

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

In re:

Chapter 11

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.

**DANIEL N. ROSEN, ESQ. AND KLUGER, KAPLAN, SILVERMAN, KATZEN &
LEVINE, P.L.'S FIRST INTERIM POST CONFIRMATION FEE APPLICATION AS
LOCAL COUNSEL IN MINNESOTA TO THE LIQUIDATING TRUSTEE**

1. Name of Applicant:	<i>Kluger, Kaplan, Silverman, Katzen & Levine, P.L.</i>
2. Role of Applicant:	<i>Liquidating Trustee's Local Counsel</i>
3. Name of Certifying Professional:	<i>Daniel N. Rosen</i>
4. Date cases filed:	<i>November 30, 2009</i>
5. Date of order approving employment:	<i>July 20, 2017 [ECF No. 3288], nunc pro tunc to May 9, 2017¹</i>
IF INTERIM APPLICATION, COMPLETE 6, 7 AND 8 BELOW:	
6. Period for this application:	<i>May 9, 2017 through June 30, 2017</i>
7. Amount of Compensation Sought	\$ 5,237.70
8. Amount of Expenses Sought:	\$ 0.00
IF FINAL APPLICATION, COMPLETE 9 AND 10 BELOW:	
9. Total Amount of Compensation Sought during case:	\$ 0.00

¹ Mr. Rosen now serves as Partner-in-Charge of KKS KL's Minneapolis office and is no longer employed by Parker Rosen. The Trustee's relationship with Parker Rosen ceased as of May 8, 2017.

10.	Total Amount of Expense Reimbursement Sought During Case	\$	0.00
11.	Amount of Original Retainer (s) Please disclose both Fee Retainer and Cost Retainer if such a Retainer has been received:	\$	0.00
12.	Current Balance of Retainer (s) remaining:	\$	0.00
13.	Last monthly operating report filed (Month/Year and ECF No.):	PBF July 2017 [ECF No. 3286] PBF II July 2017 [ECF No. 113, Case 09-36396]	
14.	If case is Chapter 11, current funds in the Chapter 11 estate:	PBF PBFII	\$11,956,963.38 a/o 6/30/17 \$39,830.699.52 a/o 6/30/17
15.	If case is Chapter 7, current funds held by Chapter 7 trustee:		N/A

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In re:

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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.

**FIRST INTERIM POST CONFIRMATION FEE APPLICATION
FOR ALLOWANCE AND PAYMENT OF COMPENSATION TO
KLUGER, KAPLAN, SILVERMAN, KATZEN & LEVINE, P.L., AS
LOCAL COUNSEL IN MINNESOTA TO THE LIQUIDATING TRUSTEE**

Kluger, Kaplan, Silverman, Katzen & Levine, P.L., Liquidating Trustee's local counsel in Minnesota ("**KKSKL**"), applies for interim compensation for fees for services rendered in this Chapter 11 proceeding between May 9, 2017 through June 30, 2017 (the "**Fee Period**"). This application is filed pursuant to 11 U.S.C. § 331 and Bankruptcy Rule 2016, and meets all of the requirements set forth in the Guidelines incorporated in Local Rule 2016-1(B)(1). In support of the application, KKSKL states as follows:

I. INTRODUCTION

1. KKSKL is seeking compensation in the total amount of \$5,237.70 for services rendered as Liquidating Trustee's local counsel in Minnesota regarding the following bankruptcy proceedings pending in the United States Bankruptcy Court, District of Minnesota: *In re Petters Company, Inc.* (Case No. 08-45257); *In re Petters Group Worldwide, LLC* (Case No. 08-45258); *In re PC Funding, LLC* (Case No. 08-45326); *In re Thousand Lakes, LLC* (Case No. 08-45327); *In re SPF Funding, LLC* (Case No. 08-45328); *In re PL Ltd., Inc.* (Case No. 08-45329); *In re Edge*

One, LLC (Case No. 08-45330); *In re MGC Finance, Inc.* (Case No. 08-45331); *In re PAC Funding, LLC* (Case No. 08-45371); *In re Palm Beach Finance Holdings, Inc.* (Case No. 08-45392); and also the following proceedings pending in the United States District Court, District of Minnesota: *USA v. Thomas Petters et al.* (Case No. 08-5348) (collectively know as the “***Petters Litigation***”) during this Fee Period. A total of 20.87 hours were expended by KSKSL as Liquidating Trustee’s local counsel in Minnesota at hourly rates ranging from \$210-\$495 during the time period for which fees were required in this fee application.

2. On May 27, 2010, the Liquidating Trustee filed his Application for Employment of Daniel N. Rosen, Esq., and Parker Rosen as Local Counsel in Minnesota [ECF No. 161], which was approved on June 24, 2010, *nunc pro tunc* to May 24, 2010 [ECF No. 182].

3. Mr. Rosen now serves as Partner-in-Charge of KSKSL’s Minneapolis office.

4. On June 20, 2017, the Liquidating Trustee filed his Application to Employ Daniel N. Rosen, Esq. And Kluger, Kaplan, Silverman, Katzen & Levine, P.L. as Local Counsel in Minnesota [ECF No. 3269], which was approved on July 20, 2017, *nunc pro tunc* to May 9, 2017. The Trustee’s relationship with Parker Rosen ceased as of May 8, 2017.

II. REQUEST FOR RELIEF

5. By way of this Application, KSKSL seeks Court approval and allowance of compensation for services rendered by KSKSL as Liquidating Trustee's local counsel in Minnesota.

6. During the fee period, KSKSL devoted 20.87 hours of time as more fully set forth below.

7. The transcribed time records and details of services rendered by KSKSL are attached hereto as Exhibit 3. To preserve work product and maintain confidentiality, the records are redacted.

Unredacted records have been shared with the Office of the U.S. Trustee and if the Court so requests, may be filed under seal. KSKSL has devoted 20.87 hours in time in providing services to the Liquidating Trustee between May 9, 2017 through June 30, 2017.

8. The exhibits attached to this application, pursuant to the Guidelines, are:

Exhibits "1-A" and "1-B" - Summary of Professional and Paraprofessional Time;

Exhibit "2" - Summary of Requested Reimbursement of Expenses for this Time Period Only;

Exhibit "3" - The applicant's complete time records, in chronological order, by activity code category (if applicable), for the time period covered by this application. The requested fees are itemized to the tenth of an hour; and

Exhibit "4" - Fee Application Summary Chart.

9. The applicable legal standards for allowing fees and proceedings under the Bankruptcy Code is set forth in 11 U.S.C. §§ 330 and 331 which provides for reasonable compensation for actual, necessary services rendered by a professional, based on the time, the nature, the extent and value of such services and the costs of comparable services other than cases under Title 11, as well as for reimbursement of actual necessary expenses. *See also, In re First Colonial Corp. of America*, 544 F. 2d 1291 (5th Cir. 1977). These standards include the time and labor required; the novelty and difficulty of the questions presented; the skill requisite to perform professional services properly; the preclusion of other employment and the acceptance of this case; the customary fee; whether the fee is fixed or contingent; the time limitations imposed by the client or other circumstances; the amount involved and the results obtained; experience, reputation and ability of the professional; the undesirability of the case; the nature and length of professional

relationship with client; and awards in similar cases.

10. Under these standards, the reasonable value of the services rendered and reimbursement of the necessary expenses paid or incurred by KSKSL as local counsel in Minnesota for the Liquidating Trustee is \$5,237.70 for fees incurred during the Fee Period. The figure to calculate the fees was derived from the total amount of hours expended multiplied by the corresponding hourly rates, as more specifically set forth in Exhibit “3”.

III. TIME AND LABOR REQUIRED.

11. The transcribed time records and details of services rendered by KSKSL are attached hereto as Exhibit 3. To preserve work product and maintain confidentiality, the records are redacted. Unredacted records have been shared with the Office of the U.S. Trustee and if the Court so requests, may be filed under seal. KSKSL has devoted not less than 20.87 hours of actual recorded time to the performance of services in these proceedings.

IV. NOVELTY AND DIFFICULTY OF THE ISSUES AND QUESTIONS PRESENTED

12. KSKSL was retained by the Liquidating Trustee to assist the Liquidating Trustee's counsel by acting as local counsel in the Petters Litigation and tasks that the Liquidating Trustee or its counsel may request including, among other things, sponsoring the *pro hac vice* applications of Meland Russin & Budwick, P.A., researching specific issues regarding Minnesota law, as well as attending a number of hearings or Minnesota based mediations. KSKSL is frequently asked to assist in various analysis and at times the issues involved are novel and difficult.

V. SKILL REQUISITE TO PERFORM THE LEGAL SERVICES PROPERLY

13. Knowledge in the field of bankruptcy law, Minnesota law and local rules and procedures in Minnesota was required.

VI. PRECLUSION FROM OTHER EMPLOYMENT

14. KKSKL has not been precluded from any other employment due to the acceptance of this case.

VII. CUSTOMARY FEE

15. The hourly rate charged is KKSKL's customary fee for services of the type rendered herein.

16. **Whether the Fee is Fixed or Contingent:** The fee is contingent in the sense that it is subject to the review and approval of this Court pursuant to the Bankruptcy Code.

VIII. TIME LIMITATIONS IMPOSED BY CLIENT OR THE CIRCUMSTANCES

17. KKSKL has not been required to expend considerable time within short periods.

IX. THE EXPERIENCE, REPUTATION AND ABILITY OF THE PROFESSIONALS

18. KKSKL includes experienced trial lawyers with a sophisticated understanding of commercial litigation issues and are qualified to perform such services for the benefit of the Liquidating Trustee. Daniel N. Rosen received his J.D. (*cum laude*) from the University of Minnesota Law School in 1994 and is admitted to the Minnesota Bar Association.

X. THE UNDESIRABILITY OF THE CASE

19. KKSKL does not deem these cases to be undesirable and is honored to have been retained by the Liquidating Trustee.

**XI. THE NATURE AND LENGTH OF THE PROFESSIONAL
RELATIONSHIP OF THE CLIENT**

20. KKSKL has not performed services for the Liquidating Trustee previously in any others matters prior to this case.

XII. ALLOCATION BETWEEN DEBTORS' ESTATES

21. The Liquidating Trustee requests that 18% of the fee awarded be allocated to Palm Beach Finance Partners, L.P. ("**PBF**") and 82% of the fee awarded be allocated to Palm Beach Finance II, L.P. ("**PBF II**"). Section 1.76, entitled "Pro Rata Allocation Formula," of the Second Amended Joint Plan of Liquidation dated September 3, 2010 [ECF No. 245] provides for a *pro rata* allocation formula derived from the Compiled Financial Statements, dated April 30, 2008, for each of the Debtors by Kaufman Rossin & Co. The data contained therein supports an 18%/82% allocation between PBF and PBF II, respectively, based upon the total assets of each entity as of the date of such compilations. Based on the circumstances and since the services provided by KSKSL formula were performed on behalf of and benefitted both estates, the Liquidating Trustee believes that this formula is the proper methodology to allocate certain fees and expenses between the two estates and respectfully requests the Court approve the allocation of fees requested in this Application as follows:

Estate / Percentage	Fees	Costs
Palm Beach Finance Partners, L.P. (18%)	\$942.79	\$0.00
Palm Beach Finance II, L.P. (82%)	\$4,294.91	\$0.00
TOTAL FEES AND COSTS:	\$5,237.70	\$0.00

XIII. APPLICABLE LEGAL STANDARD

22. The amount requested by KSKSL is reasonable in terms of awards in cases of similar magnitude and complexity. The compensation which KSKSL is requesting comports with the mandate of the Bankruptcy Code, which directs that services be evaluated in light of comparable services performed in non-bankruptcy cases in the community. The fee requested by applicant in the amount of \$5,237.70 for 20.87 hours of services. This request is entirely appropriate.

23. KKSKL considers the reasonable value of services rendered to this estate to be not less than \$5,237.70 for services they have rendered for the Fee Period.

WHEREFORE, Liquidating Trustee's local counsel in Minnesota, KKSKL, respectfully requests that it be allowed full compensation sought under this application in the amount of \$5,237.70 for fees, approve the allocation of fees and expenses between the estates, and for such other and further relief this Court deems just and proper.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

CERTIFICATION

1. I am the Applicant and the professional with responsibility in this case for compliance with the current Mandatory Guidelines On Fees and Disbursements For Professionals in The Southern District of Florida Bankruptcy Cases (the “*Guidelines*”).

2. I have read the application for compensation and reimbursement of costs (the “*Application*”).

3. To the best of my knowledge, information, and belief formed after reasonable inquiry, the Application falls within the Guidelines.

4. To the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Guidelines, except as specifically noted in this Certification and described in the Application.

5. Except to the extent that fees or disbursements are prohibited or restricted by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by the Applicant and generally accepted by the Applicant's clients.

6. In providing a reimbursable service or disbursement (other than time charged for paraprofessionals and professionals), the Applicant does not make a profit on that service or disbursement (except to the extent that any such profit is included within the permitted allowable amounts set forth in the Guidelines for photocopies and facsimile transmission).

7. In charging for a particular service or disbursement, the Applicant does not include in the amount for which reimbursement is sought the amortization of the cost of any investment, equipment, or capital outlay (except to the extent that any such amortization is included within the permitted allowable amounts set forth herein for photocopies and facsimile transmission).

8. In seeking reimbursement for a service which the Applicant justifiably purchased or contracted for from a third party, the Applicant is requesting reimbursement only for the amount billed to the Applicant by the third-party vendor and paid by the Applicant to such vendor.

9. The trustee (if any), the examiner (if any), the chairperson of each official Debtor (if any), the debtor, the U.S. Trustee, and their respective counsels, will be mailed, simultaneously with the filing of the Application with the Court, a complete copy of the Application (including all relevant exhibits).

I HEREBY CERTIFY that the foregoing is true and correct.

Kluger, Kaplan, Silverman, Katzen
& Levine, P.L.
80 South 8th Street, Suite 900
Minneapolis, MN 55402
Telephone: (612) 767-3000
Telecopy: (612) 767-3004

By: 

Daniel N. Rosen

I HEREBY CERTIFY that, pursuant to that certain Order Authorizing Professionals Employed by the Liquidating Trustee and Monitor to Provide Notice of their Post Confirmation Fee Applications for Compensation in Summary Form [ECF No. 648], a Notice of Filing, which will include a Certificate of Service for the foregoing, will be filed at a later date.

s/ Michael S. Budwick
Michael S. Budwick, Esquire
Fla. Bar No. 938777
mbudwick@melandrussin.com
MELAND RUSSIN & BUDWICK, P.A.
3200 Southeast Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
T: (305) 358-6363 F: (305) 358-1221
Attorneys for the Liquidating Trustee

EXHIBIT "1-A"**Summary of Professional and Paraprofessional Time
Total per Individual for this Period Only**

[If this is a final application, and does not cumulate fee details from prior interim applications, then a separate Exhibit 1-A showing cumulative time summary from all applications is attached as well.]

Name	Partner, Associate, or Paraprofessional	<u>Year Licensed</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Total Fees</u>
Daniel N. Rosen	Partner	1994	3.00	\$495.00	\$ 1,485.00
Barbara M. Livick	Paraprofessional	N/A	17.87	\$210.00	\$ 3,752.70
Blended Hourly Rate				\$250.97	
Total Fees			20.87		\$ 5,237.70

EXHIBIT "1-B"

**Summary of Professional and Paraprofessional Time
by Activity Code Category for this Time Period Only**

Third Party Actions			
Name	Rate	Hours	Amount
Daniel N. Rosen	\$ 495.00	3.00	\$ 1,485.00
Barbara M. Livick	\$ 210.00	17.87	\$ 3,752.70
CATEGORY TOTALS:		20.87	\$ 5,237.70

EXHIBIT "2"**Summary of Requested Reimbursement Of Expenses**
for this Time Period Only

[If this is a final application which does not cumulate prior interim applications, a separate summary showing cumulative expenses for all applications is attached as well]

1.	Filing Fees	\$ 0.00
2.	Process Service Fees	\$ 0.00
3.	Witness Fees	\$ 0.00
4.	Court Reporter & Transcripts	\$ 0.00
5.	Lien and Title Searches	\$ 0.00
6.	Photocopies (in-house copies) (copies @ 15¢)	\$ 0.00
7.	Photocopies (outside copies)	\$ 0.00
8.	Postage	\$ 0.00
9.	Overnight Delivery Charges	\$ 0.00
10.	Outside Courier/Messenger Services	\$ 0.00
11a.	Long Distance (a) Telephone Charges	\$ 0.00
11b.	Long Distance (b) Conference Calls	\$ 0.00
12.	Long Distance Fax Transmission @ \$1.00/pg.	\$ 0.00
13.	Computerized Research	\$ 0.00
14.	Out of District of Minnesota Travel A. Transportation B. Lodging C. Meals	\$ 0.00
15.	Other (Not specifically disallowed; must specify and justify) Certified Copy charges	\$ 0.00
TOTAL "GROSS" AMOUNT OF REQUESTED DISBURSEMENTS		\$ 0.00



Barry Mukamal, Trustee
 Kapila Mukamal LLP
 1 S.E. 3rd Avenue
 Suite 2150
 Miami, FL 33131

Invoice Date: August 11, 2017
 KKSKL Client No.: 5322
 Page: 1

CLIENT SUMMARY OF INVOICES BY MATTER

Previous Balance	Fees	Expenses	Advances	Payments	Balance
5322-0012 Bankruptcy of PBFP, LP and PBFP II, LP, Third Party Action					
0.00	5,237.70	0.00	0.00	0.00	<u>\$5,237.70</u>

THIS STATEMENT IS DUE UPON RECEIPT

3% Discount may be taken only from the FEE portion of the bill if payment is received
 within 14 days of Invoice Date - Does not apply when paying via credit card

FOR PAYMENTS

	MAIL TO Kluger Kaplan Silverman Katzen & Levine PL Attn. Accounting Dept. 201 South Biscayne Blvd. Suite 2700 Miami, FL 33131
	Credit Card Site: https://secure.lawpay.com/pages/kluger-kaplan-silverman-katzen/operating

Fed. ID# 26-4527913

Phone: (305) 379-9000 Fax: (305) 379-3428



Barry Mukamal, Trustee
Kapila Mukamal LLP
1 S.E. 3rd Avenue
Suite 2150
Miami, FL 33131

Invoice Date: 08/11/2017
Invoice No.: 30993
KKSKL Matter No.: 5322.0012
Page: 1

RE Bankruptcy of PBFP, LP and PBFP II, LP, Third

Party Action

FEES

		HOURS	
05/15/2017	DNR	0.20	99.00
	DNR	0.20	99.00
05/16/2017	BML		
	BML	0.30	63.00
		2.00	420.00
05/17/2017	DNR		
	DNR	0.30	148.50
		1.50	742.50
05/24/2017	BML		
		2.47	518.70

Kluger, Kaplan, Silverman, Katzen & Levine P.L.
201 South Biscayne Boulevard, Suite 2700
Miami, Florida 33131
Phone: (305) 379-9000 Fax: (305) 379-3428
Fed. ID# 26-4527913

Barry Mukamal, Trustee
 KKSkl Matter No.: 5322.0012
 RE: Bankruptcy of PBFP, LP and PB

Invoice Date: 08/11/2017
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		HOURS	
	BML	0.50	105.00
06/01/2017	BML		
		1.70	357.00
06/14/2017	DNR	0.20	99.00
	BML	1.20	252.00
06/23/2017	DNR		
		0.30	148.50
	BML		
		4.30	903.00
06/27/2017	BML		
		0.40	84.00
06/28/2017	BML	2.70	567.00
06/30/2017	DNR		
		0.30	148.50
	BML		
		2.30	483.00
		<u>20.87</u>	<u>5,237.70</u>
FOR CURRENT FEE SERVICES			

Recapitulation		Hours	Rate	Total
<u>Timekeeper</u>	<u>Title</u>			
Daniel N. Rosen	Partner	3.00	\$495.00	\$1,485.00
Barbara M Livick	Paralegal	17.87	210.00	3,752.70

TOTAL CURRENT WORK 5,237.70

BALANCE DUE \$5,237.70

Barry Mukamal, Trustee
KKSKL Matter No.: 5322.0012
RE: Bankruptcy of PBFP, LP and PB

Invoice Date: 08/11/2017
Invoice No. 30993
Page No. 3

PLEASE REMIT

\$5,237.70

FEE APPLICATION SUMMARY CHART												
REQUEST					APPROVAL				PAID		HOLDBACK	
Date Filed	ECF #	Period Covered	Fees Requested	Expenses Requested	Date Order Entered	ECF #	Fees Approved	Expenses Approved	Fees Paid	Expenses Paid	Fees Holdback	Expenses Holdback
N/A												
TOTALS:			\$ -	\$ -			\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

Invoicing Date:	Billing Period:	Fees and expenses requested:	Amount paid absent objection:
8/11/2017	May 9, 2017 through June 30, 2017	\$ 5,237.70	\$ 5,237.70