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8 **SUPERIOR COURT OF ARIZONA**
9 **MARICOPA COUNTY**

10 ARIZONA CORPORATION
11 COMMISSION

12 Plaintiff,

13 v.

14 MATHON MANAGEMENT COMPANY,
L.L.C., fka an Arizona limited liability
15 company now dba a Delaware limited
liability company, SLADE WILLIAMS AND
ASSOCIATES, L.L.C., an Arizona limited
16 liability company, MATHON FUND I,
L.L.C., an Arizona limited liability company,
17 MATHON FUND, L.L.C., fka an Arizona
limited liability company now dba a
18 Delaware limited liability company,
INTEGRITY101, L.L.C., an Arizona limited
19 liability company, INTEGRITY 201, L.L.C.,
an Arizona limited liability company,
20 INTEGRITY 301, L.L.C., and Arizona
limited liability company, INTEGRITY401,
21 L.L.C., an Arizona limited liability company,
INTEGRITY 501, L.L.C., an Arizona limited
22 liability company, INTEGRITY 601, L.L.C.,
an Arizona limited liability company,
23 INTEGRITY 701, L.L.C., an Arizona limited
liability company, INTEGRITY 801, L.L.C.,
24 an Arizona limited liability company,
INTEGRITY 901, L.L.C., an Arizona limited
25 liability company, ROUND VALLEY
CAPITAL, L.L.C., an Arizona limited
26 liability company, W.S.F. – WORLD
SPORTS FANS, L.L.C., an Arizona limited
27 liability company, MILL CREEK, L.L.C., an
28 Arizona limited liability company,

Case No. CV 2005-005484

**NOTICE OF NO OBJECTION TO
MOTION TO AUTHORIZE
CONSERVATOR TO SELL AND
ASSIGN THE
CONSERVATORSHIP'S
INTERESTS IN NEW STANSBURY
LOAN**

(Assigned to the Honorable
Barry C. Schneider)

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1 BELLEVUE HOLDINGS, L.L.C., an
2 Arizona limited liability company, OAK
3 HARBOR FINANCIAL, L.L.C., an Arizona
4 limited liability company, SW STRATEGIC,
5 WEALTH ADVISORS, L.L.C., an Arizona
6 limited liability company, EVERETT
7 CAPTIAL, L.L.C., an Arizona limited
8 liability company, CRE CAPITAL, L.L.C.,
9 an Arizona limited liability company,
10 MEZZANINE MANAGEMENT, L.L.C., an
11 Arizona limited liability company,
12 MEZZANINE FUND I, L.L.C., an Arizona
13 limited liability company, JONAS FUND I,
14 L.L.C., an Arizona limited liability company,
15 TEMPLAR FUND L.L.C., fka an Arizona
16 limited liability company now dba a
17 Delaware limited liability company,
18 MERCER ISLAND, L.L.C., an Arizona
19 limited liability company, CONNECTICUT
20 PROPERTIES, L.L.C., an Arizona limited
21 liability company, FIRST ATLANTA
22 INVESTMENTS, L.L.C., a Georgia limited
23 liability company, MM COLONIAL FUND,
24 L.L.C., a Delaware limited liability company,
25 SLADE CONSTRUCTION, L.L.C., an
26 Arizona limited liability company,
27 DUANE SLADE and JENNIFER SLADE,
28 husband and wife, GUY ANDREW
WILLIAMS and LISA WILLIAMS, husband
and wife,

Defendants.

On August 12, 2005, counsel for Conservator filed a Motion to Authorize Conservator to Sell and Assign Conservatorship's Interests in New Stansbury Loan. On August 17th a Notice of Hearing on Motion to Authorize Conservator to Sell and Assign the Conservatorship's Interests in New Stansbury Loan was mailed to all attorneys of record, and the investors of the various Mathon entities. (See Affidavit of Mailing attached hereto as attached Exhibit "A"). Pursuant to Ariz. R. Civ. P. 7.1(a), "each opposing party shall within ten days thereafter serve and file any answering memorandum."

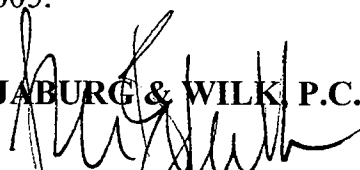
Pursuant to Ariz. R. Civ. P. 7.1(a), a timely objection was required on or before August 31, 2005. None was received.

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Pursuant to Ariz. R. Civ. P. 7.1(b), "if the opposing party does not serve and file the required answering memorandum...such non-compliance may be deemed a consent to the denial or granting of the motion, and the court may dispose of the motion summarily."

There having been no timely objection filed, the Conservator files simultaneously herewith an Order authorizing the Sale, and vacating the hearing currently set for September 19, 2005 at 2:00 p.m.

DATED this 12 day of September, 2005.

JABURG & WILK P.C.

Lawrence E. Wilk
Jonathan P. Ibsen
Attorneys for James C. Sell, Conservator

ORIGINAL filed and **COPY** of the foregoing hand-delivered this 12th day of September, 2005 to:

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

COPIES of the foregoing mailed and emailed this 12th day of September, 2005 to:

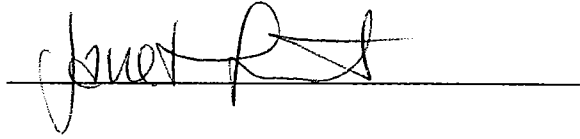
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| J. Grant Woods GRANT WOODS P.C. 1726 N. Seventh Street Phoenix, Arizona 85006-2200 <i>Attorney for Duane and Jennifer Slade And Guy and Lisa Williams</i> gw@grantwoodspc.net | Robert A. Shull, Esq. MARISCAL, WEEKS, MCINTYRE & FRIEDLANDER, P.A. 2901 N. Central Avenue, Suite 200 Phoenix, AZ 85012-2705 <i>Attorney for Scott Johnson & Ross Farnsworth, Jr.</i> rob.shull@mwmf.com |
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Exhibit "A"

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AUG 17 2005



MICHAEL K. JEANES, CLERK
J. CALHOON
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8 **SUPERIOR COURT OF ARIZONA**
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MATHON FUND, L.L.C., fka an Arizona
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27 SPORTS FANS, L.L.C., an Arizona limited
liability company, MILL CREEK, L.L.C., an
28 Arizona limited liability company,

Case No. CV 2005-005484

AFFIDAVIT OF MAILING

(Assigned to the Honorable
Barry C. Schneider)

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1 copy of the *Notice of Hearing on Motion to Authorize Conservator to Sell and Assign the*
2 *Conservatorship's Interests in New Stansbury Loan* to the following individuals/parties:

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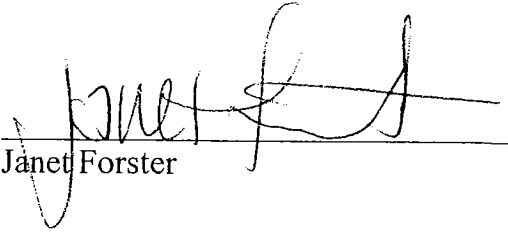
25 A copy was also mailed to those individuals listed on Exhibit "A" attached hereto.
26

27 ///

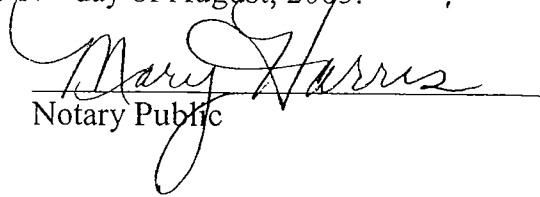
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DATED this 17th day of August, 2005.


Janet Forster

Subscribed and sworn to before me this 17th day of August, 2005.


Notary Public



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