

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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 In re: : Chapter 11
 :
 Trident Microsystems, Inc., *et al.*,¹ : Case No. 12-10069 (CSS)
 :
 Debtors. : (Jointly Administered)
 :
 : Re: Docket Nos. 319 & 531
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ORDER GRANTING MOTION OF THE DEBTORS AND DEBTORS IN POSSESSION PURSUANT TO LOCAL RULE 9013-1(K) FOR AN ORDER APPROVING REQUEST FOR AMENDMENT OF ORDER (A) AUTHORIZING THE SALE OF CERTAIN OF THE DEBTORS' ASSETS RELATED TO THEIR SET TOP BOX BUSINESS FREE AND CLEAR OF LIENS, CLAIMS, ENCUMBRANCES, AND OTHER INTERESTS, EXCEPT AS PROVIDED IN THE ENTROPIC COMMUNICATIONS, INC. ASSET PURCHASE AGREEMENT; (B) AUTHORIZING AND APPROVING PURCHASE AGREEMENT THERETO; (C) APPROVING THE ASSUMPTION AND ASSIGNMENT OF CERTAIN OF THE DEBTORS' EXECUTORY CONTRACTS AND UNEXPIRED LEASES RELATED THERETO; AND (D) GRANTING RELATED RELIEF

This matter coming before the motion (the "Motion")² of the above-captioned debtors and debtors in possession (the "Debtors") for an order approving request for amendment of the Order (A) Authorizing the Sale of Certain of the Debtors' Assets Related to Their Set Top Box Business Free and Clear of Liens, Claims, Encumbrances, and Other Interests, Except as Provided in the Entropic Communications, Inc. Asset Purchase Agreement; (b) Authorizing and Approving Purchase Agreement Thereto; (c) Approving the Assumption and Assignment of Certain of the Debtors' Executory Contracts and Unexpired Leases Related Thereto; and (d)

¹ The Debtors are the following two entities (the last four digits of their respective taxpayer identification numbers, if any, follow in parentheses): Trident Microsystems, Inc. (6584) and Trident Microsystems (Far East) Ltd. The mailing address of each of the Debtors, solely for purposes of notices and communications, is 1170 Kifer Road, Sunnyvale, California 94086.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.



Granting Related Relief; the Court having reviewed the Motion and having scheduled a hearing before the Court (the "Hearing"); the Court having found that (i) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (ii) venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409, (iii) this is a core proceeding pursuant to 28 U.S.C. § 157(b), (iv) notice of the Motion and the Hearing was sufficient under the circumstances and (v) good and sufficient cause having been shown; and after due deliberation and sufficient cause appearing,

NOW, THEREFORE, IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. Paragraph 22 of the Set Top Box Order shall be replaced in its entirety and

replaced as follows:

“22. **Allocation.** The sale proceeds shall be held in the U.S. bank account of Debtor Trident Microsystems (Far East) Ltd., except that up to \$1,631,016 of the sale proceeds may be held in the respective bank accounts of certain of the Debtors’ subsidiaries as reflected by the ownership of such STB Assets prior to the closing of the sale of the STB Business to Entropic. Neither this Order nor the Purchase Agreement shall have any evidentiary or other preclusive effect upon the allocation of the sale proceeds among the Sellers and their estates pending agreement of the interested parties or further order of the Court upon notice to the Debtors, the Official Committee of Unsecured Creditors, Equity Committee and the Office of the United States Trustee.”

3. Neither this Order nor the Closing Side Letter shall have any evidentiary or other preclusive effect upon the allocation of the sale proceeds among the Sellers and their estates pending agreement of the interested parties or further order of the Court upon notice to the

Debtors, the Official Committee of Unsecured Creditors, Equity Committee and the Office of the United States Trustee

4. To the extent it may be applicable, the fourteen-day stay imposed by the Rule 6004(h) of the Bankruptcy Procedure is hereby waived.

5. The Debtors are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

6. This Court shall retain jurisdiction over any and all matters arising from the interpretation or implementation of this Order.

Dated: May 15, 2012
Wilmington, Delaware



THE HONORABLE CHRISTOPHER S. SONTCHI
UNITED STATES BANKRUPTCY JUDGE