

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 (MFW)
Debtors.	Re: Docket No. ____

**ORDER PURSUANT TO BANKRUPTCY CODE SECTIONS 328(a) AND
1103 AUTHORIZING AND APPROVING THE EMPLOYMENT AND
RETENTION OF WOMBLE CARLYLE SANDRIDGE & RICE, LLP AS CO-
COUNSEL NUNC PRO TUNC TO MARCH 8, 2013**

Upon the application (the “Application”)² of the Committee for entry of an order authorizing the Committee to employ and retain WCSR as counsel in the above-captioned case nunc pro tunc to March 8, 2013; and upon the Declaration of Kevin J. Mangan, Esq., filed in support of the Application; and it appearing that proper notice of the Application has been given and that no further notice or hearing is required; and the Court being satisfied based on the representations made in the Application and the Declaration that (i) WCSR represents no interest adverse to the Debtors’ estates or the Debtors’ creditors, other than its representation of the Committee in these cases, and (ii) the employment of WCSR is necessary and would

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, CA 92660.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application.

be in the best interests of the Committee and the estates, and after due deliberation thereon, and sufficient cause appearing therefor it is hereby:

ORDERED, ADJUDGED, AND DECREED that:

1. The Application is hereby APPROVED.
2. In accordance with Bankruptcy Code section 1103(a) the Committee is hereby authorized to employ and empowered to retain WCSR as its counsel, nunc pro tunc to March 8, 2013, to represent the Committee in the Debtors' Bankruptcy Cases.
3. WCSR's compensation for services (including, but not limited to hourly rates) and reimbursement of expenses shall be subject to review pursuant to Bankruptcy Code sections 330 and 331, the Bankruptcy Rules, the Local Rules, and such other procedures as may be fixed by order of this Court.
4. The Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order

Dated: April _____, 2013
Wilmington, Delaware

The Honorable Mary F. Walrath
United States Bankruptcy Judge