

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., Case No.: 09-36379-PGH
PAL BEACH FINANCE II, L.P., Case No.: 09-36396-PGH
(Jointly Administered)
Debtors.

**LIQUIDATING TRUSTEE'S APPLICATION TO EMPLOY HUBERT THOMAS
WILKINS, III AND ROBERT HUGHES ASSOCIATES, INC.,
NUNC PRO TUNC TO OCTOBER 3, 2012**

Barry E. Mukamal, in his capacity as liquidating trustee (the "*Liquidating Trustee*"), through undersigned counsel and pursuant to 11 U.S.C. §327(a) and Fed.R.Bank.P. 2014(a), respectfully requests an Order of the Court, *nunc pro tunc* to October 3, 2012, authorizing the employment of Hubert Thomas Wilkins, III ("*Mr. Wilkins*"), and Robert Hughes Associates, Inc. ("*RHA*," and together with Mr. Wilkins, the "*Applicant*"). In support, the Liquidating Trustee states as follows:

1. On November 30, 2009, the Debtors filed voluntary petitions under Chapter 11 of the United States Bankruptcy Code [ECF No. 1]. By subsequent Order of this Court, the cases are jointly administered.
2. On January 28, 2010, the Court entered the Agreed Order Directing Appointment of Chapter 11 Trustee and Denying United States Trustee's Motion to Convert Cases to Cases under Chapter 7 [ECF No. 100].
3. On January 29, 2010, the United States Trustee appointed the Liquidating Trustee as Chapter 11 Trustee in both of the Debtors' estates [ECF No. 107].

4. The Liquidating Trustee is the Liquidating Trustee by virtue of this Court's Order Confirming Second Amended Joint Plan of Liquidation dated October 21, 2010 [ECF No. 444].

5. The Liquidating Trustee desires to employ the Applicant as an expert, *nunc pro tunc* to October 3, 2012 in connection with the adversary proceeding styled *Liquidating Trustee v. Atradius Trade Credit Insurance, Inc.*, Adv. Case No. 11-02886. Mr. Wilkins is affiliated with RHA.

6. The Liquidating Trustee believes that the Applicant is qualified to advise the Liquidating Trustee based on his professional expertise in the field of insurance. In support, Mr. Wilkins' resume is attached as Exhibit 1.

7. The Applicant will assist the Liquidating Trustee in an objective and independent evaluation of certain of the Debtors' insurance, as well as any other related or similar analyses and tasks that the Liquidating Trustee may request. This will include consulting services, and may include expert testifying services, in contested matters or one or more adversary proceedings commenced by the Liquidating Trustee.

8. To the best of the Liquidating Trustee's knowledge, the Applicant does not (i) have any connection with the Debtors or the Debtors' estates; and (ii) represent any interest adverse to the Liquidating Trustee, the Debtors or the Debtors' estates.

9. Attached as Exhibit 2 is the Mr. Wilkins' affidavit demonstrating that he is disinterested as required by 11 U.S.C. § 327(a) and a verified statement as required under Fed.R.Bank.P. 2014.

10. Attached to this motion as Exhibit 3 is the engagement letter between undersigned counsel and the Applicant (the "**Engagement Letter**"). As more specifically set forth therein,

Mr. Wilkins will provide the consulting services at an hourly rate of \$300 per hour. The Liquidating Trustee shall provide the Applicant with a \$5,000 retainer.

11. The Liquidating Trustee believes that the employment of the Applicant is in the best interest of the Debtors' estates and their creditors.

WHEREFORE, the Liquidating Trustee respectfully requests (i) an Order authorizing retention of Applicant, *nunc pro tunc* to October 3, 2012, as his expert upon the terms and conditions set forth above; and (ii) for all other relief this Court deems just and proper.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing served via the Court's Notice of Electronic Filing upon all Registered Users on the list attached as Exhibit "A" and was mailed via U.S. Regular Mail to all parties on the list attached as Exhibit "B".

Dated: October 24, 2012.

s/ Michael S. Budwick
Michael S. Budwick, Esquire
Florida Bar No. 938777
mbudwick@melandrussin.com
MELAND RUSSIN & BUDWICK, P.A.
3200 Southeast Financial Center
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Miami, Florida 33131
Telephone: (305) 358-6363
Telecopy: (305) 358-1221

Attorneys for Liquidating Trustee

HUBERT THOMAS WILKINS, III

EDUCATION

Texas Tech University; Lubbock, Texas
BBA – Marketing, May 1971

PROFESSIONAL EXPERIENCE

May – December, 1971

AMERICAN ASSOCIATION OF SCHOOL
RETAILERS

Sales Representative – Chicago, Illinois



Traveled to virtually every major university city setting up retail dealerships for approximately fifty manufacturers of Fraternity and Sorority memorabilia.

January, 1972

JIM FINLEY & ASSOCIATES INSURANCE AGENCY (January, 1972)
Personal Lines Producer (Homeowners, Automobile, etc.)

August, 1972

Trained with the following Aviation Insurance Companies in order to produce aviation insurance for Jim Finley & Associates:

I.N.A. (Cigna)
U.S.A.I.G.
Associated Aviation

Wrote and maintained an annual \$1,000,000 premium, plus book of aviation insurance for Jim Finley & Associates.

March, 1973

Attended Safeco Insurance Company Surety Bond Underwriting School in Seattle, Washington, for the purpose of producing Surety & Bond business. We were in the top five producers for Safeco for eight years and no loss was ever paid for any of my clients.

July, 1976

Jim Finley & Associates was purchased by Penn General Agencies of Los Angeles, California.

Position: Senior Vice President and Manager of Operations – Texas

Hubert Thomas Wilkins, III, page 2

June, 1980

Penn General Agencies purchased by a partnership of Republic Steel and Hogg Robinson Ltd., London (Republic Hogg Robinson)
Position: President – Penn General Texas operations

July, 1983

Relocated to Dallas, Texas in order to market Risk Management Services of Fortune 500 clients as Penn General Services (a subsidiary of Republic Hogg Robinson)

July, 1984

Successfully transformed a captive insurance company (Montfort), with approximately \$1,000,000 in annualized service fees.

October, 1984

Promoted to President of Penn General Service Corp. with responsibilities in Texas, New Mexico, and California. Total revenue 3.5 million.

July, 1985

Promoted to C.O.O. & President of Penn General's Western Division. Approximately 150 employees and 7 million in revenue. Responsibilities also included Employee Benefits TPA operations of this division.

July, 1988

Promoted to National President of all Penn General Services Workers Compensation operations which also included Western Division Employee Benefits TPA Total Revenue \$10 million.

July, 1989 – December, 1994

Maintained its position as second most profitable Bain-Hogg subsidiary with margins of 12-15% (TPA operation).

Qualified three consecutive years for Summit Council Award for Top Ten Producers in Bain-Hogg Companies

January, 1995

Bain-Hogg Subsidiaries purchased by Acordia, Inc. My responsibilities would be President of National Workers Compensation TPA.

November, 1997

Joined Robert Hughes Associates, Inc., as an associate providing consulting and expert testimony with regard to insurance matters.

July, 1998

Became an employee of Robert Hughes Associates, Inc., assuming the position of Vice President.

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SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
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In re:

Chapter 11

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

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

Debtors.

_____ /

AFFIDAVIT OF HUBERT THOMAS WILKINS, III

STATE OF FLORIDA)
) ss:
COUNTY OF MIAMI-DADE)

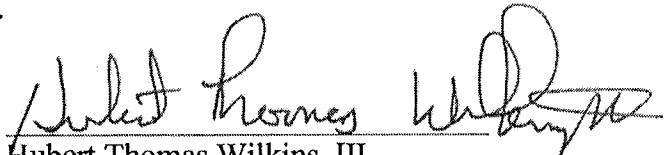
Hubert Thomas Wilkins, III, being duly sworn, says:

1. I am over the age of eighteen and of sound mind.
2. I am associated with the firm of Robert Hughes Associates, Inc. (the "*Firm*") with offices located at 508 Twilight Trail, Suite 200, Richardson, TX 75080.
3. Neither I nor the Firm represents any interest adverse to the Liquidating Trustee, the Debtor or the estate with respect to the matters for which I am to be employed. Further, we are "disinterested" as that term is used in 11 U.S.C. § 327(a).

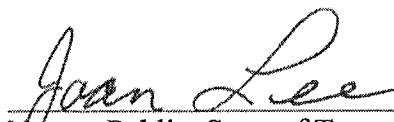
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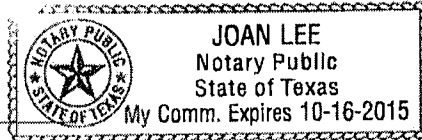
4. Except for the performance of services for the Liquidating Trustee, neither I nor the Firm has or will represent any other entity in connection with this case, and neither I nor the Firm will accept any fee from any other party or parties in this case in connection with the Firm's work in the instant case.

FURTHER AFFIANT SAYETH NAUGHT.


Hubert Thomas Wilkins, III

Sworn to and Subscribed before me
October 22, 2012:


Notary Public, State of Texas



My Commission Expires: 10/16/15



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October 3, 2012

By Email and First-Class Mail

Hubert Thomas Wilkins, III
Robert Hughes Associates, Inc.
508 Twilight Trail, Suite 200
Richardson, TX 75080

Re: Confidential Consultant Agreement
In re: Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P.
Barry Mukamal, as Liquidating Trustee v. Atradius Trade Credit Insurance, Inc., et al.

Dear Tom:

As we have discussed, Reed Smith LLP (“Reed Smith”) wishes to retain you and your firm, Robert Hughes Associates, Inc. (“RHA”), as an expert in connection with the above-captioned matter (the “Litigation”) on behalf of our client, Barry Mukamal, as Liquidating Trustee of Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P. Liquidating Trusts (the “Trustee”). This letter agreement (the “Agreement”) is being sent to formally engage your services and the services of RHA in that context. Among the tasks which may be encompassed by this engagement are, without limitation: (1) advising us and consulting with us regarding our claims against defendants Atradius Trade Credit Insurance, Inc. and The Christensen Group, Inc. d/b/a Christensen Group Insurance Resources International; and (2) testifying, at deposition, trial or otherwise, in connection with the Litigation. We appreciate your professional expertise in the field of insurance and we seek your continued best professional judgment and analysis without regard to whether it might seem favorable or unfavorable to the Trustee on any particular issue.

For your services in connection with this engagement, Reed Smith will pay you at the rate of \$300 per hour. This rate will not be altered without Reed Smith’s written consent. Reed Smith will reimburse you for all reasonable and necessary out-of-pocket expenses incurred in the performance of your duties on this engagement. Should you have any question as to whether certain expenditures will be reimbursed, please contact us prior to incurring the expense. Backup receipts should be provided with your bills for any expenses that you may incur in connection with your work (e.g. photocopy, fax, long distance telephone, etc.). Should travel be necessary, you should keep photocopies of your travel vouchers and receipts for your records.

The Trustee has agreed to deposit with RHA promptly upon the execution of this Agreement a \$5,000 cash retainer to be held until completion of the engagement. The cash retainer may, depending

EXHIBIT 3

Hubert Thomas Wilkins, III
October 3, 2012
Page 2

on the level or work involved, be increased or decreased from time to time by mutual agreement of Reed Smith and RHA. The cash retainer will be returned after all services have been billed by and paid to RHA.

You should provide your bills to Reed Smith on a monthly basis. As part of this Agreement, you understand and agree that Reed Smith will include your monthly invoices as disbursements in Reed Smith's monthly invoices to the Trustee. Upon Reed Smith's receipt of payment from the Trustee of each monthly invoice that includes services rendered by you pursuant to this agreement, Reed Smith will pay your invoice to the extent it has been approved and paid for by the Trustee.

As part of this Agreement, you understand and agree that Reed Smith is acting as legal counsel to the Trustee and has entered into this Agreement to obtain your services in that capacity. It is further understood that the Trustee is intended to be a third-party beneficiary to this Agreement. However, your services can be formally requested only through a request made by Reed Smith. Should your services be requested by the Trustee or any other person acting or purporting to act on his behalf, those requests must be forwarded to Reed Smith for consideration and for official retention. You will be reimbursed only for work completed for which Reed Smith officially has retained you.

As part of this agreement, you acknowledge that your services are being rendered for the purposes of litigation. Accordingly, Reed Smith may assert the attorney-client privilege and the attorney work-product doctrine with respect to any work-product generated by you or with respect to any documents or communications among Reed Smith, you, the Trustee, or anyone else acting on the Trustee's behalf. In addition, as part of this Agreement, you acknowledge that any documents, communications, technical data, evaluations, reports, and other work product generated or exchanged during the performance of this engagement may not be disclosed to any third-party without Reed Smith's specific written authorization. Unless prohibited by law or Court order, you agree to notify Reed Smith promptly of any request by anyone to examine, inspect, or copy such documents or information, or of any attempt to serve, or the actual service of, any court order, subpoena, or summons that requires the production of such documents or information.

As part of this Agreement, you have represented that you and RHA have no conflicts of interests with respect to this engagement, and you agree to refrain from consulting with any other person or entity with respect to the matters pertaining to the Trustee, the Litigation, or the underlying claims involved in the Litigation without first advising Reed Smith of the nature of such consultation and obtaining Reed Smith's consent to such consultation.

ReedSmith

Hubert Thomas Wilkins, III
October 3, 2012
Page 3

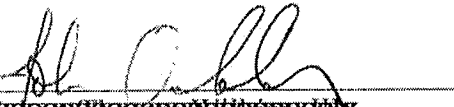
We very much look forward to working with you. If you have any questions or comments regarding the retention, please contact me. If the terms and conditions of the retention meet with your approval, please sign a copy of this letter (enclosed), and send the signed copy back to me.

Very truly yours,



Evan K. Farber

Agreed to this _____ day
of October, 2012.



~~XXXXXXXXXXXXXXXXXXXX~~
For Robert Hughes Associates, Inc.

Mailing Information for Case 09-36379-PGH

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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McKinsey Master Retirement Trust
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Hogan Lovells US LLP
875 Third Avenue
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Special Situations Investment Fund, L.P. c/o
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