

IN RE:

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

vs.

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

Defendants,

and

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.

**ELEVENTH INTERIM APPLICATION FOR COMPENSATION OF FEES
AND COSTS OF ACCOUNTANTS FOR RECEIVER**

Pursuant to Court Order, any objections to this Application
must be filed on or before ten days from the date of service
indicated on the Certificate of Service attached hereto.

Berkowitz Dick Pollack & Brant, Certified Public Accountants and Consultants,
LLP ("BDPB"), accountant to Roberto Martinez, court-appointed receiver (the
"Receiver") of Mutual Benefits Corp. ("MBC"), Viatical Benefactors, LLC ("VBLLC") and

Viatical Services, Inc. ("VSI"), (collectively the "Receivership Entities"), hereby requests the Court to enter an order authorizing the Receiver to pay the reasonable accountant's fees and costs incurred by BDPB for the three-month period, from October 1, 2007 through November 30, 2007, inclusive from the receivership estate, and in support thereof states the following.

By this Eleventh Interim Application, BDPB requests compensation for services rendered October 1, 2007 through November 30, 2007 (the "Application Period") in the amount of \$240,319.13 for fees and \$0.00 for expenses to be paid by the Receivership Entities. This fee application includes fees of approximately \$123,000.00 incurred by BDPB's information technology professionals in connection with the design, development, testing and implementation of a Premium Billing and Tracking System, created to enable VSI to allocate the billing of administrative fees and policy premiums to investors, track the collection of these fees and premiums, and reallocate fees and premiums among investors as required. At the Receiver's request, this work continues to represent a significant additional expenditure of time by BDPB in order to create the necessary framework for the disposition process going forward and for VSI to be able to continue to function after the Receivership is concluded. This request reflects the application of a ten percent (10%) discount to our standard rates for all professionals and paraprofessionals working on this matter totaling \$26,702.

DESCRIPTION OF SERVICES

During the Application Period, BDPB has rendered extensive and necessary services for and on behalf of the receivership estate. BDPB was particularly involved in assisting the Receiver with the implementation of this Court's Disposition Order, which

Case 0:04-cv-60573-FAM Document 2035 Entered on FLSD Docket 03/14/2008 Page 3

continues to require BDPB's assistance with the design of information systems to administer the billing, collection and payment of insurance premiums. In addition, BDPB rendered the following services:

- a) the analysis and preparation of death benefits for distribution to investors;
- b) preparation of analyses used in connection with the sale of Sell policies to third party investors;
- c) analysis and calculation of amounts due to the Receiver for reimbursement of policy premiums expended by Receiver on behalf of investors;
- d) preparation of premium cash flow analyses to assist Receiver in management of premium fund assets;
- e) assist in the preparation of various reports filed by the Receiver with the Court;
- f) posting of journal entries in accounting system, reconciling of books and records to bank accounts, selecting and printing of checks, payment of bills for Receivership entities;
- g) assist counsel to the Receiver in the recovery of assets for the benefit of investors;
- h) assist management in the preparation of financial statements for each of the Receivership entities; and
- i) providing regular and ongoing advice and assistance to Receiver, counsel to Receiver and management of Receivership entities in connection with numerous other issues that impact this Receivership.

COMPENSATION:

The determination of fees to be awarded is largely within the discretion of the trial court. *Monaghan v. Hill*, 140 F.2d 31 (9th Cir. 1944). This discretion is, however, predicated on the assumption that careful consideration is given to all evidence of the value of the accountants' services in the light of the factors relevant to a determination. These factors are set forth in *In re Gypsum Cases*, 386 F.Supp. 959 (N.D. Cal. 1974) and *In re Norman v. Housing Authority of City of Montgomery*, 836 F.2d 1292 (11th Cir. 1988), as follows: (1) the time and labor properly employed in the servicing of 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, efforts were supported by prior governmental action. BDPB requests the Court to consider these factors in determining reasonable compensation for the services rendered to date by BDPB, as summarized below:

a. Time and Labor Required - The exhibits attached to this application include: The Summary of Third Interim Application for Compensation of Fees and Costs of Accountants for the Receiver (Exhibit 1); Summary of Professional and Paraprofessional Time (Exhibit 2); and the Summary of Professional and Paraprofessional Time by Activity Code Category (Exhibit 3).¹

b. Novelty and Difficulty of Services and Skills Requisite to the Accounting.

¹ BDPB maintains detailed time records that are kept contemporaneously with the services performed. Receiver's counsel (CHE) will retain BDPB's detailed time records and will provide them to the Court for review *in camera* at the request of this Court.

The issues presented in this case are novel given the size of the Receivership entities, the difficulty of dealing with the records and the unique nature of the Receivership Entities' businesses. Additionally, certain key accounting staff left the employ of MBC prior to or in connection with the appointment of the Receiver, and were not available to assist the Receiver during this application period.

The extensive experience and capabilities of the professionals involved with this case possess the accounting, financial analysis, tax and consultation skills required for the successful completion of the objectives of the Receiver.

c. The Skill Requisite to Perform the Services Properly. BDPB has staffed the engagement with personnel experienced in accounting, auditing, financial analysis, reporting and disclosure, tax compliance and information technology.

d. The Preclusion of Other Employment by the Professional Due to Acceptance of this Case. BDPB has not been precluded from any other employment due to the acceptance of this case.

e. The Customary Fee. The customary fee for services of the type rendered herein -- BDPB charges commercial clients on one or more of the following criteria: reasonable fee for services rendered, hourly charges, or fixed fee. To the extent hourly charges are relevant, BDPB commands from commercial clients hourly rates ranging from \$95 an hour to \$400 per hour depending on the level of professional skill required.

f. Whether the Fee is Fixed or Contingent. The fee is contingent inasmuch as the Receiver relies upon a Court Order approving the fee. BDPB has not entered into any agreement to fix a fee.

g. Time Limitations Imposed by the Client or Other Circumstances. BDPB was directed to commence work by the Receiver on May 4, 2004 to assist the Receiver

as forensic accountants with respect to any and all litigation consulting services, investigatory accounting services, forecasts, advise on the accounting aspects of litigation matters, tax considerations, valuations and other services as required.

h. The Amount Involved and the Results Obtained - The above summary, together with exhibits, details the time, nature and extent of the professional services rendered by BDPB for the benefit of the investors and creditors.

i. The Experience, Reputation, and Ability of the Professional. BDPB is an established accounting firm comprised of thirteen directors and over 100 personnel. Its professionals and staff working on this case are experienced in matters of this kind.

j. Undesirability of Case. This case is not undesirable. BDPB is privileged to have the opportunity to serve the Receiver and appear before the Court in this proceeding.

k. Nature and Length of Professional Relationship With Client. BDPB's relationship with the Receiver began on May 4, 2004.

l. Awards in Similar Cases. The amount requested by BDPB is reasonable in terms of awards in cases of similar magnitude and complexity. The compensation which BDPB requests comports with the mandate of the Bankruptcy Code, which directs that services be evaluated in light of comparable services performed in non-bankruptcy cases in the community. Considering the results obtained thus far, this fee request is appropriate. Likewise, as with all major accounting firms, BDPB's overhead expenses are substantial. Much of the fee, which the Court awards BDPB, will merely defray such significant overhead expenses already incurred and paid during the pendency of this case.

k. Government Support - Although the SEC investigated and filed the initial pleadings in this case, BDPB has assisted the Receiver to secure and protect the assets of the Receivership Entities and investigate the operations of the Receivership Entities through investigation and analysis.

CONCLUSION

The Applicant respectfully requests that this Court authorize the Receiver to compensate BDPB for their accountants' fees for reasonable and necessary services rendered during the Application Period in the amount of \$240,319.13 to be paid by the estate of the Receivership Entities.

Respectfully submitted,

Berkowitz Dick Pollack & Brant
Certified Public Accountants and Consultants, LLP
Accountants for the Receiver
200 South Biscayne Boulevard, Sixth Floor
Miami, FL 33131
Tel: (305) 379-7000 Fax: (305) 379-8200


Scott M. Bouchner

CERTIFICATE OF SERVICE

Case 0:04-cv-60573-FAM Document 2035 Entered on FLSD Docket 03/14/2008 Page 8
I HEREBY CERTIFY that on this 17th day of March, 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
Fla. Bar No. 0885681
curt@colson.com
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>Alise Meredith Johnson, Esq. Linda Schmidt, Esq. Securities & Exchange Commission 801 Brickell Avenue, Suite 1800 Miami, FL 33131 Fax: (305) 536-4154 E-mail: johnsona@sec.gov schmidtls@sec.gov almonti@sec.gov Counsel for Securities & Exchange Commission</p>	<p>Michael A. Hanzman, Esq. Kevin Love, Esq. Hanzman Criden Chaykin & Rolnick Commercebank Center 220 Alhambra Circle, Suite 400 Coral Gables, FL 33134 Fax: (305) 357-9050 E-mail: mhanzman@hanzmancriden.com klove@hanzmancriden.com Counsel for Scheck Investments LP</p>	<p>Amie Riggie 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 Counsel for Securities & Exchange Commission</p>
<p>Laurel M. Isicoff, Esq. Kozyak Tropin & Throckmorton 2525 Ponce de Leon, Suite 900 Coral Gables, Florida 33134 Fax: (305) 372-3508 E-mail: lmis@kttlaw.com Co-counsel for Receiver</p>	<p>Victor M. Diaz, Jr., Esq. Podhurst Orseck Josephsberg et al. City National Bank Building 25 West Flagler St., Suite 800 Miami, FL 33130 Fax: (305) 358-2382 E-mail: vdiaz@podhurst.com pdagher@podhurst.com Counsel for Scheck Investments LP</p>	<p>J. David Hopkins, Esq. Lord, Bissell & Brook LLP Suite 1900, The Prosecenium 1170 Peachtree Street, N.E. Atlanta, Georgia 30309 Fax: (404) 872-5547 E-mail: dhopkins@lordbissell.com Counsel for Traded Life Policies Ltd.</p>
<p>Charles H. Lichtman, Esq. Berger Singerman, Suite 1000 350 East Las Olas Blvd. Fort Lauderdale, FL 33301 Fax: (954) 523-2672 E-mail: clichtman@bergersingerman.com Counsel for Mutual Benefits Japan Co.</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 Special Counsel for Scheck Investments LP, et al.</p>	<p>Hilarie Bass, Esq. Jacqueline Becerra, Esq. Greenberg Traurig P.A. 1221 Brickell Avenue Miami, Florida 33131 Fax: (305) 579-0717 E-mail: hbecerra@gtlaw.com hassh@gtlaw.com Counsel for Union Planters Bank, N.A.</p>
<p>Gary Timin, Esq. Mayra Calzadilla, Esq. Steel Hector & Davis 200 S. Biscayne Blvd, 41st Floor Miami, FL 33131 Fax: (305) 577-7001 E-mail: gary.timin@steelhector.com mavra.calzadilla@steelhector.com Counsel for Transamerica Occidental Life</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 Co-counsel for Life Settlement Holding, A.G.</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: ics@tewlaw.com dml@tewlaw.com Counsel Patricia Cook, et al</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 Counsel for Traded Life Policies Ltd.</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 Co-counsel for Life Settlement Holding, A.G.</p>	<p>Glenn Berger Joshua Reitzas Jaffe & Asher LLP 600 Third Avenue New York, NY 10016 E-mail: GBerger@jaffeanasher.com Counsel for American Express Travel Related Services Company, Inc.</p>

<p>John A. Geropoulos Esq., F.A.M. Geropoulos, Jablonsky & Battista, P.A. 100 S.E. 2nd Street, 36th Floor Miami, Florida 33131 Fax: (305) 349-2310 Counsel for <i>Great West Growth, LLC,</i> <i>et al.</i></p>	<p>William L. Byrnes, Esq. WLB&E, P.A. 4090 Laguna Street, 2nd Floor Coral Gables, FL 33146 Fax: (305) 446-2799 E-mail: wbyrnes@wlb.com Counsel for <i>William Mills</i></p>	<p>David S. Mandel Esq. Mandel, Weisman, Heimberg & Brodie, P.A. Boca Corporate Center 2101 N.W. Corporate Blvd. Boca Raton, FL 33431 E-Mail: Dmandel@mandelweisman.com</p> <p>Joseph A. Patella, Esq. 450 Lexington Avenue New York, New York 10017 E-mail: JosephPatella@andriykurth.com Counsel for <i>American Express Tax & Business Services, Inc.</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: ellsley@krupnicklaw.com Counsel for <i>Certain Investors</i></p>	<p>Miguel Diaz de la Portilla, Esq. Duane Morris, LLP 200 So. Biscayne Blvd., Suite 3400 Miami, FL 33131 Fax: (305) 960-2201 E-mail: mdportilla@duanemorris.com Counsel for <i>Dr. Christine Walsh, et al.</i> <i>(the "Investors Group")</i></p>	<p>Craig Rasile, Esq. Huntton & Williams E-Mail: azaron@huntton.com crasile@huntton.com rulkowski@whitendwilliams.com galtoner@mkbattorneys.com Counsel for <i>Charitable Concepts, Inc.</i></p>

04-60573-FAM Document 2035-2 Entered on FLSD Docket 03/14/2008

EXHIBIT 1**SUMMARY OF ELEVENTH INTERIM APPLICATION
FOR COMPENSATION OF FEES AND COSTS OF
BERKOWITZ DICK POLLACK & BRANT**

1	Name of applicant	Berkowitz Dick Pollack & Brant Certified Public Accountants & Consultants, LLP
2	Role of applicant	Accountants for Receiver
3	Name of certifying professional	Scott Bouchner
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	October 1, 2007 through November 30, 2007
8	Total Fees requested for this period	\$ 240,319.13
9	Total expenses requested for this period	\$ -
10	Total fees and expenses requested to be awarded	\$ 240,319.13

HISTORY OF FEE APPLICATIONS

Application Number	Application Period	Date Submitted	Amount Requested	Amount Awarded	Date Awarded
1	05/04/04 - 06/18/04	07/02/04	\$ 228,589.43	\$ 228,589.43	10/22/04
2	06/18/04 - 09/30/04	12/15/04	\$ 193,806.45	\$ 193,806.45	06/01/05
3	10/01/04 - 01/31/05	03/16/05	\$ 266,723.10	\$ 266,723.10	06/01/05
4	02/01/05 - 05/31/05	07/20/05	\$ 201,553.00	\$ 180,107.00	08/18/05
5	06/01/05 - 09/30/05	11/04/05	\$ 168,136.20	\$ 120,000.00	01/10/06
6	10/01/05 - 12/31/05	03/09/06	\$ 177,969.25	\$ 150,000.00	03/26/06
7	01/01/06 - 09/30/06	10/25/06	\$ 563,457.83	\$ 490,000.00	02/21/07
8	10/01/06 - 12/31/06	03/22/07	\$ 251,193.98	\$ 250,000.00	05/07/07
9	01/01/07 - 05/31/07	07/06/07	\$ 659,815.88	\$ 500,000.00	09/04/07
10	06/01/07 - 09/30/07	11/06/07	\$ 498,807.00	\$ 300,000.00	01/08/08
TOTAL			\$ 3,210,052.12	\$ 2,679,225.98	

**SUMMARY OF PROFESSIONAL AND PARAPROFESSIONAL TIME
FROM OCTOBER 1, 2007 THROUGH NOVEMBER 30, 2007**

EXHIBIT 2

Name	Director, Associate Or Paraprofessional	Total Hours	Standard		Discounted Fee
			Hourly Rate	Agreed-Upon Hourly Rate	
Richard Pollack	Director	1.0	\$400.00	\$360.00	\$360.00
Jeffrey Mutnik	Director	0.3	\$400.00	\$360.00	\$108.00
Scott Bouchner	Director	28.8	\$375.00	\$337.50	\$9,703.13
Andreea Cloara	Associate	8.0	\$275.00	\$247.50	\$1,980.00
Richard Fechter	Associate	10.0	\$275.00	\$247.50	\$2,475.00
Joe Schira	Associate	291.5	\$265.00	\$238.50	\$69,522.75
Greg Brogna	Associate	61.5	\$225.00	\$202.50	\$16,503.75
Michelle Eisner	Associate	21.0	\$225.00	\$202.50	\$4,252.50
Aaron Smith	Associate	187.0	\$175.00	\$157.50	\$29,452.50
Juan Bernal	Associate	138.0	\$175.00	\$157.50	\$21,735.00
Roger Vizcaino	Associate	272.0	\$175.00	\$157.50	\$42,840.00
Susan DiNardo	Associate	152.0	\$150.00	\$135.00	\$20,520.00
Martha Loverin	Associate	89.5	\$150.00	\$135.00	\$12,082.50
John Vides	Associate	5.0	\$135.00	\$121.50	\$607.50
Dustin Grizzle	Associate	70.5	\$125.00	\$112.50	\$7,931.25
Julio Modia	Associate	1.8	\$110.00	\$99.00	\$173.25
Tere Ambriz	Para Professional	1.0	\$80.00	\$72.00	\$72.00
TOTAL		1,558.8			\$240,319.13

**SUMMARY OF PROFESSIONAL AND PARAPROFESSIONAL TIME
BY ACTIVITY CODE CATEGORY
FROM OCTOBER 1, 2007 THROUGH NOVEMBER 31, 2007
EXHIBIT 3**

Name	Director or Associate	Hours	Agreed-Upon Hourly Rate (1)	Discounted Fee
Accounting Assistance				
John Vides	Associate	2.8	\$360.00	\$334.13
Michelle Elsner	Associate	21.0	\$337.50	\$4,252.50
Susan DiNardo	Associate	152.0	\$238.50	\$20,520.00
Dustin Grizzle	Associate	70.5	\$194.03	\$7,931.25
Accounting Assistance Total		246.3		\$33,037.88
Fee Application				
Scott Bouchner	Director	2.5	\$315.00	\$843.75
Tere Ambriz	Para Professional	1.0	\$238.50	\$72.00
Fee Application Total		3.5		\$915.75
Information Technology				
Greg Brogna	Associate	81.5	\$202.50	\$16,503.75
Martha Loverin	Associate	89.5	\$202.50	\$12,082.50
Aaron Smith	Associate	187.0	\$157.50	\$29,452.50
Juan Bernal	Associate	138.0	\$157.50	\$21,735.00
Roger Vizcalno	Associate	272.0	\$157.50	\$42,840.00
Scott Bouchner	Director	1.8	\$126.00	\$590.63
Information Technology Total		769.8		\$123,204.38
Litigation				
Scott Bouchner	Director	2.5	\$319.74	\$843.75
Richard Fechter	Associate	10.0	\$247.60	\$2,475.00
Litigation Total		12.5		\$3,318.75
Receivership Operations				
Richard Pollack	Director	1.0	\$360.00	\$360.00
Scott Bouchner	Director	21.5	\$331.88	\$7,256.25
Joe Schira	Associate	291.5	\$238.50	\$69,522.76
Receivership Operations Total		314.0		\$77,139.00
Tax Issues				
Jeffrey Mutnik	Director	0.3	\$360.00	\$108.00
Scott Bouchner	Director	0.5	\$337.50	\$168.75
Andreea Ciocara	Associate	8.0	\$240.58	\$1,980.00
John Vides	Associate	2.3	\$121.50	\$273.38
Julio Modla	Associate	1.8	\$72.00	\$173.25
Tax Issues Total		12.8		\$2,703.38
Grand Total		1,358.8		\$240,319.13