FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.
NOV 18 2009
PATRICIA PRESLEY, COURT CLERK
by _____ DEPUTY

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

OKLAHOMA DEPARTMENT OF SECURITIES EX REL. IRVING FAUGHT, ADMINISTRATOR, Plaintiff, v. 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.	Case No. CJ-2009-7957 Judge: Gurich, Noma D.

RECEIVER'S EMERGENCY MOTION FOR AN ORDER (I) APPROVING CONTRACT FOR THE SALE OF PROPERTIES IN TULSA, OKLHOMA, SUBJECT TO HIGHER BID AND (II) AUTHORIZING RECEIVER TO CLOSE SALE OF PROPERTIES

Stephen J. Moriarty ("Receiver") the Court appointed Receiver for Storybook Properties LLC, Storybook Investments WA, LLC, and Matthew G. Story (all collectively referred to as "Companies") moves the Court for the entry of an Order (i) approving the Real Estate Purchase Contract submitted by One Degree Investments, LLC for 30 residential properties and 2 lots located in Tulsa, Oklahoma, subject to receipt by Receiver of a higher offer and (ii) authorizing Receiver to take all actions necessary to close such sale. In support of the Motion, Receiver represents as follows:

Factual Background

1. On October 7, 2009, this Court entered its Order Appointing Receiver. Pursuant

to the Order, the Receiver was given full authority to "operate and manage all assets" of the Companies. Further, Receiver was given the authority to "take immediate custody, possession, and control of any and all assets" of the Companies.

2. The major assets of the Companies consist of (a) numerous residential properties located in Tulsa County, Oklahoma (the "Residential Properties") and (b) a 5 unit apartment building located at 2436 East Sixth Street, Tulsa, Oklahoma and an 8 unit apartment building located at 2440 East Sixth Street, Tulsa, Oklahoma (the "Apartment Properties").

Assets to Be Sold

3. Through this Motion, the Receiver proposes to sell thirty (30) residential properties and two (2) lots located in Tulsa, Oklahoma (the "Property"). The Receiver has determined that a sale of the Property is in the best interests of the Companies and their creditors.

Relief Requested

4. By this Motion, the Receiver requests entry of an Order (a) authorizing Receiver to accept the Real Estate Purchase Contact submitted by One degree Investments, LLC, dated November 17, 2009 (the "Purchase Contract"), subject to receipt by Receiver of a higher offer and (b) authorizing Receiver to take all actions necessary to close such sale. A copy of the Purchase Contract is attached hereto as Exhibit "A". The addresses of the properties to be sold are set forth on Attachment "A" to the Purchase Contract.

Marketing Efforts

5. Prior to the appointment of receiver, the Companies had listed the Property for sale through Green Country Real Estate, Rusty Goodman, Listing Broker (the "Broker")[1].

[1] Receiver seeks permission to pay broker a reasonable commission upon the Closing of the Purchase Contract.

Through the efforts of the Broker, the Purchase Contract was prepared and delivered to Broker. Broker believes the offer to purchase the Property for $432,777.00 is reasonable.

Approval of Purchase Agreement and Authority to Close

7. The Purchase Contract is the product of arms length negotiations and approval of the Purchase Contract is in the best interest of the Companies and their creditors.

8. Receiver seeks authority to solicit and receive higher bids for the Property. Receiver seeks authority to close on any bid, deemed to be a higher bid in the sole discretion of Receiver, upon receipt of such higher bid.

9. Receiver seeks authority to take all necessary steps to close on the Purchase Contract, or any higher bid, including but not limited to delivery of a Receiver's Deed to the Properties and payment a reasonable broker's commission and all associated costs of the sale at closing.

Emergency Circumstances

10. Receiver has received numerous bills and tax statements for the Companies. There are unpaid property taxes on the Properties going back to 2007. Some or all of the Properties may be at risk of going to tax sale. It is estimated that the present amount of unpaid expenses are over $25,000.00. Receiver does not have funds to pay the taxes and other outstanding expenses.

11. The Purchase Contract is contingent upon a closing on or before December 31, 2009. It is anticipated that there will be significant title curative work that will need to be done prior to closing.

12. Receiver believes that emergency circumstances exist and would request that a

hearing on the Motion be scheduled on December 3, 2009.

WHEREFORE, the Receiver respectfully requests that the Court enter an order (i) Approving the Purchase Contract for the Properties located in Tulsa, Oklahoma, subject to receipt by Receiver of a higher offer, (ii) authorizing Receiver to take all actions necessary to close such sale, and (iii) granting Receiver such other and further relief as this court deems just and proper.

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

RECEIVER

NOTICE OF HEARING

Please be advised that a hearing on the foregoing Motion has been set for 11:00 A.m. on the 3rd day of December, 2009 before the Honorable Noma D. Gurich.

CERTIFICATE OF MAILING

This is to certify that on the 18th day of November, 2009, the foregoing was sent by U.S. Mail, first class, postage prepaid to:

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

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

R. Scott Adams, Esq.
204 N. Robinson, 25th Floor
Oklahoma City, OK 73102

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

Stephen J. Moriarty

506986.1

One Degree Investments, LLC

P.O. Box 225
Owasso, Oklahoma 74055

OFFER TO PURCHASE REAL ESTATE

Be it known, the undersigned, *One Degree Investments LLC* (Buyer) offers to purchase from *Owner of Record* (Owner), real-estate known as, ***See Attachment A***, Town of Tulsa, County of Tulsa, State of Oklahoma.

The purchase price offered is	$ *432,777.00*
Deposit paid with signed agreement	$ *10,000.00*
Balance at closing	$ *422,777.00*

*(This is a **CASH** offer and NOT contingent upon bank approval)*

This offer is conditional upon the following terms:

1. Said property is to be sold free and clear of all encumbrances, by good and marketable title, with full possession to said property available to buyer at date of closing.
2. Final inspection within 10 days of the acceptance of this contract.
3. Tenant lease agreements and tenant deposit transferred to Buyer at closing.
4. Seller will assist with conveyance of THA contract to Buyer including any rent received by Seller from THA or Tenant after closing date.
5. Closing shall occur on or before December 31st, 2009.
6. Other terms:
    a. Owner to pay normal and applicable Owner closing cost.
    b. Buyer to pay normal and applicable Buyer closing cost.

Buyer: _____ Date 11/17/09

Owner: _____ Date _____

Attachment A

331 East Mohawk Blvd
230 East 51st Place North
4666 North Boston Place
2526 North Rockford Ave
2511 North Quincy Ave
2521 North Quincy Ave
1906 East Marshall Place North
504 East Ute Street North
317 West Phoenix Ave
1349 East Reading Street
1323 North Boston Place
4419 North Detroit Ave
6418 North Elwood Ave
2114 North Florence Ave
5420 North Frankfort Ave
442 East Seminole Place
4146 East 1st Street South
3512 East 3rd Street South
2505 East 11th Place South
5603 North Garrison Court
5623 North Garrison Court
4801 North Garrison Place
5703 North Garrison Place
912 North Trenton Ave
2010 South 108th East Ave
5642 North Elgin Ave
2403 North Quaker Ave
10115 East 21st Place South
4706 South 29th West Ave
4654 South 65th West Ave
1240 East 50th Place North
763 East Queen Street North