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UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

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

THIS FILING APPLIES TO:

- ALL DEBTORS
 SPECIFIED DEBTORS

Chapter 11 Proceedings

Case No: 05-27993 PHX GBN

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

**AFFIDAVIT OF JOHN FRANCOMANO
ON BEHALF OF FRANCOMANO &
KARPOOK, P.A., SPECIAL COUNSEL TO
THE DEBTOR IN SUPPORT OF THE
FIRST AND FINAL APPLICATION FOR
PAYMENT OF FEES AND COSTS FOR
THE PERIOD OF OCTOBER 1, 2005,
THROUGH OCTOBER 31, 2006**

STATE OF MARYLAND)

) ss.
County of Baltimore)

JOHN FRANCOMANO being first duly sworn deposes and says:

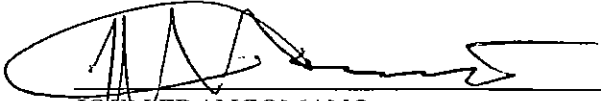
1. I am a member in good standing of the State Bar of Maryland and a partner in the law firm of Francomano & Karpook, P.A. (the "Law Firm"), and special counsel to the Debtor in the above referenced matter. This Affidavit is made of my own personal knowledge.
2. By Operating Order dated July 6, 2005, the Superior Court authorized the payment of 80% of the monthly fees and 100% of the costs of the Conservatorship Estate.
3. By Order Establishing Procedures for Interim Compensation and Reimbursement of Professionals dated February 17, 2006, this Court authorized the payment of 80% of the monthly fees and 100% of the costs of the Conservatorship Estate.
4. Attached as Exhibit "A" to the *First and Final Application of Francomano & Karpook, P.A., as Special Counsel to Debtor for Payment Fees and Reimbursement of Expenses* is a detailed statement of the services which Francomano & Karpook, P.A. has performed. All of

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the services performed were necessary and proper and were charged at hourly rates approved by the Court.

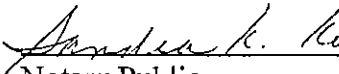
5. This Application covers the period from October 1, 2005 through October 31, 2006 (the "Application Period"). Applicant's First and Final Application for Payment of fees and disbursements in the amount of \$2,772.27.

6. I further believe that the sum of \$2,772.27 for fees represents reasonable and fair value of the services performed by special counsel for the Debtor for the time periods October 1, 2005 through October 31, 2006.



JOHN FRANCOMANO

SUBSCRIBED AND SWORN to before me this 7th day of December, 2006, by John Francomano personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.



Notary Public
My Commission Expires: 12/10/08

