

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
WEST PALM BEACH DIVISION  
[www.flsb.uscourts.gov](http://www.flsb.uscourts.gov)

In re:

Chapter 11

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

Case No.: 09-36379-PGH  
Case No.: 09-36396-PGH  
(Jointly Administered)

Debtors.

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**LIQUIDATING TRUSTEE'S MOTION TO MODIFY COMPENSATION  
STRUCTURE FOR MELAND RUSSIN & BUDWICK, P.A. AND MANDEL  
& MANDEL LLP NUNC PRO TUNC TO MARCH 10, 2017 [ECF NO. 2197]**

Barry E. Mukamal, in his capacity as liquidating trustee ("*Liquidating Trustee*") of the Palm Beach Finance Partners Liquidating Trust and Palm Beach Finance II Liquidating Trust, 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 10, 2017 modifying the compensation structure for Meland Russin & Budwick, P.A. ("*MR&B*") and Mandel & Mandel LLP approved by the Court in its Order dated March 18, 2014 [ECF No. 2197]. In support, the Liquidating Trustee states as follows:

**General Background**

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. 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].

**Retention of Meland Russin & Budwick, P.A. and Fee Structure**

5. Pursuant to the Court's Order dated February 12, 2010 [ECF No. 121], the Liquidating Trustee employed Michael S. Budwick, Esq. and the law firm of MR&B as his attorneys in these bankruptcy proceedings including related contested matters and adversary proceedings.

6. On July 26, 2010, the Liquidating Trustee filed his *Motion to Approve Hybrid Form of Compensation for MR&B* [ECF No. 193], which this Court granted via an *Order Granting Motion to Approve Hybrid Form of Compensation for MR&B* [ECF No. 223] ("**Compensation Order**").

7. Pursuant to the Compensation Order, for most litigation matters, MR&B is compensated in a hybrid manner: (1) 75% of hourly rates; plus (2) 10% of any affirmative recovery. The adversary proceeding styled *Mukamal v. BMO Harris Bank N.A.*, Adv. Case No. 11-3015-PGH ("**M&I Litigation**"), which concluded in 2015 [*see* ECF No. 2689], was subject to this hybrid fee structure.

8. On November 2, 2011, the Court entered its *Order Granting Liquidating Trustee's Motion to Modify Compensation Structure for Meland Russin & Budwick, P.A. as to Certain Litigation Matters* [Motion: ECF No. 802, and Order: ECF No. 815] ("**Second Compensation Order**"). The Second Compensation Order provides, in pertinent part, that:

With respect to the GECC ... Claims, MR&B shall be compensated as follows: 33% of any affirmative recovery obtained by MR&B with respect to ... the GECC ... Claims, and, in the event of an appeal, MR&B will be entitled to an additional 5% of any affirmative recovery.

With respect to any costs or expenses associated with the GECC ... Claims MR&B will be entitled to one hundred percent (100%) reimbursement of all such costs and expenses incurred and allowed in connection with investigating, and if appropriate, prosecuting ... the GECC ... Claims.

The bankruptcy estates will bear the cost of any consulting or expert witness(es) retained in connection with the GECC ... Claims.

9. The adversary proceeding styled *Mukamal v. General Electric Capital Corporation*, Adv. Case No. 12-1979-PGH (“*GECC Litigation*”), is subject to this pure contingency fee structure.

**Retention of Mandel & Mandel, LLP as Special Co-Counsel**

10. Pursuant to the Court’s *Order Granting Liquidating Trustee’s (I) Motion to Modify Compensation Structure for Meland Russin & Budwick, P.A. as to Two Litigation Matters and (II) Application to Employ David S. Mandel and Mandel & Mandel LLP, nunc pro tunc to February 17 2014* (“*Third Compensation Order*”) [ECF No. 2197], Mr. Mandel and Mandel & Mandel LLP (collectively, “*Mandel & Mandel*”) were approved as special co-counsel with respect to the M&I Litigation and the GECC Litigation.

11. The Third Compensation Order provides in pertinent part with respect to the GECC Litigation<sup>1</sup> that MR&B and Mandel & Mandel are compensated as follows:

- a. As to MRB, prior to the adjudication of all summary judgment motions, MR&B shall receive 27% of any affirmative recovery obtained. After the adjudication of all summary judgment motions, MR&B shall receive 24.75% of any affirmative recovery. In the

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<sup>1</sup> As the M&I Litigation is long concluded, no relief is sought with respect to the compensation structure in that case as the point is moot.

event of an appeal, MR&B shall receive an additional 5% of any affirmative recovery.

- b. As to [Mandel & Mandel], prior to the adjudication of all summary judgment motions, [Mandel & Mandel] shall receive 6% of any affirmative recovery. After the adjudication of all summary judgment motions, [Mandel & Mandel] shall receive 8.25% of any affirmative recovery.

12. The Third Compensation Order further provided that with respect to the GECC Litigation, the estates shall continue to pay any associated costs or expenses, including those of experts and consultants, and that MR&B and Mandel & Mandel shall be reimbursed for any such costs or expenses which they advance or incur.

13. Finally, the Third Compensation Order provided that the 18%/82% Pro Rata Allocation Formula (as defined in the “*Motion and Application*” [ECF No. 2167]) shall apply to the costs of MR&B and Mandel & Mandel with respect to costs in the GECC Litigation.

#### **RELIEF REQUESTED**

14. By mutual agreement between Mandel & Mandel and the Liquidating Trustee, Mandel & Mandel will no longer serve as Special Co-Counsel to the Liquidating Trustee in the GECC Litigation, and MR&B will either perform those obligations in the GECC Litigation previously performed by Mandel & Mandel itself, or will seek the retention of another firm to assist MR&B as Special Co-Counsel to the Liquidating Trustee.

15. Notwithstanding, in light of the work already done by Mandel & Mandel to prepare the GECC Litigation matter for trial, the Liquidating Trustee submits that it is appropriate that Mandel & Mandel retain a reasonably reduced interest in any recovery in the GECC Litigation as described below. Accordingly, the Liquidating Trustee respectfully submits that the compensation structure approved by the Court in its Third Compensation Order needs to be modified.

16. The Liquidating Trustee, MR&B and Mandel & Mandel mutually agree that the following proposed modified compensation structure is appropriate, neutral with respect to impact upon the estates, and should be approved pursuant to the proposed economic terms identified below.

**Proposed Revised Form of Compensation for MR&B and Mandel & Mandel**

17. With respect solely to the GECC Litigation, the Liquidating Trustee requests that the Court modify the compensation of MR&B and Mandel & Mandel as follows:

- a. MR&B shall receive 30% of any affirmative recovery of up to and including a specified amount agreed between the Liquidating Trustee, MR&B and Mandel & Mandel (“*Threshold Amount*”) and 29% of any affirmative recovery over the Threshold Amount.<sup>2</sup>
- b. Mandel & Mandel shall receive 3% of any affirmative recovery of up to and including the Threshold Amount and 4% of any affirmative recovery over the Threshold Amount.

18. The estates shall continue to pay any associated costs or expenses, including those of experts and consultants in the GECC Litigation. MR&B shall be reimbursed for any such costs or expenses which they advance or incur.

**Allocation Between Debtors' Estates**

19. Section 1.76, entitled “Pro Rata Allocation Formula,” of the Second Amended Joint Plan of Liquidation dated September 3, 2010 [ECF No. 245] provides for a *pro rata* 18%/82% allocation formula as between PBF and PBF II, respectively. This Pro Rata Allocation Formula shall apply to the monthly reduced rate invoices submitted by MR&B.

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<sup>2</sup> The Threshold Amount is confidential. As the modification of compensation requested in this Motion is estate neutral, the Threshold Amount is not disclosed in this Motion. The Threshold Amount has or will be disclosed to the Office of the United States Trustee with the understanding that the Threshold Amount will be kept confidential. Of course, the Trustee will disclose the Threshold Amount to the Court if the Court so desires, but would respectfully request that any document or transcript that identifies or describes the Threshold Amount be placed under seal.

20. The Liquidating Trustee believes the proposed revised compensation structure is fair and reasonable and also in the best interest of the estates and their creditors.

21. Importantly, the revised compensation structure is estate neutral, as the total contingency fee will remain the same: 33% through trial and an additional 5% in the event of an appeal.

**WHEREFORE**, the Liquidating Trustee respectfully requests the Court enter an Order (similar in form to the attached Exhibit A) (i) modifying the compensation structure for Meland Russin & Budwick, P.A. and Mandel & Mandel LLP with respect to the GECC Litigation upon the terms and conditions set forth above; and (ii) for all other relief this Court deems just and proper.

Dated: March 31, 2017.

s/ Michael S. Budwick  
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*Attorneys for Liquidating Trustee*

**CERTIFICATE OF SERVICE**

I **HEREBY CERTIFY** that a true and correct copy of the foregoing was served on March 31, 2017, via the Court’s Notice of Electronic Filing upon the Registered Users listed on the attached Exhibit 1, via Regular U.S. Mail upon the parties listed on the Court’s 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 3<sup>3</sup>, and those additional addresses set forth on Composite Exhibit 4.

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

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<sup>3</sup> “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.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
WEST PALM BEACH DIVISION  
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In re:

Chapter 11

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

Case No.: 09-36379-PGH  
Case No.: 09-36396-PGH  
(Jointly Administered)

Debtors.

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**ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION TO MODIFY  
COMPENSATION STRUCTURE FOR MELAND RUSSIN & BUDWICK, P.A. AND  
MANDEL & MANDEL LLP NUNC PRO TUNC TO MARCH 10, 2017 [ECF NO. 2197]<sup>1</sup>**

THIS CAUSE came before the Court on \_\_\_\_\_ at \_\_\_\_\_ upon the *Liquidating Trustee's Motion to Modify Compensation Structure for Meland Russin & Budwick, P.A. and Mandel & Mandel LLP nunc pro tunc to March 10, 2017 ("Motion")* [ECF No. \_\_\_\_]. The Court having reviewed the Court file and having been advised that Mandel & Mandel will no longer serve as special co-counsel to the Liquidating Trustee and that MR&B will either assume the responsibilities Mandel & Mandel had as special co-counsel in the GECC Litigation or engage alternative counsel to assume such responsibilities, and based upon the reasons set forth on the record which are incorporated herein by reference, it is

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



**ORDERED** as follows:

1. The Motion is **GRANTED**, *nunc pro tunc* to March 10, 2017.
2. With respect to the GECC Litigation, MR&B and Mandel & Mandel will be

compensated as follows:

- a. MR&B shall receive 30% of any affirmative recovery of up to and including the Threshold Amount and 29% of any affirmative recovery over the Threshold Amount.
  - b. Mandel & Mandel shall receive 3% of any affirmative recovery of up to and including the Threshold Amount and 4% of any affirmative recovery over the Threshold Amount.
3. All other terms of MR&B's retention not sought to be modified by the Motion

remain unchanged.

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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-PGH****Electronic Mail Notice List**

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~~Manual Notice List for both cases: 09-36379 and 09-36396~~

The following is the list of **parties** who are **not** on the list to receive email notice/service for this case (who therefore require manual noticing/service). You may wish to use your mouse to select and copy this list into your word processing program in order to create notices or labels for these recipients.

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