

**UNITED STATES BANKRUPTCY COURT
 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

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
 OF PROSKAUER ROSE LLP AS COUNSEL TO
 JEFF MARWIL, CHAPTER 11 TRUSTEE, NUNC PRO TUNC TO MARCH 8, 2010**

Upon the application [Docket No. ___] (the "Application")² of Jeff Marwil, not individually, but solely as chapter 11 trustee (the "Trustee") to the estates of the above-captioned debtors and debtors in possession (collectively, the "Debtors"), for entry of an order (this "Order") authorizing the Trustee to employ and retain Proskauer Rose LLP ("Proskauer") as lead counsel for the Trustee; the Court having reviewed the Application and the Declaration of Marc Rosenthal (the "Rosenthal Declaration") of Proskauer filed in connection therewith; ~~the Court~~ having heard the statements of counsel in support of the relief requested therein at a hearing thereon (the "Hearing"); the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2), (c) Proskauer does not hold or represent any interest adverse to the Debtors' estates, (d) Proskauer is a "disinterested person" as contemplated under sections 327 and 329 of the Bankruptcy Code, and (e) employment of Proskauer is necessary and in the best interests of the ~~Debtors' estates, creditors, and other parties in interest, the Court finding that notice of the~~

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, LLC; (5) A&O Bonded Life Settlement, LLC; (6) A&O Bonded Life Assets, LLC; and (7) Houston Tanglewood Partners, LLC.

² Each capitalized term used, but not otherwise defined herein, shall have the meaning ascribed to such term in the Application.

~~Application and the Hearing given by the Trustee was sufficient under the circumstances; and the~~ *are*
~~Court being fully advised in the premises and having determined that the legal and factual bases~~
~~set forth in the Application, the Rosenthal Declaration, and at the Hearing establish just cause for~~
~~the relief herein granted, and after due deliberation and cause appearing therefor, it is HEREBY~~
ORDERED that:

1. The Application is granted as set forth herein.

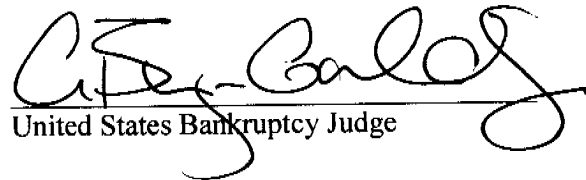
2. The Trustee is authorized, pursuant to section 327(a) of the Bankruptcy Code, to engage Proskauer, effective as of March 8, 2010, ~~upon the terms and~~ *with compensation subject to order of court.* for the purposes set forth in the Application, ~~as counsel for the Trustee in the above-captioned chapter 11 cases and is~~ authorized to pay Proskauer in accordance with the Application and other orders of the Court. *are*

~~3. The Trustee is authorized and empowered to take all actions necessary to~~ *are*
implement the relief granted in this Order.

4. Notwithstanding the possible applicability of Rules 6004, 7062 and 9014 of the Bankruptcy Rules, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

5. The Court shall retain jurisdiction over any matter or dispute arising from or ~~relating to the implementation of this Order~~ *are*

Dated: MAR 17 2010, 2010
Chicago, Illinois


United States Bankruptcy Judge