

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

Oklahoma Department of Securities,)
ex rel. Irving L. Faught, Administrator,)

Plaintiff.

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

APR 21 2003

Case No.: CJ-99-2500-66

vs.

PATRICIA PRESLEY, COURT CLERK
by Judge Daniel Owens

Accelerated Benefits Corporation, a Florida)
corporation, et al.,)
Deputy

Defendants.)

**APPLICATION FOR INSTRUCTIONS FROM
THE COURT REGARDING INTERPRETATION
OF CONSERVATORSHIP ORDER**

Conservator, Tom Moran, hereby respectfully applies to this Court for instructions regarding the interpretation of the Order Appointing Conservator and Transferring Assets dated February 6, 2002 (the "Conservatorship Order"). Specifically, the Conservator seeks instruction from the Court regarding the Conservator's duty, if any, to initiate legal action against ABC for losses sustained by the ABC investors. It is the Conservator's interpretation of the Conservatorship Order that no such duty exists. 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 ("ATCO") and David Piercefield ("Piercefield") (the "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 under the Conservatorship

Order 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; . . .

* * *

- 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. During the course of the Conservatorship, the Conservator has taken control of all Conservatorship Assets known to the Conservator, as directed by the Conservatorship Order.

4. The Conservator has sought to protect the interests of the ABC investors and maximize the recovery on behalf of the ABC investors by seeking to sell certain Conservatorship Assets.

5. The Court has recently approved the sale of the Policies, but the proceeds of the sale will only return between 50 to 60 percent of the ABC investors original investments.

6. Since the ABC investors will not receive the complete return of their original investment, and far less than that promised by ABC, the ABC investors will have suffered significant losses as a result of their investments with ABC.

7. It is the Conservator's position that the Conservatorship Order does not require the Conservator to initiate any action on behalf of the ABC investors against ABC, or its officers, directors or agents, relating to any losses suffered by the ABC investors.

8. It is the Conservator's position that the ABC investor's rights to bring individual actions, or to protect their own interests, are in no way prejudiced or abridged by the Conservatorship Order or the order approving the sale of the Conservatorship assets.

9. The Conservator has only limited assets available for the continued protection of the Conservatorship Assets and should not be required to pursue any action not related to the conservation of such assets.

WHEREFORE, premises considered, Conservator, Tom Moran, respectfully applies to the

Court for instruction regarding the duty, if any, to pursue an action against ABC, its officers, directors or agents. on behalf of the ABC investors for losses sustained as a result of their investment with ABC.

Respectfully submitted,



Melvin R. McVay, Jr., OBA No. 6096

Thomas P. Manning, OBA No. 16117

PHILLIPS McFALL McCAFFREY

McVAY & MURRAH, P.C.

Twelfth Floor, One Leadership Square

211 North Robinson

Oklahoma City, Oklahoma 73102

Telephone: (405) 235-4100

Facsimile: (405) 235-4133

ATTORNEYS FOR CONSERVATOR,

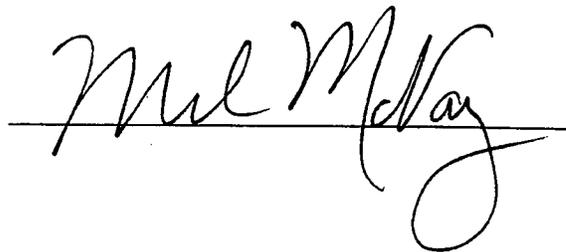
TOM MORAN

CERTIFICATE OF MAILING

The undersigned certifies that on the 21st day of April, 2003, a true and correct copy of the foregoing Application was sent postage prepaid by first-class mail, to

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

Dino E. Viera, Esq.
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,
American Title Company of Orlando,
C. Keith LaMonda and David S. Piercefield

A handwritten signature in cursive script, reading "Mel McVay", is written over a horizontal line.