

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
 STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
 OKLAHOMA COUNTY, OKLA.

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

JAN 16 2003

PATRICIA PRESLEY, COURT CLERK
 By ~~DEBUT~~

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

ORDER APPROVING SALE OF CONSERVATORSHIP ASSETS

This matter came on for hearing this 20th day of December, 2002 before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, on Conservator's Motion for Order Approving Sale of Conservatorship Assets ("Conservator's Motion"). Conservator, Tom Moran, appeared in person and through counsel, Melvin R. McVay, Jr. and Thomas Manning of the law firm Phillips McFall McCaffrey McVay & Murrah, P.C. Defendants Accelerated Benefits Corporation and American Title Company of Orlando, appeared by and through counsel, Dino Viera and William Whitehill, Jr., of the law firm, Fellers, Snider, Blankenship, Bailey and Tippens, P.C. The Oklahoma Department of Securities, ex rel. Irving L. Faught, Administrator appeared by and through its attorney, Patricia A. Labarthe. Life Alliance, LLC appeared by and through its attorneys J. Angela Ables and Jeff L. Hartmann. Infinity Capital Services, Inc. appeared by and through its attorney Nabeel Hamameh. Investors, John C Hinkle and Wanda B Hinkle, appeared by and through their attorney Rebecca A Farris. Investor, Dr. Lawrence P. Deziel, appeared by and through his attorney, Robert A. Nance. Investors, Robert D. Stone and Larry W. Hanks, appeared by and through their attorneys James Slayton and Jon W. McLanahan.

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 Conservator's Motion should be granted;
- (b) The offer of Infinity Capital Services, Inc., as modified by its letters of December 3, 2002 and December 12, 2002, which were admitted into evidence, should be approved;
- (c) That should the Conservator and Infinity Capital Services, Inc. be unable to consummate a purchase agreement, or should Infinity Capital Services, Inc. be unable to perform in any way, then the Court approves the offer Life Alliance, LLC, Option No. 2, as modified by its letter of December 10, 2002, which was admitted into evidence, and as further modified by representations of its counsel that title to the viatical policies will remain with the Conservatorship until all funds due the investors under the offer have been fully paid; and,
- (d) Policies which mature prior to consummation of the purchase agreement should not be included in the sale.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that:

- (a) The Conservator's Motion is granted;
- (b) The offer of Infinity Capital Services, Inc., as modified by its letters of December 3, 2002 and December 12, 2002, which were admitted into evidence, is approved;
- (c) That should the Conservator and Infinity Capital Services, Inc. be unable to consummate a purchase agreement, or should Infinity Capital Services, Inc. be unable to perform in any way, then the offer of Life Alliance, LLC Option No. 2, is approved, as modified by its letter of December 10, 2002, which was admitted into evidence, and as further modified by representations of its counsel that title to the viatical policies will remain with the Conservatorship until all funds due the investors under the offer have been fully paid; and,

(d) Policies which mature prior to consummation of the purchase agreement shall not be included in the sale.

Dated this 16th day of January, 2003.

DANIEL L. OWENS

JUDGE OF THE DISTRICT COURT

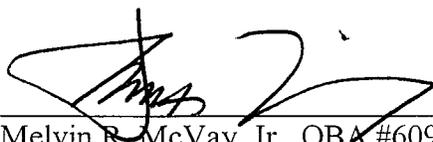
I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 16 day of Jan, 2003
By Patricia Presley PATRICIA PRESLEY, Court Clerk Deputy

APPROVED:



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CERTIFICATE OF MAILING

The undersigned certifies that on the 16th day of January, 2003, a true and correct copy of the foregoing was mailed via First Class Mail, postage prepaid, to the following:

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