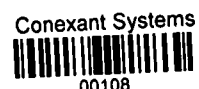


| | | | |
|--|--|--|---|
| UNITED STATES BANKRUPTCY COURT | | DISTRICT OF DELAWARE | PROOF OF CLAIM |
| Name of Debtor: Brooktree Broadband Holdings, Inc | | Case Number: 13-10369 | |
| NOTE: <i>Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. 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): The Travelers Indemnity Company & its Property Casualty affiliates | | | COURT USE ONLY |
| Name and address where notices should be sent: Travelers One Tower Square, 9CR Hartford, CT 06183 Attn: Olga Gold | | RECEIVED MAY 16 2013 BMC GROUP | <input type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____ |
| Telephone number: (860) 277-2702 email: ogold@travelers.com | | | |
| Name and address where payment should be sent (if different from above): Telephone number: email: | | | <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. |
| 1. Amount of Claim as of Date Case Filed: \$ <u>Unliquidated</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 a statement that itemizes interest or charges. | | | |
| 2. Basis for Claim: <u>Insurance Coverage</u> (See instruction #2) | | | |
| 3. Last four digits of any number by which creditor identifies debtor: <u>P206</u> | | 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 setoff, attach required redacted documents, and provide the requested information. 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) | | 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: \$ <u>Unliquidated</u> | |
| 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 \$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"/> 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"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5). | |
| <input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8). | | <input checked="" type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(2). | |
| | | | Amount entitled to priority: \$ <u>unliquidated</u> |



* 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)

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 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. (Attach copy of power of attorney, if any.) 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: Christine Zysk
 Title: Director
 Company: Travelers
 Address and telephone number (if different from notice address above)
One Tower Square
Hartford CT 06183
860 277 9783 czysk@travelers.com
 Telephone number: email:

Christine Zysk 5-14-13
 (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.

DEFINITIONS

Debtor

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

Creditor

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

Claim

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

Proof of Claim

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

Secured Claim Under 11 U.S.C. § 506 (a)

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

Unsecured Claim

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

Claim Entitled to Priority Under 11 U.S.C. § 507 (a)

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Redacted

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of 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.

Evidence of Perfection

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

INFORMATION

Acknowledgment of Filing of Claim

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system (www.pacer.psc.uscourts.gov) for a small fee to view your filed proof of claim.

Offers to Purchase a Claim

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.



**Attachment to Proof of Claim of The Travelers Indemnity Company and Affiliates
in the Chapter 11 Case of Brooktree Broadband Holdings, Inc 13-10369.**

The Travelers Indemnity Company and its affiliates provided certain worker's compensation, employee benefits, professional liability and automobile liability insurance coverage as described below for the periods March 1, 2011 to the present.

Insurance Coverage

Travelers issued certain worker's compensation, employee benefits, professional liability and automobile liability insurance providing coverage for the Debtor, Brooktree Broadband Holdings Inc various states. Travelers investigates, administers, defends, litigates, settles, and pays all claims for covered occurrences.

Claim Amount

The Debtor's obligations to Travelers are subject to adjustment because, among other things, certain obligations are affected by the Debtors auditable exposure. Therefore, it is premature to calculate the amount of Travelers claim. Travelers reserves its right to amend its claim.

Administrative Expense

A portion of Travelers claim may be entitled to priority as administrative expense under Bankruptcy Code sections 507(a)(2) for insurance coverage provided on or after the commencement of the Debtor's bankruptcy cases.

Documents

The documents supporting Travelers claims are voluminous and are available upon request. Please see the attached Schedule A for a list of the policies and issued by Travelers in connection with the Debtor's insurance program. The list of policies may be incomplete and is subject to amendment by Travelers.



SCHEDULE A
SUMMARY OF POLICY YEARS, POLICY NUMBER, AND LINES OF INSURANCE
CONEXANT SYSTEMS, INC

| <i>Policy Year</i> | <i>Policy Number</i> | <i>Line</i> |
|---------------------|----------------------|------------------------|
| 3/1/2011 - 3/1/2012 | 14P75399 | Professional Liability |
| | 6954P037 | Automobile Liability |
| | 6963P206 | Workers Compensation |
| 3/1/2012 -3/1/2013 | 14P6347A | Employer Liability |
| | 14P75399 | Professional Liability |
| | 6954P037 | Automobile Liability |
| | 6963P206 | Workers Compensation |
| 03/1/2013-03/1/2014 | 14P6347A | Employer Liability |
| | 14P75399 | Professional Liability |
| | 6954P037 | Automobile Liability |
| | 6963P206 | Workers Compensation |



One Tower Square, 5MN
Hartford, CT 06183

Olga Gold

Case Manager
Travelers
Account Resolution
(860) 277-2702
(860) 277-2158 (fax)

One Tower Square, 9CR
Hartford, CT 06183

May 14, 2013

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

RE: Brooktree Broadband Holdings, Inc Case 13-10369

Enclosed you will find the Proof of Claim for the above entity with the appropriate supporting documentation regarding the captioned bankruptcy. Also included is a separate copy of the Proof of Claim for purposes of acknowledgment.

Your attention to the filing of our claim will be appreciated and for your convenience in acknowledging the filing I have enclosed a self-addressed prepaid envelope. Please date stamp the duplicate and return to my attention at the following address:

Travelers
One Tower Square, 9CR
Hartford, CT 06183
ATTN: Olga Gold

Thank you for your anticipated cooperation.

Sincerley,

Olga Gold
Case Manager

CC: Rachel O'Neill – Travelers

CC: Paul M. Basta – Kirkland & Ellis LLP

From: (860) 277-2702
Olga Gold
Travelers
Account Resolution
One Tower Square, 3CR
Hartford, CT 06183

Origin ID: KXAA



Ship Date: 15MAY13
ActWgt: 2.0 LB
CAD: 100273331/INET3370

Delivery Address Bar Code



SHIP TO: (800) 655-1129 **BILL SENDER**
Attn: Conexant Systems Inc Claims
BMC Group, Inc
18675 Lake Drive East

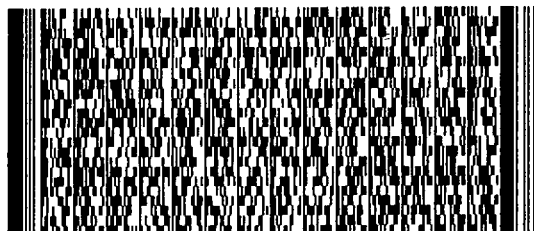
CHANHASSEN, MN 55317

Ref # 39015121 0000
Invoice #
PO #
Dept #

RECEIVED
MAY 16 2013
BMC GROUP

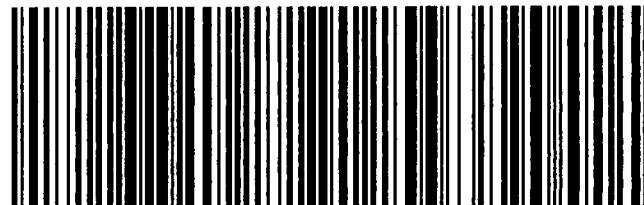
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2. Fold the printed page along the horizontal line.
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