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MICHAEL E. BENCHOFF

RECEIVED

335 East Palm Lane
Phoenix, Arizona 85004
(602) 253-1687
State Bar No: 001469

2002 DEC 11 A 11:48

AZ CORP COMMISSION
DOCUMENT CONTROL

BEFORE THE ARIZONA CORPORATION COMMISSION

IN THE MATTER OF:

DOCKET NO. S-03472A-02-0000

SCOTTSDALE FINANCIAL FUNDING
GROUP, L.L.C.
4000 North Scottsdale Road
Scottsdale, AZ 85251

MOTION AND CONSENT OF
LOCAL COUNSEL FOR PRO
HAC VICE ADMISSION OF
GERALD M. WERKSMAN

MARTIN & GRIFFIN, L.L.C.
4000 North Scottsdale Road
Scottsdale, AZ 85251

(The Honorable Marc E. Stern)

GREGORY B. GILL aka GREGORY
P. GILL
4015 N. 78th Street, #141
Scottsdale, AZ 85251

HAYDEN KEITH HOLLAND
5618 E. Montecito
Phoenix, AZ 85018-3223

Arizona Corporation Commission
DOCKETED

TAD L. ULRICH & ASSOCIATES, L.L.C.
13386 North 88th Place
Scottsdale, AZ 85260

DEC 11 2002

TAD LYN ULRICH
13386 North 88th Place
Scottsdale, AZ 85260

DOCKETED BY CAR

SENIOR ADVISORY SERVICES, L.L.C.
1401 Kimdale Street
Lehigh Acres, Florida 33936

WALLACE BUTTERWORTH
1411 East Oranewood Avenue, #239
Phoenix, AZ 85020

Respondents.

The above-named attorney, pursuant to Rule 33(c) and (d) Rules of the Supreme Court,
moves the court to admit Gerald M. Werksman as counsel pro hac vice in this action.

1 Pursuant to Rule 33 (d)3 (c) Rules of the Supreme Court, the following exhibits are
2 attached hereto:

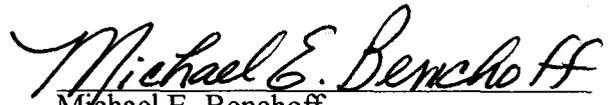
- 3 1. The original Verified Application;
- 4 2. The original Certificate (s) of Good Standing; and
- 5 3. The State Bar of Arizona Notice of Receipt.

6 The filing fee as required by Rule 33(d) has been submitted to the Star Bar of Arizona.

7 Michael E. Benchoff hereby agrees to serve as designated local counsel for the subject case.

8 A proposed order admitting Gerald M. Werksman accompanies this motion.

9 Dated this 11th day of December, 2002.

11 
12 Michael E. Benchoff

13 **COPY** of the foregoing delivered this 11th
14 day of December, 2002, to:

15 The Honorable Marc E. Stern
16 Administrative Law Judge
17 Arizona Corporation Commission
1200 West Washington Street
Phoenix, AZ 850077

18 **COPIES** of the foregoing mailed
19 this 11th day of December, 2002, to:

20 Charles W. Arnold
21 ARNOLD & COWAN
22 The Ridgely House
190 Market Street
Lexington, KY 40507

23 Bryan F. Murphy
24 BURCH & CRACCHIOLO, P.A.
702 East Osborn Road
Phoenix, AZ 85014
25 and
26 William Foreman
7272 East Indian School Road, Suite 203
27 Scottsdale, AZ 85251
Attorneys for Hayden Holland

1 COPIES of the foregoing mailed
2 this 11th day of December, 2002, to:

3 Nicholas J. Cornelius
4 14500 N. Northsight Boulevard, Suite 309
5 Scottsdale, AZ 85260
6 Attorney for Wallace Butterworth,
7 Senior Advisory Services, L.L.C.,
8 Tad L. Ulrich, L.L.C., and Tad Lyn Ulrich

9 Mark, D. Chester
10 CHESTER & SHEIN, P.C.
11 8777 North Gainey Center Drive, Suite 191
12 Scottsdale, AZ 85258
13 Attorney for Scottsdale Financial Funding Group, L.L.C.

14 Mark Sendrow, Director
15 Securities Division
16 ARIZONA CORPORATION COMMISSION
17 1300 West Washington Street
18 Phoenix, AZ 58007

19 Moira McCarthy
20 Assistant Attorney General
21 State of Arizona
22 1275 W. Washington Street
23 Phoenix, AZ 85007

24 Arizona Reporting Service, Inc.
25 2627 N. Third Street, Suite Three
26 Phoenix, AZ 85004-1103

27
28
By: 



November 7, 2002

001469

Michael E. Benchoff
335 E. Palm Lane
Phoenix, AZ 85004

RE: Pro Hac Vice Application – Gerald M. Werksman

Dear Mr. Benchoff:

Enclosed is the State Bar of Arizona *pro hac vice* Notice, original verified application and original Certificate of Good Standing(s), pursuant to Ariz.R.S.Ct., 33(d) *Admission Pro Hac Vice*.

Pursuant to Rule 33(d) 3(b), a copy of each order granting or denying the motion as entered by the court, board or administrative agency shall be mailed by local counsel to the State Bar of Arizona attention Membership Records.

If you have any questions or need further information, please contact Membership Records at (602) 340-7239 or via e-mail at Membership@staff.azbar.org.

Sincerely,

Otilia F. Santos
Membership Records

Enclosures

1 **Arizona Corporation Commission**

2
3 Gregory B. Gill, Gill Martin & Griffin LLC,)
Plaintiff/Petitioner,)

CASE # S-03472A-02-0000

4 v.)

SBA App # 1000041

5 Scottsdale Financial Funding, et. al.,)
6 Defendant/Respondent.)

**NOTICE OF RECEIPT OF
COMPLETE APPLICATION**

7
8 NOTICE IS HEREBY given by THE STATE BAR OF ARIZONA that it has
9 received the verified application and fee from Gerald M. Werksman.

10 In addition to this application, applicant has made the following applications to appear
11 pro hac vice, pursuant to Rule33 (d), within the previous three (3) years:

Title of Matter	Court/Agency	Date	Granted?	
_____	_____	_____	<input type="checkbox"/> yes	<input type="checkbox"/> no
_____	_____	_____	<input type="checkbox"/> yes	<input type="checkbox"/> no
_____	_____	_____	<input type="checkbox"/> yes	<input type="checkbox"/> no
_____	_____	_____	<input type="checkbox"/> yes	<input type="checkbox"/> no

12
13
14
15
16
17 Exhibit A, the original verified application and Exhibit B, the original Certificate(s) of
Good Standing are attached hereto.

18 DATED this 7th day of November, 2002

19
20 
Otilia F. Santos
21 Membership Records
State Bar of Arizona

22 Original Mailed on
23 November 8, 2002 to:
001469
24 Michael E. Benchoff
335 E. Palm Lane
25 Phoenix, AZ 85004

TO PRINT



For Official Use Only
App# 000044
Pro Hac ID# 1745142

NONRESIDENT ATTORNEY
PRO HAC VICE APPLICATION

Name: Gerald M. Werksman
Residence Address: 30 Wharfside Dr., Newport Coast, CA 92657
Office Address: 3412 Via Oporto, Ste 201, Newport Beach, CA 92663
Telephone: 949-675-5179 Fax: 949-675-2749

Title of cause or case where applicant seeks to appear: In the Matter of Scottsdale Financial
Docket Number: S-03472A-02-0000 Funding,
Court, Board, or Administrative Agency: Arizona Corporation Commission et al
Party on whose behalf applicant seeks to appear: Gregory B. Gill & MARTIN & Griffin, LLC

Courts to Which Applicant Has Been Admitted:	Date of Admission:	Bar Number:
<u>Supreme Court of California</u>	<u>11/89</u>	<u>45020</u>
<u>Supreme Court of Illinois</u>	<u>1963</u>	<u>02985438</u>
<u>Court of Appeals, New York</u>	<u>1961</u>	<u>2191245</u>
<u>U.S. District Court - Central Calif</u>	<u>02/22/90</u>	
<u>Ninth Circuit Court of Appeals</u>	<u>12/04/84</u>	

Applicant is a member in good standing in such courts.

Applicant is not currently disbarred or suspended in any court.

Applicant is / is not (select one) currently subject to any pending disciplinary proceeding or investigation by any court, agency or organization authorized to discipline attorneys at law.

Jurisdiction(s) Where Discipline Matter Pending:	Nature of Matter Under Investigation:	Name / Address of Disciplinary Authority:

Applicant has / has not (select one) been disciplined by any court, agency or organization authorized to discipline attorneys at law.

In the preceding three (3) years, applicant has filed applications to appear as counsel under Rule 33, Arizona Rules of Supreme Court in the following:

Title of Matter:	Docket #:	Court or Agency:	Application Granted? (Y/N)
<u>N/A</u>			<u>N/A</u>
			<u>N/A</u>
			<u>N/A</u>
			<u>N/A</u>

Name of local counsel: Michael E. Benchoff, Esq.

State Bar of Arizona Number: 001469

Address: 335 E. Palm Lane, Phoenix, AZ 85004

Telephone: 602-253-1187 Fax: 602-253-2804

Name(s) of each party in this cause and name and address of all counsel of record: -- SEE ATTACHED

Party:	Counsel of Record:	Address:
_____	_____	_____
_____	_____	_____
_____	_____	_____

Applicant is including with this application a nonrefundable application fee, payable to the State Bar of Arizona, in the amount of \$330.00.

This case or cause is / is not (select one) a related or consolidated matter for which applicant has previously applied to appear pro hac vice in Arizona. If this matter is a related or consolidated with any previous application, applicant certifies the following:

Applicant certifies the following:

1. Applicant shall be subject to the jurisdiction of the courts and agencies of the State of Arizona and to the State Bar of Arizona with respect to the law of this state governing the conduct of attorneys to the same extent as an active member of the State Bar of Arizona, as provided in Rule 46(b) Rules of the Supreme Court.
2. Applicant will review and comply with appropriate rules of procedure as required in the underlying cause.
3. Applicant understands and shall comply with the standards of conduct required of members of the State Bar of Arizona.

Verification

STATE OF California)
County of Orange) ss.

I, the Applicant, swear that all statements in the application are true, correct and complete to the best of my knowledge and belief.

Dated: 10/9/02

Applicant's signature Gerald M. Werksman

SUBSCRIBED AND SWORN TO before me this 9 day of Oct, 2002, by
Gerald M. Werksman
Name of Applicant.

Leah Gaffney
Notary Public



Name(s) of each party in this cause and name and address of all counsel of record:

<u>Party</u>	<u>Counsel of Record</u>
	Mark Sendrow, Director of Securities Securities Division Arizona Corporation Commission 1300 W. Washington St., 3 rd Floor Phoenix, AZ 85007
	Pamela T. Johnson Assistant Attorney General 1275 W. Washington Street Phoenix, AZ 85007
Hayden Holland	William Foreman 7272 E. Indian School Rd., Suite 203 Scottsdale, AZ 85251
	Charles W. Arnold Arnold & Cowan The Ridgley House 190 Market Street Lexington, KY 40507
	Brian F. Murphy Burch & Cracchiolo, P.A. 702 E. Osborn Road Phoenix, AZ 85014
Tad Ulrich	Nicolas Cornelius 14500 N. Northsight Blvd., Suite 309 Scottsdale, AZ 85260
Wallace Butterworth	Nicolas Cornelius 14500 N. Northsight Blvd., Suite 309 Scottsdale, AZ 85260
Arizona Attorney General	Pamela T. Johnson Assistant Attorney General 1275 W. Washington St. Phoenix, AZ 85007
Scottsdale Financial Funding	Mark Chester 14500 N. Northsight Blvd., Suite 309 Scottsdale, AZ 85260



ATTORNEY REGISTRATION AND DISCIPLINARY COMMISSION
of the
SUPREME COURT OF ILLINOIS

One Prudential Plaza
130 East Randolph Drive
Chicago 60601-6219
(312) 565-2600 (800) 826-8625
Fax (312) 565-2320

Hilton Offices
700 East Adams Street
Springfield 62701-1625
(217) 522-6838 (800) 252-8048
Fax (217) 522-2417

Gerald M. Werksman
3412 Via Oporto, Suite 201
Newport Beach, CA 92663

Chicago
Thursday, October 17, 2002

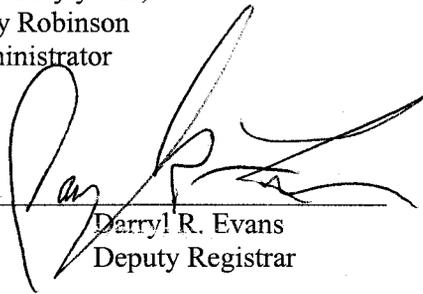
In re: Gerald M. Werksman
Admitted: 6/12/1963
Attorney No. 2985438

To Whom It May Concern:

The records of the Clerk of the Supreme Court of Illinois and of this office indicate that the attorney named above was admitted to the practice of law in Illinois; is currently registered on the master roll of attorneys entitled to practice law in this state; and has never been disciplined; and is in good standing.

Very truly yours,
Mary Robinson
Administrator

By: _____


Darryl R. Evans
Deputy Registrar

DRE



THE
STATE BAR
OF CALIFORNIA

180 HOWARD STREET
SAN FRANCISCO, CALIFORNIA 94105-1639
TELEPHONE (415) 538-2000

October 24, 2002

TO WHOM IT MAY CONCERN:

This is to certify that according to the records of the State Bar, GERALD MILTON WERKSMAN was admitted to the practice of law in this state by the Supreme Court of California on December 13, 1989; and has been since that date, and is at date hereof, an ACTIVE member of the State Bar of California; and that no recommendation for discipline for professional or other misconduct has ever been made by the Board of Governors or a Disciplinary Board to the Supreme Court of the State of California.

THE STATE BAR OF CALIFORNIA

Charlotte Blackford
Supervisor
Membership Records

Appellate Division of the Supreme Court
of the State of New York
First Judicial Department

I, Catherine O'Hagan Wolfe, Clerk of the Appellate Division of the Supreme Court of the State of New York, First Judicial Department, certify that

GERALD MILTON WERKSMAN

was duly licensed and admitted to practice as an Attorney and Counsellor at Law in all the courts of the State of New York on the 13th day of March, 1961 has duly taken and subscribed the oath of office prescribed by law, has been enrolled in the Roll of Attorneys and Counsellors at Law on file in my office, has duly registered with the administrative office of the courts, and according to the records of this court is in good standing as an attorney and counsellor at law.

In Witness Whereof, I have hereunto set my
hand and affixed the seal of this court on

October 22, 2002

Catherine O'Hagan Wolfe

Clerk

GERALD M. WERKSMAN

LAWYER*

SUITE 201

3412 VIA OPORTO

NEWPORT BEACH, CALIFORNIA 92663

(949) 675-5179 • FAX (949) 675-2749

*Also admitted
in Illinois
& New York

October 29, 2002

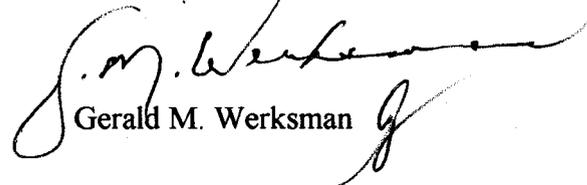
Ms. Betty Flores
State Bar of Arizona
Pro Hac Vice
111 West Monroe, Suite 1800
Phoenix, AZ 85003-1742

Dear Ms. Flores:

Enclosed is an original and one copy of my Pro Hac Vice application, along with a check for \$330.00. Also enclosed are three certificates of good standing.

Thank you for your cooperation.

Very truly yours,


Gerald M. Werksman

GMW:lg

cc: Michael E. Benchoff, Esq. (w/enclosures)
Enclosures

1 **MICHAEL E. BENCHOFF**

2 335 East Palm Lane
3 Phoenix, Arizona 85004
4 (602) 253-1687
5 State Bar No: 001469

6 **BEFORE THE ARIZONA CORPORATION COMMISSION**

7 **IN THE MATTER OF:**

DOCKET NO: S-03472A-02-0000

8 **SCOTTSDALE FINANCIAL FUNDING**
9 **GROUP, L.L.C.**
4000 North Scottsdale Road
10 Scottsdale, AZ 85251

ORDER RE:
PRO HAC VICE ADMISSION
OF GERALD M. WERKSMAN

11 **MARTIN & GRIFFIN, L.L.C.**
4000 North Scottsdale Road
12 Scottsdale, AZ 85251

(The Honorable Marc E. Stern)

13 **GREGORY B. GILL aka GREGORY**
P. GILL
4015 N. 78th Street, #141
14 Scottsdale, AZ 85251

15 **HAYDEN KEITH HOLLAND**
5618 E. Montecito
16 Phoenix, AZ 85018-3223

17 **TAD L. ULRICH & ASSOCIATES, L.L.C.**
13386 North 88th Place
18 Scottsdale, AZ 85260

19 **TAD LYN ULRICH**
13386 North 88th Place
20 Scottsdale, AZ 85260

21 **SENIOR ADVISORY SERVICES, L.L.C.**
1401 Kimdale Street
22 Lehigh Acres, Florida 33936

23 **WALLACE BUTTERWORTH**
1411 East Oranewood Avenue, #239
24 Phoenix, AZ 85020

25 Respondents.

26
27 Based upon the Motion for Admission Pro Hac Vice of Gerald M. Werksman and the
28 consent to appear as local counsel by Michael E. Benchoff, it is hereby ordered that Gerald M.

1 Werksman be admitted pro hac vice as counsel for Gregory B. Gill aka Gregory P. Gill and Martin
2 & Griffin, L.L.C., Respondents.

3 Dated this _____ day of December, 2002.

4
5
6
7 Honorable Marc E. Stern
Administrative Law Judge

8
9 **COPIES** of the foregoing mailed
10 this ~~11th~~ day of December, 2002, to:

11 Charles W. Arnold
12 ARNOLD & COWAN
13 The Ridgely House
14 190 Market Street
15 Lexington, KY 40507

16 Bryan F. Murphy
17 BURCH & CRACCHIOLO, P.A.
18 702 East Osborn Road
19 Phoenix, AZ 85014
20 and

21 William Foreman
22 7272 East Indian School Road, Suite 203
23 Scottsdale, AZ 85251
24 Attorneys for Hayden Holland

25 Nicholas J. Cornelius
26 14500 N. Northsight Boulevard, Suite 309
27 Scottsdale, AZ 85260
28 Attorney for Wallace Butterworth,
Senior Advisory Services, L.L.C.,
Tad L. Ulrich, L.L.C., and Tad Lyn Ulrich

Mark, D. Chester
CHESTER & SHEIN, P.C.
8777 North Gainey Center Drive, Suite 191
Scottsdale, AZ 85258
Attorney for Scottsdale Financial Funding Group, L.L.C.

Mark Sendrow, Director
Securities Division
ARIZONA CORPORATION COMMISSION
1300 West Washington Street
Phoenix, AZ 58007

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COPIES of the foregoing mailed
this 11th day of December, 2002, to:

Moira McCarthy
Assistant Attorney General
State of Arizona
1275 W. Washington Street
Phoenix, AZ 85007

Arizona Reporting Service, Inc.
2627 N. Third Street, Suite Three
Phoenix, AZ 85004-1103

By: Michael E. Benchoff