

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., Case No. 09-36379-PGH
PALM BEACH FINANCE II, L.P., Case No. 09-36396-PGH
(Jointly Administered)
Debtors.

**CHAPTER 11 TRUSTEE, BARRY E. MUKAMAL'S, APPLICATION TO
EMPLOY MELAND RUSSIN & BUDWICK, P.A. AS COUNSEL**

The Chapter 11 Trustee, Barry E. Mukamal (the "*Trustee*") files this Application for Employment of Meland Russin & Budwick, P.A. ("*MR&B*") as counsel for the Trustee in both estates, and in support states as follows:

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157. Venue is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.

2. On November 30, 2009, Palm Beach Finance Partners, L.P. (the "*Debtor*") filed its voluntary petition under Chapter 11 of the United States Bankruptcy Code [D.E. 1]. On December 1, 2009, this case was jointly administered with the estate of *In re Palm Beach Finance II, L.P.*, Case No. 09-36396-PGH [D.E. 19].

3. 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 [D.E. 100].

4. On January 29, 2010, the United States Trustee appointed the Trustee in both estates [D.E. 107].

5. The Trustee desires to employ Michael S. Budwick, Esquire and the law firm of MR&B as his attorneys in these bankruptcy proceedings and any related contested matters and adversary proceedings.

6. The Trustee believes that the attorneys are qualified to practice in this Court and are qualified to advise the Trustee on his relations with, and responsibilities to, the creditors and other interested parties in this case.

7. The professional services the attorney and MR&B will render are summarized as follows:

a. To give advice to the Trustee with respect to his powers and duties as the Trustee in this case;

b. To advise the Trustee with respect to issues including approval of any disclosure statement which may be filed, confirmation of any plan which may be filed, alternatives to the reorganization process, avoidance actions, litigation, and other pertinent matters;

c. To prepare motions, pleadings, orders, applications, adversary proceedings, and other legal documents necessary in the case;

d. To protect the interests of the Trustee in all matters pending before the Court;

e. To represent the Trustee in negotiations with parties in interest in connection with a plan.

8. To the best of undersigned's knowledge, MR&B does not have any connection with

the Debtors or other parties in interest or their respective attorneys and has not represented any interest adverse to the Estate, except as set forth in the attached affidavit.

9. Attached to this Motion is the proposed attorney's affidavit demonstrating Michael S. Budwick and MR&B are disinterested as required by 11 U.S.C. § 327(a) and a verified statement as required under Federal Rule of Bankruptcy Procedure 2014.

WHEREFORE, the Trustee respectfully requests that this Court grant the application, and enter an Order authorizing retention of Michael S. Budwick and the law firm of MR&B, on a general retainer, pursuant to 11 U.S.C. § 327 and § 330 *nunc pro tunc* to February 2, 2010.

By: s/ Barry E. Mukamal
Barry E. Mukamal, as
Chapter 11 Trustee for the Debtors

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing document was mailed via U.S. Regular Mail to all parties on the attached Master Service List on February 4, 2010.

s/ Michael S. Budwick
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UNITED STATES BANKRUPTCY COURT
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In re: CHAPTER 11
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PALM BEACH FINANCE II, L.P., Case No. 09-36396-PGH
Debtors. (Jointly Administered)

AFFIDAVIT OF PROPOSED ATTORNEY FOR CHAPTER 11 TRUSTEE

STATE OF FLORIDA)
)ss.
COUNTY OF MIAMI-DADE)

Michael S. Budwick, being duly sworn, says:

1. I am an attorney admitted to practice in the State of Florida, in the United States District Court of the Southern District of Florida and the United States Bankruptcy Court of the Southern District of Florida.

2. I am a shareholder with the law firm of Meland Russin & Budwick, P.A., with offices located at 200 South Biscayne Boulevard, Suite 3000, Miami, Florida 33131.

3. No attorney in our firm holds a direct or indirect equity interest in the Debtors, including stock or stock warrants, or has a right to acquire such an interest.

4. No attorney in our firm is or has served as an officer, director or employee of the Debtors.

5. No attorney in our firm is in control of the Debtors or is a relative of a general partner, director, officer or person in control of the Debtors.

6. No attorney in our firm is a general or limited partner of a partnership in which the

Debtors is also a general or limited partner.

7. No attorney in our firm is or has served as an officer, director or employee of a financial advisor that has been engaged by the Debtors in connection with the offer, sale or issuance of a security of the Debtors.

8. No attorney in our firm has represented a financial advisor of the Debtors in connection with the offer, sale or issuance of a security of the Debtors.

9. Except as forth herein, no attorney in our firm has had or presently has any connection with the captioned Debtors or the estates on any matters in which the firm is to be engaged.

10. Neither I nor the firm represent any interest adverse to the Debtors, the Estates or the Trustee, and we are disinterested persons as required by 11 U.S.C. § 327(a).

11. Neither I nor the firm have any connection with the Debtors, creditors, any other party in interest, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee as required by F.R.B.P. 2014, except as follows:

- a. Peter D. Russin, Esquire and the firm represents Barry E. Mukamal, as plan administrator of the reorganized bankruptcy estate of Florida Development Associates, Ltd. and as Defendant in that certain action originally commenced in the State of Florida, Circuit Court of the 11th Judicial Circuit in and for Miami-Dade County, Florida, as Case No. 09-48033 CA 09 which is pending removal to the United States Bankruptcy Court, Southern District of Florida, Miami Division, Adversary Case No. 10-02124-AJC.
- b. Daniel N. Gonzalez, Esquire, myself and the firm represent Barry E. Mukamal, as Chapter 7 Trustee in *In re All Star Mortgage Financial Corp.*, Case No.


07-15984-BKC-AJC and *In re Alec's Camper Center, Inc. d/b/a Alec's Truck Accessories d/b/a Alce's Truck Trailer & Mower*, Case No. 09-28087-LMI. The firm has also represented Mr. Mukamal in his capacity as a Chapter 7 trustee in other matters in the past that are no longer pending.

- c. In addition, clients of my firm on occasion have retained the services of Marcum Rachlin as an accounting expert.

All of the above matters are wholly unrelated to Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P.,

12. Except for the continuing representation of the Chapter 11 Trustee, neither I nor the firm has or will represent any other entity in connection with this case and neither I nor the firm will accept any fee from any other party or parties in this case except the Debtor's Estates in accordance with the applicable provisions of the Bankruptcy Code.

FURTHER AFFIANT SAYETH NOT.



MICHAEL S. BUDWICK

Sworn to and Subscribed before me this
4 day of February, 2010.

Notary Public, State of Florida

My Commission Expires:

