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7 Attorneys for Official  
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8  
9 **UNITED STATES BANKRUPTCY COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**  
11 **SAN JOSE DIVISION**

12 In re: )  
13 **TECHNOLOGY PROPERTIES LIMITED LLC,** ) Case No. 13-51589-SLJ-11  
**fka TECHNOLOGY PROPERTIES LIMITED** )  
14 **INC., A CALIFORNIA CORPORATION,** ) Chapter 11  
**fka TECHNOLOGY PROPERTIES LIMITED,** )  
15 **A CALIFORNIA CORPORATION,** )  
16 Debtor. ) *[No Hearing Requested]*  
17 )  
18 )

19 **EX PARTE APPLICATION PURSUANT TO BANKRUPTCY RULE 2004 FOR**  
20 **ORDER AUTHORIZING EXAMINATION OF ALLIACENSE LIMITED, LLC AND THE DEBTOR**

21 The Official Committee of Unsecured Creditors (the “Committee”) for the bankruptcy estate  
22 of Technology Properties Limited, LLC (the “Debtor” or “TPL”) hereby submits this EX PARTE  
23 APPLICATION PURSUANT TO BANKRUPTCY RULE 2004 FOR ORDER AUTHORIZING EXAMINATION OF  
24 ALLIACENSE LIMITED LLC AND THE DEBTOR (the “Application”) and, in support thereof,  
25 respectfully represents as follows:

26 **RELIEF REQUESTED**

27 1. The Committee seeks information from Alliacense Limited, LLC (“Alliacense”)  
28 pursuant to Bankruptcy Rule 2004 concerning the services Alliacense provided to TPL, the services

1 provided by TPL to Alliacense and the relationship between TPL and Alliacense from 2002 to the  
2 present.

3 2. As a first phase, the Committee intends for Alliacense to produce documents in the  
4 form "Document Request" attached hereto as **Exhibit "A"**, which will accompany the subpoena to  
5 Alliacense. As a second phase, the Committee intends for custodians of Alliacense's records and  
6 persons most knowledgeable designated by the Debtor and Alliacense concerning the subject matter  
7 of the writings described in the Document Request to appear for examination by oral deposition.

### 8 **FACTUAL BACKGROUND**

9 3. TPL is a limited liability company whose sole member is Dan Leckrone. TPL holds  
10 certain rights to commercialize intellectual property which is owned by limited liability companies  
11 whose sole member is Dan Leckrone (or his family trust). TPL outsources performance of its duties  
12 and obligations under the commercialization agreements to Alliacense, a limited liability company  
13 whose sole member is Dan Leckrone. There have been numerous transfers of assets from TPL to  
14 Alliacense that are undocumented or documented after the fact. In addition, TPL appears to have  
15 assumed certain liabilities of Alliacense for no consideration.

16 4. The Committee seeks information from Alliacense to assist it in analyzing the  
17 property of TPL, including claims against Alliacense and other insiders, and in the administration of  
18 this chapter 11 case.

### 19 **THE TRUSTEE IS ENTITLED TO THE REQUESTED RELIEF**

20 5. The requested information is well within the scope of examination permitted under  
21 Rule 2004, which provides for discovery regarding:

22 the acts, conduct, or property or to the liabilities and financial  
23 condition of the debtor, or to any matter which may affect the  
24 administration of the debtor's estate, or to the debtor's right to a  
discharge...

25 Rule 2004(b).

26 6. Rule 2004(c) further provides that "[t]he attendance of an entity for examination and  
27 the production of documentary evidence may be compelled [by subpoena pursuant to Bankruptcy  
28 Rule 9016]." The scope of a Rule 2004 examination is "unfettered and broad" and has been termed

1 “a quick ‘fishing expedition.’” *In re Dinublio*, 177 B.R. 932, 939-40 (E.D. Cal. 1993). A Rule 2004  
2 examination may properly extend to creditors and third parties “who have had dealings with the  
3 debtor.” *In re Financial Corp. of Am.*, 119 B.R. 728, 733 (Bankr. C.D. Cal. 1990); *In re GHR*  
4 *Companies, Inc.*, 41 B.R. 655, 660 (Bankr. D. Mass. 1984); *In re Johns- Manville Corp.*, 42 B.R.  
5 362, 364 (S.D.N.Y. 1984) (Rule 2004 examinations may “cut a broad swath through the debtor’s  
6 affairs, those associated with him, and those who might have had business dealings with him.”)  
7 (citation omitted).

8 7. Moreover, Rule 2004 examinations are appropriate to assist the trustee or creditor  
9 committees in determining whether to initiate a cause of action. *See, e.g., In re ECAM Publ’ns, Inc.*,  
10 131 B.R. 556, 560 (Bankr. S.D.N.Y. 1991) (one purpose of a Rule 2004 examination is “to  
11 determine whether there are grounds to bring an action to recover property of the estate”); *In re*  
12 *Table Talk, Inc.*, 51 B.R. 143, 146 (Bankr. D. Mass. 1985) (party may use Rule 2004 to investigate  
13 potential claims).

14 8. The standard for determining the propriety of a discovery request under Rule 2004 is  
15 “good cause.” *See, e.g., In re Grabill Corp.*, 109 B.R. 329, 334 (Bankr. N.D. Ill. 1989). The  
16 Committee has “good cause” for the requested Rule 2004 discovery. Here, there have been  
17 numerous transfers of assets from TPL to Alliacense that are undocumented or documented after the  
18 fact. In addition, TPL appears to have assumed certain liabilities of Alliacense for no consideration,  
19 including employee compensation claims by Alliacense employees filed in this chapter 11 case. The  
20 information the Committee seeks will assist it in better understanding the relationship between TPL  
21 and Alliacense, and in evaluating any causes of action that may belong to this chapter 11 estate  
22 arising out of that relationship.

23 9. This Application represents the Committee’s initial Rule 2004 information request  
24 concerning the matters discussed herein. Based upon the responses received, it is possible that the  
25 Committee will need to pursue further Rule 2004 examinations from Alliacense and/or other parties,  
26 and this Application is without prejudice to the Committee’s rights to pursue those further Rule 2004  
27 examinations.

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

1 Court.

2 **CONCLUSION**

3 11. As this Application is properly made on an *ex parte* basis under Local Rule 2004-  
4 1(a), the Committee respectfully requests this Court immediately take notice of the Application and  
5 enter an order substantially in the form attached hereto as **Exhibit "B"**, granting the relief requested  
6 herein and such other and further relief as may be just.

7 Dated: January 13, 2014

DORSEY & WHITNEY, LLP

8  
9 By: /s/ Robert A. Franklin

Robert A. Franklin

Attorneys for the

Official Unsecured Creditors Committee

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19 **EXHIBIT "A"**

20 **To**

21 **EX PARTE APPLICATION PURSUANT TO BANKRUPTCY RULE 2004 FOR**  
22 **ORDER AUTHORIZING EXAMINATION OF ALLIACENSE LIMITED, LLC AND THE DEBTOR**  
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EXHIBIT COVER

**DOCUMENT REQUESTS**

**I. DEFINITIONS**

1. “TPL” shall mean the Debtor Technology Partners Limited, LLC and all of its agents, partners, members, employees, officers, affiliates, shareholders, representatives, or others acting or authorized to act on its behalf.

2. “Document” means all originals, drafts and modifications of originals, as well as copies, duplicates, and counterparts of originals, of written, printed, typed, graphic, recorded, and visually or orally reproduced material of any kind, whether or not privileged, and includes, but is not limited to, correspondence, business records, telephone records and notations, diaries, calendars, minutes, contracts, agreements, orders, receipts, invoices, bills, pictures, drawings or sketches, blueprints, designs, notebooks, advertising and commercial literature, promotional literature of any kind, cables, telexes, recordings, patents, lists, charts, pamphlets, appendices, exhibits, summaries, outlines, logs, journals, agreements, work papers, statements, records of inventory, financial and/or accounting records, catalogues, trade journals, and any other documented or recorded information. The term “document” also includes every other manner by which information is recorded or transmitted, including but not limited to, emails, microfilms, disks, tapes, computer programs, printouts, all recordings made through data processing techniques, and instructions and directions for use of the data processing equipment to obtain the information recorded by that method. The term “document” refers to copies, duplicates, and/or counterparts only where (i) the copy, duplicate, or counterpart is not exactly identical to the original or (ii) your records only contain a copy, duplicate, or counterpart of the original and not the original itself.

3. “You” and “Your” refer to Alliacense Limited LLC, and all of its agents, partners, members, employees, officers, affiliates, shareholders, representatives, or others acting or authorized to act on its behalf.

4. “Communication” means any transmittal of information, of any kind, without regard to whether such information was transmitted orally, in writing, electronically, visually, or by any other means

**II. INSTRUCTIONS**

5. The following document requests are to be responded to fully, by furnishing all

1 information in your possession, custody or control. Your having possession, custody, or control of  
2 a document includes your having a right, superior to other parties, to compel the production of  
3 such document from a third party, such as your agent, employee, representative, or, unless  
4 privileged, attorney.

5 6. If any document requested herein has been lost, discarded, or destroyed, the  
6 document so lost, discarded or destroyed should be identified as completely as possible,  
7 including without limitation, the date the document was lost, discarded, or destroyed, the manner in  
8 which the document was lost, discarded, or destroyed, the reason(s) the document was lost,  
9 discarded, or destroyed, the person who authorized that the document be destroyed or discarded,  
10 and the person who lost, discarded, or destroyed the document.

11 7. If you cannot produce a document because it no longer exists or is no longer in  
12 your possession, custody, or control, please identify that document by: (a) its title; (b) its nature  
13 (for example, a “letter” or “e-mail”); (c) the date it was created or sent; (d) its author(s) and  
14 signator(y/ies); (e) any of its recipient(s); (f) the last place it was known to have been located; (g)  
15 the circumstances under which it ceased to exist or passed from your possession, custody, or  
16 control; and (h) the identity and last known residence and business address of any person who had  
17 knowledge of its existence and location.

18 8. Produce each requested document in its entirety, including all attachments and  
19 enclosures, even if only a portion of the document is responsive to the request.

20 9. If you withhold from production any document (or portion of any document)  
21 that is otherwise responsive to a request on the basis of a claim of privilege, work product, or  
22 other ground, you must provide sufficient information regarding the withheld document to permit  
23 the Court and the parties to evaluate the propriety of your objection. Specifically, you must identify:  
24 (a) the name and title of the author(s) of the document; (b) the name and title of each person to  
25 whom the document was addressed; (c) the name and title of each person to whom the document  
26 was distributed; (d) the name and title of each person to whom the document was disclosed, in  
27 whole or in part; (e) the type of document (e.g., “memorandum” or “report”); (f) the subject  
28 matter of the document; (g) the purpose(s) of the document; (g) the date on the document and, if

1 different, the date on which the document was created and/or sent; (h) the number of pages of the  
2 document; (i) the specific request herein to which the document is responsive; (j) the nature of the  
3 privilege(s) asserted as to the document; and (k) a detailed, specific explanation as to why the  
4 document is privileged or otherwise immune from discovery, including a presentation of all factual  
5 grounds and legal analyses.

6 10. If any requested document cannot be produced in full, produce it to the extent  
7 possible, indicating what is being withheld and the reason it is being withheld.

8 11. This request is a continuing one that calls for the supplemental or additional  
9 production of documents if any defendant or its counsel obtains supplemental or additional  
10 documents.

11 12. In responding to the requests below: (a) the disjunctive shall also be read to include  
12 the conjunctive and vice versa; (b) “including” shall be read to mean “including without  
13 limitation;” (c) the singular shall also be read to include the plural and vice versa; (d) the present  
14 shall also be read as if the past tense and vice versa; (e) “any” shall be read to include “all” and  
15 vice versa; and (f) “and” shall be read to include “or” and vice versa.

### 16 **III. DOCUMENTS TO BE PRODUCED**

17 1. All quarterly and annual financial statements for Alliacense for the years of 2002 to  
18 2013, including, but not limited to, balance sheets, profit and loss statements, statements of cash flow  
19 and such other statements as were prepared and published during those years.

20 2. All minutes of meetings in which Alliacense discussed or decided to offset a  
21 receivable from TPL against an account payable to TPL (the “2012 Offset”) as identified in the  
22 Debtor’s Disclosure Statement filed on December 23, 2013 (the “Debtor’s Disclosure Statement”) at  
23 page 72.

24 3. All documents evidencing Agreements entered between Alliacense and TPL from  
25 2002 to the present.

26 4. All documents setting forth the calculation of the dollar amount of the 2012 Offset.

27 5. The employee incentive program identified in the employment agreement of Nick  
28 Antonopoulos and all of its subsequent iterations.



1           6.       All documents representing payment to Mac Leckrone, Mike Davis, Nick  
2 Antonopoulos, Dwayne Hannah, Robert Neilson and Janet Neal under their employee incentive  
3 compensation agreements.

4           7.       All invoices, requests for payments or other documents evidencing the amounts  
5 charged by Alliacense to TPL for services provided by Alliacense to TPL for the calendar years 2011  
6 to 2013.

7           8.       All receipts, ledgers, statements of account or other documents evidencing payment  
8 received from TPL to Alliacense for services provided by Alliacense to TPL for the calendar years  
9 2011-2013.

10          9.       All invoices, requests for payments or other documents evidencing the amounts  
11 charged by Alliacense to Phoenix Digital Systems (“PDS”) for services provided by Alliacense to  
12 PDS for the calendar years 2011 to 2013.

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18 )

Case No. 13-51589-SLJ-11

Chapter 11

*[No Hearing Requested]*

19 **EXHIBIT "B"**

20 **To**

21 **EX PARTE APPLICATION PURSUANT TO BANKRUPTCY RULE 2004 FOR**  
22 **ORDER AUTHORIZING EXAMINATION OF ALLIACENSE LIMITED, LLC AND THE DEBTOR**  
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EXHIBIT COVER

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19 **ORDER GRANTING EX PARTE APPLICATION FOR BANKRUPTCY RULE 2004**  
20 **EXAMINATION OF ALLIACENSE**

21 Upon the Ex Parte Application Pursuant To Bankruptcy Rule 2004 For Order Authorizing  
22 Examination Of ALLIACENSE America, Inc. (the "Application"), and good cause appearing  
23 therefor:

24 IT IS HEREBY ORDERED that the Official Committee of Unsecured Creditors (the  
25 "Committee"), is authorized to issue a subpoena to Alliacense Limited LLC ("Alliacense") for the  
26 production of documents, as described in Exhibit "A" to the Application; and

27 IT IS FURTHER ORDERED that Alliacense must, within fourteen days of the  
28 Committee's service of a subpoena requiring the production the documents described in

1 Exhibit "A" to the Application, produce such documents and allow the Committee, its agents and  
2 attorneys, the opportunity to inspect and copy any documents produced; and

3 IT IS FURTHER ORDERED that the Committee is authorized to issue a subpoena to  
4 Alliacense for the oral examination of the persons most knowledge at Alliacense concerning the  
5 subject matter of documents described in Exhibit "A" to the Application; and

6 IT IS FURTHER ORDERED that, Alliacense must, within fourteen days of the  
7 Committee's service of a subpoena for the examination of a custodian of records, or at such time  
8 as is agreed to by counsel, present one or more representatives to testify concerning the documents  
9 described in Exhibit "A" to the Application; and

10 IT IS FURTHER ORDERED that the Debtor must, within fourteen days of the Committee's  
11 service of a notice of an examination present Daniel E. Leckrone, the Debtor, Responsible  
12 Individual, to testify concerning the subject matter of the documents described in Exhibit "A" to the  
13 Application; and

14 IT IS FURTHER ORDERED that this Order is without prejudice to the Committee's  
15 rights to pursue further Rule 2004 examinations from Alliacense or any other party pursuant to  
16 rule 2004 of the Federal Rules of Bankruptcy Procedure.

17 **\*\* END OF ORDER\*\***

**COURT SERVICE LIST**

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None