

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 ()
)
)
) Joint Administration Requested
)

**DEBTORS' MOTION FOR
ENTRY OF AN ORDER (A) APPROVING
THE DISCLOSURE STATEMENT; (B) APPROVING
SOLICITATION PACKAGES AND PROCEDURES FOR THE
DISTRIBUTION THEREOF; (C) APPROVING THE FORMS OF BALLOTS
AND MANNER OF NOTICE; (D) APPROVING THE VOTING RECORD DATE,
SOLICITATION DEADLINE AND VOTING DEADLINE; AND (E) ESTABLISHING
NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN**

Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "*Debtors*"),² respectfully represent:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

¹ 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.

² A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this motion and the Debtors' chapter 11 cases, are set forth in greater detail in the Declaration of Sailesh Chittipeddi, President and CEO of Conexant Systems, Inc., in Support of First Day Pleadings (the "*First Day Declaration*"), filed contemporaneously with the Debtors' voluntary petitions for relief filed under chapter 11 of title 11 of the United States Code (the "*Bankruptcy Code*"), on February 28, 2013 (the "*Petition Date*").

3. The bases for the relief requested herein are sections 105(a), 502, 1123(a), 1124, 1125, 1126 and 1128 of the Bankruptcy Code, Rules 2002, 3003, 3016, 3017, 3018 and 3020 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2002-1 and 3017-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”).

Relief Requested

4. By this motion, the Debtors request entry of an order, substantially in the form attached hereto as Exhibit A (the “**Order**”), granting the following relief:³

- a. approving the Disclosure Statement;⁴
- b. approving the Disclosure Statement Hearing Date and corresponding Disclosure Statement Hearing Notice, substantially in the form annexed as Exhibit 1 to Exhibit A attached hereto and incorporated herein by reference;
- c. approving the Disclosure Statement Objection Deadline as [April 1], 2013 at 4:00 p.m. prevailing Eastern Time;
- d. approving the timeline for soliciting votes and voting on the Plan, including:
 - (i) the Voting Record Date as [April 8], 2013;
 - (ii) the Solicitation Deadline as [April 12], 2013;

³ Capitalized terms used but not otherwise defined in this “Relief Requested” section have the meaning ascribed to such terms in the body of this motion.

⁴ Contemporaneously herewith, the Debtors filed the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “**Plan**”) and the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “**Disclosure Statement**”). Capitalized terms used but not otherwise defined in this motion shall have the meaning ascribed to them in the Plan or Disclosure Statement, as appropriate.

- (iii) the Voting Deadline among other things as [May 9], 2013 at 4:00 p.m. prevailing Eastern Time;
- e. approving the materials to be included in the Solicitation Packages, including the following:
 - (i) the forms of the Ballots annexed as Exhibits 2A and 2B to Exhibit A attached hereto, respectively, and incorporated herein by reference;
 - (ii) the Cover Letter, substantially in the form annexed as Exhibit 3 to Exhibit A attached hereto and incorporated herein by reference; and
 - (iii) the Confirmation Hearing Notice, substantially in the form annexed as Exhibit 4 to Exhibit A attached hereto and incorporated herein by reference;
- f. approving the Plan Supplement Notice annexed as Exhibit 5 to Exhibit A attached hereto and incorporated herein by reference;
- g. approving the Non-Voting Status Notices, substantially in the forms annexed as Exhibit 6 and Exhibit 7 to Exhibit A attached hereto and incorporated herein by reference;
- h. approving the form of notices to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan, substantially in the forms annexed as Exhibit 8 and Exhibit 9 to Exhibit A attached hereto and incorporated herein by reference;
- i. approving the Voting and Tabulation Procedures annexed as Exhibit 10 to Exhibit A attached hereto and incorporated herein by reference; and
- j. approving objection procedures with respect to confirmation of the Plan, including:
 - (i) the Plan Objection Deadline as [May 9], 2013 at 4:00 p.m. prevailing Eastern Time and the Plan Objection Response Deadline as [May 13] at 4:00 p.m. prevailing Eastern Time and

- (ii) the Confirmation Hearing Date as [May 16], 2013 at [##:##] [a.m./p.m.] prevailing Eastern Time.

Basis for Relief

5. As described in the First Day Declaration, over the past several months the Debtors have engaged in extensive negotiations with the Secured Lender and the Equity Sponsors regarding the details of a comprehensive deleveraging and restructuring. These negotiations ultimately proved successful. On February 26, 2013, the Debtors, the Secured Lender and the Equity Sponsors (collectively, the “*Consenting Parties*”) entered into a restructuring support agreement (the “*Restructuring Support Agreement*”).

6. Pursuant to the Restructuring Support Agreement, a copy of which is attached to the Disclosure Statement as **Exhibit B**, the Consenting Parties are committed to working together to ensure a quick and efficient emergence from chapter 11. Specifically, the Restructuring Support Agreement provides a roadmap for the reorganization of the Debtors as a going concern and outlines the treatment of Claims and Interests provided for in the Plan. Additionally, the Restructuring Support Agreement binds the Consenting Parties to support the Plan if the Debtors are successful in taking the steps necessary to meet certain conditions and milestone deadlines included therein.⁵

⁵ In the event the Plan does not proceed in accordance with the conditions and milestones set forth in the Restructuring Support Agreement, the Restructuring Support Agreement contemplates that the restructuring will be consummated through a sale of substantially all of the Debtors’ assets pursuant to section 363 of the Bankruptcy Code (the “*Sale*”) in which the Secured Lender would act as the stalking horse bidder. In the event of the Sale, the Debtors will seek approval of customary bidding procedures that contemplate a hearing to approve the Sale on an expedited timeline.

7. The Plan contemplates a reduction in the Debtors' secured debt obligations through the issuance of the New Notes and New Common Stock. As a result, the Plan contemplates satisfying Claims through the following sources:

- cash on hand to make any payments provided for in the Plan;
- new unsecured payable in kind notes issued by Holdco, referred to in the Plan as the "New Notes," in the amount of \$76 million, which New Notes will not be guaranteed by any other affiliate or subsidiary of Holdco including, Conexant OpCo;
- shares of stock in Holdco, referred to in the Plan as the "New Common Stock;"
- conversion of all of the commitments outstanding under the DIP Facility Credit Agreement into Interests of Holdco.

8. The Plan provides for the following distributions being made to the Debtors' creditors:

- the holder of the Secured Note Claim will receive: (i) 100% of the New Notes and (ii) a Pro Rata distribution of the Secured Claims Recovery Pool calculated in respect to the aggregate amount of all Allowed DIP Facility Claims and the Secured Note Claim; and
- each holder of an Allowed General Unsecured Claims will receive a Pro Rata distribution of the General Unsecured Claims Recovery Pool; *provided, however*, that if the Class of General Unsecured Claims votes to accept the Plan pursuant to section 1129 of the Bankruptcy Code, the Secured Lender will be deemed to waive the Secured Notes Deficiency Claim and its right to participate in the General Unsecured Claims Recovery Pool.

9. It is a condition to the effectiveness of the Plan that Administrative Claims, Priority Non-Tax Claims and Other Secured Claims not exceed the Administrative Claims Cap, the Priority Non-Tax Claims Cap or the Other Secured Claims Cap, as applicable. To the extent

these caps are not exceeded, Administrative Claims, Priority Non-Tax Claims and Other Secured Claims will be satisfied in full. If such claims exceed the applicable cap and no holders of such claims object to or otherwise contest the Plan, holders of Administrative Claims, Priority-Non-Tax Claims and Other Secured Claims will receive a Pro Rata share of the Administrative Claims Cap, the Priority Non-Tax Claims Cap or the Other Secured Claims Cap, as applicable. Additionally, under the Plan, holders of Interests in Conexant will not receive any distribution on account of their Interests.

10. In accordance with the foregoing description of the treatment of holders of Claims and Interests, the Plan contemplates classifying holders of Claims and Interests into certain Classes of Claims and Interests for all purposes, including with respect to voting on the Plan, pursuant to section 1126 of the Bankruptcy Code. The following chart represents the Classes of Claims and Interests under the Plan:

Class	Claim/Interest	Status	Voting Rights
1	Priority Non-Tax Claims	Unimpaired	Deemed to Accept
2	Other Secured Claims	Unimpaired	Deemed to Accept
3	Secured Notes Claims	Impaired	Entitled to Vote
4	General Unsecured Claims	Impaired	Entitled to Vote
5	Intercompany Claims	Unimpaired	Deemed to Accept
6	Intercompany Interests	Unimpaired	Deemed to Accept
7	Interests in Conexant	Impaired	Deemed to Reject

11. Based on the foregoing (and as discussed in greater detail herein), the Debtors are proposing to solicit votes to accept or reject the Plan from holders of Claims in Classes 3 and 4 (collectively, the “***Voting Classes***”). The Debtors are **not** proposing to solicit votes from holders of Claims and Interests in Classes 1, 2, 5, 6 and 7 (collectively, the “***Non-Voting Classes***”).

Supporting Authority

A. Approval of the Disclosure Statement

i. The Disclosure Statement Contains Adequate Information

12. Pursuant to section 1125 of the Bankruptcy Code, the proponent of a proposed chapter 11 plan must provide “adequate information” regarding that plan to holders of impaired claims and interests entitled to vote on the plan. 11 U.S.C. § 1125. Specifically, section 1125(a)(1) of the Bankruptcy Code states, in relevant part, as follows:

“[A]dequate information” means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records, including a discussion of the potential material Federal tax consequences of the plan to the debtor, any successor to the debtor, and a hypothetical investor typical of the holders of claims or interests in the case, that would enable such a hypothetical investor of the relevant class to make an informed judgment about the plan

11 U.S.C. § 1125(a)(1).

13. The primary purpose of a disclosure statement is to provide all material information that creditors and interest holders affected by a proposed plan need to make an informed decision regarding whether or not to vote for the plan. *See, e.g., Century Glove, Inc. v. First Am. Bank of New York*, 860 F.2d 94, 100 (3d Cir. 1988) (“[Section] 1125 seeks to guarantee a minimum amount of information to the creditor asked for its vote.”); *In re Monnier Bros.*, 755 F.2d 1336, 1342 (8th Cir. 1985) (“The primary purpose of a disclosure statement is to give the creditors the information they need to decide whether to accept the plan.”); *In re Phoenix Petroleum, Co.*, 278 B.R. 385, 392 (Bankr. E.D. Pa. 2001) (“[T]he general purpose of the disclosure statement is to provide ‘adequate information’ to enable ‘impaired’ classes of

creditors and interest holders to make an informed judgment about the proposed plan and determine whether to vote in favor of or against that plan.”); *In re Unichem Corp.*, 72 B.R. 95, 97 (Bankr. N.D. Ill. 1987) (“The primary purpose of a disclosure statement is to provide all material information which creditors and equity security holders affected by the plan need in order to make an intelligent decision whether to vote for or against the plan.”). Congress intended that such informed judgments would be needed to both negotiate the terms of, and vote on, a plan of reorganization. *Century Glove, Inc.*, 860 F.2d at 100.

14. “Adequate information” is a flexible standard, based on the facts and circumstances of each case. 11 U.S.C. § 1125(a)(1) (“‘adequate information’ means information of a kind, and in sufficient detail, as far as is reasonably practicable in light of the nature and history of the debtor and the condition of the debtor’s books and records”); *see also Oneida Motor Freight, Inc. v. United Jersey Bank*, 848 F.3d 414, 417 (3d Cir. 1988) (“From the legislative history of § 1125 we discern that adequate information will be determined by the facts and circumstances of each case.”); *First Am. Bank of New York v. Century Glove, Inc.*, 81 B.R. 274, 279 (D. Del. 1988) (noting that adequacy of disclosure for a particular debtor will be determined based on how much information is available from outside sources); S. Rep. No. 95-989, at 121 (1978), reprinted in 1978 U.S.C.C.A.N. 5787, 5907 (“the information required will necessarily be governed by the circumstances of the case”).

15. Courts within the Third Circuit and elsewhere acknowledge that determining what constitutes “adequate information” for the purpose of satisfying section 1125 of the Bankruptcy Code resides within the broad discretion of the court. *See, e.g., In re River Village Assoc.*, 181 B.R. 795, 804 (E.D. Pa. 1995) (“[T]he Bankruptcy Court is thus given substantial discretion in considering the adequacy of a disclosure statement.”); *In re Phoenix Petroleum Co.*, 278 B.R.

385, 393 (Bankr. E.D. Pa. 2001) (same); *Texas Extrusion Corp. v. Lockheed Corp. (In re Texas Extrusion Corp.)*, 844 F.2d 1142, 1157 (5th Cir. 1988) (“The determination of what is adequate information is subjective and made on a case by case basis. This determination is largely within the discretion of the bankruptcy court.”); *In re PC Liquidation Corp.*, 383 B.R. 856, 865 (E.D.N.Y. 2008) (“The standard for disclosure is, thus, flexible and what constitutes ‘adequate disclosure’ in any particular situation is determined on a case-by-case basis, with the determination being largely within the discretion of the bankruptcy court.”); *In re Lisanti Foods, Inc.*, 329 B.R. 491, 507 (Bankr. D. N.J. 2005) (same).

16. Courts look for certain information when evaluating the adequacy of the disclosures in a proposed disclosure statement, including:

- the events which led to the filing of a bankruptcy petition;
- the relationship of the debtor with the affiliates;
- a description of the available assets and their value;
- the anticipated future of the company;
- the source of information stated in the disclosure statement;
- the present condition of the debtor while in chapter 11;
- claims asserted against the debtor;
- the estimated return to creditors under a chapter 7 liquidation;
- the future management of the debtor;
- the chapter 11 plan or a summary thereof;
- financial information, valuations and projections relevant to the creditors’ decision to accept or reject the chapter 11 plan;
- information relevant to the risks posed to creditors under the plan;
- the actual or projected realizable value from recovery of preferential or otherwise voidable transfers;

- litigation likely to arise in a nonbankruptcy context; and
- tax attributes of the debtor.

See *In re U.S. Brass Corp.*, 194 B.R. 420, 424-25 (Bankr. E.D. Tex. 1996); see also *In re Scioto Valley Mortg. Co.*, 88 B.R. 168, 170-71 (Bankr. S.D. Ohio 1988) (listing the factors courts have considered in determining the adequacy of information provided in a disclosure statement); *In re Metrocraft Pub. Serv., Inc.*, 39 B.R. 567, 568 (Bankr. N.D. Ga. 1984) (same). Disclosure regarding all topics is not necessary in every case. *In re U.S. Brass Corp.*, 194 B.R. at 424; see also *In re Phoenix Petroleum Co.*, 278 B.R. 385, 393 (Bankr. E.D. Pa. 2001) (“[C]ertain categories of information which may be necessary in one case may be omitted in another; no one list of categories will apply in every case.”).

17. The Disclosure Statement contains pertinent information that allows holders of Claims in the Voting Classes to make informed decisions about whether to vote to accept or reject the Plan, including the following key sections and information contained therein:

- The Debtors’ Corporate History, Structure and Business Overview:* An overview of the Debtors’ corporate history, business operations, organizational structure and capital structure, which is described in detail in the First Day Declaration attached as **Exhibit C** to the Disclosure Statement;
- Events Leading to the Chapter 11 Filings:* An overview of the Debtors’ out-of-court restructuring efforts in response to deteriorating economic conditions, including the negotiations with respect to the Plan and the Restructuring Support Agreement, which is described in detail in the First Day Declaration attached as **Exhibit C** to the Disclosure Statement;
- Relief Granted During the Chapter 11 Cases:* A summary of the motions filed on the Petition Date, which is described in detail in the First Day Declaration attached as **Exhibit C** to the Disclosure Statement;

- d. *Projected Financial Information:* A projected consolidated income statement, which is attached as **Exhibit E** to the Disclosure Statement;
- e. *Risk Factors:* Certain risks associated with the Debtors' businesses, as well as certain risks associated with forward-looking statements and an overall disclaimer as to the information provided by and set forth in the Disclosure Statement;
- f. *Solicitation and Voting Procedures:* A description of the procedures for soliciting votes to accept or reject the Plan and voting on the Plan including a copy of the Order once entered, attached as **Exhibit D** to the Disclosure Statement;
- g. *Confirmation of the Plan:* Confirmation procedures and statutory requirements for Confirmation and Consummation of the Plan, including financial projections (attached as **Exhibit E** to the Disclosure Statement), a valuation of the Debtors (attached as **Exhibit F** to the Disclosure Statement) and a liquidation analysis (attached as **Exhibit G** to the Disclosure Statement);
- h. *Certain Securities Laws Matters:* A description of the applicability of section 1145 of the Bankruptcy Code and the issuance of New Common Stock under the Plan;
- i. *Certain United States Federal Income Tax Consequences of the Plan:* A description of certain U.S. federal income tax law consequences of the Plan; and
- j. *Recommendation:* A recommendation by the Debtors that holders of Claims in the Voting Classes should vote to accept the Plan.

18. Based on the foregoing, the Debtors submit that the Disclosure Statement complies with all aspects of section 1125 of the Bankruptcy Code and addresses the information set forth above in a manner that provides adequate information to holders of Claims entitled to vote to accept or reject the Plan.

ii. The Disclosure Statement Provides Sufficient Notice of Injunction, Exculpation and Release Provisions in the Plan

19. Bankruptcy Rule 3016(c) requires that, if a plan provides for an injunction against conduct not otherwise enjoined under the Bankruptcy Code, the plan and disclosure statement must describe, in specific and conspicuous language, the acts to be enjoined and the entities subject to the injunction. Fed. R. Bankr. P. 3016(c).

20. Article VIII of the Plan describes in detail the entities subject to an injunction under the Plan and the acts that they are enjoined from pursuing. Further, the language in Article VIII of the Plan is capitalized, making it conspicuous to anyone who reads it. Accordingly, the Debtors respectfully submit that the Disclosure Statement complies with Bankruptcy Rule 3016(c) by conspicuously describing the conduct and parties enjoined by the Plan.

B. Approval of the Disclosure Statement Hearing Notice

21. Bankruptcy Rule 3017(a) requires that notice of the hearing to consider the proposed disclosure statement be provided to creditors and other parties in interest. *See* Fed. R. Bankr. P. 3017(a) (providing that after a disclosure statement is filed, it must be mailed with the notice of the hearing to consider the disclosure statement and any objections or modifications thereto on no less than 28 days' notice thereof); *see also* Fed. R. Bankr. P. 2002(b) (requiring not less than 28 days' notice by mail of the time for filing objections and the hearing to consider the approval of a disclosure statement). Additionally, Local Rule 3017-1(a) provides that, upon the filing of a disclosure statement, the proponent of the plan shall obtain hearing and objection dates from the Court and shall provide notice of those dates in accordance with Bankruptcy Rule 3017. Del. Bankr. L.R. 3017-1(a).

22. The Debtors will serve all known creditors with a copy of a notice in the form annexed as **Exhibit 1** to **Exhibit A** attached hereto and incorporated herein by reference (the “*Disclosure Statement Hearing Notice*”). The Disclosure Statement Hearing Notice identifies the following: (a) the date, time and place of the hearing to consider the Disclosure Statement (the “*Disclosure Statement Hearing*”); (b) the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) can be obtained; and (c) the deadline and procedures for filing objections to the approval of the Disclosure Statement. Additionally, the Debtors will distribute copies of the Disclosure Statement, including exhibits, in CD-ROM format to parties on the list of all parties required to be notified under Rule 2002 of the Bankruptcy Rules and Rule 2002-1 of the Local Rules (the “*2002 List*”).

C. Approval of the Disclosure Statement Objection Deadline and Disclosure Statement Hearing Date

23. In accordance with Local Rule 3017-1(a), the Debtors propose that the Disclosure Statement Hearing be scheduled for [April 8], 2013 (the “*Disclosure Statement Hearing Date*”); as a result, the Debtors have set the deadline to object to the Disclosure Statement for [April 1], 2013 at 4:00 p.m. prevailing Eastern Time (the “*Disclosure Statement Objection Deadline*”) and the deadline to respond to objections to the Disclosure Statement for [April 3], 2013 at 4:00 p.m. prevailing Eastern Time (the “*Disclosure Statement Response Deadline*”). Accordingly, all parties in interest will have had no less than 28 days’ notice of the deadline to object to the approval of the Disclosure Statement in accordance with Bankruptcy Rules 3017(a) and 2002(b). Thus, the Debtors submit that they have provided adequate notice of the Disclosure Statement Hearing and request that the Court approve such notice as appropriate and in compliance with the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

D. Approval of the Materials and Timeline for Soliciting Votes on the Plan

i. **Approval of the Voting Record Date, Solicitation Deadline and Voting Deadline**

24. Bankruptcy Rule 3017(d) provides that, for the purposes of soliciting votes in connection with the confirmation of a plan, “creditors and equity security holders shall include holders of stocks, bonds, debentures, notes, and other securities of record on the date the order approving the disclosure statement is entered or another date fixed by the court, for cause, after notice and a hearing.” Fed. R. Bankr. P. 3017(d). Bankruptcy Rule 3018(a) contains a similar provision regarding determination of the record date for voting purposes. Fed. R. Bankr. P. 3018(a). Additionally, Local Rule 3017-1(b) provides that “[t]he plan proponent shall timely file a motion to be heard at a disclosure statement hearing for approval of the voting procedures, including the form of ballots, the voting agent and the manner and time of voting.” Del. Bankr. L.R. 3017-1(b). Similarly, Bankruptcy Rule 3017(c) provides that before approving the disclosure statement, the Court must fix a time within which the holders of claims and interests may accept or reject a plan and may fix a date for the hearing on confirmation of a plan. *See* Fed. R. Bankr. P. 3017(c).

25. The Debtors request that the Court exercise its authority under Bankruptcy Rules 3017(d) and 3018(a) and Local Rule 3017-1(c) to establish [April 8], 2013, the date of the Disclosure Statement Hearing (or, if such hearing is not completed in one day, the first day of the Disclosure Statement Hearing), as the date for determining: (a) the holders of Claims entitled to receive Solicitation Packages; (b) the holders of Claims entitled to vote to accept or reject the Plan; and (c) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of such Claim (the “**Voting Record Date**”). Moreover, the Debtors propose that, with respect to any transferred Claim, the transferee shall be entitled to receive a Solicitation Package and, if the holder of such

Claim is entitled to vote with respect to the Plan, cast a Ballot on account of such Claim *only if*: (a) all actions necessary to effectuate the transfer of the Claim pursuant to Bankruptcy Rule 3001(e) have been completed by the Voting Record Date or (b) the transferee files by the Voting Record Date (i) the documentation required by Bankruptcy Rule 3001(e) to evidence the transfer and (ii) a sworn statement of the transferor supporting the validity of the transfer. In the event a Claim is transferred after the Voting Record Date, the transferee of such Claim shall be bound by any vote on the Plan made by the holder of such Claim as of the Voting Record Date.

26. The Debtors request that, after the Debtors distribute Solicitation Packages to holders of Claims entitled to vote on the Plan by [April 12], 2013 (the “**Solicitation Deadline**”), the Court require that all holders of Claims entitled to vote on the Plan complete, execute and return their customized ballots (the “**Ballots**” and each a “**Ballot**”) so that they are actually received by the Voting and Claims Agent on or before [May 9], 2013 at 4:00 p.m. prevailing Eastern Time (the “**Voting Deadline**”).

27. The foregoing timing and materials will afford holders of Claims entitled to vote on the Plan at least 28 days within which to review and analyze such materials and subsequently make an informed decision as to whether to vote to accept or reject the Plan before the Voting Deadline consistent with the requirements of the applicable Bankruptcy Rules. *See* Fed. R. Bankr. P. 3017(d) (after approval of a disclosure statement, the debtor must transmit the plan, the approved disclosure statement, a notice of the time within which acceptances and rejections of such plan may be filed and any other information that the court may direct to certain holders of claims). Accordingly, the Debtors request that the Court approve the form of, and the Debtors’ proposed procedures for distributing, the Solicitation Packages to the holders of Claims in the Voting Classes.

ii. Approval of the Form of Ballots

28. In accordance with Bankruptcy Rule 3018(c), the Debtors have prepared and customized the Ballots. Although based on Official Form No. 14, the Ballots have been modified to (a) address the particular circumstances of these Chapter 11 Cases and (b) include certain additional information that is relevant and appropriate for Claims in certain of the Voting Classes. The proposed Ballots for each Voting Class are annexed as **Exhibits 2A** and **2B** to **Exhibit A** attached hereto.

29. The Debtors respectfully submit that the forms of the Ballots comply with Bankruptcy Rule 3018(c) and, therefore, should be approved.

iii. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan

30. Bankruptcy Rule 3017(d) specifies the materials to be distributed to holders of allowed claims and/or equity interests upon approval of a disclosure statement, including the court-approved plan and disclosure statement and notice of the time within which acceptances and rejections of the plan may be filed. Fed. R. Bankr. P. 3017(d).

31. In accordance with this requirement, the Debtors propose to send the solicitation materials and documents to be included in the solicitation packages listed below (each, a “***Solicitation Package***” and, collectively, the “***Solicitation Packages***”) to provide holders of Claims in the Voting Classes with the information they need to be able to make informed decisions with respect to how to vote on the Plan. Specifically, on or before the Solicitation Deadline (defined below), the Debtors will cause the Solicitation Packages to be distributed by first-class U.S. mail to those holders of Claims in the Voting Classes. Each Solicitation Package will include the following materials:

- a. a Ballot, substantially in the form annexed as **Exhibits 2A** and **2B** to **Exhibit A** attached hereto and incorporated

herein by reference, as applicable, together with detailed voting instructions and a pre-addressed, postage prepaid return envelope;

- b. the letter to be sent by the Debtors to holders of Claims entitled to vote on the Plan explaining the solicitation process and urging such parties to vote in favor of the Plan (the “*Cover Letter*”), substantially in the form annexed as Exhibit 3 to Exhibit A attached hereto and incorporated herein by reference;
- c. the Disclosure Statement (and exhibits thereto, including the Plan);
- d. the Order;
- e. the Confirmation Hearing Notice (defined below), substantially in the form annexed as Exhibit 4 to Exhibit A attached hereto and incorporated herein by reference; and
- f. such other materials as the Court may direct.

32. The Debtors request that they be authorized to distribute the Plan, the Disclosure Statement and the Order to holders of Claims entitled to vote on the Plan in CD-ROM format. The Ballots, the Cover Letter and the Confirmation Hearing Notice will *only* be provided in paper format. Distribution in this manner will translate into significant monetary savings for the Debtors’ estates (the Plan, the Disclosure Statement and the proposed Order, collectively, total approximately 150 pages) and will reduce production time as generating CD-ROMs can be accomplished faster than printing documents. Bankruptcy courts in this district have permitted debtors to transmit solicitation documents in CD-ROM format in other large chapter 11 cases in the interest of saving printing and mailing costs. *See, e.g., In re Neb. Book Co.*, No. 11-12005 (PJW) (Bankr. D. Del. Apr. 12, 2012) (authorizing the debtors to transmit solicitation documents in CD-ROM format); *In re Appleseed’s Intermediate Holdings, LLC*, No. 11-10160 (KG) (Bankr. D. Del. Mar. 1, 2011) (same); *In re OTC Holdings Corp.*, No. 10-12636 (BLS) (Bankr. D. Del. Nov. 11, 2010) (same); *In re Atrium Corp.*, No. 10-10150 (BLS) (Bankr. D. Del.

Mar. 19, 2010) (same); *In re Spansion Inc.*, No. 09-10690 (KJC) (Bankr. D. Del. Dec. 18, 2009) (same); *In re Muzak Holdings, LLC*, No. 09-10422 (KJC) (Bankr. D. Del. Nov. 2, 2009) (same).⁶

33. Additionally, the Debtors will provide (a) complete Solicitation Packages to the Office of the United States Trustee for the District of Delaware (“*U.S. Trustee*”) and counsel to the Administrative Agents and (b) the Order (in CD-ROM format) and the Confirmation Hearing Notice to all parties on the 2002 List as of the Voting Record Date (defined below). Any party who receives a CD-ROM, but who would prefer paper format, may contact BMC Group, Inc. (the “*Voting and Claims Agent*”)⁷ and request paper copies of the corresponding materials previously received in CD-ROM format (to be provided at the Debtors’ expense). The Debtors will not mail Solicitation Packages or other solicitation materials to holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court.

34. The Debtors respectfully request that the Voting and Claims Agent be authorized (to the extent not authorized by another order of the Court) to assist the Debtors in (a) distributing the Solicitation Package; (b) receiving, tabulating and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors; (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages and all other related documents and matters related thereto, including the procedures and requirements for voting to

⁶ Because of the voluminous nature of the orders cited herein, such orders are not attached to this motion. Copies of these orders are available upon request to the Debtors’ counsel.

⁷ Contemporaneously herewith, the Debtors have filed applications seeking to retain and employ BMC Group, Inc. to provide noticing and claims services and serve as Voting and Claims Agent.

accept or reject the Plan and for objecting to the Plan; (d) soliciting votes on the Plan; and (e) if necessary, contacting creditors regarding the Plan.

iv. Approval of the Notice of Confirmation Hearing

35. The Debtors will serve notice of the hearing to consider Confirmation of the Plan (the “**Confirmation Hearing Notice**”), annexed as **Exhibit 4** to **Exhibit A**, on all known holders of Claims and Interests and the 2002 List (regardless of whether such parties are entitled to vote on the Plan) by no later than [April 9], 2013, which will provide all parties in interest more than 28 days’ notice of (a) the Plan Objection Deadline and (b) the Confirmation Hearing. The Confirmation Hearing Notice will include the following: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order and all other materials in the Solicitation Package (*excluding* Ballots) from the Voting and Claims Agent and/or the Court’s website via PACER; (b) notice of the Voting Deadline; (c) notice of the date by which the Debtors will file the Plan Supplement; (d) notice of the Plan Objection Deadline; and (e) notice of the Confirmation Hearing Date and information related thereto.

36. Bankruptcy Rule 2002(l) permits the Court to “order notice by publication if it finds that notice by mail is impracticable or that it is desirable to supplement the notice.” Fed. R. Bankr. P. 2002(l). Therefore, in addition to the foregoing distribution of the Confirmation Hearing Notice, the Debtors will publish the Confirmation Hearing Notice (in a format modified for publication) within seven business days of the Solicitation Deadline in the national edition of *The New York Times* (the “**Publication Notice**”). The Debtors believe that the Publication Notice will provide sufficient notice of, among other things, the entry of the Order, the Voting Deadline, the Plan Objection Deadline and the Confirmation Hearing to parties who did not

otherwise receive notice thereof by mail. Additionally, service and publication of the Confirmation Hearing Notice comports with the requirements of Bankruptcy Rule 2002 and should be approved.

v. Approval the Plan Supplement Notice

37. The Plan defines "Plan Supplement" to mean the compilation of documents and forms of documents, schedules and exhibits to the Plan that are filed by the debtors no later than seven days before the Confirmation Hearing on notice to parties in interest. *See* Plan at Art. I.A. 84. The Plan Supplement will include the following materials in connection with confirmation (each as defined in the Plan): (a) the New By-Laws; (b) the New Certificates of Incorporation; (c) the Rejected Executory Contract and Unexpired Lease List (d) the Assumed Executory Contract and Unexpired Lease List; (e) a list of retained Causes of Action, if any; (f) the identification of any Disbursing Agent other than the Reorganized Debtors; (g) the identity of the members of the Holdco Board and the New Subsidiary Boards; (h) the material terms of the Emergence Bonus Plan; (i) the material terms of the New Notes Indenture; and (j) the material terms of the New Working Capital Facility.

38. To ensure that all holders of Claims receive notice of the Debtors' filing of the Plan Supplement, the Debtors propose to send notice of the filing of the Plan Supplement (the "***Plan Supplement Notice***") in substantially the form annexed as **Exhibit 5** to **Exhibit A** attached hereto substantially on the date the Debtors file the Plan Supplement, or as soon as practicable thereafter.

vi. Approval of the Form of Notices to Non-Voting Classes

39. As discussed above, the Non-Voting Classes are *not* entitled to vote on the Plan. As a result, they will *not* receive Solicitation Packages and, instead, the Debtors propose that such parties receive an appropriate form notifying such holder of its non-voting status (each, a

“*Non-Voting Status Notice*”). Specifically, in lieu of solicitation materials, the Debtors propose to provide the following to holders of Claims and Interests in Non-Voting Classes:

- a. *Not Impaired Claims – Conclusively Presumed to Accept:* Holders of Claims in Classes 1 and 2 are not Impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, holders of such Claims will receive a notice, substantially in the form annexed as Exhibit 6 to Exhibit A attached hereto, in lieu of a Solicitation Package.
- b. *Impaired Claims and Equity Interests – Deemed to Reject:* Holders of Claims and Interests in Class 7 are receiving no distribution under the Plan and, therefore, are deemed to reject the Plan and will receive a notice, substantially in the form annexed as Exhibit 7 to Exhibit A attached hereto, in lieu of a Solicitation Package.
- c. *Intercompany Claims and Interests:* Holders of Class 5 Intercompany Claims and Class 6 Intercompany Interests are conclusively presumed to have accepted the Plan pursuant to 1126(f) of the Bankruptcy Code. Therefore the Debtors will not provide holders of Class 5 Intercompany Claims or holders of Class 6 Intercompany Interests with a Solicitation Package or any other type of notice.

40. Each of the Non-Voting Status Notices will describe, among other things: (a) instructions as to how to view or obtain copies of the Disclosure Statement (including the Plan and the other exhibits thereto), the Order and all other materials in the Solicitation Package (*excluding* Ballots) from BMC Group, Inc. (the Voting and Claims Agent) and/or the Court’s website via PACER; (b) a disclosure regarding the settlement, release, exculpation and injunction language set forth in Article VIII of the Plan; (c) notice of the Plan Objection Deadline (defined below); and (d) notice of the Confirmation Hearing Date (defined below) and information related thereto.

41. The Debtors believe that the mailing of Non-Voting Status Notices in lieu of Solicitation Packages satisfies the requirements of Bankruptcy Rule 3017(d). Accordingly,

unless the Court orders otherwise, the Debtors do not intend to distribute Solicitation Packages to holders of Claims and Interests in the Non-Voting Classes.

42. The Debtors further request that they not be required to mail Solicitation Packages or other solicitation materials to: (a) holders of Claims that have already been paid in full during these Chapter 11 Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

vii. Approval of Notices to Contract and Lease Counterparties

43. Article V.A. of the Plan provides that each of the Debtors' Executory Contracts and Unexpired Leases will be deemed rejected as of the Effective Date unless such agreement (a) was previously assumed or rejected by the Debtors, (b) was previously expired or terminated pursuant to its own terms, (c) is the subject of a motion to assume filed on or before the Effective Date or (d) is identified as an Executory Contract or Unexpired Lease on the Assumed Executory Contracts and Unexpired Lease List. *See* Plan at Art. V.A. Additionally, Article V.C. of the Plan provides that the Debtors will provide Cure Notices of proposed assumption and proposed amounts of Cure Claims to the applicable third parties listed on the Assumed Executory Contracts and Unexpired Lease List. *Id.* at Art. V.C.

44. To ensure that counterparties to Executory Contracts and Unexpired Leases receive notice of assumption or rejection of their Executory Contract or Unexpired Lease (and any corresponding Cure Claim) pursuant to the Plan, the Debtors will mail a notice to such parties in substantially the form annexed as Exhibit 8 and Exhibit 9 to Exhibit A attached hereto, as appropriate, within the time periods specified in the Plan.

E. Approval of the Voting and Tabulation Procedures

45. Section 1126(c) of the Bankruptcy Code provides that:

A class of claims has accepted a plan if such plan has been accepted by creditors, other than any entity designated under section (e) of this section, that hold at least two-thirds in amount and more than one-half in number of the allowed claims of such class held by creditors, other than any entity designated under subsection (e) of this section, that have accepted or rejected the plan.

11 U.S.C. § 1126(c). Additionally, Bankruptcy Rule 3018(c) provides, in part, that “[a]n acceptance or rejection [of a plan] shall be in writing, identify the plan or plans accepted or rejected, be signed by the creditor or equity security holder or an authorized agent and conform to the appropriate Official Form.” Fed. R. Bankr. P. 3018(c).

46. Consistent with these requirements, the Debtors propose to use the voting procedures and standard assumptions in tabulating Ballots (the “*Voting and Tabulation Procedures*”) as set forth in Exhibit 10 to Exhibit A attached hereto and incorporated herein by reference.

47. The Voting and Tabulation Procedures include specific voting and tabulation requirements and procedures, as follows:

i. Completion of Ballots

48. To ease and clarify the process of tabulating all votes received, the Debtors propose that a Ballot be counted in determining the acceptance or rejection of the Plan only if it satisfies certain criteria. Specifically, the Voting and Tabulation Procedures provide that the Debtors not count a Ballot if it is, among other things, illegible, submitted by a holder of a Claim that is not entitled to vote on the Plan, unsigned or not clearly marked. Furthermore, the Debtors, subject to contrary order of the Court, may waive any defects or irregularities as to any particular Ballot at any time, either before or after the close of voting, and any such waivers shall be

documented in the Voting Report

ii. General Ballot Tabulation and Voting Procedures

49. The proposed Solicitation and Voting Procedures set forth specific criteria with respect to the general tabulation of Ballots, voting procedures applicable to holders of Claims and tabulation of such votes.

50. The Debtors believe that the proposed Voting and Tabulation Procedures will facilitate the Plan confirmation process. Specifically, the procedures will clarify any obligations of holders of Claims entitled to vote to accept or reject the Plan and will create a straightforward process by which the Debtors can determine whether they have satisfied the numerosity requirements of section 1126(c) of the Bankruptcy Code. Accordingly, the Debtors submit that the Voting and Tabulation Procedures are in the best interests of their estates, holders of Claims and other parties in interest, and that good cause supports the relief requested herein.

51. The Debtors respectfully request that the Court approve the Voting and Tabulation Procedures annexed as Exhibit 10 to Exhibit A attached hereto, which are consistent with section 1126(c) of the Bankruptcy Code and Bankruptcy Rule 3018(a). The Debtors submit that they have shown good cause for the approval of the Voting and Tabulation Procedures set forth herein and, therefore, request that the Court approve the Voting and Tabulation Procedures.

F. Approval of Procedures for Confirming the Plan

i. Setting the Confirmation Hearing Date

52. Section 1128 of the Bankruptcy provides that a court shall hold a hearing on confirmation of a plan and provides that parties in interest can object to confirmation. 11 U.S.C. § 1128. Additionally, Bankruptcy Rule 3017(c) provides that, on or before approval of a disclosure statement, a court shall fix a time for the hearing on confirmation of a plan. Fed. R. Bankr. P. 3017(c). In accordance with Bankruptcy Rule 3017(c) and section 1128 of the

Bankruptcy Code, the Debtors request that the Court establish [May 16], 2013 at [##:##] [a.m./p.m.] prevailing Eastern Time (the “**Confirmation Hearing Date**”) as the date and time for the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”). The Debtors further request that the Confirmation Hearing may be continued from time to time by the Court or the Debtors without further notice to parties in interest other than such adjournment announced in open court and/or a notice of adjournment filed with the Court and served on the 2002 List and other parties entitled to notice.

ii. Approval of the Procedures for Filing Objections to the Plan

53. Bankruptcy Rules 2002(b) and (d) require no less than 28 days’ notice to all holders of Claims of the time fixed for filing objections to the hearing on confirmation of a chapter 11 plan. To satisfy this requirement, the Debtors request that the Court establish [May 9], 2013 at 4:00 p.m. prevailing Eastern Time as the date by which objections to the Plan must be filed with the Court and served so as to be **actually received** by the appropriate notice parties (the “**Plan Objection Deadline**”).

54. The Debtors also request that the Court direct the manner in which parties in interest may object to confirmation of the Plan. Pursuant to Bankruptcy Rule 3020(b)(1), objections to confirmation of a plan must be filed and served “within a time fixed by the court.” Fed. R. Bankr. P. 3020(b)(1). The Confirmation Hearing Notice will require that objections to confirmation of the Plan or requests for modifications to the Plan, if any, must:

- a. be in writing;
- b. conform to the Bankruptcy Rules, the Local Rules and any orders of the Court;
- c. state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and

- d. be filed with the Court (contemporaneously with a proof of service) upon the notice parties so to be **actually received** on or before the Plan Objection Deadline.

55. The Debtors believe that the Plan Objection Deadline for filing and service of objections (and proposed modifications, if any) will afford the Court, the Debtors and other parties in interest reasonable time to consider the objections and proposed modifications prior to the Confirmation Hearing.

Non-Substantive Modifications

56. The Debtors request authorization to make non-substantive changes to the Disclosure Statement, Disclosure Statement Hearing Notice, Plan, Confirmation Hearing Notice, Solicitation Packages, Non-Voting Status Notices, Ballots, Publication Notice and related documents without further order of the Court, including changes to correct typographical and grammatical errors, if any, and to make conforming changes to the Disclosure Statement, the Plan and any other materials in the Solicitation Packages before distribution.

Notice

57. The Debtors have provided notice of this motion to: (a) the Office of the United States Trustee for the District of Delaware; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) counsel to the Debtors' prepetition secured lender and debtor in possession lender; (d) the agent for the Debtors' prepetition secured notes; (e) counsel to each of the prepetition equity holders; (f) the Delaware Secretary of State; (g) the Delaware Secretary of Treasury; (h) the Delaware State Attorney General; (i) the Office of the United States Attorney General for the State of Delaware; (j) the Internal Revenue Service; and (k) the Securities and Exchange Commission. In light of the nature of the relief requested in this motion, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

58. No prior motion for the relief requested herein has been made to this or any other court.

[Remainder of page intentionally left blank.]

WHEREFORE, for the reasons set forth herein and in the First Day Declaration, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, (a) granting the relief requested herein and (b) granting such other and further relief as may be appropriate.

Dated: February 28, 2013
Wilmington, Delaware

/s/ Domenic E. Pacitti

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

Paul M. Basta (*pro hac vice* admission pending)
Joshua A. Sussberg (*pro hac vice* admission pending)
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Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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

Exhibit A

Proposed Order

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 13-10367 ()

Joint Administration Requested

**ORDER (A) APPROVING THE DISCLOSURE STATEMENT;
(B) APPROVING SOLICITATION PACKAGES AND PROCEDURES FOR
THE DISTRIBUTION THEREOF; (C) APPROVING THE FORMS OF BALLOTS
AND MANNER OF NOTICE; (D) APPROVING THE VOTING RECORD DATE,
SOLICITATION DEADLINE AND VOTING DEADLINE; AND (E) ESTABLISHING
NOTICE AND OBJECTION PROCEDURES FOR CONFIRMATION OF THE PLAN**

Upon the motion (the “***Motion***”)² of the Debtors for entry of an order (this “***Order***”) pursuant to sections 105(a), 502, 1123(a), 1124, 1125, 1126 and 1128 of the Bankruptcy Code, Bankruptcy Rules 2002, 3003, 3016, 3017, 3018 and 3020 and Local Rules 2002-1 and 3017-1 for entry of an order (a) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “***Disclosure Statement***”); (b) approving the Disclosure Statement Hearing Notice; (c) approving the Disclosure Statement Objection Deadline; (d) approving the Voting Record Date, Solicitation Deadline and Voting Deadline; (e) approving the manner and form of the Solicitation Packages and the materials contained therein; (f) approving the Plan Supplement

¹ 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); Brooktree Broadband Holding, Inc. (5436); Conexant CF, LLC (6434); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

Notice; (g) approving the Non-Voting Status Notices; (h) approving the form of notices to counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan; (i) approving the Voting and Tabulation Procedures; and (j) approving the Plan Objection Deadline, Confirmation Hearing Date and Confirmation Hearing Notice, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the “*Hearing*”); and upon consideration of the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors and other parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted to the extent provided herein.

A. Approval of the Disclosure Statement

2. The Disclosure Statement is hereby approved pursuant to section 1125 of the Bankruptcy Code, as providing holders of Claims entitled to vote on the Plan with adequate information to make an informed decision as to whether to vote to accept or reject the Plan in accordance with section 1125(a)(1) of the Bankruptcy Code.

3. The Disclosure Statement (including all applicable exhibits thereto) provides holders of Claims, holders of Interests and other parties in interest with sufficient notice of the injunction, exculpation and release provisions contained in Article VIII of the Plan, in satisfaction of the requirements of Bankruptcy Rule 3016(c).

B. Approval of the Disclosure Statement Hearing Notice

4. The Disclosure Statement Hearing Notice, the form of which is attached hereto as **Exhibit 1** and incorporated herein by reference, filed by the Debtors and served upon parties in interest in these chapter 11 cases on [April 8], 2013, constitutes adequate and sufficient notice of the hearings to consider approval of the Disclosure Statement, the manner in which a copy of the Disclosure Statement (and exhibits thereto, including the Plan) could be obtained and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

C. Approval of Disclosure Statement Objection Deadline and Disclosure Statement Hearing Date

5. The following dates are hereby established (subject to modification as necessary with respect to the deadline to object to the Disclosure Statement, deadline to respond and the Disclosure Statement hearing date:

- a. the Disclosure Statement Hearing be scheduled for **[April 8], 2013** (the “*Disclosure Statement Hearing Date*”)
- b. **[April 1], 2013 at 4:00 p.m. prevailing Eastern Time** shall be the date for determining: the deadline to object to the Disclosure Statement (the “*Disclosure Statement Objection Deadline*”); and
- c. **[April 3], 2013 at 4:00 prevailing Eastern Time** the deadline to respond to objections to the Disclosure Statement (the “*Disclosure Statement Response Deadline*”).

D. Approval of the Materials and Timeline for Soliciting Votes

i. Approval of Key Dates and Deadlines with Respect to the Plan and Disclosure Statement.

6. The following dates are hereby established (subject to modification as necessary)

with respect to the solicitation of votes to accept, and voting on, the Plan:

- a. **[April 8], 2013** shall be the date for determining: (i) the holders of Claims entitled to receive Solicitation Packages; (ii) the holders of Claims entitled to vote to accept or reject the Plan; and (iii) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of such Claim (the “***Voting Record Date***”);
- b. the Debtors shall distribute Solicitation Packages to holders of Claims entitled to vote on the Plan by **[April 12], 2013** (the “***Solicitation Deadline***”); and
- c. all holders of Claims entitled to vote on the Plan must complete, execute and return their Ballots so that they are **actually received** by the Voting and Claims Agent or the Securities Voting Agent, as applicable, pursuant to the Voting and Tabulation Procedures, on or before **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time** (the “***Voting Deadline***”).

ii. Approval of the Form of, and Distribution of, Solicitation Packages to Parties Entitled to Vote on the Plan

7. In addition to the Disclosure Statement and exhibits thereto, including the Plan and this Order, the Solicitation Packages to be transmitted on or before the Solicitation Deadline to those holders of Claims in the Voting Classes entitled to vote on the Plan as of the Voting Record Date, shall include the following, the form of each of which is hereby approved:

- a. an appropriate form of Ballot attached hereto as Exhibits 2A and 2B, respectively, and incorporated herein by reference;³
- b. the Cover Letter attached hereto as Exhibit 3 and incorporated herein by reference; and
- c. the Confirmation Hearing Notice attached hereto as Exhibit 4 and incorporated herein by reference.

8. The Solicitation Packages provide the holders of Claims entitled to vote on the Plan with adequate information to make informed decisions with respect to voting on the Plan in accordance with Bankruptcy Rules 2002(b) and 3017(d), the Bankruptcy Code and the Local Rules.

9. The Debtors shall distribute Solicitation Packages to all holders of Claims entitled to vote on the Plan on or before the Solicitation Deadline. Such service shall satisfy the requirements of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules.

10. The Debtors are authorized, but not directed or required, to distribute the Plan, the Disclosure Statement and this Order to holders of Claims entitled to vote on the Plan in CD-ROM format. The Ballots as well as the Cover Letter and the Confirmation Hearing Notice will *only* be provided in paper form. On or before the Solicitation Deadline, the Debtors shall provide (a) complete Solicitation Packages to the U.S. Trustee and counsel to the Administrative Agents and (b) the Order (in CD-ROM format) and the Confirmation Hearing Notice to all parties on the 2002 List as of the Voting Record Date.

³ The Debtors will make every reasonable effort to ensure that any holder of a Claim who has filed duplicate Claims against the Debtors (whether against the same or multiple Debtors) that are classified under the Plan in the same Voting Class, receives no more than one Solicitation Package (and, therefore, one Ballot) on account of such Claim and with respect to that Class.

11. Any party who receives a CD-ROM, but who would prefer to receive materials in paper format, may contact the Voting and Claims Agent and request paper copies of the corresponding materials previously received in CD-ROM format (to be provided at the Debtors' expense).

12. The Voting and Claims Agent is authorized to assist the Debtors in (a) distributing the Solicitation Package, (b) receiving, tabulating and reporting on Ballots cast to accept or reject the Plan by holders of Claims against the Debtors, (c) responding to inquiries from holders of Claims and Interests and other parties in interest relating to the Disclosure Statement, the Plan, the Ballots, the Solicitation Packages and all other related documents and matters related thereto, including the procedures and requirements for voting to accept or reject the Plan and for objecting to the Plan, (d) soliciting votes on the Plan and (e) if necessary, contacting creditors regarding the Plan or as soon as practicable thereafter.

iii. Approval of the Confirmation Hearing Notice

13. The Confirmation Hearing Notice, in the form of which is attached hereto as **Exhibit 4** and incorporated herein by reference, filed by the Debtors and served upon parties in interest in these chapter 11 cases on [April 9], 2013, constitutes adequate and sufficient notice of the hearings to consider approval of the Plan, the manner in which a copy of the Plan could be obtained and the time fixed for filing objections thereto, in satisfaction of the requirements of the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules and the Local Rules. The Debtors shall publish the Confirmation Hearing Notice (in a format modified for publication) one time within seven business days following the Solicitation Deadline in the national edition of *The New York Times*.

iv. Approval of Notice of Filing of the Plan Supplement

14. The Debtors are authorized to send notice of the filing of the Plan Supplement, substantially in the form attached hereto as **Exhibit 5** and incorporated herein by reference, on the date the Plan Supplement is filed pursuant to the terms of the Plan.

v. Approval of the Form of Notices to Non-Voting Classes

15. Except to the extent the Debtors determine otherwise, the Debtors are not required to provide Solicitation Packages to holders of Claims or Interests in Non-Voting Classes, as such holders are not entitled to vote on the Plan. Instead, on or before the Solicitation Deadline, the Voting and Claims Agent shall mail (first-class postage prepaid) a Non-Voting Status Notice in lieu of Solicitation Packages, the form of each of which is hereby approved, to those parties, outlined below, who are not entitled to vote on the Plan:

- a. *Not Impaired Claims – Conclusively Presumed to Accept:*
Holders of Claims in Classes 1 and 2 are not Impaired under the Plan and, therefore, are conclusively presumed to have accepted the Plan. As such, holders of such Claims will receive a notice, substantially in the form annexed as **Exhibit 6** attached hereto and incorporated herein by reference, in lieu of a Solicitation Package.
- b. *Impaired Claims and Equity Interests – Deemed to Reject:*
Holders of Claims and Interests in Class 7 are receiving no distribution under the Plan and, therefore, are deemed to reject the Plan and will receive a notice, substantially in the form annexed as **Exhibit 7** attached hereto and incorporated herein by reference, in lieu of a Solicitation Package.

16. The Debtors will not provide the holders of Class 5 Intercompany Claims or Class 6 Intercompany Interests with a Solicitation Package or any other type of notice in connection with solicitation.

17. The Debtors are not required to mail Solicitation Packages or other solicitation materials to: (a) holders of Claims that have already been paid in full during these Chapter 11

Cases or that are authorized to be paid in full in the ordinary course of business pursuant to an order previously entered by this Court or (b) any party to whom the Disclosure Statement Hearing Notice was sent but was subsequently returned as undeliverable.

vi. Approval of Notices to Contract and Lease Counterparties

18. The Debtors are authorized to mail a notice of assumption or rejection of any Executory Contracts or Unexpired Leases (and any corresponding Cure Claims), in the forms attached hereto as **Exhibit 8** and **Exhibit 9** and incorporated herein by reference, to the applicable counterparties to Executory Contracts and Unexpired Leases that will be assumed or rejected pursuant to the Plan (as the case may be), within the time periods specified in the Plan.

E. Approval of the Voting and Tabulation Procedures

19. The Debtors are authorized to solicit, receive and tabulate votes to accept the Plan in accordance with the Voting and Tabulation Procedures attached hereto as **Exhibit 10** and incorporated herein by reference, which are hereby approved in their entirety.

F. Approval of Procedures for Confirming the Plan

i. Approval of the Timeline for Filing Objections to the Plan and Confirming the Plan

20. The following dates are hereby established (subject to modification as needed) with respect to filing objections to the Plan and confirming the Plan:

- a. **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time** shall be date by which objections to the Plan must be filed with the Court and served so as to be **actually received** by the appropriate notice parties (as identified below) (the "***Plan Objection Deadline***"); and
- b. the Court shall consider Confirmation of the Plan at the hearing to be held on **[May 16], 2013 at [##:##] [a.m./p.m.] prevailing Eastern Time** (the "***Confirmation Hearing Date***").

ii. **Approval of the Procedures for Filing Objections to the Plan**

21. Objections to the Plan will not be considered by the Court unless such objections are timely filed and properly served in accordance with this Order. Specifically, all objections to confirmation of the Plan or requests for modifications to the Plan, if any, **must**: (a) be in writing; (b) conform to the Bankruptcy Rules and the Local Rules; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so to be **actually received** on or before the [May 9], 2013 at 4:00 p.m. prevailing Eastern Time:

<p>KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611</p> <p><i>Co-Counsel to the Debtors</i></p>	<p>KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801</p> <p>Attn: Morton Branzburg, Esq. 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103</p>
<p>AKIN GUMP STRAUSS HAUER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036</p> <p><i>Counsel to the Secured Lender</i></p>	<p>PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709</p> <p><i>Co-Counsel to the Secured Lender</i></p>
<p>DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601</p> <p><i>Counsel to Golden Gate Private Equity, Inc.</i></p>	<p>COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800</p> <p><i>Counsel to August Capital</i></p>
<p>THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Attn: Tiiara Patton, Esq. 844 King Street, Suite 2207 Wilmington, Delaware 19801</p>	
<p>[] Attn: [] Attn: [] [] []</p> <p><i>Counsel to the Statutory Committee of Unsecured Creditors</i></p>	

22. Nothing in this Order shall be construed as a waiver of the right of the Debtors or any other party in interest, as applicable, to object to a proof of claim after the Voting Record Date.

23. All time periods set forth in this Order shall be calculated in accordance with Bankruptcy Rule 9006(a).

24. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

25. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: _____, 2013
Wilmington, Delaware

United States Bankruptcy Judge

Exhibit 1

Disclosure Statement Hearing Notice

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 13-10367 ()

Joint Administration Requested

NOTICE OF DISCLOSURE STATEMENT HEARING

PLEASE TAKE NOTICE THAT on February 28, 2013, Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), filed the (i) *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code*, (as modified, amended or supplemented from time to time, the “**Plan**”)² and the (ii) *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “**Disclosure Statement**”).

PLEASE TAKE FURTHER NOTICE THAT a hearing (the “**Disclosure Statement Hearing**”) will held before the Honorable [____], United States Bankruptcy Judge, on [April 8], 2013 at [##:##] [a.m./p.m.], in the United States Bankruptcy Court for the District of Delaware, 824 Market Street, Third Floor, Wilmington, Delaware 19801, (the “**Court**”), to consider the entry of an order approving, among other things, (a) the Disclosure Statement as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (b) the solicitation materials and documents to be included in the solicitation packages (the “**Solicitation Packages**”); (c) procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan; and (d) [April 8], 2013 as the Voting Record Date for determining (i) the holders of Claims entitled to receive the solicitation materials and documents to be included in the Solicitation Packages, (ii) the holders of Claims entitled to vote to accept or reject the Plan and (iii) whether Claims have been properly transferred to an assignee pursuant to Bankruptcy Rule 3001(e) such that the assignee can vote as the holder of such Claim. Please be advised that the Disclosure Statement Hearing may be continued from time to time by the Court

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

or the Debtors without further notice other than by such adjournment being announced in open court or by a notice of adjournment filed with the Court and served on the list of parties entitled to notice.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan or related documents, you should contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases, by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Disclosure Statement is **[April 1], 2013 at 4:00 p.m. prevailing Eastern Time**. Any objections to the relief sought at the Disclosure Statement Hearing **must**: (a) be made in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state with particularity the legal and factual basis for the objection and if practicable, a proposed modification to the Disclosure Statement (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **[April 1], 2013 at 4:00 p.m. prevailing Eastern Time**:

[Remainder of page intentionally left blank]

<p>KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611</p>	<p>KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801</p> <p>Attn: Morton Branzburg, Esq. 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103</p> <p><i>Co-Counsel to the Debtors</i></p>
<p>AKIN GUMP STRAUSS HAUER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036</p> <p><i>Counsel to the Secured Lender</i></p>	<p>PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709</p> <p><i>Co-Counsel to the Secured Lender</i></p>
<p>DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601</p> <p><i>Counsel to Golden Gate Private Equity, Inc.</i></p>	<p>COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800</p> <p><i>Counsel to August Capital</i></p>
<p>THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Attn: Tiiara Patton, Esq. 844 King Street, Suite 2207 Wilmington, Delaware 19801</p>	
<p>[] Attn: [] Attn: [] [] []</p> <p><i>Counsel to the Statutory Committee of Unsecured Creditors</i></p>	

Dated: _____, 2013
Wilmington, Delaware

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

- and -

Paul M. Basta (*pro hac vice* admission pending)
Joshua A. Sussberg (*pro hac vice* admission pending)
Christopher T. Greco (*pro hac vice* admission pending)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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

Exhibit 2A

**Proposed Class 3 Ballot
(with respect to Holders of Secured Notes Claims)**

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 ()
)
)
) Joint Administration Requested
)

**CLASS 3 BALLOT FOR ACCEPTING OR REJECTING THE JOINT
PLAN OF REORGANIZATION OF CONEXANT SYSTEMS, INC. AND ITS
DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 3—SECURED NOTES CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
FOR COMPLETING BALLOTS CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

**YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE
VOTING AND CLAIMS AGENT BY
4:00 P.M. PREVAILING EASTERN TIME ON [MAY 9], 2013, THE
VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED.**

This ballot (the “*Ballot*”) is submitted to you by Conexant Systems, inc. and each of its affiliated debtors and debtors in possession (collectively, the “*Debtors*”) to solicit your vote to accept or reject the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “*Plan*”), which is described in the accompanying *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “*Disclosure Statement*”).

The Plan constitutes a separate chapter 11 plan of reorganization for each of the five Debtors and the classifications set forth in the Plan shall be deemed to apply to each of the Debtors unless otherwise provided in the Plan. Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined herein shall have the meaning ascribed to them in Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable

¹ 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.

BALLOT CODE

treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [MAY 9], 2013.

PLEASE BE ADVISED THAT THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION AND INJUNCTION PROVISIONS. THESE PROVISIONS ARE FOUND IN ARTICLE VIII OF THE PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

IMPORTANT

You should review the Disclosure Statement and the Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. Your Claim has been placed in Class 3—Secured Notes Claims under the Plan. If you hold Claims in more than one Class, you will receive a separate Ballot for each Class in which you are entitled to vote.

If your vote is not received by the Voting and Claims Agent, BMC Group, Inc., on or before the Voting Deadline and the deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots should be mailed to the following address:

**BMC GROUP, INC.
VOTING AND CLAIMS AGENT FOR CONEXANT SYSTEMS, INC., ET AL.
ATTN: CONEXANT SYSTEMS, INC. BALLOT PROCESSING
18675 LAKE DRIVE EAST
CHANHASSEN, MN 55317**

THE VOTING DEADLINE IS 4:00 P.M. (PREVAILING EASTERN TIME) ON [MAY 9], 2013.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

BALLOT CODE ☐

HOW TO VOTE

1. MAKE SURE THE INFORMATION CONTAINED IN ITEM 1 IS CORRECT.
2. VOTE TO ACCEPT OR REJECT THE PLAN IN ITEM 2. EACH OF THE DEBTORS IS SOLICITING VOTES ON THE PLAN ATTACHED AS **EXHIBIT A** TO THE DISCLOSURE STATEMENT. TO THIS END, HOLDERS OF CLASS 3—SECURED NOTES CLAIMS MAY CHOOSE TO ACCEPT OR REJECT THE CHAPTER 11 PLAN, AS INDICATED IN **ITEM 2** OF THE BALLOT.
3. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 3.
4. **SIGN THE BALLOT.**
5. RETURN THE SIGNED BALLOT TO THE VOTING AND CLAIMS AGENT.
6. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
7. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
8. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE CHAPTER 11 PLAN OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND REJECTION OF THE CHAPTER 11 PLAN WILL NOT BE COUNTED.
9. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF YOU ARE COMPLETING THIS BALLOT ON BEHALF OF ANOTHER PERSON OR ENTITY, INDICATE YOUR RELATIONSHIP WITH SUCH PERSON OR ENTITY AND THE CAPACITY IN WHICH YOU ARE SIGNING.**

BALLOT CODE []

Item 1. Principal Amount of Class 3—Secured Notes Claims Voted. The undersigned certifies that as of the Voting Record Date, the undersigned was the holder of a Class 3—Secured Notes Claim against all of the Debtors in the procedurally consolidated chapter 11 cases pending in the Bankruptcy Court under case no. 13-_____ () in the following aggregate unpaid principal amount (insert amount in the box below):

\$

Item 2. Vote. The holder of the Class 3—Secured Notes Claim against all of the Debtors in the procedurally consolidated chapter 11 cases pending in the Bankruptcy Court under case no. 13-_____ () set forth in Item 1 votes to (please check only one box):

☐ ACCEPT THE PLAN

☐ REJECT THE PLAN

THE PLAN CONSISTS OF SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS. THIS BALLOT REPRESENTS YOUR VOTE ON THE SEPARATE CHAPTER 11 PLANS FOR EACH DEBTOR. TO THE EXTENT YOU WOULD LIKE TO OBJECT TO ANY INDIVIDUAL DEBTOR'S CHAPTER 11 PLAN, YOU ARE REQUIRED TO FILE A MOTION UNDER RULE 3018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, AS EXPLAINED IN THE DEBTORS' VOTING AND TABULATION PROCEDURES.

IMPORTANT INFORMATION REGARDING RELEASES BY HOLDERS OF CLAIMS AND INTERESTS:

THE RELEASE IN ARTICLE VIII.E OF THE PLAN, WHICH PROVIDES:

ON THE EFFECTIVE DATE OF THE PLAN AND TO THE FULLEST EXTENT AUTHORIZED BY APPLICABLE LAW, EACH HOLDER OF A CLAIM OR AN INTEREST IN THE DEBTORS SHALL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY AND INDIVIDUALLY AND COLLECTIVELY, RELEASED, ACQUITTED AND DISCHARGED THE DEBTORS (INCLUDING THE DEBTORS' PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS AND OTHER PROFESSIONALS) AND THE RELEASED PARTIES FROM ANY AND ALL ACTIONS, CLAIMS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, MATURED OR UNMATURED, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, CONTRACT, TORT OR OTHERWISE, THAT SUCH HOLDER (WHETHER INDIVIDUALLY OR COLLECTIVELY) EVER HAD, NOW HAS OR HEREAFTER CAN, SHALL OR MAY HAVE, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES, THE PURCHASE, SALE OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE BUSINESS OR CONTRACTUAL ARRANGEMENTS BETWEEN THE DEBTORS AND ANY RELEASED PARTY, THE RESTRUCTURING OF CLAIMS AND INTERESTS BEFORE OR DURING THE RESTRUCTURING, INCLUDING THE NEGOTIATION, FORMULATION OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS OR ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT OR OTHER OCCURRENCE RELATING TO THE DEBTORS TAKING PLACE ON OR BEFORE THE CONFIRMATION DATE OF THE PLAN, EXCEPT FOR ANY CLAIMS AND CAUSES OF ACTION FOR ACTUAL FRAUD.

BALLOT CODE []

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Item 3. Certifications and Acknowledgments. By returning this Ballot, the holder of the Class 3—Secured Notes Claim identified in Item 1 certifies that this Ballot is the only Ballot submitted for the Class 3—Secured Notes Claim held by such holder. By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as either an acceptance or rejection of the Plan.

Name of Creditor (Please Print)

Authorized Signature

Name of Signatory

If by Authorized Agent, Name and Title²

Street Address

City, State, Zip Code

Telephone Number

Date Completed

PLEASE RETURN YOUR BALLOT PROMPTLY. THE VOTING DEADLINE IS 4:00 P.M. (PREVAILING EASTERN TIME) ON [MAY 9], 2013.

THE VOTING AND CLAIMS AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE OR OTHER MEANS OF ELECTRONIC TRANSMISSION.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AND CLAIMS AGENT, AT 888-909-0100.

² If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

BALLOT CODE []

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Exhibit 2B

**Proposed Class 4 Ballot
(with respect to Holders of General Unsecured Claims)**

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 ()
)
)
) Joint Administration Requested
)

**CLASS 4 BALLOT FOR ACCEPTING OR REJECTING THE JOINT
PLAN OF REORGANIZATION OF CONEXANT SYSTEMS, INC. AND ITS
DEBTOR AFFILIATES PURSUANT TO CHAPTER 11 OF THE BANKRUPTCY CODE**

CLASS 4—GENERAL UNSECURED CLAIMS

**PLEASE READ AND FOLLOW THE ENCLOSED INSTRUCTIONS
FOR COMPLETING BALLOTS CAREFULLY BEFORE
COMPLETING THIS BALLOT.**

**YOUR BALLOT MUST BE ACTUALLY RECEIVED BY THE
VOTING AND CLAIMS AGENT BY
4:00 P.M. PREVAILING EASTERN TIME ON [MAY 9], 2013, THE
VOTING DEADLINE, OR YOUR VOTE WILL NOT BE COUNTED.**

This ballot (the “*Ballot*”) is submitted to you by Conexant Systems, inc. and each of its affiliated debtors and debtors in possession (collectively, the “*Debtors*”) to solicit your vote to accept or reject the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “*Plan*”), which is described in the accompanying *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “*Disclosure Statement*”).

The Plan constitutes a separate chapter 11 plan of reorganization for each of the 5 Debtors and the classifications set forth in the Plan shall be deemed to apply to each of the Debtors unless otherwise provided in the Plan. Capitalized terms used in this Ballot or the attached instructions that are not otherwise defined herein shall have the meaning ascribed to them in Plan.

The Plan can be confirmed by the Bankruptcy Court and thereby made binding on you if it is accepted by the holders of at least two-thirds in amount and more than one-half in number of the Claims in each Impaired Class who vote on the Plan and if the Plan otherwise satisfies the applicable requirements of section 1129(a) of the Bankruptcy Code. If the requisite acceptances are not obtained, the Bankruptcy Court nonetheless may confirm the Plan if it finds that the Plan (a) provides fair and equitable

¹ 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.

BALLOT CODE ☐

treatment to, and does not unfairly discriminate against, each Class or Classes rejecting the Plan and (b) otherwise satisfies the requirements of section 1129(b) of the Bankruptcy Code.

TO HAVE YOUR VOTE COUNTED, YOU MUST COMPLETE, SIGN AND RETURN THIS BALLOT IN THE ENVELOPE PROVIDED SO THAT IT IS ACTUALLY RECEIVED BY THE VOTING AND CLAIMS AGENT ON OR BEFORE 4:00 P.M. PREVAILING EASTERN TIME ON [MAY 9], 2013.

PLEASE BE ADVISED THAT THE PLAN CONTAINS CERTAIN RELEASE, EXCULPATION AND INJUNCTION PROVISIONS. THESE PROVISIONS ARE FOUND IN ARTICLE VIII OF THE PLAN. YOU ARE ADVISED AND ENCOURAGED TO CAREFULLY REVIEW AND CONSIDER THE PLAN, INCLUDING THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AS YOUR RIGHTS MIGHT BE AFFECTED.

EACH HOLDER OF AN ALLOWED GENERAL UNSECURED CLAIMS WILL RECEIVE A PRO RATA DISTRIBUTION OF THE GENERAL UNSECURED CLAIMS RECOVERY POOL; PROVIDED, HOWEVER, THAT IF THE CLASS OF GENERAL UNSECURED CLAIMS VOTES TO ACCEPT THE PLAN PURSUANT TO SECTION 1129 OF THE BANKRUPTCY CODE, THE SECURED LENDER WILL BE DEEMED TO WAIVE THE SECURED NOTES DEFICIENCY CLAIM AND ITS RIGHT TO PARTICIPATE IN THE GENERAL UNSECURED CLAIMS RECOVERY POOL.

VOTING INFORMATION AND INSTRUCTIONS FOR COMPLETING THE BALLOT

IMPORTANT

You should review the Disclosure Statement and the Plan and the instructions contained herein before you vote. You may wish to seek legal advice concerning the Plan and the classification and treatment of your Claim or Claims under the Plan. Your Claim has been placed in Class 4—General Unsecured Claims under the Plan. If you hold Claims in more than one Class, you will receive a separate Ballot for each Class in which you are entitled to vote.

If your vote is not received by the Voting and Claims Agent, BMC Group, Inc., on or before the Voting Deadline and the deadline is not extended, your vote will not count as either an acceptance or rejection of the Plan. Ballots should be mailed to the following address:

**BMC GROUP, INC.
VOTING AND CLAIMS AGENT FOR CONEXANT SYSTEMS, INC., ET AL.
ATTN: CONEXANT SYSTEMS, INC. BALLOT PROCESSING
18675 LAKE DRIVE EAST
CHANHASSEN, MN 55317**

THE VOTING DEADLINE IS 4:00 P.M. (PREVAILING EASTERN TIME) ON [MAY 9], 2013.

Ballots will not be accepted by facsimile transmission or electronic mail.

If the Plan is confirmed by the Bankruptcy Court, it will be binding on you whether or not you vote.

Unless otherwise defined herein, capitalized terms shall have the meaning ascribed to them in the Plan.

BALLOT CODE []

HOW TO VOTE

1. MAKE SURE THE INFORMATION CONTAINED IN ITEM 1 IS CORRECT.
2. VOTE TO ACCEPT OR REJECT THE PLAN IN ITEM 2. EACH OF THE DEBTORS IS SOLICITING VOTES ON THE PLAN ATTACHED AS **EXHIBIT A** TO THE DISCLOSURE STATEMENT. TO THIS END, HOLDERS OF CLASS 4—GENERAL UNSECURED CLAIMS MAY CHOOSE TO ACCEPT OR REJECT THE CHAPTER 11 PLAN, AS INDICATED IN **ITEM 2** OF THE BALLOT.
3. REVIEW THE CERTIFICATIONS AND ACKNOWLEDGEMENTS IN ITEM 3.
4. **SIGN THE BALLOT.**
5. RETURN THE SIGNED BALLOT TO THE VOTING AND CLAIMS AGENT.
6. **BALLOTS RECEIVED AFTER THE VOTING DEADLINE WILL NOT BE COUNTED.**
7. YOU MUST VOTE THE FULL AMOUNT OF YOUR CLAIM REPRESENTED BY THIS BALLOT TO ACCEPT OR REJECT THE PLAN AND MAY NOT SPLIT YOUR VOTE.
8. ANY EXECUTED BALLOT RECEIVED THAT (A) DOES NOT INDICATE EITHER AN ACCEPTANCE OR REJECTION OF THE CHAPTER 11 PLAN OR (B) THAT INDICATES BOTH AN ACCEPTANCE AND REJECTION OF THE CHAPTER 11 PLAN WILL NOT BE COUNTED.
9. **ALL BALLOTS MUST BE FULLY EXECUTED TO BE COUNTED. IF YOU ARE COMPLETING THIS BALLOT ON BEHALF OF ANOTHER PERSON OR ENTITY, INDICATE YOUR RELATIONSHIP WITH SUCH PERSON OR ENTITY AND THE CAPACITY IN WHICH YOU ARE SIGNING.**

BALLOT CODE ☐

Item 1. Principal Amount of Class 4—General Unsecured Claims Voted. The undersigned certifies that as of the Voting Record Date, the undersigned was the holder of a Class 4—General Unsecured Claim against all of the Debtors in the procedurally consolidated chapter 11 cases pending in the Bankruptcy Court under case no. 13-_____ () in the following aggregate unpaid principal amount (insert amount in the box below):

\$

Item 2. Vote. The holder of the Class 4—General Unsecured Claim against all of the Debtors in the procedurally consolidated chapter 11 cases pending in the Bankruptcy Court under case no. 13-_____ () set forth in Item 1 votes to (please check only one box):

☐ ACCEPT THE PLAN

☐ REJECT THE PLAN

THE PLAN CONSISTS OF SEPARATE CHAPTER 11 PLANS FOR EACH OF THE DEBTORS. THIS BALLOT REPRESENTS YOUR VOTE ON THE SEPARATE CHAPTER 11 PLANS FOR EACH DEBTOR. TO THE EXTENT YOU WOULD LIKE TO OBJECT TO ANY INDIVIDUAL DEBTOR'S CHAPTER 11 PLAN, YOU ARE REQUIRED TO FILE A MOTION UNDER RULE 3018 OF THE FEDERAL RULES OF BANKRUPTCY PROCEDURE, AS EXPLAINED IN THE DEBTORS' VOTING AND TABULATION PROCEDURES.

IMPORTANT INFORMATION REGARDING RELEASES BY HOLDERS OF CLAIMS AND INTERESTS:

THE RELEASE IN ARTICLE VIII OF THE PLAN, WHICH PROVIDES:

ON THE EFFECTIVE DATE OF THE PLAN AND TO THE FULLEST EXTENT AUTHORIZED BY APPLICABLE LAW, EACH HOLDER OF A CLAIM OR AN INTEREST IN THE DEBTORS SHALL BE DEEMED TO HAVE EXPRESSLY, UNCONDITIONALLY, GENERALLY AND INDIVIDUALLY AND COLLECTIVELY, RELEASED, ACQUITTED AND DISCHARGED THE DEBTORS (INCLUDING THE DEBTORS' PREDECESSORS, SUCCESSORS AND ASSIGNS, SUBSIDIARIES, AFFILIATES, MANAGED ACCOUNTS OR FUNDS, CURRENT AND FORMER OFFICERS, DIRECTORS, PRINCIPALS, SHAREHOLDERS, MEMBERS, PARTNERS, EMPLOYEES, AGENTS, ADVISORY BOARD MEMBERS, FINANCIAL ADVISORS, ATTORNEYS, ACCOUNTS, INVESTMENT BANKERS, CONSULTANTS, REPRESENTATIVES, MANAGEMENT COMPANIES, FUND ADVISORS AND OTHER PROFESSIONALS) AND THE RELEASED PARTIES FROM ANY AND ALL ACTIONS, CLAIMS, OBLIGATIONS, RIGHTS, SUITS, DAMAGES, CAUSES OF ACTION, REMEDIES AND LIABILITIES WHATSOEVER, INCLUDING ANY DERIVATIVE CLAIMS ASSERTED ON BEHALF OF THE DEBTORS, WHETHER KNOWN OR UNKNOWN, FORESEEN OR UNFORESEEN, MATURED OR UNMATURED, EXISTING OR HEREAFTER ARISING, IN LAW, EQUITY, CONTRACT, TORT OR OTHERWISE, THAT SUCH HOLDER (WHETHER INDIVIDUALLY OR COLLECTIVELY) EVER HAD, NOW HAS OR HEREAFTER CAN, SHALL OR MAY HAVE, BASED ON OR RELATING TO, OR IN ANY MANNER ARISING FROM, IN WHOLE OR IN PART, THE DEBTORS, THE DEBTORS' RESTRUCTURING, THE CHAPTER 11 CASES, THE PURCHASE, SALE OR RESCISSION OF THE PURCHASE OR SALE OF ANY SECURITY OF THE DEBTORS, THE SUBJECT MATTER OF, OR THE TRANSACTIONS OR EVENTS GIVING RISE TO, ANY CLAIM OR INTEREST THAT IS TREATED IN THE PLAN, THE BUSINESS OR CONTRACTUAL ARRANGEMENTS BETWEEN THE DEBTORS AND ANY RELEASED PARTY, THE RESTRUCTURING OF CLAIMS AND INTERESTS BEFORE OR DURING THE RESTRUCTURING, INCLUDING THE NEGOTIATION, FORMULATION OR PREPARATION OF THE PLAN, THE DISCLOSURE STATEMENT, OR RELATED AGREEMENTS, INSTRUMENTS OR OTHER DOCUMENTS OR ANY OTHER ACT OR OMISSION, TRANSACTION, AGREEMENT, EVENT OR OTHER OCCURRENCE RELATING TO THE DEBTORS TAKING PLACE ON OR BEFORE THE CONFIRMATION DATE OF THE PLAN, EXCEPT FOR ANY CLAIMS AND CAUSES OF ACTION FOR ACTUAL FRAUD.

BALLOT CODE []

4

Item 3. Certifications and Acknowledgments. By returning this Ballot, the holder of the Class 4—General Unsecured Claim identified in Item 1 certifies that this Ballot is the only Ballot submitted for the Class 4—General Unsecured Claim held by such holder. By signing this Ballot, the undersigned acknowledges and certifies that the undersigned is the claimant or has the power and authority to vote to accept or reject the Plan on behalf of the claimant. The undersigned understands that the solicitation of votes for the Plan is subject to all the terms and conditions set forth in the Disclosure Statement. The undersigned understands that, if this Ballot is validly executed but does not indicate either acceptance or rejection of the Plan, this Ballot will not be counted as either an acceptance or rejection of the Plan.

Name of Creditor (Please Print)

Authorized Signature

Name of Signatory

If by Authorized Agent, Name and Title²

Street Address

City, State, Zip Code

Telephone Number

Date Completed

PLEASE RETURN YOUR BALLOT PROMPTLY. THE VOTING DEADLINE IS 4:00 P.M. (PREVAILING EASTERN TIME) ON [MAY 9], 2013.

THE VOTING AND CLAIMS AGENT WILL NOT ACCEPT BALLOTS BY FACSIMILE OR OTHER MEANS OF ELECTRONIC TRANSMISSION.

IF YOU HAVE RECEIVED A DAMAGED BALLOT OR HAVE LOST YOUR BALLOT, OR IF YOU HAVE ANY QUESTIONS CONCERNING THIS BALLOT OR THE VOTING PROCEDURES, PLEASE CALL THE VOTING AND CLAIMS AGENT, AT 888-909-0100.

² If you are completing this Ballot on behalf of another person or entity, indicate your relationship with such person or entity and the capacity in which you are signing.

Exhibit 3

Cover Letter

[LETTERHEAD]

[DATE]

Via First Class Mail

RE: In re Conexant Systems, Inc., et al.,
Chapter 11 Case No. 13-_____ () (Jointly Administered)

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”)¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “**Court**”) on February 28, 2013.

You have received this letter and the enclosed materials because you are entitled to vote on the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “**Plan**”).² On [____], 2013 the Court entered an order (the “**Disclosure Statement Order**”): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “**Solicitation Package**”); and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

YOU ARE RECEIVING THIS LETTER BECAUSE YOU ARE ENTITLED TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS LETTER CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

¹ 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.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Plan.

- i. the Disclosure Statement, as approved by the Bankruptcy Court (with all exhibits, including the Plan);
- ii. the Disclosure Statement Order;
- iii. the notice of the hearing to consider confirmation of the Plan; and
- iv. a Ballot (together with detailed voting instructions and a postage prepaid return envelope, pre-addressed to the Voting and Claims Agent (identified below)).

Conexant Systems, Inc. (on behalf of itself and each of the other Debtors) has approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates, holders of Claims and all other parties in interest. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, would likely result in smaller distributions (or no distributions) on account of Claims asserted in these Chapter 11 Cases.

Additionally, to the extent that holders of an Allowed General Unsecured Claim vote to accept the Plan, the Secured Lender will be deemed to waive its Secured Notes Deficiency Claim and its right to participate in the General Unsecured Claims Recovery Pool, thereby increasing the recovery to other General Unsecured Claims.

**THE DEBTORS STRONGLY URGE YOU TO PROPERLY AND TIMELY
SUBMIT YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN. BALLOTS
SHOULD BE SUBMITTED TO THE FOLLOWING ADDRESS:**

**BMC GROUP, INC.
VOTING AND CLAIMS AGENT FOR CONEXANT SYSTEMS, INC., ET AL.
ATTN: CONEXANT SYSTEMS, INC. CLAIMS PROCESSING
18675 LAKE DRIVE EAST
CHANHASSEN, MN 55317**

**THE VOTING DEADLINE IS 4:00 P.M. (PREVAILING EASTERN TIME)
ON [MAY 9], 2013**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "*Voting and Claims Agent*"), by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Voting and Claims Agent is authorized to answer questions about, and provide additional copies of

solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Sincerely,

Conexant Systems, Inc. on its own behalf and for
each of the other four Debtors

Exhibit 4

Confirmation Hearing Notice

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

In re:)	
)	Chapter 11
CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹)	Case No. 13-10367 ()
)	
Debtors.)	Joint Administration Requested
)	

**NOTICE OF HEARING TO CONSIDER
CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE
DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES**

PLEASE TAKE NOTICE THAT on [____], 2013, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”): (a) authorizing Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), to solicit acceptances for the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “**Plan**”);² (b) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “**Solicitation Packages**”); and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence at [##:##] [a.m./p.m.] prevailing Eastern Time on [May 16], 2013, before the Honorable Judge _____, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Third Floor, Wilmington, Delaware 19801.

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS *WITHOUT FURTHER NOTICE* OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is [April 8], 2013 (the "***Voting Record Date***"), which is the date for determining which holders of Claims in Classes 3 and 4 are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is **4:00 p.m. prevailing Eastern Time on [May 9], 2013** (the "***Voting Deadline***"). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you **must**: (a) follow the instructions carefully; (b) complete *all* of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is **actually received** by the Debtors' voting and claims agent, BMC Group, Inc. (the "***Voting and Claims Agent***") on or before the Voting Deadline. **A failure to follow such instructions may disqualify your vote.**

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE VIIE. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

Plan Objection Deadline. The deadline for filing objections to the Plan is **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time** (the "***Plan Objection Deadline***"). All objections to the relief sought at the Confirmation Hearing must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time:**

KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611	KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801 Attn: Morton Branzburg, Esq. 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103
<i>Co-Counsel to the Debtors</i>	
AKIN GUMP STRAUSS HAUSER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036 <i>Counsel to the Secured Lender</i>	PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709 <i>Co-Counsel to the Secured Lender</i>
DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601 <i>Counsel to Golden Gate Private Equity, Inc.</i>	COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800 <i>Counsel to August Capital</i>
THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Attn: Tiiara Patton, Esq. 844 King Street, Suite 2207 Wilmington, Delaware 19801	
<div style="border: 1px solid black; width: 100px; height: 15px; margin: 0 auto;"></div> Attn: <div style="border: 1px solid black; width: 100px; height: 15px; display: inline-block;"></div> Attn: <div style="border: 1px solid black; width: 100px; height: 15px; display: inline-block;"></div> <div style="border: 1px solid black; width: 100px; height: 15px; margin: 0 auto;"></div> <div style="border: 1px solid black; width: 100px; height: 15px; margin: 0 auto;"></div>	
<i>Counsel to the Statutory Committee of Unsecured Creditors</i>	

ADDITIONAL INFORMATION

Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a CD-ROM), please feel free to contact the Debtors' Voting and Claims Agent, by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Voting and Claims Agent is authorized to answer questions about, and provide additional copies of, solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Filing the Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) on or before [May 9], 2013 and will serve notice on the list of parties entitled to notice, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

BINDING NATURE OF THE PLAN:

IF CONFIRMED THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

Dated: _____, 2013
Wilmington, Delaware

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

- and -

Paul M. Basta (*pro hac vice* admission pending)
Joshua A. Sussberg (*pro hac vice* admission pending)
Christopher T. Greco (*pro hac vice* admission pending)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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

Exhibit 5

Plan Supplement Notice

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 ()
)
)
) Joint Administration Requested
)

NOTICE OF FILING OF PLAN SUPPLEMENT

PLEASE TAKE NOTICE THAT on [____], 2013, United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”): (a) authorizing Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), to solicit acceptances for the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as may be modified, amended or supplemented from time to time, the “**Plan**”);² (b) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT as contemplated by the Plan the Disclosure Statement Order approving the Disclosure Statement, the Debtors filed the Plan Supplement with the Court on [May 9], 2013 [Docket No. ____]. The Plan Supplement contains the following documents (each as defined in the Plan): (a) the New By-Laws; (b) the New Certificates of Incorporation; (c) the Rejected Executory Contract and Unexpired Lease List (d) the Assumed Executory Contract and Unexpired Lease List; (e) a list of retained Causes of Action, if any; (f) the identification of any Disbursing Agent other than the Reorganized Debtors; (g) the identity of the members of the Holdco Board and the New Subsidiary Boards; (h) the material terms of the Emergence Bonus Plan; (i) the material terms of the New Notes Indenture; and (j) the material terms of the New Working Capital Facility.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence at

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

[##:##] [a.m./p.m.] prevailing Eastern Time on [May 16], 2013, before the Honorable Judge [____], in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Third Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time** (the “**Plan Objection Deadline**”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time**:

<p>KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611</p>	<p>KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801</p> <p>Attn: Morton Branzburg, Esq. 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103</p>
<p><i>Co-Counsel to the Debtors</i></p>	
<p>AKIN GUMP STRAUSS HAUSER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036</p> <p><i>Counsel to the Secured Lender</i></p>	<p>PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709</p> <p><i>Co-Counsel to the Secured Lender</i></p>
<p>DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601</p> <p><i>Counsel to Golden Gate Private Equity, Inc.</i></p>	<p>COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800</p> <p><i>Counsel to August Capital</i></p>
<p>THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Attn: Tiara Patton, Esq. 844 King Street, Suite 2207 Wilmington, Delaware 19801</p>	
<p>[____] Attn: [____] Attn: [____] [____] [____]</p> <p><i>Counsel to the Statutory Committee of Unsecured Creditors</i></p>	

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement or related documents, you should contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the “**Voting and Claims Agent**”), by: (a) calling the Debtors’ restructuring hotline at 888-909-0100; (b) visiting the Debtors’ restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake

Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND ARTICLE VIII.E. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AND CLAIMS AGENT.

Dated:

Wilmington, Delaware

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

- and -

Paul M. Basta (*pro hac vice* admission pending)
Joshua A. Sussberg (*pro hac vice* admission pending)
Christopher T. Greco (*pro hac vice* admission pending)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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

Exhibit 6

Notice of Non-Voting Status (Not Impaired)

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 ()
)
)
) Joint Administration Requested
)

**NOTICE OF NON-VOTING STATUS TO HOLDER OF
UNIMPAIRED CLAIMS CONCLUSIVELY PRESUMED TO ACCEPT THE PLAN**

PLEASE TAKE NOTICE THAT on [____], 2013, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”): (a) authorizing Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), to solicit acceptances for the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “**Plan**”);² (b) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim under the Plan, **you are not entitled to vote on the Plan.** Specifically, under the terms of the Plan, as a holder of a Claim (as currently asserted against the Debtors) that is not Impaired and conclusively presumed to have accepted the Plan pursuant to section 1126(f) of the Bankruptcy Code, you are **not** entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence at **###:## [a.m./p.m.] prevailing Eastern Time on [May 16], 2013,** before the Honorable Judge

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

[], in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Third Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time** (the "**Plan Objection Deadline**"). All objections to the relief sought in the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time**:

KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611 <i>Co-Counsel to the Debtors</i>	KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. Attn: Margaret M. Manning, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801 <i>Co-Counsel to the Secured Lender</i>
AKIN GUMP STRAUSS HAUER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036 <i>Counsel to the Secured Lender</i>	PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709 <i>Co-Counsel to the Secured Lender</i>
DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601 <i>Counsel to Golden Gate Private Equity, Inc.</i>	COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800 <i>Counsel to August Capital</i>
THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Attn: Tiiara Patton, Esq. 844 King Street, Suite 2207 Wilmington, Delaware 19801	
<div style="text-align: center;"> [] Attn: [] Attn: [] [] [] </div> <i>Counsel to the Statutory Committee of Unsecured Creditors</i>	

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement or related documents, you should contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "**Voting and Claims Agent**"), by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND ARTICLE VIII.E. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN

Dated:

Wilmington, Delaware

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

- and -

Paul M. Basta (*pro hac vice* admission pending)
Joshua A. Sussberg (*pro hac vice* admission pending)
Christopher T. Greco (*pro hac vice* admission pending)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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

Exhibit 7

Notice of Non-Voting Status (Impaired)

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 ()
)
)
) Joint Administration Requested
)

**NOTICE OF NON-VOTING STATUS TO HOLDERS OF
IMPAIRED CLAIMS AND EQUITY INTERESTS DEEMED TO REJECT THE PLAN**

PLEASE TAKE NOTICE THAT on [____], 2013, the United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”): (a) authorizing Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), to solicit acceptances for the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “**Plan**”);² (b) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT because of the nature and treatment of your Claim or Interest under the Plan, **you are not entitled to vote on the Plan.** Specifically, under the terms of the Plan, as a holder of a Claim or Interest (as currently asserted against the Debtors) that is receiving no distribution under the Plan, you are deemed to reject the Plan pursuant to section 1126(f) of the Bankruptcy Code and are not entitled to vote on the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence at

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

[##:##] [a.m./p.m.] prevailing Eastern Time on [May 16], 2013, before the Honorable Judge [____], in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Third Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time** (the “**Plan Objection Deadline**”). All objections to the relief sought in the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the legal and factual for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time**:

KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611	KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801 Attn: Morton Branzburg, Esq. 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103
<i>Co-Counsel to the Debtors</i>	
AKIN GUMP STRAUSS HAUER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036 <i>Counsel to the Secured Lender</i>	PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709 <i>Co-Counsel to the Secured Lender</i>
DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601 <i>Counsel to Golden Gate Private Equity, Inc.</i>	COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800 <i>Counsel to August Capital</i>
THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Attn: Tiara Patton, Esq. 844 King Street, Suite 2207 Wilmington, Delaware 19801	
[____] Attn: [____] Attn: [____] [____] [____]	
<i>Counsel to the Statutory Committee of Unsecured Creditors</i>	

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement or related documents, you should contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the “**Voting and Claims Agent**”), by: (a) calling the Debtors’ restructuring hotline at 888-909-0100; (b) visiting the Debtors’ restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake

Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND ARTICLE VIII.E. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AND CLAIMS AGENT.

Dated:

Wilmington, Delaware

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
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- and -

Paul M. Basta (*pro hac vice* admission pending)
Joshua A. Sussberg (*pro hac vice* admission pending)
Christopher T. Greco (*pro hac vice* admission pending)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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

Exhibit 8

Notice of Assumption

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

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 ()
)
)
) Joint Administration Requested
)

**NOTICE OF (A) EXECUTORY CONTRACTS AND
UNEXPIRED LEASES TO BE ASSUMED BY THE DEBTORS
PURSUANT TO THE PLAN; (B) CURE AMOUNTS, IF ANY;
AND (C) RELATED PROCEDURES IN CONNECTION THEREWITH**

PLEASE TAKE NOTICE THAT on [____], 2013, United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”): (a) authorizing Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), to solicit acceptances for the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as may be modified, amended or supplemented from time to time, the “**Plan**”);² (b) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the Debtors have filed the *Assumed Executory Contract and Unexpired Lease List* (the “**Assumption Schedule**”) with the Court as part of the Plan Supplement on [____], 2013, as contemplated under the Plan. The determination to assume the agreements identified on the Assumption Schedule was made as of [____], 2013 and is subject to revision.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the “**Confirmation Hearing**”) will commence at ###:## [a.m./p.m.] prevailing Eastern Time on [May 16], 2013, before the Honorable Judge

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

[____], in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Third Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT you are receiving this notice because the Debtors' records reflect that you are a party to a contract that is listed on the Assumption Schedule. Therefore, you are advised to review carefully the information contained in this notice and the related provisions of the Plan, including the Assumption Schedule.

PLEASE TAKE FURTHER NOTICE that the Debtors are proposing to assume the Executory Contract(s) and Unexpired Lease(s) listed below to which you are a party:³

Counterparty Name	Description of Contract	Amount Required to Cure Default Thereunder, if any

PLEASE TAKE FURTHER NOTICE THAT section 365(b)(1) of the Bankruptcy Code requires a chapter 11 debtor to cure, or provide adequate assurance that it will promptly cure, any defaults under executory contracts and unexpired leases at the time of assumption. Accordingly, the Debtors have conducted a thorough review of their books and records and have determined the amounts required to cure defaults, if any, under the Executory Contract(s) and Unexpired Lease(s), which amounts are listed in the table above. Please note that if no amount is stated for a particular Executory Contract or Unexpired Lease, the Debtors believe that there is no cure amount outstanding for such contract or lease.

PLEASE TAKE FURTHER NOTICE THAT absent any pending dispute, the monetary amounts required to cure any existing defaults arising under the Executory Contract(s) and Unexpired Lease(s) identified above will be satisfied, pursuant to section 365(b)(1) of the Bankruptcy Code, by the Debtors in Cash on the Effective Date. In the event of a dispute, however, payment of the cure amount would be made following the entry of a final order(s) resolving the dispute and approving the assumption. If an objection to the proposed assumption or related cure amount is sustained by the Court, however, the Debtors, in their sole option, may elect to reject such Executory Contract or Unexpired Lease in lieu of assuming it.

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Assumption Schedule, nor anything contained in the Plan or each Debtor's schedule of assets and liabilities, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease capable of assumption, that any Reorganized Debtor(s) has any liability thereunder or that such Executory Contract or Unexpired Lease is necessarily a binding and enforceable agreement. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Assumption Schedule and reject such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim (or cure amount) asserted in connection with assumption of any Executory Contract or Unexpired Lease.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan (including any assumption of an Executory Contract or Unexpired Lease as contemplated in the Plan Supplement) is **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time** (the “***Plan Objection Deadline***”). Any objection to the Plan **must**: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be **actually received** on or before **[May 9], 2013 at 4:00 p.m. prevailing Eastern Time**:

KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611	KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801 Attn: Morton Branzburg, Esq. 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103
<i>Co-Counsel to the Debtors</i>	
AKIN GUMP STRAUSS HAUER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036 <i>Counsel to the Secured Lender</i>	PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709 <i>Co-Counsel to the Secured Lender</i>
DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601 <i>Counsel to Golden Gate Private Equity, Inc.</i>	COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800 <i>Counsel to August Capital</i>
THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE Attn: Tiiara Patton, Esq. 844 King Street, Suite 2207 Wilmington, Delaware 19801	
<div style="border: 1px solid black; width: 100px; height: 15px; margin: 0 auto;"></div> Attn: <div style="border: 1px solid black; width: 100px; height: 15px; display: inline-block;"></div>	
<div style="border: 1px solid black; width: 100px; height: 15px; margin: 0 auto;"></div> Attn: <div style="border: 1px solid black; width: 100px; height: 15px; display: inline-block;"></div>	
<div style="border: 1px solid black; width: 100px; height: 15px; margin: 0 auto;"></div>	
<i>Counsel to the Statutory Committee of Unsecured Creditors</i>	

PLEASE TAKE FURTHER NOTICE THAT any objections to Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT any counterparty to an Executory Contract that fails to object timely to the proposed assumption or cure amount will be deemed to have assented to such assumption and cure amount.

PLEASE TAKE FURTHER NOTICE THAT ASSUMPTION OF ANY EXECUTORY CONTRACT OR UNEXPIRED LEASE PURSUANT TO THE PLAN OR OTHERWISE SHALL RESULT IN THE FULL RELEASE AND SATISFACTION OF ANY CLAIMS OR DEFAULTS, WHETHER MONETARY OR NONMONETARY, INCLUDING DEFAULTS OF PROVISIONS RESTRICTING THE CHANGE IN CONTROL OR OWNERSHIP INTEREST COMPOSITION OR OTHER BANKRUPTCY-RELATED DEFAULTS, ARISING UNDER ANY ASSUMED EXECUTORY CONTRACT OR UNEXPIRED LEASE AT ANY TIME BEFORE THE DATE OF THE DEBTORS OR REORGANIZED DEBTORS ASSUME SUCH EXECUTORY CONTRACT OR UNEXPIRED LEASE. ANY PROOFS OF CLAIM FILED WITH RESPECT TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT HAS BEEN ASSUMED SHALL BE DEEMED DISALLOWED AND EXPUNGED, WITHOUT FURTHER NOTICE TO OR ACTION, ORDER OR APPROVAL OF THE BANKRUPTCY COURT.

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement or related documents, you should contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "*Voting and Claims Agent*"), by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND ARTICLE VIII.E. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AND CLAIMS AGENT.

Dated: _____, 2013
Wilmington, Delaware

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
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- and -

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Telephone: (212) 446-4800
Facsimile: (212) 446-4900

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

Exhibit 9

Notice of Rejection

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

In re:)	
)	Chapter 11
)	
CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹)	Case No. 13-10367 ()
)	
)	
Debtors.)	Joint Administration Requested
)	

**NOTICE REGARDING EXECUTORY CONTRACTS
AND UNEXPIRED LEASES TO BE REJECTED PURSUANT TO THE PLAN**

PLEASE TAKE NOTICE THAT on [____], 2013, United States Bankruptcy Court for the District of Delaware (the “**Court**”) entered an order (the “**Disclosure Statement Order**”): (a) authorizing Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”), to solicit acceptances for the *Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as may be modified, amended or supplemented from time to time, the “**Plan**”);² (b) approving the *Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “**Disclosure Statement**”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages; and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the Debtors have filed the *Rejected Executory Contract and Unexpired Lease List* (the “**Rejection Schedule**”) with the Court as part of the Plan Supplement on [____], 2013, as contemplated under the Plan. The determination to reject the agreements identified on the Rejection Schedule was made as of [____], 2013 and is subject to revision.

¹ 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.

² Capitalized terms not otherwise defined herein shall have the same meanings set forth in the Plan.

PLEASE TAKE FURTHER NOTICE THAT YOU ARE RECEIVING THIS NOTICE BECAUSE THE DEBTORS' RECORDS REFLECT THAT YOU ARE A PARTY TO AN EXECUTORY CONTRACT OR UNEXPIRED LEASE THAT WILL BE REJECTED PURSUANT TO THE PLAN. THEREFORE, YOU ARE ADVISED TO REVIEW CAREFULLY THE INFORMATION CONTAINED IN THIS NOTICE AND THE RELATED PROVISIONS OF THE PLAN.³

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "*Confirmation Hearing*") will commence at ###:## [a.m./p.m.] prevailing Eastern Time on [May 16], 2013, before the Honorable Judge [____], in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Third Floor, Wilmington, Delaware 19801.

PLEASE TAKE FURTHER NOTICE THAT all proofs of Claim with respect to Claims arising from the rejection of Executory Contracts or Unexpired Leases, if any, must be filed with the Bankruptcy Court within 30 days after the date of entry of an order of the Bankruptcy Court (including the Confirmation Order) approving such rejection. Any Claims arising from the rejection of an Executory Contract or Unexpired Lease not Filed within such time will be automatically disallowed, forever barred from assertion and shall not be enforceable against the Debtors or the Reorganized Debtors, the Estates or their property without the need for any objection by the Reorganized Debtors or further notice to, or action, order or approval of the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE THAT the deadline for filing objections to the Plan is [May 9], 2013 at 4:00 p.m. prevailing Eastern Time (the "*Plan Objection Deadline*"). Any objection to the Plan must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the basis and nature of any objection to the Plan and, if practicable, a proposed modification to the Plan that would resolve such objection; and (d) be filed with the Court (contemporaneously with a proof of service) and served upon the following parties so as to be actually received on or before [May 9], 2013 at 4:00 p.m. prevailing Eastern Time:

³ Neither the exclusion nor inclusion of any Executory Contract or Unexpired Lease on the Rejected Executory Contract and Unexpired Lease List, nor anything contained in the Plan, shall constitute an admission by the Debtors that any such contract or lease is in fact an Executory Contract or Unexpired Lease or that any Reorganized Debtor has any liability thereunder. Further, the Debtors expressly reserve the right to (a) remove any Executory Contract or Unexpired Lease from the Rejection Schedule and assume such Executory Contract or Unexpired Lease pursuant to the terms of the Plan, up until the Effective Date and (b) contest any Claim asserted in connection with rejection of any Executory Contract or Unexpired Lease.

<p>KIRKLAND & ELLIS LLP Attn: Joshua A. Sussberg, Esq. Attn: Christopher T. Greco, Esq. 601 Lexington Avenue New York, New York 10022-4611</p> <p><i>Co-Counsel to the Debtors</i></p>	<p>KLEHR HARRISON HARVEY BRANZBURG LLP Attn: Domenic E. Pacitti, Esq. Attn: Michael W. Yurkewicz, Esq. Attn: Margaret M. Manning, Esq. 919 N. Market Street, Suite 1000 Wilmington, Delaware 19801 -and- Morton Branzburg 1835 Market Street, Suite 1400 Philadelphia, Pennsylvania 19103</p>
<p>AKIN GUMP STRAUSS HAUER & FELD LLP Attn: Michael S. Stamer, Esq. One Bryant Park New York, New York 10036</p> <p><i>Counsel to the Secured Lender</i></p>	<p>PEPPER HAMILTON Attn: David B. Stratton, Esq. Attn: David M. Fournier, Esq. Hercules Plaza, 1313 Market Street, Suite 5100 P.O. Box 1709 Wilmington, Delaware 19899-1709</p> <p><i>Co-Counsel to the Secured Lender</i></p>
<p>DLA PIPER Attn: Chris L. Dickerson, Esq. 203 North LaSalle Street, Suite 1900 Chicago, Illinois 60601</p> <p><i>Counsel to Golden Gate Private Equity, Inc.</i></p>	<p>COOLEY LLP Attn: Robert L. Eisenbach III, Esq. 101 California Street, 5th Floor San Francisco, California 94111-5800</p> <p><i>Counsel to August Capital</i></p>
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<p>[] Attn: [] Attn: [] [] []</p> <p><i>Counsel to the Statutory Committee of Unsecured Creditors</i></p>	

PLEASE TAKE FURTHER NOTICE THAT any objections to Plan in connection with the assumption of the Executory Contract(s) and Unexpired Lease(s) identified above and/or related cure or adequate assurances proposed in connection with the Plan that remain unresolved as of the Confirmation Hearing will be heard at the Confirmation Hearing (or such other date as fixed by the Court).

PLEASE TAKE FURTHER NOTICE THAT if you would like to obtain a copy of the Disclosure Statement, the Plan, the Plan Supplement or related documents, you should contact BMC Group, the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "**Voting and Claims Agent**"), by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>.

ARTICLE VIII OF THE PLAN CONTAINS RELEASE, EXCULPATION AND INJUNCTION PROVISIONS, AND ARTICLE VIII.E. CONTAINS A THIRD-PARTY RELEASE. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.

THIS NOTICE IS BEING SENT TO YOU FOR INFORMATIONAL PURPOSES ONLY. IF YOU HAVE QUESTIONS WITH RESPECT TO YOUR RIGHTS UNDER THE PLAN OR ABOUT ANYTHING STATED HEREIN OR IF YOU WOULD LIKE TO OBTAIN ADDITIONAL INFORMATION, CONTACT THE VOTING AND CLAIMS AGENT.

Dated: _____, 2013
Wilmington, Delaware

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