

EXHIBIT B TO APPLICATION

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	Chapter 11
In re:)	
)	Case No. 13-10367 (MFW)
CONEXANT SYSTEMS, INC., <i>et al.</i> ,)	(Jointly Administered)
)	
Debtors.)	
)	Re: D.I. []
)	

**ORDER AUTHORIZING THE RETENTION AND EMPLOYMENT
OF KELLEY DRYE & WARREN LLP AS COUNSEL TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
CONEXANT SYSTEMS, INC., ET AL., NUNC PRO TUNC TO MARCH 8, 2013**

Upon the Application dated March [], 2013 of the Official Committee of Unsecured Creditors (the “Committee”) of Conexant Systems, Inc., *et al.*, (collectively, the “Debtors”), pursuant to section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Bankruptcy Rule 2014-1, for authority to retain and employ the law firm of Kelley Drye & Warren LLP (“Kelley Drye”), *nunc pro tunc* to March 8, 2013; and upon the Declaration of James S. Carr, a partner at Kelley Drye, dated March [], 2013 (the “Carr Declaration”), filed in support of the Application; and the Court being satisfied and finding, based upon the representations made in the Application and the Carr Declaration, that Kelley Drye represents no interest adverse to the Committee or the Debtors’ estates with respect to the Debtors’ cases, that Kelley Drye’s employment is necessary and in the best interests of the Committee and the Debtors’ estates, that adequate notice of the Application has been given under the circumstances, and that no other notice need be given; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED that:

1. The Application is GRANTED to the extent provided herein.

2. In accordance with section 1103 of the Bankruptcy Code, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1, the Committee is hereby authorized and empowered to retain and employ the firm of Kelley Drye as its counsel, *nunc pro tunc* to March 8, 2013, to represent the Committee in these cases and such retention and employment is hereby approved.

3. Kelley Drye shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, such Bankruptcy Rules and Local Bankruptcy Rules as may then be applicable from time to time, and such procedures as may be fixed by order of this Court.

4. This Court shall retain jurisdiction over the implementation and interpretation of this Order.

Dated: Wilmington, Delaware
April [], 2013

The Honorable Mary F. Walrath
United States Bankruptcy Judge