



Signed: June 11, 2006

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

RANDALL J. NEWSOME
U.S. Bankruptcy Judge

1 THOMAS A. PATTERSON
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2 MICHAEL L. TUCHIN
(State Bar No. 150375)
3 JONATHAN S. SHENSON
(State Bar No. 184250)
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9 Proposed Reorganization Counsel for
10 Debtor and Debtor in Possession

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

14
15 In re
16 **PREDI WAVE CORPORATION,**
a California corporation
17
18 Debtor.

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

Chapter 11

**ORDER GRANTING APPLICATION OF
DEBTOR AND DEBTOR IN POSSESSION
FOR ORDER AUTHORIZING
EMPLOYMENT OF KLEE, TUCHIN,
BOGDANOFF & STERN LLP AS
REORGANIZATION COUNSEL**

KLEE, TUCHIN, BOGDANOFF & STERN LLP
2121 AVENUE OF THE STARS, SUITE 2000 FLOOR
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1 The Court has read and considered the Application of Debtor and Debtor in Possession for
2 Order Authorizing Employment of Klee, Tuchin, Bogdanoff & Stern LLP as Reorganization
3 Counsel; Declaration of Thomas E. Patterson in Support Thereof (the "Application") that was filed
4 by PrediWave, a California corporation, the debtor and debtor in possession in the above-captioned
5 chapter 11 case (the "Debtor"). In the Application, the Debtor sought authority to employ Thomas
6 E. Patterson, Michael L. Tuchin, and Jonathan S. Shenson and other members and associates of
7 Klee, Tuchin, Bogdanoff & Stern LLP ("KTBS&S") as reorganization counsel under 11 U.S.C. §
8 327(a) 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 (if any), and the record in this case, the Court finds that (1) KTBS&S is disinterested and does
11 not hold or represent an interest adverse to the Debtor's estate; (2) employment of KTBS&S for the
12 purpose set forth in the Application is in the best interests of the estate; (3) notice of the Application
13 was adequate and appropriate under the circumstances and no other notice need be given; and (4)
14 other good and sufficient cause exists for granting the relief requested by the Application.

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

- 16 1. The Application is **GRANTED**; and
17 2. The Debtor is authorized to employ KTBS&S as its reorganization counsel for the
18 purpose and on the terms set forth in the Application as of May 29, 2006, with compensation that is
19 at the expense of the Debtor's estate and in such amount as this Court may hereafter allow.

20 Presented and approved by:
21
22 /s/ Jonathan S. Shenson
23 JONATHAN S. SHENSON, a Member of
24 KLEE, TUCHIN, BOGDANOFF & STERN LLP
Reorganization Counsel for the Debtor
and Debtor in Possession

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26 **** END OF ORDER ****
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