

<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 checked="" 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): <u>VeriFone, Inc.</u>			
Name and address where notices should be sent: Vik Varma Associate General Counsel VeriFone, Inc. 2099 Gateway Place, Suite 600 San Jose, California 95110		With a copy to: Mark U. Schneiderman Sullivan & Crowell LLP 125 Broad Street New York, NY 10004	
Creditor Telephone Number (408) 232-7873 email: <u>Vik_VI@verifone.com</u>			
Name and address where payment should be sent (if different from above):		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.	
Payment Telephone Number ( ) email:		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number (if known): Filed on:	
<b>1. AMOUNT OF CLAIM AS OF DATE CASE FILED</b> \$ <u>939,535.68</u> 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> <u>Purchase of Goods</u> (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. Nature of property or right of setoff: 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): \$ _____ You MUST specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Up to \$2,900* 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"/> 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"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(6). <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)			

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MAY 08 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**



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 5:00 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  
18875 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. (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: Albert Liu  
Title: SVP, Corporate Development General Counsel  
Company: VeriFone, Inc.



5-6-2013

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

(Signature)

(Date)

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

(408) 232-7222      Albert\_Ll@verifone.com

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.

**ADDENDUM TO PROOF OF CLAIM FOR VERIFONE INC. AGAINST CONEXANT  
SYSTEMS INC.**

**I. BASIS FOR CLAIMS**

On February 28, 2013, Conexant Systems Inc.. ("Conexant") and certain of its affiliates, the "Debtors"), filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court").

On April 11, 2013, the Bankruptcy Court entered the 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. 162].

This proof of claim (this "Proof of Claim") is filed in Conexant's bankruptcy case by VeriFone Inc ("VeriFone"). VeriFone has a claim (the "Claim") against Conexant on account that certain Sales Letter Agreement by and between VeriFone and Conexant dated September 22, 2010 (including all related agreements (the "Contract").

The documents supporting VeriFone's claim include the Contract, invoices related to the Contract, and book entry purchase orders in both VeriFone and Conexant's books and records. Due to the confidential and commercially sensitive nature of the pricing and terms of these documents, they are not included as attachments hereto. They are available upon request. VeriFone reserves the right to supplement this Proof of Claim with additional supporting documentation.

On February 28, 2013, Conexant filed its Consolidated List of Creditors Holding the 30 Largest Unsecured Claims and on March 29, 2013, Conexant filed its Global Notes, Methodology and Specific Disclosures Regarding the Debtors' Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules"). The Schedules contain an admission that VeriFone has a claim in the amount of \$939,535.68. VeriFone does not now have sufficient information to dispute this claim amount, and believes this is a reasonable approximation of the claim amount. VeriFone is in continuing discussions with Conexant to reconcile claim amounts. Therefore, VeriFone hereby asserts the Claim against Conexant for amounts due and owing as of the Petition Date under the Contract in the amount of not less than \$939,535.68 (the "Claim Amount").

**II. NO JUDGMENT**

No judgment has been rendered on the claims set forth in this Proof of Claim.

**III. ADMINISTRATIVE EXPENSE CLAIMS**

This Proof of Claim is without prejudice to claims that VeriFone has or may have for payment of any additional administrative expenses allowable under section 503(b) of the Bankruptcy Code or otherwise with respect to any transaction, and such amounts are not included in this Proof of Claim. VeriFone reserves right to file such claims or any similar claims

at an appropriate time. VeriFone continues to accrue administrative claims for product rebates and other amounts due under the Contracts and VeriFone's continued purchases of products from Conexant.

#### **IV. ADDITIONAL OR SUPPLEMENTAL PROOFS OF CLAIM**

This Proof of Claim is filed without prejudice to the filing by, or on behalf of, VeriFone, of additional or supplemental claims or proofs of claim with respect to any other liability or indebtedness of the Debtors.

#### **V. NO WAIVER**

The filing of this Proof of Claim is not and should not be construed to be: (a) a waiver or release of VeriFone's rights against any other entity or person liable for all or part of any Claim described herein; (b) a waiver of the right to seek to have the reference withdrawn with respect to (i) the subject matter of this Proof of Claim, (ii) any objection or other proceedings commenced with respect thereto, or (iii) any other proceedings commenced in these bankruptcy cases against or otherwise involving VeriFone; (c) a waiver of any right to the subordination, in favor of VeriFone, of indebtedness or liens held by creditors of the Debtors; or (d) an election of remedy that waives or otherwise affects any other remedy of VeriFone.

#### **VI. RESERVATION OF RIGHTS**

This Proof of Claim is filed with full reservation of rights, including the right to assert a claim for additional amounts, and the right to assert additional, supplementary, and/or amended proofs of claim and requests for administrative expense reimbursements based on events, information, and/or documents obtained from the Debtors or others through discovery or otherwise. Without in any way limiting the foregoing, VeriFone's rights to assert any claims that it may have against the Debtors, or against any other party or property other than the Debtors and their estates, are expressly reserved. This Proof of Claim is not intended, nor should it be construed, as VeriFone's consent to jurisdiction in the Bankruptcy Court for any purpose other than with respect to this Proof of Claim or in the District of Delaware, or as a waiver of VeriFone's right to a trial by jury in any action or proceeding.

# SULLIVAN & CROMWELL LLP

TELEPHONE: 1-212-558-4000  
FACSIMILE: 1-212-558-3588  
WWW.SULLCROM.COM

*125 Broad Street  
New York, NY 10004-2498*

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May 7, 2013

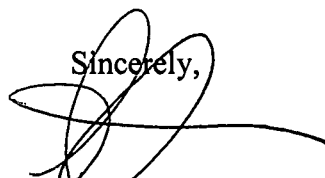
By FedEx

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

Re: Conexant Systems, Inc., et al., (Case No. 13-10367 (MFW))

Please find enclosed a proof of claim in the above titled case. Please confirm receipt of the attached claim by time-stamping the copy and returning it to me in the enclosed self-addressed envelope. Should you have any questions, please do not hesitate to contact me at 212-558-7853 and [schneiderman@sullcrom.com](mailto:schneiderman@sullcrom.com).

Sincerely,



Mark U. Schneiderman

(Enclosures)

WILLIAM B. CROMWELL

REGISTERED MAIL  
RECEIVED BY THE  
POST OFFICE

WILLIAM B. CROMWELL  
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NEW YORK, N.Y.

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SERVICE  
SULLIVAN & CROMWELL LLP  
125 BROAD STREET  
32ND FL  
NEW YORK, NY 10004  
UNITED STATES US

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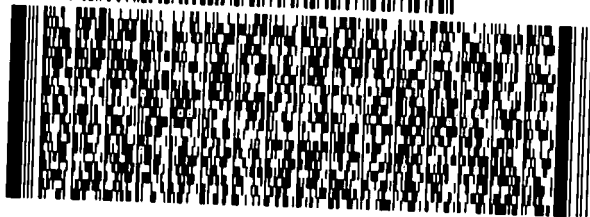
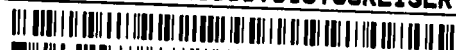
TO **BMC GROUP INC**  
**ATTN.CONEXANT SYSTEMS INC**  
**CLAIMS PROCESSING**  
**18675 LAKE DRIVE EAST**  
**CHANHASSEN MN 55317**

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REF: 01910200007015783REISER

**BMC GROUP**



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Express



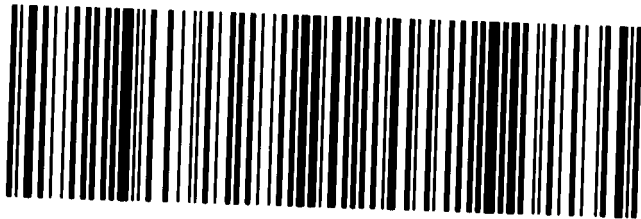
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