

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.)
)
American Liberty Insurance & Financial)
Services, an unincorporated entity;)
LightHouse Marketing Incorporated, an)
Oklahoma corporation; and Travis Ray)
Winnett, an individual,)
)
Defendants.)

JAN - 9 2009

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Case No. CJ-2007-5605

ORDER APPROVING SECOND PRO-RATA DISTRIBUTION TO INVESTORS

This matter came on for hearing this 9th day of January, 2009, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, on the motion of Plaintiff authorizing a second pro-rata distribution of funds to those persons (Investors) who invested money with Defendants American Liberty Insurance & Financial Services, LightHouse Marketing, and Travis Ray Winnett (collectively, "Defendants") in such amounts as determined by this Court. Plaintiff appears by and through its attorney, Amanda Cornmesser.

IT IS ORDERED that the freeze on Account Numbers 110002070 and 110026094 at RCB Bank be lifted only to allow RCB Bank to immediately issue cashier's checks drawn on such accounts to Investors in the total sum of Twenty-Seven Thousand Two Hundred Forty-Two Dollars and Thirty-One Cents (\$27,242.31).

IT IS FURTHER ORDERED that RCB Bank issue cashier's checks to Investors Nos. 1-11 in the pro-rata distribution amounts designated in the Report attached hereto as Exhibit A and provide copies of each cashier's check to Plaintiff no later than twenty (20) days from the date of

this Order. On or before 1/31, 2009, the cashier's checks shall be issued in the Investors' names as previously provided by Plaintiff to RCB Bank and mailed to each Investor by RCB Bank to the addresses previously provided by Plaintiff.

Dated this 9th day of January, 2009.

PATRICIA G. PARRISH

DISTRICT COURT JUDGE

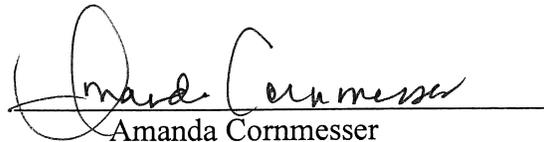
Approved as to form and substance:

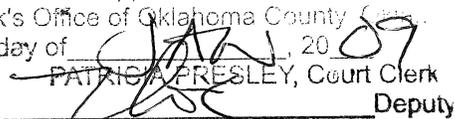

Amanda Cornmesser, OBA #20044
Oklahoma Department of Securities
120 North Robinson, Suite 860
Oklahoma City, Oklahoma 73102
Telephone (405) 280-7700
Fax (405) 280-7742
Attorney for Plaintiff

CERTIFICATE OF MAILING

The undersigned certifies that on the 9th day of January, 2009, a true and correct copy of the foregoing *Order Approving Second Pro-Rata Distribution to Investors* was mailed by first class mail, with postage prepaid thereon, to the following:

James O. Goodwin
PO Box 3267
Tulsa, OK 74101-3267


Amanda Cornmesser

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 Court Clerk's Office of Oklahoma County, Oklahoma, this 9 day of January, 2009.
By  PATRICIA PRESLEY, Court Clerk Deputy

**Report of Oklahoma Department of Securities
Recommended Second Distribution
to Investors**

| Investor Number | Investor Claim Amount | Approved Claim Amount | Initial Distribution | Outstanding Claim Amount | Recommended Second Distribution |
|---------------------------|------------------------------|------------------------------|-----------------------------|---------------------------------|--|
| 1. | \$100,000 | \$100,000 | \$83,000 | \$17,000 | \$3,869.65 |
| 2. | \$77,000 | \$77,000 | \$63,910 | \$13,090 | \$2,979.63 |
| 3. | \$100,000 | \$100,000 | \$83,000 | \$17,000 | \$3,869.65 |
| 4. | \$90,000 | \$90,000 | \$74,700 | \$15,300 | \$3,482.68 |
| 5. | \$30,000 | \$30,000 | \$24,900 | \$5,100 | \$1,160.89 |
| 6. | \$100,000 | \$100,000 | \$83,000 | \$17,000 | \$3,869.65 |
| 7. | \$40,000 | \$40,000 | \$33,200 | \$6,800 | \$1,547.86 |
| 8. | \$75,000 | \$75,000 | \$62,250 | \$12,750 | \$2,902.23 |
| 9. | \$25,000 | \$25,000 | \$20,750 | \$4,250 | \$967.41 |
| 10. | \$42,000 | \$42,000 | \$34,860 | \$7,140 | \$1,625.25 |
| 11. | \$25,000 | \$25,000 | \$20,750 | \$4,250 | \$967.41 |
| Total Claim Amount | \$704,000 | | | | |
| | | \$704,000 | \$584,320 | \$119,680 | \$27,242.31 |