

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

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IN RE:

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

Debtors.

Chapter 11
CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

**LIQUIDATING TRUSTEE'S MOTION TO APPROVE FOURTH
INTERIM DISTRIBUTION IN PALM BEACH FINANCE PARTNERS, L.P.**

Barry E. Mukamal, in his capacity as liquidating trustee (“*Trustee*”) for the Palm Beach Finance Partners Liquidating Trust (“*PBF Trust*”), respectfully requests an Order of the Court approving the fourth interim distribution in the Palm Beach Finance Partners, L.P. bankruptcy case. In support, the Trustee states:

Background

1. On November 30, 2009, Palm Beach Finance Partners, L.P. (“*PBF I*”)¹ filed its Voluntary Petition for relief under chapter 11 of the United States Bankruptcy Code [ECF No. 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 [ECF No. 19].

2. On January 28, 2010, the Court entered its *Agreed Order Directing Appointment of Chapter 11 Trustee and denying the United States Trustee’s Motion to Convert Cases to Cases under Chapter 7* [ECF No. 100].

3. On January 29, 2010, the United States Trustee appointed the Trustee as chapter 11 trustee in both estates [ECF No. 107].

¹ PBF together with Palm Beach Finance II, L.P. (“*PBF II*”), shall be referred to as the “*Debtors*.”

Jurisdiction and Venue

4. Venue of this case is proper and continues to be proper in this District pursuant to 11 U.S.C. §§ 1408 and 1409.

5. Approval of the Distribution Motion is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A) and (O), and this Court has jurisdiction to enter a final order with respect thereto.

Plan of Liquidation

6. On September 3, 2010, the Trustee and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd., filed the *Second Amended Joint Plan of Liquidation of Barry Mukamal, as Chapter II Trustee of Palm Beach Finance Partners, L.P. and Palm Beach Finance II, L.P., and Geoffrey Varga, as Joint Official Liquidator of Palm Beach Offshore, Ltd. and Palm Beach Offshore II, Ltd.* [ECF No. 245] (“*Plan of Liquidation*”).

7. On October 21, 2010, this Court entered its *Order Confirming Second Amended Joint Plan of Liquidation* [ECF No. 444] (“*Confirmation Order*”), creating the Liquidating Trusts, appointing Barry E. Mukamal as liquidating trustee and appointing Geoffrey Varga as Trust Monitor. November 1, 2010 was the Plan’s Effective Date. [ECF No. 465].

8. Mr. Varga has resigned as Trust Monitor. *See* ECF Nos. 3543 and 3551.

9. PBF I and PBF II are not substantively consolidated.

Previous Interim Distributions

10. On January 11, 2017, the Trustee on behalf of the PBF Trust filed his motion to approve distribution scheme pursuant to 11 U.S.C. § 510(b) and Bankruptcy Rule 9019 [ECF No. 3135]. The Court granted the motion by entering its Findings of Fact and Conclusions of Law dated February 27, 2017 [ECF No. 3178] (“*PBF Distribution Scheme*”).

11. On May 11, 2017, the Trustee filed his Motion to Approve First Interim Distribution in Palm Beach Finance Partners, L.P. [ECF No. 3241], which this Court granted [ECF No. 3260]. On January 29, 2019, the Trustee filed his Motion to Approve Second Interim Distribution in Palm Beach Finance Partners, L.P. [ECF No. 3568], which this Court granted [ECF No. 3583]. On September 24, 2019, the Trustee filed his Motion to Approve Third Interim Distribution in Palm Beach Finance II Liquidating Trust [ECF No. 3658], which this Court granted [ECF No. 3668].

12. The Trustee's first, second and third interim distribution in PBF I sought the approval to make distributions to stakeholders in the amounts of \$7,500,000, \$8,500,000, and \$5,000,000, respectively.

Relief Requested

13. Article 9.7 of the confirmed Plan of Liquidation provides:

Interim Distributions. Unless otherwise provided in the Plan, the Liquidating Trustee in his discretion may make periodic distributions to the Beneficiaries entitled thereto in accordance with Section 5.1 of the Liquidating Trust Agreements.

14. Although Court approval of Interim Distributions is not required pursuant to Article 9.7 of the confirmed Plan of Liquidation, given the aggregate amount of the distributions and the number of interest holders, in an abundance of caution, the Trustee seeks Court approval of the proposed fourth interim distribution to ensure that parties in interest have adequate notice and an opportunity to be heard on the Motion. The Trustee reserves the right to make future interim distributions without seeking further approval from the Court pursuant to Article 9.7 of the confirmed Plan of Liquidation.

15. The PBF Trust has approximately \$5,400,000 in cash-on-hand as of December 31, 2020.²

16. Contemporaneous with the filing of this Motion, the Trustee’s counsel, Meland Budwick, P.A., is seeking an award of an additional fee as contemplated by its Court-approved fee arrangement.

17. Therefore, Trustee seeks to make a fourth interim distribution, applying the approved PBF Distribution Scheme, in the amount of **\$3,400,000** (“*Fourth Interim Distribution*”). The Trustee in his reasonable discretion believes he should reserve the balance of cash on hand for remaining administrative expenses.

18. Attached as Exhibit 1 is a spreadsheet reflecting those stakeholders to receive the Fourth Interim Distribution and the corresponding amounts to be distributed.

19. The Trustee respectfully requests an Order of the Court approving the Fourth Interim Distribution as set forth in Exhibit 1 – and as previously requested in his motion to make the first, second and third interim distributions – upon receipt of a fully executed Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and payment address.

20. Attached as Exhibit 2 is a form proposed Order.

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² See ECF No. 3725, Case No. 09-36379-EPK.

WHEREFORE, the Trustee respectfully requests an Order (1) granting this Motion, (2) approving the Fourth Interim Distribution as set forth on Exhibit 1; (3) requiring any stakeholder receiving a distribution to fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Trustee; and (4) for such other and further relief as this Court deems just and proper.

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that a true and correct copy of the foregoing was served on January 29, 2021, via the Court's Notice of Electronic Filing upon registered Users listed on the attached Exhibit 3.

s/ Michael S. Budwick
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Liquidating Trustee*

POC No. (Note 1)	Revised Category per 510(b) Motion	Claimant	Allowed Claim	\$ 510(b) Adjustment Factor	Weighted Allowed Claim	Allocation	Fourth Interim Distribution
14	A	McKinsey Master Retirement Trust	\$ 19,997,321.00	100%	19,997,321.00	20.61%	\$ 700,576.68
7	A	LAB Investments Fund, L.P.	7,340,090.01	100%	7,340,090.01	7.56%	257,149.24
52	A	Agile Safety Variable Fund, L.P.	6,250,000.00	100%	6,250,000.00	6.44%	218,959.54
13	A	Compass Special Situations Fund, LP	4,700,000.00	100%	4,700,000.00	4.84%	164,657.58
5	A	Strategic Stable Return Fund (ID), LP	4,400,000.00	100%	4,400,000.00	4.53%	154,147.52
12	A	Special Situations Investment Fund, L.P.	1,882,500.00	100%	1,882,500.00	1.94%	65,950.61
4	A	Strategic Stable Return Fund II, LP	1,100,000.00	100%	1,100,000.00	1.13%	38,536.88
11	A	Sumnacht Money Masters Fund LP	590,000.00	100%	590,000.00	0.61%	20,669.78
15	A	Security Benefit Life Insurance Company Variable Annuity Account IX ("SBL-DIF")	579,819.00	100%	579,819.00	0.60%	20,313.10
1	A	Fortis Prime Fund Solutions Custodial Services (Ire) Ltd re KBC ac Eden Rock Finance Fund LP	5,498,732.32	100%	5,498,732.32	5.67%	192,639.99
31	A	Carlton Beal Family Trust FBO Barry Beal	4,115,156.00	100%	4,115,156.00	4.24%	144,168.43
8	A	Mosaic Capital Fund LLC	3,000,000.00	100%	3,000,000.00	3.09%	105,100.58
42	A	Carlton Beal Family Trust FBO Spencer Beal	2,976,597.58	100%	2,976,597.58	3.07%	104,280.71
30	A	Barry A Beal	2,615,156.00	100%	2,615,156.00	2.69%	91,618.14
18	A	Lionheart Insurance Fund Series Interests of the SALI Multi- Series Fund, LP	1,800,000.00	100%	1,800,000.00	1.85%	63,060.35
40	A	Beal GST Exemption Trust	1,198,373.08	100%	1,198,373.08	1.23%	41,983.24
41	A	Spencer Beal	1,000,000.00	100%	1,000,000.00	1.03%	35,033.53
38	A	Spencer Evans Beal Family Trust	907,381.76	100%	907,381.76	0.93%	31,788.78
43	A	Lynda K Beal	800,000.00	100%	800,000.00	0.82%	28,026.82
32	A	Keleen H Beal Estate	563,000.00	100%	563,000.00	0.58%	19,723.88
33	A	Nancy C Beal	282,161.00	100%	282,161.00	0.29%	9,885.09
34	A	Robert M. Davenport, Jr.	215,596.05	100%	215,596.05	0.22%	7,553.09
39	A	The Beal Trust U/A 04/17/68	98,765.32	100%	98,765.32	0.10%	3,460.10
37	A	Beal Family Trust FBO Kelly S Beal	50,000.00	100%	50,000.00	0.05%	1,751.68
Equity	A	Bear Stearns Capital Markets Inc. #7	333,333.00	100%	333,333.00	0.34%	11,677.83
Equity	A	John D Bergman	100,000.00	100%	100,000.00	0.10%	3,503.35
54	A	Skybell Select, LP	1,400,000.00	100%	1,400,000.00	1.44%	49,046.94
Equity	A	Beacon Partners LTD	30,000.00	100%	30,000.00	0.03%	1,051.01
50	B	Agile Safety Fund (International)	7,818,580.33	100%	7,818,580.33	8.06%	273,912.44
51	B	Agile Safety Fund (Master Fund)	2,181,419.67	100%	2,181,419.67	2.25%	76,422.82
A	CATEGORY "A" - FILED CLAIMS WITH PRE-BANKRUPTCY REDEMPTION REQUESTS OR ALLOWED ORDERS		\$ 83,823,982.12		\$ 83,823,982.12	86.37%	\$ 2,936,649.73

POC No. (Note 1)	Revised Category per 510(b) Motion	Claimant	Allowed Claim	\$ 510(b) Adjustment Factor	Weighted Allowed Claim	Allocation	Fourth Interim Distribution
29	B	Golden Gate VP Absolute Return Fund, LP	945,000.00	65%	614,250.00	0.63%	\$ 21,519.34
27	B	Blackpool Absolute Return Fund, LLC	795,904.82	65%	517,338.13	0.53%	18,124.18
26	B	Christopher J. Topolewski, West Capital Management	500,000.00	65%	325,000.00	0.33%	11,385.90
49	B	Calhoun Multi-Series Fund L.P.	225,000.00	65%	146,250.00	0.15%	5,123.65
3	B	Albert Liguori	73,357.84	65%	47,682.60	0.05%	1,670.49
47	B	Lionheart, L.P.	7,000,000.00	65%	4,550,000.00	4.69%	159,402.55
36	B	Robert M. Davenport, Sr.	600,000.00	65%	390,000.00	0.40%	13,663.08
35	B	Amy C. Davenport	280,000.00	65%	182,000.00	0.19%	6,376.10
9	B	Steve Bakaysa	500,000.00	65%	325,000.00	0.33%	11,385.90
	B	CATEGORY "B" - FILED CLAIMS WITH NO REDEMPTION REQUEST PRE-BANKRUPTCY	\$ 10,919,262.66		\$ 7,097,520.73	7.31%	\$ 248,651.18
54	C	Skybell Select, LP	600,000.00	30%	180,000.00	0.19%	\$ 6,306.03
Equity	C	ABN AMRO Fund Services Bank (Cayman) Limited as custodian for Cannonball Stability Fund L.P.	800,000.00	30%	240,000.00	0.25%	8,408.05
Equity	C	Jeffrey B. Markel IRA	348,990.09	30%	104,697.03	0.11%	3,667.91
Equity	C	Freestone Capital Partners, LP	40,000.00	30%	12,000.00	0.01%	420.40
	C	CATEGORY "C" - EQUITY WITH REDEMPTION REQUEST PRE- BANKRUPTCY	\$ 1,788,990.09		\$ 536,697.03	0.55%	\$ 18,802.39
Equity	D	Ozcar Multi-Strategies, LLC Class D#424	13,000,000.00	15%	1,950,000.00	2.01%	\$ 68,315.38
Equity	D	Ozcar Multi-Strategies, LLC Class D#446 (GMB Low Volatility Fund)	11,500,000.00	15%	1,725,000.00	1.78%	60,432.83
Equity	D	Pemco Partners, L.P.	2,000,000.00	15%	300,000.00	0.31%	10,510.06
Equity	D	Sonata Mult-Manager Fund, LP	1,960,346.56	15%	294,051.98	0.30%	10,301.68
Equity	D	Frank Carruth, III	1,750,000.00	15%	262,500.00	0.27%	9,196.30
Equity	D	Citco Global Custody (NA) N.V. as custodian for KBC Financial Products (Cayman Islands) Ltd., as nominee for Wellfleet Income Fund LP, LP	1,500,003.72	15%	225,000.56	0.23%	7,882.56
Equity	D	Freestone Capital Qualified Partners, LP	1,310,000.00	15%	196,500.00	0.20%	6,884.09
Equity	D	Martin C. Casdagli	595,000.00	15%	89,250.00	0.09%	3,126.74
Equity	D	Judith Goldsmith	550,000.00	15%	82,500.00	0.09%	2,890.27
Equity	D	Armadillo Partners, LLC	500,000.00	15%	75,000.00	0.08%	2,627.51
Equity	D	Oasis Absolute Return Fund, L.P.	450,000.00	15%	67,500.00	0.07%	2,364.76
Equity	D	Harvest Investments L.P.	375,000.00	15%	56,250.00	0.06%	1,970.64
Equity	D	Penso Trust Company FBO George C. Slain IRA Account Number SL1AU	327,970.00	15%	49,195.50	0.05%	1,723.49

POC No. (Note 1)	Revised Category per 510(b) Motion	Claimant	Allowed Claim	\$ 510(b) Adjustment Factor	Weighted Allowed Claim	Allocation	Fourth Interim Distribution
Equity	D	Theodore Goldsmith	300,000.00	15%	45,000.00	0.05%	1,576.51
Equity	D	EGR Partnership	230,352.06	15%	34,552.81	0.04%	1,210.51
Equity	D	Premier Advisors Fund, LLC	175,000.00	15%	26,250.00	0.03%	919.63
Equity	D	Janet C. Bonebrake Living Trust dated 08/17/06	150,000.00	15%	22,500.00	0.02%	788.25
Equity	D	Deer Island, LP	125,000.00	15%	18,750.00	0.02%	656.88
Equity	D	Alton R. Opitz IRA	119,975.61	15%	17,996.34	0.02%	630.48
Equity	D	Janette Bancroft	68,000.00	15%	10,200.00	0.01%	357.34
Equity	D	Dennis Dobrinich	65,700.00	15%	9,855.00	0.01%	345.26
Equity	D	Toothman Family Trust UAD 2/7/927	50,000.00	15%	7,500.00	0.01%	262.75
Equity	D	Wilbur Hobgood	48,000.00	15%	7,200.00	0.01%	252.24
Equity	D	Randall L. Linkous IRA	32,000.00	15%	4,800.00	0.00%	168.16
Equity	D	Nancy Dobrinich	28,500.00	15%	4,275.00	0.00%	149.77
Equity	D	Mark Prevost IRA	26,100.00	15%	3,915.00	0.00%	137.16
Equity	D	Sandra Linkous IRA	25,000.00	15%	3,750.00	0.00%	131.38
Equity	D	Claude and Zenaida Lestage	16,000.00	15%	2,400.00	0.00%	84.08
D	CATEGORY "D" - ALLOWED EQUITY INTERESTS (NET INVESTMENT AMOUNT)		\$ 37,277,947.95		\$ 5,591,692.19	5.76%	\$ 195,896.70
GRAND TOTAL - ALLOWED CLAIMS/ INTERESTS			\$ 133,810,182.82		\$ 97,049,892.07	100.00%	\$ 3,400,000.00

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IN RE:

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

Debtors.

Chapter 11
CASE NO. 09-36379-EPK
CASE NO. 09-36396-EPK
(Jointly Administered)

**ORDER GRANTING LIQUIDATING TRUSTEE'S MOTION TO APPROVE
FOURTH INTERIM DISTRIBUTION IN PALM BEACH FINANCE PARTNERS, L.P.**

THIS CAUSE came before the Court on ___, 2021 at ___m. upon the Liquidating Trustee's Motion to Approve Fourth Interim Distribution in Palm Beach Finance Partners, L.P. [ECF No. ___] ("**Motion**"). The Court reviewed the Motion and the Court file and is otherwise duly advised in the premises. Accordingly, it is

ORDERED as follows:

1. The Motion is GRANTED.
2. The Fourth Interim Distribution in Palm Beach Finance Partners, L.P. as described in the Motion and in the amounts set forth in attached Exhibit 1 is APPROVED.

EXHIBIT 2

3. Claimants entitled to receive a distribution must fully execute and return an IRS Form W-9, Request for Taxpayer Identification Number (TIN) and Certification and provide a payment address to the Liquidating Trustee, as more fully set forth in the Motion.

4. The Liquidating Trustee is authorized to reserve distributions to any claimants pending receipt of the items set forth in paragraph 3 above.

5. Pursuant to Article 9.4 of the confirmed Plan of Liquidation, No *De Minimis* Distributions, other than in the Final Distribution, no payment of Cash in an amount of less than \$250 shall be required to be made on account of any Allowed Claim.

6. Pursuant to Article 9.6 of the confirmed Plan of Liquidation, Undeliverable Distributions, if the distribution check to any holder of an Allowed Claim or Interest is not cashed within 90 days after issuance by the Liquidating Trustee, a stop payment order shall be given with respect to the check and no further distributions shall be made to such holder on account of such Allowed Claim or Interest. Such Allowed Claim or Interest shall be discharged and the holder of such Allowed Claim or Interest shall be forever barred from asserting such Claim against the Liquidating Trusts, the Liquidating Trustee, the Debtors, their Estates or their respective property. In such cases, any Cash held for distribution on account of such Claim shall

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remain property of the respective Liquidating Trust and be distributed to other Creditors in accordance with the terms of this Plan and the Liquidating Trust Agreements.

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Submitted By:

Michael S. Budwick, Esquire

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Copies Furnished To:

Michael S. Budwick, Esquire, is directed to serve copies of this Order on all parties in interest and to file a Certificate of Service.

Mailing Information for Case 09-36379-EPK**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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