

**COPY**

1 Lawrence E. Wilk, # 006510  
2 **JABURG & WILK, P.C.**  
3 3200 North Central Avenue, Suite 2000  
4 Phoenix, Arizona 85012  
5 (602) 248-1000

6 Attorneys for James C. Sell, Conservator

7 **SUPERIOR COURT OF ARIZONA**  
8 **MARICOPA COUNTY**

9 ARIZONA CORPORATION  
10 COMMISSION

11 Plaintiff,

12 v.

13 MATHON MANAGEMENT COMPANY,  
14 L.L.C., fka an Arizona limited liability  
15 company now dba a Delaware limited  
16 liability company, SLADE WILLIAMS AND  
17 ASSOCIATES, L.L.C., an Arizona limited  
18 liability company, MATHON FUND I,  
19 L.L.C., an Arizona limited liability company,  
20 MATHON FUND, L.L.C., fka an Arizona  
21 limited liability company now dba a  
22 Delaware limited liability company,  
23 INTEGRITY101, L.L.C., an Arizona limited  
24 liability company, INTEGRITY 201, L.L.C.,  
25 an Arizona limited liability company,  
26 INTEGRITY 301, L.L.C., and Arizona  
27 limited liability company, INTEGRITY401,  
28 L.L.C., an Arizona limited liability company,  
INTEGRITY 501, L.L.C., an Arizona limited  
liability company, INTEGRITY 601, L.L.C.,  
an Arizona limited liability company,  
INTEGRITY 701, L.L.C., an Arizona limited  
liability company, INTEGRITY 801, L.L.C.,  
an Arizona limited liability company,  
INTEGRITY 901, L.L.C., an Arizona limited  
liability company, ROUND VALLEY  
CAPITAL, L.L.C., an Arizona limited  
liability company, W.S.F. – WORLD  
SPORTS FANS, L.L.C., an Arizona limited  
liability company, MILL CREEK, L.L.C., an  
Arizona limited liability company,  
BELLEVUE HOLDINGS, L.L.C., an  
Arizona limited liability company, OAK  
HARBOR FINANCIAL, L.L.C., an Arizona

Case No. CV 2005-005484

**ORDER APPROVING  
STIPULATION TO DISBAND  
THE OFFICIAL INVESTORS  
/CREDITORS COMMITTEE AND  
TERMINATE EMPLOYMENT OF  
QUARLES & BRADY, STREICH  
LANG, LLP AS COMMITTEE  
COUNSEL**

(Assigned to the Honorable  
Barry C. Schneider)

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

1 limited liability company, SW STRATEGIC,  
2 WEALTH ADVISORS, L.L.C., an Arizona  
3 limited liability company, EVERETT  
4 CAPTIAL, L.L.C., an Arizona limited  
5 liability company, CRE CAPITAL, L.L.C.,  
6 an Arizona limited liability company,  
7 MEZZANINE MANAGEMENT, L.L.C., an  
8 Arizona limited liability company,  
9 MEZZANINE FUND I, L.L.C., an Arizona  
10 limited liability company, JONAS FUND I,  
11 L.L.C., an Arizona limited liability company,  
12 TEMPLAR FUND L.L.C., fka an Arizona  
13 limited liability company now dba a  
14 Delaware limited liability company,  
15 MERCER ISLAND, L.L.C., an Arizona  
16 limited liability company, CONNECTICUT  
17 PROPERTIES, L.L.C., an Arizona limited  
18 liability company, FIRST ATLANTA  
19 INVESTMENTS, L.L.C., a Georgia limited  
20 liability company, MM COLONIAL FUND,  
21 L.L.C., a Delaware limited liability company,  
22 SLADE CONSTRUCTION, L.L.C., an  
23 Arizona limited liability company,  
24 DUANE SLADE and JENNIFER SLADE,  
25 husband and wife, GUY ANDREW  
26 WILLIAMS and LISA WILLIAMS, husband  
27 and wife,

Defendants.

17 *The Stipulation to Disband the Official Investors/Creditors Committee and*  
18 *Terminate Employment of Quarles & Brady, Streich Lang, LLP as Committee Counsel*  
19 entered into by Quarles & Brady, Streich Lang, LLP, on its own behalf, and on behalf of  
20 the previously authorized Investors/Creditors Committee, James C. Sell, duly appointed  
21 Conservator and the Official Bankruptcy Court Committee of Mathon Fund LLC, and  
22 Mathon Fund I, LLC, having come before the Court, and there appearing good cause  
23 therefore; it is

24 ORDERED approving the Stipulation attached hereto as Exhibit "A" in accordance  
25 with the terms, as more fully set forth therein.

26 DONE IN OPEN COURT this 15<sup>th</sup> day of December, 2005.

27 **BARRY C. SCHNEIDER**  
28 **Judge of the Superior Court**  
Honorable Barry C. Schneider

## **Exhibit "A"**

1 Lawrence E. Wilk, # 006510  
2 **JABURG & WILK, P.C.**  
3 3200 North Central Avenue, Suite 2000  
4 Phoenix, Arizona 85012  
5 (602) 248-1000

6 Attorneys for James C. Sell, Conservator

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8 **SUPERIOR COURT OF ARIZONA**  
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Case No. CV 2005-005484

**STIPULATION TO DISBAND  
THE OFFICIAL INVESTORS  
/CREDITORS COMMITTEE AND  
TERMINATE EMPLOYMENT OF  
QUARLES & BRADY, STREICH  
LANG, LLP AS COMMITTEE  
COUNSEL**

(Assigned to the Honorable  
Barry C. Schneider)

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ATTORNEYS AT LAW  
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22 liability company, MM COLONIAL FUND,  
23 L.L.C., a Delaware limited liability company,  
24 SLADE CONSTRUCTION, L.L.C., an  
25 Arizona limited liability company,  
26 DUANE SLADE and JENNIFER SLADE,  
27 husband and wife, GUY ANDREW  
28 WILLIAMS and LISA WILLIAMS, husband  
and wife,

Defendants.

18 This stipulation is entered into by Quarles & Brady, Streich Lane, LLP (“QBSL”) on its own behalf, and on behalf of the previously authorized Investors/Creditors Committee (hereinafter “State Court Committee”), James C. Sell (“Sell” or the “Conservator”) duly appointed Conservator in this case, through counsel of record undersigned, and the Official Bankruptcy Court Committee approved and authorized in the bankruptcy proceedings of Mathon Fund LLC, Mathon Fund I, LLC (hereinafter referred to as the “Bankruptcy Committee”) by and through their counsel (hereinafter the above referenced parties are collectively referred to as the “Parties”). The Parties hereby stipulate and agree as follows:

RECITALS

1  
2           1.       On or about April 1<sup>st</sup> 2005, the Arizona Corporation Commission caused to  
3 be filed in the Superior Court in and for the State of Arizona, a verified Complaint in the  
4 above captioned matter against numerous individual defendants and entities, seeking the  
5 appointment of the Receiver over the named defendants.

6           2.       On or about April 5, 2005, this court issued its order appointing James C.  
7 Sell Receiver for the approximately thirty entities named in the Receivership Complaint.

8           3.       Subsequently, after notice and hearing, the Court on April 14, 2005 issued  
9 its Order approving the Stipulation Regarding Order Appointing Conservator, in which  
10 the title of James C. Sell was changed from Receiver to Conservator (hereinafter, the  
11 “Conservatorship Order”). The rights and obligations of the Conservator remained  
12 identical to those of the Receiver.

13           4.       On or about May 5, 2005, QBSL, on behalf of the State Court Investors  
14 Committee, and the Conservator filed a Joint Motion to Recognize the Proposed Official  
15 Investors/Creditors Committee and Authorizing the Employment of Quarles & Brady,  
16 Streich Lane, LLP as Committee Counsel.

17           5.       On or about May 25, 2005, this Court issued its Order granting the Joint  
18 Motion to Recognize the Proposed Official Investors/Creditors Committee and to  
19 authorize the Employment of Quarles & Brady, Streich Lane, LLP as Committee Counsel.

20           6.       On or about November 28, 2005, the United States Trustee, for the District  
21 of Arizona, appointed a Creditors Committee in the Mathon Fund I, LLC bankruptcy  
22 proceeding. (Attached hereto as Exhibit “A” is a copy of the U.S. Trustees’ filing).

23           7.       On or about November 28, 2005, the United States Trustee, for the District  
24 of Arizona, appointed a Creditors Committee in the Mathon Fund, LLC bankruptcy  
25 proceeding. (Attached hereto as Exhibit “B” is a copy of the U.S. Trustees’ filing).

26           8.       The Parties have now agreed that the existence of two committees results in  
27 a duplication of effort and additional administrative expenses and therefore agree to the  
28 termination of the standing of the State Court Committee.



1 joint administration of the bankruptcies in front of Judge Nielsen, the State Court  
2 Committee now defers all decision making power as to those proceedings to the  
3 Bankruptcy Court Committee and shall no longer have any further standing in the  
4 Bankruptcy Court proceedings.

5 7. To the extent that the State Court Committee was involved in the creation of  
6 the Alvarez and Marsal Voting Trust, Indemnity Agreement and Retention Agreement,  
7 and is required to execute documents in order to rescind and terminate those agreements,  
8 the Court hereby authorizes QBSL to execute those documents to terminate these  
9 agreements.

10 8. To the extent that the Bankruptcy Committee chooses to terminate and  
11 withdraw the motion to add Mathon Management as a debtor entity, the State Court  
12 Committee hereby acknowledges that said motion shall be withdrawn and that it shall  
13 have no further involvement in the inclusion or removal of any further entities into the  
14 State Court, or Bankruptcy Court, proceedings.

15 9. The State Court Committee hereby agrees to defer to the position taken by  
16 Bankruptcy Court Committee with reference to the treatment of WSF in the Bankruptcy  
17 Court proceedings, and acknowledges that it shall have no further standing to address the  
18 treatment of WSF.

19 10. Prior to the disbanding of the State Court Committee, or upon request of the  
20 Bankruptcy Court Committee, or the Conservator, the State Court Committee agrees to  
21 cooperate and to execute any and all documents requested to establish its deference to the  
22 actions being taken by the Bankruptcy Committee in the State Court and Bankruptcy  
23 Court proceedings, including, but not limited to, issues regarding consolidation and its  
24 *Nunc pro Tunc* effect on additional individuals and entities, and the treatment of the  
25 investors as agreed to by the Bankruptcy Court Committee.


26 11. This document may be executed in counterpart by the Parties with facsimile  
27 signatures.

28

1 In acknowledgement of the terms set forth herein, the Parties hereto execute the  
2 Stipulation either on behalf of themselves and their respective clients.

3 DATED this 14<sup>th</sup> day of December, 2005.

4  
5 **JABURG & WILK, P.C.**

6   
7 \_\_\_\_\_  
8 Lawrence E. Wilk on behalf of  
9 James C. Sell, Conservator

10 \_\_\_\_\_  
11 James C. Sell, Conservator

12 **QUARLES & BRADY STREICH LANE**

13 \_\_\_\_\_  
14 Gerald L. Shelley on behalf of QBSL

15 **QUARLES & BRADY STREICH LANE**

16 \_\_\_\_\_  
17 Gerald L. Shelley on behalf of the  
18 State Court Creditors Committee

19 **STINSON MORRISON & HECKER**

20 \_\_\_\_\_  
21 Taylor Ashworth on behalf of the  
22 Bankruptcy Court Creditors Committee

23 **Approved:** \_\_\_\_\_  
24 Wendy Coy

25  
26  
27  
28  
JABURG & WILK, P.C.  
ATTORNEYS AT LAW  
3200 NORTH CENTRAL AVENUE  
SUITE 2000  
PHOENIX, ARIZONA 85012

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

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

\_\_\_\_\_  
Lawrence E. Wilk on behalf of  
James C. Sell, Conservator

  
James C. Sell, Conservator

**QUARLES & BRADY STREICH LANE**

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Gerald L. Shelley on behalf of QBSL

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Taylor Ashworth on behalf of the  
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Approved: \_\_\_\_\_  
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\_\_\_\_\_  
James C. Sell, Conservator

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Gerald L. Shelley on behalf of QBSL

**QUARLES & BRADY STREICH LANE**

  
\_\_\_\_\_  
Gerald L. Shelley on behalf of the  
State Court Creditors Committee

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\_\_\_\_\_  
Taylor Ashworth on behalf of the  
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Approved: \_\_\_\_\_  
Wendy Coy

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20 Taylor Ashworth on behalf of the  
21 Bankruptcy Court Creditors Committee

22 **Approved:** \_\_\_\_\_  
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Lawrence E. Wilk on behalf of  
James C. Sell, Conservator

\_\_\_\_\_  
James C. Sell, Conservator

**QUARLES & BRADY STREICH LANE**

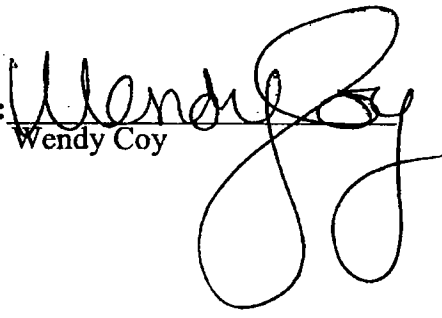
\_\_\_\_\_  
Gerald L. Shelley on behalf of QBSL

**QUARLES & BRADY STREICH LANE**

\_\_\_\_\_  
Gerald L. Shelley on behalf of the  
State Court Creditors Committee

**STINSON MORRISON & HECKER**

\_\_\_\_\_  
Taylor Ashworth on behalf of the  
Bankruptcy Court Creditors Committee

Approved:   
Wendy Coy

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

## **Exhibit "A"**

1 ILENE J. LASHINSKY (#003073)  
United States Trustee  
2 District of Arizona  
3 JONATHAN E. HESS (#019127)  
Trial Attorney  
4 230 North First Avenue, Suite 204  
Phoenix, Arizona 85003-1706  
5 (602) 682-2600

6 UNITED STATES BANKRUPTCY COURT  
7 DISTRICT OF ARIZONA

8 In re ) Chapter 11  
9 MATHON FUND I, ) Case No. 05-27994 PHX SSC  
10 ) APPOINTMENT OF OFFICIAL  
11 ) COMMITTEE OF UNSECURED  
Debtor. ) CREDITORS

12 Pursuant to 11 U.S.C. §§ 1102(a) and 1102(b)(1), the  
13 following creditors of the above-captioned debtor, being among those  
14 holding the largest unsecured claims and who are willing to serve, are  
15 appointed to the committee of unsecured creditors:

- 16 1. NEWMAN FAMILY TRUST  
17 JAN NEWMAN  
245 E. Hudson Lane  
18 Elk Ridge, UT 84651  
PHONE: (801) 368-9353  
19 FAX: (801) 423-1879
- 20 2. BENIMOTO FUNDING  
21 BEN & CHRISTIE FUNK  
4040 E. McLellan, #8  
22 Mesa, AZ 85205  
PHONE: (480) 654-2168  
FAX: (480) 654-2168
- 23 3. CLAIR & NANCY JENKINS  
24 6106 204th Drive NE  
Redmond, WA 98052  
25 PHONE: (425) 868-8296  
FAX: (425) 868-2146
- 26 4. TY D. MATTINGLY  
27 22 West 620 South  
Orem, UT 84058  
28 PHONE: (801) 368-2000  
FAX: (801) 765-1121

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5. R. PHIL & JANET ZOBRIST FAMILY TRUST  
R. PHIL ZOBRIST  
2870 Quartz Canyon Drive  
Henderson, NV 89052  
PHONE: (702) 496-0900  
FAX: (702) 434-6784

Respectfully submitted,  
  
ILENE J. LASHINSKY  
United States Trustee  
District of Arizona

Dated: November 28, 2005. /s/ JEH (019127)  
JONATHAN E. HESS  
Trial Attorney

Copies of the foregoing mailed to  
the creditors appointed as listed  
above, and the following this  
28th day of November, 2005:

Michael W. Carmel  
MICHAEL W. CARMEL, LTD.  
80 East Columbus Avenue  
Phoenix, Arizona 85012-4965

Philip G. Mitchell  
JENNINGS, HAUG & CUNNINGHAM, L.L.P.  
2800 North Central Avenue #1800  
Phoenix, Arizona 85004-1049

Attorneys for Debtor

/s/ C. Popovich

## **Exhibit “B”**

1 ILENE J. LASHINSKY (#003073)  
United States Trustee  
2 District of Arizona

3 JONATHAN E. HESS (#019127)  
Trial Attorney  
4 230 North First Avenue, Suite 204  
Phoenix, Arizona 85003-1706  
5 (602) 682-2600

6 UNITED STATES BANKRUPTCY COURT  
7 DISTRICT OF ARIZONA

8 In re ) Chapter 11  
9 MATHON FUND LLC, ) Case No. 05-27993 PHX GBN  
10 ) APPOINTMENT OF OFFICIAL  
11 ) COMMITTEE OF UNSECURED  
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BEN & CHRISTIE FUNK  
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28 FAX: (801) 765-1121

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5. R. PHIL & JANET ZOBRIST FAMILY TRUST  
R. PHIL ZOBRIST  
2870 Quartz Canyon Drive  
Henderson, NV 89052  
PHONE: (702) 496-0900  
FAX: (702) 434-6784

Respectfully submitted,

ILENE J. LASHINSKY  
United States Trustee  
District of Arizona

Dated: November 28, 2005.

/s/ JEH (#019127)  
JONATHAN E. HESS  
Trial Attorney

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28th day of November, 2005:

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80 East Columbus Avenue  
Phoenix, Arizona 85012-4965

Philip G. Mitchell  
JENNINGS, HAUG & CUNNINGHAM, L.L.P.  
2800 North Central Avenue #1800  
Phoenix, Arizona 85004-1049

Attorneys for Debtor

/s/ C. Popovich

1 ORIGINAL filed and COPY  
2 of the foregoing hand-delivered this  
3 14 day of December, 2005 to:

4 The Honorable Barry C. Schneider  
5 MARICOPA COUNTY SUPERIOR COURT  
6 101 West Jefferson, CCB 13A  
7 Phoenix, Arizona 85003-2243

8 COPIES of the foregoing mailed and  
9 emailed this 14 day of December, 2005 to:

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