

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

DEC - 5 2008

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

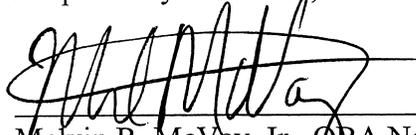
Oklahoma Department of Securities,)
ex rel. Irving L. Faight, Administrator,)
)
Plaintiff,)
vs.)
)
Accelerated Benefits Corporation, a Florida)
corporation, et al.,)
Defendants.)

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

**CONSERVATOR'S REPORT FOR THE PERIOD
OF OCTOBER 1, 2008 THROUGH OCTOBER 31, 2008**

COMES NOW Tom Moran, Conservator of certain assets of Accelerated Benefits Corporation pursuant to the Court's Order Appointing Conservator and Transferring Assets dated February 6, 2002, and files with the Court his report for the period of October 1, 2008 through October 31, 2008. Included herein and attached as Exhibits A, B and C, respectively, are: 1) balance sheets dated October 31, 2008; 2) General Ledger report for the period of October 1, 2008 through October 31, 2008; and 3) bank statements for the period of October 1, 2008 through October 31, 2008 (Kirkpatrick Bank).

Respectfully submitted,



Melvin R. McVay, Jr., OBA No. 06096
Kenneth A. Tillotson, OBA No. 19237
PHILLIPS MCFALL MCCAFFREY MCVAY &
MURRAH, P.C.
Corporate Tower / Thirteenth Floor
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Telephone: (405) 235-4100
Facsimile: (405) 235-4133
ATTORNEYS FOR CONSERVATOR,
TOM MORAN

CERTIFICATE OF MAILING

This hereby certifies that on the 5th day of December, 2008, a true and correct copy of the foregoing was mailed, U.S. First-Class, postage prepaid, to the following:

Patricia A. Labarthe, Esq.
OKLAHOMA DEPARTMENT OF SECURITIES
First National Center, Suite 860
120 North Robinson
Oklahoma City, OK 72902
Attorney for Plaintiff

William H. Whitehill, Jr., Esq.
FELLERS, SNIDER, BLANKENSHIP,
BAILEY & TIPPENS, P.C.
100 North Broadway Avenue, Suite 1700
Oklahoma City, Oklahoma 72902
*Attorney for Defendants,
Accelerated Benefits Corporation and
American Title Company of Orlando*



Kenneth A. Tillotson

03 - HTM Conservator, LLC
Revenues and Expenses
For the Ten Months Ending October 31, 2008

		Current Month		Year to Date
Revenues				
40200-PRE	Investment Income - Pre-Sale	\$ 28.69	\$	28.69
40500	Investor-Excess Funds Income	602.96		55,619.15
40800	Bank Interest & Dividend Inc	1,215.84		18,402.54
40825	Raymond James Inter. & Divd	0.00		3,821.93
40826	WFG Int & Div Inc.	6,362.46		57,776.74
40830	Raymond James-Cap. gains/loss	0.00		(74.55)
40831	WFG - Cap. gains/loss	(82.02)		(38,303.82)
41000	Other Income	0.00		16.22
	Total Revenues	<u>8,127.93</u>		<u>97,286.90</u>
Expenses				
62000	Bank Charges	0.00		(0.03)
62010	Brokerage Fees	5,829.87		22,265.92
63600	Consultation Fees	78.75		2,122.35
64400	Distribution Supplies	0.00		156.27
67600	Investor Location Expense	91.00		526.50
68500	Legal and Professional Expense	6,188.43		39,942.02
70150	Conservator Fees	4,842.50		60,011.98
71100	Office Supplies & Expense	0.00		835.70
72900	Printing & Reproduction	0.00		199.52
73500	Postage & Delivery	31.11		3,581.80
75400	Storage	145.00		428.00
	Total Expenses	<u>17,206.66</u>		<u>130,070.03</u>
	Revenues less Expenses	<u>\$ (9,078.73)</u>	\$	<u>(32,783.13)</u>

For Management Purposes Only

Exhibit "A"

03 - HTM Conservator, LLC

Balance Sheet
October 31, 2008

ASSETS

Current Assets

10100	Kirkpatrick BK- 4580 Operating	\$	4,458.16	
10200	Kirkpatrick Bk - 4525 Maturity		558,720.82	
10300	KBank 4547 Inv Distr		42,478.77	
10301	K Bank Inv Escrow - 10229915		243,415.08	
	Total Cash			849,072.83
11000	Accounts Receivable		3,080.12	
14600	WFG Investment Account		2,607,297.49	
	Total Other Current Assets			2,610,377.61
	Total Current Assets			3,459,450.44
Property and Equipment				
15000	Equipment & Furniture		23,592.48	
15100	Computers & Software		392.00	
	Total Property and Equipment			23,984.48
Other Assets				
19000	Deposits		435.00	
19100	Option Purchase Receivable		34,054,725.96	
	Total Other Assets			34,055,160.96
	Total Assets	\$		37,538,595.88

CURRENT AND LONG TERM LIABILITIES

Current Liabilities

20000	Accounts Payable	\$	15,173.58	
20001	Investor Distr Escrow Payable		242,240.97	
22500	Fed W/H for Investors		(279.11)	
23000	Investor Payable		3,014,979.75	
23125 - LTL	Tonti portion of funds rec'd		60,200.98	
23600	Investor Payable-Maturities		690,762.00	
23620	Investor Maturities Paid 2008		(700,844.98)	
23640	PSK Payable		84,288.26	
	Total Current Liabilities			3,406,521.45
Long-Term Liabilities				
23675	Investor Payable - Long Term		34,054,725.96	
23679	Tonti Earnest Money Deposit		50,000.00	
	Total Long-Term Liabilities			34,104,725.96
	Total Liabilities			37,511,247.41
Revenues less Expenses				
39005	Retained Earnings		60,131.60	
	YTD Revenues less Expenses		(32,783.13)	
	Total Revenues less Expenses			27,348.47
	Total Liabilities & Revenues less Expense	\$		37,538,595.88

Unaudited - For Management Purposes Only

03 - HTM Conservator, LLC
 General Ledger Trial Balance
 As of Oct 31, 2008

Filter Criteria includes: Report order is by ID. Report is printed in Detail Format.

Account ID	Account Description	Debit Amt	Credit Amt
10100	Kirkpatrick BK- 4580 Operating	4,458.16	
10200	Kirkpatrick Bk - 4525 Maturity	558,720.82	
10300	KBank 4547 Inv Distr	42,478.77	
10301	K Bank Inv Escrow - 10229915	243,415.08	
11000	Accounts Receivable	3,080.12	
14600	WFG Investment Account	2,607,297.49	
15000	Equipment & Furniture	23,592.48	
15100	Computers & Software	392.00	
19000	Deposits	435.00	
19100	Option Purchase Receivable	34,054,725.96	
20000	Accounts Payable		15,173.58
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23600	Investor Payable-Maturities		690,762.00
23620	Investor Maturities Paid 2008	700,844.98	
23640	PSK Payable		84,288.26
23675	Investor Payable - Long Term		34,054,725.96
23679	Tonti Earnest Money Deposit		50,000.00
39005	Retained Earnings		60,131.60
40200-PRE	Investment Income - Pre-Sale		28.69
40500	Investor-Excess Funds Income		55,619.15
40800	Bank Interest & Dividend Inc		18,402.54
40825	Raymond James Inter. & Divd		3,821.93
40826	WFG Int & Div Inc.		57,776.74
40830	Raymond James-Cap. gains/loss	74.55	
40831	WFG - Cap. gains/loss	38,303.82	
41000	Other Income		16.22
62000	Bank Charges		0.03
62010	Brokerage Fees	22,265.92	
63600	Consultation Fees	2,122.35	
64400	Distribution Supplies	156.27	
67600	Investor Location Expense	526.50	
68500	Legal and Professional Expense	39,942.02	
70150	Conservator Fees	60,011.98	
71100	Office Supplies & Expense	835.70	
72900	Printing & Reproduction	199.52	
73500	Postage & Delivery	3,581.80	
75400	Storage	428.00	
	Total:	38,408,168.40	38,408,168.40



P.O. Box 2850
Edmond, OK 73083
405-341-8222

HTM CONSERVATOR LLC TOM MORAN CONSERV
FOR CERTAIN ASSETS OF ACCELERATED
BENEFITS CORP MATURITY ACCOUNT
521 WEST WILSHIRE BOULEVARD
2ND FLOOR
OKLAHOMA CITY OK 73116

Customer Number
6288

Statement Period
Oct 01, 2008 To Oct 31, 2008

Premium Excel MMDA

Account Number: 10224525

Account Summary

Previous Balance	\$612,930.60	Average Balance	\$466,326.43
Number of Credits	3	Minimum Balance	\$407,144.49
Total Credits	\$150,832.64	Average Collected Balance	\$461,459.01
Number of Interest Payments	1	Annual Percentage Yield Earned	1.99%
Interest Earned This Period	\$772.38	Interest Start Date	Oct 01, 2008
Number of Debits	3	Interest End Date	Oct 31, 2008
Total Debits	\$205,814.80	Days In Interest Period	31
New Balance	\$558,720.82	Interest Earned This Period	\$772.38
		Interest Earned This Year	\$13,704.77
		Total Bank Charges	\$0.00
		(Includes Service Charge)	

Other Debits

Date	Transaction Details	Amount
Oct 01, 2008	EFT/ACH Debit Internet banking transfer to checking 10224580	\$10,363.79-
Oct 06, 2008	EFT/ACH Debit Internet banking transfer to checking 10224547	\$12,852.63-
Oct 09, 2008	EFT/ACH Debit Internet banking transfer to checking 10230531	\$182,598.38-

Deposits/Credits

Date	Transaction Details	Amount
Oct 03, 2008	Deposit	\$28.69
Oct 20, 2008	Deposit	\$803.95
Oct 30, 2008	RDC Deposit	\$150,000.00
Oct 31, 2008	Interest Credit	\$772.38



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HTM CONSERVATOR LLC TOM MORAN CONSERV
FOR CERTAIN ASSETS OF ACCELERATED
BENEFITS CORP OPERATING ACCOUN
521 WEST WILSHIRE BOULEVARD
2ND FLOOR
OKLAHOMA CITY OK 73116

Customer Number

6288

Statement Period

Oct 01, 2008 To Oct 31, 2008

Commercial Checking

Account Number: 10224580

Account Summary

Previous Balance	\$2,030.78	Average Balance	\$4,595.04
Number of Credits	1	Minimum Balance	\$2,030.78
Total Credits	\$10,363.79	Average Collected Balance	\$4,595.04
Number of Debits	4		
Total Debits	\$7,905.30	Total Bank Charges	\$0.00
New Balance	\$4,489.27	(Includes Service Charge)	

Checks (3 In Order)

No	Date	Amount	No	Date	Amount	No	Date	Amount
1308	Oct 03, 2008	\$145.00	1310	* Oct 20, 2008	\$91.00	1311	Oct 17, 2008	\$78.75

Other Debits

Date	Transaction Details	Amount
Oct 01, 2008	Force Over Balance	\$7,590.55-

Deposits/Credits

Date	Transaction Details	Amount
Oct 01, 2008	RDC Deposit Internet banking transfer from checking 10224525	\$10,363.79

Daily Balances

Date	Balance	Date	Balance	Date	Balance
Sep 30, 2008	\$2,030.78	Oct 03, 2008	\$4,659.02	Oct 20, 2008	\$4,489.27
Oct 01, 2008	\$4,804.02	Oct 17, 2008	\$4,580.27	Oct 31, 2008	\$4,489.27



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HTM CONSERVATOR LLC TOM MORAN CONSERV
FOR CERTAIN ASSETS OF ACCELERATED
INVESTOR DISTRIBUTION ESCROW
521 WEST WILSHIRE BOULEVARD
2ND FLOOR
OKLAHOMA CITY OK 73116

Customer Number
18927

Statement Period
Oct 01, 2008 To Oct 31, 2008

Premium Excel MMDA

Account Number: 10229915

Account Summary

Previous Balance	\$288,229.35	Average Balance	\$282,389.64
Number of Interest Payments	1	Minimum Balance	\$242,971.62
Interest Earned This Period	\$443.46	Average Collected Balance	\$282,389.64
Number of Debits	1	Annual Percentage Yield Earned	1.86%
Total Debits	\$45,257.73	Interest Start Date	Oct 01, 2008
New Balance	\$243,415.08	Interest End Date	Oct 31, 2008
		Days In Interest Period	31
		Interest Earned This Period	\$443.46
		Interest Earned This Year	\$4,639.35
		Total Bank Charges	\$0.00
		(Includes Service Charge)	

Other Debits

Date	Transaction Details	Amount
Oct 28, 2008	EFT/ACH Debit Internet banking transfer to checking 10224547	\$45,257.73-

Deposits/Credits

Date	Transaction Details	Amount
Oct 31, 2008	Interest Credit	\$443.46

Daily Balances

Date	Balance	Date	Balance	Date	Balance
Sep 30, 2008	\$288,229.35	Oct 08, 2008	\$288,229.35	Oct 30, 2008	\$242,971.62
Oct 01, 2008	\$288,229.35	Oct 28, 2008	\$242,971.62	Oct 31, 2008	\$243,415.08