

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

Jointly Administered

Debtors.

**SUMMARY OF FIRST POST-CONFIRMATION APPLICATION FOR
ALLOWANCE AND REIMBURSEMENT OF EXPENSES INCURRED BY
REED SMITH LLP, AS SPECIAL COUNSEL TO THE LIQUIDATING TRUSTEE**

1. Name of applicant: Reed Smith LLP
2. Role of applicant: Special Counsel to the Liquidating Trustee
3. Name of certifying professional: Edward J. Estrada, Esq.
4. Date case filed: November 30, 2009
5. Date of application for employment: July 21, 2011
6. Date of order approving employment: August 11, 2011, *nunc pro tunc* to
November 1, 2010
7. Date of Disclosure of Compensation (FRBP 2016): N/A
8. Date of this Application: December 28, 2012
9. Dates of Services Covered: November 1, 2010 through September 30, 2012

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).

Fees Requested

10. Total fees requested for this period	\$0.00
11. Balance remaining in fee retainer account, not yet awarded	\$0.00
12. Fees paid or advanced for this period, by other sources	N/A
13. Net Amount of Fees Requested	\$0.00

Expenses Requested

14. Total expense reimbursement requested	\$11,021.36
15. Balance remaining in expense retainer account, not yet received	N/A
16. Expenses paid or advanced for this period, by other sources	N/A
17. Net Amount of Expense Reimbursements Requested	\$11,021.36
18. Gross award requested for this period (#10 + #14)	\$11,021.36
19. Net award requested for this period (#13 + #17)	\$11,021.36
20. If <u>Final Fee Application</u>, amounts of net awards requested in interim Applications, but <u>not previously awarded</u> (total from History of Fees and Expenses):	
21. Final fee and expense award requested (#20 + #21)	\$11,021.36

History of Fees and Expenses

1. Dates, sources, and amounts of retainers received: N/A
2. Dates, sources and amounts of third party payments received during the period:

Dates	Sources	Amounts	Fees or Costs?	Description	Period
12/03/12	Barry E. Mukamal, as Liq. Trustee	\$1,983.84	Fees	18% due by Palm Beach Finance Partners, L.P.	Through September 30, 2012
12/03/12	Barry E. Mukamal, as Liq. Trustee	\$9,037.52	Fees	82% due by Palm Beach Finance II, L.P.	Through September 30, 2012

3. Prior fee and expense awards: N/A

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REED SMITH LLP, AS SPECIAL COUNSEL TO THE LIQUIDATING TRUSTEE**

Reed Smith LLP (the “Firm” or the “Applicant”), as special counsel for 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, respectfully makes this application (the “Application”) for entry of an order, pursuant to 11 U.S.C. §330, 331, 503(b)(2), the Confirmation Order¹ and the Liquidating Trust Agreements for the Palm Beach Finance Partners and Palm Beach Finance II Liquidating Trusts, allowing and awarding to the Firm, as an administrative expense, the total amount of \$11,021.36 for actual and necessary expenses incurred through September 30, 2012 (the “Application Period”).

Pursuant to Section 7.1.11 of the *Second Amended Joint Plan of Liquidation of Barry Mukamal, as Chapter 11 Trustee of Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P., and Geoffrey Varga, as Joint Official Liquidator for Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd.* (the “Plan”), and the Liquidating Trust Agreements authorized

¹ Capitalized terms not defined herein shall have the meaning given such terms in the Plan, as defined below.

thereunder, professionals retained by the Liquidating Trustee are authorized to receive monthly interim compensation for fees and expenses incurred in carrying out their duties consistent with the Plan and Liquidating Trust Agreements from Trust Assets of the Liquidating Trusts, as long as: (i) notice of the fees and expenses are provided on a monthly basis to the Liquidating Trustee and U.S. Trustee; (ii) no written objections to the fees and expenses sought are received within 10 business days (if objections to the fees and expenses are timely made and cannot be resolved amicably, the Court is to hear and resolve the objections); and (iii) professionals submit applications to the Court for final approval of reimbursement of fees and expenses previously paid to them, no less than once every four (4) months. The Firm has already received payment from the Liquidating Trustee for the actual and necessary expenses incurred during the Application Period and makes this Application to obtain final allowance of the expenses already paid.

I. JURISDICTION

This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334, and the Court's retained jurisdiction pursuant to the Confirmation Order. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. This matter is core pursuant to 28 U.S.C. § 157(b)(2). The statutory predicate for the relief sought herein is sections 330, 331 and 503(b)(2) of the Bankruptcy Code.

II. INTRODUCTION

A. Request For Attorneys' Fees And Reimbursement of Expenses

In this Application, the Firm requests final allowance for the reimbursement of expenses already paid in the amount of \$11,021.36.

B. Retainer Paid To The Firm

None.

C. The Exhibits To This Fee Application

There are a total number of 4 exhibits attached to this Application. The exhibits are as follows:

EXHIBIT NO.

Exhibit 1	Certification
Exhibit 2	Contemporaneous Expense Records

III. BACKGROUND

1. On November 30, 2009 (the "Petition Date"), Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P. (the "Debtors") commenced these bankruptcy cases by each filing a voluntary petition for relief under Chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of Florida, West Palm Beach Division.

2. On January 28, 2010, in connection with motions filed by the U.S. Trustee for the Southern District of Florida (the "U.S. Trustee") and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd. (the "JOL"), the Court entered an order granting the motion to appoint a Chapter 11 trustee and directed the U.S. Trustee to appoint a Chapter 11 trustee. On or about January 29, 2010, the U.S. Trustee selected Barry Mukamal as the Chapter 11 trustee of the Debtors (the "Chapter 11 Trustee"). This selection was approved on February 2, 2010 by Order of the Court.

3. On August 27, 2010, the Chapter 11 Trustee and the JOL, as co-plan proponents, filed their Amended Disclosure Statement and First Amended Plan, and, on September 3, 2010,

the Plan Proponents filed their Second Amended Disclosure Statement and the Second Amended Plan (the "Plan").

4. On October 21, 2010, following a hearing on October 19, 2010, the Court entered an order confirming the Plan.

5. Pursuant to the Plan, on the Effective Date of the Plan, the Chapter 11 Trustee, on behalf of the Debtors and the Beneficiaries, executed the Liquidating Trust Agreements thereby establishing the Liquidating Trusts for the estates of each of the Debtors.

6. Pursuant to the Plan, Barry Mukamal was appointed the Liquidating Trustee with the power and authority set forth in the Liquidating Trust Agreements, subject only (in the case of the PBF II Liquidating Trust Agreement) to the power and authority granted to the Monitor in the Plan and the PBF II Liquidating Trust Agreement. Pursuant to the Plan, Geoffrey Varga, as JOL, was appointed the Monitor with the power and authority set forth in the PBF II Liquidating Trust Agreement.

7. Pursuant to the Plan, the PBF Liquidating Trustee shall oversee and direct the PBF Liquidating Trust's operations and activities, including the retention of counsel.

1. On July 21, 2011, the Liquidating Trustee filed the Application for Approval of Employment of Reed Smith LLP as Special Counsel to the Liquidating Trustee, *nunc pro tunc* to November 1, 2010 (the "Retention Application") [ECF. No. 663]. On August 8, 2011, the Court entered an 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, pursuant to the terms of the Retention Application [ECF No. 693].

2. Pursuant to Section 7.1.11 of the Plan, professionals retained by the Liquidating Trustee and Monitor are authorized to receive monthly interim compensation for fees and expenses incurred in carrying out their duties consistent with the Plan and Liquidating Trust Agreements from Trust Assets of the Liquidating Trusts, as long as: (i) notice of the fees and expenses are provided on a monthly basis to the Liquidating Trustee and U.S. Trustee; (ii) no written objections to the fees and expenses sought are received within 10 business days (if objections to the fees and expenses are timely made and cannot be resolved amicably, the Court is to hear and resolve the objections); and (iii) professionals submit applications to the Court for final approval of reimbursement of fees and expenses previously paid to them, no less than once every four (4) months.

3. Pursuant to Section 7.1.11 of the Plan, on November 9, 2012, the Firm submitted to the Liquidating Trustee and the U.S. Trustee its invoice for services rendered to the Liquidating Trustee through September 30, 2012 in the amount of \$11,021.36. No objection to the requested costs was lodged. Accordingly, \$11,021.36 has been paid to the Firm for costs incurred on behalf of, the Liquidating Trustee through September 30, 2012.

4. By this Application, the Firm seeks final allowance of payments already received for expenses incurred in representing the Liquidating through September 30, 2012 in the amount of \$11,021.36.

IV. SUMMARY OF SERVICES RENDERED BY THE FIRM TO THE ESTATE

During the Application Period, the Firm incurred necessary and actual expenses in the amount of \$11,021.36 in connection with the various services the Firm rendered as special counsel for certain insurance-related legal issues on behalf of the Liquidating Trustee.

V. ALLOWANCE AND EVALUATION OF SERVICES RENDERED BY THE FIRM

Section 330(a) of the Bankruptcy Code provides, in relevant part:

- (a)(1) After notice to the parties in interest and the United States trustee and a hearing, and subject to sections 326, 328, and 329, the court may award to a trustee, an examiner, a professional person employed under Section 327 or 1103—
 - (A) reasonable compensation for actual, necessary services rendered by the trustee, examiner, professional person, or attorney and by any paraprofessional person employed by any such person; and
 - (B) reimbursement for actual, necessary expenses.
- (2) The court may, on its own motion or on the motion of the United States Trustee, the United States Trustee for the District or Region, the trustee for the estate, or any other party in interest, award compensation that is less than the amount of compensation that is requested.
- (3) In determining the amount of reasonable compensation to be awarded, the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including—
 - (A) the time spent on such services;
 - (B) the rates charged for such services;
 - (C) whether the services were necessary to the administration of, or beneficial at the time at which the service was rendered toward the completion of, a case under this title;
 - (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed; and
 - (E) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

- (4)(A) Except as provided in subparagraph (B), the court shall not allow compensation for –
- (i) unnecessary duplication of services; or
 - (ii) services that were not –
 - (I) reasonably likely to benefit the Debtors' estate; or
 - (II) necessary to the administration of the case.
- (B) In a chapter 12 or chapter 13 case in which the Debtors is an individual, the court may allow reasonable compensation to the Debtors' attorney for representing the interests of the Debtors in connection with the bankruptcy case based on a consideration of the benefit and necessity of such services to the Debtors and the other factors set forth in this section.
- (5) The court shall reduce the amount of compensation awarded under this section by the amount of any final compensation awarded under §331, and, if the amount of such final compensation exceeds the amount of compensation awarded under this section, may order the return of the excess to the estate.
- (6) Any compensation awarded for the preparation of a fee application shall be based on the level and skill reasonably required to prepare the application.

The Applicant believes that the requested reimbursement of the actual and necessary expenses incurred in the amount of \$11,021.36 is reasonable considering the factors to be applied under 11 U.S.C. §330(a)(1).

The foregoing description of the actual and necessary expenses incurred by the Firm together with the more detailed description of expenses set forth in the attached exhibit, describe the nature and extent of the expenses incurred by the Firm to the Liquidating Trustee for the benefit of the bankruptcy estate during the Application Period.

VI. CONCLUSION

For the foregoing reasons, the Firm respectfully requests that the Court enter an Order

allowing and awarding the Firm, as an administrative expense, \$11,021.36 for reimbursement of actual and necessary expenses incurred by the Firm.

Dated: December 28, 2012

Respectfully submitted,

REED SMITH LLP

By: /s/ Edward J. Estrada
Edward J. Estrada, Esq.
599 Lexington Avenue, 22nd Floor
Telephone: 212-521-5400
Facsimile: 212-521-5450
E-mail: eestrada@reedsmith.com

Exhibit 1

Affidavit in Support of Certification

STATE OF NEW YORK)
) SS:
COUNTY OF NEW YORK)

Edward J. Estrada, being duly sworn, deposes and says:

I am over the age of 18 years old and have personal knowledge of the matters set forth in this affidavit. I make this affidavit in support of the application (the "Application") for entry of an order, pursuant to 11 U.S.C. §§ 330, 331, 503(b)(2), allowing and awarding to Reed Smith LLP (the "Firm"), as an administrative expense, fees and costs incurred in connection with the Firm's representation as special counsel to the Liquidating Trustee.

I am the Partner at the Firm responsible for the representation as special counsel to the Liquidating Trustee in these cases and, as such, I am designated by the Firm as the professional with responsibility in these cases for compliance with the "Guidelines for Fee Applications for Professionals in the Southern District of Florida in Bankruptcy Cases" (the "Guidelines").

I have read the Application. The Application complies with the Guidelines, and the fees and expenses sought fall within the Guidelines, except as may be specifically noted in this Affidavit and described in the Application.

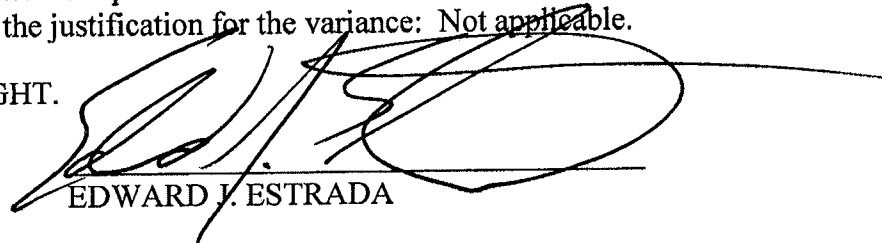
The fees and expenses sought are billed at rates and in accordance with practices customarily employed by the Firm and generally accepted by the Firm's clients.

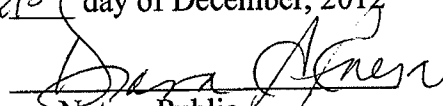
In seeking reimbursement for the expenditures described on Exhibit 2, the Firm is seeking reimbursement only for the actual expenditure and has not marked up the actual cost to provide a profit or to recover the amortized cost of investment in staff time or equipment or capital outlay.

In seeking reimbursement for any service provided by a third party, the Firm is seeking reimbursement only for the amount actually paid by the Firm to the third party.

The following are the variances with the provisions of the Guidelines, the date of each court order approving the variance, and the justification for the variance: Not applicable.

FURTHER AFFIANT SAYEST NAUGHT.


EDWARD J. ESTRADA

Sworn to before me this
21st day of December, 2012

Notary Public

DIANA E. RIVERA
Notary Public, State of New York
No. 01R15077886
Qualified in Richmond County
Commission Expires May 12, 2015

Exhibit 2

Contemporaneous Expense Records

ReedSmith

599 Lexington Avenue
New York, NY 10022
Telephone: 212-521-5400
Fax: 212-521-5450
Tax ID # 25-0749630

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Barry Mukamal
Partner, Advisory Services
Marcum, Rachlin Accountants Advisors
One SE Third Avenue, 10th Floor
Miami, FL 33131

October 12, 2012

Client/Matter Contact: Barry Mukamal
Re: Insurance Counsel

Invoice Number: 2326551
Client Number: 505678
Matter Number: 60001

For Professional Services Rendered Through September 30, 2012

For Cost Advanced and Expenses Incurred:

Telecopy Expense	2.00
PACER	25.16
Documentation Charge	319.55
Duplicating/Printing/Scanning	1,716.30
Westlaw	2,371.26
Postage Expense	48.33
Courier Service - Outside	42.88
Parking/Tolls/Other Transportation	96.33
Air Travel Expense	25.00
Automobile Rental	147.71
Taxi Expense	224.39
Meal Expense	346.49
Telephone - Outside	2.27
General Expense	9.95
Witness Fees -- CHRISTENSEN GROUP: Witness Fee	47.14
Witness Fees -- ATRADIUS TRACE CREDIT INSURANCE INC:	70.09
Witness Fee	
Witness Fees -- GENERAL CASUALTY CO. OF WISCONSIN:	40.00
Witness Fee	
Subpoena Service Costs -- MONUMENTAL PROCESS SERVERS	90.00
INC: Process Service Fee	
Subpoena Service Costs -- PRO LEGAL SUPPORT SERVICES,	195.00
INC.: Process Service Subpoena Fees	
Witness Fees -- ARTHUR J. GALLAGHER & CO.: Witness Fee	47.14
Witness Fees -- TIMOTHY STANLEY GONSIOR: Witness Fee	46.12
Documentation Charge -- DRIVEN, INC.: DRIVEN	258.33
Documentation Charge -- DRIVEN, INC.: DRIVEN	378.58
Air Travel Expense Airfare - John B. Berringer, Oct 11, 201 Travel to	1,045.40
Minneapolis, MN for deposition.	
Air Travel Expense Travel Agent Fee - John B. Berringer, Oc Travel	22.00
to Minneapolis, MN for deposition.	
Lodging Lodging - John B. Berringer, Oct 18, 201 Travel to	248.35
Minneapolis, MN for deposition.	

ReedSmith

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New York, NY 10022
Telephone: 212-521-5400
Fax: 212-521-5450
Tax ID # 25-0749630

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Air Travel Expense Airfare - John B. Berringer, Oct 19, 201 Travel to Minneapolis, MN for deposition.	674.70
Air Travel Expense Travel Agent Fee - John B. Berringer, Oc Travel to Minneapolis, MN for deposition.	22.00
Transcript Expense -- BENCHMARK REPORTING AGENCY: Original and Certified Copy of Transcript	950.00
Air Travel Expense Airfare - John B. Berringer, Feb 10, 201 Travel to West Palm Beach to prepare witness JETBLUE 27987437162510	488.80
Air Travel Expense Travel Agent Fee - John B. Berringer, Fe Travel to West Palm Beach to prepare witness AGNT FEE 89005716040776	22.00
Air Travel Expense Airfare - John B. Berringer, Feb 10, 201 Travel to West Palm Beach to prepare witness DELTA 00687437162576	174.80
Air Travel Expense Travel Agent Fee - John B. Berringer, Fe Travel to West Palm Beach to prepare witness AGNT FEE 89005716040824	22.00
Lodging Lodging - John B. Berringer, Feb 17, 201 Travel to West Palm Beach to prepare witness	198.69
Translation Fee	114.00
Air Travel Expense Airfare - Edward J. Estrada, Jul 23, 201 Travel between NY and Miami for Client Meetings AMERICAN 00171187868294	481.60
Air Travel Expense Travel Agent Fee - Edward J. Estrada, Ju Travel between NY and Miami for Client Meetings AGNT FEE 89005770840534	7.00

Current Disbursements 11,021.36

Total Balance Due Upon Receipt

\$ 11,021.36

ReedSmith

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Tax ID # 25-0749630

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Barry Mukamal
Partner, Advisory Services
Marcum, Rachlin Accountants Advisors
One SE Third Avenue, 10th Floor
Miami, FL 33131

October 12, 2012

Client/Matter Contact: Barry Mukamal
Re: Insurance Counsel

Invoice Number: 2326551
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