

1 Lawrence E. Wilk, # 006510
Jonathan P. Ibsen, # 023284
2 **JABURG & WILK, P.C.**
3200 North Central Avenue, Suite 2000
3 Phoenix, Arizona 85012
(602) 248-1000

4 *Attorneys for James C. Sell, Conservator*

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7 **SUPERIOR COURT OF ARIZONA**

8 **MARICOPA COUNTY**

9 ARIZONA CORPORATION
10 COMMISSION

11 Plaintiff,

12 v.

13 MATHON MANAGEMENT COMPANY,
L.L.C., fka an Arizona limited liability
company now dba a Delaware limited
14 liability company, SLADE WILLIAMS AND
ASSOCIATES, L.L.C., an Arizona limited
15 liability company, MATHON FUND I,
L.L.C., an Arizona limited liability company,
16 MATHON FUND, L.L.C., fka an Arizona
limited liability company now dba a
17 Delaware limited liability company,
INTEGRITY101, L.L.C., an Arizona limited
18 liability company, INTEGRITY 201, L.L.C.,
an Arizona limited liability company,
19 INTEGRITY 301, L.L.C., and Arizona
limited liability company, INTEGRITY401,
20 L.L.C., an Arizona limited liability company,
INTEGRITY 501, L.L.C., an Arizona limited
21 liability company, INTEGRITY 601, L.L.C.,
an Arizona limited liability company,
22 INTEGRITY 701, L.L.C., an Arizona limited
liability company, INTEGRITY 801, L.L.C.,
23 an Arizona limited liability company,
INTEGRITY 901, L.L.C., an Arizona limited
24 liability company, ROUND VALLEY
CAPITAL, L.L.C., an Arizona limited
25 liability company, W.S.F. – WORLD
SPORTS FANS, L.L.C., an Arizona limited
26 liability company, MILL CREEK, L.L.C., an
Arizona limited liability company,
27 BELLEVUE HOLDINGS, L.L.C., an
Arizona limited liability company, OAK
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Case No. CV 2005-005484

**AFFIDAVIT OF JAMES C. SELL,
CONSERVATOR, IN SUPPORT OF
APPLICATION FOR PAYMENT OF
FEES AND COSTS THROUGH JULY
31, 2005**

(Assigned to the Honorable
Barry C. Schneider)

JABURG & WILK, P.C.
ATTORNEYS AT LAW
3200 NORTH CENTRAL AVENUE
SUITE 2000
PHOENIX, ARIZONA 85012

1 HARBOR FINANCIAL, L.L.C., an Arizona
2 limited liability company, SW STRATEGIC,
3 WEALTH ADVISORS, L.L.C., an Arizona
4 limited liability company, EVERETT
5 CAPTIAL, L.L.C., an Arizona limited
6 liability company, CRE CAPITAL, L.L.C.,
7 an Arizona limited liability company,
8 MEZZANINE MANAGEMENT, L.L.C., an
9 Arizona limited liability company,
10 MEZZANINE FUND I, L.L.C., an Arizona
11 limited liability company, JONAS FUND I,
12 L.L.C., an Arizona limited liability company,
13 TEMPLAR FUND L.L.C., fka an Arizona
14 limited liability company now dba a
15 Delaware limited liability company,
16 MERCER ISLAND, L.L.C., an Arizona
17 limited liability company, CONNECTICUT
18 PROPERTIES, L.L.C., an Arizona limited
19 liability company, FIRST ATLANTA
20 INVESTMENTS, L.L.C., a Georgia limited
21 liability company, MM COLONIAL FUND,
22 L.L.C., a Delaware limited liability company,
23 SLADE CONSTRUCTION, L.L.C., an
24 Arizona limited liability company,
25 DUANE SLADE and JENNIFER SLADE,
26 husband and wife, GUY ANDREW
27 WILLIAMS and LISA WILLIAMS, husband
28 and wife,

Defendants.

17 STATE OF ARIZONA)
18) ss.
19 County of Maricopa)

20 JAMES C. SELL, being duly sworn upon his oath deposes and says:

21 1. Affiant is more than eighteen years of age, is competent to testify and has
22 personal knowledge of the facts set forth herein.

23 2. Affiant is the duly appointed Conservator for Mathon Management
24 Company, LLC, et al, in the above captioned case.

25 3. Affiant has the primary responsibility for organizing, reviewing, evaluating
26 and operating the Conservatorship.
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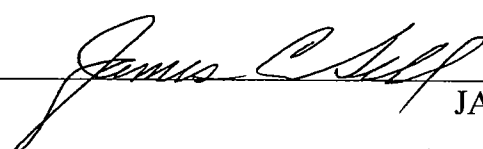
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4. Affiant has reviewed the time records, billings and statements of Affiant and professional staff in regard to this matter. These records are attached as **Exhibit "A"** to the *Application for Payment of Conservator's, Legal Counsel's and Accountant's Fees and Costs Through July, 31, 2005.*

5. All of the services performed by the Conservator were necessary and proper services and have been billed at the rates approved by this Court.

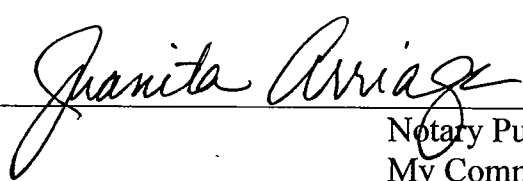
6. Affiant believes that the sum of \$280,726.25 for fees and \$48,859.11 for reimbursement of costs, for a total of \$329,585.36, represents the reasonable and fair value of the services performed by Receiver for the time periods from May 1, 2005 through July 30, 2005, (the "Application Period").

FURTHER AFFIANT SAYETH NAUGHT.



JAMES C. SELL, CONSERVATOR

SUBSCRIBED AND SWORN to before me this 21st day of September, 2005, by James C. Sell.



Notary Public
My Commission Expires:

