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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

**NOTICE OF FILING DEBTORS' FIFTH
OMNIBUS APPLICATION TO
DISALLOW CLAIMS OF DUANE SLADE
AND GUY WILLIAMS AND BAR DATE
FOR FILING OBJECTIONS THERETO**

19 **NOTICE IS HEREBY GIVEN** of the filing *Debtors' Fifth Omnibus Application to*
20 *Disallow Claims of Duane Slade and Guy Williams*, attached hereto as Exhibit "1".

21 **NOTICE IS FURTHER GIVEN** that any objection to the *Fifth Omnibus Application to*
22 *Disallow Claims of Duane Slade and Guy Williams* must be in writing, filed with the Clerk of the
23 Bankruptcy Court, 230 N. First Avenue, 1st Floor, Phoenix, Arizona 85003, **on or before fifteen**
24 **days from service of this notice**, with a copy sent to counsel for the Debtor at the address below:
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Lawrence E. Wilk
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Failure to file such a response will result in the entry of Orders granting the relief requested in the Application without further opportunity for notice or a hearing.

DATED this 3rd day of March, 2007.

JABURG & WILK, P.C.

/s/ 006510

Lawrence E. Wilk
Jonathan P. Ibsen
Special Counsel for Debtor

COPY of the foregoing mailed this 3rd day of March, 2007 to those individuals listed on Exhibit "2", attached hereto.

/s/Janet Forster

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Exhibit "1"

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15 *Special Counsel for Debtor*

11 UNITED STATES BANKRUPTCY COURT
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Chapter 11 Proceedings

Case No: 05-27993 PHX GBN

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

16 THIS FILING APPLIES TO:

- 17 ALL DEBTORS
18 SPECIFIED DEBTORS

(Post-Confirmation)

**DEBTORS' FIFTH OMNIBUS
APPLICATION TO DISALLOW CLAIMS
OF DUANE SLADE AND GUY
WILLIAMS**

19 Mathon Fund, L.L.C. ("Fund"), and the other above captioned post-confirmation debtors
20 (collectively, the "Debtors"), by their undersigned attorneys, as and for their Fifth Omnibus
21 application for an Order disallowing and expunging the all Claims filed by Duane Slade and Guy
22 Williams, (the "Application"), respectfully allege as follows:

23 **I. INTRODUCTION:**
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1 The Debtors seek to disallow and expunge all Claims filed by Duane Slade and Guy
2 Williams as such claims were waived as part of the Settlement Agreement and Stipulation in Aid
3 of Plan of Reorganization, annexed as Exhibit "A" to the Confirmed Plan.

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").

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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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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. ALL CLAIMS OF SLADE AND WILLIAMS CLAIMS MUST BE DENIED.**

18 The Debtors seek to disallow all Claims filed by Duane Slade and Guy Williams as such
19 claims were waived as part of the Settlement Agreement and Stipulation in Aid of Plan of
20 Reorganization, annexed as Exhibit "A" to the Confirmed Plan.

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

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

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

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

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Consequently, neither Mr. Slade nor Mr. Williams has any basis to support their Claims as they have been waived. As such, the Claims must be disallowed and expunged.

IV. CONCLUSION.

Based upon the foregoing, the Debtors respectfully request that this Application be granted in its entirety, and that this Court enter an Order: (1) Disallowing all Claims filed by Duane Slade and/or Guy Williams; and (2) granting any further relief this Court deems just and proper.

DATED this 23rd day of February, 2007.

JABURG & WILK, P.C.

/s/ 023284

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Jonathan P. Ibsen
Special Counsel for Debtor

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File a Motion:

2:05-bk-27993-GBN MATHON FUND LLC and Larry Cunningham

Type: bk

Chapter: 11 v

Office: 2 (Phoenix)

Judge: GBN

Assets: y

Case Flag: JointAdmin

U.S. Bankruptcy Court

District of Arizona

Notice of Electronic Filing

The following transaction was received from IBSEN, JONATHAN P. entered on 2/23/2007 at 5:03 PM AZ and filed on 2/23/2007

Case Name: MATHON FUND LLC and Larry Cunningham

Case Number: 2:05-bk-27993-GBN

Document Number: 435

Docket Text:

Fifth Motion to Disallow Claims of *Duane Slade and Guy Williams* filed by JONATHAN P. IBSEN of JABURG & WILK, PC on behalf of MATHON FUND LLC. (IBSEN, JONATHAN)

The following document(s) are associated with this transaction:

Document description:Main Document

Original filename:G:\Shared\Janet\Mathon Bnky\Objections\fifth Omnibus.pdf

Electronic document Stamp:

[STAMP bkecfStamp_ID=875559564 [Date=2/23/2007] [FileNumber=9487388-0]
[0d8e7a835614ec087faa800b3c972aaaa7cf74a8ac0308b70c49ee881f0b0c3736a6
c096f5eb0c244bb7439d028426b5cafb6454eda7c24b30948a84ea35c0f4]]

Exhibit 2

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