

UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM
Name of Debtor: Conexant Systems, Inc.	Case Number: 13-10367 (MFW)	
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for payment of an administrative expense according to 11 U.S.C. §503.		
Name of Creditor (the person or other entity to whom the debtor owes money or property): Eastman Kodak Company		COURT USE ONLY
Name and address where notices should be sent: Sean Greecher, Esq. Young Conaway Stargatt & Taylor, LLP Rodney Square 1000 North King Street Wilmington, DE 19801 Telephone number: (302) 571-6558 email: SGreecher@ycst.com		<input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____
Name and address where payment should be sent (if different from above): Eastman Kodak Company Attn: Accounts Payable Dept. - MC 01117 343 State Street Rochester, NY 14650		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach a copy of statement giving particulars.
Telephone number: _____ email: _____		<div style="border: 1px solid black; padding: 5px; width: fit-content; margin: 0 auto;"> RECEIVED MAY 07 2013 BMC GROUP </div>
1. Amount of Claim as of Date Case Filed: \$2,409,276.50 plus unliquidated amounts for claims that may in the future arise pursuant to the warranty and indemnification provisions of the various contracts between the Debtors and Eastman Kodak Company.		
If all or part of the claim is secured, complete item 4. If all or part of the claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if the claim includes interest or other charges in addition to the principal amount of the claim. Attach a statement that itemizes interest or charges.		
2. Basis for Claim: <u>See Exhibit A attached hereto.</u> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: _____	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 the claim is secured by a lien on property or a right of setoff, attach required redacted documents, and provide the requested information.		Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____
Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____% <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)		Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount of Unsecured: \$ _____
5. Amount of Claim Entitled to 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 priority and state the amount.		
<input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).	<input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) earned within 180 days before the case was filed or the debtor's business ceased, whichever is earlier – 11 U.S.C. § 507 (a)(4).	<input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).
<input type="checkbox"/> Up to \$2,775* 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"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)()
		Amount entitled to priority: \$ _____
*Amounts are subject to adjustment on 4/01/16 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))		



7. Documents: Attached are redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages, 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 the definition of "redacted".)

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

If the documents are not available, please explain:

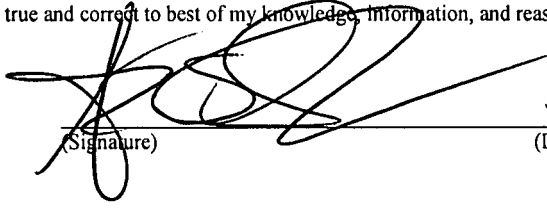
8. Signature: (See instruction #8)

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 best of my knowledge, information, and reasonable belief.

Print Name: Sean Greecher, Esq.
 Title: Counsel to Eastman Kodak Company
 Company: _____
 Address and telephone number (if different from notice address above): _____



 (Signature) 5/6/13
 (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.

Exhibit A

Invoices¹

¹ The contracts between Eastman Kodak Company and Conexant Systems, Inc. are available upon request from counsel to Eastman Kodak Company.

MATERIALS MANAGEMENT

Eastman Kodak Company, Rochester, N.Y. 14652

DEBIT MEMORANDUM 92033

BILL TO: Conexant Systems Inc.
4000 MacArthur Blvd.
Newport Beach, CA
92660

SHIP TO:

Return Auth.:

1. We do not need your credit if you agree with the price on this DM. If you do not agree, show this DM number and our replacement order number on any documents sent to us.
2. The Kodak pallets, straps, or containers included with this shipment are billed at our standard price. If you return these pallets to us with material or empty, please show this DM number on your invoice.
3. Replacement shipments are to be billed to us in the regular manner. Your invoice must show the replacement purchase order number.

Invoice Dated:	Replacement PO:	Vendor Number: 1087020
Date Billed:	Original PO: NO PO	Shipped VIA:
Date Shipped:	FOB Terms:	Bill of Lading:
	Gross Weight:	Pro Number:
		Payment Terms:
		UPS Tracking #:

Item	QUANTITY	EK Number	DESCRIPTION	UNIT PRICE	TOTAL
1	1 EA		Conexant CPA Rebate for 2nd Quarter parts shipped April thru June 2012.	\$523,942.50000	\$523,942.50

No. Straps: 0 No. Pallets: 0 Total P/C Charges: \$0.00
 Inbound Freight: \$0.00
 Outbound Freight: \$0.00

Remarks:
 For Billing Purposes Only. Per agreement and terms set by Conexant and Kodak, this rebate is for parts purchased in the previous quarter. For questions please contact Luha Sicienski (luha.sicienski@kodak.com).

Total Due Eastman Kodak Co.: \$523,942.50

Please refer all questions on this DM to:
 Sign: *Beverly Lipke 7/6/12*
 Buyer Name: BEVERLY LIPKE
 Buyer Phone: (585) 726-9285

Charge #: 110 GL 3110100-POG1

INVOICE

MATERIALS MANAGEMENT

Eastman Kodak Company, Rochester, N.Y. 14652

DEBIT MEMORANDUM 92034

BILL TO: Conexant Systems Inc.
4000 MacArthur Blvd.
Newport Beach, CA
92660

SHIP TO:

Return Auth:

1. We do not need your credit if you agree with the price on this DM. If you do not agree, show this DM number and our replacement order number on any documents sent to us.
2. The Kodak pallets, straps, or containers included with this shipment are billed at our standard price. If you return these pallets to us with material or empty, please show this DM number on your invoice.
3. Replacement shipments are to be billed to us in the regular manner. Your invoice must show the replacement purchase order number.

Invoice Dated:	Replacement PO:	Vendor Number: 1087020
Date Billed:	Original PO: NO PO.	Shipped VIA:
Date Shipped:	FOB Terms:	Bill of Lading:
	Gross Weight:	Pro Number:
		Payment Terms:
		UPS Tracking #:

Item	QUANTITY	EK Number	DESCRIPTION	UNIT PRICE	TOTAL
1	1 EA		Conexant CPA Rebate for previous Third Quarter parts shipped, July-Sep.2012.	885,334.00000	\$1,885,334.00

No. Straps: 0 No. Pallets: 0 Total P/C Charges: \$0.00
 Inbound Freight: \$0.00
 Outbound Freight: \$0.00

Remarks:

For Billing Purposes Only. Per agreement and terms set by Conexant and Kodak, this rebate is for parts purchased in the previous quarter. For questions please contact Luba Sicienski (luba.sicienski@kodak.com).

Total Due Eastman Kodak Co.: \$1,885,334.00

Please refer all questions on this DM to:

Sign: *Beverly Lipke* 10/17/12
 Buyer Name: Beverly Lipke
 Buyer Phone: (585) 726-9285

X *[Signature]*

Charge #: 110 GL 3110100-POG1

INVOICE

YC YOUNG CONAWAY
S&T STARGATT & TAYLOR, LLP

Attorneys at Law

WILMINGTON
RODNEY SQUARE

NEW YORK
ROCKEFELLER CENTER

Morgan L. Seward
P 302.571.6559
F 302.576.3749
mseward@ycst.com

May 6, 2013

VIA FEDEX


BMC Group Inc.
Attn: Conexant Systems, Inc. Claims
Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: Eastman Kodak Company Proof of Claim

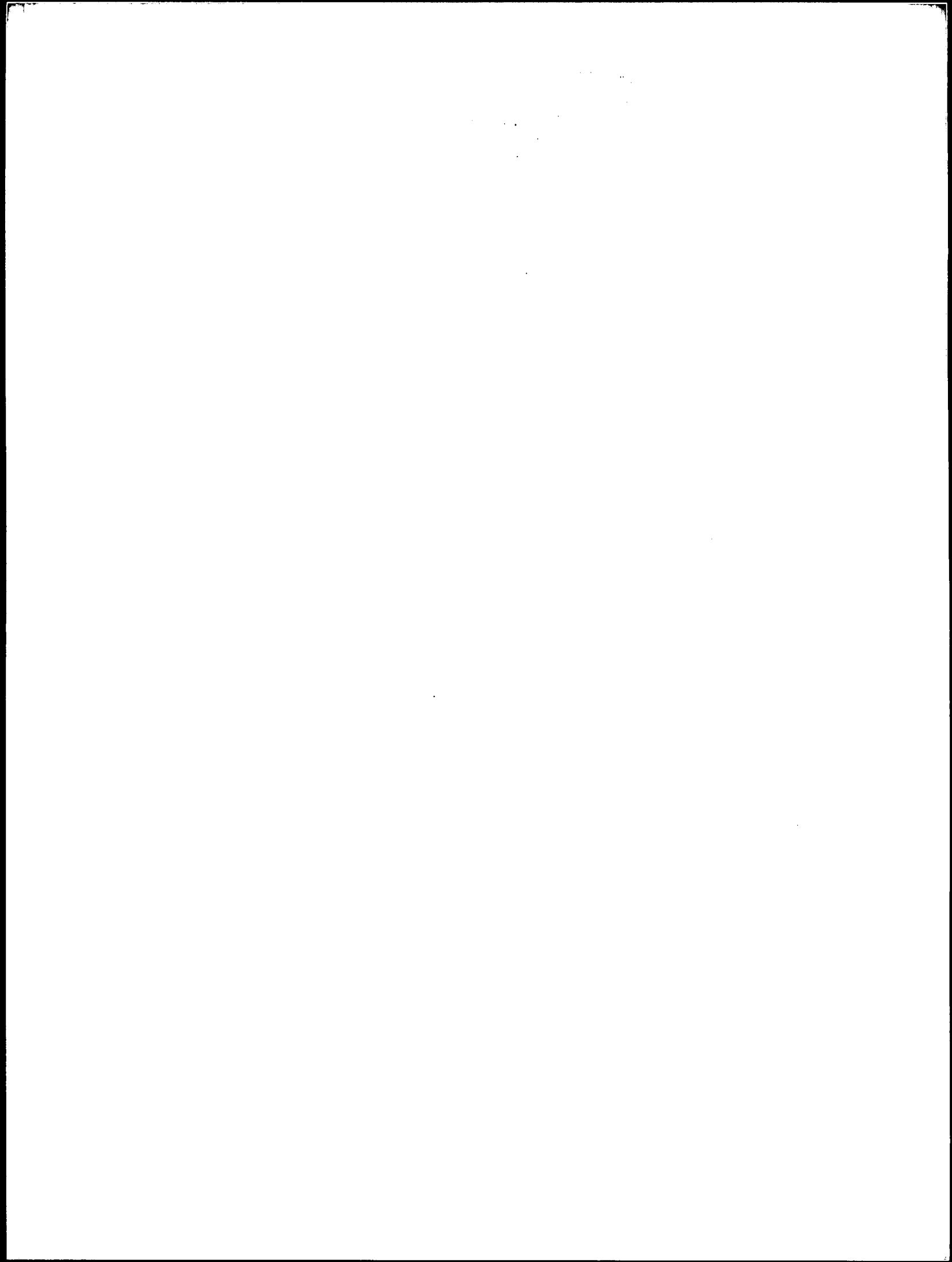
Dear Sir or Madam:

Enclosed, please find Eastman Kodak Company's Proof of Claim regarding Conexant Systems, Inc. and a self-addressed, stamped envelope for return of a copy of the filed claim.

Sincerely,



Morgan L. Seward



YC YOUNG CONAWAY
S&T STARGATT & TAYLOR, LLP

Attorneys at Law

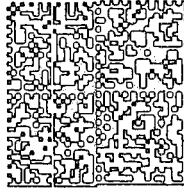
Morgan L. Seward
Rodney Square
1000 North King Street
Wilmington, Delaware 19801

016H26510140

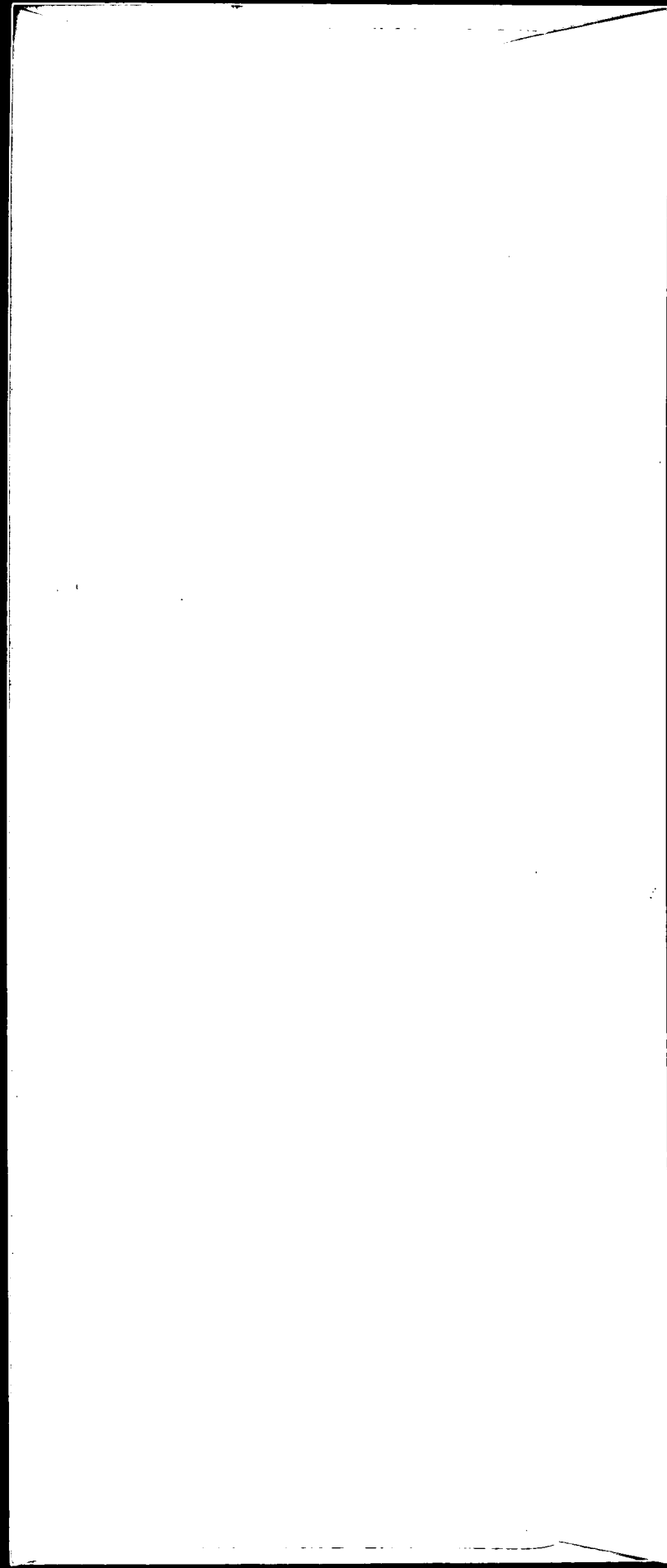
\$ 00.460

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Hasler



Morgan L. Seward
Young Conaway Stargatt & Taylor, LLP
Rodney Square
1000 North King Street
Wilmington, Delaware 19801



Neutral

MORGAN L. SEWARD
YOUNG CONAWAY STARGATT & TAYLOR, LLP
RODNEY SQUARE
1000 NORTH KING STREET
WILMINGTON, DELAWARE 19801

BMC Group, Inc.
Attn: Conexant Systems Inc. Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

ORIGIN ID: ZMIA (30Z) 671-6811
YOUNG CONWAY STARGATT & TAYLOR
1000 N KING STREET 17TH FLOOR
THE BRANDYWINE BUILDING
WILMINGTON, DE 19801
UNITED STATES US

SHIP DATE: 06MAY13
ACTWGT: 0.2 LB
CRD: 0057722/CAFE2608

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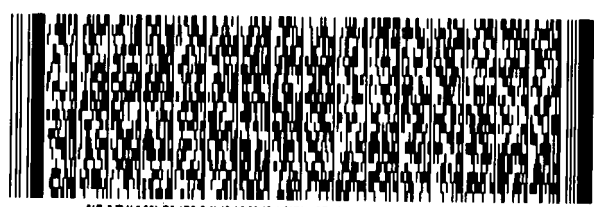
TO CLAIMS PROCESSING

BMC GROUP
18675 LAKE DRIVE EAST
MAY 07 2013

BMC GROUP
CHANHASSEN MN 55317

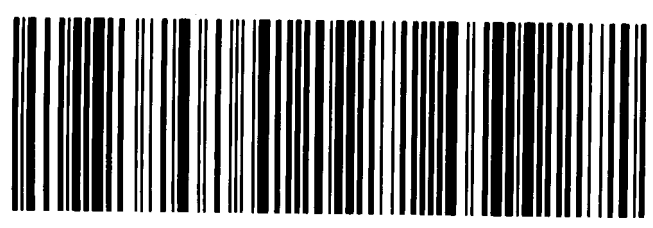
REF: 70884.1001/0982

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TRK# 0201 9833 9307 6490
TUE - 07 MAY 10:30A
PRIORITY OVERNIGHT

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55317 MN-US MSP



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