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

14
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

**SUPPLEMENT TO DECLARATION
FILED IN SUPPORT OF
APPLICATION OF DEBTOR AND
DEBTOR IN POSSESSION FOR
ORDER AUTHORIZING
EMPLOYMENT OF KLEE, TUCHIN,
BOGDANOFF & STERN LLP AS
REORGANIZATION COUNSEL**

[No Hearing Required]

1 **TO THE HONORABLE RANDALL J. NEWSOME, UNITED STATES BANKRUPTCY**
2 **JUDGE, THE OFFICE OF THE UNITED STATES TRUSTEE AND OTHER PARTIES**
3 **IN INTEREST:**

4 I, Thomas E. Patterson, declare as follows:

5 1. I am a partner with Klee, Tuchin, Bogdanoff & Stern LLP ("KTB&S"). KTB&S
6 is largely composed of attorneys who specialize in the practice of insolvency, reorganization,
7 and bankruptcy law. The attorneys comprising or employed by KTB&S who will render
8 services in this chapter 11 case are duly admitted to practice law in the courts of the State of
9 California and in the United States District Court for the Northern District of California.

10 2. I submit this supplemental declaration (this "Declaration") in support of the
11 Application of Debtor and Debtor-In-Possession for Order Authorizing Employment of Klee,
12 Tuchin, Bogdanoff & Stern LLP as Reorganization Counsel [Docket No. 155] (the
13 "Application") filed by PrediWave Corporation, Inc., a debtor and debtor in possession in the
14 above-captioned chapter 11 case (the "Debtor"). On June 11, 2006, this Court entered an order
15 granting the Application [Docket No. 176]. This Declaration amends and supplements my prior
16 declaration (the "Prior Declaration") filed in support of the Application.

17 3. On June 23, 2006, the Debtor filed an application for an order authorizing it to
18 employ XRoads Solutions Group, LLC ("XRoads") as its financial and restructuring advisor,
19 effective as of June 5, 2006, pursuant to the terms and conditions of the engagement service
20 agreement entered into by and between XRoads and the Debtor on June 13, 2006 [Docket 189]
21 (the "XRoads Application").

22 4. In light of the Debtor's proposed engagement of XRoads, I caused KTB&S to
23 conduct a supplemental check for conflicts of interest and other conflicts and connections with
24 respect to XRoads.

25 5. Except insofar as KTB&S is the attorneys for PrediWave, KTB&S and all of the
26 attorneys comprising or employed by it are disinterested persons who do not hold or represent an
27 interest adverse to the estate and do not have any connection either with the Debtor, its creditors,
28 or any other party in interest in this case or with their respective attorneys or accountants, or with

1 any judge of the United States Bankruptcy Court for the Northern District of California, the
2 United States Trustee, or any person employed in the Office of the United States Trustee, except
3 with respect to the disclosures made in the Prior Declaration and the following: that KTB&S has
4 represented XRoads in the past on three matters, all of which are concluded, but KTB&S has not
5 represented XRoads in matters related to the Debtor and does not currently represent XRoads in
6 any matters relating to the Debtor or otherwise.

7 6. The following supplemental disclosures are made with respect to KTB&S's
8 disinterestedness. References to KTB&S include all attorneys who are expected to render
9 services in this case.

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

12 b. KTB&S is not and was not, within 2 years before the petition date, a
13 director, officer, or employee of the debtor.

14 c. Pursuant to the disclosures contained in the Prior Declaration and this
15 Declaration, KTB&S has no interest materially adverse to the interest of the estate or of
16 any class of creditors or equity security holders, either by reason of any direct or indirect
17 relationship to, connection with, or interest in the Debtor or for any other reason.

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

20 Executed this 24th day of June, 2006, at Los Angeles, California.

21
22 /s/ Thomas E. Patterson

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24 THOMAS E. PATTERSON
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