

IN THE SUPREME COURT OF THE STATE OF OKLAHOMA

FILED
SUPREME COURT
STATE OF OKLAHOMA

DEC 23 2003

MICHAEL S. RICHIE
CLERK

OKLAHOMA DEPARTMENT OF)
SECURITIES, *ex rel.*, IRVING L. FAUGHT,)
ADMINISTRATOR,)

Plaintiff/Appellee,)

v.)

ACCELERATED BENEFITS)
CORPORATION;and AMERICAN TITLE)
COMPANY OF ORLANDO,)

Defendants/Appellants,)

v.)

TOM MORAN,)

Court-Appointed Conservator/)
Appellee.)

Case No. 98854

Oklahoma County

Case No. CJ-99-2500-66

Honorable Daniel L. Owens

**APPELLEE'S MOTION TO STRIKE SPECIAL APPEARANCES
AND BRIEF IN SUPPORT**

Melvin R. McVay, Jr., Esq.
Thomas P. Manning, Esq.
PHILLIPS McFALL McCAFFREY
McVAY & MURRAH, P.C.
211 N. Robinson, 12th Floor
Oklahoma City, OK 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133

**Attorneys for Appellee,
Conservator Tom Moran**

INTRODUCTION

This matter involves the appeal by Accelerated Benefits Corporation ("ABC") and its escrow agent, American Title Company of Orlando ("ATCO") (collectively "Appellants"), of an order of the district court approving the sale of assets belonging to Conservator, Tom Moran (the "Conservator"). The Conservator was appointed by the district court to assume possession and take all necessary steps to protect certain assets of ABC and ATCO for the benefit of ABC's investors.

During the course of the Conservatorship, the Conservator sought bidders for the Conservatorship Assets, pursuant to the instructions in the Order Appointing Conservator and Transferring Assets. The offers received by the Conservator were presented to the Court for consideration in the Conservator's Application for Order Approving Sale of Conservatorship Assets (the "Conservator's Application") which was filed on October 25, 2002. The hearing on the Conservator's Application was set for hearing on December 16, 2002. Copies of the Conservator's Application and a notice of hearing were sent to approximately 4,700 investors affording them the opportunity to appear before the district court or file objections to the Conservator's Application. In addition, the investors were provided with an investor claim form, whereby the investors could express their preference to the district court and the Conservator regarding the acceptance/rejection of the offers.

A summary of the investor claim forms received prior to the date of the hearing on the Conservator's Application was prepared by the Conservator and presented to the district court for consideration as part of the hearing on the Conservator's Application. A vast majority of those investors that responded indicated their preference for the district court to approve the sale of the Conservatorship assets. Although these investors were given written notice of the Order Appointing Conservator and Transferring Assets entered by the District Court, and the

Conservator's Application, none of the investors sought to intervene in the District Court action and fewer than 25 of the approximately 4,700 investors filed objections to the Sale Application. Approximately 40 investors also sent letters directly to Judge Owens, which were made part of the Court file. Following the hearing on the Conservator's Application, the district court entered its order approving the sale of assets.

Appellants have appealed the district court's order approving the sale of Conservatorship assets and argue in their Brief in Chief that they are bringing the appeal to protect the rights of the individual investors. In his Response Brief, the Conservator argues that Appellants have no standing to bring a claim of lack of personal jurisdiction on behalf of investors who are not parties to the District Court action.

As of December 17, 2003, sixteen individual investors have filed pleadings entitled "Special Appearance in Support of Appeal of Order Approving Sale of Conservatorship Assets" (the "Special Appearances"). The Special Appearances appear to be forms created by Appellants and sent to the investors for the sole purpose of attempting to defeat the Conservator's argument that Appellants have no standing to bring this appeal.

The individual investors are not parties to the district court proceedings and have not sought to intervene therein, despite having notice and an opportunity to be heard. These Special Appearances do not comply with this Court's rules and should, for the reasons stated below, be stricken or in the alternative disregarded.

ARGUMENT & AUTHORITY

I. THE SPECIAL APPEARANCES FAIL TO CONFORM WITH RULE 1.301 FORM NO. 1 OR FORM NO. 2, AND THEREFORE SHOULD BE STRICKEN.

Rule 1.5 provides in pertinent part:

All parties to any proceeding in the appellate courts shall immediately, but no later than filing the first document in the appellate court, file an Entry of Appearance on the forms

set forth in Rule 1.301, by counsel or an unrepresented party representing himself or herself. Copies shall be served on all other parties. Attorneys shall use the form prescribed by Rule 1.301 Form No. 1, and parties representing themselves shall use the form prescribed by Rules 1.301 Form No. 2. An original and two (2) copies of the Entry of Appearance shall be filed with the Clerk of the Supreme Court.

Standing alone, the Special Appearances do not conform to the requirements set forth in Rule 1.301 Form No. 1 or Form No. 2. Further, the investors who executed the Special Appearances are not parties to the District Court proceedings that are the subject of this appeal, and have not sought to intervene in that case. Accordingly, the Conservator respectfully requests that this Court strike the Special Appearances or disregard them.

II. THE NON-PARTY INVESTORS HAVE NOT SOUGHT LEAVE TO APPEAR AS AMICUS CURIAE AND THEREFORE MAY NOT APPEAR BEFORE THIS COURT.

Because the investors who signed the Special Appearances are not parties to the District Court proceeding they may only appear before this Court as amicus curiae. Rule 1.191(h) provides in pertinent part:

Amicus curiae may not appear in an original jurisdiction proceeding unless an order of the Court grants leave for the appearance.

The investors have not sought the Court's permission to appear as amicus curiae in this proceeding. Therefore, the Conservator respectfully requests that the Special Appearances filed as part of the Supplemental Appendices be stricken or alternatively disregarded.

III. CERTAIN NON-PARTY INVESTORS WHO SENT IN CLAIM FORMS EXPRESSING A PREFERENCE THAT THE COURT ACCEPT THE SALE OF THEIR POLICIES SHOULD BE ESTOPPED FROM HAVING THEIR SPECIAL APPEARANCES CONSIDERED BY THE COURT.

As part of the Conservator's Application, the Conservator sent to each investor a copy of the Conservator's Application and an Investor Claim Form to allow each investor to inform the Conservator and the Court of their preference regarding the sale of Conservatorship Assets.

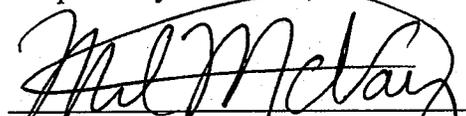
To date, sixteen non-party investors have filed special appearances in this appeal. Four of these sixteen investors provided the Conservator and the District Court with Investor Claim Forms expressing their preference that the District Court enter an order approving the sale of Conservatorship Assets. See Investor Claim Forms attached hereto as Exhibit "A." These investors should therefore be estopped from attempting to join in an appeal challenging the Court's order approving the sale.

Further, all of the sixteen investors who have filed special appearances herein have received checks representing payment of proceeds of the sale of Conservatorship Assets. None of these investors have refused to accept payment of these proceeds. See Sale Proceeds Checks attached hereto as Exhibit "B."

CONCLUSION

Appellee respectfully requests that this Court strike or alternatively disregard the Special Appearances for the reasons set forth above.

Respectfully Submitted,



Melvin R. McVay, Jr., OBA # 6096

Thomas P. Manning, OBA #16117

PHILLIPS McFALL McCAFFREY

McVAY & MURRAH, P.C.

Twelfth Floor, One Leadership Square

211 N. Robinson

Oklahoma City, OK 73102

Telephone: (405) 235-4100

Facsimile: (405) 235-4133

**ATTORNEYS FOR APPELLEE,
CONSERVATOR TOM MORAN**

CERTIFICATE OF MAILING

This is to certify that on the 23rd day of December, 2003, a true and correct copy of the foregoing document was mailed via First Class Mail, postage pre-paid to:

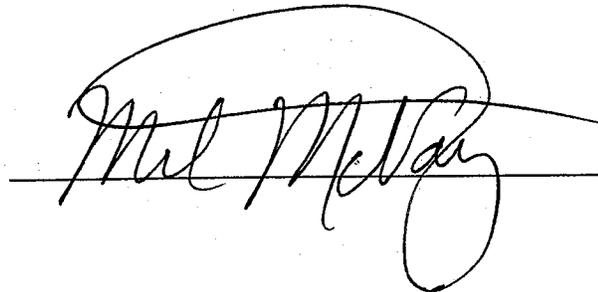
Dino E. Viera
William H. Whitehill, Jr.
Fellers, Snider, Blankenship, Bailey & Tippens
100 North Broadway, Suite 1700
Oklahoma City, OK 73102-8820

Attorneys for Defendants-Appellants

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

Attorney for Appellee,
Oklahoma Department of Securities

With a copy hand delivered to
the Honorable Daniel L. Owens.

A handwritten signature in cursive script, appearing to read "Mark McVay", is written over a horizontal line. The signature is enclosed within a large, hand-drawn oval.

INVESTOR CLAIM FORM

PLEASE PLACE AN "X" IN THE BOX INDICATING YOUR PREFERENCE

- I wish to express my preference to have the Court accept the **LifeAlliance Option I.**
- I wish to express my preference to have the Court accept the **LifeAlliance Option II.**
- I wish to express my preference to have the Court accept the **LifeAlliance Option III.**
- I wish to express my preference to have the Court accept the **Infinity Capital Services, L.P. Offer.**
- I wish to express my preference to have the Court **reject** all of the offers to purchase the viaticals which have been submitted to the Court for consideration. I have read the Motion and Notice to Investors and understand that should the Court decide against approving the sale of the viaticals that a possibility exists that my entire investment may be lost.

I understand that the purpose of this form is to inform the Court and the Conservator of my individual preferences. I understand that the Court's decision may be based upon the preferences received from all investors and that the option I have indicated may not be the one approved by the Court. I have been advised of my right to seek individual counsel in this matter. I have also been informed of my right to file a formal objection to the Conservator's Motion for Order Approving Sale of Conservatorship Assets and appear at the hearing scheduled for December 13, 2002.

Date: 12-9-02

Alice M. Galardo
Signature of Investor

Printed name

After completing, please place this form in the pre-addressed, stamped envelope provided and mail as soon as possible. Inquiries or comments may also be addressed to the following:

Tom Moran, Conservator of Certain Assets of Accelerated Benefits Corporation,
c/o Phillips McFall McCaffrey McVay & Murrah, P.C.,
attn: Tom Manning,
211 North Robinson, Twelfth Floor,
Oklahoma City, Oklahoma 73102



INVESTOR CLAIM FORM

PLEASE PLACE AN "X" IN THE BOX INDICATING YOUR PREFERENCE

- I wish to express my preference to have the Court accept the **LifeAlliance Option I.**
- I wish to express my preference to have the Court accept the **LifeAlliance Option II.**
- I wish to express my preference to have the Court accept the **LifeAlliance Option III.**
- I wish to express my preference to have the Court accept the **Infinity Capital Services, L.P. Offer.**
- I wish to express my preference to have the Court reject all of the offers to purchase the viaticals which have been submitted to the Court for consideration. I have read the Motion and Notice to Investors and understand that should the Court decide against approving the sale of the viaticals that a possibility exists that my entire investment may be lost.

I understand that the purpose of this form is to inform the Court and the Conservator of my individual preferences. I understand that the Court's decision may be based upon the preferences received from all investors and that the option I have indicated may not be the one approved by the Court. I have been advised of my right to seek individual counsel in this matter. I have also been informed of my right to file a formal objection to the Conservator's Motion for Order Approving Sale of Conservatorship Assets and appear at the hearing scheduled for December 13, 2002.

Date: 11-25-02

James Dargos
Signature of Investor

JAMES DARGOS
Printed name

After completing, please place this form in the pre-addressed, stamped envelope provided and mail as soon as possible. Inquiries or comments may also be addressed to the following:

Tom Moran, Conservator of Certain Assets of Accelerated Benefits Corporation,
c/o Phillips McFall McCaffrey McVay & Murrah, P.C.,
attn: Tom Manning,
211 North Robinson, Twelfth Floor,
Oklahoma City, Oklahoma 73102

INVESTOR CLAIM FORM

PLEASE PLACE AN "X" IN THE BOX INDICATING YOUR PREFERENCE

- I wish to express my preference to have the Court accept the **LifeAlliance Option I.**
- I wish to express my preference to have the Court accept the **LifeAlliance Option II.**
- I wish to express my preference to have the Court accept the **LifeAlliance Option III.**
- I wish to express my preference to have the Court accept the **Infinity Capital Services, L.P. Offer.**
- I wish to express my preference to have the Court **reject** all of the offers to purchase the viaticals which have been submitted to the Court for consideration. I have read the Motion and Notice to Investors and understand that should the Court decide against approving the sale of the viaticals that a possibility exists that my entire investment may be lost.

I understand that the purpose of this form is to inform the Court and the Conservator of my individual preferences. I understand that the Court's decision may be based upon the preferences received from all investors and that the option I have indicated may not be the one approved by the Court. I have been advised of my right to seek individual counsel in this matter. I have also been informed of my right to file a formal objection to the Conservator's Motion for Order Approving Sale of Conservatorship Assets and appear at the hearing scheduled for December 13, 2002.

Date:

12/8/02

Shawna Gray
Signature of Investor

Shawna GRAY
Printed name

After completing, please place this form in the pre-addressed, stamped envelope provided and mail as soon as possible. Inquiries or comments may also be addressed to the following:

Tom Moran, Conservator of Certain Assets of Accelerated Benefits Corporation,
c/o Phillips McFall McCaffrey McVay & Murrah, P.C.,
attn: Tom Manning,
211 North Robinson, Twelfth Floor,
Oklahoma City, Oklahoma 73102

INVESTOR CLAIM FORM

PLEASE PLACE AN "X" IN THE BOX INDICATING YOUR PREFERENCE

I wish to express my preference to have the Court accept the LifeAlliance Option I.

I wish to express my preference to have the Court accept the LifeAlliance Option II.

I wish to express my preference to have the Court accept the LifeAlliance Option III.

I wish to express my preference to have the Court accept the Infinity Capital Services, L.P. Offer.

I wish to express my preference to have the Court reject all of the offers to purchase the viaticals which have been submitted to the Court for consideration. I have read the Motion and Notice to Investors and understand that should the Court decide against approving the sale of the viaticals that a possibility exists that my entire investment may be lost.

I understand that the purpose of this form is to inform the Court and the Conservator of my individual preferences. I understand that the Court's decision may be based upon the preferences received from all investors and that the option I have indicated may not be the one approved by the Court. I have been advised of my right to seek individual counsel in this matter. I have also been informed of my right to file a formal objection to the Conservator's Motion for Order Approving Sale of Conservatorship Assets and appear at the hearing scheduled for December 13, 2002.

Date: 11/4/02

Kathleen E. Martinez
Signature of Investor

KATHLEEN E. MARTINEZ
Printed name

After completing, please place this form in the pre-addressed, stamped envelope provided and mail as soon as possible. Inquiries or comments may also be addressed to the following:

Tom Moran, Conservator of Certain Assets of Accelerated Benefits Corporation,
c/o Phillips McFall McCaffrey McVay & Murrah, P.C.,
attn: Tom Manning,
211 North Robinson, Twelfth Floor,
Oklahoma City, Oklahoma 73102

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HIM CONSERVATOR
P.O. BOX 14941
OKLAHOMA CITY, OK 73113
405-753-9100

American Bank & Trust
13 B 19TH ST
Edmond, OK 73033-4302
405-341-1122

10179

DATE 10/10/2003

NO-142/1000

PAY TO THE ORDER OF **CISCA, ELEANOR M.** \$ **8,338.74**

Eight Thousand Eight Hundred Thirty-Eight and 74/100 DOLLARS

CISCA, ELEANOR M.
10136 S. ALICE CT
Oak Lawn, IL 60453-0000

Eleanor M. Ciska

MEMO

⑆010179⑆ ⑆103001489⑆ 5018300209⑆ ⑆0000888874⑆

Back

ENTER HERE
Eleanor M. Ciska

DO NOT WRITE STAMP OR SIGN BELOW THIS LINE

1000 6332

Oct 27 03

1030-00240
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FDIC

FEDERAL RESERVE BOARD OF GOVERNMENT RESERVE BANK

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MEMBER
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405-733-9100

American Bank & Trust
13 E 15TH ST
Edmond, OK 73013-4302
405-341-8232

88-760 / 1000

DATE 10/10/2003

8796

PAY TO THE ORDER OF KNOX, ELLEN O.

\$ 4,692.16

Four Thousand Six Hundred Ninety-Two and 16/100 DOLLARS

KNOX, ELLEN O.
183 LaReina
Newbury Park, CA 91320-0000

MEMO 211-22680-12

⑈008798⑈ ⑆100001469⑆ 50173000209⑈ ⑆0000464218⑈

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12200065141
10/10/03 37519762 100
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FOR DEPOSIT ONLY
FLEET SERVICES, INC. 211
U.S. CLEARING
QUICK & EASY A DIVISION OF
975158702

1033

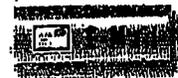
10/10/03

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FLEET SERVICES, INC. 211
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QUICK & EASY A DIVISION OF
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OKLAHOMA CITY, OK 73111
405-753-9100

American Bank & Trust
152 15th St
Edmond, OK 73015-4302
405-341-3222

11052

DATE 10/02/03

PAY TO THE ORDER OF MARTINEZ, KATHLEEN

Four Hundred Forty One and 96/100 **\$ 4196** DOLLARS

MARTINEZ, KATHLEEN
306 S Olive St
Pittsburg, KS 66762-0000

MEMO

Kathleen Martinez

⑈011052⑈ ⑈103001469⑈ ⑈5017300209⑈ ⑈0000044196⑈

Back

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Kathleen Martinez

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OR THE CHECK MAY BE VOID FOR FINANCIAL INSTITUTIONS

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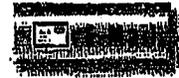
⑈011052⑈ ⑈103001469⑈ ⑈5017300209⑈ ⑈0000044196⑈

HTM CONSERVATOR
P.O. BOX 12341
OKLAHOMA CITY, OK 73111
405-753-9100

AMERICAN BANK & TRUST
152 15th St
Edmond, OK 73015-4302
405-341-3222

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UNITED STATES DEPARTMENT OF TREASURY

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OKLAHOMA CITY, OK 73113
405-753-9100

American Bank & Trust
15 E 15TH ST
Edmond, OK 73013-4302
405-341-4227

8309

DATE 10/10/2003

36-140 / 1090

PAY TO THE ORDER OF **ROHDE, GEORGIA G.**

Four Thousand Four Hundred Nineteen and 37/100 DOLLARS

ROHDE, GEORGIA G.
146 Pleasant DR
Chicago Heights, IL 60411-0000

MEMO

⑈008309⑈ ⑆1000149⑆ ⑆017300209⑆ ⑆0000441937⑆

A. Thomas Moore

Back

DO NOT WRITE, STAMP OR SIGN ON THIS TRAIL LINE

ENDORSE HERE

Georgia G. Rohde

3333 70233

FIRST NATIONAL BANK
CHICAGO HEIGHTS, IL
9071901811

10543
1055-00240
02177639

SEP 22 03 1

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OKLAHOMA CITY, OK 73113
405-733-9100

American Bank & Trust
13 E 15TH ST
Edmond, OK 73013-4302
405-341-3223

11066

DATE 10/10/2003

08-148 / 1030

PAY TO THE ORDER OF **WELLS, KAREN L** \$ 441.96

Four Hundred Forty-One and 96/100 DOLLARS

WELLS, KAREN L
6085 Douglas Fir RD
Joplin, MO 64804-0000

MEMO

Karen L Wells

⑈011066⑈ ⑆103001489⑆ 5019300209⑈ ⑆0000014196⑈

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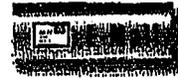
DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
OR SIGNATURE WILL BE VOID.

ENDORSEMENTS
Karen S. Wells

10/10/2003
AMERICAN BANK & TRUST
EDMOND, OKLAHOMA, OK
⑆011066⑈

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WASHINGTON, DC

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P.O. BOX 1454
OKLAHOMA CITY, OK 73113
405-733-9100

American Bank & Trust
15 E 15TH St
Edmond, OK 73013-4302
405-341-8222

11154

DATE 10/10/2003

88-140 / 1000

PAY TO THE ORDER OF GALARDO, ALICE M.

\$ 1883.84

Eight Hundred Eighty-Three and 84/100 DOLLARS

GALARDO, ALICE M.
P O Box 154
Orange, MO 64855-0000

Alice M. Galardo

MEMO

#011154# #103001469# 5019300209# #0000088884#

Back

ENDORSE HERE:
Alice M. Galardo

DO NOT WRITE, STAMP OR SIGN BEHIND THIS LINE
IF YOU DO, YOUR BANK MAY NOT BE ABLE TO CASH IT.

2375 08102

103001469

5019300209

10/10/2003

OKLAHOMA CITY, OK

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ITM CONSERVATOR
P.O. BOX 14541
OKLAHOMA CITY, OK 73113
405-753-9100

American Bank & Trust
15 E 13TH ST
Edmond, OK 73013-4302
405-341-8222

10868

DATE 10/10/2003

80-148 / 1000

PAY TO THE ORDER OF MORAN, WILLIAM J.

Eight Hundred Eighty-Three and 84/100 DOLLARS

MORAN, WILLIAM J.
11 Myrtle Bank LN
Hilton Head Island, SC 29926-0000

MEMO

140099609 10-29-03 571 8842 10

William Moran

#010868# #103001084# 5017300209# #0000088884#

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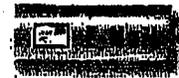
LIBERTY SAVINGS BANK >242272324<
WILMINGTON, DE 19800
40099609 10-29-03

ENDORSE HERE
William Moran

1030 60240

LIBERTY SAVINGS BANK

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ITEM CONSERVATOR
P.O. BOX 14541
OKLAHOMA CITY, OK 73113
405-753-9100

American Bank & Trust
15815th St.
Edmond, OK 73013-4302
405-441-8223

8288

DATE 10/10/2003

PAY TO THE ORDER OF DANGOS, JAMES A.

Thirteen and 23/100 DOLLARS

DANGOS, JAMES A.
9670 Gallup LN.
St. Louis, MO, 63126-2020

MEMO

James A. Dangos

⑆008288⑆ ⑆103001464⑆ 5017300209⑆ ⑆0000001323⑆

Back

DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
REPLY TO: MAIL ROOM, 1000 W. 7th St., OKLAHOMA CITY, OK 73101

ENDORSE HERE
James A. Dangos

23102284
ST. LOUIS POSTAL
CENTRE UNIT 01
OCT 20 2003 306
ST. LOUIS, MO 63103
510 022400
251092384

10/10/2003
01021100

102230
15270-02240-06
081000045
FBI ST. LOUIS

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405-733-9100

American Bank & Trust
15 E 35TH ST
Edmond, OK 73013-4101
405-341-8222

9308

DATE 10/10/2003

48-1487 1080

PAY TO THE ORDER OF GRAY, JOHANNA G.

\$ 12,955.18

Twelve Thousand Nine Hundred Fifty-Five and 18/100 DOLLARS

GRAY, JOHANNA G.
1524 NW 36th
Oklahoma City, OK 73118-0000

MEMO

A. Thomas Moore

⑈009308⑈ ⑆103001469⑆ 5017300209⑈ ⑆0001295518⑈

Back

OKLAHOMA EMPLOYERS C.U.
OKLA. CITY, OK

OCT 20 2003

303885418 697
17

1030-00240

1030-00240

1030140501

DO NOT WRITE, STAMP OR SIGN BELOW THIS LINE
OR SIGNATURE FOR FIDELITY AND SECURITY BANK

Johanna G. Gray

FEDERAL RESERVE BOARD OF GOVERNORS REG. NO. 1030-00240

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ITM CONSERVATOR
P.O. BOX 14541
OKLAHOMA CITY, OK 73113
405-753-9100

American Bank & Trust
15 B 15TH ST.
Edmond, OK 73013-4302
405-341-8222

9894

DATE 10/10/2003

PAY TO THE ORDER OF STONE, ROBERT D.

\$ 1,267.77

One Thousand Seven Hundred Sixty-Seven and 77/100 DOLLARS

STONE, ROBERT D.
373 Ducharme LN
Polson, MT 59860-0000

MEMO

⑆009894⑆ ⑆103001469⑆ 5017300209⑆ ⑆000017677⑆

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FOR DEPOSIT ONLY
ROBERT D. STONE
070007420

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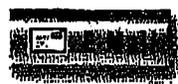
HELENA, MT 59601

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HTM CONSERVATOR
P.O. BOX 14541
OKLAHOMA CITY, OK 73113
405-753-9100

American Bank & Trust
15 E 15th St
Edmond, OK 73013-4302
405-341-8222

10849

DATE 10/10/2003

PAY TO THE ORDER OF **CHDA GLOVES INC**

\$ 1,767.68

One Thousand Seven Hundred Sixty-Seven and 68/100 DOLLARS

MEMO

CHDA GLOVES INC,
Goverbegetler Tragmoos, 19 D-83317
Telzendorf, Germany,

030073499 3755 3755 01 12-08-03

J. Thomas Moran

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J. Thomas Moran

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