

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
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IN RE:

PALM BEACH FINANCE PARTNERS, L.P.,
PALM BEACH FINANCE II, L.P.,

Debtors.

CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

**LIQUIDATING TRUSTEE'S MOTION TO APPROVE FIRST
INTERIM DISTRIBUTION IN PALM BEACH FINANCE II, L.P.**

Barry E. Mukamal, in his capacity as liquidating trustee ("*Liquidating Trustee*") for the Palm Beach Finance II Liquidating Trust ("*PBFII Trust*"), respectfully requests an Order of the Court approving the first interim distribution in Palm Beach Finance II, L.P. as set forth below. In support, the Liquidating Trustee states as follows.

Background

1. On November 30, 2009, Palm Beach Finance II, L.P. ("*PBF II*")¹ filed its Voluntary Petition for relief under chapter 11 of the United States Bankruptcy Code [ECF No. 1]. On December 1, 2009, this case was jointly administered with the estate of *In re Palm Beach Finance Partners, L.P.*, Case No. 09-36379-PGH [ECF No. 9].

2. On January 28, 2010, the Court entered its *Agreed Order Directing Appointment of Chapter 11 Trustee and denying the United States Trustee's Motion to Convert Cases to Cases under Chapter 7* [ECF No. 27].

3. On January 29, 2010, the United States Trustee appointed the Liquidating Trustee as Trustee in both estates [ECF No. 28].

¹ PBF II, together with Palm Beach Finance Partners, L.P. ("*PBFP*"), "*Debtors.*"

Jurisdiction and Venue

4. Venue of this case is proper and continues to be proper in this District pursuant to 11 U.S.C. §§ 1408 and 1409.

5. Approval of the Distribution Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A,O), and this Court has jurisdiction to enter a final order with respect thereto.

Plan of Liquidation

6. On September 3, 2010, the Liquidating Trustee and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd., filed the *Second Amended Joint Plan of Liquidation of Barry Mukamal, as Chapter II Trustee of Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P., and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd.* [Case No. 09-36379, ECF No. 245] (“***Plan of Liquidation***”).

7. On October 21, 2010, this Court entered its *Order Confirming Second Amended Joint Plan of Liquidation* [Case No. 09-36379, ECF No. 444] (“***Confirmation Order***”), creating the Liquidating Trusts, appointing Barry E. Mukamal as Liquidating Trustee and appointing Geoffrey Varga as Trust Monitor. November 1, 2010 was the Plan’s Effective Date. [Case No. 09-36379, ECF No. 465].

8. PBF and PBF II are not substantively consolidated.

Claims Objections

9. On September 3, 2010, an *Order (I) Approving Second Amended Disclosure Statement . . . ; (III) Setting Various Deadlines* [Case No. 09-36379, EFC No. 249] (“***Order***”) was entered.

10. The Order established November 1, 2011 as the deadline within which to file objections to claims (“***Claims Objection Deadline***”).

11. The Claims Objection Deadline is currently January 3, 2018. *See* Case No. 09-36379, ECF Nos. 3262, 3268. To date, twenty-eight omnibus objections to claims have been filed.

12. All objections to claims in PBF II have been resolved and the creditor body determined, subject to the Reservation of Rights set forth below.

Classification of Claims and Interests

13. Pursuant to Article 3 of the confirmed Plan of Liquidation, the following is the classification of claims and interests:

Class 1A: PBF Limited Partner Unsecured Claims	Class 1A consists of all General Unsecured Claims filed by limited partners of PBF.
Class 1B: PBF II Limited Partner Unsecured Claims	Class 1B consists of all General Unsecured Claims filed by limited partners of PBF II.
Class 2A: ² Other PBF General Unsecured Claims	Class 2A consists of all General Unsecured Claims of PBF other than PBF Limited Partner Unsecured Claims.
Class 2B: Other PBF General Unsecured Claims	Class 2B consists of all General Unsecured Claims of PBF II other than PBF II Limited Partner Unsecured Claims.
Class 3A: PBF Interests	Class 3A consists of all Interests of or in PBF.
Class 3B: PBF II Interests	Class 3B consists of all Interests of or in PBF II.

PBF II Approved Distribution Scheme

14. On January 11, 2017, the Liquidating Trustee on behalf of the Palm Beach Finance II Liquidating Trust, filed his *Motion to Approve Distribution Scheme Pursuant to 11 U.S.C. § 510(b) and Bankruptcy Rule 9019* [Case No. 09-36379, ECF No. 3137]. The Court

² There are no allowed Class 2A claims.

granted the motion by entering its Findings of Fact and Conclusions of Law dated February 27, 2017 [Case No. 09-36379, ECF No. 3179] (“**PBF II Distribution Scheme**”).

15. The PBF II Distribution Scheme differs from the Palm Beach Finance Partners, L.P. (“**PBFP**”) Distribution Scheme, also approved by the Court on February 27, 2017³ [Case No. 09-36379, ECF No. 3178], in that the PBF II estate includes the debt of Palm Beach Offshore, Ltd. (“**PBO**”), Palm Beach Offshore II, Ltd. (“**PBO II**” together with PBO, the “**Offshore Funds**”), whereas the only parties affected by the distribution scheme approved for PBFP are its limited partner creditors and interest holders (“**LPs**”). As such, the distribution scheme for PBF II is impacted by an additional “carve-out” component, whereby the Offshore Funds agree to carve-out a percentage of their distribution (which the Offshore Funds assert is senior in priority to any LP claim) to fund distributions for the various categories of LPs described below which are junior in priority to the Offshore Funds allowed claims.

16. The Offshore Funds will receive (i) 98.5% of each dollar distributed by PBF II between \$0 and \$20 Million, (ii) 97% of each dollar distributed by PBF II between \$20 Million and \$60 Million and (iii) 96.3% of each dollar distributed by PBF II in an amount greater than \$60 Million. Put differently, although the Offshore Funds assert their claims are senior in priority to the LPs, in consideration of enabling a mediated settlement that will allow the Liquidating Trustee to promptly make distributions and avoid potentially costly and time-consuming litigation, in order to effectuate the above, the Court approved the PBF II Distribution Scheme pursuant to which the Offshore Funds agreed to carve out (x) 1.5% of any distributions due to the Offshore Funds between \$0 and \$20 Million, (y) 3.0% of any distributions due to the Offshore Funds between \$20 Million and \$60 Million and (z) 3.7% of any distribution due to the Offshore

³ The first interim distribution in PBFP was approved by the Court pursuant ECF No. 3260 on June 7, 2017 and has already been made.

Funds greater than \$60 Million (collectively, the “*Offshore Carve-out Distributions*”). The Offshore Funds agreed to the Offshore Carve-out Distributions but took no position on the priority of the categories of LPs in receiving portions of such distributions, and that priority was determined by the Liquidating Trustee and parties at the mediation and approved by this Court.

17. The Liquidating Trustee proposes a total interim distribution of **\$24,500,000** (the “*First Interim Distribution*”). Pursuant to the distribution scheme approved by the Court, **\$24,065,000.00⁴** will be distributed to the Offshore Funds. The remaining **\$435,000** of the First Interim Distribution will be allocated to the LPs pursuant to the Distribution Scheme described below.

18. The PBF II Distribution Scheme divides the LPs (Classes 1A and 3A) into 4 categories for distribution purposes only:⁵

a) **Category A:** Creditors who (i) filed proofs of claim and (ii) made prepetition redemption requests or (iii) have unsecured claims allowed pursuant to Court Order will share in the Offshore Carve-out Distributions based on 100% of their allowed claim amounts, and will receive a different distribution depending on the amount of their allowed claim. Specifically, claims in Category A will receive 1.10% of a distribution between \$0 and \$20 Million, 2.20% of a distribution between \$20 Million and \$60 Million and 2.72% of a distribution over \$60 Million. The total of allowed claims in Category A equals **\$66,130,590.69**. Pursuant to the distribution scheme, **\$220,211.05** is allocated for distribution on Claims in Category A for the first \$20 Million. **\$99,094.97** is allocated for distribution on Claims in Category A for the next \$4.5 Million, for a total Class A interim distribution of **\$319,306.03**.

⁴ \$19,700,000.00 represents 98.5% of the first \$20 Million. \$4,365,000.00 represents 97.0% of the next \$4.5 Million, for a total of \$24,065,000.00. Total Distribution to the Offshore Funds is allocated between PBO and PBO II as follows: PBO: \$19,361,061.08 and PBO II: \$4,703,938.92 for a total of \$24,065,000.00.

⁵ The Liquidating Trustee’s most recent computations with respect to the percentage of distributions payable to each Category reflect revisions in the composition of the Categories based on recent documentation reviewed by the Liquidating Trustee. Specifically, Table Mountain Capital (POC 2-1), and Mosaic Capital Fund, LLC (POC 8-1) were moved from Category B to Category A. Additionally, allowed equity interests of Ozcar Multi-Strategies, LLC Class C#1 FBO Joe Umbach, BNP Paribas Bank & Trust Cayman Limited FBO Guardian Asset Finance Master BV and ABR Signature Select Insurance Fund Series Interests of the SALI Multi-Series Fund, LP, were moved from Category D to Category C. Finally, the allowed claims of the Agile Safety Master Fund (POC 32-1) were moved from Category B to Category A pursuant to the Court’s *Agreed Order on Amended Motion for Reconsideration Pursuant to FRCP 60(b)* [See ECF No. 3351],

b) **Category B:** Creditors who (i) filed proofs of claim and (ii) did not make prepetition redemption requests will share in the Offshore Carve-out Distributions based on 65% of their allowed claim amounts, and will receive a different distribution depending on the amount of their allowed claim. Specifically, claims in Category B will receive 0.07% of a distribution between \$0 and \$20 Million 0.14% of a distribution between \$20 Million and \$60 Million and 0.17% of a distribution over \$60 Million. The total of allowed claims in Category B equals **\$6,250,000.00**. Pursuant to the distribution scheme, **\$13,527.89** is allocated for distribution on Claims in Category B for the first \$20 Million. **\$6,087.55** is allocated for distribution in Category B for the next \$4.5 Million, for a total Class B interim distribution of **\$19,615.44**.

c) **Category C:** Equity interest holders who (i) did not file proofs of interest but (ii) made prepetition redemption requests will share in the Offshore Carve-out Distributions based on approximately 30% of their allowed equity amounts, and will receive a different distribution depending on the amount of their allowed equity interest. Specifically, equity interests in Category C allowed will receive 0.30% of a distribution between \$0 and \$20 Million, 0.60% of a distribution between \$20 Million and \$60 Million and 0.74% of a distribution over \$60 Million. The total of interests in Category C equals **\$60,243,866.44**. Pursuant to the distribution scheme, **\$60,182.58** is allocated for distribution on Claims in Category C for the first \$20 Million. **\$27,082.16** is allocated for distribution on Claims in Category C for the next \$4.5 Million, for a total Class C interim distribution of **\$87,264.74**.

d) **Category D:** Equity interest holders who (i) did not file proofs of interest and (ii) did not make prepetition redemption demands will share in the Offshore Carve-out Distributions based on approximately 15% of their allowed amounts, and will receive a different distribution depending on the amount of their allowed equity interest. Specifically, equity interests in Category D allowed will receive 0.03% of a distribution between \$0 and \$20 Million, 0.06% of a distribution between \$20 Million and \$60 Million and 0.07% of a distribution over \$60 Million. The total of interests in Category D equals **\$12,169,331.58**. Pursuant to the distribution scheme, **\$6,078.48** is allocated for distribution on interests in Category D for the first \$20 Million. **\$2,735.31** is allocated for distribution on interests in Category D for the next \$4.5 Million, for a total Class D interim distribution of **\$8,813.79**.

Article 9 - Distributions

19. Article 9.1 of the confirmed Plan of Liquidation provides:

Delivery of Distributions in General. Distributions to holders of Allowed Claims and Interests shall be made: (a) at the addresses set forth in the proofs of Claim Filed by such holders; (b) at the addresses set forth in any written notices of address change Filed

with the Bankruptcy Court or delivered to the Liquidating Trustee after the date on which any related proof of Claim was Filed; or (c) at the addresses reflected in the Schedules relating to the applicable Allowed Claim or Interest if no proof of Claim has been Filed and the Liquidating Trustee has not received a written notice of a change of address.

20. However, throughout the pendency of this proceeding, numerous addresses have been returned as undeliverable and the Liquidating Trustee has attempted to ascertain better addresses. Further, in some instances there is more than one address for a claimant.

21. Article 9.11 of the confirmed Plan of Liquidation provides:

Compliance with Tax Requirements. In connection with the Plan and the distributions made in accordance thereto, to the extent applicable, the Liquidating Trusts shall comply with all tax withholding and reporting requirements imposed by any governmental unit, if any, and all distributions pursuant to the Plan shall be subject to such withholding and reporting requirements. The Liquidating Trustee shall be authorized to take any and all actions that may be necessary or appropriate to comply with such withholding and reporting requirements.

22. The Liquidating Trustee seeks Court authority to require any claimant receiving a distribution to fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address so that he can comply with Article 9.11 of the confirmed Plan of Liquidation. This will also ensure that distribution payments are sent to current addresses. A letter in the form attached hereto as “**Exhibit A**” will be mailed to claimants at all known addresses.

23. Article 9.10 of the confirmed Plan of Liquidation provides:

Disputed Claims Reserves. The Liquidating Trustee shall establish reserves for Disputed Claims in accordance with the terms of the Liquidating Trust Agreements.

24. Pursuant to Article 9.4 of the confirmed Plan of Liquidation, **No *De Minimis* Distributions**, provides that “[o]ther than in the Final Distribution, no payment of Cash in an amount of less than \$250.00 shall be required to be made on account of any Allowed Claim.”

25. Article 9.6 of the confirmed Plan of Liquidation provides:

Undeliverable Distributions. If the distribution check to any holder of an Allowed Claim or Interest is not cashed within 90 days after issuance by the Liquidating Trustee, a stop payment order shall be given with respect to the check and no further distributions shall be made to such holder on account of such Allowed Claim or Interest. Such Allowed Claim or Interest shall be discharged and the holder of such Allowed Claim or Interest shall be forever barred from asserting such Claim against the Liquidating Trusts, the Liquidating Trustee, the Debtors, their Estates or their respective property. In such cases, any Cash held for distribution on account of such Claim shall remain property of the respective Liquidating Trust and be distributed to other Creditors in accordance with the terms of this Plan and the Liquidating Trust Agreements.

Reservation of Certain Rights

26. In addition to filing claims in the PBF Bankruptcy Cases, the Offshore Funds filed claims in the Petters Bankruptcy Cases⁶ (“***Offshore-PCI Claims***”). If allowed, the Offshore-PCI Claims would dilute distributions to the Liquidating Trustee on account of his allowed claims in the Petters Bankruptcy Cases.

27. Douglas A. Kelley, the trustee in the post-confirmation Petters Bankruptcy Cases (“***Trustee Kelley***”), has objected to the Offshore-PCI Claims.

28. Moreover, the Liquidating Trustee believes that the Offshore-PCI Claims should be disallowed in the Petters Bankruptcy Cases.

29. The Liquidating Trustee reserves the right to assert claims against the Offshore Funds (and any directly or indirectly affiliated party) based on their pursuit of the Offshore-PCI

⁶ In October 2008, Petters Company, Inc. and certain affiliated entities filed for chapter 11 bankruptcy in the U.S. Bankruptcy Court for the District of Minnesota (“Petters Bankruptcy Case(s).”

Claims. The Liquidating Trustee does not request that the Court at this time adjudicate the validity of any such claims that might be brought. However, the Liquidating Trustee wishes to make clear that he does not and has not waived or abandoned such claims.

30. To the contrary, all rights are expressly reserved, including to assert that the Offshore Funds' (and any directly or indirectly affiliated party) actions in either the Petters Bankruptcy Cases or the PBF Bankruptcy Cases in connection with the Offshore-PCI Claims harmed the Liquidating Trustee, the Estates, or the Palm Beach Liquidating Trusts. And to the extent the Liquidating Trustee takes any action, the Liquidating Trustee reserves all rights, including the right to reduce any future distributions to the Offshore Funds by the amounts of any damages incurred by the Palm Beach Liquidating Trusts.

Relief Requested

31. Article 9.7 of the confirmed Plan of Liquidation provides:

Interim Distributions. Unless otherwise provided in the Plan, the Liquidating Trustee in his discretion may make periodic distributions to the Beneficiaries entitled thereto in accordance with Section 5.1 of the Liquidating Trust Agreements.

32. Although Court approval of Interim Distributions is not required pursuant to Article 9.7 of the confirmed Plan of Liquidation, given the magnitude of this case and the amount of interest holders affected by any distribution, the Liquidating Trustee seeks Court approval of the proposed Interim Distribution to ensure that parties in interest have adequate notice and an opportunity to be heard on the Motion.

33. The PBFII Trust has cash on hand as of October 31, 2017 of **\$38,691,247.31**. Of that amount, the Liquidating Trustee seeks Court approval to make a first interim distribution in PBF II, applying the approved PBF II Distribution Scheme, in the total amount of **\$24,500,000** ("***First Interim Distribution***"). Attached as "**Exhibit B**" is a spreadsheet reflecting those

claimants receiving the First Interim Distribution in PBF II. The First Interim Distribution is the maximum amount the Liquidating Trustee reasonably believes can be made, as he must reserve approximately \$14,000,000.00 for continuing litigation and other potential administrative expenses. The reserve of \$14,000,000 is intended to include a general litigation reserve of \$9,840,000 for legal expenses allocable between PBFP and PBF II,⁷ estimated legal costs of \$3,000,000 specific to PBF II only, and \$1,160,000 for estimated administrative costs including trustee fees and other expenses. To the extent the Liquidating Trustee makes additional interim distributions, the Liquidating Trustee reserves the right to proceed with such interim distributions without seeking further approval from the Court pursuant to Article 9.7 of the confirmed Plan of Liquidation.

34. Thus, the Liquidating Trustee respectfully requests an Order of the Court approving the First Interim Distribution as set forth in Exhibit B upon receipt of a fully executed Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and payment address.

35. Attached as “**Exhibit C**” is a proposed Order granting the relief sought herein.

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⁷ The general litigation reserve is estimated at \$12 Million, which is allocated 18% to PBFP and 82% to PBF II. Accordingly, the portion of the general litigation reserve allocated for PBF II is \$9,840,000.

WHEREFORE, the Liquidating Trustee, subject to the Reservation of Rights, requests an Order (1) granting this Motion, (2) approving the First Interim Distribution as set forth on Exhibit B, (3) requiring any claimant receiving a distribution to fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Liquidating Trustee, and (4) for such other and further relief as this Court deems just and proper.

Dated: December 8, 2017.

s/ Solomon B. Genet
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***Attorneys for Barry E. Mukamal,
Liquidating Trustee***

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served on December 8, 2017, via the Court's Notice of Electronic Filing upon registered Users listed on the attached Exhibit 1, via Regular U.S. Mail upon the parties listed on the Court's Manual Notice List attached as Composite Exhibit 2, the Court's Matrices in Case No. 09-36379-BKC-PGH and Case No. 09-36396-BKC-PGH attached as Composite Exhibit 3⁸, and those additional addresses set forth on Composite Exhibit 4.

s/ Solomon B. Genet
Solomon B. Genet, Esquire

⁸ "ADDL" means these additional parties served as a courtesy. See Composite Exhibit 4.

"BAD" means that it is a known bad address; hence, no service by mail.

"DUP" means that the address appears more than once on this exhibit and is only being served one time by mail.

"NEF" means that service was made by Notice of Electronic Filing as set forth on Exhibit 1 and is not being additionally served by mail.

"NNR" means no notice is required.

"PBFP" means that entity appears on both matrices and only being served once.

"N-WD" means no notice required as such party has filed a Notice of Withdrawal with this Court.

**Barry E. Mukamal, Liquidating Trustee
PBF Liquidating Trust
1 SE 3rd Avenue
Box 158
Miami, FL 33131
Phone: (786) 517-5760
Fax: (786) 517-5772**

SENT VIA REGULAR MAIL

DATE

CLAIMANT
ADDRESS

**RE: PBF Liquidating Trust. (Administered under Case No. 09-36379-PGH)
Request for Taxpayer Identification Number and Certification**

Dear _____:

Enclosed is Form W-9, Request for Taxpayer Identification Number and Certification.

We are required to file an information return with the IRS disclosing all reportable payments made to each vendor during the year. The information return must disclose the vendor's taxpayer identification number. Form W-9 is the prescribed form for requesting a taxpayer identification number.

We ask that you complete and return Form W-9 to the address on this letterhead. In addition, we ask that you indicate the type of organization in which your business is conducted by checking the appropriate box in Part II of the form. This will enable us to determine whether we are required to complete an information return with regard to the payments we have made to you during the year.

Failure to complete Form W-9 carries a penalty of \$50. Therefore, we encourage you to complete and return Form W-9 as soon as possible.

If you have any questions, please contact Jazmin Padilla at (786) 517-5760 or jpadilla@kapilamukamal.com.

Very truly yours,

Barry Mukamal, Liquidating Trustee

EXHIBIT A

PALM BEACH FINANCE II, LP
Proofs of Claim Filed
Petition Date: November 30, 2009

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	Adjustment Factor	Distribution of first \$20 Million		Distribution of next \$4.5 Million		Total Distribution
					% Allocation	Distribution Amount	% Allocation	Distribution Amount	
16	1.DEBT	Geoff Varga, solely in his capacity as Joint Official Liquidator of Palm Beach Offshore Ltd.	\$ 578,319,885.06		79.25%	\$ 15,849,279.17	78.04%	\$ 3,511,781.91	\$ 19,361,061.08
15	1.DEBT	Geoff Varga, solely in his capacity as Joint Official Liquidator of Palm Beach Offshore II Ltd.	140,507,868.06		19.25%	\$ 3,850,720.83	18.96%	853,218.09	\$ 4,703,938.92
1.DEBT Total			718,827,753.12		98.50%	19,700,000.00	97.00%	4,365,000.00	24,065,000.00
6	A	LAB Investments Fund LP	6,390,183.35	100%	0.11%	21,278.94	0.21%	9,575.52	30,854.47
30	A	Golden Sun Multi - Manager Fund, LP	5,000,000.00	100%	0.08%	16,649.71	0.17%	7,492.37	24,142.08
4	A	Strategic Stable Return Fund (ID), LP	5,000,000.00	100%	0.08%	16,649.71	0.17%	7,492.37	24,142.08
33	A	Agile Safety Variable Fund, L.P.	4,000,000.00	100%	0.07%	13,319.77	0.13%	5,993.90	19,313.67
32	A	Agile Safety Fund (Master Fund)	5,621,901.32	100%	0.09%	18,720.61	0.19%	8,424.27	27,144.88
3	A	Strategic Stable Return Fund II, LP	1,970,000.00	100%	0.03%	6,559.99	0.07%	2,951.99	9,511.98
29	A	Raymond G. Feldman Family Ventures, L.P.	500,000.00	100%	0.01%	1,664.97	0.02%	749.24	2,414.21
7	A	BNP Private Bank & Trust Cayman Ltd. – ARIS Multi-Strategy Fund, LP Pledge to BNP Paribas Securities Corp.	9,600,000.00	100%	0.16%	31,967.45	0.32%	14,385.35	46,352.80
31	A	HSBC USA Inc.	9,000,000.00	100%	0.15%	29,969.48	0.30%	13,486.27	43,455.75
20	A	JamiScott, LLC	2,837,466.09	100%	0.05%	9,448.60	0.09%	4,251.87	13,700.47
22	A	Claridge Associates, LLC	2,000,000.00	100%	0.03%	6,659.88	0.07%	2,996.95	9,656.83
18	A	Leonard & Lillian Schneider	1,500,000.00	100%	0.02%	4,994.91	0.05%	2,247.71	7,242.62
17	A	Scott Schneider	1,135,031.60	100%	0.02%	3,779.59	0.04%	1,700.82	5,480.41
21	A	BayRoc Associates, LLC	1,000,000.00	100%	0.02%	3,329.94	0.03%	1,498.47	4,828.42
2	A	Ozcar Multi Strategies LLC Class C#232 (Table Mountain Capital)	2,500,000.00	100%	0.04%	8,324.86	0.08%	3,746.19	12,071.04
Equity	A	Barry A Beal	1,000,000.00	100%	0.02%	3,329.94	0.03%	1,498.47	4,828.42
8	A	Mosaic Capital Fund, LLC	4,000,000.00	100%	0.07%	13,319.77	0.13%	5,993.90	19,313.67
Equity	A	Carlton Beal Family Trust FBO Barry A Beal	1,000,000.00	100%	0.02%	3,329.94	0.03%	1,498.47	4,828.42
53	A	JDFF Master Fund, LP	1,500,000.00	100%	0.02%	4,994.91	0.05%	2,247.71	7,242.62
34	A	Thomas J Ginley Life Insurance Trust Dtd 1-22-97	576,008.33	100%	0.01%	1,918.07	0.02%	863.13	2,781.21
A CATEGORY "A" - FILED CLAIMS WITH PREBANKRUPTCY REDEMPTION REQUESTS OR ALLOWED ORDERS			66,130,590.69		1.10%	220,211.05	2.20%	99,094.97	319,306.03
27	B	Blackpool Absolute Return Fund, LLC	1,750,000.00	65%	0.02%	3,787.81	0.04%	1,704.51	5,492.32
26	B	Blackpool Partners, LLC	1,250,000.00	65%	0.01%	2,705.58	0.03%	1,217.51	3,923.09
28	B	Kenneth Ralston	450,000.00	65%	0.00%	974.01	0.01%	438.30	1,412.31
25	B	Maxine Adler - Multiple transferees - See Order	-	65%	0.00%	-	0.00%	-	-
25(a)	B	U.C. Davis School of Veterinary Medicine	850,000.00	65%	0.01%	1,839.79	0.02%	827.91	2,667.70
25(b)	B	KAT TNR, Inc.	22,500.00	65%	0.00%	48.70	0.00%	21.92	70.62
25(c)	B	Peggy Adams Animal Rescue League of the Palm Beaches, Inc.	22,500.00	65%	0.00%	48.70	0.00%	21.92	70.62
25(d)	B	Town Cats	45,000.00	65%	0.00%	97.40	0.00%	43.83	141.23
25(e)	B	AVDA (Aid to Victims of Domestic Violence)	25,000.00	65%	0.00%	54.11	0.00%	24.35	78.46
25(f)	B	Next Door Solutions to Domestic Violence	25,000.00	65%	0.00%	54.11	0.00%	24.35	78.46
25(g)	B	Special Olympics Florida	5,000.00	65%	0.00%	10.82	0.00%	4.87	15.69
25(h)	B	Special Olympics Northern California, Inc.	5,000.00	65%	0.00%	10.82	0.00%	4.87	15.69
1	B	Stephen & Lisa Williams Family Trust dated 12/21/05	1,800,000.00	65%	0.02%	3,896.03	0.04%	1,753.21	5,649.25
B CATEGORY "B" - FILED CLAIMS WITH NO REDEMPTION REQUEST PRE-BANKRUPTCY			6,250,000.00		0.07%	13,527.89	0.14%	6,087.55	19,615.44

PALM BEACH FINANCE II, LP
Proofs of Claim Filed
Petition Date: November 30, 2009

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	Adjustment Factor	Distribution of first \$20 Million		Distribution of next \$4.5 Million		Total Distribution
					% Allocation	Distribution Amount	% Allocation	Distribution Amount	
Equity	C	ABR Capital Fixed/Option Income Strategic Fund, LP	1,895.64	30%	0.00%	1.89	0.00%	0.85	2.75
Equity	C	Citizen's Bank as custodian for Ocean Gate opportunity Fund, LP	3,500,000.00	30%	0.02%	3,496.44	0.03%	1,573.40	5,069.84
Equity	C	Genesis Special Opportunity (QP), LP	5,150,000.00	30%	0.03%	5,144.76	0.05%	2,315.14	7,459.90
Equity	C	Genesis Special Opportunity, LP	2,425,000.00	30%	0.01%	2,422.53	0.02%	1,090.14	3,512.67
Equity	C	Genesis Strategic Investors (QP), LP	10,622,263.98	30%	0.05%	10,611.46	0.11%	4,775.16	15,386.61
Equity	C	Genesis Strategic Investors, LP	7,753,876.49	30%	0.04%	7,745.99	0.08%	3,485.69	11,231.68
Equity	C	Harborlight FAB Fund, LP	1,500,000.00	30%	0.01%	1,498.47	0.01%	674.31	2,172.79
Equity	C	Joel and Nancy Barnett (JTWROS)	1,050,625.47	30%	0.01%	1,049.56	0.01%	472.30	1,521.86
Equity	C	Laulima Partners, LP	2,500,000.00	30%	0.01%	2,497.46	0.02%	1,123.86	3,621.31
Equity	C	SBIC Income Fund	2,400,000.00	30%	0.01%	2,397.56	0.02%	1,078.90	3,476.46
Equity	C	Scotiabanc, Inc.	8,814,377.58	30%	0.04%	8,805.41	0.09%	3,962.43	12,767.85
Equity	C	Select Access (Institutional) LLC	900,000.00	30%	0.00%	899.08	0.01%	404.59	1,303.67
Equity	C	BNP Paribas Bank & Trust Cayman Limited FBO Guardian Asset Finance Master BV	3,066,000.00	30%	0.02%	3,062.88	0.03%	1,378.30	4,441.18
Equity	C	ABR Signature Select Insurance Fund Series Interests of the SALI Multi-Series Fund, LP	200,000.00	30%	0.00%	199.80	0.00%	89.91	289.70
Equity	C	Ozcar Multi-Strategies, LLC Class C#1 FBO Joe Umbach	10,091,689.28	30%	0.05%	10,081.42	0.10%	4,536.64	14,618.06
Equity	C	Thomas Sandlow	268,138.00	30%	0.00%	267.87	0.00%	120.54	388.40
	C	CATEGORY "C" - EQUITY WITH REDEMPTION REQUEST PRE-BANKRUPTCY	60,243,866.44		0.30%	60,182.58	0.60%	27,082.16	87,264.74
Equity	D	Aegis Capital Fund, LLC	3,000,000.00	15%	0.01%	1,498.47	0.01%	674.31	2,172.79
Equity	D	Deutsche Bank (Cayman) Limited as custodian for ZLP Domestic Investments, LP	3,000,000.00	15%	0.01%	1,498.47	0.01%	674.31	2,172.79
Equity	D	Frank Carruth III	17,829.38	15%	0.00%	8.91	0.00%	4.01	12.91
Equity	D	Judith Ellen Goldsmith	300,000.00	15%	0.00%	149.85	0.00%	67.43	217.28
Equity	D	Nancy Caryl Mishkin	200,000.00	15%	0.00%	99.90	0.00%	44.95	144.85
Equity	D	Oasis Absolute Return Fund, LP	600,000.00	15%	0.00%	299.69	0.00%	134.86	434.56
Equity	D	Pemco Partners, LP	3,000,000.00	15%	0.01%	1,498.47	0.01%	674.31	2,172.79
Equity	D	Quantum Hedge Strategies Fund	1,500,000.00	15%	0.00%	749.24	0.01%	337.16	1,086.39
Equity	D	The Gantcher Group	201,502.20	15%	0.00%	100.65	0.00%	45.29	145.94
Equity	D	Theodore Goldsmith	350,000.00	15%	0.00%	174.82	0.00%	78.67	253.49
	D	CATEGORY "D" - ALLOWED EQUITY INTERESTS (NET INVESTMENT AMOUNT)	12,169,331.58		0.03%	6,078.48	0.06%	2,735.31	8,813.79
Grand Total		GRAND TOTAL - ALLOWED CLAIMS/INTERESTS	\$ 863,621,541.83		100.00%	\$ 20,000,000.00	100.00%	\$ 4,500,000.00	\$ 24,500,000.00

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

IN RE:

PALM BEACH FINANCE PARTNERS, L.P.,
PALM BEACH FINANCE II, L.P.,

CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

Debtors.

**ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION TO APPROVE
FIRST INTERIM DISTRIBUTION IN PALM BEACH FINANCE II, L.P.**

THIS CAUSE came before the Court on _____, at _____.m. upon the Liquidating Trustee's Motion to Approve First Interim Distribution in Palm Beach Finance ii, L.P. [ECF No. ____] (the "**Motion**"). The Court having reviewed the Motion, the Court file, and based upon the reasons set forth on the record which are incorporated here by reference, it is

ORDERS as follows:

1. The Motion is GRANTED.
2. The First Interim Distribution in Palm Beach Finance II, L.P. as described in the Motion and in the amounts set forth in Exhibit B attached thereto is APPROVED.

3. Claimants entitled to receive a distribution must fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Liquidating Trustee, as more fully set forth in the Motion.

4. The Liquidating Trustee is authorized to reserve distributions to any claimants pending receipt of the items set forth in paragraph 3 above.

5. Pursuant to Article 9.4 of the confirmed Plan of Liquidation, No *De Minimis* Distributions, other than in the Final Distribution, no payment of Cash in an amount of less than \$250.00 shall be required to be made on account of any Allowed Claim.

6. Pursuant to Article 9.6 of the confirmed Plan of Liquidation, Undeliverable Distributions, if the distribution check to any holder of an Allowed Claim or Interest is not cashed within 90 days after issuance by the Liquidating Trustee, a stop payment order shall be given with respect to the check and no further distributions shall be made to such holder on account of such Allowed Claim or Interest. Such Allowed Claim or Interest shall be discharged and the holder of such Allowed Claim or Interest shall be forever barred from asserting such Claim against the Liquidating Trusts, the Liquidating Trustee, the Debtors, their Estates or their respective property. In such cases, any Cash held for distribution on account of such Claim shall

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

remain property of the respective Liquidating Trust and be distributed to other Creditors in accordance with the terms of this Plan and the Liquidating Trust Agreements.

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Submitted By:

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prussin@melandrussin.com
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Copies Furnished To:

Peter D. Russin, Esquire, is directed to serve copies of this Order on all parties in interest and to file a Certificate of Service.

Mailing Information for Case 09-36379-EPK

Electronic Mail Notice List

The following is the list of **parties** who are currently on the list to receive email notice/service for this case.

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Label Matrix for local noticing 113C-9 Case 09-36379-EPK Southern District of Florida West Palm Beach Fri Sep 1 10:30:16 EDT 2017	NNR	Ashton Revocable Living Trust c/o Helen Chaitman 45 Broadway New York, NY 10006-3007	NEF	BMO Harris Bank, N.A. c/o Charles W. Throckmorton 2525 Ponce de Leon 9th Floor Coral Gables, FL 33134-6039	NEF
Blackpool Absolute Return Fund, LLC c/o Douglas Ralston 3633 Driftwood Drive Long Grove, IL 60047-5235		Blackpool Partners, LLC c/o Douglas Ralston 3633 Driftwood Drive Long Grove, IL 60047-5235		Calhoun Multi-Series Fund, L.P. c/o Transcontinental Fund Administrator 11 South LaSalle #1730 Suite 300 Chicago, IL 60603-1204	PBFP
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First Baptist Church of Tequesta, Inc. c/o Roberto M. Vargas, Esq. Jones Foster Johnston & Stubbs, P.A. 505 S. Flagler Drive Suite 1100 West Palm Beach, FL 33401-5950		Fulcrum Credit Partners LLC c/o Matthew W Hamilton 111 Congress Ave #2550 Austin, TX 78701-4044	NEF	General Electric Capital Corporation c/o Patricia A. Redmond, Esq. Stearns Weaver Miller, et al Museum Tower, Suite 2200 150 West Flagler Street Miami, FL 33130-1536	NEF
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