

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 JEROME M. HESCH NUNC PRO TUNC TO MARCH 9, 2017**

Barry E. Mukamal, in his capacity as liquidating trustee (the “**Liquidating Trustee**”) for the Palm Beach Finance Partners Liquidating Trust (“**PBF**”) and Palm Beach Finance II Liquidating Trust (“**PBF II**”), 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, *nunc pro tunc* to March 9, 2017, authorizing the employment of Jerome M. Hesch (“**Mr. Hesch**” or “**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. 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, LP and Palm Beach Finance II, LP, and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd., and Palm Beach Offshore II, Ltd. [ECF No. 245] (the “**Plan**”).

5. 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].

6. The Liquidating Trustee desires to employ Mr. Hesch as an expert consultant to the Liquidating Trustee regarding *Mukamal v. The National Christian Foundation, Inc.*, Adv. No. 11-2940-PGH, evaluate the expert report provided by Bruce R. Hopkins, as well as provide other services as the Liquidating Trustee may reasonably request on related issues.

7. The Liquidating Trustee believes that the Applicant is qualified to be retained by the Liquidating Trustee based on his professional expertise with respect to the rules and regulations of the Internal Revenue Service.

8. 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.

9. 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 Trustee believes that this formula is the proper methodology to allocate certain fees and expenses between the two estates.

10. The Applicant will apply for compensation for professional services rendered and reimbursement of expenses incurred in compliance with the applicable provisions of the

Bankruptcy Code, the Bankruptcy Rules, the Local Rules, guidelines established by the Office of the United States Trustee for the Southern District of Florida, the Plan and related documents, including the Liquidating Trust Agreements, and any other applicable procedures and orders of the Court.

11. Since the Liquidating Trustee intends on working with Mr. Hesch as of the date of the retention agreement and thereafter, he also requests that the Applicant's retention be approved *nunc pro tunc* to March 9, 2017.

12. Attached as Exhibit 1 is the expert engagement agreement ("**Engagement Agreement**") between the Applicant and the Liquidating Trustee.

13. As set forth therein, Mr. Hesch's hourly rate for this engagement is \$660 per hour. Mr. Hesch may require assistance from other lawyers or paralegals, whose billing rates will range from \$120 an hour for paralegals to \$350 for an associate lawyer.

14. To the best of the Liquidating Trustee's knowledge, 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.

15. Attached as Exhibit 2 is Mr. Hesch's fully executed and notarized 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*.

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

WHEREFORE, the Liquidating Trustee respectfully requests the Court enter an Order (similar in form to Exhibit 3) (i) authorizing the retention of the Applicant, *nunc pro tunc* to

March 9, 2017, 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 was served on March 15, 2017, via the Court's Notice of Electronic Filing upon the Registered Users listed on the attached Exhibit 4, via Regular U.S. Mail upon the parties listed on the Court's Manual Notice List attached as Composite Exhibit 5, the Court's Matrices in Case No. 09-36379-BKC-PGH and Case No. 09-36396-BKC-PGH attached as Composite Exhibit 6¹, and those additional addresses set forth on Composite Exhibit 7.

s/ James C. Moon
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Telecopy: (305) 358-1221
Attorneys for Barry E. Mukamal,
Liquidating Trustee

¹ "ADDL" means these additional parties served as a courtesy. See Composite Exhibit 7.

"BAD" means that it is a known bad address; hence, no service by mail.

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

"NEF" means that service was made by Notice of Electronic Filing as set forth on Exhibit 4 and is not being additionally served by mail.

"NNR" means no notice is required.

"PBFP" means that entity appears on both matrices and only being served once.

"N-WD" means no notice required as such party has filed a Notice of Withdrawal with this Court.

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Jhesch62644@gmail.com

March 9, 2017

Peter D. Russin, Esq.
Meland, Russin and Budwick, P.A.
3200 Southeast Financial Center
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Miami, FL 33131

RE: Engagement of Jerome M. Hesch as expert witness

Dear Mr. Moon:

I am pleased to confirm whereby you, Meland, Russin & Budwick, P.A. ("**MRB**"), as counsel to Barry E. Mukamal, in his capacity as Liquidating Trustee ("**End Client**"), have retained Jerome M. Hesch to act as an expert witness in connection with the matter styled *In re: Palm Beach Finance Partners, L.P., Palm Beach Finance II, L.P.* Case Nos. 09-36379/ 09-36396 (jointly administered) and *Barry E. Mukamal, as Liquidating Trustee v. The National Christian Foundation, Inc.* Case No. 09-36379, both pending in the United States Bankruptcy Court for the Southern District of Florida, West Palm Beach Division (the "**Matter**"). As part of this engagement, in addition to testifying if I am needed as a testifying expert, I will also provide services as a consulting expert and evaluate the expert report provided by Bruce R. Hopkins, dated February 23, 2017 (the "**Hopkins Report**") and provide guidance and assistance with respect to analysis and response to the Expert Report. The effectiveness of this letter and execution by the End Client is expressly subject to and contingent upon Bankruptcy Court approval.

I will make all efforts to be available upon reasonable advance notice, I will keep confidential all information obtained, or analyses developed, in connection with this litigation, I will preserve any written materials, including e-mail correspondence, generated or received in connection with this engagement, and I will not in the future consult for, or otherwise represent any other person or entity with an interest adverse to the plaintiffs in this litigation. As part of this representation, I will not prepare any drafts or final reports without your consent, and I will not share any draft or report, or any notes, with any other person without your consent.

1. **Fees for Services.** My services will be provided on an hourly basis, plus any out of pocket expenses. My billing rate is \$660.00 an hour. If I need assistance from other lawyers or paralegals, their billing rates range from \$120.00 an hour for a paralegal to \$350 for an associate lawyer. You will be charged only for the time reasonably expended. Should my deposition be required, your account will be credited for any payments received from the opposing party. In

addition, if other parties to this litigation, or their counsel, cause me to incur costs (e.g. copying, travel, and legal fees) these costs will be included in our billings on this matter.

2. **Security Retainer.** Notwithstanding that my representation of your law firm in this matter will require a substantial commitment of my resources, I am not presently requesting a retainer.

3. **No Guaranteed Results.** During the course of this representation, I may express opinions or beliefs concerning the outcome of this Matter, or the existence of events or circumstances that may affect anticipated results or impact the ultimate resolution of a dispute. All representations and expressions relative to the outcome of this Matter do not constitute guarantees.

After You have had an opportunity to review this engagement letter, do not hesitate to call me with any questions or comments you may have. If this engagement letter meets with your approval, please sign in the space provided and return the original executed letter to me at the above address

I look forward to representing you in this Matter.

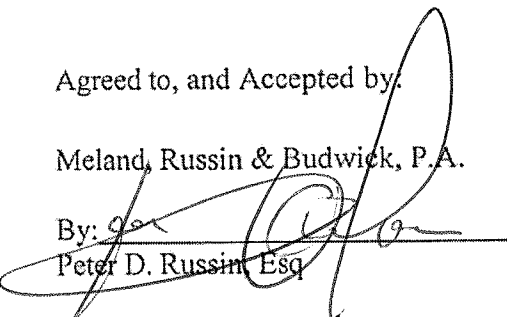
Sincerely yours,



Jerome M. Hesch, Esq.

Agreed to, and Accepted by:

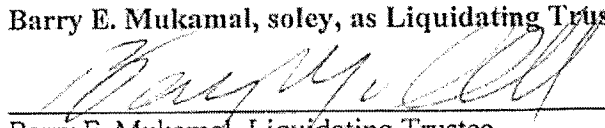
Meland, Russin & Budwick, P.A.

By: 
Peter D. Russin, Esq.

Date: 3/9/17

Agreed to and Accepted by:

Barry E. Mukamal, sole, as Liquidating Trustee


Barry E. Mukamal, Liquidating Trustee

Date: 3/9/17

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SOUTHERN DISTRICT OF FLORIDA
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Case No.: 09-36379-PGH
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(Jointly Administered)

Debtors.

_____ /

AFFIDAVIT OF JEROME M. HESCH

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

Jerome M. Hesch, being duly sworn, says:

1. I am over the age of eighteen and of sound mind.
2. I do not represent 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).

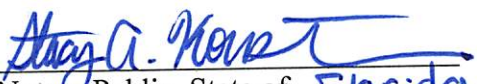
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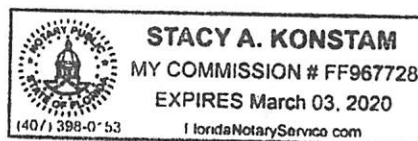
3. Except for the performance of services for the Liquidating Trustee, I neither have nor will represent any other entity in connection with this case, and I will not accept any fee from any other party or parties in this case in connection with my work in this Bankruptcy Case.

FURTHER AFFIANT SAYETH NAUGHT.


Jerome M. Hesch

Sworn to and Subscribed before me
March 10, 2017


Notary Public, State of Florida
My Commission Expires: March 3, 2020



UNITED STATES BANKRUPTCY COURT
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Chapter 11

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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 JEROME M. HESCH, NUNC PRO TUNC TO MARCH 9, 2017**

THIS CAUSE came before the Court on _____ at _____, upon the Liquidating Trustee's *Application to Employ Jerome M. Hesch, Nunc Pro Tunc to March 9, 2017* (the "***Application***") [ECF No. ____].¹ Upon the representations that the Applicant (i) is duly qualified, (ii) holds no interest adverse to the Liquidating Trustee or the Debtors' estates in the matters upon which the Applicant is engaged, (iii) is disinterested as required by 11 U.S.C. §

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

327(a), and (iv) the Applicant's employment is necessary and would be in the best interests of the Debtors' estates and their creditors, it is

ORDERED as follows:

1. The Application is **GRANTED**.
2. The Liquidating Trustee is authorized to retain the Applicant *nunc pro tunc* to March 9, 2017, as an expert pursuant to 11 U.S.C. §§ 327, 330 and 331, and the terms set forth in the Application.
3. The Applicant is entitled to monthly interim compensation for fees and expenses incurred and shall, no less frequently than once every 4 months, submit applications to the Bankruptcy Court for final approval of same.
4. The "Pro Rata Allocation Formula" is the proper methodology to allocate Applicant's fees and expenses between the two estates.

###

Submitted By:

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Copies Furnished To:

Attorney James C. Moon 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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Manual Notice List for both cases: 09-36379 and 09-36396

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