

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.

**SONEET R. KAPILA AND KAPILA & COMPANY'S
FIRST INTERIM POST CONFIRMATION FEE APPLICATION**

| | | |
|----------------|---------------------------------------------------------------|--------------------------------------------------------------------------|
| 1. | Name of Applicant: | <i>Kapila & Company</i> |
| 2. | Role of Applicant: | <i>Liquidating Trustee's Expert</i> |
| 3. | Name of Certifying Professional: | <i>Soneet R. Kapila</i> |
| 4. | Date cases filed: | <i>November 30, 2009</i> |
| 5. | Date of application for employment: | <i>October 17, 2012 [ECF No. 1479]</i> |
| 6. | Date of order approving employment: | <i>November 7, 2012 [ECF No. 1504] nunc pro tunc to October 12, 2012</i> |
| 7. | If debtor's counsel, date of Disclosure of Compensation form: | <i>N/A</i> |
| 8. | Date of this application: | <i>December 21, 2012</i> |
| 9. | Dates of services covered: | <i>October 12, 2012 through October 31, 2012</i> |
| Fees... | | |
| 10. | Total fee requested for this period (from Exhibit 1): | \$ 510.00 |
| 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: | \$ 510.00 |

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) | \$ 510.00 |
| 19. Net award requested for this period (#13 + #17) | \$ 510.00 |

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... | | | |
| Dates covered by first application: | | N/A | |
| Amount of fees requested: | | | |
| Amount of expenses requested: | | | |
| Amount of fees awarded: | | | |
| Amount of expenses awarded: | | | |
| Amount of fee retainer authorized to be used: | | | |
| Amount of expense retainer authorized to be used: | | | |
| Fee award, net of retainer: | | | |
| Expense award, net of retainer: | | | |
| Date of first award: | | | |
| Amount of fees actually paid: | | | |
| Amount of expense reimbursement actually paid: | | | |

| | |
|----------------------------------------------------------------------------------------------------------|--|
| Portion of fees requested but not awarded, which applicant wishes to defer to final fee application: | |
| Portion of expenses requested but not awarded, which applicant wishes to defer to final fee application: | |

| | |
|--------------------------------------------------------------------------|-------------------------------------------|
| Monthly <i>POST CONFIRMATION</i> invoicing dated October 31, 2012 | |
| Dates covered by invoicing: | October 12, 2012 through October 31, 2012 |
| Amount of fees and expenses requested: | \$ 510.00 |
| Amount of fees and expenses paid absent objection: | \$ 510.00 |

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In re:

Chapter 11

PALM BEACH FINANCE PARTNERS, L.P.,
PALM BEACH FINANCE II, L.P.²

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

Debtors.

**FIRST INTERIM POST CONFIRMATION FEE APPLICATION FOR ALLOWANCE
AND PAYMENT OF COMPENSATION AND REIMBURSEMENT OF
EXPENSES OF SONEET R. KAPILA AND KAPILA & COMPANY
AS EXPERTS TO CHAPTER 11 LIQUIDATING TRUSTEE**

Kapila & Company ("*Kapila & Co.*"), 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 and reimbursement of the necessary expenses paid or incurred by Kapila & Co. between October 12, 2012 through October 31, 2012, 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 November 7, 2012, this Court entered an Order [ECF No. 1504] granting the Liquidating Trustee's Application to Employ Soneet R. Kapila and Kapila & Company 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 Kapila & Co. in the amount of \$510 for fees incurred between October 12, 2012 and October 31, 2012, for a total request of \$510.

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

I. SUMMARY OF SERVICES RENDERED

9. Kapila & Co. rendered services as experts on behalf of the Liquidating Trustee for the period of time from October 12, 2012 through October 31, 2012. Kapila & Co. is requesting \$510 in professional fees for services rendered. Kapila & Co. logged a total of 1.2 hours at hourly rates ranging from \$120 - \$500 during the time period for which fees were required in this fee application.

10. Kapila & Co. devoted 1.2 hours, for a total of \$510, towards telephone conference calls with counsel for the Liquidating Trustee in order to familiarize themselves with the case in

order to perform certain analyses. Specifically, Kapila & Co., will be preparing an insolvency report and advising the Liquidating Trustee on related issues.

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 Kapila & Co. are attached hereto as Exhibit 3. Kapila & Co. has devoted 1.2 hours in time in providing services to the Liquidating Trustee between October 12, 2012 through October 31, 2012. 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 Kapila & Co. 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. Kapila & Co. was retained by the Liquidating Trustee as experts for the purposes of preparing an insolvency report as well as advising and providing similar analyses regarding related issues that the Liquidating Trustee may request.

V. SKILL REQUISITE TO PERFORM THE LEGAL SERVICES PROPERLY

16. Kapila & Co. 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. Kapila & Co. believes it has demonstrated the requisite, substantial expertise to skillfully provide its services.

VI. PRECLUSION FROM OTHER EMPLOYMENT

17. Though Kapila & Co. has devoted time as expert consultants for the Liquidating Trustee as more fully set forth in Exhibit 3, Kapila & Co. 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 Kapila & Co.'s customary fee for services of the type rendered herein.

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

19. Kapila & Co. has not been required to expend considerable time within short periods.

IX. THE EXPERIENCE, REPUTATION AND ABILITY OF THE ATTORNEYS

20. Kapila & Co. is a well-respected public accounting firm having substantial experience in the type of services required under this engagement. Kapila & Co., is one of the foremost

insolvency/creditors' rights and litigation consulting practices in South Florida. The quality of work performed by Kapila & Co. attests to the firm's experience, reputation and ability.

21. The Liquidating Trustee understands that the Court is familiar with Mr. Kapila and his credentials.

X. THE UNDESIRABILITY OF THE CASE

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

XII. APPLICABLE LEGAL STANDARD

23. The amount requested by Kapila & Co. is reasonable in terms of awards in cases of similar magnitude and complexity. The compensation which Kapila & Co. 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 Kapila & Co. in the amount of \$510 for 1.2 hours of services. This request is entirely appropriate.

24. Kapila & Co. considers the reasonable value of services rendered to this estate to be not less than \$510 for services rendered for the Fee Period.

WHEREFORE, Kapila & Co. respectfully requests that it be allowed the full compensation and reimbursement of expenses sought under this application. Kapila & Co. requests this Court to award a total of \$510 for fees incurred between October 12, 2012 and October 31, 2012, for a total request of \$510, and for such other and further relief this Court deems just and proper.

CERTIFICATION

1. I have been designated by Kapila & Company, (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.

Kapila & Company
1000 S. Federal Highway, Suite 200
Ft. Lauderdale, FL 33316
Telephone (954) 761-1011
Facsimile (954) 761-1033

By:  / Soneet R. Kapila
Soneet R. Kapila

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
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 | Title | <u>Year Licensed</u> | <u>Total Hours</u> | <u>Hourly Rate</u> | <u>Total Fees</u> |
|---------------------|--------------|-----------------------------|---------------------------|---------------------------|--------------------------|
| Soneet Ravi Kapila | Partner | 1983 | 0.60 | \$500.00 | \$ 300.00 |
| Mary McMickle | Principal | 1986 | 0.60 | \$350.00 | \$ 210.00 |
| Blended Hourly Rate | | | | \$425.00 | |
| Total Fees | | | 1.20 | | \$ 510.00 |

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

| Professional Services | | | | |
|------------------------------|------------------|-------------|--------------|------------------|
| | Name | Rate | Hours | Amount |
| Accountant | Soneet R. Kapila | \$500.00 | 0.60 | \$ 300.00 |
| Accountant | Mary McMickle | \$350.00 | 0.60 | \$ 210.00 |
| CATEGORY TOTALS: | | | 1.20 | \$ 510.00 |

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 | \$ 0.00 |
| | A. Transportation | |
| | B. Lodging | |
| | C. Meals | |
| 15. | Other (Not specifically disallowed; must specify and justify) | \$ 0.00 |
| TOTAL "GROSS" AMOUNT OF REQUESTED DISBURSEMENTS | | \$ 0.00 |



Kapila & Company
Certified Public Accountants

PALM BEACH FINANCE PARTNERS, L.P.
Client ID: 02501
Invoice #96485 - 10/31/12

TIME SUMMARY BY STAFF

| <u>Staff</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|----------------------------------------------------|---------------------|-----------------|-----------------|
| SONEET RAVI KAPILA - Partner, CPA*, CFF, CIRA, CFE | 0.60 | 500.00 | 300.00 |
| MARY MCMICKLE - Principal, CPA**, CIRA | 0.60 | 350.00 | 210.00 |
| TOTAL | <u>1.20</u> | | <u>\$510.00</u> |
| | BLENDED RATE | \$425.00 | |

TOTAL AMOUNT OF THIS INVOICE

\$510.00

CPA - Certified Public Accountant
 CIRA- Certified Insolvency & Restructuring Advisor
 CFE - Certified Fraud Examiner
 CFF - Certified in Financial Forensics

* Regulated by the State of Florida
 ** Regulated by the State of Texas

Kapila & Company

Certified Public Accountants

1000 S. Federal Highway, Suite 200

Fort Lauderdale, FL 33316

Phone - 954-781-1011 F - 954-781-1033 www.kapilaco.co
EIN #65-0311031

PALM BEACH FINANCE PARTNERS, L.P.
C/O BARRY E. MUKAMAL, TRUSTEE
ONE S.E. THIRD AVENUE
BOX 158 - 10th FLOOR
MIAMI, FL 33131

Invoice: 96485
10/31/2012
Client ID: 02501

FOR PROFESSIONAL SERVICES RENDERED THROUGH OCTOBER 31, 2012

| <u>DATE</u> | <u>STAFF</u> | <u>DESCRIPTION</u> | <u>HRS</u> | <u>AMOUNT</u> |
|--------------------------------|--------------|------------------------------------------------------------------------------------------------|------------|---------------|
| PREFERENCE/FRAUDULENT TRANSFER | | | | |
| 10/12/2012 | SRK | T/C WITH M. BUDWICK, SOL GENET, JONATHAN FELDMAN, MARY MCMICKLE RE: INITIAL CASE DISCUSSION | 0.60 | 300.00 |
| 10/12/2012 | MMM | T/C WITH M. BUDWICK, SOL GENET, JONATHAN FELDMAN, S. KAPILA RE: INITIAL CASE DISCUSSION | 0.60 | 210.00 |
| | | | | 510.00 |
| Total amount of this invoice | | | | \$510.00 |

Invoice payable upon receipt. Thank you for this opportunity to be of service.