

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 TWELFTH
REQUEST FOR INTERIM COMPENSATION TO PAY ATTORNEYS'
FEES AND COSTS AND MEMORANDUM IN SUPPORT
(May 1, 2008 - June 30, 2008)**

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

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David L. Rosendorf, a Shareholder of Kozyak Tropin & Throckmorton, P.A. ("KTT") submits this Eleventh Application for an award of interim attorney's fees and costs incurred by KTT as counsel to the Receiver, Roberto Martinez (the "Receiver") for the period May 1, 2008 through June 30, 2008 (the "Application Period").

KTT submits this Twelfth Application at the request of the Receiver. This Application reflects KTT's agreement to reduce its fees by \$645.00 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 Twelfth 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 June 30, 2008.
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. All time has been billed at the reduced agreed upon rate. 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 this time period is approximately \$645.00. 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 "3" is KTT's complete time records, in chronological order,

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by activity code category, for the time period covered by this application. In appropriate instances, the attached time records have been redacted (with black marker) to protect confidential and privilege communications.

4. Attached as **Exhibit "4"** is the summary of costs. Total costs for which KTT seeks reimbursement are \$238.60.

5. The services rendered in each major category can be summarized as follows:

a. Asset Disposition. [\$7,108.25]. KTT prepared for and attended the hearing on the Receiver's Motion to Authorize Potential Sale of Viatical Services, Inc. ("VSI"). In light of the Court's approval of such Motion, KTT attended multiple meetings regarding the potential acquisition of VSI and reviewed a draft of VSI's servicing agreement.

KTT further prepared a motion to amend the engagement of Life Settlement Insights, LLC ("LSI") to include the auction sale of policies designated for sale pursuant to the disposition process directed by this Court, reviewed LSI's revised bid solicitation and worked on preparations for the LSI auction sale.

b. Business Operations. [\$828.75]. 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. [\$340.00]. KTT continues to assist the Receiver with investor communications.

d. Case Administration. [\$1,810.50]. KTT attended a group meeting concerning several pending issues and handled administrative matters, including reviewing the proposed insurer

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bar order and draft notice from MetLife regarding administration order.

e. Claims Administration and Objections [\$280.00]. Minimal time was charged to this category regarding claims administration process.

f. Fee/Employment Applications (Professionals). [\$637.50]. KTT reviewed and finalized its Eleventh Interim Fee Application during this application period.

g. General Litigation. [\$1,785.00]. KTT continuously reviews and monitors incoming pleadings.

6. For the Application Period, KTT seeks reimbursement for 45.7 hours of attorney and paraprofessional time. The total amount of fees sought during the application period is \$12,790.00, reflecting the negotiated discounts totaling approximately \$645.00. Total expenses sought by KTT for the application period are \$238.60.

7. 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,

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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 \$12,790.00 in fees and reimbursement of \$238.60 in costs for the Application Period. A proposed form of Order is attached.

Dated: October 16, 2008

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@kttlaw.com

By: 

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

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on this 16th day of October, 2008, I electronically filed the foregoing document with the Clerk of the Court using CM/ECF. I also certify that the foregoing document is being served this day on all counsel of record or pro se parties identified on the attached Service List in the manner specified, either via transmission of Notices of Electronic Filing generated by CM/ECF or in some other authorized manner for those counsel of parties who are not authorized to receive electronically Notices of Electronic Filing.

s/Curtis B. Miner

Curtis B. Miner

Florida Bar No.: 885681

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COLSON HICKS EIDSON

255 Aragon Avenue, Second Floor

Coral Gables, Florida 33134

Telephone: (305) 476-7400

Facsimile: (305) 476-7444

Counsel for Receiver Roberto Martinez

SERVICE LIST OF RECEIVER

VIA ELECTRONIC MAIL		
<p>Amie Riggle Berlin, Esq. Senior Trial Counsel Securities & Exchange Commission 801 Brickell Avenue, Suite 1800 Miami, Florida 33131 Fax: (305) 536-4154 E-mail: berlina@sec.gov</p> <p><i>Counsel for Securities & Exchange Commission</i></p>	<p>Michael A. Hanzman, Esq. Kenvin Love, Esq. Hanzman Criden Chaykin & Rolnick Commercebank Center 220 Alhambra Circle, Suite 400 Coral Gables, FL 33134 Fax: (305) 357-9050 E-mail: klove@hanzmancrیدن.com</p> <p><i>Counsel for Scheck Investments LP.</i></p>	<p>Glenn S. Gitomer McCausland Keen & Buckann 259 N. Radnor-Chester Road Suite 160 – Radnor Court Radnor, PA 10987-5240</p>
<p>John H. Genovese, Esq. Genovese Joblove & Battista, P.A. 100 S.E. 2nd Street, 36th Floor Miami, Florida 33131 Fax: (305) 349-2310</p> <p><i>Counsel for Great West Growth, LLC, et al.</i></p>	<p>Victor M. Diaz, Jr., Esq. Podhurst Orseck Josefsberg et al. City National Bank Building 25 West Flagler St., Suite 800 Miami, FL 33130 Fax: (305) 358-2382 E-mail: vdiaz@podhurst.com</p> <p><i>Counsel for Scheck Investments LP.</i></p>	<p>J. David Hopkins, Esq. Lord, Blissett & Brook LLP Suite 1900, The Proseccium 1170 Peachtree Street, N.E. Atlanta, Georgia 30309 Fax: (404) 872-5547 E-mail: dhopkins@lordblissett.com</p> <p><i>Counsel for Traded Life Policies Ltd.</i></p>
<p>Craig Rasile, Esq. Hunton & Williams E-Mail: azaron@hunton.com crasile@hunton.com ggitomer@mkbattorneys.com</p> <p><i>Counsel for Charitable Concepts, Inc.</i></p>	<p>Robert C. Gilbert, Esq. 220 Alhambra Circle, Suite 400 Coral Gables, FL 33134-5174 Fax: (305) 529-1612 E-mail: rgilblaw@aol.com</p> <p><i>Special Counsel for Scheck Investments LP, et al.</i></p>	<p>Hilarie Bass, Esq. Jacqueline Becerra, Esq. Greenberg Traurig P.A. 1221 Brickell Avenue Miami, Florida 33131 Fax: (305) 579-0717 E-mail: becerra@gtlaw.com bassh@gtlaw.com</p> <p><i>Counsel for Union Planters Bank, N.A</i></p>
<p>Mayra Calzadilla, Esq. Steel Hector & Davis 200 S. Biscayne Blvd, 41st Floor Miami, FL 33131 Fax: (305) 577-7001 E-mail: mayra.calzadilla@steelhector.com</p> <p><i>Counsel for Transamerica Occidental Life</i></p>	<p>Edward M. Mullins, Esq. Daniella Friedman, Esq. Astigarraga Davis Mullins & Grossman, P.A. 701 Brickell Ave., 16th Floor Miami, FL 33131 Fax: (305) 372-8202 E-mail: emullins@astidavis.com dfriedman@astidavis.com</p> <p><i>Co-counsel for Life Settlement Holding, A.G.</i></p>	<p>David Levine, Esq. Jeffrey Schneider, Esq. Tew Cardenas LLP The Four Seasons Tower, 15th Floor 1441 Brickell Avenue Miami, FL 33131 Fax: (305) 536-1116 E-mail: jcs@tewlaw.com dml@tewlaw.com</p> <p><i>Counsel Patricia Cook, et al</i></p>
<p>Brian J. Stack, Esq. Stack Fernandez Anderson & Harris, P.A. 1200 Brickell Avenue, Suite 950 Miami, FL 33131-3255 Fax: (305) 371-0002 E-mail: bstack@stackfernandez.com</p> <p><i>Counsel for Traded Life Policies Ltd.</i></p>	<p>Christopher J. Klein Baur & Klein, P.A. 100 N. Biscayne Blvd, 21st Floor Miami, FL 33132 Fax: (305) 371-4380 E-mail: cklein@worldwidelaw.com</p> <p><i>Co-counsel for Life Settlement Holding, A.G.</i></p>	<p>Eric Ellsley, Esq. Krupnick Campbell Malone Roselli Buser et al 700 SE 3rd Ave Ste 100 Fort Lauderdale Florida 33161 E-Mail: eeillsley@krupnicklaw.com</p> <p><i>Counsel for Certain Investors</i></p>

<p>William J. Gallwey, III, Esq. Shutts & Bowen LLP 201 So. Biscayne Blvd., Suite 1500 Miami, FL 33131 Tel: (305) 347-7312 wgallwey@shutts.com <i>Counsel for Hartford Life & Annuity Ins. Co.</i></p>	<p>Daniel S. Mandel, Esq. Mandel, Weisman, Heimberg & Brodie, P.A. Boca Corporate Center 2101 N.W. Corporate Blvd Boca Raton, FL 33431 Dmandel@mandelweisman.com</p> <p>Joseph A. Patella, Esq. 450 Lexington Avenue New York, New York 10017 JosephPatella@andrewskurth.com <i>Counsel for American Express Tax & Business Services, Inc.</i></p>	<p>Andrea S. Hartley, Esq. Akerman Senterfitt One Southeast Third Avenue, 25th FL Miami, Florida 33131 Tel: (305) 374-3600 Andrea.hartley@akerman.com <i>Counsel for Franklin Trade Graphics. LLC</i></p>
<p>John W. Kellogg Moye White LLP 16 Market Square, 6th FL 1400 16th Street Denver, CO 80202 <i>Counsel Friedlob Sanderson Paulson & Tourillott, LLC</i></p>		

EXHIBIT 1

EXHIBIT 1

**SUMMARY OF TWELFTH 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 L. Rosendorf
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	May 1, 2008 through June 30, 2008
8	Total fees requested for this period	\$12,790.00
9	Total expenses requested for this period	\$238.60
10	Total fees and expenses requested to be awarded	\$13,028.60

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	\$186,231.55	12/19/07
10	11/1/07 – 2/29/08	03/17/08	\$ 76,724.19	Pending	Pending
11	3/1/08 – 4/30/08	7/21/08	\$ 47,495.06	\$ 47,495.06	08/27/08
12	5/1/08 – 6/30/08	9/ /08	\$ 13,028.60	Pending	Pending
TOTAL			\$1,567,863.34	\$1,313,503.51	

292395.1/3298-101

3298-101/282447.1

EXHIBIT 2

EXHIBIT 2

Summary of Professionals And Paraprofessional Time

Attorney Name		Licensed	Hours	Rate	Fee
CONTRERAS-MARTINEZ, CARMEN	Associate	1996	13.60	212.50	2,890.00
ROSENDORF, DAVID L.	Partner	1994	26.10	350.00	9,135.00
YAMILE C. CASTRO	Paralegal	n/a	6.00	127.50	765.00
Total Hours by Professionals and Paraprofessionals:					45.70
"Blended" Hourly Rate:					279.87
Total Professionals and Paraprofessionals Fees:					12,790.00

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

** Indicate "blended" hourly rate.

Summary of Professional And Paraprofessional Time by Activity Code Category

Attorney Name	Licensed	Hours	Rate	Fee
ROSENDORF, DAVID L.	1994	20.20	350.00	7,070.00
YAMILE C. CASTRO	n/a	0.30	127.50	38.25
		-----	-----	-----
Total for Category		20.50	346.74	7,108.25
ASSET DISPOSITION				
CONTRERAS-MARTINEZ, CARMEN	1996	3.90	212.50	828.75
		-----	-----	-----
Total for Category		3.90	212.50	828.75
BUSINESS OPERATIONS				
CONTRERAS-MARTINEZ, CARMEN	1996	1.60	212.50	340.00
		-----	-----	-----
Total for Category		1.60	212.50	340.00
INVESTOR AND AGENT COMMUNICATIONS				
ROSENDORF, DAVID L.	1994	5.10	350.00	1,785.00
YAMILE C. CASTRO	n/a	0.20	127.50	25.50
		-----	-----	-----
Total for Category		5.30	341.60	1,810.50
CASE ADMINISTRATION				
ROSENDORF, DAVID L.	1994	0.80	350.00	280.00
		-----	-----	-----
Total for Category		0.80	350.00	280.00
CLAIMS ADMINISTRATION AND OBJECTIONS				

YAMILE C. CASTRO	n/a	5.00	127.50	637.50
		-----	-----	-----
Total for Category FEE/EMPLOYMENT APPLICATIONS (PROFESSIONALS)		5.00	127.50	637.50
CONTRERAS-MARTINEZ, CARMEN	1996	8.10	212.50	1,721.25
YAMILE C. CASTRO	n/a	0.50	127.50	63.75
		-----	-----	-----
Total for Category LITIGATION		8.60	207.56	1,785.00
Grand Total		45.70	279.87	12,790.00

EXHIBIT 4

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	\$27.70
	(a) In-house copies (18 @ \$.15)	
	(b) Outside copies - actual costs (\$25.00)	
7.	Postage	\$0.00
8.	Overnight Delivery Charges	\$8.42
9.	Outside Courier/Messenger Service	\$72.40
10.	Long Distance Telephone Charges	\$120.08
11.	Fax Transmissions	\$0.00
12.	Computerized Research	\$0.00
	Westlaw - \$0.00	
	Pacer - \$0.00	
	ChoicePoint Search Engine - \$0.00	
	(locate viators)	
13.	Travel Expenses	\$0.00
	(a) _____ (\$0.00)	
14.	Other	\$10.00
	(a) Parking for 5/1/08 hearing (\$10.00)	
	(b) _____ (\$_____)	
TOTAL EXPENSE REIMBURSEMENT REQUESTED		\$238.60

PROPOSED ORDER

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 04-60573 CIV-MORENO

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

MUTUAL BENEFITS CORP.,
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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

THIS CAUSE came before the Court on Kozyak Tropin and Throckmorton, P.A.'s Twelfth Request for Interim Compensation to Pay Attorneys' Fees and Costs (**D.E. No. _____**), filed on October 16, 2008.

THE COURT has considered the motion and the pertinent portions of the record, and being otherwise fully advised in the premises, it is

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ORDERED and **ADJUDGED** that the motion is **GRANTED** and Receiver, Roberto Martínez is hereby authorized to pay Kozyak Tropin & Throckmorton, P.A. (i) Attorneys' Fees in the amount of \$ _____ which represents reasonable fees and costs incurred during the Application Period, and (ii) reimbursement for the costs in the amount of \$ _____.

DONE and **ORDERED** in Chambers at Miami-Dade County, Florida on this ____ day of _____, 2008. .

HON. FEDERICO A. MORENO
UNITED STATES DISTRICT JUDGE

Copies furnished to:

Counsel of Record