

**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 ¹ .	: Jointly Administered
	:
-----	X

**NOTICE OF FILING OF PERIODIC REPORT OF DEBTORS
UNDER BANKRUPTCY RULE 2015.3**

PLEASE TAKE NOTICE that GT Advanced Technologies Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), by and through their undersigned attorneys, have filed the periodic report under Bankruptcy Rule 2015.3 for the period ending March 28, 2015, attached as Exhibit A (the “**Periodic Report**”).

Dated: New York, New York
July 10, 2015

PAUL HASTINGS LLP

/s/ James T. Grogan
Luc A. Despins, Esq.
Andrew V. Tenzer, Esq.
James T. Grogan, Esq.
Park Avenue Tower
75 East 55th Street, First Floor
New York, New York 10022
Telephone: (212) 318-6000
Facsimile: (212) 319-4090

*Attorneys for the Debtors
and Debtors in Possession*

¹ The Debtors, 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.



1411916150710000000000002

Exhibit A

Periodic Report

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,

Case No. 14-11916 (HJB)

Debtors.

Chapter 11

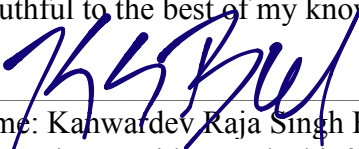
**PERIODIC REPORT OF DEBTORS PURSUANT TO
BANKRUPTCY RULE 2015.3 FOR THE PERIOD ENDING MARCH 28, 2015**

This is the report of GT ADVANCED TECHNOLOGIES INC. and its affiliated debtors and debtors in possession (collectively, the “Debtors”), on the value, operations and profitability of those entities in which the estate of a Debtor holds a substantial or controlling interest, as required by Bankruptcy Rule 2015.3. The Debtors’ hold a substantial or controlling interest in the following entities:

<u>Entity Name</u>	<u>Interest of the Estate</u>
GT ADVANCED TECHNOLOGIES TAIWAN LTD.	100%
GT SOLAR MAURITIUS, LTD	100%
GT ADVANCED TECHNOLOGIES GMBH	100%
GT ADVANCED TECHNOLOGIES LUXEMBOURG SARL	100%

I, Kanwardev Raja Singh Bal, have reviewed the above listing of entities in which the Debtors’ hold a substantial or controlling interest. It is my understanding that these entities are presumed to be entities in which the Debtors’ have a substantial or controlling interest for purposes of Bankruptcy Rule 2015.3 because the Debtors’ own or control at least 20 per cent of the equity interests in these entities. Being familiar with the Debtors’ financial affairs, I verify under the penalty of perjury that the listing is accurate and truthful to the best of my knowledge.

Dated: July 10, 2015


 Name: Kanwardev Raja Singh Bal
 Title: Vice President and Chief Financial Officer
 GT ADVANCED TECHNOLOGIES INC.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

GENERAL NOTES TO THE FORM 26 REPORT

1. Basis of the Financial Statement Presentation

The accompanying financial statements of certain non-Debtor entities have been prepared solely for the purpose of complying with the rule 2015.3 of the U.S. Bankruptcy Code (referred to herein as the "Periodic 2015.3 Report") for each of the non-Debtor affiliates that are directly owned or otherwise controlled by the Debtors for purposes of Bankruptcy Rule 2015.3. The Periodic 2015.3 Report is limited in scope, covers a limited time period and the schedules contained herein were not audited or reviewed by independent accountants nor are they intended to reconcile to any financial statements otherwise prepared or distributed by the Debtors or any of the Debtors' affiliates. The financial statements presented herein have been prepared on a going concern basis, which contemplates continuity of operations, realization of assets and satisfaction of liabilities in the ordinary course of business. Furthermore, because the Debtors' accounting systems, policies, and practices were developed with a view to producing consolidated financial reporting on a quarterly basis, rather than by legal entity, it is possible that not all assets or liabilities have been recorded at the correct legal entity of the non-Debtor affiliates. This Periodic 2015.3 Report excludes non-Debtor entities that are not owned or controlled by a Debtor for purposes of Bankruptcy Rule 2015.3. The Debtors reserve all rights to supplement or amend any schedules contained in this Periodic 2015.3 Report.

The information presented herein is unaudited, subject to further review and material adjustments, and has not been subject to all procedures that would typically be applied to financial information presented in accordance with Generally Accepted Accounting Principles in the United States of America ("US GAAP"), including, but not limited to, accruals, impairment adjustments, fair value assessments, tax provision, and other recurring adjustments considered necessary by management to fairly state the financial position and results of operations for the interim period(s) presented. As part of this filing, intangibles, fixed assets and other long lived assets have not been tested for impairment as required pursuant to US GAAP. The results of that testing will likely result in significant asset impairment charges; such charges may be reflected in future Periodic 2015.3 Reports. This Periodic 2015.3 Report does not reflect certain quarter-end and year-end adjustments to assets, liabilities and operating results; such adjustments may be reflected in future Periodic 2015.3 Reports.

As part of their restructuring efforts, the Debtors are reviewing their assets and liabilities on an ongoing basis, including without limitation with respect to intercompany claims and obligations, and nothing contained in this Periodic 2015.3 Report shall constitute a waiver of any of the Debtors' rights with respect to such assets, liabilities, claims and obligations that may exist. The Debtors caution readers not to place undue reliance upon the information contained in this Periodic 2015.3 Report. The results herein are not necessarily indicative of results which may be expected from any other period or for the full year and may not necessarily reflect the combined results and financial position of the Debtors and non-Debtor affiliates in the future.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

The Periodic 2015.3 Report does not contain all disclosures that would be required for presentation in accordance with US GAAP and there can be no assurance that, from the perspective of an investor or potential investor, the Periodic 2015.3 Report is complete.

2. Treatment of Intercompany Transactions

The Periodic 2015.3 Report does not include intercompany balances because the Debtors and their advisors are continuing to review the Debtors' books and records to determine the accuracy of certain intercompany charges that may be contained in or missing from those books and records. No conclusion as to the legal obligation or the related asset valuation associated with these intercompany transactions and balances is made by the presentation herein.

3. Valuation Information

The Debtors have not performed any formal valuation of the non-debtor entities identified above during the past two years. The Debtors believe it would be prohibitively expensive, unduly burdensome and an inefficient use of estate assets to conduct such valuations at this time. Therefore the valuation information provided herein is based on the net book value of the non-Debtor entities (book value of assets less book value of liabilities). The Debtors do not maintain fair market value or other basis of valuation for these entities. The actual valuation of the non - Debtor affiliates may be materially different than the value recorded on a net book value basis.

The net book value amounts are not an indication of liquidation value or fair market value of the non-Debtor entities.

See further notes on in Exhibit A regarding the valuation amounts.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

Exhibit A

Valuation Estimate for Non-Debtor Entities
(in thousands of dollars)
(unaudited)

<u>Entity Name</u>	<u>Interest of the Estate</u>	<u>Net Book Value</u>
GT ADVANCED TECHNOLOGIES TAIWAN LTD.	100%	\$788
GT SOLAR MAURITIUS, LTD	100%	(\$5)
GT ADVANCED TECHNOLOGIES GMBH	100%	(\$54)
GT ADVANCED TECHNOLOGIES LUXEMBOURG SARL	100%	(\$122)

Notes:

The basis for the valuation of each non-Debtor entity is the net book value calculated as book value of assets less book value of liabilities as of March 28, 2015. As previously noted, the actual valuation of these non - Debtor entities may be materially different (lower) than the value recorded on a net book value basis.

The net book value amounts are not an indication of liquidation value or fair market value of the non-Debtor entities.

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

Exhibit B

Financial Statements for Non-Debtor Entities
(in thousands of dollars)
(unaudited)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

Exhibit B-1

Balance Sheets for Non-Debtor Entities
(as of December 31, 2014 and March 28, 2015)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

EXHIBIT B-1

Balance Sheets - 12/31/14

In thousands of dollars

Unaudited

	GT ADVANCED TECHNOLOGIES TAIWAN LTD.	GT SOLAR MAURITIUS, LTD	GT ADVANCED TECHNOLOGIES LUXEMBOURG SARL	GT ADVANCED TECHNOLOGIES GMBH
Cash and cash equivalents	\$ 346	\$ -	\$ 41	\$ 16
Accounts receivable, net	14	-	-	-
Prepaid expenses and other current assets	47	-	-	-
Total Current Assets	406	-	41	16
Property, plant and equipment, net	26	-	-	-
Other assets	15	-	40	2
Total Assets	<u>\$ 447</u>	<u>\$ -</u>	<u>\$ 81</u>	<u>\$ 18</u>
Accounts payable	\$ 13	\$ -	\$ -	\$ 9
Accrued expenses and other current liabilities	99	-	-	22
Accrued income taxes	21	-	-	1
Total Current Liabilities	133	-	-	31
Deferred income taxes	-	-	-	-
Total Liabilities	133	-	-	31
Accumulated other comprehensive income (loss)	(74)	-	-	-
Retained Earnings (Accumulated deficit)	872	(5)	(111)	(46)
Total stockholder's equity	799	(5)	(111)	(46)
Total Liabilities and Stockholder's Equity	<u>\$ 932</u>	<u>\$ (5)</u>	<u>\$ (111)</u>	<u>\$ (15)</u>

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

EXHIBIT B-1

Balance Sheets - 3/28/15

In thousands of dollars

Unaudited

	GT ADVANCED TECHNOLOGIES TAIWAN LTD.	GT SOLAR MAURITIUS, LTD	GT ADVANCED TECHNOLOGIES LUXEMBOURG SARL	GT ADVANCED TECHNOLOGIES GMBH
Cash and cash equivalents	\$ 199	\$ -	\$ 26	\$ 22
Accounts receivable, net	14	-	-	-
Prepaid expenses and other current assets	48	-	-	-
Total Current Assets	261	-	26	22
Property, plant and equipment, net	23	-	-	-
Other assets	15	-	44	2
Total Assets	\$ 299	\$ -	\$ 70	\$ 24
Accounts payable	\$ 15	\$ -	\$ -	\$ 2
Accrued expenses and other current liabilities	125	-	-	(1)
Accrued income taxes	27	-	-	-
Total Current Liabilities	167	-	-	0
Deferred income taxes	-	-	-	-
Total Liabilities	167	-	-	0
Accumulated other comprehensive income (loss)	(58)	-	-	-
Retained Earnings (Accumulated deficit)	847	(5)	(122)	(54)
Total stockholder's equity	788	(5)	(122)	(54)
Total Liabilities and Stockholder's Equity	\$ 955	\$ (5)	\$ (122)	\$ (54)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

Exhibit B-2

Statement of Income / (Loss) for Non-Debtor Entities
(for the six month period ending March 28, 2015)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

EXHIBIT B-2

Statement of Income / (Loss) for the 6 month period ending - 3/28/15

In thousands of dollars

Unaudited

	GT ADVANCED TECHNOLOGIES TAIWAN LTD.	GT SOLAR MAURITIUS, LTD	GT ADVANCED TECHNOLOGIES LUXEMBOURG SARL	GT ADVANCED TECHNOLOGIES GMBH
Revenue	\$ -	\$ -	\$ -	\$ -
Total Cost of revenue	(60)	-	-	-
Gross (loss) Profit	(60)	-	-	-
Selling and marketing	(121)	-	-	-
General and administrative	(42)	-	(7)	(76)
Restructuring expense	(56)	-	-	-
Total Operating Expenses	(219)	-	(7)	(76)
Income (loss) from Operations	\$ (279)	\$ -	\$ (7)	\$ (76)
Other Inc (Exp)	367	-	(4)	(1)
Income (loss) before Tax	\$ 89	\$ -	\$ (11)	\$ (77)
Benefit / (Provision) for income taxes	(12)	-	-	-
Net Income (loss)	\$ 77	\$ -	\$ (11)	\$ (77)

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEW HAMPSHIRE**

In re: GT ADVANCED TECHNOLOGIES INC., et. al.,
Debtors.

Case No. 14-11916 (HJB)
Chapter 11

Exhibit C

Description of Operations for Non-Debtor Entities

<u>Entity Name</u>	<u>Interest of the Estate</u>	<u>Operating Description</u>
GT ADVANCED TECHNOLOGIES TAIWAN LTD.	100%	Customer Sales and Support Services
GT SOLAR MAURITIUS, LTD	100%	Holding Company
GT ADVANCED TECHNOLOGIES GMBH	100%	Customer Sales and Support Services
GT ADVANCED TECHNOLOGIES LUXEMBOURG SARL	100%	Holding Company