

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
LIFE FUND 5.1, LLC, <i>et al.</i> , ¹)	Case No. 09 B 32672
)	
Debtors.)	Jointly Administered
)	Hearing Date: May 25, 2011
)	Hearing Time: 9:30 a.m.
)	<u>Objection Deadline: May 6, 2011</u>

TO: THE PARTIES ON THE ATTACHED SERVICE LIST

NOTICE OF HEARING ON THIRD INTERIM APPLICATION OF PROSKAUER ROSE LLP, COUNSEL TO THE TRUSTEE, FOR ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES

PLEASE TAKE NOTICE that on **Wednesday, May 25, 2011, at 9:30 a.m.**, or as soon thereafter as counsel may be heard, the undersigned shall appear before the Honorable A. Benjamin Goldgar, Judge for the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division, in Courtroom 613 of the Dirksen Federal Building, 219 S. Dearborn Street, Chicago, Illinois, 60604, or any other Judge who may be sitting in his place and stead, and then and there present for hearing the *Third Interim Application of Proskauer Rose LLP, Counsel to the Trustee, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses* (the "Application"), a copy of which is enclosed herewith and hereby served upon you.

¹ The Debtors in the cases are: (1) Life Fund 5.1, LLC; (2) Life Fund 5.2, LLC; (3) A&O Life Fund, LLC; (4) A&O Resource Management, Ltd.; (5) A&O Bonded Life Settlements, LLC; (6) A&O Bonded Life Assets, LLC; and (7) Houston Tanglewood Partners, LLC.

PLEASE TAKE FURTHER NOTICE that all objections to the Application must be in writing and filed with the Bankruptcy Court and served on undersigned counsel to the Trustee and the office of the United States Trustee no later than **May 6, 2011**.

Dated: April 15, 2011

Respectfully submitted,

PROSKAUER ROSE LLP

/s/ Jeremy T. Stillings

Jeremy T. Stillings (ARDC# 06279868)
PROSKAUER ROSE LLP
70 West Madison, Suite 3800
Chicago, Illinois 60602-4342
(312) 962-3550, (312) 962-3551 (Fax)

Counsel to the Trustee

CERTIFICATE OF SERVICE

I, Jeremy T. Stillings, an attorney, hereby certify that on April 15, 2011, I caused copies of the foregoing **Notice of Hearing** and the following **Third Interim Application of Proskauer Rose LLP, Counsel to the Trustee, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses** to be served upon those parties on the attached service list in the manner indicated therein.

Dated: April 15, 2011

By: /s/ Jeremy T. Stillings

Served Via Court ECF System	
OFFICE OF THE US TRUSTEE Richard C. Friedman Sandra Rasnak 219 S. Dearborn St. Room 873 Chicago, IL 60604-1702	PERKINS COIE LLP Brian A. Audette David M. Neff 131 S. Dearborn St. Suite 1700 Chicago, IL 60603
LANGLEY & BANACK INC. David S. Gragg Trinity Plaza II, 9 th Floor 745 E. Mulberry San Antonio, TX 78212-3166	ARNSTEIN & LEHR, LLP Michael Gesas Miriam Stein Barry Chatz Kevin Morse 120 South Riverside Plaza Suite 1200 Chicago, IL 60606-3910
CHAPMAN & CUTLER LLP David Audley Carly Jones 111 W. Monroe Suite 1600 Chicago, IL 60603	FUNKHOUSER VEGOSEN LIEBMAN & DUNN, LTD Daniel Graham Neil Rosenbaum 55 W. Monroe St. Suite 2300 Chicago, IL 60603

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<p>HIRSCH & WESTHEIMER, P.C. Michael J. Durrschmidt Bank of America Center 25th Floor 700 Louisiana Houston, TX 77002</p>	<p>JOHNSON, TRENT, WEST & TAYLOR, LLP Lori Hood Deborah Fritsche 919 Milam Suite 170 Houtston, TX 77002</p>
<p>JONES, MORRIS, LLP Erin E. Jones 2700 Post Oak Suite 1120 Houston, TX 77056</p>	<p>KATTEN MUCHIN ROSENMAN LLP Paige E. Barr 525 W. Monroe St. Chicago, IL 60661</p>
<p>OFFICE OF THE TEXAS ATTORNEY GENERAL Edith Stuart Phillips Bankruptcy & Collection Division P.O. Box 12548, MC-008 Austin, TX 78711</p>	<p>SHAW GUSSIS FISHMAN Gordon Gouveia 321 N. Clark Suite 800 Chicago, IL 60654</p>
<p>SMITH AMUNDSEN LLC Brian M. Graham Ean L. Kryska Bryan Minier 150 N. Michigan Ave. Suite 3300 Chicago, IL 60601</p>	<p>VEDDER PRICE Michael Eidelman Arlene Gelman 222 N. LaSalle St. Suite 2600 Chicago, IL 60601</p>
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PROVIDENT CAPITAL INDEMNITY LTD C/O Texas Secretary of State as Agent For Service P.O. Box 12887 Austin, TX 78711-2887	Russell E. Mackert 5555 West Loop South Suite 605 Houston, TX 77401
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Dated: April 15, 2011

Respectfully submitted,

/s/ Jeremy T. Stillings

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Summary of Fees Requested

Name	State and Date of Bar Admission	Hourly Rate	Hours	Fees
Partners				
Jeff Marwil	Illinois, 1986	\$895	12.3	\$11,008.50
Marc Rosenthal	Illinois, 1990	\$615	11.7	\$7,195.50
Peter Marathas, Jr.	Massachusetts 1994	\$615	1.3	\$799.50
Associates				
Jeremy Stillings	Illinois, 2003	\$600	60.7	\$36,420.00
Catherine Spector	Illinois, 2005	\$455	24.3	\$11,056.50
Grayson Walter	Illinois, 2006	\$500	7.3	\$3,650.00
Brandon Levitan	Illinois, 2010	\$295	258.7	\$76,316.50
Neil Aggarwal	Illinois, 2010	\$295	38.3	\$11,298.50
Paraprofessionals				
Cassandra Boyd	N/A	\$95	393.9	\$37,420.50
Melissa Hagan	N/A	\$215	213.0	\$45,795.00
Shannon Wysocki	N/A	\$200 ²	52.8	\$10,560.00
TOTAL			1,074.3	\$251,520.50
BLENDED HOURLY RATE = \$234.13 / HR.				

² Proskauer Rose LLP periodically adjusts its billing rates to reflect economic changes in the market in which it operates. During the application period, the hourly rate of this timekeeper was adjusted upward by \$5 / hr. This adjustment was not specific to Proskauer's representation of the Trustee and applied to all matters on which the timekeeper worked.

Summary of Expenses Sought for Reimbursement

TYPE OF EXPENSE	AMOUNT DISBURSED
Reproduction Costs and Services	\$232.10
Litigation Support / Docketing	\$7.04
Long Distance Telephone	\$28.59
Postage	\$207.80
Court Reporting Service	\$48.00
Messenger Delivery	\$272.45
Outside Reproduction	\$860.53
TOTAL	\$1,656.51

expenses incurred during the Application Period, and authorizing the Estates to pay eighty percent (80%) of allowed fees and 100% of allowed expenses from assets of the Estates. Proskauer anticipates that it will seek payment of all amounts allowed on an interim basis pursuant to this Application, but not paid, at the conclusion of the Chapter 11 Cases or at any other time that Proskauer seeks final allowance and payment of fees and expenses. The Trustee presently is not seeking allowance or payment for any fees or expenses from the Estates related to services rendered solely as Trustee, although Proskauer does seek in the Application payment of fees and reimbursement of expenses incurred by the Trustee in his capacity as an attorney for Proskauer. In support of the Application, Proskauer respectfully states as follows:

I. Commencement of Cases, Election of the Trustee and Proskauer's Retention

1. On September 2, 2009 (the "Petition Date"), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code, commencing the above-captioned chapter 11 cases (the "Chapter 11 Cases"). The Chapter 11 Cases have been consolidated for procedural purposes only and are being administered jointly under the case number assigned to Life Fund 5.1, LLC.

2. On September 16, 2009, this Court granted a motion of the office of the United States Trustee (the "United States Trustee") requesting appointment of a chapter 11 trustee under section 1104(a) of the Bankruptcy Code. On September 21, 2009, this Court approved the appointment of Patrick Collins as chapter 11 trustee. On March 8, 2010, after Mr. Marwil was elected Trustee by creditors of the Debtors, this Court entered an order certifying Mr. Marwil's election as Trustee.

3. On March 17, 2010, this Court entered a final order authorizing the employment of Proskauer as counsel to the Trustee, effective retroactively to March 8, 2010.

II. The Debtors, the Trustee, and the Chapter 11 Bankruptcy Cases

4. Prior to the Petition Date, the Debtors purportedly operated in the “life settlement” industry, soliciting funds from individual investors in order to use such funds to acquire ownership of or beneficial interests in life insurance policies (“Policies”) on third party insureds. As part of this purported business model, the Debtors also acquired bonds issued by Provident Capital Indemnity, Ltd. (“PCI”). Each PCI bond matured on a fixed date and in an amount equal to the death benefit of a Policy with which it was connected. The Debtors’ purported business model was to: (a) borrow money from investors to finance the Debtors’ purchase of Policies and PCI bonds; (b) purchase and maintain Policies and PCI bonds using investor dollars; (c) collect either death benefits (if there was no PCI bond on a Policy or if the Policy matured prior to the maturity of the PCI bond) or proceeds of the PCI bonds (if the PCI bond matured before maturity of the Policy on which it was issued); (d) use such proceeds to repay investors the principal amount of their investment plus a promised investment premium; and (e) keep the difference between the proceeds collected and investor funds repaid as profit.

5. It is now apparent that for some time leading up to the Petition Date, the Debtors’ business was a sham. Some principals of the Debtors have admitted to using the Debtors to commit, among others, crimes of fraud and money laundering and have pled guilty to criminal charges in connection with such criminal activity. Other principals of the Debtors have been charged by the United States Department of Justice, acting through the Office of the United States Attorney for the Eastern District of Virginia, with crimes related to such activities. As of the date of this filing, at least one of these individuals has been found guilty. Although some mystery surrounds exactly when and how the Debtors became unable to continue their enterprise,

as of the Petition Date the Debtors apparently had no active management, very few hard assets, and were insolvent.

6. Soon after the Petition Date, the United States Trustee sought and obtained the appointment of a chapter 11 trustee. Thereafter, Mr. Marwil was elected Trustee by creditors of the Debtors.

7. As described in the summary of activities provided below and the time entries in Proskauer's invoice attached hereto, Proskauer has assisted the Trustee in administering the Estates in myriad ways.

8. At the time of Mr. Marwil's election as Trustee, the Estates held 27 Policies with an aggregate face value of approximately \$100 million. During the Application Period, Proskauer assisted the Trustee in obtaining Court approval to sell and consummating the sale to two Policies. Proskauer also has continued to assist the Trustee in his maintenance of the Policies, including by ensuring that premium payments are timely made.

9. Proskauer has also assisted the Trustee in his maintenance and pursuit of other assets of the Estates. Proskauer has continued to prosecute a lawsuit against principals and affiliates of the Debtors seeking millions of dollars of damages. Proskauer recently obtained a default judgment against one such defendant and anticipates filing on behalf of the Trustee pleadings to use such judgment to resolve collateral arbitration in which the Estates are involved that is pending in the state of Texas. Proskauer traditionally maintained constant communication with PCI regarding PCI's obligations to the Estates, both under outstanding and matured PCI bonds and under a settlement agreement between PCI and the Estates. Since the filing of Proskauer's last fee application, the principals of PCI were arrested and charged with various

counts of fraud and a receiver was appointed over PCI's assets. Proskauer has communicated with and provided information to this receiver.

10. Proskauer continues to work and communicate with the Trustee and the Department of Justice to ensure that assets of the Debtors' principals that have been seized by the United States government in connection with its prosecution of the Debtors' principals are turned over to victims of the Debtors, either by the United States government or using the Trustee and the Chapter 11 Cases as a distribution mechanism.

11. Proskauer anticipates filing a chapter 11 plan and related disclosure statement shortly after filing this Application.

III. Nature of Services Performed by Proskauer on Behalf of the Trustee

12. The professional services rendered by Proskauer at all times during the Chapter 11 Cases have required a high degree of professional competence and expertise, so that the numerous issues requiring evaluation and response by the Trustee could be addressed with skill and dispatch. The provision of such services, therefore, has required the expenditure of substantial time and effort. All fees and costs for which allowance is requested by Proskauer in this Application were reasonable and necessary and were performed on behalf of the Trustee, and not for or on behalf of any other person. Proskauer's invoice for professional services rendered to and expenses that Proskauer incurred on behalf of the Trustee during the Application Period is attached hereto as **Exhibit 1**.

13. During the Application Period, Proskauer tracked services rendered to the Trustee using the following categories:²

² During the Application Period, the timekeepers identified above and Proskauer timekeepers not identified in the Application expended several hours (with an aggregate value in excess of \$6,000.00) providing services to the Trustee in the categories identified above. In an exercise of billing discretion, Proskauer elected to voluntarily

CATEGORY	HOURS	FEES
General Case Administration	60.6	\$19,898.00
Asset Analysis & Recovery	206.8	\$30,061.00
Adversary Pleadings and Litigation	94.7	\$39,642.00
Plan and Disclosure Statement	7.4	\$4,912.00
Claims Administration and Objections	270.6	\$34,549.00
Fee and Employment Applications	54.4	\$19,731.00
Corporate and Tax Matters	20.9	\$5,046.00
Asset Disposition	25.6	\$10,746.50
Investor Communications	18.7	\$6,551.50
Third Party Litigation Responses	314.6	\$80,383.50
TOTAL	1,074.3	\$251,520.50

A. General Case Administration.

14. Proskauer expended 60.6 hours having a value of \$19,898.00 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) communicating with the Department of Justice, the Federal Bureau of Investigation, the office of the United States Attorney, the United States Postal Inspector, and other federal and state agencies regarding the Chapter 11 Cases and the Debtors’ prepetition activities; (b) preparing and maintaining in conjunction with Garden City Group (“GCG”, the Debtors’ notice and claims agent) contact, notice, service and other administrative lists; (c) attending status hearings on the Chapter 11 Cases; (d) communicating with the Trustee and others regarding administrative matters; (e) preparing monthly operating reports and quarterly reports required by the United States Trustee and this Court to administer the Chapter 11 Cases; and (e) researching, preparing, filing, serving (when more cost-effective than for GCG to do so) and/or presenting to the Court pleadings and other items that do not fall into a more specific category identified above. During the Application Period, Proskauer timekeepers analyzed how

remove these timekeepers or time entries from its invoices and reduce the amount requested in the Application by a corresponding amount.

to address in a chapter 11 plan investor claims that were originated using tax-qualified investment funds and how to balance the Estates' disclosure obligations with their obligations of confidentiality to investors and others. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEES
Jeff Marwil	3.8	\$3,401.00
Peter Marathas	1.3	\$799.50
Jeremy Stillings	3.1	\$1,860.00
Brandon Levitan	32.2	\$9,499.00
Shannon Wysocki	0.3	\$60.00
Melissa Hagan	19.9	\$4,278.50
TOTAL	60.6	\$19,898.00

B. Asset Analysis and Recovery.

15. Proskauer expended 206.8 hours having a value of \$30,061.00 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) continuing to review and analyze the Policies as to their enforceability, including specifically whether the Trustee has the ability to rescind certain Policies; (b) communicating with underwriters and co-owners of Policies and obtaining medical and related information on insureds under the Policies; (c) communicating and corresponding with insurance carriers that issued Policies regarding the status of the Policies and premium payments due under such Policies; and (d) analyzing and researching potential claims and causes of action for the benefit of the Estates and creditors of the Estates. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEES
Jeff Marwil	1.6	\$1,432.00
Marc Rosenthal	2.0	\$1,230.00
Jeremy Stillings	0.6	\$360.00
Brandon Levitan	37.1	\$10,944.50
Melissa Hagan	3.1	\$666.50
Cassandra Boyd	162.4	\$15,428.00
TOTAL	206.8	\$30,061.00

C. Adversary Proceedings and Litigation.

16. Proskauer expended 94.7 hours having a value of \$39,642.00 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) reviewing and analyzing discovery materials produced by the Johnson Trent law firm, John and Laura Spalding, Bayou City Escrow and others; (b) resolving disputes with such parties regarding the scope and completeness of their production; (c) reviewing and redacting materials responsive to discovery requests from Johnson Trent, Christian Allmendinger and others; (d) responding to a subpoena served by criminal counsel to Christian Allmendinger; (e) continuing to prosecute an adversary complaint against former principals of the Debtors, including communications with counsel to Christian Allmendinger; (f) reviewing and circulating information regarding the criminal prosecution of former principals of the Debtors and others; and (g) prosecuting a motion for default judgment against Life Funds LP, including appearing in court and drafting pleadings regarding many of the foregoing. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEES
Marc Rosenthal	5.2	\$3,198.00
Jeremy Stillings	26.3	\$15,780.00
Catherine Spector	22.4	\$10,192.00
Brandon Levitan	17.0	\$5,015.00
Neil Aggarwal	5.0	\$1,475.00
Cassandra Boyd	0.5	\$47.50
Melissa Hagan	18.3	\$3,934.50
TOTAL	94.7	\$39,642.00

D. Plan and Disclosure Statement.

17. During the Application Period, attorneys Marwil (1.6 hrs.) and Stillings (5.8 hrs.) expended 7.4 hours having a value of \$4,912.00 developing a plan of liquidation for the Chapter 11 Cases. These activities included, among other things, the following: (a) determining the concept of the plan; (b) drafting the plan; (c) addressing how to preserve any tax benefits attributable to investor funds under the plan; and (d) discussing plan concepts with counsel to a group of investors active in the Chapter 11 Cases.

E. Claims Administration and Objections.

18. Proskauer expended 270.6 hours having a value of \$34,549.00 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) continuing to conduct a comprehensive review and analysis of all claims filed in and scheduled against the Estates; (b) corresponding with certain claimants regarding proposed revisions to their claim amounts; (c) preparing and accepting from claimants stipulations revising the amounts of claims; (d) communicating with investors and others regarding the status of the claims register and other claims related issues; and (e) preparing pleadings to present to the Court agreements regarding claims executed with individual creditors of the Estates. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for

services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEES
Jeremy Stillings	1.2	\$720.00
Brandon Levitan	40.7	\$12,006.50
Cassandra Boyd	227.9	\$21,650.50
Melissa Hagan	0.8	\$172.00
TOTAL	270.6	\$34,549.00

F. Fee and Employment Applications.

19. Proskauer expended 54.4 hours having a value of \$19,731.00 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) assisting in the preparation and presentation of the fee application of Lewis and Ellis (actuarial accountant to the Estates); (b) preparing, serving and filing Proskauer’s second interim fee application and amendment to such application (approximately 19 hours of time and \$6,500 in fees); (c) addressing requests for reimbursement of expenses from Melville Capital (sales broker to the Estates) in accordance with its retention order; (d) negotiating and drafting engagement agreements for a tax preparer and asset investigator for the Estates; and (e) prosecuting such applications. Time related to the preparation of this Application will appear on future Proskauer applications. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEES
Jeff Marwil	1.2	\$1,074.00
Jeremy Stillings	13.4	\$8,040.00
Grayson Walter	1.3	\$650.00
Brandon Levitan	22.0	\$6,490.00
Shannon Wysocki	4.7	\$940.00
Melissa Hagan	11.8	\$2,537.00
TOTAL	54.4	\$19,731.00

G. Corporate and Tax Matters.

20. Proskauer expended 20.9 hours having a value of \$5,046.00 in connection with this category. During the Application Period, Proskauer investigated tax returns historically filed by the Estates, reviewed related documents, and consulted with an accountant engaged by the Trustee regarding filing tax returns. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEEES
Jeff Marwil	0.4	\$358.00
Jeremy Stillings	0.5	\$300.00
Brandon Levitan	1.1	\$324.50
Melissa Hagan	18.9	\$4,063.50
TOTAL	20.9	\$5,046.00

H. Asset Disposition.

21. Proskauer expended 25.6 hours having a value of \$10,746.50 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) reviewing and analyzing offers to purchase Policies and related information and analyses provided by Melville; (b) successfully prosecuting the contested sale of two Policies; and (c) consummating the sale and transfer of such Policies, which included correspondence with the underwriting insurance company, the buyer and others. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEEES
Jeff Marwil	2.3	\$2,058.50
Catherine Spector	0.5	\$227.50
Jeremy Stillings	2.9	\$1,740.00
Walter Grayson	6.0	\$3,000.00
Brandon Levitan	12.0	\$3,540.00
Cassandra Boyd	1.9	\$180.50
TOTAL	25.6	\$10,746.50

I. Investor Communications.

22. Proskauer expended 18.7 hours having a value of \$6,551.50 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) responding directly to inquiries of investors and their attorneys; (b) coordinating and communicating with GCG regarding responses to investor inquiries; and (c) drafting and releasing updates to the website maintained by GCG for the benefit of investors and others. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEEES
Jeff Marwil	0.5	\$447.50
Jeremy Stillings	3.0	\$1,800.00
Brandon Levitan	14.3	\$4,218.50
Cassandra Boyd	0.9	\$85.50
TOTAL	18.7	\$6,551.50

J. Third Party Discovery Responses.

23. Proskauer expended 314.6 hours having a value of \$80,383.50 in connection with this category. Services rendered by Proskauer in this category include, among other things, the following: (a) reviewing documents responsive to discovery requests of Johnson Trent, FINRA and others for (i) privilege and (ii) confidential and HIPAA-sensitive information (and redacting

such information or withholding such documents from production); (b) responding to such discovery requests with production of documents and written responses, which included objections to the breadth and scope of such requests; (c) resolving such disputes; and (d) otherwise communicating with the Johnson Trent law firm and others regarding the foregoing. The following chart summarizes the total amount of time entered by each Proskauer timekeeper for services rendered in this billing category during the Application Period, as well as the corresponding dollar value of those services:

TIMEKEEPER	HOURS	FEES
Jeff Marwil	0.9	\$805.50
Marc Rosenthal	4.5	\$2,767.50
Catherine Spector	1.4	\$637.00
Jeremy Stillings	3.9	\$2,340.00
Neil Aggarwal	33.3	\$9,823.50
Brandon Levitan	82.3	\$24,278.50
Cassandra Boyd	0.3	\$28.50
Shannon Wysocki	47.8	\$9,560.00
Melissa Hagan	140.2	\$30,143.00
TOTAL	314.6	\$80,383.50

IV. Expenses Incurred by Proskauer Related to Services Provided

24. The actual and necessary amounts expended by Proskauer during the Application Period are detailed in the invoice attached to the Application. During the Application Period, Proskauer incurred expenses³ related to the Chapter 11 Cases in a total amount of \$1,656.51, as follows:

³ During the Application Period, Proskauer also incurred expenses for which it generally seeks reimbursement, but for which it does not seek reimbursement here. These expenses may include, without limitation, Word Processing, Proofreading, online legal research and facsimile charges. Proskauer typically seeks and obtains reimbursement from its clients for these types of expenses, but is not seeking reimbursement of these expenses from the Estates.

TYPE OF EXPENSE	AMOUNT DISBURSED
Reproduction Costs and Services	\$232.10
Litigation Support	\$7.04
Long Distance Telephone	\$28.59
Postage	\$207.80
Messenger Delivery	\$272.45
Court Reporting	\$48.00
Outside Reproduction	\$860.53
TOTAL	\$1,656.51

A. Reproduction Costs and Services. In order to properly attribute in-house photocopies to each client, Proskauer maintains a record of copy charges made through a computerized system. This procedure requires the operator to key in a client's code number on a keypad attached to the copier. In this fashion, the copies are not considered "overhead," the cost of these copies is not factored into Proskauer's hourly rates, and clients are therefore not expected to pay for copies made on behalf of other clients. The cost charged for Proskauer's in-house duplication is ten cents (\$0.10) per copy. Where a large copy job may be conducted more efficiently by an outside copying service, such a service is used and identified above and in Proskauer's invoices as **Outside Reproduction**. All copying and reproduction charges were necessary to the proper representation of the Trustee in the Chapter 11 Cases.

B. Long Distance Telephone. Proskauer does not charge its clients for local telephone usage. Proskauer maintains a record of long distance telephone calls made through a system whereby the caller must assign each long distance call to a client number. Proskauer makes no profit on long distance telephone expenses.

C. Postage. Although the Estates have retained, and the Trustee and Proskauer often use, the services of GCG as notice and claims agent, Proskauer provided notice of hearings and served other documents itself when doing so was more cost effective than employing the use of GCG's notice and service team. Proskauer also sent myriad correspondence, including

correspondence to insurance carriers and others, during the Application Period. Most such documents were mailed by Proskauer using First Class United States Mail (as opposed to courier or special messenger services where appropriate, as described below).

D. Messenger Delivery. The exigency of certain situations and/or the need to securely deliver transaction or other documents occasionally required the use of air courier delivery or service company services to parties located outside of the Chicago metropolitan area and the use of messenger services or service company services to parties located within the Chicago metropolitan area. These charges were necessary to the proper representation of the Trustee, and were used sparingly.

V. Reasonableness of Fees and Disbursements

25. The amounts requested herein are fair and reasonable under section 330 of the Bankruptcy Code due to: (a) the complexity of the Chapter 11 Cases and the issues involved therein; (b) the time Proskauer expended on the Chapter 11 Cases; (c) the nature and extent of services rendered; (d) the value of services that Proskauer actually provided to the Trustee; and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

26. Proskauer has attempted to avoid having multiple attorneys appear or convene on behalf of the Trustee. Multiple representation occurred only when the circumstances required more than one attorney participate in Proskauer's representation of the Trustee due to the volume of activity, the complexity or importance of an issue, or where continuity of representation had to be maintained. Multiple representation in analogous circumstances has been approved. See Berberena v. Coler, 753 F.2d 629 (7th Cir. 1985).

27. Given the nature and quality of the services rendered, the time constraints imposed on Proskauer, the interests at stake, the amounts involved, the responsibility assumed by

Proskauer, the preclusion of working on other matters given the time expended on these cases, and the experience, ability, and standing of the attorneys involved, the interim compensation requested for legal services rendered during the Application Period is a reasonable amount that should be allowed in full. Likewise, the amount of out-of-pocket expenses incurred during the Application Period is a reasonable amount that should be allowed in full.

VI. Notice

28. Proskauer has served this Application upon: (a) the Office of the United States Trustee; and (b) all parties that have requested service in the Chapter 11 Cases. Proskauer also has posted this Application to the website dedicated to the Chapter 11 Cases maintained by GCG.

VII. Conclusion

29. No agreement exists between Proskauer and any third person for the sharing of compensation received by Proskauer in these cases, except as allowed by the exception set forth in section 504 of the Bankruptcy Code and Bankruptcy Rule 2016 with respect to the sharing of compensation among partners of Proskauer.

30. During the Application Period, Proskauer timekeepers have devoted no less than 1,074.3 hours to represent the Trustee as described in paragraphs 14 through 23 above and the detailed invoice attached hereto. In so doing, Proskauer has provided the Trustee with actual and necessary legal services worth a total of no less than \$251,520.50 and has incurred expenses totaling no less than \$1,656.51.

31. Copies of Proskauer's invoice reflecting the time recorded for services provided in the Application Period, organized in project billing categories, and expenses incurred in the Application Period are attached hereto as **Exhibit 1**.

WHEREFORE, Proskauer respectfully requests that this Court enter an order:

A. Granting interim allowance of compensation in favor of Proskauer in the amount of \$251,520.50 for the actual, necessary, and reasonable professional services rendered on behalf of the Trustee during the Application Period;

B. Granting interim allowance of reimbursement of expenses in favor of Proskauer in the amount of \$1,656.51 for actual, necessary, and reasonable expenses incurred on behalf of the Trustee during the Application Period;

C. Authorizing the Trustee to pay to Proskauer from assets of the Estates \$202,872.91, which amount represents eighty percent (80%) of the interim fees requested hereby and 100% of the interim expenses requested hereby, and further authorizing the Trustee to make such payment to Proskauer from cash held by accounts of the Estates maintained by the Trustee; and

D. Granting such other and further relief as the Court deems equitable and just.

Dated: April 15, 2011

Respectfully submitted,

/s/ Jeremy T. Stillings

Jeremy T. Stillings (ARDC# 06279868)
PROSKAUER ROSE LLP
70 West Madison, Suite 3800
Chicago, Illinois 60602-4342
(312) 962-3550, (312) 962-3551 (Fax)

Counsel to the Trustee

EXHIBIT 1

Proskauer's Invoice for Application Period

attached hereto.

JEFF J. MARWIL, A&O LIFE TRUSTEE
70 WEST MADISON STREET
CHICAGO, IL 60630

111500431
April 11, 2011

PROSKAUER ROSE LLP 1585 Broadway
New York, NY 10036-8299 Employer identification No. 13-1840454

CLIENT NAME: MARWIL, JEFF J., A&O LIFE TRUSTEE

FOR LEGAL SERVICES RENDERED
for the period ending February 28, 2011 as set forth
in the attached printout.

Fees: \$251,520.50

Out-of-pocket disbursements and other miscellaneous
charges posted through February 28, 2011 1,656.52

TOTAL THIS BILL **\$253,177.02**

FOR YOUR CONVENIENCE YOU MAY WIRE PAYMENT TO:
CITIBANK, N.A., 111 WALL STREET, NEW YORK NY 10005
ACCOUNT NO. 02838341
ABA NO. 021-000089

PROSKAUER ROSE LLP
 MARWIL, JEFF J., A&O LIFE TRUSTEE

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MATTER NAME: GENERAL CASE ADMINISTRATION
MATTER NUMBER: 51043.0001

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/2010	STILLINGS, JEREMY T.	Attend status hearing on chapter 11 cases.	.40	240.00
12/01/2010	WYSOCKI, SHANNON	Discuss treatment of returned mail re Trustee Inayah Smith with B. Levitan.	.10	20.00
12/01/2010	LEVITAN, BRANDON W.	Assess status of life insurance policy buyer's request for information from John Hancock Life Insurance Company as well as what efforts had been made to obtain such information thus far (.4); e-mail J. Stillings re raising issues directly with John Hancock Life Insurance Company's counsel (.1); meet with J. Stillings re Life Funds policy administration (.3).	.80	236.00
12/02/2010	LEVITAN, BRANDON W.	Meet with J. Stillings and discuss transition of responsibilities in Life Funds.	1.00	295.00
12/20/2010	LEVITAN, BRANDON W.	Prepare November operating reports (2.0); meet with M. Reetz to discuss unknown wire transfer out of Life Funds account (.1).	2.10	619.50
12/21/2010	LEVITAN, BRANDON W.	E-mail Garden City to correct error on website.	.10	29.50
12/28/2010	MARWIL, JEFF J.	General case update call with J. Stillings to review all outstanding matters, including status of adversary proceedings.	.20	179.00
01/03/2011	MARWIL, JEFF J.	Case status conference with J. Stillings re plan, claims reconciliation process, PCI and US Government (.3); related e-mails with PCI principal and others re same (.2).	.50	447.50
01/04/2011	MARWIL, JEFF J.	Conference call with AUSA re status on criminal cases, distribution of proceeds of seized assets and coordination of same.	.50	447.50
01/04/2011	LEVITAN, BRANDON W.	Retrieve information required for correcting monthly operating report draft to account for bank error and begin revision.	.20	59.00
01/05/2011	LEVITAN, BRANDON W.	Continue to revise November operating reports and confirm receipt of bank credit for errors.	2.30	678.50
01/06/2011	HAGAN, MELISSA	Assist B. Levitan with drafting of November operating reports for A&O entities.	.70	150.50

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MARWIL, JEFF J., A&O LIFE TRUSTEE

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/2011	LEVITAN, BRANDON W.	Finish drafting revised November operating reports.	.80	236.00
01/14/2011	LEVITAN, BRANDON W.	Revise November operating reports to incorporate additional correction for bank error regarding wire transfer fee (1.3); draft December operating reports (1.8).	3.10	914.50
01/18/2011	STILLINGS, JEREMY T.	Review and revise November monthly operating reports (.1); office conference with B. Levitan re same (.1).	.20	120.00
01/18/2011	LEVITAN, BRANDON W.	E-mail Garden City Group re website update (.2); file December operating report (.2).	.40	118.00
01/19/2011	STILLINGS, JEREMY T.	Draft and forward for posting to web site announcement re Allmendinger answer to complaint (.1); review press release from Department of Justice re indictment of PCI and arrests of principals (.1); forward same to Trustee and working group and draft and forward for posting on web site announcement re same (0.2).	.40	240.00
01/19/2011	LEVITAN, BRANDON W.	Continue work on December operating reports (1.4); Finish November operating reports and file (2.5).	3.90	1150.50
01/20/2011	MARWIL, JEFF J.	Office conference with J. Stillings on status of PCI, chapter 11 plan structure, investor inquiries, pending litigation status and strategy.	.70	626.50
01/20/2011	WYSOCKI, SHANNON	Assist M. Hagan with location of December 22, 2010 hearing transcript per J. Stilling's request.	.20	40.00
01/20/2011	HAGAN, MELISSA	Meet with B. Levitan to draft and file December operating reports (1.5); meet with J. Stillings re 12/22 hearing (.3); work with court to obtain transcripts of same (2.).	2.00	430.00
01/20/2011	LEVITAN, BRANDON W.	Update the website with notice of new filings.	.30	88.50
01/27/2011	LEVITAN, BRANDON W.	Continue research re privacy and confidentiality obligations of A&O including the following tasks: gathering and reviewing life insurance policy assignment agreements, and reviewing privacy policies as set forth in various investor documents.	5.30	1563.50
01/30/2011	LEVITAN, BRANDON W.	Research privacy and confidentiality obligations of A&O.	1.00	295.00
01/31/2011	MARWIL, JEFF J.	Telephone conference with J. Stillings re tax return preparation/retention of accountant, servicer expense for	.20	179.00

PROSKAUER ROSE LLP

MARWIL, JEFF J., A&O LIFE TRUSTEE

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/31/2011	LEVITAN, BRANDON W.	policies. Draft summary of research re privacy and confidentiality obligations of A&O, and send to J. Stillings.	1.10	324.50
02/03/2011	MARATHAS, JR., PETER J.	Review bankruptcy/IRA issues re proper claimant when personal IRA funds invested and send e-mail to B. Levitan discussing same.	1.30	799.50
02/03/2011	LEVITAN, BRANDON W.	E-mail J. Stillings re P. Marathas's research on ERISA issue relating to investor distributions.	.20	59.00
02/07/2011	STILLINGS, JEREMY T.	E-mail to T. Jones of Insurance Security Services re PCI (.2); generate informal status report for discussion re same with J. Marwil (.2); office conference with J. Marwil and B. Levitan re all open issues (.6).	1.00	600.00
02/07/2011	LEVITAN, BRANDON W.	Meet with J. Stillings re compiling list of open items (.5); meet with J. Stillings and J. Marwil re open items (.8).	1.30	383.50
02/08/2011	MARWIL, JEFF J.	Telephone conferences and e-mails with J. Stillings re PCI receivership appointment and position on expected receiver request/demands.	.50	447.50
02/08/2011	STILLINGS, JEREMY T.	Telephone conference with J. Brannon, receiver to PCI receivership estate.	.20	120.00
02/08/2011	HAGAN, MELISSA	Meetings with B. Levitan re US Trustee 4th Quarter Fee Statement (.5); draft documents re same (2.0).	2.50	537.50
02/08/2011	LEVITAN, BRANDON W.	Research rescission for J. Stillings and draft summary.	.20	59.00
02/09/2011	STILLINGS, JEREMY T.	Telephone conferences with J. Brannon re PCI receivership background and information request (.3); telephone conference with J. Marwil re same (.1).	.40	240.00
02/09/2011	HAGAN, MELISSA	Draft 4th Quarter US Trustee's fee applications.	1.00	215.00
02/10/2011	HAGAN, MELISSA	Per B. Levitan and J. Stillings, revise and file 4th Quarter US Trustee's fee applications.	1.00	215.00
02/10/2011	LEVITAN, BRANDON W.	Contact U.S. Trustee's Office re quarterly fees (.1); compile summary of accrued and projected expenses (2.0).	2.10	619.50
02/11/2011	STILLINGS, JEREMY T.	Telephone conference with R. Wakefield at US Trustee's office re Dodd Frank Act and Bank of America request to move accounts to non-interest bearing account (.2); telephone conferences with Bank of America re	.50	300.00

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MARWIL, JEFF J., A&O LIFE TRUSTEE

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		same (.2); review letter re same and forward to J. Marwil (.1).		
02/11/2011	LEVITAN, BRANDON W.	Draft website update re filing of US Trustee's quarterly fee statements.	.10	29.50
02/14/2011	MARWIL, JEFF J.	Telephone conference with J. Stillings re upcoming hearings schedule (.2); consider and analyze premium payment due on policy 2605 (.2); review motion for default judgment (.3).	.70	626.50
02/15/2011	HAGAN, MELISSA	Draft January operating reports (1.5); draft e-mail regarding reinstatement of various A&O entities to CT Corporation (.5)	2.00	430.00
02/16/2011	HAGAN, MELISSA	Meet with B. Levitan re January operating reports (.5); draft same (2.2).	2.70	580.50
02/16/2011	LEVITAN, BRANDON W.	Meet with M. Hagan re filing monthly operating reports.	.40	118.00
02/17/2011	HAGAN, MELISSA	Conference with Chip at US Trustee's office re delinquency notices and interest payments (.3); draft e-mail re same to B. Levitan (.1); draft January operating reports (4.2).	4.60	989.00
02/17/2011	LEVITAN, BRANDON W.	Meet with M. Hagan re monthly operating reports (2.0); e-mail J. Stillings re issues pertaining to investor claims (.2).	2.20	649.00
02/18/2011	HAGAN, MELISSA	Meetings with B. Levitan to review and comment on January operating reports (1.0); meet with B. Levitan and J. Stillings re same (.9); file January operating reports (1.5).	3.40	731.00
02/18/2011	LEVITAN, BRANDON W.	Draft update for Trustee's website.	.30	88.50
02/28/2011	MARWIL, JEFF J.	Attention to issues re policy 8622 including analysis of ability to rescind same (.3); conference with C. Boyd and J. Stillings re same (.2).	.50	447.50
02/28/2011	LEVITAN, BRANDON W.	Conduct research re ability to avoid alleged security interests under a plan versus an adversary proceeding.	3.00	885.00

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	3.80	895.00	3,401.00
MARATHAS, JR., PETER J.	1.30	615.00	799.50
TOTAL FOR PARTNER	5.10		4,200.50
STILLINGS, JEREMY T.	3.10	600.00	1,860.00
LEVITAN, BRANDON W.	32.20	295.00	9,499.00

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MARWIL, JEFF J., A&O LIFE TRUSTEE

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TOTAL FOR ASSOCIATE	35.30		11,359.00
WYSOCKI, SHANNON	.30	200.00	60.00
HAGAN, MELISSA	19.90	215.00	4,278.50
TOTAL FOR LEGAL ASSISTANT	20.20		4,338.50
MATTER TOTAL	60.60		19,898.00

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 MARWIL, JEFF J., A&O LIFE TRUSTEE

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MATTER NAME: ASSET ANALYSIS & RECOVERY
MATTER NUMBER: 51043.0002

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/2010	BOYD, CASSAUNDRA	Teleconference with J. Blau of Melville Capital re illustration and verification of coverage request on John Hancock policy 2937 (.1); distribute documents to J. Blau of Melville Capital re illustration and verification of coverage request on John Hancock policy 2937 (.1); teleconference to T. Yoffe of John Hancock re illustration and verification of coverage request on John Hancock policy 2937 (.1).	.30	28.50
12/01/2010	ROSENTHAL, MARC E.	Conference with counsel for Johnson Trust regarding outstanding discovery and background.	1.00	615.00
12/03/2010	BOYD, CASSAUNDRA	Draft and distribute correspondence to T. Yoffe re illustration and verification of coverage requests on John Hancock policy 2937 (.5); office conferences with B. Levitan re status, background, and information requests on American General policy 937L and John Hancock policy 2937 (.8); draft and distribute correspondence to J. Stillings and R. Stark re freeze, illustration, and verification of coverage on John Hancock policy 2937 (.2).	1.50	142.50
12/07/2010	BOYD, CASSAUNDRA	Teleconference with Mass Mutual Life Hub re status of requests for information (.2); teleconference to C. Hartung re request for information on Mass Mutual policy 5165 (.1); teleconference with J. Van Zweeden re information requests on John Hancock policy 2937 (.2); office conferences with B. Levitan re information requests and background on John Hancock policy 2937 and American General policy 937L (.5); draft and distribute correspondence to T. Yoffe re freeze status, information requests, and policy status of John Hancock policy 2937 (.3); teleconference to T. Yoffe of John Hancock re freeze of policy 2937 (.1).	1.40	133.00
12/08/2010	BOYD,	Teleconferences to T. Yoffe re freeze	1.30	123.50

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 MARWIL, JEFF J., A&O LIFE TRUSTEE

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	CASSAUNDRA	on John Hancock policy 2937 (.3); draft and distribute correspondence to J. Marwil re freeze and status of John Hancock policy 2937 (.5); draft and distribute letter to T. Yoffe of John Hancock re freeze on John Hancock policy 2937 (.3); draft and distribute correspondence to P. McBryde of Lincoln re value and in force confirmation on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.2).		
12/09/2010	BOYD, CASSAUNDRA	Teleconference with C. Hartung of Mass Mutual re assignment on policy 5165 (.2); teleconferences to T. Yoffe of John Hancock re freeze on policy 2937 (.2); teleconference to J. Van Zweeden re information requests on John Hancock policy 2937 (.2); draft and distribute correspondence to J. Van Zweeden and B. Levitan re status of John Hancock policy 2937 (.3).	.90	85.50
12/13/2010	BOYD, CASSAUNDRA	Review, organize, and file correspondence on Lincoln policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, 6282, John Hancock policy 9674, and Mass Mutual policy 5165.	6.50	617.50
12/17/2010	STILLINGS, JEREMY T.	E-mail with M. Dry and J. Marwil re strategy to recover assets.	.10	60.00
12/22/2010	BOYD, CASSAUNDRA	Teleconference to T. Yoffe of John Hancock re change form submission on policy 2937 (.1); draft and distribute correspondence to T. Yoffe of John Hancock re change form submission on policy 2937 (.1).	.20	19.00
12/23/2010	BOYD, CASSAUNDRA	Draft and distribute correspondence to J. Van Zweeden, B. Levitan, and G. Walter re change forms submission on John Hancock policy 2937.	.10	9.50
12/27/2010	BOYD, CASSAUNDRA	Teleconference to John Hancock re status of ownership change form recording on policy 2937 (.2); draft and distribute correspondence to T. Yoffe of John Hancock re status of ownership change form recording on policy 2937 (.1).	.30	28.50
12/28/2010	BOYD, CASSAUNDRA	Index, organize, and file policy files correspondence on Lincoln policy 2406, 0058, 8112, 1244, 1385, 2294, 6282 (2.5); index, organize, and file policy files correspondence on John Hancock 9674, 7681, and 2937 (.7);	4.20	399.00

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 MARWIL, JEFF J., A&O LIFE TRUSTEE

April 11, 2011
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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/03/2011	BOYD, CASSAUNDRA	index, organize, and file policy files correspondence on Transamerica policy 4439, 4440, and 1812 (.7); index, organize, and file policy files correspondence on Prudential policy 8732 (.3). Revise policy status spreadsheet (1.7); teleconference to Prudential re values on policy 8732 (.2); teleconferences to ING re values and address change on policy 8622 (.4); draft and distribute correspondence to P. McBryde re value and status of Lincoln policy 2406, 0058, 8112, 2605, 1244, 1385, 2294 and 6282 (.2); draft and distribute correspondence to P. Murphy re value and status of Pacific Life policy 2870, 9750, 2390, and 2400 (.2); teleconference with J. Van Zweeden of Melville Capital re status of recording of change of ownership on John Hancock policy 2937 (.1); teleconference to T. Yoffe of John Hancock re status of recording of change of ownership on John Hancock policy 2937 (.1).	2.90	275.50
01/03/2011	LEVITAN, BRANDON W.	Research potential legal basis for liability of parties potentially involved in A&O operations.	3.60	1062.00
01/04/2011	BOYD, CASSAUNDRA	Draft letter to ING re address change recording on policy 8622 (.5); revise policy settlement status spreadsheet (.8).	1.30	123.50
01/05/2011	BOYD, CASSAUNDRA	Teleconference to T. Yoffe of John Hancock re status of change form recording on policy 2937 (.1); draft and distribute correspondence to Sun Life re authorizations and policy values on policy 8584 (.3); review and analyze policy correspondence file re John Hancock policy 2937 (1.1).	1.50	142.50
01/05/2011	ROSENTHAL, MARC E.	Conferences and correspondence with Met Life regarding policy 3296.	.60	369.00
01/05/2011	LEVITAN, BRANDON W.	Continue research re escrow agent liability and related causes of action that Trustee may bring.	3.10	914.50
01/06/2011	BOYD, CASSAUNDRA	Revise policy settlement status spreadsheet.	1.50	142.50
01/06/2011	LEVITAN, BRANDON W.	Continue research on theories of liability for escrow agents.	4.80	1416.00
01/07/2011	LEVITAN, BRANDON W.	Continue research re escrow liability.	6.40	1888.00

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MARWIL, JEFF J., A&O LIFE TRUSTEE

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/09/2011	LEVITAN, BRANDON W.	Continue research re escrow liability.	3.00	885.00
01/10/2011	LEVITAN, BRANDON W.	Draft memo regarding potential claims that Trustee may bring against parties involved in A&O operations.	4.30	1268.50
01/11/2011	BOYD, CASSAUNDRA	Teleconference to T. Yoffe of John Hancock re status of change form recording on policy 2937 (.1); teleconferences with John Hancock customer service re status of change form recording on policy 2937 (.4); teleconference with J. Van Zweeden of Melville Capital re status of change form recording on policy 2937 (.1).	.60	57.00
01/11/2011	LEVITAN, BRANDON W.	Continue to prepare memo re potential sources of liability for parties involved in A&O operations.	6.00	1770.00
01/12/2011	LEVITAN, BRANDON W.	Continue to draft memo re sources of liability for parties involved in A&O operations.	4.00	1180.00
01/13/2011	LEVITAN, BRANDON W.	Continue to draft memo re liability of parties involved in A&O operations.	1.90	560.50
01/18/2011	BOYD, CASSAUNDRA	Assemble documents for review re Prudential policy 8732 (1.8); teleconferences to Prudential customer service re illustration and document requests on policy 8732 (.3); teleconferences to A. Pompey of Prudential customer relations re illustration and document requests on policy 8732 (.2); review and analyze policy files correspondence re Prudential policy 8732 (2.5); teleconferences with J. Van Zweeden re medical records and release forms on insured on Prudential policy 8732 (.2); draft and revise memorandum re terms of Provident Capital Bond on Prudential policy 8732 (3.0).	8.00	760.00
01/19/2011	BOYD, CASSAUNDRA	Review, organize and file policy files correspondence on Lincoln policies 2406, 0058, 8112, 2605, 1244, 1385, 2294, 6282, and Transamerica policies 4439, 4440, and 1812 (5.0); teleconference to J. Van Zweeden re Larner bond mortality tracker report (.1); teleconference to A. Pompey of Prudential re submission of information requests on policy 8732 (.1); draft and distribute letter requesting information on Larner policy to A. Pompey of Prudential (.8);	9.00	855.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/20/2011	BOYD, CASSAUNDRA	review and analyze Prudential policy files correspondence re policy 8732 (3.0). Teleconference with ING customer service re records change on policy 8622 (.5); assemble documents for review re records change on policy 8622 (.2); review, revise, and analyze historical illustrations on Transamerica policy 1812, 4439, 4440, 4441, and 4442 (3.8); review, revise, and analyze historical illustrations on Lincoln policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (3.0).	7.50	712.50
01/24/2011	MARWIL, JEFF J.	Analyze premium payment requests and analysis of lapse versus payment.	.30	268.50
01/24/2011	BOYD, CASSAUNDRA	Assemble documents for review re payment on Lincoln policy 1244 (.2); assemble documents for review re payment on Lincoln policy 1385 (.2); draft letter to Lincoln National Premium Payment Unit re payment on Lincoln policy 1244 (.2); draft letter to Lincoln National Premium Payment Unit re payment on Lincoln policy 1385 (.2); teleconference to A. Pompey of Prudential re information requests on policy 8732 (.2); review and revise A&O policy settlement status spreadsheet (1.8); draft and distribute correspondence to S. Bohnam of West Coast Protective Life re status of policy 1379 (.2); review and analyze Pacific Life policy 2870 (.5); review and analyze Pacific Life policy 9750 (.5); review and analyze Pacific Life policy 2390 (.5); review and analyze Pacific Life policy 2400 (.4).	4.90	465.50
01/25/2011	BOYD, CASSAUNDRA	Assemble information for review re premium payment schedule on Lincoln policies 1385 and 1244 (.5); review and analyze premium payment and policy status information on Lincoln policies 1385 and 1244 (.5); draft correspondence to J. Marwil and J. Stillings re premium payments and status of Lincoln policies 1385 and 1244 (.5).	1.50	142.50
01/26/2011	BOYD, CASSAUNDRA	Teleconference with Sun Life Financial re policy values and beneficiary information on policy 8584	3.20	304.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		(.3); teleconference to ING Security Life of Denver re values and recorded addresses on policy 8622 (.2); revise letter to Lincoln National re payment on policy 1385 (.1); revise letter to Lincoln National re payment on policy 1244 (.1); review, organize, and file correspondence re Lincoln policy 6282, 2406, 0058, 2294, 1385, 8112, 2605, and 1244 (.8); review, organize, and file correspondence re Pacific Life policy 2870, 2390, 2400, and 9750 (.5); review, organize, and file correspondence re John Hancock policy 9674, 7681, and 2937 (.5); review, organize, and file correspondence re Transamerica policy 4439, 4440, 9453, and 1812 (.5); review, organize, and file correspondence re MetLife policy 3296 (.2).		
01/27/2011	BOYD, CASSAUNDRA	Teleconference with Prudential customer service re request for updated values and status of policy 8732 (.4); teleconference to P. McBryde of Lincoln Financial re grace letter and values on policy 8112 (.2); teleconference with John Hancock customer service re values and status of policy 9674 (.2); teleconferences with ING Security Life of Denver customer service re values and status of address and records changes on policy 8622 (.3); teleconference with Mass Mutual customer service re values and status of policy 5165 (.2); review and analyze historical in force illustrations on Lincoln policy 8112 (.5); assemble documents for review re John Hancock policy 9674 (.5); review and analyze policy status information on Lincoln policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, 6282, and 8584 (1.8); review and analyze policy status information on West Coast policy 1379 (.5); review and analyze policy status information on John Hancock policy 9674 (.5); review and revise A&O policy settlement status spreadsheet (1.9).	7.00	665.00
01/28/2011	BOYD, CASSAUNDRA	Teleconference to ING Security Life of Denver customer service re status of	8.00	760.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		records changes on policy 8622 (.2); draft letter to Mass Mutual re duplicate policy request after removal of assignee on policy 5165 (.2); review and analyze historical in force illustrations and correspondence on Lincoln policy 8112 (2.3); review, analyze, and revise A&O policy settlement status spreadsheet (1.5); draft and distribute correspondence to A. McKeand of Gibbs & Bruns re request for Transamerica updated in force illustrations on policy 1812, 4439, 4440, 4441, and 4442 (.8); assemble documents for review re Lincoln secured server value and status correspondence on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (1.8); review, analyze, and draft notes regarding policy status, grace and lapse provisions, grace letter, and anticipated lapse dates on Lincoln policy 8112 (1.2).		
01/31/2011	BOYD, CASSAUNDRA	Teleconference with ING customer service re status of records changes on policy 1622 (.3); review and analyze policy status, correspondence, and values information on ING policy 1622, Pacific Life policy 2870, 9750, 2390, 2400, Transamerica policy 4439, 4440, 4441, 4442, 4443, 1812, Mass Mutual policy 5165, and National Life policy 4882 (2.0); draft February 2011 policy status spreadsheet (1.2).	3.50	332.50
02/01/2011	BOYD, CASSAUNDRA	Review and analyze correspondence from Prudential customer relations unit re policy statement, updated illustrations, historical ownership change documents, and premium schedules on policy 8732 (2.0); assemble, review, analyze, and file correspondence and policy status information on ING policy 1622 (.3); assemble, review, analyze, and file correspondence and policy status information on Pacific Life policy 2870, 9750, 2390, 2400 (.5); assemble, review, analyze, and file correspondence and policy status information on Transamerica policy 4439, 4440, 4441, 4442, 4443, 1812 (.5); assemble, review, analyze, and	5.00	475.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		file correspondence and policy status information on Mass Mutual policy 5165 (.2); assemble, review, analyze, and file correspondence and policy status information on National Life policy 4882 (.3); assemble, review, analyze, and file correspondence and policy status information on West Coast policy 1379 (.5); review and analyze historical correspondence and illustrations on John Hancock policy 9674 (.7).		
02/02/2011	STILLINGS, JEREMY T.	Contact potential servicers for Life settlements to obtain updated estimates for servicing.	.30	180.00
02/03/2011	BOYD, CASSAUNDRA	Teleconference with ING customer service re values and status of policy 8622 (.3); teleconference with ING compliance department re address changes on policy 8622 (.2); teleconference to V. Stephens of Lincoln re status of policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.2); review and analyze illustrations on Prudential policy 8732 (.5); teleconference with Prudential customer service and illustrations departments re policy status and projected lapse dates on policy 8732 (.5).	1.70	161.50
02/04/2011	BOYD, CASSAUNDRA	Teleconference to G. Casstevens of Lincoln National re status of response to information requests on policy 8112 (.2); draft and distribute correspondence to V. Stevens of Lincoln National re status of response to information requests on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.2); teleconferences to ING Security Life of Denver re records change on policy 8622 (.2).	.60	57.00
02/07/2011	MARWIL, JEFF J.	Review and analyze policy premium payment schedule and payments needed and letter of intent funding amounts, deadlines.	.50	447.50
02/07/2011	BOYD, CASSAUNDRA	Teleconference to G. Casstevens of Lincoln Financial re status of information requests (.1); teleconference to Lincoln Financial customer service re information requests on policy 8112 (.5); review and analyze ING correspondence on	7.50	712.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		status of policy 8622 (.2); office conferences with B. Levitan re request for policy information (.5); revise February 2011 insurance policy schedule (1.5); assemble correspondence for review re Lincoln Financial policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.8); assemble correspondence for review re West Coast policy 1379 (.2); assemble correspondence for review re ING Security Life of Denver policy 8622 (.2); review and analyze in force illustrations on Lincoln Financial policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (3.5).		
02/08/2011	BOYD, CASSAUNDRA	Teleconference with G. Adams re trustee surety bond payment (.2); draft letter to G. Adams re trustee surety bond premium payment (.2); draft letter to Lincoln Financial re premium payment on Lincoln policy 8112 (.2); draft correspondence to J. Marwil re surety bond premium payment (.2); assemble documents for review re trustee surety bond payment (.1); assemble documents for review re premium payment on Lincoln policy 8112 (.1); revise February 2011 policy schedule (.5); review and analyze in force illustrations on Pacific Life policy 2870, 9750, 2390, and 2400 (2.0); review and analyze in force illustrations on Transamerica policy 4439, 4440, 4441, and 4442 (2.0); review and analyze in force illustrations on Mass Mutual policy 5165 (.3); review and analyze in force illustrations on John Hancock policy 9674 (.2); review and analyze in force illustrations and correspondence on Prudential policy 8732 (.5); review and analyze in force illustrations on National Life policy 4882 (.2); review and analyze in force illustrations on Sun Life policy 8584 (.5); review and analyze correspondence on West Coast policy 1379 (.5); review and analyze correspondence on Transamerica policy 4442 and 4443 (.7).	8.40	798.00
02/09/2011	BOYD, CASSAUNDRA	Review and analyze Lewis & Ellis policy bid analysis spreadsheet (2.5);	10.00	950.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		review and analyze Melville Capital policy analysis spreadsheet (2.5); review and analyze in force illustrations, annual statements, and correspondence on Prudential policy 8732 (.5); review and analyze in force illustrations, annual statements, and correspondence on Sun Life policy 8584 (.5); review and analyze in force illustrations, annual statements, and correspondence on National Life policy 4882 (.5); review and analyze in force illustrations, annual statements, and correspondence on ING Security Life of Denver policy 8622 (.5); review and analyze in force illustrations, annual statements, and correspondence on John Hancock policy 9674 (.5); review, analyze, and revise February 2011 policy schedule (2.5).		
02/10/2011	BOYD, CASSAUNDRA	Review, analyze, and revise February policy schedule (2.5); teleconference to Sun Life Financial re updated premiums paid in information on policy 8584 (.2); revise A&O policy status spreadsheet (.2); teleconference to ING Security Life of Denver customer service re automated policy information access on policy 8622 (.2); review and analyze Prudential policy 8732, Pacific Life policy 2870, 2390, 2400 and 9750 for net cash surrender value requirements (1.0).	4.10	389.50
02/11/2011	MARWIL, JEFF J.	Telephone conference with investigator Interfor re contingent fee recoveries for investors (.5); review related materials provided by and to investigator (.3).	.80	716.00
02/14/2011	BOYD, CASSAUNDRA	Draft letter re premium payment on Lincoln policy 2605 (.2); draft letter to Lincoln Financial on third party authorization for information on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.2); assemble correspondence for review re ING Security Life of Denver policy 8622 (.2); teleconference to Lincoln Financial customer service re submission of third party authorization for information on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and	.80	76.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/14/2011	ROSENTHAL, MARC E.	6282 (.2). Correspondence and telephone conferences with J. Stillings regarding potential suit against insurer for rescission.	.40	246.00
02/15/2011	BOYD, CASSAUNDRA	Distribute premium payment on Lincoln policy 2605.	.20	19.00
02/16/2011	BOYD, CASSAUNDRA	Draft correspondence to J. Marwil and J. Stillings re correspondence received from Prudential on policy 8732 (.1); review and analyze correspondence received from Prudential on policy 8732 (.2); review and analyze correspondence on Lincoln Financial policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (3.0).	3.30	313.50
02/18/2011	BOYD, CASSAUNDRA	Draft and distribute correspondence to J. Oakley of Lincoln Financial law department re information requests on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.2); draft and distribute correspondence to G. Casstevens of Lincoln Financial re status of information requests on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.2); draft and distribute correspondence to J. Marwil and J. Stillings re status of information requests on Lincoln Financial policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.3); review and analyze Lincoln Financial correspondence on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (4.5); teleconferences to Lincoln Financial customer service re values on policy 0058, 2294, and 6282 (.3); review and analyze Pacific Life correspondence on policy 2870, 2390, 2400, 9750 (2.5).	8.00	760.00
02/22/2011	BOYD, CASSAUNDRA	Revise A&O policy status spreadsheet (3.0); teleconference with ING customer service re grace premium payment due (.3); review and analyze correspondence on Lincoln policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (3.2).	6.50	617.50
02/23/2011	BOYD, CASSAUNDRA	Draft letter to Prudential re information request on policy 8732 (.2); draft and review correspondence to J. Oakley and G. Casstevens of Lincoln Financial re status of	7.00	665.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		information requests on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.3); draft and distribute correspondence to J. Schwartz and L. Weaver of Drinker Biddle & Reath re status of information requests on policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.3); review and analyze rider on Prudential policy 8732 (.3); revise A&O policy status spreadsheet (.5); review and analyze in force illustration on Lincoln policy 6282 (.7); review and analyze in force illustration on Lincoln policy 0058 (.8); review and analyze in force illustration on Lincoln policy 2605 (.7); review and analyze in force illustration on Lincoln policy 2294 (.8); review and analyze correspondence on Lincoln policy 6282 (.7); review and analyze correspondence on Lincoln policy 0058 (.8); review and analyze correspondence on Lincoln policy 2605 (.9).		
02/24/2011	BOYD, CASSAUNDR	Review and analyze in force illustrations on Lincoln policy 2605 (1.0); review and analyze in force illustrations on Lincoln policy 8112 (1.3); review and analyze in force illustrations on Lincoln policy 0058 (1.2); review and analyze in force illustrations on Lincoln policy 2294 (1.3); assemble documents for review re Provident Capital bonds (.3); review and analyze correspondence on Lincoln policy 8112 (1.0); review and analyze correspondence on Lincoln policy 0058 (1.0); review and analyze correspondence on Lincoln policy 2294 (.9).	8.00	760.00
02/25/2011	STILLINGS, JEREMY T.	Office conference with M. Hagan re documents to send to J. Aviv of Interfor re investigation of claims estates may bring.	.20	120.00
02/25/2011	BOYD, CASSAUNDR	Draft and distribute correspondence to R. Davis of National Life re information requests on policy 4882 (.2); office conference with M. Hagen re Provident Capital bonds (.2); draft and distribute correspondence to G. Casstevens, K. Ibrahim, Life	6.90	655.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		Policyholder Services and S. Sposato re response to information requests on Lincoln policy 2406, 0058, 8112, 2605, 1244, 1385, 2294, and 6282 (.5); revise A&O policy status spreadsheet (1.5); review and analyze in force illustrations on Lincoln policy 1385 (1.3); review and analyze in force illustrations on Lincoln policy 8112 (1.2); review and analyze verification of coverage correspondence on Lincoln policy 2406, 0058, 8112, 2605, 1244, 1385, and 6282 (2.0).		
02/25/2011	HAGAN, MELISSA	Gather and organize PCI Bond materials for Interfor investigation.	3.10	666.50
02/28/2011	BOYD, CASSAUNDRA	Teleconference to Prudential customer service re information request on policy 8732 (.3); review correspondence received from Sun Life Financial re request for information on policy 8584 (.2); draft response to letter from Sun Life Financial re request for information on policy 8584 (.3); draft letter to Pacific Life legal department re authorizations on policy 28701, 2390, 2400, and 9750 (.2); review and analyze information on status of ING Security Life of Denver policy 8622 (.5); review and analyze correspondence on Sun Life Financial policy 8584 (1.6); review and analyze correspondence on Pacific Life policy 2870, 9750, 2390, and 2390 (1.7); review and analyze correspondence Transamerica policy 4439, 4440, 4441, and 4442 (2.5).	7.30	693.50

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	1.60	895.00	1,432.00
ROSENTHAL, MARC E.	2.00	615.00	1,230.00
TOTAL FOR PARTNER	3.60		2,662.00
STILLINGS, JEREMY T.	.60	600.00	360.00
LEVITAN, BRANDON W.	37.10	295.00	10,944.50
TOTAL FOR ASSOCIATE	37.70		11,304.50
BOYD, CASSAUNDRA	162.40	95.00	15,428.00
HAGAN, MELISSA	3.10	215.00	666.50

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TOTAL FOR LEGAL ASSISTANT	165.50	16,094.50
MATTER TOTAL	206.80	30,061.00

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MATTER NAME: ADVERSARY PLEADINGS AND LITIGATION
MATTER NUMBER: 51043.0004

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/2010	STILLINGS, JEREMY T.	Telephone conference with G. Hill re Johnson Trent discovery (.7); follow-up with M. Rosenthal and B. Levitan re same (.6).	1.30	780.00
12/02/2010	AGGARWAL, NEIL	Review e-mail discovery re John Trent third party request for documents related to certain policyholders and investors for privilege (1.0); edit discovery response (1.0).	2.00	590.00
12/03/2010	SPECTOR, CATHERINE J.	Meeting with J. Stillings to discuss case status and voluntary dismissal of adversary claims against defendants who entered plea agreement with government.	.30	136.50
12/20/2010	SPECTOR, CATHERINE J.	Correspondence with N. Aggarwal, S. Wysocki and C. Boyd regarding redactions and confidentiality designations for document production.	.20	91.00
12/21/2010	SPECTOR, CATHERINE J.	Communication with N. Aggarwal regarding document production issues.	.10	45.50
01/06/2011	LEVITAN, BRANDON W.	Speak to M. Rosenthal re discovery responses from Bayou City, the Spaldings, and Johnson Trent.	.10	29.50
01/07/2011	ROSENTHAL, MARC E.	Review discovery responses from Bayou City and Johnson Trent.	.50	307.50
01/09/2011	LEVITAN, BRANDON W.	Review discovery responses from Johnson Trent, West & Taylor LLP, Bayou City Escrow Inc., J. Spalding and L. Spalding.	1.00	295.00
01/10/2011	LEVITAN, BRANDON W.	Review document production from the Spaldings and Bayou City Escrow, Inc..	4.00	1180.00
01/11/2011	STILLINGS, JEREMY T.	E-mail to J. Marwil with recommendation re January 12 hearing on motion seeking authority to conduct 2004 exam of Johnson Trent (.1); telephone conferences with counsel to J. Trent re continuing same pending consensual discovery (.1); telephone conferences with clerk of court re same (.1); e-mail to and telephone message to counsel to investors re same (.1).	.40	240.00
01/11/2011	LEVITAN, BRANDON W.	Continue to review document production from Spaldings and Bayou City Escrow Inc.	2.50	737.50
01/12/2011	SPECTOR,	Communication with B. Levitan	.10	45.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	CATHERINE J.	regarding notice of hearing sent to investor.		
01/12/2011	STILLINGS, JEREMY T.	Telephone conference with criminal counsel to Allmendinger re document subpoena (.1); e-mail with J. Marwil re same (.1); review subpoena (.1); e-mail to Melville re documents potentially responsive to same (.1).	.40	240.00
01/17/2011	SPECTOR, CATHERINE J.	Communication with B. Levitan regarding discovery responses.	.10	45.50
01/17/2011	STILLINGS, JEREMY T.	Review memorandum re Johnson Trent discovery and related legal analysis (.4); office conference re legal theories of recovery for estates analyzed in same and Johnson Trent discovery responses with B. Levitan (.3); office conference with M. Rosenthal re adequacy of Johnson Trent discovery responses and potential causes of action against John and Laura Spalding and Johnson Trent (based on initial responses to discovery and B. Levitan's analysis) (.6).	1.30	780.00
01/17/2011	ROSENTHAL, MARC E.	Conference with J. Stillings and B. Levitan regarding Bayou City and Johnson Trent discovery responses and strategy.	.80	492.00
01/18/2011	SPECTOR, CATHERINE J.	Communication with B. Levitan regarding discovery correspondence in response to discovery responses received.	.60	273.00
01/18/2011	LEVITAN, BRANDON W.	Research issue with ECF notification and C. Allmendinger adversary proceeding.	1.00	295.00
01/19/2011	SPECTOR, CATHERINE J.	Telephone conference with J. Stillings regarding discovery requests and preparing responses to same (.1); review e-mail correspondence regarding Allmendinger motion to dismiss (.1).	.20	91.00
01/19/2011	STILLINGS, JEREMY T.	Review Allmendinger answer to complaint (.3); e-mail to trustee re same and with recommendations (.1); research effect of civil defendant pleading 5th amendment as defense (.8); e-mail to trustee and litigators with analysis re same (.2).	1.40	840.00
01/19/2011	ROSENTHAL, MARC E.	Conferences regarding Allmendinger answer to complaint and regarding strategy.	.80	492.00
01/20/2011	SPECTOR, CATHERINE J.	Review discovery responses served on Trustee by Spaldings (.4); meeting	1.90	864.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		with B. Levitan to discuss discovery correspondence in response to same (.8); review answer filed by Allmendinger to Trustee's complaint (.3); meeting with J. Stillings to discuss possible responses to same in litigation (.4).		
01/20/2011	STILLINGS, JEREMY T.	Office conference with C. Spector re order granting in part and denying in part Allmendinger motion to dismiss and status hearing on case on January 25 (.5); telephone conference with M. Rosenthal re same (.3); consider Trustee's alternatives re same (.5); online research re ability to plead 5th amendment after criminal verdict of not guilty re same (.1); office conference with B. Levitan re same (.1); office conference with Trustee re Allmendinger litigation strategy and responses to third party litigation (.3).	1.80	1080.00
01/21/2011	SPECTOR, CATHERINE J.	Communication with N. Aggarwal regarding document production issues.	.50	227.50
01/21/2011	STILLINGS, JEREMY T.	Office and telephone conferences with staff and M. Rosenthal re appearance at Dec. 22 Allmendinger status hearing and failure to receive notice re same (.1); review transcript of hearing (.3).	.40	240.00
01/21/2011	HAGAN, MELISSA	Meet with J. Stillings re Dec 22 Oncale hearing and transcript (.2); telephone conference with court regarding same (.3).	.50	107.50
01/24/2011	SPECTOR, CATHERINE J.	Preparation for and meeting with J. Marwil, M. Rosenthal and J. Stillings to discuss status of discovery and strategy for moving forward, potential causes of action to be filed and necessary factual investigation and motion for default judgment against Allmendinger.	1.00	455.00
01/24/2011	STILLINGS, JEREMY T.	E-mail correspondence with G. Hill re January 26 status hearing on Trustee 2004 motion and documents produced responsive thereto (.2); telephone conference with J. Marwil re same (.1); revise motion for default judgment against Life Funds LP (.5); conduct research re default judgment standards and risk of inconsistent judgment/findings re same (3.0); office conference with M. Rosenthal, C. Spector and J. Marwil re responses to	4.80	2880.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		third party discovery, default motion against Life Funds LP and other defendants in principal adversary, discovery against Johnson Trent, Bayou City and Spaldings, and related causes of action (1.0).		
01/24/2011	ROSENTHAL, MARC E.	Conference with client, J. Stillings and C. Spector regarding status and strategy of Oncale and Bayou City matters.	.80	492.00
01/25/2011	STILLINGS, JEREMY T.	E-mail correspondence with T. Visage re Boseker mediation and status of Life Funds LP adversary re Boseker policies (.1); review research on motion for default judgment against Life Funds LP (2.2); e-mail with counsel to Johnson Trent re continuing status hearing on 2004 motion re same (.1); detailed e-mail to J. Marwil re same and Allmendinger motion practice strategy (.2).	2.60	1560.00
01/26/2011	STILLINGS, JEREMY T.	Attend hearing on Johnson Trent 2004 motion and adversary v. principals (.5); e-mail with R. Stark and C. Spector re response to Allmendinger request for documents and applicability of HIPAA (.2); online research re applicability of HIPAA to production by trustee and others (.8).	1.50	900.00
01/27/2011	SPECTOR, CATHERINE J.	Review draft letter regarding discovery disputes with Bayou City prepared by B. Levitan.	.50	227.50
01/27/2011	STILLINGS, JEREMY T.	Revise argument section of motion for default judgment against Life Funds LP (.2); e-mail correspondence with R. Stark re responses to Allmendinger subpoena (.2).	.40	240.00
01/28/2011	SPECTOR, CATHERINE J.	Communication with B. Levitan regarding discovery correspondence top Bayou City.	.20	91.00
01/28/2011	AGGARWAL, NEIL	Draft letter to G.Hill of Locke Lord regarding our rights, as non-parties, to mark sensitive information confidential (1.5); review protective order in Parlette v. Spalding action to prepare for letter (.2); review notes from meetings with C.Spector and J.Stillings to prepare for letter (.3).	2.00	590.00
01/30/2011	SPECTOR, CATHERINE J.	Review draft letter regarding document production to Johnson Trent prepared by N. Aggarwal.	.20	91.00
02/01/2011	SPECTOR,	Review letter drafted to Bayou City by	1.40	637.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	CATHERINE J.	B. Levitan regarding discovery issues and adequacy of discovery responses (1.2); communication with J. Stillings regarding Allmendinger subpoena (.1); communication with Allmendinger's attorney regarding subpoena response (.1).		
02/02/2011	SPECTOR, CATHERINE J.	Draft response to Allmendinger subpoena (1.5); communication with J. Stillings and Melville regarding availability of information responsive to Allmendinger subpoena (.2); correspondence with M. Rosenthal and N. Aggarwal regarding letter to Johnson Trent regarding document production (.4); correspondence with B. Levitan regarding letter to Bayou City (.1)	2.20	1001.00
02/02/2011	STILLINGS, JEREMY T.	Review and revise letter to Bayou City re supplements to discovery requests.	1.10	660.00
02/03/2011	SPECTOR, CATHERINE J.	Correspondence with J. Stillings and S. Wysocki regarding response to Allmendinger subpoena (.3); review and finalize response to Allmendinger subpoena for service (.7); communication with B. Levitan regarding meet and confer with counsel for Bayou City (.3); communication with J. Stillings regarding motion for default judgment against A&O Life Funds LP (.3); communication with N. Aggarwal regarding voicemail from Graham Hill regarding document production (.2); research regarding need to cite affidavit in support of motion for default judgment (.2); review and revise discovery letter to Spaldings prepared by B. Levitan (.2).	2.20	1001.00
02/03/2011	STILLINGS, JEREMY T.	Revise motion for default judgment against Life Funds LP to incorporate default standards, related research results and recent developments in civil and criminal cases (6.2); review and execute response to Allmendinger subpoena (.1).	6.30	3780.00
02/03/2011	AGGARWAL, NEIL	Draft e-mail in response to voicemail from G. Hill (.5); discuss same with C. Spector (.3).	.80	236.00
02/04/2011	AGGARWAL, NEIL	Incorporate C. Spector's comments into e-mail to G. Hill.	.20	59.00
02/04/2011	LEVITAN,	Review and revise Spalding discovery	2.50	737.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
	BRANDON W.	response letter and circulate to other attorneys involved in the matter.		
02/07/2011	STILLINGS, JEREMY T.	Review and revise letter to W. Clawater re Spalding discovery.	.40	240.00
02/08/2011	SPECTOR, CATHERINE J.	Communication with J. Stillings regarding motion for default judgment against A&O Life Funds LP (.1); review and revise motion for default judgment against A&O Life Funds LP (.2); review and revise Rosenthal affidavit in support of motion for default judgment against A&O Life Funds LP (.3); communication with C. Boyd regarding service on LP (.1).	.70	318.50
02/08/2011	STILLINGS, JEREMY T.	Review and revise discovery response letter to counsel to John and Laura Spalding.	.20	120.00
02/08/2011	LEVITAN, BRANDON W.	Finish discovery letter re Spaldings discovery response concerns and follow-up questions.	1.40	413.00
02/09/2011	SPECTOR, CATHERINE J.	Correspondence with M. Hagan regarding citations and information regarding service on Mackert of Amended Complaint for motion for default judgment against A&O Life Funds LP (.2); communication with N. Aggarwal regarding Johnson Trent production (.2).	.40	182.00
02/09/2011	HAGAN, MELISSA	Per C. Spector, review dockets for adversary proceedings to retrieve documents and cite check (1.0); per C. Spector, research case files for Mackert primary addresses (.8).	1.80	387.00
02/10/2011	SPECTOR, CATHERINE J.	Review and organize correspondence with Johnson Trent regarding document production	.10	45.50
02/11/2011	SPECTOR, CATHERINE J.	Review and revise motion for default judgment against A&O Life Funds LP (1.0), affidavit in support (.5), and order granting default judgment (.8) to incorporate additional information; search for factual information regarding Mackert not being in active military service, criminal actions pending in Virginia, further details about the Transamerica policies and other factual information (1.0); communication with J. Stillings regarding structure of proposed order (.1); review and finalize motion for default judgment documents (.1); draft cover email to J. Marwil and M.	3.70	1683.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/11/2011	STILLINGS, JEREMY T.	Rosenthal regarding motion for default judgment documents (.2). Review and revise draft motion for default judgment against Life Funds LP and related affidavit and draft order.	.30	180.00
02/11/2011	HAGAN, MELISSA	Attend multiple meetings with C. Spector re motion for default judgment against A&O LP (.5); organize and redact exhibits re same (3.0); review military service record for Mackert for same (.5); cite check filings re same (3.0);	7.00	1505.00
02/14/2011	SPECTOR, CATHERINE J.	Correspondence with J. Marwil, M. Rosenthal and J. Stillings regarding motion for default judgment against A&O Life Funds LP (.1); communication with B. Levitan regarding meet and confer with Bayou City and Spaldings regarding discovery responses (.1).	.20	91.00
02/14/2011	STILLINGS, JEREMY T.	Telephone conference with J. Brannon re PCI receivership and request for information (.6); briefly review PCI receivership complaint and order (.6).	1.20	720.00
02/15/2011	SPECTOR, CATHERINE J.	Prepare for and attend meet and confer with counsel for Bayou City and the Spaldings regarding discovery responses and, in particular, outstanding information regarding distributions from escrow accounts, solicitation of additional investors, and total compensation received by Spaldings (2.0); meeting with J. Stillings to discuss same (.2).	2.20	1001.00
02/15/2011	STILLINGS, JEREMY T.	Office conference with B. Levitan and C. Spector re conference call with attorneys for Bayou City and Spalding re discovery responses.	.20	120.00
02/15/2011	BOYD, CASSAUNDR A	Assemble documents for review re factual background on ING Security Life of Denver policy 8622.	.50	47.50
02/15/2011	ROSENTHAL, MARC E.	Review and revise motion and affidavit for default of LP (.9); conferences with C. Spector regarding same (.7).	1.60	984.00
02/16/2011	SPECTOR, CATHERINE J.	Review and revise Motion for Default Judgment Against A&O Life Funds LP, Rosenthal Affidavit, and Proposed Order to incorporate M. Rosenthal edits (1.0); communication with J. Stillings regarding documents and further revisions to Order to	2.00	910.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		incorporate J. Stillings edits (.7); review information regarding A&O Life Funds LP corporate status (.3).		
02/16/2011	HAGAN, MELISSA	Office conference with C. Spector re motion for default judgment against Life Funds LP (.3); cite check re same (2.0); draft exhibits re same (1.5).	3.80	817.00
02/17/2011	SPECTOR, CATHERINE J.	Review and proof Rosenthal affidavit and proposed order in connection with motion for default judgment (.3); review correspondence regarding third party discovery requests (.1).	.40	182.00
02/17/2011	HAGAN, MELISSA	Draft e-mail to C. Spector and J. Stillings re status of Motion for Default Judgment against Life Funds LP (.1); per C. Spector, complete citations in same (2.0).	2.10	451.50
02/17/2011	ROSENTHAL, MARC E.	Review final revisions to motion for default and affidavit.	.70	430.50
02/18/2011	SPECTOR, CATHERINE J.	Review discovery letter drafted by B. Levitan regarding Bayou City and Spaldings' discovery responses (.4); correspondence regarding motion for default judgment (.2).	.60	273.00
02/18/2011	HAGAN, MELISSA	Continue to draft exhibits and documents for motion for default judgment against Life Funds LP (2.0); file and serve same (1.1).	3.10	666.50
02/18/2011	LEVITAN, BRANDON W.	Finalize and file motion for default judgment against Life Funds L.P.	4.50	1327.50
02/22/2011	STILLINGS, JEREMY T.	Review and revise confirmatory letter to counsel to Bayou and Spaldings re supplementing responses to discovery.	.30	180.00
02/23/2011	SPECTOR, CATHERINE J.	Review of draft letter prepared by B. Levitan to counsel for Bayou City and Spaldings and correspondence with B. Levitan regarding same.	.20	91.00
02/24/2011	SPECTOR, CATHERINE J.	Correspondence with N. Aggarwal and J. Stillings regarding production to Johnson Trent.	.20	91.00

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
ROSENTHAL, MARC E.	5.20	615.00	3,198.00
TOTAL FOR PARTNER	5.20		3,198.00
SPECTOR, CATHERINE J.	22.40	455.00	10,192.00
STILLINGS, JEREMY T.	26.30	600.00	15,780.00
AGGARWAL, NEIL	5.00	295.00	1,475.00
LEVITAN, BRANDON W.	17.00	295.00	5,015.00

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TOTAL FOR ASSOCIATE	70.70		32,462.00
BOYD, CASSAUNDR	.50	95.00	47.50
HAGAN, MELISSA	18.30	215.00	3,934.50
TOTAL FOR LEGAL ASSISTANT	18.80		3,982.00
MATTER TOTAL	94.70		39,642.00

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MATTER NAME: PLAN AND DISCLOSURE STATEMENT**MATTER NUMBER: 51043.0005**

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/02/2011	STILLINGS, JEREMY T.	Analyze and chart gating issues to chapter 11 plan.	.50	300.00
02/03/2011	STILLINGS, JEREMY T.	Office conference with B. Levitan re treatment of 401(k) claims under chapter 11 plan (.3); e-mail to J. Marwil re concerns re same (.1).	.40	240.00
02/07/2011	STILLINGS, JEREMY T.	Draft plan of liquidation (4.0); office conference with B. Levitan re ballot election issues (.4).	4.40	2640.00
02/11/2011	MARWIL, JEFF J.	E-mails re plan and conference with group of investors re same.	.40	358.00
02/16/2011	MARWIL, JEFF J.	Prepare for and call with group of investor counsel re case status, plan options/structure (.9); follow-up with J. Stillings re plan terms (.3).	1.20	1074.00
02/16/2011	STILLINGS, JEREMY T.	Telephone conference with L. Hood and J. Marwil re terms of plan, plan strategy and related issues.	.50	300.00

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	1.60	895.00	1,432.00
TOTAL FOR PARTNER	1.60		1,432.00
STILLINGS, JEREMY T.	5.80	600.00	3,480.00
TOTAL FOR ASSOCIATE	5.80		3,480.00
MATTER TOTAL	7.40		4,912.00

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MATTER NAME: CLAIMS ADMINISTRATION AND OBJECTION
MATTER NUMBER: 51043.0006

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proofs of claim (5.5); assemble and distribute claim settlement stipulations and letters to portion of creditors (1.0).	6.50	617.50
12/02/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (4.5).	4.50	427.50
12/03/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (7.5).	7.50	712.50
12/06/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (7.5).	7.50	712.50
12/07/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (5.6).	5.60	532.00
12/08/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (1.2).	1.20	114.00
12/14/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (7.2).	7.20	684.00
12/15/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (7.0).	7.00	665.00
12/16/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (8.7).	8.70	826.50
12/17/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (8.2).	8.20	779.00
12/20/2010	BOYD, CASSAUNDRA	Assemble and distribute claim letter and stipulation to creditor F. and R. Johnson (.2); assemble and distribute claim letter and stipulation to creditor A. Siwula (.2); review, analyze, and reconcile filed proof of claim forms (1.5); revise proof of claim reconciliation spreadsheet (5.6).	7.50	712.50
12/21/2010	BOYD, CASSAUNDRA	Review, analyze, and reconcile filed proof of claim forms (8.0).	8.00	760.00
12/22/2010	BOYD, CASSAUNDRA	Revise proof of claim reconciliation spreadsheet (8.0).	8.00	760.00
12/22/2010	LEVITAN, BRANDON W.	Research into investor inquiry re change of address and providing replacement claim stipulation agreement.	.50	147.50
12/23/2010	BOYD, CASSAUNDRA	Reconcile filed proof of claim forms (1.5); revise proof of claim reconciliation spreadsheet (3.6).	5.10	484.50
12/27/2010	BOYD, CASSAUNDRA	Revise proof of claim reconciliation spreadsheet (7.7); draft memorandum re claim reconciliation (2.0).	10.00	950.00
12/28/2010	STILLINGS, JEREMY T.	Office conference with C. Boyd re stipulations reducing unsecured claims.	.10	60.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/28/2010	BOYD, CASSAUNDRA	Revise proof of claim reconciliation spreadsheet (3.0); revise memorandum re claim reconciliation (4.0).	7.00	665.00
01/03/2011	BOYD, CASSAUNDRA	Revise claims reconciliation spreadsheet (1.0); revise memorandum re claims reconciliation (2.8).	3.80	361.00
01/03/2011	LEVITAN, BRANDON W.	Respond to call by J. Benton re information sharing and claims stipulation agreement.	.40	118.00
01/04/2011	BOYD, CASSAUNDRA	Revise claims reconciliation spreadsheet (6.0).	6.00	570.00
01/05/2011	BOYD, CASSAUNDRA	Revise claim reconciliation spreadsheet (6.0).	6.00	570.00
01/06/2011	BOYD, CASSAUNDRA	Revise claims reconciliation spreadsheet (5.5).	5.50	522.50
01/07/2011	BOYD, CASSAUNDRA	Revise claims reconciliation spreadsheet (4.0); revise memorandum re claims reconciliation (4.0).	8.00	760.00
01/10/2011	BOYD, CASSAUNDRA	Review and revise claims reconciliation spreadsheet (4.0).	4.00	380.00
01/11/2011	BOYD, CASSAUNDRA	Revise claims reconciliation spreadsheet (6.4).	6.40	608.00
01/12/2011	BOYD, CASSAUNDRA	Draft, analyze, and revise schedule re distribution of claim settlement letters and stipulations (8.0).	8.00	760.00
01/13/2011	BOYD, CASSAUNDRA	Review and analyze filed proof of claim forms re duplicative and amended filings (6.7).	6.70	636.50
01/14/2011	BOYD, CASSAUNDRA	Review and analyze filed proof of claim forms re duplicative and amended filings (8.0).	8.00	760.00
01/21/2011	BOYD, CASSAUNDRA	Draft and revise list of multiple claim filers (4.0); review and analyze duplicate and amended filed proof of claim forms (4.0).	8.00	760.00
01/24/2011	BOYD, CASSAUNDRA	Assemble documents for review re filed proof of claim of F. and A. Held (.2); draft and distribute correspondence to J. Marwil and J. Stillings re stipulation regarding claim of F. and A. Held (.2).	.40	38.00
01/25/2011	BOYD, CASSAUNDRA	Draft and distribute letter to claimant M. Yim re claim settlement stipulation (.2); draft and distribute letter to claimant J. Becker re claim settlement stipulation (.2); review and revise letter and stipulation distribution master list (1.5); review and analyze filed duplicate and amended proof of claim forms (4.6).	6.50	617.50
01/26/2011	BOYD, CASSAUNDRA	Review and analyze filed duplicate or amended proof of claim forms (4.3).	4.30	408.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/03/2011	BOYD, CASSAUNDRA	Revise claims reconciliation spreadsheet re received stipulations.	5.50	522.50
02/03/2011	LEVITAN, BRANDON W.	Continue research re issues pertaining to classification and valuation of claims.	5.80	1711.00
02/04/2011	BOYD, CASSAUNDRA	Review and analyze proof of claim forms filed by trustee, executor, or executrix of creditor (4.0); review and revise claims reconciliation spreadsheet re received stipulations (2.9).	6.90	655.50
02/07/2011	STILLINGS, JEREMY T.	Office conference with B. Levitan re motion to approve claim stipulations (.2); review claims register re same (.2).	.40	240.00
02/07/2011	LEVITAN, BRANDON W.	Finish research for J. Stillings re recognition of amended investor claims and proper theory of valuation of such claims .	7.00	2065.00
02/08/2011	LEVITAN, BRANDON W.	Draft motion re recognition of amended claims.	8.30	2448.50
02/09/2011	LEVITAN, BRANDON W.	Draft motion to recognize amended claims (6.8); research re motion to recognize amended claims (.7).	7.50	2212.50
02/10/2011	STILLINGS, JEREMY T.	Review and revise motion to approve amendments to claims (.6); office conference with B. Levitan re same (.1).	.70	420.00
02/10/2011	BOYD, CASSAUNDRA	Revise schedule of amended and duplicative claims.	4.90	465.50
02/10/2011	LEVITAN, BRANDON W.	Draft motion to recognize claims.	5.00	1475.00
02/11/2011	BOYD, CASSAUNDRA	Revise schedule of amended and duplicative claims.	7.00	665.00
02/11/2011	LEVITAN, BRANDON W.	Draft motion to recognize claims.	1.00	295.00
02/14/2011	BOYD, CASSAUNDRA	Revise schedule of amended and duplicative claims.	6.00	570.00
02/15/2011	BOYD, CASSAUNDRA	Revise schedule of amended and duplicative claims.	6.30	598.50
02/17/2011	LEVITAN, BRANDON W.	Draft motion to approve stipulation agreements.	5.20	1534.00
02/22/2011	HAGAN, MELISSA	Meetings with B. Levitan and C. Boyd re transfer of original stipulations reducing claims to Garden City Group.	.80	172.00
02/28/2011	BOYD, CASSAUNDRA	Assemble information for review re claim of G. Milliken and interest in AVIVA policy 2045.	.20	19.00

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
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STILLINGS, JEREMY T.	1.20	600.00	720.00
LEVITAN, BRANDON W.	40.70	295.00	12,006.50
TOTAL FOR ASSOCIATE	41.90		12,726.50
BOYD, CASSAUNDRRA	227.90	95.00	21,650.50
HAGAN, MELISSA	.80	215.00	172.00
TOTAL FOR LEGAL ASSISTANT	228.70		21,822.50
MATTER TOTAL	270.60		34,549.00

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MATTER NAME: FEE EMPLOYMENT APPLICATIONS
MATTER NUMBER: 51043.0007

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/09/2010	WALTER, GRAYSON T.	Review and revise Lewis & Ellis interim compensation application and conference with B. Levitan re same.	.50	250.00
12/09/2010	LEVITAN, BRANDON W.	Begin to draft Lewis and Ellis fee application.	.50	147.50
12/10/2010	LEVITAN, BRANDON W.	Draft Lewis & Ellis fee application.	7.00	2065.00
12/13/2010	WALTER, GRAYSON T.	Multiple conferences with B. Levitan re Lewis & Ellis fee application.	.30	150.00
12/13/2010	WYSOCKI, SHANNON	Preparation of labels, envelopes and postage for service of filing of Lewis & Ellis First fee application per B. Levitan's request.	2.00	400.00
12/13/2010	LEVITAN, BRANDON W.	Prepare first interim fee application for Lewis & Ellis.	7.50	2212.50
12/14/2010	WALTER, GRAYSON T.	Several conferences with B. Levitan re Lewis & Ellis fee application and filing of same.	.50	250.00
12/14/2010	WYSOCKI, SHANNON	Electronic filing of Lewis Ellis interim fee application with B. Levitan and G. Walter (1.0); preparation of service of same filing via U.S. Mail to forty-two individuals on certificate of service (1.5).	2.50	500.00
12/14/2010	LEVITAN, BRANDON W.	Finish drafting Lewis & Ellis fee application.	1.60	472.00
12/15/2010	WYSOCKI, SHANNON	Update numerous time entries with block billing per M. Reetz's request.	.20	40.00
01/04/2011	STILLINGS, JEREMY T.	Office conference with B. Levitan re 1/5/11 hearing on Lewis & Ellis fee application and leave voicemail message for local counsel to group of investors re same.	.10	60.00
01/05/2011	STILLINGS, JEREMY T.	Travel to hearing for and appear in support of Lewis & Ellis fee application.	.50	300.00
01/05/2011	LEVITAN, BRANDON W.	Prepare for hearing re Lewis & Ellis fee application.	.60	177.00
01/10/2011	STILLINGS, JEREMY T.	Review September, October and November time entries to generate bill for second interim application.	.90	540.00
01/17/2011	STILLINGS, JEREMY T.	Draft Proskauer second interim fee application (2.2); review and revise draft second interim fee application (1.6); briefly review supplement to group of investors' objection to	4.00	2400.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/18/2011	STILLINGS, JEREMY T.	Arnstein fee application (.2). Review revised expense report and finalize Proskauer 2nd interim fee application for filing.	.80	480.00
01/18/2011	HAGAN, MELISSA	Assist J. Stillings with interim fee application filing and subsequent filing.	6.20	1333.00
01/19/2011	HAGAN, MELISSA	Assist J. Stillings with filings related to the second fee application.	1.80	387.00
01/19/2011	LEVITAN, BRANDON W.	Review notice and begin to draft amended second interim fee application and file.	2.00	590.00
01/20/2011	LEVITAN, BRANDON W.	Draft supplement to Proskauer's second interim fee application, including notice and exhibit.	2.80	826.00
01/27/2011	STILLINGS, JEREMY T.	Review Melville retention order and past payables and respond to Melville request for reimbursement of expenses.	.20	120.00
02/07/2011	STILLINGS, JEREMY T.	E-mails to R. Jacobson and Proskauer team re engagement letter to prepare taxes.	.10	60.00
02/09/2011	STILLINGS, JEREMY T.	Telephone conference with A. Lasko re engagement details and letter.	.20	120.00
02/10/2011	STILLINGS, JEREMY T.	Telephone conference with J. Marwil re Interfor engagement letter and motion.	.20	120.00
02/11/2011	MARWIL, JEFF J.	Telephone conference with J. Stillings re motion to approve engagement of investigator (Interfor).	.40	358.00
02/11/2011	STILLINGS, JEREMY T.	Review and comment upon Lasko affidavit and engagement letter (.2); telephone conference with A. Lasko re same (.1); draft application to retain Lasko & Associates (1.5); e-mail to J. Marwil re same (.1); review background documents re and draft application to retain Interfor Corp and Juval affidavit in support of same (1.9); e-mail to J. Marwil re same (.1).	3.90	2340.00
02/12/2011	MARWIL, JEFF J.	Review application to retain Interfor and affidavit in support.	.20	179.00
02/14/2011	MARWIL, JEFF J.	Review Lasko employment application.	.20	179.00
02/14/2011	STILLINGS, JEREMY T.	Review and revise Interfor application per J. Marwil's comments (.1); e-mail same to Interfor with instructions for return (.1); review and revise A. Lasko's affidavit and engagement letter (.2); review and revise Lasko's application per J. Marwil's comments (.1); circulate same to A. Lasko for review and execution with instructions	.60	360.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		for return (.1).		
02/15/2011	MARWIL, JEFF J.	Update call with J. Stillings re Interfor and Lasko applications.	.30	268.50
02/23/2011	MARWIL, JEFF J.	Update with J. Stillings on approvals of Lasko and Interfor.	.10	89.50
02/23/2011	STILLINGS, JEREMY T.	Attend hearing on applications to retain A. Lasko and Interfor.	.50	300.00
02/24/2011	STILLINGS, JEREMY T.	E-mails to A. Lasko, J. Aviv and M. Reetz re entry of retention orders and funding of A. Lasko retainer.	.10	60.00
02/28/2011	STILLINGS, JEREMY T.	Revise December 2010 and January 2011 time entries to generate invoices for client.	1.30	780.00
02/28/2011	HAGAN, MELISSA	Per J. Stillings, gather financial materials for A. Lasko including all operating reports to date, copies of court documents and bank statements.	3.80	817.00

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	1.20	895.00	1,074.00
TOTAL FOR PARTNER	1.20		1,074.00
STILLINGS, JEREMY T.	13.40	600.00	8,040.00
WALTER, GRAYSON T.	1.30	500.00	650.00
LEVITAN, BRANDON W.	22.00	295.00	6,490.00
TOTAL FOR ASSOCIATE	36.70		15,180.00
WYSOCKI, SHANNON	4.70	200.00	940.00
HAGAN, MELISSA	11.80	215.00	2,537.00
TOTAL FOR LEGAL ASSISTANT	16.50		3,477.00
MATTER TOTAL	54.40		19,731.00

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MATTER NAME: CORPORATE AND TAX MATTERS**MATTER NUMBER: 51043.0009**

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/03/2011	MARWIL, JEFF J.	E-mails with J. Stillings re tax matters and filing of historical/current tax returns.	.40	358.00
02/07/2011	LEVITAN, BRANDON W.	Call J. Buck re filing of 2009 tax returns (.2); meet with C. Boyd re compiling updated schedules re life insurance policies, claims, and asserted security interests re preparation for claim objections (.3).	.50	147.50
02/23/2011	STILLINGS, JEREMY T.	Telephone conference with A. Lasko re documents needed to complete tax returns (.2); follow-up office conference with M. Hagan re same (.3).	.50	300.00
02/23/2011	HAGAN, MELISSA	Attend conference call with J. Stillings and A. Lasko re documents needed for Life Funds tax returns (.7); research Life Funds materials for financial information re same (1.8).	2.50	537.50
02/24/2011	HAGAN, MELISSA	Per J. Stillings, gather financial materials for A. Lasko including all operating reports to date, copies of court documents and bank statements.	7.80	1677.00
02/24/2011	LEVITAN, BRANDON W.	Meet with M. Hagan re outstanding projects such as reinstatement of the debtors - corporate status.	.60	177.00
02/25/2011	HAGAN, MELISSA	Per J. Stillings, gather financial materials for A. Lasko including all operating reports to date, copies of court documents and bank statements.	4.90	1053.50
02/28/2011	HAGAN, MELISSA	Per J. Stillings, gather financial materials for A. Lasko including all operating reports to date, copies of court documents and bank statements.	3.70	795.50

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	.40	895.00	358.00
TOTAL FOR PARTNER	.40		358.00
STILLINGS, JEREMY T.	.50	600.00	300.00
LEVITAN, BRANDON W.	1.10	295.00	324.50
TOTAL FOR ASSOCIATE	1.60		624.50

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HAGAN, MELISSA	18.90	215.00	4,063.50
TOTAL FOR LEGAL ASSISTANT	18.90		4,063.50
MATTER TOTAL	20.90		5,046.00

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 MARWIL, JEFF J., A&O LIFE TRUSTEE

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MATTER NAME: ASSET DISPOSITION
MATTER NUMBER: 51043.0010

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/2010	MARWIL, JEFF J.	E-mails with J. Stillings re sale status and offers on certain policies.	.20	179.00
12/01/2010	STILLINGS, JEREMY T.	Detailed e-mail to M. Vargas re settlement proceeds (.3); review data on policy 8732 to evaluate marketing efforts (.2); e-mail to R. Stark re same (.1); telephone conference with R. Stark re same (.1); telephone conference with D. Fritsche and B. Graham re sale hearing scheduled for January 6, 2011 (.5).	1.20	720.00
12/02/2010	LEVITAN, BRANDON W.	Phone call with J. Van Zweeden regarding sale of policies 2937 and 3937 (.2); phone call with R. Stark and J. Van Zweeden re sale of same (.2); review and analyze sale agreement re same (3.6).	4.00	1180.00
12/03/2010	MARWIL, JEFF J.	Telephone conference with J. Stillings and related e-mails re December 6 hearing on policy sales, issues and resolution re same.	.50	447.50
12/03/2010	STILLINGS, JEREMY T.	Telephone conferences with R. Stark re status of accrued and unpaid premiums on policy to be approved for sale on 12/6/10 (.5); review objection re same (.2); detail e-mail to J. Marwil re same (.2); office conferences with G. Walter and C. Spector re hearing (.6).	1.50	900.00
12/03/2010	WALTER, GRAYSON T.	Telephone call with J. Marwil (.1) and conference with J. Stillings re status and preparation for December 6 sale hearing (.8).	.90	450.00
12/03/2010	LEVITAN, BRANDON W.	Meet with C. Boyd re life funds administration and sale of policies.	.50	147.50
12/05/2010	SPECTOR, CATHERINE J.	Review correspondence regarding revisions to sale order and correspondence with G. Walter regarding December 6 hearing.	.10	45.50
12/05/2010	WALTER, GRAYSON T.	Review objection to sale (.4); review sale motion, procedures order and notice (.6); review docket re objection (.3); exchange several e-mails with J. Marwil and B. Levitan re same (.4); draft and fax reply to objecting party re same (1.3).	3.00	1500.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/05/2010	LEVITAN, BRANDON W.	Read and analyze objection to sale motion.	1.10	324.50
12/06/2010	MARWIL, JEFF J.	Prepare for sale hearing including review of Amidie objection response (.4); attend court re sale of two policies (.6).	1.00	895.00
12/06/2010	WALTER, GRAYSON T.	Prepare for December 6 hearing and conference with J. Marwil re status of objection to sale (1.0); call with M. Amidie re same (.6); conference with B. Levitan and call with Melville re policy sale (.5).	2.10	1050.00
12/06/2010	BOYD, CASSAUNDRA	Assemble documents for review re sale agreements on Met Life policy 3296, Transamerica policy 9453, American General policy 937L, John Hancock policy 7681, and John Hancock policy 2937 (1.0); teleconference with J. Van Zweeden re illustration and background information for sale of John Hancock policy 2937 (.2); draft and distribute correspondence to T. Yoffe of John Hancock re sale of policy 2937 (.3).	1.50	142.50
12/06/2010	LEVITAN, BRANDON W.	Work to obtain and complete change of ownership forms for policy 2937 (2.0); prepare for sale hearing re sale of policies (.8); meet with J. Marwil and G. Walter in preparation for Life Funds sale hearing (.2); attend sale hearing with J. Marwil (.6); call with G. Walter and J. Van Zweeden (.2).	3.80	1121.00
12/07/2010	MARWIL, JEFF J.	Conferences with C. Boyd (.2) and B. Levitan (.2) re sale closing on December 6 approved policy sales.	.40	358.00
12/09/2010	BOYD, CASSAUNDRA	Draft and distribute correspondence to J. Marwil re sale related agreements and payments on John Hancock policy 2937.	.30	28.50
12/09/2010	LEVITAN, BRANDON W.	E-mail to R. Osberg re sale of John Hancock policy.	.50	147.50
12/10/2010	BOYD, CASSAUNDRA	Teleconference with J. Van Zweeden of Melville re payment on sale of American General policy 937L.	.10	9.50
12/13/2010	SPECTOR, CATHERINE J.	Communication with B. Levitan regarding proper method of service of motion to approve sale procedures.	.40	182.00
12/13/2010	MARWIL, JEFF J.	Attention to proceeds receipt from sale, net payments and conference re same with B. Levitan.	.20	179.00
12/21/2010	LEVITAN, BRANDON W.	Prepare change forms, supporting documentation, and cover letter for	2.00	590.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/23/2010	STILLINGS, JEREMY T.	John Hancock policy sold. Review and consider e-mail from M. Rosenthal re insurer response to rescission letter.	.10	60.00
01/11/2011	STILLINGS, JEREMY T.	E-mail to R. Stark re receipt of proceeds from sale of policy 2937.	.10	60.00
02/10/2011	LEVITAN, BRANDON W.	E-mail R. Stark at Melville re inquiry about policy sales.	.10	29.50

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	2.30	895.00	2,058.50
TOTAL FOR PARTNER	2.30		2,058.50
SPECTOR, CATHERINE J.	.50	455.00	227.50
STILLINGS, JEREMY T.	2.90	600.00	1,740.00
WALTER, GRAYSON T.	6.00	500.00	3,000.00
LEVITAN, BRANDON W.	12.00	295.00	3,540.00
TOTAL FOR ASSOCIATE	21.40		8,507.50
BOYD, CASSAUNDR	1.90	95.00	180.50
TOTAL FOR LEGAL ASSISTANT	1.90		180.50
MATTER TOTAL	25.60		10,746.50

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MATTER NAME: INVESTOR COMMUNICATIONS
MATTER NUMBER: 51043.0012

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/2010	STILLINGS, JEREMY T.	Telephone conference with R. Beaver re status of discussions with PCI and chapter 11 plan development (.4); detailed e-mail in response to inquiry from J. Chancy (.2); e-mail to R. Beaver in follow-up to telephone conference (.1).	.70	420.00
12/01/2010	LEVITAN, BRANDON W.	Respond to investor inquiries by E. Lamar, D. Cortez, J. Orr, B. Morse, S. Northum.	.70	206.50
12/03/2010	LEVITAN, BRANDON W.	Respond to investor inquiry by D. O'Toole (.2); respond to investor inquiry re E. Pittman (.3).	.50	147.50
12/08/2010	LEVITAN, BRANDON W.	Investor call with S. Weiss (.1); investor call with J. Woodward (.1); investor call with C. Barney (.1).	.30	88.50
12/10/2010	LEVITAN, BRANDON W.	Investor call with E. Veltis.	.10	29.50
12/13/2010	LEVITAN, BRANDON W.	Call investor, T. Mistry, re progression of case and treatment of purportedly secured claims.	.50	147.50
12/17/2010	LEVITAN, BRANDON W.	Respond to investor inquiry, M. Bradshaw.	.20	59.00
12/20/2010	LEVITAN, BRANDON W.	Phone call with investor, I. Ray, re general administration of Life Funds case (.1); respond to investor inquiry by T. Redland (.3); respond to investor inquiry by M. Collins (.9).	1.30	383.50
12/22/2010	LEVITAN, BRANDON W.	Respond to investor inquiry by G. Banse received through Garden City Group.	.10	29.50
12/28/2010	STILLINGS, JEREMY T.	Telephone conference with M. Capizola re claim of G. Puesi.	.20	120.00
12/29/2010	STILLINGS, JEREMY T.	Detail e-mail to K. Pogue in response to inquiry re investor claims.	.40	240.00
12/29/2010	LEVITAN, BRANDON W.	Respond to investor call from J. Mayo re case status (.1); respond to investor call from J. Muenster re case status (.2).	.30	88.50
01/03/2011	BOYD, CASSAUNDRA	Teleconference to K. Pruitt re claim and case status.	.10	9.50
01/04/2011	LEVITAN, BRANDON W.	Respond to investor call by S. Burton re case status (.2); respond to investor call by B. Gustavson re claims stipulation agreement (.1); respond to investor call re S. D'Sousa (1.0).	1.30	383.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/05/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by J. Hopper re case status and stipulation agreement.	.60	177.00
01/06/2011	BOYD, CASSAUNDRA	Teleconference with investor re status of claim and case.	.50	47.50
01/07/2011	LEVITAN, BRANDON W.	Respond to call by J. Becker re address change, case update and stipulation agreements (.3); respond to call by S. Paine re case status (.2).	.50	147.50
01/10/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by M. Iteogu re stipulation agreement(.1); respond to investor inquiry by M. Amidei re stipulation agreement (.6); respond to investor inquiry by G. Banse re stipulation agreement (.1); respond to investor inquiry by J. Woodward re status update (.1).	.90	265.50
01/14/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by P. Cayman re status update (.1); return call from F. Andrews re stipulation agreement and/or status update (.1).	.20	59.00
01/24/2011	STILLINGS, JEREMY T.	E-mail to B. Cohen responding to his inquiry re status of investment and policies (.1); telephone conference with Z. Forizs, counsel to F. Held, re investor stipulation (.2).	.30	180.00
01/27/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by G. Blanco re case update (.2); respond to investor inquiry by S. Osborne re case information (.4).	.60	177.00
01/31/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by D. Dudley re case status (.2); respond to investor inquiry by J. Mirich re stipulation agreement and update (.2).	.40	118.00
02/02/2011	MARWIL, JEFF J.	Review and discuss with J. Stillings reply (telephone conferences and e-mails) to investor requests, issues.	.50	447.50
02/02/2011	STILLINGS, JEREMY T.	Review e-mail from B. Cohen and draft response to same (.3); e-mail correspondence with J Marwil and L. Hood re same (.1); telephone conference with B. Cohen re same (.2).	.60	360.00
02/02/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by A. Combs re general information.	.30	88.50
02/04/2011	LEVITAN, BRANDON W.	Call to S. Griffin, counsel to investor, re stipulation agreement timeline.	.10	29.50
02/08/2011	BOYD, CASSAUNDRA	Teleconferences with K. Pruitt re case status.	.30	28.50
02/09/2011	LEVITAN, BRANDON W.	Discuss case update and investor letters with W. Rice.	.40	118.00
02/11/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by R. White re case status.	.40	118.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/11/2011	LEVITAN, BRANDON W.	Finish putting together summary of cash, expenses and bullet points for discussion with counsel to group of investors.	1.90	560.50
02/15/2011	STILLINGS, JEREMY T.	Telephone conference with J. Campagna re Lincoln Policy 2294.	.20	120.00
02/16/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by J. Moltif re status update (.1); respond to investor inquiry by E. Pittman re status update (.1).	.20	59.00
02/23/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by C. Lawrence re status update (.6); respond to investor inquiry by W. Wagner re status update (.1); respond to investor inquiry by C. Combs re stipulation agreement and update (.3); respond to investor inquiry by T. Redmon re status update (.2).	1.20	354.00
02/24/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by C. Combs and A. Combs re status of claims and the bankruptcy cases.	.50	147.50
02/25/2011	STILLINGS, JEREMY T.	Telephone conference with M. Spiroch re status of case and claims.	.60	360.00
02/28/2011	LEVITAN, BRANDON W.	Respond to investor inquiry by B. Gooch re status update (.1); respond to investor inquiry by P. Harris re stipulation agreements (.1); respond to investor inquiry by R. Small re general bankruptcy issues (.1); respond to inquiry by B. Dorfman (.1); research and background for investor calls (.4).	.80	236.00

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	.50	895.00	447.50
TOTAL FOR PARTNER	.50		447.50
STILLINGS, JEREMY T.	3.00	600.00	1,800.00
LEVITAN, BRANDON W.	14.30	295.00	4,218.50
TOTAL FOR ASSOCIATE	17.30		6,018.50
BOYD, CASSAUNDR A	.90	95.00	85.50
TOTAL FOR LEGAL ASSISTANT	.90		85.50
MATTER TOTAL	18.70		6,551.50

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MATTER NAME: EXPENSES
MATTER NUMBER: 51043.0015

DETAIL DESCRIPTION OF SERVICES RENDERED:

DISBURSEMENTS AND CHARGES

	DESCRIPTION:	AMOUNT
10/31/10	LITIGATION SUPPORT/DOCKETING - - VENDOR: PACER SERVICE CENTER	0.96
10/31/10	LITIGATION SUPPORT/DOCKETING - - VENDOR: PACER SERVICE CENTER	6.08
12/01/10	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 1058	0.70
12/01/10	LONG DISTANCE TELEPHONE x3568 to (212) 380-4284 (NEW YORK, NY) at 1316	0.70
12/01/10	POSTAGE	54.60
12/02/10	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 0959	0.70
12/02/10	LONG DISTANCE TELEPHONE x3568 to (212) 380-4266 (NEW YORK, NY) at 1028	0.70
12/02/10	MESSENGER/DELIVERY Justin Blau Melville Capital 88 FROEHLICH FARM B LVD STE 206 WOODBURY NY, Tracking #: 79651044588 6, Shipped on 120210, Invoice #: 732208537	12.60
12/03/10	POSTAGE	1.05
12/06/10	LONG DISTANCE TELEPHONE x2944 to (281) 469-9887 (SATSUMA, TX) at 0914	0.35
12/06/10	MESSENGER/DELIVERY Jared Van Zweeden Melville Capital 88 FROEHLICH FARM BLVD STE 206 WOODBURY NY, Tracking #: 79418 7733535, Shipped on 120610, Invoice #: 732208537	12.77
12/07/10	LONG DISTANCE TELEPHONE x3568 to (413) 744-6514 (SPRINGFLD, MA) at 0832	0.70
12/07/10	LONG DISTANCE TELEPHONE x3568 to (212) 380-4266 (NEW YORK, NY) at 0838	3.82
12/07/10	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 1356	0.70
12/08/10	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 0902	0.70
12/08/10	LONG DISTANCE TELEPHONE x3568 to (212) 380-4266 (NEW YORK, NY) at 1001	1.39
12/08/10	LONG DISTANCE TELEPHONE x3521 to (212) 380-4266 (NEW YORK, NY) at 1631	0.70
12/09/10	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 1143	0.35
12/09/10	LONG DISTANCE TELEPHONE x3568 to (413) 744-6514 (SPRINGFLD, MA) at 1404	1.39
12/13/10	POSTAGE	69.20
12/13/10	POSTAGE	3.46
12/14/10	OUTSIDE REPRODUCTION - - VENDOR: LANDMARK LEGAL SOLUTIONS For Professional Services Rendered RE: duplication services	245.19

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	DESCRIPTION:	AMOUNT
12/20/10	POSTAGE	1.22
12/22/10	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 1003	0.70
12/22/10	POSTAGE	40.95
12/22/10	COURT REPORTING SERVICE - - VENDOR: JACKLEEN DE FINI, C.S.R. FOR PROFESSIONAL SERVICES RENDERED RE: COURT REPORTER FEES FOR HEARING BEFORE JUDGE GOLDGAR	48.00
12/23/10	LONG DISTANCE TELEPHONE x3540 to (214) 209-3757 (DALLAS, TX) at 1401	0.70
01/03/11	LONG DISTANCE TELEPHONE x3568 to (323) 392-2091 (LOSANGELES, CA) at 0924	0.35
01/03/11	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 1441	0.35
01/05/11	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 0951	0.35
01/11/11	LONG DISTANCE TELEPHONE x3568 to (617) 572-9277 (BOSTON, MA) at 0922	0.35
01/11/11	LONG DISTANCE TELEPHONE x3568 to (212) 380-4266 (NEW YORK, NY) at 0948	0.35
01/14/11	POSTAGE	23.98
01/18/11	LONG DISTANCE TELEPHONE x3568 to (212) 380-4266 (NEW YORK, NY) at 1319	1.04
01/18/11	LONG DISTANCE TELEPHONE x3568 to (215) 784-3342 (WILLOW GRV, PA) at 1330	1.04
01/18/11	LONG DISTANCE TELEPHONE x3568 to (215) 784-3342 (WILLOW GRV, PA) at 1333	1.04
01/18/11	LONG DISTANCE TELEPHONE x3568 to (215) 784-3342 (WILLOW GRV, PA) at 1447	0.70
01/19/11	LONG DISTANCE TELEPHONE x3568 to (215) 784-3342 (WILLOW GRV, PA) at 1527	0.70
01/19/11	LONG DISTANCE TELEPHONE x3568 to (212) 380-4266 (NEW YORK, NY) at 1742	0.35
01/24/11	LONG DISTANCE TELEPHONE x3568 to (215) 784-3342 (WILLOW GRV, PA) at 1144	0.35
01/25/11	POSTAGE	0.44
01/26/11	MESSENGER/DELIVERY Premium Payment Unit Lincoln National Life Ins Co 100 N Greene St GREENSBORO NC, Tracking #: 79 4358282848, Shipped on 012611, Invoice #: 738344 159	12.55
01/27/11	LONG DISTANCE TELEPHONE x3568 to (336) 691-3683 (GREENSBORO, NC) at 1435	1.04
01/28/11	POSTAGE	4.20
02/01/11	LONG DISTANCE TELEPHONE x3507 to (202) 626-5830 (WASHINGTON, DC) at 1344	0.35
02/03/11	LONG DISTANCE TELEPHONE x3568 to (336) 691-4122 (GREENSBORO, NC) at 0901	0.70
02/04/11	LONG DISTANCE TELEPHONE x3568 to (336) 691-4458 (GREENSBORO, NC) at 1429	0.70
02/07/11	LONG DISTANCE TELEPHONE x3568 to (336) 691-4458 (GREENSBORO, NC) at 1038	0.35
02/07/11	LONG DISTANCE TELEPHONE x3568 to (281) 499-7199 (STAFFORD, TX) at 1520	0.70

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	DESCRIPTION:	AMOUNT
02/08/11	LONG DISTANCE TELEPHONE x3568 to (323) 392-2091 (LOSANGELES, CA) at 1103	0.35
02/08/11	LONG DISTANCE TELEPHONE x3568 to (713) 751-5225 (HOUSTON, TX) at 1513	1.04
02/08/11	LONG DISTANCE TELEPHONE x3568 to (323) 392-2091 (LOSANGELES, CA) at 1718	2.09
02/08/11	POSTAGE	1.05
02/08/11	MESSENGER/DELIVERY - - VENDOR: CHICAGO MESSENGER SERVICE FOR PROFESSIONAL SERVICES RENDERED RE: LOCAL DELIVERY FEES	14.88
02/08/11	MESSENGER/DELIVERY Jeff Marwil Proskauer Rose LLP 3 First National Plz CHICAGO IL, Tracking #: 794403068411, Shippe d on 020811, Invoice #: 739110185	9.22
02/09/11	MESSENGER/DELIVERY Premium Payment Unit The Lincoln National Life I ns 100 N Greene St GREENSBORO NC, Tracking #: 79 6744278809, Shipped on 020911, Invoice #: 739922 947	12.66
02/09/11	MESSENGER/DELIVERY George Adams & Co Ins Agency 4501 Cartwright Rd Ste 402 MISSOURI CITY TX, Tracking #: 7967442 90740, Shipped on 020911, Invoice #: 739922947	13.62
02/10/11	POSTAGE	6.16
02/11/11	OUTSIDE REPRODUCTION - - VENDOR: JENNIFER WINTERS - PETTY CASH	2.05
02/15/11	MESSENGER/DELIVERY Premium Payment Unit The Lincoln National Life I ns 100 N Greene St GREENSBORO NC, Tracking #: 79 4427980550, Shipped on 021511, Invoice #: 739922 947	11.95
02/23/11	POSTAGE	0.88
02/23/11	OUTSIDE REPRODUCTION - - VENDOR: LANDMARK LEGAL SOLUTIONS FOR PROFESSIONAL SERVICES RENDERED RE: OUTSIDE COPY COSTS	62.30
02/28/11	MESSENGER/DELIVERY Brian Vincent Finra Enforcement Department 14 WA LL ST FL 14 NEW YORK CITY NY, Tracking #: 796810 893660, Shipped on 022811, Invoice #: 741493942	13.62
12/01/10	REPRODUCTION (624 copies @ 0.10 per copy)	62.40
12/02/10	REPRODUCTION (117 copies @ 0.10 per copy)	11.70
12/06/10	REPRODUCTION (176 copies @ 0.10 per copy)	17.60
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01/28/11	REPRODUCTION (51 copies @ 0.10 per copy)	5.10
02/08/11	REPRODUCTION (5 copies @ 0.10 per copy)	0.50
02/09/11	REPRODUCTION (3 copies @ 0.10 per copy)	0.30
02/14/11	REPRODUCTION (2 copies @ 0.10 per copy)	0.20
02/24/11	REPRODUCTION (11 copies @ 0.10 per copy)	1.10
02/24/11	REPRODUCTION (2 copies @ 0.10 per copy)	0.20
02/28/11	REPRODUCTION (453 copies @ 0.10 per copy)	45.30

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TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:

\$ 942.73

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MATTER NAME: THIRD PARTY LITIGATION RESPONSES
MATTER NUMBER: 51043.0016

DETAIL DESCRIPTION OF SERVICES RENDERED:

<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/01/2010	WYSOCKI, SHANNON	Discuss J. Marwil e-mail search results with H. Perez and N. Aggarwal re response to Johnson Trent discovery (.3); review same documents in Relativity (.2); organize various original signed documents sent by attorneys in preparation of Legal Key entry (.4).	.90	180.00
12/01/2010	LEVITAN, BRANDON W.	Call with G. Hill re Johnson Trent discovery.	1.00	295.00
12/02/2010	WYSOCKI, SHANNON	Assist N. Aggarwal with compilation of J. Marwil's e-mails relating to selected policy numbers and policy names in preparation of response to Johnson Trent document request (2.0); organize documents in preparation of N. Aggarwal's review (.5).	2.50	500.00
12/05/2010	ROSENTHAL, MARC E.	Review and revise discovery responses by Trustee.	.80	492.00
12/06/2010	MARWIL, JEFF J.	Review and approve response to Johnson Trent discovery request in investor suit versus Johnson Trent.	.30	268.50
12/06/2010	WYSOCKI, SHANNON	Compile all time entries associated with response to document request for use in creating bill to requesting party per N. Aggarwal's request (1.3); coordinate document production with vendor LandMark and G. Harris in New York Practice Support (.7).	2.00	400.00
12/06/2010	AGGARWAL, NEIL	Incorporate M. Rosenthal's edits to Johnson Trent discovery response and submit to J.Marwil.	1.00	295.00
12/07/2010	WYSOCKI, SHANNON	Coordinate with P. Jensen from LandMark and N. Aggarwal re set of production documents labeled "Do Not Produce."	.30	60.00
12/07/2010	ROSENTHAL, MARC E.	Conference with counsel regarding Bayou City discovery responses.	.40	246.00
12/08/2010	WYSOCKI, SHANNON	Copy data received from vendor to link in preparation of upload to Relativity database by Practice Support (.5); discuss production logistics with G. Harris and N. Aggarwal re same (.5).	1.00	200.00
12/10/2010	WYSOCKI, SHANNON	Preparation of chart of expenses incurred re our response to Spalding document request per N. Aggarwal's	1.50	300.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/14/2010	WYSOCKI, SHANNON	request (1.0); update hard copy file with original documents sent by attorneys for safe keeping and create working file for future use (.5). Organization of boxes containing document production materials for storage (.2); discuss document production, billing and other Life Funds issues with J. Winters and M. Reetz (.5); create draft production letter for Johnson Trent document production re N. Aggarwal's request (.3).	1.00	200.00
12/15/2010	SPECTOR, CATHERINE J.	Communication with N. Aggarwal to discuss document production.	.20	91.00
12/15/2010	WYSOCKI, SHANNON	Assist in coordinating updated document production details with Practice Support in New York and communicate logistics to N. Aggarwal re same (.5) review docket report on pacer in search of stipulation agreement or protective order re document production specifics per J. Winters' (.3).	.80	160.00
12/15/2010	AGGARWAL, NEIL	Attend meeting with C. Spector regarding redactions for J.Trent discovery request (.3); attend meeting with M. Rosenthal regarding redactions for J.Trent discovery request (.3); attend meeting with N. Gorman regarding redactions for J.Trent discovery request (.4).	1.00	295.00
12/17/2010	AGGARWAL, NEIL	Redact personal information (i.e. social security numbers, account information) from documents to be produced to Johnson Trent.	2.50	737.50
12/18/2010	AGGARWAL, NEIL	Review documents responsive to Johnson Trent discovery request in order to redact personal information (i.e. social security numbers, addresses, home phone numbers).	3.50	1032.50
12/20/2010	WYSOCKI, SHANNON	Discuss document production logistics with N. Aggarwal (.3); preparation of documents for production by redacting personal information (3.0).	3.30	660.00
12/21/2010	WYSOCKI, SHANNON	Preparation of documents for production by redacting personal information.	6.50	1300.00
12/21/2010	AGGARWAL, NEIL	Redact policy holder last names from Johnson Trent production documents and conduct second review to redact social security numbers from all	2.50	737.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
12/22/2010	STILLINGS, JEREMY T.	documents. Review e-mail correspondence re status of Johnson Trent discovery requests (both propounded on JT and received from JT).	.30	180.00
12/22/2010	WYSOCKI, SHANNON	Preparation of documents for production by redacting personal information.	8.80	1760.00
12/22/2010	ROSENTHAL, MARC E.	Correspondence with BCE and Johnson Trent regarding document productions responsive to requests.	.50	307.50
12/22/2010	AGGARWAL, NEIL	Redact insured names and personal information from Johnson Trent discovery production documents.	8.50	2507.50
12/23/2010	WYSOCKI, SHANNON	Discuss document production logistics with G. Harris and N. Aggarwal (.3); provide N. Aggarwal with copy of document responses per his request (.2).	.50	100.00
12/23/2010	AGGARWAL, NEIL	Redact insured names from Johnston Trent discovery production.	7.00	2065.00
12/27/2010	STILLINGS, JEREMY T.	E-mail with N. Aggarwal re status of response to Johnson Trent discovery requests.	.10	60.00
12/28/2010	WYSOCKI, SHANNON	Organize case materials received from J. Stillings in preparation of Legal Key entry and storage re response to Johnson Trent discovery.	.20	40.00
01/03/2011	STILLINGS, JEREMY T.	Office conference with Neil Aggarwal re Johnson Trent discovery (.1); office conference with B. Levitan re production of documents to investor litigants in causes of action against brokers (.1); telephone conference with P. Malberg re same (.1).	.30	180.00
01/04/2011	WYSOCKI, SHANNON	Discuss Johnson Trent document production logistics with new paralegal M. Hagan (.2); perform tutorial of Relativity database re same (.1)	.30	60.00
01/04/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.5); begin redactions as instructed in Relativity database (2.0).	2.50	537.50
01/05/2011	WYSOCKI, SHANNON	Preparation of production documents by redacting personally identifying information in preparation of producing documents to Johnson Trent.	1.50	300.00
01/05/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.5); redact as instructed in Relativity database (5.5).	6.00	1290.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/06/2011	WYSOCKI, SHANNON	Preparation of production documents by redacting personally identifying information in preparation of producing documents to Johnson Trent.	4.50	900.00
01/06/2011	HAGAN, MELISSA	Attend meetings with N. Aggarwal re status of Johnson Trent production (.8); redact as instructed in Relativity database (6.0).	6.80	1462.00
01/07/2011	WYSOCKI, SHANNON	Preparation of production documents by redacting personally identifying information in preparation of producing documents to Johnson Trent.	1.00	200.00
01/07/2011	HAGAN, MELISSA	Attend meetings with N. Aggarwal and S. Wysocki re status of Johnson Trent production (.5); redact as instructed in Relativity database (5.5); meet with B. Levitan re new discovery answers (.2); review and distribute same (.1).	6.30	1354.50
01/10/2011	MARWIL, JEFF J.	Brief conversations with J. Stillings and B. Levitan and review of Johnson Trent, Spaulding discovery response.	.40	358.00
01/10/2011	WYSOCKI, SHANNON	Preparation of production of documents by redacting personally identifying information in preparation of producing same documents to Johnson Trent.	2.80	560.00
01/10/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.3); redact as instructed in Relativity database (7.0).	7.30	1569.50
01/11/2011	STILLINGS, JEREMY T.	Telephone conference with P. Mahlberg and M. Boos of FINRA re request for additional documents in support of litigation.	.50	300.00
01/11/2011	WYSOCKI, SHANNON	Preparation of production of documents by redacting personally identifying information in preparation of producing same documents to Johnson Trent.	3.50	700.00
01/11/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.3); redact as instructed in Relativity database (6.7).	7.00	1505.00
01/12/2011	MARWIL, JEFF J.	Review e-mails re Allmendinger subpoena.	.20	179.00
01/12/2011	STILLINGS, JEREMY T.	Office conference with N. Aggarwal re status of responses to Johnson Trent discovery request (.1); telephone conference with counsel to FINRA re document request to come (.2); review	.50	300.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		and forward FINRA request for response (.2).		
01/12/2011	HAGAN, MELISSA	Meetings with N. Aggarwal re status of Johnson Trent production (.6); redact as instructed in Relativity database (2.2); meet with B. Levitan re receipt Spalding discovery and review of same (3.2).	6.00	1290.00
01/12/2011	LEVITAN, BRANDON W.	Review document request from Spaldings and Bayou City Escrow, Inc. (2.6); meet with M. Hagan re comparison of document production with information previously obtained by Trustee (.2).	2.80	826.00
01/13/2011	BOYD, CASSAUNDRA	Office conference with B. Levitan and M. Hagan re FINRA document production request.	.30	28.50
01/13/2011	WYSOCKI, SHANNON	Preparation of production of documents by redacting personally identifying information in preparation of producing same documents to Johnson Trent.	1.60	320.00
01/13/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.2); conference with practice support services re same (.3); cross-check redaction in Adobe (3.3).	3.80	817.00
01/13/2011	LEVITAN, BRANDON W.	Continue to review document production from Spaldings and Bayou City (5.0); meet with M. Hagan re FINRA request (.4).	5.40	1593.00
01/14/2011	WYSOCKI, SHANNON	Discuss document production logistics with M. Hagan in preparation of Johnson Trent document production (.3); assist B. Levitan with preparation of operating reports for filing (.5).	.80	160.00
01/14/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.4); redact as instructed in Relativity database (1.5);	1.90	408.50
01/14/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.3); conference with project support re same (1.0); meet with B. Levitan and C. Boyd re FINRA production (.8); search in Relativity to find documents relating to same (2.0).	4.10	881.50
01/14/2011	AGGARWAL, NEIL	Review production for Spaulding discovery request to ensure that redactions are correct and that public documents are not marked "confidential."	1.30	383.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/14/2011	LEVITAN, BRANDON W.	Meet with M. Hagan re FINRA request.	.60	177.00
01/17/2011	LEVITAN, BRANDON W.	Meet with M. Rosenthal and J. Stillings re discovery responses from the Spaldings, Bayou City Escrow, Inc. and Johnson Trent, West & Doyle LLP (.5); prepare materials for meeting (.5).	1.00	295.00
01/18/2011	STILLINGS, JEREMY T.	Office conference with M. Hagan re producing and redaction standards for documents requested in third party discovery.	.50	300.00
01/18/2011	HAGAN, MELISSA	Assist B. Levitan with FINRA production request (3.1); assist B. Levitan with drafting and filing November operating reports (1.0); correspond with N. Aggarwal, Practice Support, and Pitney Bowes re Johnson Trent production (.5).	4.60	989.00
01/18/2011	LEVITAN, BRANDON W.	Meet with C. Spector re discovery response letters (1.0); continue to assess discovery responses for adequacy (2.0); begin drafting discovery response letter to Bayou City Escrow, Inc. (2.1).	5.10	1504.50
01/19/2011	HAGAN, MELISSA	Meet with N. Aggarwal re status of Johnson Trent production (.2); review same (1.3); meet with B. Levitan and S. Wysocki re FINRA production (.2); draft spreadsheet based on same (1.5); review of documents for same (1.5).	4.70	1010.50
01/19/2011	LEVITAN, BRANDON W.	Assess the adequacy of discovery responses and begin to formulate responses to objections.	1.10	324.50
01/20/2011	WYSOCKI, SHANNON	Organization of files used in preparation of Johnson Trent document production.	.20	40.00
01/20/2011	HAGAN, MELISSA	Review FINRA production materials (.5); meet with B. Levitan (.2); correspond with Practice Support regarding uploading of additional discover materials to Relativity database (.3).	1.00	215.00
01/20/2011	LEVITAN, BRANDON W.	Continue to work on drafting discovery response letter re Bayou City Escrow, Inc.	3.00	885.00
01/21/2011	HAGAN, MELISSA	Review documents for FINRA production.	9.50	2042.50
01/21/2011	AGGARWAL, NEIL	Meet with C. Spector regarding marking sensitive information confidential pursuant to protective order in effect in Parlette v. Spalding action.	.50	147.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/21/2011	LEVITAN, BRANDON W.	Meet with M. Hagan re FINRA production request (.3); continue work on assembling and locating documents for production (3.7); research chapter 7 filing listing A&O as notice creditor (2.0).	6.00	1770.00
01/24/2011	HAGAN, MELISSA	Meetings with B. Levitan re status of FINRA production (1.0); review Relativity database and work room files for additional investor information (5.5).	5.50	1182.50
01/24/2011	LEVITAN, BRANDON W.	Continue to draft discovery letter re Bayou City Escrow, Inc. (3.8); continue to work on issues relating to FINRA production including method and organization for production, and review of indices and file room (3.2).	7.00	2065.00
01/25/2011	SPECTOR, CATHERINE J.	Meeting with N. Aggarwal to discuss document production to Johnson Trent and confidentiality protections for same (.2); communication with M. Rosenthal regarding production of confidential documents (.2).	.40	182.00
01/25/2011	SPECTOR, CATHERINE J.	Meeting with M. Hagan and B. Levitan to discuss production protocol for FINRRA document request.	.40	182.00
01/25/2011	HAGAN, MELISSA	Follow up with N. Aggarwal re status of Johnson & Trent production (.10); attend meetings with B. Levitan re status of FINRA production (.9); review Relativity database and work room files for additional investor information and add same to database (1.0); tag new documents and correspond with Project Support to produce same on Relativity (2.0).	4.00	860.00
01/25/2011	LEVITAN, BRANDON W.	Meet with C. Spector and M. Hagan re redactions for FINRA production (.2); begin research into basis for redactions with respect to FINRA production specifically (.9).	1.10	324.50
01/26/2011	STILLINGS, JEREMY T.	Revise B. Levitan e-mail to FINRA re discovery requests.	.10	60.00
01/26/2011	HAGAN, MELISSA	Meetings with B. Levitan re status of FINRA production (.2); review Relativity database and work room files for additional investor information (1.3).	1.50	322.50
01/26/2011	LEVITAN, BRANDON W.	Continue drafting discovery letter re Bayou City Escrow, Inc. (4.6); continue research into privacy and confidentiality obligations of A&O	7.10	2094.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
01/27/2011	HAGAN, MELISSA	(2.5). Meetings with B. Levitan re status of FINRA production (.2); review Relativity database and work room files for additional investor information (2.8); review and modify document borders in IPRO for Bayou City production (4.5).	7.50	1612.50
01/28/2011	HAGAN, MELISSA	Per B. Levitan, review and modify document borders in IPRO for Bayou City production.	7.30	1569.50
01/28/2011	LEVITAN, BRANDON W.	Continue to make revisions to discovery letter re Bayou City Escrow, Inc. provided by C. Spector (7.0); research case law re objections and responses to interrogatories and requests for production (.5).	7.50	2212.50
01/31/2011	SPECTOR, CATHERINE J.	Communication with B Levitan regarding correspondence with Johnson Trent regarding discovery responses.	.10	45.50
01/31/2011	AGGARWAL, NEIL	Revise letter to G.Hill of Locke Lord regarding whether Locke Lord will treat sensitive investor and insured information pursuant to protective order in Parlette v. Spalding action.	1.50	442.50
01/31/2011	LEVITAN, BRANDON W.	Continue to draft discovery response letter re Spaldings.	4.50	1327.50
02/01/2011	SPECTOR, CATHERINE J.	Review letter prepared by N. Aggarwal regarding document production to Johnson Trent (.2); correspondence with J. Stillings, M. Rosenthal, and N. Aggarwal regarding document production to Johnson Trent (.1).	.30	136.50
02/01/2011	STILLINGS, JEREMY T.	Office conference with B. Levitan re FINRA document request and response (.2); telephone conference with counsel for FINRA re same (.2).	.40	240.00
02/01/2011	AGGARWAL, NEIL	Revise letter to G.Hill of Locke Lord regarding protective order.	1.00	295.00
02/01/2011	LEVITAN, BRANDON W.	Continue to revise discovery letters re Spaldings and Bayou City in response to second set of comments from C. Spector.	4.60	1357.00
02/01/2011	LEVITAN, BRANDON W.	Meet with J. Stillings re FINRA production and privacy research (.2); call to FINRA re privacy concerns (.2).	.40	118.00
02/02/2011	STILLINGS, JEREMY T.	Telephone conference with C. Spector re response to Allmendinger discovery request (.2); telephone conference with R. Stark re same (.1); review and revise answer to Allmendinger	.90	540.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		discovery (.5); review and revise letter to G. Hill re response to third party discovery (.1).		
02/02/2011	ROSENTHAL, MARC E.	Review and revise correspondence regarding production of documents to Johnson Trent, and correspondence regarding BCE discovery.	1.60	984.00
02/02/2011	AGGARWAL, NEIL	Revise G.Hill letter to incorporate comments from J.Stillings, C.Spector and M.Rosenthal.	1.50	442.50
02/02/2011	LEVITAN, BRANDON W.	Finish second set of revisions on discovery response letter re Bayou City Escrow, Inc., and send out to M. Rosenthal and J. Stillings (.3); Finish second set of revisions on discovery response letter re the Spaldings, and send to C. Spector for review and comment (1.2)	1.50	442.50
02/03/2011	WYSOCKI, SHANNON	Assist J. Stillings and C. Spector with review of Relativity database in search of numerous policy numbers for lapsed policies and prepare chart of policy numbers, carrier and insured for use as an exhibit to Objections and Responses to Subpoena of Non-Party Jeff J. Marwil, as Trustee of Life Fund 5.1, LLC, et al.	1.80	360.00
02/03/2011	LEVITAN, BRANDON W.	Continue work on discovery letter response to Bayou City Escrow, Inc. incorporating revisions from J. Stillings and M. Rosenthal (1.3); conduct final review of letter response to Bayou City Escrow, Inc. (1.1).	2.40	708.00
02/04/2011	ROSENTHAL, MARC E.	Review and revise discovery letters to BCE and Spaldings.	.50	307.50
02/05/2011	ROSENTHAL, MARC E.	Review and revise Spalding discovery correspondence.	.70	430.50
02/07/2011	HAGAN, MELISSA	Meet with B. Levitan (.1); redact documents for FINRA production (5.2).	5.30	1139.50
02/07/2011	LEVITAN, BRANDON W.	Meet with M. Hagan re update on FINRA request.	.30	88.50
02/08/2011	HAGAN, MELISSA	Meetings with B. Levitan re status of FINRA production (.2); review and redaction of same (5.0).	5.20	1118.00
02/08/2011	LEVITAN, BRANDON W.	Discuss FINRA response with M. Hagan and receive update.	.10	29.50
02/09/2011	HAGAN, MELISSA	Meetings with B. Levitan re status of FINRA production (.2); review and redact FINRA for preparation of production (.8).	1.00	215.00
02/09/2011	HAGAN, MELISSA	Work in Relativity database to	3.50	752.50

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
		categorize issue tags for Bayou City production.		
02/10/2011	HAGAN, MELISSA	Per B. Levitan, work in Relativity database to categorize issue tags for Bayou City production.	6.50	1397.50
02/11/2011	STILLINGS, JEREMY T.	E-mail with C. Spector and B. Levitan re reinstatement of corporate entities.	.10	60.00
02/11/2011	HAGAN, MELISSA	Meet with B. Levitan re status of Fredrikson & Byron production.	.50	107.50
02/14/2011	HAGAN, MELISSA	Meet with B. Levitan re status of Fredrikson & Byron production (.5); complete Relativity issue tags based on same (1.2); meet with B. Levitan re FINRA production (1.3); redact documents according to instructions from meeting (3.5).	6.50	1397.50
02/14/2011	LEVITAN, BRANDON W.	Prepare agenda for meeting and confer with counsel for Bayou City Escrow, Inc. and the Spaldings re response to outstanding discovery requests (1.5); meet with M. Hagan re same (.9).	2.40	708.00
02/14/2011	LEVITAN, BRANDON W.	Review redactions on documents already gathered for the FINRA production request.	4.00	1180.00
02/15/2011	HAGAN, MELISSA	Meetings with B. Levitan re status of FINRA production (.6); review Relativity database to complete redactions per 2-14 meeting (4.3).	4.90	1053.50
02/15/2011	LEVITAN, BRANDON W.	Participate in meeting and confer re Bayou City and the Spaldings' discovery responses with C. Spector, M. Wilson, and W. Clawater (.8); meet with C. Spector and J. Stillings re meet and confer (.3); draft letter to M. Wilson and W. Clawater re meet and confer (2.1).	3.20	944.00
02/16/2011	HAGAN, MELISSA	Meet with N. Aggarwall re Johnson Trent production (.2); create time spreadsheet for same (.8).	1.00	215.00
02/16/2011	LEVITAN, BRANDON W.	Draft discovery letter re meet and confer with Bayou City and Spaldings.	1.20	354.00
02/17/2011	HAGAN, MELISSA	Conference with H. Perez re additional searches need for FINRA production.	.50	107.50
02/18/2011	LEVITAN, BRANDON W.	Revise discovery letter re meet and confer incorporating comments from C. Spector.	3.50	1032.50
02/22/2011	WYSOCKI, SHANNON	Prepare Excel spreadsheet detailing time billed to Johnson Trent document production per N. Aggarwal's request.	.50	100.00
02/22/2011	HAGAN, MELISSA	Meetings with B. Levitan re status of FINRA production (.5); review document database and issue tags per	5.00	1075.00

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<u>Date</u>	<u>Attorney</u>	<u>Description</u>	<u>Hours</u>	<u>Amount</u>
02/22/2011	AGGARWAL, NEIL	FINRA's request for additional documents to be included in production (4.3); meet with N. Aggarwal re letter to Johnson & Trent production (.1) and revise same (.1). Finalize Johnson Trent production (i.e. cover letter, prepare documents for shipping, interrogatories) (.75); Complete excel sheet detailing time spent on Johnson Trent discovery request for reimbursement from Johnson Trent (.75);	1.50	442.50
02/22/2011	LEVITAN, BRANDON W.	Resolve issues relating to FINRA production.	.30	88.50
02/23/2011	HAGAN, MELISSA	Meet with B. Levitan re status of FINRA production (.1); review document database and redact same per FINRA's request to produce additional documents (2.9).	3.00	645.00
02/23/2011	LEVITAN, BRANDON W.	Finish discovery letter re meet and confer.	2.00	590.00
02/25/2011	LEVITAN, BRANDON W.	Discuss issues relating to FINRA production and review second set of documents for that production.	1.30	383.50
02/28/2011	STILLINGS, JEREMY T.	Telephone conference with A. Lasko re previously filed tax returns and filing of 2010 and 2011 returns.	.20	120.00
02/28/2011	LEVITAN, BRANDON W.	Meet with M. Hagan re FINRA production and final review of that production (.4); draft cover letter for FINRA production (1.5).	1.90	560.50

TIME AND FEE SUMMARY

<u>Attorney</u>	<u>Hours</u>	<u>Rate</u>	<u>Dollars</u>
MARWIL, JEFF J.	.90	895.00	805.50
ROSENTHAL, MARC E.	4.50	615.00	2,767.50
TOTAL FOR PARTNER	5.40		3,573.00
SPECTOR, CATHERINE J.	1.40	455.00	637.00
STILLINGS, JEREMY T.	3.90	600.00	2,340.00
AGGARWAL, NEIL	33.30	295.00	9,823.50
LEVITAN, BRANDON W.	82.30	295.00	24,278.50
TOTAL FOR ASSOCIATE	120.90		37,079.00
BOYD, CASSAUNDR	.30	95.00	28.50
WYSOCKI, SHANNON	47.80	200.00	9,560.00
HAGAN, MELISSA	140.20	215.00	30,143.00
TOTAL FOR LEGAL ASSISTANT	188.30		39,731.50

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MATTER TOTAL **314.60** **80,383.50****DISBURSEMENTS AND CHARGES**

	DESCRIPTION:	AMOUNT
12/06/10	OUTSIDE REPRODUCTION - - VENDOR: LANDMARK LEGAL SOLUTIONS FOR PROFESSIONAL SERVICES RENDERED RE: OUTSIDE REPRODUCTION COSTS IN PREPARATION FOR DOCUMENT PRODUCTION	549.96
02/03/11	POSTAGE	0.61
02/16/11	OUTSIDE REPRODUCTION - - VENDOR: JENNIFER WINTERS - PETTY CASH	1.03
02/22/11	MESSENGER/DELIVERY Graham Hill Locke, Lord, Bissell & Liddell 600 T RAVIS ST HOUSTON TX, Tracking #: 796790903029, S hipped on 022211, Invoice #: 740726441	20.96
02/22/11	MESSENGER/DELIVERY Graham Hill Locke, Lord, Bissell & Liddell 600 T RAVIS ST HOUSTON TX, Tracking #: 796790903100, S hipped on 022211, Invoice #: 740726441	56.82
02/22/11	MESSENGER/DELIVERY Graham Hill Locke, Lord, Bissell & Liddell 600 T RAVIS ST HOUSTON TX, Tracking #: 796790903213, S hipped on 022211, Invoice #: 740726441	80.81
02/10/11	REPRODUCTION (36 copies @ 0.10 per copy)	3.60
	TOTAL DISBURSEMENTS AND CHARGES FOR THIS MATTER:	\$ 713.79

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CLIENT AND MATTER GROUP RECAP:

Matter Name	Fees Billed	Disbursements Billed
GENERAL CASE ADMINISTRATION	19,898.00	.00
ASSET ANALYSIS & RECOVERY	30,061.00	.00
ADVERSARY PLEADINGS AND LITIGATION	39,642.00	.00
PLAN AND DISCLOSURE STATEMENT	4,912.00	.00
CLAIMS ADMINISTRATION AND OBJECTION	34,549.00	.00
FEE EMPLOYMENT APPLICATIONS	19,731.00	.00
CORPORATE AND TAX MATTERS	5,046.00	.00
ASSET DISPOSITION	10,746.50	.00
INVESTOR COMMUNICATIONS	6,551.50	.00
EXPENSES	.00	942.73
THIRD PARTY LITIGATION RESPONSES	80,383.50	713.79
TOTAL	251,520.50	1,656.52

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TIME SUMMARY

Name	Title	Hours	Rate	Amount
MARWIL, JEFF J.	PARTNER	12.3	\$895	\$11,008.50
MARATHAS, JR., PETER J.	PARTNER	1.3	\$615	\$799.50
ROSENTHAL, MARC E.	PARTNER	11.7	\$615	\$7,195.50
BOYD, CASSAUNDRA	LEGAL ASSISTANT	393.9	\$95	\$37,420.50
WYSOCKI, SHANNON	LEGAL ASSISTANT	52.8	\$200	\$10,560.00
HAGAN, MELISSA	LEGAL ASSISTANT	213.0	\$215	\$45,795.00
SPECTOR, CATHERINE J.	ASSOCIATE	24.3	\$455	\$11,056.50
STILLINGS, JEREMY T.	ASSOCIATE	60.7	\$600	\$36,420.00
WALTER, GRAYSON T.	ASSOCIATE	7.3	\$500	\$3,650.00
AGGARWAL, NEIL	ASSOCIATE	38.3	\$295	\$11,298.50
LEVITAN, BRANDON W.	ASSOCIATE	258.7	\$295	\$76,316.50
	Totals:	1074.3		\$251,520.50

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COST SUMMARY

Description	Quantity	Amount
REPRODUCTION	2321	\$232.10
LITIGATION SUPPORT/DOCKETING	2	\$7.04
LONG DISTANCE TELEPHONE	36	\$28.59
POSTAGE	13	\$207.80
MESSENGER/DELIVERY	12	\$272.45
COURT REPORTING SERVICE	1	\$48.00
OUTSIDE REPRODUCTION	5	\$860.53
Totals	2390	\$1,656.51

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

_____)	Chapter 11
In re:)	
LIFE FUND 5.1, LLC, <i>et al.</i> , ¹)	Case No. 09 B 32672
)	
Debtors.)	Jointly Administered

**ORDER GRANTING THIRD INTERIM APPLICATION OF PROSKAUER ROSE LLP,
COUNSEL TO THE TRUSTEE, FOR ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES**

This matter coming to be heard upon the Third Interim Application of Proskauer Rose LLP (“Proskauer”), Counsel to the Trustee, for Allowance of Compensation for Services Rendered and Reimbursement of Expenses (the “Application”)²;

THE COURT HEREBY FINDS

A. Proskauer served written notice of the hearing on the Application to all parties that have requested service in the Chapter 11 Cases and upon the United States Trustee.

B. The Bankruptcy Court has reviewed the Application.

C. In the Application, Proskauer requested interim allowance of fees in the amount of \$251,520.50 for the Application Period.

D. In the Application, Proskauer requested payment, subject to final allowance by order of the Bankruptcy Court and disgorgement, of eighty percent (80%) of fees allowed under the Application.

E. In the Application, Proskauer requested interim allowance of actual and necessary expenses incurred during the Application Period in the amount of \$1,656.51.

¹ The Debtors in the cases are: (1) Life Fund 5.1, LLC; (2) Life Fund 5.2, LLC; (3) A&O Life Fund, LLC; (4) A&O Resource Management, Ltd.; (5) A&O Bonded Life Settlements, LLC; (6) A&O Bonded Life Assets, LLC; and (7) Houston Tanglewood Partners, LLC.

² Each capitalized term used but not defined shall have the meaning ascribed thereto in the Application.

F. In the Application, Proskauer requested reimbursement, subject to final allowance by the Bankruptcy Court and disgorgement, of 100% of expenses allowed under the Application.

G. The Bankruptcy Court held and concluded a hearing on the Application.

H. The Bankruptcy Court has jurisdiction over the matters raised in the Application pursuant to 28 U.S.C. §§ 157 and 1334.

I. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).

J. Notice of the Application and the hearing on the Application was sufficient under the circumstances.

K. The legal and factual bases set forth in the Application establish just cause for the relief granted herein.

THE BANKRUPTCY COURT HEREBY ORDERS THAT:

1. The Application is granted on an interim basis, as set forth herein.
2. Proskauer is granted interim allowance of compensation in the amount of \$_____ (the "Interim Allowed Fees") for services rendered to the Trustee during the Application Period.
3. Proskauer is granted interim allowance of reimbursable expenses actually incurred in the amount of \$_____ (the "Interim Allowed Expenses") related to services rendered to the Trustee during the Application Period.
4. The Trustee is authorized and directed to immediately pay to Proskauer from cash of the Estates \$_____, which amount represents eighty percent (80%) of the Interim Allowed Fees and 100% of the Interim Allowed Expenses.
5. All amounts allowed and authorized to be paid under the terms of this order are subject to final approval and final allowance by the Bankruptcy Court and disgorgement.

6. This Order is without prejudice to Proskauer seeking payment at a later date of amounts allowed, but not authorized to be paid, hereunder.

Dated:

Chicago, Illinois

United States Bankruptcy Judge