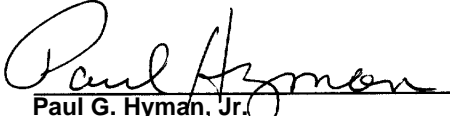




**ORDERED in the Southern District of Florida on June 20, 2014.**

  
Paul G. Hyman, Jr.  
Chief United States Bankruptcy Judge

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF FLORIDA  
WEST PALM BEACH DIVISION  
[www.flsb.uscourts.gov](http://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-PGH  
Case No. 09-36396-PGH  
(Jointly Administered)

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**ORDER GRANTING LIQUIDATING TRUSTEE’S MOTION FOR (1) APPROVAL OF SETTLEMENT WITH (A) SHAKTI FUND LIMITED, EDISON FUND LIMITED, SANTA BARBARA II FUND LIMITED, NUCLEUS FUND LIMITED, ESSEX FUND LIMITED AND FAIRFAX FUND LIMITED AND (B) BNP PARIBAS AND OZCAR MULTI-STRATEGIES LLC; AND (2) PAYMENT OF CONTINGENCY FEE**

**THIS MATTER** came before the Court upon the *Liquidating Trustee’s Motion for (1) Approval of Settlement with (A) Shakti Fund Limited, Edison Fund Limited, Santa Barbara II Fund Limited, Nucleus Fund limited, Essex Fund Limited and Fairfax Limited and (B) BNP Paribas and Ozcar Multi-Strategies LLC; and (2) Payment of Contingency Fee* [ECF No. 2294] (“*Motion*”).<sup>1</sup> The Court has reviewed the Motion, considered the arguments of counsel and is

otherwise duly advised in the premises.

In its Motion, the Liquidating Trustee, on behalf of the Liquidating Trusts, Debtors and their respective bankruptcy estates, seeks entry of an order barring certain claims against the BNPP Parties and Cayman Funds as described in detail below.

The Court has noted that notice of the Motion and the request for a Bar Order was given to those potentially interested parties identified on the service list referenced in the Motion. The Court has reviewed and considered the Motion, any other submissions to this Court and provided an opportunity to be heard to all persons requesting to be heard. Accordingly, it is:

**ORDERED** as follows:

1. The Motion is **GRANTED**.
2. The Settlement is **APPROVED**.
3. The Court has jurisdiction over this matter pursuant to 28 U.S.C. § 1334, and authority to enter this Order pursuant to 11 U.S.C. § 105(a).
4. The Cayman Funds shall pay, or cause to be paid, \$1,025,000 to the Liquidating Trusts (“*Cayman Funds Settlement Payment*”) within 20 days from the date that this Order becomes final and non-appealable.
5. The BNPP Parties shall pay, or cause to be paid, \$40,000 to the Liquidating Trusts (“*BNPP Parties Settlement Payment*”) within 20 days from the date that this Order becomes final and non-appealable.
6. The Cayman Funds Settlement Payment and BNPP Parties Settlement Payment will be allocated and apportioned among the estates as follows: 18% to the Palm Beach Finance Partners Liquidating Trust and 82% to the Palm Beach Finance II Liquidating Trust (“*Pro Rata Allocation Formula*”).

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<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

7. MRB's initial contingency fee resulting from the Cayman Funds Settlement Payment in the amount of \$102,500 is approved ("**First Contingency Fee**"). The Liquidating Trustee is authorized and directed to make payment of the First Contingency Fee without the need for further Court Order, in accordance with the Pro Rata Allocation Formula, promptly upon receipt of the Settlement Payment.

8. MRB's second contingency fee resulting from the BNPP Parties Settlement Payment in the amount of \$4,000 is approved ("**Second Contingency Fee**"). The Liquidating Trustee is authorized and directed to make payment of the Second Contingency Fee without the need for further Court Order, in accordance with the Pro Rata Allocation Formula, promptly upon receipt of the Settlement Payment.

9. The form and means of the notice of the Bar Order and the Motion are determined to have been the best notice practicable under the circumstances and to be good and sufficient notice to all persons whose interests would or could be affected by this Order.

10. The Court has been apprised of the negotiations that preceded the Stipulation and finds that the Motion and request for Bar Order is a result of arm's-length bargaining among the parties. There is no evidence that the settlement reached by the Liquidating Trustee with the Defendants is the result of collusion among the parties or that there has been any intent to prejudice any interested parties.

11. The Court finds that entry of this Order is appropriate in order to achieve the finality and repose that is contemplated as a term of the proposed settlement and that good cause therefore exists for the entry of this Order, and is fair and equitable. *See In re U.S. Oil & Gas Litigation*, 967 F.2d 489, 495-96 (11th Cir. 1992); *Munford, Inc. v. Munford, Inc.*, 97 F.3d 449, 454-55 (11th Cir. 1996); *In re Jiffy Lube Securities Litigation*, 927 F.2d 155 (4th Cir. 1991); *Eichenholtz v. Brennan*, 52 F.3d 478 (3d Cir. 1995).

12. The following additional definitions apply to the provisions of this Order barring certain claims as set forth in paragraph 13 below:

- a. **“Claim”** or **“Claims”** shall mean any obligations, causes of action, demands of any type that a party may presently have, may have or have had in the past, upon or by reason of any matter, cause or thing whatsoever, including without limitation any and all obligations, claims, causes of actions and demands of any kind whatsoever, at law or in equity, indirect, derivative, or direct, known or unknown, discovered or undiscovered that relate in any manner whatsoever to any transfers by the Debtors to the BNP Parties, or investments in Debtors giving rise to such transfers.
- b. **“Releasor”** or **“Releasers”** shall mean (a) all past or present creditors of either or both of the Debtors, and (b) all investors and interest holders of either or both of the Debtors, including without limitation, any past or present limited partners of either or both of the Debtors.
- c. **“BNPP Released Entities”** shall mean (i) the BNPP Parties and their present and former affiliates, and (ii) all of their current and former employees, officers, directors, agents and attorneys, and each of their respective spouses, heirs, executors and assigns.
- d. **“Cayman Funds Released Entities”** shall mean (i) the Cayman Funds and their present and former affiliates, and (ii) all of their current and former employees, officers, directors, agents and attorneys, and each of their respective spouses, heirs, executors and assigns.

13. The Releasers are permanently barred and enjoined from commencing, prosecuting, or asserting either directly or in any other capacity, against the BNPP Released Entities, any Claims that any Releasor now has, ever had or may claim to have in the future; provided that nothing in this Order shall (i) enjoin, impair or delay the Securities and Exchange Commission (“**SEC**”) from commencing or continuing any Claims, proceedings or investigations

against any person or entity, including the BNPP Released Entities or (ii) release or discharge any person or entity, including the BNPP Released Entities, from any Claims, rights, powers or interests held or assertable by the SEC.

14. The Releasors are permanently barred and enjoined from commencing, prosecuting, or asserting either directly or in any other capacity, against the Cayman Funds Released Entities, any Claims that any Releasor now has, ever had or may claim to have in the future; provided that nothing in this Order shall (i) enjoin, impair or delay the SEC from commencing or continuing any Claims, proceedings or investigations against any person or entity, including the Cayman Funds Released Entities or (ii) release or discharge any person or entity, including the Cayman Funds Released Entities, from any Claims, rights, powers or interests held or assertable by the SEC.

15. The Court retains jurisdiction to enforce or interpret this Order.

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**Submitted By:**

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*Attorneys for the Trustee*

**Copies Furnished To:**

Joshua A. Marcus, Esquire, is directed to serve copies of this Order on all parties in interest and to file a Certificate of Service.