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6
7 Attorneys for James C. Sell, Receiver

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

**MOTION TO AMEND THE
STIPULATION REGARDING
ORDER APPOINTING
CONSERVATOR TO EXPAND
THE DEPOSITORIES, FINANCIAL
INSTITUTIONS AND
INVESTMENTS IN WHICH
CONSERVATORSHIP FUNDS MAY
BE PLACED**

(Assigned to the Honorable
Barry C. Schneider)

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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,

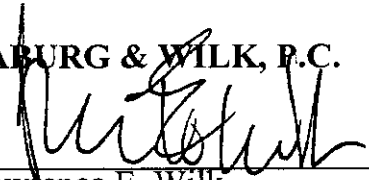
26 DUANE SLADE and JENNIFER SLADE,
27 husband and wife, GUY ANDREW
28 WILLIAMS and LISA WILLIAMS, husband
and wife,

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 expanding the Stipulation regarding Order Appointing Conservator to allow for additional types of investments in which the Conservator may place Conservatorship funds. This Motion is based upon the following Memorandum and Points and Authorities.

DATED this 10 day of May, 2005.

JABURG & WILK, P.C.


Lawrence E. Wilk
Attorneys for James C. Sell

1 MEMORANDUM OF POINTS AND AUTHORITIES

2 I. Procedural Background

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

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

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

15 4. Paragraph 10 of the Conservatorship Order provides as follows:

16 10. The Conservator is hereby authorized to open one or
17 more bank accounts with financial institutions insured by an
18 agency of the United States. The Conservator shall deposit all
19 Conservatorship Assets in such designated accounts and shall
20 make all payment and disbursements from the
21 Conservatorship Assets from such accounts. . .

22 5. In pursuit of his duties under the terms of the Conservatorship Order, the
23 Conservator has obtained substantial funds that exceed the Federally insured amounts of
24 the financial institutions allowed for in paragraph 10.

25 6. In order to ensure the maximum return to the investors on funds recovered
26 and retained by the Conservator, maintain liquidity, and to provide maximum security for
27 those funds, the Receiver requests that the funds be allowed to be deposited into
28 investments that are direct obligations of the U.S. government, and/or U.S. government
agencies; including, but not limited to, treasury bills.


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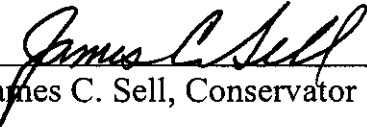
1 WHEREFORE, the Conservator respectfully requests that this Court allow
2 paragraph 10 of the Stipulation regarding Order Appointing Conservator to be amended to
3 read as follows:
4

5 10. The Conservator is hereby authorized to open one or
6 more bank accounts with financial institutions insured by an
7 agency of the United States. In addition, the Conservator shall
8 be entitled to enter into investments with Conservatorship
9 funds that are direct obligations of the United States
10 government, and/or U.S. government agencies, including, but
11 not limited to, treasury bills.

12 DATED this 10 day of May, 2005.

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

14 
15 Lawrence E. Wilk
16 Attorneys for James C. Sell

17 
18 James C. Sell, Conservator

19 **ORIGINAL** filed and **COPY**
20 of the foregoing faxed this
21 11/17 day of May, 2005 to:

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

26 **COPIES** of the foregoing mailed
27 this 11/17 day of May, 2005 to:

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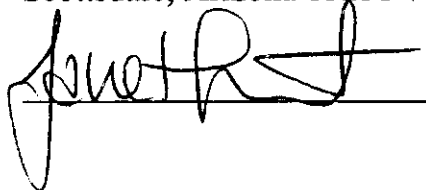
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SECURITIES DIVISION
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