

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  
FIFTH REQUEST FOR INTERIM COMPENSATION  
TO PAY ATTORNEYS' FEES AND COSTS  
AND MEMORANDUM IN SUPPORT  
(October 4, 2006 through February 28, 2007)**

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

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

("BSBPA"), submits this Fifth 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 October 4, 2006 through February 28, 2007 (the "Application Period").

BSBPA submits this Fifth Interim Application at the request of the Receiver. This reflects BSBPA's agreement to reduce its billing rates by between 15% and 21%, representing a reduction of fees in this Fifth Interim Application of approximately \$5,647.40.

In support of this Fifth 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 February 28, 2007.
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 21%. 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 \$5,647.40.
3. Attached as **Exhibit "3"** is the summary of costs. Total costs for which BSBPA seeks reimbursement are \$914.34.
4. Description of Services:<sup>1</sup> The Receiver bears the statutory responsibility to carry out certain tax-related obligations on behalf of the receivership entities. BSBPA worked with the

---

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

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 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. This required BSBPA to review many withholding forms submitted by investors located not only in the United States, but in other countries as well. BSBPA then reviewed the type of payment being made to each investor and the U.S. tax law applicable to a payment of that type being made to an investor in that particular country. Only in that way could BSBPA advise the Receiver as to his tax withholding and reporting requirements.

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 128.80 hours of attorney and paraprofessional time. The total amount of fees sought during the application

period is **\$30,212.10**, reflecting the negotiated discounts totaling approximately \$5,647.40. Total expenses sought by BSBPA for the application period are **\$914.34**.

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

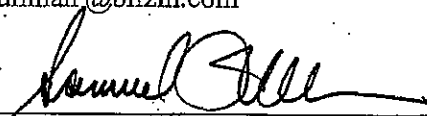
When determining the award of attorneys' fees, the Court should give consideration to the factors for compensation that the 11<sup>th</sup> Circuit articulated in *In re Norman v. Housing Authority of City of Montgomery*, 836 F.2d 1292 (11<sup>th</sup> Cir. 1988) - (1) the time and labor properly employed 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 **\$30,212.10** in fees and reimbursement of **\$914.34** in costs for the Application Period. A proposed form of Order is attached.

Dated: MARCH 20, 2007.

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](mailto:sullman@bilzin.com)

By: \_\_\_\_\_

  
Samuel C. Ullman  
Florida Bar No.: 109499

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that on this 20<sup>th</sup> day of March, 2007, 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

Martínez

CASE NO. 04-60573-Civ-Moreno

**SERVICE LIST OF RECEIVER**

<b>VIA ELECTRONIC MAIL</b>		
<p>Alise Meredith Johnson, Esq. Linda Schmidt, Esq. Securities &amp; Exchange Commission 801 Brickell Avenue, Suite 1800 Miami, FL 33131 Fax: (305) 536-4154 E-mail: <a href="mailto:johnsona@sec.gov">johnsona@sec.gov</a> <a href="mailto:schmidtl@sec.gov">schmidtl@sec.gov</a> <a href="mailto:almoniti@sec.gov">almoniti@sec.gov</a> <i>Counsel for Securities &amp; Exchange Commission</i></p>	<p>Michael A. Hanzman, Esq. Kenvin Love, Esq. Hanzman Criden Chaykin &amp; Rolnick Commercebank Center 220 Alhambra Circle, Suite 400 Coral Gables, FL 33134 Fax: (305) 357-9050 E-mail: <a href="mailto:mhanzman@hanzmancriden.com">mhanzman@hanzmancriden.com</a> <a href="mailto:kllove@hanzmancriden.com">kllove@hanzmancriden.com</a> <i>Counsel for Scheck Investments LP, et al.</i></p>	<p>Brian J. Stack, Esq. Stack Fernandez Anderson &amp; Harris, P.A. 1200 Brickell Avenue, Suite 950 Miami, FL 33131-3255 Fax: (305) 371-0002 E-mail: <a href="mailto:bstack@stackfernandez.com">bstack@stackfernandez.com</a> <i>Counsel for Traded Life Policies Ltd.</i></p>
<p>Laurel M. Isicoff, Esq. Kozyak Tropin &amp; Throckmorton 2525 Ponce de Leon, Suite 900 Coral Gables, Florida 33134 Fax: (305) 372-3508 E-mail: <a href="mailto:lmi@kttlaw.com">lmi@kttlaw.com</a> <i>Co-counsel for Receiver</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: <a href="mailto:vdiaz@podhurst.com">vdiaz@podhurst.com</a> <a href="mailto:ndaaher@podhurst.com">ndaaher@podhurst.com</a> <i>Counsel for Scheck Investments LP, et al.</i></p>	<p>J. David Hopkins, Esq. Lord, Bissell &amp; Brook LLP Suite 1900, The Proseceum 1170 Peachtree Street, N.E. Atlanta, Georgia 30309 Fax: (404) 872-5547 E-mail: <a href="mailto:dhopkins@lordbissell.com">dhopkins@lordbissell.com</a> <i>Counsel for Traded Life Policies Ltd.</i></p>
<p>George Mahfood, Esq. Ferrell Schultz Carter &amp; Fertel 201 South Biscayne Boulevard 34th Floor, Miami Center Miami, Florida 33131 Fax: (305) 371-5732 E-mail: <a href="mailto:gmahfood@ferrellschultz.com">gmahfood@ferrellschultz.com</a>  <i>Counsel for Joel Steinger, Leslie Steinger, Peter Lombardi, P.J.L Consulting Co., Kensington Consulting Co.</i></p>	<p>Robert C. Gilbert, Esq. 220 Alhambra Circle, Suite 400 Coral Gables, FL 33134-5174 Fax: (305) 529-1612 E-mail: <a href="mailto:rcgilblaw@aol.com">rcgilblaw@aol.com</a> <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: <a href="mailto:bccerraj@gtlaw.com">bccerraj@gtlaw.com</a> <a href="mailto:bassh@gtlaw.com">bassh@gtlaw.com</a> <i>Counsel for Union Planters Bank, N.A</i></p>
<p>Faith E. Gay, Esq. White &amp; Case LLP 4900 Wachovia Financial Center 200 So. Biscayne Blvd. Miami, FL 33131-2352 Fax: (305) 358-5744 E-mail: <a href="mailto:fgav@whitecase.com">fgav@whitecase.com</a> <i>Counsel for Camden Consulting, Inc.</i></p>	<p>Edward M. Mullins, Esq. Daniella Friedman, Esq. Astigarraga Davis Mullins &amp; Grossman, P.A. 701 Brickell Ave., 16<sup>th</sup> Floor Miami, FL 33131 Fax: (305) 372-8202 E-mail: <a href="mailto:emullins@astidavis.com">emullins@astidavis.com</a> <a href="mailto:dfriedman@astidavis.com">dfriedman@astidavis.com</a> <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, 15<sup>th</sup> Floor 1441 Brickell Avenue Miami, FL 33131 Fax: (305) 536-1116 E-mail: <a href="mailto:jcs@tewlaw.com">jcs@tewlaw.com</a> <a href="mailto:dml@tewlaw.com">dml@tewlaw.com</a>  <i>Counsel Patricia Cook, et al</i></p>
<p>J. Raul Cosio, Esq. Holland &amp; Knight 701 Brickell Avenue, Suite 3000 Miami, FL 33131</p>	<p>Gary Timin, Esq. Mayra Calzadilla, Esq. Steel Hector &amp; Davis 200 S. Biscayne Blvd, 41<sup>st</sup> Floor Miami, FL 33131 Fax: (305) 577-7001</p>	<p>Mark S. Shapiro, Esq. Akerman Senterfit 1 S.E. 3<sup>rd</sup> Avenue, 28<sup>th</sup> Floor Miami, FL 33131 Fax: (305) 374-5095 E-mail: <a href="mailto:mark.shapiro@akerman.com">mark.shapiro@akerman.com</a></p>

CASE NO. 04-60573-Civ-Moreno

<p>Fax: (305) 789-7799 E-mail: <a href="mailto:raul.cosio@hkllaw.com">raul.cosio@hkllaw.com</a> Counsel for Northern Trust Bank of Florida</p>	<p>E-mail: <a href="mailto:gary.timin@steelhector.com">gary.timin@steelhector.com</a> <a href="mailto:mayra.calzadilla@steelhector.com">mayra.calzadilla@steelhector.com</a> Counsel for Transamerica Occidental Life</p>	<p>Counsel for American General Life Ins. Co</p>
	<p>Christopher J. Klein Baur &amp; Klein, P.A. 100 N. Biscayne Blvd. 21st Floor Miami, FL 33132 Fax: (305) 371-4380 E-mail: <a href="mailto:cklein@worldwidelaw.com">cklein@worldwidelaw.com</a> Co-counsel for Life Settlement Holding, A.G.</p>	<p>Amy S. Rubin, Esq. Michael J. Pike, Esq. Ruden, McClosky, Smith, Schuster &amp; Russell 222 Lakeview Avenue, Suite 800 West Palm Beach, FL 33401 Fax: (561) 514-3447 E-mail: <a href="mailto:amy.rubin@ruden.com">amy.rubin@ruden.com</a> Counsel for Primerica Life Insurance Co.</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: <a href="mailto:clichtman@bergersingerman.com">clichtman@bergersingerman.com</a> Counsel for Mutual Benefits Japan Co.</p>	<p>Stanley H. Wakshlag, Esq. Akerman Senterfitt SunTrust International Center One S.E. 3<sup>rd</sup> Avenue, 28<sup>th</sup> Floor Miami, Florida 33131-1704 Fax: (305) 374-5095 E-mail: <a href="mailto:swakshlag@akerman.com">swakshlag@akerman.com</a> <a href="mailto:brian.miller@akerman.com">brian.miller@akerman.com</a> <a href="mailto:samantha.kavanaugh@akerman.com">samantha.kavanaugh@akerman.com</a> <a href="mailto:scott.cosgrove@akerman.com">scott.cosgrove@akerman.com</a> Counsel for RBC Centura Bank</p>	<p>Daniel S. Mandel, Esq. Mandel, Weisman, Heimberg &amp; Brodie, P.A. Boca Corporate Center 2101 N.W. Corporate Blvd Boca Raton, FL 33431 E-Mail: <a href="mailto:Dmandel@mandelweisman.com">Dmandel@mandelweisman.com</a>  Joseph A. Patella, Esq. 450 Lexington Avenue New York, New York 10017 E-mail: <a href="mailto:JosephPatella@andrewskurth.com">JosephPatella@andrewskurth.com</a> Counsel for American Express Tax &amp; Business Services, Inc.</p>
<p>J. Randolph Liebler, Esq. Liebler, Gonzalez &amp; Porouondo, P.A. 44 West Flagler Street, 25<sup>th</sup> Floor Miami, Florida 33130 Fax: (305) 379-9626 E-mail: <a href="mailto:jrl@jplaw.com">jrl@jplaw.com</a> Counsel for Bank of America</p>	<p>Rick Critchlow, Esq. Harry R. Schafer, Esq. Kenny Nachwalter, PA 201 South Biscayne Blvd. 1100 Miami Center Miami, Florida 33131 Fax: (305) 372-1861 Email: <a href="mailto:rcritchlow@kennynachwalter.com">rcritchlow@kennynachwalter.com</a> <a href="mailto:hschafer@kennynachwalter.com">hschafer@kennynachwalter.com</a> Counsel for Citibank</p>	<p>Glenn Berger Joshua Reitzas Jaffe &amp; Asher LLP 600 Third Avenue New York, NY 10016 E-mail: <a href="mailto:GBerger@jaffemandasher.com">GBerger@jaffemandasher.com</a>  Counsel for American Express Travel Related Services Company, Inc.</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: <a href="mailto:mdportilla@duanemorris.com">mdportilla@duanemorris.com</a> Counsel for Dr. Christine Walsh, et al. (the "Investors Group")</p>	<p>Bruce A. Zimet Esq. 100 S.E.3rd Avenue, Suite 2612 Ft. Lauderdale, FL 33394 Fax: (954) 760-4421 E-mail: <a href="mailto:bazimetlaw@aol.com">bazimetlaw@aol.com</a> Counsel for Leslie Steinger</p>	<p>William L. Petros, Esq. Petros &amp; Elegant 4090 Laguna Street, 2<sup>nd</sup> Floor Coral Gables, FL 33146 Fax:(305) 446-2799 E-mail: <a href="mailto:wlpetros@aol.com">wlpetros@aol.com</a> Counsel for William Mills</p>
<p>John H. Genovese, Esq. Genovese Joblove &amp; Battista, P.A. 100 S.E. 2<sup>nd</sup> Street, 36<sup>th</sup> Floor Miami, Florida 33131 Fax: (305) 349-2310 Counsel for Great West Growth, LLC, et al.</p>	<p>Craig Rasile, Esq. Hunton &amp; Williams E-Mail: <a href="mailto:azaron@hunton.com">azaron@hunton.com</a> <a href="mailto:crasile@hunton.com">crasile@hunton.com</a> <a href="mailto:rutkowskik@whiteandwilliams.com">rutkowskik@whiteandwilliams.com</a> <a href="mailto:ggitomer@mkbattorneys.com">ggitomer@mkbattorneys.com</a> Counsel for Charitable Concepts, Inc., et al.</p>	<p>Eric Ellsley, Esq. Krupnick Campbell Malone Roselli Buser et al 700 SE 3rd Ave Ste 100 Fort Lauderdale Florida 33161 E-Mail: <a href="mailto:ellsley@krupnicklaw.com">ellsley@krupnicklaw.com</a> Counsel for Certain Investors</p>



**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: 10/4/06 – 2/28/07
8. Fees requested for this period: \$30,212.10
9. Total Expense Reimbursement requested: \$914.34
10. Total Fee and Expense Award Requested: \$31,126.44

**HISTORY OF FEES AND EXPENSES**  
**Bilzin Sumberg Baena Price & Axelrod LLP**

App. #	Application Period	Date Submitted	Fees Requested	Costs Requested	Amount Requested	Fees Awarded	Costs Awarded	Date Awarded	Total Amt. Awarded	Date Paid	Amount Paid
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	7/26/06	\$44,703.50	\$240.20	\$44,943.70	\$40,000.00	240.00	10/25/2006	\$40,240.00	11/03/06	\$40,240.00
4	5/1/06 - 9/30/06	1/27/07	\$38,085.80	\$141.94	\$38,227.74	\$38,000.00	141.94	2/2/07	\$38,141.94	2/23/07	\$38,141.94
5	10/4/06 - 2/28/07		\$30,212.10	\$914.34	\$31,126.44						
<b>TOTAL</b>			\$185,395.40	\$1,539.07	\$186,934.47	\$144,132.00	\$ 624.25		\$144,756.25		\$144,756.25

**EXHIBIT "2"**

**SUMMARY OF TIME BY TIMEKEEPER**

<b>ACTIVITY CODE: ASSET ANALYSIS &amp; RECOVERY</b>			
<b>PROFFESIONAL LEGAL SERVICES RENDERED (TOTAL)</b>			
<b><u>NAME</u></b>	<b><u>RATE</u></b>	<b><u>HOURS</u></b>	<b><u>TOTAL FEES</u></b>
Samuel C. Ullman	415.00	9.20	\$3,818.00
Cristin A. Burke	238.00	75.80	18,040.40
Eric Gilbert	191.00	42.70	8,155.70
Louisa M. Flores (paralegal)	180.00	1.10	198.00
<b>TOTAL BY PROFESSIONAL</b>		<b>128.80</b>	<b>\$30,212.10</b>

<b><u>LEGAL SERVICES RENDERED (TOTAL)</u></b>			
<b><u>NAME</u></b>	<b><u>RATE</u></b>	<b><u>HOURS</u></b>	<b><u>TOTAL FEES</u></b>
Total Professional		128.80	\$30,212.10
<b>TOTAL LEGAL SERVICES</b>		<b><u>128.80</u></b>	<b><u>\$30,212.10</u></b>

**EXHIBIT "3"**

**SUMMARY OF COSTS**

Photocopies (442 copies @ \$.25)	\$110.50
Federal Express	12.39
Westlaw-Online Legal Research	<u>791.45</u>
	\$914.34