mr. Jazi received an illegal kickback commission of \$600,000 from the sellers. Attached are the checks. Mr. Jazi's receipt of this commission is regulated by and in violation of Nevada state law regarding the payment of such commissions; it diverted investor funds away from the LLC and inflated the purchase price; Mr. Jazi broke the law, breached his fiduciary duties, and put his own interests ahead of the company. The Nevada Department of Commerce has informed Mr. Sadri that the actions of Mr. Jazi are constitute serious violations of law and he faces violation charges. Messrs. Sadri and Koroghli are in possession of copies of the checks demonstrating the illegal commission he received, and they are attached for your reference.

John Peter Lee  
Sept. 1, 2005  
Page Three

Mr. Jazi, as a fraudulent inducement to rush the members of Wendover Project LLC into action, told them there was another buyer who was willing to pay \$25 million for the land being sold by Pico Holding. This turned out to be false information that induced the investors to act quickly and agree to a higher price that greatly benefitted Mr. Jazi.

3. Misuse of Company and Investor Information. Mr. Jazi has repeatedly used the name of Wendover Project LLC and the names of Messrs. Sadri and Koroghli with others, and has disclosed their sensitive financial information and misrepresented to other parties his authority to act on behalf of Wendover Project LLC. His attempts to obtain access to corporate information at this time is a subterfuge acquire more company information that he can use to harm the company and its members.

Next, Mr. Jazi took it upon himself to set up a second mailing address in violation of the one stated in the Operating Agreement, on behalf of Wendover Project LLC, without the permission or consent of Messrs. Sadri or Koroghli, and thereby received and diverted valuable business and trade opportunities and communiques addressed to Wendover Project LLC which has harmed the LLC, and prevented this LLC from profiting or benefitting from the information he is receiving at that address. No one has given him permission to do this.

On another occasion, Mr. Jazi contacted a valuable LLC investor, Mr. Abrishami, and caused him to invest in one of Mr. Jazi's personal projects. The diversion of this capital came at a time when the company faced capital needs to pay down a loan that Mr. Abrishami's money could have facilitated with paying down. This is but one more example of Mr. Jazi not acting in the best interests of this LLC.

Mr. Jazi has used multiple social security numbers to fraudulently hide his identity in violation of federal law, and he will not be given additional opportunities to steal the identities of other members by looking at the company records.

Finally, Mr. Jazi's misuse of sensitive company and personal information of the managing members has resulted in Mr. Jazi improperly furthering his own interests, illegally or otherwise, at the expense of the company and its members. There is every reason to suspect he has not changed and will continue to operate in this manner.

4. Website For LLC Created Without Permission and Containing Material Misstatements. Mr. Jazi, without direction or approval, set up a website for the LLC. Mr. Jazi published on the website that the LLC owned 1.2 million acres of Nevada land, which is patently false. This misrepresentation was discovered by Pico Holding last year, and they understandably issued a cease and desist letter. In addition, he improperly listed on the website properties that were not even owned by the LLC—they were owned by Star Living Trust. This was done by him in an effort to attract other investors to himself on other projects. Apparently, his ploy was somewhat successful.

John Peter Lee  
Sept. 1, 2005  
Page Four

For these reasons and more, Messrs. Sadri and Koroghli will not provide Mr. Jazi with further means to cause further harm to Wendover Project LLC or to its operations. Based upon his prior misconduct, they believe this will continue to occur. They have a fiduciary duty to the other investors to protect them from Mr. Jazi's unwanted solicitations and misrepresentations.

Both Mr. Koroghli and Mr. Sadri have discussed all of these issues with your client in an effort to rectify the problems he has created for the company. So far, Mr. Jazi, while admitting and apologizing repeatedly for his misconduct, has not made any reparations or taken any corrective action.

Please advise your client that as a result of his failure to provide the agreed-upon consideration, and for his abuses adversely affecting the LLC, demand is made that he (1) cease and desist making any representations made concerning the LLC or its members, or in contacting them; (2) resign as a listed managing member of the LLC effective immediately, and (3) take nothing by way of ownership interest in this LLC. If he does this, the LLC will not seek any monetary recovery from him. Obviously, any efforts made by the any governmental agency or body will continue.

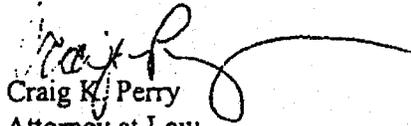
The Operating Agreement provides for formal disputes to be resolved through binding arbitration. If you and I cannot work through the present issues informally, which I hope we can, then I suggest we invoke the terms of the Operating Agreement and move forward with resolution of the presently outstanding issues through binding arbitration.

The things listed thus far are just the tip of iceberg regarding Mr. Janzi's misconduct. They are aware his attempts to sue Optima owners after he sold out, when he learned that they were close to receiving a settlement on a disputed infringement; they know he failed to appear for his deposition that was to be held a few days ago; we know he has used and continues to use various social security numbers; they know he has misrepresented the extent of his asset holdings to others; they know that he has defrauded many other people through sharp business practices over many years. He has, for example, tied up warehouse space of Ray Koroghli and others with shipping containers, at Koroghli's expense. All of this will be uncovered as it relates to this LLC and Mr. Janzi's pattern of conduct in defrauding people associates, investors, and those who believed he was and could be trusted as a friend.

Please feel free to call me any time—with the exception that I will be unavailable over the Labor Day weekend beginning Thursday, September 1, 2005 at noon until Tuesday morning, September 6, 2005.

Sincerely Yours,

CRAIG K. PERRY & ASSOCIATES

  
Craig K. Perry  
Attorney at Law

WFZ1850

# JOHN PETER LEE, LTD.

ATTORNEYS AT LAW

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August 25, 2005

Mr. Fariborz Fred Sadri  
Mr. Ray Koroghli  
3055 Via Sarafina  
Henderson, Nevada 89012

Re: Gholamreza Zandian Jazi

Gentlemen:

This office represents Gholamreza Zandian Jazi. He is a Managing Member of Wendover L.L.C. We have copies of Operating Agreements dated May 8, 2003 and December 26, 2003 naming each of you as a Managing Member, together with Mr. Zandian; providing that the principal place of business was at 4225 South Eastern Avenue, Las Vegas, Nevada 89119; that Managing Member Fariborz Fred Sadri's address is 2827 South Monte Cristo, Las Vegas, Nevada 89117 that the Resident Agent Ray Koroghli's address is 3055 Via Sarafina, Henderson, Nevada 89012; and that the principal place of business changed to the Via Sarafina address by the December Operating Agreement.

According to Paragraph 1.6 of each Agreement, Wendover is required to maintain books and records at its principal office. Accordingly, this letter is being delivered to you at each of the addresses which are shown in the Operating Agreements.

This letter makes demand upon you and each of you, at whatever address you are and wherever the books and records of Wendover L.L.C. are kept, to permit inspection and copying of the following records specifically identified in each of the Operating Agreements referred to in Paragraph 1.6, together with the company books as specified in Paragraph 4.2(a) designated as "books of account" and "books of account" as defined in Paragraph 5.6:

- (a) A current list of the full name and last known business address of each Managing Member and Member separately identifying all Members in alphabetical order.
- (b) A copy of the filed Articles of Organization and all amendments thereto, together with executed copies of any powers of attorney pursuant to which any document has been executed.

**JOHN PETER LEE, LTD.**

ATTORNEYS AT LAW

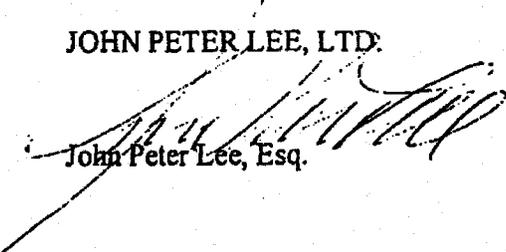
Mr. Fariborz Fred Sadri  
Mr. Ray Koroghli  
August 25, 2005  
Page Two

- (c) Copies of the Company's federal income tax returns and reports, if any, for the three (3) most recent years.
- (d) Copies of any then effective Operating Agreement and of any financial statements for the Company for the three (3) most recent years.
- (e) A statement setting forth the Capital Contributions of each Member including:
  - (1) The amount of cash and description and statement of the agreed value of the other property or services contributed by each Member and which each Member has agreed to contribute.
  - (2) The items as to which or events on the happening of which any additional contributions agreed to be made by each Member are to be made.
  - (3) Any right of a Member to receive, or of a Managing Member to make, distributions to a Member (including Managing Members) which include the return of all or any part of the Member's contributions as set forth more fully in Article 3, paragraph 3.8.
  - (4) Any events upon the happening of which the Company is to be dissolved and its affairs wound up.

This request requires you to produce for inspection the aforementioned books and documents on the 2<sup>nd</sup> day of September, 2005 at the hour of 10:00 a.m. at the principal place of business of Wendover L.L.C. at 3055 Via Sarafina, Henderson, Nevada. At that time, our client, and a representative of this office, will review the records demanded and copy those documents which are necessary to support our client's rights.

Yours truly,

JOHN PETER LEE, LTD.

  
John Peter Lee, Esq.

JPL/jlr  
cc: Client  
1334.022860

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