

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
www.flsb.uscourts.gov

IN RE:

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

Debtors.

CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

**LIQUIDATING TRUSTEE'S MOTION FOR COURT ORDER
AUTHORIZING CONTINUED EMPLOYMENT**

Barry E. Mukamal, in his capacity as liquidating trustee ("**Trustee**") of the Palm Beach Finance Partners Liquidating Trust and Palm Beach Finance II Liquidating Trust ("**PBF Liquidating Trusts**"), files this motion to authorize the continued employment of Meland Budwick, P.A. ("**MB**") and states as follows:

I. General Background of PBF Bankruptcy Cases

1. On November 30, 2009, Palm Beach Finance Partners, L.P. ("**PBF I**") and Palm Beach Finance Partners II, L.P. ("**PBF II**") each filed voluntary petitions under Chapter 11 of the U.S. Bankruptcy Code. On December 1, 2009, the PBF I and PBF II cases were jointly administered. [ECF No. 19].

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 Mr. Mukamal as the chapter 11 trustee for both Debtors. [ECF No. 107].

4. The Trustee has employed MB as his attorneys in these bankruptcy proceedings and related contested matters and adversary proceedings, as approved by the Court on February 12, 2010. [ECF No. 121].

5. On October 21, 2010, the Court entered its Order Confirming Second Amended Plan of Liquidation [ECF No. 444], creating the Palm Beach Liquidating Trusts and appointing Mr. Mukamal as the Trustee. MB serves as counsel for the Trustee on behalf of the PBF Liquidating Trusts.

II. The PCI Bankruptcy Cases

6. In October 2008, Petters Company, Inc. (“**PCI**”) and certain affiliated entities filed for chapter 11 bankruptcy in the U.S. Bankruptcy Court for the District of Minnesota (“**PCI Bankruptcy Case(s)**”). Thereafter, the PCI Bankruptcy Cases were jointly administered and then ultimately substantively consolidated.

7. On December 24, 2008, Douglas Kelley (“**Trustee Kelley**”) was appointed as chapter 11 bankruptcy trustee for the PCI Bankruptcy Cases. On November 21, 2008, the Office of the U.S. Trustee appointed an Official Committee of Unsecured Creditors in the PCI Bankruptcy Cases. The Trustee served as a member for a number of years.

8. On January 15, 2016, the Trustee, Trustee Kelley and certain other co-plan proponents caused a chapter 11 plan of liquidation (“**PCI Plan**”) and a disclosure statement to be filed in the PCI Bankruptcy Cases. [ECF Nos. 3078; 3079]. On April 15, 2016, the Minnesota bankruptcy court entered Findings of Fact, Conclusions of Law and Order Confirming the Second Amended Chapter 11 Plan of Liquidation Dated April 8, 2016 (“**PCI Confirmation Order**”), which confirmed the PCI Plan. The Trustee has filed the PCI Plan and the PCI Confirmation Order in this Bankruptcy Case, under cover of a Notice of Filing. [ECF No. 2873].

9. The PCI Plan created two trusts: (1) the PCI Liquidating Trust (“**PCI Trust**”) and (2) the BMO Litigation Trust (“**BMO Trust**”).

10. Pursuant to the PCI Confirmation Order, the Palm Beach Finance Partners Liquidating Trust holds an allowed claim in the amount of \$85,987,311 and the Palm Beach Finance II Liquidating Trust holds an allowed claim in the amount of \$565,755,364. Together, the PBF Liquidating Trusts comprise roughly one-third of the allowed claims in the PCI and BMO Trusts.

III. Differences Between the PCI and BMO Trusts

11. While Trustee Kelley serves as liquidating trustee for both the PCI and BMO Trusts, the two Trusts have significant differences.

12. First, the BMO Trust was created solely to pursue Trustee Kelley’s litigation claim against BMO Harris Bank, N.A. (“**BMO**”). All of Trustee Kelley’s other litigation claims and all other assets in the PCI Bankruptcy Cases are held by the PCI Trust.

13. Second, the financial stakeholders of the two trusts differ. As part of the PCI plan confirmation process, Interlachen Harriet Investments Limited (“**Interlachen**”) (which holds a \$60 million allowed claim) received assignments by three creditors of a portion of their rights to participate in any recovery against BMO. Two of the largest creditors¹ in the PCI Bankruptcy Cases (together holding allowed claims exceeding \$900 million) assigned 50% of the recoveries to which they would be entitled to receive from the BMO Trust to Interlachen. And the Trustee assigned the first \$2 million of any recovery he might receive from the BMO Trust to Interlachen.

¹ Acorn Capital Group LLC holds a claim in the amount of roughly \$141 million and Ron Peterson as Chapter 7 Trustee for Lancelot Investors Fund, L.P. and certain affiliates holds a claim in the amount of roughly \$764 million. All allowed claims aggregate approximately \$2 billion.

14. Moreover, pursuant to the Trustee's 2015 settlement with BMO (described below), the Trustee assigned to BMO itself any recovery above the first \$2 million on account of any recovery by Trustee Kelley in *Kelley v. BMO* (defined below).² As a result, given the assignments to Interlachen (of the first \$2 million in recoveries) and to BMO (of recoveries in excess of \$2 million), the Trustee holds only a nominal economic interest in any recoveries the BMO Trust may obtain as against BMO.

15. As Interlachen has a substantial economic interest in the BMO Trust via its own claim coupled with the three assignments, Interlachen was provided control over two of the three BMO Trust committee seats. By contrast, the PCI Trust Committee has five members, with Interlachen and the Trustee each holding one seat. The committee for each trust largely controls the decision making for the respective trust. The Trustee has not served as a committee member of the BMO Trust.

16. Third, MB has served as special counsel to Trustee Kelley as trustee for the PCI Trust, assisting with a number of litigation matters. However, MB has not served as special counsel for the BMO Trust. This is not only due to the Trustee's nominal economic interest in any recoveries by the BMO Trust as against BMO, but also a provision in the settlement between the Trustee and BMO discussed below.

IV. BMO Litigation by the Trustee and Trustee Kelley

17. Following Rule 2004 discovery, on November 28, 2011, the Trustee sued BMO [Adv. Case No. 11-03015], followed by a second adversary asserting additional claims on September 18, 2014 [Adv. Case No. 14-01660].

18. On July 16, 2015, the Trustee filed his Motion (1) to Approve Settlement with BMO; (2) for Entry of a Bar Order; and (3) to Approve Payment of Contingency Fee ("**2015**

² Certain limited reimbursements, that are no longer relevant, were excepted.

Settlement Motion”). ECF. No. 2670. The 2015 Settlement Motion and the related settlement agreement (“**2015 Agreement**”) describes the specific claims asserted against BMO and the procedural history of the two Adversary Cases. The 2015 Agreement provided for BMO to pay \$16 million to the Debtors’ estates in exchange for various consideration, including a release by the Trusts. The Court granted the 2015 Settlement Motion and approved the 2015 Agreement. [ECF No. 2689].

19. On November 14, 2012, Trustee Kelley filed an adversary proceeding in the U.S. Bankruptcy Court for the District of Minnesota, Adv. Case No. 12-4288 (“**Kelley v. BMO**”), asserting certain claims against BMO. Through the time of the 2015 Settlement, *Kelley v. BMO* was essentially dormant. The PCI Plan of liquidation was confirmed in April 2016. In August 2016, Trustee Kelley retained new counsel and *Kelley v. BMO* became active. Trustee Kelley and BMO proceeded to litigate many issues including whether BMO properly preserved and produced certain documents.

20. On July 27, 2020, the Trustee filed his Motion to Approve (1) Amendment to Settlement with BMO Harris Bank N.A.; and (2) Payment of Contingency Fee (“**2020 Settlement Motion**”). The 2020 Settlement Motion and the related settlement agreement (“**2020 Agreement**”) describe the specific claims the Trustee asserted against BMO (related to discovery issues) and provided for BMO to pay the Trustee an additional \$800,000.

21. The 2015 Agreement includes the provision set forth below. The purpose of the provision was for BMO to attempt to avoid Trustee Kelley from retaining MB as counsel in *Kelley v. BMO*. And Trustee Kelley has not done so.

Liquidating Trustee Covenants Regarding MN BMO Adversary Case. **The Liquidating Trustee agrees not to waive any potential conflict of interest to permit the PCI Trustee to retain any of the Liquidating Trustee’s professionals in connection**

with the MN BMO Adversary Case. The Parties hereby acknowledge that each of the Adversary Case Protective Order and the Mediation Confidentiality Agreement shall continue in effect in accordance with its terms notwithstanding the effectiveness of this Stipulation except, in the case of the Adversary Case Protective Order, solely as expressly set forth in the two immediately succeeding sentences of this subparagraph F. However, nothing shall prevent the Liquidating Trustee from utilizing any documents produced by BMO in any adversary cases currently pending in the Bankruptcy Court or in any contested proceeding or adversary proceeding in the PCI Bankruptcy Cases to which the Liquidating Trustee is a party, in each case in a manner not inconsistent with the Adversary Case Protective Order. To the extent the Adversary Case Protective Order limits the use of documents designated as confidential solely for purposes of either or both of the Adversary Cases, the Parties agree and stipulate that the provisions of the preceding sentence supersede any such limitation. Notwithstanding any other provisions of this Stipulation to the contrary, the Liquidating Trustee, on behalf of the Palm Beach Liquidating Trusts and the Debtors and their estates, further covenants and agrees that he shall not object to any settlement BMO reaches with the PCI Trustee.

See ECF 2670 at page 16 of the 2015 Agreement, ¶ F.

22. In 2023 *Kelley v. BMO* was tried before a jury in U.S. District Court in Minneapolis. The jury returned a verdict against BMO in the amount of roughly \$563 million finding BMO liable for aiding and abetting Tom Petters' breach of fiduciary duty to PCI. Together with years of pre-judgment interest, the total judgment exceeded \$1 billion.

23. On September 12, 2024, the U.S. Court of Appeals for the Eighth Circuit reversed the \$1 billion judgment based on the equitable defense of *in pari delicto* and remanded with directions to enter judgment in favor of BMO. On May 27, 2025, the U.S. Supreme Court denied Trustee Kelley's petition for certiorari.

V. Ritchie v. BMO

24. Ritchie Capital Management Ltd. holds an allowed claim in the PCI Bankruptcy Cases in the amount of roughly \$163 million.

25. Ritchie Capital Management Ltd. and certain related entities (“**Ritchie Parties**”) have long asserted claims against BMO, having brought an action styled *Ritchie Capital Management, L.L.C., Ritchie Capital Management, LTD., Ritchie Special Credit Investments, LTD., Rhone Holdings II, LTD., Yorkville Investments I, LLC, and Ritchie Capital Structure Arbitrage Trading, LTD v. BMO Harris Bank, N.A., as successor to M&I Marshall & Ilsley Bank*, pending (following a transfer of venue) in the U.S. District Court for the District of Minnesota, Case No. 15-cv-01876-ADM-DTS (“**Ritchie v. BMO**”).

26. The Ritchie Parties are not creditors of the PBF Liquidating Trusts.

27. At BMO’s request, *Ritchie v. BMO* has been stayed since September 2017, pending the conclusion of *Kelley v. BMO*. Now that *Kelley v. BMO* has concluded, the stay will be lifted and the case may proceed.

28. The Ritchie Parties desire to retain MB as their counsel in *Ritchie v. BMO*.

29. The scope of the Firm’s retention would be limited solely to prosecuting *Ritchie v. BMO* and does not include any other matters.

30. Given (1) the Trustee’s settlement and exchange of releases with BMO, (2) the Ritchie Parties not holding any claims against the PBF Liquidating Trusts, (3) the liquidation and allowance of the claims of each of the Trustee and Ritchie Capital Management Ltd. in the PCI Bankruptcy Cases, and (4) the near conclusion of the administration of the PCI Bankruptcy Cases,³ MB does not believe a conflict of interest exists including pursuant to Rule of Professional Responsibility 4-1.7 as to MB serving as counsel in *Ritchie v. BMO*. However, to the extent a potential conflict is deemed to exist, the Trustee consents and agrees to waive any such conflict.

³ The PCI Trust continues to prosecute a series of claims associated with a significant profiteer (managed and controlled by Steven Stevanovich) and related transferees/beneficiaries.

VI. Requested Relief

31. Attached as Exhibit A is the *Supplemental Affidavit* which provides that subject to and following the Court's approval of this Motion, MB would then be engaged to provide the services set forth above. The Supplemental Affidavit further states that, notwithstanding this engagement, MB continues to neither hold nor represent any interest adverse to these bankruptcy estates in the matters upon which it is to be employed, is a "disinterested person" as that term is defined by 11 U.S.C. §§101(14) and 327(a), and its continued employment would be in the best interest of the estates and their creditors.

32. Based on the above and attached, the Trustee requests that this Court enter an Order authorizing the continued employment of MB.

WHEREFORE, the Trustee requests that the Court grant this motion, enter an order substantially in the form as in the attached Exhibit B, authorize the continued employment of MB, and grant such other and further relief as this Court deems just and proper.

[Remainder of page left blank. Next page is signature page.]

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served on July 3, 2025, via the Court's Notice of Electronic Filing upon the Registered Users listed on the attached Exhibit 1, via U.S. Mail upon the parties listed on the Manual Notice List attached as Composite Exhibit 2, the Court's Matrices in Case No. 09-36379-BKC-PGH and Case No. 09-36396-BKC-PGH attached as Composite Exhibit 3⁴, via Direct Email on Lucia Nale, Esq., lnale@mayerbrown.com, Douglas A. Kelley, Esq., dkelley@kelleywolter.com and David E. Runck, Esq., david.runck@fmjlaw.com and those additional addresses set forth on Composite Exhibit 4.

/s/Michael S. Budwick

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*Attorneys for Barry E. Mukamal,
Liquidating Trustee*

⁴ "ADDL" means these additional parties served as a courtesy. See Composite Exhibit 4.

"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 1 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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SOUTHERN DISTRICT OF FLORIDA
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IN RE:

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

Debtors.

CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

SUPPLEMENTAL AFFIDAVIT

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

Michael S. Budwick, being duly sworn, says:

1. I am an attorney admitted to practice in the State of Florida, the United States District Court for the Southern District of Florida and qualified to practice in the U.S. Bankruptcy Courts for the Southern and Middle Districts of Florida.

2. I am a shareholder with the law firm of Meland Budwick, P.A. (the “*Firm*”) with offices located at 3200 Southeast Financial Center, 200 S. Biscayne Blvd., Miami, Florida 33131.

3. The disclosures set forth below supplement the Firm’s prior disclosures to the Court.

4. Subject to this disclosure and following this Court’s approval of the Firm’s continuing representation of the Trustee,¹ the Firm expects to be engaged to represent Ritchie Capital Management, L.L.C., Ritchie Capital Management, LTD., Ritchie Special Credit Investments, LTD., Rhone Holdings II, LTD., Yorkville Investments I, LLC, and Ritchie Capital

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

Structure Arbitrage Trading, LTD. ("**Ritchie Plaintiffs**") in connection with an action styled *Ritchie Capital Management, L.L.C., Ritchie Capital Management, LTD., Ritchie Special Credit Investments, LTD., Rhone Holdings II, LTD., Yorkville Investments I, LLC, and Ritchie Capital Structure Arbitrage Trading, LTD v. BMO Harris Bank, N.A., as successor to M&I Marshall & Ilsley Bank*, Case No. ADM/JJK in the United States District Court for the District of Minnesota ("**Ritchie v. BMO**").

5. The scope of this retention will be strictly limited to *Ritchie v. BMO* and not include any other matters.

6. Fees for services to be paid to MB as counsel to the Ritchie Plaintiffs shall be the sole responsibility of the Ritchie Plaintiffs.

7. The Ritchie Plaintiffs are not creditors of the PBF Liquidating Trusts.

8. The Firm's existing representation of the Trustee and the proposed representation of the Ritchie Plaintiffs does not constitute a conflict of interest with the Trustee. We remain disinterested persons as to the PBF Liquidating Trusts as required by 11 U.S.C. 327(a).

9. Notwithstanding the proposed engagement, MB continues to neither hold nor represent any interest adverse to this bankruptcy estate in the matters upon which it is employed, is a "disinterested person" as that term is defined by 11 U.S.C. §§101(14) and 327(a), and its continued employment would be in the best interest of the estate and its creditors.

FURTHER AFFIANT SAYETH NAUGHT.



MICHAEL S. BUDWICK, ESQ.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
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In re:

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

CASE NO. 09-36379-BKC-EPK
CASE NO. 09-36396-BKC-EPK
(Jointly Administered)

Debtors,

_____ /

**ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION FOR COURT
ORDER AUTHORIZING CONTINUED EMPLOYMENT**

THIS MATTER came before the Court on _____, 2025 at _____.m., upon the *Liquidating Trustee's Motion for Court Order Authorizing Continued Employment* (the **Motion**) [ECF No. ____].¹ The Court reviewed the Motion, considered the arguments of counsel and, based upon the reasons set forth on the record which are incorporated here by reference, it is

ORDERED as follows:

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

1. The Motion is **GRANTED**.
2. MB's continued employment and retention is approved by the Court.
3. The Court retains jurisdiction to enforce or interpret this Order.

###

Submitted By:

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Copies Furnished To:

Michael S. Budwick, 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-EPK**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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Calhoun Multi-Series Fund, L.P. c/o Transcontinental Fund Administrator 11 South LaSalle #1730 Suite 300 Chicago, IL 60603-1203	BAD	Crown Financial Ministries, Inc. c/o Timothy M. Obitts, Esq. Gammon & Grange, P.C. 8280 Greensboro Dr., 7th Floor McLean, VA 22102-3885	BAD	Douglas A. Kelly, Chapter 11 Trustee c/o Bradley M. Saxton PO Box 1391 Orlando, FL 32802-1391	NEF
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Geoff Varga, as Liquidator c/o Robin Rubens 201 S Biscayne Blvd 34 Fl Miami, FL 33131-4332	NEF	Golden Gate VP Absolute Return Fund, LP H. Thomas Halen III, President 1750 Montgomery St, First Floor San Francisco, CA 94111-1000	NEF	Golden Sun Capital Management, LLC c/o Michael L. Schuster, Esq. 100 SE 2nd Street Suite 4400 Miami, f 33131-2118	NEF
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