

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.

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**TRUST MONITOR'S APPLICATION TO EMPLOY
JONATHAN GUY MANNING FROM CAMPBELLS LAW FIRM
NUNC PRO TUNC TO JANUARY 16, 2015**

Geoffrey Varga, the Liquidating Trust Monitor for Palm Beach Finance II, L.P. (the “Monitor”), by and through his undersigned counsel and pursuant to 11 U.S.C. §327 and Rule 2014(a), Federal Rules of Bankruptcy Procedure (“FRBP”), respectfully requests the entry of an Order, authorizing the employment of Jonathan Guy Manning from the Campbells law firm in the Cayman Islands (Mr. Manning and Campbells are hereinafter, collectively, referred to as the “Applicant”), *nunc pro tunc* to January 16, 2015. In support of this Application, the Monitor states as follows:

The Debtors filed Chapter 11 voluntary petitions on November 30, 2009 and, by subsequent Order of this Court, the cases are jointly administered.

In connection with motions filed by the U.S. Trustee for the Southern District of Florida (the “US Trustee”) and Geoffrey Varga, as Joint Official Liquidator (the “JOL”) of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd. (the “Offshore Funds”), the Court entered an

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).

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order granting the motion to appoint a Chapter 11 trustee and Barry Mukamal was approved by the Court as the Chapter 11 trustee for the Debtors (the “Chapter 11 Trustee”).

On September 3, 2010, the Chapter 11 Trustee and the JOL, as co-plan proponents, filed their Second Amended Disclosure Statement and the Second Amended Plan (the “Plan”), which the Court confirmed on October 21, 2010.

Pursuant to the Plan, the Chapter 11 Trustee executed Liquidating Trust Agreements that established Liquidating Trusts for the estates of each of the Debtors. 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.

The PBF II Liquidating Trust Agreement authorizes the Monitor to employ and pay reasonable compensation to attorneys, accountants, appraisers, expert witnesses, insurance adjusters or other persons whose services, in the sole judgment of the Monitor, may be reasonably necessary or advisable to advise or assist him in the discharge of his duties, or otherwise in the exercise of any powers vested in the Monitor.

By way of this Application, the Monitor seeks to employ the Applicant to advise him on Cayman law in connection with the pending adversary case filed by the Liquidating Trustee against General Electric Capital Corporation (“GECC”), Adv. No. 12-01979-PGH (the

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“Adversary Case”). Specifically, on January 12, 2015, GECC served a subpoena *duces tecum* upon the JOL seeking information and documents that largely implicate Cayman law. On April 22, 2015, GECC cancelled that subpoena and re-issued a new subpoena *duces tecum* upon the Monitor seeking the same information and documents, which continue to implicate Cayman law.

The Monitor believes that the Applicant is qualified to advise the Monitor on Cayman law because the Applicant is counsel to the JOL in the Offshore Funds’ liquidation proceedings currently pending in the Cayman Islands and, accordingly, already has knowledge regarding these matters. Additionally, the Applicant is qualified to advise the Monitor on Cayman law as evidenced by **Exhibit “1,”** which reflects the Applicant’s qualifications, areas of practice, and expertise.

To the best of the Monitor’s knowledge, the Applicant does not (i) have any other connection with the Debtors or the Debtors’ estates and (ii) represent any interest adverse to the Liquidating Trustee, Monitor, the Debtors or the Debtors’ estates. Attached hereto as **Exhibit “2”** is the Applicant’s executed declaration demonstrating that the Applicant is disinterested as required by 11 U.S.C. §327(a) and a verified statement as required under FRBP 2014.

The Applicant will provide legal services as follows: Mr. Manning’s hourly rate is \$875.00; the hourly rate for other attorneys that may assist Mr. Manning in the representation of the Monitor range from \$450.00 to \$695.00; and the hourly rate for paralegals is \$350.00.

The Monitor believes that employment of the Applicant is in the best interests of the Debtors’ estates and its creditors. Additionally, the Monitor respectfully requests that the Applicant’s employment in this matter be approved *nunc pro tunc* to January 16, 2015 because,

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on that date, the Applicant began assisting and advising regarding the impact of Cayman law on the information and documents sought by GECC's initial subpoena.

Pursuant to Section 7.1.11 of the Plan, professionals retained by the Monitor and 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.

Article 1.76 of the Plan, entitled "Pro Rata Allocation Formula," provides for a *pro rata* allocation formula supporting an 18% / 82% allocation between the PBF and PBF II estates, respectively, based upon the total assets of each entity. The Monitor believes that this formula is the proper methodology to allocate certain fees and expenses between the two estates.

WHEREFORE, the Liquidating Trustee respectfully requests the Court enter an Order (substantially similar in form to the attached **Exhibit "3,"** (i) authorizing the retention of the Applicant upon the terms and conditions set forth above, *nunc pro tunc* as of January 16, 2015; and (ii) for all other relief this Court deems just and proper.

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Respectfully submitted,

**LEVINE KELLOGG LEHMAN
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By /s/ Robin J. Rubens

ROBIN J. RUBENS
Florida Bar No. 959413

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing Application and all exhibits thereto were served on April 29, 2015 via the Court's Notice of Electronic Filing upon the Registered Users listed on the attached Exhibit 4 and via Regular U.S. Mail on those parties on the service list attached as Composite Exhibit 5.²

/s/ Robin J. Rubens
ROBIN J. RUBENS

²“NEF” means that service was made by Notice of Electronic Filing as set forth on Exhibit 4 and is not being additionally served by mail.

“DUP” means that the address appears more than once on this exhibit and is only being served one time by mail.

“INC” means that the Matrix contains an incomplete address(es); hence, no service by mail.

“NNR” means no notice is required. Examples are professionals retained.

“ADDL” means these additional parties served as a courtesy. See Exhibit 6.



| CLIENT EPAY

Campbells

ABOUT EXPERTISE PEOPLE NEWS & EVENTS CAREERS CONTACT



GUY MANNING

Partner

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[download vCard](#)

Guy is a partner in our Litigation and Dispute Resolution Department where he specialises in insolvency, restructuring and investment fund litigation. He joined Campbells in 2005 having spent the previous eight years working for the London office of a leading international law firm. In his spare time Guy is a keen mountaineer. On 20 May 2013 he achieved his life-long ambition of climbing Mount Everest.

"A stupendously clever man." – Chambers and Partners

QUALIFICATIONS AND ADMISSIONS:

- Solicitor of the Supreme Court of England and Wales, 1999 (non-practising)
- Attorney at Law Cayman Islands, 2005
- Solicitor British Virgin Islands, 2011

AREAS OF PRACTICE AND EXPERTISE:

Guy advises and appears in the Cayman Islands Courts on behalf of provisional and official liquidators, creditors, shareholders, directors, managers and other professional service providers in relation to a broad range of pre and post liquidation disputes. He has acted in litigation involving widely varying commercial contexts and structures, but his practice principally involves distressed and failed investment funds.

He has been involved in many of the jurisdiction's highest profile disputes, liquidations and restructurings. Notable recent instructions include advising LDK Solar CO., Ltd (one of the

EXHIBIT "1"

world's largest manufacturers of photovoltaic products) and its provisional liquidators in connection with the restructuring of over USD\$700 million of offshore debt across the LDK group; acting for DPM Mellon (an affiliate of BNY Mellon) in connection with substantial claims arising from the US\$500m liquidation of the Sphinx group of funds; and advising the provisional liquidators of Arcapita Investment Holdings Limited in respect of the US\$1.2bn restructuring of the company and its parent, Arcapita Bank B.S.C. (c), a Shari'ah compliant Bahrain based investment bank.

Guy is a regular speaker at international fund and insolvency conferences and has given expert evidence of Cayman Islands law to various foreign courts.

RECOGNITION AND AWARDS:

Chambers and Partners report that Guy is "a very considered and technical lawyer; he accommodates innovative thinking and applies the law commercially" (2015), is a "a stupendously clever man... who has quickly established an impressive reputation in the Cayman Islands" (2014), and is "extremely knowledgeable in the ins and outs of the legal system and how it applies to hedge funds" (2013). The International Who's Who Legal names Guy as one of the leading Insolvency and Restructuring lawyers in Cayman.

ASSOCIATIONS AND CLUBS:

- Cayman Islands Law Society
- INSOL
- American Bankruptcy Institute



SEARCH PROFESSIONAL

CLIENT ADVISORY SIGN UP

Home > > Guy Manning

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
West Palm Beach Division

In re:

Chapter 11

PALM BEACH FINANCE PARTNERS, L.P.,
a Delaware limited partnership, *et al.*,¹

Case No. 09-36379-BKC-PGH

Debtors.

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/

DECLARATION OF JONATHAN GUY MANNING

I, Jonathan Guy Manning, declare as follows:

1. I am over the age of eighteen and of sound mind.
2. I am a Partner at the Campbells law firm, located at Floor 4, Willow House Cricket Square, P.O. Box 884, George Town, Grand Cayman KY1-1103, Cayman Islands (the "Firm").
3. Neither I nor the Firm represent any interest adverse to the Liquidating Trustee, the Liquidating Trusts, the Debtors or their estates with respect to the matters for which I and the Firm are to be employed. Further, the Firm and I are "disinterested" as that term is used in 11 U.S.C. §327(a).
4. The Firm has conducted a conflicts check of the creditors and interested parties involved in these cases and based on that check and to the best of my knowledge, information and belief neither I nor the Firm have any connections with the

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Liquidating Trustee, Debtors, their respective professionals, creditors, any other party in interest, the United States Trustee or any person employed by the office of the United States Trustee, except as follows: The Firm represents Geoffrey Varga in his capacity as the Joint Official Liquidator in connection with the liquidation proceedings pending in the Cayman Islands for Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd.; the Firm has represented and currently represents Geoffrey Varga in his capacity as liquidator of various other unrelated Cayman Islands companies; and the Firm has also represented and/or currently represents ARIS Multi-Strategy Fund, LP, Boris Onefater, Fulbright & Jaworski, Genesis Capital, Holland & Knight, LLP and Reed Smith LLP in relation to various matters unrelated to this case.

5. Neither the Firm nor I will represent any other entity in connection with this case and neither I nor the Firm will accept a fee from any other party or parties in this case, except as awarded by the Court.
6. The Firm will apply to the Court for allowance of compensation for professional services rendered and reimbursement of expenses incurred in connection with the legal services described in the Application in accordance with the applicable provisions of the Bankruptcy Code, including sections 327, 328 and 330, the Bankruptcy Rules, the Local Rules, the Court's and United States Trustee's guidelines, and any other applicable procedures and orders of the Court.
7. There is no agreement of any nature as to the sharing of any compensation to be paid to the Firm. No promises have been received by the Firm, nor any member, or

associate thereof, as to the compensation in connection with this case other than in accordance with the provisions of the Bankruptcy Code.

I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge, information and belief.



JONATHAN GUY MANNING

Dated: 28 April 2015

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF FLORIDA
WEST PALM BEACH DIVISION**

In re:

Chapter 11

PALM BEACH FINANCE PARTNERS, L.P.,
a Delaware limited partnership, *et al.*¹

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/

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF JONATHAN GUY MANNING AND CAMPBELLS LAW FIRM
NUNC PRO TUNC TO JANUARY 16, 2015**

THIS CAUSE came before the Court on _____ at _____

a.m./p.m. upon the *Trust Monitor's Application To Employ Jonathan Guy Manning From Campbells Law Firm Nunc Pro Tunc To January 16, 2015* [ECF No. ____] (the "Application").

Upon the representation that Jonathan Guy Manning and Campbells (collectively, the

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“Applicant”) (i) are duly qualified, (ii) hold no interest adverse to the Liquidating Trustee or the Debtors’ estates in the matters upon which the Applicant is engaged, (iii) are disinterested as required by 11 U.S.C. §327(a), (iv) have disclosed any connections with parties set forth in Fed. R. Bankr. P. 2014, and (v) the Applicant’s employment is necessary and would be in the best interests of the Debtors’ estates and their creditors, it is

ORDERED as follows:

1. The Application is **GRANTED**.
2. The Liquidating Trustee is authorized to retain the Applicant as special counsel pursuant to 11 U.S.C. §§327, 330 and 331, and the terms set forth in the Application.
3. The Applicant is entitled to monthly interim compensation for fees and expenses incurred and shall, no less frequently than once every 4 months, submit applications to the Bankruptcy Court for final approval of same.
4. The “Pro Rata Allocation Formula” is the proper methodology to allocate Applicant’s fees and expenses between the two estates.

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Submitted by:

Robin J. Rubens, Esq.
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201 South Biscayne Blvd., 22nd Floor, Miami, Florida 33131-4301
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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).

Mailing Information for Case 09-36379-PGH

Electronic Mail Notice List

The following is the list of parties who are currently on the list to receive email notice/service for this case.

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EXHIBIT "4"

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Label Matrix for local noticing 113C-9 Case 09-36379-PGH Southern District of Florida INC West Palm Beach Mon Mar 23 14:42:21 EDT 2015	Ashton Revocable Living Trust c/o Helen Chaitman 45 Broadway New York, NY 10006-3007	NEF	BMO Harris Bank, N.A. c/o Charles W. Throckmorton 2525 Ponce de Leon 9th Floor Coral Gables, FL 33134-6039
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Northern California, Inc
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The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(u)West Palm Beach

(u)ABR Capital, LLC
DELETED, 09-36379-PGH ORDER DE2270(u)AGILE Safety Group, LLC
DELETED, 09-36379-PGH ORDER DE2270

(u)Frank Carruth
BAD ADDRESS REMOVED cp/3/17/15

(u)Gantcher Group (The)
c/o EXOP Management Company, LLC
DELETED, 09-36379-PGH ORDER DE2270

(u)Geoff Varga, as Liquidator of Palm Beach O
c/o Kinetic Partner (Cayman) Limited
DELETED, 09-36379-PGH ORDER DE2270

(u)Harborlight Capital Management, LLC
DELETED, 09-36379-PGH ORDER DE2270

(u)Karasel, LP
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(u)Kinetic Partners (Cayman) Limited
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(u)Mondiale Partners, c/o Nancy Mishkin
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(u)Mosaic Capital Fund LLC
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(u)Mosaic Capital Fund LLC
c/o Philadelphia Financial
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(u)Palm Beach Capital Management, LLC
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(u)Palm Beach Diversified Income, LP
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(u)Palm Beach Finance Partners, LP
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(u)Palm Beach Links Capital, LP
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(u)Shalov Stone Bonner & Rocco, LLP
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(u)Stillwater Capital Partners, Inc.
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(u)Tremont Group Holdings, Inc., c/o Thomas
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(u)Vianale & Vinale LLP
DELETED, 09-36379-PGH ORDER DE2270

End of Label Matrix	
Mailable recipients	91
Bypassed recipients	20
Total	111

ADDITIONAL (ADDL)

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Michael R. Band, Esquire Band Law Firm 169 East Flagler Street, Suite 1200 Miami, FL 33131	Deutsche Bank (Cayman) Ltd c/o Deutsche International Trust Corporation Mauritius Limited Level 5 Altima Building, 56 Ebene Cybercity Mauritius