

ORIGINAL

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE PROOF OF CLAIM

Indicate Debtor against which you assert a claim by checking the appropriate box. (Check only one Debtor per claim form.)
[] Brooktree Broadband Holdings, Inc. (Case No. 13-10369)
[] Conexant, Inc. (Case No. 13-10370)
[] Conexant Systems Worldwide, Inc. (Case No. 13-10371)
[X] Conexant Systems, Inc. (Case No. 13-10367)
[] Conexant CF, LLC (Case No. 13-10368)

NOTE: See reverse and attached for List of Debtors/Case Numbers/important details. 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):
SYNOPSISYS, INC
Name and address where notices should be sent:
MARK A. FINK
MMWR
1105 NORTH MARKET ST., 15th Floor
WILMINGTON DE 19801

RECEIVED
JUN 27 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

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

Name and address where payment should be sent (if different from above):
SYNOPSISYS, INC. 410 STACY FARMER
700 EAST MIDDLEFIELD ROAD
MOUNTAIN VIEW, CALIFORNIA 94043
Payment Telephone Number (650) 584-1408 email:

[] 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.
[X] Check this box to indicate that this claim amends a previously filed claim.
Court Claim Number (if known):
Filed on:

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 153,833.64 plus additional amounts as described in original claim plus \$203,514.33 for post-petition license use
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 instruction #2)
Contracts between parties in possession of debtor and as described in original claim

3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 5199
3a. Debtor may have scheduled account as:
3b. Uniform Claim Identifier (optional):

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.
Amount of arrearage and other charges, as of time case filed, included in secured claim, if any: \$
Nature of property or right of setoff: Describe:
[] Real Estate [] Motor Vehicle [] Other
Basis for Perfection:
Amount of Secured Claim: \$
Value of Property: \$
Amount Unsecured: \$
Annual Interest Rate: % [] Fixed or [] Variable (when case was filed)

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): \$ 203,514.33
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)

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 :00 pm, prevailing Eastern Time on , 2013 for Non-Governmental Claimants OR on or before , 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
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8. SIGNATURE: (See instruction #8)

Check the appropriate box.

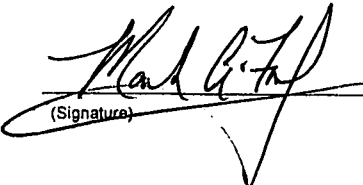
I am the creditor. I am the creditor's authorized agent. I am the trustee, or the debtor, or their authorized agent. I am a guarantor, surety, indorser, or other codebtor. (See Bankruptcy Rule 3005.)
(See Bankruptcy Rule 3004.)

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: MARK A. FRANK
Title: _____
Company: MMLWB

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

Telephone number: _____ email: _____


(Signature)

6/26/2013
(Date)

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 AND
REQUEST FOR ADMINISTRATIVE PAYMENT**

1. Claimant. Synopsys, Inc. (“Synopsys”) files this claim and request for administrative payment (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 Pre-Petition 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. Amount of Post-Petition Claim. Since the Petition Date, the Debtor has incurred an additional debt owed to Synopsys in the amount of \$203,514.33 which amount is entitled to administrative treatment.

7. 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.

8. 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] and the Notice of (A) Entry of Order confirming the Second Modified Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code; (B) Administrative Claim Bar Date, and (C) Deadline to Object to Assumption and Assignment of Contracts. 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.

9. 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

June 26, 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.

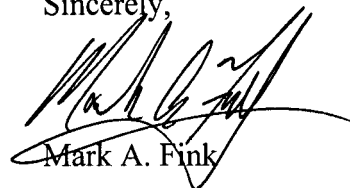
To Whom It May Concern:

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

Kindly time-stamp the original 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

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

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JUN 27 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: 26 JUN 13
BMC GROUP
CAD: 103249258/VWSX12750

Delivery Address Bar Code



Ref # 63379-00004
Invoice #
PO #
Dept #

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

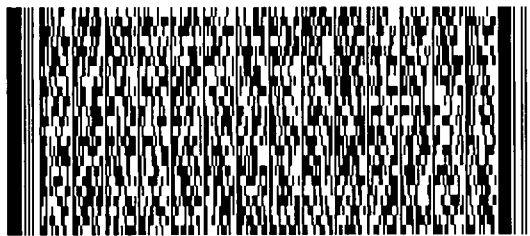
BILL SENDER

Chanhassen, MN 55317

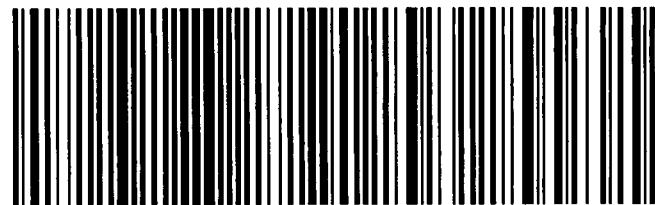
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PRIORITY OVERNIGHT

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0201

ASR
55317
MN-US
MSP



XH FBLA



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.