

1 Michael Carmel, Esq. #007356
2 **LAW OFFICES OF MICHAEL W. CARMEL, LTD**
3 80 East Columbus Avenue
4 Phoenix, Arizona 85012-2334
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 Debtors.

21 Chapter 11 Proceedings
22 Case No: 05-27993 PHX GBN
23 (Jointly Administered with Case Nos.
24 05-27994 PHX-SSC and
25 05-27995 PHX- JMM)

26 THIS FILING APPLIES TO:

- 27 ALL DEBTORS
28 SPECIFIED DEBTORS

**NOTICE OF FILING SECOND AND
FINAL APPLICATIONS FOR PAYMENT
OF PROFESSIONAL FEES AND
REIMBURSEMENT OF EXPENSES**

29 **NOTICE IS HEREBY GIVEN** of the filing of the Second and Final Applications for
30 Payment of Fees and Reimbursement of Expenses for the following professionals:

31 James C. Sell

32 Fees Requested: \$339,891.05
33 Costs Requested: \$ 31,198.85
34 Time Period: April 1, 2005 through October 31, 2006

35 Michael Carmel

36 Fees Requested: \$169,085.00
37 Costs Requested: \$ 1,977.72
38 Time Period: March 16, 2006 through October 31, 2006

39 Jaburg & Wilk, PC

40 Fees Requested: \$174,815.00
41 Costs Requested: \$ 12,904.45
42 Time Period: April 1, 2006 through October 31, 2006

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Robert C. Hubbard

Fees Requested: \$47,375.50
Time Period: April 1, 2006 through October 31, 2006

Cohen & Wolf

Fees Requested: \$916.00
Costs Requested: \$ 2.88
Time Period: April 1, 2006 through September 30, 2006

Dongell Lawrence Finney, LLP

Fees Requested: \$5,918.50
Costs Requested: \$ 565.18
Time Period: May 1, 2006 through October 31, 2006

Brownstein , Hyatt & Farber, P.C. – First and Final

Fees Requested: \$4,415.05
Costs Requested: \$ 511.53
Time Period: May 18, 2006 through October 31, 2006

Francomano & Karpook – First and Final

Fees Requested: \$2,720.00
Costs Requested: \$ 52.27
Time Period: October 1, 2005 through October 31, 2006

The Fee Applications request compensation and payment for fees and expenses incurred. A copy of the Fee Applications are available for public inspection and copying at the Office of the Clerk, U.S. Bankruptcy Court, 230 N. First Avenue, First Floor, Phoenix Arizona 85003, and can be viewed at: www.mathonconservatorship.com.

NOTICE IS FURTHER GIVEN that any objection to the Fee Applications must be in writing, filed with the Clerk of the Bankruptcy Court, 230 N. First Avenue, 1st Floor, Phoenix, Arizona 85003, **at or before twenty days from service of this notice**, with a copy sent to counsel for the Debtor at the address below:

Lawrence E. Wilk
JABURG & WILK, P.C.
3200 North Central Avenue, Suite 2000
Phoenix, Arizona 85012
Tel: (602) 248-1000
Fax: (602) 248-0522

Failure to file such a response will result in the entry of Orders granting the relief requested in the Fee Applications without further opportunity for notice or a hearing.

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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.

10 Michael W. Carmel, Esq. 11 80 E. Columbus Ave. 12 Phoenix, AZ 85012-4965 13 <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>
14 Keith L. Beauchamp, Esq. 15 Bret A. Maidman, Esq. 16 LEWIS & ROCA, LLP 17 40 N. Central Avenue, Suite 1900 18 Phoenix, AZ 85004-4429 19 <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>
20 Robert A. Shull, Esq. 21 MARISCAL, WEEKS, MCINTYRE 22 & FRIEDLANDER, P.A. 23 2901 N. Central Avenue, Suite 200 24 Phoenix, AZ 85012-2705 25 <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>
26 Merwin D. Grant, Esq. 27 GRANT & VAUGHN, PC 28 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>
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
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>
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>

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

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Steven C. Mahaffy MAHAFFY HURWITZ LAW FIRM, PC 1830 South Alma School Road, #106 Mesa, Arizona 85201 <i>Attorney for Wealth Partners</i>	Steven N. Berger ENGELMAN BERGER, PC 3636 N. Central Avenue, Suite 700 Phoenix, Arizona 85012 <i>Designated Person for O&A Development</i>
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 <i>Court Appointed Receiver</i>

And the 20 Largest Creditors;
See Exhibit "1" attached hereto

/s/Janet Forster

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