

<b>UNITED STATES BANKRUPTCY COURT</b>		<b>District of Delaware</b>	<b>PROOF OF CLAIM</b>							
Name of Debtor: <b>CONEXANT SYSTEMS, INC.</b>		Case Number: <b>13-10367</b>	<p style="text-align: center;"><b>COURT USE ONLY</b></p> <p><input type="checkbox"/> Check this box if this claim amends a previously filed claim.</p> <p>Court Claim Number: _____ <i>(If known)</i></p> <p>Filed on: _____</p> <p><input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to this claim. Attach copy of statement giving particulars.</p>							
NOTE: <i>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.</i>										
Name of Creditor (the person or other entity to whom the debtor owes money or property): <b>ELPF Scranton Road LP</b>										
Name and address where notices should be sent: <b>c/o FrankGecker LLP (Attn: Joseph Frank) 325 N. LaSalle Street, Suite 625 Chicago, Illinois 60654</b>		<p style="font-size: 24px; font-weight: bold;">RECEIVED</p> <p style="font-size: 24px; font-weight: bold;">MAY 16 2013</p> <p style="font-size: 24px; font-weight: bold;">BMC GROUP</p>								
Telephone number: <b>(312) 276-1400</b> email: <b>jfrank@fqllp.com</b>										
Name and address where payment should be sent (if different from above):										
Telephone number: _____ email: _____										
<p><b>1. Amount of Claim as of Date Case Filed:</b>      \$ <u>7,416,045.00</u></p> <p>If all or part of the claim is secured, complete item 4.</p> <p>If all or part of the claim is entitled to priority, complete item 5.</p> <p><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.</p>										
<p><b>2. Basis for Claim:</b> <u>Anticipated lease rejection damages (see attached)</u> (See instruction #2)</p>										
<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)								
<p><b>4. Secured Claim</b> (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.</p> <p>Nature of property or right of setoff: <input type="checkbox"/> Real Estate   <input type="checkbox"/> Motor Vehicle   <input type="checkbox"/> Other Describe: _____</p> <p>Value of Property: \$ _____</p> <p>Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)</p>		<p><b>Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any:</b> \$ _____</p> <p>Basis for perfection: _____</p> <p>Amount of Secured Claim: \$ _____</p> <p>Amount Unsecured: \$ _____</p>								
<p><b>5. Amount of Claim Entitled to Priority under 11 U.S.C. § 507 (a).</b> If any part of the claim falls into one of the following categories, check the box specifying the priority and state the amount.</p> <table style="width:100%; border: none;"> <tr> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).             </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Wages, salaries, or commissions (up to \$11,725*) 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).             </td> <td style="width: 33%; vertical-align: top;"> <input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).             </td> <td rowspan="2" style="vertical-align: top; padding-left: 20px;">                 Amount entitled to priority: \$ _____             </td> </tr> <tr> <td style="vertical-align: top;"> <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).             </td> <td style="vertical-align: top;"> <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).             </td> <td style="vertical-align: top;"> <input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).             </td> </tr> </table>				<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 \$11,725*) 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).	Amount entitled to priority: \$ _____	<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"/> 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)(____).
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<p>*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 adjus</p>										
<p><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 #</p>										



**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, and security agreements. 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. (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.     I am a guarantor, surety, indorser, or other codebtor.
- (Attach copy of power of attorney, if any.)    (See Bankruptcy Rule 3004.)    (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: Joseph D. Frank  
 Title: Counsel to ELPF Scranton Road LP  
 Company: FrankGecker LLP  
 Address and telephone number (if different from notice address above):  
325 N. LaSalle Street, Suite 625  
Chicago, Illinois 60654  
 Telephone number: (312) 276-1407 email: ifrank@follp.com

Joseph D. Frank    5/15/13  
 (Signature)    (Date)

*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, exceptions to these general rules may apply.*

**Items to be completed in Proof of Claim form**

**Court, Name of Debtor, and Case Number:**

Fill in the federal judicial district in which the bankruptcy case was filed (for example, Central District of California), the debtor's full name, and the case number. If the creditor received a notice of the case from the bankruptcy court, all of this information is at the top of the notice.

**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 Priority Under 11 U.S.C. § 507 (a).**

If any portion of the claim falls into any category shown, 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. 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, attach a complete copy of any power of attorney, and 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.

**ADDENDUM TO PROOF OF CLAIM  
OF ELPF SCRANTON ROAD LP**

ELPF Scranton Road LP (“ELPF”) hereby asserts a claim in the amount of \$7,416,045 against Conexant Systems, Inc. (the “Debtor”), for damages related to the anticipated rejection of the Master Lease Agreement, dated June 20, 2002 between ELPF and the Debtor (the “Scranton Road Lease”), covering 199,458 square feet at real property located at 9808 and 9868 Scranton Road, San Diego, California (the “Property”).

1. After entering into the Scranton Road Lease, the Debtor entered into subleases (the “Subtenant Leases”) to sublease portions of the Property to three different entities: CareFusion 303, Inc. (“CareFusion,”); Applied Micro Circuits Corporation (“AMCC”); and Deli House (“Deli House” and, together with CareFusion and AMCC, the “Subtenants”). CareFusion’s Subtenant Lease covers 85,731 square feet of the Property. AMCC’s Subtenant Lease covers 19,873 square feet of the Property. Deli House’s Subtenant Lease covers 1,625 square feet of the Property. Each of the Subtenants continues to occupy and possess its subleased portion of the Property.

2. In addition, the Debtor and NXP Semiconductors USA, Inc. (“NXP”) are parties to a License Agreement, licensing NXP’s use of 58,486 square feet of the Property (the “NXP License”). NXP continued to occupy its licensed portion of the Property on and after the Petition Date and remained in possession until March 31, 2013.

3. Following its bankruptcy filing on February 28, 2013 (the “Petition Date”), the Debtor filed its Motion for Entry of an Order Authorizing the Rejection of Certain Unexpired Leases, Effective *Nunc Pro Tunc* to the Petition Date (the “Motion”).

4. ELPF filed an objection to the Motion, stating that the Debtor could not reject the Scranton Road Lease in light of the Subtenant Leases, the NXP License, and the continued

occupancy of the Property by the Subtenants and NXP. In addition, ELPF contested the propriety of the request for retroactive rejection in light of the Debtor's failure to surrender possession of the Property.

5. ELPF and the Debtor ultimately agreed to resolve the Motion and ELPF's objection. As part of this resolution, the parties agreed that ELPF's rejection damages claim shall be allowed in the amount of \$7,416,045. The terms of the agreement between ELPF and the Debtor were spread of record in court on April 19, 2013 and expressly included the allowed \$7,416,045 claim amount. However, to date, the order approving the rejection of the Scranton Road Lease and the agreement between the Debtor and ELPF is still undergoing the review and revisions of counsel for various third parties. Once the order is entered, ELPF shall amend this claim and affix a copy of the order. However, this claim is being filed prior to the entry of the order in compliance with the Bankruptcy Court's prior order establishing Friday, May 17, 2013 as the deadline for the filing of proofs of claim.

6. The agreement between the Debtor and ELPF contemplates that the Debtor will obtain confirmation of its currently-proposed chapter 11 plan of reorganization. If the Debtor's plan is not confirmed, the agreement contemplates that ELPF shall have the right to seek payment of an administrative claim for additional rent that came due under the Scranton Road Lease between the Petition Date and the date on which an order is entered with respect to the Motion. The filing of this claim shall not constitute a waiver of ELPF's right to assert such a claim.

7. In addition, ELPF hereby reserves the right to amend this claim at any time to include any additional amounts due to ELPF from the Debtor, to the extent consistent with the parties' agreement.

ORIGINAL

May 15, 2013

**VIA FEDERAL EXPRESS**

BMC GROUP, INC.  
Attn: Conexant Systems, Inc. Claims Processing  
18675 Lake Drive East  
Chanhassen, Minnesota 55317


**Re: *In re Conexant Systems, Inc., et al.,*  
Case No. 13-10367 (MFW) (Jointly Administered)**

Ladies and Gentlemen:

Enclosed please find the original and two copies of the Proof of Claim and Addendum to Proof of Claim of ELPF Scranton Road LP. Please file the original Proof of Claim and Addendum in the above-referenced bankruptcy proceeding, stamp the extra copies and return them to FrankGecker LLP in the enclosed self-addressed, postage-prepaid envelope.

Thank you for your assistance in this matter. If you have any questions, please feel free to contact me at (312) 276-1432 or [ccarpenter@fgllp.com](mailto:ccarpenter@fgllp.com).

Very truly yours,



Christina Carpenter  
Legal Assistant

Enclosures

{LASALLE/003/00034887.DOC/}



From: (312) 276-1400  
Christina Carpenter  
Frank Gecker LLP  
325 North LaSalle Street  
Suite 625  
Chicago, IL 60654

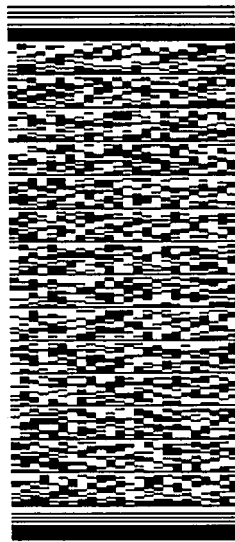
Origin ID: GYYA

**FedEx**  
Express



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SHIP TO: (888) 909-0100  
**BILL SENDER**  
**Conexant Systems Claims Processing**  
**BMC Group, Inc.**  
**18750 LAKE DR E**  
**EAST**  
**CHANHASSEN, MN 55317**



Ship Date: 15MAY13  
ActWgt: 0.5 LB  
CAD: 8190063/INNET3370

Delivery Address Bar Code



Ref # LaSalle Investment/Conexant

Invoice #

PO #

Dept #

**RECEIVED**

**MAY 16 2013**

**BMC GROUP** THU - 16 MAY 10:30A  
**PRIORITY OVERNIGHT**

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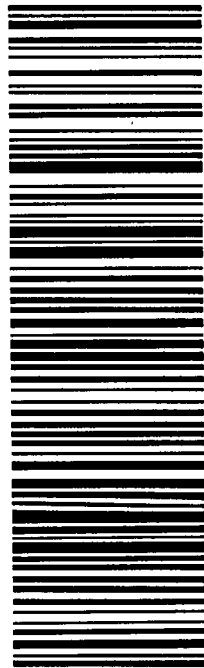
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*The World On Time*