

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.,

Debtors.

Chapter 11

CASE NO. 09-36379-EPK

CASE NO. 09-36396-EPK

(Jointly Administered)

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

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

**Background**

1. On November 30, 2009, Palm Beach Finance II, L.P. (“*PBF II*”)<sup>1</sup> 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 Partners, L.P.*, Case No. 09-36379-PGH [ECF No. 9].

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. 27].

3. On January 29, 2010, the United States Trustee appointed the Trustee as chapter 11 trustee in both estates [ECF No. 28].

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<sup>1</sup> PBF II, together with Palm Beach Finance Partners, L.P. (“*PBF I*”), 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 & O), and this Court has jurisdiction to enter a final order.

### **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.* [Case No. 09-36379, ECF No. 245] (“*Plan of Liquidation*”).

7. On October 21, 2010, this Court entered its *Order Confirming Second Amended Joint Plan of Liquidation* [Case No. 09-36379, ECF No. 444] (“*Confirmation Order*”), creating the Liquidating Trusts, appointing Barry E. Mukamal as Trustee and appointing Geoffrey Varga as Trust Monitor. November 1, 2010 was the Plan’s Effective Date. *See* ECF No. 465 in Case No. 09-36379.

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

9. PBF I and PBF II are not substantively consolidated.

### **Previous Interim Distributions**

10. On January 11, 2017, the Trustee on behalf of the PBFII Trust filed his motion to approve distribution scheme pursuant to 11 U.S.C. § 510(b) and Bankruptcy Rule 9019 [ECF

No. 3137]. The Court granted the motion by entering its Findings of Fact and Conclusions of Law dated February 27, 2017 [ECF No. 3179] (“*PBF II Distribution Scheme*”).

11. On December 8, 2017, the Trustee filed his Motion to Approve First Interim Distribution in Palm Beach Finance II Liquidating Trust [ECF No. 3391], which this Court granted [ECF No. 3260]. On January 29, 2019, the Trustee filed his Motion to Approve Second Interim Distribution in Palm Beach Finance II Liquidating Trust [ECF No. 3570], which this Court granted [ECF No. 3584]. On September 24, 2019, the Trustee filed his Motion to Approve Third Interim Distribution in Palm Beach Finance II Liquidating Trust [ECF No. 3660], which this Court granted [ECF No. 3669].

12. The Trustee’s first, second and third interim distributions in PBF II sought approval to make distributions to stakeholders in the amounts of \$24,500,000, \$51,500,000, and \$20,000,000, respectively.

### **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 fourth 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 PBFII Trust has approximately \$27,000,000 in cash-on-hand as of December 31, 2020.<sup>2</sup>

16. Contemporaneous with the filing of this Motion, the Trustee's counsel, Meland Budwick, P.A., is seeking an award of an additional fee as contemplated by its Court-approved fee arrangement.

17. The Trustee seeks to make a fourth interim distribution in PBF II, applying the PBF II Distribution Scheme, in the amount of **\$19,400,000** ("*Fourth Interim Distribution*"). The Trustee in his reasonable discretion believes he should reserve the balance of cash-on-hand for remaining administrative expenses.

18. Attached as Exhibit 1 is a spreadsheet reflecting those stakeholders receiving the Fourth Interim Distribution and the corresponding amounts to be distributed.

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

20. Attached as Exhibit 2 is a form of proposed Order.

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<sup>2</sup> See ECF No. 132, Case No. 09-36396-EPK.

**WHEREFORE**, the Trustee respectfully requests an Order (1) granting this Motion, (2) approving the Fourth Interim Distribution as set forth on Exhibit 1, (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.

**CERTIFICATE OF SERVICE**

**I HEREBY CERTIFY** that a true and correct copy of the foregoing was served on January 29, 2021, via the Court's Notice of Electronic Filing upon registered Users listed on the attached Exhibit 3.

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

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	§ 510(b) Adjustment Factor	Weighted Allowed Claim	% Allocation	Fourth Interim Distribution
16	1.DEBT	Geoff Varga, solely in his capacity as Joint Official Liquidator of Palm Beach Offshore Ltd.	\$ 578,319,885.06			77.48%	\$ 15,030,426.57
15	1.DEBT	Geoff Varga, solely in his capacity as Joint Official Liquidator of Palm Beach Offshore II Ltd.	140,507,868.06			18.82%	3,651,773.43
<b>1.DEBT Total</b>			<b>718,827,753.12</b>			<b>96.30%</b>	<b>18,682,200.00</b>
6	A	LAB Investments Fund LP	6,390,183.35	100%	6,390,183.35	0.26%	50,913.42
30	A	Golden Sun Multi - Manager Fund, LP	5,000,000.00	100%	5,000,000.00	0.21%	39,837.21
4	A	Strategic Stable Return Fund (ID), LP	5,000,000.00	100%	5,000,000.00	0.21%	39,837.21
33	A	Agile Safety Variable Fund, L.P.	4,000,000.00	100%	4,000,000.00	0.16%	31,869.77
32	A	Agile Safety Fund (Master Fund)	5,621,901.32	100%	5,621,901.32	0.23%	44,792.17
3	A	Strategic Stable Return Fund II, LP	1,970,000.00	100%	1,970,000.00	0.08%	15,695.86
29	A	Raymond G. Feldman Family Ventures, L.P.	500,000.00	100%	500,000.00	0.02%	3,983.72
7	A	BNP Private Bank & Trust Cayman Ltd. – ARIS Multi-Strategy Fund, LP Pledge to BNP Paribas Securities Corp.	9,600,000.00	100%	9,600,000.00	0.39%	76,487.44
31	A	HSBC USA Inc.	9,000,000.00	100%	9,000,000.00	0.37%	71,706.98
20	A	JamiScott, LLC	2,837,466.09	100%	2,837,466.09	0.12%	22,607.35
22	A	Claridge Associates, LLC	2,000,000.00	100%	2,000,000.00	0.08%	15,934.88
18	A	Leonard & Lillian Schneider	1,500,000.00	100%	1,500,000.00	0.06%	11,951.16
17	A	Scott Schneider	1,135,031.60	100%	1,135,031.60	0.05%	9,043.30
21	A	BayRoc Associates, LLC	1,000,000.00	100%	1,000,000.00	0.04%	7,967.44
2	A	Ozcar Multi Strategies LLC Class C#232 (Table Mountain	2,500,000.00	100%	2,500,000.00	0.10%	19,918.61
Equity	A	Barry A Beal	1,000,000.00	100%	1,000,000.00	0.04%	7,967.44
8	A	Mosaic Capital Fund, LLC	4,000,000.00	100%	4,000,000.00	0.16%	31,869.77
Equity	A	Carlton Beal Family Trust FBO Barry A Beal	1,000,000.00	100%	1,000,000.00	0.04%	7,967.44
53	A	JDFP Master Fund, LP	1,500,000.00	100%	1,500,000.00	0.06%	11,951.16
34	A	Thomas J Ginley Life Insurance Trust Dtd 1-22-97	576,008.33	100%	576,008.33	0.02%	4,589.31
<b>A</b>			<b>66,130,590.69</b>		<b>66,130,590.69</b>	<b>2.72%</b>	<b>526,891.65</b>
27	B	Blackpool Absolute Return Fund, LLC	1,750,000.00	65%	1,137,500.00	0.05%	9,062.97
26	B	Blackpool Partners, LLC	1,250,000.00	65%	812,500.00	0.03%	6,473.55
28	B	Kenneth Ralston	450,000.00	65%	292,500.00	0.01%	2,330.48
25	B	Maxine Adler - Multiple transferees - See Order	-	65%	-	0.00%	-

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	§ 510(b) Adjustment Factor	Weighted Allowed Claim	% Allocation	Fourth Interim Distribution
25(a)	B	U.C. Davis School of Veterinary Medicine	850,000.00	65%	552,500.00	0.02%	4,402.01
25(b)	B	KAT TNR, Inc.	22,500.00	65%	14,625.00	0.00%	116.52
25(c)	B	Peggy Adams Animal Rescue League of the Palm Beaches,	22,500.00	65%	14,625.00	0.00%	116.52
25(d)	B	Town Cats	45,000.00	65%	29,250.00	0.00%	233.05
25(e)	B	AVDA (Aid to Victims of Domestic Violence)	25,000.00	65%	16,250.00	0.00%	129.47
25(f)	B	Next Door Solutions to Domestic Violence	25,000.00	65%	16,250.00	0.00%	129.47
25(g)	B	Special Olympics Florida	5,000.00	65%	3,250.00	0.00%	25.89
25(h)	B	Special Olympics Northern California, Inc.	5,000.00	65%	3,250.00	0.00%	25.89
1	B	Stephen & Lisa Williams Family Trust dated 12/21/05	1,800,000.00	65%	1,170,000.00	0.05%	9,321.91
	<b>B</b>		<b>6,250,000.00</b>		<b>4,062,500.00</b>	<b>0.17%</b>	<b>32,367.73</b>
Equity	C	ABR Capital Fixed/Option Income Strategic Fund, LP	1,895.64	30%	568.69	0.00%	4.53
Equity	C	Citizen's Bank as custodian for Ocean Gate opportunity Fund,	3,500,000.00	30%	1,050,000.00	0.04%	8,365.81
Equity	C	Genesis Special Opportunity (QP), LP	5,150,000.00	30%	1,545,000.00	0.06%	12,309.70
Equity	C	Genesis Special Opportunity, LP	2,425,000.00	30%	727,500.00	0.03%	5,796.31
Equity	C	Genesis Strategic Investors (QP), LP	10,622,263.98	30%	3,186,679.19	0.13%	25,389.68
Equity	C	Genesis Strategic Investors, LP	7,753,876.49	30%	2,326,162.95	0.10%	18,533.57
Equity	C	Harborlight FAB Fund, LP	1,500,000.00	30%	450,000.00	0.02%	3,585.35
Equity	C	Joel and Nancy Barnett (JTWROS)	1,050,625.47	30%	315,187.64	0.01%	2,511.24
Equity	C	Laulima Partners, LP	2,500,000.00	30%	750,000.00	0.03%	5,975.58
Equity	C	SBIC Income Fund	2,400,000.00	30%	720,000.00	0.03%	5,736.56
Equity	C	Scotiabanc, Inc.	8,814,377.58	30%	2,644,313.27	0.11%	21,068.41
Equity	C	Select Access (Institutional) LLC	900,000.00	30%	270,000.00	0.01%	2,151.21
Equity	C	BNP Paribas Bank & Trust Cayman Limited FBO Guardian Asset Finance Master BV	3,066,000.00	30%	919,800.00	0.04%	7,328.45
Equity	C	ABR Signature Select Insurance Fund Series Interests of the SALI Multi-Series Fund, LP	200,000.00	30%	60,000.00	0.00%	478.05
Equity	C	Ozcar Multi-Strategies, LLC Class C#1 FBO Joe Umbach	10,091,689.28	30%	3,027,506.78	0.12%	24,121.48
Equity	C	Thomas Sandlow	268,138.00	30%	80,441.40	0.00%	640.91
	<b>C</b>		<b>60,243,866.44</b>		<b>18,073,159.93</b>	<b>0.74%</b>	<b>143,996.85</b>
Equity	D	Aegis Capital Fund, LLC	3,000,000.00	15%	450,000.00	0.02%	3,585.35
Equity	D	Deutsche Bank (Cayman) Limited as custodian for ZLP Domestic Investments, LP	3,000,000.00	15%	450,000.00	0.02%	3,585.35

POC No.	Category per 510(b) Motion	Claimant	Allowed Claim	§ 510(b) Adjustment Factor	Weighted Allowed Claim	% Allocation	Fourth Interim Distribution
Equity	D	Frank Carruth III	17,829.38	15%	2,674.41	0.00%	21.31
Equity	D	Judith Ellen Goldsmith	300,000.00	15%	45,000.00	0.00%	358.53
Equity	D	Nancy Caryl Mishkin	200,000.00	15%	30,000.00	0.00%	239.02
Equity	D	Oasis Absolute Return Fund, LP	600,000.00	15%	90,000.00	0.00%	717.07
Equity	D	Pemco Partners, LP	3,000,000.00	15%	450,000.00	0.02%	3,585.35
Equity	D	Quantum Hedge Strategies Fund	1,500,000.00	15%	225,000.00	0.01%	1,792.67
Equity	D	The Gantcher Group	201,502.20	15%	30,225.33	0.00%	240.82
Equity	D	Theodore Goldsmith	350,000.00	15%	52,500.00	0.00%	418.29
	D		<b>12,169,331.58</b>		<b>1,825,399.74</b>	<b>0.07%</b>	<b>14,543.77</b>
<b>GRAND TOTAL - ALLOWED CLAIMS</b>			<b>\$ 863,621,541.83</b>		<b>\$ 90,091,650.36</b>	<b>100.00%</b>	<b>\$ 19,400,000.00</b>



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IN RE:

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

Debtors.

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Chapter 11  
CASE NO. 09-36379-EPK  
CASE NO. 09-36396-EPK  
(Jointly Administered)

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

THIS CAUSE came before the Court on \_\_\_\_, 2021 at \_\_\_\_m. upon the Liquidating Trustee's Motion to Approve Fourth Interim Distribution in Palm Beach Finance II, 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 Fourth Interim Distribution in Palm Beach Finance II, L.P. as described in the Motion and in the amounts set forth in Exhibit 1 attached to the Motion is APPROVED.

**EXHIBIT 2**

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:**

Michael S. Budwick, Esquire

Florida Bar No. 938777

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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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