

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

In re:	)	
	)	Chapter 11
CONEXANT SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 13-10367 (MFW)
	)	
Debtors.	)	Joint Administration Requested
	)	
	)	<b>Related to Docket No. 10</b>

**INTERIM ORDER (I) DETERMINING  
ADEQUATE ASSURANCE OF PAYMENT FOR  
FUTURE UTILITY SERVICES, (II) PROHIBITING  
UTILITY PROVIDERS FROM ALTERING, REFUSING  
OR DISCONTINUING UTILITY SERVICE AND (III) ESTABLISHING  
ADEQUATE ASSURANCE PROCEDURES AND SETTING A FINAL HEARING**

Upon the motion (the “*Motion*”)<sup>2</sup> of the Debtors for entry of an interim order (this “*Order*”) pursuant to sections 105(a) and 366 of the Bankruptcy Code, Bankruptcy Rule 6003(b) and Rule 9013-1(m) of the Local Rules, (a) determining that the Utility Providers have been provided with adequate assurance of payment, (b) approving the Proposed Adequate Assurance, including the related Adequate Assurance Procedures, (c) prohibiting the Utility Providers from altering, refusing or discontinuing services on account of prepetition amounts outstanding or on account of any perceived inadequacy of the Debtors’ proposed adequate assurance pending entry of a Final Order, (d) determining that the Debtors are not required to provide any additional adequate assurance beyond what is proposed by the Motion and the Adequate Assurance

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601). The Debtors’ main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

Procedures attached hereto as **Exhibit 1** and (e) scheduling the Final Hearing, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon consideration of the First Day Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted on an interim basis to the extent provided herein.
2. The Debtors are authorized to deposit the Adequate Assurance Deposit, on or before the date that is 20 days after the Petition Date, in the amount of \$72,000 into the Utility Deposit Account.
3. The Adequate Assurance Deposit, together with the Debtors’ ability to pay for future utility services in the ordinary course of business, shall constitute adequate assurance of future payment as required by section 366(b) of the Bankruptcy Code, pending entry of the Final Order.

4. All Utility Providers are prohibited from altering, refusing or discontinuing service on account of any unpaid prepetition charges or the commencement of these chapter 11 cases, pending entry of a Final Order.

5. The Adequate Assurance Procedures attached hereto as **Exhibit 1** are hereby approved. All Utility Providers are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

6. Any Utility Provider that desires to request additional or different adequate assurance of future payment (each, a “***Request***”) must do so in accordance with the Adequate Assurance Procedures.

7. All Utility Providers who do not file an objection or make a Request pursuant to the Adequate Assurance Procedures are deemed to consent to the Adequate Assurance Procedures and shall be bound by the Final Order.

8. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

9. The Debtors are authorized, in their discretion, to amend the Utility Service List, a copy of which is attached hereto as **Exhibit 2**, to add or delete any Utility Provider and the Debtors shall add to the Adequate Assurance Deposit an amount equal to two weeks of utility service for each subsequently-added Utility Provider as soon as practicable, subject to the prepetition secured lender’s consent. Any Utility Provider subsequently added to the Utility Service List shall be bound by the Adequate Assurance Procedures attached hereto as **Exhibit 1**.

10. The relief granted herein is for all Utility Providers providing utility services to the Debtors and is not limited to those parties or entities listed on the Utility Service List.

11. The Final Hearing Notice attached hereto as **Exhibit 3** is hereby approved. The Debtors shall serve a copy of the Motion, this Order and the Final Hearing Notice on each of the Utility Providers on the Utility Service List within three business days of entry of this Order.

12. The Debtors' service of the Motion upon the Utility Service List shall not constitute an admission or concession that such entities are a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

13. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, or budget in connection therewith approved by this Court in these cases.

14. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or the assumption or adoption of any agreement, contract or lease under section 365 of the Bankruptcy Code.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

16. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or are otherwise deemed waived.

17. Notwithstanding the possible applicability of Bankruptcy Rule 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.

18. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry. The Final Hearing on the Motion shall be held on April 10, 2013 at 11:30 a.m./p.m. prevailing Eastern Time. Any objections or responses to entry of the proposed Final Order shall be filed **seven days before** the Final Hearing and served on the following parties: (a) the Debtors, 4000 MacArthur Blvd., Newport Beach, California 92660, Attn: Dennis Gallagher, Esq.; (b) proposed counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, Esq.; (c) proposed co-counsel for the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti, Esq.; (d) counsel to the senior secured noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Michael S. Stamer, Esq.; (e) counsel to Golden Gate Private Equity, Inc., DLA Piper, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601, Attn: Chris L. Dickerson, Esq.; (f) counsel to August Capital, Cooley LLP, 101 California Street, 5th Floor, San Francisco, California 94111-5800, Attn: Robert L. Eisenbach III, Esq.; (g) counsel to any statutory committee appointed in these chapter 11 cases; and (h) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton, Esq. In the event no objections to entry of the Final Order are timely received, the Court may enter the Final Order without need for the Final Hearing.

19. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: March, 2013  
Wilmington, Delaware

  
United States Bankruptcy Judge

**Exhibit 1**

**Adequate Assurance Procedures**



- a. Any Request must be sent so that it is received by the following parties: (a) the Debtors, 4000 MacArthur Blvd., Newport Beach, California 92660, Attn: Dennis Gallagher, Esq.; (b) proposed counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, Esq.; (c) proposed co-counsel for the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti, Esq.; (d) counsel to the senior secured noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Michael S. Stamer, Esq.; (e) counsel to any statutory committee appointed in these chapter 11 cases; and (h) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton, Esq. (collectively, the "*Notice Parties*").
- b. Any Request must (i) be made in writing; (ii) set forth the location for which utility services are provided; (iii) include a summary of the Debtors' payment history relevant to the affected account(s), including any security deposits; and (iv) explain why the Utility Provider believes the Debtors' Proposed Adequate Assurance is not sufficient adequate assurance of future payment.
- c. Any Utility Provider that objects to the Debtors' Proposed Adequate Assurance must file and serve a Request.
- d. For those Utility Providers that are added to the Utility Service List, the Debtors will serve a copy of the Motion, the Interim order and/or the Final Order, as appropriate, the Utility Service List and a notice substantially in the form attached to the Interim Order as **Exhibit 3**, on such subsequently added Utility Provider. If a subsequently added Utility Provider objects to the Debtors' Proposed Adequate Assurance, such Utility Provider shall file a Request and serve it upon the Notice Parties.
- e. The Debtors are authorized to resolve, in their discretion, subject to the prepetition secured lender's consent, any Request by mutual agreement with the Utility Provider and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Provider with alternative adequate assurance of payment, including cash deposits, prepayments and other



forms of security, without further order of this Court if the Debtors believe such alternative assurance is reasonable.<sup>3</sup>

- f. To the extent the Debtors are unable to consensually resolve a Request by mutual agreement, the Debtors reserve the right to seek a hearing with the Court (at the Final Hearing or otherwise) (the “**Determination Hearing**”) to determine the appropriate amount of adequate assurance required with respect to such Request pursuant to section 366(c)(3) of the Bankruptcy Code.
- g. Pending resolution of any such Determination Hearing, the Utility Provider filing such Request shall be prohibited from altering, refusing, or discontinuing service to the Debtors on account of unpaid charges for prepetition services or on account of any objections to the Proposed Adequate Assurance.

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<sup>3</sup> The Debtors reserve the right to decrease the amount of the Adequate Assurance Deposit on a proportionate basis with respect to any resolved Request.

**Exhibit 2**

**Utility Service List**

Utility Service List

PROVIDER	PROVIDER ADDRESS	SERVICE	ACCOUNT # (IF KNOWN)	ADEQUATE ASSURANCE
AT&T	P. O. BOX 105107 ATLANTA, GA 30348-5107 USA	COMMUNICATIONS		\$100
AT&T	PO BOX 105068 ATLANTA, GA 30348 USA	COMMUNICATIONS		\$100
AT&T	PO BOX 5019 CAROL STREAM, IL 60197 USA	COMMUNICATIONS		\$100
AT&T	PO BOX 5019 CAROL STREAM, IL 60197-5019 USA	COMMUNICATIONS		\$100
AT&T	PO BOX 5019 CAROL STREAM, IL 60197-5019 USA	COMMUNICATIONS		\$100
AT&T	PO BOX 5019 CAROL STREAM, IL 60197-5019 USA	COMMUNICATIONS		\$100
AT&T	PO BOX 5091 CAROL STREAM, IL 60197-5091 USA	COMMUNICATIONS		\$100
AT&T DATA	PO BOX 5019 CAROL STREAM, IL 60197 USA	COMMUNICATIONS		\$1000
AT&T DATA	PO BOX 5019 CAROL STREAM, IL 60197-5019 USA	COMMUNICATIONS		\$1000
AT&T DATA	PO BOX 5091 CAROL STREAM, IL 60197-5091 USA	COMMUNICATIONS		\$1000
ATT MOBILITY	NATIONAL BUSINESS SERVICES PO BOX 9004 CAROL STREAM, IL 60197-9004 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100

PROVIDER	PROVIDER ADDRESS	SERVICE	ACCOUNT # (IF KNOWN)	ADEQUATE ASSURANCE
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
BRIGHT HOUSE	PO BOX 30765 TAMPA, FL 33630- 3765 USA	COMMUNICATIONS	8223170144052130	\$100
CHINA TELECOM	607 HERNDON PARKWAY HERNDON, VA 20170 USA	COMMUNICATIONS	AMCONEXD	\$250
CITY TREASURER SAN DIEGO	WATER DEPARTMENT PO BOX 129020 SAN DIEGO, CA 92112-9020 USA	WATER/SEWER		\$2000
COMCAST	PO BOX 1577 NEWARK, NJ 07101 USA	COMMUNICATIONS		\$1000
COX COMMUNICATIONS	PO BOX 53214 PHOENIX, AZ 85072- 3214 USA	COMMUNICATIONS		\$1000
EDCO DISPOSAL CORPORATION	6670 FEDERAL BLVD. LEMON GROVE, CA 91945 USA	WATER/SEWER		\$500
EMCOR SERVICE MESA ENERGY SYSTEMS	2 CROWWELL IRVINE, CA 92618	GAS/ELECTRIC	CONE02	\$1000
GXS	PO BOX 31001-0828 PASADENA, CA 91110-0828 USA	COMMUNICATIONS		\$1000
HTS - HAZARDOUS WASTE TRANSPORTATION SERVICES, INC.	10600 SO. PAINTER AVE. SANTA FE SPRINGS, CA 90670 USA	WASTE		\$1000
INTERCALL	PO BOX 281866 ATLANTA, GA 30384 USA	COMMUNICATIONS		\$4000
IRVINE RANCH WATER DISTRICT	PO BOX 51403 LOS ANGELES, CA 90051-5703 USA	WATER/SEWER		\$2000

PROVIDER	PROVIDER ADDRESS	SERVICE	ACCOUNT # (IF KNOWN)	ADEQUATE ASSURANCE
LEVEL 3 COMMUNICATIONS	PO BOX 910182 DENVER, CO 80291 USA	COMMUNICATIONS		\$5000
NTT AMERICA	PO BOX 660322 DALLAS, TX 75266 USA	COMMUNICATIONS	40062204	\$5000
PAETEC	PO BOX 1283 BUFFALO, NY 14240- 1283 USA	COMMUNICATIONS	2570731	\$1000
SAN DIEGO GAS & ELECTRIC COMPANY	PO BOX 25111 SANTA ANA, CA 92799-5111 USA	GAS/ELECTRIC	85179667263	\$2000
SKYPE	3210 PORTER DR PALO ALTO, CA 94304 USA	COMMUNICATIONS	1233711206	\$1000
SOUTHERN CALIFORNIA EDISON	PO BOX 300 ROSEMEAD, CA 91772-0001 USA	ELECTRIC		\$26000
THE GAS COMPANY	PO BOX C MONTEREY PARK, CA 91756 USA	GAS	10290793016	\$3000
TW TELECOM	PO BOX 172567 DENVER, CO 80217- 2567 USA	COMMUNICATIONS		\$3000
VERIZON BUSINESS	PO BOX 660072 DALLAS, TX 75266- 0072 USA	COMMUNICATIONS		\$1000
VERIZON WEST	PO BOX 920041 DALLAS, TX 75392- 0041 USA	COMMUNICATIONS		\$1000
VERIZON WIRELESS	PO BOX 25505 LEHIGH VALLEY, PA 18002-5505 USA	COMMUNICATIONS		\$100
WATER & WASTEWATER SERVICES	PO BOX 129020 SAN DIEGO, CA 92112 USA	WATER/SEWER		\$2000
BOUGUES TELECOM	SERVICE CLIENTS 60436 NOAILLES FRANCE	COMMUNICATIONS		\$500
EDF GDF (DD) AGENCE DE SURESNES	49 51 RUE DE STALINFRAD NANTERRE CEDEX 92023 FRANCE	GAS/ELECTRIC		\$1000
ORANGE	SERVICE CLIENT ORANGE BUSINESS SERVICES 41964 BLOIS FRANCE	PHONE AND INTERNET SERVICES		\$500

**Exhibit 3**

**Final Hearing Notice**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

	)				
In re:	)				Chapter 11
	)				
CONEXANT SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)				Case No. 13-10367 (MFW)
	)				
Debtors.	)				Joint Administration Requested
	)				

**NOTICE OF FINAL HEARING OF THE  
DEBTORS' MOTION FOR ENTRY OF INTERIM AND  
FINAL ORDERS (I) DETERMINING ADEQUATE ASSURANCE OF  
PAYMENT FOR FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY  
PROVIDERS FROM ALTERING, REFUSING OR DISCONTINUING UTILITY  
SERVICE AND (III) ESTABLISHING ADEQUATE ASSURANCE PROCEDURES**

**Commencement of Chapter 11 Cases.** On February 28, 2013, (the "*Petition Date*"), Conexant Systems, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "*Debtors*") filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"), in the United States Bankruptcy Court for the District of Delaware (the "*Bankruptcy Court*").

**Debtors' Adequate Assurance.** On the *Petition Date*, the Debtors filed the *Debtors' Motion for Entry of Interim and Final Orders (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Service and (III) Establishing Adequate Assurance Procedures*, [Docket No. 10] (the "*Motion*"). On \_\_\_\_\_, 2013, the Bankruptcy Court entered the *Interim Order (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Service and (III) Establishing Adequate Assurance Procedures and Setting a Final Hearing*, [Docket No. \_\_\_\_] (the "*Interim Order*"). A copy of the Interim Order is enclosed herewith.

**YOU ARE RECEIVING THIS NOTICE BECAUSE THE FINAL ORDER MAY AFFECT YOUR RIGHTS. IF YOU HAVE BEEN IDENTIFIED BY THE DEBTORS AS A UTILITY PROVIDER, YOUR ADDRESS AND THE SERVICES YOU PROVIDE TO THE DEBTORS ARE LISTED ON THE TABLE BELOW.**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660

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AT&T	PO BOX 5019 CAROL STREAM, IL 60197 USA	COMMUNICATIONS		\$100
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ATT WEST	PO BOX 5025 CAROL STREAM, IL 60197-5025 USA	COMMUNICATIONS		\$100
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BRIGHT HOUSE	PO BOX 30765 TAMPA, FL 33630- 3765 USA	COMMUNICATIONS	8223170144052130	\$100
CHINA TELECOM	607 HERNDON PARKWAY HERNDON, VA 20170 USA	COMMUNICATIONS	AMCONEXD	\$250
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COMCAST	PO BOX 1577 NEWARK, NJ 07101 USA	COMMUNICATIONS		\$1000
COX COMMUNICATIONS	PO BOX 53214 PHOENIX, AZ 85072- 3214 USA	COMMUNICATIONS		\$1000
EDCO DISPOSAL CORPORATION	6670 FEDERAL BLVD. LEMON GROVE, CA 91945 USA	WATER/SEWER		\$500
EMCOR SERVICE MESA ENERGY SYSTEMS	2 CROWWELL IRVINE, CA 92618	GAS/ELECTRIC	CONE02	\$1000
GXS	PO BOX 31001-0828 PASADENA, CA 91110-0828 USA	COMMUNICATIONS		\$1000
HTS - HAZARDOUS WASTE TRANSPORTATION SERVICES, INC.	10600 SO. PAINTER AVE. SANTA FE SPRINGS, CA 90670 USA	WASTE		\$1000
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IRVINE RANCH WATER DISTRICT	PO BOX 51403 LOS ANGELES, CA 90051-5703 USA	WATER/SEWER		\$2000
LEVEL 3 COMMUNICATIONS	PO BOX 910182 DENVER, CO 80291 USA	COMMUNICATIONS		\$5000

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PAETEC	PO BOX 1283 BUFFALO, NY 14240- 1283 USA	COMMUNICATIONS	2570731	\$1000
SAN DIEGO GAS & ELECTRIC COMPANY	PO BOX 25111 SANTA ANA, CA 92799-5111 USA	GAS/ELECTRIC	85179667263	\$2000
SKYPE	3210 PORTER DR PALO ALTO, CA 94304 USA	COMMUNICATIONS	1233711206	\$1000
SOUTHERN CALIFORNIA EDISON	PO BOX 300 ROSEMEAD, CA 91772-0001 USA	ELECTRIC		\$26000
THE GAS COMPANY	PO BOX C MONTEREY PARK, CA 91756 USA	GAS	10290793016	\$3000
TW TELECOM	PO BOX 172567 DENVER, CO 80217- 2567 USA	COMMUNICATIONS		\$3000
VERIZON BUSINESS	PO BOX 660072 DALLAS, TX 75266- 0072 USA	COMMUNICATIONS		\$1000
VERIZON WEST	PO BOX 920041 DALLAS, TX 75392- 0041 USA	COMMUNICATIONS		\$1000
VERIZON WIRELESS	PO BOX 25505 LEHIGH VALLEY, PA 18002-5505 USA	COMMUNICATIONS		\$100
WATER & WASTEWATER SERVICES	PO BOX 129020 SAN DIEGO, CA 92112 USA	WATER/SEWER		\$2000
BOUGUES TELECOM	SERVICE CLIENTS 60436 NOAILLES FRANCE	COMMUNICATIONS		\$500
EDF GDF (DD) AGENCE DE SURESNES	49 51 RUE DE STALINFRAD NANTERRE CEDEX 92023 FRANCE	GAS/ELECTRIC		\$1000
ORANGE	SERVICE CLIENT ORANGE BUSINESS SERVICES 41964 BLOIS FRANCE	PHONE AND INTERNET SERVICES		\$500

The final hearing (the "*Final Hearing*") on the Motion will occur on \_\_\_\_\_, 2013 at \_\_\_\_\_ prevailing Eastern Time.

Pursuant to the Interim Order, any objections to the Motion must be filed and served on the Notice Parties listed in the Interim Order and the Adequate Assurance Procedures so that they are actually received no later than \_\_\_\_\_, 2013 at 4:00 p.m. prevailing Eastern Time.

**ANY UTILITY PROVIDER WHO FAILS TO FILE A TIMELY OBJECTION TO THE MOTION MAY BE BOUND BY THE PROPOSED ADEQUATE ASSURANCE (AS SET FORTH IN THE MOTION) AND THE FINAL ORDER APPROVING THE MOTION.**

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