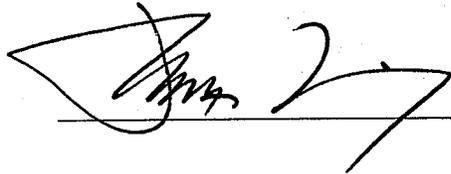


CERTIFICATE OF MAILING

The undersigned certifies that on the 26th day of July, 2004, a true and correct copy of the foregoing Notice of Hearing was mailed, first-class with postage prepaid, to:

Patricia A. Labarthe, Esq.
Oklahoma Department of Securities
First National Center, Suite 860
120 North Robinson
Oklahoma City, OK 73102
Attorney for Plaintiff

Dino E. Viera, Esq.
Lance E. Leffel, Esq.
Fellers, Snider, Blankenship,
Bailey & Tippens, P.C.
100 North Broadway Avenue, Suite 1700
Oklahoma City, Oklahoma 73102
*Attorney for Defendants,
Accelerated Benefits Corporation and
American Title Company of Orlando*



A handwritten signature in black ink, appearing to read "Dino E. Viera", is written over a horizontal line.

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

JUL 26 2004

PATRICIA PRESLEY, COURT CLERK
by
Deputy

Oklahoma Department of Securities,)
ex rel. Irving L. Faight, Administrator,)
)
Plaintiff,)
)
vs.)
)
Accelerated Benefits Corporation, a Florida)
corporation, et al.,)
)
Defendants.)

Case No. CJ-99-2500-66
Judge Dan Owens

**INTERIM APPLICATION FOR ORDER APPROVING ATTORNEY'S FEES
FOR THE PERIOD OF JUNE 1, 2004 THROUGH JUNE 30, 2004**

Conservator, Tom Moran, hereby respectfully applies to this Court for entry of an Order approving the interim application for attorney's fees of Phillips McFall McCaffrey McVay and Murrah, P.C. ("Phillips McFall"), counsel for Conservator for the period of June 1, 2004 through June 30, 2004. In support his application Conservator would show the Court as follows:

1. On February 6, 2002, the Court appointed Tom Moran as Conservator of certain assets of Defendant, Accelerated Benefits Corporation ("ABC"), and its agents, including American Title Company of Orlando and David Piercefield ("Conservatorship Assets"), including:

- a. All life insurance policies owned or held beneficially, directly or indirectly, by or for the benefit of ABC and/or ABC Investors, that were purchased prior to October 1, 2000 (the "Policies");
- b. All assets of ABC necessary to accomplish the objectives of the Conservatorship, including, but not limited to, computer hardware, databases, software, ABC Investor and viator files relating to the Policies, accounting and financial records pertaining to premium payments and receipt and distribution of proceeds on the Policies, any deposit of cash, bond or guarantee, filing cabinets, office supplies, the lease to office space at 105 East Robinson Street, Suite 320, Orlando,

Florida, and telephone systems;

- c. All premium reserve accounts and bank accounts into which ABC Investor funds or proceeds from the Policies have been deposited; and
- d. The right to recoup from the proceeds of the Policies all funds advanced by ABC to finance the payment of premiums on the Policies.

2. The Conservator was given the direction and authority to accomplish the following:

- a. To take custody, possession and control of the Conservatorship Assets as they are transferred to the Conservator;
- b. To manage all Conservatorship Assets pending further action by the Court including, but not limited to, the evaluation of the Policies, and to take necessary steps to protect the ABC Investors' interests including, but not limited to, the liquidation or sale of the Policies to institutional buyers and the assessment to ABC Investors of the future premium payments;
- c. Receive and collect any and all sums of money due or owing on the Policies to ABC or its agents;
- d. Seek the return of any cash, bond or guarantee on deposit with any regulatory agency or other entity on behalf of ABC or its agents;
- e. Make such payments and disbursements as may be necessary and advisable for the preservation of the Conservatorship Assets and as may be necessary and advisable in discharging his duties as Conservator including, but not limited to, the timely payment of all premiums for Policies that have not yet matured;
- f. Monitor the viators of the Policies by tracking the location of the viators and periodically checking the health of the viators;
- g. Receive notice of the death of viators, file death claims on the viators, and collect the proceeds paid on the Policies as such

mature;

- h. Disburse to each ABC Investor his proportionate share of the proceeds, after deducting premiums advanced, paid in matured Policies;
- i. Establish open communication with ABC Investors with proper disclosure of available options and consequences including, but not limited to, notice to ABC Investors of the Conservatorship Order within 30 days;
- j. Retain and employ attorneys, accountants, computer consultants and other persons as may be advisable or necessary to the exercise of the duties of the Conservator, and compensate such persons, subject to application and approval by the Court;
- k. Open and inspect any and all mail and/or deliveries related to the existence, location, identity and/or collection, preservation, maintenance or operation of Conservatorship Assets, and to notify any insurance company or third party administrator and the United States Postal Service to effect the forward delivery of any mail related to the Conservatorship Assets to a mail depository under the control of the Conservator;
- l. Institute, prosecute, defend, intervene in or become a party to such actions or proceedings in any state court, federal court or United States Bankruptcy Court as may in the Conservator's opinion be necessary or proper for the protection, maintenance and preservation of Conservatorship Assets, or the carrying out of the Conservatorship Order; and
- m. Exercise those powers necessary to implement the Conservator's conclusions with regard to the disposition of the Conservatorship pursuant to the orders and directives of the Court.

3. On February 21, 2002, the Court granted Conservator's application to employ Phillips McFall as counsel and approved its hourly rates.

4. Since its employment as counsel, Phillips McFall has performed certain tasks, which

include:

- a. Representation of Conservator's interests in matters and proceedings arising in, or relating to, this case;
- b. Advising Conservator concerning the administration of the Conservatorship and Conservator's rights and duties, and the claims of investors and other parties in interest;
- c. Investigation of possible causes of action belonging to the Conservatorship; and,
- d. Assisting with such other matters as the Conservator has requested from time to time.

5. Conservator seeks to compensate Phillips McFall at its regular hourly rates, plus Phillips McFall's actual and necessary expenses for work performed for the period of June 1, 2004 through June 30, 2004.

6. Conservator did not pay Phillips McFall a retainer. While Phillips McFall would normally have requested a retainer, Phillips McFall agreed to accept employment on the basis that it would be provided interim compensation.

7. The standards for evaluating this application are set forth in State, ex rel. Burk v. City of Oklahoma City, 1979 OK 115, 598 P.2d 659; and Oliver's Sports Center, Inc. v. National Standard Ins. Co., 1980 OK 120, 615 P.2d 291. Those standards include the following:

- a. **Time and Labor Required.** Phillips McFall has devoted substantial time and effort in its representation of Conservator and seeks compensation for services which are detailed in the statement attached hereto as Exhibit "A".
- b. **Novelty and Difficulty of Questions Involved.** Phillips McFall has provided representation of the Conservator on numerous issues and tasks relating to the preservation of assets, pending litigation, potential litigation and applications to the Court for approval of Conservator's actions.

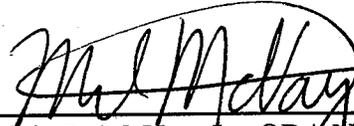
- c. **Skill Requisite to Perform Services Properly.** The Court previously approved the retention of Phillips McFall as general counsel because of the firm's experience and qualifications to render the services required by the Conservator.
- d. **Preclusion of Other Employment.** Phillips McFall has expended the time set forth in this application in representation of Conservator to the preclusion of other employment.
- e. **Fees Customarily Charged.** Phillips McFall has billed for its time on an hourly basis which is well within the professional rates customarily charged in this jurisdiction and which were previously approved by the Court on February 21, 2002.
- f. **Whether the Fee is Fixed or Contingent.** The fees charged by Phillips McFall are well within the professional rates customarily charged in this jurisdiction. The attorney's fees are neither fixed or contingent, but are based upon the reasonableness of such fees in relation to the work performed as a result of the representation.
- g. **Experience, Reputation and Ability of the Applicant.** The Court previously approved the retention of Phillips McFall as general counsel because of the firm's experience and qualifications to render the services required by the Conservator.

8. All professional services for which allowance of compensation is requested were performed by Phillips McFall for and on behalf of the Conservator.

9. This Application covers allowance of compensation for services performed from June 1, 2004 through June 30, 2004. During the period covered by this Application, Phillips McFall expended a total of 67.70 hours for services rendered on behalf of Conservator at hourly rates ranging from \$45.00 to \$240.00 per hour for a total fee of \$12,421.50, and has accrued \$434.08 in expenses. Exhibit "A" details the dates services were rendered, hours spent rendering the services and descriptions of the services rendered.

WHEREFORE, premises considered, Conservator, Tom Moran, respectfully requests this Court approve payment of interim compensation to Phillips McFall in the amount of \$12,855.58 for the period of June 1, 2004 through June 30, 2004.

Respectfully submitted,



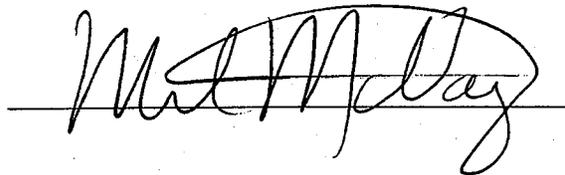
Melvin R. McVay, Jr., OBA No. 6096
Thomas P. Manning, OBA No. 16117
PHILLIPS McFALL McCAFFREY
McVAY & MURRAH, P.C.
Twelfth Floor, One Leadership Square
211 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4562
ATTORNEYS FOR CONSERVATOR,
TOM MORAN

CERTIFICATE OF MAILING

The undersigned certifies that on the ~~26~~ day of July, 2004, a true and correct copy of the foregoing was mailed via First Class Mail, postage prepaid, to the following:

Patricia A. Labarthe, Esq.
Oklahoma Department of Securities
First National Center, Suite 860
120 North Robinson
Oklahoma City, OK 73102
Attorney for Plaintiff

Dino E. Viera, Esq.
Lance E. Leffel, Esq.
Fellers, Snider, Blankenship,
Bailey & Tippens, P.C.
100 North Broadway Avenue, Suite 1700
Oklahoma City, Oklahoma 73102
Attorney for Defendants,
Accelerated Benefits Corporation and
American Title Company of Orlando

A handwritten signature in cursive script, appearing to read "Mark A. Day", is written over a horizontal line.

Phillips McFall McCaffrey McVay & Murrah, P.C.
Attorneys at Law
Twelfth Floor
One Leadership Square
211 N. Robinson
Oklahoma City, OK 73102
(405) 235-4100
Tax ID #73-1288529
BILLING STATEMENT

Accelerated Benefits Corporation (ABC)
c/o Tom Moran, Receiver, Heritage
Hertigage Group
3240 W. Britton Rd.
Oklahoma City OK 73120

06/30/2004
ACCOUNT NO: 20861-12201M
32

ATTN: Conservatorship

	HOURS
06/01/2004 MRM Legal Services Prepare for status and scheduling conference in Prudential/Akin lawsuit; Review case documents, follow up re: other conservatorship issues; Conferences with TPM re: same; Interoffice conferences and telephone conference with client re: settlement of case.	2.40
06/02/2004 MRM Legal Services Review provisions of Option Purchase Agreement; Telephone conference with client re: same.	0.70
06/03/2004 MRM Legal Services Work on Prudential/Akin Trust litigation issues; Work on conservatorship issues.	0.90
06/04/2004 MRM Legal Services Work on Conservatorship issues.	0.80
06/05/2004 MRM Legal Services Review Scheduling Order in Prudential v. Akin.	0.30
06/07/2004 MRM Legal Services Conference with TPM re: Prudential/Akin	

		HOURS
	Judgment.	0.30
06/15/2004	MRM Legal Services Conference with TPM re: settlement of Akin lawsuit.	0.30
06/22/2004	MRM Legal Services Interoffice conferences re: Receivership issues and Akin settlement; Follow up work re: same.	0.80
06/23/2004	MRM Legal Services Interoffice conferences re: Conservatorship matters and settlement of Akin lawsuit; telephone conference with client re: same; Follow up work re: same.	1.40
06/24/2004	MRM Legal Services Prepare for and attend meeting with Conservator to discuss Conservatorship issues.	2.80
06/25/2004	MRM Legal Services Meeting with TPM re: revisions to Akin settlement documentation; follow up on Conservatorship issues.	1.20
	Melvin R. McVay	11.90
06/25/2004	DBC Legal Services Meeting with M. McVay regarding general matters.	2.50
	Dale B. Cazes	2.50
06/02/2004	TRP Legal Services Telephone conference with Tom Moran and Tom Manning regarding various matters and lawsuit.	3.20
06/09/2004	TRP Legal Services Telephone conference with Tom Moran	

		HOURS
	regarding several matters and Irving.	1.50
06/16/2004		
TRP	Legal Services Personal conference with MRM and Tom regarding various matters and accounting problems.	1.60
06/22/2004		
TRP	Legal Services Meet with Tom Moran regarding sales and accounting matters.	1.20
06/25/2004		
TRP	Legal Services Personal conference with Tom Moran about accounting and upgrade. T.Ray Phillips, III	1.80 <u>9.30</u>
06/03/2004		
DC	Legal Services Filed Application for Attorney Fees, deliver copy and set same for Hearing w/Judge D. Owens; Oklahoma County Court Clerk	0.30
06/30/2004		
DC	Legal Services Filed Conservator's Objection to Application to Continue Hearing; deliver copy of same to Judge Owens Oklahoma County Court Clerk David Carter, Jr.	0.30 <u>0.60</u>
06/01/2004		
TPM	Legal Services Telephone conference with Mr. Moran re: Akin settlement discussions; telephone conference with Mr. Kearney re: status of settlement discussion; telephone conference with Mr. Johnson re: settlement discussions.	1.10
06/02/2004		
TPM	Legal Services Appear before Judge Heaton for Status Conference; telephone conference with Ms. Townsend re: confirmation of premiums on	

		HOURS
	Akin policy; returned telephone call from Ms. Guerier re: Stafford policy; telephone call to Mr. Williams re: same; draft April Fee Application.	2.80
06/03/2004 TPM	Legal Services Telephone call from Ms. Roth re: Horan investment; telephone conference with Ms. Townsend re: Akin policy and premiums.	0.60
06/04/2004 TPM	Legal Services Telephone call to Mr. Williams re: Stafford maturity; telephone conference with Ms. Townsend re: same; returned telephone call from Ms. Guerriri; telephone conference with Mr. Williams re: Stafford policy; telephone conference with Ms. Guerriri re: same.	1.20
06/07/2004 TPM	Legal Services Telephone conference with Ms. Herrod re: Stafford documents; review documents; letter to Mr. Williams re: same.	1.90
06/11/2004 TPM	Legal Services Returned telephone call from Mr. Viera re: Akin.	0.20
06/15/2004 TPM	Legal Services Review correspondence from Mr. Hagan; telephone conference with Mr. Moran re: Hagan Fegli policy; telephone conference with Ms. Harrell re: same.	0.80
06/16/2004 TPM	Legal Services Review correspondence from Ms. Harrell re: Hagan; review and revise proposed letter; e-mail to Ms. Harrell re: same; telephone call from investor re: TPA account; review documents re: investor Mechare; telephone conference with Ms. Seivert re: same.	2.20

	HOURS
06/17/2004 TPM Legal Services Telephone call from Ms. Seivert re: investor issues.	0.20
06/18/2004 TPM Legal Services Telephone conference with Ms. Seivert re: investor ownership issues; telephone conference with Mr. Moran re: same; telephone call from Ms. Guereine re: Stafford policy; telephone call to Mr. Williams re: same; telephone call to Ms. Guereine re: same; telephone call to Mr. Viera re: Akin policy; draft form letter to investors re: joint tenancy ownership.	1.90
06/21/2004 TPM Legal Services Telephone call from Mr. Moran re: First Fidelity Bank/Penny Calise.	0.20
06/22/2004 TPM Legal Services Telephone conference with Mr. Moran re: First Fidelity Bank; telephone call from Ms. Townsend re: assigned policies; draft Akin Settlement Agreement; telephone conference with Ms. Townsend re: Akin disbursement; telephone call from Ms. Townsend re: Akin disbursement; telephone conference with Ms. Townsend re: same; draft letter to investors; telephone conference with Mr. Kearney re: Akin Journal Entry.	3.10
06/23/2004 TPM Legal Services Telephone conference with Ms. Townsend re: irrevocable policies; telephone call to Ms. Labarthe re: Akin policy and hearing; draft Supplement to Court re: Akin Motion; draft Application for Attorney Fees for May, 2004; revise Settlement Agreement; draft Order.	3.40
06/24/2004 TPM Legal Services Telephone conference with Ms. Guerreri re:	

		HOURS
	Stafford policy; telephone conference with Ms. Labarthe re: Akin Motion; telephone conference with Ms. Townsend re: Akin; revise Supplement to Akin Motion; additional research re: Orscheln policy; draft Order re: Motion to Enforce Conservatorship Order; telephone conference with Mr. Moran re: Orschlen.	4.70
06/25/2004	TPM Legal Services Draft Disclaimer; draft Second Supplement to Motion; draft Order; telephone conference with Mr. Moran re: ABC offer; telephone conference with Mr. Viera re: same; revise Journal Entry re: Akin policy; review correspondence re: Stafford policy; telephone conference with Ms. Townsend re: same; telephone conference with Mr. Viera re: rejection of settlement offer.	5.90
06/29/2004	TPM Legal Services Telephone call from Mr. Kearney re: Order; e-mail to Mr. Kearney re: revised Order; telephone conference with Mr. Kearney re: same; revise Order.	1.10
06/30/2004	TPM Legal Services Telephone conference with Ms. Labarthe re: Motion to Enforce Conservatorship Order; review Application for Continuance; telephone conference with Mr. Viera's office re: no receipt brief; draft Objection to Application for Continuance; draft Reply to Response to Motion to Enforce/Motion to Strike; file and deliver Brief to Judge Owens' office.	4.80
	Thomas P. Manning	36.10
06/01/2004	SAH Legal Services Conference regarding potential settlement; review of Option Purchase Agreement and Service Agreement and Court Order regarding permissible investments.	0.80

Accelerated Benefits Corporation (ABC)

(CONTINUED)

06/30/2004

ACCOUNT NO: 20861-12201M

32

		HOURS	
06/24/2004	SAH	Legal Services Review for and meeting with M.McVay, T.Moran, S.Townsend, Allen Clark regarding accounting issues and Service Agreement.	<u>3.60</u>
		Sally A. Hasenfratz	4.40
06/03/2004	LEB	Legal Services Research on Missouri Life Insurance issue and possible cause of action under Missouri common law or regulations	<u>2.60</u>
		Laine E. Baker	2.60
06/24/2004	ALB	Legal Services Filed Notice in county Court Clerk and set hearing date and delivered copy of Notice to Judge Owens.	<u>0.30</u>
		Amanda L. Brown	0.30
FOR CURRENT SERVICES RENDERED			<u>67.70</u> <u>12,421.50</u>

RECAPITULATION

<u>TIMEKEEPER</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>TOTAL</u>
Melvin R. McVay	11.90	\$225.00	\$2,677.50
Dale B. Cazes	2.50	170.00	425.00
T.Ray Phillips, III	9.30	225.00	2,092.50
David Carter, Jr.	0.60	45.00	27.00
Thomas P. Manning	36.10	170.00	6,137.00
Sally A. Hasenfratz	4.40	200.00	880.00
Laine E. Baker	2.60	65.00	169.00
Amanda L. Brown	0.30	45.00	13.50

Long Distance	3.78
Photocopies	181.50
Postage	39.71
Local Fax	<u>9.00</u>
TOTAL EXPENSES THROUGH 06/30/2004	233.99

04/30/2004	Check to Westlaw Invoice # 806523864 re: online research.	8.59
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Accelerated Benefits Corporation (ABC)

(CONTINUED)
06/30/2004
ACCOUNT NO: 20861-12201M
32

04/30/2004	Check to Westlaw Invoice # 806523864 re: online research.	12.05
05/31/2004	Check to Westlaw Invoice #806716050 re: online research.	59.12
05/31/2004	Check to Westlaw Invoice #806716050 re: online research.	29.81
06/22/2004	Check to Daily Oklahoman Invoice #794801\Publication Costs.	90.52
	TOTAL ADVANCES	<u>200.09</u>

CURRENT ACTIVITY

12,855.58

BALANCE DUE

\$12,855.58