

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.,  
PALM BEACH FINANCE II, L.P.,  
Debtors.

Case No. 09-36379-BKC-PGH  
Case No. 09-36396-BKC-PGH  
(Jointly Administered)

---

**BALLOT AND DEADLINE FOR FILING BALLOT  
ACCEPTING OR REJECTING THE SECOND AMENDED JOINT PLAN OF LIQUIDATION**

**TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN  
THIS BALLOT BY THE DEADLINE INDICATED BELOW**

*A Second Amended Joint Plan of Liquidation was filed on September 3, 2010 by Plan Proponents 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 II Offshore II, Ltd. (the "Plan"). The Plan can be confirmed by the Bankruptcy Court ("Court") and thereby made binding on you if it is accepted by the holders of two-thirds in amount and more than one-half in number of claims in each class voting on the Plan. In the event the requisite acceptances are not obtained, the Court may nevertheless confirm the Plan if the Court finds that the Plan accords fair and equitable treatment to the class rejecting it. You are receiving this Ballot because the above-captioned Debtors' records indicate that you may have a claim against at least one of the Debtors. Your rights are described in the Second Amended Disclosure Statement ("Disclosure Statement") and Plan, which have been included in the package you received containing this Ballot (the "Solicitation Package"). Also enclosed in the Solicitation Package is the Order Approving the Disclosure Statement and Notice of Plan Confirmation, which set forth important deadlines and the hearing on confirmation of the Plan. If you require additional copies of the materials contained in the Solicitation Package, please contact Michael Budwick, Esq., Meland Russin & Budwick, PA, counsel for Chapter 11 Trustee Barry Mukamal, 3000 Wachovia Financial Center, 200 South Biscayne Blvd., Miami, FL 33131; telephone 305.358.6363.*

**IT IS IMPORTANT THAT YOU CAREFULLY REVIEW THE DISCLOSURE STATEMENT AND THE PLAN, AS YOUR RIGHTS MAY BE AFFECTED BY CONFIRMATION OF THE PLAN. IF YOU FAIL TO ACCEPT OR REJECT THE PLAN AND THE COURT CONFIRMS THE PLAN, YOU WILL BE BOUND BY THE TERMS OF THE PLAN, WHICH INCLUDE: (I) A RELEASE AND WAIVER OF CLAIMS AGAINST KAUFMAN ROSSIN AS SET FORTH IN THE KAUFMAN ROSSIN SETTLEMENT AGREEMENT ATTACHED TO THE PLAN AS SCHEDULE 1.45 AND DESCRIBED IN ARTICLE 11.3 OF THE PLAN; AND (II) THE EXCULPATION, INJUNCTION AND LIMITATION OF LIABILITY PROVISIONS SET FORTH IN ARTICLES 11.4, 11.5 AND 11.6 OF THE PLAN. THE KAUFMAN ROSSIN SETTLEMENT AGREEMENT AND ARTICLES 11.3, 11.4, 11.5 AND 11.6 OF THE PLAN MAY IMPACT THE RIGHTS OF CLAIMANTS WHO HAVE OR HAVE NOT ASSERTED THEIR CLAIM IN THIS CASE.**

This ballot is for creditor/equity holder (insert name) \_\_\_\_\_ for the following type of claim or interest placed in the indicated class in the indicated amount:

TYPE OF CLAIM	CLASS IN PLAN	AMOUNT OF CLAIM
<input type="checkbox"/> Palm Beach Finance Partners, L.P. Limited Partner Unsecured Claim	Class 1A	\$ _____
<input type="checkbox"/> Palm Beach Finance II, L.P. Limited Partner Unsecured Claim	Class 1B	\$ _____
<input type="checkbox"/> Palm Beach Finance Partners, L.P. General Unsecured Claim (other than Limited Partner Unsecured Claim)	Class 2A	\$ _____
<input type="checkbox"/> Palm Beach Finance II, L.P. General Unsecured Claim (other than Limited Partner Unsecured Claim)	Class 2B	\$ _____
<input type="checkbox"/> Palm Beach Finance Partners, L.P. Limited Partner Equity Interest	Class 3A	\$ _____
<input type="checkbox"/> Palm Beach Finance II, L.P. Limited Partner Equity Interest	Class 3B	\$ _____

The undersigned [**Check One Box**]

**Accepts the Plan**    **Rejects the Plan**

Signed: \_\_\_\_\_

Print Name: \_\_\_\_\_

Print Title (if applicable): \_\_\_\_\_

Address: \_\_\_\_\_

Phone: \_\_\_\_\_

Date: \_\_\_\_\_

**★★★THIS BALLOT MUST BE DELIVERED TO THE ADDRESS BELOW ON OR BEFORE SEPTEMBER 29, 2010★★★**

Mail or courier your originally signed ballot to: Clerk of Court, U.S. Bankruptcy Court, 1515 North Flagler Drive, Suite 801, West Palm Beach, FL 33401. The Clerk of the Bankruptcy Court must be in receipt of your originally signed ballot no later than 4:30 p.m., Eastern Standard Time, on September 29, 2010 (no facsimiles or e-mails containing a pdf of your ballot will be accepted). Enclosed is a stamped, addressed envelope for mailing or otherwise delivering your originally signed ballot to the Clerk of the Bankruptcy Court.

**Please note that if you file a Ballot that is completed and signed, but fails to indicate acceptance or rejection of the Plan, or that indicates both acceptance and rejection of the Plan, your Ballot will not be counted.**

**If you have more than one type of claim against the Debtors, separate Ballots must be filed and you should receive a Ballot for each type of claim eligible to vote. If your Ballot is incorrect or you require additional Ballots, please contact Michael Budwick, Esq., Meland Russin & Budwick, PA, counsel for Chapter 11 Trustee Barry Mukamal, 3000 Wachovia Financial Center, 200 South Biscayne Blvd., Miami, FL 33131; telephone 305.358.6363.**