

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW HAMPSHIRE

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*In re:* : **Chapter 11**  
:  
GT ADVANCED TECHNOLOGIES INC., *et al.*, : **Case No. 14-11916-HJB**  
:  
Debtors.<sup>1</sup> : **Jointly Administered**  
:  
: **RE: Docket No. 2706**  
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**NOTICE OF FILING OF REVISED PROPOSED ORDER GRANTING DEBTORS'  
NINTH OMNIBUS OBJECTION TO CLAIMS  
(RECLASSIFIED AND MODIFIED CLAIMS)**

**PLEASE TAKE NOTICE** that on December 7, 2015, GT Advanced Technologies Inc. and its affiliated debtors as debtors in possession in the above-captioned cases (collectively, “GTAT” or the “Debtors”) filed the *Debtors’ Ninth Omnibus Objection to Claims (Reclassified and Modified Claims)* [Docket No. 2706] (the “Objection”).<sup>2</sup>

**PLEASE TAKE FURTHER NOTICE** that the Debtors have reached agreement with the claimants holding Claim Nos. 274, 693, 865, 901, and 902 to resolve the Debtors’ objections to those claims.

**PLEASE TAKE FURTHER NOTICE** that attached hereto as Exhibit A is a proposed order, which is identical to the proposed order submitted on December 7, 2015, except that: (1) Claim Nos. 274, 693, 865, 901, and 902 have been removed from the schedules attached to the proposed order and provisions settling these claims has been added to the proposed order; and

<sup>1</sup> The debtors in these chapter 11 cases, along with the last four digits of each debtor’s tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Advanced Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors’ corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

<sup>2</sup> Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in Objection.



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(2) Claim Nos. 479, 633, 728, 736, 790, and 831 have been removed from the schedules attached to the proposed order, as the Debtors have adjourned these claims to the February 4, 2016 omnibus hearing; and (3) schedule 4 to the proposed order has been removed (because the schedule only contained Claim No. 693, which has been settled with a provision added to the proposed order) and the references to the schedules throughout the proposed order have been updated to reflect this change.

**PLEASE TAKE FURTHER NOTICE** that a blackline of the revised proposed order marked against the proposed order filed with the Objection is attached hereto as Exhibit B.

Dated: January 6, 2016

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**EXHIBIT A**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW HAMPSHIRE

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:  
*In re:* : **Chapter 11**  
:  
GT ADVANCED TECHNOLOGIES INC., *et al.*, : **Case No. 14-11916-HJB**  
:  
Debtors.<sup>1</sup> : **Jointly Administered**  
:  
-----X

**ORDER GRANTING DEBTORS' NINTH OMNIBUS OBJECTION TO CLAIMS  
(RECLASSIFIED AND MODIFIED CLAIMS)**

Upon consideration of the *Debtors' Ninth Omnibus Objection to Claims (Reclassified and Modified Claims)* (the "Objection"),<sup>2</sup> filed pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order disallowing each claim listed on the attached Schedules 1 to 3, all as more fully set forth in the Objection; and upon consideration of the Herriman Declaration; and the court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and due and adequate notice of the Objection having been given under the circumstances; and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Objection is sustained as set forth herein.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each debtor's tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors' corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Objection.

2. The Claims listed on Schedule 1, Schedule 2, and Schedule 3, hereto under the columns titled “Modified Class” and “Modified Amount” are hereby reclassified and modified, as specified in Schedule 1, Schedule 2, and Schedule 3.

3. Notwithstanding anything to the contrary in the Objection or this Order, (i) Claim No. 274 filed by GCA Services Group Mountain States, LP is modified to be an administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of \$4,059.71 against GTAT Corporation (the “GCA Administrative Claim”) and a non-priority unsecured claim subject to further objection in the amount of \$199,722.95 against GTAT Corporation (the “GCA Non-Priority Claim”) and (ii) the GCA Administrative Claim is provisionally allowed, subject only to its potential disallowance under section 502(d) of the Bankruptcy Code, as provided herein. It is hereby expressly agreed and understood that (a) the Debtors and their estates reserve any and all of their rights, claims, and causes of action (collectively, “Potential Claims Against GCA”) against GCA Services Group Mountain States, LP and its affiliates (collectively, “GCA”), (b) nothing in this Order will constitute a discharge, release, relinquishment, or waiver of, or give rise to any defense to, any such Potential Claims Against GCA, and (c) GCA reserves all other possible defenses with respect to any Potential Claims Against GCA. Without limiting the generality of the foregoing, the Debtors and their estates reserve any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any transfers that any of the Debtors may have made to or for the benefit of GCA (“GCA Transfers”), GCA agrees not to assert that the provisional allowance of Claim No. 274 under this Order or any other provision of this Order bars or otherwise gives rise to any defense to any such Potential Claims Against GCA, and GCA reserves all of its other rights with respect thereto. GCA acknowledges and agrees that, notwithstanding the provisional allowance of the GCA

Administrative Claim, (a) the GCA Administrative Claim shall be subject to potential disallowance if and to the extent it is determined by final order that the claim is disallowable under section 502(d) of the Bankruptcy Code and (b) GCA shall not receive any distributions on account of either the GCA Administrative Claim or the GCA Non-Priority Claim unless and until any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any GCA Transfers have been resolved by a final order or agreement of the parties in accordance with a confirmed chapter 11 plan of the Debtors or the statute of limitations to bring any such claims has expired and no such actions have been filed. The terms of this Order are binding on and inure to the benefit of any successors to any of the Debtors and GCA and any other entities, so that, among other things, the Debtors as reorganized under any chapter 11 plan of the Debtors receive such benefit.

4. Notwithstanding anything to the contrary in the Objection or this Order, (i) Claim No. 693 filed by Aerotek, Inc. is modified to be a priority claim under section 507(a)(4) of the Bankruptcy Code in the amount of \$25,000 against GTAT Corporation (the “Aerotek Priority Claim”) and a non-priority unsecured claim in the amount of \$2,804,835.35 against GTAT Corporation (the “Aerotek Non-Priority Claim”), (ii) both the Aerotek Priority Claim and the Aerotek Non-Priority Claim are provisionally allowed, subject only to their potential disallowance under section 502(d) of the Bankruptcy Code, as provided herein, and (iii) any claim listed in the Schedules of Assets and Liabilities of the Debtors listing Aerotek, Inc. as a creditor shall be disallowed and expunged. It is hereby expressly agreed and understood that (a) the Debtors and their estates reserve any and all of their rights, claims, and causes of action (collectively, “Potential Claims Against Aerotek”) against Aerotek, Inc. and its affiliates (collectively, “Aerotek”), (b) nothing in this Order will constitute a discharge, release,

relinquishment, or waiver of, or give rise to any defense to, any such Potential Claims Against Aerotek, and (c) Aerotek reserves all other possible defenses with respect to any Potential Claims Against Aerotek. Without limiting the generality of the foregoing, the Debtors and their estates reserve any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any transfers that any of the Debtors may have made to or for the benefit of Aerotek (“Aerotek Transfers”), Aerotek agrees not to assert that the provisional allowance of Claim No. 693 under this Order or any other provision of this Order bars or otherwise gives rise to any defense to any such Potential Claims Against Aerotek, and Aerotek reserves all of its other rights with respect thereto. Aerotek acknowledges and agrees that, notwithstanding the provisional allowance of the Aerotek Priority Claim and the Aerotek Non-Priority Claim, (a) both the Aerotek Priority Claim and the Aerotek Non-Priority Claim shall be subject to potential disallowance if and to the extent it is determined by final order that those claims are disallowable under section 502(d) of the Bankruptcy Code and (b) Aerotek shall not receive any distributions on account of either the Aerotek Priority Claim or the Aerotek Non-Priority Claim unless and until any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any Aerotek Transfers have been resolved by a final order or agreement of the parties in accordance with a confirmed chapter 11 plan of the Debtors or the statute of limitations to bring any such claims has expired and no such actions have been filed. The terms of this Order are binding on and inure to the benefit of any successors to any of the Debtors and Aerotek and any other entities, so that, among other things, the Debtors as reorganized under any chapter 11 plan of the Debtors receive such benefit.

5. Notwithstanding anything to the contrary in the Objection or this Order, (i) (a) Claim No. 865 filed by Advanced Integration Technologies (“AIT”) is modified to be an administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of

\$34,674.83 with no unliquidated or undetermined amount and a non-priority unsecured claim in the amount of \$684,542.33 with no unliquidated or undetermined amount, in each case against GTAT Corporation (collectively, the “AIT Claim”); (b) Claim No. 901 filed by Ultra Clean Microelectronics Equipment (Shanghai) Co., Ltd. (“UCME”) is modified to be an administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of \$444,649.20 with no unliquidated or undetermined amount and a non-priority unsecured claim in the amount of \$3,742,202.36 with no unliquidated or undetermined amount, in each case against GT Advanced Technologies Limited (collectively, the “UCME Claim”); and (c) Claim No. 902 filed by Ultra Clean Technology System & Services (“UCTSS”, and together with AIT and UCME the “UCT Claimants”) is modified to be a non-priority unsecured claim in the amount of \$1,283,209.26 with no unliquidated or undetermined amount against GTAT Corporation (the “UCTSS Claim”, and together with the AIT Claim and the UCTSS claim, the “UCT Claims”) and (ii) the UCT Claims are hereby all provisionally allowed, subject only to their potential disallowance under section 502(d) of the Bankruptcy Code, as provided herein, but not otherwise subject to disallowance, attack or subordination. It is hereby expressly agreed and understood that (i) other than with respect to the provisional allowance of the UCT Claims as set forth herein, the Debtors and their estates reserve any and all of their rights, claims, and causes of action (collectively, “Potential Claims”) against the UCT Claimants and their affiliates (collectively, “UCT”), (ii) nothing in this Order will constitute a discharge, release, relinquishment, or waiver of, or give rise to any defense to, any such Potential Claims, (iii) UCT reserves all other possible defenses with respect to any Potential Claims, and (iv) UCT reserves counterclaims solely for the purpose of effectuating an offset against any Potential Claims and only if UCT is not barred or prevented from asserting such counterclaims under an order of the



Court, including, without limitation, the *Order, Pursuant to Bankruptcy Code Section 105(a), 501, 502(b)(9), and 503, Bankruptcy Rules 2002(l) and 3003(c)(3), and LBR 3001-1(b), (A) Establishing Bar Date for Filing of Proofs of Claim, (B) Designating Form and Manner of Notice Thereof, and (C) Granting Related Relief* [Docket No. 395], or barred or prevented under other applicable law. Without limiting the generality of the foregoing, the Debtors and their estates reserve any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any transfers that any of the Debtors may have made to or for the benefit of UCT (“Transfer Claims”), each UCT Claimant agrees not to assert that the provisional allowance of Claim Nos. 865, 901, or 902 under this Order or any other provision of this Order bars or otherwise gives rise to any defense to any such Potential Claims against such UCT Claimant, and each UCT Claimant reserves its other rights and defenses with respect thereto. Each UCT Claimant acknowledges and agrees that, notwithstanding the provisional allowance of the UCT Claims, (i) its UCT Claim shall be subject to potential disallowance solely if and to the extent it is determined by final order that those claims are disallowable under section 502(d) of the Bankruptcy Code and (ii) no UCT Claimant shall receive any distributions on account of its UCT Claim unless and until the earlier of (x) all Transfer Claims timely brought against it having been resolved by a final order or agreement with the applicable Debtor or (y) the expiration of the statute of limitations as provided in section 546(a) of the Bankruptcy Code to bring such Transfer Claims and no such actions have been timely filed against the applicable UCT Claimant. The terms of this Order are binding on and inure to the benefit of any successors to any of the Debtors and UCT and any other entities, so that, among other things, the Debtors as reorganized under any chapter 11 plan and UCT receive such benefit.

6. The Debtors expressly reserve their rights to object to any of the claims listed on Schedules 1 to 3 on any grounds whatsoever at a later date.

7. Nothing in the Objection or this Order constitutes a waiver of the Debtors' rights to object to any claims not previously allowed or to assert any claims, counterclaims, rights of offset or recoupment, or any other claims against the claimants listed on Schedules 1 to 3 to this Order, all of which rights are expressly preserved.

8. KCC, the Debtors' court-appointed notice and claims agent, is authorized and directed to reclassify and modify the claims reclassified and modified pursuant to this Order on the official claims register in these chapter 11 cases.

9. This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the Objection or the implementation of this Order.

Dated: \_\_\_\_\_, 2016  
Manchester, NH

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HONORABLE HENRY J. BOROFF  
UNITED STATES BANKRUPTCY JUDGE

**Schedule 1**

## GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
1	ATLANTA TRUST LTD COSTELL & CORNELIUS LAW CORPORATION C/O CHRIS S. EVANS 1299 OCEAN AVE., SUITE 450 SANTA MONICA, CA 90401	719	01/22/2015	GTAT Corporation	503(b)(9) Unsecured	\$185,042.42 \$0.00	503(b)(9) Unsecured	\$135,981.11 \$49,061.31	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9), but the goods listed on invoice numbers 3462, 3460 and 3459 were not received within 20 days before the Debtor's Petition Date.  Accordingly, the claim should be reclassified as set forth herein.
2	CLAIMS RECOVERY GROUP LLC (AS ASSIGNEE OF ASR REFRACTORY SERVICE INC.) CLAIMS RECOVERY GROUP LLC 92 UNION AVENUE CRESSKILL, NJ 07626	844	01/26/2015	GTAT Corporation	503(b)(9) Unsecured	\$4,325.50 \$4,325.50	503(b)(9) Unsecured	\$0.00 \$8,651.00	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9), but the claim does not provide documentation sufficient to support such priority.  Accordingly, the claim should be reclassified as set forth herein.

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
3	CUBIC DESIGNS, INC. MICHAEL CZARNECKI 5487 S. WESTRIDGE DRIVE NEW BERLIN, WI 53151  TRANSFERRED TO: CONTRARIAN FUNDS, LLC ATTENTION ALISA MUMOLA 411 WEST PUTNAM AVE., STE. 425 GREENWICH, CT 06830	655	01/20/2015	GT Advanced Technologies Limited	503(b)(9) Unsecured	\$464,650.00 \$0.00	503(b)(9) Unsecured	\$0.00 \$464,650.00	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9), but the claim is for amounts for goods that were not received by the Debtor within 20 days of the Petition Date.  Accordingly, the claim should be reclassified as set forth herein.

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
4	FAIR HARBOR CAPITAL, LLC AS ASSIGNEE OF ADVANCED PRINTING SERVICES INC PO BOX 237037 NEW YORK, NY 10023	712	01/22/2015	GTAT Corporation	503(b)(9) Unsecured	\$2,369.79 \$1,214.16	503(b)(9) Unsecured	\$2,023.00 \$1,276.19	<p>Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9) on account of invoices 107195, 107263, and 107325, but a portion of the claim is for shipping costs, which are not included in the value of goods received.</p> <p>Additionally, the goods listed on invoice 107359 were returned and not received within 20 days before the Debtor's Petition Date. As such, the Debtors' books and records show no liability for this invoice.</p> <p>Accordingly, the claim should be reclassified and reduced as set forth herein.</p>

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
5	FLUKE ELECTRONICS CORPORATION ATTN BAMBI JUZAPAITIS PO BOX 9090 EVERETT, WA 98206- 9090	261	12/01/2014	GT Advanced Technologies Inc.	503(b)(9) Unsecured	\$23,430.67 \$23,430.67	503(b)(9) Unsecured	\$5,602.00 \$41,259.34	<p>Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but invoice number 27526866 is for services provided, not goods received by the Debtor.</p> <p>A portion of the claim includes amounts for freight charges and taxes, which are not included in the value of goods received.</p> <p>Amounts listed on invoice 28047089 are for goods that were not received by the Debtor within 20 days of the Petition Date.</p> <p>Accordingly, the claim should be reclassified as set forth herein.</p>

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUNDS FOR OBJECTION
6	GRAFTECH INTERNATIONAL HOLDINGS INC 12900 SNOW ROAD PARMA, OH 44130  TRANSFERRED TO: WHITEBOX MULTISTRATEGY PARTNERS LP, WHITEBOX RELATIVE VALUE PARTNERS LP, WHITEBOX CREDIT PARTNERS LP ATTN AMIT PATEL WHITEBOX ASYMMETRIC PARTNERS LP, AND WHITEBOX INSTITUTIONAL PARTNERS LP 3033 EXCELSIOR BLVD. SUITE 300 MINNEAPOLIS, MN 55416	298	12/05/2014	GTAT Corporation	503(b)(9) Unsecured	\$242,791.00 \$608,723.39	503(b)(9) Unsecured	\$233,316.50 \$608,723.39	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9) on account of invoice 108007, but the goods were not received by the Debtor. As such, the Debtors' books and records show no liability for this invoice.  Accordingly, the claim should be reduced as set forth herein.
7	HORIBA INSTRUMENTS INC ATTN TOM KALAFUT 9755 RESEARCH DRIVE IRVINE, CA 92618	309	12/08/2014	GTAT Corporation	503(b)(9) Unsecured	\$77,151.00 \$0.00	503(b)(9) Unsecured	\$74,721.00 \$2,430.00	Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but a portion of the claim includes amounts for software, which is not included in the value of goods received.  Accordingly, the claim should be reclassified as set forth herein.

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.



## GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
8	NAUMANN/HOBBS MATERIAL HANDLING CORPORATION II, INC. C/O MATTHEW T. GENSBURG AND MARTIN S. KEDZIORA GREENBERG TRAURIG, LLP 77 WEST WACKER DR., STE 3100 CHICAGO, IL 60601	911	01/26/2015	GTAT Corporation	503(b)(9) Secured Unsecured	\$122,080.53 \$190,675.22 \$281,943.85	503(b)(9) Secured Unsecured	\$0.00 \$0.00 \$404,024.38	<p>Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but the goods that are the subject of such claim are the subject of an unopposed reclamation demand. Claimant is in possession of the reclaimed goods.</p> <p>In addition, claim asserts a secured claim on the basis of the goods that are the subject of the unopposed reclamation demand. Claimant is in possession of the reclaimed goods.</p> <p>Accordingly, the claim should be reclassified and reduced as set forth herein.</p>

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
9	SANMINA CORPORATION AND ITS SUBSIDIARY, SANMINA-SCI SYSTEMS (KUNSHAN) CO. LIMITED EDWARD T. ATTANASIO, ESQ. SANMINA CORPORATION 2700 NORTH FIRST STREET SAN JOSE, CA 95134	701	01/22/2015	GT Advanced Technologies Limited	503(b)(9) Unsecured	\$609,692.67* \$3,584,910.14*	503(b)(9) Unsecured	\$597,537.32 \$3,597,065.49*	<p>Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but invoice numbers 201490971 and 2001497654 are for services provided, not goods received by the Debtor.</p> <p>Additionally, claim asserts an unliquidated component for interest, but 11 U.S.C. § 503(b)(9) is limited to the value of goods received by the debtor within the twenty days prior to the petition date and does not provide for the payment of interest on a claim for such value. In addition, unmatured interest on claims filed by creditors is disallowed under 11 U.S.C. § 502(b)(2).</p> <p>Accordingly, the claim should be reclassified and reduced as set forth herein.</p>

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

## GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
10	TANNOR PARTNERS CREDIT FUND LP AS ASSIGNEE OF AIR INC 150 GRAND STREET, SUITE 401 WHITE PLAINS, NY 10601	499	12/29/2014	GT Advanced Technologies Limited	503(b)(9) Unsecured	\$23,854.49 \$23,537.80	503(b)(9) Unsecured	\$0.00 \$480.59	Claim asserts liability for invoice numbers 3071750, 3072876, 3073416, and 3073417 but any claim for such invoices is against GT Solar (Shanghai) Co. Limited, which is not a Debtor in these chapter 11 cases.  Accordingly, the claim should be reduced as set forth herein.
11	TANNOR PARTNERS CREDIT FUND LP AS ASSIGNEE OF WESCO DISTRIBUTION 150 GRAND STREET, SUITE 401 WHITE PLAINS, NY 10601	428	12/18/2014	GTAT Corporation	503(b)(9) Unsecured	\$9,125.33 \$101,402.28	503(b)(9) Unsecured	\$0.00 \$101,254.74	Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but the goods that are the subject of such claim are the subject of an unopposed reclamation demand.  Accordingly, the claim should be reduced as set forth herein.
12	TANNOR PARTNERS CREDIT FUND LP AS ASSIGNEE OF WESCO DISTRIBUTION 150 GRAND STREET, SUITE 401 WHITE PLAINS, NY 10601	432	12/18/2014	GT Advanced Technologies Limited	503(b)(9) Unsecured	\$9,125.33 \$101,402.28	503(b)(9) Unsecured	\$0.00 \$101,254.74	Claim asserts administrative priority under 11 U.S.C. § 503(b)(9), but the goods that are the subject of such claim are the subject of an unopposed reclamation demand.  Accordingly, the claim should be reclassified as set forth herein.

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

## GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
13	TANNOR PARTNERS CREDIT FUND, LP AS ASSIGNEE OF HANDLING SYSTEMS, INC. TANNOR PARTNERS CREDIT FUND, LP 150 GRAND STREET, SUITE 401 WHITE PLAINS, NY 10601	1063	10/08/2015	GTAT Corporation	503(b)(9) Unsecured	\$41,157.51 \$14,361.74	503(b)(9) Unsecured	\$35,171.81 \$20,347.44	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9), but a portion of the claim is for shipping costs and taxes, which are not included in the value of goods received.  Accordingly, the claim should be reclassified as set forth herein.
14	TANNOR PARTNERS CREDIT PARTNERS, LP AS ASSIGNEE FOR H.C. STARCK INC. 150 GRAND STREET, SUITE 401 WHITE PLAINS, NY 10601	609	01/16/2015	GT Advanced Technologies Limited	503(b)(9) Unsecured	\$946,080.00 \$1,390,919.85	503(b)(9) Unsecured	\$0.00 \$2,336,999.85	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9), but the claim is for amounts for goods that were not received by the Debtor within 20 days of the Petition Date.  Accordingly, the claim should be reclassified as set forth herein.
15	UNIVERSITY WAFER, INC TANNOR PARTNERS CREDIT FUND, LP 150 GRAND STREET, SUITE 401 WHITE PLAINS, NY 10601	489	12/24/2014	GTAT Corporation	503(b)(9) Unsecured	\$7,040.00 \$940.00	503(b)(9) Unsecured	\$1,584.00 \$940.00	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9), but the goods listed on invoice number 34419 were not received by the Debtor. As such, the Debtors' books and records show no liability for this invoice.  Accordingly, the claim should be reduced as set forth herein.

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

GT Advanced Technologies Inc., et al.

## Ninth Omnibus Objection

Schedule 1 - Reclassified and Modified 503(b)(9) Claims

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
16	W. W. GRAINGER, INC ATTN SPECIAL COLLECTIONS DEPARTMENT 7300 N. MELVINA MES17 837600188 NILES, IL 60714	224	11/17/2014	GT Advanced Technologies Inc.	503(b)(9) Secured Unsecured	\$5,493.98* \$43,048.28* \$99,687.24*	503(b)(9) Secured Unsecured	\$5,468.04 \$43,048.28* \$99,713.18*	Claim asserts administrative expense priority under 11 U.S.C. § 503(b)(9), but the goods listed on invoice number 9484525200 were not received within 20 days before the Debtor's Petition Date.  Accordingly, the claim should be reclassified as set forth herein.

\* - Indicates that the claim as filed contains unliquidated or undetermined amounts. Such claim, as reclassified or modified pursuant to the Objection, will not be unliquidated or undetermined with respect to any portion of such claim that is a priority claim under sections 503 or 507 of the Bankruptcy Code.

**Schedule 2**

GT Advanced Technologies Inc., et al.  
Ninth Omnibus Objection  
Schedule 2 – Reclassified 507(a)(1) Claim

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUND FOR OBJECTION
1	BAIKOWSKI INTERNATIONAL CORPORATION ATTN HOLLY R. HOLECEK, ESQ. C/O LAMONICA HERBST & MANISCALCO, LLP 3305 JERUSALEM AVENUE WANTAGH, NY 11793	513	12/31/2014	GTAT Corporation	Priority Unsecured	\$282,740.00 \$1,248,180.00	Priority Unsecured	\$0.00 \$1,530,920.00	Claim asserts priority under 11 U.S.C. § 507(a)(1), but the claim is not for domestic support obligations. Claimant is not entitled to priority under any other subsection of 11 U.S.C. § 507.  Accordingly, the claim should be reclassified as set forth herein.
	TRANSFERRED TO: CCP CREDIT ACQUISITION HOLDINGS, L.L.C. ATTN BANK DEBT OPERATIONS 375 PART AVENUE 13TH FLOOR NEW YORK, NY 10152								
	TRANSFERRED TO: CENTERBRIDGE SPECIAL CREDIT PARTNERS II, L.P. ATTN BANK DEBT OPERATIONS 375 PART AVENUE 13TH FLOOR NEW YORK, NY 10152								

**Schedule 3**



GT Advanced Technologies Inc., et al.  
Ninth Omnibus Objection  
Schedule 3 – Reclassified 507(a)(2) Claim

	NAME	CLAIM #	FILED DATE	DEBTOR	ASSERTED CLASS	ASSERTED AMOUNT	MODIFIED CLASS	MODIFIED AMOUNT	GROUNDS FOR OBJECTION
1	TANNOR PARTNERS CREDIT PARTNERS, LP AS ASSIGNEE FOR H.C. STARCK INC. ROBERT TANNOR TANNOR CAPITAL ADVISORS LLC 150 GRAND STREET, SUITE 401 WHITE PLAINS, NY 10601	629	01/16/2015	GTAT Corporation	Administrative Unsecured	\$118,260.00 \$6,521.24	Administrative Unsecured	\$59,130.00 \$65,651.24	Claim asserts administrative expense priority under 11 U.S.C. § 507(a)(2), but the claim is for amounts for goods that were not received by the Debtor within 20 days of the Petition Date or received after the Petition Date.  Accordingly, the claim should be reclassified as set forth herein.

**Exhibit B**

**Blackline**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW HAMPSHIRE

-----X  
:  
*In re:* : Chapter 11  
:  
GT ADVANCED TECHNOLOGIES INC., *et al.*, : Case No. 14-11916-HJB  
:  
Debtors.<sup>1</sup> : Jointly Administered  
:  
-----X

ORDER GRANTING DEBTORS' NINTH OMNIBUS OBJECTION TO CLAIMS  
(RECLASSIFIED AND MODIFIED CLAIMS)

Upon consideration of the *Debtors' Ninth Omnibus Objection to Claims (Reclassified and Modified Claims)* (the "Objection"),<sup>2</sup> filed pursuant to section 502 of the Bankruptcy Code and Bankruptcy Rule 3007, seeking entry of an order disallowing each claim listed on the attached Schedules 1 to 4,3, all as more fully set forth in the Objection; and upon consideration of the Herriman Declaration; and the court having jurisdiction to consider the Objection and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and due and adequate notice of the Objection having been given under the circumstances; and sufficient cause appearing therefor; it is hereby ORDERED that:

1. The Objection is sustained as set forth herein.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each debtor's tax identification number, as applicable, are: GT Advanced Technologies Inc. (6749), GTAT Corporation (1760), GT Advanced Equipment Holding LLC (8329), GT Equipment Holdings, Inc. (0040), Lindbergh Acquisition Corp. (5073), GT Sapphire Systems Holding LLC (4417), GT Advanced Cz LLC (9815), GT Sapphire Systems Group LLC (5126), and GT Advanced Technologies Limited (1721). The Debtors' corporate headquarters are located at 243 Daniel Webster Highway, Merrimack, NH 03054.

<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Objection.

2. The Claims listed on Schedule 1, Schedule 2, and Schedule 3, ~~and Schedule 4~~ hereto under the columns titled “Modified Class” and “Modified Amount” are hereby reclassified and modified, as specified in Schedule 1, Schedule 2, ~~Schedule 3~~ and Schedule ~~4~~3.

3. Notwithstanding anything to the contrary in the Objection or this Order, (i) Claim No. 274 filed by GCA Services Group Mountain States, LP is modified to be an administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of \$4,059.71 against GTAT Corporation (the “GCA Administrative Claim”) and a non-priority unsecured claim subject to further objection in the amount of \$199,722.95 against GTAT Corporation (the “GCA Non-Priority Claim”) and (ii) the GCA Administrative Claim is provisionally allowed, subject only to its potential disallowance under section 502(d) of the Bankruptcy Code, as provided herein. It is hereby expressly agreed and understood that (a) the Debtors and their estates reserve any and all of their rights, claims, and causes of action (collectively, “Potential Claims Against GCA”) against GCA Services Group Mountain States, LP and its affiliates (collectively, “GCA”), (b) nothing in this Order will constitute a discharge, release, relinquishment, or waiver of, or give rise to any defense to, any such Potential Claims Against GCA, and (c) GCA reserves all other possible defenses with respect to any Potential Claims Against GCA. Without limiting the generality of the foregoing, the Debtors and their estates reserve any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any transfers that any of the Debtors may have made to or for the benefit of GCA (“GCA Transfers”), GCA agrees not to assert that the provisional allowance of Claim No. 274 under this Order or any other provision of this Order bars or otherwise gives rise to any defense to any such Potential Claims Against GCA, and GCA reserves all of its other rights with respect thereto. GCA acknowledges and agrees that, notwithstanding the provisional allowance of the GCA Administrative Claim, (a) the GCA

Administrative Claim shall be subject to potential disallowance if and to the extent it is determined by final order that the claim is disallowable under section 502(d) of the Bankruptcy Code and (b) GCA shall not receive any distributions on account of either the GCA Administrative Claim or the GCA Non-Priority Claim unless and until any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any GCA Transfers have been resolved by a final order or agreement of the parties in accordance with a confirmed chapter 11 plan of the Debtors or the statute of limitations to bring any such claims has expired and no such actions have been filed. The terms of this Order are binding on and inure to the benefit of any successors to any of the Debtors and GCA and any other entities, so that, among other things, the Debtors as reorganized under any chapter 11 plan of the Debtors receive such benefit.

4. Notwithstanding anything to the contrary in the Objection or this Order, (i) Claim No. 693 filed by Aerotek, Inc. is modified to be a priority claim under section 507(a)(4) of the Bankruptcy Code in the amount of \$25,000 against GTAT Corporation (the "Aerotek Priority Claim") and a non-priority unsecured claim in the amount of \$2,804,835.35 against GTAT Corporation (the "Aerotek Non-Priority Claim"), (ii) both the Aerotek Priority Claim and the Aerotek Non-Priority Claim are provisionally allowed, subject only to their potential disallowance under section 502(d) of the Bankruptcy Code, as provided herein, and (iii) any claim listed in the Schedules of Assets and Liabilities of the Debtors listing Aerotek, Inc. as a creditor shall be disallowed and expunged. It is hereby expressly agreed and understood that (a) the Debtors and their estates reserve any and all of their rights, claims, and causes of action (collectively, "Potential Claims Against Aerotek") against Aerotek, Inc. and its affiliates (collectively, "Aerotek"), (b) nothing in this Order will constitute a discharge, release, relinquishment, or waiver of, or give rise to any defense to, any such Potential Claims Against Aerotek, and (c) Aerotek reserves all other

possible defenses with respect to any Potential Claims Against Aerotek. Without limiting the generality of the foregoing, the Debtors and their estates reserve any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any transfers that any of the Debtors may have made to or for the benefit of Aerotek ("Aerotek Transfers"), Aerotek agrees not to assert that the provisional allowance of Claim No. 693 under this Order or any other provision of this Order bars or otherwise gives rise to any defense to any such Potential Claims Against Aerotek, and Aerotek reserves all of its other rights with respect thereto. Aerotek acknowledges and agrees that, notwithstanding the provisional allowance of the Aerotek Priority Claim and the Aerotek Non-Priority Claim, (a) both the Aerotek Priority Claim and the Aerotek Non-Priority Claim shall be subject to potential disallowance if and to the extent it is determined by final order that those claims are disallowable under section 502(d) of the Bankruptcy Code and (b) Aerotek shall not receive any distributions on account of either the Aerotek Priority Claim or the Aerotek Non-Priority Claim unless and until any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any Aerotek Transfers have been resolved by a final order or agreement of the parties in accordance with a confirmed chapter 11 plan of the Debtors or the statute of limitations to bring any such claims has expired and no such actions have been filed. The terms of this Order are binding on and inure to the benefit of any successors to any of the Debtors and Aerotek and any other entities, so that, among other things, the Debtors as reorganized under any chapter 11 plan of the Debtors receive such benefit.

5. Notwithstanding anything to the contrary in the Objection or this Order, (i) (a) Claim No. 865 filed by Advanced Integration Technologies ("AIT") is modified to be an administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of \$34,674.83 with no unliquidated or undetermined amount and a non-priority unsecured claim in

the amount of \$684,542.33 with no unliquidated or undetermined amount, in each case against GTAT Corporation (collectively, the “AIT Claim”); (b) Claim No. 901 filed by Ultra Clean Microelectronics Equipment (Shanghai) Co., Ltd. (“UCME”) is modified to be an administrative expense claim under section 503(b)(9) of the Bankruptcy Code in the amount of \$444,649.20 with no unliquidated or undetermined amount and a non-priority unsecured claim in the amount of \$3,742,202.36 with no unliquidated or undetermined amount, in each case against GT Advanced Technologies Limited (collectively, the “UCME Claim”); and (c) Claim No. 902 filed by Ultra Clean Technology System & Services (“UCTSS”, and together with AIT and UCME the “UCT Claimants”) is modified to be a non-priority unsecured claim in the amount of \$1,283,209.26 with no unliquidated or undetermined amount against GTAT Corporation (the “UCTSS Claim”, and together with the AIT Claim and the UCTSS claim, the “UCT Claims”) and (ii) the UCT Claims are hereby all provisionally allowed, subject only to their potential disallowance under section 502(d) of the Bankruptcy Code, as provided herein, but not otherwise subject to disallowance, attack or subordination. It is hereby expressly agreed and understood that (i) other than with respect to the provisional allowance of the UCT Claims as set forth herein, the Debtors and their estates reserve any and all of their rights, claims, and causes of action (collectively, “Potential Claims”) against the UCT Claimants and their affiliates (collectively, “UCT”), (ii) nothing in this Order will constitute a discharge, release, relinquishment, or waiver of, or give rise to any defense to, any such Potential Claims, (iii) UCT reserves all other possible defenses with respect to any Potential Claims, and (iv) UCT reserves counterclaims solely for the purpose of effectuating an offset against any Potential Claims and only if UCT is not barred or prevented from asserting such counterclaims under an order of the Court, including, without limitation, the *Order, Pursuant to Bankruptcy Code Section 105(a), 501, 502(b)(9), and 503, Bankruptcy Rules 2002(l) and*

3003(c)(3), and LBR 3001-1(b), (A) Establishing Bar Date for Filing of Proofs of Claim, (B) Designating Form and Manner of Notice Thereof, and (C) Granting Related Relief [Docket No. 395], or barred or prevented under other applicable law. Without limiting the generality of the foregoing, the Debtors and their estates reserve any and all claims under Chapter 5 of the Bankruptcy Code to avoid and recover any transfers that any of the Debtors may have made to or for the benefit of UCT ("Transfer Claims"), each UCT Claimant agrees not to assert that the provisional allowance of Claim Nos. 865, 901, or 902 under this Order or any other provision of this Order bars or otherwise gives rise to any defense to any such Potential Claims against such UCT Claimant, and each UCT Claimant reserves its other rights and defenses with respect thereto. Each UCT Claimant acknowledges and agrees that, notwithstanding the provisional allowance of the UCT Claims, (i) its UCT Claim shall be subject to potential disallowance solely if and to the extent it is determined by final order that those claims are disallowable under section 502(d) of the Bankruptcy Code and (ii) no UCT Claimant shall receive any distributions on account of its UCT Claim unless and until the earlier of (x) all Transfer Claims timely brought against it having been resolved by a final order or agreement with the applicable Debtor or (y) the expiration of the statute of limitations as provided in section 546(a) of the Bankruptcy Code to bring such Transfer Claims and no such actions have been timely filed against the applicable UCT Claimant. The terms of this Order are binding on and inure to the benefit of any successors to any of the Debtors and UCT and any other entities, so that, among other things, the Debtors as reorganized under any chapter 11 plan and UCT receive such benefit.

6.     ~~3.~~ The Debtors expressly reserve their rights to object to any of the claims listed on ~~Schedule 4~~Schedules 1 to 3 on any grounds whatsoever at a later date.



7. ~~4.~~ Nothing in the Objection or this Order constitutes a waiver of the Debtors' rights to object to any claims not previously allowed or to assert any claims, counterclaims, rights of offset or recoupment, or any other claims against the claimants listed on Schedules 1 to ~~4~~3 to this Order, all of which rights are expressly preserved.

8. ~~5.~~ KCC, the Debtors' court-appointed notice and claims agent, is authorized and directed to reclassify and modify the claims reclassified and modified pursuant to this Order on the official claims register in these chapter 11 cases.

9. ~~6.~~ This Court shall retain jurisdiction with respect to any matters, claims, rights, or disputes arising from or related to the Objection or the implementation of this Order.

Dated: \_\_\_\_\_, ~~2015~~2016  
Manchester, NH

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HONORABLE HENRY J. BOROFF  
UNITED STATES BANKRUPTCY JUDGE