

**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

**ORDER GRANTING FIFTH 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 Fifth 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 \$221,436.00 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 \$508.04.

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 \$221,436.00 (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 \$508.04 (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 \$177,656.84, 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

Order Prepared By:

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 September 9, 2011, I caused copies of the foregoing **Order Granting Fifth 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: September 9, 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 John M. Christian 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

Served Via Court ECF System	
<p>GOULD & RATNER LLP Mark E. Leipold 222 N. LaSalle St. Suite 800 Chicago, IL 60601</p>	<p>GROCHOCINSKI, GROCHOCINSKI & LLOYD, LTD. David E. Grochocinski Ariane Holtschlag 1900 Ravinia Place Orland Park, IL 60462</p>
<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>
<p>DRINKER BIDDLE & REATH LLP Jeffrey M. Schwartz Lionel Weaver 191 N. Wacker Dr., Ste. 3700 Chicago, Illinois 60606-1698</p>	

Served Via United States First Class Mail	
<p>LENTZ & LITTLE, PA William J. Little, Jr. 2012 23rd Ave. Gulfport, Mississippi 39501</p>	<p>Arturo C. Sapida 81870 Mountain View Lane LaQuita, CA 92253-7610</p>
<p>BLALOCK, WALTERS, HELD & JOHNSON, P.A. Mary Fabre Levine 802 11th Street West Bradenton, FL 34205</p>	<p>GIBBS & BRUNS LLP Ashley McKeand 1100 Louisiana Suite 5300 Houston, TX 77002</p>
<p>BRACEWELL & GIULIANI LLP Dean Tillostson Tony Visage 711 Louisiana Street Suite 2300 Houston, TX 77002</p>	<p>FORIZS & DOGALI, P.A. Zala Forizs 4301 Anchor Plaza Pkwy Suite 300 Tampa, FL 33634</p>
<p>GERSTNER & GERSTNER J.Gerstner M. Gerstner Attorney For Nancy J. Groppi 53 W. Jackson Blvd. Suite 1538 CHICAGO, IL 60604</p>	<p>HAL F. MORRIS Assistant Attorney General Texas Attorney General's Office P.O. BOX 12548, MC-008 Austin, TX 78711-2548</p>
<p>IDEAL SETTLEMENTS CORP Robert Taurosa, Agent Or Other Officer Or Managing Agent 3401 Shoreline Drive Allenwood, NJ 08720</p>	<p>JACKSON WALKER LLP Janet Douvas Chafin 1401 McKinney Suite 1900 Houston, TX 77010</p>

Served Via United States First Class Mail	
Nancy J. Groppi 5837 Electric Avenue Berkeley, IL 60163-1522	US SECURITIES & EXCHANGE COMM. Toby Galloway Fort Worth Regional Office 801 Cherry St. 19th Floor Fort Worth, TX 76102
WALDRON & SCHNEIDER, LLP Marc H. Schneider Attorney to Troy Broussard & Ivo Dabelic University Park 15150 Middlebrook Drive Houston, TX 77058	Patricia A. Navin 32 Mill Road Hampton, NH 03842
PHELAN HALLINAN & SCHMIEG, LLP Judith T. Romano 1617 John F. Kennedy Boulevard Suite 1400 Philadelphia, PA 19103	PROVIDENT CAPITAL INDEMNITY LTD Minor Vargas Calvo Desarrollos Comerciales Ronim,SA Oficinas Ejecutivas San Rafael San Rafael-Heredia, Costa Rica
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
Sumner Kai 11911 Pine Belt Dr. Cypress, TX 77429	Thomas G. Ferrell 3006 Carrie Cove Ct. Spring, TX 77386
THOMPSON & KNIGHT LLP J. Brannon K. Richter 1722 Routh St. Suite 1500 DALLAS, TX 75201	CLARK HILL PLC Daniel T. Graham 150 N. Michigan Ave. Suite 2700 Chicago, IL 60601
Edward D. Hellekson 6889 Clearwater Rd. #104 Baxter, MN 56425	Gerald J. Milliken Living Trust c/o Gerald J. Milliken 2314 Central Blvd. Merrick, NY 11566-3719

Served Via United States First Class Mail	
John E. Spalding & Laura H. Spalding JTWROS 1561 Kirby Drive Houston, TX 77019	Dan Pascal Vincent 3400 Travis St. Houston, TX 77002
Linda M. Cox 15827 Mesa Gardens Drive Houston, TX 77095	Bonnie E. Bryant 951 Armour Rd. Oconomowoc, WI 53066-3935
Marilyn T. Wasson 921 E. Manzanita Dr. Union, WA 98592-9704	Alan Nordby 114 Camargo Lane Pasco, WA 99301-6114