

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 04-60573 CIV-MORENO
Magistrate Judge Garber

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MUTUAL BENEFITS CORP.,
JOEL STEINGER a/k/a JOEL STEINER,
LESLIE STEINGER a/k/a LESLIE STEINER,
and PETER LOMBARDI,

Defendants,

VIATICAL BENEFACTORS, LLC,
VIATICAL SERVICES, INC.,
KENSINGTON MANAGEMENT, INC.,
RAINY CONSULTING CORP.
TWIN GROVES INVESTMENTS, INC.,
P.J.L. CONSULTING, INC.,
SKS CONSULTING, INC., and
CAMDEN CONSULTING, INC.,

Relief Defendants.

**KOZYAK TROPIN & THROCKMORTON, P.A.'S NINTH
REQUEST FOR INTERIM COMPENSATION TO PAY ATTORNEYS'
FEES AND COSTS AND MEMORANDUM IN SUPPORT
(January 1, 2007 - October 31, 2007)**

**Pursuant to Court Order, all objections to this Ninth
Application must be filed and served within ten (10) days of
this Ninth Application.**

David L. Rosendorf, a Shareholder of Kozyak Tropin & Throckmorton, P.A. ("KTT") submits this Ninth Application for an award of interim attorney's fees and costs incurred by KTT as counsel to the Receiver, Roberto Martínez (the "Receiver") for the period January 1, 2007 through October 31, 2007 (the "Application Period").

KTT submits this Ninth Application at the request of the Receiver. This Application reflects KTT's agreement to reduce its fees by \$6,223.50 based on the reduction of KTT's billing rates from the firm's normal hourly rates (which reductions were reflected in the original fee application). This reduction is without prejudice to KTT making a future application to recover the reduction based on results obtained and the success of the Receivership.

In support of this Ninth Application, the undersigned submits the following:

1. Attached as **Exhibit "1"** is a Summary of the Fees incurred by KTT in its representation of the Receiver for the Application Period. Costs are posted through October 31, 2007.

2. Attached as **Exhibit "2"** is a summary of all KTT timekeepers, their billing rates and the total hours that were charged by each timekeeper. **Exhibit "3"** is a summary of each time-keeper broken down by category. All time has been billed at the reduced agreed upon rate.¹ All partners are billed at \$350.00/hour. All non-partner timekeepers are billed at 15% below their regular hourly billing rate. As set forth above, savings to the receivership reflected in these negotiated discounts for

1

KTT maintains detailed time records that are kept contemporaneously with the services performed. KTT will retain its detailed time records and will provide them to the Court for review *in camera* at the request of this Court.

this time period is approximately \$6,223.50. In certain instances, time billed to one category could have been appropriately billed to a different category or several different categories, however, in some instances it was very difficult, if not impossible, to divide the time between categories.

3. Attached as **Exhibit "4"** is the summary of costs. Total costs for which KTT seeks reimbursement are \$6,231.55.

4. The services rendered in each major category can be summarized as follows (NOTE: In some instances, time billed to one category could have been appropriately billed to a different category and was difficult to divide the time between categories):

a. Asset Disposition. [**\$137,932.50**]. For the initial group of policies offered for sale, KTT supervised the marketing process and negotiated a "stalking horse" offer to purchase approximately \$119 million (face value) of policies, with a net cash surrender value of approximately \$12.7 million, for \$13,350,000 (subject to certain adjustments set forth in the Purchase Agreement). KTT communicated with the Receiver and counsel for the stalking horse bidder on the terms and conditions of the sale of viatical portfolio. As such, KTT spent a significant amount of time on the Motion to Approve the Stalking Horse Purchase Agreement and Bidding Procedures ("Sale Motion"), Motion to Authorize Procedures for Re-designation of Beneficial Interests in Insurance Policies ("Beneficiary Motion), and the publication notice. KTT also prepared the solicitation letter of competing bids and responded to inquiries by potential bidders concerning the qualifications to bid. KTT addressed Drinker Biddle's objection to the Sale Motion and attended the hearings on the Sale Motion and Beneficiary Motion, which were approved by the Court.

KTT assisted the Receiver with further marketing of the sale of the viatical portfolio (referred to as "Bid 1") and proceeded with the structuring of the auction on the Bid 1 portfolio. Prior to the Court's approval of the sale of the Bid 1 portfolio, and notwithstanding the absence of other bids, KTT negotiated an amendment to the purchase agreement which increased the stated purchase price to \$13.6 million. KTT prepared for and attended the April 16, 2007 hearing on the proposed sale of the Bid 1 portfolio. On May 1, 2007, the Court entered an Order Approving Sale of Policies to SPCP Group, LLC. KTT reviewed the closing paperwork, reconciled the policy schedules, arranged and completed the closing on the Bid 1 portfolio, and addressed post-closing issues.

Subsequent to this Court's Order approving the sale of the Bid 1 portfolio, the Receiver initiated the sale process of several remaining saleable viatical policies (referred to as "Bid 2") segregated into four groups of additional portfolios (the "Portfolios") with a total face value of approximately \$240 million. KTT's responsibilities in connection with the sale of the Bid 2 policies included solicitation of bids from potential bidders, qualifying bidders including execution of confidentiality and non-affiliation agreements, assisting with bidder preview and providing due diligence information. Since multiple qualified bids were submitted for each of the Portfolios, the Receiver proceeded on KTT's advice and assistance to conduct an auction of each of the Portfolios on June 22, 2007, as required by the bidding procedures. Upon the conclusion of the auction and bidding, the Receiver determined the "highest bids" for Portfolio #1, #2 and #4, which totaled \$11 million, were in the best interest of the Receivership. KTT prepared the Motion to Approve Sales Policies for Bid 2 (the "Bid 2 Sale Motion") and the purchase agreements for each of the Portfolios

and communicated with the Receiver and counsel for Silver Point in finalizing the Bid 2 Sale Motion. In addition, KTT circulated and revised the proposed Sale Order for Bid 2 as discussed among the parties. The Bid 2 Sale Motion was approved and the sale of Portfolios #1, #2 and #4 was recently closed.

In connection with the Order Granting Receiver's Motion to Authorize Procedures for Re-Designation of Beneficial Interests in Insurance Policies (D.E. 1837) directing that all beneficial interests in all policies administered through the receivership be changed to the Receiver, or his designee, as Nominal Beneficiary, there were extensive discussions between counsel for the Receiver and attorneys for certain insurance companies concerning establishing detailed procedures for future administration of the viatical policies. As a result, the parties negotiated a settlement which provided for a bar order effectuating the disposition process, and resolving any potential disputes and objections to protect the insurance companies from potential claims by investors and other beneficiaries by virtue of the insurance companies acting in compliance with the Court's Disposition Orders. KTT filed the Receiver's Motion for Order Approving Settlement Regarding Future Administration of Certain Insurance Policies Subject to this Proceeding and Bar Order (the "Administration Motion") with the Court for approval of the settlement reached among the parties and worked on the proposed order. After conducting a hearing, the Court approved the Administration Motion.

b. Business Operations. [\$8,245.00]. KTT's efforts in this area focused on the continued assistance in the management of the operations of the Receivership Entities and resolving issues with banks.

c. Investor and Agent Communications. [\$4,313.75]. KTT continues to assist the Receiver with investor communications, including inquiries pertaining to the disposition of the viatical portfolio.

d. Case Administration. [\$36,597.50]. KTT continues to address pending issues with the Receiver, including litigation matters and investment of the funds, and plans to transition the operations of VSI. KTT participated in discussions concerning investor-to-investor sales inquiries, issues with death benefits distribution, and attended meetings on a regular basis with the Receiver and others to discuss operational issues and the insurance companies' position on the beneficiary changes.

KTT coordinated the mailing of the Order Regarding Future Administration of Certain Insurance Policies Subject to this Proceeding (the "Administration Order") to the investors and various insurance companies. Prior to the mailing of the Administration Order, KTT filed the Notice of Filing the Corrected Exhibit "A" to the Administration Order.

In accordance with the Disposition Orders, more than 3,000 policies with an aggregate face value in excess of \$1 billion were designated to be "kept" by the investors. However, there are certain policies for which investors have not paid the required premium funds (the "Undersubscribed Keep Policies"). To avoid utilizing Receivership funds for premiums which may not be recoverable, KTT filed an Emergency Motion to Authorize the Disposition of Undersubscribed Keep Policies seeking relief from the Court to authorize the Receiver to dispose of such policies whether by sale, reduction in face value, surrender or lapse at the discretion of the Receiver, which relief has been granted by the Court.

e. Claims Administration and Objections [**\$315.00**]. Minimal time was charged to this category regarding claims administration process.

f. Fee/Employment Applications (Professionals). [**\$2,353.25**]. This application period includes reviewing KTT's internal billings and properly categorizing same, in addition to preparing KTT's Eighth and Ninth Interim Fee Applications.

g. General Litigation . [**\$19 ,312.00**]. The Receiver brought a fraudulent conveyance action against American Express. KTT scheduled and attended the deposition of American Express in connection with the Receiver's Motion for Summary Judgment. The Court entered summary judgment in favor of the Receiver.

In the bankruptcy case of Peter Lombardi, one of the former principals of Mutual Benefits, KTT moved for an extension of time to file a proof of claim on behalf of the Receiver pending the U.S. Bankruptcy Court's ruling on the Debtor's motion to dismiss the bankruptcy case, which the Receiver anticipated supporting subject to a settlement negotiated between the Debtor, Lead Plaintiffs and the Receiver. KTT also reviewed incoming pleadings, including Drinker Biddle's notice of appeal of the Sale Order.

5. For the Application Period, KTT seeks reimbursement for 673.1 hours of attorney and paraprofessional time. The total amount of fees sought during the application period is **\$209,069.00**, reflecting the negotiated discounts totaling approximately \$6,223.50. Total expenses sought by KTT for the application period are **\$6,231.55**.

6. I have carefully reviewed the attached exhibits and I am responsible for supervising all of the attorneys in my firm on the case. I certify that the hours expended and the costs incurred

were necessary and reasonable to represent the Receiver during the Application Period.

MEMORANDUM OF LAW

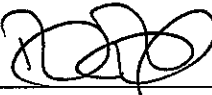
When determining the award of attorneys' fees, the Court should give consideration to the factors for compensation that the Eleventh Circuit articulated in *Norman v. Housing Authority of City of Montgomery*, 836 F.2d 1292 (11th Cir. 1988) - (1) the time and labor properly employed by the attorneys in processing the case; (2) the quality of services rendered; (3) the scope of the activity and conspiracy under attack; (4) the financial risk involved; (5) the magnitude, complexity and novelty of the issues involved; (6) the beneficial results obtained; and (6) the degree to which, if any, effort were supported by prior governmental action. KTT respectfully suggests that its application meets all of the criteria for this interim request for compensation. The Receiver, with the assistance of KTT, has stabilized operations, secured assets, sought to reduce expenses, and begin the disposition process, which is a critical condition precedent to distributing assets to the investors.

WHEREFORE, KOZYAK, TROPIN & THROCKMORTON, P.A., by and through undersigned counsel, respectfully requests that this Court enter an Order Authorizing the Payment of **\$209,069.00** in fees and reimbursement of **\$6,231.55** in costs for the Application Period. A proposed form of Order is attached.

Dated: December 12, 2007

Respectfully submitted,

KOZYAK TROPIN & THROCKMORTON, P.A.
Co-Counsel for the Receiver – Roberto Martinez
2525 Ponce de Leon, 9th Floor
Coral Gables, Florida 33134
Tel. (305) 372-1800/Fax. (305) 372-2508
E-mail: counselmbc@kttl.com

By: 
David L. Rosendorf, FL Bar No. 996823
Carmen Contreras-Martinez, FL Bar No. 0093475

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served via electronic mail and U.S. Mail this 12 day of December, 2007 to all parties on the attached Service List.

By: 
David L. Rosendorf

3298/101/282334.1

SERVICE LIST OF RECEIVER

Case No.: 04-60573 CIV-Moreno

<p>VIA ELECTRONIC MAIL</p>		
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Attorneys for Claimants

EXHIBIT 1

SUMMARY OF NINTH REQUEST FOR INTERIM COMPENSATION OF FEES AND COSTS OF KOZYAK TROPIN & THROCKMORTON, P. A.

1	Name of Applicant	Kozyak Tropin & Throckmorton, P. A.
2	Role of Applicant	Co-Counsel for Receiver
3	Name of certifying professional	David P. Milian
4	Date Receiver appointed	May 4, 2004
5	Date of application for employment	May 26, 2004
6	Date of Order approving employment	June 3, 2004
7	Dates of services rendered	January 1, 2007 through October 31, 2007
8	Total fees requested for this period	\$209,069.00
9	Total expenses requested for this period	\$6,231.55
10	Total fees and expenses requested to be awarded	\$215,300.55

HISTORY OF FEE APPLICATIONS

Application Number	Application Period	Date Submitted	Amount Requested	Amount Awarded	Date Awarded
1 (as amended)	5/4/04 – 6/18/04	07/08/04	\$ 376,040.99	\$376,065.00	10/27/04; 12/16/04
2	6/19/04 – 9/30/04	12/07/04	\$ 225,468.06	\$200,000.00	06/01/05
3	10/1/04 – 1/31/05	03/11/05	\$ 112,200.17	\$100,000.00	06/01/05
4	2/1/05 – 6/30/05	07/15/05	\$ 157,848.67	\$111,383.00	08/18/05
5	7/1/05 – 9/30/05	11/14/05	\$ 73,100.98	\$ 52,887.23	02/08/06
6	10/1/05 – 12/31/05	03/08/06	\$ 65,833.05	\$ 50,000.00	05/03/06

7	1/31/06 – 5/31/06	08/02/06	\$ 93,088.85	\$ 83,659.00	10/25/06
8	6/1/06 – 12/31/06	02/13/07	\$ 111,734.17	\$105,782.67	05/07/07
9	1/1/07 – 10/31/07	12/12/07	\$ 215,300.55	Pending	Pending
TOTAL			\$1,430,615.49	\$1,079,776.90	

282447.1/3298-101

EXHIBIT 2

Summary of Professionals And Paraprofessional Time

Attorney Name		Licensed	Hours	Rate	Fee
CONTRERAS-MARTINEZ, CARMEN	Associate	1996	148.80	212.50	31,620.00
SAMOLE DAVID A.	Associate	2002	1.00	212.50	212.50
ROSENDORF, DAVID L.	Partner	1994	496.70	350.00	173,845.00
KEVA J. LABOSSIÈRE	Paralegal	n/a	0.20	127.50	25.50
ALMESTICA, LIZA	Paralegal	n/a	4.80	127.50	612.00
YAMILE C. CASTRO	Paralegal	n/a	21.60	127.50	2,754.00
Total Hours by Professionals and Paraprofessionals:					673.10
"Blended" Hourly Rate:					310.62
Total Professionals and Paraprofessionals Fees:					209,069.00

* Indicate any changes in hourly rates during this Application and the date of such change

** Indicate "blended" hourly rate.

EXHIBIT 3

Summary of Professional And Paraprofessional Time by Activity Code Category

Attorney Name	Licensed	Hours	Rate	Fee
CONTRERAS-MARTINEZ, CARMEN	1996	27.60	212.50	5,865.00
SAMOLE DAVID A.	2002	1.00	212.50	212.50
ROSENDORF, DAVID L.	1994	376.00	350.00	131,600.00
YAMILE C. CASTRO	n/a	2.00	127.50	255.00
		-----	-----	-----
Total for Category ASSET DISPOSITION		406.60	339.23	137,932.50
CONTRERAS-MARTINEZ, CARMEN	1996	38.80	212.50	8,245.00
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Total for Category BUSINESS OPERATIONS		38.80	212.50	8,245.00
CONTRERAS-MARTINEZ, CARMEN	1996	20.30	212.50	4,313.75
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Total for Category INVESTOR AND AGENT COMMUNICATIONS		20.30	212.50	4,313.75
CONTRERAS-MARTINEZ, CARMEN	1996	2.50	212.50	531.25
ROSENDORF, DAVID L.	1994	102.50	350.00	35,875.00
YAMILE C. CASTRO	n/a	1.50	127.50	191.25
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Total for Category CASE ADMINISTRATION		106.50	343.64	36,597.50

ROSENDORF, DAVID L.	1994	0.90	350.00	315.00
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Total for Category		0.90	350.00	315.00

CLAIMS ADMINISTRATION AND OBJECTIONS

CONTRERAS-MARTINEZ, CARMEN	1996	2.00	212.50	425.00
ROSENDORF, DAVID L.	1994	0.30	350.00	105.00
YAMILE C. CASTRO	n/a	14.30	127.50	1,823.25
		-----	-----	-----
Total for Category		16.60	145.46	2,353.25

FEE/EMPLOYMENT APPLICATIONS (PROFESSIONALS)

CONTRERAS-MARTINEZ, CARMEN	1996	57.60	212.50	12,240.00
ROSENDORF, DAVID L.	1994	17.00	350.00	5,950.00
KEVA J. LABOSSIERE	n/a	0.20	127.50	25.50
ALMESTICA, LIZA	n/a	4.80	127.50	612.00
YAMILE C. CASTRO	n/a	3.80	127.50	484.50
		-----	-----	-----
Total for Category		83.40	231.56	19,312.00

LITIGATION

Grand Total		673.10	310.62	209,069.00
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EXHIBIT 4

**Summary of Requested Reimbursement Of Expenses
for this Time Period Only**

1.	Filing Fees	\$0.00
2.	Process Service Fees	\$0.00
3.	Witness Fees	\$0.00
4.	Court Reporter & Transcripts	\$0.00
5.	Lien and Title Searches	\$0.00
6.	Photocopies	\$914.95
	(a) In-house copies (5,293 @ \$.15)	
	(b) Outside copies - actual costs (\$121.00)	
7.	Postage	\$108.32
8.	Overnight Delivery Charges	\$1,296.48
9.	Outside Courier/Messenger Service	\$41.06
10.	Long Distance Telephone Charges	\$1,031.91
11.	Fax Transmissions	\$6.00
12.	Computerized Research	\$2,777.58
	Westlaw - \$2,407.94	
	Pacer - \$354.64	
	ChoicePoint Search Engine - \$15.00 (locate viators)	
13.	Travel Expenses	\$55.25
	(a) CCM- Parking expense incurred re: attend meeting on 2/20/07 (\$25.00)	
	(b) DLR/CCM - Parking expenses re: attendance at Bid 1 sale hearing held 4/16/07 (\$30.25)	
14.	Other	\$0.00
	(a) _____ (\$0.00)	
TOTAL EXPENSE REIMBURSEMENT REQUESTED		\$6,231.55

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 04-60573 CIV-MORENO
Magistrate Judge Garber

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MUTUAL BENEFITS CORP.,
JOEL STEINGER a/k/a JOEL STEINER,
LESLIE STEINGER a/k/a LESLIE STEINER,
and PETER LOMBARDI,

Defendants,

VIATICAL BENEFACTORS, LLC,
VIATICAL SERVICES, INC.,
KENSINGTON MANAGEMENT, INC.,
RAINY CONSULTING CORP.
TWIN GROVES INVESTMENTS, INC.,
P.J.L. CONSULTING, INC.,
SKS CONSULTING, INC., and
CAMDEN CONSULTING, INC.,

Relief Defendants.

ORDER GRANTING FEES

(01/01/07 to 10/31/07)

THIS CAUSE came before the Court on Kozyak Tropin and Throckmorton, P.A.'s Ninth Interim Application for Fees and Costs. The Court has heard comments by interested parties, carefully reviewed the Application and case file and is otherwise fully advised in the premises.

THE COURT notes that by prior Order this Court authorized the Receiver to "appoint one or more special agents, employ legal counsel, actuaries, accountants, claims administrators, clerks,

consultants and assistants as the Receiver deems necessary and to fix and pay their reasonable compensation and expenses"subject to the approval by this Court at the time the Receiver accounts to the Court for such expenditures and compensation.

Pursuant to that provision, by prior Order the Court approved Receiver's application to employ Kozyak Tropin and Throckmorton, P.A. ("KTT") as Receiver's counsel in this action. In the instant Application, KTT seeks to have the Court authorize the Receiver to compensate KTT for services rendered for the period from January 1, 2007 through October 31, 2007. In total, the Application seeks approval of the payment of \$215,300.55 consisting of \$209,069.00 in fees and \$6,231.55 in costs, which reflect negotiated reductions totaling \$6,223.50.

Accordingly, after due consideration, it is

ORDERED and **ADJUDGED** that Kozyak Tropin and Throckmorton P.A.'s Ninth Interim Application for Fees and Costs is hereby **GRANTED** and Receiver, Roberto Martínez is hereby authorized to pay Kozyak Tropin & Throckmorton, P.A. the sum of \$ _____ which represents reasonable fees and costs incurred during the Application Period.

DONE and **ORDERED** in Chambers in the Southern District this ____ day of _____, 2007, in Miami, Florida.

Copies furnished to:

All parties on the attached service list.