IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

MAY 12 2011

PATRICIA PRESLEY, COURT CLERK
by _____ DEPUTY

OKLAHOMA DEPARTMENT OF SECURITIES EX REL. IRVING FAUGHT, ADMINISTRATOR,	)	
Plaintiff,	)	
v.	)	Case No. CJ-2009-7957 Judge: Gurich, Noma D.
STORYBOOK PROPERTIES, LLC, a California limited liability company; STORYBOOK INVESTMENTS WA, LLC, a Washington limited liability company; MATTHEW G. STORY an individual; JOE DON JOHNSON, an individual; and JAMES FARNHAM, an individual,	)	
Defendants.	)	

AMENDED MOTION OF RECEIVER, STEPHEN J. MORIARTY
FOR PROPOSED DISTRIBUTION

COMES NOW Stephen J. Moriarty, the Court appointed Receiver for Storybook Properties, LLC, Storybook Investments WA, LLC, EZ-To-Buy Homes, LP and Matthew G. Story (collectively the "Storybook Companies"), and for his amended Motion for proposed distribution to investors of the Storybook Companies (the "Amended Distribution Motion") states as follows:

1. On October 7, 2009, this Court entered its order appointing the Receiver (the "Order"). Pursuant to the Order, Receiver was given "immediate and exclusive custody, control and possession of all assets . . . of Defendants, of whatever kind and description and wherever situated." Further, Receiver was given the authority "to take the steps necessary to protect the

interests of Investors, including the liquidation or sale of assets of the Defendants . . ." and the authority "to make such payments and disbursements as may be necessary and advisable for the preservation of the assets of defendants and as may be necessary and advisable in discharging his duties as Receiver."

2. Receiver has liquidated substantially all of the assets of the Storybook Companies and has in his possession cash and cash equivalents totaling $389,185.36, as of April 30, 2011. This sum represents the amount remaining from sales previously reported to the Court, less Court approved expenses of administration.

3. On November 22, 2010, Receiver filed a Motion to Approve Proposed Distribution to Investors (the "Distribution Motion").

4. On January 24, 2011, the Court entered an Order granting the Distribution Motion subject to the right of any investor to challenge the proposed distribution by filing an objection within ten (10) days of entry of the Order (the "Distribution Order").

5. On January 28, 2010, Mr. and Mrs. Albert Hawkes timely filed an objection pursuant to the Distribution Order (the "Hawkes Objection"). Pursuant to the terms of the Distribution Order, Receiver did not make a distribution to the investors.

6. Since the filing of the Distribution Motion, Receiver has identified previously unknown investors and has received information from other known investors which required changes to their claim amounts. Therefore, it was necessary for Receiver to amend the investor claim schedule and the proposed distributions and file the Amended Distribution Motion.

7. Based on the foregoing, Receiver believes that a distribution of $370,000.00 can be made to the investors of the Storybook Companies. Receiver proposes the distributions as set

forth in Exhibit "A" hereto. The proposed distributions would represent a return of approximately six percent (6%) to the investors of the Storybook Companies.

8. Receiver requests that this Court set this matter and the pending Hawkes Objection for hearing, on appropriate notice to the investors of the Storybook Companies, to approve the proposed distribution.

WHEREFORE, Receiver respectfully requests that this Court approve the distributions to creditors set forth herein.

Stephen J. Moriarty, OBA # 6410
FELLERS, SNIDER, BLANKENSHIP,
BAILEY & TIPPENS, P.C.
100 North Broadway, Suite 1700
Oklahoma City, OK 73102
Telephone: (405) 232-0621
Fax: (405) 232-9659
E-mail: smoriarty@fellerssnider.com

RECEIVER FOR THE STORYBOOK
COMPANIES

NOTICE OF HEARING

Please be advised that a hearing to (1) approve the Receiver's Amended Motion for Proposed Distribution, filed herein on May 12, 2011 and (2) the Hawkes Objection to Proposed Distribution will be heard at 9:00 A.m. on the 2 day of June, 2011 before the Honorable Lisa T. Davis, District Judge.

CERTIFICATE OF SERVICE

This is to certify that a true and correct copy of the Motion for Proposed Distribution of Receiver, Stephen J. Moriarty was mailed on this 12th day of May, 2011, by placing the same in the United States mails, postage prepaid, to:

Patricia A. Labarthe, Esq.
Jennifer Shaw, Esq.
Oklahoma Department of Securities
First National Center, Suite 860
120 N. Robinson
Oklahoma City, OK 73102

Matthew G. Story
27943 Seco Canyon Rd., Suite 201
Santa Clarita, CA 91350

James Farnham
6308 N. Harvard Ave.
Oklahoma City, OK 73122

and to all investors on the attached list.

Stephen J. Moriarty

564861

EXHIBIT "A" - PROPOSED DISTRUBTION SCHEDULE

INVESTOR NAME	TOTAL DEPOSITS	TOTAL WITHDRAWALS	NET CLAIM	% OF DISTRIBUTION	DISTRIBUTION
Armantrout, Conrad K & Jane	$246,815.18	$0.00	$246,815.18	0.0387%	$ 14,319.00
Barton, Bob L & Patricia A	$287,082.19	$0.00	$287,082.19	0.0450%	$ 16,660.00
Barton, Glenda J	$113,387.58	$0.00	$113,387.58	0.0178%	$ 6,586.00
Barton, Kenneth D	$66,539.24	$1,346.40	$65,192.84	0.0102%	$ 3,774.00
Bateman, Kay Lynn	$129,582.87	$91,660.39	$37,922.48	0.0059%	$ 2,183.00
Bennett, Bonita P	$58,374.23	$0.00	$58,374.23	0.0091%	$ 3,367.00
Bennett, George or Ruth	$51,621.30	$9,646.66	$41,974.64	0.0066%	$ 2,442.00
Bland, Frances P	$50,954.54	$0.00	$50,954.54	0.0080%	$ 2,960.00
Bond, Henry O or Velma M	$100,000.00	$0.00	$100,000.00	0.0157%	$ 5,809.00
Carlile, Jimmy	$94,614.61	$0.00	$94,614.61	0.0148%	$ 5,476.00
Carlile, Lanna J	$28,778.99	$0.00	$28,778.99	0.0045%	$ 1,665.00
Carney, Pheotene	$50,000.00	$0.00	$50,000.00	0.0078%	$ 2,886.00
Cosper, Thomas and Delores	$100,000.00	$0.00	$100,000.00	0.0157%	$ 5,809.00
Dirickson, Billy G	$139,673.25	$4,581.82	$135,091.43	0.0212%	$ 7,844.00
Dirickson, Lois M	$121,078.52	$17,292.59	$103,785.93	0.0163%	$ 6,031.00
Edgmon, William C.	$231,164.00	$0.00	$231,164.00	0.0362%	$ 13,394.00
Frisbie, Louella C.	$71,710.23	$10,363.25	$61,346.98	0.0096%	$ 3,552.00
Frisbie, Robert G.	$92,239.77	$13,320.87	$78,918.90	0.0124%	$ 4,588.00
Gant, Jennifer D.	$5,000.00	$0.00	$5,000.00	0.0008%	$ 296.00
Gordon, James A.	$158,246.84	$0.00	$158,246.84	0.0248%	$ 9,176.00
Gordon, Virginia M.	$8,905.67	$0.00	$8,905.67	0.0014%	$ 518.00
Hamilton, Barbara	$213,018.85	$0.00	$213,018.85	0.0334%	$ 12,358.00
Hamilton, James	$6,837.33	$0.00	$6,837.33	0.0011%	$ 407.00
Harrell, Herbert or Patricia	$65,000.00	$2,377.90	$62,622.10	0.0098%	$ 3,636.00
Hawkes, Albert	$90,000.00	$0.00	$90,000.00	0.0141%	$ 5,217.00
Hearod, Bobby G.	$52,770.18	$0.00	$52,770.18	0.0083%	$ 3,071.00
Hitchcock, John B.	$40,000.00	$1,981.45	$38,018.55	0.0060%	$ 2,220.00
Holt, Eva J.	$100,000.00	$0.00	$100,000.00	0.0157%	$ 5,809.00
Jackson, Harold G. or Mary K.	$40,951.70	$0.00	$40,951.70	0.0064%	$ 2,368.00
Jackson, Stanley & Anita L	$57,946.69	$1,780.35	$56,166.34	0.0088%	$ 3,256.00
Johnson, Harold L. and Melba L.	$150,000.00	$4,875.01	$145,124.99	0.0227%	$ 8,399.00
Kesler, Robert H. and Karen Alice	$90,794.33	$8,343.54	$82,450.79	0.0129%	$ 4,773.00
King, Heidi	$9,000.00	$0.00	$9,000.00	0.0014%	$ 518.00

EXHIBIT "A" - PROPOSED DISTRUBTION SCHEDULE

INVESTOR NAME	TOTAL DEPOSITS	TOTAL WITHDRAWALS	NET CLAIM	% OF DISTRIBUTION	DISTRIBUTION
Lewis, Ronald K.	$25,000.00	$0.00	$25,000.00	0.0039%	$ 1,443.00
Libby, James B. and Judy A.	$300,000.00	$0.00	$300,000.00	0.0470%	$ 17,390.00
Lynch, Judy	$80,000.00	$0.00	$80,000.00	0.0125%	$ 4,625.00
Massey, Nadine (EN Andrews LLC)	$30,000.00	$23,262.00	$6,738.00	0.0010%	$ 370.00
McCullough, Wayne	$288,290.10	$0.00	$288,290.10	0.0452%	$ 16,724.00
Miller, Norman C.	$35,000.00	$0.00	$35,000.00	0.0055%	$ 2,035.00
Moranville, Harold	$50,000.00	$0.00	$50,000.00	0.0078%	$ 2,886.00
Morgal, Edward S & Lola A	$30,000.00	$5,719.42	$24,280.58	0.0038%	$ 1,406.00
Nelson, Faye D.	$80,000.00	$83,758.95	$0.00	0.0000%	$ -
Norris, Fay Marlene	$93,560.77	$12,485.64	$81,075.13	0.0127%	$ 4,699.00
Oard, Gerald C.	$55,923.41	$2,264.45	$53,658.96	0.0084%	$ 3,108.00
Oard, Marjorie C.	$98,408.95	$3,844.71	$94,564.24	0.0148%	$ 5,476.00
O'Dell, Betty Jean	$477,560.15	$16,313.32	$461,246.83	0.0723%	$ 26,751.00
Ogren, John C. and Santita S.	$110,000.00	$3,008.73	$106,991.27	0.0168%	$ 6,216.00
Parks, Eleanor J.	$40,018.24	$2,404.00	$37,614.24	0.0059%	$ 2,183.00
Ronald And Eleanor Parks Rev. Liv. Trust	$5,126.00	$0.00	$5,126.00	0.0008%	$ 296.00
Parks, Ronald K.	$135,815.97	$5,126.00	$130,689.97	0.0205%	$ 7,585.00
Payne, Kenneth W. and Wanda L.	$148,213.80	$15,991.89	$132,221.91	0.0207%	$ 7,659.00
Poston, Brandie	$10,114.00	$0.00	$10,114.00	0.0016%	$ 592.00
Rice, Carole, L.	$129,026.37	$0.00	$129,026.37	0.0202%	$ 7,474.00
Rice, Johnny L.	$99,951.07	$0.00	$99,951.07	0.0157%	$ 5,809.00
Robinson, Ellen M. and Billie R. Chilson	$75,084.00	$0.00	$75,084.00	0.0118%	$ 4,366.00
Ryan, Billy M & Kelly A	$42,439.73	$0.00	$42,439.73	0.0066%	$ 2,442.00
Sade, Ralph L. or Effie Lavonna	$40,000.00	$5,850.00	$34,150.00	0.0053%	$ 1,961.00
Siemens, Ken	$32,789.17	$0.00	$32,789.17	0.0051%	$ 1,887.00
Simmer, John A	$146,241.45	$6,328.52	$139,912.93	0.0219%	$ 8,103.00
Simmer, Wilma J.	$18,911.33	$0.00	$18,911.33	0.0030%	$ 1,110.00
Simmons, James Elwood and Sharon L.	$252,174.37	$113,336.50	$138,837.87	0.0217%	$ 8,029.00
Swanson, Phillip D.	$83,936.90	$0.00	$83,936.90	0.0131%	$ 4,847.00
Swanson, Reba K.	$77,000.48	$2,253.56	$74,746.92	0.0117%	$ 4,329.00
Thiessen, Alfred B and Mary F.	$145,000.00	$0.00	$145,000.00	0.0227%	$ 8,399.00
Thompson, Arlie & Kay	$50,173.20	$0.00	$50,173.20	0.0079%	$ 2,923.00
Thompson, Frances K	$29,555.85	$0.00	$29,555.85	0.0046%	$ 1,702.00

EXHIBIT "A" - PROPOSED DISTRUBTION SCHEDULE

INVESTOR NAME		TOTAL DEPOSITS	TOTAL WITHDRAWALS	NET CLAIM	% OF DISTRIBUTION	DISTRIBUTION
Thorpe, Gail (Elmer Otto)		$50,000.00	$2,031.25	$47,968.75	0.0075%	$ 2,775.00
Turner, Preston		$53,080.89	$0.00	$53,080.89	0.0083%	$ 3,071.00
Washington, Herman C.		$233,473.15	$0.00	$233,473.15	0.0366%	$ 13,542.00
Wofford, Donald G. or Patsy L.		$80,000.00	$2,275.00	$77,725.00	0.0128%	$ 4,736.00
	Totals	$6,853,957.44	$473,824.17	$6,383,892.22	1.0008%	$ 370,316.00

Differences due to rounding