

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

Debtors.

LIQUIDATING TRUSTEE'S APPLICATION TO EMPLOY BORIS ONEFATER AND CONSTELLATION INVESTMENT CONSULTING CORP.

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 Boris Onefater ("*Mr. Onefater*") and the firm of Constellation Investment Consulting Corp. ("*CICC*" and together with Mr. Onefater, 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 provide consulting services to the Liquidating Trustee, and may in the future provide 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 due diligence procedures and practices, and applicable industry standards relating thereto, as well as other related or similar analyses that the Liquidating Trustee may request.

7. Attached as Exhibit 1 is the engagement agreement executed between the Applicant and the Liquidating Trustee. As more specifically set forth therein, the Applicant will provide services at an hourly rate ranging from \$90 for administrative staff to \$650 per hour for Mr. Onefater.

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

9. Attached as Exhibit 3 is Mr. Onefater's fully executed and notarized affidavit demonstrating that the Applicant 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.

11. Article 7.1.11 of the Plan states, among other things, that professionals retained shall: (i) be entitled to monthly interim compensation for fees and expenses incurred and; (ii) professionals shall, no less frequently than once every four (4) months, submit applications to the Bankruptcy Court for final approval of same.

12. Article 1.76 of the Plan, entitled "Pro Rata Allocation Formula", provides for a *pro rata* allocation formula supporting an 18%/82% allocation between the PBF and PBF II estates, respectively, based upon the total assets of each entity. The Liquidating Trustee believes that this formula is the proper methodology to allocate the Applicant's fees and expenses between the two estates.

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.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

CERTIFICATE OF SERVICE

I **HEREBY CERTIFY** that a true and correct copy of the foregoing was served on May 21, 2014, via the Court's Notice of Electronic Filing upon the Registered Users listed on the attached Exhibit 5 and via U.S. Mail to those parties listed on the attached Composite Exhibit 6.¹

s/ Jessica L. Wasserstrom
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Attorneys for Liquidating Trustee

¹ "NEF" means that service was made by Notice of Electronic Filing as set forth on Exhibit 5 and is not being additionally served by mail.

"DUP" means that the address appears more than once on this exhibit and is only being served one time by mail.

"INC" means that the Matrix contains an incomplete addresses; hence, no service by mail.

"NNR" means no notice is required. Examples are professionals retained.

"ADDL" means these additional parties served as a courtesy. *See* Exhibit 7.



CONSTELLATION
INVESTMENT CONSULTING CORPORATION

Constellation Investment Consulting
305 Madison Avenue, Suite 2036
New York, NY 10165

Tel: 212-300-6250

Fax: 212-300-7849

www.constellationinvest.com

CONSULTING (EXPERT) AGREEMENT

A. SERVICES:

Subject to the approval of the United States Bankruptcy Court for the Southern District of Florida, Barry Mukamal, solely in his capacity as Liquidating Trustee of the Palm Beach Finance Partners Liquidating Trust and Palm Beach Finance II Liquidating Trust (the "**Liquidating 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 Boris Onefater, President of Constellation Investment Consulting Corp. ("**CICC**"), to provide consulting and/or expert witness services and/or testimony in one or more adversarial proceedings pending in the Bankruptcy Case and Mr. Onefater wishes to perform these services.

B. FEES:

Boris Onefater and CICC shall be paid by Trustee for services rendered at the following rates:

Title	Rate / Hour USD
Boris Onefater	\$650.00
Director	\$475.00
Associate Director	\$400.00
Senior Manager	\$350.00
Manager	\$300.00
Senior Consultant	\$250.00

{Firm Clients/4189/4189-1/01443077.DOCX.}

Consultant	\$175.00
Administrative	\$90.00

C. EXPENSES

In addition to professional fees, CICC's invoices will include reimbursement for out-of-pocket expenses, such as travel, messengers, and photocopying. Payment of fees and reimbursement for expenses is not contingent upon the final results of any litigation, nor do we guarantee any result or resolution in the litigation.

D. INVOICES AND BILLING:

CICC 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.

The Trustee agrees to pay CICC timely for work performed under this Agreement and to reimburse CICC for its reasonable expenses related to performing its obligations under this Agreement in accordance with the terms of Section 7.1.11 of the Second Amended Joint Plan of Liquidation (the "*Second Amended Plan*") [ECF No. 245] as confirmed by the Court's Order [ECF No. 444].

E. OTHER MATTERS:

We understand that it is the Trustee's intention that, unless otherwise agreed, all of CICC's work for the Trustee will be covered by the attorney work-product privilege and other applicable privileges and will not be subject to disclosure unless otherwise required by a court or in accordance with professional standards. Accordingly, it is agreed that all working papers and other documents prepared or received by us pursuant to this engagement will be maintained by us as confidential material and will not be disclosed by us to the third parties without the Trustee's consent, except as may be required by law, regulation, or judicial or administrative process, or in accordance with professional standards. We agree to notify the Trustee promptly of the happening of any one of the following events: (a) a request by anyone to examine, inspect, or copy such documents or records; and (b) any attempt to serve, or the actual service of, any court order, subpoena, or summons upon CICC that requires the production of such documents or records.

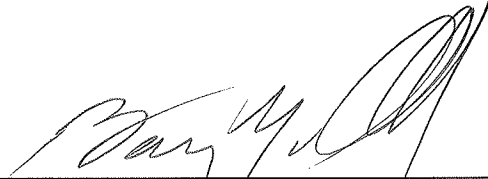
CICC shall have no liability to the Trustee or to any other person or entity for any action taken or omitted to be taken by CICC in respect of this engagement except for matters that are finally judicially determined to be caused by CICC's own bad faith or willful misconduct.

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 Florida.

Constellation Investment Consulting Corp.

Liquidating Trustee



Boris Onefater
President
TIN #26-2750984_____

Barry Mukamal, solely as Liquidating Trustee

May 15, 2014_____
Date

5/16/14

Date



Curriculum Vitae

Boris Onefater, CPA

Mr. Onefater is the President and CEO of Constellation Investment Consulting Corp., an investment management 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, endowments and foundations, banks, insurance companies and other financial institutions. Mr. Onefater is a Certified Public Accountant. Over his extensive career as a partner at a "Big 4" professional services firm Mr. Onefater worked with clients on a number of issues that involved a number of complex investment transactions specifically dealing with earnings, working capital requirements and reserved in various types of M&A transactions, product structuring and other matters of litigation dispute. Further, Mr. Onefater and Constellation have been involved with a wide variety of issues and complex transactions including:

Fund Accounting and Administration	Hedge Fund Operations	Investment Operations	NAV Recalculation and Pricing
Forensic Accounting	Expert Witness Work	Damages Analysis	Business Valuation
Working Capital Assessment, Analysis and Qualifications	Bankruptcy and Operational Wind Down	Investment Performance Management and Measurement	Investment Suitability
Due Diligence	Redemption and Gating Issues	Internal Audit	Investment Technology
Risk Management	Hedge Fund and Mutual Fund Directorships	Business Processes Enhancement and Improvement	Business Continuity and Disaster Recovery

Mr. Onefater has spent more than 20 years in the investment management industry in various roles.

Chief Executive Officer, Chief Operating Officer and Chief Financial Officer, Dreman Value Management, LLC, a \$20 billion mutual fund, institutional and hedge fund investment manager. Mr. Onefater was responsible for various aspects of the firm's infrastructure including finance, accounting, compliance, technology, operations, third party and direct marketing distribution channels and other aspects of the business. He also served as the Chairman of the Board of the proprietary mutual fund family.

Partner, and the National Hedge Fund Director, Deloitte & Touche LLP, where he served in various

capacities including audit partner responsible for auditing hedge funds, private equity and mutual funds and also led the investment management consulting practice. Additionally, Mr. Onefater was responsible for coordination and delivery of all services that Deloitte offered the Hedge Fund industry.

Chief Financial Officer, *New Century Holdings, LP.*, a multibillion dollar hedge fund complex with investments in the former Soviet Union and Eastern-bloc countries.

Vice President, *Bankers Trust Company* (currently Deutsche Bank) in charge of mutual fund accounting and administration. Bankers Trust was a global asset manager providing a variety of investment products to the retail and institutional markets. Mr. Onefater was responsible for managing the relationship with a third party administrator and other functions including mutual fund accounting and administration.

Controller, *First Boston Asset Management*, a global institutional money manager where Mr. Onefater had the responsibility for the finance and accounting functions.

Mr. Onefater is a frequent speaker at various industry conferences and events. His expertise is sought both domestically and internationally on topics ranging from financial management, risk management, due diligence and other issues and challenges.

Mr. Onefater is a member of the American Society of Certified Public Accountants and New York State Society of Certified Public Accountants.

Education: New York University, Bachelor of Science in Accounting and Finance

Professional Certifications: Certified Public Accountant in the State of New York

**305 Madison Ave, Suite 2036
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Office: 212-300-6250 Cell: 732-995-1777
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UNITED STATES BANKRUPTCY COURT
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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-PGH
Case No.: 09-36396-PGH
(Jointly Administered)

Debtors.

_____ /

AFFIDAVIT OF BORIS ONEFATER

STATE OF NEW YORK)
) ss:
COUNTY OF NEW YORK)

Boris Onefater, being duly sworn, says:

1. I am over the age of eighteen and of sound mind.
2. I am the President of the firm of Constellation Investment Consulting Corporation with offices located at 305 Madison Avenue, Suite 2036, New York, NY 10165 ("*Firm*").
3. Neither I nor the Firm represents any interest adverse to the Liquidating Trustee, the Liquidating Trusts, the Debtors or their estates 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).
4. Neither I nor the Firm have connections with the Debtors, the Liquidating Trustee, the Liquidating Trusts, their respective attorneys and accountants, the U.S. trustee, or any person employed in the office of the U.S. Trustee, other than the following:
 - (a) Citco Global Securities Services is a creditor and partnership interest holder in the Debtors. The Firm has performed services in the past, and continues to perform services, for Citco Bank Nederland N.V., Citco Globaly Custody, N.V. and Citco (Canada) Inc., Citco Fund Services (Europe) B.V and Citco Fund Services (Bermuda) Limited and/or one of its affiliates, in

matters unrelated to the Debtors, their estates, the Liquidating Trustee, the Liquidating Trusts, or the underlying *Ponzi* scheme perpetrated by Thomas J. Petters.

(b) Kaufman, Rossin & Co. (“KR”) were the Debtors’ prepetition accountants and were the defendant in an adversary proceeding previously brought by the Liquidating Trustee and settled back in 2011. The Firm has been retained in the past, and continues to be retained, by several clients who also utilize the services of KR in connection with those matters, none of which are related in any way to the Debtors, their estates, the Liquidating Trustee, the Liquidating Trusts, or the underlying *Ponzi* scheme perpetrated by Thomas J. Petters.

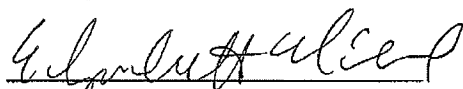
5. Except for the performance of services for the Liquidating Trustee, neither I nor the Firm has or will represent any other entity in connection with this case, and neither I nor the Firm will accept any fee from any other party or parties in this case in connection with the Firm’s work in the instant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

FURTHER AFFIANT SAYETH NAUGHT.



BORIS ONEFATER

Sworn to and Subscribed before me
May 21, 2014:



Notary Public, State of New York

My Commission Expires: 07/02/2016



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PALM BEACH FINANCE II, L.P.,

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

Debtors.

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF
BORIS ONEFATER AND CONSTELLATION INVESTMENT CONSULTING CORP.**

THIS CAUSE came before the Court on _____, 2014, at ___:___ a.m./p.m., upon the Liquidating Trustee's Application to Employ Boris Onefater ("**Mr. Onefater**") and the firm of Constellation Investment Consulting Corp. ("**CICC**" and together with Mr. Onefater, 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:

Jessica L. Wasserstrom
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Counsel for Liquidating Trustee
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Telephone: (305) 358-6363
Telefax: (305) 358-1221

Copies Furnished To:

Jessica L. Wasserstrom, 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.

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Label Matrix for local noticing 113C-9 Case 09-36379-PGH Southern District of Florida West Palm Beach Thu May 1 08:15:26 EDT 2014	INC	Ashton Revocable Living Trust c/o Helen Chaitman 45 Broadway New York, NY 10006-3007	NEF	BMO Harris Bank, N.A. c/o Charles W. Throckmorton 2525 Ponce de Leon 9th Floor Coral Gables, FL 33134-6039	NEF
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