



UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		<b>PROOF OF CLAIM</b>		 <b>YOUR CLAIM IS SCHEDULED AS:</b>	
Name of Debtor: <b>Conexant Systems, Inc.</b>		Case Number: <b>13-10367</b>		Schedule/Claim ID <b>S2019033386</b> Amount/Classification Undetermined Unsecured Contingent, Disputed, Unliquidated	
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) :					
Name and address where notices should be sent:  <b>31951541006531</b> <b>ZOOM TELEPHONICS INC.</b> <b>C/O DAVID ELLIS MOORE</b> <b>POTTER ANDERSON &amp; CORROON, LLP</b> <b>1313 N MARKET ST., HERCULES PLAZA, 6TH FLR.</b> <b>PO BOX 951</b> <b>WILMINGTON, DE 19899-0951</b>		<b>RECEIVED</b> <b>MAY 16 2013</b> <b>BMC GROUP</b>		The amounts reflected above constitute your claim as scheduled by the Debtor or pursuant to a filed claim. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below.  If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed.  If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.	
Creditor Telephone Number (302) <b>984-6000</b> email: <b>dmoore@potteranderson.com</b>		<b>THIS SPACE IS FOR COURT USE ONLY</b>			
Name and address where payment should be sent (if different from above):  same		<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.  Court Claim Number (if known): _____  Filed on: _____	
Payment Telephone Number ( ) _____ email: _____					
<b>1. AMOUNT OF CLAIM AS OF DATE CASE FILED</b> \$ <u>undetermined</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> obligation to indemnify creditor against any losses sustained in, and costs incurred in defending against, litigation: (See instruction #2) <u>Telecomm Innovations, LLC v. Zoom Telephonics, Inc., Case 1:12-cv-01337-SLR (D. Del.)</u>					
<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 \$2,600* 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"/> 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)(9). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(b) ( _____ ). <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)  none					

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"). See attached Exhibit A.

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  
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. (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: Frank B. Manning  
Title: CEO  
Company: Zoom Telephonics, Inc.  
Address and telephone number (if different from notice address above):  
207 South Street  
Boston, MA 02111

*Frank Manning*  
(Signature)

May 15, 2013  
(Date)

Telephone number: (617) 753-0003  
email: frankm@zoom.net

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.

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

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In re:	)	Chapter 11
	)	
CONEXANT SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 13-10367 ( )
	)	
Debtors.	)	Joint Administration Requested

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**DECLARATION OF SAILESH CHITTIPEDDI,  
PRESIDENT AND CEO OF CONEXANT SYSTEMS, INC.,  
IN SUPPORT OF CHAPTER 11 PETITIONS AND FIRST DAY PLEADINGS**

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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.

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I, Sailesh Chittipeddi, hereby declare under penalty of perjury:

1. I am the President and Chief Executive Officer of Conexant Systems, Inc. ("*Conexant*"), a corporation organized under the laws of the State of Delaware and one of the above-captioned debtors and debtors in possession (collectively, the "*Debtors*" or the "*Company*"). I am generally familiar with Conexant's day-to-day operations, business, financial affairs, and books and records.

2. On the date hereof (the "*Petition Date*"), each of the Debtors filed a voluntary petition for relief under chapter 11 of title 11 of the United States Bankruptcy Code (the "*Bankruptcy Code*"), in the United States Bankruptcy Court for the District of Delaware. The Debtors are operating their businesses and managing their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in these chapter 11 cases, and no committees have been appointed or designated.

3. To minimize the chapter 11 cases' impact on business operations, the Debtors have filed motions and pleadings seeking various types of "first day" relief (collectively, the "*First Day Pleadings*"). The First Day Pleadings seek relief intended to allow the Debtors to perform and meet those obligations necessary to fulfill their duties as debtors in possession. I am familiar with the contents of each First Day Pleading and believe that the relief sought in each First Day Pleading is necessary to enable the Debtors to operate in chapter 11 with minimum disruption or loss of value, is critical to achieving a successful reorganization of the Debtors, and best serves the Debtors' estates and creditors' interests. The description of the relief requested, and the facts supporting each of the First Day Pleadings are included in Exhibit A attached hereto (and incorporated herein by reference).

\* \* \*

**B. The Debtors' Business Operations**

78. Conexant designs and develops semiconductor solutions, and its global marketing and sales teams sell them to its customers. Conexant's suppliers physically manufacture the chips according to the company's rigorous standards, and send them to Conexant's customers. The customers, in turn put those chips into the products with which we are all familiar: modems, fax machines, printers, headphones, televisions, etc.

**1. Customers**

79. Conexant's customers receive its technology directly from Conexant's suppliers, and incorporate those chips into their products. Using its global network, Conexant partners closely with these OEM customers to develop highly-specialized custom solutions.

80. A number of Conexant's customers, including Konica, Toshiba and Brother are currently being sued by Telecomm Innovations, LLC in the United States District Court for the District of Delaware for alleged infringement of certain patents related to modem products. Our agreements with those customers may impose indemnification obligations on Conexant. Conexant may be contractually obligated to indemnify our customers for any damages sustained from these patent infringement suits, as well as the costs of their defense. From a legal, business and customer service perspective, Conexant will stand behind these customers, just as it stands behind its products. Moreover, Conexant believes that it has a dispositive defense to the *Telecomm* suit. In *Rembrandt Data Technologies, LP v. AOL, LLC*, 641 F.3d 1331 (Fed. Cir. 2011), the United States Court of Appeals for the Federal Circuit held that Conexant had a license for certain patents allegedly infringed upon by Conexant's customers. Because Conexant held said license, the patent infringement claims were barred. The Rembrandt ruling is dispositive of the current allegations in the *Telecomm* suit.

**IV. First Day Pleadings**

94. The Debtors have filed a number of First Day Pleadings seeking targeted relief intended to allow the Debtors to minimize the adverse effects of the commencement of the chapter 11 cases on their ongoing business operations. The First Day Pleadings seek authority to, among other things, continue to pay employee compensation and benefits in order to maintain morale and retention during this critical juncture, and ensure the continuation of the Debtors' business operations without interruption. Court approval of the relief requested in the First Day Pleadings is essential to providing the Debtors with an opportunity to successfully meet their ongoing obligations.

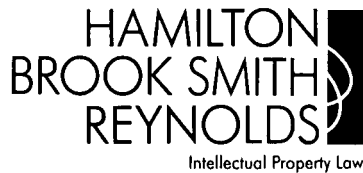
95. I have reviewed each of the First Day Pleadings. The facts stated therein, the description of the relief requested, and the facts supporting each motion and pleading are detailed in Exhibit A to this declaration and are true and correct to the best of my information and belief. I believe that the relief sought in each of the First Day Pleadings is necessary: it will enable the Debtors to operate in chapter 11 with minimal disruption to their business operations and it will minimize any customer loss. Accordingly, I believe that the Court should grant each of the First Day Pleadings.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.



Wilmington, Delaware  
Dated: February 28, 2013

/s/ Sailesh Chittipeddi  
Sailesh Chittipeddi, PhD  
President and Chief Executive Officer  
Conexant Systems, Inc.



Hamilton, Brook, Smith & Reynolds, P.C.  
530 Virginia Road P.O. Box 9133  
Concord, MA 01742-9133

T 978.341.0036  
F 978.341.0136  
www.hbsr.com

**Lawrence P. Cogswell, III, Ph.D.**  
Associate  
lawrence.cogswell@hbsr.com  
978-202-3407

*Via Federal Express*

May 15, 2013

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

Re: Proof of Claim – Conexant Systems, Inc.  
United States Bankruptcy Court for the District of Delaware, Case No. 13-10367  
Our Docket No.: 1571.0288-000

Dear Clerk:

Enclosed are two copies of a Proof of Claim for Zoom Telephonics, Inc. in the above referenced bankruptcy.

Also enclosed is a return envelope for your convenience in returning a copy of our proof of claim with receipt acknowledged.

Please contact me if you have any questions or if you require any additional information.

Sincerely,

Lawrence P. Cogswell, III, Ph.D.

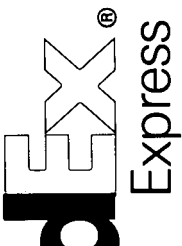
cc: John L. DuPré

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City Chanhassen  
State MN  
Zip 55317

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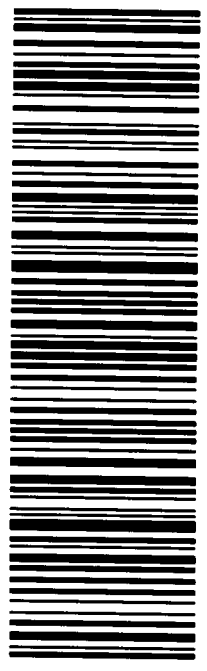
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18675 LAKE DR E  
CHANHASSEN MN 55317  
(713) 724-6184  
REF: 1501  
P.O.:



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Total Packages 1  
Total Weight 2.35 lbs.



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