

**Exhibit A**

**Proposed Bar Date Order**

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.	)	Jointly Administered
	)	
	)	Related to Docket No.

**ORDER (A) ESTABLISHING  
BAR DATES FOR FILING PROOFS OF CLAIM,  
INCLUDING CLAIMS UNDER 11 U.S.C. § 503(B)(9);  
(B) APPROVING THE FORM AND MANNER FOR FILING  
PROOFS OF CLAIM; AND (C) APPROVING NOTICE THEREOF**

Upon the motion (the "*Motion*")<sup>2</sup> of the Debtors for entry of this Bar Date Order, establishing the Bar Dates by which proofs of claim must be filed in these chapter 11 cases and approving the form and manner for filing such claims and approving notice thereof, 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

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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> All capitalized terms used but otherwise not defined herein shall have the meanings set forth in the Motion.

(the "**Hearing**"); and upon 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the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED: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 to the extent provided herein.

**Procedures for Filing Proofs of Claim**

**A. Bar Dates**

**i. General Bar Date**

2. Except as otherwise provided herein, each person or entity that asserts a claim<sup>3</sup> against any of the Debtors that arose (or is deemed to have arisen) before the Petition Date, including all priority claims, and claims arising under section 503(b)(9) of the Bankruptcy Code, shall be required to file an original, written proof of that claim, substantially in the form of the Claim Form attached hereto as **Exhibit 1**.<sup>4</sup> Except in the case of certain circumstances explicitly set forth herein, all proofs of claim must be filed so that they are **actually received** on or before

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<sup>3</sup> Except as otherwise defined herein or in the Motion, all terms used in this Bar Date Order that are specifically defined in the Bankruptcy Code shall have the meanings ascribed to such terms in the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

<sup>4</sup> Copies of the Claim Form may be obtained by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website, available at: [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant); and/or (c) writing to BMC. Group, Inc., Attn: Conexant Systems, Inc. Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020.

**Friday, May 17, 2013 at 4:00 p.m. prevailing Eastern Time** at the addresses and in the form set forth herein.

**ii. Governmental Bar Date**

3. All governmental units holding claims (whether secured, unsecured priority or unsecured non-priority) that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim, including claims for unpaid taxes, whether such claims arise from prepetition tax periods or prepetition transactions to which any of the Debtors were a party, must file such proofs of claim so that they are **actually received** on or before **Tuesday, August 27, 2013 at 4:00 p.m. prevailing Eastern Time** at the addresses and in the form set forth herein.

**iii. Rejection Bar Date**

4. Any holder of a claim arising from the Debtors' rejection of an unexpired lease or executory contract must file a proof of claim by the later of (a) the date set forth in an order authorizing the Debtors to reject contracts or leases pursuant to section 365 of the Bankruptcy Code (including any order confirming a plan of reorganization in the Debtors' chapter 11 cases), (b) the General Bar Date and (c) 35 days from the later of the date the rejection order is entered or notice of rejection is provided.

**iv. Supplemental Bar Dates**

5. The Debtors may establish Supplemental Bar Dates with respect to (a) holders of claims to which a re-mailing of the Bar Date Notice is appropriate, but which cannot be accomplished in time to provide at least 35 days' notice of the applicable Bar Date and (b) other holders of claims that become known to the Debtors after the applicable Bar Date. To ensure parties in interest receive adequate notice of the Supplemental Bar Date, the Debtors shall (a) file a notice of the Supplemental Bar Date with the Court, in a form substantially similar to the notice

of the General Bar Date but with appropriate modifications and (b) mail such notice of the Supplemental Bar Date to known holders of claims subject to the Supplemental Bar Date. The Supplemental Bar Date shall be established on a date that is no later than 35 days from the date on which the Bar Date Notice was mailed to known holders of claims.

**B. Delivery of Proofs of Claim by the Bar Date**

6. All proofs of claim must be actually received by BMC on or before the General Bar Date or the Governmental Bar Date (or, where applicable, on or before any other Bar Date as set forth herein). Except in the case of certain circumstances explicitly set forth herein, if proofs of claim are not actually received by BMC on or before the General Bar Date or the Governmental Bar Date (or, where applicable, on or before any other Bar Date as set forth herein), the holders of the underlying claims shall be forever barred from asserting such claims against the Debtors, as more fully discussed below.

**C. Parties Not Required to File Proofs of Claim**

7. The following persons or entities holding claims that would otherwise be subject to the General Bar Date need not file proofs of claim:

- (a) any person or entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court in a form substantially similar to Official Form 10;
- (b) any person or entity whose claim is listed on a Debtor's Schedules, but only if: (i) such claim is not scheduled as contingent, unliquidated or disputed; (ii) the holder of the claim does not disagree with the amount, nature and priority of the claim as set forth on a Debtor's Schedules; and (iii) the holder of the claim does not dispute that the claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- (c) a holder of a claim that has previously been allowed by order of the Court;
- (d) a holder of a claim that has been paid in full by the Debtors or any other party;

- (e) a holder of a claim for which a specific deadline to file a claim previously has been fixed by the Court;
- (f) any Debtor having a claim against another Debtor;
- (g) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission or benefit; *provided, however*, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance or any other litigation or pre-litigation claim;
- (h) a customer of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business pursuant to an existing customer program; *provided, however*, that a customer must submit a proof of claim by the applicable Bar Date if its claim relates to damages arising from claims for breach of contract, breach of warranty, misrepresentation or any other litigation or pre-litigation claim;
- (i) the Indenture Trustee for that certain Indenture dated March 10, 2010 entered into by the Debtors relating to, nor any holder of, the Debtors' prepetition secured notes (the "*Secured Notes*") with respect to any indebtedness, including the repayment of principal, interest and/or other applicable fees and charges owed under any loan or note (whether secured or unsecured) issued and/or guaranteed by the Debtors pursuant to the Indenture or arising under a credit agreement related thereto, the claims for which, in the absence of the filing of any proof of claim, shall be governed by documentation relating to the Secured Notes and any Order entered by this Court enabling the Debtors to obtain post-petition financing, as applicable;<sup>5</sup> and
- (j) any holders of claims allowable under section 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' estates.

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<sup>5</sup> The Secured Notes Indenture Trustee shall, in its discretion, have the right to file a single proof of claim on behalf of all claims of the Secured Notes Indenture Trustee and the holders of the Secured Notes arising in connection therewith.

**D. Requirements for Preparing and Filing Proofs of Claim**

8. The following requirements shall apply with respect to filing and preparing each proof of claim:

- (a) each proof of claim must (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used in such conversion); (iii) conform substantially with the Claim Form provided by the Debtors; and (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim;
- (b) only original proofs of claim will be deemed acceptable for purposes of claims administration. Copies of proofs of claim or proofs of claim sent by facsimile or electronic mail will **not** be accepted;
- (c) except as otherwise required by the Bar Date Order, each proof of claim must clearly identify the Debtor against which a claim is asserted, including the individual Debtor's case number; a proof of claim filed under the joint administration case number (No. 13-10367), or otherwise without identifying a Debtor, will be deemed as filed only against Conexant Systems, Inc.;
- (d) except as otherwise required by the Bar Date Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor;
- (e) each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d); and
- (f) each proof of claim, including supporting documentation, must be filed by United States mail or other hand delivery system, so as to be **actually received** by BMC on or before the applicable Bar Date at the following address:

All mailings to be sent to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing P.O. Box 3020 Chanhassen, MN 55317-3020
If delivered by hand to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing 18675 Lake Drive East Chanhassen, MN 55317

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR  
ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

**E. Failure to File a Proof of Claim**

9. Any person or entity who is required, but fails, to file a proof of claim in accordance with the terms of this Bar Date Order on or before the applicable Bar Date shall be:

**(a) forever barred, estopped and enjoined from asserting such claim against the Debtors (or filing a proof of claim with respect thereto) and, moreover, the Debtors shall be forever discharged from any and all indebtedness or liability with respect to or arising from such claim and (b) prohibited from voting to accept or reject any plan of reorganization filed in the Debtors' chapter 11 cases or participating in any distribution on account of such claim or receive further notices regarding such claim.**

**Procedures for Providing Notice of the Bar Date**

**A. Mailing of Bar Date Notices**

10. No later than two business days after the date the Court enters this Bar Date Order, with the assistance of BMC, the Debtors shall send the Bar Date Notice, substantially in the form attached hereto as **Exhibit 2**, by first class United States mail with postage prepaid on all known persons or entities holding potential prepetition claims, including:

- (a) the United States Trustee for the District of Delaware;
- (b) counsel to the agent for the Debtors' Secured Notes;
- (c) counsel to the agents for the Debtors' debtor in possession credit facilities;
- (d) counsel to the Creditors' Committee;
- (e) the Internal Revenue Service;
- (f) all persons or entities that have requested notice of the proceedings in these chapter 11 cases;



- (g) all persons or entities that have filed proofs of claim against the Debtors, if any;
- (h) all creditors and other known holders of claims against the Debtors as of the date of the Bar Date Order, including all persons or entities listed in the Schedules as holding claims against the Debtors;
- (i) all parties to executory contracts and unexpired leases listed on the Schedules;
- (j) all known parties to litigation with the Debtors, if any;
- (k) the United States Attorney for the District of Delaware;
- (l) the Office of the Attorney General in all of the states in which the Debtors operate; and
- (m) all current employees and former employees (to the extent that contact information for a former employee is available in the Debtors' records).

11. The Debtors shall provide each of the holders of claims listed on each of the Debtor's Schedules with a personalized Claim Form, which will indicate how the Debtors have scheduled the creditor's claim in the Schedules, including: (a) the identity of the Debtor against whom the person or entity's claim is scheduled; (b) the amount of the scheduled claim, if any; (c) whether the claim is listed as contingent, unliquidated or disputed; and (d) whether the claim is listed as secured, unsecured priority or unsecured non-priority. Each creditor shall have an opportunity to inspect the Claim Form provided by the Debtors and correct any information that is missing or incomplete. Additionally, any creditor may choose to submit a proof of claim on a different form; *provided, however*, that such proof of claim form must be substantially similar to the Claim Form.

12. After the initial mailing of the actual notice, the Debtors may, in their discretion, make supplemental mailings of notices, including in the event that: (a) notices are returned by the post office with forwarding addresses; (b) certain parties acting on behalf of parties in interest decline to pass along notices to these parties and instead return their names and addresses

to the Debtors for direct mailing; and (c) additional potential holders of claims become known as the result of the General Bar Date noticing process. In this regard, the Debtors may make supplemental mailings of the Bar Date Notice in these and similar circumstances at any time up to 28 days in advance of the General Bar Date, with any such mailings being deemed timely and the General Bar Date being applicable to the recipient holders of claims.

13. The Debtors shall mail notice of the General Bar Date (or the Governmental Bar Date, as applicable) only to their known holders of claims, and such mailing shall be made to the last known mailing address for each such creditor.

**B. Publication of Bar Date Notices**

14. The Debtors shall give notice of the General Bar Date substantially in the form attached hereto as Exhibit 3, by publication to holders of claims to whom notice by mail is impracticable, including holders of claims who are unknown or not reasonably ascertainable by the Debtors and holders of claims whose identities are known but whose addresses are unknown by the Debtors. Specifically, the Debtors shall cause the publication of the Publication Notice on one occasion in the proposed list of newspapers and/or trade journals set forth on Exhibit 4 attached hereto on or before April 12, 2013.

**Amendment to Schedules**

15. In the event the Debtors amend the Schedules, in accordance with Local Rule 1009-2, holders of claims affected by the amendment must file proofs of claim with respect to such claim by the later of (a) the General Bar Date or (b) 21 days from the date on which the Debtors provide notice of the amendment to the Schedules.

16. The Debtors are authorized, in their discretion, to extend the applicable Bar Date for certain holders of claims by stipulation where the Debtors determine that such extension is in the best interests of their estates.

17. The Bar Date Notice, the Publication Notice and any supplemental notices that the Debtors may send from time to time as set forth in this Bar Date Order constitute adequate and sufficient notice of each of the respective Bar Dates and satisfies the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

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

19. The terms and conditions of this Bar Date Order shall be immediately effective and enforceable upon entry of this order.

20. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this order.

Date: \_\_\_\_\_, 2013  
Wilmington, Delaware

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Honorable Mary F. Walrath  
United States Bankruptcy Judge

**Exhibit 1 to Exhibit A**

**Claim Form**

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>	
Indicate Debtor against which you assert a claim by checking the appropriate box. (Check only one Debtor per claim form.)			
<input type="checkbox"/> Conexant Systems, Inc. (Case No. 13-10367) <input type="checkbox"/> Conexant CF, LLC (Case No. 13-10368)		<input type="checkbox"/> Brooktree Broadband Holdings, Inc. (Case No. 13-10369) <input type="checkbox"/> Conexant, Inc. (Case No. 13-10370) <input type="checkbox"/> Conexant Systems Worldwide, Inc. (Case No. 13-10371)	
NOTE: See reverse and attached for List of Debtors/Case Numbers/important details. Other than claims under 11 U.S.C. § 503(b)(9), this form should not be used to make a claim for Administrative Expenses arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503(a).			
Name of Creditor (the person or other entity to whom the debtor owes money or property):			
Name and address where notices should be sent:			
Creditor Telephone Number ( ) email:		If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.	
<b>THIS SPACE IS FOR COURT USE ONLY</b>			
Name and address where <b>payment</b> should be sent (if different from above):		<input type="checkbox"/> Check box 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 this box to indicate that this claim amends a previously filed claim.  <b>Court Claim Number (if known):</b> _____  Filed on: _____
Payment Telephone Number ( ) email:			
<b>1. AMOUNT OF CLAIM AS OF DATE CASE FILED</b> \$ _____ If all or part of your claim is secured, complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.			
<b>2. BASIS FOR CLAIM:</b> (See instruction #2) _____			
<b>3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:</b> _____		<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b> _____ (See instruction #3b)
<b>4. SECURED CLAIM:</b> (See instruction #4) Check the appropriate box if your claim is secured by a lien on property or a right of set off, attach required redacted documents, and provide the requested information.			
<b>Nature of property or right of setoff:</b> Describe: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____  Value of Property: \$ _____  Annual Interest Rate: _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$ _____  Basis for Perfection: _____  Amount of Secured Claim: \$ _____  Amount Unsecured: \$ _____	
<b>5. Amount of Claim Entitled to Administrative Expense status under 11 U.S.C. § 503(b)(9) or Priority under 11 U.S.C. § 507(a). If any part of the claim falls into one of the following categories, check the box specifying the administrative expense or priority and state the amount.</b>			
Amount entitled to priority: \$ _____		Amount entitled to administrative expense under 11 U.S.C. § 503(b)(9): \$ _____	
<b>You MUST specify the priority of the claim:</b>			
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).		<input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).	
<input type="checkbox"/> Up to \$2,600* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7).		<input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).	
<input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4).		<input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) ( _____ ).	
<input type="checkbox"/> Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).			
* Amounts are subject to adjustment on 4/1/13 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.			
<b>6. CREDITS:</b> The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)			

**7. DOCUMENTS:** *Attached are redacted copies of documents that support the claim,* such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, and security agreements, or, in the case of a claim based on an open-end or revolving consumer credit agreement, a statement providing the information required by FRBP 3001(c)(3)(A). If the claim is secured, box 4 has been completed, and redacted copies of documents providing evidence of perfection of a security interest are attached. If the claim is secured by the debtor's principal residence, the Mortgage Proof of Claim Attachment is being filed with this claim. (See instruction #7, and definition of "redacted").

DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.

If the documents are not available, please explain:

**DATE-STAMPED COPY:** To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.

**The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before \_\_:00 pm, prevailing Eastern Time on \_\_\_\_\_, 2013 for Non-Governmental Claimants OR on or before \_\_\_\_\_, 2013 for Governmental Units.**

**BY MAIL TO:**  
 BMC Group, Inc  
 Attn: Conexant Systems, Inc. Claims Processing  
 PO Box 3020  
 Chanhassen, MN 55317-3020

**BY MESSENGER OR OVERNIGHT DELIVERY TO:**  
 BMC Group, Inc  
 Attn: Conexant Systems, Inc. Claims Processing  
 18675 Lake Drive East  
 Chanhassen, MN 55317

**8. SIGNATURE:** (See instruction #8)

Check the appropriate box.

- I am the creditor.     
  I am the creditor's authorized agent.     
  I am the trustee, or the debtor, or their authorized agent.     
  I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)  
 (See Bankruptcy Rule 3004.)

I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: \_\_\_\_\_  
 Title: \_\_\_\_\_  
 Company: \_\_\_\_\_

Address and telephone number (if different from notice address above): \_\_\_\_\_

(Signature)

(Date)

Telephone number: \_\_\_\_\_ email: \_\_\_\_\_

Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.

**INSTRUCTIONS FOR PROOF OF CLAIM FORM**

*The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.*

**ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)****Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district where the bankruptcy case was filed (for example, District of Delaware), the bankruptcy debtor's full name, and the case number. If you received a notice of the case from the Claims Agent, BMC Group, some or all of this information may have been already completed.

**Creditor's Name and Address:**

Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).

**1. Amount of Claim as of Date Case Filed:**

State the total amount owed to the creditor on the date of the bankruptcy filing. Follow the instructions concerning whether to complete items 4 and 5. Check the box if interest or other charges are included in the claim.

**2. Basis for Claim:**

State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card. If the claim is based on delivering health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information. You may be required to provide additional disclosure if an interested party objects to the claim.

**3. Last Four Digits of Any Number by Which Creditor Identifies Debtor:**

State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.

**3a. Debtor May Have Scheduled Account As:**

Report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the claim as scheduled by the debtor.

**3b. Uniform Claim Identifier:**

If you use a uniform claim identifier, you may report it here. A uniform claim identifier is an optional 24-character identifier that certain large creditors use to facilitate electronic payment in chapter 13 cases.

**4. Secured Claim:**

Check whether the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See Definitions) If the claim is secured, check the box for the nature and value of property that secures the claim,

attach copies of lien documentation and state, as of the date of the bankruptcy filing the annual interest rate (and whether it is fixed or variable), and the amount past due on the claim.

**5. Amount of Claim Entitled to Administrative Expense Under 11 U.S.C. § 503 (b)(9) or Priority Under 11 U.S.C. §507(a).**

If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See Definitions) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.

**6. Credits:**

An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.

**7. Documents:**

Attach redacted copies of any documents that show the debt exists and a lien secures the debt. You must also attach copies of documents that evidence perfection of any security interest and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. You may also attach a summary in addition to the documents themselves. FRBP 3001(c) and (d). If the claim is based on delivering health care goods or services, limit disclosing confidential health care information. Do not send original documents, as attachments may be destroyed after scanning.

**8. Date and Signature:**

The individual completing this proof of claim must sign and date it. FRBP 9011. If the claim is filed electronically, FRBP 5005(a)(2), authorizes courts to establish local rules specifying what constitutes a signature. If you sign this form, you declare under penalty of perjury that the information provided is true and correct to the best of your knowledge, information, and reasonable belief. Your signature is also a certification that the claim meets the requirements of FRBP 9011(b). Whether the claim is filed electronically or in person, if your name is on the signature line, you are responsible for the declaration. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. If the claim is filed by an authorized agent, provide both the name of the individual filing the claim and the name of the agent. If the authorized agent is a servicer, identify the corporate servicer as the company. Criminal penalties apply for making a false statement on a proof of claim.

**DEFINITIONS****DEBTOR**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**CREDITOR**

A creditor is a person, corporation, or other entity to whom the debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101(10).

**CLAIM**

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101(5). A claim may be secured or unsecured.

**PROOF OF CLAIM**

A proof of claim is a form sued by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed on the reverse side of the first page.

**SECURED CLAIM Under 11 U.S.C. §506(a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court

judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**UNSECURED CLAIM**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**CLAIM ENTITLED TO PRIORITY Under 11 U.S.C. §507(a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**REDACTED**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of health care goods or services, limit the disclosure of the goods or services so as to avoid embarrassment or the disclosure of confidential health care information.

**EVIDENCE OF PERFECTION**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**INFORMATION****OFFERS TO PURCHASE A CLAIM**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. §101 *et seq.*), and any applicable orders of the bankruptcy court.

**Date-Stamped Copy**

**Return claim form and attachments, if any. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the second page of this form.**

*Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.*

Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."

**ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING [www.bmcgroup.com/Conexant](http://www.bmcgroup.com/Conexant)**





**Exhibit 2 to Exhibit A**

**Bar Date 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.	)	Jointly Administered
	)	
	)	
	)	

**NOTICE OF DATES BY WHICH  
PARTIES MUST FILE PROOFS OF CLAIM  
AND PROCEDURES FOR FILING PROOFS OF CLAIM,  
INCLUDING CLAIMS UNDER 11 U.S.C. § 503(B)(9), AGAINST THE DEBTORS**

**PLEASE TAKE NOTICE THAT** Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), each filed a voluntary petition 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 “*Court*”) on February 28, 2013 (the “*Petition Date*”).

**PLEASE TAKE FURTHER NOTICE THAT** on the March 15, 2013, the Debtors filed the *Debtors’ Motion for Entry of an Order (A) Establishing Bar Dates for Filing Proofs of Claim, Including Claims Under 11 U.S.C. § 503(b)(9); (B) Approving the Form and Manner for Filing Proofs of Claim; and (C) Approving Notice Thereof* [Docket No. \_\_\_\_] (the “*Bar Date Motion*”). On \_\_\_\_, 2013, the Court entered an order approving the Bar Date Motion [Docket No. \_\_\_\_] (the “*Bar Date Order*”) and establishing certain dates (collectively, the “*Bar Dates*,” and individually, a “*Bar Date*”) by which parties holding claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim against the Debtors. Each date is expressly set forth below.

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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.

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

**Background to the Debtors' Chapter 11 Cases**

- A. General Information about the Debtors' Cases.** The Debtors' cases are being jointly administered under case number 13-10367 (MFW). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.<sup>2</sup>
- B. Individual Debtor Information.** The location of the Debtors' corporate headquarters and the service address for all Debtors is: 4000 MacArthur Blvd., Newport Beach, California 92660. The table below lists the respective case numbers for each Debtor:

DEBTOR	CASE NO.
Conexant Systems, Inc.	13-10367 (MFW)
Brooktree Broadband Holding, Inc.	13-10368 (MFW)
Conexant CF, LLC	13-10369 (MFW)
Conexant, Inc.	13-10370 (MFW)
Conexant Systems Worldwide, Inc.	13-10371 (MFW)

- C. Access to Proof of Claim Forms and Additional Information.** If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, Bar Date Order, proof of claim form or related documents (and/or any other pleadings filed in the Debtors' chapter 11 cases) you may do so by: (i) calling the Debtors' restructuring hotline at 888-909-0100; (ii) visiting the Debtors' restructuring website, available at: [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant); and/or (iii) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317. Please note that BMC Group, Inc. ("**BMC**") can not advise you how to file, or whether you should file, a proof of claim.

<sup>2</sup> Except as otherwise defined herein, in the Bar Date Motion or in the Bar Date Order, all terms used in this notice that are specifically defined in the Bankruptcy Code shall have the meanings ascribed to such terms by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

**Schedules of Assets and Liabilities**

On [\_\_\_\_], 2013, each of the Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court [Docket Nos. \_\_\_\_] (collectively, the “*Schedules*”). The Debtors’ Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at (a) the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 or during posted hours at (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. The Debtors’ Schedules and the Bar Date Order are also available online and free of charge at [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant).

**Bar Dates Approved by the Court**

The Court has established the following Bar Dates as those dates by which parties holding claims against the Debtors that arose (or that are deemed to have arisen) before the Petition Date must file proofs of claim so that they are **actually received** by BMC:

**General Bar Date:** **Friday, May 17, 2013 at 4:00 p.m. prevailing Eastern Time**, is the date by which all entities (which includes, individual persons, estates, trusts, partnerships and corporations, among others) must file proofs of claim.

**Governmental Bar Date:** **Tuesday, August 27, 2013 at 4:00 p.m. prevailing Eastern Time**, is the date by which all governmental units holding claims (whether secured, unsecured priority or unsecured non-priority) must file proofs of claim, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any of the Debtors was a party.

**Parties Required To File Proofs of Claim**

- A. **Definition of Claim.** 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.
  
- B. **Parties Who Must File Proofs of Claim.** Except as otherwise set forth herein, the following persons or entities holding claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim on or before the applicable Bar Date:

- a) any person or entity whose claim against a Debtor is not listed in the respective Debtor's Schedules or is listed on such Schedules as contingent, unliquidated or disputed;
- b) any person or entity who desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
- c) any holders of claims allowable as administrative expenses of the Debtors' estates pursuant to section 503(b)(9) of the Bankruptcy Code; or
- d) any person or entity who believes that its claim is improperly classified in the Debtor's Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount.

**C. Parties Who Do Not Need To File Proofs of Claim.** Certain parties are not required to file proofs of claim. The Court may, however, enter one or more separate orders at a later time requiring holders of claims to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following persons or entities holding claims that would otherwise be subject to the applicable Bar Date need **not** file proofs of claim:

- a) any person or entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court in a form substantially similar to Official Form 10;
- b) any person or entity whose claim is listed on the Debtor's Schedules, but only if: (i) such claim is not scheduled as contingent, unliquidated or disputed; (ii) the holder of the claim does not disagree with the amount, nature and priority of the claim as set forth on a Debtor's Schedules; and (iii) the holder of the claim does not dispute that the claim is an obligation of the specific Debtor(s) as set forth in the Schedules;
- c) a holder of a claim that has previously been allowed by order of the Court;
- d) a holder of a claim that has been paid in full by the Debtors or any other party;
- e) a holder of a claim for which a specific deadline to file a claim previously has been fixed by the Court;
- f) any Debtor having a claim against another Debtor;
- g) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission or benefit; *provided, however*, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including claims for wrongful termination, discrimination, harassment, hostile work environment,

retaliation, claims covered by the Debtors' workers' compensation insurance or any other litigation or pre-litigation claim;

- h) a customer of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business pursuant to an existing customer program; *provided, however*, that a customer must submit a proof of claim by the applicable Bar Date if its claim relates to damages arising from claims for breach of contract, breach of warranty, misrepresentation or any other litigation or pre-litigation claim;
- i) the Indenture Trustee for that certain Indenture dated March 10, 2010 entered into by the Debtors relating to the Debtors' prepetition secured notes (the "**Secured Notes**") nor any holder of the Secured Notes with respect to any indebtedness thereunder, including the repayment of principal, interest and/or other applicable fees and charges owed under any loan or note (whether secured or unsecured) issued and/or guaranteed by the Debtors pursuant to the Indenture or arising in connection therewith, the claims for which, in the absence of the filing of any proof of claim, shall be governed by documentation relating to the Secured Notes and any Order entered by this Court enabling the Debtors to obtain post-petition financing, as applicable;<sup>3</sup> and
- j) any holders of claims allowable under section 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' estates.

#### **Instructions for Filing Proofs of Claim**

- A. Contents of Proofs of Claim.** Each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used); (iii) conform substantially with Official Form 10; (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim; and (v) be an original proof of claim (photocopies or facsimiles will **not** be accepted).
- B. Claims Against Multiple Debtors.** Except as otherwise provided by the Bar Date Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor.
- C. Failure to Identify a Debtor.** Except as otherwise provided by the Bar Date Order, each proof of claim must identify the Debtor against which a claim is asserted including the

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<sup>3</sup> The Secured Notes Indenture Trustee shall, in its discretion, have the right to file a single proof of claim on behalf of all claims of the Secured Notes Indenture Trustee and the holders of the Secured Notes arising in connection therewith.

Debtor's case number. A proof of claim filed under the joint administration case number (No. 13-10367), or otherwise without identifying a Debtor, will be deemed as filed only against Conexant Systems, Inc.

- D. Supporting Documentation.** Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a proof of claim may only be filed without supporting documentation upon the prior written consent of the Debtors' counsel; *provided further, however*, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than 14 days from the date of such request.
- E. Timely Service.** Each proof of claim must be filed, including supporting documentation, by United States mail or other hand delivery system, so as to be **actually received** by BMC on or before the applicable Bar Date (or, where applicable, on or before any other Bar Dates set forth in the Bar Date Order) at the following address:

All mailings to be sent to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing P.O. Box 3020 Chanhassen, MN 55317-3020
If delivered by hand to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing 18675 Lake Drive East Chanhassen, MN 55317

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE  
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

**Receipt of Service.** Holders of Claims wishing to receive acknowledgment that their proofs of claim were received by BMC must submit (i) a copy of the proof of claim and (ii) a self-addressed, stamped envelope.

**Consequences of Failing to Timely File Your Proof of Claim**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- **YOU WILL BE FOREVER BARRED FROM ASSERTING THAT CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO IT);**
- **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM;**

- **YOU WILL NOT RECEIVE FURTHER NOTICES IN THESE BANKRUPTCY CASES; AND**
- **THE DEBTORS AND THEIR PROPERTY WILL BE DISCHARGED FROM ANY AND ALL LIABILITY WITH RESPECT TO THAT CLAIM.**

**Amendments to the Debtors' Schedules**

- A. Amendments to Schedules.** In the event the Debtors amend their Schedules after the date of this notice, the Debtors will provide holders of claims that are affected by the amendment notice of the amendment, and such parties will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.
- B. Amended Schedules Bar Date.** The Court has approved the later of (i) the Bar Date or (ii) 21 days from the date on which the Debtors provided notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which holders of claims affected by the amendment must file proofs of claim with respect to such claim.

**Parties to the Debtors' Leases and Executory Contracts**

- A. Rejection of Leases and Contracts.** The Bankruptcy Code provides that Debtors may, at any time before a plan of reorganization is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection.
- B. Proofs of Claim Relating to Rejection Damages.** The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the date set forth in an order authorizing the Debtors to reject contracts or leases pursuant to section 365 of the Bankruptcy Code (including any order confirming a plan of reorganization in the Debtors' chapter 11 cases), (b) the General Bar Date and (c) 35 days from the later of the date the rejection order is entered or notice of rejection is provided.

**Reservation of Rights**

Nothing contained in this notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules.



Dated: March [ ], 2013  
Wilmington, Delaware

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- and -

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- and -

Paul M. Basta (*pro hac vice* admission pending)  
Joshua A. Sussberg (admitted *pro hac vice*)  
Christopher T. Greco (admitted *pro hac vice*)  
**KIRKLAND & ELLIS LLP**  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

**Exhibit 3 to Exhibit A**

**Proposed Publication Notice**

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

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In re: )

) Chapter 11

CONEXANT SYSTEMS, INC., *et al.*,<sup>1</sup> )

) Case No. 13-10367 (MFW)

Debtors. )

) Jointly Administered

)

)

)

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**NOTICE OF BAR DATES FOR FILING PROOFS OF CLAIM**

<p><b>THE GENERAL BAR DATE IS <u>MAY 17, 2013</u> AT 4:00 P.M. PREVAILING EASTERN TIME.</b></p>
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**PLEASE TAKE NOTICE OF THE FOLLOWING:**

**Entry of the Bar Date Order.** On \_\_\_\_\_, 2013, the United States Bankruptcy Court for the District of Delaware entered an order [Docket No. \_\_\_\_] (the “***Bar Date Order***”) establishing certain deadlines for the filing of proofs of claim in the chapter 11 cases of Conexant Systems, Inc. and certain of its affiliates (collectively, the “***Debtors***”). The table below lists the respective case number for each Debtor:

DEBTOR	CASE NO.
Conexant Systems, Inc.	13-10367 (MFW)
Brooktree Broadband Holding, Inc.	13-10368 (MFW)
Conexant CF, LLC	13-10369 (MFW)
Conexant, Inc.	13-10370 (MFW)
Conexant Systems Worldwide, Inc.	13-10371 (MFW)

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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.

EXCEPT AS TO CERTAIN EXCEPTIONS EXPLICITLY SET FORTH IN THE BAR DATE ORDER, ANY PERSON OR ENTITY WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE GENERAL BAR DATE OR GOVERNMENTAL BAR DATE SHALL BE: (1) FOREVER BARRED FROM ASSERTING THAT CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO THAT CLAIM) AND THE DEBTORS AND THEIR PROPERTY WILL BE DISCHARGED FROM ANY AND ALL LIABILITY WITH RESPECT TO THAT CLAIM; AND (2) BARRED FROM RECEIVING ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM.

**Who Must File a Proof of Claim.** Pursuant to the Bar Date Order, all persons and entities, including individuals, partnerships, estates and trusts who have a claim or potential claim against the Debtors that arose before February 28, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, **including holders of claims allowable under section 503(b)(9) of the Bankruptcy Code**, MUST FILE A PROOF OF CLAIM on or before **4:00 p.m. prevailing Eastern Time, on Friday, May 17, 2013** (the “*General Bar Date*”). Governmental entities who have a claim or potential claim against the Debtors that arose before February 28, 2013, no matter how remote or contingent such right to payment or equitable remedy may be, MUST FILE A PROOF OF CLAIM on or before **4:00 p.m. prevailing Eastern Time, on Tuesday, August 27, 2013** (the “*Governmental Bar Date*”).

**Filing a Proof of Claim.** Each original proof of claim must be filed, including supporting documentation, by U.S. mail or other hand delivery system, so as to be **actually received** by the Debtors’ notice and claims agent on or before the General Bar Date or the Governmental Bar Date (or, where applicable, on or before any other Bar Date set forth in the Bar Date Order) at the following address:

All mailings to be sent to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing P.O. Box 3020 Chanhassen, MN 55317-3020
If delivered by hand to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing 18675 Lake Drive East Chanhassen, MN 55317

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

**Contents of Proofs of Claim.** Subject to the Bar Date Order, each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used); (iii) clearly identify the Debtor against which a claim is asserted; (iv) conform substantially to Official Form 10; (v) be signed by the holder of the claim or by an authorized agent of the holder of the claim (and the proof of claim bearing the original signature must be the form filed); and

(vi) include as attachments any and all supporting documentation on which the claim is based. **Please note:** A proof of claim filed under the joint administration case number (No. 13-10367 (MFW)), or otherwise without identifying a Debtor, will be deemed as filed only against Conexant Systems, Inc.

**Additional Information.** If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Order (which contains a more detailed description of the requirements for filing proofs of claim), a proof of claim form or related documents you may do so by: (i) calling The Debtors' restructuring hotline at 888-909-0100; (ii) visiting the Debtors' restructuring website at: [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant) and/or (iii) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317. **Please note** that BMC can **not** advise you how to file, or whether you should file, a proof of claim.

**Exhibit 4 to Exhibit A**

**Proposed Publication List**

**Proposed Publication List**

**National Publications:**

- Wall Street Journal
- USA Today
- New York Times

**International Publications**

- International Editions of the USA Today and Wall Street Journal

**Regional Publications:**

- Los Angeles Times
- Orange County Register