

IN THE DISTRICT COURT OF OKLAHOMA COUNTY
STATE OF OKLAHOMA

JAN 24 2011

PATRICIA PRESLEY, COURT CLERK
by _____
DEPUTY

OKLAHOMA DEPARTMENT OF)
SECURITIES EX REL. IRVING)
FAUGHT, ADMINISTRATOR,)

Plaintiff,)

v.)

Case No. CJ-2009-7957
Judge: Gurich, Noma D.

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.)

ORDER GRANTING RECEIVER'S MOTION FOR DISTRIBUTION

Comes on for hearing and consideration on this 20th day of January, 2011 on the Motion of Stephen J. Moriarty ("Receiver") the Court appointed Receiver for Storybook Properties LLC, Storybook Investments WA, LLC, EZ-TO-BUY Homes, L.P. and Matthew G. Story (all collectively referred to as "Companies") for proposed distribution to investors of the Storybook Companies and the Amended Motion for proposed distribution to investors of the Storybook Companies; Stephen J. Moriarty appears on behalf of Receiver and Patricia Labarthe and Jennifer Shaw appear on behalf of Plaintiff, Oklahoma Department of Securities. After reviewing the Motion and the Amended Motion, having heard the statements of Receiver and being fully advised in the premises, the Court FINDS:

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 consisted 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”).

3. Receiver has liquidated substantially all of the assets of the Storybook Companies and has in his possession cash and cash equivalents totaling \$386,961.32. This sum represents the amount remaining from sales previously reported to the Court, less costs of administration.

4. On November 22, 2010, Receiver filed a Motion with this Court seeking approval to make a distribution of \$370,000.00 to investors as set forth in the proposed distribution schedule (the “Motion”). The Motion was served on all known investors.

5. Since the filing of the Motion, Receiver identified additional investors. Furthermore, Receiver has received information from investors (in the form of cancelled checks) establishing investments not previously identified. As a result of this process, Receiver acknowledges additional investor claims totaling \$415,224.53.

6. Receiver amended the proposed distribution schedule to reflect these additional claims. In most cases, the proposed distribution to an investor has decreased, due solely to the newly identified claims. The approximate return to investors has decreased from 6.22% to 5.81%. Since the return initially proposed to most investors has been reduced, all investors

should be given the opportunity to review the amended proposed distribution and give an opportunity to lodge any objection they may have.

7. A distribution of \$370,000.00 can be made to the investors of the Storybook Companies as detailed in Exhibit "A" hereto.

8. Certain investor accounts were maintained through Sterling Trust Company, Waco, Texas ("Sterling Trust"). Numerous investors have had issues with Sterling Trust and have requested that any distribution made by Receiver be sent to the investor and not to Sterling.

IT IS THEREFORE ORDERED, ADJUDGED AND DECREED that the Receiver is authorized to make the distribution set forth on Exhibit "A" hereto, **provided** no written objection to the proposed amended distribution is filed with this Court (and served on Receiver) within ten (10) days after entry of this Order.

IT IS FURTHER ORDERED, ADJUDGED AND DECREED that Receiver, where applicable, is hereby authorized to distribution to the individual investor, or to Sterling Trust Company for the benefit of the individual investor, as directed by said investor.

Dated this 21 day of January, 2011.

NOMA GURICH

DISTRICT JUDGE

I, PATRICIA PRESLEY, Court Clerk for Oklahoma County, Okla., hereby certify that the foregoing is a true, correct and complete copy of the instrument herewith set out as appears of record in the District Court Clerk's Office of Oklahoma County, Okla., this 27 day of Jan, 2011.

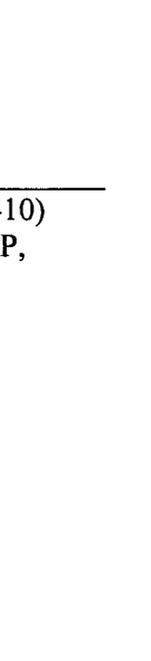
PATRICIA PRESLEY, Court Clerk
By [Signature] Deputy

APPROVED:



STEPHEN J. MORIARTY (OBA #6410)
FELLERS, SNIDER, BLANKENSHIP,
BAILEY & TIPPENS, P.C.
100 North Broadway, Suite 1700
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RECEIVER



Patricia A. Labarthe, OBA # 10391
Jennifer Shaw, OBA # 20839
Oklahoma Department of Securities
120 N. Robinson, Suite 860
Oklahoma City, OK 73102
(405) 280-7700

ATTORNEYS FOR PLAINTIFF

555042

EXHIBIT "A" - PROPOSED DISTRIBUTION SCHEDULE

<u>INVESTOR NAME</u>	<u>TOTAL DEPOSITS</u>	<u>TOTAL WITHDRAWALS</u>	<u>NET CLAIM</u>	<u>% OF DISTRIBUTION</u>	<u>DISTRIBUTION</u>
Armantrout, Conrad K & Jane	\$246,815.18	\$0.00	\$246,815.18	0.0388%	\$ 14,346.00
Barton, Bob L & Patricia A	\$287,082.19	\$0.00	\$287,082.19	0.0451%	\$ 16,687.00
Barton, Glenda J	\$113,387.58	\$0.00	\$113,387.58	0.0178%	\$ 6,586.00
Barton, Kenneth D	\$66,539.24	\$1,346.40	\$65,192.84	0.0102%	\$ 3,774.00
Bateman, Kay Lynn	\$129,582.87	\$91,660.39	\$37,922.48	0.0059%	\$ 2,183.00
Bennett, Bonita P	\$58,374.23	\$0.00	\$58,374.23	0.0091%	\$ 3,367.00
Bennett, George or Ruth	\$51,621.30	\$9,646.66	\$41,974.64	0.0066%	\$ 2,442.00
Bland, Frances P	\$50,954.54	\$0.00	\$50,954.54	0.0080%	\$ 2,960.00
Bond, Henry O or Velma M	\$100,000.00	\$0.00	\$100,000.00	0.0157%	\$ 5,809.00
Carlile, Jimmy	\$94,614.61	\$0.00	\$94,614.61	0.0148%	\$ 5,476.00
Carlile, Lanna J	\$28,778.99	\$0.00	\$28,778.99	0.0045%	\$ 1,665.00
Carney, Pheotene	\$50,000.00	\$0.00	\$50,000.00	0.0078%	\$ 2,886.00
Cosper, Thomas and Delores	\$100,000.00	\$0.00	\$100,000.00	0.0157%	\$ 5,809.00
Dirickson, Billy G	\$139,673.25	\$4,581.82	\$135,091.43	0.0212%	\$ 8,140.00
Dirickson, Lois M	\$121,078.52	\$17,292.59	\$103,785.93	0.0163%	\$ 6,031.00
Edgmon, William C.	\$231,164.00	\$0.00	\$231,164.00	0.0363%	\$ 13,431.00
Equity Trust Co. (FBO ??)	\$109,900.00	\$0.00	\$109,900.00	0.0172%	\$ 6,364.00
Frisbie, Louella C.	\$71,710.23	\$10,363.25	\$61,346.98	0.0096%	\$ 3,552.00
Frisbie, Robert G.	\$92,239.77	\$13,320.87	\$78,918.90	0.0124%	\$ 4,588.00
Gant, Jennifer D.	\$5,000.00	\$0.00	\$5,000.00	0.0007%	\$ 259.00
Gordon, James A.	\$158,246.84	\$0.00	\$158,246.84	0.0248%	\$ 9,176.00
Gordon, Virginia M.	\$8,905.67	\$0.00	\$8,905.67	0.0014%	\$ 518.00
Hamilton, Barbara	\$213,018.85	\$0.00	\$213,018.85	0.0335%	\$ 12,395.00
Hamilton, James	\$6,837.33	\$0.00	\$6,837.33	0.0010%	\$ 370.00
Harrell, Herbert or Patricia	\$65,000.00	\$2,377.90	\$62,622.10	0.0098%	\$ 3,626.00
Hawkes, Albert	\$90,000.00	\$0.00	\$90,000.00	0.0141%	\$ 5,217.00
Hearod, Bobby G.	\$52,770.18	\$0.00	\$52,770.18	0.0082%	\$ 3,034.00
Hitchcock, John B.	\$40,000.00	\$1,981.45	\$38,018.55	0.0060%	\$ 2,220.00
Holt, Eva J.	\$100,000.00	\$0.00	\$100,000.00	0.0157%	\$ 5,809.00
Jackson, Harold G. or Mary K.	\$40,951.70	\$0.00	\$40,951.70	0.0064%	\$ 2,368.00
Jackson, Stanley & Anita L	\$57,946.69	\$1,780.35	\$56,166.34	0.0088%	\$ 3,256.00
Johnson, Harold L. and Melba L.	\$150,000.00	\$4,875.01	\$145,124.99	0.0228%	\$ 8,436.00
Kesler, Robert H. and Karen Alice	\$1,961.73	\$8,343.54	\$0.00	0.0000%	\$ -

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King, Heidi	\$9,000.00	\$0.00	\$9,000.00	0.0014%	\$ 518.00
Lewis, Ronald K.	\$25,000.00	\$0.00	\$25,000.00	0.0039%	\$ 1,443.00
Libby, James B. and Judy A.	\$300,000.00	\$0.00	\$300,000.00	0.0471%	\$ 17,427.00
Lynch, Judy	\$80,000.00	\$0.00	\$80,000.00	0.0125%	\$ 4,626.00
Massey, Nadine (EN Andrews LLC)	\$30,000.00	\$23,262.00	\$6,738.00	0.0010%	\$ 370.00
McCullough, Wayne	\$288,290.10	\$0.00	\$288,290.10	0.0453%	\$ 16,761.00
Miller, Norman C.	\$35,000.00	\$0.00	\$35,000.00	0.0055%	\$ 2,035.00
Moranville, Harold	\$50,000.00	\$0.00	\$50,000.00	0.0078%	\$ 2,886.00
Morgal, Edward S & Lola A	\$30,000.00	\$5,719.42	\$24,280.58	0.0038%	\$ 1,406.00
Nelson, Faye D.	\$80,000.00	\$83,758.95	\$0.00	0.0000%	\$ -
Norris, Fay Marlene	\$93,560.77	\$12,485.64	\$81,075.13	0.0127%	\$ 4,699.00
Oard, Gerald C.	\$55,923.41	\$2,264.45	\$53,658.96	0.0084%	\$ 3,108.00
Oard, Marjorie C.	\$98,408.95	\$3,844.71	\$94,564.24	0.0148%	\$ 5,476.00
O'Dell, Betty Jean	\$477,560.15	\$16,313.32	\$461,246.83	0.0725%	\$ 26,825.00
Ogren, John C. and Santita S.	\$110,000.00	\$3,008.73	\$106,991.27	0.0168%	\$ 6,216.00
Parks, Eleanor J.	\$40,018.24	\$2,404.00	\$37,614.24	0.0059%	\$ 2,183.00
Ronald And Eleanor Parks Rev. Liv. Trust	\$5,126.00	\$0.00	\$5,126.00	0.0008%	\$ 296.00
Parks, Ronald K.	\$135,815.97	\$5,126.00	\$130,689.97	0.0205%	\$ 7,585.00
Payne, Kenneth W. and Wanda L.	\$148,213.80	\$15,991.89	\$132,221.91	0.0207%	\$ 7,659.00
Poston, Brandie	\$10,114.00	\$0.00	\$10,114.00	0.0016%	\$ 592.00
Rice, Carole, L.	\$129,026.37	\$0.00	\$129,026.37	0.0202%	\$ 7,474.00
Rice, Johnny L.	\$99,951.07	\$0.00	\$99,951.07	0.0156%	\$ 5,772.00
Robinson, Ellen M. and Billie R. Chilson	\$75,084.00	\$0.00	\$75,084.00	0.0118%	\$ 4,366.00
Ryan, Billy M & Kelly A	\$42,439.73	\$0.00	\$42,439.73	0.0066%	\$ 2,442.00
Sade, Ralph L. or Effie Lavonna	\$40,000.00	\$5,850.00	\$34,150.00	0.0053%	\$ 1,961.00
Siemens, Ken	\$32,789.17	\$0.00	\$32,789.17	0.0051%	\$ 1,887.00
Simmer, John A	\$146,241.45	\$6,328.52	\$139,912.93	0.0220%	\$ 8,140.00
Simmer, Wilma J.	\$18,911.33	\$0.00	\$18,911.33	0.0030%	\$ 1,110.00
Simmons, James Elwood and Sharon L.	\$252,174.37	\$113,336.50	\$138,837.87	0.0218%	\$ 8,066.00
Swanson, Phillip D.	\$83,936.90	\$0.00	\$83,936.90	0.0132%	\$ 4,884.00
Swanson, Reba K.	\$77,000.48	\$2,253.56	\$74,746.92	0.0117%	\$ 4,329.00
Thiessen, Alfred B and Mary F.	\$145,000.00	\$0.00	\$145,000.00	0.0228%	\$ 8,436.00
Thompson, Arlie & Kay	\$50,173.20	\$0.00	\$50,173.20	0.0079%	\$ 2,923.00

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Thompson, Frances K	\$29,555.85	\$0.00	\$29,555.85	0.0046%	\$ 1,702.00
Thorpe, Gail (Elmer Otto)	\$50,000.00	\$2,031.25	\$47,968.75	0.0075%	\$ 2,775.00
Washington, Herman C.	\$233,473.15	\$0.00	\$233,473.15	0.0367%	\$ 13,579.00
Wofford, Donald G. or Patsy L.	\$80,000.00	\$2,275.00	\$77,725.00	0.0122%	\$ 4,514.00
Totals	\$6,821,943.95		\$6,358,260.54	0.9972%	\$ 369,251.00

Differences due to
rounding