



IN THE GRAND COURT OF THE CAYMAN ISLANDS
FINANCIAL SERVICES DIVISION

CAUSE NO: FSD 1 OF 2012 (PCJ)

In Open Court as Chambers
8 June 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 ("**JPLs**") of Trident Microsystems (Far East) Ltd. (the "**Company**") by their summons of 1 June 2012

AND UPON reading the Sixth Affidavit of Gordon MacRae, the Second and Seventh Affidavits of Richard Chesley and the Second Affidavit of David Teichmann and exhibits thereto

AND UPON hearing Counsel for the JPLs, Counsel for United Microelectronics Corporation and Counsel for the Statutory Committee of Equityholders of Trident Microsystems Inc ("**TMI**")

AND UPON hearing the application jointly with the United States Bankruptcy Court for the District of Delaware


IT IS ORDERED THAT:

- 1 The proposed procedures for the submission of creditor claims against the Company ("**Claim Procedures**") and the consequent amendments to the cross-border insolvency protocol dated 25 January 2012 between the JPLs, the Company and TMI, a copy of which is annexed hereto, be approved;

- 2 Until further order, the JPLs are authorised and have the power to review and supervise the actions taken by the director and agents of the Company in carrying out the Claim Procedures.
- 3 The JPLs' costs of this application be paid out of the assets of the Company as an expense of the liquidation.

DATED this 8th day of June 2012

FILED this 12th day of June 2012


The Honourable Justice Cresswell
Judge of the Grand Court



THIS ORDER was filed by Maples and Calder, attorneys for the JPLs, whose address for service is PO Box 309, Uglan House, Grand Cayman, KY1-1104, Cayman Islands. (Ref: CDM/CJM/VJL/209617/23697076).

Approved as to form and content:

Maples and Calder
Maples and Calder/
Attorneys for the Joint Provisional Liquidators

Approved as to form and content:

Solomon Harris
Solomon Harris
Attorneys for United Microelectronics Corporation

Approved as to form and content:

Campbells
Campbells
Attorneys for the Statutory Committee of
Equityholders for TMI



**AMENDED CROSS-BORDER INSOLVENCY PROTOCOL STIPULATION
REGARDING TRIDENT MICROSYSTEMS, INC.
AND TRIDENT MICROSYSTEMS (FAR EAST), LTD.**

Following authorization from the Grand Court of the Cayman Islands (the "Cayman Court") and the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") granted on 25 January 2012, Gordon MacRae and Eleanor Fisher of Zolfo Cooper ("ZC"), as joint provisional liquidators of Trident Microsystems (Far East), Ltd. ("TMFE"), entered into a Stipulation Regarding Cross-Border Insolvency Protocol along with Trident Microsystems, Inc. ("TMI") and TMFE (the "Original Stipulation").

As contemplated in paragraph 9 of the Original Stipulation, subject to the further authorisation from the Cayman Court and the Bankruptcy Court, the joint provisional liquidators of TMFE (the "Cayman Liquidators"), along with TMI and TMFE enter into this Amended Stipulation Regarding Cross-Border Insolvency Protocol (the "Amended Stipulation") to replace the Original Stipulation in order to set out a framework for the filing and administration of claims asserted against the TMI and TMFE and otherwise to restate the provisions of the Original Stipulation.

Preliminary Statement

The purpose of the Amended Stipulation is to ensure the just, efficient and expeditious administration of the insolvency proceedings of TMFE in the Cayman Islands (the "Cayman Proceedings") and the chapter 11 proceedings of TMI and TMFE (the "Bankruptcy Proceedings") before the Bankruptcy Court. It is in the interest of all parties, including the Cayman Liquidators, TMI and their respective creditors, and the respective courts, to seek to cooperate in the conduct of the insolvency proceedings and TMFE and TMI's chapter 11 proceedings, with the following objectives:



- Reducing the total costs incurred by the Cayman Liquidators in protecting the interests of creditors by avoiding duplication of efforts;
- Avoiding any potential conflict between the Cayman Proceedings and the Bankruptcy Proceedings;
- Ensuring transparency and accountability in the conduct of the proceedings in the United States and the Cayman Islands; and
- Providing a framework for protecting the interests of, and maximizing returns to, all creditors including by way of exploring a plan of compromise or arrangement with the creditors of TMFE.

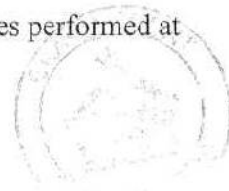
Mindful of these goals, the parties enter into this Amended Stipulation.

Background

The Parties

TMI was incorporated in California in 1987 and reincorporated in Delaware in 1992. TMI is the direct parent company of TMFE, which, is the direct or indirect parent of subsidiary entities organized under the laws of various foreign countries (the “Foreign Subsidiaries,” collectively with TMI and TMFE, the “Group”). TMI’s principal executive offices are located in Sunnyvale, California. TMI serves as the corporate head of the Group’s entities and provides corporate oversight and administrative services necessary for the operations of the Group.

TMFE has no employees and it held as its principal assets work in progress, receivables and intellectual property in the form of approximately 1,600 patents, and its interest in the Foreign Subsidiaries. In addition, the TMFE is also responsible for the control and administration of accounts payable for the Group. Through administration services performed at



TMFE's Hong Kong subsidiary and TMI, TMFE is responsible for the control and administration of accounts payable on behalf of the entire Group.

The Proceedings

1. On January 4, 2012, TMI and TMFE commenced chapter 11 proceedings in the Bankruptcy Court. TMI and TMFE are continuing to serve as debtors-in-possession pursuant to section 1107 of the United States Bankruptcy Code (the "Bankruptcy Code"), and to operate their businesses pursuant to section 1108 of the Bankruptcy Code.

2. On January 4, 2012, TMFE filed a Winding Up Petition, Cause No. FSD 1 of 2012 PCJ, in the Cayman Court.

The Amended Stipulation

3. It is agreed among the Cayman Liquidators, TMFE, TMI and Andrew Hinkleman of FTI Consulting, TMI's chief restructuring officer (the "CRO"), that a framework of general principles is appropriate to address certain issues that are likely to arise in connection with the cross-border insolvency proceedings of TMI and TMFE including, without limitation, (a) the administration of TMI and TMFE during their respective proceedings, (b) the sale of certain material assets of TMI and TMFE, (c) the payment of certain claims of TMI and TMFE necessary for the continued operation of the Group and (d) the resolution of claims against TMI and TMFE and the payment of creditors.

4. The purpose of the protocol contemplated by this Amended Stipulation is to protect the interests of all creditors of TMI and TMFE and to protect the process by which the Bankruptcy Proceedings and Cayman Proceedings are administered. The protocol will provide a

framework for cooperation between multiple jurisdictions and to eliminate wherever possible duplication of effort and promote judicial economy.

NOW THEREFORE, the Cayman Liquidators, TMFE and TMI hereby stipulate and agree, subject to the approval by the Bankruptcy Court and the Cayman Court the following:

1. Approval was obtained from the Bankruptcy Court for the joint administration of the bankruptcy cases of TMI and TMFE solely for procedural purposes.

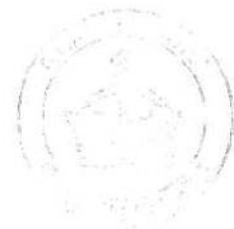
2. An Official Committee of Unsecured Creditors (the "Committee") was formed in the Bankruptcy Proceedings on January 17, 2012 and a liquidation committee of creditors was formed in the Cayman Proceedings on February 20, 2012 (the "Cayman Committee," and collectively with the Committee, the "Creditors Committees"). Two members of the Creditors Committees have since been paid in full and the Company, TMI and the Cayman Liquidators are endeavouring to identify creditors willing to serve on the Creditors Committees in their place. While it is understood that the Committee and the Cayman Committee shall individually have certain statutory obligations, TMI, TMFE, the CRO and the Cayman Liquidators will work with the legal and professional advisors to the Creditors Committees to establish protocols for the efficient administration of the cross-border restructurings. Nothing contained in this Amended Stipulation shall modify or alter the rights of the Creditors Committees in their respective proceedings.

3. With respect to the sales of material assets of the Group, TMI and the Cayman Liquidators will seek approval of the procedures for such sales (including but not limited to the marketing of such assets and subsequent auction of such assets) and for authority to sell the material assets first from the Bankruptcy Court and thereafter seek any necessary approvals from

the Cayman Court; provided, however, that TMI and TMFE will not consummate any sales of such material assets unless the necessary approvals are received from the Bankruptcy Court and the Cayman Court.

4. With respect to the ordinary course sale of non-material assets that do not require approval of the Bankruptcy Court, the Cayman Liquidators may require that any sale of such non-material assets be subject to the approval of the Cayman Court. For the avoidance of doubt, the sales referenced in this paragraph shall not include ordinary course product sales or licensing transactions by the Company.

5. TMI and the Cayman Liquidators shall use their reasonable best efforts to file a status report and/or operating report with the Bankruptcy Court and the Cayman Court, within four weeks of the commencement of the Bankruptcy Proceedings and the Cayman Proceedings setting forth the status of their efforts for the prior month and thereafter file reports at such future intervals as the Bankruptcy Court and the Cayman Court may direct. A copy of such reports shall be served on Office of the United States Trustee, the members of the Creditors Committees and their counsel or other advisors. TMI and the Cayman Liquidators shall use their reasonable best efforts to ensure that a representative (including the CRO) shall also be available for weekly conference calls with the Creditors Committees and their advisors, at which time they or their representatives will apprise and inform the Creditors Committees of the status of their efforts, subject to applicable law. Nothing contained in this paragraph shall alter or modify the obligations of TMI and TMFE to file monthly operating reports as required by the Office of the United States Trustee in the Bankruptcy Proceedings.



6. TMI and TMFE shall be permitted to operate in the ordinary course of their business operations unless otherwise ordered by the Bankruptcy Court or the Cayman Court including in respect of ordinary course product sales between TMFE and TMHK and the licensing of the intellectual property of TMFE to third parties in the ordinary course. To facilitate these operations, the CRO, and/or the officers and directors (or their authorized representatives) of the Company, TMI, TMHK and their subsidiaries, and the Cayman Liquidators shall meet in person or by telephone or videoconference or by whatever means is most appropriate on a weekly basis to address budgeting, cash expenditures, employee matters, ordinary course transactions and all other matters necessary to fully operate the Group's business operations.

7. The Cayman Liquidators shall receive and be given notice of all proceedings in the Bankruptcy Court in accordance with the practices of the Bankruptcy Court and have the right to appear in all proceedings in the Bankruptcy Court. TMFE shall give notice to the CRO, the Committee, the Office of the United States Trustee and TMI of all proceedings in the Cayman Court and will not object to their attending and seeking to be heard at any hearings before the Cayman Court. For so long as they have an interest in the estate of TMFE, Entropic Communications, Inc. or any other successful bidder for the assets of TMFE shall receive and be given notice of all proceedings in the Cayman Court in accordance with the practices of the Cayman Court and TMFE will not object to their attending and seeking to be heard at such hearings before the Cayman Court. For the avoidance of doubt, this will not operate to preclude TMFE from seeking orders that confidential information be sealed where TMFE deems necessary and appropriate.

8. For the avoidance of doubt the Cayman Liquidators shall be required to act in a manner consistent with the terms of the Cayman Court orders and shall be required to act in a manner consistent with the laws governing the Bankruptcy Proceedings and the Cayman Proceedings. Nothing in this Amended Stipulation requires the Cayman Liquidators to take any action that violates any provision of Cayman Islands Law or any order of any Cayman Court or any other applicable law.

9. All creditors of TMFE shall have the opportunity to file a request for service with the Clerk of the Bankruptcy Court, or to participate in the case or proceedings in the Cayman Proceedings.

10. TMI and TMFE and the Cayman Liquidators shall seek the necessary approvals from the Bankruptcy Court and the Cayman Court in respect of the proposed procedures for filing of creditor claims against TMFE in the form set out Exhibit A hereto ("**Claims Procedures**").

11. Subject to such approval and to any modifications that are mutually acceptable to the Bankruptcy Court and the Cayman Court, TMI, TMFE and the Cayman Liquidators shall adhere to the procedures set out in the Claims Procedure in relation to all claims asserted against TMFE.

12. Claims validly filed by a creditor in accordance with the Claims Procedure shall be treated as having been validly filed in both the Bankruptcy Proceedings and the Cayman Proceedings and the creditors shall not be obliged to make duplicate or dual filings in both sets of proceedings.



13. Subject to any limitations in applicable law, TMI, TMFE and the Cayman Liquidators agree to provide access to one another to claims and other financial information necessary or useful to the Claims Procedure (the "Shared Information Material"). The parties agree to preserve and protect the confidentiality of Shared Information Material, unless it is jointly agreed that such Material can be disclosed for use in the course of the administration of the Bankruptcy Proceedings or the Cayman Proceedings only. TMI, TMFE and the Cayman Liquidators further agree that the sharing or disclosure of Shared Information Material between them and their counsel and the sharing or disclosure of such Material by them with their respective agents, as permitted by law, will not diminish the confidentiality of the Shared Information Material and will not constitute a waiver of any privileges or protections applicable to the Shared Information Material including work product privilege, legal professional privilege, nor a waiver of any right to refuse to share such Material in future. Confidential information belonging to third parties may not be disclosed between TMI, TMFE and the Cayman Liquidators without the consent of the third parties or leave of the relevant court being obtained. Notwithstanding the foregoing, if the Shared Information Material is no longer confidential because it has previously been disclosed in a manner which did not preserve confidentiality, nothing in the Claims Procedure will create any confidentiality rights for third parties and TMI, TMFE and the Cayman Liquidators will have no confidentiality obligations with respect to such Shared Information Material.

14. The obligations of the parties with respect to Shared Information Material already provided (if any) to other parties hereunder shall survive the termination of the Amended Stipulation. Upon termination, any Shared Information Material previously provided to any

party to the Amended Stipulation may be retained by it subject to its obligations (if any) under the Amended Stipulation and under applicable law.

15. The parties acknowledge that Cayman Islands law does not provide a mechanism for the setting of a single bar date by which all creditor claims are to be filed. Accordingly, the Cayman Liquidators will not refuse to accept an otherwise valid proof of claim in relation to TMFE for the purpose of subsequent adjudication solely on the basis that it has been submitted after July 13, 2012.

16. Section 502(b) of the Bankruptcy Code provides that foreign currency claims must be converted to United States currency for the purpose of adjudication as at the applicable exchange rate at the commencement of the Bankruptcy Proceedings. Section 150(2)(b) of the Companies Law (2011 Revision) provides that foreign currency claims must be converted to the currency of the liquidation as at the date of any winding up order. The parties acknowledge that although creditors of TMFE may submit foreign currency claims that have been converted to United States currency at the prevailing exchange rate on January 4, 2012, this may or may not be the exchange rate applicable in any future adjudication process. The parties further acknowledge that this matter will need to form part of future protocols governing the administration and adjudication of claims asserted against TMFE.

17. To the extent required, TMI, TMFE and the Cayman Liquidators shall seek to further amend this Amended Stipulation pursuant to paragraph 27 hereof, to provide an additional protocol governing the administration and adjudication of claims asserted against TMFE.

18. Notice and requirements for approval and authorization of any transactions regarding disposition, liquidation or distribution of assets shall be in accordance with applicable law.

19. TMI and TMFE have obtained authority from the Bankruptcy Court and the Cayman Liquidators have obtained authority from the Cayman Court to maintain the Group's cash management system and bank accounts as described in Exhibit C to the Motion of the Debtors and Debtors in Possession for Entry of Interim and Final Orders (a) Approving the Continued Use of the Debtors' Cash Management System, (b) Approving Continued Transfers Between Debtors and Non-Debtor Subsidiaries, (c) Scheduling a Final Hearing on the Motion, and (d) Granting Related Relief. Thereafter, the TMI and TMFE shall maintain their cash management system and bank accounts in accordance with the Orders of the Bankruptcy Court and the Cayman Court. Any modifications to the cash management system and/or the bank accounts shall be subject to the approval of the Cayman Liquidators and, if required by applicable law, the Bankruptcy Court and the Cayman Court.

20. TMI and TMFE have obtained authority from the Bankruptcy Court and the Cayman Liquidators have obtained authority from the Cayman Court to pay pre-petition debts of certain critical vendors ("Critical Vendors") as set out at Exhibit B to the Motion of the Debtors for an Order Authorizing the Payment of Certain Prepetition Claims of Critical subject to an aggregate cap of \$2 million (USD), and as further modified by the Bankruptcy Court. Pursuant to such approval, TMFE can take steps to pay the Critical Vendors at its discretion in order to minimize any interruption to the day to day operation of the Group, but subject always to the express consent of the Cayman Liquidators.

21. The Cayman Court shall have sole jurisdiction and power over the Cayman Liquidators, as to their tenure in office, the conduct of the Cayman Proceedings under Cayman Islands Law, the appointment, role and powers of the Cayman Liquidators and the hearing and determination of matters arising in the Cayman Proceedings under Cayman Islands Law. The Cayman Liquidators shall be compensated for their services in accordance with Cayman principles under Cayman Islands Law.

22. The Bankruptcy Court shall have sole jurisdiction and power over the conduct of the Bankruptcy Proceedings, the compensation of the professionals rendering services in the Bankruptcy Proceedings, and the hearing and determination of matters arising in the Bankruptcy Proceedings.

23. The Bankruptcy Court will be requested to hold monthly omnibus hearings during which the status of the Bankruptcy Proceedings and the Cayman Proceedings will be discussed.

24. The Bankruptcy Court, and the Cayman Court, may, to the extent permitted by practice and procedure, and with the prior consent of each court, conduct joint hearings or conferences with respect to any matter related to the conduct, administration, determination or disposition of any aspect of the Cayman Proceedings, or Bankruptcy Proceedings where considered by the two Courts to be necessary or advisable and in particular, without limiting the generality of the foregoing, to facilitate or coordinate the proper and efficient conduct of the Bankruptcy Proceedings and Cayman Proceedings. With respect to any such hearings or conferences, unless otherwise ordered, the following may be considered to be appropriate:

- i. A telephone link may be established such that the two Courts may be able to simultaneously hear the matter in the other Court.

ii. TMFE, TMI and the Cayman Liquidators shall ensure that appropriate materials (including all briefs, memoranda or skeleton arguments) are filed in advance of such hearing consistent with the procedural and evidential rules and requirements of each participating Court, such that each Court has identical or substantially similar materials before it, to enable each Court to properly consider the issues to be determined at the joint hearing.

25. The Cayman Court and the Bankruptcy Court may, but are not required to, communicate with one another, without advance notice to counsel or counsel being present for any purpose, including, without limitation, to establish guidelines for the orderly making of submissions and rendering of decisions to deal with any other procedural, administrative, or preliminary matters or for the purpose of determining whether consistent rulings can be made by the Cayman Court and/or the Bankruptcy Court and the terms upon which such rulings should be made, and to deal with any other procedural or non-substantive matter in relation to such applications.

26. This Amended Stipulation shall be binding on and inure to the benefit of the parties hereto and their respective successors, assigns, representatives, heirs, executors, administrators, trustees (including any trustees under chapters 7 or 11 of the Bankruptcy Code), and receivers, receiver managers, or custodians appointed under United States law, Cayman Islands Law, as the case may be.

27. This Amended Stipulation may not be waived, amended, or modified orally or in any other way or manner except by a writing signed by the party to be bound, and such approval

and authorization of the Bankruptcy Court or Cayman Court as may be necessary and appropriate in the circumstances. Notice of any proposed amendment or modification of the Amended Stipulation shall be provided by the party proposing such amendment to the Bankruptcy Court, Cayman Court, TMI and TMFE and their counsel of record, the Cayman Liquidators, any representative of the Creditors Committees and the CRO (the "Notice Parties"). This Amended Stipulation may be supplemented from time to time by the parties hereto as circumstances require with any supplementing stipulations as approved by the Bankruptcy Court, and Cayman Court.

28. Any request for the entry of an order which is contrary to the provisions of this Amended Stipulation must be made on notice by the proponent of the order to the Notice Parties.

29. Each party represents and warrants to the other that its execution, delivery, and performance of this Amended Stipulation are within the power and authority of such party and have been duly authorized by such party, except that, with respect to the Cayman Liquidators and TMI, Cayman Court and Bankruptcy Court, respectively, approval is required.

30. This Amended Stipulation may be signed in any number of counterparts, each of which shall be deemed an original and all of which together shall be deemed to be one and the same Instrument, and may be signed by facsimile signature, which shall be deemed to constitute an original signature.

31. The Bankruptcy Court and Cayman Court shall retain jurisdiction over the parties for the purpose of enforcing the terms and provisions of this Amended Stipulation or approving any amendments or modifications thereto.

32. The parties hereto are hereby authorized to take such actions and execute such documents as may be necessary and appropriate to implement and effectuate this Amended Stipulation.

33. The Amended Stipulation is not intended to otherwise circumvent, alter, or otherwise affect the rights, obligations, or laws of any jurisdiction and accordingly, if a party to the Amended Stipulation is directed by its Court to act (or not to act) with respect to a particular issue whether on his own application or otherwise, that party's obligation to follow its Court's direction should not be impaired or abridged by the Amended Stipulation. To the extent any party's obligation to follow its Court's order conflicts with its obligations under the Amended Stipulation, that party shall be relieved from its obligation under the Amended Stipulation, but such party must notify in writing all other parties of the conflict between its Courts direction or order and the Amended Stipulation. In all other material respects, the affected party will remain bound by the terms of the Amended Stipulation.

34. This Amended Stipulation shall be deemed effective upon its approval of the Bankruptcy Court and the Cayman Court. This Amended Stipulation shall have no binding or enforceable legal effect until approved by the Bankruptcy Court and the Cayman Court.

IN WITNESS WHEREOF the parties hereto have caused this Amended Stipulation to be executed either individually or by their respective attorneys or representatives hereunto authorized.

TRIDENT MICROSYSTEMS, INC.

By: _____



TRIDENT MICROSYSTEMS (FAR EAST), LTD.

By: _____

By: _____

By: _____

JOINT PROVISIONAL LIQUIDATORS

By: _____

By: _____



Exhibit A

TO AMENDED CROSS-BORDER INSOLVENCY PROTOCOL STIPULATION
REGARDING TRIDENT MICROSYSTEMS, INC.
AND TRIDENT MICROSYSTEMS (FAR EAST), LTD.

CLAIMS PROCEDURE

This Claims Procedure shall be used by TMI, TMFE and the Cayman Liquidators in the processing of claims asserted by creditors against TMI and TMFE (collectively "Debtors")

All terms used in this Claims Procedure that are defined in the Amended Stipulation shall have the same meaning as in the Amended Stipulation

1. July 13, 2012 (Eastern Daylight Time) shall be the deadline ("General Claim Deadline") for each person or entity, other than Governmental Units (as such term is defined in section 101(27) of the Bankruptcy Code, to file a Proof of Claim against the appropriate Debtor.

2. July 13, 2012 (Eastern Daylight Time) shall be the deadline ("Government Claim Deadline") for Governmental Units (as such term is defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against the appropriate Debtor.

3. July 13, 2012 (Eastern Daylight Time) shall be the deadline ("Section 503(b)(9) Claim Deadline," and together with the General Claim Deadline and the Government Claim Deadline the "Claim Deadlines") for each person or entity to file a Section 503(b)(9) Claim Request in the form attached hereto as Exhibit A against the appropriate Debtor.

4. Except as otherwise provided herein, each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and Governmental Unit) that asserts a claim against either of the Debtors that arose prior to January 4, 2012, including any such claims that may have been preserved in any written agreement with the

Debtors or in any pleading filed with this Court, shall do so by filing an original Proof of Claim so that the Trident Microsystems Claims Processing Center receives such Proof of Claim on or before the General Claim Deadline or Government Claim Deadline, whichever is applicable.

5. The following procedures for filing Proofs of Claims are hereby approved and adopted in these cases:

- (a) Proofs of Claims must substantially conform to Official Bankruptcy Form No. 10 ("Official Form 10"),³
- (b) Proofs of Claims must be received on or before the applicable Claim Deadlines by Kurtzman Carson Consultants LLC ("KCC"), the official claims agent in the Debtors' chapter 11 cases, at:

Trident Microsystems Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
(the "Trident Microsystems Claims Processing Center")

- (c) The Debtors and KCC shall **not** be required to accept a Proof of Claim sent by facsimile, telecopy, or electronic mail transmission;
- (d) Proofs of Claims will be deemed timely filed only if **actually received** by the Trident Microsystems Claims Processing Center on or before the applicable Claim Deadlines;
- (e) Proofs of Claims must: (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation or, if voluminous, a summary or explanation as to why documentation is not available and identify where such supporting documentation may be obtained; (iii) be in the English language; and (iv) be denominated in United States currency;
- (f) Proofs of Claims must specify by name the Debtor against which the Proof of Claim is asserted; and if the holder asserts a claim against more than one Debtor, a separate Proof of Claim must be filed against each Debtor; and
- (g) Any entity that filed a Proof of Claim by mail and wishes to receive a clocked-in copy by return mail shall include an additional copy of the Proof of Claim and a self-addressed postage-paid envelope.

³ Official Form 10 can be found at <http://www.uscourts.gov/bkforms/index.html>, the Official Website for the United States Bankruptcy Court.

6. The following persons or entities are not required to file a Proof of Claim on or before the Claim Deadlines:

- (a) any person or entity that has **already** properly filed a Proof of Claim against a Debtor with the Clerk of the United States Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Form 10;
- (b) any person or entity whose claim is listed on a Debtor's Schedule D, E, or F, and (i) the claim is **not** described as "disputed," "contingent," or "unliquidated," (ii) such person or entity agrees with the amount, nature, and priority of the claim set forth in the Schedules, and (iii) such person or entity agrees that the claim is an obligation of the specific Debtor that listed the claim in its Schedules;⁴
- (c) any person or entity whose claim has been allowed by order of the Court entered on or before the Claim Deadlines;
- (d) any person or entity whose claim has been satisfied in full prior to the Claim Deadlines;
- (e) any holder of a claim allowable under sections 503(b) (other than Section 503(b)(9) Claims) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
- (f) any person or entity that holds an interest in any Debtor, which interest is based **exclusively** upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; **provided, however**, that any interest holder who wishes to assert any claim (as opposed to ownership interest) against any of the Debtors that arises out of or relates to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the security or interest, must file its Proof of Claim on or before the Claim Deadlines, unless another exception identified herein applies; and
- (g) any holder of a claim for which the Court has already fixed a specific deadline to file a Proof of Claim.

7. Any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, trusts, and Governmental Units) that asserts a claim that arises from the rejection of an executory contract or unexpired lease must file a Proof of Claim based on

⁴ Should the Debtors amend or supplement their Schedules subsequent to entry of the order establishing the Claim Deadlines, the Debtors will give notice of any amendment or supplement to the holders of the claims affected thereby, and such holders shall be afforded thirty (30) days from the date on which such notice is given to file Proofs of Claims in respect of their claims.

such rejection on or before the later of (i) the General Claim Deadline, or (ii) the date that is thirty (30) days following service of notice of the effective date of such rejection (unless the order authorizing such rejection provides otherwise).

8. All Section 503(b)(9) Claimants seeking payment of Section 503(b)(9) Claims from the Debtors will be required to submit a Section 503(b)(9) Claim Request in the form attached hereto as **Exhibit A**. Section 503(b)(9) Claim Requests must be set forth with specificity: (i) the amount of the Section 503(b)(9) Claim; (ii) the particular Debtor against which the Section 503(b)(9) Claim is asserted; and (iii) the particular Debtor that received the goods and the value of the goods the Section 503(b)(9) Claimant contends such Debtor received within twenty (20) days before the Petition Date. Further, the Section 503(b)(9) Claim Request should include or attach documentation identifying the particular invoices for which any such Section 503(b)(9) Claim is being asserted and documentation showing the delivery and/or shipment of the goods. Any Section 503(b)(9) Claim Request must include a certification that the goods with respect to which the Section 503(b)(9) Claim is being filed were sold in the ordinary course of business. Finally, Section 503(b)(9) Claim Requests must: be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; be in the English language; and be denominated in United States currency. For any Section 503(b)(9) Claim Request to be validly and properly filed, a signed original of a completed Section 503(b)(9) Claim Request must be delivered to the Trident Microsystems Claims Processing Center, so as to be actually received by the Trident Microsystems Claims Processing Center on or before the Section 503(b)(9) Claim Deadline, with a copy to DLA Piper LLP (US), 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601 (Attn: James R. Irving).

9. To the extent that either of the Debtors' bankruptcy estates do not have assets in excess of timely-filed, non-duplicative claims, any holder of a claim against such Debtor who receives notice of the Claim Deadlines (whether such notice was actually or constructively received pursuant to the procedures set forth in this Order) and is required, but fails, to file a Proof of Claim or Section 503(b)(9) Claim Request in accordance with this Order on or before the Claim Deadlines, may be forever barred, estopped, and enjoined from asserting such claim against such Debtor (or filing a Proof of Claim or Section 503(b)(9) Claim Request with respect thereto), and such Debtor and its property may be, forever discharged from all such indebtedness or liability with respect to such claim, and such holder may not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases or participate in any distribution from the Debtors on account of such claim or receive further notices regarding such claim; provided, however, that a claimant shall be able to vote upon, and receive distributions under, any plan of reorganization or liquidation in this case to the extent, and in such amount, as any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such claimant.

10. The Claim Deadline Notice in the form attached hereto as **Exhibit B** is approved in all respects.

11. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors shall serve the Claim Deadline Notice, a form Proof of Claim and a form Section 503(b)(9) Claim Request by first-class mail on:

- (a) the US Trustee;
- (b) counsel to the Creditors Committee;
- (c) counsel to the Equity Committee;
- (d) all parties that have requested notice in these chapter 11 cases;

- (e) all persons or entities that have previously filed Proofs of Claims;
- (f) all creditors and other known holders of claims as of the Petition Date, including all persons or entities listed in the Debtors' Schedules, unless otherwise specified;
- (g) all parties to executory contracts and unexpired leases of the Debtors;
- (i) all parties to litigation with the Debtors; and
- (j) all Governmental Units in these cases.

12. In addition to serving the Claim Deadline Notice, the Debtors shall publish the Publication Notice in the form attached hereto as **Exhibit C** once at least twenty-five (25) days before the Claim Deadline in the international edition of the *Wall Street Journal*. The Publication Notice will provide effective notice of the Claim Deadlines to all creditors, including: (a) any creditors to whom no notice was sent and who are unknown or not reasonably ascertainable by the Debtors; (b) known creditors with addresses which are unknown to the Debtors or are no longer accurate and/or updated; and (c) persons or entities with potential claims against the Debtors

13. If the Debtors amend or supplement their Schedules subsequent to the date hereof, and if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a scheduled, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent and the affected claimant has not filed a Proof of Claim or Section 503(b)(9) Claim Request, the affected claimant may file a Proof of Claim or Section 503(b)(9) Claim Request on the later of (i) the Claim Deadlines or (ii) the first business day following thirty (30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009(a), but, in the case of any amendment to the Schedules after the Claim Deadlines where the affected claimant did not file a Proof of Claim or Section 503(b)(9) Claim Request prior to the

Claim Deadlines, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; provided, however, that creditors are not entitled to an extension of the Claim Deadlines if an amendment to the Schedules increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

14. If the Debtors determine after the mailing date of the Claim Deadline Notice (the "Mailing Date") that an additional party or parties should receive the Claim Deadline Notice, the date by which a proof of claim must be filed by such party or parties shall be the later of (i) the Claim Deadlines or (ii) the date that is forty-five (45) days from the mailing date of an amended notice to such additional party or parties.

15. Notwithstanding the above, the last day for any entity asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Claim Deadlines or (ii) the first business day that is at least forty-five (45) calendar days after payment in full satisfaction of the order approving the avoidance and recovery of the transfer.

Exhibit A

(Section 503(b)(9) Claim Request Form)

Section 503(b)(9) Claim Request Form

Mail Claim Requests to: Trident Microsystems Claims Processing c/o Kurtzman Carson Consultants LLC 2335 Alaska Avenue El Segundo, California 90245	In re Trident Microsystems, Inc. Chapter 11 Case No. 12-10069-CSS (Jointly Administered)
Debtor against which claim is asserted: (Circle One) – Trident Microsystems, Inc. Trident Microsystems (Far East) Ltd.	
NOTE: Pursuant to an Order of the Bankruptcy Court in the above-referenced chapter 11 cases (see docket no. _____), a claim for administrative expense under 11 U.S.C. § 503(b)(9) must be served upon and received by Kurtzman Carson Consultants LLC, at the above-referenced address and copies served on DLA Piper LLP (US), 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601 (Attn: James R. Irving) by 5:00 p.m. (Eastern Daylight Time) on July 13, 2012, the Section 503(b)(9) Claim Deadline in the above-referenced cases. The form may be submitted in person or by courier service, hand delivery or mail. Facsimile, e-mail, teletype or electronic submissions will not be accepted. Requests shall be deemed filed when actually received by Kurtzman Carson Consultants LLC.	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) Telephone number:	<input type="checkbox"/> Check circle if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check circle if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check circle if you have made any demand(s) to reclaim goods sold to the debtor under 11 U.S.C. § 546(c) (attach copies of any such demand(s))
ACCOUNT OR OTHER NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: _____	Check here if this claim: <input type="checkbox"/> Replaces <input type="checkbox"/> Amends a previously filed claim, dated: _____
1. BASIS FOR CLAIM Goods sold in the ordinary course of business and received by debtor within 20 days prior to the commencement of the case. Value of Goods: \$ _____	
2. DATE DEBT WAS INCURRED: _____	
3. TOTAL AMOUNT OF SECTION 503(b)(9) CLAIM: \$ _____	
4. BRIEF DESCRIPTION OF CLAIM (Attach Particular Invoices and Shipping Documents For Which Any of the Amounts Described in this Form Apply) and Goods: _____	
5. CREDITS AND SETOFFS: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim in filing this claim, claimant has deducted all amounts that claimant owes to debtor.	
6. SUPPORTING DOCUMENTS: Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, bills of lading, packing slips, receiving dock acceptances, itemized statements of running accounts, or contracts. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary and identify from whom the Debtors may obtain a copy of the documents.	
7. DATE-STAMPED COPY: To receive acknowledgement of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.	
8. ORDINARY COURSE CERTIFICATION: By signing this claim form, you are certifying that the good, for which payment is sought hereby, were sold to the debtor in the ordinary course of business as required by 11 U.S.C. § 503(b)(9).	
9. SIGNATURE: _____ DATE: _____	

Exhibit B

(Claim Deadline Notice)

(1)

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
:
In re : Chapter 11
:
Trident Microsystems, Inc., *et al.*,¹ : Case No. 12-10069 (CSS)
:
Debtors. : (Jointly Administered)
:
:
-----X

**NOTICE OF DEADLINE FOR FILING
PROOFS OF CLAIM AND SECTION 503(b)(9) CLAIM REQUESTS**

PLEASE TAKE NOTICE that on January 4, 2012 (the "Petition Date"), Trident Microsystems, Inc. and Trident Microsystems (Far East) Ltd. (collectively, the "Debtors") filed voluntary petitions pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

PLEASE TAKE FURTHER NOTICE that, on April 27, 2012, the Debtors filed the Motion of the *Debtors and Debtors in Possession Motion for an Order Establishing Deadlines for Filing Proofs of Claim and Section 503(b)(9) Claim Requests and Approving the Form and Manner of Notice Thereof* (the "Motion").²

PLEASE TAKE FURTHER NOTICE that, on June 8, 2012, the United States Bankruptcy Court for the District of Delaware (the "Court") having jurisdiction over the Debtors' chapter 11 cases entered an order (the "Claim Deadline Order") establishing July 13, 2012 at 5:00 p.m. (Eastern Daylight Time) (the "General Claim Deadline") as the deadline for each person or entity, including, without limitation, individuals, partnerships, corporations, joint ventures and trusts, and Governmental Units (as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim ("Proof of Claim") against any of the Debtors for a claim that arose prior to the Petition Date, establishing July 13, 2012 at 5:00 p.m. (Eastern Daylight Time) (the "Government Claim Deadline") as the deadline for each Governmental Units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against any of the Debtors that arose prior to the Petition Date, and establishing July 13, 2012 at 5:00 p.m. (Eastern Daylight Time) (the "Section 503(b)(9) Claim Deadline") as the deadline for each person or entity, including, without limitation, individuals, partnerships, corporations, joint ventures and trusts to file a request for payment for an administrative claim pursuant to Section 503(b)(9) of the

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.

Bankruptcy Code (a “Section 503(b)(9) Claim Request”) against any of the Debtors that arose prior to the Petition Date

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER TO FILE A PROOF OF CLAIM OR SECTION 503(b)(9) CLAIM REQUEST.

If you have any questions with respect to this notice, you may contact the Debtors’ claims agent, Kurtzman Carson Consultants (“KCC”) at (866) 967-0267, or by emailing to TridentInfo@kccllc.com.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim if you have a claim that arose prior to the Petition Date, and it is not a claim described in Section 2 below. Acts or omissions of the Debtors that arose prior to the Petition Date may give rise to claims against the Debtors that must be filed by the Claim Deadlines, notwithstanding that such claims may not have matured or become fixed or liquidated as of the Petition Date. **You must file a claim if you are or were an officer, director, or employee and have a claim for identification, contribution, or reimbursement, even if such claim is contingent and unliquidated.**

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need **NOT** file a Proof of Claim if:

- (a) You have **already** properly filed a Proof of Claim against a Debtor with the Clerk of the United States Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Form 10;
- (b) Your claim is listed on a Debtor’s Schedule D, E, or F, and (i) the claim is **not** described as “disputed,” “contingent,” or “unliquidated,” (ii) the claimant agrees with the amount, nature, and priority of the claim set forth in the Schedules, and (iii) the claimant agrees that the claim is an obligation of the specific Debtor which has listed the claim in its Schedules;³

³ Should the Debtors amend or supplement their Schedules subsequent to entry of the order establishing the Claim Deadlines, the Debtors will give notice of any amendment or supplement to the holders of the claims affected thereby, and such holders shall be afforded thirty (30) days from the date on which such notice is given to file Proofs of Claims in respect of their claims.

- (c) Your claim has been allowed by order of the Court entered on or before the Claim Deadlines;
- (d) Your claim has been satisfied in full prior to the Claim Deadlines;
- (e) Your claim is allowable under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
- (f) You hold an interest in either Debtor, which interest is based **exclusively** upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security interest; **provided, however**, that if you wish to assert any claim (as opposed to ownership interest) against any of the Debtors that arises out of or relates to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, you must file its Proof of Claim on or before the Claim Deadlines, unless another exception identified herein applies; and
- (g) The Court has already fixed a specific deadline for a Proof of Claim to be filed with respect to your claim.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

3. CLAIMS ARISING UNDER EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you are a party to an executory contract or unexpired lease with a Debtor and assert a claim for amounts accrued and unpaid on the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the Claim Deadlines, unless an exception in Section 2 otherwise applies.

If in addition you hold a claim that arises from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection on or before the later of (i) the Claim Deadlines, or (ii) the date that is thirty (30) days following service of notice of the effective date of such rejection (unless the order authorizing such rejection provides otherwise).

4. WHEN AND WHERE TO FILE A PROOF OF CLAIM

For any Proof of Claim to be validly and properly filed, a **signed original** of a completed Proof of Claim, must be delivered to the Trident Microsystems Claims Processing Center, **so as to be actually received on or before the Claim Deadlines** at the following address:

Trident Microsystems Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
(the "Trident Microsystems Claims Processing Center")

Proofs of Claims may be delivered by first class mail, overnight mail services, or by hand delivery, but will be deemed timely filed only if actually received by the Trident Microsystems Claims Processing Center on or before the Claim Deadlines. Proofs of Claims delivered by facsimile, telecopy, or electronic mail transmission will NOT be accepted.

5. HOW TO FILE A PROOF OF CLAIM

Attached hereto is a copy of Official Form 10. Additional copies of Official Form 10 may be obtained at <http://www.uscourts.gov/bkforms> or <http://www.kccllc.net> or by calling KCC at (866) 967-0267.

If you file a Proof of Claim, your filed Proof of Claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (iii) be in the English language; (iv) be denominated in united States currency; and (v) confirm substantially with Official Form 10.

Any holder of a claim against more than one Debtor must file a separate Proof of Claim against each Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which such claim is asserted and the case number of that Debtor's bankruptcy case. Trident Microsystems, Inc.'s bankruptcy case is proceeding as chapter 11 case no. 12-10069 and Trident Microsystems (Far East) Ltd.'s bankruptcy case is proceeding as chapter 11 case no. 12-10070.

If you file a Proof of Claim and wish to receive a file-stamped receipt copy by return mail, you must include with your Proof of Claim an additional copy of your Proof of Claim and a self-addressed, postage-paid envelope.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.

6. WHO MUST FILE A SECTION 503(b)(9) CLAIM REQUEST AND HOW TO FILE A SECTION 503(b)(9) CLAIM REQUEST

All parties who seek to assert a claim an administrative expense claims pursuant to section 503(b)(9) of the Bankruptcy Code⁴ against the Debtor (each a “Section 503(b)(9) Claimant”) must submit a Section 503(b)(9) Claim Request. Attached hereto is a copy of a Section 503(b)(9) Claim Request.

Section 503(b)(9) Claim Requests must set forth with specificity: (i) the amount of the Section 503(b)(9) Claim; (ii) the particular Debtor against which the Section 503(b)(9) Claim is asserted; and (iii) the value of the goods the Section 503(b)(9) Claimant contends the Debtor received within twenty (20) days before the Petition Date. Further, the Section 503(b)(9) Claim request should include or attach documentation identifying the particular invoices for which any such Section 503(b)(9) Claim is being asserted. Any Section 503(b)(9) Claim Request must include a certification that the goods with respect to which the Section 503(b)(9) Claim is being filed were sold in the ordinary course of business. Finally, Section 503(b)(9) Claim Requests must: be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; be in the English language; and be denominated in United States currency.

For any Section 503(b)(9) Claim to be validly and properly filed, a signed original of a completed Section 503(b)(9) Claim Request must be delivered to the Trident Microsystems Claims Processing Center, so as to be actually received by the Trident Microsystems Claims Processing Center on the Section 503(b)(9) Claim Deadline, with a copy to DLA Piper LLP (US), 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601 (Attn: James R. Irving).

Any holder of a Section 503(b)(9) Claim against more than one Debtor must file a separate Section 503(b)(9) Claim Request with each Debtor and all holders of claims must identify on their Section 503(b)(9) Claim Request the specific Debtor against which the claim is asserted and the case number of that Debtor’s bankruptcy case. The Debtors’ names and case numbers are set forth above.

If you file a Section 503(b)(9) Claim Request and wish to receive a file-stamped receipt copy by return mail, you must include with your Section 503(b)(9) Claim Request an additional copy of your Section 503(b)(9) Claim Request and a self-addressed, postage-paid envelope.

YOU SHOULD ATTACH TO YOUR COMPLETED SECTION 503(b)(9) CLAIM REQUEST FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.

⁴ “(b) After notice and a hearing, there shall be allowed administrative expenses, other than claims allowed under section 502(f) of this title, including . . . (9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor’s business.” 11 U.S.C. § 503(b)(9).

7. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM OR SECTION 503(b)(9) CLAIM REQUEST BY THE CLAIM DEADLINES

Except with respect to claims described in Section 2 above, to the extent that either of the Debtors' bankruptcy estates does not have assets in excess of timely-filed, non-duplicative claims any holder of a claim against such Debtor who received notice of the Claim Deadlines (whether such notice was actually or constructively received pursuant to the procedures set forth in the Claim Deadline Order) and is required, but fails, to file a Proof of Claim or Section 503(b)(9) Claim Request in accordance with the Claim Deadline Order on or before the Claim Deadlines may be forever barred, estopped, and enjoined from asserting such claim against such Debtor (or filing a Proof of Claim or Section 503(b)(9) Claim Request with respect thereto), and such Debtor and its property may be forever discharged from all such indebtedness or liability with respect to such claim, and such holder may not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases or participate in any distribution from the Debtors on account of such claim or to receive further notices regarding such claim; provided, however, that a claimant shall be able to vote upon, and receive distributions under, any plan of reorganization or liquidation in this case to the extent, and in such amount, as any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such claimant.

8. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed in the Schedules as the holder of a claim against the Debtors.

Interested parties may examine copies of the Schedules free of charge at <http://www.kccllc.net/Trident> or for a fee on the Court's electronic docket <http://ecf.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://pacer.psc.uscourts.gov>), or by requesting a copy by calling KCC at (866) 967-0267.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

As set forth above, if your claim is listed in the Debtors' Schedules, and you agree with the nature, amount, priority and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified, and if your claim is not described in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Claim Deadlines, in accordance with the procedures set forth in this Notice.

If the Debtors amend or supplement their Schedules subsequent to the date hereof, and if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a schedule, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent and the affected claimant has not filed a proof of claim, you may file a proof of claim on the later of (i) the applicable Claim Deadlines or (ii) the first business day following thirty

(30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009(a), but, in the case of any amendment to the Schedules after the Claim Deadlines where you did not file a proof of claim prior to the Claim Deadlines, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; provided, however, that creditors are not entitled to an extension of the Claim Deadlines if an amendment to the Schedules increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

9. EFFECT OF SUBSEQUENT NOTICE

If the Debtors determine after the mailing date of this Notice that an additional party or parties should appropriately receive the Claim Deadline Notice, the date by which a proof of claim must be filed by such party or parties shall be the later of (i) the Claim Deadlines or (ii) the date that is thirty (30) calendar days after the mailing of an amended notice to such additional party or parties.

Notwithstanding the above, the last day for any entity asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Claim Deadlines or (ii) the first business day that is at least thirty (30) calendar days after the mailing of notice of entry of order approving the avoidance of the transfer.

Dated: June __, 2012
Wilmington, Delaware

/s/ Stuart M. Brown

Stuart M. Brown (DE 4050)
Cynthia Moh (DE 5041)
DLA PIPER LLP (US)
919 North Market Street, Suite 1500
Wilmington, Delaware 19801
Telephone: (302) 468-5700
Facsimile: (302) 394-2341
Email: stuart.brown@dlapiper.com
cynthia.moh@dlapiper.com

-and-

Richard A. Chesley (IL 6240877)
Kimberly D. Newmarch (DE 4340)
Chun I. Jang (DE 4790)
DLA PIPER LLP (US)
203 N. LaSalle Street, Suite 1900
Chicago, Illinois 60601
Telephone: (312) 368-4000
Facsimile: (312) 236-7516
Email: richard.chesley@dlapiper.com
kim.newmarch@dlapiper.com
chun.jang@dlapiper.com

ATTORNEYS FOR DEBTORS AND DEBTORS IN
POSSESSION

Exhibit C

(Publication Notice)



**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

-----X
In re :
 : Chapter 11
Trident Microsystems, Inc., *et al.*,⁵ :
 : Case No. 12-10069 (CSS)
 :
 Debtors. : (Jointly Administered)
 :
 :
-----X

**NOTICE OF DEADLINE FOR FILING
PROOFS OF CLAIM AND SECTION 503(b)(9) CLAIM REQUESTS**

PLEASE TAKE NOTICE that on January 4, 2012 (the "Petition Date"), Trident Microsystems, Inc. and Trident Microsystems (Far East) Ltd. (collectively, the "Debtors") filed voluntary petitions pursuant to chapter 11 of title 11 of the United States Code (the "Bankruptcy Code").

PLEASE TAKE FURTHER NOTICE that, on April 27, 2012, the Debtors filed the Motion of the *Debtors and Debtors in Possession Motion for an Order Establishing Deadlines for Filing Proofs of Claim and Section 503(b)(9) Claim Requests and Approving the Form and Manner of Notice Thereof* (the "Motion").⁶

PLEASE TAKE FURTHER NOTICE that, on June 8, 2012, the United States Bankruptcy Court for the District of Delaware (the "Court") having jurisdiction over the Debtors' chapter 11 cases entered an order (the "Claim Deadline Order") establishing July 13, 2012 at 5:00 p.m. (Eastern Daylight Time) (the "General Claim Deadline") as the deadline for each person or entity, including, without limitation, individuals, partnerships, corporations, joint ventures and trusts, and Governmental Units (as defined in section 101(27) of the Bankruptcy Code) to file a proof of claim ("Proof of Claim") against any of the Debtors for a claim that arose prior to the Petition Date, establishing July 13, 2012 at 5:00 p.m. (Eastern Daylight Time) (the "Government Claim Deadline") as the deadline for each Governmental Units (as defined in section 101(27) of the Bankruptcy Code) to file a Proof of Claim against any of the Debtors that arose prior to the Petition Date, and establishing July 13, 2012 at 5:00 p.m. (Eastern Daylight Time) (the "Section 503(b)(9) Claim Deadline") as the deadline for each person or entity, including, without limitation, individuals, partnerships, corporations, joint ventures and trusts to file a request for payment for an administrative claim pursuant to Section 503(b)(9) of the

⁵ 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 94085.

⁶ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

Bankruptcy Code (a “Section 503(b)(9) Claim Request”) against any of the Debtors that arose prior to the Petition Date

A CLAIMANT SHOULD CONSULT AN ATTORNEY IF THE CLAIMANT HAS ANY QUESTIONS, INCLUDING WHETHER TO FILE A PROOF OF CLAIM OR SECTION 503(b)(9) CLAIM REQUEST.

If you have any questions with respect to this notice, you may contact the Debtors’ claims agent, Kurtzman Carson Consultants (“KCC”) at (866) 967-0267, or by emailing to TridentInfo@kccllc.com.

1. WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a Proof of Claim if you have a claim that arose prior to the Petition Date, and it is not a claim described in Section 2 below. Acts or omissions of the Debtors that arose prior to the Petition Date may give rise to claims against the Debtors that must be filed by the Claim Deadlines, notwithstanding that such claims may not have matured or become fixed or liquidated as of the Petition Date. **You must file a claim if you are or were an officer, director, or employee and have a claim for identification, contribution, or reimbursement, even if such claim is contingent and unliquidated.**

Under section 101(5) of the Bankruptcy Code and as used herein, the word “claim” means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

2. WHO NEED NOT FILE A PROOF OF CLAIM

You need **NOT** file a Proof of Claim if:

- (a) You have **already** properly filed a Proof of Claim against a Debtor with the Clerk of the United States Bankruptcy Court for the District of Delaware or KCC in a form substantially similar to Official Form 10;
- (b) Your claim is listed on a Debtor’s Schedule D, E, or F, and (i) the claim is **not** described as “disputed,” “contingent,” or “unliquidated,” (ii) the claimant agrees with the amount, nature, and priority of the claim set forth in the Schedules, and (iii) the claimant agrees that the claim is an obligation of the specific Debtor which has listed the claim in its Schedules;⁷

⁷ Should the Debtors amend or supplement their Schedules subsequent to entry of the order establishing the Claim Deadlines, the Debtors will give notice of any amendment or supplement to the holders of the claims affected thereby, and such holders shall be afforded thirty (30) days from the date on which such notice is given to file Proofs of Claims in respect of their claims.

- (c) Your claim has been allowed by order of the Court entered on or before the Claim Deadlines;
- (d) Your claim has been satisfied in full prior to the Claim Deadlines;
- (e) Your claim is allowable under sections 503(b) or 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
- (f) You hold an interest in either Debtor, which interest is based **exclusively** upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security interest; **provided, however**, that if you wish to assert any claim (as opposed to ownership interest) against any of the Debtors that arises out of or relates to the ownership or purchase of an interest, including claims arising out of or relating to the sale, issuance, or distribution of the interest, you must file its Proof of Claim on or before the Claim Deadlines, unless another exception identified herein applies; and
- (g) The Court has already fixed a specific deadline for a Proof of Claim to be filed with respect to your claim.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ANY OF THE DEBTORS.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

3. CLAIMS ARISING UNDER EXECUTORY CONTRACTS AND UNEXPIRED LEASES

If you are a party to an executory contract or unexpired lease with a Debtor and assert a claim for amounts accrued and unpaid on the Petition Date pursuant to such executory contract or unexpired lease (other than a rejection damages claim), you must file a Proof of Claim for such amounts on or before the Claim Deadlines, unless an exception in Section 2 otherwise applies.

If in addition you hold a claim that arises from the rejection of an executory contract or unexpired lease, you must file a Proof of Claim based on such rejection on or before the later of (i) the Claim Deadlines, or (ii) the date that is thirty (30) days following service of notice of the effective date of such rejection (unless the order authorizing such rejection provides otherwise).

4. WHEN AND WHERE TO FILE A PROOF OF CLAIM

For any Proof of Claim to be validly and properly filed, a **signed original** of a completed Proof of Claim, must be delivered to the Trident Microsystems Claims Processing Center, **so as to be actually received on or before the Claim Deadlines** at the following address:

Trident Microsystems Claims Processing
c/o Kurtzman Carson Consultants LLC
2335 Alaska Avenue
El Segundo, California 90245
(the "Trident Microsystems Claims Processing Center")

Proofs of Claims may be delivered by first class mail, overnight mail services, or by hand delivery, but will be deemed timely filed only if actually received by the Trident Microsystems Claims Processing Center on or before the Claim Deadlines. Proofs of Claims delivered by facsimile, telecopy, or electronic mail transmission will NOT be accepted.

5. HOW TO FILE A PROOF OF CLAIM

A copy of Official Form 10 may be obtained at <http://www.uscourts.gov/bkforms> or <http://www.kccllc.net> or by calling KCC at (866) 967-0267.

If you file a Proof of Claim, your filed Proof of Claim must (i) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; (ii) include supporting documentation (if voluminous, attach a summary) or explanation as to why documentation is not available; (iii) be in the English language; (iv) be denominated in United States currency; and (v) conform substantially with Official Form 10.

Any holder of a claim against more than one Debtor must file a separate Proof of Claim against each Debtor and all holders of claims must identify on their Proof of Claim the specific Debtor against which such claim is asserted and the case number of that Debtor's bankruptcy case. Trident Microsystems, Inc.'s bankruptcy case is proceeding as chapter 11 case no. 12-10069 and Trident Microsystems (Far East) Ltd.'s bankruptcy case is proceeding as chapter 11 case no. 12-10070.

If you file a Proof of Claim and wish to receive a file-stamped receipt copy by return mail, you must include with your Proof of Claim an additional copy of your Proof of Claim and a self-addressed, postage-paid envelope.

YOU SHOULD ATTACH TO YOUR COMPLETED PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.

6. WHO MUST FILE A SECTION 503(b)(9) CLAIM REQUEST AND HOW TO FILE A SECTION 503(b)(9) CLAIM REQUEST

All parties who seek to assert a claim an administrative expense claims pursuant to section 503(b)(9) of the Bankruptcy Code⁸ against the Debtor (each a "Section 503(b)(9) Claimant") must submit a Section 503(b)(9) Claim Request. A copy of a Section 503(b)(9) Claim Request may be obtained at <http://www.kccllc.net> or by calling KCC at (866) 967-0267.

Section 503(b)(9) Claim Requests must set forth with specificity: (i) the amount of the Section 503(b)(9) Claim; (ii) the particular Debtor against which the Section 503(b)(9) Claim is asserted; and (iii) the value of the goods the Section 503(b)(9) Claimant contends the Debtor received within twenty (20) days before the Petition Date. Further, the Section 503(b)(9) Claim request should include or attach documentation identifying the particular invoices for which any such Section 503(b)(9) Claim is being asserted. Any Section 503(b)(9) Claim Request must include a certification that the goods with respect to which the Section 503(b)(9) Claim is being filed were sold in the ordinary course of business. Finally, Section 503(b)(9) Claim Requests must: be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant; be in the English language; and be denominated in United States currency.

For any Section 503(b)(9) Claim to be validly and properly filed, a signed original of a completed Section 503(b)(9) Claim Request must be delivered to the Trident Microsystems Claims Processing Center, so as to be actually received by the Trident Microsystems Claims Processing Center on the Section 503(b)(9) Claim Deadline, with a copy to DLA Piper LLP (US), 203 N. LaSalle Street, Suite 1900, Chicago, Illinois 60601 (Attn: James R. Irving).

Any holder of a Section 503(b)(9) Claim against more than one Debtor must file a separate Section 503(b)(9) Claim Request with each Debtor and all holders of claims must identify on their Section 503(b)(9) Claim Request the specific Debtor against which the claim is asserted and the case number of that Debtor's bankruptcy case. The Debtors' names and case numbers are set forth above.

If you file a Section 503(b)(9) Claim Request and wish to receive a file-stamped receipt copy by return mail, you must include with your Section 503(b)(9) Claim Request an additional copy of your Section 503(b)(9) Claim Request and a self-addressed, postage-paid envelope.

YOU SHOULD ATTACH TO YOUR COMPLETED SECTION 503(b)(9) CLAIM REQUEST FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.

⁸ "(b) After notice and a hearing, there shall be allowed administrative expenses, other than claims allowed under section 502(f) of this title, including . . . (9) the value of any goods received by the debtor within 20 days before the date of commencement of a case under this title in which the goods have been sold to the debtor in the ordinary course of such debtor's business." 11 U.S.C. § 503(b)(9).

7. CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM OR SECTION 503(b)(9) CLAIM REQUEST BY THE CLAIM DEADLINES

Except with respect to claims described in Section 2 above, to the extent that either of the Debtors' bankruptcy estates does not have assets in excess of timely-filed, non-duplicative claims any holder of a claim against such Debtor who received notice of the Claim Deadlines (whether such notice was actually or constructively received pursuant to the procedures set forth in the Claim Deadline Order) and is required, but fails, to file a Proof of Claim or Section 503(b)(9) Claim Request in accordance with the Claim Deadline Order on or before the Claim Deadlines may be forever barred, estopped, and enjoined from asserting such claim against such Debtor (or filing a Proof of Claim or Section 503(b)(9) Claim Request with respect thereto), and such Debtor and its property may be forever discharged from all such indebtedness or liability with respect to such claim, and such holder may not be permitted to vote to accept or reject any chapter 11 plan filed in these chapter 11 cases or participate in any distribution from the Debtors on account of such claim or to receive further notices regarding such claim; provided, however, that a claimant shall be able to vote upon, and receive distributions under, any plan of reorganization or liquidation in this case to the extent, and in such amount, as any undisputed, noncontingent and liquidated claims identified in the Schedules on behalf of such claimant.

8. THE DEBTORS' SCHEDULES AND ACCESS THERETO

You may be listed in the Schedules as the holder of a claim against the Debtors.

Interested parties may examine copies of the Schedules free of charge at <http://www.kccllc.net/Trident> or for a fee on the Court's electronic docket <http://ecf.deb.uscourts.gov> (a PACER login and password are required and can be obtained through the PACER Service Center at <http://pacer.psc.uscourts.gov>), or by requesting a copy by calling KCC at (866) 967-0267.

If you rely on the Debtors' Schedules, it is your responsibility to determine that the claim is accurately listed in the Schedules.

As set forth above, if your claim is listed in the Debtors' Schedules, and you agree with the nature, amount, priority and status of your claim as listed in the Debtors' Schedules, and if you do not dispute that your claim is only against the Debtor specified, and if your claim is not described in the Schedules as "disputed," "contingent," or "unliquidated," you need not file a Proof of Claim. Otherwise, or if you decide to file a Proof of Claim, you must do so before the Claim Deadlines, in accordance with the procedures set forth in this Notice.

If the Debtors amend or supplement their Schedules subsequent to the date hereof, and if an amendment to the Schedules reduces the liquidated amount of a scheduled claim, or reclassifies a schedule, undisputed, liquidated, non-contingent claim as disputed, unliquidated, or contingent and the affected claimant has not filed a proof of claim, you may file a proof of claim on the later of (i) the applicable Claim Deadlines or (ii) the first business day following thirty

(30) calendar days after the mailing of the notice of such amendment in accordance with Bankruptcy Rule 1009(a), but, in the case of any amendment to the Schedules after the Claim Deadlines where you did not file a proof of claim prior to the Claim Deadlines, only to the extent such proof of claim does not exceed the amount scheduled for such claim before the amendment; provided, however, that creditors are not entitled to an extension of the Claim Deadlines if an amendment to the Schedules increases the scheduled amount of an undisputed, liquidated, non-contingent claim.

9. EFFECT OF SUBSEQUENT NOTICE

If the Debtors determine after the mailing date of this Notice that an additional party or parties should appropriately receive the Claim Deadline Notice, the date by which a proof of claim must be filed by such party or parties shall be the later of (i) the Claim Deadlines or (ii) the date that is thirty (30) calendar days after the mailing of an amended notice to such additional party or parties.

Notwithstanding the above, the last day for any entity asserting a claim arising from the recovery of a voidable transfer will be the later of (i) the Claim Deadlines or (ii) the first business day that is at least thirty (30) calendar days after the mailing of notice of entry of order approving the avoidance of the transfer.