

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE PROOF OF CLAIM Schedule G Contract

Name of Debtor: Conexant Systems, Inc. Case Number: 13-10367

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.

Name of Creditor (the person or other entity to whom the debtor owes money or property): Synopsys, Inc.

Name and address where notices should be sent: MMWR LLP (RE: SKYWORKS/SYNOPSYS, INC.) MARK A. FINK, ESQ. 1105 NORTH MARKET STREET 15TH FLOOR WILMINGTON, DE 19801

Creditor Telephone Number (302) 504-7811 email: mefink@mmwr.com

Name and address where payment should be sent (if different from above): Synopsys, Inc. c/o Stacy Palmer 700 East Middlefield Road Mountain View, California 94043

Payment Telephone Number (605) 584-1909 email:

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ NO less than \$153,833.64 plus ADDITIONAL AMOUNTS OWED UNDER EXECUTORY CONTRACTS AS DESCRIBED IN THE ADDENDUM

2. BASIS FOR CLAIM: See Attached Addendum

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 5159

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

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: [] Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). [] Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). [] 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). [] Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). [] 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). [] Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (). [] Value of goods received by the debtor within 20 days before the date of the bankruptcy filing - 11 U.S.C. § 503(b)(9).

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)

RECEIVED MAY 17 2013 BMC GROUP

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

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. Court Claim Number (if known): Filed on:

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.)

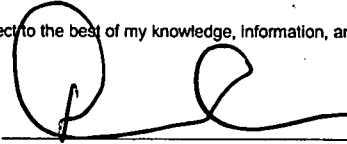
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: DAVID A. PARSLEY

Title: Associate General Counsel

Company: Syopsys, Inc.

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



(Signature)

5/14/2013

(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)
Debtors. : (Jointly Administered)
-----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 Systems, Inc. (the “Debtor”). The Debtor filed a bankruptcy case docketed as case number 13-10367.
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. As of the Petition Date, the principal amount of the debt owed by the Debtor was no less than \$153,833.64. This amount is exclusive of additional amounts which will be necessary to cure the outstanding Executory Contracts as well as amounts which may be due in the event the Debtor elects to reject one or more of the Executory Contracts. Furthermore, the claim amount is exclusive of pre-petition and post-petition interest, attorneys’ fees, and other fees, charges and costs incurred or to be incurred and to be paid by the Debtor. 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 additional amounts.

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.**

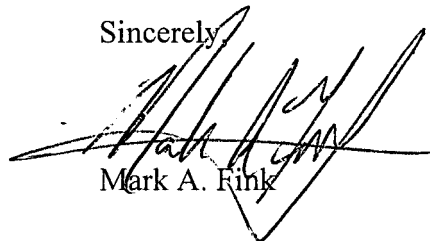
To Whom It May Concern:

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

RECEIVED

MAY 17 2013

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

Origin ID: ZWIA



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Ship Date: 16MAY13
BMC GROUP
ADN 103249258/WSX12750

Delivery Address Bar Code



Ref # 63379-00004
Invoice #
PO #
Dept #

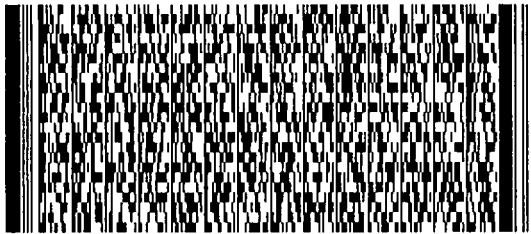
SHIP TO: (302) 504-7811 **BILL SENDER**
BMC Group, Inc.
Attn: Conexant Systems Claims Proc.
18675 Lake Dr E

Chanhassen, MN 55317

RELEASE#: 3785346

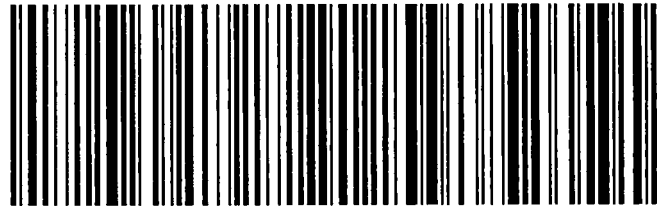
FRI - 17 MAY 8:00A
FIRST OVERNIGHT

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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.