

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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

NIGHT BOX
FILED

MAY 23 2004

JG

CLARENCE MADDOX
CLERK, USDC / SDFL / MIA

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.

**RECEIVER'S NOTICE OF INTENTION TO RETAIN TILLINGHAST
AS ACTUARIAL AND INSURANCE POLICY CONSULTANTS**

If no party files and serves an objection to this Notice on or before ten days from the date of service indicated on the Certificate of Service attached hereto, the Receiver shall be automatically empowered to perform the intended action without further order from this Court.

Roberto Martinez, Esq., court-appointed receiver (the "Receiver") of Mutual Benefits Corporation ("MBC"), Viatical Services, Inc. ("VSI") and Viatical Benefits LCC ("VBLLC"), hereby files this Application for Approval of Employment of Tillinghast business of Towers, Perrin,

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BS

Forster & Crosby, Inc. Trading as Tower Perrin ("Tillinghast") as Actuarial and Insurance Policy consultants (the "Application") pursuant to paragraphs 15-19 of the Order Appointing Receiver dated May 4, 2004. In support of the Application, the Receiver relies on the Affidavit of Jack L. Gibson, FSA, MAAA attached as **Exhibit "A"** and further states as follows:

BACKGROUND FACTS

1. On May 4, 2004, this Court entered its Temporary Restraining Order and Other Emergency Relief ("TRO"). The TRO directs the Defendants to show cause why a Preliminary Injunction should not be granted, restrains the Defendants and Relief Defendants from destroying assets, and orders expedited discovery. The TRO further restrains the Defendants from violating federal securities laws.

2. Also on May 4, 2004, the Court entered its Order Appointing Receiver, which among other things, appoints Roberto Martinez of Colson Hicks Eidson, P.A., as Receiver for MBC, VSI and VBLLC ("Receivership Order").

3. Paragraph 5 of the Receivership Order provides that the Receiver may employ professionals and consultants as the Receiver deems necessary and to fix and pay their reasonable compensation and expenses.

4. The Receiver desires to retain Tillinghast to assist the Receiver with the following: (i) Develop Projections of Mutual Benefits Portfolio of Insurance policies; (ii) Analyse Premium Considerations for Individual Policies; (iii) Develop Economic Value of Mutual Benefits Portfolio of Insurance Policies; and (iv) Develop a databases and coordinate same with the Receiver's other professionals.

RELIEF REQUESTED

5. The Receiver believes that Tillinghast and its professionals are qualified to perform services described above.

6. To the best of the Receiver's knowledge, and based on the affidavit of Jack L. Gibson, Tillinghast are disinterested persons, do not represent or hold any interest adverse to the Receiver or the Receivership Estate with respect to the matters on which they are to be employed, and have no connections with Defendants, the Receivership Entities, the investors, creditors, or any other parties in interest, and their respective attorneys and accountants.

7. Tillinghast agree that compensation and reimbursement for their services rendered to the Receiver in this case are subject to approval by the Court. Tillinghast shall file fee applications seeking an award of such fees and costs in this case pursuant to paragraphs 19-20 of the Order Appointing Receiver.

8. Tillinghast rates for this matter range from \$180 to \$500 per hour. These rates reflect a 10% discount from its standard hourly billing rates, subject to a maximum billing rate of \$500 per hour, which is 25% below the maximum for Tillinghast's standard hourly billing rates.


9. A proposed order approving the retention proposed herein is attached as **Exhibit "B."**

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WHEREFORE, the Receiver respectfully requests that this Court enter an order in the form attached as Exhibit "B" (i) granting this Application; (ii) authorizing the Receiver to retain Tillinghast, and (iii) granting such other relief as the Court deems just and proper.

Respectfully submitted,

KOZYAK TROPIN & THROCKMORTON, P.A.
Attorneys for the Receiver – Robert Martinez
2800 Wachovia Financial Center
200 S. Biscayne Boulevard
Miami, Florida 33131
Tel. (305) 372-1800/Fax. (305) 372-2508
E-mail: counselmbc@kttlaw.com

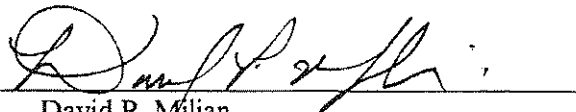
By: 

David P. Milian, Fla. Bar No. 844421
Laurel M. Isicoff, Fla. Bar No. 350923
Kenneth R. Hartmann, Fla. Bar No. 664286
Detra Shaw-Wilder, Fla. Bar No. 037184
Carmen Contreras-Martinez, Fla Bar. No 0093475

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served via U.S.

Mail this ^{PA} 28 day of May, 2004 to all parties on the attached Service List.

By: 
David P. Milian

SERVICE LIST

SEC v. Mutual Benefits Corp. et al.
Case No. 04-60573-CIV-
DRENO/Garber

Teresa J. Verges, Esq.
Securities & Exchange Commission
801 Brickell Avenue, Suite 1800
Miami, FL 33131

Richard Ben-Veniste, Esq.
Lee Rubin, Esq.
1909 K. Street, NW
Washington, DC 20006

Bruce A. Zimet, Esq.
Bruce A. Zimet, P.A.
One Financial Plaza, Suite 2612
Ft. Lauderdale, FL 33394

Jon A. Sale, Esq.
Ben Kuehne, Esq.
Sale & Kuehne, P.A.
100 SE 2nd Street
Miami, FL 33131

Faith E. Gay, Esq.
White & Case, LLP
4900 Wachovia Financial Center
200 South Biscayne Blvd.
Miami, FL 33131

Robert Martinez, Receiver
Colson Hicks Eidson
255 Aragon Avenue, 2nd Floor
Coral Gables, Florida 33134

Marc Cooper, Esq.
Colson Hicks Eidson
255 Aragon Avenue, 2nd Floor
Coral Gables, Florida 33134

William Berger, Esq.
Chad J. Tamaroff, Esq.
Greenspoon, Marder, et al.
100 West Cypress Creek Road., Suite 700
Ft. Lauderdale, FL 33309

John M. Hogan, Esq.
Holland & Knight, LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131

CASE NO. 04-60573 CIV-MORENO/GARBER

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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SECURITIES AND EXCHANGE COMMISSION,

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Relief Defendants.

AFFIDAVIT OF JACK L. GIBSON, FSA, MAAA

STATE OF NEW YORK)

) ss:

COUNTY OF NEW YORK)

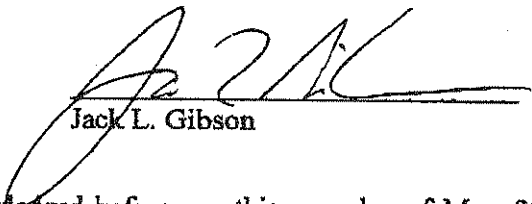
1. Jack L. Gibson, affirms under the penalties of perjury:

EXHIBIT "A"

CASE NO. 04-60573 CIV-MORENO/GARBER

- 2. I am a Principal of Tillinghast business of Towers, Perrin Forster & Crosby, Inc, ("Tillinghast").
- 3. Tillinghast maintains its offices at 335 Madison Avenue, New York, NY.
- 4. To the best of my knowledge, Tillinghast qualifies as "disinterested persons" as required by the Bankruptcy Code and other applicable laws and rules.
- 5. To the best of my knowledge, Tillinghast does not represent or hold any interest adverse to the Receiver, Receivership Entities or the investors ("Relevant Parties") with respect to the matters on which Tillinghast is to be employed.
- 6. Tillinghast and I expect to seek payment and reimbursement of its fees and costs incurred in connection with the services rendered from the Receivership Estate by application to this Court in accordance with procedures established in the Court's May 4, 2004 Order Appointing Receiver.
- 10. Tillinghast has agreed to charge the Receiver hourly rates ranging from \$180-\$500. These hourly billing rates reflect a 10% discount from Tillinghast's standard rates and the maximum rate of \$500 per hour is 25% below Tillinghast's standard maximum hourly billing rate.

FURTHER AFFIANT SAYETH NAUGHT.



Jack L. Gibson

The foregoing instrument was acknowledged before me this ____ day of May, 2004 by Jack L. Gibson, who is personally known to me and who did not take an oath.

 Notary Public, State of Florida At Large
 Print Name: _____
 Commission No. _____

My Commission Expires:

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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

SECURITIES AND EXCHANGE COMMISSION,

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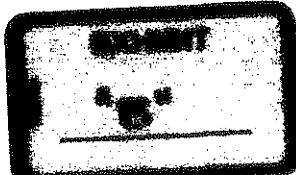
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TWIN GROVES INVESTMENTS, INC.,
P.J.L. CONSULTING, INC.,
SKS CONSULTING, INC., and
CAMDEN CONSULTING, INC.,

Relief Defendants.

**ORDER APPROVING RECEIVER'S NOTICE OF INTENTION TO RETAIN
TILLINGHAST AS ACTUARIAL AND INSURANCE POLICY CONSULTANTS**

THIS MATTER is before the Court on Receiver's Notice of Intention to Retain Tillinghast as Actuarial and Insurance Policy Consultants (the "Notice of Intention"). The Court, having reviewed the Notice of Intention and the record herein and being satisfied that Tillinghast has no connections with any of the interested parties herein other than Robert Martinez, Esq., court-appointed receiver (the "Receiver") and being satisfied that the compensation requested by Tillinghast is fair and reasonable, and being otherwise fully advised in the premises, hereby finds it



appropriate to approve the Receiver's retention of Tillinghast to perform the services described in said Application and upon the terms proposed by the Receiver. Accordingly, it is

ORDERED and ADJUDGED:

1. The Receiver is hereby authorize to retain Tillinghast as Actuarial and Insurance Policy Consultants for the Receiver.
2. Tillinghast agrees that compensation and reimbursement for services rendered to the Receiver in this case are subject to approval by the Court. Tillinghast shall file an application seeking an award of its fees and costs in this case pursuant to the terms of this Court's May 4, 2004, Order Appointing Receiver.

DONE and ORDERED in chambers at United States District Courthouse, Miami-Dade, Florida this ____ day of _____, 2004.

THE HONORABLE FEDERICO A. MORENO
United States District Judge

Copies to:
All parties on the attached service list

LAW OFFICES
 OF
ANTHONY M. LIVOTI, JR., P.A.
 ATTORNEYS AND COUNSELORS AT LAW
 721 N.E. 3RD AVENUE
 FORT LAUDERDALE, FL. 33304
 (954) 453-3777

ANTHONY M. LIVOTI, JR.
 MEMBER OF FLORIDA, NEW YORK
 & WASHINGTON D.C. BARS

OF COUNSEL

MICHAEL E. COVIELLO
 MEMBER OF FLORIDA &
 WASHINGTON D.C. BARS

OF COUNSEL

DONALD E. OSWALD
 MEMBER OF FLORIDA BAR

JASON BARNETT
 MEMBER OF FLORIDA BAR

JOSEPH P. WAGONER
 MEMBER OF FLORIDA BAR

August 5, 2004

For services rendered May 2004, June 2004
 and July 2004 at per month

\$10,000.00

TOTAL

\$30,000.00

SERVICE LIST

SEC V. MBC, et al.

Case No. 04-60573-CIV-MORENO/Garber

Teresa J. Verges, Esq.
Securities & Exchange Commission
801 Brickell Avenue, Suite 1800
Miami, FL 33131
Tel: 305/982-6300/Fax: 305/536-4146

Robert Martinez, Receiver
Marc Cooper, Esq.
Colson Hicks Eidson
255 Aragon Avenue, 2nd Floor
Coral Gables, Florida 33134
Tel: 305/476-7400/Fax: 305/476-7444

David P. Milian, Esq.
Kozyak Tropin & Throckmorton, P.A.
200 South Biscayne Blvd., Suite 2800
Miami, FL 33131
Tel: 305/372-1800/Fax: 305/372-3508

Richard Ben-Veniste, Esq.
Lee Rubin, Esq.
1909 K. Street, NW
Washington, DC 20006
Tel: 202/263-3000/Fax: 202/263-3300

Bruce A. Zimet, Esq.
Bruce A. Zimet, P.A.
One Finacial Plaza, Suite 2612
Ft. Lauderdale, FL 33394
Tel: 954/764-7081/Fax: 954/760-4421

Jon A. Sale, Esq.
Ben Kuehne, Esq.
Sale & Kuehne, P.A.
100 SE 2nd Street
Miami, FL 33131
Tel: 305/789-5989/Fax: 305/789-5987

Faith E. Gay, Esq.
White & Case, LLP
4900 Wachovia Financial Center
200South Biscayne Blvd.
Miami, FL 33131
Tel: 305/371-2700/Fax: 305/358-5744

William Berger, Esq.
Chad J. Tamaroff, Esq.
Greenspoon, Marder, et al.
100 West Cypress Creek Road., Suite 700
Ft. Lauderdale, FL 33309
Tel: 888/491-1120/Fax: 954/771-9264

John M. Hogan, Esq.
Holland & Knight, LLP
701 Brickell Avenue, Suite 3000
Miami, FL 33131
Tel: 305/374-8500/Fax: 305/789-7799