

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION
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IN RE:

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.

/

**LIQUIDATING TRUSTEE'S MOTION TO APPROVE THIRD
INTERIM DISTRIBUTION IN PALM BEACH FINANCE PARTNERS, L.P.**

Barry E. Mukamal, in his capacity as liquidating trustee ("*Trustee*") for the Palm Beach Finance Partners Liquidating Trust ("*PBF Trust*"), respectfully requests an Order of the Court approving the third interim distribution in the Palm Beach Finance Partners, L.P. bankruptcy case. In support, the Trustee states:

Background

1. On November 30, 2009, Palm Beach Finance Partners, L.P. ("*PBF*")¹ filed its Voluntary Petition for relief under chapter 11 of the United States Bankruptcy Code [ECF No. 1]. On December 1, 2009, this case was jointly administered with the estate of *In re Palm Beach Finance II, L.P.*, Case No. 09-36396-PGH [ECF No. 19].

2. On January 28, 2010, the Court entered its *Agreed Order Directing Appointment of Chapter 11 Trustee and denying the 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 Trustee as chapter 11 trustee in both estates [ECF No. 107].

¹ PBF together with Palm Beach Finance II, L.P. ("*PBF II*"), shall be referred to as the "*Debtors*."

Jurisdiction and Venue

4. Venue of this case is proper and continues to be proper in this District pursuant to 11 U.S.C. §§ 1408 and 1409.

5. Approval of the Distribution Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O), and this Court has jurisdiction to enter a final order with respect thereto.

Plan of Liquidation

6. On September 3, 2010, the Trustee and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd., filed the *Second Amended Joint Plan of Liquidation of Barry Mukamal, as Chapter II Trustee of Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P., and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd.* [ECF No. 245] (“***Plan of Liquidation***”).

7. On October 21, 2010, this Court entered its *Order Confirming Second Amended Joint Plan of Liquidation* [ECF No. 444] (“***Confirmation Order***”), creating the Liquidating Trusts, appointing Barry E. Mukamal as liquidating trustee and appointing Geoffrey Varga as Trust Monitor. November 1, 2010 was the Plan’s Effective Date. [ECF No. 465].

8. Mr. Varga has resigned as Trust Monitor. See ECF Nos. 3543 and 3551.

9. PBF and PBF II are not substantively consolidated.

The First and Second Interim Distributions

10. On January 11, 2017, the Trustee on behalf of the PBF Trust filed his motion to approve distribution scheme pursuant to 11 U.S.C. § 510(b) and Bankruptcy Rule 9019 [ECF No. 3135]. The Court granted the motion by entering its Findings of Fact and Conclusions of Law dated February 27, 2017 [ECF No. 3178] (“***PBF Distribution Scheme***”).

11. On May 11, 2017, the Trustee filed his Motion to Approve First Interim Distribution in Palm Beach Finance Partners, L.P. [ECF No. 3241], which this Court granted [ECF No. 3260].

12. On January 29, 2019, the Trustee filed his Motion to Approve Second Interim Distribution in Palm Beach Finance Partners, L.P. [ECF No. 3568], which this Court granted [ECF No. 3583].

Relief Requested

13. Article 9.7 of the confirmed Plan of Liquidation provides:

Interim Distributions. Unless otherwise provided in the Plan, the Liquidating Trustee in his discretion may make periodic distributions to the Beneficiaries entitled thereto in accordance with Section 5.1 of the Liquidating Trust Agreements.

14. Although Court approval of Interim Distributions is not required pursuant to Article 9.7 of the confirmed Plan of Liquidation, given the aggregate amount of the distributions and the number of interest holders, in an abundance of caution, the Trustee seeks Court approval of the proposed third interim distribution to ensure that parties in interest have adequate notice and an opportunity to be heard on the Motion. The Trustee reserves the right to make future interim distributions without seeking further approval from the Court pursuant to Article 9.7 of the confirmed Plan of Liquidation.

15. The PBF Trust has approximately \$8,000,000 in cash-on-hand as of June 30, 2019.² The Trustee seeks to make a third interim distribution, applying the approved PBF Distribution Scheme, in the amount of **\$5,000,000.00** (“***Third Interim Distribution***

² See ECF No. 3636, Case No. 09-36379-EPK.

16. The significant amount of the reserve bears some additional explanation. On July 1, 2019, the Minnesota Bankruptcy Court³ presiding over *Kelley v. BMO Harris Bank N.A. as successor to M&I Marshall and Ilsley Bank*, Adv. Case No. 12-4288 entered an Order Granting Plaintiff's Motion for Rule 37 Sanctions for Defendant's Spoliation of Evidence ("Sanctions Order").⁴ The Minnesota Bankruptcy Court ruled as follows:

The Court grants the motion and finds that the actions taken by Defendant warrant sanctions under Federal Rule of Civil Procedure 37(e) for the spoliation of evidence. An adverse inference instruction that Defendant intentionally destroyed and failed to preserve Minnesota email backup tapes that it knew were harmful is appropriate.⁵

17. The Minnesota Bankruptcy Court ruled that BMO Harris Bank intentionally destroyed evidence based on a detailed record with numerous factual findings. Certain of the key factual findings relate specifically to BMO Harris Bank's conduct before this Court in Adversary Case No. 11-3015. That adversary culminated in a 2015 settlement with BMO in the amount of \$16,000,000.⁶ In that adversary, a BMO Harris Bank officer verified a sworn interrogatory response to the Trustee claiming certain significant evidence no longer existed. The Minnesota Bankruptcy Court found that BMO Harris Bank and its Wisconsin legal counsel each "knew this response was false"⁷ and as a result "[BMO] falsified its interrogatory response in the *Palm Beach* case."⁸ BMO Harris Bank has appealed the Sanctions Order to the Minnesota District Court. The Trustee is considering the PBF Trust's potential claims against BMO in connection with the Sanctions Order and any ruling on appeal. The Trustee may have multiple remedies, potentially including rescission of the 2015 settlement agreement. This analysis and the

³ Main Bankruptcy Case: *In re Petters Co., Inc.*, Case No. 08-45257 (U.S. Bankruptcy Court for the D. Minn.).

⁴ ECF No. 353.

⁵ *Id.* at page 2.

⁶ ECF No. 2689.

⁷ Sanctions Order at page 11.

⁸ *Id.* at page 37.

consideration of the various potential remedies has contributed to a delay in the filing of this motion. As a result, while significant, the Trustee believes the amount of the reserve is appropriate under all the circumstances. The Trustee has consulted with the largest stakeholder in the PBF Trust in connection with this issue.

18. The Trustee notes that he previously sought and obtained this Court's approval for a first and second interim distribution in PBF in the amount of \$7,500,000 and \$8,500,000, respectively.

19. Attached as Exhibit 1 is a spreadsheet reflecting those claimants to receive the Third Interim Distribution.

20. The Trustee respectfully requests an Order of the Court approving the Third Interim Distribution as set forth in Exhibit 1 -- and as previously requested in his motion to make the first and second interim distributions -- upon receipt of a fully executed Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and payment address.

21. Attached as Exhibit 2 is a form proposed Order.

WHEREFORE, the Trustee respectfully requests an Order (1) granting this Motion, (2) approving the Third Interim Distribution as set forth on Exhibit 2, (3) requiring any claimant receiving a distribution to fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Trustee, and (4) for such other and further relief as this Court deems just and proper.

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Dated: September 24, 2019.

s/ Michael S. Budwick
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*Attorneys for Barry E. Mukamal,
Liquidating Trustee*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served on September 24, 2019, via the Court's Notice of Electronic Filing upon registered Users listed on the attached Exhibit 3, via Regular U.S. Mail upon the parties listed on the Court's Manual Notice List attached as Composite Exhibit 4, the Court's Matrices in Case No. 09-36379-BKC-PGH and Case No. 09-36396-BKC-PGH attached as Composite Exhibit 5⁹, and those additional addresses set forth on Composite Exhibit 6.

s/ Michael S. Budwick
Michael S. Budwick, Esquire

⁹ "ADDL" means these additional parties served as a courtesy. *See Composite Exhibit 6.*

"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 3 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.

POC No. (Note 1)	Original Category per 510(b) Motion	Revised Category (Note 1)	Claimant	Allowed Claim	§ 510(b) Adjustment Factor	Weighted Allowed Claim	Allocation	Third Interim Distribution
14	A		McKinsey Master Retirement Trust	\$ 19,997,321.00	100%	19,997,321.00	20.61%	\$ 1,030,259.83
7	A		LAB Investments Fund, L.P.	7,340,090.01	100%	7,340,090.01	7.56%	378,160.65
52	A		Agile Safety Variable Fund, L.P.	6,250,000.00	100%	6,250,000.00	6.44%	321,999.33
13	A		Compass Special Situations Fund, LP	4,700,000.00	100%	4,700,000.00	4.84%	242,143.49
5	A		Strategic Stable Return Fund (ID), LP	4,400,000.00	100%	4,400,000.00	4.53%	226,687.53
12	A		Special Situations Investment Fund, L.P.	1,882,500.00	100%	1,882,500.00	1.94%	96,986.20
4	A		Strategic Stable Return Fund II, LP	1,100,000.00	100%	1,100,000.00	1.13%	56,671.88
11	A		Sumnicht Money Masters Fund LP	590,000.00	100%	590,000.00	0.61%	30,396.74
15	A		Security Benefit Life Insurance Company Variable Annuity Account IX ("SBL-DIF")	579,819.00	100%	579,819.00	0.60%	29,872.21
1	A		Fortis Prime Fund Solutions Custodial Services (Ire) Ltd re KBC ac Eden Rock Finance Fund LP	5,498,732.32	100%	5,498,732.32	5.67%	283,294.10
31	A		Carlton Beal Family Trust FBO Barry Beal	4,115,156.00	100%	4,115,156.00	4.24%	212,012.39
8	A		Mosaic Capital Fund LLC	3,000,000.00	100%	3,000,000.00	3.09%	154,559.68
42	A		Carlton Beal Family Trust FBO Spencer Beal	2,976,597.58	100%	2,976,597.58	3.07%	153,353.99
30	A		Barry A Beal	2,615,156.00	100%	2,615,156.00	2.69%	134,732.56
18	A		Lionheart Insurance Fund Series Interests of the SALI Multi-Series Fund, LP	1,800,000.00	100%	1,800,000.00	1.85%	92,735.81
40	A		Beal GST Exemption Trust	1,198,373.08	100%	1,198,373.08	1.23%	61,740.05
41	A		Spencer Beal	1,000,000.00	100%	1,000,000.00	1.03%	51,519.89
38	A		Spencer Evans Beal Family Trust	907,381.76	100%	907,381.76	0.93%	46,748.21
43	A		Lynda K Beal	800,000.00	100%	800,000.00	0.82%	41,215.91
32	A		Keleen H Beal Estate	563,000.00	100%	563,000.00	0.58%	29,005.70
33	A		Nancy C Beal	282,161.00	100%	282,161.00	0.29%	14,536.90
34	A		Robert M. Davenport, Jr.	215,596.05	100%	215,596.05	0.22%	11,107.49
39	A		The Beal Trust U/A 04/17/68	98,765.32	100%	98,765.32	0.10%	5,088.38
37	A		Beal Family Trust FBO Kelly S Beal	50,000.00	100%	50,000.00	0.05%	2,575.99
Equity	A		Bear Stearns Capital Markets Inc. #7	333,333.00	100%	333,333.00	0.34%	17,173.28
Equity	A		John D Bergman	100,000.00	100%	100,000.00	0.10%	5,151.99
54	A		Skybell Select, LP	1,400,000.00	100%	1,400,000.00	1.44%	72,127.85
Equity	A		Beacon Partners LTD	30,000.00	100%	30,000.00	0.03%	1,545.60
50	B	A	Agile Safety Fund (International)	7,818,580.33	100%	7,818,580.33	8.06%	402,812.42
51	B	A	Agile Safety Fund (Master Fund)	2,181,419.67	100%	2,181,419.67	2.25%	112,386.51
CATEGORY "A" - FILED CLAIMS WITH PRE-BANKRUPTCY REDEMPTION REQUESTS OR ALLOWED ORDERS				\$ 83,823,982.12		\$ 83,823,982.12	86.37%	\$ 4,318,602.54
29	B		Golden Gate VP Absolute Return Fund, LP	945,000.00	65%	614,250.00	0.63%	\$ 31,646.09
27	B		Blackpool Absolute Return Fund, LLC	795,904.82	65%	517,338.13	0.53%	26,653.20
26	B		Christopher J. Topolewski, West Capital Management	500,000.00	65%	325,000.00	0.33%	16,743.97

POC No. (Note 1)	Original Category per 510(b) Motion	Revised Category (Note 1)	Claimant	Allowed Claim	§ 510(b) Adjustment Factor	Weighted Allowed Claim	Allocation	Third Interim Distribution
49	B		Calhoun Multi-Series Fund L.P.	225,000.00	65%	146,250.00	0.15%	7,534.78
3	B		Albert Liguori	73,357.84	65%	47,682.60	0.05%	2,456.60
47	B		Lionheart, L.P.	7,000,000.00	65%	4,550,000.00	4.69%	234,415.51
36	B		Robert M. Davenport, Sr.	600,000.00	65%	390,000.00	0.40%	20,092.76
35	B		Amy C. Davenport	280,000.00	65%	182,000.00	0.19%	9,376.62
9	B		Steve Bakaysa	500,000.00	65%	325,000.00	0.33%	16,743.97
	B		CATEGORY "B" - FILED CLAIMS WITH NO REDEMPTION REQUEST PRE-BANKRUPTCY	\$ 10,919,262.66		\$ 7,097,520.73	7.31%	\$ 365,663.50
54	C		Skybell Select, LP	600,000.00	30%	180,000.00	0.19%	\$ 9,273.58
Equity	C		ABN AMRO Fund Services Bank (Cayman) Limited as custodian for Cannonball Stability Fund L.P.	800,000.00	30%	240,000.00	0.25%	12,364.77
Equity	C		Jeffrey B. Markel IRA	348,990.09	30%	104,697.03	0.11%	5,393.98
Equity	C		Freestone Capital Partners, LP	40,000.00	30%	12,000.00	0.01%	618.24
	C		CATEGORY "C" - EQUITY WITH REDEMPTION REQUEST PRE-BANKRUPTCY	\$ 1,788,990.09		\$ 536,697.03	0.55%	\$ 27,650.57
Equity	D		Ozcar Multi-Strategies, LLC Class D#424	13,000,000.00	15%	1,950,000.00	2.01%	\$ 100,463.79
Equity	D		Ozcar Multi-Strategies, LLC Class D#446 (GMB Low Volatility Fund)	11,500,000.00	15%	1,725,000.00	1.78%	88,871.81
Equity	D		Pemco Partners, L.P.	2,000,000.00	15%	300,000.00	0.31%	15,455.97
Equity	D		Sonata Mult-Manager Fund, LP	1,960,346.56	15%	294,051.98	0.30%	15,149.53
Equity	D		Frank Carruth, III	1,750,000.00	15%	262,500.00	0.27%	13,523.97
Equity	D		Citco Global Custody (NA) N.V. as custodian for KBC Financial Products (Cayman Islands) Ltd., as nominee for Wellfleet Income Fund LP, LP	1,500,003.72	15%	225,000.56	0.23%	11,592.00
Equity	D		Freestone Capital Qualified Partners, LP	1,310,000.00	15%	196,500.00	0.20%	10,123.66
Equity	D		Martin C. Casdagli	595,000.00	15%	89,250.00	0.09%	4,598.15
Equity	D		Judith Goldsmith	550,000.00	15%	82,500.00	0.09%	4,250.39
Equity	D		Armadillo Partners, LLC	500,000.00	15%	75,000.00	0.08%	3,863.99
Equity	D		Oasis Absolute Return Fund, L.P.	450,000.00	15%	67,500.00	0.07%	3,477.59
Equity	D		Harvest Investments L.P.	375,000.00	15%	56,250.00	0.06%	2,897.99
Equity	D		Penso Trust Company FBO George C. Slain IRA Account Number SL1AU	327,970.00	15%	49,195.50	0.05%	2,534.55
Equity	D		Theodore Goldsmith	300,000.00	15%	45,000.00	0.05%	2,318.40
Equity	D		EGR Partnership	230,352.06	15%	34,552.81	0.04%	1,780.16
Equity	D		Premier Advisors Fund, LLC	175,000.00	15%	26,250.00	0.03%	1,352.40
Equity	D		Janet C. Bonebrake Living Trust dated 08/17/06	150,000.00	15%	22,500.00	0.02%	1,159.20
Equity	D		Deer Island, LP	125,000.00	15%	18,750.00	0.02%	966.00
Equity	D		Alton R. Opitz IRA	119,975.61	15%	17,996.34	0.02%	927.17

Third Interim Distribution Scheme

POC No. (Note 1)	Original Category per 510(b) Motion	Revised Category (Note 1)	Claimant	Allowed Claim	§ 510(b) Adjustment Factor	Weighted Allowed Claim	Allocation	Third Interim Distribution
Equity	D		Janette Bancroft	68,000.00	15%	10,200.00	0.01%	525.50
Equity	D		Dennis Dobrinich	65,700.00	15%	9,855.00	0.01%	507.73
Equity	D		Toothman Family Trust UAD 2/7/927	50,000.00	15%	7,500.00	0.01%	386.40
Equity	D		Wilbur Hobgood	48,000.00	15%	7,200.00	0.01%	370.94
Equity	D		Randall L. Linkous IRA	32,000.00	15%	4,800.00	0.00%	247.30
Equity	D		Nancy Dobrinich	28,500.00	15%	4,275.00	0.00%	220.25
Equity	D		Mark Prevost IRA	26,100.00	15%	3,915.00	0.00%	201.70
Equity	D		Sandra Linkous IRA	25,000.00	15%	3,750.00	0.00%	193.20
Equity	D		Claude and Zenaida Lestage	16,000.00	15%	2,400.00	0.00%	123.65
CATEGORY "D" - ALLOWED EQUITY INTERESTS (NET INVESTMENT AMOUNT)				\$ 37,277,947.95		\$ 5,591,692.19	5.76%	\$ 288,083.38
GRAND TOTAL - ALLOWED CLAIMS/ INTERESTS				\$ 133,810,182.82		\$ 97,049,892.07	100.00%	\$ 5,000,000.00

Notes:

1) ECF 3351 (AGREED ORDER ON AMENDED MOTION FOR RECONSIDERATION PURSUANT TO FRCP 60(b) [ECF No. 3289]) - The Trustee is directed to reclassify the following claims in the PBFP and PBF II estates from Category B to Category A for distribution purposes:

- a. Allowed Claim 50-1 filed by ASFI in the PBFP estate, and allowed as a general unsecured claim in the amount of \$7,818.580.33 pursuant to ECF No. 2813.
- b. Allowed Claim 51-1 filed by ASMF in the PBFP estate and allowed as a general unsecured claim in the amount of \$2,181,419.67 pursuant to ECF No. 2813.

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.,

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

Debtors.

**ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION TO APPROVE
THIRD INTERIM DISTRIBUTION IN PALM BEACH FINANCE PARTNERS, L.P.**

THIS CAUSE came before the Court on _____, 2019 at _____ a.m./p.m. upon the Liquidating Trustee's Motion to Approve Third Interim Distribution in Palm Beach Finance Partners, L.P. [ECF No. ____] ("Motion"). The Court reviewed the Motion and the Court file and is otherwise duly advised in the premises. Accordingly, it is

ORDERED as follows:

1. The Motion is GRANTED.
2. The Third Interim Distribution in Palm Beach Finance Partners, L.P. as described in the Motion and in the amounts set forth in Exhibit 1 attached thereto is APPROVED.

3. Claimants entitled to receive a distribution must fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Liquidating Trustee, as more fully set forth in the Motion.

4. The Liquidating Trustee is authorized to reserve distributions to any claimants pending receipt of the items set forth in paragraph 3 above.

5. Pursuant to Article 9.4 of the confirmed Plan of Liquidation, No *De Minimis* Distributions, other than in the Final Distribution, no payment of Cash in an amount of less than \$250 shall be required to be made on account of any Allowed Claim.

6. Pursuant to Article 9.6 of the confirmed Plan of Liquidation, Undeliverable Distributions, if the distribution check to any holder of an Allowed Claim or Interest is not cashed within 90 days after issuance by the Liquidating Trustee, a stop payment order shall be given with respect to the check and no further distributions shall be made to such holder on account of such Allowed Claim or Interest. Such Allowed Claim or Interest shall be discharged and the holder of such Allowed Claim or Interest shall be forever barred from asserting such Claim against the Liquidating Trusts, the Liquidating Trustee, the Debtors, their Estates or their respective property. In such cases, any Cash held for distribution on account of such Claim shall

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remain property of the respective Liquidating Trust and be distributed to other Creditors in accordance with the terms of this Plan and the Liquidating Trust Agreements.

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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.

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