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3 80 East Columbus Avenue
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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 for Debtor*

16 UNITED STATES BANKRUPTCY COURT
17 DISTRICT OF ARIZONA

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

Chapter 11 Proceedings

Case No: 05-27993 PHX GBN

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

22 THIS FILING APPLIES TO:

- 23 ALL DEBTORS
24 SPECIFIED DEBTORS

**SECOND AND FINAL APPLICATION OF
DONGELL LAWRENCE FINNEY, LLP
AS SPECIAL COUNSEL TO THE
DEBTOR FOR PAYMENT OF FEES AND
REIMBURSEMENT OF EXPENSES**

25 Dongell Lawrence Finney, LLP, Special Counsel to the Debtor hereby submits its Second
26 and Final Application for Payment of Compensation to Counsel and for Reimbursement of
27 Expenses for the period May 1, 2006 through October 31, 2006, as more fully set forth in Exhibit
28 "A" attached hereto in the amount of \$6,483.68. In support of the Fee Application, Dongell
Lawrence Finney, LLP submits the following Memorandum of Points and Authorities

DATED this 8th day of December, 2006.

JABURG & WILK, P.C.

/s/ 006510

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

1 MEMORANDUM OF POINTS AND AUTHORITIES

2 I. Procedural Background

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

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

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

14 4. On July 6, 2005 the Court entered an Amended Order approving Joint Motion for
15 Operating Order which allowed the payment of professional fees in the amount of 80% of the
16 monthly billings and 100% of the monthly expenses.

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

20 6. On January 12, 2006, this Court entered an Order allowing for the Joint
21 Administration of the three bankruptcy estates referenced in paragraph 4, hereof. This Motion is
22 filed in the Mathon Fund LLC jointly administered case in accordance with the Court’s prior Joint
23 Administration Order.

24 7. On February 17, 2006 the United States Bankruptcy Court entered an Order
25 Establishing Procedures for Interim Compensation and Reimbursement of Professionals which
26 authorized the payment of professional fees in the amount of 80% of the monthly billings and
27 100% of the expenses.

28

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

1 8. On October 24, 2006, the United States Bankruptcy Court having held a hearing
2 regarding confirmation of the Debtors' First Amended Joint Plan of Reorganization dated July 7,
3 2006 and having considered the Plan and the entire record of the case, Ordered the Plan as
4 amended and filed by the Debtors and the Committee on August 29, 2006, confirmed by Order
5 dated October 27, 2006.

6 II. Fee Application

7 1. By Operating Order dated July 6, 2005 of the State Court and the Bankruptcy
8 Court Order Establishing Procedures for Interim Compensation and Reimbursement of
9 Professionals filed on February 17, 2006, the Courts authorized the payment of 80% of the
10 monthly billings for fees incurred and reimbursement of 100% of expenses.

11 2. In compliance with both the State Court and Bankruptcy Court Operating Orders,
12 monthly statements were provided to the required parties, and partial payments made.

13 3. Dongell Lawrence Finney Claypool, LLP, was appointed Special Counsel to the
14 Debtor by Court Order dated February 14, 2006 on the terms stated in the Application to Employ
15 Special Counsel which declared Dongell Lawrence Finney Claypool, LLP an "essential vendor to
16 the Debtor."

17 4. The Second and Final Application of Dongell Lawrence Finney, LLP covers the
18 period from May 1, 2006 through October 31, 2006 (the "Application Period"). Applicants
19 Second and Final Application for payment of fees and reimbursement of expenses requests the
20 approval of fees and expenses in the amount of \$6,483.68. Pursuant to the Operating Order,
21 Dongell Lawrence Finney, LLP has received payment of \$1,413.83 during the Application
22 Period. The payment represents reimbursement of 100% of the expenses, \$565.18 and a portion
23 of the fees billed in the amount of \$848.65, leaving an unpaid balance of \$5,069.85.

24 Wherefore Dongell Lawrence Finney, LLP respectfully requests that this Court issue an
25 Order authorizing the payment of fees and reimbursement of expenses as more fully set forth in
26 Exhibit "A" from available funds of the Conservatorship Estate.

27 ///

28 ///

1 DATED this 8th day of December, 2006.

2 **JABURG & WILK, P.C.**

3 /s/ 006510

4 _____
5 Lawrence E. Wilk
6 Jonathan P. Ibsen
7 *Special Counsel for Debtor*

8 COPY of the foregoing mailed
9 this 8th day of December, 2006.

7 8 9	Michael W. Carmel, Esq. 80 E. Columbus Ave. Phoenix, AZ 85012-4965 <i>Counsel for Debtor</i>	Jonathan E. Hess, Esq. OFFICE OF THE U.S. TRUSTEE 230 N. 1 st Avenue, Suite 204 Phoenix, AZ 85003-1725 <i>U.S. Trustee</i>
10 11 12 13	Keith L. Beauchamp, Esq. Bret A. Maidman, Esq. LEWIS & ROCA, LLP 40 N. Central Avenue, Suite 1900 Phoenix, AZ 85004-4429 <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>
14 15 16	Robert A. Shull, Esq. MARISCAL, WEEKS, MCINTYRE & FRIEDLANDER, P.A. 2901 N. Central Avenue, Suite 200 Phoenix, AZ 85012-2705 <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>
17 18 19	Merwin D. Grant, Esq. GRANT & VAUGHN, PC 6225 N. 24 th Street, Suite 125 Phoenix, Arizona 85016 <i>Attorney for Dr. Glauser, Larry Pew & Rich Stewart</i>	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>
20 21 22	Charles L. Firestein, P.C. CHARLES L. FIRESTEIN, P.C. 1300 E. Missouri Avenue, Suite D-200 Phoenix, AZ 85014	Scheer & Imfeld, LLP 100 Smith Ranch Road, Suite 306 San Rafael, CA 94903
23 24 25	Barry Bursley BURSLEY & ASSOCIATES, P.C. 3561 E. Sunrise Drive, Suite 225 Tucson, AZ 85718 <i>Attorney for R&A CPAs</i>	Thomas C. Axelsen MOHR, HACKETT, PEDERSON, BLAKLEY & RANDOLPH, P.C. 2800 N. Central Avenue, Suite 1100 Phoenix, Arizona 85004-3000 <i>Attorney for Peoples State Bank</i>
26 27 28	Steven M. Berman, Esq. BERMAN, PLC 401 S. Florida Avenue, # 300 Tampa, Florida 33602 <i>Attorney for Alan C. Bentley</i>	J. Kay MacKinlay WARNOCK, MACKINLAY & ASSOCIATES, PPLC 1019 South Stapley Mesa, Arizona 85204 <i>Kent MacKinlay, Interested Party</i>

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ATTORNEYS AT LAW
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PHOENIX, ARIZONA 85012

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Steven C. Mahaffy
MAHAFFY HURWITZ LAW FIRM, PC
1830 South Alma School Road, #106
Mesa, Arizona 85201
Attorney for Wealth Partners

Steven N. Berger
ENGELMAN BERGER, PC
3636 N. Central Avenue, Suite 700
Phoenix, Arizona 85012
Designated Person for O&A Development

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

James C. Sell
2222 E. Camelback Road, #110
Phoenix, Arizona 85016
Court Appointed Receiver

/s/Janet Forster

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

EXHIBIT "A"

DONGELL LAWRENCE FINNEY LLP

707 Wilshire Blvd., 45th Floor
Los Angeles, CA 90017-3609
(213) 943-6100

November 29, 2006

**FEEES AND COSTS
RELATED TO MATHON MANAGEMENT, LLC
CONSERVATORSHIP
FOR SERVICES RENDERED
MAY 2006 THROUGH OCTOBER 31, 2006**

Invoice#	MONTH	TIME	EXPENSES	TOTAL	80% & EXP	0.20
1378-002	Aug-06	540.00	0.63	540.63	432.63	108.00
1378-002	Sep-06	1226.50	0.00	1226.50	981.20	245.30
1378-002	Oct-06	1797.00	0.00	1797.00	1437.60	359.40
	TOTAL FEES	3563.50	0.63	3564.13	2851.43	712.70

Dongell Lawrence Finney Claypool LLP

707 Wilshire Blvd, 45th Floor
Los Angeles, CA 90017-3609

(213)943-6100

Statement as of June 30, 2006

Statement No. 4897

Integrity 701, LLC/Mathon Fund
Mr. James Sells
2222 E. Camelback Rd., Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

Woodside Properties
Matter ID: 1378-005

Professional Fees			Hours	Rate	Amount
4/10/2006	MR	Reviewed and sent out letter requesting that End Real Estate Development dismiss claims in the state court action	0.20	195.00	39.00
4/10/2006	MR	Additional research on whether client would have standing to bring up usury exemptions	1.80	195.00	351.00
4/10/2006	MR	Additional research on and the California the California Usury Act Constitution and whether the rate is tied to a fed rate	1.40	195.00	273.00
4/20/2006	MR	Additional preparation of memo on additional fact pattern for Ms. Shields regarding usury	1.60	195.00	312.00
4/26/2006	MCB	Reviewed correspondence from Molly Shields re status	0.10	300.00	30.00
5/1/2006	MTS	Follow up correspondence to Shelly Shafron regarding dismissal of Mathon and Integrity from state court lawsuit.	0.20	300.00	60.00
5/2/2006	MTS	Reviewed ECF notices regarding conversion of Charlton bankruptcy and drafted correspondence to Mr. Shafron regarding claims bar date	0.20	300.00	60.00
5/10/2006	MTS	Preparation for and attendance at Continued Status Conference in San Mateo County action of ERED v. Mathon Fund & Integrity; drafted correspondence to Larry Wilk updating him on outcome of hearing; drafted correspondence to Bret Maidman regarding substitute of attorney for Duane Slade; reviewed correspondence from Larry Wilk regarding status of Mathon bankruptcy and	3.10	300.00	930.00

potential implication of plan of reorganization and consolidation of entities

5/11/2006	MTS	Reviewed further correspondence regarding Mathon bankruptcy and impact upon state court action	0.20	300.00	60.00
5/15/2006	MTS	Telephone conference with Amy Wilkins of Lewis and Roca regarding state court action against Mathon and Duane Slade, coordinated information for analysis of that lawsuit	0.30	300.00	90.00
5/16/2006	MTS	Drafted correspondence to Amy Wilkins of Lewis and Roca regarding state court pleadings and status	0.20	300.00	60.00
5/19/2006	MTS	Review correspondence from Larry Wilk regarding state court litigation and draft correspondence responding with various litigation strategies	0.30	300.00	90.00

Sub-total Fees: 2,355.00

Rate Summary

Matthew Clark Bures	0.10 hours at \$ 300.00/hr	30.00
Michelle Rubalcava	5.00 hours at \$ 195.00/hr	975.00
Molly T. Shields	4.50 hours at \$ 300.00/hr	1,350.00
Total hours:	<u>13.10</u>	

Costs

5/31/2006	Postage	0.78
5/31/2006	Photocopies	2.50
5/31/2006	Facsimiles	3.00
6/30/2006	Facsimiles	3.00
Sub-total Costs:		<u>9.28</u>

Disbursements

5/8/2006	Filing Fees -- CourtCall, telephonic hearing #1351993	35.00
5/31/2006	On-line Research: Lexis Nexis, April 2006	342.19
5/31/2006	Miscellaneous - Telephonic Hearing Account - Court Call (ID# 1348751)-05/05/06	60.00
6/30/2006	Filing Fees -- Telephonic Hearing Account, Court Call ID #1351993	35.00

6/30/2006	Outside Services - CopyPage, Inc. - 06/01/06	83.08
	Sub-total Disbursements:	<u>555.27</u>

Payments

1/18/2006	Payment	Trust application.	2,313.00
		Sub-total Payments:	<u>2,313.00</u>

Total Current Billing:	<u>2,919.55</u>
Previous Balance Due:	<u>26,564.42</u>
Total Due	<u>29,483.97</u>

Dongell Lawrence Finney Claypool LLP

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Statement as of June 30, 2006
Statement No. 4897

Integrity 701, LLC/Mathon Fund
Mr. James Sells
2222 E. Camelback Rd., Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

Woodside Properties
Matter ID: 1378-005

Total Current Billing:	<u>2,919.55</u>
Previous Balance Due:	26,564.42
Total Now Due:	<u>29,483.97</u>

Remittance Statement

Dongell Lawrence Finney Claypool LLP

707 Wilshire Blvd, 45th Floor
Los Angeles, CA 90017-3609

(213) 943-6100

Statement as of August 31, 2006
Statement No. 5122

Mathon Fund I, LLC
Mr. Jim Sells
2222 East Camelback Road, Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

adv. End Real Estate Development LLC
Matter ID: 1378-002

Professional Fees			Hours	Rate	Amount
8/2/2006	MTS	Telephone conference with Douglas Carroll, attorney for End Real Estate Development, LLC regarding "walk away" in State Court litigation; drafted correspondence to Larry Wilk, Jim Sell and others regarding ERED proposal and ramifications	0.90	300.00	270.00
8/11/2006	MTS	Telephone conference with Larry Wilk regarding ERED proposed settlement	0.20	300.00	60.00
8/28/2006	MTS	Telephone conference with Douglas Carroll attorney for ERED regarding dismissal; telephone conference with Amy Wilkes regarding dismissal and Duane Slade; coordinated drafting of mutual release; drafted e-mail to Larry Wilk regarding need for bky court approval	0.70	300.00	210.00
				Sub-total Fees:	<u>540.00</u>

Rate Summary

Molly T. Shields 1.80 hours at \$300.00/hr 540.00
Total hours: 1.80

Costs

7/31/2006	Postage				0.63
				Sub-total Costs:	<u>0.63</u>

Payments

5/23/2005	Payment	Mathon			16,043.03
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Sub-total Payments: 16,043.03

Total Current Billing:	<u>540.63</u>
Previous Balance Due:	60.00
Total Due	<u>600.63</u>

Dongell Lawrence Finney Claypool LLP

707 Wilshire Blvd, 45th Floor
Los Angeles, CA 90017-3609
(213) 943-6100

Statement as of August 31, 2006
Statement No. 5122

Mathon Fund I, LLC
Mr. Jim Sells
2222 East Camelback Road, Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

adv. End Real Estate Development LLC
Matter ID: 1378-002

Total Current Billing:	<u>540.63</u>
Previous Balance Due:	60.00
Total Now Due:	<u>600.63</u>

Remittance Statement

Dongell Lawrence Finney Claypool LLP

707 Wilshire Blvd, 45th Floor
Los Angeles, CA 90017-3609

(213) 943-6100

Statement as of September 30, 2006
Statement No. 5366

Mathon Fund I, LLC
Mr. Jim Sells
2222 East Camelback Road, Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

adv. End Real Estate Development LLC
Matter ID: 1378-002

Professional Fees			Hours	Rate	Amount
9/8/2006	MCB	Telephone conference with Molly Shields re release and settlement	0.20	300.00	60.00
9/8/2006	MTS	Conferred regarding drafting of release and settlement	0.20	300.00	60.00
9/13/2006	MCB	Reviewed and analyzed file materials regarding preparation for settlement agreement and release	0.50	300.00	150.00
9/15/2006	MCB	Reviewed file and conference with Dan Cho re drafting settlement agreement and release	0.50	300.00	150.00
9/15/2006	DKC	Reviewed and analyzed court documents to determine what the status of the pleadings were to assist in facilitating a final settlement agreement and general mutual releases between the parties	0.30	95.00	28.50
9/18/2006	DKC	Continued to review and analyze court documents to determine what the status of the pleadings were to assist in facilitating a final settlement agreement and general mutual releases between the parties	1.50	95.00	142.50
9/18/2006	RBC	Reviewed and analyzed applicable judicial council forms for use in entry of dismissal	0.20	195.00	39.00
9/20/2006	DKC	Drafted settlement agreement and general / mutual releases to assist in the final settlement between the parties	2.90	95.00	275.50
9/21/2006	MCB	Reviewed and analyzed initial draft of settlement agreement	0.50	300.00	150.00
9/21/2006	DKC	Continued to draft settlement agreement and	1.80	95.00	171.00

general / mutual releases and other relevant documents to assist in the final settlement between the parties

Sub-total Fees: 1,226.50

Rate Summary

Matthew Clark Bures	1.70 hours at \$300.00/hr	510.00
Daniel K. Cho	6.50 hours at \$ 95.00/hr	617.50
Rebecca Couch	0.20 hours at \$195.00/hr	39.00
Molly T. Shields	0.20 hours at \$300.00/hr	60.00
Total hours:	<u>8.60</u>	

Total Current Billing:	<u>1,226.50</u>
Previous Balance Due:	600.63
Total Due	<u>1,827.13</u>

Dongell Lawrence Finney Claypool LLP

707 Wilshire Blvd, 45th Floor
Los Angeles, CA 90017-3609
(213) 943-6100

Statement as of September 30, 2006
Statement No. 5366

Mathon Fund I, LLC
Mr. Jim Sells
2222 East Camelback Road, Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

adv. End Real Estate Development LLC
Matter ID: 1378-002

Total Current Billing:	<u>1,226.50</u>
Previous Balance Due:	600.63
Total Now Due:	<u>1,827.13</u>

Remittance Statement

Dongell Lawrence Finney LLP

707 Wilshire Blvd, 45th Floor
Los Angeles, CA 90017-3609

(213) 943-6100

Statement as of October 31, 2006
Statement No. 5570

Mathon Fund I, LLC
Mr. Jim Sells
2222 East Camelback Road, Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

adv. End Real Estate Development LLC
Matter ID: 1378-002

Professional Fees			Hours	Rate	Amount
10/3/2006	DKC	Reviewed and analyzed pleadings and case status in preparation of drafting a settlement agreement and general mutual release document	1.70	95.00	161.50
10/5/2006	MCB	Reviewed and revised draft settlement agreement	0.80	300.00	240.00
10/6/2006	MCB	Worked further on revisions to settlement agreement, coordinated follow-up re same with Dan Cho	0.60	300.00	180.00
10/11/2006	DKC	Reviewed and analyzed previous settlement agreements to assist in preparing the necessary language of the final settlement agreement and general release; revised final settlement agreement and general release document	2.20	95.00	209.00
10/12/2006	MCB	Reviewed correspondence re status of settlement and upcoming status conference	0.30	300.00	90.00
10/12/2006	DKC	Revised settlement agreement and mutual general release document to be signed by all of the parties	0.30	95.00	28.50
10/17/2006	MCB	Correspondence with Molly Shields and Amy Wilkins re need for substitution of counsel	0.10	300.00	30.00
10/23/2006	MCB	Reviewed and revised settlement agreement, directed further action re same by Dan Cho	0.70	300.00	210.00
10/24/2006	MCB	Reviewed, revised and finalized settlement agreement; related correspondence with Molly Shields and Amy Wilkins; coordinated follow-up with Dan Cho	0.90	300.00	270.00

10/24/2006	DKC	Met with partner to discuss settlement agreement and general release document, including corrections and modifications to the language of the document	0.50	95.00	47.50
10/24/2006	DKC	Revised, drafted, prepared, and organized all necessary documents to settle and dismiss the current litigation between End Real Estate Development v. Mathon Fund, LLC	0.80	95.00	76.00
10/24/2006	DKC	Researched and contacted the necessary parties to send the final documents to	0.30	0.00	NO CHARGE
10/24/2006	DKC	Drafted and sent emails to the necessary parties re settlement agreement and mutual release ERED v. Mathon Fund, LLC	0.30	95.00	28.50
10/24/2006	DKC	Researched, reviewed, and analyzed documents re order of the court appointing James Sell to be the conservator of Mathon Fund, LLC	0.60	95.00	57.00
10/31/2006	MCB	Worked further on issues re finalizing settlement, directed further action re same by Dan Cho	0.50	300.00	150.00
10/31/2006	DKC	Responded to email from Amy Wilkins re Mr. Slade's signature on the Settlement Agreement and General Release	0.20	95.00	19.00

Sub-total Fees: 1,797.00

Rate Summary

Matthew Clark Bures	3.90 hours at \$300.00/hr	1,170.00
Daniel K. Cho	4.50 hours at \$ 0.00/hr	0.00
Daniel K. Cho	6.60 hours at \$ 95.00/hr	627.00
Total hours: <u>15.00</u>		

Payments

11/2/2006	Payment	Partial Payment	432.63
11/13/2006	Payment	Various Statements	1,394.50
11/13/2006	Payment		2,411.62
Sub-total Payments: <u>4,238.75</u>			

Total Current Billing:	<u>1,797.00</u>
Previous Balance Due:	-2,411.62
Total Due	<u>-614.62</u>

Dongell Lawrence Finney LLP

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Los Angeles, CA 90017-3609
(213) 943-6100

Statement as of October 31, 2006
Statement No. 5570

Mathon Fund I, LLC
Mr. Jim Sells
2222 East Camelback Road, Suite 110
Phoenix, AZ 85016

FEI No. 75-3147240

adv. End Real Estate Development LLC
Matter ID: 1378-002

Total Current Billing:	<u>1,797.00</u>
Previous Balance Due:	<u>-2,411.62</u>
Total Now Due:	-614.62

Remittance Statement