



ORDERED in the Southern District of Florida on August 11, 2011.

**Paul G. Hyman Jr., 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 THE APPLICATION FOR APPROVAL OF
EMPLOYMENT OF REED SMITH LLP AS SPECIAL COUNSEL TO
THE LIQUIDATING TRUSTEE, NUNC PRO TUNC TO NOVEMBER 1, 2010**

THIS MATTER came before the Court at a duly noticed hearing on August 9, 2011, at 10:00 a.m. upon the *Application for Approval of Employment of Reed Smith LLP, as Special*

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).

Counsel to the Liquidating Trustee, Nunc Pro Tunc to November 1, 2010 (the "Application") filed by Barry Mukamal, as Liquidating Trustee ("Liquidating Trustee") of the Palm Beach Finance Partners Liquidating Trust ("PBF Liquidating Trust") and of the Palm Beach Finance II Liquidating Trust (the "PBF II Liquidating Trust" and together with the PBF Liquidating Trust, the "Liquidating Trusts"), [ECF No. 663]. The Application seeks entry of an Order, pursuant to the confirmed Plan, Liquidating Trust Agreements for Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P. (collectively, the "Liquidating Trust Agreements") and 11 U.S.C. §327(e), Fed. R. Bankr. P. 2014 and Local Rule 2014-1, authorizing the Liquidating Trustee to employ and retain Ann V. Kramer ("Ms. Kramer") and the law firm of Reed Smith LLP ("Reed Smith") (collectively, the "Applicant") as special counsel to the Liquidating Trustee for insurance-related legal matters; and upon the Affidavit of Ann V. Kramer (the "Kramer Affidavit"), and it appearing to the Court that representations have been made in the Application and in the Kramer Affidavit sufficient to demonstrate that said attorneys neither hold nor represent any interest adverse to interest adverse to the Debtors, the Debtors' estates, creditors, the Liquidating Trusts and their Beneficiaries or other interest parties with respect to the matters on which the Applicant is to be engaged as required by section 327(e), 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, the Liquidating Trust Agreements and Section 327(e) of the Bankruptcy Code, the Liquidating Trustee is authorized to employ and retain Ann V. Kramer and the law firm of Reed Smith as its special counsel for insurance-related legal matters *nunc pro tunc* to November 1, 2010 in accordance with the terms and conditions set forth in the Application.
3. Reed Smith is authorized to render professional services to the Liquidating Trustee as set forth in the Application.
4. Reed Smith shall be compensated in accordance with the Application, the confirmed Plan and the Liquidating Trust Agreements. 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, 328 and 330, the Bankruptcy Rules, the Local Rules, the Court's Orders and procedures and the Office of the United States Trustee's guidelines.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

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

###

Submitted by:

Michael S. Budwick, Esquire
Florida Bar No. 938777
mbudwick@melandrussin.com
MELAND RUSSIN & BUDWICK, P.A.
3000 Southeast Financial Center
200 South Biscayne Boulevard
Miami, Florida 33131
Telephone: (305) 358-6363
Telecopy: (305) 358-1221
Attorneys for Liquidating Trustee

Copies to:

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