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7 Proposed Reorganization Counsel for Debtor and  
8 Debtor in Possession

9 Debtor's Mailing Address  
48431 Milmont Drive  
10 Fremont, CA 94538

11 **UNITED STATES BANKRUPTCY COURT**  
12 **NORTHERN DISTRICT OF CALIFORNIA**  
13 **OAKLAND DIVISION**

15 In re

16 **PREDIWAVE CORPORATION,**  
17 a California Corporation,

18 Debtor.

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20 Fed. Tax I.D. No. 77-0494328  
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Case No.: 06-40547-RJN

Chapter 11

**APPLICATION OF DEBTOR AND  
DEBTOR IN POSSESSION FOR  
ORDER AUTHORIZING  
EMPLOYMENT OF KLEE, TUCHIN,  
BOGDANOFF & STERN LLP AS  
REORGANIZATION COUNSEL;  
DECLARATION OF THOMAS E.  
PATTERSON IN SUPPORT  
THEREOF**

[No Hearing Required]



1 the Debtor.

2 **II.**

3 **RELIEF REQUESTED**

4 The Debtor wishes to employ KTB&S as its reorganization counsel in connection with  
5 this case, effective as of May 29, 2006. KTB&S is composed of attorneys who limit their  
6 practice to the areas of reorganization, bankruptcy, general commercial litigation, general  
7 corporate law, financings and acquisitions. The firm is well qualified to represent the Debtor.  
8 All attorneys comprising or associated with KTB&S who will render services in this case are  
9 duly admitted to practice law in the courts of the State of California and in the United States  
10 District Court for the Northern District of California. A summary of the experience and  
11 qualifications of those members of KTB&S who are expected to render services to the Debtor is  
12 attached hereto as Exhibit 1.

13 The Debtor needs reorganization counsel to render the following types of professional  
14 services, among others:

- 15 a. To advise the Debtor regarding matters of bankruptcy law;
- 16 b. To represent the Debtor in proceedings or hearings in the United States  
17 Bankruptcy Court for the Northern District of California (the "Bankruptcy Court")  
18 involving matters of bankruptcy law;
- 19 c. To assist the Debtor with the negotiation, documentation and any  
20 necessary Court approval of transactions concerning property of the estate;
- 21 d. To assist the Debtor in the negotiation, preparation, confirmation, and  
22 implementation of a plan of reorganization or liquidation; and
- 23 e. To advise the Debtor concerning the requirements of the Bankruptcy Code,  
24 and federal and local rules relating to the administration of this case, and the effect of this  
25 case on the operations of the Debtor.

26 A true and correct copy of the current retention agreement between KTB&S and the  
27 Debtor is attached hereto as Exhibit 2 (the "Retention Agreement"). KTB&S will not undertake  
28 responsibility for those aspects of matters that are not within the scope of its representation as set

1 forth in that agreement without further order of this Court.

2 The Debtor anticipates that, in addition to employing KTB&S as reorganization counsel,  
3 it will require additional counsel, including special litigation counsel. The Debtor anticipates  
4 filing an application to employ L&W as special litigation counsel under section 327(e) of the  
5 Bankruptcy Code. The Debtor anticipates employing L&W to represent the Debtor in  
6 connection with certain litigation including, without limitation, the New World Litigation. For  
7 purposes of this Application, the "New World Litigation" shall mean and include (a) that certain  
8 litigation commenced by the Debtor against Messrs. Jimmy Li and Fu Sze Shing in the Los  
9 Angeles County Superior Court, Case No. BC319755, for breach of fiduciary duty, unfair  
10 competition, tortious interference with contract, tortious interference with prospective business  
11 advantage and declaratory relief (the "Los Angeles Action"), (b) the Santa Clara Action, and (c)  
12 any litigation or matters related to the Los Angeles Action and/or the Santa Clara Action  
13 including assisting the Debtor's general bankruptcy counsel with any matters that arise in this  
14 chapter 11 case and that relate to or could impact the Los Angeles Action and/or the Santa Clara  
15 Action.

16 The Debtor does not expect any duplication in the services to be rendered to it by  
17 different counsel. Indeed, the Retention Agreement expressly precludes KTB&S from  
18 representing the Debtor in the Santa Clara Action.

19 The Debtor may request that KTB&S undertake specific matters beyond the limited  
20 scope of the responsibilities set forth in the Retention Agreement. Should KTB&S agree in its  
21 discretion to undertake any such specific matters, the Debtor will seek further order of this  
22 Court.

### 23 III.

### 24 COMPENSATION

25 On or about May 29, 2006, KTB&S began providing services to the Debtor. KTB&S has  
26 not previously represented the Debtor. In the one-year period preceding the Petition Date (i.e.,  
27 from April 14, 2005 to April 14, 2006), KTB&S did not receive any payments from the Debtor.  
28 The Debtor has not paid a retainer to KTB&S, and the Retention Agreement does not require the

1 Debtor to pay a post-petition retainer.

2 KTB&S has agreed to accept as compensation for its services sums as may be allowed by  
3 this Court in accordance with law. A list of the guideline hourly rates for those members of  
4 KTB&S expected to render services to the Debtor is attached hereto as Exhibit 3. No additional  
5 compensation will be paid by the Debtor to KTB&S except as approved by the Bankruptcy  
6 Court.

7 KTB&S will file one or more fee applications seeking Court authority to receive  
8 compensation and reimbursement of expenses from the Debtor consistent with any orders of the  
9 Bankruptcy Court and applicable procedures established by the Office of the United States  
10 Trustee. If the Court adopts a monthly fee procedure, KTB&S will seek monthly compensation  
11 pursuant to such procedure. To the extent any fees or expenses paid to KTB&S are disallowed  
12 by this Court, KTB&S understands that such disallowed amounts may be ordered disgorged by  
13 KTB&S and returned to the Debtor.

14 **IV.**  
15 **DISINTERESTEDNESS**

16 To the best of the Debtor's knowledge, based upon the accompanying Patterson  
17 Declaration, except as otherwise set forth below and in the Patterson Declaration, KTB&S and  
18 all of the attorneys comprising or employed by it are disinterested persons who do not hold or  
19 represent an interest adverse to the estate and do not have any connection either with the Debtor,  
20 its creditors, or any other party in interest in this case or with their respective attorneys or  
21 accountants, or with any judge of the United States Bankruptcy Court for the Northern District  
22 of California, the United States Trustee, or any person employed in the Office of the United  
23 States Trustee, provided, however, (a) KTB&S has represented in the past one or more  
24 bondholder committees of which AIG was a committee member, however, KTB&S has not  
25 represented and does not currently represent AIG in matters related to the Debtor and is adverse  
26 to AIG in other matters, and (b) Jonathan S. Shenson served as a law clerk to the Honorable  
27 Edward D. Jellen, United States Bankruptcy Court for the Northern District of California, from  
28 1996 to 1998.

1 The following supplemental disclosures are made with respect to KTB&S's  
2 disinterestedness. References to KTB&S include all attorneys who are expected to render  
3 services in this case.

4 a. KTB&S is not and was not a creditor, an equity security holder, or an  
5 insider of the Debtor.

6 b. KTB&S is not and was not, within 2 years before the Petition Date, a  
7 director, officer, or employee of the Debtor.

8 c. Pursuant to the disclosures contained in the Patterson Declaration, KTB&S  
9 has no interest materially adverse to the interest of the estate or of any class of creditors  
10 or equity security holders, either by reason of any direct or indirect relationship to,  
11 connection with, or interest in the Debtor or for any other reason.

12 **V.**

13 **CONCLUSION**

14 The employment of KTB&S as the Debtor's reorganization counsel is in the best interest  
15 of creditors of this estate.

16 **THEREFORE**, the Debtor requests that it be authorized to employ KTB&S as its  
17 reorganization counsel, with compensation that is at the expense of the estate to be in such  
18 amount as this Court may hereafter allow in accordance with law.

19  
20 DATED: June 7, 2006

PrediWave Corporation

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22 /s/ Vincent Lin  
23 Vincent Lin  
24 Vice President of Operations and General Counsel  
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Presented By:

/s/ Jonathan S. Shenson  
Jonathan S. Shenson, a Member of  
KLEE, TUCHIN, BOGDANOFF & STERN LLP  
Proposed Reorganization Counsel for  
Debtor and Debtor in Possession



1 disgorged by KTB&S and returned to the Debtor.

2 9. KTB&S utilizes a number of procedures to determine its relationships, if any, to  
3 parties that may have connections to a case. Specifically, KTB&S uses computer programs to  
4 review its databases in order to discover relationships. KTB&S also routinely inquires of  
5 attorneys with the firm whether any relationships exist that may escape scrutiny utilizing the  
6 computerized systems upon which the firm relies.

7 10. In the instant case, KTB&S focused its inquiry on ascertaining whether:

8 a. the firm or any attorney thereof currently represents or otherwise currently  
9 has a relationship with any person or entity listed on the List of Creditors Holding 30  
10 Largest Unsecured Claims [Docket No. 5], the List of Equity Holders [Docket No. 6] and  
11 the creditor matrix maintained by the Court (the "Conflict List");

12 b. the firm or any attorney thereof represented any person or entity on the  
13 Conflict List during the past year; or

14 c. the firm during the past year derived significant revenue from any person  
15 or entity on the Conflict List.

16 11. Based on the preceding review, except as otherwise set forth below, KTB&S and  
17 all of the attorneys comprising or employed by it are disinterested persons who do not hold or  
18 represent an interest adverse to the estate and do not have any connection either with the Debtor,  
19 its creditors, or any other party in interest in this cases or with their respective attorneys or  
20 accountants, or with any judge of the United States Bankruptcy Court for the Central District of  
21 California, the United States Trustee, or any person employed in the Office of the United States  
22 Trustee, provided, however, that (a) KTB&S has represented in the past one or more bondholder  
23 committees of which AIG was a member, however, KTB&S has not represented and does not  
24 currently represent AIG in matters related to the Debtor and is adverse to AIG in other matters,  
25 and (b) Jonathan S. Shenson served as a law clerk to the Honorable Edward D. Jellen, United  
26 States Bankruptcy Court for the Northern District of California, from 1996 to 1998.

1           10. The following supplemental disclosures are made with respect to KTB&S's  
2 disinterestedness. References to KTB&S include all attorneys who are expected to render  
3 services in this case.

4           a. KTB&S is not and was not a creditor, an equity security holder, or an  
5 insider of the Debtor.

6           b. KTB&S is not and was not, within 2 years before the Petition Date, a  
7 director, officer, or employee of the debtor.

8           c. Pursuant to the disclosures contained in the Patterson Declaration, KTB&S  
9 has no interest materially adverse to the interest of the estate or of any class of creditors  
10 or equity security holders, either by reason of any direct or indirect relationship to,  
11 connection with, or interest in the Debtor or for any other reason.

12  
13 I declare under penalty of perjury that the foregoing is true and correct.

14 Executed this 7th day of June, 2006, at Los Angeles, California.

15  
16 /s/ Thomas E. Patterson

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18 THOMAS E. PATTERSON  
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EXHIBIT 1

**BIOGRAPHIES OF CERTAIN MEMBERS OF  
KLEE, TUCHIN, BOGDANOFF & STERN LLP**

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5 **Lee R. Bogdanoff** is a member and co-manager of KTB&S. Mr. Bogdanoff graduated Phi Beta  
6 Kappa from the University of California, Davis, where he was a Regent Scholar, with a Bachelor  
7 of Arts Degree in History and Political Science. He graduated, Order of the Coif, from Boalt  
8 Hall School of Law at the University of California, Berkeley in 1985. He served as law clerk to  
9 the Honorable David Thompson, United States Court of Appeals for the Ninth Circuit Court,  
10 from 1985 to 1986.

11 Mr. Bogdanoff's practice includes representation of debtors in and out-of-court, creditors'  
12 committees (bondholder, trade), secured creditors (including debtor in possession lenders) and  
13 acquirers of assets and debt positions. He has served as lead counsel in some of the largest  
14 chapter 11 cases pending at the time. For example, he successfully reorganized Dolco Packaging  
15 Corporation (a publicly held manufacturer), Liquor Barn (a publicly held retail chain), First  
16 Executive Corporation (a publicly held parent of Executive Life), Merksamer Jewelers (a large  
17 retail jewelry chain), DEP Corporation (a publicly held manufacturer), Westmoreland Coal  
18 Company (a publicly held energy company), with Mr. Tuchin, Barry's Jewelers (a publicly held  
19 jewelry chain), and Custom Food Products (specialty meat products). Mr. Bogdanoff was one of  
20 the primary attorneys representing Orange County, California in its Chapter 9 bankruptcy. His  
21 recent creditors' committee practice includes bondholder groups in ICO Global, Quokka Sports,  
22 Inc., ZiLOG, Inc. and National Energy & Gas Transmission, Inc. More recently, he has  
23 represented Anacomp, Inc. (information, document storage and retrieval technology company),  
24 Matthews Studio Equipment Group (production equipment for the entertainment industry),  
25 Outsource International (temporary employment services), Sun World International (farming  
26 operations) and Crescent Jewelers (retail jewelry chain).

27 Mr. Bogdanoff has represented many acquirers, including Twentieth Century Fox, in connection  
28 with a variety of acquisitions (including the purchase of assets from Carolco and Marvel) and the  
GAP. He also represented the management team in connection with a management-led buyout of  
NorthFace in the Odyssey cases. His lender representations include Tennenbaum Capital  
Partners, LLC and Ableco Finance LLC.

Mr. Bogdanoff is a member of the Board of Directors of the Financial Lawyers Conference of  
Los Angeles. Mr. Bogdanoff wrote the seminal article on asset sales in bankruptcy (published in  
the Business Lawyer) and his article regarding insolvency analysis was published in the  
Distressed Business & Real Estate Newsletter. Mr. Bogdanoff frequently lectures on  
bankruptcy-related topics. He has participated on panels for the American Bar Association, the  
Los Angeles County Bar Association, the State Bar of California, and the Financial Lawyers  
Conference of Los Angeles

Mr. Bogdanoff is a Fellow in the American College of Bankruptcy and was named one of the  
Outstanding Young Bankruptcy Lawyers of the Year in 2000 by Turnarounds and Workouts. He  
was also named in the K&A Restructuring Register as one of America's top 75 restructuring

1 lawyers and one of the top 16 restructuring lawyers in California, and is listed in The Best  
2 Lawyers in America®, Chambers USA and Who's Who Legal (Insolvency & Restructuring),  
among other honors.

3 **Thomas E. Patterson** is a member of KTBS. Mr. Patterson graduated with First Class Honors  
4 from the University of Manitoba with a Bachelor of Arts Degree in Philosophy. He attended  
5 Oxford University on a Rhodes Scholarship where he graduated with a Bachelor of Arts in  
6 Jurisprudence (First Class) in 1984 and a Bachelor of Civil Law (First Class) in 1985. He served  
7 as a Bigelow Fellow and Lecturer in Law at The Law School, University of Chicago, 1985-86.  
8 He has served as a member of the Board of Governors of the Financial Lawyers Conference  
9 (1998-2001), the Debtor-Creditor Relations Committee of the Business Law Section of the  
California State Bar (1992-1995) and the Bankruptcy Sub-Committee of the Commercial Law  
and Bankruptcy Committee of the Los Angeles County Bar Association (1994-1997). He is the  
author of "Current Issues Involving Adequate Protection in Real Estate Bankruptcies," 22  
California Bankruptcy Journal 75 (1994).

10 Mr. Patterson has represented debtors, creditors' committees, and secured creditors in many large  
11 chapter 11 cases, and has also been involved in most of the significant insurer insolvency matters  
12 pending in the State of California over the past decade. Mr. Patterson has represented many  
13 Chapter 11 debtors, including Imagyn Medical Technologies, Inc., (Delaware), Aquarius  
14 Promotional Enterprises, Inc. and Cool Fuel Incorporated; and secured creditors, including the  
largest secured lender in the case of Super Shops, Inc., the agent for the project lenders in  
McKittrick Limited, and the lender in Pacific Baja Light Metals.

15 He represented the acquirer of the on-going insurance business in Superior National Insurance  
16 Company, the Missouri Director of Insurance in connection with the rehabilitation of General  
17 American Mutual Holding Company, the acquirer of the on-going insurance business in  
18 Executive Life Insurance Company, and a major reinsurer who successfully opposed, on appeal,  
19 the proposed Final Liquidation Dividend Plan for Mission Insurance Companies. He currently  
represents the liquidating trustees of the Golden Eagle Liquidating Trust established in  
connection with the conservation and liquidation of Golden Eagle Insurance Company.

20 He has represented many creditors' committees, including the Official Creditors' Committees in  
21 Sun World International, Inc. and Decora Incorporated (pending in Delaware), and the informal  
22 committee of hospital creditors in the case of MedPartners Provider Network. He currently  
23 represents the Official Creditors' Committee in Maxicare, and the unofficial creditors' committee  
in the conservation of Watts Health Foundation.

24 Mr. Patterson has participated extensively in continuing education panels for the Financial  
Lawyers Conference, the Law Angeles County Bar Association and other organizations.

25 **Michael L. Tuchin** is a member and co-manager of KTB&S. Mr. Tuchin graduated with Honors  
26 and Distinction from Stanford University with a Bachelor of Arts Degree in Psychology. He  
27 received his J.D. from Boalt Hall School of Law at the University of California, Berkeley, in  
1990. He served as an extern to the Honorable Joseph R. Sneed, United States Court of Appeals  
28 for the Ninth Circuit, in 1989. Mr. Tuchin represents debtors, equity holders, secured and  
unsecured creditors, committees and parties interested in acquiring assets from troubled

1 companies.

2 Mr. Tuchin was named one of the top 12 outstanding young bankruptcy lawyers in the nation in  
3 2002, 2003 and 2004, was recognized as the Bankruptcy Lawyer of the Year by the Century City  
4 Bar Association for 2002-2003, was recognized as one of the top 20 young lawyers in the State  
5 of California in 2002, and was recognized as one of the top 100 lawyers in Los Angeles County  
6 in 2004 and 2005.

7 On the debtor side, Mr. Tuchin represented American Restaurant Group (the owner of the Black  
8 Angus restaurant chain as special conflicts counsel), Samuels Jewelers, Inc. (a national publicly  
9 traded retailer of fine jewelry operating more than 130 stores), Fountain View, Inc. (which  
10 operates 49 skilled care nursing and assisted care living facilities, and pharmacy and therapy  
11 businesses), Frederick's of Hollywood, Inc. (a world-renowned retailer of innovative specialty  
12 apparel operating more than 150 stores, a catalogue, and an internet business), and Maple Plaza,  
13 Ltd. (the owner of a significant commercial property in Beverly Hills, California) in connection  
14 with their highly successful chapter 11 cases. Out of court, Mr. Tuchin has led successful  
15 restructurings of the Lusk Company (a large California homebuilder with close to \$1 billion in  
16 debts), a large giftware company, an international manufacturer of computer accessories, a  
17 national express delivery business, and L.A. Kings, Ltd. (the then-owner of the Los Angeles  
18 Kings hockey franchise).

19 Mr. Tuchin has represented creditors in numerous chapter 11 cases, including American Rice  
20 (Corpus Christi, Texas), Black Hawk Casino (Denver, Colorado), Carmike Theatres  
21 (Wilmington, Delaware), Catapult Entertainment (San Jose, California), Chevy's (Oakland,  
22 California), Diversified Restaurant Concepts (San Jose, California), Edwards Theatres (Orange  
23 County, California), ERLY Industries, Inc. (Corpus Christi, Texas), E-spire (Wilmington,  
24 Delaware), Falcon Industries (St. Louis, Missouri), Fresh Choice (San Jose, California), Kmart  
25 (Chicago, Illinois), Merry-Go-Round (Wilmington, Delaware), Pegasus Satellite Television  
26 (Portland, Maine), Petries Retail (New York, New York), Deborah Raffin (Los Angeles,  
27 California), Read-Rite (Oakland, California), Ritter Ranch (Woodland Hills, California), Sega  
28 Gameworks (Los Angeles, California), Sydran Services (Oakland, California), The Heritage  
Network (Dallas, Texas), Tower Records (Wilmington, Delaware), United Airlines (Chicago,  
Illinois), Valley Media (Wilmington, Delaware), and Warehouse Records (Wilmington,  
Delaware).

He represented a large equity holder of the Pittsburgh Penguins hockey team in connection with  
the Penguins' chapter 11 case in Pittsburgh, Pennsylvania, the sole shareholder of Transpacific  
Enterprises, Inc. (a full-service airlines support company) in connection with Transpacific's  
chapter 11 case, and the sole shareholder of Organized Living in connection with Organized  
Living's chapter 11 case.

Mr. Tuchin has represented numerous purchasers of assets (including Viacom, Paramount  
Pictures, and The Gap) and is an expert on successor liability issues.

Mr. Tuchin is extremely active in bar activities. He is a past President and member of the Board  
of Governors of the Financial Lawyers Conference of Los Angeles, immediate past-President  
and a member of the Board of Directors of the Los Angeles Bankruptcy Forum, and a member of

1 the Board of Directors of the California Bankruptcy Forum. He has co-authored articles on  
2 single asset real estate cases and successor liability and is an Editor of the California Bankruptcy  
3 Journal. He lectures frequently at the local and national level.

4 **Martin R. Barash** is a member of KTB&S. He graduated magna cum laude from Princeton  
5 University, with an A.B. degree in Politics and American Studies, in 1989. He graduated from  
6 the UCLA School of Law in 1992, prior to which time he served as Editor and Business  
7 Manager for the UCLA Law Review. From 1992 to 1993, he served as law clerk to the  
8 Honorable Procter R. Hug, Jr., Judge of the United States Court of Appeals for the Ninth Circuit.

9 Mr. Barash concentrates his practice on chapter 11 reorganizations, bankruptcy litigation and  
10 appeals, and has been involved in the following cases, among others: First City/Hunter's Ridge  
11 Limited Partnership (master-planned community developer); Dep Corporation (personal care  
12 products manufacturer); JMS Automotive (automotive parts rebuilder); Ovation, Inc.  
13 (infomercial-based telemarketing); Barry's Jewelers, Inc. (jewelry retailer), and Leisure  
14 Technology, Inc. (retirement community developer).

15 Mr. Barash recently co-authored an article on successor liability in bankruptcy that appeared in  
16 the Journal of Bankruptcy Law and Practice. He also has taught courses in the Department of  
17 Business Law, California State University, Northridge. He is a member of the Business Law  
18 sections of the State Bar of California, the Los Angeles County Bar Association, and the  
19 American Bar Association. He is admitted to practice before the Ninth Circuit U.S. Court of  
20 Appeals, the Tenth Circuit U.S. Court of Appeals, and the United States District Courts for the  
21 Central, Southern, Northern and Eastern Districts of California and the District of Colorado.

22 **Jonathan S. Shenson** is a member of KTBS. Mr. Shenson received his B.A. from the  
23 University of California, Santa Barbara in 1993, where he graduated first in his class in the  
24 economics department. Mr. Shenson received his J.D. from the University of California, Los  
25 Angeles in 1996. While at UCLA, he participated in the law school's Moot Court Honors  
26 Program and was a member of the Pacific Basin Law Journal. He served as a law clerk to the  
27 Honorable Edward D. Jellen, United States Bankruptcy Court for the Northern District of  
28 California, from 1996 to 1998.

Mr. Shenson's practice includes representation of debtors, secured creditors (including debtor in  
possession lenders), committees, acquirers, and other parties in chapter 11 cases, out-of-court  
restructurings, work-outs, acquisitions and assignments for the benefit of creditors. Mr. Shenson  
has been involved in many chapter 11 cases. On the debtor side, Mr. Shenson has represented  
Assisted Living Concepts, Inc. (owner and operator of assisted living facilities), Paragon  
Steakhouse Restaurants, Inc. (owner and operator of steakhouses) and KeraVision (a developer  
and provider of non-laser vision correction product). On the creditor side, Mr. Shenson has  
represented the official committee of unsecured creditors' in MedPartners Provider Network, Inc.  
(a healthcare provider network) and Superior National Insurance Group, Inc. (a workers'  
compensation insurer) and secured creditors in InterDent, Inc. (a dental group management  
company), Global Health Sciences (a nutritional supplement company) and Remediation Capital  
Corporation (a remediation company).

1 Mr. Shenson's practice also includes representation of agents and lenders, borrowers and other  
2 parties in a broad array of credit transactions, including syndicated, single-bank, secured,  
unsecured, senior and subordinated credits and credit enhancement facilities.

3 Mr. Shenson has lectured on various topics related to bankruptcy law, including the fiduciary  
4 duties of officers and directors of distressed companies and real estate leases in bankruptcy.  
5 Most recently, Mr. Shenson served as a panelist at the American Bankruptcy Institute's 14th  
6 Annual Bankruptcy Battleground West on "The Business Bankruptcy Law 6 Months Later – Has  
Anything Really Changed?"

7 Mr. Shenson is admitted to practice law in the United States District Courts for the Northern,  
8 Eastern, Central and Southern Districts of California, as well as in the Ninth Circuit Court of  
9 Appeals. He is a member of the American Bankruptcy Institute, the Turnaround  
Management Association, the California Bar Association and the Financial Lawyers  
Conference.

10 **Brendt C. Butler** is an attorney with Klee, Tuchin, Bogdanoff & Stern LLP. Mr. Butler  
11 graduated Phi Beta Kappa and summa cum laude from the University of California at Santa  
12 Barbara in 1997. In 2000 he received his J.D. from the UCLA School of Law, and was admitted  
13 to Order of the Coif. Mr. Butler has worked on representations of debtors, secured and  
14 unsecured creditors, and creditors' committees in many large Chapter 11 cases. On the debtor  
15 side, Mr. Butler has worked on Devon Convenience Holdings, Inc., a convenience store chain  
16 (filed in Delaware), Federal-Mogul, Inc., an auto parts manufacturer (filed in Delaware),  
17 Warnaco Group, Inc., a clothing and apparel manufacturer (filed in the Southern District of New  
18 York), Fountain View, Inc., an operator of skilled care nursing and assisted care living facilities  
19 (filed in the Central District of California), and All Star Gas, a retail seller of propane and  
20 propane-related appliances (filed in Arizona). On the creditor side, Mr. Butler has worked on  
21 the representation of the Official Creditors Committee in Decora Industries, Inc., a manufacturer  
of lining products (filed in Delaware), the official noteholders committee in National Century  
Financial Enterprises, Inc. (filed in Ohio), and creditors in Broadband Office, Inc., a  
telecommunications provider (filed in Delaware). Mr. Butler has also worked extensively on the  
representation of the liquidating trustees of the Golden Eagle Liquidating Trust established in  
connection with the conservation and liquidation of Golden Eagle Insurance Company. Mr.  
Butler is co-author with Kenneth N. Klee of "Asset-Backed Securitization, Special Purpose  
Vehicles and Other Securitization Issues," 35 U.C.C. Law Journal 23 (2002).

22 **Efrat B. Zisblatt** is an associate at KTB&S. She graduated Phi Beta Kappa from Cornell  
23 University and earned an M.A. in economics, with high honors, from Fordham University. Ms.  
24 Zisblatt earned her J.D., with distinction, at the Stanford Law School. Ms. Zisblatt served as an  
executive editor of the *Stanford Journal of Law Business & Finance* during 1996 and 1997.

25 Ms. Zisblatt is a member of both the Women Lawyers Association of Los Angeles and the  
26 International Women's Insolvency & Restructuring Confederation. She also serves as a member  
27 of the Business Law Section of the State Bar of California.

28 **Matthew C. Heyn** is an Associate at KTB&S. He graduated with honors from the University of  
California, Los Angeles in 2000, earning a Bachelor of Arts in Philosophy and Economics. He

1 received his Juris Doctor from the University of California, Berkeley School of Law (Boalt Hall)  
2 in 2003, where he was admitted to the Order of the Coif and served on the editorial board of  
Ecology Law Quarterly.

3 **Courtney E. Pozmantier** graduated from the University of California, Los Angeles in March of  
4 2000, earning a Bachelor of Arts in Political Science, with a specialization in International  
5 Relations. From 2000-2002, Ms. Pozmantier worked for a public relations firm in Los Angeles  
6 which specialized in providing strategic communications services in the areas of corporate  
reorganization, investor relations and crisis management. Ms. Pozmantier received her Juris  
Doctor from New York University School of Law in 2005.

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EXHIBIT 3

**KLEE, TUCHIN, BOGDANOFF & STERN LLP**  
**RANGE OF GUIDELINE HOURLY RATES 2006**

**General Range of Rates**

Partners	\$405 - \$925
Associates	\$250 - \$450
Paralegals	\$100 - \$150

**Partners Expected to be Most Active**

Lee R. Bogdanoff	\$650
Thomas E. Patterson	\$650
Michael L. Tuchin	\$650
Jonathan S. Shenson	\$475
Brendt C. Butler	\$405

**Associates Expected to be Most Active**

Efrat Zisblatt	\$395
Matthew Heyn	\$295
Stacia A. Neeley	\$280
Courtney E. Pozmantier	\$250

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