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5 Special Counsel for Reorganized Debtors

6
7 **UNITED STATES BANKRUPTCY COURT**
8 **NORTHERN DISTRICT OF CALIFORNIA**
9 **SAN JOSE DIVISION**

10 In re:)	Cases Substantively Consolidated
)	
11 ATI LIQUIDATING, INC.,)	Case No. 09-54511-SLJ-11
12 formerly known as)	
Aviza Technology, Inc.,)	
13 Employer's Tax ID No.: 20-1979646)	
)	
14 AI LIQUIDATING, INC.,)	Case No. 09-54514-SLJ-11
15 formerly known as Aviza, Inc.,)	
16 Employer's Tax ID No.: 20-0249205)	
)	
17 TTI LIQUIDATING, INC.,)	Case No. 09-54515-SLJ-11
18 formerly known as)	
Trikon Technologies, Inc.,)	
19 Employer's Tax ID No.: 95-4054321)	
)	
20 Debtor(s).)	
)	
21 440 Kings Village Road)	
22 Scotts Valley, CA 95066)	

23 **REQUEST FOR PAYMENT OF FEES AND EXPENSES**
24 **BY SPECIAL COUNSEL FOR REORGANIZED DEBTORS**

(May 1, 2013 – May 31, 2013)

25 COMES NOW Wilson Sonsini Goodrich & Rosati, ("WSGR"), special counsel for ATI
26 Liquidating, Inc., formerly known as Aviza Technology, Inc., AI Liquidating, Inc., formerly known
27 as Aviza, Inc., and TTI Liquidating, Inc., formerly known as Trikon Technologies, Inc. (collectively,
28 the "Reorganized Debtors"), who hereby requests payment of its attorneys' fees and expenses as

1 follows:

2 1. Attached hereto as **Exhibit “A”** and by this reference incorporated herein is a
3 statement of WSGR’s attorneys’ fees and expenses for the period of May 1, 2013 through May 31,
4 2013. WSGR requests payment of these fees pursuant to the procedures set forth below.

5 2. On April 8, 2010, the Bankruptcy Court entered its ORDER CONFIRMING DEBTORS’
6 JOINT PLAN OF LIQUIDATION (DATED MARCH 2, 2010) confirming the DEBTORS’ JOINT PLAN OF
7 LIQUIDATION (DATED MARCH 2, 2010) (as amended pursuant to the Bankruptcy Court’s ORDER
8 GRANTING MOTION BY REORGANIZED DEBTOR AND APPROVING NONMATERIAL AMENDMENTS TO
9 CONFIRMED PLAN entered on November 5, 2012, the “Plan”). The Plan provides a procedure for the
10 compensation and reimbursement of expenses for professionals in these bankruptcy cases (the “Post-
11 Confirmation Compensation Procedure”) for fees and expenses incurred after April 8, 2010. Section
12 6.24 of the Plan sets forth the Post-Confirmation Compensation Procedure as follows:

13 **6.24 Post-Confirmation Compensation and Reimbursement of Professionals.**

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

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

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

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

d. To the extent that an objection is timely served, the

1 Responsible Person shall reserve monies in the amount of the disputed
2 fees and expenses pending resolution of said objection;

3 e. Any objection to a request shall be resolved by either: (a)
4 written agreement between the party requesting such fees and
5 expenses and the objecting party, or (b) resolution of the disputed
6 amount by the Bankruptcy Court. Resolution by the Bankruptcy Court
7 shall be requested by motion filed and served on the Notice Parties in
8 accordance with the Bankruptcy Rules and the Local Rules on not less
9 than twenty-one (21) days notice and such motion may be filed by
10 either the requesting party or the objecting party. Any opposition to
11 the motion shall be filed and served no later than seven (7) days prior
12 to the hearing;

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

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

19 3. **PLEASE TAKE NOTICE** that any objection to the professional fees and expenses
20 requested herein must be served on WSGR and the Notice Parties (as defined in the Plan)¹ within
21 fifteen (15) days of the date set forth below. The names and addresses of the Notice Parties are set
22 forth on the Certificate of Service attached hereto.

23 Dated: August 12, 2013

24 Respectfully submitted,

25 **WILSON SONSINI GOODRICH & ROSATI**

26 By: /s/ Susan P. Reinstra

27 Susan P. Reinstra

28 Special Counsel for Reorganized Debtors

¹ Section 1.58 of the Plan defines the "Notice Parties" as follows:

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

Because all allowed claims of creditors have been paid, or reserved for, in full with interest pursuant to the Plan, creditors are no longer Notice Parties in these bankruptcy cases.

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 August 20, 2013, at my place of business, I served a true and correct copy of the within
6 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 **Counsel to Reorganized Debtors**

10 Thomas T. Hwang
11 Dorsey & Whitney LLP
12 305 Lytton Avenue
13 Palo Alto, CA 94301

9 **Special Counsel for Reorganized Debtors**

10 Susan P. Reinstra
11 Wilson Sonsini Goodrich & Rosati
12 650 Page Mill Road
13 Palo Alto, CA 94304-1050

12 **Reorganized Debtors and Responsible Person**

13 ATI Liquidating, Inc.
14 AI Liquidating, Inc.
15 TTI Liquidating, Inc.
16 Attn: Patrick C. O'Connor
17 440 Kings Village Road
18 Scotts Valley, CA 95066

12 **United States Trustee**

13 Office of the U.S. Trustee
14 Attn: John Wesolowski
15 280 S. First Street, #268
16 San Jose, CA 95113-3004

16 This Certificate was executed on August 20, 2013 at Palo Alto, Santa Clara County,
17 California. I declare under penalty of perjury that the foregoing is true and correct.

18 /s/ Sandra L. Bloomer
19 SANDRA L. BLOOMER