

IN THE DISTRICT COURT OF OKLAHOMA
STATE OF OKLAHOMA

FILED IN THE DISTRICT COURT
OKLAHOMA COUNTY, OKLA.

JUN - 2 2005

PATRICIA PRESLEY, COURT CLERK
by _____
Deputy

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

Case No. CJ-99-2500-66

JOURNAL ENTRY

This matter came on for hearing on the 12th day of May, 2005, before the undersigned Judge of the District Court in and for Oklahoma County, State of Oklahoma, on the *Application for Status Conference Regarding Engagement* filed by the Plaintiff, Oklahoma Department of Securities. The Department appears by and through its attorneys, Melanie Hall and Patricia A. Labarthe; the Conservator appears by and through his attorneys, Thomas P. Manning and Robert N. Sheets; the Defendants appear by and through their attorney, William H. Whitehill, Jr.; and David R. Payne appears pro se. The Court, having reviewed all of the evidence, finds as follows:

1. Accelerated Benefits Corporation (ABC) requested the engagement of D.R. Payne & Associates, Inc. (Engagement) to perform certain accounting procedures in connection with this matter.
2. On March 5, 2003, the parties executed an Engagement letter in which ABC assumed sole responsibility for payment of the fees associated with the Engagement.
3. D.R. Payne & Associates, Inc. (Payne & Associates) reports that certain documentation and information is necessary to complete the Engagement and that the costs of the Engagement incurred to date have not been paid in full.

IT IS HEREBY ORDERED, ADJUDGED AND DECREED that on or before May 26, 2005, counsel for Defendants will meet or discuss with Payne & Associates any documentation

and information needed by Payne & Associates from ABC, American Title Company of Orlando, Clarence Keith LaMonda, and/or any of their affiliates (ABC Information), and will appear before this Court to announce if, and a date certain when, the ABC Information will be provided.

IT IS FURTHER ORDERED that if Payne & Associates receives the ABC Information, then the Court will consider issues relating to the responsibility of the Conservator or the Department of Securities for the assessment of any, all, or a portion of the December, 2004 invoice from Payne & Associates.

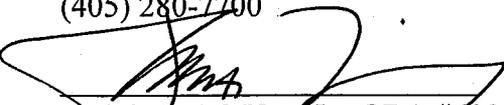
DANIEL L. OWENS

JUDGE OF THE DISTRICT COURT

Approved as to form and substance:



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