

IN THE CIRCUIT COURT OF THE
17TH JUDICIAL CIRCUIT IN AND FOR
BROWARD COUNTY, FLORIDA

CASE NO. 12-24051 (07)
COMPLEX LITIGATION UNIT

MATTHEW CARONE, as Trustee for the Carone Marital Trust #2 UTD 1/26/00, Carone Gallery, Inc. Pension Trust, Carone Family Trust, Carone Marital Trust #1 UTD 1/26/00 and Matthew D. Carone Revocable Trust, JAMES JORDAN, as Trustee for the James A. Jordan Living Trust, ELAINE ZIFFER, an individual, and FESTUS AND HELEN STACY FOUNDATION, INC., a Florida Corporation,

Plaintiffs,

v.
MICHAEL D. SULLIVAN, individually,

Defendant.



**CONSERVATOR'S MOTION TO RETAIN AND COMPENSATE
MARCUM LLP AS ACCOUNTING PROFESSIONAL**

Philip J. Von Kahle (the "Conservator"), as Conservator for P&S Associates, General Partnership ("P&S") and S&P Associates, General Partnership ("S&P") (together, the "Partnerships"), files this application to retain and compensate Marcum LLP ("Accountant") as the Conservator's accounting and tax professional and in support thereof states as follows:

1. On January 17, 2013, this Court entered its Order Appointing Conservator (the "Order of Appointment"). Among other things, the Order of Appointment directed the Conservator to take possession of all property of the Partnerships (the "Conservatorship Property"), and to do any and all things necessary for the proper management, wind-down, preservation, maintenance, protection and administration of the Conservatorship Property.

2. In order to facilitate and support the Conservator in carrying out his duties, consistent with applicable Florida law, the Order of Appointment authorizes the Conservator to retain and compensate necessary professionals.

3. The Conservator seeks to, in his discretion, hire and employ Accountant to serve as the Conservator's consultant for, among other things, accounting and tax preparation support.

4. Accountant is an accounting and tax advisory firm that has over 50 years of experience serving middle market companies. As an independent registered public accounting firm, Accountant provides accounting services to hundreds of companies. Accountant is also one of the top 20 accounting and advisory firms in the country, providing services to privately-owned national firms as well as local businesses.

5. Accountant's engagement is necessary to prepare, among other things, the Partnerships' K-1 tax forms and the year-end tax forms.

6. Accountant's engagement will in no way be duplicative of any other professional retained by the Conservator.

7. Accountant holds no known interest adverse to the Conservator, the Partnerships or the general partners of the Partnerships and has the following limited connection to the Partnerships: upon information and belief, from approximately 1994 through approximately 1998, a partner of Accountant, Alan Barbee, was a member of the same religious congregation as certain of the general partners of the Partnerships and certain insiders of the Partnerships.

8. Consistent with the Order of Appointment, Accountant shall file applications for compensation with the court every sixty (60) days, or later as is deemed reasonable and necessary within the discretion of Accountant, and will provide notice to the partners and other parties-in-interest in the manner more fully described in the Order of Appointment.

9. The Conservator deems the employment of Accountant necessary for the efficient administration of the Partnerships. The Conservator further believes that a Court Order authorizing the retention and the proposed compensation arrangement is necessary for Accountant to effectively serve the Conservator.

WHEREFORE, the Conservator requests that the Court enter an Order: (i) authorizing the retention of Accountant; (ii) authorizing the Conservator to pay Accountant consistent with the Order of Appointment; and (iii) granting such other relief as the Court deems just and proper.

Dated: March 15, 2013

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