



ORDERED in the Southern District of Florida on **January 27, 2011.**

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

**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.,
a Delaware limited partnership, *et al.*,¹

Case No. 09-36379-BKC-PGH

Debtors.

Jointly Administered

**ORDER GRANTING
LIQUIDATING TRUST MONITOR'S APPLICATION
FOR APPROVAL OF EMPLOYMENT OF REED SMITH LLP
AS GENERAL COUNSEL, *NUNC PRO TUNC* TO NOVEMBER 1, 2010**

THIS MATTER came before the Court at a duly noticed hearing on January 25, 2011 at 2:00 p.m. upon the *Liquidating Trust Monitor's Application for Approval of Employment of Reed Smith LLP as General Counsel, Nunc Pro Tunc to November 1, 2010* (the "Application") filed by Geoffrey Varga, the Joint Official Liquidator for Palm Beach Offshore, Ltd. and Palm Beach

¹ The address and last four digits of the taxpayer identification number for each of the Debtors follows in parenthesis: (i) Palm Beach Finance Partners, L.P., 3601 PGA Blvd., Suite 301, Palm Beach Gardens, FL 33410 (TIN 9943); and (ii) Palm Beach Finance II, L.P., 3601 PGA Blvd., Suite 301, Palm Beach Gardens, FL 33410 (TIN 0680).

Offshore II, Ltd., in his capacity as the Liquidating Trust Monitor for Palm Beach Finance II, L.P. (the "Monitor") [ECF No. 504]. The Application seeks entry of an Order, pursuant to the confirmed Plan, Liquidating Trust Agreement for Palm Beach Finance II, L.P. (the "PBF II Liquidating Trust Agreement") and 11 U.S.C. §327(a), authorizing the Monitor to employ and retain Edward J. Estrada, Esq. and Reed Smith LLP ("Reed Smith") as general counsel to the Monitor; and upon the Affidavit of Edward J. Estrada (the "Estrada Affidavit"), and it appearing to the Court that representations have been made in the Application and in the Estrada Affidavit sufficient to demonstrate that said attorneys neither hold nor represent any interest adverse to the Debtors, the Debtors' estates, creditors, the Liquidating Trusts and their Beneficiaries or other interested parties, that they are disinterested persons as that term is defined under Section 101(14) of the Bankruptcy Code, that Reed Smith's employment is necessary and would be in the best interests of the Debtors' estates, creditors, the Liquidating Trusts and their Beneficiaries, that all connections to the Debtors, creditors, Beneficiaries or any other parties in interest have been sufficiently disclosed, that proper and adequate notice has been given and that no other or further notice is necessary; upon the record herein and after due deliberation thereon, the relief should be granted as set forth below. Accordingly, it is

ORDERED as follows:

1. The Application is GRANTED;
2. Pursuant to the confirmed Plan, PBF II Liquidating Trust Agreement and Section 327(a) of the Bankruptcy Code, the Monitor is authorized to employ and retain Edward J. Estrada, Esq. and the law firm of Reed Smith as its general counsel *nunc pro tunc* to November 1, 2010 in accordance with the terms and conditions set forth in the Application.

3. Edward J. Estrada, Esq. and Reed Smith are authorized to render professional services to the Monitor as set forth in the Application.

4. Reed Smith shall be compensated in accordance with the confirmed Plan and PBF II Liquidating Trust Agreement (summarized and defined in the Application as the Liquidating Trust Compensation Provisions). Reed Smith shall, otherwise, seek final approval of fees and expenses previously paid by the Liquidating Trustee in accordance with applicable provisions of the Bankruptcy Code including Sections 327 and 330, the Bankruptcy Rules, the Local Rules, the Court's Orders and procedures and the Office of the United States Trustee's guidelines.

5. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

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Submitted by:

Robin J. Rubens, Esq.
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Copies to:

Robin J. Rubens, Esq. (Attorney Rubens shall serve a copy of this Order on all interested parties upon receipt and shall file a Certificate of Service reflecting such service).