

1 FRIEDMAN & SPRINGWATER LLP
2 ELLEN A. FRIEDMAN (S.B. NO. 127684)
3 STEFANIE A. ELKINS (S.B. NO. 249839)
4 DANIEL A. NOLAN IV (S.B. NO. 284970)
5 33 New Montgomery Street, Ste. 290
6 San Francisco, CA 94105
7 Telephone Number: (415) 834-3800
8 Facsimile Number: (415) 834-1044
9 efriedman@friedmanspring.com
10 selkins@friedmanspring.com
11 dnolan@friedmanspring.com

12 Attorneys for Hewlett-Packard Company

13 UNITED STATES BANKRUPTCY COURT
14 NORTHERN DISTRICT OF CALIFORNIA
15 SAN JOSE DIVISION

16 In re
17 TECHNOLOGY PROPERTIES LIMITED,
18 LLC,
19 Debtor.

20 Case No. 13-51589-SLJ-11

21 Chapter 11

22 HEWLETT-PACKARD COMPANY'S
23 RESERVATION OF RIGHTS WITH
24 RESPECT TO CONFIRMATION OF THE
25 JOINT PLAN OF REORGANIZATION

26 Date: February 11, 2015
27 Time: 10:00 a.m.
28 Place: United States Bankruptcy Court
Courtroom 3099
280 South First Street
San Jose, California 95113

29 Hewlett-Packard Company ("HP") hereby files this reservation of rights with
30 respect to the confirmation of the Joint Plan of Reorganization by Official Committee of
31 Unsecured Creditors and Debtor dated January 8, 2015 (the "Plan") [Docket No. 637]. HP
32 respectfully states as follows:

33 1. HP entered into a non-exclusive patent license with TPL under the
34 Moore Microprocessor Portfolio on or about January 16, 2006. HP is also a litigant against

1 TPL in a case pending in front of the United States District Court for the Northern District of
2 California with respect to the CORE Flash Portfolio.¹

3 2. After extended discussions between certain licensees (including HP),
4 the Committee², and the Debtor, the Committee and the Debtor agreed to include certain
5 protections for licensees in the Plan. These protections appear in Article XIV of the Plan,
6 Overriding Protections for Licensee Parties (“Article XIV”). Article XIV explicitly provides
7 that the Confirmation Order shall “incorporate and reaffirm” Article XIV in its entirety. (Plan
8 at p. 62: 13-14.)

9 3. HP does not object generally to the confirmation of the Plan. However,
10 because the Confirmation Order has not been made available to HP prior to the objection
11 deadline, HP reserves the right to object to the Confirmation Order to the extent the
12 Confirmation Order does not reflect the protections included in Article XIV or is otherwise
13 in conflict with Article XIV.

14 4. The Plan provides that the TPL Board will be “appointed by the
15 Committee on the Effective Date, comprised of at least two Committee members or their
16 nominees.” (Plan at p. 15: 2022.) The Plan also provides that the Committee will appoint
17 the TPL Board (Plan at p. 28: 21-22), and that the Committee will appoint replacement TPL
18 Board members if there are vacancies (Plan at p. 29: 16-18). Because HP has not had the
19 opportunity to review the Confirmation Order prior to the objection deadline, HP hereby
20 requests that the governance requirements set forth in the Plan be affirmed in the
21 Confirmation Order or set forth on the record at the Confirmation Hearing. The number of
22 TPL Board members should be disclosed at the Confirmation Hearing.

23
24 ¹ HP is filing this limited objection to protect its rights as a licensee. HP does not consent to jurisdiction of the
25 Bankruptcy Court with respect to any patent litigation. This Reservation of Rights shall not be deemed or construed
26 to be a waiver of the rights of HP under applicable law or in equity, including but not limited to, the right (i) to have
27 final orders entered only after de novo review by a district judge in applicable matters, (ii) to trial by jury in any
28 proceeding so triable in these cases or any case, controversy, or proceeding related to these cases, (iii) to have the
District Court withdraw the reference in any matter subject to mandatory or discretionary withdrawal, or (iv) to
assert or exercise any other rights, claims, actions, defenses, setoffs or recoupments to which HP is or may be
entitled, all of which are expressly reserved.

² Defined terms not herein defined shall have the meaning given to them in the Plan.

1 5. Article VI, Section B of the Plan provides that the TPL Member shall
2 have executed an Amendment to the TPL operating agreement implementing the provisions
3 of the Plan, and defines that document as the Amendment. It also provides that the Plan will
4 control in the event of a difference between the Plan and the Amendment. (Plan at p. 28: 2-
5 5.) However, pursuant to Article VI, Section F of the Plan, the Reorganized Company may
6 amend and restate the TPL operating agreement without further court approval. (Plan at p.
7 35: 12-19.) This provision does not provide that in the event of a conflict between the Plan
8 and any amendment and restatement of the TPL operating agreement, the Plan will control.
9 HP hereby requests that the Confirmation Order provide that in the event of a conflict
10 between the Plan and the TPL operating agreement, as it may be amended, supplemented or
11 restated, the terms of the Plan will control.

12 6. The Plan provides that the CEO of the Reorganized Company is
13 responsible for the approval of settlements, with the advice, direction and consent of the TPL
14 Board. (Plan at p. 30: 10-12.) HP requests that the Confirmation Order provide that any
15 settlement offers received by the CEO must be presented to the TPL Board.

16 7. Nothing in this Limited Objection shall constitute a waiver of any of
17 the rights, interests and remedies that may be available to HP pursuant to the Bankruptcy
18 Code and applicable law, and all such rights, interests and remedies are hereby expressly
19 reserved.

20
21 Dated: February 4, 2015

Respectfully submitted,

22 By: /s/ Ellen A. Friedman

23 Ellen A. Friedman

24 Attorneys for Hewlett-Packard Company

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27
28

FRIEDMAN & SPRINGWATER LLP
ELLEN A. FRIEDMAN (S.B. NO. 127684)
STEFANIE A. ELKINS (S.B. NO. 249839)
DANIEL A. NOLAN IV (S.B. NO. 284970)
33 New Montgomery Street, Ste. 290
San Francisco, CA 94105
Telephone Number: (415) 834-3800
Facsimile Number: (415) 834-1044
efriedman@friedmanspring.com
selkins@friedmanspring.com
dnolan@friedmanspring.com

Attorneys for Hewlett-Packard Company

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN JOSE DIVISION

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TECHNOLOGY PROPERTIES LIMITED,
LLC,
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Case No. 13-51589-SLJ-11
Chapter 11

CERTIFICATE OF SERVICE

1 **CERTIFICATE OF SERVICE**

2 I, Juliet Quiambao, hereby declare:

3 I am over the age of 18 years and not a party to or interested in the within
4 entitled cause. I am an employee of Friedman & Springwater LLP and my business address
is 33 New Montgomery Street, Suite 290, San Francisco, California 94105.

5 On February 4, 2015, at my place of business as listed above, I served a true
6 and correct copy of the following document(s):

7 **HEWLETT-PACKARD COMPANY’S RESERVATION OF RIGHTS
8 WITH RESPECT TO CONFIRMATION OF THE JOINT PLAN
9 OF REORGANIZATION**

10 in the manner indicated below:

11 By Electronic Filing said document(s) and transmission of the Notification of
Electronic Filing by the Clerk to a Registered Participant(s), addressed as follows:

12 UNITED STATES TRUSTEE
13 Office of the U.S. Trustee
John S. Wesolowski
14 E-mail: john.wesolowski@usdoj.gov

COUNSEL FOR DEBTOR AND
DEBTOR-IN-POSSESSION
Binder & Malter, LLP
Heinz Binder, Esq.
Robert G. Harris, Esq.
Wendy W. Smith, Esq.
E-mail: heinz@bindermalter.com
E-mail: rob@bindermalter.com
E-mail: wendy@bindermalter.com

17 COUNSEL FOR OFFICIAL COMMITTEE
OF UNSECURED OF CREDITORS
18 c/o Stephen T. O’Neill, Esq.
c/o Robert A. Franklin, Esq.
19 c/o Thomas T. Hwang, Esq.
Dorsey & Whitney LLP
20 Email: oneill.stephen@dorsey.com
Email: franklin.robert@dorsey.com
21 Email: hwang.thomas@dorsey.com

22 **REQUEST FOR SPECIAL NOTICE**

23 COUNSEL FOR PATRIOT SCIENTIFIC CORP.
Gregory J. Charles, Esq.
24 Law Offices of Gregory Charles
E-mail: greg@gregcharleslaw.com

COUNSEL FOR AROCKIYASWAMY
VENKIDU
Javed I. Ellahie, Esq.
Ellahie & Farooqui LLP
E-mail: javed@eflawfirm.com

25 COUNSEL FOR CHARLES H. MOORE
26 Kenneth H. Prochnow, Esq.
Robert C. Chiles, Esq.
27 Chiles and Prochnow, LLP
Email: kprochnow@chilesprolaw.com
28 Email: rchiles@chilesprolaw.com

1 COUNSEL FOR PHIL MARCOUX AS
2 SHAREHOLDER REPRESENTATIVE FOR
3 CHIPSCALE SHAREHOLDERS
William Thomas Lewis, Esq.
Robertson & Lewis
E-mail: wtl@roblewlaw.com

4 COUNSEL FOR ALLIACENSE LIMITED LLC
5 Peter C. Califano, Esq.
6 Cooper, White & Cooper
E-mail: pcalifano@cwclaw.com

7 COUNSEL FOR FARELLA BRAUN
8 & MARTEL LLP
9 Gary M. Kaplan, Esq.
10 Farella Braun & Martel LLP
E-mail: gkaplan@fbm.com

11 COUNSEL FOR CHESTER A. AND
12 MARCIE BROWN, JR.
13 Randy Michelson, Esq.
14 Michelson Law Group
Email: randy.michelson@michelsonlawgroup.com

15 APPLE, INC.
16 c/o Adam A. Lewis, Esq.
Email: alewis@mofo.com
Email: ynovak@mofo.com

17 HTC CORPORATION
18 c/o Robert L. Eisenbach III
19 Cooley LLP
Email: reisenbach@cooley.com

20 Attorney for Sony Corporation
21 Lillian Stenfeldt, Esq.
22 SEDGWICK, LLP
Email: lillian.stenfeldt@sedgwicklaw.com

COUNSEL FOR CUPERTINO CITY CENTER
BLDGS.

Christopher H. Hart, Esq.
Schnader Harrison Segal & Lewis LLP
E-mail: chart@schnader.com

COUNSEL FOR ONEBEACON TECHNOLOGY
INSURANCE

Gregg S. Kleiner, Esq.
McKenna Long Aldridge LLP
E-mail: gkleiner@mckennalong.com

COUNSEL FOR FUJITSU LIMITED

G. Larry Engel, Esq.
Kristin A. Hiensch, Esq.
Morrison & Foerster LLP
E-mail: lengel@mofo.com
E-mail: khiensch@mofo.com

Sallie Kim, Esq.
GCA LAW PARTNERS LLP
Email: skim@gcalaw.com

TOSHIBA CORPORATION
c/o Jon Swenson
Email: jon.swenson@bakerbotts.com

Jessica L. Voyce, Esq.
C. Luckey McDowell, Esq.
BAKER BOTTS L.L.P.
Email: jessica.voyce@bakerbotts.com
Email: luckey.mcdowell@bakerbotts.com

Attorney for HSM Portpolio LLC
MCM Portfolio LLC
Michael St. James, Esq.
ST. JAMES LAW, P.C.
Email: Ecf@stjames-law.com

24 and by sending via First Class Mail by placing a true copy thereof enclosed in an envelope
25 with postage thereon fully prepaid, and placed for collection and mailing on that date
26 following ordinary business practices, in San Francisco, California, to the parties addressed
27 as follows:

28 *****SEE ATTACHED SERVICE LIST*****

1
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I declare under penalty of perjury, under the laws of the United States of America that the foregoing is true and correct, and that this declaration was executed at San Francisco, California on February 4, 2015.

/s/ Juliet Quiambao
Juliet Quiambao

SERVICE LIST

Technology Properties Limited LLC

AMERICAN EXPRESS TRAVEL RELATED
SERVICES COMPANY, INC.
C/O BECKET AND LEE LLP POB 3001
MALVERN, PA 19355-0701

AT&T
14575 Presidio Square, Room CR
Houston, TX 77083-1586

AT&T
Payment Center
Sacramento, CA 95887-0001

Acer America Corp.
c/o Harold H. Davis, Jr. Esq.
K&L Gates LLP
Four Embarcadero Center, Ste. 1200
San Francisco, CA 94111-4195

Acer America Corp.; Acer, Inc.
c/o Kate Shang, Atty., Comp. & Legal Dept
8F,88, Sec. 1 Hsin Tai Wu Rd. Hsichih
Taipei Hsien 221, Taiwan

Adleson, Hess & Kelly, APC
Patric J. Kelly, Esq.
577 Salmar Avenue, Second Floor
Campbell, CA 95008-1439

Adrian Sfarti
20035 Northwind Square
Cupertino, CA 95014-0549

Advance Micro Devices, Inc.
Kent J. Cooper,
Technology Law Dept.
7171 Southwest Pkwy., MS B100 3.363
Austin, TX 78735-6139

Agility IP Law
James C. Otteson
149 Commonwealth Drive
Suite 1033
Menlo Park, CA 94025-1133

Alan Marsh
2183 Snook Drive
Naples, FL 34102-1573

Alan Marsh
352 Huntington Lakes Circle, Unit 101
Naples, FL 34119

Alliacense Limited LLC
D. Mac Leckrone
20883 Stevens Creek Blvd. Suite 100
Cupertino, CA 95014-2196

American Express
P.O. Box 360001
Fort Lauderdale, FL 33336-0001

American Express Travel Related
Services Com Inc.
c/o Becket and Lee LLP
POB 3001
Malvern PA 19355-0701

Andrew Fulop
181 Lahainaluna Rd., Suite L
Lahaina, HI 96761-1585

Arockiyaswamy Venkidu
As Shareholder Rep. for OnSpec S/Hs
112 Princeton Road
Menlo Park, CA 94025-5329

Arockiyaswamy Venkidu
As Shdr Agent for OnSpec S/Hs
18992 Bellgrove Circle
Saratoga, CA 95070

BMW Bank of the North
P.O. Box 70866
Phoenix, AZ 85062

BMW Financial Services
555 Britton Parkway
Hilliard, OH 43026

BMW/Mini of Mountain View
150 East El Camino Real
Mountain View, CA 94040-2702

Barracuda Networks, Inc.
3175 Winchester Blvd.
Campbell, CA 95008-6557

Beresford & Co
16 High Holborn
London, WC1V 6BX, UK

Brett Bissett
K and L Gates LLP
10100 Santa Monica Blvd. 7th Fl
Los Angeles, CA 90067-4104

Blumbach Zinngrebe patent Consult
Postfach 6208
D-62052 Wiesbaden, GERMANY

Boreland Software Corporation
8310 N. Capital of Texas Hwy.
Building 2, Suite 100
Austin, TX 78731-1011

Jeffrey R. Bragalone
Bragalone Conroy PC
2200 Ross Ave. #4500W
Chase Tower
Dallas, TX 75201-7924

Henry C. Bunsow
Law Offices of Howrey
525 Market St. #3600
San Francisco, CA 94105-2747

C. Alan Marsh
6352 Huntington Lake Circle, Apt 101
Naples, FL 34119-8937

California Employment Development
Bankruptcy/Special Procedurea Group
P.O. Box 826880 MIC 92E
Sacramento, CA 94280-0001

CA Franchise Tax Board
Attn: Special Procedures
P.O. Box 2952
Sacramento, CA 95812-2952

CPA Global
Liberation House
Castle Street, St Helier
Jersey JE1 1BL
Channel Islands

Charles H. Moore
2090 West College Parkway, No. 6
Carson City, NV 89703-7327

Chipscale, Inc.
Attn: Daniel E. Leckrone
20883 Stevens Creek Blvd. Suite 100
Cupertino, CA 95014-2196

Cupertino City Center Bldgs.
c/o James E. Sell, Esq.
PARTON SELL RHODES
750 Lindaro St., Suite 140
San Rafael, CA 94901-6021

Clearcube Technology Inc.
3700 W. Parmer Ln. Ste. 201
Austin, TX 78727-4169

Cupertino City Center Bldgs.
c/o Prometheus Real Estate Group
20400 Stevens Creek Blvd. Suite 130
Cupertino, CA 95014-2298

Cypress Hotel
10050 S. De Anza Blvd.
Cupertino, CA 95014-2128

D. Mac Leckrone
22701 San Juan Rd.
Cupertino, CA 95014-3932

Daniel E. Leckrone
7029 Silver Fox Drive
San Jose, CA 95120-3134

Daniel M. Leckrone
22701 San Juan Rd.
Cupertino, CA 95014-3932

Harold H. Davis Jr.
Kirkpatrick and Lockhart Preston Gates
4 Embarcadero Center 10th Fl
San Francisco, CA 94111-4168

Dennis Miller
1773 W. Goldfish Way
Chandler, AZ 85286-8011

Deqi International Property Law Corp.
7/F, Xueyuan International Tower
No. 1 Zhichun Road
Beijing, China 10008

Donna J. Brockett
945 Palmilla Drive
Modesto, CA 95356-1107

Dr. Juergen Leib
Duchess Avenue 50 #04-05
Singapore 269196

Dr. Ribic GmbH
1230 Wien, Altmannsdorferstr.
154-156, Austria

Dwayne Hannah
32920 Oakdale St.
Union City, CA 94587-5424

Stefanie A. Elkins
Friedman Dumas and Springwater
33 New Montgomery St, #290
San Francisco, CA 94105-4520

Elpida Memory, Inc.
Seiji Nakashima, Legal Dept.
2-1, Yaesu 2-chrome, Chuo-ku
Sumitomo Seimel Yaesu
Bldg.F, Tokyo, Japan

F. Eric Saunders
P.O. Box 2215
Arnold, CA 95223-2215

Estate of James V Kirkendall
622 Hillary Circle
Sugar Land, Texas 77498-3070

Estate of James V. Kirkendall
c/o Todd Kirkendall
2115 Homet Rd.
San Marino, CA 91108-1325

Falcon Northwest Computer Systems, Inc.
Kent E. Baldauf, Jr.
One Gateway Center
420 Ft. Duquesne Blvd., Suite 1200
Pittsburgh, PA 15222-1484

Brian E. Farnan
Farnan LLP
919 N Market St. 12th Fl
Wilmington, DE 19801-3023

Federal Express Revenue Services
3965 Airways, Module G

First Insurance Funding Corp. of CA
450 Skokie Blvd., Suite 1000
Northbrook, IL 60062-7917

Floyd Eric Saunders
F Eric Saunders
P.O. Box 2215
Arnold, CA 95223-2215

Franchise Tax Board
Bankruptcy Section MS A340
PO Box 2952
Sacramento, CA 95812-2952

GE Capital Corporation
General Counsel
1961 Hirst Drive
Moberly, MO 65270-3046

Gary Selvin, Esq.
Selvin Wraith Halman, LLP
505 14th Street, Suite 1200
Oakland, CA 94612-1419

Gateway, Inc.
c/o Harold H. Davis, Jr. Esq.
K&L Gates LLP
Four Embarcadero Center, Ste. 1200
San Francisco, CA 94111-4195

Gateway, Inc.
c/o Kate Shang, Atty., Comp. & Legal
Dept
8F, 88, Sec. 1 Hsin Tai Wu Rd.
Hsichih Taipei Hsien 221, Taiwan

General Electric Capital Corp.
PO Box 35701
Billings, MT 59107-5701

General Electric Capital Corporation
GE Capital c/o Barbi Martin
1010 Thomas Edison Blvd.
Cedar Rapids, IA 52404-8247

Gleiss Lutz
Bleichstrasse 8-10
40211 Dusseldorf
Germany

GreenArrays, Inc.
774 Mays Blvd #10 PMB 320
Incline Village, NV 89451-9613

GreenArrays, Inc.
Attn: Greg Bailey
908 E. 18u Street
Cheyenne, WY 82001

Greenberg Traurig, LLP
1900 Univesity Ave. Suite 500
E. Palo Alto, CA 94303-2296

Greg Goodere
17331 Hendry Drive
Morgan Hill, CA 95037-9710

HSM Portfolio LLC
20883 Stevens Creek Blvd., Suite 100
Cupertino, CA 95014-2196

HTC Corporation
c/o Kyle Dakai Chen, Esq.
Cooley Godward et al.
3000 El Camino Real, 4th Floor
Palo Alto, CA 94306-2100

Larry E. Henneman Jr.
Henneman & Associates, PLC
70 N Main St.
Three Rivers, MI 49093-1532

Hewlett-Packard Company
11311 Chinden Blvd., M/S 314
Boise, ID 83714-1021

High Tech Computer Corp., HTC America, Inc
c/o Grace Lei, Gen. Counsel, Legal Dept.
No. 23, Xinghua Rd., 330 Taoyuan City
Taoyuan County Taiwan R.O.C.

IRS
P.O. Box 7346
Philadelphia, PA 19101-7346

Infiniti Solutions
2006 Martin Avenue
Santa Clara, CA 95050-2700

IntellaSys BEC Ltd.
Attn: Daniel E. Leckrone
20883 Stevens Creek Blvd. Suite 100
Cupertino, CA 95014-2196

Interconnect Portfolio LLC
20883 Stevens Creek Blvd., Suite 100
Cupertino, CA 95014-2196

Internal Revenue Service
PO Box 7346
Philadelphia, PA 19101-7346

James E. Sell, Esq.
PARTON SELL RHODES
750 Lindaro, Suite 140
San Rafael, CA 94901-6021

Janet E. Neal
Sandhurst
Shrubbs Hill Lane, Sunningdale
Berkshire SL5 OLD, U.K.

Jet Direct Aviation, LLC
1 Earhart Dr., Suite 1
Coatesville, PA 19320-2771

Jet Direct Aviation, LLC
P.O. Box 70874
Philadelphia, PA 19176-5874

John C. Leckrone
130 Regent Drive
Los Gatos, CA 95032-5042

Joseph Stasiuk
2116 Whelan Avenue
San Leandro, CA 94577-6103

Joel A. Kane
Sedgwick LLP
333 Bush St, 30th Fl
San Francisco, CA 94104-2834

Kilburn & Strode LLP
20 Red Lion Street
London, WC1R 2JZ

Kilpatrick Townsend &
Stockton. LLP
Two Embarcadero Center, 8th Floor
San Francisco, CA 94111-3833

Kilpatrick Townsend & Stockton LLP
Attn: Michael D. Langford, Esq.
1100 Peachtree Street NE, Suite 2800
Atlanta, Georgia 30309-4530

Kiyohara & CO,
Attorneys at Law
2-1-3 Dojimaham,
Kitaku
Osaka 530-0004 Japan

Daniel E. Leckrone
20883 Stevens Creek Blvd., Suite 100
Cupertino, CA 95014-2196

Lee and Li
7th Floor, Formosa
Plastic Building 201, Tun Hua North Rd.
P.O. Box 118-619
Taipei, Taiwan

Lisa A. Tarazon
2133 Monroe St., Apt. 1
Santa Clara, CA 95050-3561

Liu, Shen & Associates
P.O. Box 9055, 10th Floor
Hanhai Plaza (1+ 1 Plaza)
10 Caihefang Rd., Haidian District
Beijing 10008, China

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

Lucille A. Ruble
333 Avenida Nogales
San Jose, CA 95123-1508

MegaPath
DEPT 0324
P.O. Box 12034
Dallas, TX 75312-0324

MCM Portfolio LLC
20883 Stevens Creek Blvd., Suite 100
Cupertino, CA 95014-2196

Marvell Technology Group Ltd.
Nicolas S. Gikkas
Director of Intellectual Prop. Litigation
5488 Marvell Lane
Santa Clara, CA 95054-3606

Michael Davis
10680 Cordova Rd.
Cupertino, CA 95014-3912

NEC Corporation
c/o G. Larry Engel
Morrison & Foerster LLP
425 Market Street
San Francisco, CA 94105-2482

Michael Montvelishsky
530 El Camino Real, #102
Burlingame, CA 94010-5173

Nicholas Antonopoulos
4355 Montgomery Court
San Jose, CA 95118

Onda Techno Intl. Patent
Attorneys at Law
12-10miya-Cho 2-Chome
Gifu City, Japan

National Union Fire Insurance Company of Pit
180 Maiden Lane, 37th Floor
New York, NY 10038-4925

Zlatan Ribic, Ph.D.
Altmanstorferstrasse 154-156
Tower 11-2, Nagatacho 2-Chome
1230 Wien/Vienna
Austria

Nixon Peabody LLP
Attn: Robert E. Krebs, Esq
2 Palo Alto Square
3000 El Camino Real Suite 500
Palo Alto, CA 94306-2100

Occam Portfolio LLC
Secretary
20883 Stevens Creek Blvd. Suite 100
Cupertino, CA 95014-2196

Okabe International Patent Office
NO 602 Fuji Building
2-3 Marunouchi-3-Chome
Chiyoda-KU Tokyo, Japan

William Martin
8151 Park Villa Circle
Cupertino, CA 95014-4047

OneBeacon America Insurance Company
Gary R. Selvin
Selvin Wrath Halman LLP
505 14th Street, Suite 1200
Oakland, CA 94612-1419

OneBeacon Insurance Company
150 Royall Street
Canton, MA 02021-1031

Online Security Portfolio LLC
Secretary
20883 Stevens Creek Blvd. Suite 100
Cupertino, CA 95014-2196

Jim Otteson
Agility IP Law
149 Commonwealth Drive, Suite 1033
Menlo Park, CA 94025-1133

PHAC of Cincinnati, Ltd.
Roger Adelman & Thomas C. Rink Strauss & Troy
150 East Fourth Street, Federal Reserve
Cincinnati, OH 45202-4181

Patriot Scientific Corp.
10989 Via Frontera
San Diego, CA 92127-1724

Patriot Scientific Corporation
Carlton M. Johnson
701 Palomar Airport Road Suite 170
Carlsbad, CA 92011-1045

Phil Marcoux
Individually and as Seller's Rep. for
Certain Former ChipScale, Inc. Shareholder
335 Chatham Way
Mountain View, CA 94040-4471

Patriot Scientific Corp.
6183 Paseo Del Norte Suite 180
Carlsbad, CA 92011-1153

Yamakawa International Patent Office
4th Floor, Sanno
Park Tower 11-2, Nagatacho 2-Chome
Chiyoda-KU
Tokyo 100-6104, Japan

Phoenix Digital Solutions LLC and Patrio
Carlton M. Johnson
701 Palomar Airport Road Suite 170
Carlsbad, CA 92011-1045

Pitney Bowes Credit Corp.
P.O. Box 371874
Pittsburgh, PA 15250-7844

Porter Wright Morris & Arthur LLP
41 South High Street Columbus, OH
43215-6194

Qualcomm
Roger Martin
Patent Counsel Vice President
5775 Morehouse Dr.
San Diego, CA 92121-1714

Ricoh USA, Inc.
1516 W. 17th St., Suite 103
Tempe, AZ 85281-6218

Robert K. Neilson
7021 Sunbird Circle
Carlsbad, CA 92011-4018

Robert K. Neilson
7089 Aviara Drive
Carlsbad, CA 92011-4905

Ropers Majeski Kohn & Bentley
50 West San Fernando Street, Suite 1400
San Jose, CA 95113-2431

SK Hynix, Inc.
Kyunghyun Min, VP, Head of IP Group
10F, Daechi Tower, 425 Teheran
Gangnam-gu, Seoul 135-738 Korea

SWAT/ACR Portfolio LLC
Secretary
20883 Stevens Creek Blvd.
Suite 100
Cupertino, CA 95014-2196

Semiconductor Insights Inc.
General Counsel
3000 Solandt Road
Kanata, Ontario
Canada, K2K 2X2

Shore Chan Bragalone DePumpo LLP
901 Main St., Suite 3300
Dallas, TX 75202-3710

Shore Chan DePumpo, LLP
Mark H. Ralston
c/o Estes Okon Thorne & Carr PLLC
3500 Maple Ave., Suite 1100
Dallas, TX 75219-3905

Shore Chan
Jeff Bragalone
901 Main Street Suite 3300
Dallas, TX 75202-3710

Anthony G. Simon
The Simon Law Firm, P.C.
800 Market St., Suite 1700
St. Louis, MO 63101-2506

Lori Sinanyan
Jones Day
555 South Flower Street, 50th Floor
Los Angeles, CA 90071-2452

Sony Corporation
1 Sony Drive
Park Ridge, NJ 07656-8003

State of California
Franchise Tax Board
Special Procedures Section
PO Box 2952
Sacramento, CA 95812-2952

CALIFORNIA STATE BOARD OF EQUALIZATION
ACCOUNT REFERENCE GROUP MIC 29
P O BOX 942879
SACRAMENTO CA 94279-0029

Stevens Creek Office Center Associates
20863 Stevens Creek Blvd. Ste. 480
Cupertino, CA 95014-2117

Stewart and Stewart
2100 M Street, N.W.
Washington, DC 20037-1218

Subramaniam, Nataraj & Associates
E-556 Greater Kailashit
New Delhi, India

Susan L. Anhalt
26018 Trana Circle
Calabasas, CA 91302-1054

Susan L. Anhalt
Mac Leckrone
22701 San Juan Rd.
Cupertino, CA 95014-3932

TKO
1101 Winchester Blvd. Bldg. C
San Jose, CA 95128-3914

TKO, Inc.
51 East Campbell Ave., Suite 109
Campbell, CA 95008-2055

Tani & Abe
c/o Takayuki Umezawa
No. 6-20
Akasaka 2 Chrome
Tokyo, Japan

The Hoffman Agency
70 No. Second Street
San Jose, CA 95113-1204

Tina Gutierrez
1989 Flint Ave.
San Jose, CA 95148-1214

Townsend & Townsend & Crew LLP
Two Embarcadero Center, 8th Floor
San Francisco, CA 94111-3819

VNS Portfolio LLC
20883 Stevens Creek Blvd., Suite 100
Cupertino, CA 95014-2196

Phil Marcoux
c/o Wm. Thomas Lewis, Esq.
Robertson & Lewis
150 Almaden Blvd., Suite 950
San Jose, CA 95113

Nikon Corporation
c/o Morrison & Foerster LLP
Attn: Larry Engel
425 Market Street
San Francisco, California 94105-2482

Dorsey & Whitney LLP
c/o John Walshe Murray, Esq.
c/o Robert Franklin, Esq.
c/o Thomas Hwang, Esq.
305 Lytton Avenue
Palo Alto, CA 94301

Cupertino City Center Buildings
c/o Christopher H. Hart, Esq.
Schnader Harrison Segal & Lewis LLP
One Montgomery Street, Suite 2200
San Francisco, CA 94104

TR Capital Management, LLC
PO Box 633
Woodmere, NY 11598-0633

Tax Collector
Santa Clara County
County Government Ctr., East Wing
70 W. Hedding Street
San Jose, CA 95110-1767

The Manufacturing Project
P.O. Box 422
Sperryville, VA 22740-0422

Todd Kirkendall
2115 Homet Rd.
San Marino, CA 91108-1325

TriNet Acquisition Corporation
General Counsel
1100 San Leandro Blvd. Suite 400
San Leandro, CA 94577-1670

Wafer-Level Portfolio LLC
Secretary
20883 Stevens Creek Blvd. Suite 100
Cupertino, CA 95014-2196

AIG Property Casualty, Inc.
Ryan G. Foley, Authorized Representative
180 Maiden Lane, 37th Floor
New York, New York 10038

John Wesoloski
United States Trustee
Office of the U.S. Trustee
280 So. First St., Room 268
San Jose, CA 95113

Farella Braun + Martel LLP
Attn: Gary M. Kaplan, Esq.
235 Montgomery Street, 18th Floor
San Francisco, CA 94104

Peter C. Califano, Esq.
Cooper, White & Cooper LLP
201 California Street, 17th Floor
San Francisco, California 94111

TRC MASTER FUND LLC
Attn: Terrel Ross
PO BOX 633
Woodmere, NY 11598-0633

Technology Properties Limited LLC
3000 Scott Blvd., Ste # 109
Santa Clara, CA 95054-3321

Thunderbird Technologies, Inc.
Jon Vincent, President
1508 Military Cutoff Road Suite 302
Wilmington, NC 28403-5730

Toshiba Corporation
Mr. IP Div. Kawato, Intellectual Prop. Div
105-8001 Tokyo Minato-Ku
1-1 Shiba 1-Chrone, Japan

U.S. Attorney
Civil Division
450 Golden Gate Ave.
San Francisco, CA 94102-3661

Xerox Corporation
45 Glover Avenue
Norwalk, CT 06850-1238

Acer Inc., Acer America Corporation
and Gateway Inc.
Michael B. Lubic, K&L Gates LLP
10100 Santa Monica Blvd., 7th Fl.
Los Angeles, CA 90067

Charles H. Moore
c/o Kenneth Prochnow, Esq.
Chiles and Prochnow, LLP
2600 El Camino Real, Suite, 412
Palo Alto, Ca 94306

Patriot Scientific Corp.
c/o Gregory J. Charles, Esq.
Law Offices of Gregory Charles
2131 The Alameda Suite C-2
San Jose, CA 95126

Arockiyaswamy Venkidu
c/o Javed I. Ellahie
Ellahie & Farooqui LLP
12 S. First St., Suite 600
San Jose, CA 95113

Fujitsu Limited
c/o G. Larry Engel, Esq.
Kristin A. Hiensch, Esq.
Morrison & Foerster LLP
425 Market Street
San Francisco, California 94105-2482

Chester A. Brown, Jr. and Marcie Brown
Randy Michelson
Michelson Law Group
220 Montgomery Street, Suite 2100
San Francisco, CA 94104

Jessica L. Voyce, Esq.
C. Luckey McDowell
Baker Botts L.L.P.
2001 Ross Avenue, Suite 600
Dallas, TX 75201

HTC Corporation
c/o Robert L. Eisenbach III
Cooley LLP
101 California Street, 5th Floor
San Francisco, CA 94111-5800

OneBeacon Technology Insurance
c/o Gregg S. Kleiner, Esq.
McKENNA LONG & ALDRIDGE LLP
One Market Plaza
Spear Tower, 24th Floor
San Francisco, CA 94105
Toshiba Corporation
c/o Jon Swenson
Baker Botts L.L.P.
1001 Page Mill Road
Building One, Suite 200
Palo Alto, CA 94304

Ellen A. Friedman
Friedman, Dumas and Springwater
33 New Montgomery St, #290
San Francisco, CA 94105

Michael St. James, Esq.
ST. JAMES LAW, P.C.
155 Montgomery Street, Suite 1004
San Francisco, California 94104

Chester A. Brown, Jr. and Marcie Brown
c/o Sallie Kim
GCA Law Partners LLP
2570 W. El Camino Real, Suite 510
Mountain View, CA 94040

Apple, Inc
c/o Adam A. Lewis, Esq.
Vincent J. Novak, Esq.
Morrison & Foerster LLP
425 Market St.
San Francisco, CA 94105

Lillian Stenfeldt
Sedgwick, LLP
333 Bush Street, 30th Floor
San Francisco, CA 94104