

1 Quarles & Brady Streich Lang LLP
Firm State Bar No. 00443100
2 One Renaissance Square
Two North Central Avenue
Phoenix, Arizona 85004-2391
3 TELEPHONE 602.229.5200

4 Attorneys for Official Committee of Mathon
Investors (State Court Conservatorship)
5 Gerald L Shelley (#010453)
6

7 **IN THE UNITED STATES BANKRUPTCY COURT**
8 **FOR THE DISTRICT OF ARIZONA**
9

10 In re:	In Proceedings Under Chapter 11
11 MATHON FUND L.L.C.,	Case No. 05-27993-PHX-GBN
12 Debtor.	
13 In re:	Case No. 05-27994-PHX-SSC
14 MATHON FUND I, L.L.C.,	
15 Debtor.	
16 In re:	Case No. 05-27995-PHX-JMM
17 W.S.F. – WORLD SPORTS FAN L.L.C.,	(Joint Administration Requested)
18 Debtor.	Expedited Hearing Requested

19
20 **MOTION TO ACCELERATE HEARING ON MOTION FOR (I) JOINT**
ADMINISTRATION OF RELATED CASES, AND (II) TRANSFER OF ASSIGNMENT
21 **OF CASES TO ONE JUDGE**

22 This Motion is filed by the Official Committee of Mathon Investors (the
23 “Committee”) recognized by the Superior Court of Maricopa County in case NO. CV 2005-
24 005484 relating to the Conservatorship of the many Mathon companies, and seeking an
25 accelerated hearing on its motion for joint administration of the 3 above captioned cases
26

1 (collectively, the “Debtors”). The Committee seeks a hearing on an accelerated basis because the
2 Honorable Judge Marlar has set a hearing for November 30, 2005 at 9:30 a.m. on the Arizona
3 Corporation Commission’s (“ACC”) motion to excuse turnover obligations of Jim Sell, the state
4 court conservator (“Conservator” or “Sell”) appointed in the Maricopa County Superior Court
5 case. These three Mathon cases (and those that will follow) should be jointly administered and
6 eventually substantively consolidated. The Committee spend many hours in study, deliberation
7 and in communications with the investors at large in the Mathon companies between May and
8 September of 2005. These great efforts provided for a plan to best liquidate the Mathon
9 companies in an orderly fashion. The plan included placing Mathon in bankruptcy and seeking
10 enforcement of §543 so that the assets of and claims against Mathon could be administered by the
11 firm of Alvarez & Marsal (“A&M”). To that end, the Committee requested that the Superior
12 Court direct that the affairs of Mathon be liquidated in bankruptcy court and that the Mathon
13 principals cede their corporate control to A&M through a voting trust executed prepetition.
14 Finally, the Committee circulated a liquidation plan under new §1125(g) prepetition.

15 For some reason, the ACC filed its motion to excuse compliance with §543 in the
16 third filed case. For the reasons set forth in the Committee’s Motion for Joint Administration,
17 these cases should be heard by the same judge and consistent with local rules and anti-judge
18 shopping principles, the Honorable George B. Nielsen Jr. should preside over these cases.

19 The §543 control issue is central to the administration of these cases and to the
20 Committee’s plan going forward. It should be decided by the judge who will oversee these cases.
21 For these reasons request is made that accelerated treatment be given this motion and that it be
22 heard in advance of Judge Marlar’s scheduled November 30, 2005 hearing so as to avoid
23 duplication and to prevent the eventual unassigned judge from making an important decision in
24 the administration of these cases.

1 Rule 1015(c) encourages expedition in this context and Rule 9006(c) does not
2 prevent reduction of notice time to hear joint administration motions. For these and other
3 reasons, the Committee respectfully requests that an accelerated hearing take place on its Motion
4 for Joint Administration and that such hearing occur prior to Judge Marlar's November 30, 2005
5 at 9:30 a.m. hearing on what would otherwise be a duplicative matter.

6 RESPECTFULLY SUBMITTED this 22nd day of November, 2005.

7 QUARLES & BRADY STREICH LANG LLP
8 Renaissance One
9 Two North Central Avenue
10 Phoenix, AZ 85004-2391

11 By /s/ Gerald L. Shelley
12 Gerald L. Shelley

13 Attorneys for the Official Committee of Mathon
14 Investors

15 Copy of the foregoing mailed/mailed
16 this 22nd day of November, 2005, to:

17 Michael W. Carmel, Esq.
18 MICHAEL W. CARMEL, LTD.
19 80 East Columbus Avenue
20 Phoenix, Arizona 85012-4965
21 *Debtor's counsel*
22 Michael@mcarmellaw.com

23 Philip G. Mitchell, Esq.
24 JENNINGS, HAUG & CUNNINGHAM, L.L.P.
25 2800 North Central Avenue, #1800
26 Phoenix, Arizona 85004-1049
Debtor's counsel
pgm@jhc-law.com

27 Wendy L. Coy, Esq.
28 ARIZONA CORPORATION COMMISSION
29 SECURITIES DIVISION
30 1300 West Washington, 3rd Floor
31 Phoenix, Arizona 85007
32 *Attorney for Plaintiff*
33 Wcoy@azcc.gov

34 Keith Beauchamp, Esq.
35 LEWIS & ROCA, LLP
36 40 North Central Avenue
37 Phoenix, Arizona 85004-4429
38 *Attorney for Duane Slade and Guy Williams*
39 kbeauchamp@lrlaw.com

40 J. Grant Woods, Esq.
41 GRANT WOODS P.C.
42 1726 North Seventh Street
43 Phoenix, Arizona 85006-2200
44 *Attorney for Duane and Jennifer Slade and Guy*
45 *and Lisa Williams*
46 gw@grantwoodspc.net

47 Robert A. Shull, Esq.
48 MARISCAL, WEEKS, MCINTYRE &
49 FRIEDLANDER, P.A.
50 2901 North Central Avenue, Suite 200
51 Phoenix, Arizona 85012-2705
52 *Attorney for Scott Johnson, Ross Farnsworth,*
53 *Jr. and other investors*
54 rob.shull@mwmf.com

1
2
3
4
5
6
7
8
9
10
11
12
13
14
15
16
17
18
19
20
21
22
23
24
25
26

Merwin D. Grant, Esq.
GRANT & VAUGHN, PC
6225 North 24th Street, Suite 125
Phoenix, Arizona 85016
*Attorney for Dr. Glauser, Larry Pew, Rich
Stewart and other investors*
grant@phxlaw.com

Lawrence E. Wilk, Esq.
Jonathan P. Ibsen, Esq.
JABURG & WILK, P.C.
3200 North Central Avenue, Suite 2000
Phoenix, Arizona 85012
Attorneys for James C. Sell, Conservator
lew@jaburgwilk.com

Keith A. Call, Esq.
SNOW CHRISTENSEN & MARTINEAU
10 Exchange Place, 11th Floor
P.O. Box 45000
Salt Lake City, Utah 84145
Attorneys for Dr. Robert Berry
kcall@scmlaw.com

United States Trustee
230 North First Avenue, #204
Phoenix, Arizona 85003
Ric.j.cuellar@usdoj.gov

Honorable James M. Marlar
(via e-mail)

Vicky Shelby

Steven C. Mahaffy, Esq.
BEUS GILBERT PLLC
4800 North Scottsdale Road, Suite 6000
Scottsdale, Arizona 85251-7630
Attorney for Wealth Partners
smahaffy@beusgilbert.com

James C. Sell
2222 East Camelback Road, Suite 110
Phoenix, Arizona 85016
Court Appointed Conservator
jsellsprint@earthlink.net

A. Melvin McDonald, Esq.
JONES SKELTON & HOCHULI, PLC
2901 North Central Avenue, #800
Phoenix, Arizona 85012
*Attorneys for Ross Farnsworth, Jr. and
Farnsworth Holdings*
mcdonaldm@aol.com

Thomas Salerno, Esq.
SQUIRE SANDERS
40 North Central Avenue, Suite 2700
Phoenix, Arizona 85004
tsalerno@ssd.com