

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-EPK
Case No. 09-36396-EPK
(Jointly Administered)

Debtors.

**TRUSTEE'S MOTION (1) TO APPROVE SETTLEMENT
WITH RAYNEMARK INVESTMENTS, LLC; AND (2) TO APPROVE
PAYMENT OF CONTINGENCY FEE**

Any interested party who fails to file and serve a written response to this motion within 21 days after the date of service stated in this motion shall, pursuant to Local Rule 9013-1(D), be deemed to have consented to the entry of an order in the form attached to this motion. Any scheduled hearing may then be cancelled.

Barry E. Mukamal, in his capacity as liquidating trustee (“*Trustee*”) for the Palm Beach Finance Partners Liquidating Trust and the Palm Beach Finance Partners II Liquidating Trust (collectively, the “*Trusts*”), files this Motion (1) to approve settlement (“*Settlement*”) with RayneMark Investments, LLC (“*Transferee*”); and (2) to approve payment of counsel’s contingency fee (“*Motion*”). In support of this Motion, the Trustee states:

Factual Background

A. Procedural Background

1. Prepetition, Palm Beach Finance Partners, L.P. (“*PBF I*”) and Palm Beach Finance II, L.P. (“*PBF II*,” and together with PBF I, the “*Debtors*”) operated as hedge funds.

2. The principal investment strategy of the Debtors was to invest in purchase financing transactions supposedly sourced by Thomas Petters and his company, Petters Company, Inc. and its affiliated entities (collectively, “**PCI**”).

3. The reality, however, was that Mr. Petters and PCI were engaging in a massive *Ponzi* scheme.

4. On October 2, 2008, the United States of America filed under seal in the United States District Court for the District of Minnesota its Complaint for Permanent Injunctive Relief and Other Equitable Relief (the “**DOJ Complaint**”) pursuant to 18 U.S.C. § 1345. The parties to the DOJ Complaint included a number of parties implicated in the massive *Ponzi* scheme perpetrated by Mr. Petters, including Deanna Coleman; Frank E. Vennes, Jr.; Metro Gem, Inc. (“**MGI**”; and together with Mr. Vennes, the “**Vennes Parties**”); Robert White; Nationwide International Resources, Inc.; Larry Reynolds a/k/a Larry Reservitz; Michael Catain and Enchanted Family Buying Company (collectively, the “**Receivership Defendants**”).

5. On October 3, 2008, the United States District Court for the District of Minnesota (the “**Minnesota Court**”) entered a temporary restraining order, finding, among other things, that “[t]here is probable cause to believe that Defendants have conspired to commit and/or committed federal mail, wire, and/or banking fraud offenses.”

6. On November 30, 2009 (“**Petition Date**”), the Debtors filed voluntary Chapter 11 petitions in the United States Bankruptcy Court for the Southern District of Florida. By subsequent Order of this Court, the cases are jointly administered.

7. On January 29, 2010, the United States Trustee appointed the Trustee as Chapter 11 trustee in both of the Debtors’ estates. [ECF No. 107].

8. On October 21, 2010, this Court entered its Order Confirming Second Amended Plan of Liquidation [ECF No. 444], creating the Trusts, appointing the Trustee as trustee and appointing Geoffrey Varga as Trust Monitor.

B. The Transfers to the Transferee

9. Prior to the Petition Date, in or around August 2003, the Transferee purchased a limited partnership interest in PBF I for \$1 Million. In 2006, the Transferee – after submitting a redemption request – received payments from PBF I of approximately \$1,311,714.

10. Following the Petition Date, the Trustee informally asserted a claim against the Transferee for \$311,714 (the “*Transfers*”), the transfers that make up the difference between the \$1 Million investment and the total received by the Transferee from the Debtors, for avoidance as a constructively fraudulent transfer. The Trustee and the Transferee have since engaged in numerous communications, including settlement communications, regarding the Trustee’s claim and the Transferee’s defenses.

11. The Trustee and Transferee have now reached a consensual resolution of this matter.

Settlement

12. Certain key aspects of the Settlement, as more fully stated in the Stipulation of Settlement attached as Exhibit A, between the parties are the following:

- a) On or before approval of the Settlement by this Court, the Transferee shall pay \$137,500 to the Trustee on behalf of the PBF I liquidating trust (“*Settlement Payment*”).
- b) The Transferee shall not be entitled to any distribution from the Debtors’ bankruptcy estates; and
- c) Mutual releases between the parties.

Relief Requested

13. The Trustee seeks an Order from this Court approving the Stipulation and directing payment of the Contingency Fee (as defined below). Federal Rule of Bankruptcy Procedure 9019 provides in relevant part that “[o]n motion ... and after a hearing on notice to creditors; the debtor ... and to such other entities as the Court may designate, the Court may approve a compromise or settlement.”

14. Approval of a settlement in a bankruptcy proceeding is within the sole discretion of the Court and will not be disturbed or modified on appeal unless approval or disapproval is an abuse of discretion. *In re Arrow Air*, 85 BR 891 (Bankr. S.D. Fla. 1988).

15. The standards for approval are well settled and require the Court to inquire into the reasonableness of the proposed settlement. *See, e.g., Protective Comm. for Indep. Stockholders of TMT Trailer Ferry, Inc. v. Anderson*, 390 U.S. 414, 424 (1968); *In re W.T. Grant Co.*, 699 F.2d 599, 608 (2d Cir. 1983); *Florida Trailer and Equip. Co. v. Deal*, 284 F.2d 567, 571 (5th Cir. 1960). The inquiry need only determine whether the settlement falls below the lowest point of the range of reasonableness. *See W.T. Grant Co.*, 699 F.2d at 608; *see also In re Martin*, 91 F.3d 389 (3rd Cir. 1996); *In re Louise's Inc.*, 211 B.R. 798 (D. Del. 1997) (setting forth considerations by the Court for approval of a settlement, including: (i) the probability of success in litigation, (ii) the likely difficulties in collection; (iii) the complexity of the litigation involved, and the expense, inconvenience and delay necessarily attending it; and (iv) the paramount interest of the creditors).

A. *The Settlement Ought to be Approved*

16. Based upon the above legal principles, the Trustee asserts that the Settlement falls well above the lowest point of the range of reasonableness and thus, should be approved.

Probability of success in litigation

17. The Trustee could assert that the Transfers made to the Transferee are avoidable as constructively fraudulent under federal and/or state law. The Trustee believes that he has a meaningful likelihood of success in prosecuting such claims. Nonetheless, the Trustee acknowledges that there are risks inherent in all litigation and there is the possibility that the Transferee could raise certain issues or defenses that potentially could impact the Trustee's claims. Those include statutory defenses such as those contained in 11 U.S.C. §548 and the state law counterpart, as well as the safe-harbor provision set forth in 11 U.S.C. §546(e).

18. Other defenses that the Transferee could have asserted have been raised and addressed in pleadings and court papers filed in adversary proceedings of similarly situated defendants.

Collectability

19. Collectability is always a significant consideration with respect to the resolution of litigation, and that is no different here. The Transferee's investment was made in 2003, approximately six years prior to the Petition Date and the Transfers nearly four years prior to the Petition Date. The passage of time could cause difficulty in collection. Further, the Transferee resides outside of Florida, and therefore the Trustee believes that even there would be material expenses in connection with collection efforts on a judgment, even if one was obtained.

Complexity of litigation and attendant expense, inconvenience and delay

20. This is a significant consideration that militates in favor of approval of the Settlement.

21. In sum, although many of the claims outlined above are typical claims litigated before this Court, they still will require retention of experts and extensive fact discovery before a trial could take place. Prosecution of this case will result in substantial attorneys' fees and costs,

including costs for at least two testifying experts, and other typical and ordinary litigation-related expenses. The result of these costs, which would be substantial, would diminish the net result of any recovery.

22. The Settlement addresses all of these concerns. The parties avoid litigating fact-specific claims with the attendant expense and delay of such litigation being nullified. And this point is even more compelling here, where the matter has been resolved without the need for commencement of any formal litigation.

Paramount interest of creditors

23. The Settlement Payment provides a meaningful payment on the Trustee's potential claims against the Transferee when measured against the potential defenses and litigation risks, as well as the potential delay and professional costs associated therewith. As such, the Settlement is in the paramount interest of the Debtors' stakeholders.

24. This resolution resolves one of the (near) final claims of the Trustee, and a result, there is the additional benefit to the estate of resolving this action without the need for material litigation expense.

B. *The Contingency Fee Ought to be Approved*

25. Pursuant to the Plan and this Court's Order Approving the Trustee's Motion to Approve Hybrid Form of Compensation [ECF No. 223], Meland Russin & Budwick, P.A. ("MRB") is entitled to a fee of 10% of any affirmative recovery received by the Debtors' estates from a litigation matter pursued by the firm without further order of the Court ("Contingency Fee").

26. The Liquidating Trustee requests that the Contingency Fee, in the amount of \$13,705, be approved and that he be authorized and directed to pay this amount when the Settlement Payment is made.

WHEREFORE, the Liquidating Trustee respectfully requests that this Court (1) enter an Order as set forth in attached Exhibit B approving the Settlement and directing payment of the Contingency Fee; and (2) grant such other relief this Court deems just and proper.

Dated: July 30, 2019.

s/ Solomon B. Genet
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Attorneys for the Liquidating Trustee

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served on July 30, 2019, via the Court's Notice of Electronic Filing upon registered Users listed on the attached **Exhibit 1**, via U.S. Mail upon the parties listed on the attached Manual Notice List attached as **Composite Exhibit 2**, upon the Court's Matrices in Case No. 09-36379-BKC-PGH and Case No. 09-36396-BKC-PGH attached as **Composite Exhibit 3**¹, and upon those additional addresses set forth on **Composite Exhibit 4**.

s/ Solomon B. Genet
Solomon B. Genet, Esquire

¹ “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.

“INC” means that the Matrix contains an incomplete addresses; hence, no service 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. Examples are professionals retained.

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

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

¹ See footnote 1.

STIPULATION OF SETTLEMENT

This Stipulation of Settlement (“*Stipulation*”) is entered into on July 9, 2019 by and between (a) Barry E. Mukamal, in his capacity as liquidating trustee (“*Liquidating Trustee*”) for the Palm Beach Finance Partners Liquidating Trust (“*PBF I Liquidating Trust*”) and (b) RayneMark Investments, LLC (“the “*Transferee*”) (the Liquidating Trustee and the Transferee are at times individually referred to herein as a “*Party*” or collectively, the “*Parties*”). The terms of this Stipulation are as follows:

RECITALS

- A. Palm Beach Finance Partners, L.P. (“*PBF I*”) was a Delaware limited partnership.
- B. On November 30, 2009 (“*Petition Date*”), PBF I filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code.
- C. Thereafter, pursuant to a confirmed joint plan of liquidation, Mr. Mukamal was appointed Liquidating Trustee for the PBF I Liquidating Trust.
- D. Pursuant to the confirmed joint plan of liquidation, all claims and causes of action held by PBF I are reserved, preserved and retained by the PBF I Liquidating Trust.
- E. The Liquidating Trustee, on behalf of the PBF I Liquidating Trust, investigated and analyzed all of his possible claims, suits, remedies, damages, rights and/or causes of action against the Transferee, including but not limited to those relating to certain transactions, relationships and/or dealings between the Transferee and PBF I (the “*Potential Claims*”).
- F. Before the Liquidating Trustee, on behalf of the PBF I Liquidating Trust, asserted any of the Potential Claims, the parties entered into a tolling agreement (“*Tolling Agreement*”) to provide the Parties an opportunity to consider and explore the possibility of resolving the Potential Claims and any defenses or counterclaims by the Transferee, without litigation and while preserving all claims, rights and defenses.

B. The Parties have engaged in discussions in an attempt to resolve any and all Potential Claims.

C. To avoid the continued expense of litigating the Potential Claims and the related risk of an adverse outcome arising from the Potential Claims, as well as incurring costs and expenses associated therewith, among other reasons, the Parties have agreed to resolve the Potential Claims pursuant to the terms and conditions of this Stipulation.

NOW, THEREFORE, it is stipulated, consented to, and agreed, by and among the Parties as follows:

1. **No admission of liability.** The Parties acknowledge that this Stipulation is a compromise and settlement of a potential controversy. No Party admits, and each expressly denies, any liability on its part.

2. **Entire agreement.** This Stipulation constitutes the entire agreement and understanding between the Parties with respect to the subject matter hereof, and there are no other stipulations, agreements, representations, or warranties other than those specifically set forth herein. All prior agreements and understandings between the Parties concerning the subject matter hereof are superseded by the terms of this Stipulation.

3. **Settlement Payment.** In full and final settlement of all Potential Claims that the Liquidating Trustee has made or could make, the Transferee will pay (or cause to be paid) One-Hundred Thirty-Seven Thousand, Five-Hundred Dollars \$137,500.00 (the “*Settlement Payment*”). The Settlement Payment shall be made by the Transferee (or on the Transferee’s behalf) to the Liquidating Trustee on behalf of the Estate within five (5) business days after the entry of a final and non-appealable order by the Bankruptcy Court approving this Stipulation between the Parties.

The Settlement Payment will be paid to the Liquidating Trustee via (i) wire transfer pursuant to written instructions to be provided by the Liquidating Trustee or his counsel or (ii) check made payable to "Barry E. Mukamal, Liquidating Trustee" and delivered to Michael S. Budwick, Esq., Meland Russin & Budwick, P.A., 200 South Biscayne Blvd., Suite 3200, Miami, Florida 33131. Any portion of the Settlement Payment made prior to the approval of this Stipulation by the United States Bankruptcy Court for the Southern District of Florida (the "*Florida Bankruptcy Court*") shall be placed into the trust account for counsel for the Liquidating Trustee.

4. No entitlement to distribution. The Transferee agrees that it will not be entitled to any monetary distribution whatsoever, directly or indirectly, from the Liquidating Trusts or the Palm Beach Funds. To the extent that the Transferee was scheduled by the Palm Beach Funds in the Florida Bankruptcy Cases as having a claim or has filed any proof of claim or proof of interest in the Palm Beach Funds' Florida Bankruptcy Cases, the Transferee agrees such claims or interests are deemed withdrawn in their entirety and will be stricken or otherwise disallowed.

5. General releases between the Parties.

A. For purposes of this Stipulation, the term "*Claims*" means any obligations, claims (including those arising under section 502(h) of the Bankruptcy Code), causes of action, or demands of any type that a Party may presently have, may have or have had in the past, upon or by reason of any matter, cause or thing whatsoever, including without limitation any and all obligations, claims, causes of actions, and demands of any kind whatsoever, at law or in equity, indirect, derivative, or direct, known or unknown, discovered or undiscovered.

B. Upon approval of this Stipulation by order of the Florida Bankruptcy Court and payment of the Settlement Payment, the Liquidating Trustee, on behalf of the PBF I Liquidating Trust and the Palm Beach Funds, waives and releases, now and forever, the Transferee from any and all Claims that the Liquidating Trustee, the PBF I Liquidating Trust, or the Palm Beach Funds may have against the Transferee; provided that nothing herein will be deemed to release, waive, or otherwise limit any rights or obligations arising out of this Stipulation.

C. Upon approval of this Stipulation by final order of the Florida Bankruptcy Court and payment of the Settlement Payment, the Transferee waives and releases, now and forever, the Liquidating Trustee, the PBF I Liquidating Trust, and the Palm Beach Funds from any and all Claims that the Transferee may have against the Liquidating Trustee, the PBF I Liquidating Trust, or the Palm Beach Funds; provided that nothing herein will be deemed to release, waive, or otherwise limit any rights or obligations arising out of this Stipulation.

6. **Representations of the Transferee.** The individual executing this Stipulation on behalf of the Transferee represents and warrants that he or she has the authority to execute this Stipulation on behalf of the Transferee and bind him to its terms.

7. **Representations of the Liquidating Trustee.** The individual signing this Stipulation on behalf of the Liquidating Trustee represents and warrants that he has the authority to execute this Stipulation on behalf of the PBF I Liquidating Trust and bind it to its terms.

8. **Review/No Duress.** Each of the Parties acknowledges that he, she, or it has read all of the terms of this Stipulation, has had an opportunity to consult with counsel of his, her, or

its own choosing or knowingly and voluntarily waived such opportunity, and enters into those terms voluntarily and without duress.

9. **Amendments, Waiver.** This Stipulation may not be terminated, amended, or modified in any way except in a writing signed by all the Parties. No waiver of any provision of this Stipulation shall be deemed to constitute a waiver of any other provision hereof, whether or not similar, nor shall such waiver constitute a continuing waiver.

10. **Assignability.** No Party hereto may assign its rights under this Stipulation without the prior written consent of each of the other Parties hereto.

11. **Successors Bound.** This Stipulation shall be binding upon and inure to the benefit of each of the Parties and their successors and permitted assigns, including any subsequently-appointed trustee of the PBF I Liquidating Trust.

12. **No Third-Party Beneficiary.** The Parties do not intend to confer any benefit by or under this Stipulation upon any person or entity other than the Parties hereto and their respective successors and permitted assigns.

13. **Attorneys' fees and costs.** Each Party shall bear their own attorneys' fees and costs in connection with the negotiation of this Stipulation and motions and orders as may be necessary to obtain the approval of this Stipulation by the Florida Bankruptcy Court; provided that in the event of any litigation between the Parties under this Stipulation or arising as a result of a default under this Stipulation, the prevailing Party shall be entitled to recover reasonable attorneys' fees and costs related thereto, including, but not limited to, those incurred at all trial and appellate levels.

14. **Effective date.** This Stipulation shall be effective upon execution by all of the Parties hereto, subject only to approval of this Stipulation by final, non-appealable order of the

Florida Bankruptcy Court and payment of the Settlement Payment. Upon it becoming effective, this Stipulation shall be binding on the Parties and all of the Parties' successors or assigns.

15. **No effect.** If the Florida Bankruptcy Court does not approve this Stipulation, then the Stipulation shall be of no further force or effect, the Parties shall be restored to their rights as they existed prior to the execution of this Stipulation, and any portions of the Settlement Payment paid by the Transferee to the Liquidating Trustee shall be returned to the Transferee by the Liquidating Trustee. Notwithstanding the foregoing, if the Florida Bankruptcy Court does not approve this Stipulation because any of the Parties has failed to provide the Florida Bankruptcy Court with adequate information to rule on the merits of the Stipulation, the Parties will use their best efforts to seek reconsideration of any order declining to approve the Stipulation, or to file an amended motion to approve the Stipulation.

16. **Controlling law.** This Stipulation shall in all respects be construed in accordance with the laws of the State of Florida applicable to contracts made and to be performed wholly within the State of Florida and by federal law to the extent the same has preempted the laws of the State of Florida.

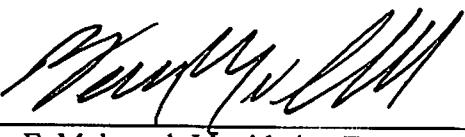
17. **Counterparts.** This Stipulation may be executed in any number of counterparts and by different Parties hereto in separate counterparts, each of which when so executed shall be deemed to be an original and all of which taken together shall constitute one and the same Stipulation. Delivery of an executed counterpart of a signature page to this Stipulation by facsimile shall be effective as delivery of a manually executed counterpart of this Stipulation.

18. **Construction.** This Stipulation shall be deemed to have been jointly drafted by the Parties, and in construing and interpreting this Stipulation, no provision shall be construed

and interpreted for or against any of the Parties because such provision or any other provision of the Stipulation as a whole is purportedly prepared or requested by such Party.

19. **Jurisdiction.** Jurisdiction to enforce the terms of this Stipulation shall rest exclusively with the Florida Bankruptcy Court, and the Parties agree to bring any controversy arising under this Stipulation only in the Florida Bankruptcy Court.

STIPULATED AND AGREED TO BY:


Barry E. Mukamal, Liquidating Trustee

Date: 7/23/19

RayneMark Investments, LLC

By: Mark S. Crossen
Name: MARK S. CROSSEN
Its: MANAGER

Date: July 1, 2019

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-EPK
Case No. 09-36396-EPK
(Jointly Administered)

Debtors.

/

ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION

**(1) TO APPROVE SETTLEMENT WITH RAYNEMARK INVESTMENTS, LLC
AND (2) TO APPROVE PAYMENT OF CONTINGENCY FEE**

THIS CAUSE came before the Court on _____ 2019 at _____ a.m./p.m.

upon the *Liquidating Trustee's Motion (1) to Approve Settlement with RayneMark Investments, LLC; and (2) to Approve Payment of Contingency Fee* [ECF No. _____] ("Motion").¹ The

¹ All capitalized terms not defined in this Order shall have the meaning ascribed to such term as set forth in the Motion.

Court, having reviewed the Motion and is otherwise duly advised in the premises. Accordingly, it is:

ORDERED as follows:

1. The Motion is **GRANTED**.
2. The Settlement is **APPROVED**.
3. The Contingency Fee is approved. The Liquidating Trustee is authorized and directed to make payment of the Contingency Fee without the need of further Court Order promptly upon receipt of the Settlement Payment.
4. The Court retains jurisdiction to enforce or interpret this Order.

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Submitted By:

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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-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.

- **Melissa Alagna** mma@gordichalagna.com, lag@gordichalagna.com
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