

MAPLES



IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 1 OF 2012 (PCJ)

In Chambers
17 April 2012
Before the Honourable Justice Sir Peter Cresswell

IN THE MATTER OF THE COMPANIES LAW (2011 REVISION)

AND IN THE MATTER OF TRIDENT MICROSYSTEMS (FAR EAST) LTD. (IN PROVISIONAL LIQUIDATION)

ORDER

UPON the application of the joint provisional liquidators of Trident Microsystems (Far East) Ltd. (in provisional liquidation) (the "JPLs" and "Company") by their Summons dated 16 April 2012

AND UPON reading the Fourth Affidavit of Richard A. Chesley and exhibits thereto, the Fifth Affidavit of Gordon I. MacRae, the Second Affidavit of Rachel Catherine Baxendale, the Fourth Affidavit of Rachel Catherine Baxendale and exhibits thereto, the Fifth Affidavit of Eleanor Fisher, the purchase agreement between the Company and its parent company Trident Microsystems Inc. ("TMI") and nine of their subsidiaries of the one part and Entropic Communications Inc. ("Entropic") of the other part dated 18 January 2012 ("**Purchase Agreement**") and Exhibit A thereto as exhibited at "RCB-3", the Amendment and Second Amendment to the Purchase Agreement as exhibited at "RCB-3", Schedules 2.3(h)(i)(1), 2.3(h)(i)(2), 3.21 and 8.1(e) to the Purchase Agreement as exhibited at "RCB-3", exhibit "RCB-4", the Third Amendment to the Purchase Agreement as exhibited at "EF-7" and amended versions of Schedules 2.3(h)(i)(1), 2.3(h)(i)(2) and 3.21 as exhibited at "EF-8"

AND UPON reading the letter from Solomon Harris, Counsel for the liquidation committee of creditors, dated 16 April 2012

AND UPON hearing Counsel for the JPLs

IT IS ORDERED that:

- 1 The agreement entered into between the Company and TMI of the one part and Entropic of the other part, recorded in a side letter dated 12 April 2012 in substantially the form as exhibited to "RAC-6" to the Fourth Affidavit of Richard A. Chesley ("**Closing Letter**"), be approved.
- 2 The Fourth Affidavit of Richard A. Chesley and exhibit "RAC-6" thereto, the Fifth Affidavit of Gordon I. MacRae and exhibit "RCB-7" to the Fourth Affidavit of Rachel Catherine Baxendale be sealed on the Court file and kept confidential and not open to inspection by any party or other person except without the prior leave of the Court.
- 3 The JPLs' costs of this Summons be costs in the liquidation of the Company.

Dated the 17th day of April 2012.

Filed the 18 day of April 2012.

Cresswell J

THE HONOURABLE MR JUSTICE CRESSWELL
JUDGE OF THE GRAND COURT



FILED by Maples and Calder, attorneys for the joint provisional liquidators, whose address for service is PO Box 309, Ugland House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: CDM/CJM/VJL/23357025)