

IN THE DISTRICT COURT OF OKLAHOMA COUNTY  
STATE OF OKLAHOMA

JAN 24 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, et al., )  
 )  
Defendants. )

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

**ORDER MODIFYING THE COURT'S ORDER  
APPROVING SALE OF CONSERVATORSHIP ASSETS**

Pursuant to 12 O.S. §1031, the Court hereby modifies the Order Approving Sale of  
Conservatorship Assets filed herein on January 16, 2003 to read as follows:

This matter came on for hearing this 20<sup>th</sup> 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 the Court's approval of the motion to approve sale of Conservatorship assets should not be included in the sale.

**IT IS THEREFORE ORDERED, ADJUDGED AND DECREED** that:

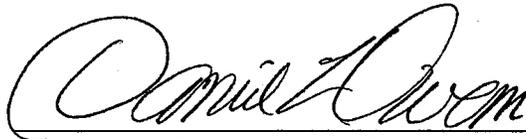
- (a) The Conservator's Motion is granted;
- (b) The offer of Infinity Capital Services, Inc., as modified by its letters of December 3, 2002 and December 12, 2002, which were admitted into evidence, is approved;
- (c) That should the Conservator and Infinity Capital Services, Inc. be unable to consummate 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;

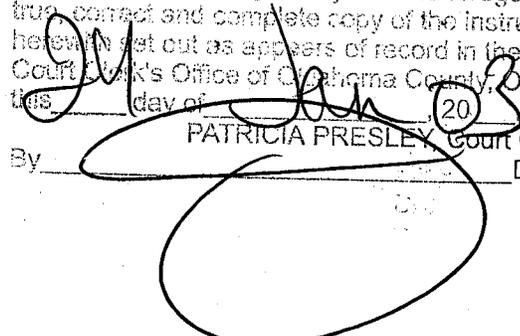
(d) Policies which matured prior to December 23, 2002, shall not be included in the sale; and,

(e) Infinity Capital Services, Inc. shall deliver to the Conservator the amounts to be placed into escrow under the offer to purchase within 5 business days from the date of this order.

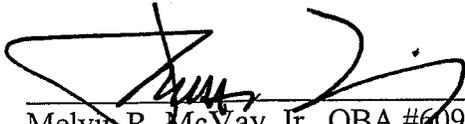
IT IS THEREFORE ORDERED ADJUDGED AND DECREED that pursuant to 12 O.S. §1031 the Court's Order Approving Sale of Conservatorship Assets is hereby modified as set forth above.

Dated this 24<sup>th</sup> day of January, 2003.

  
\_\_\_\_\_  
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 24<sup>th</sup> day of January, 2003.  
By  PATRICIA PRESLEY, Court Clerk Deputy

APPROVED:



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Thomas P. Manning, OBA #16117  
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APPROVED:



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Attorneys for Accelerated Benefits Corporation  
and American Title Company of Orlando

**CERTIFICATE OF MAILING**

The undersigned certifies that on the 24<sup>th</sup> 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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-and -

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