

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*

11 UNITED STATES BANKRUPTCY COURT
12 DISTRICT OF ARIZONA

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

Chapter 11 Proceedings
Case No: 05-27993 PHX GBN

(Jointly Administered with Case Nos.
05-27994 PHX-SSC and
05-27995 PHX- JMM)

16 THIS FILING APPLIES TO:

- 17 ALL DEBTORS
18 SPECIFIED DEBTORS

(Post-Confirmation)

**DEBTORS' SIXTH OMNIBUS
APPLICATION TO DISALLOW CLAIMS
BASED UPON PENDING LITIGATIONS**

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

25 **I. INTRODUCTION:**

26 The Debtors have diligently reviewed the entire Claims Register in these Bankruptcy
27 Cases and compared the information contained therein with the books and records of the Debtors.
28 Additionally, the Debtors have also analyzed the information contained therein and have

1 concluded that there is no basis on the books and records of the Debtors to support the Claims set
2 forth on Exhibit "A" annexed hereto as filed. Specifically, the claims set forth on Exhibit A arise
3 from litigations in which the Debtors dispute the claims made against them, the amounts sought
4 in such actions, and basis of the allegations against them.

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

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

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

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

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

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

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

28

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

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

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

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

16 The Plan was confirmed on October 27, 2006.

17 **III. THE CLAIMS MUST BE DENIED AS FILED.**

18 The Debtors seek to disallow the Claims set forth on Exhibit "A", as filed, as there is no
19 basis from a review of the books and records of the Debtors to conclude that these Claims as filed
20 represent monies owed by the Debtors. They are based upon pending litigations which the
21 Debtors believe to be ill founded, and to which the Debtors have defenses.

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

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

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

27 An objection to the allowance of a claim shall be in writing and
28 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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JABURG & WILK, P.C.
ATTORNEYS AT LAW
3200 NORTH CENTRAL AVENUE
SUITE 2000
PHOENIX, ARIZONA 85012

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EXHIBIT A

Claim No.	Claimant
59	O&A Development Group
90	Mego Financial Corp

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