

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

In re:) Chapter 11
)
LIFE FUND, 5.1, LLC, et. al.,) Case No. 09-32672
) (Jointly Administered)
)
Debtors.) Honorable A. Benjamin Goldgar

NOTICE OF MOTION

PLEASE TAKE NOTICE that on **Wednesday, July 13, 2011 at 10:00 a.m.**, or as soon thereafter as counsel may be heard, we will appear before the Honorable A. Benjamin Goldgar, or any other judge sitting in his stead, in Courtroom 613 of the Everett McKinley Dirksen Building, 219 South Dearborn Street, Chicago, Illinois 60604, and present the *Supplemental Application of Perkins Coie LLP for Final Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins*, at which time you may appear as you see fit.

Dated: July 7, 2011

PERKINS COIE LLP

By: /s/ David M. Neff
David M. Neff (ARDC #6190202)
Brian A. Audette (ARDC #6277056)
131 S. Dearborn Street - Suite 1700
Chicago, Illinois 60603-5559
Telephone: (312) 324-8400
Facsimile: (312) 324-9400

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

In re:) Chapter 11
)
LIFE FUND, 5.1, LLC, et. al.) Case No. 09-32672
) (Jointly Administered)
)
Debtor.) Honorable A. Benjamin Goldgar

**SUPPLEMENTAL APPLICATION OF PERKINS COIE LLP
FOR FINAL ALLOWANCE OF COMPENSATION
FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES AS COUNSEL TO TRUSTEE PATRICK M. COLLINS**

Perkins Coie LLP ("Perkins"), as counsel to Patrick M. Collins, not individually, but solely in his capacity as chapter 11 trustee (the "Trustee") of the jointly administered bankruptcy estates of Life Fund 5.1, LLC (Case No. 09-32672), Life Fund 5.2, LLC (Case No. 09-32674), A&O Life Fund, LLC (Case No. 09-32678), Houston Tanglewood Partners, LLC (Case No. 09-32676), A&O Resource Management, Ltd. (Case No. 09-32677), A&O Bonded Life Assets, LLC (Case No. 09-32679), and A&O Bonded Life Settlements, LLC (Case No. 09-32681) (collectively, the "Debtors"), and pursuant to sections 330, 331 and 504 of chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, *et seq.* (as amended, the "Bankruptcy Code"), Rules 2002 and 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and Local Rule 5082-1 of Bankruptcy Practice and Procedure of the United States Bankruptcy Court For the Northern District of Illinois (the "Local Rules"), submits this supplemental application (the "Supplemental Application") for final allowance of compensation for services rendered and reimbursement of expenses incurred as counsel to the Trustee and, in support thereof, states as follows:

I. PERTINENT FACTS

1. On August 31, 2010, Perkins filed the First and Final Application of Perkins Coie LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins (the "Application"), pursuant to which it seeks the payment of fees totaling \$842,726.00 and reimbursement of expenses totaling \$25,533.57 from the Debtors' estates for the period September 17, 2009 through and including July 31, 2010 (the "Initial Application Period"). That matter is pending before the Court.

2. On September 24, 2010, the Group of Investors filed its Preliminary Objection to and Request for Discovery on First and Final Application of Perkins Coie LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins (the "Preliminary Objection").

3. On November 3, 2010, Perkins filed its Supplement to Exhibit C to First and Final Application of Perkins Coie LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins, pursuant to which Perkins provided additional support for certain of the expenses for which Perkins seeks reimbursement in the Application.

4. On November 22, 2010, the Group of Investors filed its Supplemental Response and Objection to Application of Perkins Coie, LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins (the "Supplemental Objection" and together with the Preliminary Objection, the "Objection"). Among other things, the Group of Investors requested that only \$177,130 of the \$842,726 in fees requested by Perkins should be allowed and that the Court should apply an additional percentage reduction to that amount.

5. On January 14, 2011, Perkins filed its Response to the Group of Investors' Supplemental Response and Objection to Application of Perkins Coie LLP for Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins (the "Fee Response").

6. On March 2, 2011, the Court conducted a status hearing on the Application and the Group of Investors' Objection thereto. The Court continued the status hearing to March 9, 2011 to permit the Group of Investors an opportunity to consider whether it wanted to pursue its Objection.

7. On March 9, 2011, the Court scheduled an evidentiary hearing on the Application and the Objection for July 6, 2011 (the "Evidentiary Hearing").

8. On March 9, 2011, the Court also signed a Final Pretrial Order, which provided that: (a) expert witnesses were to be disclosed by April 15, 2011; (b) discovery closed on June 15, 2011; and (c) 21 days prior to the Evidentiary Hearing the parties were required to (i) exchange all exhibits to be introduced into evidence, (ii) file a list of all exhibits to be introduced into evidence and (iii) exchange and file a list of witnesses.

9. On April 15, 2011, Perkins disclosed its expert witness to the Group of Investors.

10. On June 8, 2011, Perkins and the Group of Investors filed the Joint Motion of Perkins Coie LLP and Group of Investors to Have Court Rule on Fee Application on Existing Record and to Vacate Scheduled Evidentiary Hearing (the "Motion to Vacate"), pursuant to which the parties requested the Court to rule on the pleadings without conducting the Evidentiary Hearing.

11. On June 15, 2011, the Court denied the Motion to Vacate.

12. On June 15, 2011, Perkins: (a) delivered a copy of all exhibits it intended to introduce into evidence at the Evidentiary Hearing to the Group of Investors' counsel; (b) filed a list of its proposed trial exhibits; and (c) filed its list of its anticipated trial witnesses.

13. On June 15, 2011, the Group of Investors filed its notice of withdrawal of the Objection.

14. On June 27, 2011, the Court entered an Order striking the Evidentiary Hearing.

II. THE REQUESTED RELIEF

15. By this Supplemental Application, Perkins requests the allowance of additional compensation in the amount of \$41,360.00 and reimbursement of additional expenses totaling \$5,956.79 incurred on behalf of the Trustee from November 8, 2010 through and including March 9, 2011 only (the "Supplement Period") in addition to the fees and costs already requested pursuant to the Application, which is expressly incorporated herein by reference. Perkins has not yet been compensated for any of the services described in the Application or this Supplemental Application. As set forth in more detail below, Perkins' fees and costs incurred during the Supplement Period relate to addressing and responding to the Objection.

16. In the interest of simplifying the issues related to its applications for fees, Perkins is **not** seeking an award of compensation or reimbursement of its expenses incurred August 1, 2010 through November 7, 2010 nor after March 9, 2011 (the date the Court scheduled the Evidentiary Hearing).¹ Notably, Perkins is voluntarily foregoing fees and expenses of over \$75,000 that were incurred in connection with Perkins' preparation for the Evidentiary Hearing and efforts to resolve the Objection. Among other things, since March 9, 2011, Perkins

¹ Together with this filing, Perkins is assisting Patrick Collins in re-filing his previously submitted *First and Final Application of Patrick M. Collins, as Trustee, For Compensation*. Perkins does not anticipate making any other fee requests in this matter.

attorneys: (a) coordinated the retention of an expert witness and corresponded and conducted meetings him; (b) engaged in office conferences to develop a strategy for conducting the Evidentiary Hearing; (c) conducted additional legal research regarding issues raised in the Objection; (d) reviewed, investigated and analyzed the factual issues raised by the Objection; (e) reviewed and analyzed pleadings and documents to prepare trial exhibits; (f) prepared a list of trial witnesses; (g) engaged in negotiations with the Group of Investors; and (h) drafted the Motion to Vacate.

III. LEGAL SERVICES PERFORMED AND EXPENSES INCURRED DURING THE SUPPLEMENT PERIOD

17. It is well-established that fees incurred preparing and litigating fee applications are compensable. *See e.g., In re Wildman*, 72 B.R. 700, 710-11 (Bankr. N.D. Ill. 1987). As set forth above, all of the professional services that Perkins rendered during the Supplement Period pertained to opposing the Objection. Perkins' detailed time entries are attached hereto as Exhibit A and a summary follows.

18. Following Perkins' filing of the Application and during the Supplement Period, Perkins faced the extensive Objection pursued by the Group of Investors. Although neither the Trustee nor Perkins had any desire to continue incurring fees and costs in these cases, Perkins was forced to aggressively pursue all of its rights and remedies because the Objection sought the disallowance of more than 80% of the fees requested by Perkins in its Application. In connection therewith, Perkins attorneys and paraprofessionals: (a) conducted research relating to legal issues raised by the Objection; (b) investigated and analyzed the numerous factual allegations and issues raised by the Objection; (c) conducted office conferences to develop a strategy for responding to the Objection; (d) drafted the Fee Response; and (e) attended Court status hearings relating to the Application and the Objection.

19. Perkins attorneys and paraprofessionals expended 104.50 hours for which Perkins seeks compensation of \$41,360.00 relating to the Supplement Period. A list of all timekeepers, his or her position, the number of hours billed by each such timekeeper and the amount of fees requested by each timekeeper is summarized below.

Timekeeper	Position	Hours	Total
David M. Neff	Partner	23.70	\$15,288.00
Jonathan R. Buck	Partner	9.60	\$4,632.00
Brian A. Audette	Associate	19.70	\$9,343.00
Eric E. Walker	Associate	6.10	\$2,501.00
David J. Gold	Associate	8.40	\$2,751.00
Nancy Saldinger	Paralegal	37.00	\$6,845.00
Totals:		104.50	\$41,360.00

20. Perkins also incurred necessary expenses in performing services on behalf of the Trustee during the Supplement Period in the amount of \$5,956.79 for, among other things, photocopy charges (at 10 cents per page), air express charges, transcript charges, and Westlaw charges. A detailed breakdown of expenses incurred by Perkins during the Supplement Period is attached hereto as Exhibit B. A further breakdown of the Westlaw research performed is attached hereto as Exhibit C.

IV. STATEMENT OF LEGAL SERVICES AND EXPENSES PURSUANT TO 11 U.S.C. § 504 AND BANKRUPTCY RULE 2016(b)

21. All of the services performed by Perkins were required for the proper representation of the Trustee in these cases, were authorized by the Bankruptcy Court, and were performed by Perkins at the request and/or direction of the Trustee. Pursuant to section 331 of the Bankruptcy Code and the generally applicable criteria of the time, nature, extent and value of the services performed, all of Perkins' services are compensable.

22. There has been little, if any, duplication of services by the attorneys or paraprofessionals of Perkins. In those instances where two or more attorneys and/or paraprofessionals participated in any matter, such joint participation was necessary because of the complexity of the problem, magnitude of the issues, allocation of work responsibility or work involved and/or the time constraints that existed.

23. The rates at which Perkins seeks compensation are its usual and customary standard hourly rates charged for work, both bankruptcy and non-bankruptcy, performed for other Perkins clients.

24. No agreement exists between Perkins and any third person for the sharing of compensation received by Perkins 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 members of Perkins.

25. Attached hereto as Exhibit D is the affidavit of David M. Neff attesting to, among other things, the accuracy of the information set forth in Exhibit A and Exhibit B of this Supplemental Application.

26. Perkins has not attached an exhibit including a biographical sketch of each attorney whose time is reflected in Exhibit A of this Supplemental Application because all of the professionals are already described in Exhibit F to the Application.

V. REQUEST FOR SHORTENED AND LIMITED NOTICE

27. Perkins has provided six days' notice of this Supplemental Application and caused it to be served upon: (a) Marwil and his counsel; (b) the United States Trustee; (c) counsel to the Debtors; (d) counsel to the Group of Investors; (e) all parties that have appeared or requested notice pursuant to Bankruptcy Rule 2002 and are registered to receive notice via the court's ECF filing system; and (f) all known creditors and parties that have appeared or requested notice but

are not registered via the court's ECF filing system. Perkins only provided six days' notice of the Supplemental Application because it wanted to ensure that the Court had an opportunity to review and consider it in ruling upon the Application. Perkins received notice of the Court's ruling date today, July 7. Because the Court has taken the Application under advisement, Perkins did not want to risk having the Court rule upon the Application before Perkins had an opportunity to present the Supplemental Application. For these reasons, Perkins requests that the Court approve shortened notice of the Supplemental Application.

28. Perkins has not served the Supplemental Application upon all of the Debtors' known creditors because such a task would be costly and unduly burdensome under the circumstances. Perkins submits that service of the Supplemental Application upon all of those parties and individuals who have participated in the Debtors' cases is reasonable and sufficient under the circumstances. Accordingly, Perkins requests that the Court approve limited notice of the Supplemental Application.

WHEREFORE, Perkins Coie LLP, counsel for the Trustee, requests that the Bankruptcy Court enter an order authorizing and approving:

- A. Compensation in the amount of \$41,360.00 for professional services rendered to the former Trustee, Patrick M. Collins, by Perkins during the Supplement Period;
- B. Reimbursement of Perkins' ordinary and necessary costs of \$5,956.79 incurred during the Supplement Period;
- C. Authorizing and directing Trustee Marwil to pay the amounts awarded to Perkins from funds in the Debtors' estates; and

D. Such other and further relief as the Bankruptcy Court may deem just and equitable under the circumstances.

Dated: July 7, 2011

Respectfully Submitted,

PERKINS COIE LLP

By: /s/ David M. Neff

David M. Neff (ARDC #6190202)

Brian A. Audette (ARDC #6277056)

PERKINS COIE LLP

131 S. Dearborn Street - Suite 1700

Chicago, Illinois 60603-5559

Telephone: (312) 324-8400

Facsimile: (312) 324-9400

CERTIFICATE OF SERVICE

David M. Neff, an attorney, hereby certifies that on July 7, 2011 he caused a copy of the *Supplemental Application of Perkins Coie LLP for Final Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins* to be filed via the Court's ECF system and served via same on the attached Service List and as otherwise indicated.

/s/ David M. Neff

SERVICE LIST

	Delivery Method		Delivery Method
<p>Sandra Rasnak Richard Friedman Office of the U.S. Trustee 219 S. Dearborn St., Room 873 Chicago, IL 60604-1702 sandra.rasnak@usdoj.gov rctwilmette@gmail.com USTPRegion11.ES.ECF@usdoj.gov</p>	Court's ECF notice	<p>Jeff Marwil Marc E. Rosenthal Jeremy T. Stillings Proskauer Rose LLP 70 W. Madison Chicago, IL 60602 jmarwil@proskauer.com mrosenthal@proskauer.com jstillings@proskauer.com</p>	Court's ECF notice
<p>David T. B. Audley Bianca Chapman Chapman & Cutler 111 W. Monroe Street, Suite 1600 Chicago, IL 60603 audley@chapman.com bchapman@proskauer.com</p>	Court's ECF notice	<p>Brian M. Graham Brandon Levitan Bryan Minier Pedersen & Houpt 161 North Clark Street, Suite 3100 Chicago, IL 60601 bgraham@pedersenhaupt.com blevitan@proskauer.com bminier@pedersenhaupt.com</p>	Court's ECF notice
<p>Deborah J. Fritsche Lori A. Hood Johnson, Trent, West & Taylor, LLP 919 Milam, Suite 1700 Houston, TX 77002 dfritsche@johnsontrent.com lhood@johnsontrent.com</p>	Court's ECF notice	<p>Michael L. Gesas Thomas P. Yardley Miriam R. Stein Kevin H. Morse Barry A. Chatz Arnstein & Lehr LLP 120 S. Riverside Plaza, Suite 1200 Chicago, IL 60606 mlgesas@arnstein.com mrstein@arnstein.com tpyardley@arnstein.com khmorse@arnstein.com bachatz@arnstein.com</p>	Court's ECF notice
<p>Arlene N. Gelman Michael M. Eidelman Vedder Price P.C. 222 N. LaSalle St., Suite 2600 Chicago, IL 60601 agelman@vedderprice.com meidelman@vedderprice.com</p>	Court's ECF notice	<p>David S. Gragg Langley & Banack, Inc. Trinity Plaza II, 9th Floor 745 E. Mulberry San Antonio, TX 78212-3166 dgragg@langleybanack.com</p>	Court's ECF notice
<p>Daniel T. Graham 150 N. Michigan Ave, Suite 2700 Chicago, IL 60601 dgraham@clarkhill.com</p>	Court's ECF notice	<p>Gordon E. Gouveia Shaw Gussis Fishman Glantz Wolfson & Towbin 321 N. Clark Street, Suite 800 Chicago, IL 60654 ggouveia@shawgussis.com</p>	Court's ECF notice

	Delivery Method		Delivery Method
Edith Stuart Phillips Assistant Attorney General Bankruptcy & Collections Division P.O. Box 12548, MC-008 Austin, TX 78711-2548 stuart.phillips@oag.state.tx.us	Court's ECF notice	Erin E. Jones Jones Morris LLP 2700 Post Oak, Suite 1120 Houston, TX 77056 erin@jonesmorris.com	Court's ECF notice
Emily S. Gottlieb The Garden City Group, Inc. 190 S. LaSalle St., Suite 1520 Chicago, Illinois 60603 emily.gottlieb@gardencitygroup.com	Court's ECF notice	Paige E. Barr Katten Muchin Rosenman LLP 525 W. Monroe Street Chicago, IL 60661 paige.barr@kattenlaw.com	Court's ECF notice
David E. Grochocinski David P. Lloyd Ariane Holtschlag Grochocinski, Grochocinski & Lloyd 1900 Ravinia Place Orland Park, IL 60462 lawyers@ggl-law.com	Court's ECF notice	Michael J. Durrschmidt Hirsh & Westheimer, PC Bank of America Center, 25th Fl. 700 Louisiana Houston, TX 77002-2728 mdurrschmidt@hirschwest.com	Court's ECF notice
Mark E. Leipold Gould & Ratner LLP 222 N. LaSalle St., Suite 800 Chicago, IL 60601 mleipold@gouldratner.com	Court's ECF notice	Jeffrey M. Schwartz Lionel Weaver Drinker Biddle & Reath LLP 191 N. Wacker Dr., Suite 3700 Chicago, IL 60606 Jeffrey.schwartz@dbr.com lionel.weaver@dbr.com	Court's ECF notice
Zala Forizs Forizs & Dogali, P.A. 4301 Anchor Plaza Pkwy., Ste 300 Tampa, FL 33634 zforizs@forizs-dogali.com	U.S. Mail	Tony L. Visage Bracewell & Giuliani LLP 711 Louisiana St., Suite 2300 Houston, TX 77002-2770 tony.visage@bglip.com	U.S. Mail
Patricia A. Navin 32 Mill Road Hampton, NH 03842 navin32@comcast.net	U.S. Mail	Janet Douvas Chafin Jackson Walker LLP 1401 McKinney, Suite 1900 Houston, TX 77010 jchafin@jw.com	U.S. Mail
Mary Fabre LeVine Blalock Walters Held & Johnson PA 802 11th Street West Bradenton, FL 34205 mlevine@blalockwalters.com	U.S. Mail	Nancy J. Groppi 5837 Electric Avenue Berkeley, IL 60163-1522 ngroppi@adt.com	U.S. Mail
Judith T. Romano Phelan Hallinan & Schmiege, LLP 1617 John F. Kennedy Blvd. #1400 Philadelphia, PA 19103 judith.romano@fedphe.com	U.S. Mail	Marcela L. Cuadrado Thomas Taylor Taylor Cuadrado 3200 Southwest Freeway, #3300 Houston, TX 77027	U.S. Mail

	Delivery Method		Delivery Method
Wesley Veasaw 2119 Tree Lan Kingwood, TX 77339	U.S. Mail	Jason M. Ross Curran, Tomko Tarski LLP 2001 Bryan Street Dallas, TX 75201	U.S. Mail
Mary Lynn Kantara 707 Almond Pointe League City, TX 77573	U.S. Mail	Jesse E. Mayo 572 June Street Hamphill, TX 75948-6328	U.S. Mail
Nathan Tuomi 18981 State Highway 371 Brainerd, MN 56401	U.S. Mail		

EXHIBIT A

Perkins Coie

ANCHORAGE • BEIJING • BELLEVUE • BOISE • CHICAGO • DALLAS • DENVER • LOS ANGELES • MADISON • NEW YORK • PALO ALTO • PHOENIX • PORTLAND • SAN DIEGO • SAN FRANCISCO • SEATTLE • SHANGHAI • TAIPEI • WASHINGTON, D.C.
 CENTRALIZED ACCOUNTING DEPARTMENT
 1201 THIRD AVENUE, 40TH FLOOR
 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 72061-0001.0015

July 7, 2011

Invoice 4308314

Patrick M. Collins, as Ch. 11 Trustee
 Perkins Coie LLP
 131 S. Dearborn Street
 Suite 1700
 Chicago, IL 60603-5559

INVOICE

FOR SERVICES THROUGH 11/30/10, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$2,647.50
Disbursements and Other Charges	\$0.00
TOTAL DUE THIS INVOICE	\$2,647.50

Retention/Payment of Professionals

Date	Attorney/Assistant	Hours	Description of Services
11/08/10	N. Saldinger	0.30	Research information and report to D. Neff in preparation for hearing on fee petitions;
11/23/10	N. Saldinger	0.40	Review Group of Investors' Supplemental Objection to PC Fees (.3); draft correspondence to P. Collins, D. Neff and others regarding same (.1);
11/24/10	D. Neff	2.50	Review Group of Investors' objection to our fee petition and exhibits thereto;
11/29/10	D. Neff	0.70	Conference with P. Collins and B. Audette regarding responding to objection to fee petition;
11/30/10	J. Buck	1.00	Exchange correspondence with Perkins attorneys regarding support for fee petition (.1); begin draft response to fee petition issues regarding Perkins' work (.9);

Total For Services \$2,647.50

Total This Invoice \$2,647.50

SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
D. Neff	3.20	640.00	2,048.00
J. Buck	1.00	470.00	470.00
N. Saldinger	0.70	185.00	129.50
Total	4.90	540.31	\$2,647.50

CURRENT CHARGES ONLY. UNPAID BALANCES NOT INCLUDED.
 DISBURSEMENTS NOT YET RECORDED WILL BE INCLUDED IN FUTURE INVOICES.
 PAYMENT DUE IN U.S. DOLLARS UPON RECEIPT OF INVOICE.
 AFTER 30 DAYS, A MONTHLY LATE CHARGE OF 1% PER MONTH FROM THE INVOICE DATE (OR SUCH LOWER RATE AS REQUIRED BY APPLICABLE LAW) WILL BE DUE.
 SHOULD A COLLECTION ACTION OR PROCEEDING BE NECESSARY, ATTORNEYS' FEES AND COSTS FOR SUCH COLLECTION EFFORT WILL ALSO BE DUE.
PERKINS COIE LLP AND AFFILIATES

Perkins Coie

ANCHORAGE • BEIJING • BELLEVUE • BOISE • CHICAGO • DALLAS • DENVER • LOS ANGELES • MADISON • NEW YORK • PALO ALTO • PHOENIX • PORTLAND • SAN DIEGO • SAN FRANCISCO • SEATTLE •
 SHANGHAI • TAIPEI • WASHINGTON, D.C.
 CENTRALIZED ACCOUNTING DEPARTMENT
 1201 THIRD AVENUE, 40TH FLOOR
 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 72061-0001.0015

July 7, 2011

Invoice 4326113

Patrick M. Collins, as Ch. 11 Trustee
 Perkins Coie LLP
 131 S. Dearborn Street
 Suite 1700
 Chicago, IL 60603-5559

INVOICE

FOR SERVICES THROUGH 12/31/10, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$23,060.00
Disbursements and Other Charges	\$0.00
TOTAL DUE THIS INVOICE	\$23,060.00

Retention/Payment of Professionals

<u>Date</u>	<u>Attorney/Assistant</u>	<u>Hours</u>	<u>Description of Services</u>
12/02/10	B. Audette	1.30	Draft motion to extend time to respond to group of investors' objection to Perkins Coie fee application;
12/02/10	J. Buck	1.00	Prepare draft sections in support of fee petition reply;
12/03/10	B. Audette	0.20	Revise motion for extra time to respond to group of investors' objections;
12/03/10	N. Saldinger	1.50	Review and revise Motion to Extend Time to Respond to Investors' Objection to PC Fee Application (.3); review docket for additional filings and appearances since July (.3); review Group of Investors' service list for Objection (.1); revise master service list and motion service list (.3); prepare proposed order on court's required form (.2); process motion and order (.2); correspondence with D. Neff and B. Audette regarding same (.1);
12/03/10	J. Buck	1.30	Draft sections of reply to group of investors' objection (1.1); review motion for extension to file same (.2);
12/06/10	J. Buck	2.30	Revise draft reply sections in support of fee application;
12/08/10	B. Audette	3.30	Review and analyze cases cited by Group of Investors in its objection to Perkins Coie's fees (2.2); draft memorandum regarding same (1.1);
12/09/10	B. Audette	0.60	Review and analyze case law cited by Group of Investors (.4); conference with D. Neff regarding same (.2);
12/09/10	N. Saldinger	0.30	Review docket entry by Judge Goldgar's clerk and our proposed order on motion for extension of time (.1); docket dates for same (.1); correspondence to P. Collins, D. Neff regarding new dates (.1);
12/10/10	B. Audette	1.90	Summarize case law cited by Group of Investors in its objection to Perkins Coie's fees;
12/10/10	N. Saldinger	0.10	Telephone conference with J. Harper (investor/creditor) regarding notice received on hearing on fee application of Perkins Coie;
12/12/10	B. Audette	3.80	Review, analyze and summarize case law cited by Group of Investors in its objection to Perkins Coie's fees;
12/15/10	D. Neff	0.80	Review B. Audette analysis of cases cited in Group of Investors' objection (.3); review and revise J. Buck portion of response to Group

CURRENT CHARGES ONLY. UNPAID BALANCES NOT INCLUDED.

DISBURSEMENTS NOT YET RECORDED WILL BE INCLUDED IN FUTURE INVOICES.

PAYMENT DUE IN U.S. DOLLARS UPON RECEIPT OF INVOICE.

AFTER 30 DAYS, A MONTHLY LATE CHARGE OF 1% PER MONTH FROM THE INVOICE DATE (OR SUCH LOWER RATE AS REQUIRED BY APPLICABLE LAW) WILL BE DUE. SHOULD A COLLECTION ACTION OR PROCEEDING BE NECESSARY, ATTORNEYS' FEES AND COSTS FOR SUCH COLLECTION EFFORT WILL ALSO BE DUE.

PERKINS COIE LLP AND AFFILIATES

Date	Attorney/Assistant	Hours	Description of Services	
12/16/10	N. Saldinger	2.90	of Investors' objection (.5); Research tasks performed by various timekeepers during time period covered by Perkins Coie fee application and draft summary of same (2.8); conference with with J. Buck regarding same (.1);	
12/17/10	D. Neff	6.50	Draft response to Group of Investors objection to our fee petition;	
12/17/10	N. Saldinger	1.00	Review and revise draft summary of timekeeper tasks for use in response to Investors' objection to Perkins fee application (.3); correspondence with D. Neff regarding same (.2); review and revise draft response (.2); research facts for use in response (.3);	
12/17/10	J. Buck	0.50	Revise summary of timekeepers' work regarding reply;	
12/22/10	B. Audette	4.20	Revise response to Group of Investors' objection to fees;	
12/23/10	B. Audette	1.20	Review and revise response to group of investors' objection to fees;	
12/26/10	D. Neff	1.00	Review B. Audette revisions to response to objection to fee petition;	
12/28/10	D. Neff	5.50	Prepare response to objection to fee petition;	
12/28/10	N. Saldinger	0.30	Review documents relating to former trustee's payments to AVIVA and trustee's account signature cards (.2); correspondence to D. Neff regarding same for response to group of investors' objection to fee application (.1);	
12/29/10	D. Neff	0.50	Review B. Audette revisions to response;	
12/29/10	B. Audette	1.10	Review and revise Perkins' response to Group of Investors' Objection to Perkins' fee petition;	
12/29/10	N. Saldinger	1.80	Review draft response to objection (.4); research facts and perform calculations for breakdown of time spent by partners/associates/other staff and report same to D. Neff (.4); research information regarding other fee petitions filed in cases before Judge Goldgar (.7); correspondence with D. Neff and others regarding same (.1); revise response to objection (.2);	
12/30/10	D. Neff	0.20	Conference with J. Buck regarding Response (.1); correspondence regarding same (.1);	
12/30/10	D. Gold	3.00	Research regarding payment of professionals hired by prior trustee that were utilized by successor trustee;	
12/30/10	N. Saldinger	2.70	Research other fee petitions for potential use in Perkins' response to GOI's objection (.3); correspondence to D. Neff regarding same (.1); analyze Perkins' time entries and objections thereto (.3); conduct calculations regarding same (1.0); prepare chart regarding same for use in Perkins' response to objection to fee petition (1.0);	
12/30/10	J. Buck	0.50	Review draft reply in support of fee petition;	
			Total For Services	\$23,060.00
			Total This Invoice	\$23,060.00

SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
D. Neff	14.50	640.00	9,280.00
B. Audette	17.60	470.00	8,272.00
D. Gold	3.00	305.00	915.00
J. Buck	5.60	470.00	2,632.00
N. Saldinger	10.60	185.00	1,961.00
Total	51.30	449.51	\$23,060.00

DMN

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Outstanding invoices from prior billing cycles will be summarized on a separate Statement of Account.
Late Charges Will Be Due If This Invoice Is Not Paid On Or Before AUGUST 6, 2011

Perkins Coie

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 CENTRALIZED ACCOUNTING DEPARTMENT
 1201 THIRD AVENUE, 40TH FLOOR
 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 72061-0001.0015

July 7, 2011

Invoice 4343375

Patrick M. Collins, as Ch. 11 Trustee
 Perkins Coie LLP
 131 S. Dearborn Street
 Suite 1700
 Chicago, IL 60603-5559

INVOICE**FOR SERVICES THROUGH 01/31/11, IN CONNECTION WITH THE FOLLOWING:**

Total Services	\$13,513.00
Disbursements and Other Charges	\$0.00
TOTAL DUE THIS INVOICE	\$13,513.00

Retention/Payment of Professionals

Date	Attorney/Assistant	Hours	Description of Services
01/02/11	J. Buck	1.20	Review and revise response in support of fee petition (1.0); exchange correspondence with D. Neff regarding same (.2);
01/03/11	D. Neff	0.50	Conference with J. Buck regarding his revisions to Response (.1); review J. Buck revisions to Response (.1); conference with P. Collins regarding revisions to Response (.3);
01/03/11	B. Audette	0.60	Conference with D. Neff, P. Collins and J. Buck regarding strategy for response to group of investors' objection to fees;
01/05/11	B. Audette	0.80	Conference with N. Saldinger regarding review of similar fee applications in N.D. Ill. that judges have approved (.1); review chart prepared regarding same (.1); correspondence regarding same (.1); conference with D. Gold regarding research to support response to group of investors' objection to fees (.1); review research regarding same (.4);
01/05/11	D. Gold	5.40	Research regarding payment of professionals hired by prior trustee that were utilized by successor trustee;
01/05/11	N. Saldinger	3.60	Review transcript of September 27, 2009 hearing on Perkins' fee application (.3); research additional fee applications of Jenner & Block in Arlington case, Kirkland & Ellis in UAL case and Skadden Arps in Kmart case and report findings to D. Neff (1.7); conference with B. Audette regarding same (.1); analyze Kirkland and Skadden fee application time entries and create comparison chart (1.5);
01/06/11	N. Saldinger	4.20	Research additional bankruptcy cases for fee applications for sample time entry comparisons to Perkins time entries (1.5); analyze time entries and add relevant information to comparison chart (1.9); research disposition of those fee applications and include in comparison chart (.4); finalize chart and draft correspondence to D. Neff and B. Audette regarding same (.4);
01/10/11	D. Neff	1.00	Revise Response (.5); conferences with N. Saldinger regarding exhibits (.2); review exhibits (.3);
01/10/11	N. Saldinger	5.70	Conferences with D. Neff regarding additional tasks to perform for

CURRENT CHARGES ONLY. UNPAID BALANCES NOT INCLUDED.

DISBURSEMENTS NOT YET RECORDED WILL BE INCLUDED IN FUTURE INVOICES.

PAYMENT DUE IN U.S. DOLLARS UPON RECEIPT OF INVOICE.

AFTER 30 DAYS, A MONTHLY LATE CHARGE OF 1% PER MONTH FROM THE INVOICE DATE (OR SUCH LOWER RATE AS REQUIRED BY APPLICABLE LAW) WILL BE DUE.
 SHOULD A COLLECTION ACTION OR PROCEEDING BE NECESSARY, ATTORNEYS' FEES AND COSTS FOR SUCH COLLECTION EFFORT WILL ALSO BE DUE.

PERKINS COIE LLP AND AFFILIATES

Date	Attorney/Assistant	Hours	Description of Services
			Response to Group of Investors' Objection (.3); research additional samples of time entries by law firms from other bankruptcy cases for use in exhibit to Response (1.5); research disposition of Skadden fee petition in UAL case regarding same (.3); revise time entry exhibit (.3); research case docket, pleadings for citations used in Response (.7); review current Trustee website for updates on recoveries (.2); research case pleadings for same (.2); revise Response with citations and additional information from research results (.3); analyze Perkins' fee application for time billed after Marwil's appointment and perform calculations regarding same (1.0); create chart regarding same (.8); correspondence with D. Neff regarding same (.1);
01/11/11	D. Neff	2.00	Review Response to objection to fee petition;
01/11/11	N. Saldinger	0.70	Review Proskauer Rose fee petition for additional examples of time entries (.3); revise Response regarding same (.4);
01/12/11	D. Neff	0.50	Review revisions to Response (.3); conferences with N. Saldinger regarding same (.2);
01/12/11	N. Saldinger	4.60	Conference with D. Neff regarding his mark-up of Perkins' Response to objection to fee application and additional tasks to perform (.2); conduct additional research to fill in missing citations (1.0); revise and reorder Response (1.8); revise and check exhibits for accuracy (.7); review and assemble all exhibits (.6); correspondence with D. Neff, P. Collins regarding revisions, blackline and exhibits (.3);
01/12/11	J. Buck	0.50	Review revised reply in support of fee petition;
01/13/11	E. Walker	5.00	Review correspondence regarding response to investors' objection to fee application (.2); perform legal research for same (3.7); revise same (1.1);
01/13/11	N. Saldinger	1.10	Review draft Response and revise same (.2); correspondence to E. Walker regarding case law needed for Response (.1); calculate fees for time expended to date preparing Response (and related motion to extend time to respond) and report to D. Neff (.8);
01/13/11	J. Buck	0.50	Conference with D. Neff, P. Collins and others regarding revisions to final fee petition;
01/14/11	E. Walker	1.10	Review and confirm legal citations in response to investors' objection to fees;
01/14/11	N. Saldinger	1.70	Conferences with B. Audette and J. Buck regarding citations in Perkins' Response to Objection (.2); review and revise Response (.5); correspondence with D. Neff regarding same (.2); revise Exhibits D and F (.2); finalize Response and exhibits and prepare same for filing and service (.6);
01/14/11	J. Buck	0.80	Review final reply brief in support of fee petition;
01/18/11	N. Saldinger	0.60	Review case docket (.2); update case file with most recent pleadings (.4);
01/19/11	N. Saldinger	0.80	Review debtors' monthly operating report for period ending 11/30/10 (.1); review Proskauer Rose new fee application and related time entries (.4); prepare summary correspondence to D. Neff regarding same (.3);
01/21/11	N. Saldinger	0.20	Review Life Fund monthly operating reports for period ending December 31 (.1); correspondence to D. Neff regarding same (.1);
			Total For Services \$13,513.00
			Total This Invoice \$13,513.00

SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
D. Neff	4.00	660.00	2,640.00
J. Buck	3.00	510.00	1,530.00
B. Audette	1.40	510.00	714.00

SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
E. Walker	6.10	410.00	2,501.00
D. Gold	5.40	340.00	1,836.00
N. Saldinger	23.20	185.00	4,292.00
Total	43.10	313.53	\$13,513.00

DMN

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Late Charges Will Be Due If This Invoice Is Not Paid On Or Before AUGUST 6, 2011

If payment is made by wire remittance, please direct to:

Perkins Coie
US Bank
Bank ABA # 125000105
Account # 1 535 5592 1235
Please reference your Perkins Coie Account No. 72061, Invoice 4343375

INFORMATION MAY BE SUBJECT TO ATTORNEY-CLIENT AND/OR ATTORNEY WORK PRODUCT PRIVILEGES

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 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 72061-0001.0015

July 7, 2011

Invoice 4356141

Patrick M. Collins, as Ch. 11 Trustee
 Perkins Coie LLP
 131 S. Dearborn Street
 Suite 1700
 Chicago, IL 60603-5559

INVOICE

FOR SERVICES THROUGH 02/28/11, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$148.00
Disbursements and Other Charges	\$0.00
TOTAL DUE THIS INVOICE	\$148.00

Retention/Payment of Professionals

Date	Attorney/Assistant	Hours	Description of Services
02/04/11	N. Saldinger	0.40	Assemble documents for attorney review in preparation of hearing on Perkins fee application and related pleadings;
02/25/11	N. Saldinger	0.40	Research docket and court calendar to determine basis of ECF notification regarding pleadings continued to March 2 hearing date (.3); correspondence with D. Neff and B. Audette regarding same (.1);
			Total For Services
			\$148.00
			Total This Invoice
			\$148.00

SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
N. Saldinger	0.80	185.00	148.00
Total	0.80	185.00	\$148.00

DMN

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Late Charges Will Be Due If This Invoice Is Not Paid On Or Before AUGUST 6, 2011

If payment is made by wire remittance, please direct to:

CURRENT CHARGES ONLY. UNPAID BALANCES NOT INCLUDED.
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 PAYMENT DUE IN U.S. DOLLARS UPON RECEIPT OF INVOICE.
 AFTER 30 DAYS, A MONTHLY LATE CHARGE OF 1% PER MONTH FROM THE INVOICE DATE (OR SUCH LOWER RATE AS REQUIRED BY APPLICABLE LAW) WILL BE DUE.
 SHOULD A COLLECTION ACTION OR PROCEEDING BE NECESSARY, ATTORNEYS' FEES AND COSTS FOR SUCH COLLECTION EFFORT WILL ALSO BE DUE.
 PERKINS COIE LLP AND AFFILIATES

Perkins Coie

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 SEATTLE, WASHINGTON 98101-3099
 MAIN TELEPHONE NUMBER: (206) 359-8000
 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 72061-0001.0015

July 7, 2011

Invoice 4375326

Patrick M. Collins, as Ch. 11 Trustee
 Perkins Coie LLP
 131 S. Dearborn Street
 Suite 1700
 Chicago, IL 60603-5559

INVOICE

FOR SERVICES THROUGH 03/31/11, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$1,991.50
Disbursements and Other Charges	\$0.00
TOTAL DUE THIS INVOICE	\$1,991.50

Retention/Payment of Professionals

<u>Date</u>	<u>Attorney/Assistant</u>	<u>Hours</u>	<u>Description of Services</u>
03/02/11	B. Audette	0.50	Attend court hearing regarding status on fee application;
03/02/11	N. Saldinger	0.40	Assemble documents for potential use at status hearing on fee applications (.2); research Judge Goldgar hearing dates and report to D. Neff (.2);
03/08/11	N. Saldinger	0.30	Correspondence with J. DeFini, court reporter, regarding transcript from March 2 hearing on fee applications (.1); correspondence with D. Neff regarding same (.1); update electronic case file with hearing transcript (.1);
03/09/11	D. Neff	2.00	Read statement of Group of Investors (.3); prepare for and attend court hearing regarding our fee petition (1.2); conference with B. Audette regarding same (.2); telephone conference with J. Marwil regarding same (.1); telephone conference with P. Collins regarding same (.1); correspondence summarizing same (.1);
03/09/11	B. Audette	0.20	Conference with D. Neff regarding strategy for litigating the group of investors' objection to Perkins' fee application;
03/09/11	N. Saldinger	1.00	Review Statement filed by Group of Investors relating to litigation of Perkins' fee application (.2); correspondence with court reporter regarding hearing (.1); review correspondence from D. Neff regarding summary of hearing and next steps (.1) research and calculate fees and expenses expended to date (.3); prepare chart regarding same (.3);

Total For Services	\$1,991.50
Total This Invoice	\$1,991.50

SUMMARY OF SERVICES:

Attorney/Assistant	Hours Worked	Billing Rate	Total
D. Neff	2.00	660.00	1,320.00
B. Audette	0.70	510.00	357.00
N. Saldinger	1.70	185.00	314.50
Total	4.40	452.61	\$1,991.50

DMN

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Late Charges Will Be Due If This Invoice Is Not Paid On Or Before AUGUST 6, 2011

If payment is made by wire remittance, please direct to:

Perkins Coie

US Bank

Bank ABA # 125000105

Account # 1 535 5592 1235

Please reference your Perkins Coie Account No. 72061, Invoice 4375326

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EXHIBIT B

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 SEATTLE, WASHINGTON 98101-3099
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 ACCOUNTING: (206) 359-3143 - CLIENTACCT@PERKINSCOIE.COM
 TAX I.D. NUMBER: 91-0591206

ACCOUNT NUMBER: 72061-0001.0016

July 7, 2011

Invoice 4430537

Patrick M. Collins, as Ch. 11 Trustee
 Perkins Coie LLP
 131 S. Dearborn Street
 Suite 1700
 Chicago, IL 60603-5559

INVOICE

FOR SERVICES THROUGH 03/09/11, IN CONNECTION WITH THE FOLLOWING:

Total Services	\$0.00
Disbursements and Other Charges	\$5,956.79
TOTAL DUE THIS INVOICE	\$5,956.79

Expenses

Disbursements and Other Charges

Photocopying and printing expenses	210.00
Computer research	5,560.53
Air express charge	24.26
Transcript expense	92.00
Court reporter/transcript fee - Transcript of proceedings, 3/2/11 and 3/9/11	70.00
Disbursement and Other Charges Total	\$5,956.79
Total This Invoice	\$5,956.79

DMN

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Perkins Coie
 US Bank
 Bank ABA # 125000105
 Account # 1 535 5592 1235
 Please reference your Perkins Coie Account No. 72061, Invoice 4430537

EXHIBIT C

BREAKDOWN OF WESTLAW COMPUTER RESEARCH EXPENSES

Post Date	Timekeeper	Description	Total Cost
12/30/10	D. Gold, Associate	Research regarding payment of professionals hired by trustee	\$7.56
01/05/11	D. Gold	Research regarding payment of professionals hired by trustee	\$325.86
01/13/11	E. Walker, Associate	Research of cases and legal issues in preparation of response to Group of Investors' objection to fee application	\$5,036.76
01/14/11	E. Walker	Research regarding legal citations in response to objection	\$190.35
		TOTAL:	\$5,560.53

EXHIBIT D

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

In re:) Chapter 11
)
LIFE FUND, 5.1, LLC, et. al.,) Case No. 09-32672
) (Jointly Administered)
)
Debtors.) Honorable A. Benjamin Goldgar

AFFIDAVIT OF DAVID M. NEFF

I, David M. Neff, declare under penalty of perjury as follows:

1. I am a partner in the law firm of Perkins Coie LLP and am authorized to make this affidavit on behalf of Perkins Coie LLP.
2. This affidavit is submitted in support of the *Supplemental Application of Perkins Coie LLP for Final Allowance of Compensation for Services Rendered and Reimbursement of Expenses as Counsel to Trustee Patrick M. Collins* (the "Supplemental Application").
3. In the ordinary course of Perkins Coie LLP's business, the attorneys and paraprofessionals rendering services for a client prepare timesheets at or about the time the services are rendered, which timesheets list the client, matter number, description of services rendered and the time spent on such services.
4. In the ordinary course of Perkins Coie LLP's business, the information on the timesheets is entered into Perkins Coie LLP's computer system.
5. In the ordinary course of Perkins Coie LLP's business, a prebilling summary report ("PBSR") is generated at the end of each month for each client, and the PBSR is forwarded to the responsible partner for his or her review. I am the responsible partner for this Perkins Coie LLP client, and I have, or someone under my direction has, reviewed all of the

monthly PBSR's for Perkins Coie LLP's engagement in these cases on the former Trustee's behalf.

6. I have reviewed the exhibits and their subparts to the Supplemental Application, and have determined that they are based upon the above-described billing practices and documents of Perkins Coie LLP, which are made and prepared in the ordinary course of Perkins Coie LLP's business.

7. To the best of my knowledge, the information set forth in the Supplemental Application and Exhibits thereto is true and correct.

Dated: July 7, 2011

/s/ David M. Neff

David M. Neff (ARDC #6190202)

PERKINS COIE LLP

131 South Dearborn Street, Suite 1700

Chicago, Illinois 60603-5559

Tel: (312) 324-8689

Fax: (312) 324-9400

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In Re)
Life Fund 5.1 LLC, et al.) Bankruptcy No. 09-32672
Debtor.) Chapter _____

COVER SHEET FOR APPLICATION FOR PROFESSIONAL COMPENSATION
(IN CASES UNDER CHAPTERS 7, 11 AND 12)

Name of Applicant: _____

Authorized to Provide Professional Services to: _____

Date of Order Authorizing Employment: _____

Period for Which Compensation is Sought:
From _____, _____ through _____, _____

Amount of Fees Sought: \$ _____

Amount of Expense Reimbursement Sought: \$ _____

This is an: Interim Application _____ Final Application _____

If this is *not* the first application filed herein by this professional, disclose as to all prior fee applications:

<u>Date Filed</u>	<u>Period Covered</u>	<u>Total Requested (Fees & Expenses)</u>	<u>Total Allowed (Fees & Expenses)</u>	<u>Fees & Expenses Previously Paid</u>
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Dated: _____ (Counsel)

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