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6 Attorneys for Reorganized Debtors

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8 **UNITED STATES BANKRUPTCY COURT**  
9 **NORTHERN DISTRICT OF CALIFORNIA**  
10 **SAN JOSE DIVISION**

11 In re: ) Cases Substantively Consolidated  
12 )  
13 **ATI LIQUIDATING, INC.,** ) Case No. 09-54511-SLJ-11  
formerly known as )  
Aviza Technology, Inc., )  
14 Employer's Tax ID No.: 20-1979646 )  
15 )  
**AI LIQUIDATING, INC.,** ) Case No. 09-54514-SLJ-11  
formerly known as Aviza, Inc., )  
16 Employer's Tax ID No.: 20-0249205 )  
17 )  
**TTI LIQUIDATING, INC.,** ) Case No. 09-54515-SLJ-11  
formerly known as )  
18 Trikon Technologies, Inc., )  
Employer's Tax ID No.: 95-4054321 )  
19 Reorganized Debtors. )  
20 440 Kings Village Road )  
Scotts Valley, CA 95066 )

21 **REQUEST FOR PAYMENT OF POST-CONFIRMATION**  
22 **FEES AND EXPENSES BY ATTORNEYS FOR REORGANIZED DEBTORS**  
(April 1 - 30, 2015)

23 Dorsey & Whitney, LLP ("Dorsey"), attorneys for ATI Liquidating, Inc., formerly known as  
24 Aviza Technology, Inc. ("ATI"), AI Liquidating, Inc., formerly known as Aviza, Inc., and TTI  
25 Liquidating, Inc., formerly known as Trikon Technologies, Inc. (collectively, the "Reorganized  
26 Debtors"), hereby requests payment and reimbursement of its post-confirmation attorneys' fees and  
27 expenses, in the amounts of \$28,720.35 and \$6.12, respectively, as follows:

- 28 1. On April 8, 2010, the Bankruptcy Court entered its ORDER CONFIRMING DEBTORS'

1 JOINT PLAN OF LIQUIDATION (DATED MARCH 2, 2010), confirming the DEBTORS' JOINT PLAN OF  
2 LIQUIDATION (DATED MARCH 2, 2010) (the "Plan").

3 2. On the Reorganized Debtors' motion, the Plan was modified pursuant to the Bankruptcy  
4 Court's ORDER APPROVING STIPULATION RE POST-CONFIRMATION MODIFICATION OF DEBTORS' JOINT  
5 PLAN OF LIQUIDATION (DATED MARCH 2, 2010) entered on April 27, 2010, and its ORDER GRANTING  
6 MOTION BY REORGANIZED DEBTOR FOR APPROVAL OF NONMATERIAL AMENDMENTS TO CONFIRMED PLAN  
7 (the "Plan Modification Order") entered on November 5, 2012.

8 3. The Plan, as modified by the Plan Modification Order, provides a procedure for the  
9 post-confirmation compensation and reimbursement of expenses for professionals in these cases.

10 Section 6.24 of the Plan provides as follows:

11 **6.24 Post-Confirmation Compensation and Reimbursement of Professionals.**

12 All professionals employed by the Reorganized Debtors or the Creditors' Committee  
13 after the Confirmation Date shall be entitled to payment of their reasonable post-  
14 Confirmation Date fees and reimbursement of expenses on a monthly basis, subject to the  
following:

15 a. Until such time as the Bankruptcy Case is closed, each party requesting  
16 payment of post-Confirmation fees and expenses in excess of \$15,000 shall serve a detailed  
17 statement of requested fees and expenses on the Notice Parties (compensation requests of  
\$15,000 or less shall not require notice);

18 b. Any Notice Party or other party in interest may object to any portion of the  
19 requested fees and expenses. Any objection to the payment of fees or reimbursement of  
20 expenses shall be in writing (and sufficiently detailed to allow the party whose compensation  
21 is the subject of the objection an opportunity to respond, and ultimately to allow the  
22 Bankruptcy Court to rule on such objection) and served on the Notice Parties and the party  
whose compensation is the subject of the objection. Any such objection must be served  
within fifteen (15) days after service of the detailed statement;

23 c. If there is no objection to a party's requested fees and expenses within such  
24 fifteen (15) day period, the Reorganized Debtors shall promptly pay the requested amount in  
25 full. If an objection to a portion of the fees or expenses requested is timely served, the  
26 Reorganized Debtors shall promptly pay the undisputed portion of such fees and expenses;

27 d. To the extent that an objection is timely served, the Responsible Person shall  
28 reserve monies in the amount of the disputed fees and expenses pending resolution of said  
objection;

e. Any objection to a request shall be resolved by either: (a) written agreement

1 between the party requesting such fees and expenses and the objecting party, or (b) resolution  
2 of the disputed amount by the Bankruptcy Court. Resolution by the Bankruptcy Court shall  
3 be requested by motion filed and served on the Notice Parties in accordance with the  
4 Bankruptcy Rules and the Local Rules on not less than twenty-one (21) days' notice and such  
5 motion may be filed by either the requesting party or the objecting party. Any opposition to  
6 the motion shall be filed and served no later than seven (7) days prior to the hearing;

7 f. Professionals shall not otherwise be required to file applications for  
8 Bankruptcy Court approval of post-Confirmation fees and expenses; and

9 g. Following the closing of the Bankruptcy Case, compensation requests may be  
10 paid by the Reorganized Debtor in the ordinary course, without notice.

11 4. Section 1.58 of the Plan, as modified by the Plan Modification Order, defines "Notice  
12 Parties" as follows:

13 "Notice Parties" means the Reorganized Debtors, counsel for the Reorganized  
14 Debtors, the Creditors' Committee, counsel for the Creditors' Committee, the United States  
15 Trustee, the Responsible Person, the Banks, counsel for the Banks, and any Creditor who,  
16 after the Confirmation Hearing, delivers a notice to the Debtors requesting to be added as a  
17 notice party; provided that (a) any Creditor whose Claim has been paid in full shall no longer  
18 be a Notice Party; (b) if all Creditors have been paid in full with interest in accordance with  
19 the Plan, the Reorganized Debtors shall cause any notice required to be mailed to the Notice  
20 Parties to be posted on its website prior to mailing notice to the Notice Parties, and such  
21 notice shall remain on its website for a period of not less than 90 days from the date such  
22 notice was mailed to the Notice Parties; and (c) the United States Trustee shall no longer be a  
23 Notice Party upon closing of the Bankruptcy Case.

24 5. Pursuant to the procedures set forth in the Plan as described above, Dorsey submits  
25 this request for its payment of its fees and expenses incurred in April 2015.

26 6. During April 2015, Dorsey incurred attorneys' fees and expenses in the amounts of  
27 \$28,720.35 and \$6.12, respectively. The majority of these fees and expenses were incurred  
28 addressing two motions filed by Dvir and Yehuda Weinberg (together, the "Weinbergs"), two  
individuals who allegedly purchased stock in ATI after the record date established by the Plan, with  
respect to distributions made to holders of ATI stock and with respect to payments made pursuant to  
an incentive program in accordance with the Plan. In this regard, Dorsey, on behalf of the Debtors,  
was compelled to conduct in-depth research and analysis regarding the numerous legal arguments  
and factual contentions claimed by the Weinbergs. Dorsey analyzed the viability of the procedures  
and potential ramifications of the relief requested by the Weinbergs, engaged in settlement

1 discussions and considered the permissibility and practicality of potential settlement. Dorsey  
2 conferred extensively with the Debtors' representatives and other knowledgeable individuals and  
3 third parties regarding the Weinbergs' allegations and requested relief, and ultimately filed  
4 oppositions to the Weinbergs' two motions. Dorsey also responded to various informal demands  
5 made by the Weinbergs' counsel. In addition to the foregoing, during this period, Dorsey assisted  
6 the Debtors in preparing and filing their post-confirmation Quarterly Report.

7       7.       **PLEASE TAKE NOTICE** that Dorsey requests payment of the fees and expenses  
8 described in Paragraph 6 above, pursuant to the procedures set forth in the Plan as described above.  
9 Any objection to Dorsey's request for payment of its attorneys' fees and expenses by a party in  
10 interest must be served on Dorsey and the Notice Parties<sup>1</sup> within fifteen (15) days of the date set  
11 forth below.

12 Dated: May 20, 2015

DORSEY & WHITNEY LLP

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14 By: /s/ Thomas T. Hwang  
15 Thomas T. Hwang  
16 Attorneys for Reorganized Debtors  
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28 <sup>1</sup> The names and addresses of the Notice Parties are set forth on the Certificate of Service attached  
hereto.

1 **CERTIFICATE OF SERVICE**

2 I am a citizen of the United States and employed in Santa Clara County. I am over the age of  
3 eighteen years and not a party to the above-entitled action; my business address is 305 Lytton  
4 Avenue, Palo Alto, California 94301.

5 On May 20, 2015, at my place of business, I caused to be served a true and correct copy of  
6 the within document(s) in the manner indicated below:

7  **By Mail** by enclosing said document(s) in an envelope and depositing the sealed envelope  
8 with the United States Postal Service with the postage fully prepaid, addressed as follows:

9 **Reorganized Debtors and Responsible Person**

ATI Liquidating, Inc.  
AI Liquidating, Inc.  
TTI Liquidating, Inc.  
Attn: Patrick C. O'Connor  
440 Kings Village Road  
Scotts Valley, CA 95066

10 **United States Trustee**

Office of the U.S. Trustee  
Attn: John Wesolowski  
280 S. First Street, Suite 268  
San Jose, CA 95113-3004

11  
12 **Attorneys for Dvir Weinberg and**  
13 **Yehuda Weinberg**

14 Jerrold L. Bregman  
15 Steven T. Gubner  
Ezra Brutzkus Gubner LLP  
21650 Oxnard Street, Suite 500  
16 Woodland Hills, CA 91367

17 This Certificate was executed on May 20, 2015, at Palo Alto, Santa Clara County, California.

18 I declare under penalty of perjury that the foregoing is true and correct.

19 /s/ Sandra Bloomer

20 SANDRA BLOOMER