

Jul 26 2006

CLARENCE MADDOX
CLERK U.S. DIST. CT.
S.D. OF FLA. - MIAMI

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

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

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.

**BILZIN SUMBERG BAENA PRICE & AXELROD, LLP
THIRD REQUEST FOR INTERIM COMPENSATION
TO PAY ATTORNEYS' FEES AND COSTS
AND MEMORANDUM IN SUPPORT
(January 1, 2006 through April 30, 2006)**

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

Samuel C. Ullman, a Partner of Bilzin Sumberg Baena Price & Axelrod, LLP

("BSBPA"), submits this Third Interim Application for an award of interim attorney's fees and

costs incurred by BSBPA as special tax counsel to the Receiver, Roberto Martinez (the "Receiver"), for the period January 1, 2006 through April 30, 2006.

BSBPA submits this Third Interim Application at the request of the Receiver. This reflects BSBPA's agreement to reduce its billing rates by between 15% and 17%, representing a reduction of fees in this Third Interim Application by approximately \$6,882.00.

In support of this Third Interim Application, the undersigned submits the following:

1. Attached as **Exhibit "1"** is a Summary of the Fees incurred by BSBPA in its representation of the Receiver for the Application Period. Costs are posted through April 30, 2006.
2. Attached as **Exhibit "2"** is a Summary of all BSBPA timekeepers, their billing rates and the total hours that were charged by each timekeeper. The hourly rate for Samuel C. Ullman, the only partner working on the matter has been reduced to \$415.00 an hour, representing a reduction from his normal hourly rate by 17%. The hourly billing rate for all non-partners has been reduced by 15%. As set forth above, the aggregate savings to the receivership in these negotiated discounts for this period is approximately \$6,882.00.
3. Attached as **Exhibit "3"** is the summary of costs. Total costs for which BSBPA seeks reimbursement are \$240.20.
4. Description of Services.¹ The Receiver bears the statutory responsibility to carry out certain tax-related obligations on behalf of the receivership entities. BSBPA worked with the Receiver's attorneys and his forensic accountants to identify and develop an understanding of the facts that are important for identification and analysis of the federal income tax issues. This

¹ Bilzin maintains detailed time records that are kept contemporaneously with the services performed. Bilzin will retain its detailed time records and will provide them to the Court for review *in camera* at the request of the Court.

included review of many documents and records and conferences with the Receiver, his attorneys and his forensic accountants.

The Receiver has been involved in settlement discussions with various parties. BSBPA has provided advice to the Receiver and his attorneys as to the possible tax consequences of the settlements.

BSBPA has performed an analysis of the federal income tax reporting and withholding requirements of Mutual Benefits Corp. and certain of its affiliates with respect to payments being made to investors.

The poor state of the records that had been maintained by those entities has made this analysis difficult.

In addition, BSBPA has advised the Receiver on numerous substantive tax issues that arose in connection with his obligation to file income tax returns on behalf of the receivership entities. The approach taken by the entities themselves prior to the appointment of the Receiver was not consistent with tax law and good practice. As a result, BSBPA conducted analyses of numerous substantive issues in order to advise the Receiver.

5. For the Application Period, BSBPA seeks reimbursement for 168.40 hours of attorney and paraprofessional time. The total amount of fees sought during the application period is **\$44,703.50**, reflecting the negotiated discounts totaling approximately \$6,882.00. Total expenses sought by BSBPA for the application period are **\$240.20**.

6. I have carefully reviewed the attached exhibits. 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

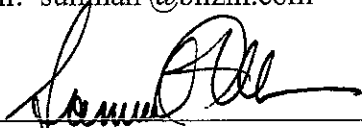
When determining the award of attorneys' fees, the Court should give consideration to the factors for compensation that the 11th Circuit articulated in *In re Norman v. Housing Authority of City of Montgomery*, 836 F.2d 1292 (11th Cir. 1988) - (1) the time and labor properly employed by the attorneys 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. BSBPA respectfully suggests that its application meets all of the criteria for this interim request for compensation. The Receiver, with the assistance of BSBPA, has stabilized operations, secured assets, and, to the extent possible, maintained the status quo, while communicating regularly with all parties in interest, especially investors.

WHEREFORE, BILZIN SUMBERG BAENA PRICE & AXELROD, LLP, by and through the undersigned counsel, respectfully requests that this Court enter an Order Authorizing the Payment of **\$44,703.50** in fees and reimbursement of **\$240.20** in costs for the Application Period. A proposed form of Order is attached.

Dated: July 11, 2006.

Respectfully submitted,
BILZIN SUMBERG BAENA PRICE &
AXELROD LLP
Special Tax Counsel for the Receiver – Roberto
Martinez
200 S. Biscayne Blvd., Suite 2500
Miami, FL 33131
Phone: 305-350-7300; Fax: 305-351-2299
Email: sullman@bilzin.com

By: _____


Samuel C. Ullman
Florida Bar No.: 109499

CERTIFICATE OF SERVICE

WE HEREBY CERTIFY that on July 26, 2006, the foregoing was electronically filed with the Clerk of the Court, and a notice of electronic filing was sent to all individuals on the attached Service List.

By: CBM
CURTIS B. MINER
Fla. Bar No. 0885681
Attorney for Receiver

COLSON HICKS EIDSON
255 Aragon Avenue, Second Floor
Coral Gables, Florida 33134
Telephone: (305) 476-7400
Facsimile: (305) 476-7444
E-Mail: curt@colson.com

EXHIBIT 1

EXHIBIT "1"

**SUMMARY OF INTERIM APPLICATION FOR
COMPENSATION OF FEES AND COSTS**

1. Name of Applicant: Bilzin Sumberg Baena Price & Axelrod LLP
2. Role of Applicant: Special Tax Counsel for the Receiver
3. Name of Certifying Professional: Samuel C. Ullman
4. Date Receiver Appointed: May 4, 2004
5. Date of Application for Employment: April 6, 2005
6. Date of Order Approving Employment: August 26, 2005
7. Dates of Services Covered: 1/1/06 – 4/30/06
8. Fees requested for this period: \$44,703.50
9. Total Expense Reimbursement requested: \$240.20
10. Total Fee and Expense Award Requested: \$44,943.70

HISTORY OF FEES AND EXPENSES

App. #	Application Period	Date Submitted	Fees Requested	Costs Requested	Amount Requested	Fees Awarded	Costs Awarded	Date Awarded	Total Amt. Awarded	Date Paid	Amount Paid
Bilzin Sumberg Baena Price & Axelrod											
1	2/4/05 - 6/28/05	10/18/2005 resubmitted 11/22/05	\$36,132.00	\$110.31	\$36,242.31	\$36,132.00	\$110.31	2/9/2006	\$36,242.31	2/21/2006	\$36,242.31
2	9/26/05 - 12/31/05	3/8/06	\$36,262.00	\$132.28	\$36,394.28	30,000.00	132.00	5/3/06	30,132.00	5/18/06	\$30,132.00
3	1/1/06 - 4/30/06	6/ /06	44,703.00	240.20	44,943.70	0.00	0.00		0.00		0.00
TOTAL			\$117,097.00	\$ 482.79	\$117,580.29	\$66,132.00	\$242.31		\$66,374.31		\$66,374.31

EXHIBIT 2

EXHIBIT "2"

SUMMARY OF TIME BY TIMEKEEPER

ACTIVITY CODE: ASSET ANALYSIS & RECOVERY			
PROFFESIONAL LEGAL SERVICES RENDERED (TOTAL)			
<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL FEES</u>
Samuel C. Ullman	415.00	41.10	\$17,056.50
Cristin A. Burke	215.00	125.50	27,359.00
TOTAL BY PROFESSIONAL		166.60	\$44,415.50

ACTIVITY CODE: ASSET ANALYSIS & RECOVERY			
PARAPROFFESIONAL LEGAL SERVICES RENDERED (TOTAL)			
<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL FEES</u>
Luisa M. Flores	160.00	1.80	\$288.00
TOTAL BY PARAPROFESSIONAL	160.00	1.80	\$288.00

<u>LEGAL SERVICES RENDERED (TOTAL)</u>			
<u>NAME</u>	<u>RATE</u>	<u>HOURS</u>	<u>TOTAL FEES</u>
Total Professional		166.60	\$44,415.50
Total Paraprofessional		1.80	\$288.00
TOTAL LEGAL SERVICES		<u>168.40</u>	<u>\$44,703.50</u>

EXHIBIT 3

EXHIBIT "3"

SUMMARY OF COSTS

Photocopies (815 copies @ \$.25)	\$203.75
Parking	1.00
Long distance telephone calls	29.02
Westlaw	.43
Federal Express	<u>6.00</u>
	\$240.20

PROPOSED ORDER

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF FLORIDA

CASE NO. 04-60573 CIV-MORENO/SIMONTON

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
BILZIN SUMBERG BAENA PRICE & AXELROD, LLP'S
THIRD REQUEST FOR INTERIM COMPENSATION

THIS CAUSE came before the Court on Bilzin Sumberg Baena Price & Axelrod, LLP (“BSBPA”) Third Request for Interim Compensation to Pay Attorneys’ Fees and Costs. The Court has heard comments by interested parties, carefully reviewed the Petition and case file and is otherwise fully advised in the premises.

ORDERED and **ADJUDGED** that Bilzin Sumberg Baena Price & Axelrod, LLP's First Interim Petition for Fees and Costs is hereby **GRANTED** and Receiver, Roberto Martínez, is hereby authorized to pay to Bilzin Sumberg Baena Price & Axelrod, LLP the sum of \$ _____, (which represents reasonable fees of \$ _____ and costs of \$ _____), incurred during this Application Period.

DONE and **ORDERED** in Chambers at Miami, Florida, this ____ day of _____, 2006.

FEDERICO A. MORENO
United States District Judge

Copies furnished to all counsel.