

**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)
	)	(Jointly Administered)
	)	
Reorganized Debtors.	)	Hearing Date: February 26, 2014 at 11:30 a.m. (ET)
	)	Objection Deadline: February 19, 2014 at 4:00 p.m. (ET)

---

**NOTICE OF LIQUIDATING TRUSTEE’S FOURTH  
OMNIBUS (SUBSTANTIVE) OBJECTION TO CERTAIN NO  
LIABILITY CLAIMS (UNLIQUIDATED ASSUMED CONTRACT CLAIMS)**

PLEASE TAKE NOTICE that on January 27, 2014, the Trustee (the “Liquidating Trustee”) of the Conexant Liquidating Trust filed the attached *Liquidating Trustee’s Fourth Omnibus (Substantive) Objection to Certain No Liability Claims(Unliquidated Assumed Contract Claims)* (the “Fourth Trust Omnibus Objection”) with the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 3<sup>rd</sup> Floor, Wilmington, Delaware 19801 (the “Bankruptcy Court”), objecting to your claim(s) in these bankruptcy cases. **Substantive rights may be affected. Your claim(s) may be disallowed as a result of the Fourth Trust Omnibus Objection. Therefore, you should read both this Notice and the Fourth Trust Omnibus Objection carefully.** If you do not want the Bankruptcy Court to reduce, reclassify, and/or disallow your claim(s), then you or your attorney must (i) file a written response (a “Response”) to the Fourth Trust Omnibus Objection with the Bankruptcy Court, as set forth in the Fourth Trust Omnibus Objection, and (ii) serve the Response so that it is actually received by

---

<sup>1</sup> The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Conexant Systems, Inc. (9439). The Reorganized Debtor’s main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660. The chapter 11 cases of the Reorganized Debtor’s affiliated debtors have been closed.

the undersigned counsel to the Liquidating Trustee on or before **February 19, 2014 at 4:00 p.m. (Eastern Time)**.

PLEASE TAKE FURTHER NOTICE if no Response to the Fourth Trust Omnibus Objection is timely filed, served, and received in accordance with the above procedures, an order may be entered granting the relief requested in the Fourth Trust Omnibus Objection without further notice or hearing. If a Response to the Fourth Trust Omnibus Objection is timely filed, served, and received in accordance with the above procedures, a hearing on the Fourth Trust Omnibus Objection and the Response will be held before the Honorable Mary F. Walrath at the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, 5<sup>th</sup> Floor, Wilmington, Delaware 19801, on **February 26, 2014 at 11:30 a.m. (Eastern Time)** (the "Hearing"). Only a Response made in writing and timely filed and received will be considered by the Bankruptcy Court at the Hearing.

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE FOURTH TRUST OMNIBUS OBJECTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: Wilmington, Delaware  
January 27, 2014

WOMBLE CARLYLE SANDRIDGE & RICE LLP

/s/ Matthew P. Ward

Kevin J. Mangan (No. 3810)  
Matthew P. Ward (No. 4471)  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801  
Tel: (302) 252-4320  
Fax: (302) 252-4330

– and –

KELLEY DRYE & WARREN LLP  
James S. Carr (admitted pro hac vice)  
Craig A. Wolfe (admitted pro hac vice)  
Catherine L. Thompson  
101 Park Avenue  
New York, NY 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel for the Liquidating Trustee of the Conexant  
Liquidating Trust*

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

	)	Chapter 11
In re:	)	
	)	Case No. 13-10367 (MFW)
CONEXANT SYSTEMS, INC., <i>et al.</i> , <sup>2</sup>	)	(Jointly Administered)
	)	
Reorganized Debtors.	)	Hearing Date: February 26, 2014 at 11:30 a.m. (ET)
	)	Objection Deadline: February 19, 2014 at 4:00 p.m. (ET)

**LIQUIDATING TRUSTEE’S FOURTH OMNIBUS  
(SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY  
CLAIMS (UNLIQUIDATED ASSUMED CONTRACT CLAIMS)**

The Trustee (the “Liquidating Trustee”) of the Conexant Liquidating Trust (the “Trust”), by and through its undersigned counsel, hereby submits this omnibus objection (the “Fourth Trust Omnibus Objection”) seeking entry of an order pursuant to sections 105(a) and 502 of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 3007-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), disallowing in full the unliquidated claims (the “Unliquidated Assumed Contract Claims”) under assumed executory contracts and unexpired leases identified on Exhibits B and C hereto. An alphabetical index listing all claimants and claim numbers subject to the Fourth Trust Omnibus Objection is attached as Exhibit A hereto.

In support of this Fourth Trust Omnibus Objection, the Liquidating Trustee relies on the *Declaration of Stanley W. Mastil in Support of Liquidating Trustee’s Fourth Omnibus (Substantive) Objection to Certain No Liability Claims (Unliquidated Assumed Contract Claims)*

<sup>2</sup> The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Conexant Systems, Inc. (9439). The Reorganized Debtor’s main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660. The chapter 11 cases of the Reorganized Debtor’s affiliated debtors have been closed.

the “Mastil Declaration”), filed contemporaneously herewith. In further support of this Fourth Trust Omnibus Objection, the Liquidating Trustee respectfully represents as follows:

### **JURISDICTION**

1. This Court has jurisdiction to consider this Fourth Trust Omnibus Objection pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. §§ 157(b)(1) and (b)(2)(A), (B) and (O). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and other bases for the relief requested herein are sections 105(a) and 502(b) of the Bankruptcy Code, Bankruptcy Rules 3007 and 9014, and Local Bankruptcy Rule 3007-1.

### **BACKGROUND**

#### **A. Procedural Background**

3. On February 28, 2013 (the “Petition Date”), Conexant Systems, Inc. and certain of its affiliates (collectively, the “Debtors”) filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. From and after the Petition Date, the Debtors continued to operate as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. An order (the “Confirmation Order”) (Docket No. 287) confirming the *Second Modified Joint Plan of Reorganization of Conexant Systems, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) (Docket No. 206) and approving the Liquidating Trust Agreement and Declaration of Trust (the “Liquidating Trust Agreement”) (Docket No. 241, Exh. K) was entered on June 6, 2013. The Plan became effective on July 12, 2013 (the “Effective Date”). (Docket No. 322).

5. The Plan and Confirmation Order provide for the establishment of the Trust as of the Effective Date. (Plan § IV.D(3); Confirmation Order ¶¶ 14-15, 26, 77, 82.) Accordingly, on July 12, 2013, the Debtors and the Liquidating Trustee entered into the Liquidating Trust Agreement. (Docket No. 287.)

6. Under the Plan and Liquidating Trust Agreement, the Liquidating Trustee has the exclusive right to object on any ground to the allowance of any general unsecured claim filed against the Debtors' estates and is entitled to assert all defenses of the Debtors and their estates. (Plan § IV.D(3); Confirmation Order ¶ 113, 121; Liquidating Tr. Agmt. § 3.6.) Under Article VII.B of the Plan, the Liquidating Trustee is authorized to settle or compromise any disputed general unsecured claim without notice to or order or approval of the Bankruptcy Court.

7. In addition, the Liquidating Trustee is authorized under Article VII.B of the Plan to administer and adjust the Debtors' official register of claims (the "Claims Register") to reflect settlements and compromises of disputed general unsecured claims without notice to or order or approval of the Bankruptcy Court. Similarly, the Liquidating Trustee has the authority under Article VII.D of the Plan to adjust the Claims Register to reflect any general unsecured claim that has been paid or satisfied, amended or superseded, cancelled or otherwise expunged without having to file a claims objection and without notice to or order or approval of the Bankruptcy Court.

**B. Assumption of Executory Contracts and Unexpired Leases**

8. Article V.A of the Plan and paragraph 74 of the Confirmation Order provide for the assumption effective as of the Effective Date of those executory contracts and unexpired leases (together, the "Assumed Contracts") listed on the Assumed Executory Contracts and Unexpired Lease List (the "Assumed Contract List"). Article V.A and paragraph

74 further provide that the entry of the Confirmation Order constitutes a court order approving the assumption of the Assumed Contracts.

9. Under Article V.D of the Plan and Paragraph 99 of the Confirmation Order, all of the Debtors' insurance policies and related agreements, documents, and instruments (collectively, the "Insurance Policies") are treated as and deemed to be executory contracts and are assumed on the Effective Date.

10. Article V.C of the Plan and paragraphs 76 and 98 of the Confirmation Order each provide as follows that claims under assumed executory contracts and unexpired leases are satisfied in full and all proofs of claims under those contracts and leases are deemed disallowed:

Assumption of any Executory Contract or Unexpired Lease pursuant to the Plan or otherwise shall result in the full release and satisfaction of any Claims or defaults, whether monetary or nonmonetary . . . arising under any assumed Executory Contract or Unexpired Lease at any time before the date of [sic] the Debtors or Reorganized Debtors assume such Executory Contract or Unexpired Lease. Any Proofs of Claim Filed with respect to an Executory Contract or Unexpired Lease that has been assumed shall be deemed disallowed and expunged, without further notice to or action, order or approval of the Bankruptcy Court.

11. On May 24, 2013, the Debtors filed their *First Supplement to the Plan Supplement to the Second Modified Joint Plan of Reorganization of Conexant Systems, Inc and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*. (Docket No. 262.) The Assumed Contract List was attached to this supplement as Exhibit D. The insurance policies, executory contracts, and unexpired leases underlying the Unliquidated Assumed Contract Claims were included on the Assumed Contract List.

12. On May 31, 2013, the Debtors served its counterparties to the Insurance Policies and Assumed Contracts with notice (the "Assumption Notice") of their intent to assume

the Insurance Policies and Assumed Contracts. (*Affidavit/Declaration of Mailing re: 1. Notice of (A) Executory Contracts and Unexpired Leases to be Assumed by the Debtors Pursuant to the Plan; (B) Cure Amounts, if any; and (C) Related Procedures in Connection Therewith and 2. Notice Regarding Rejection of Executory Contracts and Unexpired Leases* (Docket No. 279).)

The claimants holding the Unliquidated Assumed Contract Claims were served with the Assumption Notice. *Id.*

13. Taken together, paragraphs 15 and 42 of the Confirmation Order find that all documents associated with the Plan, including supplements and amendments thereto, were served on the entities affected, and that the Debtors' counterparties to the Insurance Policies and Assumed Contracts were afforded due, adequate, and sufficient notice of the assumption of the Insurance Policies and Assumed Contracts and the procedures for objecting to the proposed assumption.

**C. Debtors' Schedules and Bar Dates**

14. On March 29, 2013, the Debtors filed their respective schedules of assets and liabilities (the "Schedules"). (Docket Nos. 113, 114, 115, 117, 119, 121, and 123.)

15. On April 11, 2013, the Court entered the *Order (A) Establishing Bar Dates for Filing Proofs of Claims, Including Claims Under 11 U.S.C. Section 503(b)(9); (B) Approving the Form and Manner for Filing Proofs of Claim; and (C) Approving Notice Thereof* (the "Bar Date Order") (Docket No. 162) establishing (i) May 17, 2013 as the last date for persons or entities other than governmental units to file proofs of claim (the "General Bar Date"), and (ii) August 27, 2013 as the last date for governmental units to file proofs of claim.



**D. Claims Resolution Process**

16. The Claims Register in this case reflects that 168 general unsecured claims have been filed against the Debtors. In addition, the Debtors have scheduled 319 general unsecured claims, which require updating.

17. In accordance with paragraphs 113 and 121 of the Confirmation Order and section 3.6 of the Liquidating Trust Agreement, the Liquidating Trustee has been reviewing and continues to review and reconcile the general unsecured claims, including scheduled claims and the proofs of claim filed in these cases. To that end, the Liquidating Trustee has obtained access pursuant to section 2.5 of the Liquidating Trust Agreement to the books and records maintained by the Debtors that reflect the Debtors' liabilities and the amounts owed to their creditors. The Liquidating Trustee has been reviewing and continues to review the Debtors' books and records and the proofs of claim to determine which general unsecured claims are adequately supported and can be allowed and which general unsecured claims are not adequately supported and should be disputed.

18. The claim reconciliation process is ongoing and includes identifying categories of claims that may be targeted for disallowance, reduction and/or reclassification. As a result of the progress to date in reconciling claims, the Liquidating Trustee anticipates filing additional omnibus objections to claims to avoid unwarranted and improper recovery by claimants including possible double recovery. In addition, the Liquidating Trustee anticipates updating and correcting the Claims Register in accordance with Article VII.D of the Plan to reflect claims that have been amended or superseded or that have been paid or satisfied in full or in part, including claims paid after the Petition Date, and will file notices with this Court of such corrections and serve the notices on the claimants affected by the corrections.

**RELIEF REQUESTED**

19. By this Fourth Trust Omnibus Objection, the Liquidating Trustee objects to the Unliquidated Assumed Contract Claims pursuant to sections 105(a) and 502(b) of the Bankruptcy Code, Bankruptcy Rule 3007, and Local Bankruptcy Rule 3007-1, because those claims are unenforceable against the Debtors. The Liquidating Trustee therefore respectfully requests entry of an order, substantially in the form attached hereto as Exhibit D, sustaining this objection and disallowing the Unliquidated Assumed Contract Claims.<sup>3</sup>

**OBJECTION**

20. Section 502(a) of the Bankruptcy Code provides, in part, that “[a] claim or interest, proof of which is filed under section 501 of this title, is deemed allowed, unless a party in interest . . . objects.” 11 U.S.C. § 502(a). Once an objection to a claim is filed, the Court, after notice and a hearing, shall determine the allowed amount of the claim. 11 U.S.C. § 502(b).

21. While a properly filed proof of claim is *prima facie* evidence of the claim’s allowed amount, when an objecting party presents evidence to rebut a claim’s *prima facie* validity, the claimant bears the burden of proving the claim’s validity by a preponderance of evidence. *See In re Allegheny Int’l, Inc.*, 954 F.2d 167, 173-74 (3d Cir. 1992). The burden of persuasion with respect to the claim is always on the claimant. *See id.* at 174. The failure to allege facts and to provide sufficient support for a claim deprives the claim of *prima facie* validity. *See, e.g. In re Jorczak*, 314 B.R. 474, 481-82 (Bankr. D. Conn. 2004) (discussing the evidentiary requirements and burden of proof with respect to the allowance of claims).

---

<sup>3</sup> The Liquidating Trustee is responsible only for administering and paying General Unsecured Claims and does not seek and indeed has no ability to disallow, impair, or affect in any way Cure Claims under the Plan, which under Article V.C of the Plan and the Bankruptcy Code are distinct from and treated and payable separately from General Unsecured Claims. *See In re National Gypsum Co.*, 208 F.3d 498 (5th Cir. 2000). The Liquidating Trustee acts only to eliminate the unliquidated proofs of claim of the claimants holding Insurance Policies and Assumed Executory Contracts as the Liquidating Trustee works to be in a position to make distributions to claimants holding valid General Unsecured Claims.

22. Section 502(b)(1) provides, in part, that a claim is not allowable to the extent that it “is unenforceable against the debtors and property of the debtor, under any agreement or applicable law.” 11 U.S.C. § 502(b). For the reasons stated below and on Exhibits B and C hereto, each of the Unliquidated Assumed Contract Claims are unenforceable against the Debtors and their property.

23. The Liquidating Trustee reached the conclusion that the Unliquidated Assumed Contract Claims are unenforceable only after careful review and research. The Liquidating Trustee’s professionals thoroughly reviewed the Unliquidated Assumed Contract Claims including any documentation attached to the underlying proofs of claim, the Assumed Contract List, and the Assumption Notice. They also worked with the Debtors’ accounting and legal personnel to research the Debtors’ books and records for information about the Unliquidated Assumed Contract Claims. As a result of their research and review, the Liquidating Trustee has concluded that the insurance policies, executory contracts, and unexpired leases underlying the Unliquidated Assumed Contract Claims have been assumed, and therefore the claimants holding those claims no longer have any basis for pursuing their claims.

24. The Unliquidated Assumed Contract Claims are unenforceable as a result of (i) the assumption of the underlying Insurance Policies and Assumed Contracts and also (ii) the claim satisfaction and disallowance provisions of Article V.C of the Plan and Paragraph 98 of the Confirmation Order.

25. On a debtor’s successful assumption of an executory contract or unexpired lease, the debtor’s counterparty to the contract or lease no longer has any basis for asserting a proof of claim against the debtor. *See In re National Gypsum Co.*, 208 F.3d 498, 504-09 (5th Cir. 2000); *Wainer v. A.J. Equities, Ltd.*, 984 F.2d 679, 684-85 (5th Cir. 1993); *cf. In re Kiwi*

*Int'l Air Lines, Inc.*, 344 F.3d 311, 318-19 (3d Cir. 2003) (parties to assumed contracts not subject to preference liability since they would be entitled under Bankruptcy Code § 365 to full payment of amounts owed under contracts). Instead, the counterparty becomes entitled under section 365 of the Bankruptcy Code to full performance by the debtor of the underlying contract or lease, including the cure of all defaults as part of the assumption. *Kiwi Int'l*, 344 F.3d at 318-19; *National Gypsum*, 208 F.3d at 505-06; *Wainer*, 984 F.2d at 684-85. Consequently, after assumption there is no longer a basis for the counterparty to pursue recovery on a proof of claim. *Id.*

26. Consistent with this case law, Article V.C of the Plan and paragraph 98 of the Confirmation Order provide that claims of parties to assumed executory contracts and unexpired leases are deemed satisfied in full and disallowed. Accordingly, the Unliquidated Assumed Contract Claims have been deemed satisfied in full and disallowed pursuant to those provisions of the Plan and Confirmation Order.

#### **RESPONSE TO OMNIBUS OBJECTIONS**

27. To contest an objection, a claimant must file and serve a written response to this Fourth Trust Omnibus Objection (a “Response”) so that it is received no later than **February 19, 2014 at 4:00 p.m. (Eastern Time)** (the “Response Deadline”). Every Response must be filed with the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, DE 19801, and served upon the following entity, so that the Response is received no later than the Response Deadline, at the following address:

Kelley Drye & Warren LLP  
101 Park Avenue  
New York, New York 10178  
Attn: James S. Carr, Esq.  
Catherine L. Thompson, Esq.

28. Every response to this Fourth Trust Omnibus Objection must comply with the requirements of Local Bankruptcy Rule 3007-1 and contain at a minimum the following information:

- a. a caption setting forth the name of the Court, the name of the Debtors, the case number, and the title of objection to which the Response is directed;
- b. the name of the claimant, his/her/its claim number, and a description of the basis for the amount of the Claim;
- c. the specific factual basis and supporting legal argument upon which the party will rely in opposing this Fourth Trust Omnibus Objection;
- d. any supporting documentation, to the extent it was not included with the Proof of Claim previously filed with the clerk or claims agent, upon which the party will rely to support the basis for and amounts asserted in the Proof of Claim; and
- e. the name, address, telephone number, email address, and fax number of the person(s) (which may be the claimant or the claimant's legal representative) with whom counsel for the Liquidating Trustee should communicate with respect to the Claim or the Fourth Trust Omnibus Objection and who possesses authority to reconcile, settle or otherwise resolve the objection to the disputed claim on behalf of the claimant.

29. If a claimant fails to file and serve a timely Response by the above Response Deadline, the Liquidating Trustee will present to the Court an appropriate order modifying or disallowing such claimant's claim, in the form set forth in Exhibit D hereto, without further notice to the claimant.

#### **REPLIES TO RESPONSES**

30. In accordance with Local Bankruptcy Rule 9006-1(d), the Liquidating

Trustee may, at its option, file and serve a reply to a Response no later than 4:00 p.m. (Prevailing Eastern Time) one day prior to the deadline for filing the agenda for any hearing to consider the Fourth Trust Omnibus Objection.

**SEPARATE CONTESTED MATTERS**

31. To the extent that a Response is filed regarding any Claim identified in this Fourth Trust Omnibus Objection and the Liquidating Trustee is unable to resolve the Response, the objection by the Liquidating Trustee to each such Claim asserted herein shall constitute a separate contested matter as contemplated by Bankruptcy Rule 9014. Any order entered by the Court regarding an objection asserted in the Fourth Trust Omnibus Objection shall be deemed a separate order with respect to each Claim.

**RESERVATION OF RIGHTS**

32. The Liquidating Trustee hereby reserves the right to object in the future to any of the Claims that are the subject of this Fourth Trust Omnibus Objection on any ground, and to amend, modify, and/or supplement this Fourth Trust Omnibus Objection, including, without limitation, to object to amended or newly-filed claims. Without limiting the generality of the foregoing, the Liquidating Trustee specifically reserves all rights under section 502(d) of the Bankruptcy Code to object further to any of the Claims.

**NOTICE**

33. Notice of this Fourth Trust Omnibus Objection shall be provided to: (i) the Office of the United States Trustee for the District of Delaware; (ii) each of the claimants whose Claim is subject to this Fourth Trust Omnibus Objection; and (iii) all entities requesting notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Liquidating Trustee submits that no further notice is required.

**COMPLIANCE WITH LOCAL BANKRUPTCY RULE 3007-1**

34. The undersigned representative of Womble Carlyle Sandridge & Rice LLP certifies that he has reviewed the requirements of Local Bankruptcy Rule 3007-1 and that the Fourth Trust Omnibus Objection substantially complies with that Local Bankruptcy Rule. To the extent that the Fourth Trust Omnibus Objection does not comply in all respects with the requirements of Local Bankruptcy Rule 3007-1, Womble Carlyle Sandridge & Rice LLP believes that such deviations are not material and respectfully requests that any such requirement be waived.

WHEREFORE, for the reasons stated, the Liquidating Trustee respectfully requests the entry of an order, substantially in the form attached hereto as Exhibit D, sustaining the Fourth Trust Omnibus Objection, disallowing each of the Unliquidated Assumed Contract Claims, and granting such other and further relief as the Court deems just and proper.

[Signature page follows.]

Dated: Wilmington, Delaware  
January 27, 2014

WOMBLE CARLYLE SANDRIDGE & RICE LLP

/s/ Matthew P. Ward

Kevin J. Mangan (No. 3810)  
Matthew P. Ward (No. 4471)  
222 Delaware Avenue, Suite 1501  
Wilmington, DE 19801  
Tel: (302) 252-4320  
Fax: (302) 252-4330

– and –

KELLEY DRYE & WARREN LLP  
James S. Carr (admitted pro hac vice)  
Craig A. Wolfe (admitted pro hac vice)  
Catherine L. Thompson  
101 Park Avenue  
New York, NY 10178  
Tel: (212) 808-7800  
Fax: (212) 808-7897

*Counsel for the Liquidating Trustee of the Conexant  
Liquidating Trust*



**EXHIBIT A**

**Alphabetical Listing of All Claimants and Claims**

<b>Name of Claimant</b>	<b>No Liability Claim to be Disallowed</b>	<b>Exhibit With Substantive Objection</b>
Arch Insurance Company	10	B
Cisco Systems Inc.	138	C
Travelers Indemnity Company	104	B
Travelers Indemnity Company	105	B
Travelers Indemnity Company	106	B
Travelers Indemnity Company	107	B
Travelers Indemnity Company	108	B
Travelers Indemnity Company	109	B
Travelers Indemnity Company	110	B
Travelers Indemnity Company	111	B
Travelers Indemnity Company	112	B
Travelers Indemnity Company	113	B

**EXHIBIT B**

**No Liability –Unliquidated Assumed Insurance Policy Claims**

Name of Claimant	Claim Number	Case Number	Case Name	Claim Amount	Reason for Disallowance
Arch Insurance Company	10	13-10367	Conexant Systems, Inc.	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	104	13-10367	Conexant Systems, Inc	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	105	13-10367	Conexant Systems, Inc	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	106	13-10368	Conexant CF, LLC	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.

<b>Name of Claimant</b>	<b>Claim Number</b>	<b>Case Number</b>	<b>Case Name</b>	<b>Claim Amount</b>	<b>Reason for Disallowance</b>
Travelers Indemnity Company	107	13-10368	Conexant CF, LLC	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	108	13-10369	Brooktree Broadband Holdings, Inc.	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	109	13-10369	Brooktree Broadband Holdings, Inc.	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	110	13-10370	Conexant, Inc.	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.

<b>Name of Claimant</b>	<b>Claim Number</b>	<b>Case Number</b>	<b>Case Name</b>	<b>Claim Amount</b>	<b>Reason for Disallowance</b>
Travelers Indemnity Company	111	13-10370	Conexant, Inc.	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	112	13-10371	Conexant Systems Worldwide, Inc.	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.
Travelers Indemnity Company	113	13-10371	Conexant Systems Worldwide, Inc.	unliquidated	Insurance Policy underlying claim assumed pursuant to Article V.D of Plan and ¶ 99 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.

**EXHIBIT C**

**No Liability – Unliquidated Assumed Executory Contract and Unexpired Lease Claims**

<b>Name of Claimant</b>	<b>Claim Number</b>	<b>Case Number</b>	<b>Case Name</b>	<b>Claim Amount</b>	<b>Reason for Disallowance</b>
Cisco Systems Inc.	138	13-10370	Conexant, Inc.	unliquidated	Executory contract underlying claim assumed pursuant to Article V.C of Plan and ¶ 97 of Confirmation Order. Claim deemed satisfied and proof of claim disallowed pursuant to Article V.C of Plan and ¶ 98 of Confirmation Order.



**EXHIBIT D**

**Proposed Order**

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

	)	Chapter 11
In re:	)	
	)	Case No. 13-10367 (MFW)
CONEXANT SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)	(Jointly Administered)
	)	
Reorganized Debtors.	)	Re: Docket Entry No. ____

**ORDER SUSTAINING LIQUIDATING TRUSTEE’S FOURTH  
OMNIBUS(SUBSTANTIVE) OBJECTION TO CERTAIN NO  
LIABILITY CLAIMS (UNLIQUIDATED ASSUMED CONTRACT CLAIMS)**

Upon consideration of the *Liquidating Trustee’s Fourth Omnibus (Substantive) Objection to Certain No Liability Claims (Unliquidated Assumed Contract Claims)* (the “Fourth Trust Omnibus Objection”),<sup>2</sup> dated January 27, 2014; and it appearing that notice of the Fourth Trust Omnibus Objection was good and sufficient under the particular circumstances and that no other or further notice need be given; and the Court having considered the Fourth Trust Omnibus Objection, the claims identified on Exhibits B and C attached thereto, the Mastil Declaration in support of the Fourth Trust Omnibus Objection, and any responses to the Fourth Trust Omnibus Objection; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

**FOUND AND DETERMINED THAT:**

<sup>1</sup> The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor’s federal tax identification number, is Conexant Systems, Inc. (9439). The Reorganized Debtor’s main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660. The chapter 11 cases of the Reorganized Debtor’s affiliated debtors have been closed.

<sup>2</sup> Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Fourth Trust Omnibus Objection and, if not defined therein, the Plan.

1. This Court has jurisdiction of this proceeding to determine the Fourth Trust Omnibus Objection pursuant to 28 U.S.C. § 1334, and the proceeding is a core proceeding under 28 U.S.C. § 157(b)(2); and

2. The Liquidating Trustee has complied with the requirements of Local Bankruptcy Rule 3007-1; and

3. Each holder of a claim (as to each, a “Claim”) identified on Exhibits A and B attached hereto was properly and timely served with a copy of the Notice of the Fourth Trust Omnibus Objection, the Fourth Trust Omnibus Objection, the accompanying exhibits including the form of this Order, and the Mastil Declaration in Support of the Fourth Trust Omnibus Objection; and

4. Any entity known to have an interest in the Claims subject to the Fourth Trust Omnibus Objection has been afforded reasonable opportunity to respond to, or be heard regarding, the relief requested in the Fourth Trust Omnibus Objection; and

5. The relief requested in the Fourth Trust Omnibus Objection is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and

**IT IS THEREFORE:**

ORDERED, that the Fourth Trust Omnibus Objection is SUSTAINED; and it is further

ORDERED, that the Assumed Insurance Policy Claims identified on the attached Exhibit A are hereby disallowed in their entirety; and it is further

ORDERED, that the Assumed Contract and Lease Claims identified on the attached Exhibit B are hereby disallowed in their entirety; and it is further

ORDERED, that the Liquidating Trustee may direct the Notice, Claims, and Balloting Agent to amend the Claims Register to reflect the disallowance of the Insurance Claims and the

Unliquidated Assumed Contract Claims, and the Claims Register shall be so amended; and it is further

ORDERED that the Liquidating Trustee's rights and the rights of any other parties permitted under the Plan to object to any of the Claims or any other claims (filed or not) which may be asserted against the Debtors on any other grounds are preserved. Additionally, should one or more of the grounds of objection stated in the Fourth Trust Omnibus Objection be overruled, the Liquidating Trustee's rights to object on other stated grounds or on any other grounds that the Liquidating Trustee discovers during the pendency of these cases are further preserved; and it is further

ORDERED, that, without limiting the generality of the foregoing, the Liquidating Trustee's rights and the rights of other parties permitted to object to any of the Claims (i) pursuant to section 502(d) of the Bankruptcy Code and (ii) on the basis that such Claim was filed against the wrong Debtor are preserved; and it is further

ORDERED, that this Court shall retain jurisdiction over any matters related to or arising from the Fourth Trust Omnibus Objection or the implementation of this Order; and it is further

ORDERED, that each Claim and the objections by the Liquidating Trustee to such Claim, as set forth on Exhibits A and B hereto, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Bankruptcy Rule 3007-1. This Order shall be deemed a separate Order with respect to each Claim. Any stay of this Order pending appeal by any claimants whose Claims are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with

respect to the other contested matters identified in the Fourth Trust Omnibus Objection or this Order.

Dated: \_\_\_\_\_, 2014  
Wilmington, Delaware

---

THE HONORABLE MARY F. WALRATH  
UNITED STATES BANKRUPTCY JUDGE

**EXHIBIT A**

**Disallowed Assumed Insurance Policy Claims**

<b>Name of Claimant</b>	<b>No Liability Claim to be Disallowed</b>
Arch Insurance Company	10
Travelers Indemnity Company	104
Travelers Indemnity Company	105
Travelers Indemnity Company	106
Travelers Indemnity Company	107
Travelers Indemnity Company	108
Travelers Indemnity Company	109
Travelers Indemnity Company	110
Travelers Indemnity Company	111
Travelers Indemnity Company	112
Travelers Indemnity Company	113

**EXHIBIT B**

**Disallowed Assumed Contract and Lease Claims**



<b>Name of Claimant</b>	<b>Disallowed Other Assumed Contract Claims</b>
Cisco Systems Inc.	138