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The following constitutes
the order of the court. Signed March 19, 2015

Stephen L. Johnson
U.S. Bankruptcy Judge

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26 TECHNOLOGY PROPERTIES LIMITED LLC

27 **UNITED STATES BANKRUPTCY COURT**
28 **NORTHERN DISTRICT OF CALIFORNIA**
SAN JOSE DIVISION

29 In re:
30 TECHNOLOGY PROPERTIES LIMITED,
31 LLC, a California limited liability company,
32 Debtor.

33 Case No.: 13- 51589SLJ
34 Chapter 11
35 Date: February 11, 2015
36 Time: 10:00 a.m.
37 Place: Courtroom 3099
38 280 South First Street
39 San Jose, California

40 **ORDER CONFIRMING JOINT PLAN OF REORGANIZATION BY**
41 **OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND DEBTOR**
42 **(DATED JANUARY 8, 2015)**

43 ORDER CONFIRMING PLAN

Page 1

1 On February 11, 2015, the Court held a hearing on confirmation of the Joint Plan of
2 Reorganization By Official Committee Of Unsecured Creditors and Debtor (Dated January 8,
3 2015),(the “Plan”) filed by debtor Technology Properties Limited, LLC (“TPL”) and the Official
4 Unsecured Creditors’ Committee. Robert G. Harris, Esq. of Binder & Malter, LLP appeared for
5 TPL. Robert A. Franklin of Dorsey & Whitney LLP appeared for the Official Unsecured
6 Creditors’ Committee. Other appearances were noted on the record.

7 It having been determined after a hearing on notice that (i) the Plan and the Disclosure
8 Statement Re: Joint Plan Of Reorganization By Official Committee Of Unsecured Creditors
9 And Debtor (January 8, 2015) (the “Disclosure Statement”) have been transmitted to creditors
10 and equity security holders; (ii) the requirements for confirmation set forth in 11 U.S.C. §1129(a)
11 have been met; and (iii) the proposed modification to the Plan rejecting the One Beacon
12 insurance contract is neither material nor adverse to any creditor or class of creditors under the
13 Plan; and (iv) all objections having been overruled or resolved, and good cause appearing
14 therefor, IT IS THEREFORE ORDERED that
15

- 16 1. The Plan be and hereby is confirmed.
- 17 2. The following modifications to the Plan be and hereby are approved as neither
18 material nor adverse:
 - 19 a. The definition of “Released Parties” is to be narrowed by removing the words
20 “and any and all entities wholly-owned or partially owned by Leckrone” from
21 the Plan [Plan, 14:20-21] so that only the persons and entities actually named
22 in the Plan are included within the definition. The following persons and
23 entities covered by the deleted language are added at the end of that
24 paragraph: Daniel E. Leckrone, HSM Portfolio LLC, MCM Portfolio LLC,
25 Chipscale, Inc., IntellaSys BEC Ltd., Fountainhead IP LP, Gee Pee LLC, the
26 Daniel E. and Helena M. Leckrone Revocable Trust, the Helena Leckrone

1 Exempt Bypass Trust, the Helena Leckrone Non-Exempt Bypass Trust, the
2 Helena Leckrone QTIP Trust, the Leckrone Family Children Trusts and the
3 Leckrone Family Grandchildren Trusts.

- 4 b. TPL's policy with One Beacon American Insurance Company is removed
5 from the list of contracts assumed as one of "the Debtor's Insurance Policies"
6 [Plan 42:23-24] and added to the list of contracts rejected under the Plan.
- 7 c. The Plan is modified to state that "[i]n the event of a conflict between the Plan
8 and the TPL operating agreement, as it may be amended, supplemented or
9 restated, the terms of the Plan will control."
- 10 d. The claim of Marcie and Chet Brown aggregating \$10,021,511 is an Allowed
11 Claim in the respective allocations of Classes 6A, 6B and 6C to which no
12 objection can be made.
- 13 e. The Mutual Release attached as Exhibit "E" to the Plan is deleted from the
14 Plan, as well as all references to "Release" contained therein. No party is
15 required to execute the Mutual Release
- 16 f. The Plan is modified to state that TPL forthwith shall dismiss the appeal of the
17 judgment in *Chester A. Brown, Jr. and Marcie Brown v. Technology*
18 *Properties Limited LLC et al.*, Superior Court of California, County of Santa
19 Clara Case No. 1-09-CV-159452.
- 20 g. Exhibit "F" to the Disclosure Statement is modified to delete the introductory
21 paragraph.
- 22 h. The liens and claims of the Released Parties shall remain subordinated as set
23 forth in the Plan notwithstanding any subsequent conversion of the case to
24
25
26

1 Chapter 7 and so long as the estate's release of the Released Parties remains
2 effective.

3 i. In Article XI of the Plan at paragraph D., page 54, line 23, the words
4 "applicable law" are deleted and replaced with "Bankruptcy Code section
5 1125(e)." Further, the words "the consummation of the Plan, or the
6 administration of the Plan" are deleted from the same paragraph at page 55,
7 lines 6-7.

8
9 3. This Order incorporates Article XIV of the Plan in its entirety, together with the
10 definitions used herein, as set forth in Appendix A to this Order. Whether or not
11 any IP Owner objects to or supports the Plan, or votes for or against the Plan, the
12 Confirmation Order will prevent such IP Owner from defeating, violating or
13 disputing any of the Licensees' rights, licenses, interests, defenses or other
14 benefits under such parties' respective Licenses or said Article XIV.

15 **APPROVED AS TO FORM:**

16 MICHELSON LAW GROUP

17
18 By: /s/ Randy Michelson
19 Randy Michelson

20 Attorneys for Chet and Marcie Brown

21 SEDGWICK LLP

22
23 By: /s/ Lillian G. Stenfeldt
24 Lillian G. Stenfeldt

25 Attorneys for Sony Corporation

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27 ORDER CONFIRMING PLAN

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- Apple Inc.
- Blackberry Limited
- DIRECTV, LLC
- Fujitsu Limited
- Mattel, Inc.
- NEC Corporation
- Nikon Corporation

APPENDIX A

XIV. OVERRIDING PROTECTIONS FOR LICENSEE PARTIES

A. Scope and Intent of This Article. As a means of addressing the Licensee Objectors' concerns and objections, this Article is included to effectuate the parties' intent to eliminate any adverse effects or prejudice of the Plan or Confirmation Order on the Licensees' Licenses, claims, rights, interests and defenses. This Article XIV shall apply comprehensively to preserve all Licensees' rights, licenses, claims, interests and defenses, as described herein, notwithstanding any other provision of the Plan or the Confirmation Order or the operation of the Bankruptcy Code. To the extent any direct or indirect conflict exists between this Article and any other provision of the Plan or Confirmation Order, this Article shall control. As used in this Article, the terms "rights," "claims," "interests" and "defenses" shall be used in their broadest and most comprehensive senses. Nothing herein shall expand or change the terms or scope of any License or allow any transfer of any right or interest under any License beyond what is permitted under such License.

B. Confirmation Order. The Confirmation Order shall incorporate and reaffirm this Article XIV in its entirety, together with the definitions used herein. Whether or not any IP Owner objects to or supports the Plan, or votes for or against the Plan, the Confirmation Order shall prevent such IP Owner from defeating, violating or disputing any of the Licensees' rights, licenses, interests, defenses or other benefits under such parties' respective Licenses or this Article XIV.

C. Amendments to Article XIV. This Article (and definitions used herein) shall not be amended, modified or otherwise adversely affected, directly or indirectly, from other Plan or Confirmation Order amendments, without the prior written consent of each affected Licensee Objector and the IP Owners.

D. No Adverse Impact On Licenses. Notwithstanding any other provision of the Plan or Confirmation Order, the Licenses, and the rights, claims, including offsetting or recoupment claims, interests and defenses of each Licensee thereunder, shall ride through this

Bankruptcy Case without rejection, prejudice or adverse effects of any kind, including on account of Section 1141. All Licenses shall remain in full force and effect, and continue to be valid, binding, and enforceable in accordance with their terms, against TPL, the Reorganized Company, and all applicable IP Owners and their successors and assigns as if there had been no Bankruptcy Case or Plan or Confirmation Order, and neither TPL's reorganization nor exit from bankruptcy shall affect such validity and enforceability of the Licenses.

No act or omission of the Committee, TPL, estate representative, other proponent of any confirmed plan of reorganization, or Reorganized Company (such as rejection of or failure to assume any executory contract) changes, impairs, or has the effect of stripping or undermining, whether by Section 1141 or otherwise, any rights, interests, claims, licenses, or defenses under the Licenses that existed before or independent of the Bankruptcy Case, or that were executed prior to the Effective Date. To the extent permissible by otherwise applicable law, the Confirmation Order shall estop, enjoin, and bar the Committee, TPL, estate representatives, any other proponent of any confirmed plan of reorganization, and the Reorganized Company, and each of their respective successors and assigns, from taking any action to disrupt or otherwise invalidate or challenge the Licenses and the Licensees' rights, offsetting or recoupment claims, interests, property or defenses thereunder. Nothing in the Plan or in the Confirmation Order shall be deemed to restrain, enjoin, stay or otherwise obstruct the enforcement, exercise or defense by any party to a License after the Effective Date of any of their licenses, rights, offsetting or recoupment claims, interests, property or defenses.

E. No Change For Patent Actions. Notwithstanding any other provision of the Plan or the Confirmation Order, the Plan and Confirmation Order shall have no effect on any party's rights, claims, including offsetting or recoupment claims, interests and defenses in any patent action or other litigation that has been or may be filed.

F. Reserved Objections. Licensees may defend an attack of their Licenses on any basis, including the protections afforded under this Article XIV, whether or not previously raised by a Licensee. Furthermore, nothing in the Plan or Confirmation Order shall constitute a waiver

by any Licensee of such party's rights under *Stern v. Marshall*, 131 S. Ct. 2594 (2011), or *Bellingham Ins. Agency, Inc. v. Arkin (In re Bellingham Ins. Agency, Inc.)*, 702 F.3d 553 (9th Cir. 2012), or subsequent precedents on this topic, to challenge the jurisdiction of the Bankruptcy Court to issue a final judgment.

G. **IP Owner Side Letters.** The IP Owners have provided written confirmation and consent, in substantially the forms of the side letters attached as **Exhibit "D"** to the Plan, which are incorporated herein, confirming such IP Owner's promise of non-disturbance of Licensees' rights under their existing Licenses.

DEFINITIONS

As used in the Plan and this Addendum, the following terms shall have the respective meanings specified below:

"Bankruptcy Case" means the bankruptcy case styled *In re Technology Properties, Limited, LLC*, Chapter 11 Case No. 13-51589-SLJ, pending in the Bankruptcy Court.

"Bankruptcy Code" means title 11 of the United States Code and also includes Sections 157, 158, 1334, 1408, 1412, and 1452 of title 28 of the United States Code, and any amendments thereto to the extent applicable to this Bankruptcy Case.

"Bankruptcy Court" means the United States Bankruptcy Court for the Northern District of California, San Jose Division, or such other court exercising jurisdiction over the Bankruptcy Case.

"Business Day" means a day, Monday through Friday, excluding all legal holidays (as defined in Bankruptcy Rule 9006(a)(6)).

"Committee" means the Official Committee of Unsecured Creditors appointed by the Office of the United States Trustee on March 28, 2013 consisting of Chester A. Brown, Jr. and

Marcie Brown, Patriot Scientific Corp., Beresford & Co., Farella Braun & Martel, LLP, the Estate of James Kirkendall and Dr. Zlatan Ribic GmbH.

“Confirmation Hearing” means the hearing held by the Bankruptcy Court on confirmation of the Plan as required by Section 1128(a) of the Bankruptcy Code.

“Confirmation Order” means the Order confirming the Plan under Section 1129 of the Bankruptcy Code.

“Debtor” or “TPL” means Technology Properties Limited LLC, a California Limited Liability Company.

“Effective Date” means the later of (a) the first Business Day that is at least 30 days after the entry of the Confirmation Order and on which no stay of the Confirmation Order is in effect, including a stay pending appeal, or (b) the first Business Day on which the Reorganized Company has sufficient cash to make all payments required under the Plan on the Effective Date; provided, that notwithstanding any other provision of this Plan, the Effective Date shall not occur until and unless Plan proponents file with the Bankruptcy Court executed versions of the IP Owner Side Letters, referenced in Addendum A, Section G and set forth on Exhibit “D” to the Plan, for the benefit of all Licensees.

“IP Owners” means the owners of the MMP Portfolio, CORE Flash Portfolio, Fast Logic Portfolio and Chipscale Portfolio licensed by TPL to Licensees, including without limitation PDS, Patriot, Charles H. Moore, and MCM Portfolio LLC.

“License” means each of the approximately 175 non-exclusive agreements granting licenses of patent portfolios that were executed by TPL, PDS, Patriot Scientific, HSM Portfolio LLC or MCM Portfolio LLC as licensor(s) prior to the filing of the Bankruptcy Case and any agreements granting licenses of patent portfolios that were executed by TPL, PDS, Patriot

Scientific, MCM Portfolio LLC or HSM Portfolio LLC as licensor(s) prior to the Effective Date, in each case, as amended, modified, or supplemented from time to time whether by settlement agreement, side letter or otherwise.

“Licensee Objectors” means the parties identified in **Exhibit “B”** to the Plan, together with each party’s successors and assigns. Licensees may become Licensee Objectors at any time prior to the commencement of the Confirmation Hearing by notice to counsel for the Debtor and the Committee.

“Licensees” means the Licensee Objectors, together with any other party granted a License on or before the Effective Date including those identified on **Exhibit “B-2”** to the Plan.

“MMP Portfolio” means the Moore Microprocessor Portfolio.

“Patriot” means Patriot Scientific Corporation.

“PDS” means Phoenix Digital Solutions LLC.

“Plan” means this JOINT PLAN OF REORGANIZATION by OFFICIAL COMMITTEE OF UNSECURED CREDITORS AND DEBTOR (DATED JANUARY 8, 2015) including any modification(s) thereof and/or amendment(s) thereto that comply with Section 1127 of the Bankruptcy Code and Bankruptcy Rule 3019.

“Reorganized Company” means the Debtor on and after the Effective Date.

***** END OF ORDER *****

COURT SERVICE LIST

** All ECF Recipients

**UNITED STATES BANKRUPTCY COURT
Northern District of California**

In Re: Technology Properties Limited LLC	Case No.: 13-51589 SLJ 11
fka Technology Properties Limited Inc., a	Chapter: 11
fka California corporation	
Technology Properties Limited, a	
California corporation	
Debtor(s)	

NOTICE OF ORDER CONFIRMING PLAN

Notice is hereby given of the entry of an order of this court on 03/19/2015 confirming the plan of reorganization filed by the debtor(s) on 01/08/2015 .

Dated: 3/19/15

For the Court:

Edward J. Emmons
Clerk of Court
United States Bankruptcy Court

Notice Recipients

District/Off: 0971-5
Case: 13-51589

User: kroese
Form ID: OCP

Date Created: 3/19/2015
Total: 393

Recipients submitted to the BNC (Bankruptcy Noticing Center) without an address:

reqntc Patriot Scientific Corp.
crcm Official Committee Of Unsecured Creditors
intp HTC America, Inc.
intp HTC Corporation
cr Acer Inc., Acer America Corporation, and Gateway, Inc.
sp Agility IP Law, LLP
op Fulop Business Tax Services
cr GreenArrays, Inc.
reqntc OneBeacon Technology Insurance
cr Alan Marsh
cr Yoshihide Nakamura
cr Susan Anhalt
cr Adleson, Hess & Kelly, APC
cr Dwayne Hannah
cr William Martin
cr F. Eric Saunders
cr Donna Brockett
cr Lisa Tarazon
intp Toshiba America Consumer Products, LLC
intp Toshiba America Information Systems, Inc.
intp Toshiba America Electronic Components, Inc.
intp Toshiba America, Inc.
intp Toshiba Corporation
reqntc Janet Neal
reqntc Apple Inc.
cr Jeffrey R. Bragalone
cr James D. Liles
cr J. Mark Thacker
cr Todd Kirkendall
cr Andrew Fulop
cr Jon T. Vincent
cr Randy M. Hess
intp ST Microelectronics, Inc.
intp SanDisk Corporation
intp HSM Portfolio LLC and MCM Portfolio LLC
intp PTSC Shareholders
reqntc OneBeacon American Insurance Company

TOTAL: 37

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cr	Chester A. Brown	c/o Michelson Law Group	220 Montgomery Street Suite 2100 San Francisco, CA 94104
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smg	State Board of Equalization	Attn: Special Procedures Section, MIC:55	P.O. Box 942879 Sacramento, CA 94279
smg	CA Employment Development Dept.	Bankruptcy Group MIC 92E	P.O. Box 826880 Sacramento, CA 94280-0001
smg	CA Franchise Tax Board	Attn: Special Procedures	P.O. Box 2952 Sacramento, CA 95812-2952
smg	IRS	P.O. Box 7346	Philadelphia, PA 19101-7346
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13188100	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
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13188105	Alexis DUFOURCQ C/o M. Arnaud	DUFOURCQ	14 RUE VIVIER	72300 PARC SUR	SARTHE
13234613	Alexis DUFOURCQ c/o M. Arnaud	DUFOURCQ	c/o Maitre Olivier Motte	Avocat au Barreau de	Paris
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13234615	Andre-Pascal Chauvin	c/o SCP AUGENDRE	Ms. Genevieve AUGENDRE, Esq.	1 rue Alfred de	Vigny
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13234582	BMW Financial Services	555 Britton Parkway	Hilliard, OH 43026		
13188111	BMW/Mini of Mountain View	150 East El Camino Real	Mountain View, CA 94040		
13162513	Barracuda Networks, Inc.	3175 Winchester Blvd.	Campbell, CA 95008		
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13188092	Beresford & Co.	16 High Holborn	London, WC1V 6BX		
13188110	Beresford & Co.	16 High Holborn	London, WC1V 6BX		
13162514	Beresford & Co.	16 Hugh Holborn	London, WCIV 6BX		
13279510	Blumbach Zinngrebe patentConsult	Postfach 6208	D-62052 Wiesbaden, GERMANY		
13162515	Blumbach-Zinngrebe	Postfach 6208	Wisebaden, Germany		
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13234616	Borland Software Corporation	8310 N. Capital of Texas Hwy.	Building 2, Suite 100	Austin, TX	78731
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13234583	Charles H. Moore	2090 West College Parkway, No. 6	Carson City, NV 89703		
13345878	Charles H. Moore	c/o Chiles and Prochnow, LLP	2600 El Camino Real, Suite 412	Palo Alto, CA	94306-1719
13188112	Charles M. Moore	2090 West College Parkway, No. 6	Carson City, NV 89703		
13188113	Chester A. Brown	c/o Sallie Kim, Esq.	GCA Law Parnership, LLP	1891 Landings	Drive Mountain View, CA 94043

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13162519	Chester Brown and Marcie Brown	c/o Sallie Kim, Esq.	GCA Law Partnership, LLP	1891 Landings
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13237504	Chipscale, Inc.	Attn: Daniel E. Leckrone	20883 Stevens Creek Blvd.	Suite 100 Cupertino, CA
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13202770	Christopher H. Hart, Esq.	SCHNADER HARRISON SEGAL & LEWIS LLP	One Montgomery Street,	
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13188114	Clearcube Technology	Randy Printz, CEO	8834 Capital of TX Hwy	No. 140 Austin, TX
	78759			
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13234585	Cupertino City Center Bldgs.	c/o James E. Sell, Esq.	PARTON SELL RHODES	750 Lindaro St.,
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13188088	Cupertino City Center Bldgs.	c/o James E. Sell, Esq.	PARTON SELL RHODES	San Rafael, CA
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13234586	Cupertino City Center Bldgs.	c/o Prometheus Real Estate Group	20400 Stevens Creek Blvd.	Suite
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13162521	Cupertino City Center Bldgs.	c/o Prometheus Real Estate Group	20400 Stevens Creek Blvd.	Suite
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13297817	Cupertino City Center Buildings	c/o Christopher H. Hart	Schnader Harrison Segal & Lewis LLP	One
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13162524	Daniel E. Leckrone,	as Trustee of the Daniel Leckrone Surviv	U/D/T dated 2/14/2006	Technology
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13188117	Elpida Memory, Inc.	Seiji Nakashima, Legal Dept.	2-1, Yaesu 2-chrome, Chuo-ku	Sumitomo
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13188124	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.
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13162593	William Thomas Lewis	Robertson & Lewis	150 Almaden Blvd., Suite 950	San Jose, CA
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13188155	Xerox Corporation	45 Glover Avenue	Norwalk, CT 06856-4505	
13162595	Yamakawa International Patent Office	4th Floor, Sanno Park	Tower 11-2, Nagatacho	
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13162596	Zlatan Ribic, Ph.D.	Altmansdorferstrasse 154-156	1230 Wien/Vienna	Austria

TOTAL: 321