

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,)
)
vs.)
)
Accelerated Benefits Corporation, a Florida)
Corporation, *et al.*,)
)
Defendants.)

DEC - 5 2008

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Case No. CJ-99-2500-66
Judge Daniel L. Owens

NOTICE OF HEARING

Please be advised that a hearing on the (1) Interim Application for Order Approving Conservator's Fees and Expenses for the Period of October 1, 2008 through October 31, 2008, and (2) Interim Application for Order Approving Attorney's Fees for the Period of October 1, 2008 through October 31, 2008, has been set for the 2 day of ^{Jan}~~December~~, 2008 at 9:00 a.m., before the Honorable Judge Daniel L. Owens.

Respectfully submitted,



Melvin R. McVay, Jr., OBA No. 06096
Kenneth A. Tillotson, OBA No. 19237
PHILLIPS MURRAH P.C.
Corporate Tower / Thirteenth Floor
101 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133

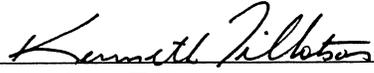
ATTORNEYS FOR CONSERVATOR,
H. THOMAS MORAN, II

CERTIFICATE OF MAILING

The undersigned certifies that on the 5th day of December, 2008, a true and correct copy of the foregoing Notice of Hearing was mailed, first-class with postage prepaid, to:

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

William H. Whitehill, Jr., Esq.
Fellers, Snider, Blankenship,
Bailey & Tippens, P.C.
100 North Broadway Avenue, Suite 1700
Oklahoma City, Oklahoma 73102
*Attorney for Defendants,
Accelerated Benefits Corporation and
American Title Company of Orlando*



Kenneth A. Tillotson

**IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA**

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

DEC - 5 2008

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

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

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

**INTERIM APPLICATION FOR ORDER APPROVING
CONSERVATOR'S FEES AND EXPENSES FOR THE PERIOD
OF OCTOBER 1, 2008 THROUGH OCTOBER 31, 2008**

Conservator, Tom Moran, hereby respectfully applies to this Court for entry of an Order approving the interim application for Conservator's fees and expenses for the period of October 1, 2008 through October 31, 2008. In support thereof, Conservator would show the Court as follows:

1. On February 6, 2002, the Court appointed Tom Moran as Conservator of certain assets of Defendant, Accelerated Benefits Corporation ("ABC"), and its agents, including American Title Company of Orlando and David Piercefield ("Conservatorship Assets"), including:

- a. All life insurance policies owned or held beneficially, directly or indirectly, by or for the benefit of ABC and/or ABC Investors, that were purchased prior to October 1, 2000 "the "Policies");
- b. All assets of ABC necessary to accomplish the objectives of the Conservatorship, ...;
- c. All premium reserve accounts and bank accounts into which ABC Investor funds or proceeds from the Policies have been deposited; and,
- d. The right to recoup from the proceeds of the Policies all funds advanced by ABC to finance the payment of premiums on the Policies.

2. The Conservator was given the direction and authority to accomplish the following:
 - a. To take custody, possession and control of the Conservatorship Assets as they are transferred to the Conservator;
 - b. To manage all Conservatorship Assets pending further action by the Court including, but not limited to, the evaluation of the Policies, and to take necessary steps to protect the ABC Investors' interests including, but not limited to, the liquidation or sale of the Policies to institutional buyers and the assessment to ABC Investors of the future premium payments;
 - c. Receive and collect any and all sums of money due or owing on the Policies to ABC or its agents;
 - d. Seek the return of any cash, bond or guarantee on deposit with any regulatory agency or other entity on behalf of ABC or its agents;
 - e. Make such payments and disbursements as may be necessary and advisable for the preservation of the Conservatorship Assets and as may be necessary and advisable in discharging his duties as Conservator including, but not limited to, the timely payment of all premiums for Policies that have not yet matured;
 - f. Monitor the viators of the Policies by tracking the location of the viators and periodically checking the health of the viators;
 - g. Receive notice of the death of viators, file death claims on the viators, and collect the proceeds paid on the Policies as such mature;
 - h. Disburse to each ABC Investor his proportionate share of the proceeds, after deducting premiums advanced, paid in matured Policies;
 - i. Establish open communication with ABC Investors with proper disclosure of available options and consequences including, but not limited to, notice to ABC Investors of the Conservatorship Order within 30 days;
 - j. Retain and employ attorneys, accountants, computer consultants and other persons as may be advisable or necessary to the exercise of the duties of the Conservator, and compensate such persons, subject to application and approval by the Court;

k. Open and inspect any and all mail and/or deliveries related to the existence, location, identity and/or collection, preservation, maintenance or operation of Conservatorship Assets, and to notify any insurance company or third party administrator and the United States Postal Service to effect the forward delivery of any mail related to the Conservatorship Assets to a mail depository under the control of the Conservator;

l. Institute, prosecute, defend, intervene in or become a party to such actions or proceedings in any state court, federal court or United States Bankruptcy Court as may in the Conservator's opinion be necessary or proper for the protection, maintenance and preservation of Conservatorship Assets, or the carrying out of the Conservatorship Order; and,

m. Exercise those powers necessary to implement the Conservator's conclusions with regard to the disposition of the Conservatorship pursuant to the orders and directives of the Court.

3. On February 21, 2002, the Court granted Conservator's application to approve the hourly rates of Conservator and his employees.

4. Conservator seeks interim compensation at the hourly rates approved by the Court for work performed, plus reimbursement of Conservator's actual and necessary expenses, for the period of October 1, 2008 through October 31, 2008.

5. The amount of compensation to be allowed rests within the sound discretion of the court. *Hudson v. Hubbell*, 1935 OK 138, 41 P.2d 844, (*see, also, Brann v. Harris*, 1935 OK 298, 47 P.2d 876).

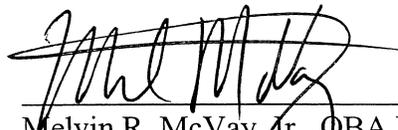
6. Conservator and his employees have devoted substantial time and effort in the execution of Conservator's duties and seek compensation as detailed in the statement attached hereto as Exhibit "A".

7. Conservator and his employees have expended the time set forth in this application in the execution of Conservator's duties to the preclusion of other employment, and the charges set forth therein were reasonable and necessary.

8. This Application covers allowance of compensation for services and expenses for the period of October 1, 2008 through October 31, 2008. During the period covered by this Application, Conservator and his employees expended a total of 133.0 hours at hourly rates ranging from \$25.00 to \$110.00 per hour for a total fee of \$5,076.25, and has accrued \$46.93 in expenses. Exhibit "A" details the hours spent rendering the services and descriptions of the services rendered.

WHEREFORE, premises considered, Conservator, Tom Moran, respectfully requests this Court approve payment of interim compensation to Conservator in the amount of \$5,123.18 for the period of October 1, 2008 through October 31, 2008.

Respectfully submitted,



Melvin R. McVay, Jr., OBA No. 06096
Kenneth A. Tillotson, OBA No. 19237
PHILLIPS MURRAH P.C.
Corporate Tower / Thirteenth Floor
101 North Robinson
Oklahoma City, Oklahoma 72902
Telephone: (405) 235-4100
Facsimile: (405)235-4133

ATTORNEYS FOR CONSERVATOR,
TOM MORAN

CERTIFICATE OF MAILING

The undersigned certifies that on the 5th day of December, 2008, a true and correct copy of the foregoing was mailed via First Class Mail, 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

The Heritage Group
 521 W. Wilshire Blvd., Suite 200
 Oklahoma City, OK 73116
 405-753-9100

Invoice No. ABC 10-08

INVOICE

Customer			
Name	Tom Moran, Conservator		
Address	P. O. Box 14541		
City	Oklahoma City	State	OK ZIP 73113
Phone	405-753-9100		

Misc	
Date	10/31/2008
Order No.	
Rep	
FOB	

Qty	Description	Unit Price	TOTAL
7.00	October Time - Tom Moran, Conservator	\$ 110.00	\$ 770.00
1.75	October Time - Sheri Townsend	\$ 40.00	\$ 70.00
104.25	October Time - Patty Kositzky	\$ 25.00	\$ 2,606.25
16.50	October Time - Tom Russell	\$ 85.00	\$ 1,402.50
3.50	October Time - Misty Bradley	\$ 65.00	\$ 227.50
Total Fees October 2008			\$ 5,076.25
Total Expenses Incurred 10/01/08 - 10/31/08			\$ 46.93

Payment	Select One...
Comments	
Name	
CC #	
Expires	

Office Use Only

Thank You

DATE	ACTIVITY	HOURS
10/5/2008	Work with investor regarding payments. Meet with Patty Kositzky regarding the same.	0.50
10/7/2008	Phone call with Mel McVay regarding investor questions.	0.25
10/10/2008	Review accounting and checks for investor. Meet with Patty Kositzky regarding the same.	0.50
10/15/2008	Review correspondence from client regarding cash values of policies. Meet with Sheri Townsend and Tom Russell regarding the same.	0.50
10/17/2008	Meet with Sheri Townsend regarding client's request to remove cash from policies.	0.75
10/22/2008	Phone call with Mel McVay and Sally Hasenfratz regarding paying policy premiums with cash values.	0.75
10/27/2008	Review policy premiums and cash values.	1.25
10/28/2008	Review policies with Mel McVay and Sally Hasenfratz.	0.50
10/29/2008	Prepare letter to Sterling Trust Company. Phone calls with insured's regarding updates.	1.50
10/30/2008	Meet with Amy Merrick regarding medical release forms.	0.50

Total hours for October 2008 7.00
Hourly Rate \$110.00

TOTAL for October 2008 \$770.00

DATE	ACTIVITY	HOURS
10/3/2008	Review and sign reissued investor distribution checks.	0.25
10/15/2008	Review correspondence and request received from client. Meet with Tom Moran and Tom Russell regarding the same.	0.5
10/17/2008	Meet with Tom Moran to discuss client's request to remove cash value from policies.	0.75
10/23/2008	Discuss investor issue with Patty Kositzky.	0.25

Total hours for October 2008 1.75
Hourly Rate \$40.00

TOTAL for October 2008 \$70.00

DATE	ACTIVITY	HOURS
10/1/2008	Request re-issue of outstanding checks in response to letters sent to investors. Open investor mail. Investor phone calls.	3.00
10/2/2008	Split account of deceased investor to claimants per Affidavit received, send W-9s, make new folders. Prepare check requests for payments held in escrow. Do research and prepare draft of letter to recently located investor regarding checks cashed by wife of deceased joint owner. Have legal counsel review draft. Investor phone calls.	7.50
10/3/2008	Investor correspondence regarding various issues. Prepare correspondence regarding death notices. Have Sheri Townsend sign large number of re-issued distribution checks. Prepare September timesheet. Investor phone calls.	4.75
10/6/2008	Mail out checks with letters if appropriate. Do research to locate investor with multiple outstanding checks. Investor phone calls. Open Conservatorship mail.	3.00
10/7/2008	Filing. Investor phone calls.	0.50
10/8/2008	Email correspondence to investor regarding TPA issue. Send letter to next of kin regarding non-probated Will. Filing. Do research to locate new address for investor, contact him regarding returned check. Investor phone calls.	3.00
10/9/2008	Prepare summary of Assignments received for ABC accounts, copy and scan documents, send to Mel McVay. Met with Tom Moran to discuss investor issue. Investor phone calls.	2.50
10/13/2008	Begin project of checking all ABC active accounts, checking internet data base for investor deaths not reported to Conservator. Copy records of deaths, prepare spreadsheet to track findings. Investor phone calls.	7.50
10/14/2008	Continue checking for investor deaths. Open Conservator mail. Update data base with new purchaser data. Investor phone calls.	3.50
10/15/2008	Work on procedures for manual. Continue checking for investor deaths. Investor phone calls.	5.50
10/16/2008	Continue checking for investor deaths. Make new folders for split accounts. Several investor phone calls. Filing.	7.25
10/17/2008	Continue research of investor deaths. Correct data base if errors discovered regarding tax identification numbers. Have Sheri Townsend sign checks for re-issues and split accounts. Mail out checks. Filing. Investor phone calls.	7.50
10/20/2008	Continue checking data base for deaths of investors. Print records, update spreadsheet. Split account of deceased investor per probate documents received. Complete check requests for payments held in escrow. Email correspondence with Jennifer Golden regarding profit sharing plan issue. Investor phone calls.	6.00
10/21/2008	Check for ABC deaths. Mail out W-9s to investors discovered with invalid social security numbers. Investor phone calls.	4.75
10/22/2008	Check for investor deaths. Open Conservator mail. Investor phone calls.	5.50
10/23/2008	Transfer account of deceased investor. Prepare letter to investor regarding pension plan. Make new files for split accounts. Complete check requests for requests returned regarding outstanding checks. Review list of escrowed accounts. Investor phone calls.	7.75

DATE	ACTIVITY	HOURS
10/27/2008	Continue checking data base for deaths. Have Sheri Townsend sign large number of replacement checks. Mail out checks, many with cover letters. Investor phone calls.	7.50
10/28/2008	Continue research of investor deaths. Update spreadsheet tracking data. Transfer account of deceased investor. Transfer accounts to surviving joint tenants. Prepare updated letter for Sterling Trust Company, send to Tom Moran and Mel McVay for approval. Investor phone calls.	7.00
10/29/2008	Continue research of investor deaths. Prepare correspondence to foreign investor regarding tax id issue. Investor phone calls.	4.75
10/31/2008	Answer email correspondence. Return phone calls. Prepare letter to investor with multiple outstanding checks, new address located. Check for deaths of investors with active accounts. Investor phone calls.	5.50

Total hours for October 2008 104.25

Hourly Rate \$25.00

TOTAL for October 2008 \$2,606.25

DATE	ACTIVITY	HOURS
10/1/2008	Enter prior day deposit into accounting software. Involves seven distributions and each has to be reversed separately then re-entered separately.	0.75
10/2/2008	Create new accounts for heirs of deceased investors. Reverse original entries of deceased investors and book split accounts to heirs; print checks. Update escrow spreadsheet	2.75
10/9/2008	Review a particular investor distribution history with Patty Kositzky. Print investor check. Post and pay payables.	1.25
10/10/2008	Reconcile investor escrow spreadsheet for September.	1.00
10/15/2008	Meet with Tom Moran and Sheri Townsend re: cash value of policies.	0.50
10/16/2008	Create new accounts for heirs of deceased investors, reverse original entries of deceased investors and book split accounts to heirs; print checks. Update escrow spreadsheet and balance for October with current date information.	3.50
10/24/2008	Create new accounts for heirs of deceased investors. Reverse original entries of deceased investors and book split accounts to heirs; print checks. Update and balance escrow spreadsheet.	3.25
10/27/2008	Provide bank statements and financials to attorneys for report to the court. Void and reissue investor checks.	1.25
10/28/2008	Discussion with Tom Moran and Patty Kositzky regarding December distribution and escrowed investors	0.25
10/29/2008	Create new accounts for heirs of deceased investors. Reverse original entries of deceased investors and book split accounts to heirs; print checks. Update escrow spreadsheet. Post and pay payables.	1.50
10/30/2008	Work with Rick Goranson on gathering data for tax returns. Phone call with investor regarding December distribution.	0.50

Total hours for October 2008 16.50
Hourly Rate \$85.00

TOTAL for October 2008 \$1,402.50

MISTY BRADLEY

ABC TIMESHEET

OCTOBER 2008

DATE	ACTIVITY	HOURS
10/1/2008	Reconcile the HTM bank statements. Review investor records in accounting software for discrepancies or oddities and research and correct where needed.	3.50

Total hours for October 2008 3.50
Hourly Rate \$65.00

TOTAL for October 2008 \$227.50

**01 - The Heritage Group
Job Register**

For the Period From Oct 1, 2008 to Oct 31, 2008

Filter Criteria includes: 1) IDs: HTM. Report order is by ID. Report is printed excluding Balance Forward.

Job ID	Trans Description	Trans Ref	Amount	Totals
HTM	UPS - Charges on 10/04/08	0000695VX0408	24.87	
	UPS - Charges on 10/11/08	0000695VX0418	22.06	
				<u>46.93</u>
HTM				<u>46.93</u>
Report				<u>46.93</u>

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,)
)
vs.)
)
Accelerated Benefits Corporation, a Florida)
corporation, et al.,)
)
Defendants.)

DEC - 5 2008

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

Case No. CJ-99-2500-66

Judge Dan Owens

**INTERIM APPLICATION FOR ORDER APPROVING ATTORNEY'S FEES
FOR THE PERIOD OF OCTOBER 1, 2008 THROUGH OCTOBER 31, 2008**

Conservator, Tom Moran, hereby respectfully applies to this Court for entry of an Order approving the interim application for attorney's fees of Phillips Murrah P.C. ("Phillips Murrah"), counsel for Conservator for the period of October 1, 2008 through October 31, 2008. In support of his application, Conservator would show the Court as follows:

1. On February 6, 2002, the Court appointed Tom Moran as Conservator of certain assets of Defendant, Accelerated Benefits Corporation ("ABC"), and its agents, including American Title Company of Orlando and David Piercefield ("Conservatorship Assets"), including:

- a. All life insurance policies owned or held beneficially, directly or indirectly, by or for the benefit of ABC and/or ABC Investors, that were purchased prior to October 1, 2000 (the "Policies");
- b. All assets of ABC necessary to accomplish the objectives of the Conservatorship, including, but not limited to, computer hardware, databases, software, ABC Investor and viator files relating to the Policies, accounting and financial records pertaining to premium payments and receipt and distribution of proceeds on the Policies, any deposit of cash, bond or guarantee, filing cabinets, office supplies, the lease to office

space at 105 East Robinson Street, Suite 320, Orlando, Florida, and telephone systems;

- c. All premium reserve accounts and bank accounts into which ABC Investor funds or proceeds from the Policies have been deposited; and,
- d. The right to recoup from the proceeds of the Policies all funds advanced by ABC to finance the payment of premiums on the Policies.

2. The Conservator was given the direction and authority to accomplish the following:

- a. To take custody, possession and control of the Conservatorship Assets as they are transferred to the Conservator;
- b. To manage all Conservatorship Assets pending further action by the Court including, but not limited to, the evaluation of the Policies, and to take necessary steps to protect the ABC Investors' interests including, but not limited to, the liquidation or sale of the Policies to institutional buyers and the assessment to ABC Investors of the future premium payments;
- c. Receive and collect any and all sums of money due or owing on the Policies to ABC or its agents;
- d. Seek the return of any cash, bond or guarantee on deposit with any regulatory agency or other entity on behalf of ABC or its agents;
- e. Make such payments and disbursements as may be necessary and advisable for the preservation of the Conservatorship Assets and as may be necessary and advisable in discharging his duties as Conservator including, but not limited to, the timely payment of all premiums for Policies that have not yet matured;
- f. Monitor the viators of the Policies by tracking the location of the viators and periodically checking the health of the viators;
- g. Receive notice of the death of viators, file death claims on the viators, and collect the proceeds paid on the Policies as such mature;

- h. Disburse to each ABC Investor his proportionate share of the proceeds, after deducting premiums advanced, paid in matured Policies;
- i. Establish open communication with ABC Investors with proper disclosure of available options and consequences including, but not limited to, notice to ABC Investors of the Conservatorship Order within 30 days;
- j. Retain and employ attorneys, accountants, computer consultants and other persons as may be advisable or necessary to the exercise of the duties of the Conservator, and compensate such persons, subject to application and approval by the Court;
- k. Open and inspect any and all mail and/or deliveries related to the existence, location, identity and/or collection, preservation, maintenance or operation of Conservatorship Assets, and to notify any insurance company or third party administrator and the United States Postal Service to effect the forward delivery of any mail related to the Conservatorship Assets to a mail depository under the control of the Conservator;
- l. Institute, prosecute, defend, intervene in or become a party to such actions or proceedings in any state court, federal court or United States Bankruptcy Court as may in the Conservator's opinion be necessary or proper for the protection, maintenance and preservation of Conservatorship Assets, or the carrying out of the Conservatorship Order; and,
- m. Exercise those powers necessary to implement the Conservator's conclusions with regard to the disposition of the Conservatorship pursuant to the orders and directives of the Court.

3. On February 21, 2002, the Court granted Conservator's application to employ Phillips Murrah as counsel and approved its hourly rates.

4. Since its employment as counsel, Phillips Murrah has performed certain tasks, which include:

- a. Representation of Conservator's interests in matters and proceedings arising in, or relating to, this case;

- b. Advising Conservator concerning the administration of the Conservatorship and Conservator's rights and duties, and the claims of investors and other parties in interest;
- c. Investigation of possible causes of action belonging to the Conservatorship; and,
- d. Assisting with such other matters as the Conservator has requested from time to time.

5. Conservator seeks to compensate Phillips Murrah at its regular hourly rates, plus Phillips Murrah's actual and necessary expenses for work performed for the period of October 1, 2008 through October 31, 2008.

6. Conservator did not pay Phillips Murrah a retainer. While Phillips Murrah would normally have requested a retainer, Phillips Murrah agreed to accept employment on the basis that it would be provided interim compensation.

7. The standards for evaluating this application are set forth in *State, ex rel. Burk v. City of Oklahoma City*, 1979 OK 115, 598 P.2d 659; and *Oliver's Sports Center, Inc. v. National Standard Ins. Co.*, 1980 OK 120, 615 P.2d 291. Those standards include the following:

- a. **Time and Labor Required.** Phillips Murrah has devoted substantial time and effort in its representation of Conservator and seeks compensation for services which are detailed in the statement attached hereto as Exhibit "A".
- b. **Novelty and Difficulty of Questions Involved.** Phillips Murrah has provided representation of the Conservator on numerous issues and tasks relating to the preservation of assets, pending litigation, potential litigation and applications to the Court for approval of Conservator's actions.
- c. **Skill Requisite to Perform Services Properly.** The Court previously approved the retention of Phillips Murrah as general counsel because of the firm's experience and qualifications to render the services required by the Conservator.

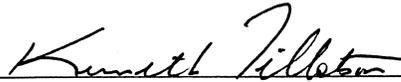
- d. **Preclusion of Other Employment.** Phillips Murrah has expended the time set forth in this application in representation of Conservator to the preclusion of other employment.
- e. **Fees Customarily Charged.** Phillips Murrah has billed for its time on an hourly basis which is well within the professional rates customarily charged in this jurisdiction and which were previously approved by the Court on February 21, 2002.
- f. **Whether the Fee is Fixed or Contingent.** The fees charged by Phillips Murrah are well within the professional rates customarily charged in this jurisdiction. The attorney's fees are neither fixed nor contingent, but are based upon the reasonableness of such fees in relation to the work performed as a result of the representation.
- g. **Experience, Reputation and Ability of the Applicant.** The Court previously approved the retention of Phillips Murrah as general counsel because of the firm's experience and qualifications to render the services required by the Conservator.

8. All professional services for which allowance of compensation is requested were performed by Phillips Murrah for and on behalf of the Conservator.

9. This Application covers allowance of compensation for services performed from October 1, 2008 through October 31, 2008. During the period covered by this Application, Phillips Murrah expended a total of 24.0 hours for services rendered on behalf of Conservator at hourly rates ranging from \$45.00 to \$225.00 per hour for a total fee of \$4,927.50, and has accrued \$34.94 in expenses. Exhibit "A" details the dates services were rendered, hours spent rendering the services and descriptions of the services rendered.

WHEREFORE, premises considered, Conservator, Tom Moran, respectfully requests this Court approve the payment of interim compensation to Phillips Murrah in the amount of \$4,962.44 for the period of October 1, 2008 through October 31, 2008.

Respectfully submitted,



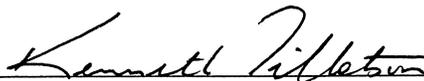
Melvin R. McVay, Jr., OBA No. 06096
Kenneth A. Tillotson, OBA No. 19237
PHILLIPS MURRAH P.C.
Corporate Tower / Thirteenth Floor
101 North Robinson
Oklahoma City, Oklahoma 73102
Telephone: (405) 235-4100
Facsimile: (405) 235-4133
Attorneys for Conservator Tom Moran

CERTIFICATE OF SERVICE

The undersigned certifies that on the 5th day of December, 2008, a true and correct copy of the above and foregoing was served, via U.S. First-Class Mail, postage prepaid, to the following:

Patricia A. Labarthe, Esq.
OKLAHOMA DEPARTMENT OF SECURITIES
120 North Robinson, Suite 600
Oklahoma City, OK 73102
Attorney for Plaintiff

William H. Whitehill, Jr., Esq.
FELLERS SNIDER BLANKENSHIP BAILEY
& TIPPENS, P.C.
100 North Broadway, Suite 1700
Oklahoma City, OK 73102
*Attorney for Defendants, Accelerated Benefits
Corporation and American Title Company of Orlando*



Kenneth A. Tillotson

P|M PHILLIPS MURRAH P.C.
Attorneys and Counselors at Law

Corporate Tower | Thirteenth Floor | 101 N. Robinson
Oklahoma City, Oklahoma | 73102 405.235.4100 | Fax 405.235.4133
www.phillipsmurrah.com | Tax ID #73-1288529

BILLING STATEMENT

Accelerated Benefits Corporation (ABC)
521 W. Wilshire Blvd
Suite 200
Oklahoma City, OK 73116

Statement Date: October 31, 2008
Statement No. 86
Account No. 20861.12201

Attn: Conservatorship

RE: Conservator

		HOURS
10/02/2008		
JKG	Legal Services Phone discussion with Patty Kositzky re: deceased investor account with tenancy in common issues; review/revise letter and follow-up email with Patty re: same.	0.50
10/08/2008		
MRM	Legal Services Conferences with Tom Moran re: conservatorship issues; review investor correspondence; follow-up work re: same.	0.80
10/09/2008		
MRM	Legal Services Telephone conference with Patty LaBarthe re: investor issues; telephone conference with Tom Moran re: same; review memorandum from Tom Moran re: same.	0.70
10/13/2008		
MRM	Legal Services Conferences with conservator re: various conservatorship issues; follow-up work re: same.	0.80

Accelerated Benefits Corporation (ABC)

(CONTINUED)
10/31/2008
ACCOUNT NO: 20861-12201M
86

Conservator

		HOURS
10/15/2008		
MRM	Legal Services Review memo from client re: servicing issues; follow-up work re: same.	0.60
10/16/2008		
MRM	Legal Services Conference with SAH re: servicing issues.	0.30
10/17/2008		
JKG	Legal Services Review email memo from Patty Kositzky re: account with pension plan/IRA issues; discussion with Patty re: same; update attorney notes and index re: same; discussion with Patty re: status of account review and motion for POD.	0.60
10/20/2008		
JKG	Legal Services Email correspondence with Patty Kositzky re: TOD Motion and procedures; email correspondence with Patty re: taxpayer ID question	0.50
MRM	Legal Services Work on conservatorship issues.	0.30
10/21/2008		
JKG	Legal Services Receive/review investor correspondence from Patty Kositzky re: account with issues related to qualified status; phone discussion on analysis and follow-up re: same; update attorney notes and legal issues index.	0.60
MRM	Legal Services Review correspondence from Counsel for purchaser of policies re: servicing issues; conferences with SAH re: same.	0.40
SAH	Legal Services Review of request to cash out of policies; review of Service and Escrow Agreement and prior correspondence/schedules with premiums paid by cash surrender values; telephone conference with S.Townsend.	1.30

Accelerated Benefits Corporation (ABC)

(CONTINUED)
10/31/2008
ACCOUNT NO: 20861-12201M
86

Conservator

		HOURS
10/22/2008		
MRM	Legal Services Conferences with SAH and client re: servicing issues; telephone conference with Counsel for purchaser re: same; follow-up work re: same.	1.30
SAH	Legal Services Telephone conference with S.Townsend regarding Section 2.7 of Service and Escrow Agreement including terms upon which Buyer may surrender policies; 2 telephone conferences with T.Moran and M.McVay; telephone conference with S.Schreckenger regarding administration of ABC policies; reduction of premiums by cash surrender value and surrender matters.	2.20
10/23/2008		
JKG	Legal Services Receive/review "Oregon" small estate affidavit for deceased Washington resident; review applicable Wash. law and discussion with Patty Kositzky re: same; follow-up discussion with Patty re: investor account with qualified vs nonqualified issues; update multi-state index and notebook for new Wash. information; email correspondence from Patty re: qualified account matter referred to Rick Goranson; follow-up call and email with Patty re: same; discussion with Rick Goranson re: same and overview of documents.	1.30
MRM	Legal Services Review servicing documentation; work on conservatorship matters; conferences with JKG re: same.	0.80
10/27/2008		
MRM	Legal Services Telephone conferences with Sheri Townsend re: servicing issues; review correspondence re: same; review policy servicing spreadsheets.	1.20

Accelerated Benefits Corporation (ABC)

(CONTINUED)
10/31/2008
ACCOUNT NO: 20861-12201M
86

Conservator

		HOURS
SAH	Legal Services Review of S.Townsend memorandum in Response to request for payment of premiums with cash surrender value; telephone conference with S.Townsend regarding policies in which cash value is relatively high compared to premium payments; review of Service and Escrow Agreement.	2.20
KAT	Legal Services Receipt and review of documents from A. Arnold regarding Conservator's fees.	0.30
10/28/2008		
MRM	Legal Services Further preparation for conference call with client to discuss policy and servicing issues; conference call with client re: same; further review of servicing agreement; conference with SAH re: same.	1.80
SAH	Legal Services Conference call with S.Townsend, M.McVay regarding ABC portfolio; review of policies to consider surrender; discuss proposed response to Buyer; prepare response to S.Schreckenger.	2.10
10/30/2008		
MRM	Legal Services Review and revise draft of letter to Sterling Trust; review September Receiver's Report; follow-up with client re: same.	0.60
KAT	Legal Services Draft and revision of Orders for approval of fees; draft e-mail correspondence to A. Arnold.	0.40
10/31/2008		
MRM	Legal Services Review various correspondence re: servicing issues; conference with client re: same; conference with SAH re: same.	0.70

Accelerated Benefits Corporation (ABC)

(CONTINUED)
 10/31/2008
 ACCOUNT NO: 20861-12201M
 86

Conservator

		HOURS	
KAT	Legal Services Review Orders; attend hearing on applications for approval of Conservator's fees and attorneys' fees; receipt and review of documents from T. Russell; draft and revision of Conservator's Report and motion for approval of Conservator's fees; telephone conference to T. Russell regarding documents.	1.20	
DC	Legal Services File documents, deliver same and set for Hearing with Judge, Oklahoma County Court Clerk.	0.50	
	FOR CURRENT SERVICES RENDERED	24.00	4,927.50

RECAPITULATION

<u>TIMEKEEPER</u>	<u>Title</u>	<u>HOURS</u>	<u>HOURLY RATE</u>	<u>TOTAL</u>
Melvin R. McVay	Partner	10.30	\$225.00	\$2,317.50
David Carter, Jr.	Staff	0.50	45.00	22.50
Kenneth A. Tillotson	Associate	1.90	200.00	380.00
Jennifer K. Golden	Associate	3.50	185.00	647.50
Sally A. Hasenfratz	Partner	7.80	200.00	1,560.00

10/22/2008	Long Distance			0.90
	Long Distance			0.90
10/31/2008	Photocopies			30.00
	Photocopies			30.00
10/31/2008	Postage			4.04
	Postage			4.04
	TOTAL EXPENSES THROUGH 10/31/2008			34.94
	PREVIOUS BALANCE			\$10,777.74
	CURRENT ACTIVITY			4,962.44
11/10/2008	Payment received from HTM Conservator (Ck #1313). Thank you.			-6,188.43

Accelerated Benefits Corporation (ABC)

Conservator

(CONTINUED)
10/31/2008
ACCOUNT NO: 20861-12201M
86

BALANCE DUE

\$9,551.75