

SEC RECEIVED  
DEC 29 2003  
WASHINGTON, D.C. 20549  
SECTION

1275161

SEC 1972 (6-02) Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**ATTENTION**  
Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL  
OMB Number: 3235-0076  
Expires: May 31, 2005  
Estimated average burden hours per response... 1

PROCESSED  
JAN 02 2004

**FORM D**

**NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION**

SEC USE ONLY  
Prefix Serial  
DATE RECEIVED

THOMSON FINANCIAL

Name of Offering ([ ] check if this is an amendment and name has changed, and indicate change.) Mathon Fund, LLC

Filing Under (Check box(es) that apply): [ ] Rule 504 [ ] Rule 505 [X] Rule 506 [ ] Section 4(6) [ ] ULOE

Type of Filing: [X] New Filing [ ] Amendment



03043900

**A. BASIC IDENTIFICATION DATA**

1. Enter the information requested about the issuer

Name of Issuer ([ ] check if this is an amendment and name has changed, and indicate change.) Mathon Fund, LLC

Address of Executive Offices (Number and Street, City, State, Zip Code)  
Telephone Number (Including Area Code)

*BFM*

1819 E. Southern, Suite D-10, Mesa, AZ 85204 480-558-5400

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Address of Principal Business Operations (Number and Street, City, State, Zip Code)  
Telephone Number (Including Area Code)  
(if different from Executive Offices)

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Brief Description of Business: Originates and executes short-term loans and may also invest, from time-to-time, in private equity investments in longer term loans.

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Type of Business Organization

corporation                       limited partnership, already formed                       other (please specify):  
 business trust                       limited partnership, to be formed                      LLC

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Actual or Estimated Date of Incorporation or Organization: [ 0 ] 9 ] [ 0 ] 3 ]     Actual     Estimated  
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State:  
CN for Canada; FN for other foreign jurisdiction)    [ D ] [ E ]

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## GENERAL INSTRUCTIONS

### Federal:

*Who Must File:* All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

*When to File:* A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

*Where to File:* U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

*Copies Required:* Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

*Information Required:* A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

*Filing Fee:* There is no federal filing fee.

### State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a

precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

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**A. BASIC IDENTIFICATION DATA**

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2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

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Full Name (Last name first, if individual) Mathon Management Company, LLC

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Business or Residence Address (Number and Street, City, State, Zip Code) 1819 E. Southern, Suite D-10, Mesa, AZ 85204

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Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

---

Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

---

Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Full Name (Last name first, if individual)

---

Business or Residence Address (Number and Street, City, State, Zip Code)

---

Check Box(es) that Apply:     Promoter    Beneficial Owner     Executive Officer     Director    General and/or Managing Partner

---

Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: [ ] Promoter [ ] Beneficial Owner [ ] Executive Officer [ ] Director [ ] General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

B. INFORMATION ABOUT OFFERING

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?..... Yes No [ ] [ X ]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual?..... \$500,000.00

3. Does the offering permit joint ownership of a single unit?..... Yes No [ X ] [ ]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual) Everett Capital, LLC

Business or Residence Address (Number and Street, City, State, Zip Code) 1819 E. Southern, Suite D-10, Mesa, AZ 85204

Name of Associated Broker or Dealer Reynolds Securities, LLC, 2602 Iron Gate Dr., Ste. 202, Wilmington, NC 28412

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ X ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]

[IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL] [AK] [AZ] [AR] [CA] [CO] [CT] [DE] [DC] [FL] [GA] [HI] [ID]  
 [IL] [IN] [IA] [KS] [KY] [LA] [ME] [MD] [MA] [MI] [MN] [MS] [MO]  
 [MT] [NE] [NV] [NH] [NJ] [NM] [NY] [NC] [ND] [OH] [OK] [OR] [PA]  
 [RI] [SC] [SD] [TN] [TX] [UT] [VT] [VA] [WA] [WV] [WI] [WY] [PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Type of Security	Aggregate Offering Price	Amount Already Sold
Debt .....	\$ _____	\$ _____
Equity .....	\$ _____	\$ _____
[ ] Common [ ] Preferred		
Convertible Securities (including warrants) .....	\$ _____	\$ _____
Partnership Interests .....	\$500,000,000	\$ _____
Other (Specify _____).	\$ _____	\$ _____
Total .....	\$ _____	\$ _____

Answer also in Appendix, Column 3, if filing under ULOE.

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

	Number Investors	Aggregate Dollar Amount of Purchases
Accredited Investors .....	<u>24</u>	\$17,106,246.18
Non-accredited Investors .....	<u>0</u>	\$ _____
Total (for filings under Rule 504 only) .....	<u>N/A</u>	\$ _____

Answer also in Appendix, Column 4, if filing under ULOE.

3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1. N/A

Type of offering	Type of Security	Dollar Amount Sold
Rule 505 .....	_____	\$ _____
<u>Regulation A</u> .....	_____	\$ _____
Rule 504 .....	_____	\$ _____
Total .....	_____	\$ _____

4. a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.

Transfer Agent's Fees .....	[ ] \$ _____
Printing and Engraving Costs .....	[ ] \$ 3,298
Legal Fees .....	[ ] \$ 89,236
Accounting Fees .....	[ X ] \$ 75,000
Engineering Fees .....	[ ] \$ _____
Sales Commissions (specify finders' fees separately) .....	[ ] \$ 9,887
Other Expenses (identify) _____	[ ] \$ _____
Total .....	[ X ] \$ 177,421

b. Enter the difference between the aggregate offering price given in response to Part C - Question 1 and total expenses furnished in response to Part C - Question 4. a. This difference is the "adjusted gross proceeds to the issuer." ..... \$499,822,579

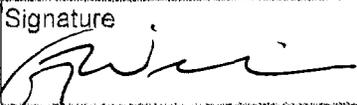
5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the

estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above.

	Payments to Officers, Directors, & Affiliates	Payments To Others
Salaries and fees .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase of real estate .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Repayment of indebtedness .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Working capital .....	<input checked="" type="checkbox"/> \$399,822,579	<input type="checkbox"/> \$ _____
Other (specify):_management fees to Mathon Management Company, LLC	<input checked="" type="checkbox"/> \$100,000,000	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
_____	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Column Totals .....	<input type="checkbox"/> \$ _____	<input type="checkbox"/> \$ _____
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/> \$499,822,579	

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type)  Mathon Fund, LLC	Signature 	Date  12/19/03
Name of Signer (Print or Type)  Guy A. Williams	Title of Signer (Print or Type) Managing Director of Mathon Management Company, LLC	

**ATTENTION**  
Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)



			Interest 500,000,000	Investors		Accredited Investors			
AL		X				0	0		X
AK		X				0	0		X
AZ		X				0	0		X
AR		X				0	0		X
CA		X				0	0		X
CO		X				0	0		X
CT		X				0	0		X
DE		X				0	0		X
DC		X				0	0		X
FL		X				0	0		X
GA		X				0	0		X
HI		X				0	0		X
ID		X				0	0		X
IL		X				0	0		X
IN		X				0	0		X
IA		X				0	0		X
KS		X				0	0		X
KY		X				0	0		X
LA		X				0	0		X
ME		X				0	0		X
MD		X				0	0		X
MA		X				0	0		X
MI		X				0	0		X
MN		X				0	0		X
MS		X				0	0		X
MO		X				0	0		X
MT		X				0	0		X
NE		X				0	0		X
NV		X				0	0		X
NH		X				0	0		X
NJ		X				0	0		X
NM		X				0	0		X
NY		X				0	0		X
NC		X				0	0		X
ND		X				0	0		X
OH		X				0	0		X

OK		X				0	0		X
OR		X				0	0		X
PA		X				0	0		X
RI		X				0	0		X
SC		X				0	0		X
SD		X				0	0		X
TN		X				0	0		X
TX		X				0	0		X
UT		X				0	0		X
VT		X				0	0		X
VA		X				0	0		X
WA		X				0	0		X
WV		X				0	0		X
WI		X				0	0		X
WY		X				0	0		X
PR		X				0	0		X

<http://www.sec.gov/divisions/corpfin/forms/formd.htm>  
Last update: 06/06/2002

Form U-2

Form U-2 Uniform Consent to Service of Process

Know all men by these presents:

That the undersigned Mathon Fund, LLC, a limited liability company organized under the laws of Delaware for purposes of complying with the laws of the States indicated hereunder relating to either the registration or sale of securities, hereby irrevocably appoints the officers of the States so designated hereunder and their successors in such offices, its attorney in those States so designated upon whom may be served any notice, process or pleading in any action or proceeding against it arising out of, or in connection with, the sale of securities or out of violation of the aforesaid laws of the States so designated; and the undersigned does hereby consent that any such action or proceeding against it may be commenced in any court of competent jurisdiction and proper venue within the States so designated hereunder by service of process upon the officers so designated with the same effect as if the undersigned was organized or created under the laws of that State and have been served lawfully with process in that State.

It is requested that a copy of any notice, process or pleading served hereunder be mailed to:

Terrance Shanahan, Esq.  
(Name)

Mathon Fund, LLC, 1819 E. Southern, #D-10, Mesa, AZ 85204  
(Address)

Place an "X" before the names of all the States for which the person executing this form is appointing the designated Officer of each State as its attorney in that State for receipt of service of process:

- |   |   |
|---|---|
| <input type="checkbox"/> AL Secretary of State  | <input type="checkbox"/> FL Dept. of Banking and Finance                                    |
| <input type="checkbox"/> AK Commissioner Department of Community and Economic Development | <input type="checkbox"/> GA Commissioner of Securities                                      |
| <input checked="" type="checkbox"/> AZ The Corporation Commission                         | <input type="checkbox"/> GUAM Administrator,<br>Department of Revenue and Taxation.         |
| <input type="checkbox"/> AR Commissioner Securities Department                            | <input type="checkbox"/> HI Commissioner of Securities                                      |
| <input checked="" type="checkbox"/> CA Commissioner of Corporations                       | <input type="checkbox"/> ID Director of Department of Finance and his successors in office. |
| <input type="checkbox"/> CO Securities Commissioner                                       | <input type="checkbox"/> IL Secretary of State  |
| <input type="checkbox"/> CT Banking Commissioner  | <input type="checkbox"/> IN Secretary of State  |
| <input type="checkbox"/> DE Securities Commissioner                                       | <input type="checkbox"/> IA Commissioner of Insurance                                       |

- DC Each member of Public Service Commission Or Commissioner's successor in office
- KY Commissioner, Department of Financial Institutions.
- LA Commissioner of Securities
- ME Securities Administrator
- MD Securities Commissioner of the Division of Securities
- MA Secretary of State
- MI Commissioner, Office of Financial and Insurance Services
- MN Commissioner of Commerce
- MS Secretary of State
- MO Securities Commissioner
- MT Securities Commissioner and his successors in office
- NE Director of Department of Banking and Finance
- NV Administrator of the Securities Division of the Office of the Secretary of State
- NH Secretary of State
- NJ Chief, Bureau of Securities in the Division of Consumer Affairs of the Department of Law and Public Safety
- NM Director, Securities Division of the Regulation and Licensing Department
- NY Secretary of State
- NC Secretary of State
- ND Securities Commissioner
- KS Secretary of State
- OH Secretary of State
- OR Director, Department of Consumer and Business Services
- OK Securities Administrator
- PA Pennsylvania does not require filing of a Consent to Service of Process
- PR Commissioner of Financial Institutions
- RI Director of Department of Business Regulation
- SC Attorney General (ex officio Securities Commissioner)
- SD Director of the Division of Securities
- TN Commissioner of Commerce and Insurance
- TX Securities Commissioner
- UT Director, Division of Securities
- VT Commissioner of Banking, Insurance, Securities, and Health Care Administration
- VA Clerk, State Corporation Commission
- WA Director of the Department of Financial Institutions
- WV Commissioner (Auditor of State)
- WI Division of Securities, Department of Financial Institutions
- WY Secretary of State

Dated this 22nd day of December, 2003

(SEAL)

Mathon Fund, LLC

By: [Signature]  
Managing Director of Mathon Management Company, LLC

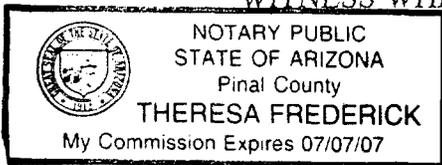
Title

**INDIVIDUAL OR PARTNERSHIP ACKNOWLEDGMENT**

State or Province of Arizona)  
County of Maricopa) ss.

On this 22<sup>nd</sup> day of December, 2003, before me, Theresa Frederick  
the undersigned officer, personally appeared Guy Williams to me  
personally known and known to me to be the same person whose name is signed to the  
foregoing instrument, and acknowledged the execution thereof for the uses and purposes  
therein set forth.

WITNESS WHEREOF I have hereunto set my hand and official seal.



Theresa Frederick  
Notary Public/Commissioner of Oaths  
My Commission Expires July 7, 2007

(SEAL)