


# ORIGINAL

<b>UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE</b>	<b>PROOF OF CLAIM</b>	Schedule G Contract
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Name of Debtor: <b>Conexant, Inc.</b>	Case Number: <b>13-10370</b>
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*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:  31951542900016 MMWR LLP (RE: SYNOPSIS) MARK A. FINK, ESQ. 1105 NORTH MARKET STREET 15TH FLOOR WILMINGTON, DE 19801	<b>RECEIVED</b>  <b>MAY 17 2013</b>  <b>BMC GROUP</b>
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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**

Creditor Telephone Number **(302) 504-7811** email: **MFINK@MMWR.COM**

Name and address where payment should be sent (if different from above): <b>Synopsys, Inc. c/o Stacy Palmer</b> <b>700 East Middlefield Road</b> <b>Mountain View, California 94043</b>	<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: _____
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Payment Telephone Number **(609) 584-1404** email: \_\_\_\_\_

**1. AMOUNT OF CLAIM AS OF DATE CASE FILED** \$ see Attached Addendum

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.

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.

**2. BASIS FOR CLAIM:** see Attached Addendum  
 (See instruction #2)

<b>3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR:</b> <u>5159</u>	<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b> _____ (See instruction #3b)
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**4. SECURED CLAIM:** (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:

Real Estate  Motor Vehicle  Other \_\_\_\_\_

Value of Property: \$ \_\_\_\_\_

Annual Interest Rate: \_\_\_\_\_ %  Fixed or  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: \$ \_\_\_\_\_

**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.**

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"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
<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"/> 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"/> 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.

**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)

Conexant Systems  
  
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**ORIGINAL**

**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 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.

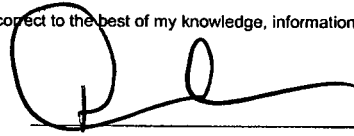
I am the creditor's authorized agent.

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: DAVID A. PURSLEY  
Title: ASSOCIATE GENERAL COUNSEL  
Company: SYNOPSIS, INC.



5/14/2013

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

(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.

UNITED STATES BANKRUPTCY COURT FOR THE  
DISTRICT OF DELAWARE

-----X  
In re :  
 : Chapter 11  
CONEXANT SYSTEMS, INC., *et al.*, :  
 : Case No. 13-10367 (MFW)  
 : (Jointly Administered)  
Debtors. :  
-----X

**ADDENDUM TO PROOF OF CLAIM**

1. Claimant. Synopsys, Inc. (“Synopsys”) files this claim (the “Proof of Claim”) pursuant to FED R. BANKR. P. 3002.
2. Debtor. The debtor is Conexant, Inc. (the “Debtor”). The Debtor filed a bankruptcy case docketed as case number 13-10370.
3. Agreements. The Debtor is a counterparty to a number of executory and other contracts to which Synopsys is the named counterparty or is the assignee of and successor in interest to the named counterparty.
4. Supporting Documents. The supporting documents for the Proof of Claim include copies of the various agreements between the Debtor and Synopsys (or Synopsys’ predecessor) (collectively, the “Executory Contracts”). Copies of such documents are voluminous and, upon information and belief, are in the possession of the Debtor.
5. Amount of Claim. The Debtor has not yet stated its intention with respect to the Executory Contracts and Synopsys reserves the right to amend this Proof of Claim, if necessary, at any time to reflect amounts owed.
6. Other Rights. Synopsys reserves the right in the future to, from time to time, file additional proofs of claim, amend this Proof of Claim, and to assert any and all claims that Synopsys may have against the Debtor or any other debtor in the above-captioned jointly-

administered chapter 11 cases. Synopsys additionally claims the benefit of all rights and protections granted Synopsys from and after the commencement of these cases.

7. No Waiver. The Proof of Claim is filed in accordance with 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 [D.I. 91]. The filing of this Proof of Claim shall not constitute: (a) a waiver or release of the rights of Synopsys against the Debtor or any other person or property; (b) a waiver by Synopsys to contest the jurisdiction of this Court with respect to the subject matter of the Proof of Claim, any objection or other proceeding commenced in this case against or otherwise involving Synopsys; or (c) an election of remedies or choice of law. Nothing in this Proof of Claim shall limit the rights of Synopsys from filing any papers or pleadings or commencing any proceedings or taking any actions concerning its claims.

8. Notices. All notices to Synopsys are to be sent to:

Mark A. Fink, Esq.  
Montgomery, McCracken, Walker & Rhoads, LLP  
1105 North Market St., Suite 1500  
Wilmington, DE 19801-1201  
Phone: 302-504-7811  
*mfink@mmwr.com*



# MONTGOMERY McCRACKEN

ATTORNEYS AT LAW

**Mark A. Fink**

Admitted in Pennsylvania, New Jersey, New York, Delaware, Georgia

1105 Market Street, 15th Floor  
Wilmington, DE 19801-1201  
Tel: 302-504-7800

Direct Dial:

302-504-7828

Fax:

215-731-3666

Email:

mfink@mmwr.com

May 16, 2013

**Via Federal Express**

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

**Re: In re Conexant Systems, Inc., et al.  
Bankruptcy Cases Jointly Administered as Case No. 13-10367  
Claims Filed by Synopsys, Inc.**

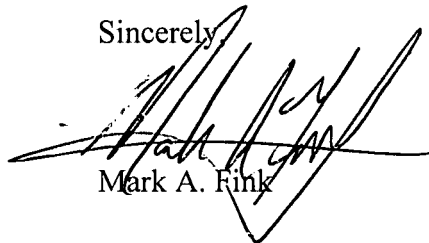
To Whom It May Concern:

Attached please find an original and two (2) copies of two (2) separate Proofs of Claim in the above-referenced jointly administered bankruptcy cases.

Kindly time-stamp each of the originals and the copies and return the copies in the self-addressed Federal Express envelope provided.

Thank you for your courtesy in this matter.

Sincerely,



Mark A. Fink

Enclosures

MONTGOMERY McCRACKEN WALKER & RHOADS LLP  
PENNSYLVANIA • NEW YORK • NEW JERSEY • DELAWARE

A PENNSYLVANIA LIMITED LIABILITY PARTNERSHIP  
LOUIS A. PETRONI, NEW JERSEY RESPONSIBLE PARTNER

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RECEIVED

MAY 17 2013

From: (302) 504-7800  
Mark A. Fink  
Montgomery McCracken  
1105 North Market Street  
Wilmington, DE 19801

Origin ID: ZWIA



J13111302120326

Ship Date: 16MAY13  
BMC GROUP  
CAD: 103249258/WSX12750

Delivery Address Bar Code



Ref # 63379-00004  
Invoice #  
PO #  
Dept #

SHIP TO: (302) 504-7811  
**BMC Group, Inc.**  
Attn: Conexant Systems Claims Proc.  
18675 Lake Dr E

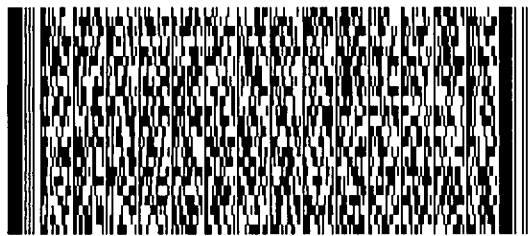
BILL SENDER

Chanhassen, MN 55317

RELEASE#: 3785346

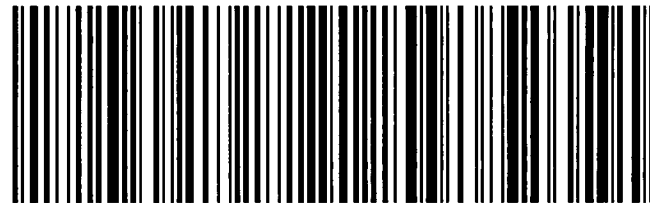
FRI - 17 MAY 8:00A  
FIRST OVERNIGHT

TRK# 7997 7894 5273  
0201



**N1 FBLA**

55317  
MN-US  
MSP



FOLD on this line and place in shipping pouch with bar code and delivery address visible

1. Fold the first printed page in half and use as the shipping label.
2. Place the label in a waybill pouch and affix it to your shipment so that the barcode portion of the label can be read and scanned.
3. Keep the second page as a receipt for your records. The receipt contains the terms and conditions of shipping and information useful for tracking your package.