

1 ADAM A. LEWIS (BAR NO. 88736)
ALewis@mofo.com
2 KRISTIN A. HIENSCH (BAR NO. 275676)
KHiensch@mofo.com
3 MORRISON & FOERSTER LLP
425 Market Street
4 San Francisco, California 94105-2482
Telephone: 415.268.7000
5 Facsimile: 415.268.7522
6 Attorneys for
APPLE INC.
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8 UNITED STATES BANKRUPTCY COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10 SAN JOSE DIVISION
11

12 In re
13 TECHNOLOGY PROPERTIES LIMITED, LLC,
14 Debtor.

Case No. 13-51589 SLJ

Chapter 11

APPLE INC.'S RESERVATION OF
RIGHTS RELATING TO
CONFIRMATION OF THE JOINT
PLAN OF REORGANIZATION

Date: February 11, 2015
Time: 10:00 a.m.
Place: Hon. Stephen L. Johnson
Courtroom 3099
280 South First Street
San Jose, California

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22 Apple Inc. ("Apple") submits this reservation of rights (the "Reservation") with respect to
23 the confirmation of the Joint Plan of Reorganization by the Official Committee of Unsecured
24 Creditors and Debtor dated January 8, 2015 (the "Joint Plan") [Docket No. 637]. Apple
25 respectfully states as follows:

26 1. Apple is a party to a patent license with TPL (last dated as of April 16, 2010), as
27 amended by Amendment No. 1 (last dated as of April 16, 2012) (the "License Agreement") and is
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APPLE'S RESERVATION OF RIGHTS REGARDING
CONFIRMATION OF JOINT PLAN OF

1 a party in interest in this case.¹ Among other rights, the License Agreement grants Apple a
2 worldwide, non-exclusive license to certain patent portfolios, including the portfolio of patents
3 known as the Moore microprocessor patents (the “MMP Portfolio”), the portfolio of patents
4 known as the CORE Flash portfolio (the “CORE Flash Portfolio”) and the portfolio of patents
5 known as the Fast Logic portfolio (the “Fast Logic Portfolio”).

6 2. As set forth in previous filings before this Court,² Apple and other similarly

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8 ¹ As a licensee, Apple is a party in interest with standing to object to the Joint Plan. See *Motor Vehicle Cas.*
9 *Co. v. Thorpe Insulation Co. (In re Thorpe Insulation Co.)*, 677 F.3d 869, 884 (9th Cir. Cal. 2012) (noting that “party
in interest” standard is construed broadly and on a case-by-case basis where party has a sufficient stake in the
proceedings).

10 ² Licensees have been closely monitoring this case for some time and have filed various pleadings with this
11 Court to protect and preserve licensee rights. Specifically, on December 2, 2013, Fujitsu Limited filed Fujitsu’s
Reservation of Rights and Limited Objection to Technology Properties Limited, LLC’s Disclosure Statement [Dkt.
12 No. 296]; on January 16, 2014, Hewlett-Packard Company filed a Limited Objection and Reservation of Rights of
Hewlett-Packard Company to Official Committee of Unsecured Creditors’ Disclosure Statement [Dkt. No. 373]; on
13 January 16, 2014, Fujitsu Limited filed Fujitsu’s Reservation of Rights and Objection to Disclosure Statement for
Official Committee of Unsecured Creditors’ Plan of Reorganization [Dkt. No. 378]; on January 16, 2014, Fujitsu
14 Limited filed a Motion for Appointment of § 1102(a)(2) Committee and Related Relief for Licensee Defenders [Dkt.
No. 379]; on January 16, 2014, the following parties filed joinders to (1) Fujitsu’s Reservation of Rights and
15 Objection to Disclosure Statement for Official Committee of Unsecured Creditors’ Plan of Reorganization [Dkt. No.
378], and (2) Motion for Appointment of § 1102(a)(2) Committee and Related Relief for Licensee Defenders [Dkt.
16 No. 379]: (a) Nikon Corporation [Dkt. No. 381]; (b) Blackberry Limited [Dkt. No. 382]; (c) Alcon Research, Ltd.
[Dkt. No. 383]; (d) DIRECTV, LLC [Dkt. No. 384]; (e) Mattel, Inc. [Dkt. No. 385]; and (f) NEC Corporation [Dkt.
17 No. 386]; on January 21, 2014, Toshiba Corporation, Toshiba America, Inc., Toshiba America Electronics
Components, Inc., Toshiba America Information Systems, Inc., and Toshiba America Consumer Products, LLC filed
18 Toshiba’s Objection to the Disclosure Statement for the Plan of Reorganization Proposed by the Official Committee
of Unsecured Creditors [Dkt. No. 400]; on January 21, 2014, Apple Inc. filed a Joinder by Apple Inc. in (1) Fujitsu’s
Reservation of Rights and Objection to Disclosure Statement for Official Committee of Unsecured Creditors’ Plan of
19 Reorganization, and (2) Motion for Appointment of § 1102(a)(2) Committee and Related Relief for Licensee
Defenders [Dkt. No. 405]; on February 21, 2014, Apple Inc. filed Apple Inc.’s Combined Reservation of Rights and
20 Limited Objection to (1) Disclosure Statement for TPL’s Plan of Reorganization; and (2) Disclosure Statement for
Official Committee of Unsecured Creditors’ Plan of Reorganization [Dkt. No. 440]; on February 21, 2014, the
following parties filed joinders to Apple Inc.’s Combined Reservation of Rights and Limited Objection to (1)
21 Disclosure Statement for TPL’s Plan of Reorganization; and (2) Disclosure Statement for Official Committee of
Unsecured Creditors’ Plan of Reorganization [Dkt. No. 440]: (a) Nikon Corporation [Dkt. No. 441]; (b) NEC
22 Corporation [Dkt. No. 442]; (c) Mattel, Inc. [Dkt. No. 443]; (d) DIRECTV, LLC [Dkt. No. 444]; (e) Alcon Research,
Ltd. [Dkt. No. 445]; (f) Fujitsu Limited [Dkt. No. 446]; (g) Blackberry Limited [Dkt. No. 447]; on February 21,
23 2014, Hewlett-Packard Company filed Hewlett-Packard Company’s Combined Reservation of Rights with Respect to
the Official Committee of Unsecured Creditors’ Disclosure Statement and Limited Objection to Debtor’s Disclosure
24 Statement [Dkt. No. 450]; on February 21, 2014, Sony Corporation filed a Joinder by Sony Corporation in Apple
Inc.’s Combined Reservation of Rights and Limited Objection to (1) Disclosure Statement for TPL’s Plan of
25 Reorganization; and (2) Disclosure Statement for Official Committee of Unsecured Creditors’ Plan of Reorganization
[Dkt. No. 455]; on February 21, 2014, Toshiba Corporation, Toshiba America, Inc., Toshiba America Electronics
26 Components, Inc., Toshiba America Information Systems, Inc., and Toshiba America Consumer Products, LLC filed
Joinder by Toshiba in Apple Inc.’s Combined Reservation of Rights and Limited Objection to (1) Disclosure
27 Statement for TPL’s Plan of Reorganization; and (2) Disclosure Statement for Official Committee of Unsecured
Creditors’ Plan of Reorganization [Dkt. No. 456]. Most recently, Apple objected to the Disclosure Statement for
28 Moore Monetization Plan of Reorganization [Dkt. No. 552], and reserved rights with respect to the Joint Disclosure
Statement [Dkt. No. 556].

1 situated licensees³ of the Debtor have long sought clarity regarding how the TPL bankruptcy will
2 impact existing licenses, like the License Agreement.

3 3. Following many months of negotiation among licensees (including Apple), the
4 Committee,⁴ and the Debtor (together the “Plan Proponents”), the Plan Proponents agreed to
5 include comprehensive licensee protections in the Joint Plan. Such protections appear at Article
6 XIV of the Joint Plan as “Overriding Protections for Licensee Parties.” Article XIV expressly
7 provides that the Confirmation Order shall “incorporate and reaffirm” Article XIV in its entirety.

8 4. During the hearing held on December 19, 2014 with respect to the Joint Disclosure
9 Statement, upon request of counsel to Apple, the Plan Proponents agreed on the record to
10 circulate a form of Confirmation Order in advance of the Confirmation Hearing. Nevertheless,
11 the Confirmation Order has not been made available to Apple in advance of the objection
12 deadline.

13 5. Accordingly, Apple reserves the right to object to Confirmation to the extent the
14 Confirmation Order does not expressly include the licensee protections set forth in Article XIV or
15 is otherwise in conflict with Article XIV.

16 Dated: February 4, 2015

ADAM A. LEWIS
KRISTIN A. HIENSCH
MORRISON & FOERSTER LLP

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20 By: /s/ Adam A. Lewis
ADAM A. LEWIS

Attorneys for
APPLE INC.

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26 ³ As noted in the Joint Plan, there are numerous “Objecting Licensees” with similar concerns.

27 ⁴ Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the
28 Joint Plan.

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CERTIFICATE OF SERVICE

I declare that I am employed with the law firm of Morrison & Foerster LLP, whose address is 425 Market Street, San Francisco, California 94105-2482. I am not a party to the within cause, and I am over the age of eighteen years.

I further declare that on February 4, 2014, I caused to be served a copy of:

Apple Inc.’s Reservation of Rights Relating to Confirmation of the Joint Plan of Reorganization,

VIA ELECTRONIC NOTICE To be served by the Court Via Notice of Electronic Filing (NEF)

SEE ATTACHED SERVICE LIST

BY U.S. MAIL [Fed. Rule Civ. Proc. 5(b)] by placing a true copy thereof enclosed in a sealed envelope with postage thereon fully prepaid, addressed as follows, for collection and mailing at Morrison & Foerster LLP, 425 Market Street, San Francisco, California 94105-2482 in accordance with Morrison & Foerster LLP’s ordinary business practices. I am readily familiar with Morrison & Foerster LLP’s practice for collection and processing of correspondence for mailing with the United States Postal Service, and know that in the ordinary course of Morrison & Foerster LLP’s business practice the document(s) described above will be deposited with the United States Postal Service on the same date that it (they) is (are) placed at Morrison & Foerster LLP with postage thereon fully prepaid for collection and mailing.

SEE ATTACHED SERVICE LIST

I declare under penalty of perjury that the above is true and correct.

Executed at San Francisco, California, February 4, 2014.

John Kline
(typed)

/s/ John Kline
(signature)

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SERVICE LIST
In re Technology Properties Limited, LLC
Case No. 13-51589

VIA ELECTRONIC MAIL NOTICE:

- Heinz Binder heinz@bindermalter.com
- Peter C. Califano pcalifano@cwclaw.com
- Gregory J. Charles greg@gregcharleslaw.com
- Harold H. Davis harold.davis@klgates.com
- Robert L. Eisenbach reisenbach@cooley.com
- Stefanie A. Elkins selkins@friedmanspring.com
- Javed I. Ellahie Ellfarnotice@gmail.com
- G. Larry Engel lengel@mofo.com, vnovak@mofo.com, jkline@mofo.com
- Robert A. Franklin Franklin.Robert@Dorsey.com, bobf_94303@yahoo.com
- Robert A. Franklin Franklin.Robert@Dorsey.com, bobf_94303@yahoo.com
- Ellen A. Friedman efriedman@friedmanspring.com
- Robert G. Harris rob@bindermalter.com
- Christopher H. Hart chart@schnader.com, CAlas@Schnader.com
- Thomas T. Hwang Hwang.Thomas@Dorsey.com
- Thomas T. Hwang Hwang.Thomas@Dorsey.com
- Joel A. Kane joel.kane@sedgwicklaw.com, mark.mitobe@sedgwicklaw.com
- Gary M. Kaplan gkaplan@fbm.com, calendar@fbm.com
- Gregg S. Kleiner gkleiner@mckennalong.com, wowen@mckennalong.com
- Adam A. Lewis alewis@mofo.com
- William Thomas Lewis , kimwrenn@msn.com
- C. Luckey McDowell luckey.mcdowell@bakerbotts.com
- Randy Michelson randy.michelson@michelsonlawgroup.com
- John Walshe Murray Murray.John@Dorsey.com, johnwalshemurray@hotmail.com
- Office of the U.S. Trustee / SJ USTPRegion17.SJ.ECF@usdoj.gov, ltroxas@hotmail.com
- Ryan Penhallegon ryan@bindermalter.com
- Kenneth H. Prochnow kprochnow@chilesprolaw.com, terisa@chilesprolaw.com
- David B. Rao David@bindermalter.com
- David B. Rao David@bindermalter.com
- Roya Shakoori roya@bindermalter.com
- Lori Sinanyan lsinanyan@jonesday.com, sjperry@jonesday.com
- Wendy W. Smith Wendy@bindermalter.com
- Michael St. James ecf@stjames-law.com
- Lillian G. Stenfeldt lillian.stenfeldt@sdma.com
- Jon Swenson jon.swenson@bakerbotts.com, luckey.mcdowell@bakerbotts.com
- John S. Wesolowski john.wesolowski@usdoj.gov

1 VIA U.S. MAIL:

2 Adleson, Hess And Kelley, APC
3 577 Salmar Avenue, 2nd Floor
4 Campbell, CA 95008

5 Brett Bissett
6 K and L Gates LLP
7 10100 Santa Monica Blvd. 7th Fl
8 Los Angeles, CA 90067

9 Jeffrey R. Bragalone
10 Bragalone Conroy PC
11 2200 Ross Ave. #4500W
12 Chase Tower
13 Dallas, TX 75201

14 Henry C. Bunsow
15 Law Offices of Howrey
16 525 Market St. #3600
17 San Francisco, CA 94105

18 Brian E. Farnan
19 Farnan LLP
20 919 N Market St. 12th Fl
21 Wilmington, DE 19801

22 Roy J. Good
23 2660 Grandoaks Drive
24 Westlake Village, CA 91361

25 Larry E. Henneman
26 Henneman & Associates, PLC
27 70 N Main St.
28 Three Rivers, MI 49093

Sallie Kim
GCA Law Partners, LLP
1891 Landings Drive
Mountain View, CA 94043

Stevens Love
P.O. Box 3427
Longview, TX 75606-3427

Jim Otteson
Agility IP Law
149 Commonwealth Drive, Suite 1033
Menlo Park, CA 94025

Ropers Majeski Kohn & Bentley
50 West San Fernando Street
Suite 1400
San Jose, CA 95113-2429

1 Anthony G. Simon
The Simon Law Firm, P.C.
2 800 Market St., Suite 1700
St. Louis, MO 63101

3 Anthony G. Simon
4 Simon Law Firm, P.C.
800 Market Street, Suite 1700
5 St. Louis, MI 63101

6 TR Capital Management, LLC
PO Box 633
7 Woodmere, NY 11598

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