

UNITED STATES BANKRUPTCY COURT

DISTRICT OF DELAWARE

Case No. 10-10206 (MFW)

- - - - -x

In the Matter of:

TLG LIQUIDATION LLC, ET AL.,

Debtors.

- - - - -x

U.S. Bankruptcy Court  
824 North Market Street  
Wilmington, Delaware

May 21, 2010  
9:41 AM

B E F O R E:

HON. MARY F. WALRATH

U.S. BANKRUPTCY JUDGE

ECR OPERATOR: BRANDON MCCARTHY

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Hearing re: Motion for Order Authorizing the Official Committee of Unsecured Creditors, Nunc Pro Tunc to March 18, 2010, to (I) Initiate and Prosecute Adversary Proceeding Asserting Claims and Defenses on Behalf of Debtors' Estates, and (II) Move for Authority to Compromise Any Such Claims and Defenses

Hearing re: Debtors' Motion for an Order, Pursuant to Sections 105(a) and 363(b) of the Bankruptcy Code, (I) Authorizing and Approving the Retention of Richard G. Couch as Chief Restructuring Officer and (II) Authorizing and Approving the Debtors' Entry Into the Diablo Management Group Agreement, Nunc Pro Tunc to March 27, 2010

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Hearing re: Motion for an Order Pursuant to Sections 105(a), 305, 349, 363 and 1112(b) of the Bankruptcy Code and Bankruptcy Rule 9019(a) (I) Approving Settlement Agreement By and Among Debtors, Bank of New York Mellon, as Administrative Agent and Collateral Agent, Certain Prepetition Secured Lenders, and the Official Committee of Unsecured Creditors; (II) Approving Procedures for (A) the Distribution of Certain Funds to Holders of Allowed General Unsecured Claims, and (B) the Dismissal of the Debtors' Chapter 11 Cases; and (III) Granting Related Relief

Hearing re: Application of the Official Committee of Unsecured Creditors for an Order Under Bankruptcy Code Section 328(e) and 1103 and Bankruptcy Rules 2014(a) and 2016(b) Approving the Employment and Retention of Cross & Simon, LLC as Special Conflicts Counsel for the Official Committee of Unsecured Creditors Nunc Pro Tunc to March 15, 2010

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Hearing re: Motion of Whipple Road Holdings, LLC, SFP  
Crossroads LLC and Woodstock Bowers, LLC for Allowance  
and Immediate Payment of Administrative Expense Claims  
Pursuant to 11 U.S.C. Sections 365(d)(3) and 503(b)

Transcribed by: Hana Copperman

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A P P E A R A N C E S :

MATTHEW B. LUNN, ESQ.

YOUNG CONAWAY STARGATT & TAYLOR, LLP

REPRESENTING: Debtors

SANDRA SELZER, ESQ.

GREENBERG TRAURIG, LLP

REPRESENTING: Official Committee of Unsecured Creditors

MARK ECKARD, ESQ.

MOLLY BAIER, ESQ. (TELEPHONICALLY)

REED SMITH LLP

REPRESENTING: Whipple Road Holdings, LLC, SFP Crossroads  
LLC and Woodstock Bowers, LLC

JOSEPH GREY, ESQ.

CROSS & SIMON LLC

Special Conflicts Counsel to the Official Committee of  
Unsecured Creditors

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CRAIG MARTIN, ESQ.

MICHELLE MARINO, ESQ.

EDWARDS ANGELL PALMER & DODGE LLP

REPRESENTING: Agent and Lenders

EPHRAIM DIAMOND (TELEPHONICALLY)

DAVIDSON KEMPNER CAPITAL

REPRESENTING: Davidson Kempner Capital

BRENDAN C. RECUPERO, ESQ. (TELEPHONICALLY)

JAGER SMITH, P.C.

REPRESENTING: Official Committee of Unsecured Creditors

1 PROCEEDINGS

2 THE COURT: Good morning.

3 MR. LUNN: Good morning, Your Honor. May it  
4 please the Court, Matthew Lunn from Young Conaway on behalf  
5 of the debtors. Your Honor, before walking through the  
6 agenda what I wanted to do, and I apologize for not  
7 obliging the Court earlier, but as we were standing out in  
8 the hallway -- agenda item number 5, which was the only  
9 contested matter, has been resolved.

10 THE COURT: Okay.

11 MR. LUNN: So we, effectively, have a consensual  
12 hearing today, Your Honor.

13 THE COURT: All right.

14 MR. LUNN: Referring back to the agenda, agenda  
15 item number 1, this was a motion that was filed on behalf  
16 of the committee, this has been resolved as part of Your  
17 Honor's approval of agenda item number 3, which was the  
18 settlement agreement, with the resolution procedures and  
19 dismissal procedures that is reflected in agenda item 3,  
20 and we appreciate Your Honor's consideration of that item.

21 THE COURT: Okay.

22 MR. LUNN: Agenda item number 2, likewise, was  
23 uncontested, and Your Honor had entered an order under  
24 certification. Agenda item number 4, Your Honor, this was  
25 the application of the committee to retain Cross & Simon as

1 special conflicts counsel. Mr. Grey is here on behalf of  
2 Cross & Simon. I don't believe an order actually was  
3 provided with the application.

4 THE COURT: Well, is it still necessary, given the  
5 resolution? I don't know what conflicts counsel was doing,  
6 so --

7 MR. GREY: Your Honor, we filed something on  
8 behalf of the committee. There was a motion that was  
9 resolved. It was all settled.

10 THE COURT: Okay.

11 MR. GREY: So I thought it might be a good idea  
12 to -- this goes nunc pro tunc.

13 THE COURT: Get retained and --

14 MR. GREY: Yes.

15 THE COURT: Okay.

16 MR. GREY: And I apologize for my mistake in not  
17 attaching an order initially. We did serve a copy of this  
18 out by e-mail yesterday to folks. It's everything in the  
19 order. I think it's pretty plain vanilla, and I didn't get  
20 any objections, so may I --

21 THE COURT: Okay. You may hand it up then.

22 MR. GREY: Thank you.

23 THE COURT: Thank you. I'll enter that order  
24 then.

25 MR. GREY: Thank you, Your Honor. May I be

1       excused?

2                   THE COURT:   Yes.   Okay.

3                   MR. LUNN:   Your Honor, the last item is agenda  
4       item number 5, and this was the administrative claim  
5       request filed by Whipple Road Holdings.  As I indicated, we  
6       have resolved the matter with counsel for the landlord, and  
7       what I propose to do is just simply state the principal  
8       terms.  We'll follow that up with an agreed order or a  
9       stipulation under certification of counsel.

10                  THE COURT:   All right.

11                  MR. LUNN:   But the, essentially, the parties have  
12       agreed to the allowance of an administrative expense claim  
13       in the amount of \$20,815.92.  This relates to the utility  
14       expenses that were requested in the application.  The  
15       landlord is withdrawing its request for the allowance of  
16       the administrative expense claim on account of the cleanup  
17       and the other holdover expenses, and the landlord further  
18       has agreed not to assert those post-rejection claims as a  
19       prepetition unsecured claim.  All parties' rights with  
20       respect to the 502(b)(6) claim are preserved.

21                  THE COURT:   Okay.

22                  MR. LUNN:   I believe counsel for the landlord is  
23       present in the courtroom, and I also believe, maybe, on the  
24       phone as well, Your Honor.

25                  MS. BAIER:   Yes, Molly Baier of Reed Smith

1 appearing for the landlord.

2 THE COURT: All right.

3 MR. LUNN: Other than that, unless Your Honor has  
4 any questions, concerns, that is it for today.

5 THE COURT: I have no questions, and I'll look for  
6 it under certification. One other counsel?

7 MR. MARTIN: Yes. Good morning, Your Honor. This  
8 is Craig Martin for the lenders. I just rose because we  
9 did also file an objection to this, but I spoke with  
10 counsel for the debtors last night about the resolution  
11 that's been presented by Mr. Lunn, and I was able, between  
12 11:45 and 9 o'clock this morning, to explain that to our  
13 client, the lenders, and they are aware of it and okay with  
14 it. So I just wanted to let Your Honor know that we  
15 understood this, and we're aware of it, and that our  
16 objection is not going to be an impediment to this  
17 resolution.

18 THE COURT: Okay. Good. Thank you. All right.  
19 Then I'll look for the certification and enter it when I  
20 get it.

21 MR. LUNN: Thank you very much, Your Honor.

22 THE COURT: All right. We'll stand adjourned.

23 (Proceedings concluded at 9:45 AM)

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C E R T I F I C A T I O N

I, Hana Copperman, certify that the foregoing transcript is  
a true and accurate record of the proceedings.

\_\_\_\_\_

Hana Copperman  
AAERT Certified Electronic Transcriber (CET\*\*D-487)

Veritext  
200 Old Country Road  
Suite 580  
Mineola, NY 11501

Date: May 26, 2010

**UNITED STATES BANKRUPTCY COURT**  
**District of Delaware**

**In Re:**

TLG Liquidation LLC  
3200 Whipple Road  
Union City, CA 94587  
SSN: xxx-xx-1530  
Telogy, LLC

**Chapter:** 11

**Case No.:** 10-10206-MFW

***NOTICE OF FILING OF TRANSCRIPT AND OF DEADLINES RELATED TO RESTRICTION AND REDACTION***


A transcript of the proceeding held on 5/21/2010 was filed on 5/28/2010 . The following deadlines apply:

The parties have 7 days to file with the court a *Notice of Intent to Request Redaction* of this transcript. The deadline for filing a *request for redaction* is 6/18/2010 .

If a request for redaction is filed, the redacted transcript is due 6/28/2010 .

If no such notice is filed, the transcript may be made available for remote electronic access upon expiration of the restriction period, which is 8/26/2010 unless extended by court order.

To review the transcript for redaction purposes, you may purchase a copy from the transcriber (see docket for Transcriber's information) or you may view the document at the clerk's office public terminal.



Clerk of Court

Date: 5/28/10

(ntc)

# Notice Recipients

District/Off: 0311-1  
Case: 10-10206-MFW

User: Brandon  
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Date Created: 5/28/2010  
Total: 5

## Recipients of Notice of Electronic Filing:

ust United States Trustee USTPREGION03.WL.ECF@USDOJ.GOV

TOTAL: 1

## Recipients submitted to the BNC (Bankruptcy Noticing Center):

db	TLG Liquidation LLC	3200 Whipple Road	Union City, CA 94587	
aty	Donald J. Bowman, Jr.	Young, Conaway, Stargatt & Taylor	1000 West Street	17th
	Floor	Wilmington, DE 19801		
aty	Matthew Barry Lunn	Young, Conaway, Stargatt & Taylor	The Brandywine Building, 17th	
	Floor	1000 West Street	PO Box 391	Wilmington, DE 19899
aty	Robert F. Poppiti, Jr.	Young, Conaway, Stargatt & Taylor, LLP	The Brandywine Building	1000
	West Street	17th Floor	Wilmington, DE 19801	

TOTAL: 4