

**United States Bankruptcy Court
District of Delaware**

In re **MagnaChip Semiconductor SA Holdings LLC**,
Debtor

Case No. **09-12010 (PJW)**

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	3	0.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		595,000,000.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		250.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	1		250,000,000.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	4			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		13			
Total Assets			0.00		
Total Liabilities				845,000,250.00	

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

Global Notes and Statement of Limitations, Methodology and Disclaimer Regarding the Debtors' Statement and Schedules

MagnaChip Semiconductor Finance Company, MagnaChip Semiconductor LLC, MagnaChip Semiconductor SA Holdings LLC, MagnaChip Semiconductor, Inc., MagnaChip Semiconductor S.A., and MagnaChip Semiconductor B.V. (each individually a "Debtor," and collectively, the "Debtors") submit their respective Statement of Financial Affairs (the "Statements") and Schedules of Assets and Liabilities (the "Schedules"), pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007. The following global notes regarding the Statements and Schedules are fully incorporated into and made part of the Statements and Schedules of each Debtor. These notes comprise an integral part of the Statements and Schedules and should be referred to and considered in connection with any review of the Statements and Schedules. Unless otherwise noted, the financial and other information contained in the Statements and Schedules is derived from the Debtors in accordance with the Debtors' financial reporting and accounting policies and procedures.

The Debtors' voluntary petitions for relief under title 11 of the United States Code (the "Bankruptcy Code") were filed on June 12, 2009 (the "Petition Date").

The Debtors reserves all rights to amend their Statements and Schedules, in all respects, as may be necessary or appropriate, including, but not limited to, the right to dispute or to assert offsets or defenses to any claim reflected on the Statements and Schedules as to amount, liability or classification of the claim, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Furthermore, nothing contained in the Statements and Schedules shall constitute a waiver of rights by the Debtors involving any present or future causes of action, contested matters or other issues under the provisions of the Bankruptcy Code or other relevant non-bankruptcy laws.

Given the differences between the information to be submitted in the Statements and Schedules and the financial information utilized under Generally Accepted Accounting Principles, the aggregate asset values and claim amounts set forth in the Statements and Schedules may not reflect the values and amounts that would be set forth in a balance sheets for the Debtors prepared in accordance with Generally Accepted Accounting Principles.

It would be costly, unduly burdensome and time-consuming to obtain current market valuations of the Debtors' assets. Accordingly, unless otherwise indicated, net book values rather than current market values are reflected on the Statements and Schedules. Assets that have been fully depreciated or expensed for accounting purposes have no net book value. The current book values may not reflect a comprehensive review of accounting adjustments, including asset impairments and write-downs, which may be required and conducted in relation to the Debtors' bankruptcies. The reader therefore should not place undue reliance upon the book values associated with the assets listed.

In reviewing and signing the Schedules and Statements, the Debtors' Chief Financial Officer (the "CFO") has necessarily relied upon the efforts, statements and representations of other personnel and professionals of the Debtors. The CFO has not (and could not have) personally verified the accuracy of each such statement and representation, including statements and representations concerning amounts owed to creditors and their addresses.

General Notes Regarding the Debtors' Statements and Schedules

1. Financial Information.

The information provided for herein, except as otherwise noted, represents the assets and liability data of the Debtors as of the Petition Date unless otherwise noted.

2. Unaudited Financial Information.

The Statements and Schedules prepared by the Debtors' management and professionals are unaudited. While the Debtors have tried to ensure that the Statements and Schedules are accurate and complete based upon information that was available at the time of the preparation, the subsequent receipt of information or an audit may result in material changes in financial data contained in the Statements and Schedules.

3. Claim Description.

Any failure to designate a claim on the Statements and Schedules as "contingent," "unliquidated," or "disputed" does not constitute an admission that such claim is not "contingent," "unliquidated," or "disputed." The Debtors reserve the right to dispute, or to assert offsets or defenses to any claim reflected on its Schedules as to amount, liability, or classification, or to otherwise subsequently designate any claim as "contingent," "unliquidated," or "disputed." The Debtors reserve the right to dispute, or to assert setoff rights, counterclaims or defenses to, any claim reflected on their Schedules as to amount, liability or classification, or to otherwise subsequently designate any claim as "disputed," "contingent" or "unliquidated." Further, the claims of individual creditors for, among other things, goods, services or taxes are listed as the amounts entered on the Debtors' books and records and may not reflect credits or allowances due from such creditors to the Debtors. The Debtors reserve all their rights with respect to any such credits and allowances. Moreover, the Debtors reserve the right to amend their Schedules and Statements as necessary and appropriate.

4. Accuracy.

While the Debtors have sought to file complete and accurate Statements and Schedules, inadvertent errors and omissions may exist. The Debtors reserve the right to amend their Statements and Schedules as necessary or appropriate.

5. Liabilities.

The Debtors have sought to allocate liabilities between the pre-petition and post-petition periods based on the information and research that was conducted in connection with the preparation of the Statements and Schedules. As additional information becomes available and further research is conducted, the allocation of liabilities between pre-petition and post-petition periods may change.

6. Market Value of Property Interests.

Unless otherwise noted, the book value on the Debtors' books as of the Petition Date, rather than current market value of the Debtors' interests in property, is reflected in the Statements and Schedules.

7. Specific Notes.

These general notes are in addition to the specific notes set forth in the related Statements and Schedules hereinafter.

Note to Schedule "B"

As noted on Schedule "B," many of the assets listed are reflected at net book value. The Debtors do not represent that such assets or the other assets listed in Schedule "B" are properly valued at this time. Accounts receivable and royalty receivables in item 16 are listed at gross book value, and the Debtors do not represent that this is the actual value of these assets or represent future collections. The Debtors have not retained an appraiser to obtain market values for such assets.

Note to Schedule "D"

Except as otherwise agreed pursuant to a stipulation, agreed order, or general order entered by the Bankruptcy Court, the Debtors reserve the right to dispute or challenge the validity, perfection, or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule "D" of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including, without limitation, any intercompany agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor, or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule "D" of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule "D" are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of any liens. Nothing in these global notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

Except as specifically stated herein, parties which may hold security deposits have not been listed on Schedule "D."

Holders of secured claims by virtue of holding setoff rights against the Debtors are not included on Schedule "D." Lessors, utility companies and other parties which may hold security deposits have also not been listed on Schedule D.

Note to Schedule "E"

The listing of any claim on Schedule "E" does not constitute an admission by the Debtors that such claim is entitled to priority treatment under 11 U.S.C. § 507. The Debtors reserve the right to take the position that any claim listed on Schedule "E" is not entitled to priority.

Wages

MagnaChip Semiconductor, Inc., is the only Debtor with employees. As of the Petition Date, MagnaChip Semiconductor, Inc., employed 13 employees. As set forth on Schedule E for MagnaChip Semiconductor, Inc., MagnaChip Semiconductor, Inc., paid its employees' prepetition salary and wages prior to the Petition Date.

Taxes

Schedule "E" contains the Debtors' best estimates of all of the potential priority claims against the Debtors' estates held by governmental and quasi-governmental entities. The Debtor reserves the right to assert that claims identified on Schedule "E" are not claims of governmental entities and/or that such claims are not entitled to priority.

Note to Schedule "F"

This value of claims contained in this section are based on a review of pre-petition invoices, and other documentation and financial information that were available up to the time of the filing of these Schedules.

Whether or not noted on this attachment, prepetition claims relating to executory contracts and leases may be contingent by their very nature and are subject to change based on the Debtors' decision to assume, accept, reject or reclassify such contract or lease.

Note to Schedule "G"

While reasonable efforts have been made to ensure the accuracy of the Schedule "G," the Debtors do not make, and specifically disclaims, any representation or warranty as to the completeness or accuracy of the information set forth herein, or the validity or enforceability of any contracts, agreement, or documents listed herein. The Debtors hereby reserve the right to dispute the validity, status, characterization, recharacterization (whether as a disguised financing or otherwise) or enforceability of any contracts, agreements or leases set forth herein and to amend or supplement Schedule "G."

Certain of the contracts, agreements and leases listed on Schedule "G" may have expired or may have been modified, amended and supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letters and other documents, instruments and agreements which may not be listed herein. The leases listed on Schedule "G" may contain renewal options, guarantees of payment, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule "G." Certain of the Debtors' executory agreements may not have been memorialized and could be subject to dispute. Schedule "G" does not include all purchase orders.

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
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None

Sub-Total > **0.00** (Total of this page)Total > **0.00**

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re MagnaChip Semiconductor SA Holdings LLCCase No. 09-12010 (PJW)

Debtor

SCHEDULE B - PERSONAL PROPERTY¹

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petitioner is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.	X			
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			
10. Annuities. Itemize and name each issuer.	X			

Sub-Total > **0.00**
(Total of this page)

¹ Unless otherwise specified herein, all values are book values.

2 continuation sheets attached to the Schedule of Personal Property

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		1% Equity interest in MagnaChip Semiconductor SA Holdings, LLC	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet **1** of **2** continuation sheets attached
to the Schedule of Personal Property

In re MagnaChip Semiconductor SA Holdings LLCCase No. 09-12010 (PJW)

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	0.00

Sheet 2 of 2 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R H W J C	Husband, Wife, Joint, or Community	D A T E C L A I M W A S I N C U R R E D, N A T U R E O F L I E N, A N D D E S C R I P T I O N A N D V A L U E O F P R O P E R T Y S U B J E C T T O L I E N	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M W I T H O U T D E D U C T I N G V A L U E O F C O L L A T E R A L	U N S E C U R E D P O R T I O N, I F A N Y
Account No.								
The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286	X	-	Guarantor on Bondholder debt					
			Value \$ 0.00				500,000,000.00	500,000,000.00
Account No.			Guarantor of First Lien Debt					
UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901	X	-						
			Value \$ Unknown				95,000,000.00	Unknown
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							595,000,000.00	500,000,000.00
Total (Report on Summary of Schedules)							595,000,000.00	500,000,000.00

0 continuation sheets attached

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☒ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

1 continuation sheets attached

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS (Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY
								AMOUNT ENTITLED TO PRIORITY
Account No.			Annual Franchise Tax					
State of Delaware Division of Corporations PO Box 11728 Newark, NJ 07101-4728								Unknown
							250.00	Unknown
Account No.								
Account No.								
Account No.								
Account No.								
Subtotal								0.00
(Total of this page)							250.00	0.00
Total								0.00
(Report on Summary of Schedules)							250.00	0.00

 Sheet **1** of **1** continuation sheets attached to
 Schedule of Creditors Holding Unsecured Priority Claims

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D, W I F E, J O I N T, O R C O M M U N I T Y	D A T E C L A I M W A S I N C U R R E D A N D C O N S I D E R A T I O N F O R C L A I M. I F C L A I M I S S U B J E C T T O S E T O F F, S O S T A T E.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	A M O U N T O F C L A I M
Account No.							
Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017	X	-	Guarantor on Subordinated Debt				250,000,000.00
Account No.							
Account No.							
Account No.							
Subtotal (Total of this page)							250,000,000.00
Total (Report on Summary of Schedules)							250,000,000.00

0 continuation sheets attached

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code, of Other Parties to Lease or Contract	Description of Contract or Lease and Nature of Debtor's Interest. State whether lease is for nonresidential real property. State contract number of any government contract.
Kilopass Technology, Inc. 3333 Octavius Drive Suite 101 Santa Clara, CA 95054	Hard IP Core License Agreement
Perella Weinberg Partners LP 767 Fifth Avenue New York, NY 10153	Letter Agreement
UBS Securities LLC 299 Park Avenue New York, NY 10171	Letter Agreement

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
MagnaChip Semiconductor B.V. 1043 BW Amsterdam Naritaweg 165, the Netherlands	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor B.V. 1043 BW Amsterdam Naritaweg 165, the Netherlands	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor B.V. 1043 BW Amsterdam Naritaweg 165, the Netherlands	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor Finance Company 787 N. Mary Avenue Sunnyvale, CA 94085	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor Finance Company 787 N. Mary Avenue Sunnyvale, CA 94085	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor Finance Company 787 N. Mary Avenue Sunnyvale, CA 94085	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor Holding Company Limited (BVI) Craigmuir Chambers - PO Box 71 Road Town, Tortola, BVI	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor Holding Company Limited (BVI) Craigmuir Chambers - PO Box 71 Road Town, Tortola, BVI	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901

In re **MagnaChip Semiconductor SA Holdings LLC**Case No. **09-12010 (PJW)**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
MagnaChip Semiconductor Inc. (Japan) Shin-Osaka MT-2 Bldg 3F. 3-5-36 Miyahara, Yodogawa-Ku Osaka 532-003 Japan	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor Inc. (Japan) Shin-Osaka MT-2 Bldg 3F. 3-5-36 Miyahara, Yodogawa-Ku Osaka 532-003 Japan	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor Inc. (Japan) Shin-Osaka MT-2 Bldg 3F. 3-5-36 Miyahara, Yodogawa-Ku Osaka 532-003 Japan	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor Limited (HK) Rm 4203, 42F Convention Plaza Tower 1 Harbour Rd Wan Chai, Hong Kong	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor Limited (HK) Rm 4203, 42F Convention Plaza Tower 1 Harbour Rd Wan Chai, Hong Kong	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor Limited (HK) Rm 4203, 42F Convention Plaza Tower 1 Harbour Rd Wan Chai, Hong Kong	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor Limited (Taiwan) 2F, No. 61, Chowtze St. Nei Hu, Paipei 114 Taiwan, ROC	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor Limited (Taiwan) 2F, No. 61, Chowtze St. Nei Hu, Paipei 114 Taiwan, ROC	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor Limited (Taiwan) 2F, No. 61, Chowtze St. Nei Hu, Paipei 114 Taiwan, ROC	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017

In re **MagnaChip Semiconductor SA Holdings LLC**

Case No. **09-12010 (PJW)**

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
MagnaChip Semiconductor Limited (UK) Knyvett House, The Causeway Staines Middlesex, TW18 3BA	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor Limited (UK) Knyvett House, The Causeway Staines Middlesex, TW18 3BA	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor Limited (UK) Knyvett House, The Causeway Staines Middlesex, TW18 3BA	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor LLC 787 N. Mary Avenue Sunnyvale, CA 94085	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor LLC 787 N. Mary Avenue Sunnyvale, CA 94085	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor LLC 787 N. Mary Avenue Sunnyvale, CA 94085	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor S.A. 74 Rue de Merl, B.P. 709 L-2017 Luxembourg	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor S.A. 74 Rue de Merl, B.P. 709 L-2017 Luxembourg	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor S.A. 74 Rue de Merl, B.P. 709 L-2017 Luxembourg	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901

In re **MagnaChip Semiconductor SA Holdings LLC**

Case No. **09-12010 (PJW)**

Debtor

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
MagnaChip Semiconductor, Inc. 787 N. Mary Avenue Sunnyvale, CA 94085	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286
MagnaChip Semiconductor, Inc. 787 N. Mary Avenue Sunnyvale, CA 94085	Law Debenture Corporation Successor Indenture Trustee Attn Robert Bice 400 Madison Ave., 4th Flr. New York, NY 10017
MagnaChip Semiconductor, Inc. 787 N. Mary Avenue Sunnyvale, CA 94085	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor, Ltd. (MSK) 1 Hyangjeong-dong Hungduk-gu Cheongju-si Chungbuk, Korea	UBS AG Stamford Branch Administrative Agent & Collateral Agent Banking Products Services 677 Washington Blvd 6-South Stamford, CT 06901
MagnaChip Semiconductor, Ltd. (MSK) 1 Hyangjeong-dong Hungduk-gu Cheongju-si Chungbuk, Korea	The Bank of New York Mellon as Indenture Trustee Corporate Finance Unit 101 Barclay Street 8W New York, NY 10286

**United States Bankruptcy Court
District of Delaware**

In re MagnaChip Semiconductor SA Holdings LLC

Debtor(s)

Case No. 09-12010 (PJW)

Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 15 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 29, 2009

Signature


Margaret Sakai
Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.