

UNITED STATES BANKRUPTCY COURT      District of Delaware		PROOF OF CLAIM
Name of Debtor: <b>CONEXANT SYSTEMS, INC</b>	Case Number: <b>13-10367</b>	<div style="text-align: right; font-size: small;">7/31/13 -2 AM 9:21</div> <div style="text-align: center; font-weight: bold; font-size: small;">US BANKRUPTCY COURT DISTRICT OF DELAWARE</div>
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): <b>City of San Diego</b>		<div style="text-align: center; font-weight: bold; font-size: small;">COURT USE ONLY</div> <input type="checkbox"/> Check this box if this claim amends a previously filed claim.  Court Claim Number: _____ (If known)  Filed on: _____
Name and address where notices should be sent:   Telephone number: <b>619-744-3100</b> email: <b>collections@sandiego.gov</b>		
Name and address where notices should be sent (if different from above): <b>CITY OF SAN DIEGO OFFICE OF THE CITY TREASURER COLLECTION DIVISION P.O. BOX 129039 SAN DIEGO, CA 92112-9039</b> Telephone number: _____      email: _____		
1. Amount of Claim as of Date Case Filed:      \$ <b>9,528.91</b>		<div style="font-weight: bold; font-size: large;">RECEIVED</div> <div style="font-weight: bold; font-size: large;">AUG 08 2013</div> <div style="font-weight: bold; font-size: large;">BMC GROUP</div>
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: <b>Water Utilities</b> (See instruction #2)		
3. Last four digits of any number by which creditor identifies debtor:  <b>4177469</b>	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: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____  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 the time case was filed, included in secured claim, if any: \$ _____  Basis for perfection: _____  Amount of Secured Claim: \$ _____  Amount Unsecured: \$ <b>9,528.91</b>
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 \$12,475*) 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 \$2,775* 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"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).
Amount entitled to priority: \$ _____		
*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of a		
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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**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. ☐ 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: Diane Le May  
Title: Collections Investigator  
Company: City of San Diego - Office of the City Treasurer  
Address and telephone number (if different from notice address above):  
\_\_\_\_\_  
\_\_\_\_\_

  
(Signature)

07-17-2013  
(Date)

Telephone number: 619-744-3100 email: collections@sandiego.gov

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.

**DEFINITIONS****INFORMATION****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

**Claim**

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. § 506 (a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. § 507 (a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of 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.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system ([www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)) for a small fee to view your filed proof of claim.

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

CLNT: D2013 (UNDER) PUBLIC UTILITIES (CCS) CUSTOMER SUPPORT SERVICES  
NAME: BROOKTREE CORPORATION PH# PPL#  
ASGN: 05-24-13 LST CHG: 12-31-12 LST PY: 1 of 3 PKT# 576710  
ADDR: 4000 MACARTHUR BLVD NEWPORT BEACH CA 92660-2558  
EMPL:

			--OWING--	-RECEIVED-
(1) LAST ACTION DT (/n)	07-16-13			
(2) COLLECTOR ACTION (?)	890	AGN/AMT	4,354.67	0.00
(3) TIME TO WORK	04:00PM	INT	43.67	0.00
(4) DATE WORK AGAIN	07-24-13	CANCELLED	0.00	
(5) PROMISED PMT AMT	0.00	ATTORNEY	0.00	0.00
(6) NEXT STEP		COURT	0.00	0.00
(7) FOLLOWUP PRIO (1-10)		MISC (D)	435.47	0.00
(8) PROMISED PMT DATE		TOTAL*****	4,833.81	0.00
(9) INP NOTE LINES		STATUS BAN NET W/JMT**		4,833.81

A. GENERAL ACCOUNT INFO	D. CREDIT/FTB INFO
B. PHONE NUMBERS	E. DEPT. PHONE LIST
C. LEGAL INFO	F. HELP MENU

Enter selection or (Q)uit: A

END OF SCRIPT - To Continue, Press <CR>

17 JUL|05:13PM|ET=02:11

CLNT: D2013 (UNDER) PUBLIC UTILITIES (CCS) CUSTOMER SUPPORT SERVICES  
NAME: BROOKTREE CORPORATION PH# 8587133241 PPL#  
ASGN: 03-19-13 LST CHG: 12-31-12 LST PY: 04-03-13 2 of 3 PKT# 576710  
ADDR: 4000 MACARTHUR BLVD MS E01-339 NEWPORT BEACH CA 9266

EMPL:

(1) LAST ACTION DT (/n)	07-16-13		--OWING--	-RECEIVED-
(2) COLLECTOR ACTION (?)	890	AGN/AMT	4,199.47	0.00
(3) TIME TO WORK	04:00PM	INT	50.69	0.00
(4) DATE WORK AGAIN	07-24-13	CANCELLED	0.00	
(5) PROMISED PMT AMT	0.00	ATTORNEY	0.00	0.00
(6) NEXT STEP		COURT	0.00	0.00
(7) FOLLOWUP PRIO (1-10)		MISC (D)	419.94	0.00
(8) PROMISED PMT DATE		TOTAL*****	4,670.10	0.00
(9) IMP NOTE LINES		STATUS BAN	NET W/JMT**	4,670.10

A. GENERAL ACCOUNT INFO  
B. PHONE NUMBERS  
C. LEGAL INFO

D. CREDIT/FTB INFO  
E. DEPT. PHONE LIST  
F. HELP MENU

Enter selection or (Q)uit: A

END OF SCRIPT - To Continue, Press <CR>

17 JUL|05:13PM|ET=02:21

CLNT: D2013 (UNDER) PUBLIC UTILITIES (CCS) CUSTOMER SUPPORT SERVICES  
NAME: BROOKTREE CORPORATION PH# PPL#  
ASGN: 05-24-13 LST CHG: 01-07-13 LST PY: 3 of 3 PKT# 576710  
ADDR: 4000 MACARTHUR BLVD MS E01-339 NEWPORT BEACH CA 9266

EMPL:

			--OWING--	-RECEIVED-
(1) LAST ACTION DT (/n)	07-16-13			
(2) COLLECTOR ACTION (?)	890	AGN/AMT	0.00	0.00
(3) TIME TO WORK	04:00PM	INT	0.00	0.00
(4) DATE WORK AGAIN	07-24-13	CANCELLED	0.00	
(5) PROMISED PMT AMT	0.00	ATTORNEY	0.00	0.00
(6) NEXT STEP		COURT	0.00	0.00
(7) FOLLOWUP PRIO (1-10)		MISC (D)	25.00	0.00
(8) PROMISED PMT DATE		TOTAL*****	25.00	0.00
(9) IMP NOTE LINES		STATUS BAN	NET W/JMT**	25.00

A. GENERAL ACCOUNT INFO

B. PHONE NUMBERS

C. LEGAL INFO

D. CREDIT/FTB INFO

E. DEPT. PHONE LIST

F. HELP MENU

Enter selection or (Q)uit: A

END OF SCRIPT - To Continue, Press <CR>

17 JUL|05:13PM|ET=02:29

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

**Background to the Debtors' Chapter 11 Cases**

- A. **General Information about the Debtors' Cases.** The Debtors' cases are being jointly administered under case number 13-10367 (MFW). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.<sup>2</sup>
- B. **Individual Debtor Information.** The location of the Debtors' corporate headquarters and the service address for all Debtors is: 4000 MacArthur Blvd., Newport Beach, California 92660. The table below lists the respective case numbers for each Debtor:

DEBTOR	CASE NO.
Conexant Systems, Inc.	13-10367 (MFW)
Conexant CF, LLC	13-10368 (MFW)
Brooktree Broadband Holding, Inc.	13-10369 (MFW)
Conexant, Inc.	13-10370 (MFW)
Conexant Systems Worldwide, Inc.	13-10371 (MFW)

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- C. **Access to Proof of Claim Forms and Additional Information.** If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, Bar Date Order, proof of claim form or related documents (and/or any other pleadings filed in the Debtors' chapter 11 cases) you may do so by: (i) calling the Debtors' restructuring hotline at 888-909-0100; (ii) visiting the Debtors' restructuring website, available at: [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant); and/or (iii) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317. Please note that BMC Group, Inc. ("**BMC**") can not advise you how to file, or whether you should file, a proof of claim.

<sup>2</sup> Except as otherwise defined herein, in the Bar Date Motion or in the Bar Date Order, all terms used in this notice that are specifically defined in the Bankruptcy Code shall have the meanings ascribed to such terms by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

CONEXANT SYSTEMS, INC., *et al.*,<sup>1</sup>

Debtors.

) Chapter 11

) Case No. 13-10367 (MFW)

) Jointly Administered

**NOTICE OF DATES BY WHICH  
PARTIES MUST FILE PROOFS OF CLAIM  
AND PROCEDURES FOR FILING PROOFS OF CLAIM,  
INCLUDING CLAIMS UNDER 11 U.S.C. § 503(B)(9), AGAINST THE DEBTORS**

**PLEASE TAKE NOTICE THAT** Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on February 28, 2013 (the “**Petition Date**”).

**PLEASE TAKE FURTHER NOTICE THAT** on the March 15, 2013, the Debtors filed the *Debtors’ Motion for Entry of an 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* [Docket No. 91] (the “**Bar Date Motion**”). On April 11, 2013, the Court entered an order approving the Bar Date Motion [Docket No. 162] (the “**Bar Date Order**”) and establishing certain dates (collectively, the “**Bar Dates**,” and individually, a “**Bar Date**”) by which parties holding claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim against the Debtors. Each date is expressly set forth below.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601). The Debtors’ main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

**APR 22 2013**



### Schedules of Assets and Liabilities

On March 29, 2013, each of the Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court [Docket Nos. 113-124] (collectively, the "***Schedules***"). The Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at (a) the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 or during posted hours at (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. The Debtors' Schedules and the Bar Date Order are also available online and free of charge at [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant).

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Copies

### Bar Dates Approved by the Court

The Court has established the following Bar Dates as those dates by which parties holding claims against the Debtors that arose (or that are deemed to have arisen) before the Petition Date must file proofs of claim so that they are actually received by BMC:

**General Bar Date:** **Friday, May 17, 2013 at 4:00 p.m. prevailing Eastern Time**, is the date by which all entities (which includes, individual persons, estates, trusts, partnerships and corporations, among others) must file proofs of claim.

**Governmental Bar Date:** **Tuesday, August 27, 2013 at 4:00 p.m. prevailing Eastern Time**, is the date by which all governmental units holding claims (whether secured, unsecured priority or unsecured non-priority) must file proofs of claim, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any of the Debtors was a party.

### Parties Required To File Proofs of Claim

- A. **Definition of Claim.** Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.
- B. **Parties Who Must File Proofs of Claim.** Except as otherwise set forth herein, the following persons or entities holding claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim on or before the applicable Bar Date:
- a) any person or entity whose claim against a Debtor is not listed in the respective Debtor's Schedules or is listed on such Schedules as contingent, unliquidated or disputed;
  - b) any person or entity who desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
  - c) any holders of claims allowable as administrative expenses of the Debtors' estates pursuant to section 503(b)(9) of the Bankruptcy Code; or
  - d) any person or entity who believes that its claim is improperly classified in the Debtor's Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount.

C. **Parties Who Do Not Need To File Proofs of Claim.** Certain parties are not required to file proofs of claim. The Court may, however, enter one or more separate orders at a later time requiring holders of claims to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following persons or entities holding claims that would otherwise be subject to the applicable Bar Date need **not** file proofs of claim:

- e) any person or entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court in a form substantially similar to Official Form 10;
- f) a holder of any claim that is listed on the Debtors' Schedules; unless (i) the Claim is scheduled as "disputed," "contingent" or "unliquidated;" (ii) the Claimant disagrees with the amount, nature and/or priority of the Claim as set forth in the Schedules; or (iii) the Claimant disputes that the Claim is an obligation of the particular Debtor against which the claim is listed in the Schedules. In the case of either (i), (ii) or (iii), a proof of claim must be filed on or before the applicable Bar Date;
- ~~g) a holder of a claim that has previously been allowed by order of the Court;~~
- h) a holder of a claim that has been paid in full by the Debtors or any other party;
- i) a holder of a claim for which a specific deadline to file a claim previously has been fixed by the Court;
- j) any Debtor having a claim against another Debtor;
- k) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission or benefit; *provided, however*, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance or any other litigation or pre-litigation claim;
- l) a customer of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business pursuant to an existing customer program; *provided, however*, that a customer must submit a proof of claim by the applicable Bar Date if its claim relates to damages arising from claims for breach of contract, breach of warranty, misrepresentation or any other litigation or pre-litigation claim;
- m) the Indenture Trustee for that certain Indenture dated March 10, 2010 entered into by the Debtors relating to the Debtors' prepetition secured notes (the "***Secured Notes***") nor any holder of the Secured Notes with respect to any indebtedness thereunder, including the repayment of principal, interest and/or other applicable fees and charges owed under any loan or note (whether secured or unsecured)

issued and/or guaranteed by the Debtors pursuant to the Indenture or arising in connection therewith, the claims for which, in the absence of the filing of any proof of claim, shall be governed by documentation relating to the Secured Notes and any Order entered by this Court enabling the Debtors to obtain post-petition financing, as applicable;<sup>3</sup> and

- n) any holders of claims allowable under section 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' estates.

### **Instructions for Filing Proofs of Claim**

- A. **Contents of Proofs of Claim.** Each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used); (iii) conform substantially with Official Form 10; (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim; and (v) be an original proof of claim (photocopies or facsimiles will **not** be accepted).
- B. **Claims Against Multiple Debtors.** Except as otherwise provided by the Bar Date Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor.
- C. **Failure to Identify a Debtor.** Except as otherwise provided by the Bar Date Order, each proof of claim **must** identify the Debtor against which a claim is asserted including the Debtor's case number. A proof of claim filed under the joint administration case number (No. 13-10367), or otherwise without identifying a Debtor, will be deemed as filed only against Conexant Systems, Inc.
- D. **Supporting Documentation.** Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a proof of claim may only be filed without supporting documentation upon the prior written consent of the Debtors' counsel; *provided further, however*, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than 14 days from the date of such request.
- E. **Timely Service.** Each proof of claim must be filed, including supporting documentation, by United States mail or other hand delivery system, so as to be **actually received** by

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<sup>3</sup> The Secured Notes Indenture Trustee shall, in its discretion, have the right to file a single proof of claim on behalf of all claims of the Secured Notes Indenture Trustee and the holders of the Secured Notes arising in connection therewith.

BMC on or before the applicable Bar Date (or, where applicable, on or before any other Bar Dates set forth in the Bar Date Order) at the following address:

All mailings to be sent to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing P.O. Box 3020 Chanhassen, MN 55317-3020
If delivered by hand or overnight mail:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing 18675 Lake Drive East Chanhassen, MN 55317

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE  
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

**Receipt of Service.** Holders of Claims wishing to receive acknowledgment that their proofs of claim were received by BMC must submit (i) a copy of the proof of claim and (ii) a self-addressed, stamped envelope.

**Consequences of Failing to Timely File Your Proof of Claim**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- **YOU WILL BE FOREVER BARRED FROM ASSERTING THAT CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO IT) IN THESE CHAPTER 11 CASES;**
- **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM;**
- **YOU WILL NOT RECEIVE FURTHER NOTICES IN THESE BANKRUPTCY CASES; AND**
- **THE DEBTORS AND THEIR PROPERTY WILL BE DISCHARGED FROM ANY AND ALL LIABILITY WITH RESPECT TO THAT CLAIM.**

**Amendments to the Debtors' Schedules**

- A. Amendments to Schedules.** In the event the Debtors amend their Schedules after the date of this notice, the Debtors will provide holders of claims that are affected by the amendment notice of the amendment, and such parties will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.
- B. Amended Schedules Bar Date.** The Court has approved the later of (i) the Bar Date or (ii) 25 days from the date on which the Debtors provided notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which

holders of claims affected by the amendment must file proofs of claim with respect to such claim.

**Parties to the Debtors' Leases and Executory Contracts**

- A. **Rejection of Leases and Contracts.** The Bankruptcy Code provides that Debtors may, at any time before a plan of reorganization is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection.
- B. **Proofs of Claim Relating to Rejection Damages.** The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the date set forth in an order authorizing the Debtors to reject contracts or leases pursuant to section 365 of the Bankruptcy Code (including any order confirming a plan of reorganization in the Debtors' chapter 11 cases), (b) the General Bar Date and (c) 35 days from the later of the date the rejection order is entered or notice of rejection is provided.

**Reservation of Rights**

Nothing contained in this notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules.

Dated: April 11, 2013  
Wilmington, Delaware

/s/ Joshua A. Sussberg

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Domenic E. Pacitti (DE Bar No. 3989)  
Michael W. Yurkewicz (DE Bar No. 4165)

**KLEHR HARRISON HARVEY  
BRANZBURG LLP**

919 N. Market Street, Suite 1000  
Wilmington, Delaware 19801  
Telephone: (302) 426-1189  
Facsimile: (302) 426-9193

- and -

Morton Branzburg (*pro hac vice* admission pending)  
1835 Market Street, Suite 1400  
Philadelphia, Pennsylvania 19103  
Telephone: (215) 569-2700  
Facsimile: (215) 568-6603

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- and -

Paul M. Basta (admitted *pro hac vice*)  
Joshua A. Sussberg (admitted *pro hac vice*)  
Christopher T. Greco (admitted *pro hac vice*)

**KIRKLAND & ELLIS LLP**

601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

# COPY

B10 (Official Form 10) (04/13)

UNITED STATES BANKRUPTCY COURT District of Delaware		PROOF OF CLAIM						
Name of Debtor: <b>CONEXANT SYSTEMS, INC</b>	Case Number: <b>13-10367</b>	<b>2013 AUG -2 AM 9:21</b>  CLERK US BANKRUPTCY COURT DISTRICT OF DELAWARE						
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.		<b>COURT USE ONLY</b>  <input type="checkbox"/> Check this box if this claim amends a previously filed claim.  <b>Court Claim Number:</b> _____ (If known)  <b>Filed on:</b> _____  <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 of Creditor (the person or other entity to whom the debtor owes money or property): <b>City of San Diego</b>								
Name and address where notices should be sent:   Telephone number: <b>619-744-3100</b> email: <b>collections@sandiego.gov</b>								
Name and address where proof of claim should be sent (if different from above): <b>CITY OF SAN DIEGO OFFICE OF THE CITY TREASURER COLLECTION DIVISION P.O. BOX 129039 SAN DIEGO, CA 92112-9039</b> Telephone number: _____ email: _____								
<b>1. Amount of Claim as of Date Case Filed:</b> \$ <u>9,528.91</u>  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.								
<b>2. Basis for Claim:</b> <u>Water Utilities</u> (See instruction #2)								
<b>3. Last four digits of any number by which creditor identifies debtor:</b>  <b>4177469</b>	<b>3a. Debtor may have scheduled account as:</b> _____ (See instruction #3a)	<b>3b. Uniform Claim Identifier (optional):</b> _____ (See instruction #3b)						
<b>4. Secured Claim</b> (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.  <div style="display: flex; justify-content: space-between;"><div style="width: 60%;">Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____  Value of Property: \$ _____  Annual Interest Rate _____ % <input type="checkbox"/> Fixed or <input type="checkbox"/> Variable (when case was filed)</div><div style="width: 35%;">Amount of arrearage and other charges, as of the time case was filed, included in secured claim, if any: \$ _____  Basis for perfection: _____  Amount of Secured Claim: \$ _____  Amount Unsecured: \$ <u>9,528.91</u></div></div>								
<b>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.</b>  <table style="width: 100%; font-size: small;"><tr><td style="width: 33%; vertical-align: top;"><input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507 (a)(1)(A) or (a)(1)(B).</td><td style="width: 33%; vertical-align: top;"><input type="checkbox"/> Wages, salaries, or commissions (up to \$12,475*) 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).</td><td style="width: 33%; vertical-align: top;"><input type="checkbox"/> Contributions to an employee benefit plan – 11 U.S.C. § 507 (a)(5).</td></tr><tr><td style="vertical-align: top;"><input type="checkbox"/> Up to \$2,775* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use – 11 U.S.C. § 507 (a)(7).</td><td style="vertical-align: top;"><input type="checkbox"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).</td><td style="vertical-align: top;"><input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)( ).</td></tr></table> <div style="text-align: right; margin-top: 10px;"><b>Amount entitled to priority:</b> \$ _____</div> <small>*Amounts are subject to adjustment on 4/01/16 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.</small>			<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 \$12,475*) 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 \$2,775* 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"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)( ).
<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 \$12,475*) 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 \$2,775* 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"/> Taxes or penalties owed to governmental units – 11 U.S.C. § 507 (a)(8).	<input type="checkbox"/> Other – Specify applicable paragraph of 11 U.S.C. § 507 (a)( ).						
<b>6. Credits.</b> 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.    ☐ 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: Diane Le May  
Title: Collections Investigator  
Company: City of San Diego - Office of the City Treasurer  
Address and telephone number (if different from notice address above):  
\_\_\_\_\_

  
(Signature)

07-17-2013  
(Date)

Telephone number: 619-744-3100 email: collections@sandiego.gov

*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.

**DEFINITIONS****Debtor**

A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

**Creditor**

A creditor is a person, corporation, or other entity to whom debtor owes a debt that was incurred before the date of the bankruptcy filing. See 11 U.S.C. §101 (10).

**Claim**

A claim is the creditor's right to receive payment for a debt owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

**Proof of Claim**

A proof of claim is a form used by the creditor to indicate the amount of the debt owed by the debtor on the date of the bankruptcy filing. The creditor must file the form with the clerk of the same bankruptcy court in which the bankruptcy case was filed.

**Secured Claim Under 11 U.S.C. § 506 (a)**

A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors. The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car. A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien.

A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

**Unsecured Claim**

An unsecured claim is one that does not meet the requirements of a secured claim. A claim may be partly unsecured if the amount of the claim exceeds the value of the property on which the creditor has a lien.

**Claim Entitled to Priority Under 11 U.S.C. § 507 (a)**

Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

**Redacted**

A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor must show only the last four digits of any social-security, individual's tax-identification, or financial-account number, only the initials of a minor's name, and only the year of any person's date of birth. If the claim is based on the delivery of 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.

**Evidence of Perfection**

Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other document showing that the lien has been filed or recorded.

**INFORMATION****Acknowledgment of Filing of Claim**

To receive acknowledgment of your filing, you may either enclose a stamped self-addressed envelope and a copy of this proof of claim or you may access the court's PACER system ([www.pacer.psc.uscourts.gov](http://www.pacer.psc.uscourts.gov)) for a small fee to view your filed proof of claim.

**Offers to Purchase a Claim**

Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim.

However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 *et seq.*), and any applicable orders of the bankruptcy court.

CLNT: D2013 (UNDER) PUBLIC UTILITIES (CCS) CUSTOMER SUPPORT SERVICES  
NAME: BROOKTREE CORPORATION PH# PPL#  
ASGN: 05-24-13 LST CHG: 12-31-12 LST PY: 1 of 3 PKT# 576710  
ADDR: 4000 MACARTHUR BLVD NEWPORT BEACH CA 92660-2558  
EMPL:

			--OWING--	-RECEIVED-
(1) LAST ACTION DT (/n)	07-16-13			
(2) COLLECTOR ACTION (?)	890	AGN/AMT	4,354.67	0.00
(3) TIME TO WORK	04:00PM	INT	43.67	0.00
(4) DATE WORK AGAIN	07-24-13	CANCELLED	0.00	
(5) PROMISED PMT AMT	0.00	ATTORNEY	0.00	0.00
(6) NEXT STEP		COURT	0.00	0.00
(7) FOLLOWUP PRIO (1-10)		MISC (D)	435.47	0.00
(8) PROMISED PMT DATE		TOTAL*****	4,833.81	0.00
(9) IMP NOTE LINES		STATUS BAN	NET W/JMT**	4,833.81

A. GENERAL ACCOUNT INFO	D. CREDIT/FTB INFO
B. PHONE NUMBERS	E. DEPT. PHONE LIST
C. LEGAL INFO	F. HELP MENU

Enter selection or (Q)uit: A

END OF SCRIPT - To Continue, Press <CR>

17 JUL|05:13PM|ET=02:11

CLNT: D2013 (UNDER) PUBLIC UTILITIES (CCS) CUSTOMER SUPPORT SERVICES  
NAME: BROOKTREE CORPORATION PH# 8587133241 PPL#  
ASGN: 03-19-13 LST CHG: 12-31-12 LST PY: 04-03-13 2 of 3 PKT# 576710  
ADDR: 4000 MACARTHUR BLVD MS E01-339 NEWPORT BEACH CA 9266  
EMPL:

(1) LAST ACTION DT (/n)	07-16-13		--OWING--	-RECEIVED-
(2) COLLECTOR ACTION (?)	890	AGN/AMT	4,199.47	0.00
(3) TIME TO WORK	04:00PM	INT	50.69	0.00
(4) DATE WORK AGAIN	07-24-13	CANCELLED	0.00	
(5) PROMISED PMT AMT	0.00	ATTORNEY	0.00	0.00
(6) NEXT STEP		COURT	0.00	0.00
(7) FOLLOWUP PRIO (1-10)		MISC (D)	419.94	0.00
(8) PROMISED PMT DATE		TOTAL*****	4,670.10	0.00
(9) IMP NOTE LINES		STATUS BAN	NET W/JMT**	4,670.10

A. GENERAL ACCOUNT INFO	D. CREDIT/FTB INFO
B. PHONE NUMBERS	E. DEPT. PHONE LIST
C. LEGAL INFO	F. HELP MENU

Enter selection or (Q)uit: A

END OF SCRIPT - To Continue, Press <CR>

17 JUL|05:13PM|ET=02:21

CLNT: D2013 (UNDER) PUBLIC UTILITIES (CCS) CUSTOMER SUPPORT SERVICES  
NAME: BROOKTREE CORPORATION PH# PPL#  
ASGN: 05-24-13 LST CHG: 01-07-13 LST PY: 3 of 3 PKT# 576710  
ADDR: 4000 MACARTHUR BLVD MS E01-339 NEWPORT BEACH CA 9266  
EMPL:

			--OWING--	-RECEIVED-
(1) LAST ACTION DT (/n)	07-16-13			
(2) COLLECTOR ACTION (?)	890	AGN/AMT	0.00	0.00
(3) TIME TO WORK	04:00PM	INT	0.00	0.00
(4) DATE WORK AGAIN	07-24-13	CANCELLED	0.00	
(5) PROMISED PMT AMT	0.00	ATTORNEY	0.00	0.00
(6) NEXT STEP		COURT	0.00	0.00
(7) FOLLOWUP PRIO (1-10)		MISC (D)	25.00	0.00
(8) PROMISED PMT DATE		TOTAL *****	25.00	0.00
(9) IMP NOTE LINES		STATUS BAN NET W/JMT**		25.00

A. GENERAL ACCOUNT INFO	D. CREDIT/FTB INFO
B. PHONE NUMBERS	E. DEPT. PHONE LIST
C. LEGAL INFO	F. HELP MENU

Enter selection or (Q)uit: A

END OF SCRIPT - To Continue, Press <CR>

17 JUL|05:13PM|ET=02:29

YOU ARE RECEIVING THIS NOTICE BECAUSE YOU MAY BE HOLDING A CLAIM AGAINST ONE OR MORE OF THE DEBTORS IN THE ABOVE-CAPTIONED CHAPTER 11 CASES. THEREFORE, YOU SHOULD READ THIS NOTICE CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

**Background to the Debtors' Chapter 11 Cases**

- A. **General Information about the Debtors' Cases.** The Debtors' cases are being jointly administered under case number 13-10367 (MFW). No request for the appointment of a trustee or examiner has been made in these chapter 11 cases.<sup>2</sup>
- B. **Individual Debtor Information.** The location of the Debtors' corporate headquarters and the service address for all Debtors is: 4000 MacArthur Blvd., Newport Beach, California 92660. The table below lists the respective case numbers for each Debtor:

DEBTOR	CASE NO.
Conexant Systems, Inc.	13-10367 (MFW)
Conexant CF, LLC	13-10368 (MFW)
Brooktree Broadband Holding, Inc.	13-10369 (MFW)
Conexant, Inc.	13-10370 (MFW)
Conexant Systems Worldwide, Inc.	13-10371 (MFW)

↑  
1 Copy

- C. **Access to Proof of Claim Forms and Additional Information.** If you have any questions regarding the claims process and/or if you wish to obtain a copy of the Bar Date Motion, Bar Date Order, proof of claim form or related documents (and/or any other pleadings filed in the Debtors' chapter 11 cases) you may do so by: (i) calling the Debtors' restructuring hotline at 888-909-0100; (ii) visiting the Debtors' restructuring website, available at: [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant); and/or (iii) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Claims Processing, 18675 Lake Drive East, Chanhassen, MN 55317. Please note that BMC Group, Inc. ("**BMC**") can not advise you how to file, or whether you should file, a proof of claim.

<sup>2</sup> Except as otherwise defined herein, in the Bar Date Motion or in the Bar Date Order, all terms used in this notice that are specifically defined in the Bankruptcy Code shall have the meanings ascribed to such terms by the Bankruptcy Code. In particular, as used herein: (a) the term "claim" has the meaning given to it in section 101(5) of the Bankruptcy Code; (b) the term "entity" has the meaning given to it in section 101(15) of the Bankruptcy Code; (c) the term "governmental unit" has the meaning given to it in section 101(27) of the Bankruptcy Code; and (d) the term "person" has the meaning given to it in section 101(41) of the Bankruptcy Code.

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:	)	
	)	Chapter 11
	)	
CONEXANT SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)	Case No. 13-10367 (MFW)
	)	
	)	
Debtors.	)	Jointly Administered
	)	
	)	
	)	

**NOTICE OF DATES BY WHICH  
PARTIES MUST FILE PROOFS OF CLAIM  
AND PROCEDURES FOR FILING PROOFS OF CLAIM,  
INCLUDING CLAIMS UNDER 11 U.S.C. § 503(B)(9), AGAINST THE DEBTORS**

**PLEASE TAKE NOTICE THAT** Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”), each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on February 28, 2013 (the “**Petition Date**”).

**PLEASE TAKE FURTHER NOTICE THAT** on the March 15, 2013, the Debtors filed the *Debtors’ Motion for Entry of an 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* [Docket No. 91] (the “**Bar Date Motion**”). On April 11, 2013, the Court entered an order approving the Bar Date Motion [Docket No. 162] (the “**Bar Date Order**”) and establishing certain dates (collectively, the “**Bar Dates**,” and individually, a “**Bar Date**”) by which parties holding claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim against the Debtors. Each date is expressly set forth below.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601). The Debtors’ main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

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### Schedules of Assets and Liabilities

On March 29, 2013, each of the Debtors filed their statement of financial affairs and schedules of assets and liabilities with the Court [Docket Nos. 113-124] (collectively, the "*Schedules*"). The Debtors' Schedules and the Bar Date Order may be examined and inspected by interested parties during regular business hours at (a) the offices of Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022 or during posted hours at (b) the Clerk of the Bankruptcy Court, United States Bankruptcy Court, District of Delaware, 824 North Market Street, 3rd Floor, Wilmington, Delaware 19801. The Debtors' Schedules and the Bar Date Order are also available online and free of charge at [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant).

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### Bar Dates Approved by the Court

The Court has established the following Bar Dates as those dates by which parties holding claims against the Debtors that arose (or that are deemed to have arisen) before the Petition Date must file proofs of claim so that they are actually received by BMC:

**General Bar Date:** Friday, May 17, 2013 at 4:00 p.m. prevailing Eastern Time, is the date by which all entities (which includes, individual persons, estates, trusts, partnerships and corporations, among others) must file proofs of claim.

**Governmental Bar Date:** Tuesday, August 27, 2013 at 4:00 p.m. prevailing Eastern Time, is the date by which all governmental units holding claims (whether secured, unsecured priority or unsecured non-priority) must file proofs of claim, including claims for unpaid taxes, whether such claims arise from prepetition tax years or periods or prepetition transactions to which any of the Debtors was a party.

### Parties Required To File Proofs of Claim

- A. **Definition of Claim.** Under section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (i) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured or unsecured; or (ii) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.
- B. **Parties Who Must File Proofs of Claim.** Except as otherwise set forth herein, the following persons or entities holding claims against the Debtors that arose (or are deemed to have arisen) before the Petition Date must file proofs of claim on or before the applicable Bar Date:
- a) any person or entity whose claim against a Debtor is not listed in the respective Debtor's Schedules or is listed on such Schedules as contingent, unliquidated or disputed;
  - b) any person or entity who desires to participate in any of these chapter 11 cases or share in any distribution in any of these chapter 11 cases;
  - c) any holders of claims allowable as administrative expenses of the Debtors' estates pursuant to section 503(b)(9) of the Bankruptcy Code; or
  - d) any person or entity who believes that its claim is improperly classified in the Debtor's Schedules or is listed in an incorrect amount and who desires to have its claim allowed in a different classification or amount.

C. **Parties Who Do Not Need To File Proofs of Claim.** Certain parties are not required to file proofs of claim. The Court may, however, enter one or more separate orders at a later time requiring holders of claims to file proofs of claim for some kinds of the following claims and setting related deadlines. If the Court does enter such an order, you will receive notice of it. The following persons or entities holding claims that would otherwise be subject to the applicable Bar Date need **not** file proofs of claim:

- e) any person or entity that already has filed a signed proof of claim against the respective Debtor(s) with the Clerk of the Court in a form substantially similar to Official Form 10;
- f) a holder of any claim that is listed on the Debtors' Schedules; unless (i) the Claim is scheduled as "disputed," "contingent" or "unliquidated;" (ii) the Claimant disagrees with the amount, nature and/or priority of the Claim as set forth in the Schedules; or (iii) the Claimant disputes that the Claim is an obligation of the particular Debtor against which the claim is listed in the Schedules. In the case of either (i), (ii) or (iii), a proof of claim must be filed on or before the applicable Bar Date;
- ~~g) a holder of a claim that has previously been allowed by order of the Court;~~
- h) a holder of a claim that has been paid in full by the Debtors or any other party;
- i) a holder of a claim for which a specific deadline to file a claim previously has been fixed by the Court;
- j) any Debtor having a claim against another Debtor;
- k) a current employee of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business as a wage, commission or benefit; *provided, however*, that a current or former employee must submit a proof of claim by the General Bar Date for all other claims, including claims for wrongful termination, discrimination, harassment, hostile work environment, retaliation, claims covered by the Debtors' workers' compensation insurance or any other litigation or pre-litigation claim;
- l) a customer of the Debtors, if an order of this Court authorized the Debtors to honor such claim in the ordinary course of business pursuant to an existing customer program; *provided, however*, that a customer must submit a proof of claim by the applicable Bar Date if its claim relates to damages arising from claims for breach of contract, breach of warranty, misrepresentation or any other litigation or pre-litigation claim;
- m) the Indenture Trustee for that certain Indenture dated March 10, 2010 entered into by the Debtors relating to the Debtors' prepetition secured notes (the "**Secured Notes**") nor any holder of the Secured Notes with respect to any indebtedness thereunder, including the repayment of principal, interest and/or other applicable fees and charges owed under any loan or note (whether secured or unsecured)

issued and/or guaranteed by the Debtors pursuant to the Indenture or arising in connection therewith, the claims for which, in the absence of the filing of any proof of claim, shall be governed by documentation relating to the Secured Notes and any Order entered by this Court enabling the Debtors to obtain post-petition financing, as applicable;<sup>3</sup> and

- n) any holders of claims allowable under section 507(a)(1) of the Bankruptcy Code as administrative expenses of the Debtors' estates.

### **Instructions for Filing Proofs of Claim**

- A. Contents of Proofs of Claim.** Each proof of claim must: (i) be written in English; (ii) include a claim amount denominated in United States dollars (and to the extent such claim is converted to United States dollars, the conversion rate used); (iii) conform substantially with Official Form 10; (iv) be signed by the holder of the claim or by an authorized agent of the holder of the claim; and (v) be an original proof of claim (photocopies or facsimiles will **not** be accepted).
- B. Claims Against Multiple Debtors.** Except as otherwise provided by the Bar Date Order, each proof of claim must state a claim against only one Debtor and clearly indicate the Debtor against which the claim is asserted. To the extent more than one Debtor is listed on the proof of claim, such claim will be treated as if filed only against the first-listed Debtor.
- C. Failure to Identify a Debtor.** Except as otherwise provided by the Bar Date Order, each proof of claim must identify the Debtor against which a claim is asserted including the Debtor's case number. A proof of claim filed under the joint administration case number (No. 13-10367), or otherwise without identifying a Debtor, will be deemed as filed only against Conexant Systems, Inc.
- D. Supporting Documentation.** Each proof of claim must include supporting documentation in accordance with Bankruptcy Rules 3001(c) and 3001(d) (or, if such documentation is voluminous, include a summary of such documentation) or an explanation as to why such documentation is not available; *provided, however*, that a proof of claim may only be filed without supporting documentation upon the prior written consent of the Debtors' counsel; *provided further, however*, that any creditor that received such written consent shall be required to transmit such writings to the Debtors' counsel upon request no later than 14 days from the date of such request.
- E. Timely Service.** Each proof of claim must be filed, including supporting documentation, by United States mail or other hand delivery system, so as to be **actually received** by

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<sup>3</sup> The Secured Notes Indenture Trustee shall, in its discretion, have the right to file a single proof of claim on behalf of all claims of the Secured Notes Indenture Trustee and the holders of the Secured Notes arising in connection therewith.

BMC on or before the applicable Bar Date (or, where applicable, on or before any other Bar Dates set forth in the Bar Date Order) at the following address:

All mailings to be sent to:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing P.O. Box 3020 Chanhassen, MN 55317-3020
If delivered by hand or overnight mail:	BMC Group, Inc. Attn: Conexant Systems, Inc. Claims Processing 18675 Lake Drive East Chanhassen, MN 55317

**PROOFS OF CLAIM SUBMITTED BY FACSIMILE  
OR ELECTRONIC MAIL WILL NOT BE ACCEPTED.**

**Receipt of Service.** Holders of Claims wishing to receive acknowledgment that their proofs of claim were received by BMC must submit (i) a copy of the proof of claim and (ii) a self-addressed, stamped envelope.

**Consequences of Failing to Timely File Your Proof of Claim**

Pursuant to the Bar Date Order and in accordance with Bankruptcy Rule 3003(c)(2), if you or any party or entity who is required, but fails, to file a proof of claim in accordance with the Bar Date Order on or before the applicable Bar Date, please be advised that:

- **YOU WILL BE FOREVER BARRED FROM ASSERTING THAT CLAIM (OR FILING A PROOF OF CLAIM WITH RESPECT TO IT) IN THESE CHAPTER 11 CASES;**
- **YOU WILL NOT RECEIVE ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF THAT CLAIM;**
- **YOU WILL NOT RECEIVE FURTHER NOTICES IN THESE BANKRUPTCY CASES; AND**
- **THE DEBTORS AND THEIR PROPERTY WILL BE DISCHARGED FROM ANY AND ALL LIABILITY WITH RESPECT TO THAT CLAIM.**

**Amendments to the Debtors' Schedules**

- A. Amendments to Schedules.** In the event the Debtors amend their Schedules after the date of this notice, the Debtors will provide holders of claims that are affected by the amendment notice of the amendment, and such parties will be given an opportunity to file proofs of claim before a new deadline that will be specified in that future notice.
- B. Amended Schedules Bar Date.** The Court has approved the later of (i) the Bar Date or (ii) 25 days from the date on which the Debtors provided notice of the amendment to the Schedules (or another time period as may be fixed by the Court) as the date by which

holders of claims affected by the amendment must file proofs of claim with respect to such claim.

#### **Parties to the Debtors' Leases and Executory Contracts**

- A. **Rejection of Leases and Contracts.** The Bankruptcy Code provides that Debtors may, at any time before a plan of reorganization is confirmed by the Court, choose to reject certain executory contracts or unexpired leases. If your contract or lease is rejected, you may have a claim resulting from that rejection.
- B. **Proofs of Claim Relating to Rejection Damages.** The deadline to file a proof of claim for damages relating to the rejection of the contract or lease is the later of (a) the date set forth in an order authorizing the Debtors to reject contracts or leases pursuant to section 365 of the Bankruptcy Code (including any order confirming a plan of reorganization in the Debtors' chapter 11 cases), (b) the General Bar Date and (c) 35 days from the later of the date the rejection order is entered or notice of rejection is provided.

#### **Reservation of Rights**

Nothing contained in this notice is intended to or should be construed as a waiver of the Debtors' right to: (a) dispute, or assert offsets or defenses against, any filed claim or any claim listed or reflected in the Schedules as to the nature, amount, liability or classification thereof; (b) subsequently designate any scheduled claim as disputed, contingent or unliquidated; and (c) otherwise amend or supplement the Schedules.

Dated: April 11, 2013  
Wilmington, Delaware

/s/ Joshua A. Sussberg

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Michael W. Yurkewicz (DE Bar No. 4165)  
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- and -

Morton Branzburg (*pro hac vice* admission pending)  
1835 Market Street, Suite 1400  
Philadelphia, Pennsylvania 19103  
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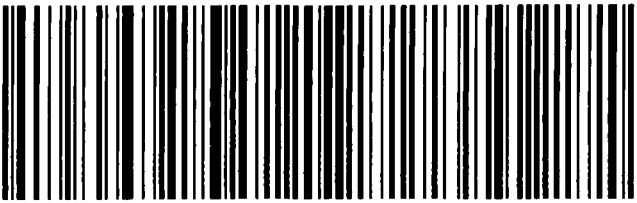
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- and -

Paul M. Basta (admitted *pro hac vice*)  
Joshua A. Sussberg (admitted *pro hac vice*)  
Christopher T. Greco (admitted *pro hac vice*)  
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Facsimile: (212) 446-4900

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*

Emp# 925171 07AUG13 ILGA 519C1/0989/93AB



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**55317**  
MN-US  
**MSP**

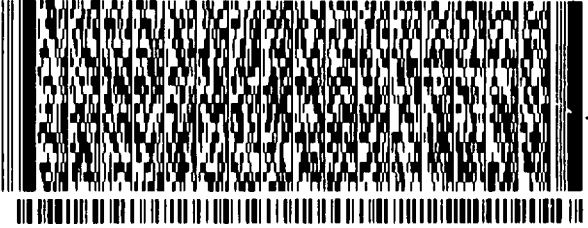
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**FedEx**

**THU - 08 AUG 3:00P**  
**STANDARD OVERNIGHT**

**FedEx**  
Express  
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REF: GAME TECH CLAIMS  
(310) 321 - 6666

**CHANHASSEN MN 55317**  
**BMC GROUP**

**18675 LAKE DRIVE EAST**  
**AUG 08 2013**

**RECEIVED**

**10 GAME TECH INTERNATIONAL**

WILMINGTON, DE 19801  
UNITED STATES US

ORIGIN ID: LGBA (302) 252-3673  
LISA M. CICONTE  
USBC DISTRICT OF DELAWARE  
824 NORTH MARKET STREET 3RD FLOOR

SHIP DATE: 10JAN13  
ACTWGT: 1.0 LB MAN  
CAD: 807436/CAFE2606

BILL SENDER

SVCS: STANDARD OVERNIGHT Manifest 4783 1439 9864  
TRCK: 4783 1439 9875

Company: BMC GROUP Date: 10Jan13  
Name: GAME TECH INTERNATIONAL  
Add: 18675 LAKE DRIVE EAST  
City: CHANHASSEN Zip: 55317

Ref: GAME TECH CLAIM

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