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7 IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
8 IN AND FOR THE COUNTY OF MARICOPA
9

10 ARIZONA CORPORATION
11 COMMISSION,

12 Plaintiff,

13 vs.

14 MATHON MANAGEMENT COMPANY,
L.L.C., fka an Arizona limited liability
15 company now dba a Delaware limited
liability company; et al.,

16 Defendants.
17

Cause No. CV 2005-005484

**ORDER APPROVING LIMITED
RELIEF FROM INJUNCTIVE
PROVISIONS OF ORDER
APPROVING STIPULATION
REGARDING ORDER
APPOINTING CONSERVATOR**

(Assigned to the Honorable
Barry C. Schneider)

18 WHEREAS, on or about April 1, 2005, the Arizona Corporation Commission
19 commenced this action against the Defendants named herein, and seeking the appointment
of a Receiver over the named Defendants;

20 WHEREAS, on April 5, 2005, this Court entered its Order appointing James C.
21 Sell Receiver for the entities in the Receivership complaint;

22 WHEREAS, subsequently, the Parties to this action submitted a Stipulation
23 Regarding Order Appointing Conservator (the "Conservatorship Stipulation"), which
24 sought to change the title and role of Receiver to Conservator while preserving all other
25 rights, duties and obligations of the Receiver;
26

1 WHEREAS, after notice and hearing on April 14, 2005, this Court issued its Order
2 on April 15, 2005 approving the Stipulation Regarding Order Appointing Conservator, in
3 which the title and role of James C. Sell was changed from Receiver to Conservator (the
4 “Conservator Order”), and which also directed that that the rights and obligations and role
5 of the Conservator remain identical to those of the Receiver;

6 WHEREAS, Paragraph 6 of the Conservatorship Stipulation prohibits any party
7 from, *inter alia*, initiating any proceeding under the United States Bankruptcy Code, and
8 Paragraph 14 of the Conservatorship Stipulation enjoins all Parties from taking any action
9 which may, in any way, affect the assets of the Conservatorship Entities;

10 WHEREAS, the Official Committee of Mathon Investors and Creditors (the
11 “Official Committee”) and the Conservator have each filed separate motions (collectively,
12 the “Bankruptcy Motions”) seeking relief from the provisions of Paragraphs 6 and 14 to
13 allow them to place certain Conservatorship Entities in Bankruptcy;

14 WHEREAS, after considering the Bankruptcy Motions, all objections and joinders
15 thereto, and after considering argument thereon, and after considering the oral application
16 of Defendants Duane Slade and Guy Williams (the “Oral Application”) for similar relief
17 to be relieved from the provisions of Paragraphs 6 and 14, on October 3, 2005 this Court
18 Ordered that the matter be continued so as to allow Duane Slade and Guy Williams the
19 opportunity to be heard on the Oral Application and to submit any Memorandum in
20 support of their position and to allow the Arizona Corporation Commission and any other
21 interested party to similarly be heard on the Oral Application;

22 WHEREAS, Defendants Duane Slade and Guy Williams now have provided notice
23 of the withdrawal of their Oral Application; and

24 WHEREAS, after considering the Bankruptcy Motions, and after considering all
25 other pleadings, objections, replies and joinders therein, and after having heard argument
26

1 thereon, and after considering the entire record before this Court in this Action, and good
2 cause appearing;

3 IT IS HEREBY ORDERED that the Conservator be granted limited relief from the
4 injunctive provisions of Paragraphs 6 and 14 so as to allow the Conservator to bring, not
5 later than November 14, 2005, the appropriate action or actions to place Mathon Fund,
6 LLC; Mathon Fund I, LLC; and WSF – World Sports Fans, LLC (the “Bankruptcy
7 Entities”) into Chapter 11 of the United States Bankruptcy Code, subject to any and all
8 applicable claims and defenses associated with such actions; that the Official Committee
9 will not oppose James C. Sell remaining and continuing to act as Conservator over the
10 Conservatorship Entities and the Bankruptcy Entities in this action and in the Bankruptcy
11 Estates, until such as the Bankruptcy Court has ruled on a motion with regard to such
12 status pursuant to a motion made under 11 U.S.C. §543, and notwithstanding these
13 provisions herein shall prevent the Official Committee from asserting such motion under
14 11 U.S.C. §543; and

15 IT IS FURTHER ORDERED that notwithstanding the foregoing, the injunctive
16 provisions of Paragraphs 6 and 14 shall remain in place to all other parties including, but
17 not limited to, Duane Slade and Guy Williams; and

18 IT IS FURTHER ORDERED that James C. Sell shall remain as Conservator and
19 that other than as modified by this Order, all other provisions of the Conservatorship
20 Stipulation and Conservatorship Order shall remain in full force and effect and
21 unmodified.

22 DATED this ____ day of October 2005

23
24
25 _____
26 Honorable Barry C. Schneider
Maricopa County Superior Court