
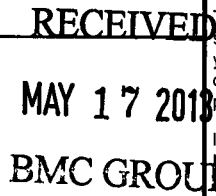



UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE		PROOF OF CLAIM	 YOUR CLAIM IS SCHEDULED AS:
Name of Debtor: Conexant Systems, Inc.		Case Number: 13-10367	Schedule/Claim ID S2019033330 Amount/Classification Undetermined Unsecured Contingent, Disputed, Unliquidated
<small>NOTE: Other than claims under 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).</small>			
Name of Creditor (the person or other entity to whom the debtor owes money or property) :		 RECEIVED MAY 17 2013 BMC GROUP	
Name and address where notices should be sent:  31951541004143 PACIFIC CLUB C/O ALTON G BURKHALTER, ESQ BURKHALTER KESSLER CLEMENT & GEORGE LLP 2020 MAIN STREET, SUITE 600 IRVINE, CA 92614			
Creditor Telephone Number 949 975-7500 email: aburkhalter@bkcgllaw.com		THIS SPACE IS FOR COURT USE ONLY	
Name and address where payment should be sent (if different from above):		<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:			
1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ <u>174,595.46</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.			
2. BASIS FOR CLAIM: <u>Goods and Services Sold.</u> (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 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: \$ _____			
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).			
<small>* 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.</small>			
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 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. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004.)

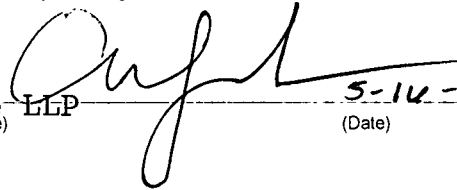
I declare under penalty of perjury that the information provided in this claim is true and correct to the best of my knowledge, information, and reasonable belief.

Print Name: Amber M. Sanchez, Esq.

Title: Attorney

Company: Burkhalter Kessler Clement & George LLP

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



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.

ATTACHMENT "A"



November 17, 1995

Liviu Fisher
The Pacific Club
4110 MacArthur Blvd.
Newport Beach, CA 92660

RE: Use of City Water

Dear Mr. Fisher:

Thank you for taking the time to meet with Rockwell's representatives earlier this week. As you discussed with them, Rockwell is in the final stages of a ground water cleanup. Part of the cleanup program involves the injection of water. The injection program will involve a total of five wells, two of which will utilize The Pacific Club's water supply. It is expected that the groundwater injection program will continue for approximately two years.

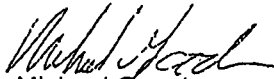
The current proposal is to connect a water line to your existing water supply from the Irvine Ranch Water District. This connection will be used to supply a 60 gallon per-minute flow to two wells as shown in the attached drawing (Attachment A). All connections and pipe installation will be conducted during off-hours and pre-arranged with The Pacific Club. All work will be approved and inspected by the city of Newport Beach Building Department.

Because Rockwell will be causing a potential increase of up to 60 gallons-per-minute of water, we will meet with the water district and have your water use baseline increased. The increase will amount to 60 gallons-per-minute over the billing cycle. Rockwell will also install water meters at each point of water use. These meters will be recorded on a weekly basis. The readings will be averaged to ensure there was no flow in excess of the 60 gallons-per-minute allotment. Rockwell will reimburse The Pacific Club on a monthly basis for water used. A check will be issued by the 15th of the month following the close of the cycle. The details of the billing cycle will be finalized upon completion of the water injection system.

If you have any questions regarding the project or this letter, please feel free to contact me at (714) 833-4882. I will follow up with you early next week and perhaps at that time we could meet to discuss the details of the project.

Thank you for your cooperation.

Sincerely,



Michael Gooch
Manager, Environmental Engineering

Attachment

cc: J. Anderson - Rockwell NB
R. Gilmour - DPR Construction

MG/je

Burkhalter Kessler Clement & George LLP
2020 Main Street, Suite 600
Irvine, California 92614

VIA FEDERAL EXPRESS

BMC GROUP, INC.
Attn: Conexant Systems, Inc.
Claims Processing
18675 Lake Drive East
Chanhassen, MN 55137

