

<b>UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE</b>		<b>PROOF OF CLAIM</b>
Name of Debtor:  Conexant Systems, Inc.		Case Number:  13-10367
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): Brookstone Law, P.C.		<b>COURT USE ONLY</b>
Name and address where notices should be sent: Rich Sturdevant Brookstone Law, PC 4000 MacArthur Blvd., Ste. 1110, Newport Beach, CA 92660 Telephone number: _____ email: RSturdevant@BrookstoneLaw.com (800) 946-8655 Ext: 709		<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):     Telephone number: _____ email: _____		<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.
1. Amount of Claim as of Date Case Filed: \$ 43,545		<b>RECEIVED</b> <b>MAY 17 2013</b> <b>BMC GROUP</b>
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: See Addendum (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.  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 the time case was filed, included in secured claim, if any: \$ _____  Basis for perfection: _____  Amount of Secured Claim: \$ _____  Amount 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).  Amount entitled to priority: _____
<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)(____). \$ _____
*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 #		



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.     I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)  
(See Bankruptcy Rule 3004.)

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: Rich Braden  
Title: Attorney  
Company: Brackstone Law, PC  
Address and telephone number (if different from notice address above):  
\_\_\_\_\_  
\_\_\_\_\_

[Signature] 5-16-13  
(Signature) (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.

**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 and documents required by FRBP 3001(c) for claims based on an open-end or revolving consumer credit agreement or secured by a security interest in the debtor's principal residence. 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, 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.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:  CONEXANT SYSTEMS, INC., <i>et al.</i> ,  Debtors.	}	Chapter 11
	}	Case No. 13-10367 (PJW)
	}	(Jointly Administered)

**ADDENDUM TO PROOF OF CLAIM**

This Addendum is filed in support of, and as part of, the Proof of Claim of Brookstone Law, P.C. ("Brookstone") against Conexant Systems, Inc. (a "Debtor") in the above-captioned proceedings.

1. This proof of claim pertains to the security deposit in an amount no less than \$43,545 (the "Debt"), arising from that certain West Tower Sublease dated September 1, 2010, as amended, for a portion of the tenth (10<sup>th</sup>) floor of 4000 MacArthur Blvd., Newport Beach, California 92660 (the "Sublease"). Brookstone expressly reserves the right to supplement this claim with further documents if necessary.

2. On or about April 10, 2013, the Court entered an Order authorizing the Debtor's rejection of the Corporate Headquarters Lease (as defined in such Order), including its associated subleases (Docket No. 150).

3. Brookstone reserves the right to amend, modify or supplement this Proof of Claim for any reason in any way, including, but not limited to, the right to assert priority, secured or administrative expense for all of the claims set forth herein, and to file and assert any additional claims aside from the Debt, accrued interest, expenses and/or damages that may be or later become due.

4. The filing of this Proof of Claim is not and shall not be deemed or construed as (a) a waiver or release of Brookstone's rights against any person, entity or property, (b) a consent by Brookstone to the jurisdiction of this Court or any court with respect to the proceedings, if any, commenced in any case against or otherwise involving Brookstone, (c) a waiver or release of Brookstone's right to trial by jury in this Court or any other court in any proceedings to any and all matters so triable herein, whether or not the same be designated legal or private rights, or in any case, controversy or proceedings related hereto, notwithstanding the designation or not of such matters as "core proceedings" pursuant to 28 U.S.C. § 157(b)(2), and whether such jury trial right is pursuant to statute or the United States Constitution, (d) a consent by Brookstone to a jury trial in this Court or any other court in any proceeding as to any and all matters so triable herein or in any case, controversy or proceeding related hereto pursuant to 28 U.S.C. § 157(e) or otherwise, (e) a waiver or release of Brookstone's right to have any and all final orders in any and all on-core matters or proceedings entered only after de novo review by a United States District Court Judge, (f) a waiver of Brookstone's right to move to withdraw the reference with respect to (i) the subject matter jurisdiction of this Proof of Claim, (ii) any objection thereto or (iii) any other proceeding

which may be commenced in these cases relating to the Proof of Claim or otherwise involving Brookstone, (g) an election of remedies, or (h) an acknowledgement that Brookstone received adequate notice of any bar dated fixed in this case.

# LEECH TISHMAN

LEECH TISHMAN FUSCALDO & LAMPL

May 16, 2013

**Patrick W. Carothers**  
**pcarothers@leechtishman.com**  
**Direct: 412.304.0153**  
**Mobile: 412.606.3182**

## VIA FEDERAL EXPRESS

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

**Re: *Conexant Systems, Inc., et al. (the "Debtors")***  
***Bankruptcy Case No. 13-10367 (MFW)***  
***Chapter 11***

Dear Claims Agent:

Enclosed please find the original and one (1) copy of following Proofs of Claim to be filed in the above-referenced bankruptcy matter:

- British Overseas Bank Nominees Limited and WGTC Nominees Limited;
- Two (2) claims for Brookstone Law, P.C.

Please return a time-stamped copy of the same in the enclosed federal express envelope. Should you have any questions, please contact me.

Very truly yours,

LEECH TISHMAN FUSCALDO & LAMPL, LLC



Patrick W. Carothers

PWC/dat  
Encls.

LEECH TISHMAN FUSCALDO & LAMPL, LLC

525 William Penn Place, 30th Floor Pittsburgh, Pennsylvania 15219 | T: 412.261.1600 F: 412.227.5551

LEECHTISHMAN.COM

From: (412) 261-1600  
DENA TOMKO  
LEECH TISHMAN  
525 WILLIAM PENN PLACE, 30TH FLOOR  
PITTSBURGH, PA 15219

Origin ID: BTPA



J13111302120326

Ship Date: 16MAY13  
ActWgt: 1.0 LB  
CAD: 101609577/NET3370

Delivery Address Bar Code



SHIP TO: (412) 304-0157  
**Conexant Systems, Inc. Claims Proc**  
**BMC Group, Inc.**  
18675 Lake Drive East  
  
CHANHASSEN, MN 55317

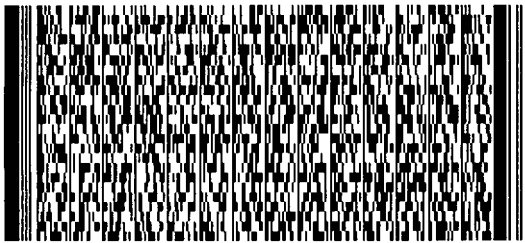
BILL SENDER

Ref # British Overseas & Brookstone  
Invoice #  
PO #  
Dept #

**RECEIVED**  
**MAY 17 2013**  
**BMC GROUP**

FRI - 17 MAY 10:30A  
PRIORITY OVERNIGHT

TRK# 7997 7566 2533  
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**NA FBLA**

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