



ORDERED in the Southern District of Florida on July 26, 2010.

A handwritten signature in black ink that reads "Paul G. Hyman". The signature is written in a cursive style and is positioned above a horizontal line.

**Paul G. Hyman, Chief Judge
United States Bankruptcy Court**

**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-PGH
Case No. 09-36396-PGH
(Jointly Administered)

**ORDER (I) SETTING HEARING TO CONSIDER APPROVAL OF
DISCLOSURE STATEMENT; (II) SETTING DEADLINE FOR
FILING OBJECTIONS TO DISCLOSURE STATEMENT; AND
(III) DIRECTING PLAN PROPONENT TO SERVE NOTICE**

DISCLOSURE HEARING:

August 31, 2010 at 9:30 a.m.

LOCATION:

United States Bankruptcy Court
1515 N Flagler Drive
Room 801 Courtroom A
West Palm Beach

DEADLINE FOR SERVICE OF ORDER, DISCLOSURE STATEMENT AND PLAN:

July 30, 2010 (30 days before Disclosure Hearing)

DEADLINE FOR OBJECTIONS TO DISCLOSURE STATEMENT:

August 24, 2010 (seven days before Disclosure Hearing)

PLAN PROPONENTS:

BARRY MUKAMAL, AS CHAPTER 11 TRUSTEE OF
PALM BEACH FINANCE PARTNERS, L.P. AND PALM BEACH FINANCE II, L.P.
MELAND RUSSIN & BUDWICK, P.A.
3000 Wachovia Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131

Counsel for Barry Mukamal, as Chapter 11 Trustee of the Debtors

AND GEOFFREY VARGA, AS JOINT OFFICIAL LIQUIDATOR
OF PALM BEACH OFFSHORE, LTD. AND PALM BEACH OFFSHORE II LIMITED, LTD.
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-and-

LEVINE KELLOGG LEHMAN SCHNEIDER & GROSSMAN LLP
201 South Biscayne Boulevard
Miami Center – 34th Floor
Miami, Florida 33131

Counsel for Geoffrey Varga, as Joint Official Liquidator
of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd.

A Disclosure Statement and Plan were filed pursuant to 11 U.S.C. §§1121 and 1125 on July 26, 2010 by the plan proponent named above. This order sets a hearing to consider approval of the disclosure statement ("disclosure hearing"), and sets forth the deadlines and requirements relating to the disclosure statement provided in the Bankruptcy Code, Bankruptcy Rules and Local Rules of this court.

The disclosure statement is on file with the court, and may be accessed electronically or you may obtain a copy at your expense from the clerk or view a copy at the public terminals in the clerk's office. Copies also may be obtained from the plan proponent by written request, pursuant to paragraph 3(B) of this order.

1. HEARING TO CONSIDER APPROVAL OF DISCLOSURE STATEMENT

The court has set a hearing to consider approval of the disclosure statement for the date and time indicated above as "DISCLOSURE HEARING". The disclosure hearing may be continued to a future date by notice given in open court at the disclosure hearing. At the disclosure hearing, the court will consider the disclosure statement, and any

modifications or objections to it.

2. DEADLINE FOR OBJECTIONS TO DISCLOSURE STATEMENT

The last day for filing and serving objections to the disclosure statement is indicated above as “DEADLINE FOR OBJECTIONS TO DISCLOSURE STATEMENT”. Objections to the disclosure statement shall be filed with the court and served on (i) the debtor; (ii) the plan proponent (if other than the debtor); (iii) all committees that have been appointed; (iv) any chapter 11 trustee or examiner that has been appointed; and (v) the U.S. Trustee. Pursuant to Local Rule 3017-1(A), any objecting party shall confer with the plan proponent's counsel at least three business days before the disclosure hearing in an effort to resolve any objections to the disclosure statement.

3. PLAN PROPONENT TO SERVE NOTICE

(A) On or before the date indicated above as “DEADLINE FOR SERVICE OF ORDER, DISCLOSURE STATEMENT AND PLAN”, the Plan Proponent shall serve a copy of this order on (i) all creditors; (ii) all equity security holders; (iii) all persons who have requested notice; and (iv) all other interested parties, pursuant to Bankruptcy Rules 2002, and 3017 (including those entities as described in Bankruptcy Rule 3017(f)), and Local Rule 3017-1(B) and including those on a Master Service List required to be filed pursuant to Local Rule 2002-1(H). The plan proponent shall file a certificate of service as required under Local Rule 2002-1(F).

(B) On or before the date indicated above as “DEADLINE FOR SERVICE OF ORDER, DISCLOSURE STATEMENT AND PLAN”, the plan proponent shall serve a copy of the disclosure statement and plan, together with this order, on (i) the debtor; (ii) all committees that have been appointed; (iii) any chapter 11 trustee or examiner that has been appointed; (iv) the Securities and Exchange Commission; (v) the Internal Revenue

Service; (vi) the U.S. Trustee; and (vii) any party in interest who requests in writing a copy of the disclosure statement and plan, pursuant to Bankruptcy Rule 3017(a), and Local Rule 3017-1(B).

The plan proponent shall file a certificate of service as required under Local Rule 2002-1(F).

If the plan proponent does not timely comply with any of the requirements of this order, the court may impose sanctions at the disclosure hearing without further notice, including dismissal, conversion of the case to chapter 7, or the striking of the plan. The court will also consider dismissal or conversion at the disclosure hearing at the request of any party that has requested such relief in a timely filed objection or on the court's own motion.

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Submitted by:

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