

PROOF OF CLAIM

Indicate Debtor against which you assert a claim by checking the appropriate box. (Check only one Debtor per claim form.)


- Conexant Systems, Inc. (Case No. 13-10367)
- Conexant CF, LLC (Case No. 13-10368)
- Brooktree Broadband Holdings, Inc. (Case No. 13-10369)
- Conexant, Inc. (Case No. 13-10370)
- Conexant Systems Worldwide, Inc. (Case No. 13-10371)

NOTE: 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):

O'Melveny & Myers LLP

Name and address where notices should be sent:

 31951543004051
 O'MELVENY & MEYERS LLP
 400 SOUTH HOPE STREET
 LOS ANGELES, CA 90071-2899

RECEIVED
MAY 03 2013
BMC GROUP

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number 213 430-6000 email:

Name and address where payment should be sent (if different from above):

O'Melveny & Myers LLP, Attention: Karen Rinehart, Esq.
 400 South Hope Street
 Los Angeles, CA 90071

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.

Check this box to indicate that this claim amends a previously filed claim.
 Court Claim Number (if known):

Filed on:

Payment Telephone Number 213 430-6000 email: krinehart@omm.com

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 284.40

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.

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.

2. BASIS FOR CLAIM: (See instruction #2)

Legal Services

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITR IDENTIFIES DEBTOR:

0020

3a. Debtor may have scheduled account as:

(See instruction #3a)

3b. Uniform Claim Identifier (optional):

(See instruction #3b)

4. SECURED CLAIM: (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.

Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$

Nature of property or right of setoff:

Basis for Perfection:

Describe:

Real Estate Motor Vehicle Other

Amount of Secured Claim: \$

Value of Property: \$

Amount Unsecured: \$

Annual Interest Rate: % Fixed or Variable (when case was filed)

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.

Amount entitled to priority: \$

Amount entitled to administrative expense under 11 U.S.C. § 503(b)(9): \$

You MUST specify the priority of the claim:

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- 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).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).
- 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).
- Other - Specify applicable paragraph of 11 U.S.C. § 507(a) ().
- 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.

6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. (See instruction #6)

Conexant Systems



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ORIGINAL

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 4:00 pm, prevailing Eastern Time on May 17, 2013 for Non-Governmental Claimants OR on or before August 27, 2013 for Governmental Units.

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

BY MESSENGER OR OVERNIGHT DELIVERY TO:
BMC Group, Inc.
Attn: Conexant Systems, Inc. Claims Processing
18675 Lake Drive East
Chanhausen, 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. (See Bankruptcy Rule 3004.)
- I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)

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: O'Melveny & Myers LLP by Karen Rinehart
Title: Attorney
Company: _____


(Signature)

May 2, 2013
(Date)

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

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

Attachment and Exhibit A Incorporated in Full by Reference

**ATTACHMENT TO PROOF OF CLAIM
FILED BY O'MELVENY & MYERS LLP**

1. O'Melveny & Myers LLP ("O'Melveny") hereby files this proof of claim in the bankruptcy case of Conexant Systems, Inc. (the "Debtor").

2. The Debtor is indebted to O'Melveny for legal fees in the principal amount of \$284.40 (the "Claim"). The amounts owed to O'Melveny by the Debtor are for legal services provided to or for the benefit of the Debtor.

3. The writing upon which this Claim is founded is an O'Melveny invoice for professional services rendered. A true and correct summary of the invoice for professional fees is attached hereto as Exhibit A and is incorporated herein by this reference.

4. O'Melveny's accounts receivable for the Debtor reflect that the Claim remains unpaid as of the date of this Claim.

5. The Claim is unsecured.

6. No judgment has been rendered on the Claim.

7. The amount of all payments have been credited and deducted for the purpose of making this Claim.

8. The Claim is not subject to any setoff or counterclaim.

9. O'Melveny reserves the right to amend, modify and/or supplement this Claim at any time and for any reason and set forth in additional detail the basis and nature of the Claim, including without limitation to specify any co-obligors, to state further amounts owing O'Melveny by the Debtor arising out of the Claim and/or to assert a claim for payment under U.S.C. § 503(b).

10. The filing of this Claim shall not constitute a waiver of O'Melveny's right to have any and all final orders in any and all non-core matters entered only after *de novo* review by a United States District Court Judge or O'Melveny's right to trial by jury in any proceeding as to any and all matters so triable, whether or not the same be designated legal or private rights, or

in any case or controversy or proceeding related thereto, notwithstanding the designation of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b) or otherwise, and whether such jury trial is pursuant to statute or the United States Constitution. O'Melveny reserves all of its defenses to any and all claims or any party. O'Melveny does not admit liability to any party.

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EXHIBIT A

O'MELVENY & MYERS LLP

610 NEWPORT CENTER DRIVE
17TH FLOOR
NEWPORT BEACH, CA 92660

March 29, 2013

DENNIS GALLAGHER, ESQ.
CONEXANT SYSTEMS, INC.
4000 MACARTHUR BLVD.
NEWPORT BEACH, CA 92660

INVOICE NUMBER: 869389
MATTER NUMBER: 0171298-00020

Requesting Attorney: MARK PETERSON

Tax Identification No: 95-1066597

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R E M I T T A N C E C O P Y

RE: SALE OF LP INTEREST

FEES ----- \$284.40
TOTAL CURRENT INVOICE ----- \$284.40

OUTSTANDING INVOICES AS OF APRIL 30, 2013

*** Please check your records ***

Invoice	Date	Days	Inv. Amount	Payments	Adj	Balance
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TOTAL AMOUNT DUE -----						\$284.40

Please Remit Payment to:

By Mail:

O'Melveny & Myers LLP - P.O. Box 894436, Los Angeles, CA 90189-4436

By Wire Transfer:

Citibank, N.A., NY, ABA #021000089, SWIFT: CITIUS33

Beneficiary: O'Melveny & Myers LLP, Account No.: #4078-0224

Please include invoice number or matter number in Advice

For questions please contact Rachel Chan at (213) 430-6459.



From: (213) 430-6000
Karen Rinehart
O'Melveny & Myers LLP
400 South Hope Street

Los Angeles, CA 90071

Origin ID: EMTA



J13111302120326

Ship Date: 02MAY13
Act/Wgt: 0.5 LB
CAD: 103702347/MSX12500

Delivery Address Bar Code



SHIP TO: (213) 430-6140 **BILL SENDER**
BMC Group Inc.
Conexant Systems Claims Processing
18675 Lake Dr E

Chanhassen, MN 55317

Ref # 0637385.01165-Rinehart
Invoice #
PO #
Dept #

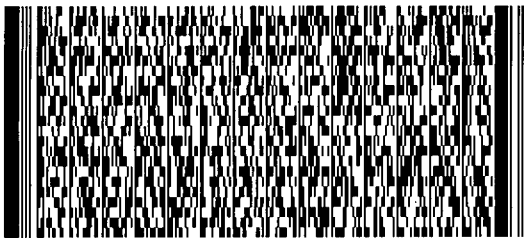
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BMC GROUP

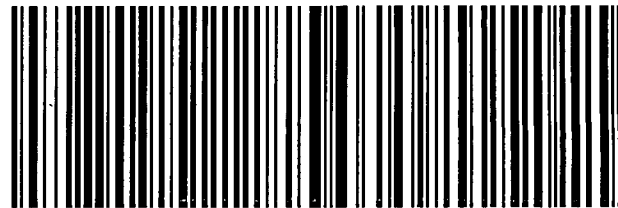
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PRIORITY OVERNIGHT

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FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.