

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

SEP 16 2003

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

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

Case No.: CJ-99-2500-66
Judge Daniel L. Owens

**CONSERVATOR'S REPORT TO THE COURT REGARDING
DISBURSEMENT OF SALE PROCEEDS TO INVESTORS**

COMES NOW H. Thomas Moran, Conservator of certain assets of Accelerated Benefits Corporation pursuant to the Court's Order Appointing Conservator and Transferring Assets dated February 6, 2002, and hereby reports to the Court regarding disbursements made to investors resulting from the sale of Conservatorship Assets. The Conservator would show the Court as follows:

1. On February 6, 2002, the Court entered its Order Appointing Conservator and Transferring Assets (the "Conservatorship Order").
2. Under the Conservatorship Order, H. Thomas Moran was appointed Conservator of certain assets of Accelerated Benefits Corporation ("ABC") and its agents, including American Title Company of Orlando ("ATCO") and David Piercefield (the "Conservatorship Assets").

3. Pursuant to the directives of the Conservatorship Order, the Conservator sought offers from various institutional buyers for the sale of certain Conservatorship Assets, which consisted of viatical life settlement insurance policies owned by ABC. See Exhibit "A," Affidavit of H. Thomas Moran, ¶4.

4. On October 25, 2002, the Conservator filed his Motion for Order Approving Sale of Conservatorship Assets (the "Motion to Sell").

5. Following a hearing on the Motion to Sell, the Court entered its ruling on December 23, 2002, approving the sale of Conservatorship Assets to Infinity Capital Services, Inc. ("Infinity"). The order approving the sale was entered by the Court on January 16, 2003 and subsequently modified by the Court on January 24, 2003.

6. Following the Court's ruling on the Motion to Sell, the Conservator began negotiations with Infinity on the purchase contracts setting forth the terms and conditions of the sale (the "Purchase Contracts"). See Exhibit "A," Affidavit of H. Thomas Moran, ¶7.

7. On February 18, 2003, the Conservator filed his application for instructions from the Court and sought approval of the Conservator's proposed plan of distribution of the proceeds of the sale.

8. On March 12, 2003, the Court entered its order approving the Purchase Contracts which had been negotiated.

9. On March 18, 2003, the Court entered its order approving the Conservator's proposed plan of distribution.

10. On March 24, 2003, pursuant to the Court's order approving the Purchase Contracts, the Conservator and Infinity executed a Closing Acknowledgement in order to acknowledge and

evidence the closing of the sale. See Exhibit "A," Affidavit of H. Thomas Moran, ¶11.

11. To date, Infinity has tendered to the Conservator all sums due under the Purchase Contracts as set forth in the Closing Acknowledgement, and made payment of monthly premiums and servicing costs as required under the terms of the Purchase Contracts. See Exhibit "A," Affidavit of H. Thomas Moran, ¶12.

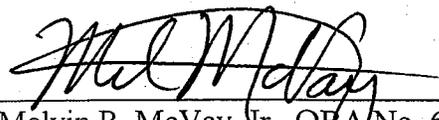
12. On July 18, 2003, under the plan of distribution approved by the Court, the Conservator processed and disbursed \$500,567.71 in premium reimbursements to investors who had advanced funds for premiums on policies subject to the sale during the course of the Conservatorship. The amount disbursed represented approximately 62% of the premiums collected from investors by the Conservator on policies subject to the sale during the period of February 6, 2002 through March 20, 2003. A detail of the investors who received reimbursements on July 18, 2003, is contained in the General Ledger entries attached to the Conservator's Report for the Period of July 1, 2003 through July 31, 2003, which is incorporated herein by reference. See Exhibit "A," Affidavit of H. Thomas Moran, ¶13.

13. On or about August 18, 2003, under the plan of distribution approved by the Court, the Conservator processed and disbursed an additional \$304,145.38 in premium reimbursements to investors who had advanced funds for premiums on policies subject to the sale during the course of the Conservatorship. This additional amount disbursed represented the remainder of the premiums collected by the Conservator on policies subject to the sale during the period of February 6, 2002 through March 20, 2003. See Exhibit "A," Affidavit of H. Thomas Moran, ¶14.

14. As of the date of this report, the total amount of premium reimbursement to investors is \$804,713.09. See Exhibit "A," Affidavit of H. Thomas Moran, ¶15.

15. Under the plan of distribution approved by the Court, future disbursements will be made on a pro rata basis to all investors who were matched to policies subject to the sale of Conservatorship assets. See Exhibit "A," Affidavit of H. Thomas Moran, ¶16.

Respectfully submitted,



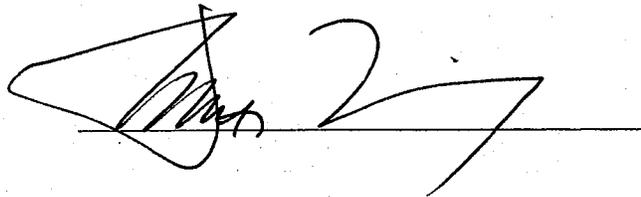
Melvin R. McVay, Jr., OBA No. 6096
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211 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133
ATTORNEYS FOR CONSERVATOR,
H. THOMAS MORAN

CERTIFICATE OF MAILING

The undersigned certifies that on the 16th day of September, 2003, a true and correct copy of the foregoing document was sent postage prepaid by first-class mail, 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.
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. The signature is stylized and cursive.

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Oklahoma Department of Securities,)
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Case No. CJ-99-2500-66
Judge Daniel L. Owens

AFFIDAVIT

STATE OF OKLAHOMA)
) SS:
COUNTY OF OKLAHOMA)

The undersigned, H. Thomas Moran, of lawful age, being first duly sworn, deposes and states as follows:

1. That I am the Conservator of certain assets of Accelerated Benefits Corporation pursuant to an Order Appointing Conservator and Transferring Assets entered in the above-styled action by the Court on February 6, 2002 (the "Conservatorship Order").
2. I have personal knowledge of the matters set forth herein.
3. Under the Conservatorship Order, I was appointed Conservator of certain assets of Accelerated Benefits Corporation ("ABC") and its agents, including American Title Company of Orlando ("ATCO") and David Piercefield (the AConservatorship Assets@).
4. Pursuant to the directives of the Conservatorship Order, I sought offers from various institutional buyers for the sale of certain Conservatorship Assets, which consisted of viatical life settlement insurance policies owned by ABC.
5. On October 25, 2002, the Conservator's Motion for Order Approving Sale of

EXHIBIT

A

Conservatorship Assets (the "Motion to Sell") was filed with the Court.

6. Following a hearing on the Motion to Sell, the Court entered its ruling on December 23, 2002, approving the sale of Conservatorship Assets to Infinity Capital Services, Inc. ("Infinity"). The order approving the sale was entered by the Court on January 16, 2003 and subsequently modified by the Court on January 24, 2003.

7. Following the Court's ruling on the Motion to Sell, I began negotiations with Infinity on the purchase contracts setting forth the terms and conditions of the sale (the "Purchase Contracts").

8. On February 18, 2003, through application I sought instructions from the Court and approval of a proposed plan of distribution of the proceeds of the sale.

9. On March 12, 2003, the Court entered its order approving the Purchase Contracts which had been negotiated.

10. On March 18, 2003, the Court entered its order approving the Conservator's proposed plan of distribution.

11. On March 24, 2003, pursuant to the Court's order approving the Purchase Contracts, a Closing Acknowledgement was executed by Infinity and I in order to acknowledge and evidence the closing of the sale.

12. To date, Infinity has tendered to me all sums due under the Purchase Contracts as set forth in the Closing Acknowledgement, and made payment of monthly premiums and servicing costs as required under the terms of the Purchase Contracts.

13. On July 18, 2003, under the plan of distribution approved by the Court, my office processed and disbursed \$500,567.71 in premium reimbursements to investors who had advanced funds for premiums on policies subject to the sale during the course of the Conservatorship. The amount disbursed represented approximately 62% of the premiums collected from investors on policies subject to the sale during the period of February 6, 2002

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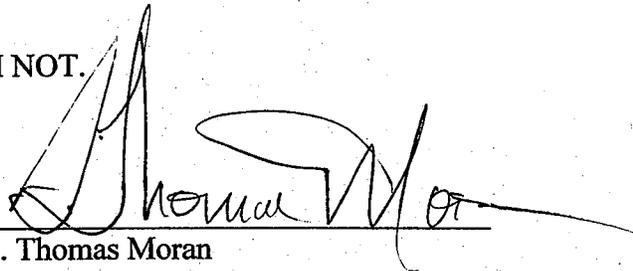
13. On or about August 18, 2003, under the plan of distribution approved by the Court, my office processed and disbursed an additional \$304,145.38 in premium reimbursements to investors who had advanced funds for premiums on policies subject to the sale during the course of the Conservatorship. This additional amount disbursed represented the remainder of the premiums collected from investors on policies subject to the sale during the period of February 6, 2002 through March 20, 2003.

14. As of the date of this report, the total amount of premium reimbursement to investors is \$804,713.09.

15. Under the plan of distribution approved by the Court, future disbursements will be made on a pro rata basis to all investors who were matched to policies subject to the sale of Conservatorship assets.

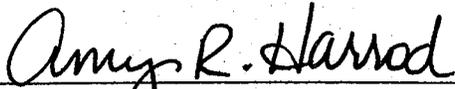
FURTHER AFFIANT SAYITH NOT.

By:


H. Thomas Moran

Subscribed and Sworn to before me this 16th day of September, 2003, by H. Thomas Moran.

(SEAL)


Notary Public

My Commission Expires: 01/17/2006
Commission #: 02001064