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ARIZONA CORPORATION COMMISSION  
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STATE OF ARIZONA

MARICOPA COUNTY SUPERIOR COURT

ARIZONA CORPORATION COMMISSION )  
 )  
Plaintiff )  
 )  
v. )  
 )  
MATHON MANAGEMENT COMPANY, )  
L.L.C., fka an Arizona limited liability company )  
now dba a Delaware limited liability company, *et* )  
*al.* )  
 )  
Defendants. )

No. CV 2005-005484

FINAL JUDGMENT  
AND ORDER OF PERMANENT  
INJUNCTION

(Assigned to the Honorable Barry C. Schneider)

On this 29 day of November, 2006 after consideration of the Consent to Final Judgment and Order of Permanent Injunction ("Consent") executed by Defendants Duane Slade and Jennifer Slade, husband and wife, and Guy Andrew Williams and Lisa Williams, husband and wife; and

It appearing to the Court that each of the Defendants has consented to the entry of this Final Judgment and Order of Permanent Injunction; and

1           It appearing to the Court that each of the Defendants has admitted the jurisdiction of the  
2 Court over themselves and the subject matter of this action; and

3           It appearing that the parties have entered into the Consent and pursuant thereto have  
4 agreed to the entry of this Order for the purpose of settling any and all claims of the Arizona  
5 Corporation Commission (the "Commission") arising out of facts related to the allegations  
6 contained in the Amended Complaint in this action, and without Defendants admitting or denying  
7 any of the allegations in the Amended Complaint or the Consent and provided that, other than in  
8 this action, no findings of fact or conclusions of law set forth in the Consent to Final Judgment  
9 shall be attributed to the individual Defendants for any purpose; and

10           It appearing that the parties have agreed that, and the Court expressly determines, there is  
11 no just reason for delay in entering a final judgment as called for under Rule 54(b) in this action;

12           NOW, THEREFORE, the Court finds sufficient basis to order the following:

13           IT IS ORDERED that pursuant to A.R.S. § 44-2032, the Defendants, and their agents,  
14 employees, successors and assigns shall be permanently enjoined from violating the Arizona  
15 Securities Act, A.R.S. § 44-1801 *et. seq.* (the "Securities Act"). The Defendants shall not sell any  
16 securities in or from Arizona without being registered in Arizona as dealers or salesmen, or without  
17 being exempt from such registration. The Defendants shall not sell securities in or from Arizona  
18 unless the securities are registered in Arizona or unless the securities are otherwise exempt from  
19 registration. The Defendants shall not commit securities fraud in connection with the offer or sale of  
20 securities within or from Arizona.

21           IT IS FURTHER ORDERED that pursuant to A.R.S. § 44-2032, the Defendants shall jointly  
22 and severally pay to the Commission restitution in the amount of Seventy-six Million Four Hundred  
23 Forty-eight Thousand Three Hundred Eighty-nine Dollars (\$76,448,389), which the Commission  
24 shall disburse to the Participating Trust, as defined in Settlement Agreement and Stipulation in Aid of  
25 Plan of Reorganization ("Aid of Plan") approved by this Court in its Conservatorship Approval Order  
26 dated July 31, 2006. The restitution amount called for under this paragraph shall be reduced by any

1 amount returned to investors by the Conservator appointed in this action. Upon the Effective Date, as  
2 defined in the Aid of Plan, and upon the Defendants transferring the Additional Assets to the  
3 Participating Trust as called for under the Aid of Plan, the restitution amount called for under this  
4 paragraph shall be deemed fully satisfied and the Commission will execute and file an appropriate  
5 satisfaction of judgment.

6 IT IS FURTHER ORDERED that pursuant to A.R.S. § 44-2037, Defendants shall jointly and  
7 severally pay civil penalties to the Commission totaling the amount of Seven Hundred Fifty Thousand  
8 Dollars (\$750,000). Any unpaid principal related to civil penalties called for in this paragraph shall  
9 bear interest at 10% compounded annually until paid in full. Interest as called for under this  
10 paragraph shall not begin to accrue until the Conservatorship created in this action is substantially  
11 completed, or June 30, 2008, whichever occurs first.

12 IT IS FUTHER ORDERED that the Defendants and the Commission shall each bear their  
13 own attorneys' fees and costs.

14 DONE IN OPEN COURT this 29 day of November, 2006

15 **BARRY C. SCHNEIDER**  
**Judge of the Superior Court**

16 BY: \_\_\_\_\_  
17 Honorable Barry Schneider  
18 Judge of the Superior Court  
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