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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,  
14 LLC,  
15 Debtor.

CASE NO. 13-51589 SLJ-11

Chapter 11

**SONY CORPORATION'S LIMITED  
OBJECTION AND RESERVATION OF  
RIGHTS WITH RESPECT TO THE  
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 95113

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

26 1. Sony entered into a non-exclusive patent license with TPL under the Moore  
27 Microprocessor Portfolio on or about June 1, 2006, as amended, and also entered into a license  
28 agreement with TPL under the Fast Logic Portfolio on or about May 14, 2014. Sony is also a

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

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

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

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

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

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

12           6.       The Plan provides that the CEO of the Reorganized Company is responsible for  
13      the approval of settlements, with the advice, direction and consent of the TPL Board. (Plan at p.  
14      30: 10-12.) Sony requests that the Confirmation Order provide that any settlement offers  
15      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 the rights,  
17      interests and remedies that may be available to Sony pursuant to the Bankruptcy Code and  
18      applicable law, and all such rights, interests and remedies are hereby expressly reserved.  
19

20      DATED: February 4, 2015

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SAN JOSE DIVISION

In re  
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Debtor.

CASE NO. 13-51589 SLJ  
Chapter 11

**CERTIFICATE OF SERVICE**

Date: February 11, 2015  
Time: 10:00 a.m.  
Place: Hon. Stephen L. Johnson  
Courtroom 3099  
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1 **CERTIFICATE OF SERVICE**

2 I, the undersigned, hereby declare:

3 I am a resident of the State of California, over the age of eighteen years, and not a party  
4 to the within action. My business address is Sedgwick LLP, 333 Bush Street, 30th Floor, San  
5 Francisco, CA 94104-2834. On February 4, 2015, I served the within document(s):

6 **SONY CORPORATION’S LIMITED OBJECTION AND RESERVATION OF RIGHTS  
7 WITH RESPECT TO THE CONFIRMATION OF THE JOINT PLAN OF  
8 REORGANIZATION**

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

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1 I declare under penalty of perjury under the laws of the State of California that the above  
2 is true and correct. Executed on February 4, 2015, at San Francisco, California.

3 /s/ Nicole Tavis

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