

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

MAR 26 2003

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

Oklahoma Department of Securities)
ex rel. Irving L. Faught,)
Administrator,)

Plaintiff,)

v.)

Accelerated Benefits Corporation, a)
Florida corporation, American Financial)
Associates, L.L.C., an Oklahoma limited)
liability company, William W. Romine,)
an individual, and Archie Tallant,)
an individual,)

Defendants,)

Clarence Keith LaMonda, an individual,)
and Jess LaMonda, an individual,)

Additional Defendants.)

Case No. CJ-99-2500-66

AMENDED PETITION

Plaintiff, Oklahoma Department of Securities ex rel. Irving L. Faught, Administrator ("Administrator"), for its claims against the named Defendants (hereinafter collectively referred to as "Defendants"), realleges and incorporates by reference the allegations and causes of action cited in Paragraphs 1 through 38 of the Petition for Permanent Injunction and Other Equitable Relief filed herein, and alleges and states as follows:

1. Defendant Clarence Keith LaMonda ("Keith LaMonda"), an individual, was, at all times relevant hereto the Chief Executive Officer and Chairman of the Board of Directors of Accelerated Benefits Corporation ("ABC"). ABC acted under the control of Keith LaMonda at all times relevant hereto.

all times relevant hereto.

2. Defendant Jess LaMonda ("Jess LaMonda"), an individual, was, at all times relevant hereto the President of ABC.

NATURE OF THE CASE

3. The District Court held a non-jury trial of ABC and adopted Findings of Fact and Conclusions of Law (the "Findings"), which among other things: (i) enumerated the misstatements and omissions of material facts ABC made to investors in connection with the offer and sale of the Viatical Investment Contracts; and (ii) stated that ABC committed fraud in the offer and sale of such securities.

4. The Court found that ABC misled investors ("ABC Investors") by the "guaranteed payment of premiums" on the life insurance policies underlying the Viatical Investment Contracts.

5. At the conclusion of the trial, the District Court entered an Order of Permanent Injunction against ABC on June 26, 2001.

6. On or about June 9, 2000, on the order of the Oklahoma Tax Commission for failure to comply with Oklahoma law, the Secretary of State suspended ABC from doing business in Oklahoma. *See* Exhibit "A," Certificate. ABC was duly qualified as a foreign corporation to do business in Oklahoma on March 11, 2003. *See* Exhibit "B," Certificate.

7. On February 6, 2002, the Court entered its Order Appointing Conservator and Transferring Assets ("Conservatorship Order"), in lieu of a judgment for restitution against ABC, and appointed a conservator. The Conservatorship Order transferred certain assets of ABC and its agents, including Keith LaMonda, American Title Company of Oklahoma ("American Title") and David Piercefield ("Piercefield"), to the conservator. *See* Exhibit "C," Conservatorship

Order.

8. ABC was created by Keith LaMonda and Jess LaMonda to act as a viatical settlement provider. ABC is owned by the LaMonda Management Family Limited Partnership (the "Partnership"), which acts under the control of Keith LaMonda as managing director and 98%-100% owner. Jess LaMonda is the President of ABC. Keith LaMonda is Chief Executive Officer and Chairman of the Board of Directors of ABC.

9. Jess LaMonda and Keith LaMonda approved and consented to the entry of the Conservatorship Order on behalf of ABC. *See* Exhibit "C," Conservatorship Order.

10. Under the Conservatorship Order, 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.

See Exhibit "C," Conservatorship Order.

11. The Conservatorship Order further required ABC to: (i) transfer to the Conservator within 90 days following the date thereof all proceeds held by ABC and its agents, including American Title and Piercefield, for the payment of such premiums; and (ii) **pay all costs of the Conservatorship until 75% of the policies were transferred to the Conservator.**

See Exhibit "C," Conservatorship Order. (Emphasis added.)

12. Between February 6, 2002 and October 31, 2002, the Court approved \$396,610.54 in Conservator fees, expenses and attorney fees. On November 20, 2002, the Court entered a

Journal Entry directing ABC to pay all of these approved Conservator fees, expenses and attorney fees. *See* Exhibit "D," Journal Entry 1.

13. On January 10, 2003, the Court entered an order directing ABC to reimburse the Conservator in the amount of \$173,445.82 for advances made by the Conservator for premium shortfalls during July and August 2002. *See* Exhibit "E," Journal Entry 2.

14. ABC has failed and/or refused to comply with the Court's orders directing ABC to pay to the Conservator the sum of \$570,056.36 within thirty (30) days from the dates of the orders.

SIXTH CAUSE OF ACTION

KEITH LAMONDA AND JESS LAMONDA ARE PERSONALLY LIABLE FOR THE DEBTS INCURRED BY ABC DURING THE PERIOD OF SUSPENSION

15. The Department realleges and incorporates by reference each and every allegation contained in the preceding causes of action and in Paragraphs 1 through 38 of the Petition for Permanent Injunction and Other Equitable Relief.

16. ABC incurred debt within the state of Oklahoma while the corporation was suspended from doing business in this state (the "Debt"). The Debt included premium payments for insurance policies, conservator fees, conservator expenses, and attorneys fees. The Debt included \$570,056.36 that was ordered by the Oklahoma County District Court to be paid by ABC for debt incurred under the Conservatorship Order.

17. The Debt was incurred with the direct knowledge and prior consent of Keith LaMonda and Jess LaMonda. Therefore, Keith LaMonda and Jess LaMonda are personally liable for the Debt of ABC pursuant to Okla. Stat. tit. 68, § 1212.

PRAAYER FOR RELIEF

WHEREFORE, based upon the foregoing, and pursuant to the authority specifically granted by Okla. Stat. tit. 68, §1212 and Okla. Stat. tit. 71, §406.1 the Department prays for relief as follows:

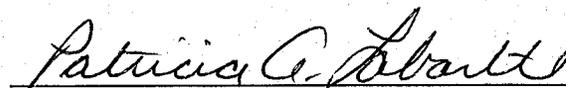
1. An order requiring Defendant Keith LaMonda and Defendant Jess LaMonda to pay any and all debts of ABC incurred within the state of Oklahoma during the period that the corporation was suspended from doing business in this state and with the knowledge, approval and consent of Defendant Keith LaMonda and Defendant Jess LaMonda including, but not limited to, the sum of \$570,056.36 that was ordered by the Oklahoma County District Court to be paid by ABC for debt incurred under the Conservatorship Order; and

2. such other legal or equitable relief as the Court may deem necessary, just and proper in connection with the enforcement of the Act and as authorized by law.

Respectfully submitted,

OKLAHOMA DEPARTMENT OF SECURITIES
Irving L. Faught, Administrator

By:

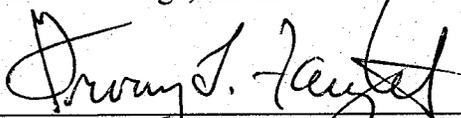


Patricia A. Labarthe, OBA #10391
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone (405) 280-7700
Fascimile (405) 280-7742

STATE OF OKLAHOMA)
)
COUNTY OF OKLAHOMA) SS.

Irving L. Faught, of lawful age, being first duly sworn deposes and says: that he is the Administrator of the Oklahoma Department of Securities, that he has read the foregoing Amended Petition and knows the contents thereof, and that the matters and things stated therein have been provided to him by staff members of the Department under his authority and direction, and are true and correct to the best of his knowledge, information and belief.

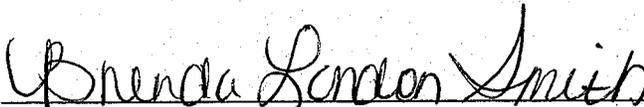
(SEAL)



IRVING L. FAUGHT, ADMINISTRATOR OF THE
OKLAHOMA DEPARTMENT OF SECURITIES
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
(405) 280-7700

Subscribed and sworn to before me this 25 day of March, 2003.

(NOTARIAL SEAL)



Notary Public

My Commission Expires:

Aug 26, 2005
01013792

OFFICE OF THE SECRETARY OF STATE



CERTIFICATE OF SUSPENSION
(Foreign)

I, THE UNDERSIGNED, Secretary of State of the State of Oklahoma, do hereby certify that I am by the laws of said State the custodian of the records of the State of Oklahoma relating to the right of corporations to transact business in the State, and am the proper officer to execute this certificate.

I FURTHER CERTIFY that ACCELERATED BENEFITS CORPORATION, a corporation organized and existing under and by virtue of the laws of the State of Florida, qualified as a foreign corporation to transact business within the State of Oklahoma on the 7th day of August, 1998.

I FURTHER CERTIFY that said corporation was Suspended by the Secretary of State on the 9th day of June, 2000, upon order of the Oklahoma Tax Commission for failure to comply with the requirements of the Oklahoma Franchise Tax Act, and is not a corporation in good standing according to the records of this office.

IN TESTIMONY WHEREOF, I hereunto set my hand and affixed the Great Seal of the State of Oklahoma, done at the City of Oklahoma City, this 24th, day of February, 2003.



[Signature]
Secretary of State
By: *[Signature]*

EXHIBIT
A

OFFICE OF THE SECRETARY OF STATE

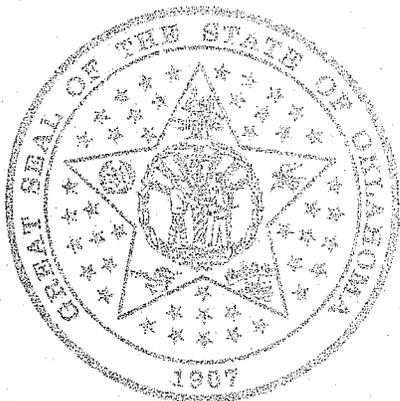


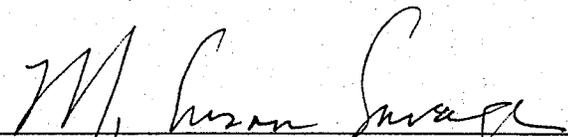
CERTIFICATE OF GOOD STANDING
FOREIGN CORPORATION

I, **THE UNDERSIGNED**, Secretary of State of the State of Oklahoma, do hereby certify that I am, by the laws of said State, the custodian of the records of the state of Oklahoma relating to the right of certain business entities to transact business in this state and am the proper officer to execute this certificate.

I FURTHER CERTIFY that **ACCELERATED BENEFITS CORPORATION**, a corporation organized and existing by virtue of the laws of the state of **FLORIDA**, is duly qualified as a foreign corporation to transact business within the state of Oklahoma and is in good standing according to the records of this office. This certificate is not to be construed as an endorsement, recommendation or notice of approval of the entity's financial condition or business activities and practices. Such information is not available from this office.

IN TESTIMONY WHEREOF, I have hereunto set my hand and caused to be affixed the Great Seal of the State of Oklahoma at the City of Oklahoma City, this 11th day of March, 2003.




Secretary of State

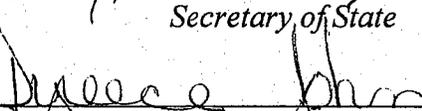
By: 

EXHIBIT
B

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

FEB - 7 2002

PATRICIA PRESLEY, COURT CLERK
By _____
Deputy

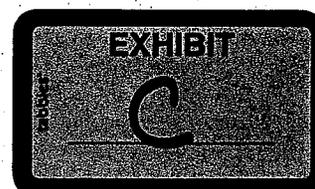
Oklahoma Department of Securities)
ex rel. Irving L. Faight, Administrator,)
)
Plaintiff,)
)
v.)
)
Accelerated Benefits Corporation, a Florida)
corporation, et al.,)
)
Defendants.)

Case No. CJ-99-2500-66

ORDER APPOINTING CONSERVATOR AND TRANSFERRING ASSETS

This matter came on for hearing this 6th day of February, 2002, before the undersigned judge of the Oklahoma County District Court, State of Oklahoma, on the joint application of Plaintiff Oklahoma Department of Securities ("Department") and Defendant Accelerated Benefits Corporation ("ABC"), for this Order Appointing Conservator and Transferring Assets ("Conservatorship Order"). The Court, having reviewed all of the evidence offered, and being advised that the parties agree to the entry of this Conservatorship Order, finds that the following order should be entered in lieu of a judgment for restitution and in order to prevent potential irreparable loss, damage or injury to purchasers of interests in the right to receive the proceeds from the viatical and/or life settlement policies effectuated by ABC Purchase Request Agreements ("ABC Investors").

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that Tom Moran of Oklahoma City, Oklahoma, ("Conservator") be and is hereby appointed Conservator of the following assets of ABC or its agents, including American Title Company of Orlando and David Piercefield ("Conservatorship Assets"):



1. all life insurance policies owned or held beneficially, directly or indirectly, by or for the benefit of ABC and/or the ABC Investors, that were purchased from the date of inception of ABC through September 30, 2000 ("Policies");

2. all assets of ABC necessary to accomplish the objectives of the Conservatorship listed below 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 32801, and telephone systems;

3. all premium reserve accounts and bank accounts into which ABC Investor funds or proceeds from Policies have been deposited; and

4. the right to recoup from the proceeds of the Policies all funds advanced by ABC to finance the payment of premiums on the Policies.

IT IS FURTHER ORDERED that the Conservator is given directions and authority to accomplish the following:

1. to take custody, possession and control of the Conservatorship Assets as they are transferred to Conservator;

2. to manage all Conservatorship Assets pending further action by this Court including, but not limited to, the evaluation of the Policies, and to take the 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 future premium payments;

3. to receive and collect any and all sums of money due or owing on the Policies to ABC or its agents whether the same are due or shall hereinafter become due and payable;
4. to 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;
5. to 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;
6. to monitor the viators of the Policies by tracking the location of the viators and periodically checking the health of the viators;
7. to receive notice of the death of viators, file death claims on the viators, and collect the proceeds paid on the Policies as such mature;
8. to disburse to each ABC Investor his proportionate share of the proceeds paid on matured Policies, which amount may be reduced by the total amount of any premium payments advanced by ABC or the Conservator on behalf of such ABC Investor;
9. to establish open communication with ABC Investors with proper disclosure of available options and consequences including, but not limited to, notice to ABC Investors of this Conservatorship Order within thirty (30) days of the entry of this Order;
10. to 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. Conservator may immediately retain or employ such persons, and compensate such persons, all subject to application to and approval by the Court;

11. to open and inspect any and all mail and/or deliveries if same relate 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;

12. to institute, prosecute, defend, intervene in or become 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 the Conservatorship Assets, or the carrying out of the terms of this Conservatorship Order; and

13. to exercise those powers necessary to implement his conclusions with regard to disposition of this Conservatorship pursuant to the orders and directives of this Court.

IT IS FURTHER ORDERED that ABC and its agents, including American Title Company of Orlando and David Piercefield, shall immediately begin the process of transferring the ownership and beneficial rights to the Conservatorship Assets to the Conservator until all Conservatorship Assets have been transferred. The transfer process shall conclude within ninety (90) days of the execution of this Order. If for any reason any Conservatorship Asset has not been transferred on or before end of the ninety (90) day period, ABC and/or its agents, including American Title Company of Orlando and David Piercefield, shall provide a list to the Conservator of the Conservatorship Assets that have not been transferred and the reasons therefor.

IT IS FURTHER ORDERED that this order supercedes the order of this Court dated May 10, 2001, that prohibited the assessment or collection of future premium payments from ABC Investors.

IT IS FURTHER ORDERED that ABC pay and maintain all office expenses, salaries, and other costs of the Conservatorship until at least seventy-five percent (75%) of all Conservatorship Assets have been transferred to the Conservator.

IT IS FURTHER ORDERED that all persons and entities, including ABC, its subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, and further including any banks or financial institutions, wherever chartered or located, life insurance companies, federal and state agencies, viators, viatical settlement providers, and viatical settlement brokers who receive actual notice of this Conservatorship Order, by personal service, facsimile transmission or otherwise, shall promptly deliver and surrender to the Conservator:

1. all Conservatorship Assets in the possession of or under the control of any one or more of them; and
2. all books and records of any kind pertaining to the Conservatorship Assets, to the ABC Investors, or to the viators whose lives are insured by the Policies.

IT IS FURTHER ORDERED that all persons and entities, including ABC, its subsidiaries, affiliates, officers, directors, agents, servants, employees, attorneys, and all persons acting on their behalf, under their direction and control, and/or in active concert or participation with them, and further including any banks or financial institutions, wherever chartered or located, life insurance companies, federal and state agencies, viators, viatical settlement providers, and viatical settlement brokers who receive actual notice of this Conservatorship Order, by personal service, facsimile transmission or otherwise, fully cooperate with and assist the Conservator and that they take no action, directly or indirectly, to hinder or obstruct the

Conservator in the conduct of his duties or to interfere in any manner, directly or indirectly, with the custody, possession or control exercised by said Conservator.

IT IS FURTHER ORDERED that the Conservator is authorized, without breaching the peace, to enter and secure any premises under the control of ABC or its agents, wherever located or situated, in order to take possession, custody or control of, or to identify the location or existence of, any Conservatorship Assets.

IT IS FURTHER ORDERED that the Conservator may apply to the Court for compensation, from time to time, in a reasonable sum to be determined by the Court and from such sources as approved by the Court and for reimbursement for reasonable expenses incurred in connection with his duties as Conservator. The fees and expenses of the Conservator shall have priority over any other claims made against ABC. The Conservator shall not be required to give any bond. The Oklahoma Department of Securities shall have the authority to seek removal of the Conservator for cause and upon approval of this Court.

IT IS FURTHER ORDERED that except by leave of Court during the pendency of this Conservatorship, all creditors and other persons seeking money, damages or other relief from ABC or its agents, including American Title Company of Orlando and David Piercefield, and all others acting on behalf of any such creditor or other persons, including sheriffs, marshals, and other officers and their deputies, and their respective attorneys, servants, agents, and employees, are hereby stayed and restrained from doing any act or thing whatsoever to interfere with ABC or its agents, including American Title Company of Orlando and David Piercefield, in the orderly transfer of the Conservatorship assets or the Conservator or to the possession of or management by the Conservator of the Conservatorship Assets, or to interfere in any manner during the pendency of this proceeding with the exclusive jurisdiction of this Court over ABC. This

Conservatorship Order shall not stay or restrain any pending or future action whatsoever by any government agency or any representative on behalf of any government.

IT IS FURTHER ORDERED that any Conservatorship Assets remaining at the conclusion of the Conservatorship shall be transferred to ABC.

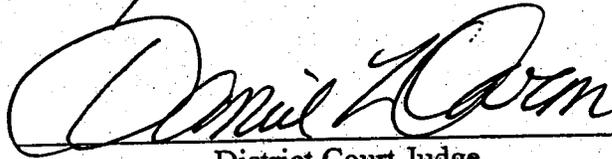
IT IS FURTHER ORDERED that ABC and its agents, including American Title Company of Orlando and David Piercefield, be held harmless from any and all liability, costs and damages arising in connection with each Conservatorship Asset after each such asset has been transferred to the Conservator.

IT IS FURTHER ORDERED that the Conservator be held harmless from any and all liability, costs and damages arising from acts of ABC and its agents, including American Title Company of Orlando and David Piercefield, before Conservatorship Assets have been transferred to the Conservator.

IT IS FURTHER ORDERED that the Conservator may rely on applicable exclusions or exemptions from registration under the Act in connection with the offer and/or sale of securities to institutional buyers in and/or from the state of Oklahoma.

IT IS FURTHER ORDERED that the Court shall retain jurisdiction over this matter and ABC for all purposes.

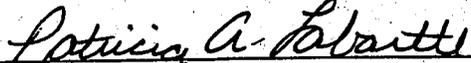
Dated this 6th day of February, 2002.

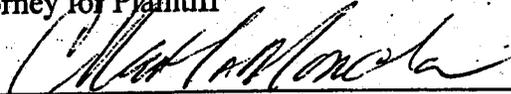


District Court Judge

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 7 day of February, 2002.
By TRW PATRICIA PRESLEY, Court Clerk
Deputy

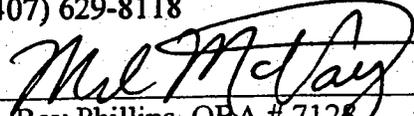
Approved as to form and substance:


Patricia A. Labarthe, OBA # 10391
Oklahoma Department of Securities
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120 North Robinson
Oklahoma City, Oklahoma 73102
(405) 280-7700
Attorney for Plaintiff


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Orlando, Florida 32801
(888) 842-8422


Jess LaMonda
Accelerated Benefits Corporation
105 East Robinson Street, Second Floor
Orlando, Florida 32801
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David S. Piercefield
American Title Company of Orlando
230 Lookout Place, Suite 200
Maitland, Florida 32751
(407) 629-8118


T. Ray Phillips, OBA # 7128
Melvin R. McVay, OBA # 6096
Fred A. Leibrock, OBA # 14146
Phillips McFall McCaffrey McVay & Murrah, P.C.
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211 North Robinson Avenue
Oklahoma City, Oklahoma 73102
405/235-4100
405/235-4133 (Fax)
faleibrock@phillipsmcfull.com
Attorneys for Conservator

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities)

ex rel. Irving L. Faught, Administrator FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

Plaintiff,)

NOV 20 2002

v.)

PATRICIA PRESLEY, COURT CLERK Case No. CJ-99-2500
by Deputy Judge Daniel L. Owens

Accelerated Benefits Corporation, a Florida
corporation, et al.,)

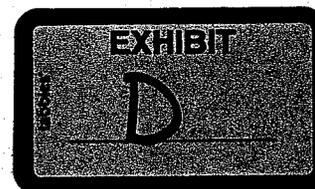
Deputy)

Defendants.)

JOURNAL ENTRY

This matter comes on for hearing this 27th day of September, 2002, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, on Conservator's Motion For Order Assessing Conservator's Expenses Against Defendants And Compelling Defendants To Comply With The Conservatorship Order (the "Conservator's Motion"). Conservator, Tom Moran, appeared in person and through counsel, Thomas Manning of the law firm Phillips McFall McCaffrey McVay & Murrah, P.C.. Defendants Accelerated Benefits Corporation, C. Keith LaMonda, American Title Company of Orlando and David Piercefield (collectively "ABC"), appeared by and through counsel, Dino Viera of the law firm, Fellers, Snider, Blankenship, Bailey and Tippens, P.C.. The Oklahoma Department of Securities, ex rel. Irving L. Faught, Administrator (the "Department") appears by and through its attorney, Patricia A. Labarthe. The Court, having reviewed all of the evidence offered, hearing argument of counsel, and being fully advised in the premises finds as follows:

- (a) The Order Appointing Conservator and Transferring Asset dated February 6th, 2002 (the "Conservatorship Order") is clear and unambiguous;



(b) ABC participated in the drafting and agreed to the terms of the Conservatorship Order in lieu of restitution;

(c) Under the Conservatorship Order, ABC is obligated to pay all costs and expenses of the Conservatorship, including premium shortfalls, Conservator's fees and expenses, and attorney's fees, until seventy-five percent (75%) of the Conservatorship Assets, as defined by the Conservatorship Order, are transferred to the Conservator;

(d) To date there has been no determination that seventy-five percent (75%) of the Conservatorship Assets, as defined by the Conservatorship Order, have been transferred to the Conservator; and

(e) A policy will be deemed to have been transferred upon receipt by the Conservator of a confirmation from the insurance company acknowledging the change of beneficiary or ownership of the policy to the Conservator.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that the Counservator's Motion is granted and Accelerated Benefits Corporation is ordered to pay to the Conservator all Conservator fees, expenses and attorney's fees approved by the Court to date within 30 days.

Dated this 20 day of November, 2002.

DANIEL L. OWENS

JUDGE OF THE DISTRICT COURT

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla. this _____ day of _____, 2002.

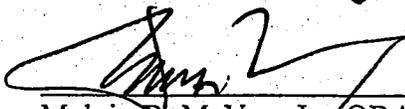
By PATRICIA PRESLEY, Court Clerk Deputy

APPROVED:

Patricia A. Labarthe

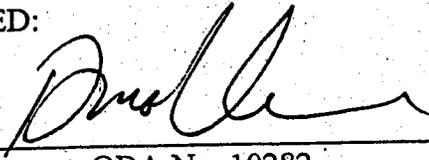
Patricia A. Labarthe, #10391
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone: (405) 280-7735
Facsimile: (405) 280-7742
Attorney for Oklahoma Department of Securities

APPROVED:



Melvin R. McVay, Jr., OBA #6096
Thomas P. Manning, OBA #16117
PHILLIPS McFALL McCAFFREY
McVAY & MURRAH, P.C.
Twelfth Floor, One Leadership Square
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APPROVED:



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Facsimile: (405) 232-9659
Attorneys for Accelerated Benefits Corporation,
American Title Company of Orlando,
Keith LaMonda and David Piercefield

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that:

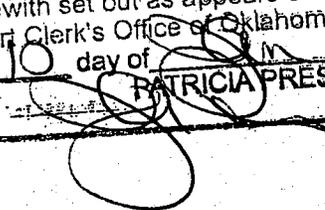
- (a) The Conservator's Application is granted;
- (b) ABC is ordered to reimburse the Conservator the amount of \$173,445.82 within

30 days from the date of this order.

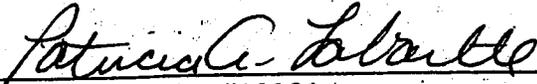
Dated this 10th day of January, 2003.



JUDGE OF THE DISTRICT COURT

PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 10 day of Jan, 2003.
By  PATRICIA PRESLEY, Court Clerk Deputy

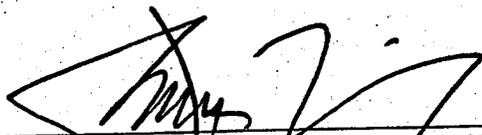
APPROVED:



Patricia A. Labarthe, #10391

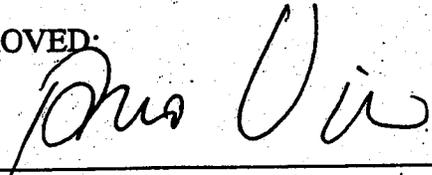
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone: (405) 280-7735
Facsimile: (405) 280-7742
Attorney for Oklahoma Department of Securities

APPROVED:



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Thomas P. Manning, OBA #16117
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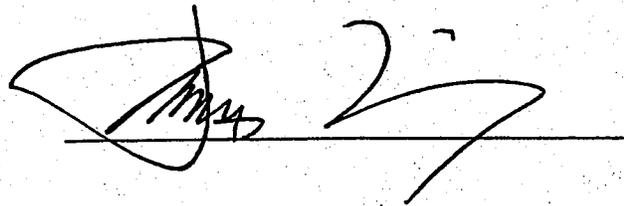
Keith LaMonda and David Piercefield

CERTIFICATE OF MAILING

The undersigned certifies that on the 10th day of January, 2003, a true and correct copy of the foregoing Order was sent postage prepaid by first-class mail, to

Patricia A. Labarthe
Oklahoma Department of Securities
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Oklahoma City, OK 73102
Attorney for Plaintiff

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Accelerated Benefits Corporation, David
Piercefield and American Title Company of
Orlando



A handwritten signature, possibly "Dino Viera", is written over a horizontal line. To the right of the signature, the number "27" is written, likely representing the date 1/27/03.

CERTIFICATE OF MAILING

The undersigned certifies that on the 26th day of March, 2003, a true and correct copy of the foregoing was mailed via First Class Mail, postage prepaid, to the following:

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Wanda B. Hinkle


Brenda London Smith
Paralegal