

UNITED STATES BANKRUPTCY COURT DISTRICT OF DELAWARE				VOLUNTARY PETITION											
Name of Debtor (if individual, enter Last, First, Middle): Conexant Systems, Inc.			Name of Joint Debtor (Spouse) (Last, First, Middle):												
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):			All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):												
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all): 25-1799439			Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN)/Complete EIN (if more than one, state all):												
Street Address of Debtor (No. and Street, City, and State): 4000 MacArthur Blvd. Newport Beach, California <div style="text-align: right;">ZIP CODE 92660</div>			Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP CODE</div>												
County of Residence or of the Principal Place of Business: Orange County, CA			County of Residence or of the Principal Place of Business:												
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>			Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP CODE</div>												
Location of Principal Assets of Business Debtor (if different from street address above): <div style="text-align: right;">ZIP CODE</div>															
Type of Debtor (Form of Organization) (Check one box.) <input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		Nature of Business (Check one box.) <input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other: Technology		Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box.) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding											
Chapter 15 Debtors Country of debtor's center of main interests: Each country in which a foreign proceeding by, regarding, or against debtor is pending:		Tax-Exempt Entity (Check box, if applicable.) <input type="checkbox"/> Debtor is a tax-exempt organization under title 26 of the United States Code (the Internal Revenue Code).		Nature of Debts (Check one box.) <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.											
Filing Fee (Check one box.) <input checked="" type="checkbox"/> Full Filing Fee attached. <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.			Chapter 11 Debtors Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). ----- Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).												
Statistical/Administrative Information <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.					THIS SPACE IS FOR COURT USE ONLY										
Estimated Number of Creditors <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> 1-49</td> <td><input type="checkbox"/> 50-99</td> <td><input type="checkbox"/> 100-199</td> <td><input checked="" type="checkbox"/> 200-999</td> <td><input type="checkbox"/> 1,000-5,000</td> <td><input type="checkbox"/> 5,001-10,000</td> <td><input type="checkbox"/> 10,001-25,000</td> <td><input type="checkbox"/> 25,001-50,000</td> <td><input type="checkbox"/> 50,001-100,000</td> <td><input type="checkbox"/> Over 100,000</td> </tr> </table>						<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000	<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000
<input type="checkbox"/> 1-49	<input type="checkbox"/> 50-99	<input type="checkbox"/> 100-199	<input checked="" type="checkbox"/> 200-999	<input type="checkbox"/> 1,000-5,000		<input type="checkbox"/> 5,001-10,000	<input type="checkbox"/> 10,001-25,000	<input type="checkbox"/> 25,001-50,000	<input type="checkbox"/> 50,001-100,000	<input type="checkbox"/> Over 100,000					
Estimated Assets <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>						<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion
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Estimated Liabilities <table style="width: 100%; border: none;"> <tr> <td><input type="checkbox"/> \$0 to \$50,000</td> <td><input type="checkbox"/> \$50,001 to \$100,000</td> <td><input type="checkbox"/> \$100,001 to \$500,000</td> <td><input type="checkbox"/> \$500,001 to \$1 million</td> <td><input type="checkbox"/> \$1,000,001 to \$10 million</td> <td><input type="checkbox"/> \$10,000,001 to \$50 million</td> <td><input type="checkbox"/> \$50,000,001 to \$100 million</td> <td><input checked="" type="checkbox"/> \$100,000,001 to \$500 million</td> <td><input type="checkbox"/> \$500,000,001 to \$1 billion</td> <td><input type="checkbox"/> More than \$1 billion</td> </tr> </table>					<input type="checkbox"/> \$0 to \$50,000	<input type="checkbox"/> \$50,001 to \$100,000	<input type="checkbox"/> \$100,001 to \$500,000	<input type="checkbox"/> \$500,001 to \$1 million	<input type="checkbox"/> \$1,000,001 to \$10 million	<input type="checkbox"/> \$10,000,001 to \$50 million	<input type="checkbox"/> \$50,000,001 to \$100 million	<input checked="" type="checkbox"/> \$100,000,001 to \$500 million	<input type="checkbox"/> \$500,000,001 to \$1 billion	<input type="checkbox"/> More than \$1 billion	
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Voluntary Petition (This page must be completed and filed in every case.)		Name of Debtor(s): Conexant Systems, Inc.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet.)			
Location Where Filed:		Case Number:	Date Filed:
Location Where Filed:		Case Number:	Date Filed:
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet.)			
Name of Debtor: See attached Schedule 1		Case Number:	Date Filed:
District: District of Delaware		Relationship:	Judge:
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input type="checkbox"/> Exhibit A is attached and made a part of this petition.		<input checked="" type="checkbox"/> _____ Signature of Attorney for Debtor(s) (Date)	
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D, completed and signed by the debtor, is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D, also completed and signed by the joint debtor, is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box.) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District. <input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes.) <input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.) <div style="text-align: right;">_____ (Name of landlord that obtained judgment)</div> <div style="text-align: right;">_____ (Address of landlord)</div> <input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are entire monetary default that gave rise to the judgment for possession, circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and <input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition. <input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition*(This page must be completed and filed in every case.)*

Name of Debtor(s):

Conexant Systems, Inc.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (if not represented by attorney)

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only **one** box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached.

☐ Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
(Signature of Foreign Representative)

(Printed Name of Foreign Representative)

Date

Signature of Attorney*

X /s/ Domenic E. Pacitti
Signature of Attorney for Debtor(s)

Domenic E. Pacitti (DE Bar No. 3989)
Printed Name of Attorney for Debtor(s)

Klehr Harrison Harvey Branzburg LLP
Firm Name

919 N. Market Street Suite 1000, Wilmington, Delaware 19801
Address

(302) 426-1189
Telephone Number

February 28, 2013
Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Sailesh Chittipeddi
Signature of Authorized Individual

Sailesh Chittipeddi
Printed Name of Authorized Individual

President and Chief Executive Officer
Title of Authorized Individual

February 28, 2013
Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debt or notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Signature

Date

Signature of bankruptcy petition preparer or officer, principal, responsible person, or partner whose Social-Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.

**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-_____ ()
)	
Debtors.)	Joint Administration Requested
)	

EXHIBIT C TO VOLUNTARY PETITION

1. Identify and briefly describe all real or personal property owned by, or in possession of, the debtor that, to the best of the debtor's knowledge, poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

- None.

2. With respect to each parcel of real property or item of personal property identified in question 1, describe the nature and location of the dangerous condition, whether environmental or otherwise, that poses or is alleged to pose a threat of imminent and identifiable harm to the public health or safety (attach additional sheets if necessary):

- The Debtor is not aware of any definition of "imminent and identifiable harm" as used in this form. The Debtor does not believe it owns or possesses property that poses or is alleged to pose a threat of such harm.

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.

Schedule 1

Pending Bankruptcy Cases Filed by the Debtor and Affiliates of the Debtor

On February 28, 2013, each of the entities listed below filed a petition in this Court for relief under chapter 11 of title 11 of the United States Code. The Debtors have moved for joint administration of these cases under the number assigned to the chapter 11 case of Conexant Systems, Inc.

- Conexant Systems, Inc.
- Brooktree Broadband Holding, Inc.
- Conexant, Inc.
- Conexant Systems Worldwide, Inc.
- Conexant CF, LLC

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

In re:)	
)	Chapter 11
CONEXANT SYSTEMS, INC.,)	
)	Case No. 13-_____()
Debtor.)	
)	Joint Administration Requested

CORPORATE OWNERSHIP STATEMENT

Pursuant to Federal Rule of Bankruptcy Procedure 7007.1, the following are corporations, other than a governmental unit, that directly or indirectly own 10% or more of any class of the Debtor's equity interests:

Shareholder	Approximate Percentage of Shares Held
Conexant Holdings, Inc.	100%

DECLARATION UNDER PENALTY OF PERJURY

I, Sailesh Chittipeddi, the undersigned authorized signatory of Conexant Systems, Inc., named as the debtor in this case, declare under penalty of perjury that I have read the foregoing corporate ownership statement and that it is true and correct to the best of my information and belief.

Dated: February 28, 2013

/s/ Sailesh Chittipeddi

Sailesh Chittipeddi

President and Chief Executive Officer

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

In re:

CONEXANT SYSTEMS, INC.,

Debtor.

)

) Chapter 11

)

) Case No. 13-_____()

)

) Joint Administration Requested

)

LIST OF EQUITY SECURITY HOLDERS

DEBTOR	EQUITY HOLDER	ADDRESS OF EQUITY HOLDER	NUMBER OF SHARES OR UNITS HELD / PERCENTAGE OF EQUITY HELD
Conexant Systems, Inc.	Conexant Holdings, Inc. ¹	4000 MacArthur Blvd. Newport Beach, California 92660	100%

I, Sailesh Chittipeddi, the undersigned signatory of Conexant Systems, Inc., named as a debtor in this case, declare under penalty of perjury that I have read the foregoing list of equity security holders and that it is true and correct to the best of my information and belief.

Dated: February 28, 2013

/s/ Sailesh Chittipeddi

Sailesh Chittipeddi

President and Chief Executive Officer

¹ Golden Gate Capital Private Equity, Inc. and August Capital own 79.8% and 19.9% of the interests in Conexant Holdings, Inc., respectively.

**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- _____ ()
)	
Debtors.)	Joint Administration Requested
)	

**CONSOLIDATED LIST OF CREDITORS HOLDING
THE 30 LARGEST UNSECURED CLAIMS**

Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”),² each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The following is the consolidated list of the Debtors’ creditors holding the 30 largest unsecured claims (the “**Consolidated List**”) based on the Debtors’ books and records as of February 28, 2013. The Consolidated List is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The Consolidated List does not include (1) persons who come within the definition of “insider” set forth in 11 U.S.C. §101 or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 30 largest unsecured claims on a consolidated basis. None of these creditors is a minor child. The information contained herein shall neither constitute an admission of liability by, nor is it binding on, the Debtors. The information herein, including the failure of the Debtors to list any claim as contingent, unliquidated or disputed, does not constitute a waiver of the Debtors’ right to contest the validity, priority or amount of any claim.

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**”).

	Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim (secured also state value of security)
1.	EASTMAN KODAK	EASTMAN KODAK Swee Teo 151 Lorong Chuan #05-01, Lobby A, New Tech Park Singapore 556741 CA 92127 United States Phone: 65-6371 3474		\$2,830,090.66
2.	SILTERRA MALAYSIA SDN. BHD.	SILTERRA MALAYSIA SDN. BHD. Sherly Kung Chui Chen LOT 8, PHASE 2, KULIM HI-TECH PARK KULIM, KEDAH 9000 Phone: 60-12-476-0013		\$1,981,253.00
3.	ELPF SCRANTON ROAD LP	ELPF SCRANTON ROAD LP Linda Wise P.O. BOX 31001-1524 PASADENA, CA 91110-1524 Phone: (856) 556-5694		\$1,225,269.27
4.	VERIFONE	VERIFONE Stacie Chua 11 KEPELL ROAD, #06-00 RCL CENTRE SINGAPORE SG 89057 Phone: 65 6390 6200		\$939,535.68
5.	SAMSUNG ELECTRONICS CO., LTD	SAMSUNG ELECTRONICS CO., LTD Sung Hun Moon (Maetan Dong) 129, Samsung-ro Yeongtong-gu, Suwon-si Gyeonggi-do 443-742 Korea Phone: 82.31.277.1465		\$822,820.31
6.	POWERTECH TECHNOLOGY INC.	POWERTECH TECHNOLOGY INC. Patrick Yao HSINCHU INDUSTRIAL PARK HUKOU, HSINCHU TW 30352 Phone: 886-3-5980300 x7938		\$629,589.16
7.	ADVANCED SEMICONDUCTOR ENGINEERING,	ADVANCED SEMICONDUCTOR ENGINEERING, Mike MacKenzie P.O. BOX 742715 LOS ANGELES, CA 90074-2715 Phone: 949-725-2313		\$613,110.19

³ As noted above, the Debtors reserve their rights to dispute the claims on this schedule on any basis.

	Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim (secured also state value of security)
8.	UMC GROUP (USA)	UMC GROUP (USA) May Cruz 488 DEGUIGNE DRIVE SUNNYVALE, CA 94085 Phone: 408-523-7800		\$432,381.00
9.	4000 MacArthur, LP.	4000 MacArthur, LP. William O. Bond P.O. BOX 601177 PASADENA, CA 91189-1177 Phone: 212-293-8866		\$418,320.86
10.	SIGURD MICROELECTRONICS CORPORATION	SIGURD MICROELECTRONICS CORPORATION Brian Chen NO. 436, SEC.1, CHU-TUNG, HSIN-CHU, TW 310 Phone: 886-3-5824501 x2665		\$415,405.01
11.	PRES-4340 VON KARMAN LP	PRES-4340 VON KARMAN LP David Bonaparte P.O. BOX 511438 LOS ANGELES, CA 90051-8438 Phone: 949 442 5965		\$393,482.80
12.	STATSCHIPPAC (BVI) LTD.	STATSCHIPPAC (BVI) LTD. Velia Alonzo DEPT. 33030, P.O. BOX 39000 SAN FRANCISCO, CA 94139-3030 Phone: 480-222-1703		\$382,684.04
13.	FREEBOX	FREEBOX Hughes Floch 8 RUE DE LA VILLE L'EVEQUE PARIS 75008 Phone: +33 1 73 50 20 00		\$365,434.90
14.	TSMC NORTH AMERICA	TSMC NORTH AMERICA Monica Lin FILE 30141, P.O. BOX 60000 SAN FRANCISCO, CA 94160 Phone: 408-382-7928		\$292,590.80
15.	DELL COMPUTER CORPORATION	DELL COMPUTER CORPORATION Kar Mun Yip ONE DELL WAY ROUND ROCK, TX 78682 Phone: 512-723-0000		\$231,721.81
16.	LOGITECH EUROPE S.A.	LOGITECH EUROPE S.A. Claudia Chen Z.I. Rue du Sablon 2-4 CH- 1110 MORGES Phone: 886-3-5778241 x 2036		\$141,135.00
17.	HEWLETT-PACKARD ASIA	HEWLETT-PACKARD ASIA Gordon Lee 438B ALEXANDRA RD. ALEXANDRA TECHNOPARK #05-01		\$123,436.66

	Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim (secured also state value of security)
		119968 SINGAPORE Phone: 886-2-25106209		
18.	AMKOR TECHNOLOGY, INC.	AMKOR TECHNOLOGY, INC. Teresa Boble P.O. BOX 894015 LOS ANGELES, CA 90189-4015 Phone: 215-431-9600		\$116,454.04
19.	STATS CHIPPAK LTD.	STATS CHIPPAK LTD. Velia Alonzo FILE 73348, P.O. BOX 6000 SAN FRANCISCO, CA 94160-3348 Phone: 480-222-1703		\$102,481.59
20.	TEST ADVANTAGE CAPITAL	TEST ADVANTAGE CAPITAL Kevin McNamara 612 WHEELERS FARMS ROAD MILFORD, CT 06461-1673 Phone: 480-337-3348		\$95,110.58
21.	ZOOM TELEPHONICS, INC.	ZOOM TELEPHONICS, INC. Deena Randall 207 SOUTH STREET BOSTON, MA 2111 Phone: 617 423 1072		\$85,351.20
22.	GRACE SEMICONDUCTOR	GRACE SEMICONDUCTOR Ting Yu 818 GOU SHOU JING ROAD SHANGHAI CN 201203 Phone: 86-21 5080-8888 x82011		\$76,500.00
23.	SYNOPSYS, INC.	SYNOPSYS, INC. Mark Lewis P.O. BOX 39000 DEPT. #01573 SAN FRANCISCO, CA 94139 Phone: (858) 523-2533		\$75,954.69
24.	ARM LTD.	ARM LTD. Richard Patey 110 FULBOURN ROAD CAMBRIDGE CA CB1 9NJ Phone: 44 (0)1223 400601		\$68,920.00
25.	SAN DIEGO GAS & ELECTRIC COMPANY	SAN DIEGO GAS & ELECTRIC COMPANY Beth Murphy P.O. BOX 25111 SANTA ANA, CA 92799-5111 Phone: 858 650 4150		\$64,791.31
26.	CROWN BUILDING MAINTENANCE CO.	CROWN BUILDING MAINTENANCE CO. Steve Selock		\$43,839.54

	Name of Creditor	Name, telephone number and complete mailing address, including zip code of employee, agents, or department of creditor familiar with claim who may be contacted	Indicate if claim is contingent, unliquidated, disputed or subject to setoff ³	Amount of claim (secured also state value of security)
		DEPT. 34642 SAN FRANCISCO, CA 94139 Phone: 714/434-9494		
27.	CENTERPOINTE CONTRACTORS	CENTERPOINTE CONTRACTORS Scott Heiden 1290 N LANCE LANE #B ANAHEIM, CA 92806 Phone: 714 238-0090		\$42,580.80
28.	GLOBAL TESTING CORPORATION	GLOBAL TESTING CORPORATION Kira Lee NO. 42, SOUTH GUANGFU ROAD HU-KOU, HSIN-CHU COUNTY 303 Phone: 886-968-664325		\$40,666.62
29.	ABM ENGINEERING SERVICES	ABM ENGINEERING SERVICES Curtis Van Busk 5300 S. EASTERN AVENUE, SUITE 100 LOS ANGELES, CA 90040 Phone: 949-265-0377		\$34,518.80
30.	PLANTRONICS	PLANTRONICS Joe Wong 3445 ENCINEL STREET SANTA CRUZ, CA 95061 Phone 831-458-4461		\$33,600.00

DECLARATION UNDER PENALTY OF PERJURY

Pursuant to 28 U.S.C. § 1746, I, Sailesh Chittipeddi, the duly qualified and elected Chief Financial Officer and Vice President of Conexant Systems, Inc., declare under penalty of perjury that I have reviewed the foregoing consolidated list of creditors holding the 30 largest unsecured claims and that it is true and correct to the best of my information and belief.

Dated: February 28, 2013

/s/ Sailesh Chittipeddi

Sailesh Chittipeddi

President and Chief Executive Officer

**RESOLUTIONS OF THE BOARDS OF DIRECTORS OF CONEXANT
SYSTEMS, INC., AND CERTAIN OF ITS DIRECT AND INDIRECT AFFILIATES**

February 27, 2013

The undersigned, constituting all of the members of the respective Board of Directors (the “*Authorizing Body*”) of each of the following:

Conexant Systems, Inc.; Brooktree Broadband Holding, Inc.;
Conexant, Inc.; and Conexant Systems Worldwide, Inc.

(each, a “*Company*” and, collectively, the “*Companies*”), during a meeting of each Authorizing Body, each Authorizing Body took the following actions and adopted the following resolutions by unanimous written consent pursuant to each Company’s bylaws (the “*Bylaws*”) and Section 141(f) of the General Corporation Law of the State of Delaware:

WHEREAS, the Authorizing Body reviewed and considered the materials presented by each Company’s management team and the financial and legal advisors of each Company, including the presentations to the Authorizing Body made by Kirkland & Ellis LLP and Alvarez & Marsal North America, LLC, regarding the liabilities and liquidity of each Company, the strategic alternatives available to it, and the impact of the foregoing on each Company’s businesses; and

WHEREAS, the Authorizing Body has had the opportunity to consult with each Company’s management team and the financial and legal advisors to the Companies and fully consider each of the strategic alternatives available to the Companies.

I. Restructuring Support Agreement

NOW, THEREFORE, BE IT RESOLVED, that the Authorized Officers, acting alone or with one or more other Authorized Officers be, and they hereby are, authorized and empowered to enter on behalf of each Company into that certain Restructuring Support Agreement by and among each Company, certain of its affiliates and certain secured lenders substantially in the form presented to each Company’s Authorizing Body on the date hereof.

II. Voluntary Petition Under the Provisions of Chapter 11 of Title 11 of the United States Code

NOW, THEREFORE, BE IT RESOLVED, that in the judgment of each Authorizing Body, it is desirable and in the best interests of each Company, its creditors and other parties in interest, that each Company file or cause to be filed a voluntary

petition for relief under the provisions of chapter 11 of title 11 of the United States Code (the "**Bankruptcy Code**"); and it is

RESOLVED FURTHER, that the Chief Executive Officer, President, any Vice President, Secretary, Treasurer or any other officer as designated by the President of each Company (collectively, the "**Authorized Officers**"), acting alone or with one or more other Authorized Officers, with power of delegation, be, and they hereby are, authorized to execute and file on behalf of each Company all petitions, schedules, lists and other motions, papers or documents, and to take any and all action that they deem necessary or proper to obtain such relief, including, without limitation, any action necessary to maintain the ordinary course operation of each Company's businesses.

III. Chapter 11 Plan and Related Disclosure Statement

NOW THEREFORE BE IT RESOLVED, that each Authorizing Body hereby authorizes management of each Company, upon advice from each of the Company's financial and legal advisors, to file the *Joint Plan of Reorganization of Conexant Systems, Inc., and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "**Plan**") and the related disclosure statement (the "**Disclosure Statement**"), substantially in the form of the Plan and Disclosure Statement presented to the Boards of Directors on the date hereof; and it is

RESOLVED FURTHER that in the event there are any material changes made to the Plan as a result of ongoing negotiations with the various constituencies in the chapter 11 cases of the Companies, such changes shall require the further approval of the Authorizing Bodies.

IV. Debtor in Possession Financing

NOW, THEREFORE, BE IT RESOLVED, that the forms, terms and provisions of the Senior Secured Super-Priority Debtor in Possession Credit Agreement dated as of March 1, 2013 the ("**DIP Facility Credit Agreement**"), by and among Conexant Systems, Inc. and the other Credit Parties signatory thereto (the "**Borrower**"), QP SFM Capital Holdings Ltd., as the Lender (the "**DIP Lender**") and each of the other financial institutions from time to time party to the DIP Facility Credit Agreement (together with the DIP Facility Lender, the "**DIP Facility Lenders**"), which DIP Facility Credit Agreement (a) provides Conexant Systems, Inc., and the Borrower with a credit facility in the amount of up to \$15 million on a secured super priority basis,

(b) provide for the proceeds therefrom to be used for the purposes set forth therein, which such purposes shall not be materially inconsistent with any budget provided to the DIP Facility Lenders, including certain postpetition operating expenses of administration of the Debtors' chapter 11 cases, in substantially the form summarized for the Authorizing Body, be, and the same hereby are in all respects approved, and any Authorized Officer or other officer of the Company is hereby authorized and empowered, in the name of and on behalf of the Company, to execute and the DIP Facility Credit Document to which the Company is a party, each in the form or substantially in the form thereof submitted to the Authorizing Body, with such changes, additions and modifications thereto as the officer of the Company executing the same shall approve, such approval to be conclusively evidenced by such officer's execution and delivery thereof; and it is

RESOLVED FURTHER, that the Company, as debtor and debtor in possession under the Bankruptcy Code shall be, and hereby is, authorized to incur all obligations incurred under the DIP Facility Credit Agreement (the "*DIP Obligations*") and undertake any and all related transactions contemplated thereby (collectively, the "*Financing Transactions*"); and it is

RESOLVED FURTHER, that each and every officer, including the Authorized Officers, of the Company be, and each of them, acting alone, hereby is authorized, directed and empowered from time to time in the name and on behalf of the Company to take any and all such actions, and to execute and deliver or cause to be executed and delivered under seal of the Company or otherwise, any and all such other documents, agreements, certificates, writings and instruments to be delivered in connection with the DIP Facility Credit Agreement (including, without limitation, any amendments, supplements or modifications to the DIP Facility Credit Agreement and such other documents, agreements, certificates, writings and instruments to be delivered in connection therewith), and to grant the security interests in or liens on any real or personal property of the Company now or hereafter acquired as contemplated by the DIP Facility Agreement, with full authority to indorse, assign or guarantee any of the foregoing in the name of the Company in each case, as any such officer may deem necessary or advisable to carry out the intent and purposes of the immediately foregoing resolution, and his or her execution and delivery thereof to be conclusive evidence that he or she deems is necessary or advisable, his or her execution and delivery thereof to be conclusive evidence of his or her authority, to so act and his or her approval thereof; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed, and each of them, acting alone, hereby is, authorized, directed and empowered in the name of, and on behalf of, the Company, as debtor and debtor in possession, to take such actions and execute and deliver (a) the DIP Facility Credit Agreement and such agreements, certificates, instruments, guaranties, notices and any and all other documents as the Authorized Officers may deem necessary or appropriate to facilitate the financing transactions thereunder (collectively, the "*Financing Documents*"); (b) such other instruments, certificates, notices, assignments and documents as may be reasonably requested by the DIP Lender; and (c) such forms of deposit account control agreements and other agreements with third parties relating to the collateral (including without limitation, bank agency agreements, lockbox agreements, cash management agreements, landlord agreements and warehouse waivers), officer's certificates and compliance certificates as may be required by the DIP Facility Credit Agreement or any other Financing Document; and it is

RESOLVED FURTHER, that the Authorized Officers and each other officer of the Company be, and each of them hereby is, authorized and empowered to authorize the DIP Facility Lenders to file any Uniform Commercial Code (the "*UCC*") financing statements and any necessary assignments for security or other documents in the name of the Company that any DIP Facility Lender deems necessary or convenient to perfect any lien or security interest granted under the DIP Facility Credit Agreement, including any such UCC financing statement containing a supergeneric description of collateral, such as "all assets," "all property now or hereafter acquired" and other similar descriptions of like import, and to execute and deliver, and to record or authorize the recording of, such mortgages and deeds of trust in respect of real property of the Company and such other filings in respect of intellectual and other property of the Companies, in each case as the DIP Lender may reasonably request to perfect the security interests of the DIP Lender under the DIP Facility Credit Agreement; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to take all such further actions including, without limitation, to pay all fees and expenses, in accordance with the terms of the Financing Documents, which shall in their sole judgment be necessary, proper or advisable to perform the Company's obligations under or in connection with the DIP Facility Credit Agreement or any of the other Financing Documents and the transactions contemplated

therein and to carry out fully the intent of the foregoing resolutions; and it is

RESOLVED FURTHER, that each of the Authorized Officers be, and hereby is, authorized and empowered to execute and deliver any amendments, supplements, modifications, renewals, replacements, consolidations, substitutions and extensions of the DIP Facility Credit Agreement or any of the Financing Documents which shall in their sole judgment be necessary, proper or advisable.

V. Retention of Professionals

NOW THEREFORE BE IT RESOLVED, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Kirkland & Ellis LLP as bankruptcy counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Kirkland & Ellis LLP; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ the law firm of Klehr Harrison Harvey Branzburg LLP as bankruptcy co-counsel to represent and assist each Company in carrying out its duties under the Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations, including filing any pleadings and petitions for relief; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of Klehr Harrison Harvey Branzburg LLP; and it is

RESOLVED FURTHER, that the Authorized Officers, and they hereby are, authorized and directed to employ the firm of Alvarez & Marsal North America, LLC as restructuring advisors to represent and assist each Company in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention

agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of Alvarez & Marsal North America, LLC; and it is

RESOLVED FURTHER, that the Authorized Officers, and they hereby are, authorized and directed to employ the firm of BMC Group, Inc., as notice, claims and balloting agent to represent and assist each Company in carrying out its duties under Bankruptcy Code, and to take any and all actions to advance each Company's rights and obligations; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed appropriate applications for authority to retain the services of BMC Group, Inc.; and it is

RESOLVED FURTHER, that the Authorized Officers be, and they hereby are, authorized and directed to employ any other professionals to assist each Company in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers, with power of delegation, are hereby authorized and directed to execute appropriate retention agreements, pay appropriate retainers and to cause to be filed an appropriate application for authority to retain the services of any other professionals as necessary.

VI. Further Actions and Prior Actions

NOW, THEREFORE, BE IT RESOLVED that in addition to the specific authorizations heretofore conferred upon the Authorized Officers, each of the officers of each Company or their designees shall be, and each of them, acting alone, hereby is, authorized, directed and empowered, in the name of, and on behalf of, each Company, to take or cause to be taken any and all such further actions, to execute and deliver any and all such agreements, certificates, instruments and other documents and to pay all expenses, including filing fees, in each case as in such officer or officers' judgment shall be necessary or desirable to fully carry out the intent and accomplish the purposes of the resolutions; and it is

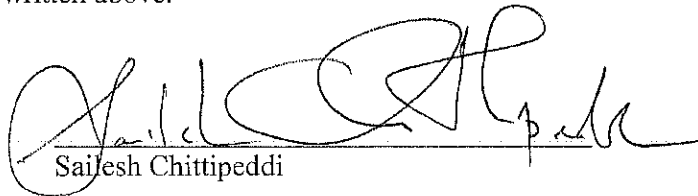
RESOLVED FURTHER, that all acts, actions and transactions relating to the matters contemplated by the foregoing resolutions done in the name of and on behalf of each Company, which acts would have been approved by the foregoing resolutions except that such acts were taken before these resolutions were certified, are hereby in all respects confirmed, approved and ratified.

The actions taken by these Resolutions of the Authorizing Body of each Company shall have the same force and effect as if taken at a special meeting of such Authorizing Body, duly called and constituted, pursuant to the Bylaws of each Company and the laws of the State of Delaware.

This consent may be executed in two or more counterparts, each of which shall be deemed an original and together constitute one and the same consent.

* * * * *

IN WITNESS WHEREOF, the undersigned, on behalf of Conexant Systems, Inc. have executed this consent as of the date first written above.



Suresh Chittipeddi

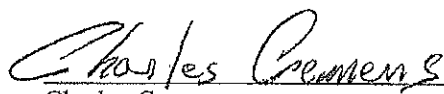
Charles Cremens

John Knoll

Andrew Rappaport

IN WITNESS WHEREOF, the undersigned, on behalf of Conexant Systems, Inc. have executed this consent as of the date first written above.

Sailesh Chittipeddi



Charles Cremens

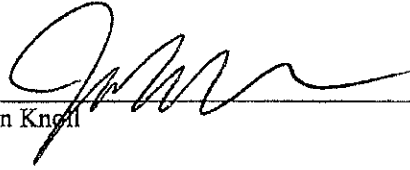
John Knoll

Andrew Rappaport

IN WITNESS WHEREOF, the undersigned, on behalf of Conexant Systems, Inc. have executed this consent as of the date first written above.

Sailesh Chittipeddi

Charles Cremens



John Knott

Andrew Rappaport

IN WITNESS WHEREOF, the undersigned, on behalf of Conexant Systems, Inc. have executed this consent as of the date first written above.

Sailesh Chittipeddi


Charles Cremens

John Knoll


A handwritten signature in black ink, appearing to be 'John Knoll', written over a horizontal line.

Andrew Rappaport

IN WITNESS WHEREOF, the undersigned, on behalf of Conexant, Inc. have executed this consent as of the date first written above.




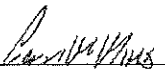
Sailesh Chittipeddi



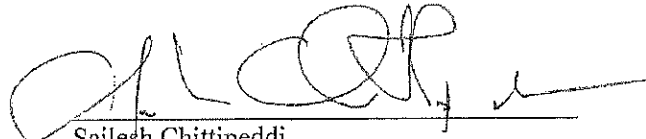
Carl Mills

IN WITNESS WHEREOF, the undersigned, on behalf of Conexant Systems Worldwide, Inc., have executed this consent as of the date first written above.


Sailesh Chittipeddi


Carl Mills

IN WITNESS WHEREOF, the undersigned, on behalf of Brooktree Broadband Holding, Inc. have executed this consent as of the date first written above.



Sailesh Chittipeddi



Carl Mills