

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

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

Debtors.

**LIQUIDATING TRUSTEE'S APPLICATION TO EMPLOY
CATHERINE A. GHIGLIERI AND GHIGLIERI & COMPANY**

Barry E. Mukamal, in his capacity as liquidating trustee (the "*Liquidating Trustee*") of the Palm Beach Finance Partners Liquidating Trust and Palm Beach Finance II Liquidating Trust, by and through undersigned counsel and pursuant to 11 U.S.C. § 327(a) and *Fed. R. Bank. P.* 2014(a), respectfully requests that this Court enter an Order authorizing the employment of Catherine A. Ghiglieri ("*Ms. Ghiglieri*") and the firm of Ghiglieri & Company ("*G&C*") and together with Ms. Ghiglieri, 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. The Applicant will assist the Liquidating Trustee with expert consulting services, and may in the future provide expert testifying services, in contested matters or one or more adversary proceedings commenced by the Liquidating Trustee.

6. The Applicant will assist the Liquidating Trustee in an objective and independent evaluation of issues relating to banking procedures and practices, and banking regulatory and industry standards, as well as other related or similar analyses that the Liquidating Trustee may request.

7. Ms. Ghiglieri's hourly rates for this engagement will be \$550 per hour for testimony at deposition or trial and \$450 per hour for all other services. The Liquidating Trustee shall provide the Applicant with a \$5,000 retainer. Attached as Exhibit 1 is the engagement agreement executed between the Applicant and the Liquidating Trustee.

8. The Liquidating Trustee believes that the Applicant is qualified to be retained by the Liquidating Trustee. In support, attached as Exhibit 2 is Ms. Ghiglieri's curriculum vitae.

9. Attached as Exhibit 3 is Ms. Ghiglieri's fully executed and notarized affidavit demonstrating that she is disinterested as required by 11 U.S.C. § 327(a) and a verified statement as required under *Fed. R. Bank. P.* 2014. To the best of the Liquidating Trustee's knowledge, other than on attached Exhibit 3, the Applicant does not (i) have any connection with the Debtors or the Debtors' estates; or (ii) represent any interest adverse to the Liquidating Trustee, the Debtors or the Debtors' estates.

10. 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 the Court enter an Order (similar in form to the attached Exhibit 4) (i) authorizing the retention of the Applicant 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 on May 31, 2013, 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.

s/ Solomon B. Genet
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Attorneys for Liquidating Trustee



GHIGLIERI & COMPANY

A FULL SERVICE CONSULTING FIRM

A. SERVICES:

Barry Mukamal, solely as liquidating trustee ("*Trustee*") in the bankruptcy case of *In re Palm Beach Finance Partners, L.P. and Palm Beach Finance Partners II, L.P.*, Case No. 09-36379-BKC-PGH (the "*Bankruptcy Case*"), has retained Catherine A. Ghiglieri, President of Ghiglieri & Company, to provide consulting and/or expert witness services and/or testimony in one or more adversarial proceedings pending in the Bankruptcy Case and Ms. Ghiglieri wishes to perform these services.

B. INITIAL RETAINER:

An initial retainer of five thousand dollars (\$5,000.00) will be paid to Ghiglieri & Company by Trustee upon approval of the retention by the Bankruptcy Court. Ghiglieri & Company will apply the retainer to the fees and expenses incurred in the first month after the retention, and invoice any fees and expenses in excess of the amount applied, if any. Should any retainer remain unused, it shall be used to pay fees and expenses until exhausted, and the remaining amount due will be invoiced to the Trustee.

Any unused portion of the retainer will be refunded by Ghiglieri & Company.

C. FEES:

Catherine A. Ghiglieri shall be paid by Trustee for services rendered at the following rates:

- 1) \$450 per hour for document review, research, analysis, telephone and office conferences, preparation for deposition and trial, and travel.
- 2) \$550 per hour for testimony at a deposition.
- 3) \$550 per hour for testimony at a trial, with a four-hour minimum.

D. INVOICES AND BILLING:

Ghiglieri & Company shall submit invoices to the Trustee monthly.

Time entries should be kept contemporaneously with the services rendered in time periods of tenths of an hour. Services should be noted in detail and not combined or "lumped" together, with each service showing a separate time entry; however, tasks performed in a project which

total a *de minimis* amount of time can be combined or lumped together if they do not exceed .5 hours on a daily basis. Time entries for telephone calls, letters, and other communications should give sufficient detail to identify the parties to and the nature of the communication. Time entries for court hearings and conferences should identify the subject of the hearing or conference.

Invoices are payable by the Trustee on a "net 30" basis, subject to court approval, and as set forth in the Bankruptcy Code and Rules and per the Orders entered in the Bankruptcy Case and as customary in bankruptcy cases.

In any action to recover on unpaid invoices due and owing to Ghiglieri & Company pursuant to this agreement, Ghiglieri & Company shall be entitled to recover the reasonable attorney's fee incurred to enforce same, if it is determined to be the prevailing party.

E. EXPENSE REIMBURSEMENT:

Any expense for which reimbursement is sought must be actual and necessary and supported by documentation as appropriate. Factors relevant to a determination that the expense is proper include the following:

(i) Whether the expense is reasonable and economical. For example, first class and other luxurious travel mode or accommodations will normally be objectionable. However, Ghiglieri & Company shall be reimbursed by Trustee for Business Select on Southwest Airlines.

(ii) Whether the requested expenses are customarily charged to non-bankruptcy clients of the applicant.

(iii) Whether a detailed itemization of all expenses including the date incurred, description of expense (e.g., type of travel, type of fare, rate, destination), method of computation, name of the person incurring the expense and purpose of the expense is provided. Itemized expenses should be identified by their nature (e.g., long distance telephone, copy costs, messengers, computer research, airline travel, etc.) and by the month incurred. Unusual items require more detailed explanations and should be allocated, where practicable, to specific projects.

(iv) Whether Ghiglieri & Company has prorated expenses where appropriate between the estate and other cases (e.g., travel expenses applicable to more than one case) and has adequately explained the basis for any such proration.

(v) Whether expenses incurred by Ghiglieri & Company to third parties are limited to the actual amounts billed to, or paid by, Ghiglieri & Company on behalf of the estate.

(vi) Whether Ghiglieri & Company can demonstrate that the amount requested for expenses incurred in-house reflect the actual cost of such expenses to Ghiglieri & Company. The United States Trustee may establish an objection ceiling for any in-house expenses that

are routinely incurred and for which the actual cost cannot easily be determined by most professionals (e.g., photocopies, facsimile charges, and mileage).

(vii) Whether the expenses appear to be in the nature of nonreimbursable overhead. Overhead consists of all continuous administrative or general costs incident to the operation of Ghiglieri & Company's office and not particularly attributable to an individual client or case. Overhead includes, but is not limited to, word processing, proofreading, secretarial and other clerical services, rent, utilities, office equipment and furnishings, insurance, taxes, local telephones and monthly car phone charges, lighting, heating and cooling, and library and publication charges.

F. SCHEDULING:

Trustee shall cooperate with Ms. Ghiglieri to determine the scheduling of conferences, hearings, deposition and trial with sufficient advance notice to avoid scheduling conflicts, and to assure that Ms. Ghiglieri has all necessary documents in advance with reasonable time for review.

G. OTHER MATTERS:

Ms. Ghiglieri makes no representation as to the effect of her expert opinions on the outcome of any legal proceeding, and does not express any legal opinions on those matters or issues on which she may opine.

This Agreement reflects the final agreement of the parties and may not be modified except by a written instrument signed by the parties.

This Agreement shall be governed by the laws of the United States, including the Bankruptcy Code, and the State of Texas.

This Agreement is expressly subject to approval by the Bankruptcy Court.

AGREED TO as of this 29th day of May, 2013

Ghiglieri & Company

Catherine A. Ghiglieri
Catherine A. Ghiglieri

President
TIN #74-2922547

Liquidating Trustee

Barry Mukamal
Barry Mukamal, solely as Liquidating Trustee

May 29, 2013
Date

5/30/13
Date



GHIGLIERI & COMPANY

A FULL SERVICE CONSULTING FIRM

CURRICULUM VITAE OF CATHERINE A. GHIGLIERI

WORK HISTORY:

President, Ghiglieri & Company

July 1999 – Present

Ghiglieri & Company provides a wide range of consulting services to bank boards of directors and management such as director training, strategic planning, management studies, risk assessment, identification of operational deficiencies, and compliance with regulatory enforcement actions. Ms. Ghiglieri also provides expert witness services in banking litigation.

The Bank Directors' College

June 2007 – April 2012

The Bank Directors' College provided training for bank directors in a variety of forums, from seminars to bring new bank directors up-to-speed, to refresher courses for existing bank directors. A joint venture of Ms. Ghiglieri and Jewell Hoover, former District Deputy Comptroller for the Western District of the Comptroller of the Currency.

President and Chief Executive Officer, RateGenius Inc.

May 2000 – January 2003

RateGenius, a client of Ghiglieri & Company, is a nationwide loan brokerage company, specializing in automotive refinance loans. Was responsible for launching the company from an idea of the founder, to raising capital from angel investors, and expanding the company nationwide.

Texas Banking Commissioner

June 1992–June 1999

Appointed to the position by the Texas Finance Commission, a nine-member board chosen by the state's governor. Responsibilities included supervision of over \$56 billion in banking assets, the third largest state banking system in the United States; regulation of state-chartered banks, trust companies, foreign bank agencies, prepaid funeral contract providers, perpetual care cemeteries, sale of check licensees, and money transmission businesses; and management of a \$12 million budget and approximately 165 Department employees. Served as statutory receiver for and liquidated assets of failed trust companies, prepaid funeral contract providers and perpetual care cemeteries. Directed the statutory modernization of all statutes under the Department's jurisdiction, most notably, revision of Texas' 50-year-old banking laws. Made numerous appearances before the U.S. Congress and the Texas Legislature providing testimony on subjects such as financial modernization, bank and funeral regulation. Completed an overhaul of Department's internal systems including the implementation of a performance management system, which based pay on performance instead of tenure. Coordinated supervisory efforts for problem institutions with the FDIC, OCC, Fed, SEC, and other state banking departments.

Executive Director, Texas Finance Commission*June 1992 – June 1999*

Served concurrently with position as Texas Banking Commissioner. Managed the activities of the Texas Finance Commission, which has oversight of the Texas Department of Banking, Savings and Loan Department and the Office of Consumer Credit Commissioner. Supervised and organized Commission press relations and served as Commission spokesman.

Director, Access to Financial Services*1992–1999*

Served concurrently with position as Texas Banking Commissioner. Coordinated substantive research study on cash and depository services. Responsibilities included hiring an independent contractor to conduct research for study; management of project to completion; and dissemination of results to press and other interested parties.

Chairman, Prepaid Funeral Guaranty Fund Advisory Council*1992–1999*

Served concurrently with position as Texas Banking Commissioner. Directed the management and investment of an \$800,000 guaranty fund for prepaid funeral contracts. Other responsibilities included the evaluation of claims against the fund, chairing public meetings and managing the activities of the four-person Council.

Chairman, Texas State Banking Board*1992-1995*

Served concurrently with position as Texas Banking Commissioner. Three-member public board that acted on applications for state bank and trust company charters in Texas. With the passage of the Texas Banking Act of 1995, all actions on charter applications vested solely in the Banking Commissioner.

Board Member, Texas State Depository Board*1992-1995*

Served concurrently with position as Texas Banking Commissioner. Responsible for approving depositories for state funds and overseeing investment of certain funds held by the Treasury Department. Board was abolished in 1995 when the Treasury Department was merged into the Comptroller's Office.

Office of the Comptroller of the Currency*1974–1992*

Held positions of increasing responsibility with the Office of the Comptroller of the Currency (OCC), the federal regulator of national banks. Duties as National Bank Examiner (1974-1982) included the responsibility for a portfolio of national banks in Illinois and Michigan and a team of examiners; determination of bank compliance with national banking laws; and instruction at OCC schools, primarily in the investment securities and white-collar crime areas; examination of large and regional bank commercial real estate loan portfolios, and participation on Shared National Credit teams. As Special Projects Examiner in Washington, DC (1982-1984), responsibilities included monitoring failing institutions; serving as the Comptroller's representative at national bank closings; and the formulation and implementation of the initial *Administrative Action Book*, which is still in use today to take enforcement actions against problem national banks. As Executive Assistant to the Senior Deputy Comptroller for Bank Supervision in Washington, DC (1984-1986), acted as the senior policy advisor to the Senior Deputy on all OCC policy matters, with special emphasis on bank supervision and enforcement policy. As Director for Bank Supervision, Southeastern District (1986-1988), supervised national banks with total assets in excess of \$1 billion, and problem national banks in nine southeastern states. As the Atlanta Field Office Director (1988-

1992), supervised 250 national banks with assets of less than \$5 billion in a five-state area in the southeastern United States.

REGULATORY BOARD POSITIONS:

Conference of State Bank Supervisors (Secretary/Treasurer 1998-1999)	1994 - 1999
Federal Financial Institutions Examination Council State Liaison Committee	1994 - 1996
Bank Operations Institute Advisory Council - Texas A&M	1992 - 1999

HIGHER EDUCATION BOARD POSITIONS:

St. Edward's University School of Management and Business Advisory Board, Austin, Texas	February 2007 – August 2011
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NON-PROFIT BOARD POSITIONS:

Main Street Foundation d/b/a Independent Bankers Association of Texas Education Foundation	June 2010 - present
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EDUCATION:

Juris Doctor, Georgia State University, Atlanta, GA
Bachelor of Business Administration in Finance, University of Notre Dame,
Notre Dame, IN

LICENSES:

State Bar of Georgia
District of Columbia Bar

LECTURES:

Independent Community Bankers of America Audio Conference “How to Identify Red Flags in Board Reports”	July 24, 2012
Farm Credit System's Director Development Training “Getting the Board's Work Done Without Quitting Your Day Job To Do It” San Antonio, TX and Charleston, SC	February and March 2012
Farm Credit System's Director Development Training “Board Assessments and Peer Evaluations: Which Directors Deserve an A+?” San Antonio, TX and Charleston, SC	February and March 2012
Independent Community Bankers of America Audio Conference “Board Reports: Which Reports Should Be In Board Packages and How to Spot Red Flags in Them”	February 21, 2012
Independent Community Bankers of America Audio Conference “For Board Chairs Only: What do the Regulators Expect From You?”	August 25, 2011

Independent Bankers Association of Texas "How to Stay Off the Examiners' Radar: What's Old is New Again" Lubbock, TX	August 24, 2011
Independent Community Bankers of America Audio Conference "Making the Grade: Which Directors Deserve an A+?"	April 20, 2011
Texas Bankers Association Legal Conference "Making the Grade: Which Directors Deserve An A+?" Austin, TX	April 1, 2011
Virginia Bank Directors' Symposium "Which Directors Deserve an A+?" Richmond, VA and Blacksburg, VA	March 29 and 30, 2011
Texas Association of Bank Counsel "Effective Use of Expert Witnesses" (Joint Presentation with William G. Compton, Andrews Kurth LLP) Austin, TX	October 8, 2010
Independent Bankers Association of Texas "Making the Grade: Do Your Directors Deserve an A+?" (Joint Presentation with Jewell Hoover, Hoover and Associates LLC) Ft. Worth, TX	September 27, 2010
Independent Bankers Association of Texas "Corporate Governance - How To Act In A Post-Bailout Era" San Antonio, TX	October 13, 2009
St. Edward's University Guest Lecturer to MBA Class "Making Sense of the Financial Crisis" Austin, TX	June 2, 2009
Georgetown University McDonough School of Business Guest Lecturer to MBA Corporate Governance Class "Corporate Governance: Is There a Difference Between Regulated and Unregulated Industries?" Washington, DC	February 3, 2009

Independent Community Bankers of America
“How to Communicate Effectively with Bank Regulators”
(Joint Presentation with Jewell Hoover)
Orlando, Florida

March 3, 2008

BOOKS PUBLISHED:

The Ultimate Guide for Bank Directors, co-authored with Jewell D. Hoover, September 2010

ARTICLES PUBLISHED:

Analysis of State Farm Bank

- *National Association of State Farm Agents' website*, January 2012

Making the Grade: Do Your Directors Deserve an A+?

- *The Arkansas Community Banker*, Spring 2011
- *BankNews*, January 2011
- *Hoosier Banker*, January 2011
- *ABA Banking Journal*, November 2010
- *The Bank Board Letter*, November 2010

The Tangled Web of Enforcement Actions

- *The Arkansas Community Banker*, Winter 2011
- *Hoosier Banker*, March 2011
- *Western Banking*, September/October 2010
- *Bank Board Letter*, June 2010
- *BankNews*, May 2010
- *The Texas Independent Banker*, March/April 2010
- *Community Bankers Association of Illinois' Bank Notes*, March 2010

Corporate Governance: How to Act in a Post-Bailout Era

- *North Western Financial Review*, February 15, 2010
- *Western Banking*, January/February 2010
- *BankNews*, December 2009
- *Hoosier Banker*, December 2009
- *The Bank Board Letter*, November 2009
- *Community Bankers Association of Illinois E-Newsletter*, October 21, 2009
- *Experts.com*, October 2009
- *ABA Banking Journal*, October 2009

Viewpoint: How Congress Can Get it Right on Too Big To Fail

American Banker, November 4, 2009

Banking Regulation: Now is the Time to Do Away with the Too Big To Fail Doctrine

Experts.com, April 2009

Viewpoint: Use Receivership to Restore Confidence

American Banker, February 27, 2009

What Regulators Want - A Guide to Bracing for Your Next Examination

- *The Texas Independent Banker*, November/December 2008
- *Community Bankers Association of Illinois' Bank Notes*, November 2008
- *Experts.com*, October 2008
- *Independent Community Bankers of America's ICBA Online*, October 2008

Five Places to Reduce Your Litigation Risks

- *The Wyoming Banker*, April 2006
- *North Western Financial Review*, February 2006
- *Community Bankers Association of Illinois' Bank Notes*, January 2006
- *The Alliance of Independent Bankers Magazine*, November-December 2005
- *SNL Thrift Investor*, November 2005

Personal Emergency Preparedness: How Prepared Are You?

- *The Texas Independent Banker*, March/April 2007
- *Hoosier Banker*, March 2007
- *The Wyoming Banker*, January 2007
- *Independent Community Bankers of America's News Watch Today*, December 2006

Thoughts on Crisis Planning

Independent Community Bankers of America's News Watch Today, December 2006

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

_____ /

AFFIDAVIT OF CATHERINE A. GHIGLIERI

STATE OF TEXAS)
) ss:
 COUNTY OF TRAVIS)

Catherine A. Ghiglieri, being duly sworn, says:

1. I am over the age of eighteen and of sound mind.
2. I am the founder of the firm of Ghiglieri & Company with offices located at 2300 Cypress Point West, Austin, TX 78746 ("*Firm*").
3. Neither I nor the Firm represents any interest adverse to the Liquidating Trustee, the Debtors or the estate with respect to the matters for which I am to be employed. Further, I am "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.

Catherine A. Ghiglieri
CATHERINE A. GHIGLIERI

Sworn to and Subscribed before me

May 30, 2013:

[Signature]

Notary Public, State of Texas

My Commission Expires:



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

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

Debtors.

_____ /

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
CATHERINE A. GHIGLIERI AND GHIGLIERI & COMPANY**

THIS CAUSE came before the Court on _____, __ 2013 at _ _:00 a/p.m., upon the Liquidating Trustee's Application to Employ Catherine A. Ghiglieri ("*Ms. Ghiglieri*") and the firm of Ghiglieri & Company ("*G&C*") and together with Ms. Ghiglieri, the "*Applicant*") [ECF No. ____] ("*Application*"). Upon the representations that the Applicant (i) is duly qualified; (ii) holds no interest adverse to the estate in the matters upon which they are engaged; (iii) is a disinterested person as required by 11 U.S.C. § 327(a); and (iv) has disclosed

any connections with parties set forth in *Fed. R. Bankr. P.* 2014; and that the Applicant's employment is necessary and would be in the best interest of the estate, it is

ORDERED as follows:

1. The Application is **GRANTED**.
2. The Liquidating Trustee is authorized to retain the Applicant as an expert pursuant to 11 U.S.C. §§ 327, 330 and 331, and the terms set forth in the Application.

###

Submitted By:

Solomon B. Genet, Esquire
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Telefax: (305) 358-1221

Copies Furnished To:

Solomon B. Genet, 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-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.

Geoffrey S. Aaronson gaaronson@aspalaw.com,
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