

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.¹

Case No. 09-36379-PGH
 Case No. 09-36396-PGH
 (Jointly Administered)

Debtors.

**BORIS ONEFATER AND CONSTELLATION INVESTMENT CONSULTING
 CORP.'S THIRD INTERIM POST CONFIRMATION FEE APPLICATION**

1.	Name of Applicant:	<i>Constellation Investment Consulting Corp.</i>	
2.	Role of Applicant:	<i>Liquidating Trustee's Expert</i>	
3.	Name of Certifying Professional:	<i>Boris Onefater</i>	
4.	Date cases filed:	<i>November 30, 2009</i>	
5.	Date of application for employment:	<i>May 21, 2014 [ECF No. 2291]</i>	
6.	Date of order approving employment:	<i>June 16, 2014 [ECF No. 2339]</i>	
7.	If debtor's counsel, date of Disclosure of Compensation form:	<i>N/A</i>	
8.	Date of this application:	<i>August 26, 2015</i>	
9.	Dates of services covered:	<i>March 1, 2015 through June 30, 2015</i>	
Fees...			
10.	Total fee requested for this period (from Exhibit 1):	\$	16,742.50
11.	Balance remaining in fee retainer account, not yet awarded:	\$	0.00
12.	Fees paid or advanced for this period, by other sources:	\$	0.00
13.	Net amount of fee requested for this period:	\$	16,742.50

¹The address and last four digits of the taxpayer identification number for each of the Debtors are as follows: (i) Palm Beach Finance Partners, L.P., 3601 PGA Blvd., Suite 301, Palm Beach Gardens, FL 33410, TIN 9943; and (ii) Palm Beach Finance II, L.P., 3601 PGA Blvd., Suite 301, Palm Beach Gardens, FL 33410, TIN 0680.

Expenses...	
14. Total expense reimbursement requested for this period:	\$ 0.00
15. Balance remaining in expense retainer account, not yet received:	\$ 0.00
16. Expenses paid or advanced for this period, by other sources:	\$ 0.00
17. Net amount of expense reimbursements requested for this period	\$ 0.00
18. Gross award requested for this period (#10 + #14)	\$ 16,742.50
19. Net award requested for this period (#13 + #17)	\$ 16,742.50

History of Fees and Expenses

1. Dates, sources, and amounts of retainers received:			
Dates	Sources	Amounts	For fees or costs?
N/A			
2. Dates, sources, and amounts of third party payments received:			
Dates	Sources	Amounts	For fees or costs?
N/A			
3. Prior fee and expense awards...			
First interim application [ECF No. 2512]			
Dates covered by first application:		June 17, 2014 - October 31, 2014	
Amount of fees requested:		\$ 17,989.50	
Amount of expenses requested:		\$ 0.00	
Amount of fees awarded:		\$ 17,989.50	
Amount of expenses awarded:		\$ 0.00	
Amount of fee retainer authorized to be used:		\$ 0.00	
Amount of expense retainer authorized to be used:		\$ 0.00	
Fee award, net of retainer:		\$ 0.00	
Expense award, net of retainer:		\$ 0.00	
Date of first award:		January 16, 2015	
Amount of fees actually paid:		\$ 17,989.50	
Amount of expense reimbursement actually paid:		\$ 0.00	

Portion of fees requested but not awarded, which applicant wishes to defer to final fee application:	\$ 0.00
Portion of expenses requested but not awarded, which applicant wishes to defer to final fee application:	\$ 0.00
Second interim application [ECF No. 2583]	
Dates covered by second application:	November 1, 2014 - February 28, 2015
Amount of fees requested:	\$ 5,755.00
Amount of expenses requested:	\$ 0.00
Amount of fees awarded:	\$ 5,755.00
Amount of expenses awarded:	\$ 0.00
Amount of fee retainer authorized to be used:	\$ 0.00
Amount of expense retainer authorized to be used:	\$ 0.00
Fee award, net of retainer:	\$ 0.00
Expense award, net of retainer:	\$ 0.00
Date of second award:	May 28, 2015 [ECF No. 2614]
Amount of fees actually paid:	\$ 5,755.00
Amount of expense reimbursement actually paid:	\$ 0.00
Portion of fees requested but not awarded, which applicant wishes to defer to final fee application:	\$ 0.00
Portion of expenses requested but not awarded, which applicant wishes to defer to final fee application:	\$ 0.00

Summary of All Prior Applications and Awards	
Total fees requested:	\$ 23,744.50
Total fees awarded:	\$ 23,744.50
Prior fees awarded but not yet paid, if any (do not include holdbacks in this number)	\$ 0.00
Total prior fees requested but not awarded, deferred to final fee application	\$ 0.00
Total expenses requested:	\$ 0.00
Total expenses awarded:	\$ 0.00

Prior expenses awarded but not yet paid, if any (do not include holdbacks in this number)	\$ 0.00
Total prior expenses requested but not awarded, deferred to final fee application	\$ 0.00

Monthly *POST CONFIRMATION* invoicing dated November 30, 2014

Dates covered by invoicing:	June 16, 2014 through October 31, 2014
Amount of fees and expenses requested:	\$ 17,989.50
Amount of fees and expenses paid absent objection:	\$ 17,989.50

Monthly *POST CONFIRMATION* invoicing dated December 31, 2014

Dates covered by invoicing:	December 1, 2014 through December 31, 2014
Amount of fees and expenses requested:	\$ 2,837.50
Amount of fees and expenses paid absent objection:	\$ 2,837.50

Monthly *POST CONFIRMATION* invoicing dated January 31, 2015

Dates covered by invoicing:	January 1, 2015 through January 31, 2015
Amount of fees and expenses requested:	\$ 2,657.50
Amount of fees and expenses paid absent objection:	\$ 2,657.50

Monthly *POST CONFIRMATION* invoicing dated February 28, 2015

Dates covered by invoicing:	February 1, 2015 through February 28, 2015
Amount of fees and expenses requested:	\$ 260.00
Amount of fees and expenses paid absent objection:	\$ 260.00

Monthly *POST CONFIRMATION* invoicing dated April 30, 2015

Dates covered by invoicing:	April 1, 2015 through April 30, 2015
Amount of fees and expenses requested:	\$ 432.50
Amount of fees and expenses paid absent objection:	\$ 432.50

Monthly <i>POST CONFIRMATION</i> invoicing dated June 30, 2015	
Dates covered by invoicing:	May 1, 2015 through June 30, 2015
Amount of fees and expenses requested:	\$ 16,310.00
Amount of fees and expenses paid absent objection:	\$ 16,310.00

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PALM BEACH FINANCE II, L.P.²

Case No. 09-36379-PGH
Case No. 09-36396-PGH
(Jointly Administered)

Debtors.

_____ /

**THIRD INTERIM POST CONFIRMATION
FEE APPLICATION FOR ALLOWANCE AND
PAYMENT OF COMPENSATION OF BORIS ONEFATER
AND CONSTELLATION INVESTMENT CONSULTING CORP.,
AS EXPERTS TO CHAPTER 11 LIQUIDATING TRUSTEE**

Constellation Investment Consulting Corp., (“CICC”), having been approved by this Court as expert consultants for Chapter 11 Liquidating Trustee, Barry E. Mukamal (“Trustee”), applies for allowance of compensation for professional services rendered by CICC between March 1, 2015 through June 30, 2015, and in support states:

1. On November 30, 2009, Palm Beach Finance Partners, L.P. (the “Debtor”) 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 II, L.P.*, Case No. 09-36396-PGH [ECF No. 19].

2. On January 28, 2010, the Court entered the 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. 100].

²The address and last four digits of the taxpayer identification number for each of the Debtors are as follows: (i) Palm Beach Finance Partners, L.P., 3601 PGA Blvd., Suite 301, Palm Beach Gardens, FL 33410, TIN 9943; and (ii) Palm Beach Finance II, L.P., 3601 PGA Blvd., Suite 301, Palm Beach Gardens, FL 33410, TIN 0680.

3. On January 29, 2010, the United States Trustee appointed the Liquidating Trustee as Trustee in both estates [ECF No. 107].

4. On June 16, 2014, this Court entered an Order [ECF No. 2339] authorizing the Liquidating Trustee's retention of Boris Onefater and Constellation Investment Consulting Corp., as expert consultants to the Liquidating Trustee.

5. At the confirmation hearing held on October 19, 2010, the Court confirmed the *Second Amended Joint Plan of Liquidation of Barry Mukamal, as Chapter 11 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.*, dated September 3, 2010 [ECF No. 245] (the "**Plan**") in the above referenced jointly administered bankruptcy proceeding. The Plan defines Confirmation Date as "the date on which the Bankruptcy Court enters the Confirmation Order on its docket". The Order Confirming Second Amended Joint Liquidating Chapter 11 Plan [ECF No. 444] (the "**Confirmation Order**") was entered on the Court's docket on October 21, 2010.

6. Article 7 of the Plan provides:

7.1.4 *PBF Liquidating Trust Management.* Barry Mukamal shall be PBF Liquidating Trustee with the power and authority set forth in the PBF Liquidating Trust Agreement.

7.1.5 *PBF Liquidating Trust Structure.* As more fully set forth in the PBF Liquidating Trust Agreement, the PBF Liquidating Trustee shall oversee and direct the PBF Liquidating Trust's operations and activities, including the retention of counsel.

7.1.7 *PBF II Liquidating Trust Monitor.* Geoffrey Varga, as Joint Official Liquidator for Offshore Funds shall be the PBF II Liquidating Trust Monitor with the power and authority set forth in the PBF II Liquidating Trust Agreement.

7.1.11 *Compensation of Professionals Retained by the Liquidating Trustees and the PBF II Liquidating Trust Monitor.* Professionals retained by the PBF II

Liquidating Trust Monitor and the Liquidating Trustee shall be entitled to monthly interim compensation for fees and expenses incurred in carrying out their duties consistent with the Plan and the Liquidating Trust Agreements; provided, however, that the PBF II Liquidating Trust Monitor or the Liquidating Trustee shall provide to the other, and the United States Trustee, notice of such requested fees and expenses on a monthly basis. Following such notice, if no objections to the fees and expenses set forth in the monthly statement are received in writing within 10 business days, 100% of such professional's fees and expenses shall be paid. Notice of objections to such fees and expenses shall be made via e-mail and/or facsimile. If objections to the fees and expenses are made and cannot be resolved, such objections will be heard and resolved by the Bankruptcy Court. Any such fees and expenses shall be payable from the Trust Asset of the Liquidating Trusts. The PBF II Liquidating Trust Monitor and the Liquidating Trustee shall, no less frequently than once every four (4) months, submit applications to the Bankruptcy Court for final approval of reimbursement of fees and expenses paid to their professionals.

7. This application is submitted pursuant to 11 U.S.C. § 331 for the allowance and payment to CICC in the total amount of \$16,742.50 for fees incurred between March 1, 2015 and June 30, 2015.

8. All of the services rendered by CICC were performed for and on behalf of the Liquidating Trustee.

I. SUMMARY OF SERVICES RENDERED

9. CICC rendered varied services as experts on behalf of the Liquidating Trustee for the period of time from March 1, 2015 through June 30, 2015. CICC is requesting \$16,742.50 in professional fees for services rendered. CICC logged a total of 32.3 hours at the blended hourly rate of \$518.34 during the time period for which fees were required in this fee application.

10. CICC devoted 32.3 hours, for a total of \$16,742.50, towards the review of documents and research in order to perform certain analyses and independent evaluation of issues relating to due diligence procedures and practices in connection with contested matters or one or more adversary proceedings commenced by the Liquidating Trustee.

II. REQUEST FOR COMPENSATION

11. Pursuant to the decisions of the United States Court of Appeals for the Fifth Circuit in In re First Colonial Corp. of America, 544 F.2d 1291 (5th Cir. 1977); and In re Johnson v. Georgia Highway Express, Inc., 488 F.2d 714 (5th Cir. 1974), the applicant requests that this Court consider the following factors in determining the amount of compensation that is reasonable for the applicant's services in this case.

III. TIME AND LABOR REQUIRED

12. The transcribed time records and details of services rendered by CICC are attached hereto as Exhibit 3. CICC has devoted 32.3 hours in time in providing services to the Liquidating Trustee between March 1, 2015 through June 30, 2015. Attached as Exhibit 1-A is a Summary of Professional and Paraprofessional Time Total Per Individual for this Period Only and attached as Exhibit 1-B is a Summary of Professional and Paraprofessional Time by Activity Code Category for this Time Period Only. Also attached as Exhibit 2 is a Summary of Requested Reimbursement of Expenses for this Time Period Only.

13. All professionals of CICC record the time expended in the rendition of professional services for the Liquidating Trustee by recording a detailed description of such professional services rendered.

14. All professionals involved in the rendering of services in this proceeding avoided any unnecessary duplication of work and time expended.

IV. NOVELTY AND DIFFICULTY OF THE ISSUES AND QUESTIONS PRESENTED

15. The Liquidating Trustee retained CICC as advisors providing consulting services and possible expert testifying services in contested matters or one or more adversary proceedings commenced by the Liquidating Trustee on issues relating to due diligence procedures and practices,

and applicable industry standards relating thereto, as well as other related or similar analyses that the Liquidating Trustee deems necessary.

V. SKILL REQUISITE TO PERFORM THE LEGAL SERVICES PROPERLY

16. CICC submits that the professionals assigned to these cases have the requisite experience, seniority and skills necessary to effectively and efficiently meet the requirements of the tasks required. CICC believes it has demonstrated the requisite, substantial expertise to skillfully provide its services.

VI. PRECLUSION FROM OTHER EMPLOYMENT

17. Though CICC has devoted time as consultants for the Liquidating Trustee as more fully set forth in Exhibit 3, CICC has not been forced to decline other matters as a result of its accepting this employment.

VII. CUSTOMARY FEE

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

**VIII. TIME LIMITATIONS IMPOSED BY THE CLIENT
OR THE CIRCUMSTANCES**

19. CICC has not been required to expend considerable time within short periods.

IX. THE EXPERIENCE, REPUTATION AND ABILITY OF THE PROFESSIONALS

20. CICC is a well respected investment and financial services consulting firm specializing in financial services with a particular focus on the buy side, including investment advisors, mutual funds, hedge funds, private equity firms, banks and other financial institutions. CICC has substantial experience in the type of services required under this engagement. The quality of work performed by CICC in this proceeding attests to the company's experience, reputation and ability.

21. Boris Onefater is the President and CEO of CICC. A copy of Mr. Onefater's resume is attached to the Liquidating Trustee's Application to Employ Boris Onefater and Constellation Investment Consulting Corp., [ECF No. 2339], and is incorporated herein by reference.

X. THE UNDESIRABILITY OF THE CASE

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

XI. APPLICABLE LEGAL STANDARD

23. The amount requested by CICC is reasonable in terms of awards in cases of similar magnitude and complexity. The compensation which CICC 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 fees requested by CICC in the amount of \$16,742.50 for 32.3 hours of services is entirely appropriate.

24. CICC considers the reasonable value of services rendered to this estate to be not less than \$16,742.50 for services rendered for the Fee Period.

XII. ALLOCATION BETWEEN DEBTORS' ESTATES

25. 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 CICC

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, as indicated below:

Estate / Percentage	Fees
Palm Beach Finance Partners, L.P. (18%)	\$3,013.65
Palm Beach Finance II. L.P. (82%)	\$13,728.85
TOTAL FEES AND COSTS:	\$16,742.50

WHEREFORE, CICC respectfully requests that it be allowed the full compensation sought under this application. CICC requests this Court to award a total of \$16,742.50 for fees incurred between March 1, 2015 and June 30, 2015 for a total request of \$16,742.50, 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 have been designated by Constellation Investment Consulting, Corp, (the "Applicant") as the professional with responsibility in these cases 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 Applicant's 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 complies with 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 Certificate 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, the examiner (if any), the chairperson of each official committee (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).

10. The following are the variances with the provisions of the Guidelines, the date of the specific Court approval of such departure, and the justification for the departure: None.

I HEREBY CERTIFY that the foregoing is true and correct.

Mr. Boris Onefater
Constellation Investment Consulting, Corp.
305 Madison Avenue, Suite 2036
New York, NY 10165
Tel: 212-300-6250

By: 
Boris Onefater

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
Telephone: (305) 358-6363
Telecopy: (305) 358-1221

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	Title	<u>Year Licensed</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Total Fees</u>
Boris Onefater	President	N/A	8.00	\$650.00	\$ 5,200.00
Robert Herriott	Director	N/A	24.30	\$475.00	\$ 11,542.50
Blended Hourly Rate				\$518.34	
Total Fees			32.30		\$ 16,742.50

EXHIBIT "1-B"**Summary of Professional and Paraprofessional Time
by Activity Code Category for this Time Period Only**

Professional Services				
	Name	Rate	Hours	Amount
President	Boris Onefater	\$650.00	8.00	\$ 5,200.00
Director	Robert Herriott	\$475.00	24.30	\$ 11,542.50
CATEGORY TOTALS:			32.30	\$ 16,742.50

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 Southern District of Florida Travel A. Transportation B. Lodging C. Meals	\$ 0.00
15.	Other	\$ 0.00
TOTAL "GROSS" AMOUNT OF REQUESTED DISBURSEMENTS		\$ 0.00



CONSTELLATION
ADVISERS, LLC

305 Madison Avenue, Suite 2036
New York, NY 10165
Phone: (212) 300-6250 Fax: (212) 300-7849

Invoice

Date	Invoice #
04/30/2015	3012354

Bill To
Meland Russin Budwick Ms. Patricia Hornia 3200 Southeast Financial Center 200 South Biscayne Blvd Miami, Florida 33131

Description	Hours	Rate	FOR
			Litigation Services
			Amount
• Billing on account for professional services in connection with Litigation Services for Palm Beach Finance Partners Liquidating Trust and Palm Beach Finance II Liquidating Trust for the month of April 2015:			
• Boris Onefater	0.3	650.00	195.00
• Robert Herriot	0.5	475.00	237.50
Total			\$432.50

Please send a wire transfer to Bank of America:
Constellation Advisers LLC
ACCT# 483043562452 ABA# 026009593
ACH # 021000322
Domestic Wire # 026009593
Int'l SWIFT # BOFAUS3N

Thank you for your Trust!

Date	Staff	Notes	Hours
4/28/2015	BO	[REDACTED]	0.3
4/28/2015	RH	[REDACTED]	0.5

Date	Staff	Notes	Hours
5/7/2015	RH		0.6
6/2/2015	RH		0.5
6/3/2015	RH		1.1
6/3/2015	BO		0.3
6/4/2015	RH		2.4
6/5/2015	RH		3.1
6/5/2015	BO		0.3
6/8/2015	RH		0.4
6/8/2015	BO		0.3
6/9/2015	BO		0.3
6/9/2015	RH		2.1
6/10/2015	RH		5.3
6/11/2015	BO		4.3
6/11/2015	RH		6.1
6/12/2015	BO		2.2
6/12/2015	RH		2.2