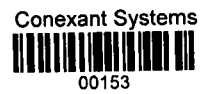
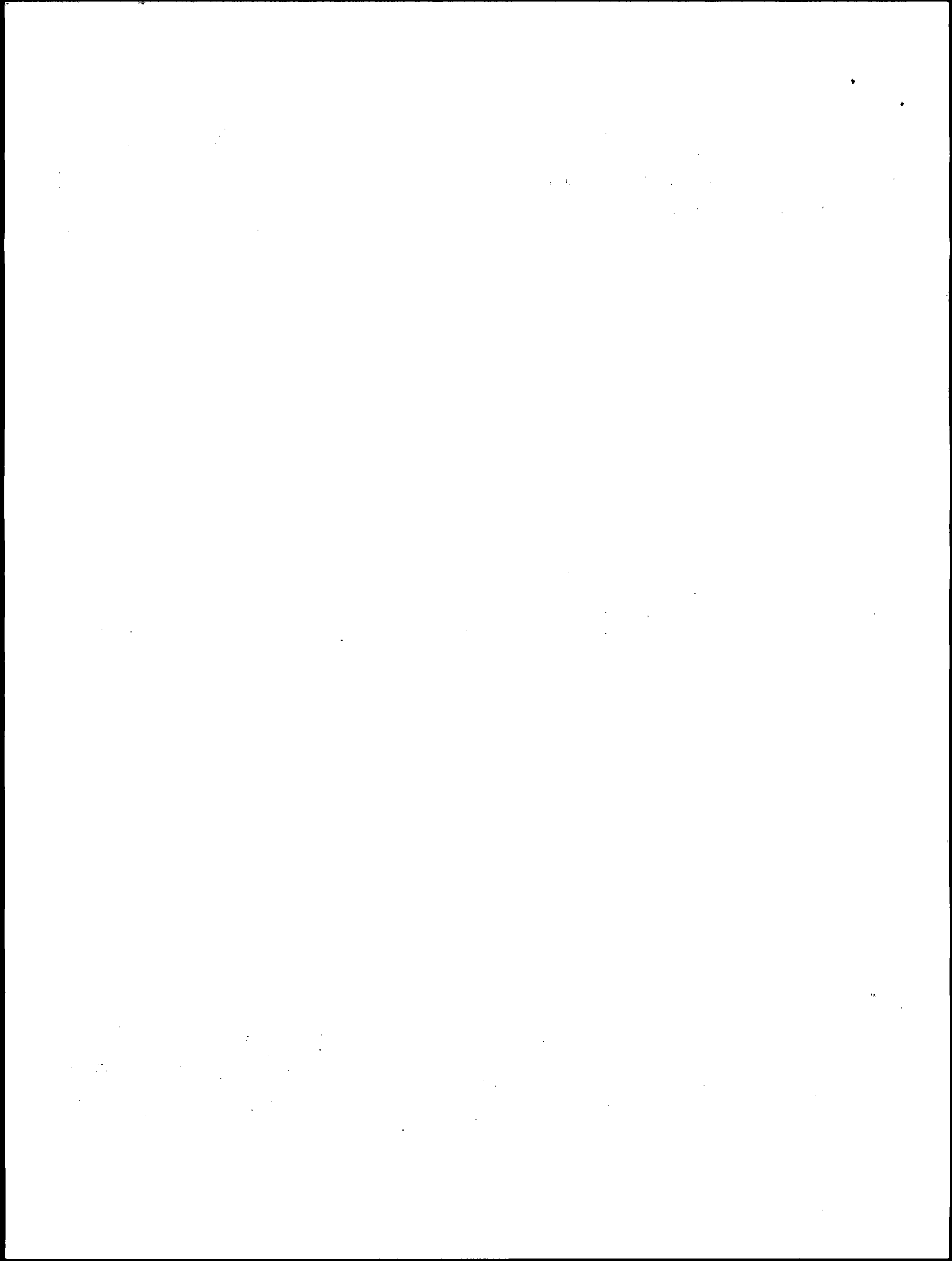


UNITED STATES BANKRUPTCY COURT DELAWARE DISTRICT BANKRUPTCY COURT		PROOF OF CLAIM
Name of Debtor: CONEXANT SYSTEMS, INC.		Case Number: Chapter: 11 13-10367 MFW
NOTE: Do not use this form to make a claim for an administrative expense that arises after the bankruptcy filing. You may file a request for 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): ORANGE COUNTY TREASURER-TAX COLLECTOR		COURT USE ONLY
Name and address where notices should be sent: ORANGE COUNTY TREASURER-TAX COLLECTOR P. O. BOX 4515 SANTA ANA CA 92702-4515 ATTN: BANKRUPTCY UNIT		<input checked="" type="checkbox"/> Check this box if this claim amends a previously filed claim. Court Claim Number: <u>22</u> (If known) Filed on: <u>04/15/2013</u>
Telephone number: 714-834-3411 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.
Name and address where payment should be sent (if different from above): ORANGE COUNTY TREASURER-TAX COLLECTOR P. O. BOX 1438 SANTA ANA CA 92702 ATTN: BANKRUPTCY UNIT		
1. Amount of Claim as of Date Case Filed: \$ <u>80,754.32</u> <i>AA MGR</i>		RECEIVED MAY 20 2013 BMC GROUP
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 checked="" 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: Personal Property Taxes 01-01-2009 thru 01-01-2013 Te Ref# 0499326, 0460612 & 0457620 (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor: BK1300033	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: Real Estate Motor Vehicle Other Describe: Value of Property: \$ <u>Unknown</u> Annual Interest Rate <u>18%</u> <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: <u>Statutory/Recorded Lien</u> Amount of Secured Claim: \$ _____ Amount Unsecured: \$ <u>0.00</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"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).		
<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 checked="" type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8). <input type="checkbox"/> Other – Specify \$ <u>80,754.32</u> applicable paragraph of 11 U.S.C. § 507 (a)(____).		
Amount entitled to priority: _____		
*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 adju.		
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, 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. (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: Ratna D Butani

Title: Deputy Tax Collector

Company: Orange County Treasurer-Tax Collector

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

R-D-Butani May 15, 2013
(Signature) (Date)

SHARI L. FREIDENRICH, Orange County Treasurer-Tax Collector

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



DEBTOR: Conexant Systems Inc.

CASE NO.: 13-10367 MFW PETITION DATE NO: 2/28/2013

CHAPTER: 11 BANKRUPTCY NO: 1300033

Secured Pre-Petition Tax Liability

YEAR	PROPERTY TYPE/TAX REFERENCE & ASSESSMENT NO.	NET VALUE	TOTAL BASE TAX	Basic 20% PENALTY	ADDL PENALTY	INTEREST	FEES	AMOUNT PAID	CLAIM TOTAL
2009 Est.*	BUSINESS ASSESSMENT(ESC) 0499326/09-605040	637,551	6,751.35	\$1,350.27	\$0.00	2,430.48	0.00	0.00	\$10,532.10
2010 Est.*	BUSINESS ASSESSMENT(ESC) 0499326/10-087585	473,907	5,239.18	\$1,047.84	\$0.00	1,414.59	0.00	0.00	\$7,701.61
2011 Est.*	BUSINESS ASSESSMENT(ESC) 0499326/11-290676	778,916	8,620.88	\$1,724.17	\$0.00	1,551.76	0.00	0.00	\$11,896.81
2012	BUSINESS ASSESSMENT 0499326/12-054326	1,386,311	15,341.33	\$0.00	\$0.00	0.00	0.00	15341.33	\$0.00
2013 Est.	BUSINESS ASSESSMENT 0499326/13-054326	1,386,311	18,409.60	\$0.00	\$0.00	0.00	\$0.00	0.00	\$18,409.60
2011 Est.*	BUSINESS ASSESSMENT(ESC) 0460612/2011	214,600	2,374.83	\$474.97	\$0.00	427.46	\$0.00	0.00	\$3,277.26
2012	BUSINESS ASSESSMENT 0460612/12-065821	2,043,475	22,613.70	\$0.00	\$0.00	0.00	\$0.00	22613.70	\$0.00
2013 Est.	BUSINESS ASSESSMENT 0460612/13-065821	2,043,475	27,136.44	\$0.00	\$0.00	0.00	\$0.00	0.00	\$27,136.44
Total Page 1		\$8,964,546	\$106,487.31	\$4,597.25	\$0.00	\$5,824.29	\$0.00	\$37,955.03	\$78,953.82

file a Business Property Statement, or if the debtor has acquisitions or dispositions of assets subject to assessment.

* If this is an amended Proof of Claim the asterisked items have been revised to reflect supplemental assessments, roll corrections, escape audits and/or the actual assessments and issuance of bills regarding previously estimated amounts.

I certify the above to be a true and correct copy of the original entry of the secured/unsecured property tax roll.

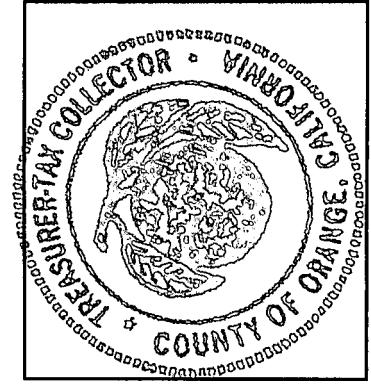
ORANGE COUNTY TAX COLLECTOR

By *R-D Butani*

Ratna D Butani

Deputy Tax Collector

5/15/2013



1 PROOF OF SERVICE BY MAIL

2 (CCP SEC. 1013A, 2015.5)

3 I am employed in the County of Orange, State of California. I am over the age of 18 years and not
4 a party to the within action. My business address is Orange County Treasurer-Tax Collector, 12
Civic Center Plaza, Room G40 Santa Ana, CA 92702.

5 DOCUMENT(S) SERVED: Proof of Claim

6 US BANKRUPTCY COURT

7
8 On May 15, 2013, I served the documents named above on the parties in this action by placing
a true copy of said document(s) in a sealed envelope in the following manner:

9 (BY MAIL) I caused each such envelope, with postage fully prepaid, to be placed in the
10 United States mail at Santa Ana, California. I am readily familiar with this office's
11 practice for collecting and processing correspondence for mailing, said practice for
12 collecting and processing correspondence for mailing, said practice being that in the
ordinary course of business, mail is deposited in the United States Postal Service the
same day as it is place for.

13 (STATE) I declare under penalty of perjury under the laws of the State of California that
14 the above is true and correct.

15 Executed on this May 15, 2013

16 at Santa Ana, California by



17
18 Roselyn Prasad
Deputy Tax Collector

19 NAME AND ADDRESS OF PERSON(S) SERVED:

20 Attorney for the Debtor

21 **Christopher T. Greco**

22 Kirkland & Ellis LLP 601

23 Lexington Avenue

24 New York, NY 10022-4611

Claims Agent

BMC Group Inc.

300 N Continental Blvd #570

El Segundo, Ca 90245



05/16/13 LA CA 900 11

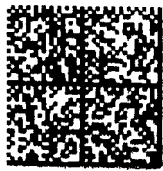
Shari L. Freidenrich, CPA, CCMT, CPEA, CPFIM
Treasurer-Tax Collector
County of Orange
Post Office Box 4515
Santa Ana, CA 92702-4515

ADDRESS SERVICE REQUESTED



PTNEY BOWES

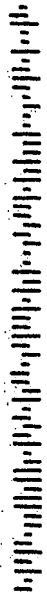
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000 4278398 MAY 15 2013
MAILED FROM ZIP CODE 92702



PRESORTED
FIRST CLASS

BMC Group Inc.
300 N Continental Blvd #570
El Segundo, Ca 90245

*Rec'd
5/20/13*



5 C-JDKGMP 90245

Pay taxes online by echeck



-No Cost

<http://bos.ocgov.com/octaxbill>

Sign up for a secured property tax bill reminder at

<http://bos.ocgov.com/taxreminder>

For payment options, visit <http://bos.ocgov.com/ocpayments>

Align top of FedEx Express® Ship

ORIGIN ID: LGBA (310) 321-5563
SHIPPING DEPARTMENT
BMC GROUP
14522 GARFIELD AVE

PARAMOUNT, CA 90723
UNITED STATES US

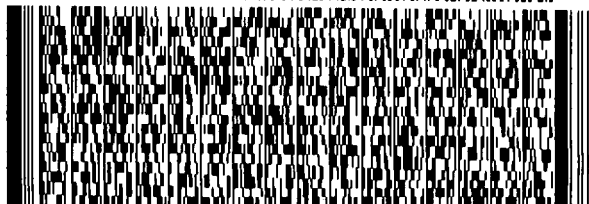
SHIP DATE: 20MAY13
ACTWGT: 0.5 LB MAN
CAD: 807436/CAFE2608

BILL SENDER

TO ERIC GILHOI
ANALYTICS, INC
18675 LAKE DRIVE EAST

CHANHASSEN MN 55317
(952) 404-5738
REF: FIBERTOWER/ CNEXANT

RECEIVED
MAY 21 2013
BMC GROUP



FedEx
Express



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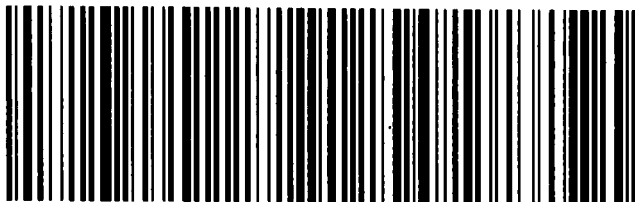
TRK# 4783 1440 6138
0201

TUE - 21 MAY 3:00P
STANDARD OVERNIGHT

XH FBLA

55317
MN-US MSP

Part 6 156148-434 RIT 03/12



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