

1 Lawrence E. Wilk, # 006510  
2 **JABURG & WILK, P.C.**  
3 3200 North Central Avenue, Suite 2000  
4 Phoenix, Arizona 85012  
5 (602) 248-1000

6 Attorneys for James C. Sell, Receiver

7  
8 **SUPERIOR COURT OF ARIZONA**  
9 **MARICOPA COUNTY**

10 ARIZONA CORPORATION  
11 COMMISSION

12 Plaintiff,

13 v.

14 MATHON MANAGEMENT COMPANY,  
15 L.L.C., fka an Arizona limited liability  
16 company now dba a Delaware limited  
17 liability company, SLADE WILLIAMS AND  
18 ASSOCIATES, L.L.C., an Arizona limited  
19 liability company, MATHON FUND I,  
20 L.L.C., an Arizona limited liability company,  
21 MATHON FUND, L.L.C., fka an Arizona  
22 limited liability company now dba a  
23 Delaware limited liability company,  
24 INTEGRITY101, L.L.C., an Arizona limited  
25 liability company, INTEGRITY 201, L.L.C.,  
26 an Arizona limited liability company,  
27 INTEGRITY 301, L.L.C., and Arizona  
28 limited liability company, INTEGRITY401,  
L.L.C., an Arizona limited liability company,  
INTEGRITY 501, L.L.C., an Arizona limited  
liability company, INTEGRITY 601, L.L.C.,  
an Arizona limited liability company,  
INTEGRITY 701, L.L.C., an Arizona limited  
liability company, INTEGRITY 801, L.L.C.,  
an Arizona limited liability company,  
INTEGRITY 901, L.L.C., an Arizona limited  
liability company, ROUND VALLEY  
CAPITAL, L.L.C., an Arizona limited  
liability company, W.S.F. – WORLD  
SPORTS FANS, L.L.C., an Arizona limited  
liability company, MILL CREEK, L.L.C., an  
Arizona limited liability company,  
BELLEVUE HOLDINGS, L.L.C., an

Case No. CV 2005-005484

**APPLICATION FOR PAYMENT OF  
CONSERVATOR'S AND LEGAL  
COUNSEL'S FEES AND COSTS**

(Assigned to the Honorable  
Barry C. Schneider)

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

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

Defendants.

James C. Sell, the State Court appointed Conservator in the above-referenced matter, through counsel of record undersigned, hereby requests that this Court enter an order authorizing the Conservator to pay: (1) the fees and expenses set forth in the Conservator's billing statements attached hereto as Exhibit "A" in the amount of \$100,550.58, and (2) the fees and expenses incurred by legal counsel for the Conservator, the law firm of Jaburg & Wilk, P.C., as are more fully set forth in Exhibit "B," attached hereto, in the amount of \$55,527.19.

This Motion is based upon the following Memorandum and Points and Authorities.

1 DATED this 10 day of May, 2005.

2 JABURG & WILK, P.C.

3 

4 Lawrence E. Wilk  
5 Attorneys for James C. Sell

6 **MEMORANDUM OF POINTS AND AUTHORITIES**

7  
8 I. Procedural Background

9  
10 1. On or about April 1, 2005, the Arizona Corporation Commission caused to  
11 be filed, in the Superior Court in and for the State of Arizona, a Verified Complaint in the  
12 above-captioned matter against numerous individual defendants and entities, seeking the  
13 appointment of a Receiver over the named Defendants.

14 2. On April 1, 2005, this Court issued its Order appointing James C. Sell  
15 Receiver for the approximately 30 entities named in the Receivership complaint.

16 3. Subsequently, after notice and hearing, the Court on April 14, 2005 issued  
17 its Order approving the Stipulation Regarding Order Appointing Conservator, in which  
18 the title of James C. Sell was changed from Receiver to Conservator (hereinafter, the  
19 "Conservatorship Order"). The rights and obligations of the Conservator remained  
20 identical to those of the Receiver.

21 4. Paragraph 17 of the Conservatorship Order provides as follows:

22 17. The Conservator is hereby authorized to employ such  
23 employees, accountants, and attorneys as are necessary and  
24 proper for the collection, preservation and maintenance of the  
25 Conservatorship Assets.

26 5. Paragraph 25 of the Conservatorship Order provides as follows:

27 25. The Conservator shall seek and obtain the approval of  
28 this Court prior to disbursement of professional fees and  
expenses to himself or counsel, by presentation of written  
application therefore and after consultation with the ACC or in  
accordance with further order of the court. All costs incurred  
by the Conservator shall be paid from Conservator assets.

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


1           6.     In pursuit of his duties under the terms of the Conservatorship Order, the  
2 Conservator has incurred fees and costs as are more clearly set forth in the detailed  
3 statements attached hereto as Exhibit "A".

4           7.     In furtherance of his duties, and due to the complexity of the case and legal  
5 issues raised, the Conservator has retained the law firm of Jaburg & Wilk to provide legal  
6 representation. Counsel for the Conservator has incurred costs and attorney fees as are  
7 more clearly set forth in Exhibit "B" which is attached hereto.

8           8.     Pursuant to the Court Order, copies of the fee statements have been  
9 provided to the Arizona Corporation Commission, for their review and comment.

10           WHEREFORE, the Conservator respectfully requests that this Court issue an Order  
11 authorizing the Conservator to pay those costs and fees, as are more fully set forth in  
12 Exhibits "A" and "B", from available funds of the Conservatorship Estate.

13           DATED this 10 day of May, 2005.

JABURG & WILK, P.C.  
  
Lawrence E. Wilk  
Attorneys for James C. Sell

  
James C. Sell, Conservator

20           **ORIGINAL** filed and **COPY**  
21 of the foregoing faxed this  
22 11<sup>th</sup> day of May, 2005 to:

23           The Honorable Barry C. Schneider  
24           MARICOPA COUNTY SUPERIOR COURT  
25           101 West Jefferson, CCB 13A  
26           Phoenix, Arizona 85003-2243

27           **COPIES** of the foregoing mailed  
28 this 11<sup>th</sup> day of May, 2005 to:

          Keith Beauchamp, Esq.  
          LEWIS & ROCA, LLP  
          40 N. Central Avenue  
          Phoenix, Arizona 85004-4429

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Gerald L. Shelley, Esq.  
QUARLES & BRADY STREICH LANE  
Two N. Central Avenue  
Phoenix, Arizona 85004-2391

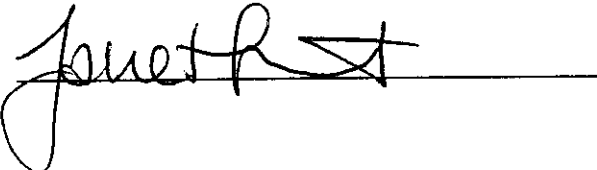
Wendy L. Coy, Esq.  
ARIZONA CORPORATION COMMISSION  
SECURITIES DIVISION  
1300 West Washington, 3<sup>rd</sup> Floor  
Phoenix, Arizona 85007

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400 E. Van Buren, Suite 800  
Phoenix, Arizona 85004-2262

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SHELLEY BETHEA GILLETTE & CLARK, PLC  
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Mesa, Arizona 85206-4404

Steven C. Mahaffy, Esq.  
BEUS GILBERT PLLC  
4800 N. Scottsdale Road, Suite 6000  
Scottsdale, Arizona 85251-7630



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

# **EXHIBIT "A"**



**Jaburg & Wilk, P.C.**  
ATTORNEYS AT LAW

3200 N. Central Ave. Suite 2000  
Phoenix, AZ 85012  
Tel 602/248-1000 • Fax 602/248-0522  
Tax ID: 86-0487815

*Invoice*

May 10, 2005

JAMES C. SELL, RECEIVER  
2222 E. CAMELBACK ROAD  
#110  
PHOENIX, AZ 85016

INVOICE 104235

RE: MATHON  
I.D. 11719-00001 LEW

For Services Rendered Through April 30, 2005

Current Fees	48,627.50	
Current Disbursements	3,471.69	
Total Due		\$ 52,099.19

Timekeeper	Hours	Rate/Hour	Amount
LAWRENCE E. WILK	1.4	\$ 0.00	\$ 0.00
CARL J. MARTIN	3.5	\$ 115.00	\$ 402.50
MARIBETH E. KASCHT	4.0	\$ 135.00	\$ 540.00
JONATHAN P. ISBEN	55.5	\$ 190.00	\$ 10,545.00
LAUREN L. GARNER	9.3	\$ 225.00	\$ 2,092.50
GARY J. JABURG	0.4	\$ 300.00	\$ 120.00
LAWRENCE E. WILK	116.1	\$ 300.00	\$ 34,830.00
BETH S. COHN	0.3	\$ 325.00	\$ 97.50

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Due and Payable on or before **May 25<sup>th</sup> 2005** – Please make checks payable to Jaburg & Wilk, P.C.  
Amounts unpaid after 30 days are subject to a 1.5% monthly service charge.

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

Page 2

RE: MATHON  
I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
03-01-05	MEET WITH JIM SELL AND CORPORATION COMMISSION; CONFLICT CHECK; MEET WITH JIM SELL	LEW	4.1	1,230.00
03-02-05	TELEPHONE CALL FROM WENDY REGARDING CONCERNS ABOUT OBJECTING INVESTORS REVOKING RECEIVERSHIP	LEW	0.3	90.00
03-04-05	TELEPHONE CALL TO WENDY COY REGARDING UPDATE	LEW	0.3	90.00
03-07-05	TELEPHONE CALL TO WENDY COY REGARDING UPDATE; FOLLOW UP WITH JIM SELL	LEW	0.5	150.00
03-09-05	DRAFT SUGGESTIONS FOR MATHON ORDER AND REVIEW WITH JIM SELL	LEW	1.5	450.00
03-10-05	FOLLOW UP REVIEW OF RECEIVERSHIP ORDER AND CAPTION	LEW	0.5	150.00
03-10-05	TELEPHONE CALL TO WENDY COY	LEW	0.1	30.00
03-10-05	REVISE ORDER	LEW	0.3	90.00
03-11-05	TELEPHONE CALL TO WENDY COY RE: FOLLOW UP ON ORDER	LEW	0.3	90.00
03-14-05	FOLLOW UP WITH JIM SELL REGARDING CONTINUED FILING DATE	LEW	0.2	60.00
03-21-05	TELEPHONE CALL TO WENDY COY REGARDING NEW DATE FOR FILING; FOLLOW UP WITH JIM SELL	LEW	0.6	180.00
03-28-05	FOLLOW UP WITH WENDY COY REGARDING FRIDAY FILING DATE	LEW	0.3	90.00
03-30-05	FOLLOW UP WITH JIM SELL REGARDING MEETING	LEW	0.2	60.00
03-31-05	MEET WITH LAWRENCE E. WILK REGARDING FILING AND SERVICE OF COMPLAINT; RESEARCH REGARDING BANK COUNSEL AND SERVICE ON BANKS	LLG	2.8	630.00

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

Page 3

RE: MATHON  
I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
03-31-05	PREPARATION FOR FRIDAY, APRIL 1, 2005 SERVICE OF RECEIVORSHIP COMPLAINT.	CJM	2.2	253.00
03-31-05	OFFICE CONFERENCES WITH LAWRENCE E. WILK; MEETING WITH ACC, JIM SELL, BRIAN SELL, AND LAWRENCE E. WILK REGARDING STRATEGY; FOLLOW-UP MEETING WITH LAWRENCE E. WILK, LAUREN L. GARNER, CARL MARTIN REGARDING SAME, DELEGATION OF DUTIES; MULTIPLE CONFERENCES WITH CARL MARTIN; FOLLOW-UP CONFERENCES WITH LAWRENCE E. WILK AND JANET; RESEARCH ADDRESSES AND CONTACT PERSONS FOR SERVICE ON FINANCIAL INSTITUTIONS; TELEPHONE CONFERENCES REGARDING PROCESS SERVERS	JPI	5.6	1,064.00
04-01-05	PREPARATION FOR SERVICE BY OBTAINING NECESSARY INFORMATION, MAKING CONTACTS WITH THOSE TO BE SERVED, ETC.	CJM	1.3	149.50
04-01-05	MEETING WITH LAWRENCE E. WILK, JIM SELL AND JANET REGARDING STRATEGY FOR SEIZURE OF COMPANY; TELEPHONE CONFERENCE WITH HAWKINS AND CAMBELL REGARDING CO-ORDINATION OF PROCESS SERVERS; MEETINGS WITH PROCESS SERVERS; OFFICE CONFERENCES WITH CARL MARTIN REGARDING CO-ORDINATION OF SERVICE; TELEPHONE			

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

Page 4

RE: MATHON  
I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
04-01-05	CONFERENCES REGARDING SAME; MULTIPLE OFFICE CONFERENCES WITH LAWRENCE E. WILK; TELEPHONE CONFERENCES WITH SUSAN RUTLEDGE; TELEPHONE CONFERENCES WITH BRIAN SELL ADDITIONAL CONTACT WITH BANKS REGARDING SERVICE OF DOCUMENTS	JPI	5.3	1,007.00
04-01-05	MEET WITH ARIZONA CORPORATION COMMISSION, PREPARE FOR COURT, COURT TIME, COORDINATE SERVICE IF ORDER ENTERED, STRATEGY DISCUSSION WITH ARIZONA CORPORATION COMMISSION AFTER HEARING SET	LLG	0.5	112.50
04-04-05	OFFICE CONFERENCE WITH LAWRENCE E. WILK; REVIEW REVISIONS TO DOCUMENTS AND LETTERS TO BANKS AND FINANCIAL INSTITUTIONS; TELEPHONE CONFERENCES WITH HAWKINS AND CAMBELL REGARDING PROCESS SERVERS	LEW	4.1	1,230.00
04-04-05	MEETING WITH JIM SELL AND BRIAN SELL; TELEPHONE CALL FROM WENDY COY REGARDING STATUS; FOLLOW UP WITH JERRY LOWE REGARDING STATUS	JPI	1.6	304.00
04-04-05	TELEPHONE CALL FROM WENDY COY REGARDING FOLLOW UP ON HEARING AND STATUS AND FOLLOW UP WITH JIM SELL	LEW	1.8	540.00
04-04-05	MEETING WITH WENDY COY AND ARIZONA CORPORATION COMMISSION INVESTIGATORS AND JIM SELL REGARDING RECEIVERSHIP ORDER (MEET AT	LEW	0.4	120.00

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104236

Client Name JAMES C. SELL, RECEIVER

Page 2

RE: MATHON/LAS VEGAS RESORT DEVELOPMENT  
I.D. 11719-00002 LEW

Date	Description of Services	Atty	Hours	Amount
04-26-05	REVIEW LETTER TO BRIDGEMAN AND SELL FROM KEVIN SMITH AND DRAFT RESPONSES	LEW	0.6	180.00
				-----
		Total Fees	\$	180.00



**Jaburg & Wilk, P.C.**  
ATTORNEYS AT LAW

3200 N. Central Ave. Suite 2000  
Phoenix, AZ 85012  
Tel 602/248-1000 ♦ Fax 602/248-0522  
Tax ID: 86-0487815

**Invoice**

May 10, 2005

JAMES C. SELL, RECEIVER  
2222 E. CAMELBACK ROAD  
#110  
PHOENIX, AZ 85016

INVOICE 104237

RE: MATHON/ASHLAND-BIDDLE  
I.D. 11719-00003 LEW

For Services Rendered Through April 30, 2005

Current Fees				180.00
Total Due			\$	180.00
Timekeeper	Hours	Rate/Hour		Amount
LAWRENCE E. WILK	0.1	\$ 0.00	\$	0.00
LAWRENCE E. WILK	0.6	\$ 300.00	\$	180.00

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Due and Payable on or before **May 25<sup>th</sup> 2005** – Please make checks payable to Jaburg & Wilk, P.C.  
Amounts unpaid after 30 days are subject to a 1.5% monthly service charge.

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104237

Client Name JAMES C. SELL, RECEIVER

Page 2

RE: MATHON/ASHLAND-BIDDLE  
I.D. 11719-00003 LEW

Date	Description of Services	Atty	Hours	Amount
04-27-05	NO CHARGE TELEPHONE CALL TO JAMES NOWAK	LEW	0.1	0.00
04-27-05	FOLLOW UP WITH ED STANDAGE AND JIM SELL REGARDING STATUS	LEW	0.3	90.00
04-27-05	REVIEW FILINGS REGARDING FORECLOSURE	LEW	0.3	90.00
			Total Fees	\$ 180.00



Jaburg & Wilk, P.C.  
ATTORNEYS AT LAW

3200 N. Central Ave. Suite 2000  
Phoenix, AZ 85012  
Tel 602/248-1000 • Fax 602/248-0522  
Tax ID: 86-0487815

## Invoice

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May 10, 2005

JAMES C. SELL, RECEIVER  
2222 E. CAMELBACK ROAD  
#110  
PHOENIX, AZ 85016

INVOICE 104238

RE: MATHON / AZ CORP. COMMISSION  
I.D. 11719-00005 LEW

For Services Rendered Through April 30, 2005

Current Disbursements	1,358.00	
Total Due		\$ 1,358.00

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If you are interested in taking advantage of this convenience, please e-mail your Client I.D. to  
[erv@jaburgwilk.com](mailto:erv@jaburgwilk.com). If you would like your bills sent to an e-mail address other than the one your  
response will originate from, please provide that address. Thank you!*

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Amounts unpaid after 30 days are subject to a 1.5% monthly service charge.

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# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104238

Client Name JAMES C. SELL, RECEIVER

Page 2

RE: MATHON / AZ CORP. COMMISSION  
I.D. 11719-00005 LEW

Date	Disbursement Description	Amount
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON BANK OF AMERICA 4343 E BROADWAY RD, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	121.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON CHARLES SCHWAB & COMPANY, INC, 3225 N CENTRAL AVE, #1601, PHOENIX, ARIZONA; SPECIAL HANDLING; HAWKINS & CAMPBELL	71.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON CHARLES SCHWAB GLOBAL SERVICES CORPORATION; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	87.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON MESA BANK, 63 E MAIN ST, SUITE 100, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	111.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON MORGAN STANLEY DW INC, 1640 S STAPLEY DR, SUITE 237, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	107.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON NORTHERN TRUST BANK N.A.; 1525 S GREENFIELD RD, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	125.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON WELLS FARGO BANK OF ARIZONA, 121 S POWER RD, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	127.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON BANK OF AMERICA 201 E WASHINGTON ST, PHOENIX, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	87.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON COMPASS BANK 2850 E CAMELBACK RD, SUITE 140, PHOENIX ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	87.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON COMPASS BANK 2850 E CAMELBACK RD, SUITE 190, PHOENIX, ARIZONA; SPECIAL HANDLING; HAWKINS & CAMPBELL	71.00

**JAMES C. SELL, C.P.A., C.F.E.**

2222 E. Camelback Road, Suite 110

Phoenix, Arizona 85016

(602) 265-3519

FAX (602) 265-3622

May 3, 2005

James C. Sell, Conservator  
Mathon Management, LLCs  
2222 E. Camelback Road, Suite 110  
Phoenix, Arizona 85016

RE: APRIL 2005

**TIME:**

**JAMES C. SELL:**

192.5 Hours @ \$165.00 = \$31,762.50

**CPA/CFE:**

185.75 Hours @ \$165.00 = \$30,648.75

**COMPUTER SYSTEMS ANALYST:**

146 Hours @ \$110.00 = 16,060.00

**EXECUTIVE ASSISTANT/**

**COMPUTER OPERATOR:**

134.5 Hours @ \$95.00= 12,777.50

**COMPUTER OPERATOR:**

10.5 Hours @ \$75.00= 787.50

**CLERKS:**

65 Hours @ \$35.00= 2,275.00

**TOTAL AMOUNT DUE:**

\$94,311.25

**OTHER EXPENSES:**

Postage \$ 0.00

Mileage [6035.5 @ \$.405] 2,444.38

Copies [0 @ \$.10] 0.00

Envelopes [0 @ \$.10] 0.00

[0 @ \$.25] 0.00

Letterhead [0 @ \$.10] 0.00

Labels [0 @ \$.03] 0.00

File Folders [0 @ \$.03] 0.00

Misc. Expenses: James C. Sell 3,794.95

**TOTAL**

\$6,239.33

**TOTAL AMOUNT D2UE:**

\$100,550.58

---

JAMES C. SELL, Conservator

**EXPENSES**

DATE	EXPENSES	DESCRIPTION
3/31/05	\$1,000.00	Sell Corp CK#4961-Minard Ames-Bond.
4/6/05	\$88.22	Sell Corp CK#4986-Hicks Safes & Locks-Mathon Offices.
4/7/05	\$151.32	Sell Corp CK#4990-Hicks Safes & Locks-Slade Construction Offices.
4/8/05	\$388.06	Sell Corp CK#4992-Reimb Dan Ritchie-Best Buy-External Hard Drives.
4/8/05	\$24.76	Sell Corp CK#4992-Reimb Dan Ritchie-Pep Boys-Steel Locks.
4/19/05	\$108.20	Sell Corp CK#5004-Jane Woodbury-Reimb for Southwest Ticket for Jim Sell from Las Vegas to Phoenix.
4/20/05	\$27.01	Sell Corp CK#5003-American Express-Best Buy-Tapes for video cameras.
4/20/05	\$35.65	Sell Corp CK#5003-American Express-Staples-Tape for Label Machine.
4/20/05	\$618.40	Sell Corp CK#5003-American Express-America West Airlines-Ticket for Ed Standage trip to Baltimore, MD.
4/20/05	\$404.86	Sell Corp CK#5003-American Express-Insight-Simple 400GB Firewire/USB 2.0.
4/20/05	\$520.68	Sell Corp CK#5003-American Express-Insight-IGB USB 2.0 Flash=Dr Full SPE.
4/30/05	\$135.80	Sell Corp CK#5013-Brian Sell-Office Max-Cord Concealer, Surge Arrest, 5 Port Gigabit Switch.
4/30/05	\$76.40	Sell Corp CK#5013-Brian Sell-Office Max-5 Port Gigabit.
4/30/05	\$215.59	Sell Corp CK#5022-Cunningham Info Systems-160GB External HD.
<b>TOTAL</b>	<b>\$3,794.95</b>	

**JAMES C. SELL**

DATE	TIME	MILES	EXPENSES	FUNCTION
4/5/05	4.0	0	\$0.00	Mathon organization meeting.
4/5/04	9.5	120	\$0.00	1:00P-9:30P-Mathon meeting with employees and principals, review of records, secure buildings.
4/6/05	16.5	120	\$0.00	7:00A-10:30PM-Mathon meetings and review of records, tax deposits, health insurance, bank accounts.
4/7/05	10.5	120	\$0.00	6:00A-4:30PM-Mathon greetings and review of records.
4/8/05	5.5	120	\$0.00	Mathon meetings and review of files.
4/8/05	3.0	0	\$0.00	4:30P-7:30P-Mathon review of files.
4/9/05	8.0	120	\$0.00	Mathon review of accounting files.
4/10/05	7.5	120	\$0.00	Mathon review of accounting records.
4/11/05	4.5	120	\$0.00	Mathon meeting with accounting staff, telephone calls, review of accounting records.
4/11/05	2.0	0	\$0.00	Mathon meeting and telecoms with investors.
4/11/05	2.5	0	\$0.00	Mathon meeting with ACC.
4/12/05	6.0	120	\$0.00	Mathon review of files, meeting with principals, meeting with accounting staff re: Net investment calculation, telecoms with various investors and attorneys.
4/12/05	5.0	0	\$0.00	Various telephone calls, banking transactions, telecom with Larry.
4/13/05	10.0	120	\$0.00	7:30A-7:30P-Mathon various meetings and review of accounting files.
4/14/05	11.0	120	\$0.00	7:30A-8:30P-Mathon various meetings, review of files and calls from investors.
4/15/05	3.5	120	\$0.00	Mathon various meetings and review of files.
4/15/05	5.0	0	\$0.00	Mathon Las Vegas trip.
4/18/05	3.5	120	\$0.00	Mathon review correspondence and telecoms with Cook.
4/18/05	2.5	0	\$0.00	Mathon review of loan transactions and investor telephone calls.
4/18/05	3.5	0	\$0.00	4:00P-7:30P-Mathon review of files.
4/19/05	4.5	120	\$0.00	Review of loan files.
4/20/05	5.0	120	\$0.00	Mathon meeting with investors, telephone calls to investors.

4/20/05	4.5	0	\$0.00	Mathon review of files.
4/21/05	3.0	120	\$0.00	Mathon investor meetings and review of files.
4/21/05	5.0	0	\$0.00	2:30P-7:30P-Mathon review of files.
4/22/05	5.0	120	\$0.00	Mathon investor meetings and review of records.
4/22/05	2.0	0	\$0.00	Mathon investor meeting.
4/22/05	1.0	0	\$0.00	Mathon tax deposit and accounts payable.
4/22/05	1.5	0	\$0.00	Mathon review of files.
4/25/05	1.0	120	\$0.00	Meeting with Craig Decker.
4/25/05	2.0	0	\$0.00	Mathon review of documents and meeting with Guy and Duane.
4/25/05	2.0	0	\$0.00	Mathon Aspen Grove Meeting.
4/26/05	3.0	120	\$0.00	Mathon review of files.
4/26/05	1.5	0	\$0.00	Mathon meeting with Borrower -- rocket engines.
4/26/05	2.5	0	\$0.00	Various meetings on loans.
4/27/05	4.0	120	\$0.00	Various meetings and investor telecoms.
4/27/05	2.0	0	\$0.00	Mathon meeting with Wilk re: St. George property.
4/27/05	1.0	0	\$0.00	Mathon meeting with Lois.
4/27/05	3.0	0	\$0.00	Mathon review of correspondence and internet searches.
4/28/05	2.0	120	\$0.00	Mathon loan status meeting, investor meeting, net investment meeting.
4/28/05	1.0	0	\$0.00	Mathon meeting with Larry re: Website
4/28/05	3.0	0	\$0.00	Mathon employee meeting.
4/29/05	4.0	120	\$0.00	Mathon various meetings at Mathon.
4/29/05	1.0	0	\$0.00	Mathon meeting with Investor.
4/29/05	4.5	0	\$0.00	Mathon investor meeting and borrower meeting.
<b>TOTAL</b>	<b>192.5</b>	<b>2520</b>	<b>\$0.00</b>	

**LOIS A. FOLK/CPA, CFE**

<b>DATE</b>	<b>TIME</b>	<b>MILES</b>	<b>EXPENSES</b>	<b>FUNCTION</b>
4/28/05	11.0	78	\$0.00	Mathon - Investigations, review WSF assets
4/06/05	8.25	83	\$0.00	Mathon - meet with attorneys, owners, and Jim & Larry. Interview Travis McBeth with Brian.
4/05/05	11.50	92.5	\$0.00	Mathon- 1st day- prior closing meetings, staging area briefing, participate in closing, interview Brent Williams, Tim Abraham with Robt. Hubbard.
4/22/05	11.0	81	\$0.00	Mathon- Interview Ross Farnsworth Jr., check files J. Woodbury, server room. Interview investor Nickel (RSB Ptrs.), prepare billings invoice.
4/13/05	11.0	78	\$0.00	Mathon- investigations
4/07/05	10.0	78	\$0.00	Mathon- Investigations with accounting dept.; escort fired employee Guinn out of offices, review binders in attorney Guinn's office, go over cash accounts
4/14/05	11.5	78	\$0.00	Mathon- Oversee Darren Hobbs office personal items removal with Darren. Meeting to review borrower's debt/REO. Go over health insurance deletions with accounting.
4/12/05	11.0	78	\$0.00	Mathon- Oversee T. Shanahan office personal items removal, meeting with Guy Williams, Review P/R with J. Sell, investigations
4/27/05	5.5	55	\$0.00	Mathon- Time summary, Internet RS website, investigations
4/15/05	11.0	98	\$0.00	Mathon-attend hearing at Phoenix courthouse, meeting with G. Williams- employees titles & duties
4/11/05	12.0	78	\$0.00	Mathon-attend JS meeting with accounting staff, review 1099/w-2 income, investigations
4/26/05	11.0	78	\$0.00	Mathon-briefing with J. Sell, meeting with controller and D. Slade, Kirk Guinn office personal items removal.
4/25/05	11.0	78	\$0.00	Mathon-D. Slade questions BDG assets, Interview Lane-

				free office space, Interview Russ Sewell with Guy, Duane, Jim, Brian.
4/19/05	11.0	78	\$0.00	Mathon-internet research, J. Sell status discussion, review monies to executives 2004, Review Securities Dealer Blanket bond policy and provide copy to Larry Wilk
4/21/05	11.0	88	\$0.00	Mathon-Interviews: J. Glauser & JR Glauser; Brent Williams. Meeting with controller, review unpaid bills. Investigations
4/08/05	5.5	39	\$0.00	Mathon-investigations
4/20/05	10.5	84	\$0.00	Mathon-investigations. Offsite interview with Cody (accounting) & Ed Standage.
4/18/05	12.0	78	\$0.00	Mathon-review documents on B. Williams desk, meet with controller re: net investment calculation, read subscription agreement, work with IT to ready accounting for net investment calculation (QuickBooks & access database). Meet with D. Slade re: monies coming in & bank account/wire info, Controller discussion on residences.
<b>TOTAL</b>	<b>185.75</b>	<b>1400.5</b>	<b>\$0.00</b>	

**BRIAN K. SELL-COMPUTER SYSTEMS ANALYST**

DATE	TIME	MILES	EXPENSES	FUNCTION
4/1/05	3.0	0	\$0.00	Preparation work (Copy items off USB Drive to Brian's Laptop, copy directions, overview with Lois and CIS).
4/1/05	.5	0	\$0.00	Time keeping.
4/4/05	3.5	0	\$0.00	Preparation (New Judge).
4/5/05	3.0		\$0.00	Copy Lois's Research and Order and Complaint for Packet Handout.
4/5/05	1.0	120	\$0.00	Travel to staging area.
4/5/05	11.5	0	\$0.00	1:30P-12:30AM-TRO Serving at SWC and Slade Construction (SC w/Jonathan and Officer Sweet). Network shutdown. Backup process. Interviews.
4/6/05	1.0	140	\$0.00	Backup's with CIS (Gary, Dan & Michael).
4/6/05	.5	0	\$0.00	8:00P-8:30P-Slade Construction-pickup backup's from office.
4/6/05	2.0	0	\$0.00	SW-Backups with CIS (Gary, Dan & Michael).
4/7/05	1.0	140	\$0.00	Meet Carmin and wife to allow them to take Slade Construction, Inc. dba Bank Account Records, Roladex, and laptop of daughter (personal - imaged). Gathered mail.
4/7/05	1.5	0	\$0.00	Strategy meeting to get up to date on daily activities.
4/7/05	6.0	0	\$0.00	1:00P-7:00P-Verizon wireless contact and phone number release to individual employees and pull current bill. Gather Slade Construction documents and analyze. IT meeting with Gary (CIS). Status update conference call with Wendy, Larry and Jim. Pull documents, print documents for Larry on Las Vegas deal.
4/8/05	2.5	120	\$0.00	Meet Corwin, his wife and daughter to go through documents for the State.
4/8/05	.5	0	\$0.00	Time keeping.
4/8/05	1.0	0	\$0.00	To Jaburg & Wilk for meeting with Larry.
4/9/05	6.5	60	\$0.00	Documents review.
4/11/05	5.5	0	\$0.00	Slade Construction document review.
4/11/05	2.5	80	\$0.00	Meeting at ACC.
4/12/05	7.0	10	\$0.00	Work though documents and attend meetings to discuss Mathon/Mathon Strategy.
4/12/05	1.0	0	\$0.00	Contingent Release of Slade Construction.
4/13/05	1.5	10	\$0.00	Meeting with Landlord to discuss buildings.

4/13/05	2.5	0	\$0.00	Work though documents and attend meetings to discuss Mathon/Mathon strategy.
4/13/05	5.0	0	\$0.00	2:00P-7:00P- Work though documents and attend meetings to discuss Mathon/Mathon strategy.
4/14/05	.5	10	\$0.00	Meeting with Ed and Jim to discuss progress and strategy.
4/14/05	4.0	0	\$0.00	Meeting to layout what deals exist and where they are. Whiteboard all deals and their relevant information.
4/14/05	1.5	0	\$0.00	Meeting to go over deal analysis.
4/14/05	1.0	0	\$0.00	Call in to Jason Fishback regarding alarm issues.
4/14/05	1.0	0	\$0.00	Register domain name and setup a hosting account for the Conservatorship/Conservatorship.
4/14/05	1.0	0	\$0.00	Travis information download/binder prep for transition.
4/15/05	.5	10	\$0.00	Meeting with Ed to discuss things.
4/15/04	1.0	0	\$0.00	Security system troubleshooting. Document pulls. Document analysis.
4/15/05	1.0	0	\$0.00	Fax transmission to MK. Conference area walk through.
4/15/05	.5	0	\$0.00	Time keeping.
4/18/05	2.5	130	\$0.00	Status reports with Slade, Williams, Scott, Ed, Jim, Dan (CIS) and Gary (CIS).
4/18/05	3.5	0	\$0.00	Creation of <a href="http://www.mathonconservatorship.com">www.mathonconservatorship.com</a> , troubleshooting DSN connection with Ready Hosting and modifying the site.
4/18/05	2.0	0	\$0.00	Website updates and uploading of pleadings to the site.
4/18/05	.5	10	\$0.00	Deliver investor phone to Bob Lloyd.
4/18/05	1.0	0	\$0.00	Meeting with Dan to discuss similar programs. Progress Report.
4/19/05	2.0	10	\$0.00	Go through mail received since TRO served.
4/19/05	.5	0	\$0.00	Meeting with Jim to go over items pulled from mail.
4/19/05	.5	0	\$0.00	Mail distribution, return phone calls, brief meeting with Ed to discuss deal status.
4/19/05	1.0	0	\$0.00	Meeting with Lois to go over notes.
4/19/05	1.0	0	\$0.00	Document review.
4/19/05	3.0	0	\$0.00	3:00P-6:00P-Document review and office admin.
4/20/05	3.0	10	\$0.00	Meeting with Larry and Ed to go over the status of deals. Conference call with Larry. Office support.
4/20/05	5.0	0	\$0.00	Meeting with Lois, Gary, Ed and others.
4/21/05	1.5	10	\$0.00	Introduction meeting with Lewis & Roca attorneys.
4/21/05	1.0	0	\$0.00	Questions for Larry, document analysis, notes review.
4/22/05	.5	10	\$0.00	Time keeping.
4/25/05	1.0	10	\$0.00	Office support.
4/25/05	2.0	0	\$0.00	Meeting with Jim, Lois, Duane & Guy.
4/25/05	2.0	0	\$0.00	Work on getting new account release and get them released from Conservatorship.
4/25/05	1.0	0	\$0.00	Document review and office support.
4/26/05	1.5	10	\$0.00	Meeting with Jerry Lowe.
4/26/05	.5	0	\$0.00	Document review from State.
4/25/05	1.0	0	\$0.00	Meeting with Larry, Jimm and Duane about LVRD and other status. Call with Larry and Duane. Computer setup for Larry and Jim.
4/25/05	1.0	0	\$0.00	Install Hub in conference room
4/25/05	1.5	0	\$0.00	Document review and office support.
4/25/05	3.0	0	\$0.00	Meeting with Ed to discuss deal status and other admin items.
4/27/05	1.5	45	\$0.00	Meeting about DB.
4/27/05	2.0	0	\$0.00	Meeting with Jim and Larry and aircraft reps.
4/27/05	.5	0	\$0.00	Meeting with Jim and Brent Williams.
4/27/05	3.0	0	\$0.00	5:00P-8:00P-Mathon discovery. Security issues resolution. Reading of items posted to message board

(<http://www.vcresearch.info/>)

4/28/05	1.5	10	\$0.00	Meeting with Jim and Larry to discuss strategy moving forward..
4/28/05	.5	0	\$0.00	IT support for Larry and Jim PC printing on SWC network.
4/28/05	.5	0	\$0.00	IT support.
4/28/05	3.0	0	\$0.00	7:00P-10:00P-Fix Jane, Jim and Larry's PC (configuration of Ad Aware and Trend Micro).
4/29/05	4.0	10	\$0.00	Document review and office support.
4/29/05	2.0	0	\$0.00	Meeting with Mike Simms.
4/29/05	.5	0	\$0.00	Time keeping.
4/30/05	2.0	10	\$0.00	Meeting with Ed to update and go over deals.
<b>TOTAL</b>	<b>146</b>	<b>975</b>	<b>\$0.00</b>	

**JANE ARRIAGA-EXECUTIVE ASSISTANT**

DATE	TIME	MILES	EXPENSES	FUNCTION
4/5/05	13.0	0	\$0.00	MATHON-8:00-10:00P-Assist Conservator. Take employee information. Oversee employees with their personal belongings.
4/6/05	10.0	60	\$0.00	MATHON-8:00-7:00P-Assist Conservator. Take employee information. Oversee employees with their personal belongings.
4/7/05	9.0	60	\$0.00	MATHON-10:00A-7:00P-Assist Conservator. Take employee information
4/8/05	6.5	60	\$0.00	MATHON-10:00A-6:30P-Assist Conservator.
4/11/05	8.5	60	\$0.00	MATHON-10:00A-6:30P-Assist Conservator.
4/12/05	3.0	60	\$0.00	MATHON-9:00A-11:00A-Assist Conservator.
4/14/05	9.0	60	\$0.00	MATHON-To Northern Trust Bank, get counter checks for payroll & account payables. Make reservations for Jim to Las Vegas. Oversee employees in picking up their personal items. Fax to Northern Trust Bank with wire instructions for Baltimore Electric.
4/15/05	9.5	60	\$0.00	MATHON-Oversee employees in picking up their personal items. Assist Brian in overseeing office.
4/19/05	.5	60	\$0.00	MATHON-Telecons with Ed Standage re: Make reservations to Las Vegas and Salt Lake City, Utah.
4/19/05	.5	0	\$0.00	MATHON-Telecons with Jane re: Travel arrangements for Duane Slade. Change reservations.
4/20/05	1.0	60	\$0.00	MATHON-Check for email from Ed Standage. Print documents. Have Conservator sign and then notarize al documents. Wait for Standage to come pick up documents and travel arrangements.
4/20/05	1.0	0	\$0.00	MATHON-Make reservations for Ed Standage and Travis McBeth. Prepare reimbursement check for Jane Woodbury regarding Jim Sell's return from Las Vegas.
4/21/05	9.0	60	\$0.00	MATHON-Inventory Jane Woodbury's office.
4/22/05	9.0	60	\$0.00	MATHON-Inventory Mathon offices.
4/25/05	9.0	60	\$0.00	MATHON-Inventory Mathon offices.
4/26/05	9.0	60	\$0.00	MATHON-Inventory Mathon offices.
4/27/05	9.0	60	\$0.00	MATHON-Inventory Mathon offices.
4/28/05	9.0	60	\$0.00	MATHON-Inventory Mathon offices.
4/29/05	9.0	60	\$0.00	MATHON-Inventory Mathon offices.
	<b>134.5</b>	<b>960</b>	<b>\$0.00</b>	

**SUSAN RUTLEDGE**

DATE	TIME	MILES	EXPENSES	FUNCTION
4/5/05	5.0	60	\$0.00	MATHON - go to location and secure names, address,

				DL, SSN & Ph# of all employees, oversee employees as they take their personal belongings
4/5/05	1.5	0	\$0.00	MATHON – pickup receivers bond from Minnard Ayme and deliver to Jaburg & Wilk
4/7/05	0.75	0	\$0.00	MATHON – answer phones & take messages, fax messages to Jim in Mesa
4/11/05	0.75	0	\$0.00	MATHON – answer phones & take messages, fax messages to Jim in Mesa
4/18/05	1.0	0	\$0.00	Mathon – research Delaware corporations division for officers and directors of Aspen Grove LLCs, complete certified cover form to request copies of documents from state of Delaware
4/26/05	0.5	0	\$0.00	Mathon – research ACC website for copies of court documents for Bob Hubbard
4/28/05	1.0	0	\$0.00	Mathon – set up email distribution list of all Mathon investors
	<b>10.5</b>	<b>60</b>	<b>\$0.00</b>	

**JEFF WOLFORD-DATA ENTRY**

<b>DATE</b>	<b>TIME</b>	<b>MILES</b>	<b>EXPENSES</b>	<b>FUNCTION</b>
5/3/05	7.5	0	\$0.00	Inventory offices.
5/4/05	8.0	0	\$0.00	Inventory offices..
5/5/05	8.0	0	\$0.00	Inventory offices.
5/6/05	7.0	0	\$0.00	Inventory offices.
4/25/05	0.0	0	\$0.00	Inventory offices.
4/26/05	0.0	0	\$0.00	Inventory offices.
4/27/05	0.0	0	\$0.00	Inventory offices.
4/29/05	0.0	0	\$0.00	Inventory offices.
	<b>30.5.0</b>	<b>0</b>	<b>\$0.00</b>	

**Janet K. Forster**

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**From:** Jane Arriaga [janearriaga@earthlink.net]  
**Sent:** Monday, May 09, 2005 2:26 PM  
**To:** Janet K. Forster  
**Subject:** Mathon  
**Attachments:** APR05.doc

Janet:

Jim asked me to send you a copy of our April Mathon invoice.

Thank you.

Jane

# **EXHIBIT “B”**



**Jaburg & Wilk, P.C.**  
ATTORNEYS AT LAW

3200 N. Central Ave. Suite 2000  
Phoenix, AZ 85012  
Tel 602/248-1000 ♦ Fax 602/248-0522  
Tax ID: 86-0487815

**Invoice**

May 10, 2005

JAMES C. SELL, RECEIVER  
2222 E. CAMELBACK ROAD  
#110  
PHOENIX, AZ 85016

INVOICE 104235

RE: MATHON  
I.D. 11719-00001 LEW

For Services Rendered Through April 30, 2005

Current Fees	48,627.50		
Current Disbursements	3,471.69		
<b>Total Due</b>		\$	<b>52,099.19</b>

Timekeeper	Hours	Rate/Hour	Amount
LAWRENCE E. WILK	1.4	\$ 0.00	\$ 0.00
CARL J. MARTIN	3.5	\$ 115.00	\$ 402.50
MARIBETH E. KASCHT	4.0	\$ 135.00	\$ 540.00
JONATHAN P. ISBEN	55.5	\$ 190.00	\$ 10,545.00
LAUREN L. GARNER	9.3	\$ 225.00	\$ 2,092.50
GARY J. JABURG	0.4	\$ 300.00	\$ 120.00
LAWRENCE E. WILK	116.1	\$ 300.00	\$ 34,830.00
BETH S. COHN	0.3	\$ 325.00	\$ 97.50

*E-MAIL INVOICING – Jaburg & Wilk can now send invoices to you electronically. If you are interested in taking advantage of this convenience, please e-mail your Client I.D. to [erv@jaburgwilk.com](mailto:erv@jaburgwilk.com). If you would like your bills sent to an e-mail address other than the one your response will originate from, please provide that address. Thank you!*

Due and Payable on or before **May 25<sup>th</sup> 2005** – Please make checks payable to Jaburg & Wilk, P.C.  
Amounts unpaid after 30 days are subject to a 1.5% monthly service charge.

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

Page 2

RE: MATHON

I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
03-01-05	MEET WITH JIM SELL AND CORPORATION COMMISSION; CONFLICT CHECK; MEET WITH JIM SELL	LEW	4.1	1,230.00
03-02-05	TELEPHONE CALL FROM WENDY REGARDING CONCERNS ABOUT OBJECTING INVESTORS REVOKING RECEIVERSHIP	LEW	0.3	90.00
03-04-05	TELEPHONE CALL TO WENDY COY REGARDING UPDATE	LEW	0.3	90.00
03-07-05	TELEPHONE CALL TO WENDY COY REGARDING UPDATE; FOLLOW UP WITH JIM SELL	LEW	0.5	150.00
03-09-05	DRAFT SUGGESTIONS FOR MATHON ORDER AND REVIEW WITH JIM SELL	LEW	1.5	450.00
03-10-05	FOLLOW UP REVIEW OF RECEIVERSHIP ORDER AND CAPTION	LEW	0.5	150.00
03-10-05	TELEPHONE CALL TO WENDY COY	LEW	0.1	30.00
03-10-05	REVISE ORDER	LEW	0.3	90.00
03-11-05	TELEPHONE CALL TO WENDY COY RE: FOLLOW UP ON ORDER	LEW	0.3	90.00
03-14-05	FOLLOW UP WITH JIM SELL REGARDING CONTINUED FILING DATE	LEW	0.2	60.00
03-21-05	TELEPHONE CALL TO WENDY COY REGARDING NEW DATE FOR FILING; FOLLOW UP WITH JIM SELL	LEW	0.6	180.00
03-28-05	FOLLOW UP WITH WENDY COY REGARDING FRIDAY FILING DATE	LEW	0.3	90.00
03-30-05	FOLLOW UP WITH JIM SELL REGARDING MEETING	LEW	0.2	60.00
03-31-05	MEET WITH LAWRENCE E. WILK REGARDING FILING AND SERVICE OF COMPLAINT; RESEARCH REGARDING BANK COUNSEL AND SERVICE ON BANKS	LLG	2.8	630.00

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

Page 3

RE: MATHON

I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
03-31-05	PREPARATION FOR FRIDAY, APRIL 1, 2005 SERVICE OF RECEIVORSHIP COMPLAINT.	CJM	2.2	253.00
03-31-05	OFFICE CONFERENCES WITH LAWRENCE E. WILK; MEETING WITH ACC, JIM SELL, BRIAN SELL, AND LAWRENCE E. WILK REGARDING STRATEGY; FOLLOW-UP MEETING WITH LAWRENCE E. WILK, LAUREN L. GARNER, CARL MARTIN REGARDING SAME, DELEGATION OF DUTIES; MULTIPLE CONFERENCES WITH CARL MARTIN; FOLLOW-UP CONFERENCES WITH LAWRENCE E. WILK AND JANET; RESEARCH ADDRESSES AND CONTACT PERSONS FOR SERVICE ON FINANCIAL INSTITUTIONS; TELEPHONE CONFERENCES REGARDING PROCESS SERVERS	JPI	5.6	1,064.00
04-01-05	PREPARATION FOR SERVICE BY OBTAINING NECESSARY INFORMATION, MAKING CONTACTS WITH THOSE TO BE SERVED, ETC.	CJM	1.3	149.50
04-01-05	MEETING WITH LAWRENCE E. WILK, JIM SELL AND JANET REGARDING STRATEGY FOR SEIZURE OF COMPANY; TELEPHONE CONFERENCE WITH HAWKINS AND CABELL REGARDING CO-ORDINATION OF PROCESS SERVERS; MEETINGS WITH PROCESS SERVERS; OFFICE CONFERENCES WITH CARL MARTIN REGARDING CO-ORDINATION OF SERVICE; TELEPHONE			

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

Page 4

RE: MATHON

I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
04-01-05	CONFERENCES REGARDING SAME; MULTIPLE OFFICE CONFERENCES WITH LAWRENCE E. WILK; TELEPHONE CONFERENCES WITH SUSAN RUTLEDGE; TELEPHONE CONFERENCES WITH BRIAN SELL ADDITIONAL CONTACT WITH BANKS REGARDING SERVICE OF DOCUMENTS	JPI	5.3	1,007.00
04-01-05	MEET WITH ARIZONA CORPORATION COMMISSION, PREPARE FOR COURT, COURT TIME, COORDINATE SERVICE IF ORDER ENTERED, STRATEGY DISCUSSION WITH ARIZONA CORPORATION COMMISSION AFTER HEARING SET	LLG	0.5	112.50
04-04-05	OFFICE CONFERENCE WITH LAWRENCE E. WILK; REVIEW REVISIONS TO DOCUMENTS AND LETTERS TO BANKS AND FINANCIAL INSTITUTIONS; TELEPHONE CONFERENCES WITH HAWKINS AND CAMBELL REGARDING PROCESS SERVERS	LEW	4.1	1,230.00
04-04-05	MEETING WITH JIM SELL AND BRIAN SELL; TELEPHONE CALL FROM WENDY COY REGARDING STATUS; FOLLOW UP WITH JERRY LOWE REGARDING STATUS	JPI	1.6	304.00
04-04-05	TELEPHONE CALL FROM WENDY COY REGARDING FOLLOW UP ON HEARING AND STATUS AND FOLLOW UP WITH JIM SELL	LEW	1.8	540.00
04-04-05	MEETING WITH WENDY COY AND ARIZONA CORPORATION COMMISSION INVESTIGATORS AND JIM SELL REGARDING RECEIVERSHIP ORDER (MEET AT	LEW	0.4	120.00

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RE: MATHON  
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Date	Description of Services	Atty	Hours	Amount
04-05-05	COURT) RESEARCH COUNTY PROPERTY RECORDS FOR OWNERSHIP OF 657 S BLOSSOM PROPERTY	LEW	1.5	450.00
04-05-05	TELEPHONE CALL FROM WENDY COY REGARDING ORDER; COORDINATE SERVICE; MEET WITH ARIZONA CORPORATION COMMISSION OFFICIALS REGARDING SERVICE; PROCEED TO PROPERTY FOR TAKEOVER; TAKE CONTROL OF PROPERTY AND RECORDS	MEK	0.4	54.00
04-05-05	REVISE DOCUMENTS FOR SERVICE UPON MATHON; MULTIPLE OFFICE CONFERENCES WITH LAWRENCE E. WILK; OFFICE CONFERENCES WITH CARL MARTIN; CONTACT PROCESS SERVERS TO CO-ORDINATE SERVICE; MEETING WITH PROCESS SERVERS REGARDING SAME; TELEPHONE CONFERENCES WITH BANKS REGARDING SERVICE; FILE NOTICE OF POSTING BOND; TRAVEL TO MATHON TO SEIZE COMPANY; MULTIPLE TELEPHONE CONFERENCES WITH BANK OF AMERICA REGARDING SEIZED ACCOUNTS; TRAVEL TO SLADE CONSTRUCTION TO SEIZE COMPANY; FOLLOW-UP TELEPHONE CONFERENCES WITH BANK OF AMERICA; MULTIPLE TELEPHONE CONFERENCES WITH LAWRENCE E. WILK; SECURE SLADE CONSTRUCTION; INITIAL REVIEW OF DOCUMENTS AT SLADE CONSTRUCTION WITH BRIAN	LEW	8.5	2,550.00

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RE: MATHON

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Date	Description of Services	Atty	Hours	Amount
04-06-05	SELL; TRAVEL FROM SLOAN CONSTRUCTION RECORD ORDER IN MARICOPA COUNTY; ARRANGE FOR PUBLICATION OF ORDER IN ARIZONA REPUBLIC; TELEPHONE CALL FROM ARIZONA REPUBLIC REGARDING PUBLICATION; CONFERENCE WITH JONATHAN P. IBSEN REGARDING COSTS AND ALTERNATIVES; DRAFT FORM OF NOTICE OF APPOINTMENT OF RECEIVER FOR PUBLICATION; FAX ORDER TO M.K. CONSULTANTS FOR PUBLICATION; TELEPHONE CALL FROM M.K. CONSULTANTS CONFIRMING PUBLICATION	JPI	11.3	2,147.00
04-06-05	MEET WITH PRINCIPALS AND KEITH BEAUCHAMP (LEWIS & ROCA); MEET WITH JIM SELL TO REVIEW COLLECTIONS AND IMMEDIATE CONCERNS	MEK	1.3	175.50
04-06-05	TELEPHONE CALL FROM NINA (COMPASS BANK) REGARDING RELEASE OF PERSONAL FUNDS	LEW	4.2	1,260.00
04-06-05	LETTER TO DAVID BEAUCHAMP REGARDING FREEZING OF ASSETS; LETTER TO DIANE AT BANK OF AMERICA REGARDING FROZEN ASSETS	LEW	0.3	90.00
04-06-05	TELEPHONE CALL TO STEVE MAHAFFY REGARDING FOLLOW UP ON PENDING LITIGATION	LEW	0.7	210.00
04-06-05	TELEPHONE CALL TO MARY WENDEL REGARDING RECORDING	LEW	0.4	120.00
04-06-05	TELEPHONE CALL FROM WENDY COY REGARDING FOLLOW UP ON INDIVIDUAL ACCOUNTS; FOLLOW	LEW	0.3	90.00

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RE: MATHON

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Date	Description of Services	Atty	Hours	Amount
04-06-05	UP WITH JIM SELL TELEPHONE CALL FROM RON JARVIS REGARDING REPRESENTATION OF CORWIN SLADE (SLADE CONSTRUCTION)	LEW	0.5	150.00
04-06-05	CONFERENCE WITH JONATHAN P. IBSEN REGARDING SERVICE OF RECEIVERSHIP ORDER; FOLLOW UP REGARDING RECORDING OF ORDER IN PUBLIC RECORDS AND PUBLICATION IN ARIZONA REPUBLIC	LEW	0.4	120.00
04-06-05	OFFICE CONFERENCE WITH LAWRENCE E. WILK REGARDING STRATEGY, ITEMS TO BE ACCOMPLISHED; OFFICE CONFERENCES REGARDING PUBLICATION OF ORDER; PREPARATION OF SUMMARY NOTICE REGARDING SAME; E-MAIL TO LAWRENCE E. WILK REGARDING SAME; TELEPHONE CONFERENCE WITH LAWRENCE E. WILK REGARDING SAME; OFFICE CONFERENCE WITH LAUREN L. GARNER REGARDING RECORDING ORDER; MULTIPLE TELEPPHONE CONFERENCES WITH BANK OF AMERICA REGARDING ACCOUNTS; TELEPHONE CONFERENCES WITH MORGAN STANLEY REGARDING ACCOUNTS; TELEPHONE CONFERENCE WITH CHARLES SCHWAB REGARDING ACCOUNTS; MULTIPLE TELEPHONE CONFERENCES WITH LAWRENCE E. WILK REGARDING STATUS; PREPARATION OF CORRESPONDENCE TO KEITH	LLG	0.8	180.00

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RE: MATHON

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Date	Description of Services	Atty	Hours	Amount
04-07-05	BEAUCHAMP, ESQ. REGARDING HIS CLIENTS' VIOLATIONS OF RECEIVERSHIP ORDER; OFFICE CONFERENCES WITH JANET; OFFICE CONFERENCES WITH CARL MARTIN	JPI	5.3	1,007.00
04-07-05	RESEARCH OWNERSHIP OF 6832 E BROWN ROAD PROPERTY	MEK	0.2	27.00
04-07-05	OFFICE CONFERENCE WITH LAWRENCE E. WILK; TELEPHONE CONFERENCES WITH STEVE ITKIN REGARDING COMPASS BANK; E-MAIL REGARDING SAME; OFFICE CONFERENCES WITH LAWRENCE E. WILK REGARDING SAME	JPI	0.9	171.00
04-07-05	MEETING WITH JIM SELL, DUANE SLADE, MIKE DICER, GUY WILLIAMS AND PATRICK YACHE REGARDING LVRD TRANSACTION	LEW	2.1	630.00
04-07-05	REVIEW LVRD DOCUMENTS	LEW	2.2	660.00
04-07-05	REVIEW ALL PLEADINGS	LEW	1.7	510.00
04-07-05	FOLLOW UP WITH ARIZONA CORPORATION COMMISSION REGARDING PRESS RELEASE, BACKUP DOCUMENTATION AND FUTURE MEETINGS	LEW	0.7	210.00
04-07-05	MEETING WITH JIM SELL, BRIAN SELL AND JANE REGARDING FILES, MANAGEMENT, CHECKS AND EMPLOYEE ISSUES	LEW	1.2	360.00
04-08-05	NO CHARGE TELEPHONE CALL TO KEITH BEAUCHAMP	LEW	0.1	0.00
04-08-05	NO CHARGE TELEPHONE CALL TO TAZ EVANS REGARDING SLADE CONSTRUCTION ISSUES	LEW	0.1	0.00
04-08-05	NO CHARGE TELEPHONE CALL TO ROBERT JARVIS	LEW	0.1	0.00
04-08-05	LETTER TO KEITH REEVES			

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Date	Description of Services	Atty	Hours	Amount
04-08-05	REGARDING NORTHERN TRUST ACCOUNTS	LEW	0.4	120.00
04-08-05	TELEPHONE CALL FROM WENDY COY REGARDING FOLLOW UP DISCUSSION WITH KEITH BEAUCHAMP AND APRIL 15TH HEARING	LEW	0.5	150.00
04-11-05	TELEPHONE CALL TO ROBERT JARVIS REGARDING SLADE CONSTRUCTION INVOLVEMENT	LEW	0.3	90.00
04-11-05	TELEPHONE CALL TO JIM SELL REGARDING MEETING WITH ARIZONA CORPORATION COMMISSION	LEW	0.3	90.00
04-11-05	MEETING WITH ARIZONA CORPORATION COMMISSION AND JIM SELL	LEW	3.5	1,050.00
04-11-05	TELEPHONE CALL FROM KEITH BEAUCHAMP REGARDING POSITION OF MATHON'S PRINCIPALS	LEW	0.4	120.00
04-11-05	REVIEW DOCUMENTS REGARDING LAS VEGAS DEAL	LEW	2.1	630.00
04-12-05	TELEPHONE CALL FROM WENDY COY REGARDING REVISIONS TO ORDER; CREDITOR REPRESENTATION AND SALE OF FIRST ATLANTA	LEW	0.4	120.00
04-12-05	FOLLOW UP WITH JIM SELL REGARDING COY CONVERSATION	LEW	0.3	90.00
04-12-05	TELEPHONE CALL FROM WENDY COY AND MATT NEUBERT REGARDING CHANGES IN ORDER	LEW	0.3	90.00
04-12-05	REVIEW RESEARCH OF CONSERVATORSHIP V. RECEIVER	LEW	0.5	150.00
04-12-05	NO CHARGE TELEPHONE CALL TO DARYL BETHEA REGARDING APRIL 13 CLOSING	LEW	0.1	0.00
04-12-05	NO CHARGE TELEPHONE CALL TO STEVE ALEXANDER AT FRIED			

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Date	Description of Services	Atty	Hours	Amount
04-12-05	FRANK REGARDING CREDITOR'S MEETING	LEW	0.1	0.00
04-12-05	TELEPHONE CALL TO JIM SELL REGARDING BOARD MEETING ON LVRD	LEW	0.3	90.00
04-12-05	TELEPHONE CALL TO AND LETTER TO JARVIS REGARDING SLADE CONSTRUCTION ACCESS AND BUDGET	LEW	0.7	210.00
04-12-05	LETTER TO DARYL BETHEA AND SECURITY TITLE REGARDING FREEZE OF \$25,000 EARNEST MONEY DEPOSIT	LEW	0.9	270.00
04-12-05	E-MAILS FROM AMY WILKENS REGARDING ACCESS FOR REVIEW OF DOCUMENTS; TELEPHONE CONFERENCE WITH JAMES SELL REGARDING SAME; OFFICE CONFERENCE WITH LAWRENCE E. WILK REGARDING SAME; FOLLOW-UP TELEPHONE CONFERENCE WITH AMY WILKENS REGARDING POTENTIAL NOT TO REVIEW TODAY; TELEPHONE CONFERENCES WITH KIETH BEAUCHAMP REGARDING SAME	JPI	1.7	323.00
04-13-05	MEET WITH JIM SELL REGARDING LVRD DEAL; MEETING WITH SLADE AND WILLIAMS AND JIM SELL REGARDING LVRD	LEW	2.7	810.00
04-13-05	MEETING WITH JIM AND BOB LLOYD REGARDING INVESTORS COMMITTEE	LEW	2.1	630.00
04-13-05	FOLLOW UP WITH STEVE ALEXANDER REGARDING INVESTOR ISSUES	LEW	0.8	240.00
04-13-05	FOLLOW UP WITH JIM NOVAK REGARDING BALTIMORE PROPERTY; REVIEW BALTIMORE			

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RE: MATHON  
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Date	Description of Services	Atty	Hours	Amount
	PROJECT (ASHLAND-BIDDLE) DOCUMENTS	LEW	2.1	630.00
04-13-05	TELEPHONE CALL FROM BENJAMIN FUNK REGARDING MARCH 25 INVESTMENT	LEW	0.4	120.00
04-13-05	REVIEW REVISED ORDER REGARDING CONSERVATORSHIP	LEW	0.3	90.00
04-13-05	TELEPHONE CONFERENCE WITH BRIAN SELL REGARDING DRAFT CORRESPONDENCE TO EMPLOYEES REGARDING TURNOVER OF PROPERTY; PREPARATION OF SAME; E-MAIL TO LAWRENCE E. WILK REGARDING SAME	JPI	2.7	513.00
04-14-05	FOLLOW UP WITH WENDY COY REGARDING ORDER ON CONSERVATORSHIP AND BENJAMIN FUNK DISCUSSION	LEW	0.5	150.00
04-14-05	TELEPHONE CALL TO JIM SELL REGARDING ORDER AND BEN FUNK INVESTMENT	LEW	0.4	120.00
04-14-05	REVIEW LVRD PROPOSAL FROM WINNICK	LEW	0.4	120.00
04-14-05	TELEPHONE CALL TO RON MERRITT REGARDING PRESS RELEASE	LEW	0.5	150.00
04-14-05	TELEPHONE CALL FROM WENDY COY REGARDING SLADE CONSTRUCTION FUNDS AND NEW ACCOUNTS	LEW	0.3	90.00
04-14-05	REVIEW AND REVISE EMPLOYER LETTER	LEW	0.4	120.00
04-14-05	TELEPHONE CALL FROM ROB JARVIS REGARDING RELEASE OF ACCOUNT	LEW	0.3	90.00
04-14-05	REVIEW ARMINA PATEL SUIT; CALL TO ROBERT JARVIS REGARDING FOLLOW UP ON NEW ACCOUNT	LEW	0.8	240.00

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Date	Description of Services	Atty	Hours	Amount
04-14-05	FOLLOW UP WITH JIM REGARDING HEARING	LEW	0.4	120.00
04-14-05	CONFERENCE WITH LAWRENCE E. WILK REGARDING LAS VEGAS PROJECT AND VOTING ISSUES	BSC	0.3	97.50
04-14-05	OFFICE CONFERENCE WITH LAWRENCE E. WILK REGARDING REVISIONS TO EMPLOYEE LETTER; REVISE SAME; E-MAIL TO BRIAN SELL REGARDING SAME	JPI	0.7	133.00
04-15-05	PREPARATION FOR HEARING; HEARING ON ORDER CONVERTING RECEIVER TO CONSERVATOR; MEET WITH PRESS AND INVESTORS	LEW	2.5	750.00
04-15-05	TELEPHONE CALL FROM WENDY COY REGARDING JARVIS AND SLADE CONSTRUCTION	LEW	0.3	90.00
04-15-05	TELEPHONE CALL FROM KEITH BEAUCHAMP REGARDING LVRD PROPOSAL FROM WINNICK; REVIEW OFFER	LEW	0.5	150.00
04-15-05	TELEPHONE CALL TO JIM SELL REGARDING CONVERSATION WITH WINNICK COUNSEL	LEW	0.3	90.00
04-15-05	TELEPHONE CALL TO BOB LLOYD REGARDING SETTING UP INVESTOR CONTACT; FOLLOW UP WITH BRIAN SELL REGARDING PHONE	LEW	0.4	120.00
04-15-05	REVIEW BUDGET OF SLADE CONSTRUCTION AND FOLLOW UP WITH JIM SELL	LEW	0.5	150.00
04-15-05	TELEPHONE CALL FROM ROB JARVIS REGARDING SLADE BUDGET	LEW	0.2	60.00
04-15-05	REVISE PRESS RELEASE AND FOLLOW UP WITH PERFECT MEDIA	LEW	0.5	150.00
04-15-05	NO CHARGE TELEPHONE CALL TO			

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Date	Description of Services	Atty	Hours	Amount
	JIM DEVENY REGARDING BIDDLE ASHWORTH	LEW	0.1	0.00
04-15-05	TELEPHONE CALL FROM ALAN MARSH REGARDING FINCHER CLOSING	LEW	0.3	90.00
04-15-05	TELEPHONE CALL FROM DARYL BETHEA REGARDING FINCHER CLOSING	LEW	0.3	90.00
04-15-05	MEET WITH LAUREN L. GARNER REGARDING ANCILLARY RECEIVERSHIP IN NEVADA AND UTAH	LEW	0.3	90.00
04-15-05	LETTER TO RON MADSON REGARDING PATEL LITIGATION AND INJUNCTION	LEW	0.4	120.00
04-15-05	LEGAL RESEARCH REGARDING ANCILLARY RECEIVERSHIP PROCEEDINGS IN NEVADA AND UTAH	LLG	3.4	765.00
04-15-05	ATTEND HEARING; OFFICE CONFERENCES WITH LAWRENCE E. WILK AND ARIZONA CORPORATION COMMISSION REGARDING STRATEGY	JPI	2.1	399.00
04-18-05	MEET WITH JIM SELL REGARDING LAS VEGAS ISSUES; CONNECTICUT AND NEWPORT BEACH PROPERTIES	LEW	1.1	330.00
04-18-05	NO CHARGE TELEPHONE CALL TO MIKE SALCIDO	LEW	0.1	0.00
04-18-05	TELEPHONE CALL TO JEFF SIMMONS REGARDING (INVESTOR KNIGHT) STATUS AND UPDATE	LEW	0.4	120.00
04-18-05	TELEPHONE CALL FROM WENDY COY REGARDING UPDATE ON ISSUES (LAS VEGAS PRESS RELEASE AND DISBURSAL OF FUNDS)	LEW	0.4	120.00
04-18-05	TELEPHONE CALL TO WILLIAM			

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Date	Description of Services	Atty	Hours	Amount
04-18-05	BROOKS AT NASD REGARDING FIRST ATLANTA TELEPHONE CALL TO NANCY RICHMOND REGARDING MENOLD CLAIM AGAINST TITLE COMPANY	LEW	0.3	90.00
04-18-05	TELEPHONE CALL FROM MIKE SALCIDO REGARDING FOLLOW UP ON MATHON V. TRAFFIC TECHNOLOGIES	LEW	0.3	90.00
04-18-05	LETTER TO JIM SELL REGARDING PRELIMINARY HEARING TRIAL	LEW	0.3	90.00
04-18-05	TELEPHONE CALL TO JIM SELL REGARDING NASD ISSUE AND CONNECTICUT ISSUE	LEW	0.3	90.00
04-18-05	FOLLOW UP WITH STEVE MAHAFFY REGARDING STATUS OF RECEIVERSHIP AND STIPULATION TO CONTINUE WEALTH PARTNER'S HEARING	LEW	0.4	120.00
04-18-05	LETTER TO MIKE SALCIDO REGARDING TRAFFIC TECHNOLOGIES PENDING LITIGATION	LEW	0.4	120.00
04-18-05	FOLLOW UP LETTER TO STEVE MAHAFFY	LEW	0.3	90.00
04-18-05	ADDITIONAL LEGAL RESEARCH AND PREPARE MEMORANDUM REGARDING APPOINTMENT OF ANCILLARY CONSERVATORS IN UTAH AND NEVADA	LLG	1.8	405.00
04-19-05	TELEPHONE CALL FROM JIM NOWAK REGARDING FOLLOW UP ON BALTIMORE PROPERTY	LEW	0.3	90.00
04-19-05	NO CHARGE TELEPHONE CALL TO JONATHAN BOWMAN	LEW	0.1	0.00
04-19-05	DRAFT LETTER TO INVESTORS	LEW	0.9	270.00
04-19-05	TELEPHONE CALL FROM DON FLETCHER REGARDING FOLLOW UP ON STATUS FOR HIS CLIENT			

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Date	Description of Services	Atty	Hours	Amount
04-19-05	WADSWORTH TELEPHONE CALL FROM RON MADSON REGARDING DISCUSSION OF UTAH LITIGATION AND OPEN EXTENSION TO FILE ANSWER	LEW	0.4	120.00
04-19-05	LETTER TO RON MADSON REGARDING OPEN EXTENSION IN UTAH LITIGATION	LEW	0.4	120.00
04-19-05	TELEPHONE CALL FROM DARYL BETHEA REGARDING CLOSING ON FINCHER PROPERTY	LEW	0.4	120.00
04-20-05	MEETING WITH ED SAVAGE TO REVIEW ALL DEFAULTED LOANS AND WORKOUTS	LEW	0.3	90.00
04-20-05	TELEPHONE CALL FROM KEITH BEAUCHAMP AND TELEPHONE CALL TO JONATHAN P. IBSEN REGARDING DISCOVERY ISSUES; RESOLVE DISCOVERY ISSUES WITH KEITH BEAUCHAMP AND AMY WILKINS REGARDING TELEPHONE CALL	LEW	3.0	900.00
04-20-05	FOLLOW UP WITH GERALD SHELLEY REGARDING CREDITOR'S COMMITTEE	LEW	1.1	330.00
04-21-05	TRAVEL TO/FROM MATHON OFFICES; CONFERENCES WITH LEWIS & ROCA REGARDING DOCUMENT PRODUCTION; OFFICE CONFERENCES WITH LAWRENCE E. WILK REGARDING SAME; OFFICE CONFERENCES WITH BRIAN SELL; OFFICE CONFERENCES WITH JIM SELL AND LAWRENCE E. WILK REGARDING STATUS; TELEPHONE CONFERENCES WITH REPRODUCTION COMPANY REGARDING DOCUMENTS	LEW	0.4	120.00
04-21-05	LETTER TO MATTHEW HESS	JPI	8.5	1,615.00

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Date	Description of Services	Atty	Hours	Amount
	REGARDING MEETING WITH ED STANDAGE ON STANSBURY DEAL	LEW	0.4	120.00
04-21-05	MEET WITH JIM SELL REGARDING ADMINISTRATIVE ISSUES	LEW	1.0	300.00
04-21-05	PREPARE AND MEET WITH JIM SELL AND JIM GLAUSER REGARDING INVESTMENTS	LEW	3.1	930.00
04-21-05	TELEPHONE CALL FROM DON FLETCHER REGARDING COMMITTEE MEETING	LEW	0.3	90.00
04-21-05	MEET WITH AMY WILKINS AND FOLLOW UP WITH KEITH BEAUCHAMP RE: SPA RESERVE DEAL	LEW	0.6	180.00
04-21-05	MEET WITH AMY WILKINS AND PARALEGAL REGARDING DISCOVERY DOCUMENTS	LEW	0.9	270.00
04-21-05	TELEPHONE CALL TO GERALD SHELLEY REGARDING INVESTORS COMMITTEE STATUS	LEW	0.3	90.00
04-21-05	NO CHARGE TELEPHONE CALL TO DON FLETCHER	LEW	0.1	0.00
04-21-05	MEET WITH TIM ABRAHAM REGARDING FURTHER INVOLVEMENT AS CONSULTANT FOR SLADE AND WILLIAMS	LEW	0.6	180.00
04-21-05	NO CHARGE TELEPHONE CALL TO JUSTIN ROYLANCE REGARDING CRE AGREEMENT	LEW	0.1	0.00
04-21-05	FOLLOW UP ON FUNDS FROM CONNECTICUT SALE	LEW	0.4	120.00
04-22-05	TELEPHONE CALL FROM JIM HICKLEY REGARDING COPIES FOR DISCOVERY	LEW	0.2	60.00
04-22-05	TELEPHONE CALL TO ED STANDAGE REGARDING FOLLOW UP ON DEAL IN UTAH	LEW	0.3	90.00
04-22-05	MEETING WITH ROSS FARNSWORTH AND JIM SELL; MEET WITH JIM			

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Date	Description of Services	Atty	Hours	Amount
	SELL AND LOIS REGARDING DISCUSSION OF LOAN PAYOFF ISSUES; FOLLOW UP WITH ROBYN BURGESS AND FATCO REGARDING DEED IN LIEU; TELEPHONE CALL TO WES AT TERA TITLE REGARDING CLOSING ISSUES	LEW	5.8	1,740.00
04-25-05	TELEPHONE CALL TO WES AT FATCO REGARDING CLOSING IN SAINT GEORGE	LEW	0.2	60.00
04-25-05	NO CHARGE TELEPHONE CALL TO WENDY COY	LEW	0.1	0.00
04-25-05	FOLLOW UP WITH JANET REGARDING GETTING COURT DATE FOR EMERGENCY MOTION	LEW	0.3	90.00
04-25-05	TELEPHONE CALL TO RAY PETERSON REGARDING FOLLOW UP ON SALE OF SAINT GEORGE PROPERTY (TWO DIFFERENT OFFERS)	LEW	0.4	120.00
04-25-05	TELEPHONE CALL FROM LUKE GODFREY REGARDING COMMISSION AND CLOSING	LEW	0.3	90.00
04-25-05	TELEPHONE CALL FROM WES JENSEN REGARDING TITLE COMPANY ISSUES	LEW	0.3	90.00
04-25-05	MEETING WITH ED STANDAGE REGARDING SAINT GEORGE PROPERTY	LEW	0.5	150.00
04-25-05	TELEPHONE CALL FROM JEFFREY WARD REGARDING PETERSON'S LAWYER ON PAYMENT OF \$150,000	LEW	0.3	90.00
04-25-05	TELEPHONE CALL TO JIM SELL REGARDING FOLLOW UP ON SAINT GEORGE PROPERTY AND MAILING LIST	LEW	0.3	90.00
04-25-05	NO CHARGE TELEPHONE CALL TO GERALD SHELLEY	LEW	0.1	0.00

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Date	Description of Services	Atty	Hours	Amount
04-25-05	DRAFT MOTION TO APPROVE DEED IN LIEU AND SUBSEQUENT SALE	LEW	1.2	360.00
04-25-05	TELEPHONE CALL FROM WES JENSEN REGARDING DEED IN LIEU ISSUES	LEW	0.2	60.00
04-25-05	TELEPHONE CALL FROM GERALD SHELLEY REGARDING REPRESENTATION OF COMMITTEE	LEW	0.3	90.00
04-25-05	REVISE MOTION REGARDING RESERVE SPA	LEW	0.5	150.00
04-25-05	TELEPHONE CALL FROM JIM DEVANEY REGARDING SALE OF BALTIMORE PROPERTY	LEW	0.3	90.00
04-25-05	LETTER TO KEITH BEAUCHAMP REGARDING WORLD SPORTS AND MAILING LIST	LEW	0.4	120.00
04-25-05	LETTER TO JEFF WARD REGARDING ORDER	LEW	0.4	120.00
04-25-05	TELEPHONE CALL TO JUSTIN ROYLANCE REGARDING CRE COMMISSION	LEW	0.3	90.00
04-25-05	TELEPHONE CALL FROM DARYL BETHEA REGARDING FOLLOW UP ON HIS LOAN TRANSACTION	LEW	0.3	90.00
04-25-05	REVIEW EAST MESA TRIBUNE 4/24 ARTICLE	LEW	0.2	60.00
04-25-05	TELEPHONE CALL TO LUKE GODFREY REGARDING FOLLOW UP ON CLOSING AND PETERSON CLOUD ON TITLE	LEW	0.3	90.00
04-25-05	CONFERENCE WITH WENDY COY, AMY WILKINS, AND COURT REGARDING MOTION TO COMPROMISE AND UTAH ISSUES; FOLLOW UP ON CLOSING	LEW	1.1	330.00
04-25-05	PREPARATION OF CORRESPONDENCE REGARDING RELEASE OF CERTAIN ACCOUNTS; TELEPHONE CONFERENCE WITH			

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

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RE: MATHON

I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
04-26-05	BRIAN SELL REGARDING SAME; OFFICE CONFERENCE WITH LAWRENCE E. WILK AND JIM SELL REGARDING SAME	JPI	0.6	114.00
04-26-05	TELEPHONE CALL FROM JEFF WARD REGARDING RAY PETERSON CLAIM OF INTEREST	LEW	0.3	90.00
04-26-05	MEETING WITH JIM SELL AND BILL SPRAGUE REGARDING AMERICAN ASTRONAMICS DEFAULTING LOAN	LEW	2.1	630.00
04-26-05	MEET WITH DUANE SLADE AND JIM SELL REGARDING KEVIN SMITH CORRESPONDENCE AND FOLLOW UP CONFERENCE CALL WITH ROSS MCDONALD	LEW	1.0	300.00
04-26-05	FOLLOW UP WITH GERALD SHELLEY, DON FLETCHER, STEVE MAHAFFEY AND JOHN DEWULF REGARDING ORDER ON SAINT GEORGE, UTAH	LEW	1.1	330.00
04-26-05	TELEPHONE CALL TO WES JENSON REGARDING STATUS OF CLOSING (LOBO EXCAVATING) TELEPHONE CALL FROM TERRY DAKE REGARDING PREFERENCE ACTION; LETTER TO TERRY DAKE REGARDING TENTATIVE AGREEMENT; REVIEW COMPLAINT	LEW	0.3	90.00
04-26-05	REVIEW COMPLAINT OF PEOPLE'S STATE BANK AND LETTER TO KEN ELAND	LEW	1.0	300.00
04-26-05	E-MAIL FROM WENDY COY REGARDING WELLS FARGO RELEASE LETTER; FOLLOW-UP TELEPHONE CONFERENCE WITH WENDY COY REGARDING SAME AND REGARDING NEED FOR EMPLOYER ID NUMBERS; TELEPHONE	LEW	0.9	270.00

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

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RE: MATHON

I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
	CONFERENCE WITH BRIAN SELL REGARDING EMPLOYER ID NUMBERS; OFFICE CONFERENCE WITH LAWRENCE E. WILK REGARDING STIP AND ORDER FOR UTAH PROPERTY; PREPARATION OF SAME; FOLLOW-UP TELEPHONE CONFERENCES WITH LAWRENCE E. WILK REGARDING SAME; REVISE SAME; TELEPHONE CONFERENCE WITH WENDY COY REGARDING SAME; TELEPHONE CONFERENCES WITH AMY WILKINS REGARDING SAME AND PROPOSED REVISIONS; TELEPHONE CONFERENCES WITH COURT REGARDING SAME; OFFICE CONFERENCES WITH JANET REGARDING SAME; FOLLOW-UP TELEPHONE CONFERENCE WITH LAWRENCE E. WILK REGARDING SAME	JPI	5.5	1,045.00
04-27-05	ANALYSIS REGARDING AERONAUTICS NEGOTIATIONS	GJJ	0.4	120.00
04-27-05	RESEARCH ARIZONA CORPORATION COMMISSION RECORDS, RECORDERS' RECORDS AND UCC FILINGS FOR CHALICE 7, L.L.C. AND ANY RELATED ENTITIES	MEK	0.8	108.00
04-27-05	TELEPHONE CALL TO ROBYNNE BURGESS REGARDING CLOSING - WARRANTY DEED	LEW	0.3	90.00
04-27-05	(SLADE CONSTRUCTION) TELEPHONE CALL TO ROB JARVIS REGARDING DISMISSAL WITHOUT PREJUDICE; FOLLOW UP WITH WENDY COX REGARDING STIPULATION TO DISMISS WITHOUT PREJUDICE	LEW	0.5	150.00

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

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RE: MATHON

I.D. 11719-00001 LEW

Date	Description of Services	Atty	Hours	Amount
04-27-05	NO CHARGE TELEPHONE CALL TO DON FLETCHER	LEW	0.1	0.00
04-27-05	MEET WITH JIM SELL REGARDING CLOSING OF SAINT GEORGE PROPERTY AND FOLLOW UP WITH WES JENSEN	LEW	0.5	150.00
04-27-05	LETTER TO KEITH BEAUCHAMP REGARDING DUANE'S AUTHORIZATION	LEW	0.4	120.00
04-27-05	DRAFT STIPULATION AND ORDER AND LETTERS TO WENDY COY AND ROB JARVIS	LEW	0.8	240.00
04-27-05	TELEPHONE CALL TO WES JENSEN REGARDING WIRING INSTRUCTIONS	LEW	0.3	90.00
04-28-05	RESEARCH RECORDER'S RECORDS REGARDING CHALICE AND WFS; MEMO TO LAWRENCE E. WILK	MEK	1.3	175.50
04-29-05	REVIEW POSTS ON VRI WEBSITE REGARDING INFORMATION FOR SUBPOENA; REVIEW ARIZONA RULES OF CIVIL PROCEDURE 30(B)(6) REGARDING SAME; PREPARATION OF SUBPOENA TO VRI	JPI	3.7	703.00
04-29-05	FOLLOW UP WITH JIM SELL REGARDING MEETING WITH DUANE REGARDING ACCESS	LEW	0.3	90.00
04-29-05	TELEPHONE CALL TO KEITH BEAUCHAMP REGARDING RESPONSE TO LETTERS ABOUT AUTHORITY	LEW	0.3	90.00
04-29-05	TELEPHONE CALL FROM WES JENSEN REGARDING PETERSON ISSUE	LEW	0.3	90.00
04-29-05	NO CHARGE FOLLOW UP WITH ED STANDAGE	LEW	0.1	0.00
04-29-05	FOLLOW UP WITH WENDY COY REGARDING STATE ACCESS TO DOCUMENTS	LEW	0.3	90.00



# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104235

Client Name JAMES C. SELL, RECEIVER

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RE: MATHON

I.D. 11719-00001 LEW

Date	Disbursement Description	Amount
04-30-05	PROCESS SERVICE; SPECIAL PICKUP AND SERVE; WAIT TIME 1 1/2 HOUR; HAWKINS & CAMPBELL	97.50
04-30-05	PROCESS SERVICE; SPECIAL PICKUP AND SERVE; WAIT TIME 1 1/2 HOUR; HAWKINS & CAMPBELL	97.50
04-30-05	PROCESS SERVICE; SPECIAL PICKUP AND SERVE; WAIT TIME 1 1/2 HOUR; HAWKINS & CAMPBELL	97.50
04-30-05	PROCESS SERVICE; SPECIAL PICKUP AND SERVE; WAIT TIME 1 1/2 HOUR; HAWKINS & CAMPBELL	97.50
04-30-05	PROCESS SERVICE; SPECIAL PICKUP AND SERVE; WAIT TIME 1 1/2 HOUR; HAWKINS & CAMPBELL	97.50
04-30-05	COURT REQUEST / PICKUP; FILE AT MARICOPA COUNTY SUPERIOR COURT; DELIVER TO JUDGE SCHNEIDER; WAIT FOR SIGNATURE; GET CERTIFIED COPY; RETURN TO CLIENT; HAWKINS & CAMPBELL	19.00
04-30-05	MISCELLANEOUS; ADVANCE & FEE FOR RECORDING ORDER APPOINTING RCVR; CHECK #604110; HAWKINS & CAMPBELL	2.00
04-30-05	MISCELLANEOUS; ADVANCE & FEE FOR FILING ORDER WITH SUPERIOR; CHECK #605205; HAWKINS & CAMPBELL	59.40
	PHOTOCOPIES	203.72
	CLERICAL OVERTIME	382.03
	FAX CHARGES	229.00
	LONG DISTANCE	3.00
	POSTAGE	21.36
	WESTLAW RESEARCH	149.90
	Total Disbursements	\$ 3,471.69



**Jaburg & Wilk, P.C.**  
ATTORNEYS AT LAW

3200 N. Central Ave. Suite 2000  
Phoenix, AZ 85012  
Tel 602/248-1000 ♦ Fax 602/248-0522  
Tax ID: 86-0487815

*Invoice*

May 10, 2005

JAMES C. SELL, RECEIVER  
2222 E. CAMELBACK ROAD  
#110  
PHOENIX, AZ 85016

INVOICE 104236

RE: MATHON/LAS VEGAS RESORT DEVELOPMENT  
I.D. 11719-00002 LEW

For Services Rendered Through April 30, 2005

Current Fees		180.00		
Total Due			\$	180.00
Timekeeper	Hours	Rate/Hour		Amount
LAWRENCE E. WILK	0.6	\$ 300.00	\$	180.00

*E-MAIL INVOICING – Jaburg & Wilk can now send invoices to you electronically. If you are interested in taking advantage of this convenience, please e-mail your Client I.D. to [erv@jaburgwilk.com](mailto:erv@jaburgwilk.com). If you would like your bills sent to an e-mail address other than the one your response will originate from, please provide that address. Thank you!*

Due and Payable on or before **May 25<sup>th</sup> 2005** – Please make checks payable to Jaburg & Wilk, P.C.  
Amounts unpaid after 30 days are subject to a 1.5% monthly service charge.



**Jaburg & Wilk, P.C.**  
ATTORNEYS AT LAW

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Phoenix, AZ 85012  
Tel 602/248-1000 ♦ Fax 602/248-0522  
Tax ID: 86-0487815

*Invoice*

May 10, 2005

JAMES C. SELL, RECEIVER  
2222 E. CAMELBACK ROAD  
#110  
PHOENIX, AZ 85016

INVOICE 104237

RE: MATHON/ASHLAND-BIDDLE  
I.D. 11719-00003 LEW

For Services Rendered Through April 30, 2005

Current Fees				180.00
Total Due			\$	180.00
Timekeeper	Hours	Rate/Hour		Amount
LAWRENCE E. WILK	0.1	\$ 0.00	\$	0.00
LAWRENCE E. WILK	0.6	\$ 300.00	\$	180.00

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Due and Payable on or before **May 25<sup>th</sup> 2005** – Please make checks payable to Jaburg & Wilk, P.C.  
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# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104237

Client Name JAMES C. SELL, RECEIVER

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RE: MATHON/ASHLAND-BIDDLE  
I.D. 11719-00003 LEW

Date	Description of Services	Atty	Hours	Amount
04-27-05	NO CHARGE TELEPHONE CALL TO JAMES NOWAK	LEW	0.1	0.00
04-27-05	FOLLOW UP WITH ED STANDAGE AND JIM SELL REGARDING STATUS	LEW	0.3	90.00
04-27-05	REVIEW FILINGS REGARDING FORECLOSURE	LEW	0.3	90.00
				-----
		Total Fees	\$	180.00

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104238

Client Name JAMES C. SELL, RECEIVER

Page 2

RE: MATHON / AZ CORP. COMMISSION  
I.D. 11719-00005 LEW

Date	Disbursement Description	Amount
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON BANK OF AMERICA 4343 E BROADWAY RD, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	121.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON CHARLES SCHWAB & COMPANY, INC, 3225 N CENTRAL AVE, #1601, PHOENIX, ARIZONA; SPECIAL HANDLING; HAWKINS & CAMPBELL	71.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON CHARLES SCHWAB GLOBAL SERVICES CORPORATION; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	87.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON MESA BANK, 63 E MAIN ST, SUITE 100, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	111.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON MORGAN STANLEY DW INC, 1640 S STAPLEY DR, SUITE 237, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	107.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON NORTHERN TRUST BANK N.A.; 1525 S GREENFIELD RD, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	125.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON WELLS FARGO BANK OF ARIZONA, 121 S POWER RD, MESA, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	127.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON BANK OF AMERICA 201 E WASHINGTON ST, PHOENIX, ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	87.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON COMPASS BANK 2850 E CAMELBACK RD, SUITE 140, PHOENIX ARIZONA; MILEAGE; SPECIAL HANDLING; HAWKINS & CAMPBELL	87.00
04-30-05	PROCESS SERVICE; SERVICE OF LETTER AND ORDER UPON COMPASS BANK 2850 E CAMELBACK RD, SUITE 190, PHOENIX, ARIZONA; SPECIAL HANDLING; HAWKINS & CAMPBELL	71.00

# Jaburg & Wilk, P.C.

May 10, 2005

Invoice Number 104236

Client Name JAMES C. SELL, RECEIVER

Page 2

RE: MATHON/LAS VEGAS RESORT DEVELOPMENT  
I.D. 11719-00002 LEW

Date	Description of Services	Atty	Hours	Amount
04-26-05	REVIEW LETTER TO BRIDGEMAN AND SELL FROM KEVIN SMITH AND DRAFT RESPONSES	LEW	0.6	180.00
				-----
		Total Fees	\$	180.00



**Jaburg & Wilk, P.C.**  
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Tax ID: 86-0487815

## *Invoice*

---

May 10, 2005

JAMES C. SELL, RECEIVER  
2222 E. CAMELBACK ROAD  
#110  
PHOENIX, AZ 85016

INVOICE 104238

RE: MATHON / AZ CORP. COMMISSION  
I.D. 11719-00005 LEW

For Services Rendered Through April 30, 2005

Current Disbursements	1,358.00	
Total Due		\$ 1,358.00

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[erv@jaburgwilk.com](mailto:erv@jaburgwilk.com). If you would like your bills sent to an e-mail address other than the one your  
response will originate from, please provide that address. Thank you!*

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Due and Payable on or before **May 25<sup>th</sup> 2005** – Please make checks payable to Jaburg & Wilk, P.C.  
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