

1 **ARIZONA CORPORATION COMMISSION**
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6 **STATE OF ARIZONA**

7 **MARICOPA COUNTY SUPERIOR COURT**

8 **ARIZONA CORPORATION COMMISSION**)

No. CV 2005-005484

9 Plaintiff)

**TEMPORARY RESTRAINING ORDER
WITHOUT NOTICE AND ORDER TO
SHOW CAUSE ON MOTION FOR
PRELIMINARY INJUNCTION**

10 v.)

11 **MATHON MANAGEMENT COMPANY,**)
L.L.C., fka an Arizona limited liability company)
12 now dba a Delaware limited liability company,)
13 **SLADE WILLIAMS AND ASSOCIATES,**)
L.L.C., an Arizona limited liability company,)
14 **MATHON FUND I, L.L.C.,** an Arizona limited)
liability company, **MATHON FUND, L.L.C.,** fka)
15 an Arizona limited liability company now dba a)
Delaware limited liability company, **INTEGRITY**)
16 **101, L.L.C.,** an Arizona limited liability company,)
17 **INTEGRITY 201, L.L.C.,** an Arizona limited)
liability company, **INTEGRITY 301, L.L.C.,** an)
18 Arizona limited liability company, **INTEGRITY**)
401, L.L.C., an Arizona limited liability company,)
19 **INTEGRITY 501, L.L.C.,** an Arizona limited)
liability company, **INTEGRITY 601, L.L.C.,** an)
20 Arizona limited liability company, **INTEGRITY**)
701, L.L.C., an Arizona limited liability company,)
21 **INTEGRITY 801, L.L.C.,** an Arizona limited)
liability company, **INTEGRITY 901, L.L.C.,** an)
22 Arizona limited liability company, **ROUND**)
VALLEY CAPITAL, L.L.C., an Arizona limited)
23 liability company, **W.S.F. – WORLD SPORTS**)
FANS L.L.C., an Arizona limited liability)
24 company, **MILL CREEK L.L.C.,** an Arizona)
25 limited liability company, **BELLEVUE**)
HOLDINGS, L.L.C., an Arizona limited liability)
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1 company, OAK HARBOR FINANCIAL, L.L.C.,)
2 an Arizona limited liability company, SW)
3 STRATEGIC WEALTH ADVISORS, L.L.C., an)
4 Arizona limited liability company, EVERETT)
5 CAPITAL, L.L.C., an Arizona limited liability)
6 company, CRE CAPITAL, L.L.C., an Arizona)
7 limited liability company, MEZZANINE)
8 MANAGEMENT, L.L.C., an Arizona limited)
9 liability company, MEZZANINE FUND I,)
10 L.L.C., an Arizona limited liability company,)
11 JONAS FUND I, L.L.C., an Arizona limited)
12 liability company, TEMPLAR FUND, L.L.C., fka)
13 an Arizona limited liability company now dba a)
14 Delaware limited liability company, MERCER)
15 ISLAND, L.L.C., an Arizona limited liability)
16 company, CONNECTICUT PROPERTIES,)
17 L.L.C., an Arizona limited liability company,)
18 FIRST ATLANTA INVESTMENTS, L.L.C., a)
19 Georgia limited liability company, MM)
20 COLONIAL FUND, L.L.C., a Delaware limited)
21 liability company, SLADE CONSTRUCTION,)
22 L.L.C., an Arizona limited liability company,)
23 DUANE SLADE and JENNIFER SLADE,)
24 husband and wife, GUY ANDREW WILLIAMS)
25 and LISA WILLIAMS, husband and wife,)
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Defendants.

17 Plaintiff, the Arizona Corporation Commission ("ACC"), having filed a Verified Complaint
18 and Application for Temporary Restraining Order, Order To Show Cause On Preliminary
19 Injunction and Appointment of Receiver, Memorandum of Points and Authorities in Support of
20 Motion for Temporary Restraining Order and Order To Show Cause On Motion For Preliminary
21 Injunction, Affidavits of Mark Klamrzynski, Jerry Lowe and Barry Mataini in Support of Motion
22 for Temporary Restraining Order Without Notice, Order To Show Cause and Appointment Of
23 Receiver and Certification Under Ariz. R. Civ. P. 65(d), the Court finds:

- 24 1. The Court has jurisdiction over Defendants and the subject matter of this litigation.
- 25 2. The ACC has made a sufficient showing that neither written nor oral prior notice
26 need be given to the Defendants because it is likely that immediate and irreparable injury, loss or

1 damage will result to the applicant before the adverse party or that party's attorney can be heard in
2 opposition. Notice shall not be required before this Order is entered as Defendants may secret or
3 dissipate the property, including brokerage accounts and corporate assets if given advance notice of
4 the ACC's intention of obtaining this Order.

5 3. There is good cause to believe that Defendants have engaged in acts and practices
6 which constitute violations of A.R.S. § 44-1991.

7 4. There is good cause to believe that Defendants will continue to engage in the acts
8 and practices constituting the violations set forth in paragraph 3 including the continued sale of the
9 securities by Defendants, with resulting loss by the investing public unless restrained and enjoined
10 by an order of this Court.

11 5. There is good cause to believe that Defendants used improper means to obtain
12 investor funds and assets.

13 IT IS THEREFORE ORDERED that Defendants, Defendant Entities and Relief Defendants
14 their officers, agents, servants, employees, and attorneys, and upon those persons in active concert
15 or participation with them who receive actual notice of the order by personal service or otherwise,
16 be and hereby are temporarily restrained directly or indirectly from:

17 1. Selling or offering for sale within or from this state any securities in violation of the
18 Arizona Securities Act.

19 2. In connection with a transaction or transactions within or from this state involving
20 an offer to sell or buy securities, or a sale or purchase of securities: (a) employing any device,
21 scheme or artifice to defraud; (b) making any untrue statement of material fact, or omitting to state
22 any material fact necessary in order to make the statements made, in the light of the circumstances
23 under which they were made, not misleading; or (c) engaging in any transaction, practice or course
24 of business which operates or would operate as a fraud or deceit.

25 3. Transferring, secreting, dissipating, altering, selling, pledging, assigning,
26 encumbering, expending, concealing, conveying, liquidating, or otherwise disposing of any assets,

1 funds or property owned by the Defendants listed on Exhibit "A" attached hereto and by this
2 reference incorporated herein.

3 IT IS FURTHER ORDERED that the ACC shall forthwith file this Temporary Restraining
4 Order with the Clerk of the Court and serve copies of said Order on the Defendants and all others
5 whom Plaintiffs have reason to believe may possess any of the records or property covered by this
6 Order or may be otherwise affected by this Order.

7 IT IS FURTHER ORDERED that each Defendant served with a copy of this Order shall
8 forthwith give actual notice of this Order to each of said Defendants' officers, directors, agents,
9 debtors, lessees, servants, trustees, attorneys, spouses, employees, real estate agents, accountants,
10 assigns, escrow officers, and bailees and to each person in active concert or participation with that
11 Defendant.

12 IT IS FURTHER ORDERED that unless this Court rules otherwise, a show cause hearing
13 as to why a Preliminary Injunction shall not issue shall take place on the 13 day of
14 April, 2005, at 9:15 9 m. in this Court.

15 DATED this 5 day of April, 2005, at 10:00 9 m.

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18 Honorable BARRY C. SCHNEIDER
19 Judge of the Superior Court
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EXHIBIT "A"

1. MATHON MANAGEMENT COMPANY, L.L.C., fka an Arizona limited liability company dba a Delaware limited liability company
2. SLADE WILLIAMS AND ASSOCIATES, L.L.C., an Arizona limited liability company
3. MATHON FUND I, L.L.C., an Arizona limited liability company
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14. ROUND VALLEY CAPITAL, L.L.C., an Arizona limited liability company
15. W.S.F. – WORLD SPORTS FANS, L.L.C., an Arizona limited liability company
16. MILL CREEK L.L.C., an Arizona limited liability company

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- 17. BELLEVUE HOLDINGS, L.L.C., an Arizona limited liability company
- 18. OAK HARBOR FINANCIAL, L.L.C., an Arizona limited liability company
- 19. SW STRATEGIC WEALTH ADVISORS, L.L.C., an Arizona limited liability company
- 20. EVERETT CAPITAL, L.L.C., an Arizona limited liability company
- 21. CRE CAPITAL, L.L.C., an Arizona limited liability company
- 22. MEZZANINE MANAGEMENT, L.L.C., an Arizona limited liability company
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