

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re

HALT MEDICAL, INC.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

**Objection Deadline: July 27, 2017 at 4:00 p.m. (ET)**

**NOTICE OF FILING OF SECOND MONTHLY APPLICATION OF COOLEY LLP,  
SPECIAL CORPORATE COUNSEL TO THE DEBTOR AND DEBTOR-IN-  
POSSESSION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES  
FOR THE PERIOD MAY 1, 2017 THROUGH MAY 31, 2017**

PLEASE TAKE NOTICE that on July 6, 2017, Cooley LLP (“Cooley”) filed and served the **Second Monthly Application Of Cooley LLP, Special Corporate Counsel To The Debtor And Debtor-In-Possession For Compensation And Reimbursement Of Expenses For The Period May 1, 2017 Through May 31, 2017** (the “Application”) seeking compensation for the reasonable and necessary services rendered as special corporate counsel to the above-captioned debtor and debtor in possession (the “Debtor”) in the amount of \$38,882.95, and reimbursement for actual and necessary expenses in the amount of \$1,086.03 for the period from May 1, 2017 through May 31, 2017.

**PLEASE TAKE FURTHER NOTICE** that any objection or response to the Application must be made in writing, and be filed with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801, on or before **July 27, 2017 at 4:00 p.m. (ET)**.

**PLEASE TAKE FURTHER NOTICE** that at the same time, you must also serve a copy of the response or objection upon the following: (i) the Debtors, HMI Liquidating Inc., 131 Sand Creek Road, Suite B, Brentwood, CA 94513, Attn: Managing Agent; (ii) counsel to the Debtor, Drinker Biddle & Reath LLP, 222 Delaware Ave., Suite 1410, Wilmington, DE 19801, Attn: Steven K. Kortanek; and (iii) the Office of the United States Trustee for the District of Delaware, J. Caleb Boggs Federal Building, Room 2207, 844 North King Street, Wilmington, Delaware 19801, Attn: Richard L. Schepacarter and Brya M. Keilson (collectively, the “Notice Parties”).

**PLEASE TAKE FURTHER NOTICE THAT IF NO OBJECTIONS ARE FILED AND SERVED IN ACCORDANCE WITH THE ABOVE PROCEDURES, THEN 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE FEE APPLICATION MAY BE PAID WITHOUT FURTHER HEARING OR ORDER OF THE COURT. A**

<sup>1</sup> The Debtor’s last four digits of its federal taxpayer identification number are 8422. The Debtor’s address is 131 Sand Creek Road, Suite B, Brentwood, CA 94513.

HEARING ON THE FEE APPLICATION WILL BE HELD ONLY IF OBJECTIONS OR RESPONSES ARE TIMELY FILED.

Dated: July 6, 2017  
Wilmington, Delaware

Respectfully submitted,

**DRINKER BIDDLE & REATH LLP**

*/s/ Patrick A. Jackson*

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Steven K. Kortanek (Del. Bar No. 3106)  
Patrick A. Jackson (Del Bar No. 4976)  
Joseph N. Argentina, Jr. (Del. Bar No. 5453)  
222 Delaware Ave., Suite 1410  
Wilmington, DE 19801-1621  
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*Counsel for the Debtor and Debtor in Possession*

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

<p>In re:</p> <p>HMI Liquidating Inc.,<sup>1</sup></p> <p style="text-align: center;">Debtor.</p>	<p>Chapter 11</p> <p>Case No. 17-10810 (LSS)</p> <p><b>Obj. Deadline: July 27, 2017 at 4:00 pm (ET)</b></p>
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**COVER SHEET TO THE SECOND MONTHLY APPLICATION OF COOLEY LLP,  
SPECIAL CORPORATE COUNSEL TO THE DEBTOR AND DEBTOR-IN-  
POSSESSION FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR  
THE PERIOD MAY 1, 2017 THROUGH MAY 31, 2017**

Name of Applicant:	Cooley LLP
Authorized to Provide Professional Services to:	Debtor and Debtor in Possession
Date of Retention:	May 12, 2017, <i>nunc pro tunc</i> to April 12, 2017
Period for which compensation and reimbursement is sought:	May 12, 2017 through May 31, 2017
Total Compensation sought as actual, reasonable and necessary:	\$38,882.95 <sup>2</sup>
80% of Compensation sought as actual, reasonable, and necessary:	\$31,106.36
Amount of Expense Reimbursement sought as actual, reasonable, and necessary:	\$1,086.03

This is Cooley LLP's second monthly fee application in this case.

<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8422. The Debtor's address is 131 San Creek Road, Suite B, Brentwood, CA 94513.

<sup>2</sup> Applicant agreed to a 10% discount on its fees for partners, special counsel and of counsel professionals.

**PRIOR MONTHLY FEE APPLICATIONS**

		Requested		Approved		
Date Filed	Period Covered	Fees	Expenses	Fees [80%]	Expenses [100%]	Fee Holdback
First Monthly 6/8/2017 [D.I. 126]	4/12/17 – 4/30/17	\$44,920.35	\$333.07	\$35,936.28 <sup>1</sup>	\$333.07	\$8,984.07
<b>Total</b>		\$44,920.35	\$333.07	\$35,936.28	\$333.07	\$8,984.07

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<sup>1</sup> A Certificate of No Objection was filed on June 30, 2017 [D.I. 136].

**COMPENSATION BY TIMEKEEPER DURING THE COMPENSATION PERIOD**

<b>Name of Professional Person</b>	<b>Position of the Applicant, Year of Obtaining License to Practice, Area of Expertise</b>	<b>Hourly Billing Rate</b>	<b>Total Billed Hours</b>	<b>Total Compensation</b>
James F. Fulton, Jr.	Partner; Member of New York Bar since 2013; Area of Expertise: Business	\$1,020	0.1	\$102.00
Robert L. Eisenbach III	Of Counsel; Member of California Bar since 1986; Area of Expertise: Bankruptcy	\$1,065	34.7	\$36,955.50
Lisette Sell	Special Counsel; Member of California Bar since 2000; Area of Expertise: Business	\$860	1.3	\$1,118.00
Michael Klein	Special Counsel; Member of New York Bar since 2005; Area of Expertise: Bankruptcy	\$850	3.5	\$2,975.00
Matthew Fleming	Associate; Member of California Bar since 2012; Area of Expertise: Business	\$735	0.6	\$441.00
Melissa Boyd	Associate; Member of California Bar since 2016; Area of Expertise: Bankruptcy	\$625	0.1	\$62.50
Mollie N. Canby	Paralegal	\$240	5.6	\$1,344.00
<b>Sub-Total</b>				<b>\$42,998.00</b>
<b>Less 10% Discount for partners, of counsel and special counsel</b>				<b>(\$4,115.05)</b>
<b>TOTAL</b>			<b>45.9</b>	<b>\$38,882.95</b>
<b>Blended Hourly Rate for All Timekeepers</b>				<b>\$847.12</b>
<b>Blended Hourly Rate for Attorneys<sup>1</sup></b>				<b>\$931.49</b>

<sup>1</sup> The blended hourly rate for attorneys is after application of the 10% discount on fees for partners, special counsel and of counsel professionals.

**TIME BILLED BY PROJECT CATEGORY  
DURING THE COMPENSATION PERIOD**

<b>Subject Matter Categories</b>		<b>Hours Spent</b>	<b>Fees</b>
B02	Asset Disposition	13.6	\$13,928.50
B03	Business Operations	0.2	\$213.00
B04	Case Administration	2.5	\$1,888.00
B05	Claims	0.5	\$532.50
B06	Employee Benefits and Pensions	2.7	\$2,609.00
B07	Fee/Employment Applications	7.6	\$4,051.50
B09	Financing and Cash Collateral	5.2	\$5,291.50
B14	Travel	6.3	\$6,709.50
B18	Leases and Executory Contracts	2.8	\$2,982.00
B19	Preparation for and Attendance at Court Hearings	4.3	\$4,579.50
B21	Tax Issues	0.2	\$213.00
	<b>Sub-Total</b>		<b>\$42,998.00</b>
	<b>Less 10% Discount for partners, of counsel and special counsel</b>		<b>(\$4,115.05)</b>
	<b>TOTAL</b>	<b>45.9</b>	<b>\$38,882.95</b>

**EXPENSE SUMMARY**  
**DURING THE COMPENSATION PERIOD**

Expense Category	Amount
Air Fare	\$412.21
Hotels and Meals (Hotels)	\$459.80
Meals	\$77.86
Taxi	\$136.16
<b>TOTAL</b>	<b>\$1,086.03</b>

**MEAL EXPENSE DETAIL**

Date	Total	Description	Timekeeper
5/1/17	\$10.56	Breakfast in connection with traveling to Wilmington, DE to attend the bidding procedures and final DIP hearing	R. Eisenbach
5/1/17	\$62.50	Dinner in connection with attendance at the bidding procedures and final DIP hearing	R. Eisenbach
5/2/17	\$4.80	Breakfast in connection with attendance at the bidding procedures and final DIP hearing	R. Eisenbach
<b>Total</b>	<b>\$77.86</b>		

**TRAVEL EXPENSE DETAIL**

Dept. Date	Total	Description	Traveler
5/3/17	\$331.80	Air Fare [Philadelphia, PA to San Francisco, CA] in connection with attendance at the bidding procedures and final DIP hearing	R. Eisenbach
5/26/17	\$44.00	Air Fare charges in connection with attendance at hearing	R. Eisenbach
5/26/17	\$36.41	Air Fare charges in connection with attendance at hearing	R. Eisenbach
5/1/17	\$459.80	Hotel in Wilmington, DE in connection with attendance at the bidding procedures and final DIP hearing [stay 5/1/17 – 5/3/17]	R. Eisenbach
5/1/17	\$48.55	Taxi from home to San Francisco International Airport in connection with attendance at the bidding procedures and final DIP hearing	R. Eisenbach
5/1/17	\$36.80	Taxi from Philadelphia International Airport to hotel in Wilmington, DE in connection with attendance at the bidding procedures and final DIP hearing	R. Eisenbach
5/3/17	\$5.95	Taxi from hotel to Drinker Biddle offices in Wilmington, DE in connection with attendance at the bidding procedures and final DIP hearing	R. Eisenbach

5/3/17	\$44.86	Taxi from hotel in Wilmington, DE to Philadelphia International Airport in connection with attendance at the bidding procedures and final DIP hearing	R. Eisenbach
<b>Total</b>	<b>\$1,008.17</b>		



**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

HMI Liquidating Inc.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

**Obj. Deadline: July 27, 2017 at 4:00 pm (ET)**

**SECOND MONTHLY APPLICATION OF COOLEY LLP, SPECIAL CORPORATE  
COUNSEL TO THE DEBTOR AND DEBTOR-IN-POSSESSION FOR  
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD  
OF MAY 1, 2017 THROUGH MAY 31, 2017**

Cooley LLP (“**Applicant**”), special corporate counsel to HMI Liquidating Inc., formerly known as Halt Medical, Inc. (the “**Debtor**”), in the above-captioned chapter 11 case, respectfully represents:

**INTRODUCTION**

1. This is Applicant’s second monthly application (the “**Application**”) for compensation and reimbursement of expenses pursuant to § 331 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), the *Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware* (the “**Local Rules**”), and the *Order Establishing Procedures for Interim Compensation* (the “**Interim Compensation Order**”) [D.I. 103].

2. This Application seeks an interim payment of compensation for legal services rendered by Applicant in the total amount of **\$31,106.36** representing 80% of total services rendered and reimbursement of certain expenses incurred by (or first billed by outside vendors

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<sup>1</sup> The last four digits of the Debtor’s federal tax identification number are 8422. The Debtor’s address is 131 San Creek Road, Suite B, Brentwood, CA 94513.

to) Applicant in the amount of **\$1,086.03** for the period May 1, 2017 through May 31, 2017 (the “**Compensation Period**”). Pursuant to the Interim Compensation Order, if no objections are filed to this Application, the Debtor is authorized to pay Applicant 80% of its fees and 100% of its expenses for a total of **\$32,192.39**. This Application complies with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Interim Compensation Order.

### **BACKGROUND**

3. On April 12, 2017 (the “**Petition Date**”), the Debtor commenced a voluntary case under chapter 11 of title 11, United States Bankruptcy Code (the “**Bankruptcy Code**”). The Debtor has continued to operate its business and manage its properties as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner or official committee has been appointed in this chapter 11 case.

4. On April 24, 2017, the Debtor filed the *Application for an Order Authorizing the Employment of Cooley LLP as Special Corporate Counsel Pursuant to 11 U.S.C. §§ 327(e) and 328(a) of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016 Effective Nunc Pro Tunc to the Petition Date* (the “**Cooley Retention Application**”) [D.I. 43], as to which there was no formal objection. This Court approved the Debtor’s retention of Applicant, under certification of counsel, pursuant to an order entered on May 12, 2017 [D.I. 78].

5. Pursuant to the Interim Compensation Order, Applicant may file monthly fee applications with this Court. This is Applicant’s second monthly fee application in this case.

### **JURISDICTION AND STATUTORY PREDICATES**

6. This Court has jurisdiction to consider this Application pursuant to 28 U.S.C. § 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested

herein are §§ 105(a), 330 and 331 of the Bankruptcy Code and Bankruptcy Rule 2016.

**SERVICES RENDERED DURING COMPENSATION**

7. During the Compensation Period, Applicant's services to the Debtor included professional advice and representation in connection with certain corporate matters, including, assisting the Debtor in DIP financing matters, the sale of substantially all of its assets pursuant to section 363 of the Bankruptcy Code, and general corporate matters in this chapter 11 proceeding. The aggregate hours and amount for each category are set forth on the cover page to this Application.

8. To apprise this Court of the legal services provided during the Compensation Period, Applicant sets forth the following summary of legal services rendered.

**Asset Disposition**

9. This category includes time expended by Applicant with respect to the disposition of the Debtor's assets. Applicant spent time in this category, *inter alia*, attending to sale issues, analyzing potential bidders, revising the schedules to the asset purchase agreement, reviewing the bid procedures order, addressing scheduling issues related to the potential auction, analyzing potential sale objections, and conducting multiple discussions with the Debtor, the U.S. Trustee, and other parties in interest regarding the foregoing.

10. Applicant expended 13.6 hours of time for a charge of \$13,928.50 for services rendered with respect to matters relating to asset disposition.

**Case Administration**

11. This category includes time expended by Applicant on a variety of activities relating to the day-to-day management and prosecution of this chapter 11 case in its role as special corporate counsel. Services rendered in this project category include, among other things, regular contact with the Debtor, reviewing the Debtor's schedules and statement of

financial affairs and monthly operating reports, addressing miscellaneous tasks that did not properly fall into any other project category, and maintaining the critical dates calendar.

12. Applicant expended 2.5 hours of time for a charge of \$1,888.00 for services rendered in connection with case administration.

**Employee Benefits and Pensions**

13. This category includes time expended by Applicant with respect to the Debtor's employee benefits/pension matters. Applicant spent time during the Compensation Period addressing an inquiry from the Pension Benefits Guaranty Corporation and related ERISA issues. Applicant also spent time communicating with other parties in interest regarding the foregoing.

14. Applicant expended 2.7 hours of time for a charge of \$2,609.00 for services rendered in connection with employee benefits/pensions.

**Fee/Employment Applications**

15. This category includes time expended by Applicant regarding the retention and compensation of various professionals in the Debtor's bankruptcy proceeding. Applicant spent time during the Compensation Period, among other things, revising Applicant's proposed retention order, drafting a supplemental declaration in support of Applicant's retention, communicating with the Debtor and other professionals regarding the interim compensation procedures, and preparing Applicant's first monthly fee application.

16. Applicant expended 7.6 hours of time for a charge of \$4,051.50 with respect to fee/employment applications matters.

**Financing and Cash Collateral**

17. This category includes time expended by Applicant with respect to the debtor-in-possession financing facility (the “**DIP**”) and the terms thereof. Applicant spent time, among other things, attending to DIP financing issues, reviewing the closing certificate and DIP note terms, analyzing and revising the DIP financing motion, reviewing the revised DIP order, and communicating with the Debtor, the U.S. Trustee, and other parties in interest regarding the DIP final order, related financing issues, the budget, and the DIP financing’s impact on this case.

18. Applicant expended 5.2 hours of time for a charge of \$5,291.50 for services rendered with respect to financing and cash collateral.

**Travel**

19. This category is for travel time expended by Applicant in connection with the bidding procedures and final DIP hearing in Delaware. Non-working travel is billed at one-half time.

20. Applicant billed 6.3 hours of non-working travel time for a charge of \$6,709.50.

**Leases and Executory Contracts**

21. This category includes time expended by Applicant with respect to the Debtor’s unexpired non-residential leases of real property and executory contracts. Applicant spent time in this category, among other things, addressing the Minnetronix agreement and related cure issues and corresponding with the Debtor, its professionals, and other parties in interest regarding the foregoing.

22. Applicant expended 2.8 hours of time for a charge of \$2,982.00 with respect to leases and executory contracts matters.

**Preparation for and Attendance at Court Hearings**

23. This category includes, *inter alia*, time expended by Applicant preparing for and attending the hearing on May 3, 2017 to consider the Debtor's bidding procedures and final DIP order.

24. Applicant expended 4.3 hours of time for a charge of \$4,579.50 for services rendered with respect to preparation for and attendance at Court hearings.

**MATTERS PERTAINING TO APPLICANT**

25. Applicant has maintained contemporaneous time records indicating the time that each attorney and para-professional has spent working on a particular matter and the nature of the work performed. Copies of these time records are annexed to this Application as **Exhibit A**. The total number of hours expended by Applicant's attorneys and para-professionals during the Compensation Period in conjunction with these cases is **45.9**. All of the services have been rendered by those individuals at Applicant's firm.

26. The personnel who have expended time on this matter during the Compensation Period include Robert L. Eisenbach III and Michael Klein, who have been actively involved in this case and specifically relating to the Sale, the DIP, and various day-to-day corporate-related issues that arose during the Compensation Period, and para-professional Mollie N. Canby, who has assisted on financing and other matters. The additional professionals performed services on discrete, ancillary tasks that required their special expertise.

27. Applicant rendered all the professional services for which compensation is requested herein in connection with the Debtor's chapter 11 case in furtherance of Applicant's professional responsibilities as special corporate counsel for the Debtor.

28. During the Compensation Period, the attorneys and para-professionals of

Applicant devoted substantial time, 45.9 hours, in rendering professional services to the Debtor, all of which time was reasonable and necessary.

29. Applicant, by experience, training, and ability, is fully qualified to perform the services for which compensation is sought here. Applicant represents or holds no interest adverse to the Debtor with respect to the matters upon which it is engaged.

30. No agreement or understanding exists between Applicant and any other entity for the sharing of compensation to be received for services rendered in or in connection with this chapter 11 case.

### **EXPENSES**

31. Annexed as part of the cover sheet is a list of the necessary and actual disbursements incurred during the Compensation Period in connection with the above-described work. The list is derived from the information found in **Exhibit A**. These records indicate that Applicant has advanced during the Compensation Period the sum of **\$1,086.03** in necessary and actual out-of-pocket expenses. In connection with said expenses, it should be noted that Applicant charges \$1.00 per page for outgoing facsimiles with no charge for incoming facsimiles, 10¢ per page for photocopying and charges for meals only necessitated by meetings with the Debtor, or when Applicant's personnel would work on this case through a normal meal period.

### **NOTICE, PRIOR APPLICATION AND CERTIFICATION**

32. Notice of this Application has been provided in accordance with the Interim Compensation Order. Applicant submits that the foregoing constitutes good and sufficient notice and that no other or further notice need be provided.

33. No previous application for the relief sought herein has been made to this or any

other court.

34. Applicant has reviewed the requirements of the Local Rules, and this Application complies with those rules and guidelines.

**WHEREFORE**, Applicant hereby respectfully requests interim payment of fees in the amount of **\$31,106.36**, which is equal to the sum of 80% of Applicant's allowed compensation, for duly authorized, necessary and valuable professional services to the Debtor incurred during the Compensation Period and (ii) reimbursement to Applicant for actual and necessary expenses incurred during the Compensation Period in connection with the aforesaid services in the aggregate amount of **\$1,086.03**.

Dated: July 6, 2017

**COOLEY LLP**

*/s/ Robert L. Eisenbach III*

Robert L. Eisenbach III

Michael Klein

101 California Street, 5th Floor

San Francisco, CA 94111

Telephone: (415) 693-2000

Facsimile: (415) 693-2222

Email: reisenbach@cooley.com;

mklein@cooley.com

*Special Corporate Counsel for the Debtor  
and Debtor-in-Possession*



**EXHIBIT A**

**Time Records**



June 30, 2017

President & CEO  
Halt Medical Inc  
131 Sandcreek Road, Suite B  
Brentwood, CA 94513

ATTORNEYS AT LAW

101 California  
5th floor  
San Francisco, CA  
94111-5800  
MAIN 415 693-2000

www.cooley.com

Taxpayer ID Number  
94-1140085

Palo Alto, CA  
San Diego, CA  
Los Angeles, CA  
Broomfield, CO  
Seattle, WA  
New York, NY  
Reston, VA  
Washington, DC  
Boston, MA  
Shanghai, P. R. China  
London, United Kingdom

**Invoice Number: 1765852**  
CL 01 00190

**305627-202**  
**Chapter 11 Special Counsel**

*For services rendered through May 31, 2017*

Fees .....	\$	38,882.95
Chargeable costs and disbursements .....	\$	1,086.03
<b>Total Due on Current Invoice .....</b>	<b>\$</b>	<b>39,968.98</b>



305627-202  
Chapter 11 Special Counsel

Invoice Number: 1765852  
CL 01 00190

For services rendered through May 31, 2017 :

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
<b>ASSET DISPOSITION</b>			
05/01/17	Michael Aaron Klein	Review Landis declaration and first day transcript	1.70
05/01/17	Robert L. Eisenbach	Review Landis declaration re exchange offer	0.20
05/01/17	Robert L. Eisenbach	Analyze issues re Landis declaration	0.20
05/01/17	Robert L. Eisenbach	Exchange emails with B. Hall re asset purchase agreement schedules and cure costs	0.40
05/01/17	Robert L. Eisenbach	Exchange emails with K. Bridges, J. McFadden re asset purchase agreement schedules	0.20
05/01/17	Robert L. Eisenbach	Conference call with B. Hall, Canaccord re bid protection issues	0.50
05/02/17	Michael Aaron Klein	Auction scheduling and logistics	0.20
05/02/17	Robert L. Eisenbach	Revise sale supplement	0.20
05/02/17	Robert L. Eisenbach	Telephone conference with B. Hall re sale related issues	0.40
05/02/17	Robert L. Eisenbach	Review Landis declaration and exhibits	0.20
05/02/17	Robert L. Eisenbach	Conference with S. Kortanek re bidding procedures and related sale issues	0.40
05/02/17	Robert L. Eisenbach	Analyze issues re potential bidders	0.40
05/02/17	Robert L. Eisenbach	Exchange emails with K. Bridges re preparation for bidding procedures hearing	0.20
05/02/17	Robert L. Eisenbach	Revise schedules to asset purchase agreement	0.30
05/02/17	Robert L. Eisenbach	Exchange emails with B. Hall re asset purchase agreement schedule issues	0.30
05/02/17	Robert L. Eisenbach	Telephone conference with B. Hall re asset purchase agreement issues	0.30
05/02/17	Robert L. Eisenbach	Follow-up re auction location	0.20
05/02/17	Robert L. Eisenbach	Develop strategy re sale process	1.20
05/02/17	Robert L. Eisenbach	Conference with K. Bridges, S. Kortanek re	0.50



305627-202  
Chapter 11 Special Counsel

Invoice Number: 1765852  
CL 01 00190

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		sale issues	
05/03/17	Robert L. Eisenbach	Exchange emails with K. Bridges, N. Leskovsek re regulatory issues	0.10
05/03/17	Robert L. Eisenbach	Develop strategy sale process and overbids	0.80
05/03/17	Robert L. Eisenbach	Review bidding procedures order	0.20
05/05/17	Robert L. Eisenbach	Conference call with K. Bridges, J. McFadden, Canaccord re sale process update	0.50
05/05/17	Robert L. Eisenbach	Exchange emails with M. Balistreri re sale process update	0.30
05/05/17	Robert L. Eisenbach	Review email from G. Richards re potential bidder discussions	0.20
05/05/17	Michael Aaron Klein	Review bid procedures order	0.30
05/10/17	Robert L. Eisenbach	Telephone conference with K. Bridges re Gynesonics confidentiality agreement	0.30
05/10/17	Robert L. Eisenbach	Revise Gynesonics confidentiality agreement	0.40
05/10/17	Robert L. Eisenbach	Exchange emails with K. Bridges, Canaccord re confidentiality agreement revisions	0.10
05/11/17	Robert L. Eisenbach	Conference call with K. Bridges, J. McFadden, Canaccord re sale process update	0.50
05/15/17	Robert L. Eisenbach	Review email re Gynesonics status	0.10
05/17/17	Mollie N. Canby	Return phone call to vendor regarding notice of sale	0.10
05/17/17	Robert L. Eisenbach	Follow up re inquiry from notice party re sale	0.20
05/17/17	Robert L. Eisenbach	Exchange emails with potential excess assets bidder	0.20
05/17/17	Robert L. Eisenbach	Exchange emails with K. Bridges, Canaccord re auction questions	0.20
05/18/17	Robert L. Eisenbach	Exchange emails with potential patent bidder	0.20
05/18/17	Robert L. Eisenbach	Prepare email to K. Bridges, Canaccord re potential patent bidder	0.10
05/19/17	Robert L. Eisenbach	Exchange emails with K. Bridges, Canaccord re potential bidders	0.20
05/19/17	Robert L. Eisenbach	Analyze issues re potential bidder	0.10
05/30/17	Robert L. Eisenbach	Determine status re possible sale objections	0.10



305627-202  
Chapter 11 Special Counsel

Invoice Number: 1765852  
CL 01 00190

<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
05/30/17	Robert L. Eisenbach	Telephone conference with J. McFadden re sale issues	0.20	
05/31/17	Robert L. Eisenbach	Telephone conference with B. Hall re sale and potential closing issues	0.20	
<b>Task Total:</b>			13.60	13,928.50

#### BUSINESS OPERATIONS

05/24/17	Robert L. Eisenbach	Telephone conference with J. McFadden re insurance issues	0.20	
<b>Task Total:</b>			0.20	213.00

#### CASE ADMINISTRATION

05/01/17	Mollie N. Canby	Obtain and circulate declaration of Landis re tender offer to R. Eisenbach and M. Klein	0.20	
05/01/17	Mollie N. Canby	Review tender offer for signed release and email R. Eisenbach re same	0.20	
05/02/17	Robert L. Eisenbach	Telephone conference with R. Schepacarter, S. Kortanek re case issues	0.10	
05/11/17	Mollie N. Canby	Update calendar re 5/15 hearing canceled	0.10	
05/18/17	Robert L. Eisenbach	Exchange emails with K. Bridges re case status	0.20	
05/18/17	Robert L. Eisenbach	Review court docket and pleading	0.20	
05/23/17	Michael Aaron Klein	Review SOFA/schedules	1.30	
05/23/17	Robert L. Eisenbach	Review monthly operating report	0.10	
05/30/17	Mollie N. Canby	Review email from R. Eisenbach re interim comp procedures order	0.10	
<b>Task Total:</b>			2.50	1,888.00

#### CLAIMS

05/03/17	Robert L. Eisenbach	Meeting with R. Schepacarter, S. Kortanek, K. Bridges re committee issues	0.30	
05/10/17	Robert L. Eisenbach	Exchange emails with K. Bridges re claim	0.10	



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
		issues		
05/26/17	Robert L. Eisenbach	Exchange emails with S. Kortanek re claims bar date	0.10	
		<b>Task Total:</b>	0.50	532.50

#### EMPLOYEE BENEFITS/PENSIONS

05/17/17	Robert L. Eisenbach	Review PBGC email	0.10	
05/17/17	Robert L. Eisenbach	Exchange emails with K. Bridges re PBGC email issues	0.20	
05/17/17	Robert L. Eisenbach	Exchange emails with S. Kortanek re PBGC email issues	0.10	
05/17/17	Robert L. Eisenbach	Analyze PBGC issues	0.20	
05/18/17	Robert L. Eisenbach	Follow-up re PBGC issues	0.20	
05/18/17	Lisette Sell	Attention to email regarding controlled group issue	0.20	
05/19/17	Robert L. Eisenbach	Exchange emails with L. Sell re ERISA issues	0.30	
05/19/17	Robert L. Eisenbach	Exchange emails with K. Bridges, S. Kortanek re ERISA issues	0.20	
05/19/17	Lisette Sell	Respond to emails from B. Eisenbach regarding controlled group rules (.6); analysis of same (.5)	1.10	
05/24/17	Robert L. Eisenbach	Exchange emails with K. Bridges re employee expense issues	0.10	
		<b>Task Total:</b>	2.70	2,609.00

#### FEE/EMPLOYMENT APPLICATIONS

05/04/17	Robert L. Eisenbach	Exchange emails with R. Schepacarter re Cooley retention order	0.20	
05/04/17	Robert L. Eisenbach	Revise Cooley retention order	0.30	
05/04/17	Mollie N. Canby	Emails with R. Eisenbach re preparing a supplemental declaration iso Cooley's retention application	0.20	
05/04/17	Mollie N. Canby	Draft supplemental declaration of R.	1.10	



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>
		Eisenbach in support of Cooley retention application	
05/09/17	Robert L. Eisenbach	Exchange emails with J. McFadden re fees for budget	0.20
05/09/17	Robert L. Eisenbach	Exchange emails with P. Jackson re interim compensation procedures	0.10
05/11/17	Robert L. Eisenbach	Draft and revise supplemental disclosure re Gynesonics potential bid	0.40
05/11/17	Robert L. Eisenbach	Prepare email to S. Kortanek, P. Jackson re supplemental disclosure	0.10
05/11/17	Mollie N. Canby	Review certification of counsel re Cooley's retention order	0.20
05/11/17	Mollie N. Canby	Review Cooley's retention order	0.10
05/12/17	Robert L. Eisenbach	Review Cooley retention order	0.10
05/12/17	Robert L. Eisenbach	Prepare fee statement information	0.30
05/15/17	Robert L. Eisenbach	Exchange emails with K. Bridges re ordinary course professionals	0.10
05/16/17	Robert L. Eisenbach	Exchange emails with S. Kortanek re Cooley retention and supplemental declaration	0.20
05/16/17	Robert L. Eisenbach	Prepare email to R. Schepacarter re supplemental declaration	0.10
05/16/17	Robert L. Eisenbach	Revise supplemental declaration	0.10
05/17/17	Mollie N. Canby	Emails with R. Eisenbach re fee application preparation and status of interim comp procedures order	0.50
05/17/17	Robert L. Eisenbach	Exchange emails with R. Schepacarter re supplemental declaration	0.10
05/17/17	Robert L. Eisenbach	Determine status re interim compensation motion	0.10
05/18/17	Mollie N. Canby	Begin drafting Cooley's first monthly fee application	1.00
05/22/17	Robert L. Eisenbach	Prepare Cooley fee statement	0.20
05/22/17	Robert L. Eisenbach	Exchange emails with J. McFadden re professional fee status	0.10
05/24/17	Mollie N. Canby	Begin working on Cooley's 1st monthly fee	0.80



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
		application		
05/30/17	Mollie N. Canby	Finalize draft 1st monthly fee application and circulate to R. Eisenbach	1.00	
		<b>Task Total:</b>	7.60	4,051.50

#### FINANCING AND CASH COLLATERAL

05/01/17	Robert L. Eisenbach	Exchange emails with K. Bridges, J. McFadden re DIP budget issues	0.30	
05/01/17	Robert L. Eisenbach	Exchange emails with S. Kortanek re DIP budget issues	0.20	
05/01/17	Robert L. Eisenbach	Analyze issues re note holders	0.20	
05/02/17	Robert L. Eisenbach	Review email from B. Keilson re DIP order	0.10	
05/03/17	Robert L. Eisenbach	Follow-up re DIP loan issues	0.20	
05/03/17	Robert L. Eisenbach	Exchange emails with J. McFadden re noteholder issues	0.10	
05/04/17	Robert L. Eisenbach	Exchange emails with K. Bridges, J. McFadden re DIP loan fee issues	0.30	
05/11/17	Robert L. Eisenbach	Follow up re noteholder question	0.30	
05/11/17	Robert L. Eisenbach	Telephone conference with S. Kortanek re DIP fee issues	0.40	
05/12/17	Robert L. Eisenbach	Telephone conference with K. Bridges re DIP issue	0.20	
05/12/17	Robert L. Eisenbach	Review DIP fee request	0.20	
05/12/17	Robert L. Eisenbach	Telephone conference with S. Kortanek re DIP fee issue	0.30	
05/14/17	Robert L. Eisenbach	Exchange emails with K. Bridges re communication to noteholders	0.20	
05/15/17	Melissa H. Boyd	Call from note holder and emails re: case	0.10	
05/15/17	Robert L. Eisenbach	Exchange emails with S. Kortanek re lender fees	0.20	
05/22/17	Matthew F. Fleming	Attention to convertible promissory note tender matters (.1); review investor request for updated note financing documents and ledgers (.1); prepare response materials re the same	0.40	





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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
		(.2)		
05/22/17	Robert L. Eisenbach	Review email from S. Rosario re exchange offer	0.10	
05/22/17	Robert L. Eisenbach	Review letter re exchange offer update	0.20	
05/22/17	Robert L. Eisenbach	Analyze issues re documentation of exchange offer results	0.30	
05/23/17	Robert L. Eisenbach	Exchange emails with K. Bridges re transfer of secured notes	0.10	
05/23/17	Robert L. Eisenbach	Exchange emails with J. McFadden re DIP lender fees	0.20	
05/24/17	Robert L. Eisenbach	Telephone conference with J. McFadden re lender fee issues	0.10	
05/24/17	Robert L. Eisenbach	Review email from S. Kortanek re lender fee issue	0.10	
05/25/17	Matthew F. Fleming	Teleconference with B. Eisenbach regarding note tender offer and note transfer matters	0.20	
05/25/17	James F. Fulton Jr.	Attention to tender offer for debt transfer	0.10	
05/31/17	Robert L. Eisenbach	Exchange emails with M. Fleming re note transfer issue	0.10	
		<b>Task Total:</b>	5.20	5,291.50
<b>TRAVEL</b>				
05/01/17	Robert L. Eisenbach	Travel to Delaware for bid procedures and DIP hearing	2.60	
05/10/17	Robert L. Eisenbach	Travel to San Francisco	3.70	
		<b>Task Total:</b>	6.30	6,709.50
<b>LEASES AND EXECUTORY CONTRACTS</b>				
05/04/17	Robert L. Eisenbach	Exchange emails with K. Bridges re Minnetronix	0.20	
05/08/17	Robert L. Eisenbach	Exchange emails with K. Bridges re Minnetronix issues	0.10	
05/08/17	Robert L. Eisenbach	Exchange emails with P. Jackson re cure	0.10	



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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
		notice		
05/11/17	Robert L. Eisenbach	Leave detailed message for counsel for Minnetronix re cure issue	0.10	
05/12/17	Robert L. Eisenbach	Telephone conference with Minnetronix attorney re cure issue	0.30	
05/12/17	Robert L. Eisenbach	Telephone conference with K. Bridges re Minnetronix	0.10	
05/15/17	Robert L. Eisenbach	Exchange emails with Minnetronix attorney re cure issue	0.20	
05/15/17	Robert L. Eisenbach	Exchange emails with K. Bridges re Minnetronix re cure issue	0.10	
05/16/17	Robert L. Eisenbach	Telephone conference with K. Bridges re Minnetronix issues	0.10	
05/26/17	Robert L. Eisenbach	Review emails re Minnetronix cure amount	0.10	
05/29/17	Robert L. Eisenbach	Exchange emails with K. Bridges re Minnetronix issues	0.20	
05/30/17	Robert L. Eisenbach	Exchange emails with K. Bridges, J. McFadden re Minnetronix	0.20	
05/30/17	Robert L. Eisenbach	Exchange emails with Minnetronix attorney re cure issues	0.20	
05/30/17	Robert L. Eisenbach	Exchange emails with S. Kortanek re Minnetronix issue	0.10	
05/31/17	Robert L. Eisenbach	Exchange emails with K. Bridges, J. McFadden re Minnetronix issues	0.20	
05/31/17	Robert L. Eisenbach	Exchange emails with Minnetronix attorneys re cure issue	0.20	
05/31/17	Robert L. Eisenbach	Exchange emails with S. Kortanek re Minnetronix cure language	0.20	
05/31/17	Robert L. Eisenbach	Exchange emails with K. Bridges re Assigned Contracts issue	0.10	
		<b>Task Total:</b>	2.80	2,982.00

**PREPARATION FOR AND ATTENDANCE AT COURT HEARINGS**

05/03/17	Robert L. Eisenbach	Preparation for bidding procedure and DIP hearing	1.90	
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<u>Date</u>	<u>Timekeeper</u>	<u>Description</u>	<u>Hours</u>	
05/03/17	Robert L. Eisenbach	Appear at bidding procedures and final DIP hearing	2.40	
<b>Task Total:</b>			4.30	4,579.50

#### TAX ISSUES

05/09/17	Robert L. Eisenbach	Exchange emails with J. McFadden re tax return extension	0.10	
05/09/17	Robert L. Eisenbach	Exchange emails with R. Schepacarter re tax extension	0.10	
<b>Task Total:</b>			0.20	213.00

**Total Fees** **\$42,998.00**

10% Courtesy Discount (Partner/Of Counsel/Special Counsel) (4,115.05)

**Subtotal Fees** **\$38,882.95**

#### Fee Summary:

<u>Timekeeper</u>	<u>Type</u>	<u>Rate</u>	<u>Hours</u>	<u>Total</u>
James F. Fulton Jr.	Partner	1020	.10	102.00
Robert L. Eisenbach	Of Counsel	1065	34.70	36,955.50
Lisette Sell	Special Counsel	860	1.30	1,118.00
Michael Aaron Klein	Special Counsel	850	3.50	2,975.00
Matthew F. Fleming	Associate	735	.60	441.00
Melissa H. Boyd	Associate	625	.10	62.50
Mollie N. Canby	Paralegal	240	5.60	1,344.00

#### For costs and disbursements recorded through May 31, 2017 :

Air Fare 331.80



**305627-202**  
**Chapter 11 Special Counsel**

**Invoice Number: 1765852**  
CL 01 00190

Traveler: R. EISENBACH  
Departure Date: 5/3/2017  
Itinerary: Philadelphia  
Airline: Delta Airlines

Air Fare 36.41

Traveler: R. EISENBACH - Other Fee - Wilmington, DE - Attend hearing on  
05/26/2017

Air Fare 44.00

Traveler: R. EISENBACH - Other Fee - Wilmington, DE - Attend hearing on  
05/26/2017

Hotels and Meals (Hotels) 459.80

Wilmington, Delaware - Attend hearing 05/01/2017-05/03/2017  
Robert L. Eisenbach

Meals 77.86

Taxi 136.16

**Total Costs \$1,086.03**

**Total: \$39,968.98**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

HMI Liquidating Inc.,<sup>1</sup>

Debtor.

Chapter 11

Case No. 17-10810 (LSS)

**CERTIFICATION OF ROBERT L. EISENBACH III**

Robert L. Eisenbach III, an attorney-at-law, duly admitted in good standing to practice in the State of California hereby certifies that:

1. I am Of Counsel at the firm of Cooley LLP ("**Cooley**") and I am duly authorized to make this Certification on behalf of Cooley. Cooley was retained by the Debtor as special corporate counsel pursuant to an order of this Court. This certification is made in support of the *Second Monthly Application of Cooley LLP, Special Corporate Counsel to the Debtor and Debtor-In-Possession, for Compensation and Reimbursement of Expenses Pursuant to 11 U.S.C. §§ 330 and 331* (the "**Application**") and in compliance with Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "**Local Rules**") of this Court, and with the United States Trustee's Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "**U.S. Trustee Guidelines**").

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<sup>1</sup> The last four digits of the Debtor's federal tax identification number are 8422. The Debtor's address is 131 San Creek Road, Suite B, Brentwood, CA 94513.

2. I have read the Application and I certify that the Application substantially complies with the Local Rules and the U.S. Trustee Guidelines.

Dated: July 6, 2017

**COOLEY LLP**

*/s/ Robert L. Eisenbach III* \_\_\_\_\_  
Robert L. Eisenbach III

*Special Corporate Counsel for the Debtor  
and Debtor-in-Possession*