

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-BKC-PGH  
a Delaware limited partnership, *et al.*,<sup>1</sup>  
Debtors. Jointly Administered

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**THIRD SUPPLEMENTAL DECLARATION OF PAUL A. AVRON ON  
BEHALF OF BERGER SINGERMAN, P.A. AS PROPOSED COUNSEL  
FOR DEBTORS-IN-POSSESSION**

1. I am Paul A. Avron. I am an attorney of the law firm of Berger Singerman, P.A. (“Berger Singerman”). I make this supplemental declaration (the “Third Supplemental Declaration”) in support of the *Debtors’ Application for Approval, on an Interim and Final Basis, of the Employment of Berger Singerman, P.A. as Counsel for the Debtors Nunc Pro Tunc to the Petition Date* (D.E. 6), and to provide further information in respect of my *Second Supplemental Declaration of Paul A. Avron on Behalf of Berger Singerman, P.A. as Proposed Counsel for Debtors-in-Possession* (the “Second Supplemental Declaration”) (D.E. 45) as requested by the Office of the U.S. Trustee, and state:

2. Douglas Kelley was appointed Receiver in connection with an action pending before the U.S. District Court, District of Minnesota (the “District Court”), Case No. 08-SC-5348

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<sup>1</sup> 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).

(ADM/JSM) (the "Receivership Proceeding"). In connection with the representation by Berger Singerman of Mr. Kelley, in his capacity as Receiver over certain entities and persons identified in the Second Supplemental Declaration, Berger Singerman was retained pursuant to an engagement letter dated October 13, 2008 and received (i) a retainer of \$5,000 on November 17, 2008, which retainer it continues to hold today, and (ii) payments for services rendered between October 11, 2008 and February 11, 2009 in the amounts of (a) \$2,951.53 on March 31, 2009, and (b) \$990.80 on October 27, 2009. The source of the retainer and payments received by Berger Singerman was Central America Holding, LLC ("CAH") whose manager was Thomas J. Petters and which entity became one of several entities over which Mr. Kelley was appointed Receiver in respect of the Receivership Proceeding. Mr. Kelley did not seek approval of the District Court to retain Berger Singerman in the Receivership Proceeding. In connection with its representation of Mr. Kelley, in his capacity as Receiver, Berger Singerman was not owed any monies for fees or reimbursement of expenses as of November 30, 2009, the date the Debtors filed their Chapter 11 cases, nor is Berger Singerman owed any money as of the date of the submission of this Third Supplemental Declaration.

3. CAH is not one of the Petters-related debtors before the U.S. Bankruptcy Court, District of Minnesota (the "Bankruptcy Court"), Lead Case No. 08-45257 (the "Bankruptcy Proceeding"). Mr. Kelley, in his capacity as Chapter 11 Trustee, did not seek approval of the Bankruptcy Court to retain Berger Singerman in the Bankruptcy Proceeding

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4. This concludes my Third Supplemental Declaration.

**28 U.S.C § 1746 Declaration**

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge. Executed on December 21, 2009.

  
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PAUL A. AVRON