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7 *Attorney for the Debtors*

8 Lawrence E. Wilk, #006510
9 Jonathan P. Ibsen, #023284
10 **JABURG & WILK, P.C.**
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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
FRANCOMANO & KARPOOK, P.A.
AS SPECIAL COUNSEL**

24 The Debtors, through counsel of record undersigned, hereby submit the following
25 Application to employ John Francomano, Esq., ("Francomano") and Francomano & Karpook,
26 P.A. (the "Firm") pursuant to 11 U.S.C. § 327(a), and Rule 2014 of the Federal Rules of
27 Bankruptcy 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.

1 Thereafter, the Receiver took possession of the Receivership Assets. In connection
2 therewith, the Receiver required the services of various professionals – including Francomano &
3 Karpook, to assist as Local Counsel for the Debtor in Baltimore, Maryland.

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

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

11 In compliance therewith, these Bankruptcy Cases were commenced on November 13,
12 2005. Included within the Schedules filed in connection with the Mathon Fund I, Case, was real
13 property belonging to the Debtors and located in Baltimore, Maryland (the “Property”).

14 Thereafter, the Firm continued to provide its services to the Receivership Estate, which
15 necessarily included his also providing such services to the Debtors.

16 Although the Debtors sought the employment of various professionals, through an
17 oversight due in part to the fact that the Firm had been retained by the Receivership Estate, the
18 Debtors failed to seek such appointment for Francomano or the Firm.

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

22 Neither Francomano nor the Firm has performed any other services for the Debtors other
23 than relating to acting as Local Counsel in Maryland.

24 The Debtors now require the services of the Firm to act as Special Counsel in Maryland.

25 Consequently, the Debtors now seek to employ the Firm, *nunc pro tunc*, to
26 commencement of the Bankruptcy Cases.

27 Other than in regard to their aforementioned services, neither Francomano nor the Firm
28 are a creditor of these Debtors Estates, nor do they hold or represent any interest adverse to the

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Debtors Estates, as set forth in Francomano's Affidavit in Support of this Application annexed hereto as Exhibit "A."

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

Partner:	\$250.00
Associate	\$250.00
Administrative	\$ N/A

Accordingly, Francomano 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. Francomano and the Firm, *nunc pro tunc*, to the commencement of these Bankruptcy Cases .

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.
ATTORNEYS AT LAW
3200 NORTH CENTRAL AVENUE
SUITE 2000
PHOENIX, ARIZONA 85012

Exhibit "1"

Newman Family Trust
Jan Newman
245 E Hudson Lane
Elk Ridge, UT 84651

Randall Skidmore
1550 N. 40th Street, #3
Mesa, AZ 85205

4-Sight Integrated, LLC
Karl Hiatt
3418 E. Encanto
Mesa, AZ 85213

Alan Archibald Limited
Alan Archibald
20 N. Main Street, Suite 312
St. George, UT 84770

Asay II Wadsworth, LLC
John Wadsworth
333 West River Park Drive
Provo, UT 84604

Benimoto Funding
Ben & Christie Funk
4040 E. McLellan, #8
Mesa, AZ 85205

Eagles Pointe, LLC
David Robison
9100 Eagle Hills Drive
Las Vegas, NV 89134

Geiser Group, LLC
Alwynn Geiser
1845 E Grandview Street
Mesa, AZ 85203

Clair & Nancy Jenkins
6106 204th Drive NE
Redmond, WA 98052

King Henry, Inc
Kurt Taylor
3999 Ponderosa Way
Las Vegas, NV 89118

Ty D. Mattingly
22 West 620 South
Orem, UT 84058

Meta Funding
Mel Hawkins
12642 N. 113th Way
Scottsdale, AZ 85259

NM Land, LLC
Mitch NM Land, LLC
5664 S. Green Street
Salt Lake City, UT 84123

Pacific Friends, LLC
Don Jones
723 S. Casino Center Blvd. 2nd Fl.
Las Vegas, NV 89101

Greg Porter
685 Glen-Mady Way
Folsom, CA 95630

Dennis Reese
1760 West 1900 South
Salt Lake City, UT 84104

Secured Loan Fund, LLC
David Stayner
1522 Stayner Drive
Farmington, UT 84025

Sweating Bricks Investments, LLC
David Ruff
11232 N. 5600 West
Highland, UT 84003

John Wadsworth
333 West River Park Drive
Provo, UT 84604

R. Phil & Janet Zobrist Family Trust
R. Phil Zobrist
2870 Quartz Canyon Drive
Henderson, NV 89052

Ferrin Electric Co., Inc.
P.O. Box 2828
Mesa AZ 85214

Howard LI Drafting & Design
3949 N. Arboles Circle
Mesa AZ 85207

LANDAMERICA Account
Servicing Center
P.O. Box 52159
Phoenix AZ 85072

Pinal County Treasurer
P.O. Box 729
Florence AZ 85232

Exhibit "A"

1 John R. Francomano	
2 Russell D. Karpook	
3 James W. Nowak - of counsel to the firm	
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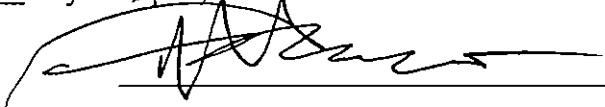
8 4. None of the members of the firm, nor the firm itself, has any
9 connection with the Debtor, its creditors, the United States Trustee or any
0 other party in interest herein, or their respective attorneys except as set forth
1 herein;

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

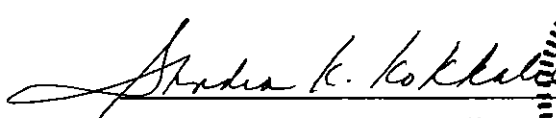
5 6. Francomano & Karpook, PA, represents no interests or entities
6 adverse to the Debtor's. Francomano & Karpook, PA has served as counsel
7 for the Conservator in the pending State Court proceedings since March
8 2005. As a result of it's representation of the Conservator, there are
9 outstanding fees which may, or may not, be the obligations of the
0 Bankruptcy Estates, but which are provided for under 11 U.S.C. §543.

1 FURTHER AFFIANT SAYETH NAUGHT.

2 DATED this 13 day of ~~April~~^{JUNE}, 2006.

3  Esq.

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5 SUBSCRIBED AND SWORN to before me this 13 day of ~~April~~^{JUNE}, 2006.

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8 My Commission expires: 9/1/08 Notary Public 