



Signed: December 19, 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

**OMNIBUS ORDER APPROVING FIRST  
INTERIM FEE APPLICATIONS FOR  
ALLOWANCE AND PAYMENT OF  
INTERIM COMPENSATION AND  
REIMBURSEMENT OF EXPENSES (FOR  
APRIL 14, 2006 THROUGH AUGUST 31,  
2006)**

**Hearing**

22  
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26 Date: December 13, 2006  
Time: 9:30 a.m.  
27 Place: Courtroom 220  
1300 Clay Street  
28 Oakland, CA 94612

1 The Court conducted a hearing (the "Hearing") on December 13, 2006, with  
2 appearances as noted in the record, to consider applications for the interim allowance of all  
3 fees and expenses incurred during the period from April 14, 2006 through and including  
4 August 31, 2006 (along with requests for the payment of any outstanding unpaid balance for  
5 such period, if any, the "Applications" and each, an "Application") by certain professionals  
6 (the "Professionals") employed in the above-captioned chapter 11 case of PrediWave  
7 Corporation, a California corporation ("PrediWave" or the "Debtor") and in such amounts, as  
8 follows: (a) Klee, Tuchin, Bogdanoff & Stern, LLP ("KTBS"), the Debtor's reorganization  
9 counsel, in the amount of \$393,881.63, with \$380,077.00 attributable to fees and \$13,804.63  
10 attributable to expenses incurred; (b) XRoads Solutions Group, LLC ("XRoads"), the  
11 Debtor's financial and restructuring advisor and employer of the Debtor's chief restructuring  
12 officer and chief financial officer, in the amount of \$1,203,103.90, with \$1,064,645.00  
13 attributable to fees and \$138,458.90 attributable to expenses incurred; and (c) Pachulski,  
14 Stang, Ziehl, Young, Jones & Weintraub, LLP ("PSZYJ&W"), counsel to the Official  
15 Committee of Creditors Holding Unsecured Claims, in the amount of \$48,446.43, with  
16 \$43,799.00 attributable to fees and \$4,647.43 attributable to expenses incurred.

17 There were no objections to any of the Applications.

18 The Court has reviewed and considered the Applications and all other pleadings,  
19 exhibits, documents and evidence submitted in conjunction with the Applications; the  
20 arguments and representations of counsel; and the record in this case. Based on that review  
21 and consideration, the Court finds that certain reductions in fees (as noted on the record and  
22 set forth below) are appropriate at this time, and finds further that:

23 A. The Court has jurisdiction over the Applications pursuant to 28 U.S.C. §§ 157  
24 and 1334. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409. The matter is a core  
25 proceeding pursuant to 28 U.S.C. § 157(b)(2);

26 B. Notice of the Applications and the Hearing was adequate and appropriate  
27 under the particular circumstances and complies with the applicable provisions of the  
28 Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, and the Bankruptcy Local

1 Rules for the Northern District of California, and no other notice need be given;

2 C. The compensation requested in each of the Applications (except to the extent  
3 reduced by the Court in this Order, as set forth below) is reasonable and the services for  
4 which compensation is sought in the Applications were necessary to the administration of the  
5 estate which either benefited or were performed with the intention to benefit the Debtor  
6 and/or its estate;

7 D. The expense reimbursements requested in the Applications were for actual,  
8 reasonable, and necessary expenses; and

9 E. The legal and factual bases set forth in the Applications establish good and  
10 sufficient cause for the Court to grant the relief herein and after due deliberation and  
11 sufficient cause appearing therefore,

12 **IT HEREBY IS ORDERED THAT:**

13 1. The Applications are hereby **GRANTED**, as follows.

14 2. The Court hereby allows KTBS, on an interim basis, fees and reimbursement  
15 of expenses incurred by KTBS in the amounts of **\$368,674.69** (which reflects an \$11,402.31  
16 (or 3%) court-ordered reduction of the amount sought by KTBS in its Application) and  
17 **\$13,804.63**, respectively, and authorizes and directs the Debtor to reduce the amount of its  
18 next payment to KTBS on account of any fees for services rendered anytime during or after  
19 the month of November 2006, by \$11,402.31.

20 3. The Court hereby allows XRoads, on an interim basis, fees and reimbursement  
21 of expenses incurred by XRoads in the amounts of **\$1,064,645.00** and **\$138,458.90**,  
22 respectively, and authorizes and directs the Debtor to pay the outstanding unpaid balance, if  
23 any, to XRoads.

24 4. The Court hereby allows PSZYJ&W, on an interim basis, fees and  
25 reimbursement of expenses incurred by PSZYJ&W in the amounts of **\$41,799.00** (which  
26 reflects a \$2,000.00 court-ordered reduction of the amount sought by PSZYJ&W in its  
27 Application) and **\$4,647.43**, respectively, and authorizes and directs the Debtor to reduce the  
28 amount of its next payment to PSZYJ&W on account of any fees for services rendered

1 anytime during or after the month of November 2006, by \$2,000.00.

2 5. No party shall be estopped from objecting to a final fee application on the  
3 ground that such party failed to object to any of the Applications.

4 6. This Court retains jurisdiction over any dispute regarding the payment of  
5 allowed but unpaid professional fees and expenses.

6 7. This Order shall be effective immediately upon entry, with no stay of  
7 enforcement in effect.

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9 **\*\* END OF ORDER \*\***  
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