



Signed: November 08, 2006

A handwritten signature in black ink that reads "Randall J. Newsome".

RANDALL J. NEWSOME
U.S. Bankruptcy Judge

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14 **UNITED STATES BANKRUPTCY COURT**
15 **NORTHERN DISTRICT OF CALIFORNIA**
16 **OAKLAND DIVISION**

17
18 In re
19 **PREDI WAVE CORPORATION,**
20 a California Corporation,
21 Debtor.

Case No.: 06-40547-RN

Chapter 11

**ORDER GRANTING APPLICATION
OF DEBTOR AND DEBTOR IN
POSSESSION FOR ORDER
AUTHORIZING EMPLOYMENT OF
ASAHI KOMA LAW OFFICES NUNC
PRO TUNC (AS OF THE PETITION
DATE))**

1 The Court has read and considered the *Application of Debtor and Debtor in Possession*
2 *for Order Authorizing Employment of Asahi Koma Law Offices Nunc Pro Tunc (as of the*
3 *Petition Date); Declaration of Shinichiro Abe in Support Thereof* (the "Application") filed by
4 PrediWave, a California corporation, the debtor and debtor in possession in the above-captioned
5 chapter 11 case (the "Debtor"). By the Application, the Debtor sought authority to employ
6 Asahi Koma Law Offices ("Asahi") as its counsel for its Japanese operations, effective as of
7 April 14, 2006, pursuant to sections 327(a) and 328 of Title 11 of the United States Code (the
8 "Bankruptcy Code") and Rule 2014 of the Federal Rules of Bankruptcy Procedure.

9 After considering the Application, all other pleadings and declarations filed in support
10 thereof, and the record in this case including, without limitation, that certain Order Re Motion
11 for Authority to Employ and Compensate Certain Foreign Non-Restructuring Professionals In
12 The Ordinary Course [Docket # 250] (the "Foreign Professionals Order"), the Court finds that:
13 (1) Asahi and all of its accounting professionals comprising or employed by it are
14 "disinterested persons" as that term is defined in the Bankruptcy Code and do not hold or
15 represent an interest adverse to the Debtor or its estate; (2) the terms and conditions of the
16 engagement that is the subject of the Application (the "Engagement") including, without
17 limitation, the terms set forth in the Engagement Letter (as defined in the Application) are
18 reasonable; (3) employment of Asahi and its professionals for the purposes set forth in the
19 Application is in the best interests of the estate; (4) notice of the Application was adequate and
20 appropriate under the particular circumstances and no other notice need be given; and (5) other
21 good and sufficient cause exists for granting the relief requested by the Application.

22 **THEREFORE, IT HEREBY IS ORDERED THAT:**

- 23 1. Pursuant to sections 327(a) and 328 of the Bankruptcy Code, the Application is
24 **GRANTED** as follows:
- 25 2. The Debtor is authorized to employ Asahi, nunc pro tunc as of April 14, 2006,
26 as its legal counsel for its Japanese operations for the purposes and on the terms set forth in the
27 Application, with compensation that is at the expense of the Debtor's estate.
- 28 3. The Debtor is authorized to compensate Asahi for services rendered and expenses

1 incurred in connection with the Engagement in an amount not to exceed \$24,000 per year (the
2 "Annual Limit") without further application to or order from the Court.

3 4. If, and to the extent, Asahi seeks compensation from the Debtor's estate in an
4 amount in excess of the Annual Limit, it shall be required to seek Court approval of such excess
5 compensation by way of application, pursuant to sections 330 and/or 331 of the Bankruptcy
6 Code, consistent with any orders of this Court and applicable procedures established by the
7 Office of the United States Trustee including, without limitation, the Guidelines for
8 Compensation and Reimbursement of Professionals and Trustees.

9 5. For the avoidance of any doubt, Asahi shall not be subject to that certain Order
10 establishing procedures for interim compensation and reimbursement of expenses incurred by
11 professionals retained by the estate [Docket No. 248].

12 **** END OF ORDER ****
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