

IT IS SO ORDERED.



Dated: December 22, 2005

Alan A. Meda, AZ Bar #009213  
STINSON MORRISON HECKER LLP  
1850 N. Central Avenue, Suite 2100  
Phoenix, Arizona 85004-4584  
Tel: (602) 279-1600  
Fax: (602) 240-6925

GEORGE B. NIELSEN, JR  
U.S. Bankruptcy Judge

Attorneys for the New Committee

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF ARIZONA**

In re  
MATHON FUND LLC,  
  
Debtor.

Chapter 11  
Case No. 2-05-bk-27993-GBN

**ORDER AUTHORIZING THE NEW  
COMMITTEE TO EMPLOY STINSON  
MORRISON HECKER LLP AS COUNSEL**

The Court has reviewed the Application to Employ Stinson Morrison Hecker LLP as Counsel for the Official Committee of Unsecured Creditors and the Verified Statement in support of the Application. The Court is satisfied that Stinson Morrison Hecker LLP ("SMH") consists of attorneys duly admitted to practice in this Court, and the Court is satisfied that SMH represents no interest adverse to the Debtor herein, or to its estate in the matters upon which it is to be engaged, that its employment is necessary and is in the best interest of the estate, and for good cause appearing,

IT IS HEREBY ORDERED that the New Committee is authorized to employ Stinson Morrison Hecker LLP to serve as bankruptcy counsel to the New Committee, on the terms stated in the Application, in the above-captioned Chapter 11 case, effective December 5, 2005.

IT IS FURTHER ORDERED that no compensation shall be paid to SMH except upon appropriate application and notice and that such application shall be in compliance with the U.S. Trustee Guidelines.

DATED this \_\_\_\_\_ day of \_\_\_\_\_ 2005.

\_\_\_\_\_  
The Honorable George B. Nielsen  
UNITED STATES BANKRUPTCY JUDGE