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UNITED STATES BANKRUPTCY COURT
DISTRICT OF ARIZONA

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

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

THIS FILING APPLIES TO:
 ALL DEBTORS
 SPECIFIED DEBTORS

(Post-Confirmation)
**DEBTORS' THIRD OMNIBUS
APPLICATION TO DISALLOW
CERTAIN CLAIMS AS FILED AGAINST
THE ESTATES**

Mathon Fund, L.L.C. ("Fund"), and the other above captioned post-confirmation debtors (collectively, the "Debtors"), by their undersigned attorneys, as and for their Third Omnibus application for an Order disallowing and expunging the Claims set forth on Exhibit "A" hereto, (the "Application"), respectfully allege as follows:

I. INTRODUCTION:

The Debtors have diligently reviewed the entire Claims Register in these Bankruptcy Cases and compared the information contained therein with the books and records of the Debtors.

1 Additionally, the Debtors have also analyzed the information contained therein and have
2 concluded that there is no basis on the books and records of the Debtors to support the Claims set
3 forth on Exhibit "A" annexed hereto as filed.

4 This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.
5 The statutory predicates for the relief sought herein are section 502 of title 11 of the United States
6 Code (the "Bankruptcy Code") and Rule 3007 of the Federal Rules of Bankruptcy Procedure the
7 "Bankruptcy Rules").

8

9 **II. RELEVANT FACTUAL AND PROCEDURAL BACKGROUND:**

10 These Bankruptcy Cases are inextricably intertwined with a pending Receivership Action,
11 commenced by the Arizona Corporation Commission.

12 Specifically, on April 1, 2005, the Arizona Corporation Commission caused to be filed, in
13 the Superior Court in and for the State of Arizona, a Verified Complaint in the above-captioned
14 matter against numerous individual defendants and entities (the Receivership Entities collectively,
15 "Mathon") - including the Debtors - seeking the appointment of a Receiver over the named
16 Defendants (the "Receivership Action").

17 The gravamen of the Receivership Action sounded in violations of the Arizona Securities
18 Laws and fraud. The ACC alleged that the individual named defendants perverted Mathon into a
19 scheme to obtain investors' monies under false pretenses, and use such funds for other than their
20 stated purpose.

21 On April 5, 2005, the State Court issued its Order appointing James C. Sell Receiver for
22 the approximately 30 entities named in the Receivership Complaint.

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

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Pursuant to an Order entered in the State Court proceeding on October 25, 2005, that Court authorized the filing of Bankruptcy for three Conservatorship Entities, Mathon Fund I, LLC, Mathon Fund, LLC and W.S.F. – World Sports Fans, LLC.

On January 12, 2006, this Court entered an Order allowing for the Joint Administration of these Bankruptcy Estates. The Conservator was allowed to remain in place and act as the Responsible Party in these Bankruptcy Cases.

During the pendency of these Bankruptcy Cases the Conservator worked closely with the Official Committee of Unsecured Creditors to formulate a fair and equitable framework for distribution of the Debtors' assets to the defrauded Mathon Creditors. An integral basis of such framework focused on the goal of equitably treating creditors in light of Mathon's operation as a Ponzi scheme.

The framework for such distributions was based upon the Net Investment of each Mathon Creditor/Investor and was detailed in the Disclosure Statement and Plan of Reorganization (as amended, the "Plan"). The Plan was also based upon a pooling of all of the assets of the Debtors' Estates for distribution.

The Plan was confirmed on October 27, 2006.

III. THE CLAIMS MUST BE DENIED AS FILED.

The Debtors seek to disallow the Claims set forth on Exhibit "A", as filed, as there is no basis from a review of the books and records of the Debtors to conclude that these Claims as filed represent monies owed by the Debtors.

Section 502 of the Bankruptcy Code, governing objections to claims provides, in relevant part, that:

A claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.

Additionally, Bankruptcy Rule 3007 provides, in relevant part that:

An objection to the allowance of a claim shall be in writing and filed. A copy of the objection with notice of the hearing thereon shall be mailed or otherwise delivered to the claimant, the debtor in possession and the trustee at least 30 days prior to the hearing.

1 Based upon this Omnibus Objection, the Claimants have no basis to collect the amounts
2 sought.

3 **IV. CONCLUSION.**

4 Based upon the foregoing, the Debtors respectfully request that this Application be
5 granted in its entirety, and that this Court enter an Order: (1) Disallowing the Claims Set forth on
6 Exhibit "A" as filed; and (2) granting any further relief this Court deems just and proper.

7 DATED this 23rd day of February, 2007.

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

9 /s/ 023284

10 _____
11 Lawrence E. Wilk
12 Jonathan P. Ibsen
13 *Special Counsel for Debtor*

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EXHIBIT A

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Claim No.	Claimant
7	R&A CPA
10	Gordon & Silver, Ltd.
11	Bloaz, LP
21	D&R Enterprises, LLC
22	Charles Didier
23	Fastback Management, LLC
29	Wasatch Partners
32	Ralph Wadsworth
38	FTE, LLC
39	Ruth D. Weight Charitable Trust
41	NM Land, Sigfried & Jansen
45	Eagles Point, LLC
52	Louis Kuffel
59	O&A Development Group
69	Peter Van Wickler
73	Jan Hulej
77	David Staymer
84	Mike Johnson
85	Meta Funding
90	Mego Financial Corp
93	Noel Williams
94	Benjamin & Christie Frank
113	Maryland Dept of Environment
137	Kevin Kellis
148	George Chen
150	Huddleston Bolen LLP

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