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3 80 East Columbus Avenue
4 Phoenix, Arizona 85012-2334
5 (602) 264-4965
6 e-mail michael@mcarmellaw.com
7 *Attorney for the Debtors*

8 Lawrence E. Wilk, #006510
9 Jonathan P. Ibsen, #023284
10 **JABURG & WILK, P.C.**
11 3200 North Central Avenue, Suite 2000
12 Phoenix, Arizona 85012
13 (602) 248-1000
14 e-mail lew@jaburgwilk.com
15 *Special Counsel to the Debtors*

16 UNITED STATES BANKRUPTCY COURT
17 DISTRICT OF ARIZONA

18 In re:
19 MATHON FUND, L.L.C., et al,
20 Debtors.

Chapter 11 Proceedings

Case No: 05-27993 PHX GBN

**(Jointly Administered with Case Nos.
05-27994 PHX-SSC and
05-27995 PHX- JMM)**

21 THIS FILING APPLIES TO:

- 22 ALL DEBTORS
23 SPECIFIED DEBTORS

**APPLICATION TO EMPLOY
BROWNSTEIN HYATT & FARBER,
P.C. AS SPECIAL COUNSEL**

24 The Debtors, through counsel of record undersigned, hereby submit the following
25 Application to employ Eric R. Burris, Esq., ("Burris") and Brownstein Hyatt & Farber, P.C. (the
26 "Firm") pursuant to 11 U.S.C. § 327(a), and Rule 2014 of the Federal Rules of Bankruptcy
27 Procedure, *nunc pro tunc*, to the filing of these bankruptcy cases:

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

On April 5, 2005, this Court issued its Order appointing James C. Sell Receiver for the
approximately 30 entities named in the Receivership complaint.

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

Pursuant to an Order entered in the State Court proceeding on October 25, 2005, that Court authorized the filing of Bankruptcy for three Conservatorship Entities: Mathon Fund I, LLC, Mathon Fund, LLC and W.S.F. – World Sports Fans, LLC.

In compliance therewith, these Bankruptcy Cases were commenced on November 13, 2005. Included within the Schedules filed in connection with the W.S.F. Case, was real property belonging to the Debtors and located in New Mexico (the “Property”).

On January 12, 2006, this Court entered an Order allowing for the Joint Administration of the above referenced bankruptcy estates. This Motion is filed in the Mathon Fund LLC jointly administered case in accordance with the Court’s prior Joint Administration Order.

Thereafter, Raven II Holdings, LLC (“Raven”) and its members made claims to the Property. Although advised of these Bankruptcy Cases and the fact that the Property was property of these Bankruptcy Estates, Raven attempted to sell the Property without first obtaining an Order of Relief from Stay from this Court. The Debtors then advised Raven and Quest Title Company of their willful violation of 11 U.S.C. § 362 and demanded that no funds from the sale be disbursed absent an order of this Court.

Again, rather than seek the appropriate relief in this Court, on or about April 25, 2006, Raven filed an action in State Court in New Mexico to obtain the funds (the “New Mexico Action”). Such action necessitated the filing of a Notice of Removal to the United States Bankruptcy Court, District of New Mexico, which was performed by the Firm for the Debtors based upon the need to file it so as to protect the rights of these Debtors’ Estates.

Neither Burris nor the Firm has performed any other services for the Debtors other than relating to the Removal.

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SUITE 2000
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The Debtors now require the services of the Firm to act as Special Counsel in New Mexico to, *inter alia*, represent the Debtors in connection with Raven’s Motion to Remand, and in connection with seeking the transfer of the action to this Court.

Consequently, the Debtors now seek to employ the Firm, *nunc pro tunc*, to the commencement of the New Mexico Action.

Other than in regard to their services in connection with the removal of the New Mexico Action, neither Burris nor the Firm are a creditor of these Debtors Estates, nor do they hold or represent any interest adverse to the Debtors Estates, as set forth in Burris’ Affidavit in Support of this Application annexed hereto as Exhibit “A.”

Burris and the Firm will charge their normal hourly rates for this engagement, plus expenses. Such rates are as follows:

Partner:	\$245.00 - \$750.00
Associate	\$160.00 - \$275.00
Administrative	\$65.00 – 155.00

Accordingly, Burris and the Firm satisfy the statutory requirements to serve as a professional pursuant to 11 U.S.C. § 327.

WHEREFORE, the Debtors request that they be authorized to employ and appoint Mr. Burris and the Firm.

DATED this 30th day of June, 2006.

JABURG & WILK, P.C.

/s/ 006510

Lawrence E. Wilk
Jonathan P. Ibsen
Special Counsel for Debtor in Possession

1 COPY of the foregoing mailed
2 This 30th day of June, 2006.

3 Michael W. Carmel 80 E. Columbus Ave. Phoenix, AZ 85012-4965 4 <i>Counsel for Debtor</i>	OFFICE OF THE U.S. TRUSTEE 230 N. 1 st Avenue, Suite 204 Phoenix, AZ 85003-1725 <i>U.S. Trustee</i>
5 Keith L. Beauchamp, Esq. Bret A. Maidman, Esq. 6 LEWIS & ROCA, LLP 40 N. Central Avenue, Suite 1900 7 Phoenix, AZ 85004-4429 8 <i>Attorney for Duane Slade and Guy Williams</i>	Wendy L. Coy, Esq. ARIZONA CORPORATION COMMISSION, SECURITIES DIVISION 1300 West Washington, 3 rd Floor Phoenix, Arizona 85007 <i>Counsel for Arizona Corporation Commission</i>
9 Robert A. Shull, Esq. MARISCAL, WEEKS, MCINTYRE & FRIEDLANDER, P.A. 10 2901 N. Central Avenue, Suite 200 Phoenix, AZ 85012-2705 11 <i>Attorney for Scott Johnson & Ross Farnsworth, Jr.</i>	Taylor Ashworth Alan A. Meda STINSON, MORRISON & HECKER, LLP 1850 N. Central Avenue, Suite 2100 Phoenix, Arizona 85004-4584 <i>Attorneys for the Official Creditor's Committee</i>
12 Merwin D. Grant, Esq. GRANT & VAUGHN, PC 13 6225 N. 24 th Street, Suite 125 Phoenix, Arizona 85016 14 <i>Attorney for Dr. Glauser, Larry Pew & Rich Stewart</i>	SCHEER & IMFELD, LLP 100 Smith Ranch Road, Suite 306 San Rafael, CA 94903
15 Charles L. Firestein, P.C. CHARLES L. FIRESTEIN, P.C. 16 1300 E. Missouri Avenue, Suite D-200 Phoenix, AZ 85014 17	Robert B. Lochhead PARR WADDOUPS BROWN GEE & LOVELESS 185 S. State Street, Suite 1300 Salt Lake City, UT 84111 <i>Attorney for O & A Development</i>
18 Barry Bursley BURSLEY & ASSOCIATES, P.C. 19 3561 E. Sunrise Drive, Suite 225 Tucson, AZ 85718 20 <i>Attorney for R&A CPAs</i>	James C. Sell 2222 E. Camelback Road, #110 Phoenix, Arizona 85016 <i>Court Appointed Receiver</i>

21 /s/Janet Forster
22 _____
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JABURG & WILK, P.C.
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SUITE 2000
PHOENIX, ARIZONA 85012

Exhibit "A"

JABURG & WILK, P.C.
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PHOENIX, ARIZONA 85012

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15 *Special Counsel for Debtor*

11 UNITED STATES BANKRUPTCY COURT
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05-27995 PHX- JMM)

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- 17 ALL DEBTORS
18 SPECIFIED DEBTORS

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21 STATE OF NEW MEXICO)
22) ss.
23 County of BERNALILLO)

24 I, Eric R. Burris, being first duly sworn upon my oath depose and say:

25 1. I am an attorney at law duly admitted to practice in the State of New Mexico

26 2. I maintain an office for the practice of law at 201 Third NW, Suite 1700,
Albuquerque, NM 87102;

27 3. I am a shareholder/partner of the law firm of Brownstein Hyatt & Farber, P.C. a
28 professional corporation made up of the following lawyers:

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Steven E. Abelman	Heather A. Kirby
Adam J. Agron	Holly S. Kirsner
Nicole R. Ament	Susan P. Klopman
Jeanine M. Anderson	Jeffrey M. Knetsch
Edward N. Barad	Peter J. Korneffel Jr.
Richard P. Barkley	Elizabeth L. Kunkle
Mark T. Barnes	Mark F. Leonard
Martha F. Bauer	Sarah S. Lindholm
Perry E. Bendicksen III	James S. Lochhead
Amy L. Benson	Andrew W. Loewi
Gregory W. Berger	Rikard D. Lundberg
Meghan Frei Berglind	Meghan W. Martinez
Timothy R. Beyer	Mark J. Mathews
Amy E. Brimah	Michelle Z. McDonald
Norman Brownstein	Michael R. McGinnis
David P. Buchholtz	Lynda A. McNeive
Eric R. Burris	Andrew L. Meyers
Christopher J. Castilian	Alfred E. Mottur
David S. Chipman	Jan Everhart Newman
Robert P. Coyne	Christina Nida
Kevin A. Cudney	Kirsten N. Omer
Susan O. Cunningham	Mark M. Oveson
Makan Delrahim	Bonnie J. Paisley
Steven C. Demby	Michael J. Pankow
Adam T. DeVoe	Christopher M. Parent
Marc C. Diamant	Elizabeth Dickson Paulsen
Tal Diamant	James A. Pinto
Amy J. Diaz	Bruce L. Plotkin
Eduardo A. Duffy	Howard J. Pollack
Jennifer Eiteljorg	David D. Powell, Jr.
Andrew C. Elliott	Jonathan G. Pray
Steven W. Farber	Gary M. Reiff
Hubert A. Farbes Jr.	Christopher D. Reiss
Wayne F. Forman	Noelle Riccardella
Lea Ann T. Fowler	Kathryn R. Rothman
Bret A. Fox	Amy H. Ruhl
Carey R. Gagnon	Josephine Ellen Sandler
Catherine C. Gale	Lauren E. Schmidt
Daniel J. Garfield	Bryan M. Schwartz
Stanley L. Garnett	Steven O. Sims
Brian H. Gentner	Steven M. Sommers
Michael A. Gheleta	David M. Spaulding
Neil M. Goff	Nancy A. Strelau
Patricia L. Gruber	Jill K. Sweeney
Kyle M. Hall	Jennifer S. Taff
John A. Helfrich	Elizabeth Hastings Taylor
Michelle Henrie	Ana Lazo Tenzer
Thomas H. Hudson	V. Bruce Thompson
Lynne M. Hufnagel	Margaux Trammell
Carl H. Hutchins	Ted J. Trimpa
Aaron M. Hyatt	Gregory A. Vallin
Rebecca B. Jackson	Henri S. Vanderhage
Bruce A. James	Eric M. Vinton
Marybeth K. Jones	E. Tim Walker

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Benjamin A. Kahn Michelle C. Kales Suzanne R. Kalutkiewicz Annie T. Kao Robert Kaufmann Matthew J "Mike" Kavanagh Jacquelyn Kilmer Michael W. King	Steven W. Wall Jason B. Wesoky Carolynne C. White Joshua J. Widoff Victoria O. Williams Ashley B. Wingfield Mark W. Yoder Christopher C. Zenisek Eric J. Zinn
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Attached to this Affidavit as Exhibit A is a listing of the range of hourly rates for billing professionals who may be asked to work on this matter.

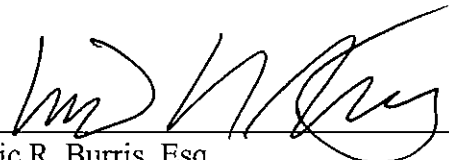
4. None of the members of the firm, nor the firm itself, has any connection with the Debtor, its creditors, the United States Trustee or any other party in interest herein, or their respective attorneys except as set forth herein;

5. That no agreement or understanding exists between the Affiant and any other person for division of compensation, except other members of the professional corporation/partnership.

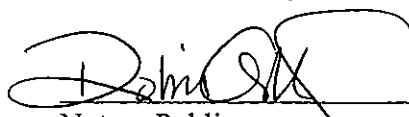
6. Eric R. Burris nor Brownstein Hyatt & Farber, P.C., represents no interests or entities adverse to the Debtor's.

FURTHER AFFIANT SAYETH NAUGHT.

DATED this 15th day of June, 2006.


Eric R. Burris, Esq.

SUBSCRIBED AND SWORN to before me this 15th day of June, 2006.


Notary Public

My Commission expires: 3-5-08

Brownstein | Hyatt | Farber

201 Third Street N.W.
Suite 1700
Albuquerque, New Mexico 87102
bhf-law.com

The following is a list of the current billing rates for the firm:

Shareholders:	\$245.00 - \$750.00
Associates:	\$160.00 - \$275.00
Paralegals:	\$65.00 - \$155.00

EXHIBIT A

Brownstein Hyatt & Farber, P.C.
Albuquerque, New Mexico T 505.244.0770 F 505.244.9266
Denver, Colorado T 303.223.1100 F 303.223.1111
Washington, D.C. T 202.296.7353 F 202.296.7009