

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

In re: CONEXANT SYSTEMS, INC., et al.,<sup>1</sup>Case No. 13-10367 (MFW)

Debtor

Chapter 11

**PERIODIC REPORT REGARDING VALUE, OPERATIONS AND  
PROFITABILITY OF ENTITIES IN WHICH THE ESTATE OF CONEXANT  
SYSTEMS, INC. HOLDS A SUBSTANTIAL OR CONTROLLING INTEREST**

This is the report as of February 27, 2013 on the value, operations and profitability of those entities in which the estate holds a substantial or controlling interest, as required by Bankruptcy Rule 2015.3. The financial statements reflect fiscal year-to-date figures as of the fiscal month ending February 22, 2013. Management believes that any transactions that occurred in entities in which the estate holds a substantial or controlling interest from February 22, 2013 to February 27, 2013 do not have a material impact to the value, operations and profitability. The estate of Conexant Systems, Inc., et al. holds a substantial or controlling interest in the following entities:

<b>Name of Entity</b>	<b>Interest of the Estate</b>	<b>Tab #</b>
Conexant Korea Ltd.	100%	1
Conexant Systems Asia Pacific Limited (Hong Kong)	100%	2
Conexant Systems Taiwan Co. Ltd.	100%	3
Conexant Systems Germany GmbH	100%	4
Conexant Systems (Japan) Company Ltd.	100%	5
Conexant Broadband Communications (Shanghai) Co. Ltd.	100%	6
Conexant Broadband Communications (Shenzhen) Co. Ltd.	100%	7
Conexant Systems UK Limited	100%	8
Conexant Digital Television (Chengdu) Co. Ltd.	100%	9
Conexant Systems Singapore Pte. Ltd.	100%	10
Conexant Systems Private Ltd. (India)	100%	11
Conexant Foreign Sales Corporation (Barbados)	100%	12

This periodic report (the "Periodic Report") contains separate reports ("Entity Reports") on the value, operations, and profitability of each entity listed above.

<sup>1</sup> 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.

Each Entity Report shall consist of three exhibits. Exhibit A contains a valuation estimate for the entity as of a date not more than two years prior to the date of this report. It also contains a description of the valuation method used. Exhibit B contains a balance sheet, a statement of income (loss), a statement of cash flows, and a statement of changes in shareholders' or partners' equity (deficit) for the period covered by the Entity Report, along with summarized footnotes. Exhibit C contains a description of the entity's business operations.

The undersigned, having reviewed the above listing of entities in which the estate of Conexant Systems, Inc. holds a substantial or controlling interest, and being familiar with the Debtor's financial affairs, verifies under the penalty of perjury that the listing is complete, accurate and truthful to the best of his/her knowledge.

Date: 6 April 2013

  
Signature of Authorized Individual

Carl M. Miller  
Name of Authorized Individual

CFO  
Title of Authorized Individual

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

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**Tab 1**

**Conexant Korea Ltd.**

**Exhibit A**

**Valuation Estimate for Conexant Korea Ltd.**

## **Exhibit A**

### Valuation Estimate for Conexant Korea Ltd.

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Korea Ltd.**

**Exhibit B-1**

**Balance Sheet for Conexant Korea Ltd.**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$146,263	\$34,760
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	4,195	2,495
Other current assets	109,219	106,344
Total current assets	259,677	143,599
Property, plant and equipment, net of accumulated depreciation and amortization	9,927	11,626
Goodwill	0	0
Intangible assets	0	0
Other long term assets	21,595	20,853
Total Assets	\$291,199	\$176,077
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$10,767	\$0
Inter company liability	(491,023)	(614,726)
Accrued compensation & benefits	39,887	50,934
Restructuring and reorganizational liabilities	0	0
Other current liabilities	9,562	16,615
Total current liabilities	(430,807)	(547,178)
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	269,245	233,673
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	(161,562)	(313,505)
Shareholders' equity	452,761	489,582
Total liabilities and shareholders' equity	\$291,198	\$176,077

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

Statement of Income (Loss) for Conexant Korea Ltd.  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	0	0
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	0	0
Operating income (loss)	0	0
Non-operating income (loss)	35,245	82,692
Interest income	33	121
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	35,278	82,814
Tax provision	3,679	11,494
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	\$31,599	\$71,320

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

Statement of Cash Flows for Conexant Korea Ltd.  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Net cash provided (used) by operating activities	\$184,956	(\$53,753)
Cash flows from investing activities		
Capital expenditures	0	(1,496)
Net cash provided (used) in investing activities	0	(1,496)
Cash flows provided (used) by financing activities		
Dividend to parent	(73,454)	(13,746)
Net cash provided (used) in financing activities	(\$73,454)	(\$13,746)
Cash and cash equivalents		
Beginning of period	\$34,760	\$103,755
End of period	\$146,263	\$34,760

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for Conexant Korea Ltd.  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$489,582	\$427,316
Comprehensive Net Income		
Net income	31,599	71,320
Other Comprehensive Income, net of tax	5,033	4,692
Dividends paid to parent	(73,454)	(13,746)
Balance, end of period	\$452,761	\$489,582

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Korea Ltd.**

## **Exhibit C**

### Description of Operations for Conexant Korea Ltd.

#### People and Operations

- Individuals focused on sales and technical support to regional customers, as well as research and development on HD Video product lines.

#### Financials

- Entity spending is primarily for compensation and rent.
- Other current assets include deposits.
- Other long-term assets consist of deferred taxes.
- Long-term liabilities consist of accrued statutory leaving service benefits.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 2**

**Conexant Systems Asia Pacific Limited (Hong Kong)**

**Exhibit A**

**Valuation Estimate for Conexant Systems Asia Pacific Limited (Hong Kong)**

## **Exhibit A**

### Valuation Estimate for Conexant Systems Asia Pacific Limited (Hong Kong)

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Systems Asia Pacific Limited  
(Hong Kong)**

**Exhibit B-1**

**Balance Sheet for Conexant Systems Asia Pacific Limited (Hong Kong)**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$17,957	\$31,707
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	659	1,617
Other current assets	0	0
Total current assets	18,617	33,324
Property, plant and equipment, net of accumulated depreciation and amortization	0	0
Goodwill	0	0
Intangible assets	0	0
Other long term assets	0	0
Total Assets	<u>\$18,617</u>	<u>\$33,324</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$0	\$0
Inter company liability	(187,230)	(166,727)
Accrued compensation & benefits	18,164	19,721
Restructuring and reorganizational liabilities	0	0
Other current liabilities	1,677	4,025
Total current liabilities	(167,389)	(142,982)
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	(167,389)	(142,982)
Shareholders' equity	186,006	176,305
Total liabilities and shareholders' equity	<u>\$18,617</u>	<u>\$33,324</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Systems Asia Pacific Limited (Hong Kong)**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>0</u>
Operating income (loss)	0	0
Non-operating income (loss)	9,723	28,658
Interest income	0	0
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>9,723</u>	<u>28,658</u>
Tax provision	22	0
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$9,701</u></u>	<u><u>\$28,658</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

**Statement of Cash Flows for Conexant Systems Asia Pacific Limited (Hong Kong)**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	(\$13,749)	(\$101,179)
Cash flows from investing activities		
Capital expenditures	<u>0</u>	<u>0</u>
Net cash provided (used) in investing activities	0	0
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$31,707	\$132,886
End of period	\$17,957	\$31,707

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Systems Asia Pacific Limited (Hong Kong)  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$176,305	\$146,793
Comprehensive Net Income		
Net income	9,701	28,658
Other Comprehensive Income, net of tax	0	854
Dividends paid to parent	0	0
Balance, end of period	<u>\$186,006</u>	<u>\$176,305</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Systems Asia Pacific Limited  
(Hong Kong)**

### **Exhibit C**

#### Description of Operations for Conexant Systems Asia Pacific Limited (Hong Kong)

##### People and Operations

- One individual focused on regional supply chain operations and support to worldwide customers.

##### Financials

- Entity spending is primarily for compensation and outside services.

##### **Source of Information:**

Information in this report was provided by company management.

**Tab 3**

**Conexant Systems Taiwan Co. Ltd.**

**Exhibit A**

**Valuation Estimate for Conexant Systems Taiwan Co. Ltd.**

## **Exhibit A**

### Valuation Estimate for Conexant Systems Taiwan Co. Ltd.

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Systems Taiwan Co. Ltd.**

**Exhibit B-1**

**Balance Sheet for Conexant Systems Taiwan Co. Ltd.**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$1,356,807	\$977,683
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	1,579	37,730
Other current assets	97,927	98,207
Total current assets	1,456,313	1,113,620
Property, plant and equipment, net of accumulated depreciation and amortization	49,831	51,028
Goodwill	0	0
Intangible assets	0	0
Other long term assets	41,864	42,099
Total Assets	<u>\$1,548,007</u>	<u>\$1,206,747</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$14,414	\$36,135
Inter company liability	(662,234)	(653,952)
Accrued compensation & benefits	341,146	149,516
Restructuring and reorganizational liabilities	0	0
Other current liabilities	134,216	55,614
Total current liabilities	(172,459)	(412,688)
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	317,136	272,464
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	144,677	(140,224)
Shareholders' equity	1,403,331	1,346,971
Total liabilities and shareholders' equity	<u>\$1,548,007</u>	<u>\$1,206,747</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Systems Taiwan Co. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>0</u>
Operating income (loss)	0	0
Non-operating income (loss)	77,284	201,453
Interest income	701	1,525
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>77,985</u>	<u>202,978</u>
Tax provision	13,248	34,432
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$64,737</u></u>	<u><u>\$168,546</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**Statement of Cash Flows for Conexant Systems Taiwan Co. Ltd.  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Net cash provided (used) by operating activities	\$388,713	\$178,578
Cash flows from investing activities		
Capital expenditures	(9,589)	(17,700)
Net cash provided (used) in investing activities	(9,589)	(17,700)
Cash flows provided (used) by financing activities		
Dividend to parent	0	(192,891)
Net cash provided (used) in financing activities	\$0	(\$192,891)
Cash and cash equivalents		
Beginning of period	\$977,683	\$1,009,697
End of period	\$1,356,807	\$977,683

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for Conexant Systems Taiwan Co. Ltd.  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date <u>February 22, 2013</u>	Prior Fiscal Year <u>September 28, 2012</u>
Balance, beginning of period	\$1,346,971	\$1,321,900
Comprehensive Net Income		
Net income	64,737	168,546
Other Comprehensive Income, net of tax	(8,377)	49,417
Dividends paid to parent	<u>0</u>	<u>(192,891)</u>
Balance, end of period	<u><u>\$1,403,331</u></u>	<u><u>\$1,346,971</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Systems Taiwan Co. Ltd.**

## **Exhibit C**

### Description of Operations for Conexant Systems Taiwan Co. Ltd.

#### People and Operations

- Individuals focused on support for local supply chain operations, research and development on product lines used by regional customers, sales and marketing supporting regional customers, field application engineers supporting regional customers' product lines, and regional administration support.

#### Financials

- Approximately \$337,000 of cash can only be used for certain employee termination benefits.
- Entity spending is primarily for compensation, rent and taxes.
- Other assets include deposits.
- Other long-term assets consist primarily of deferred taxes.
- Other liabilities include VAT, corporate taxes and miscellaneous items.
- Long-term liabilities consist of statutory leaving service benefits.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 4**

**Conexant Systems Germany GmbH**

**Exhibit A**

**Valuation Estimate for Conexant Systems Germany GmbH**

## **Exhibit A**

### **Valuation Estimate for Conexant Systems Germany GmbH**

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Systems Germany GmbH**

**Exhibit B-1**

**Balance Sheet for Conexant Systems Germany GmbH**  
**As of February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
<u>Assets</u>		
Cash and cash items	\$529,711	\$621,829
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	<u>0</u>	<u>0</u>
Prepaid expenses	0	0
Other current assets	<u>(7,019)</u>	<u>(6,801)</u>
Total current assets	522,692	615,028
Property, plant and equipment, net of accumulated depreciation and amortization	0	0
Goodwill	0	0
Intangible assets	0	0
Other long term assets	0	0
 Total Assets	 <u><u>\$522,692</u></u>	 <u><u>\$615,028</u></u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$0	\$0
Inter company liability	(1,649,890)	(1,476,716)
Accrued compensation & benefits	43,790	45,367
Restructuring and reorganizational liabilities	0	0
Other current liabilities	<u>(37,115)</u>	<u>(15,859)</u>
Total current liabilities	(1,643,215)	(1,447,208)
Notes payable	0	0
Deferred tax liability	(124,403)	(120,544)
Asset retirement obligation	0	0
Accrued pension	1,040,313	998,714
Long term restructuring	0	0
Other long term liabilities	<u>0</u>	<u>0</u>
Total liabilities	(727,305)	(569,038)
Shareholders' equity	<u>1,249,997</u>	<u>1,184,066</u>
Total liabilities and shareholders' equity	<u><u>\$522,692</u></u>	<u><u>\$615,028</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Systems Germany GmbH**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>0</u>
Operating income (loss)	0	0
Non-operating income (loss)	4,835	19,329
Interest income	22,789	54,351
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>27,625</u>	<u>73,680</u>
Tax provision	0	0
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$27,625</u></u>	<u><u>\$73,680</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**Statement of Cash Flows for Conexant Systems Germany GmbH  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Net cash provided (used) by operating activities	(\$92,118)	(\$148,736)
Cash flows from investing activities		
Capital expenditures	0	0
Net cash provided (used) in investing activities	0	0
Cash flows provided (used) by financing activities		
Dividend to parent	0	0
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$621,829	\$770,564
End of period	\$529,711	\$621,829

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**Statement of Changes in Shareholders' Equity (Deficit) for Conexant Systems Germany GmbH  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$1,184,066	\$1,169,138
Comprehensive Net Income		
Net income	27,625	73,680
Other Comprehensive Income (loss), net of tax	38,307	(58,752)
Dividends paid to parent	0	0
Balance, end of period	<u>\$1,249,997</u>	<u>\$1,184,066</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Systems Germany GmbH**

## **Exhibit C**

### Description of Operations for Conexant Systems Germany GmbH

#### People and Operations

- No employees.
- Former sale office supporting regional customers.

#### Financials

- As of February 22, 2013, intercompany receivables of \$1.65 million included an intercompany loan receivable from Conexant Systems, Inc. of \$1.24 million.
- Defined benefit pension plan obligation is included within short-term liabilities and long-term liabilities.
- Principal assets included cash, intercompany receivables and an intercompany loan receivable.
- Primary liabilities include a defined benefit pension plan.

#### Insolvency

- Entity filed for insolvency in March 2013.
- In April 2013, German trustee assigned to insolvency swept cash from accounts.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 5**

**Conexant Systems (Japan) Company Ltd.**

**Exhibit A**

**Valuation Estimate for Conexant Systems (Japan) Company Ltd.**

## **Exhibit A**

### Valuation Estimate for Conexant Systems (Japan) Company Ltd.

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Systems (Japan) Company Ltd.**

**Exhibit B-1**

Balance Sheet for Conexant Systems (Japan) Company Ltd.  
As of February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$432,321	\$892,689
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	25,004	35,316
Other current assets	43,663	71,531
Total current assets	500,989	999,536
Property, plant and equipment, net of accumulated depreciation and amortization	71,185	107,970
Goodwill	0	0
Intangible assets	0	0
Other long term assets	593,939	716,048
Total Assets	<u>\$1,166,113</u>	<u>\$1,823,554</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$39,206	\$40,319
Inter company liability	(4,626,033)	(4,501,563)
Accrued compensation & benefits	112,793	129,604
Restructuring and reorganizational liabilities	0	0
Other current liabilities	0	10,895
Total current liabilities	(4,474,035)	(4,320,744)
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	464,696	679,942
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	(4,009,339)	(3,640,803)
Shareholders' equity	5,175,452	5,464,357
Total liabilities and shareholders' equity	<u>\$1,166,113</u>	<u>\$1,823,555</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Systems (Japan) Company Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>0</u>
Operating income (loss)	0	0
Non-operating income (loss)	52,430	155,413
Interest income	3	13
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>52,432</u>	<u>155,426</u>
Tax provision	(659)	143,167
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$53,091</u></u>	<u><u>\$12,259</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

**Statement of Cash Flows for Conexant Systems (Japan) Company Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	(\$460,368)	(\$760,520)
Cash flows from investing activities		
Capital expenditures	<u>0</u>	<u>0</u>
Net cash provided (used) in investing activities	0	0
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$892,689	\$1,653,209
End of period	\$432,321	\$892,689

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Systems (Japan) Company Ltd.  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$5,464,357	\$5,480,792
Comprehensive Net Income		
Net income	53,091	12,259
Other Comprehensive loss, net of tax	(341,996)	(28,693)
Dividends paid to parent	0	0
Balance, end of period	<u>\$5,175,452</u>	<u>\$5,464,357</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Systems (Japan) Company Ltd.**

## **Exhibit C**

### Description of Operations for Conexant Systems (Japan) Company Ltd.

#### People and Operations

- Include sale representatives supporting regional customers and field application engineering individuals supporting regional customers' product lines.

#### Financials

- Entity spending is primarily for compensation and rent.
- Current assets include deferred taxes.
- Other long-term liabilities include accrued voluntary severance benefits under a benefit plan filed with the local government.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 6**

**Conexant Broadband Communications (Shanghai) Co. Ltd.**

**Exhibit A**

**Valuation Estimate for Conexant Broadband Communications (Shanghai) Co.  
Ltd.**

## **Exhibit A**

### Valuation Estimate for Conexant Broadband Communications (Shanghai) Co. Ltd.

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems Worldwide, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Broadband Communications (Shanghai)  
Co. Ltd.**

**Exhibit B-1**

**Balance Sheet for Conexant Broadband Communications (Shanghai) Co. Ltd.**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$154,397	\$127,530
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	13,950	1,238
Other current assets	3,895	3,986
Total current assets	172,242	132,754
Property, plant and equipment, net of accumulated depreciation and amortization	18,701	22,486
Goodwill	0	0
Intangible assets	0	0
Other long term assets	120,452	119,154
Total Assets	<u>\$311,395</u>	<u>\$274,395</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$0	\$0
Inter company liability	(4,608,443)	(4,624,278)
Accrued compensation & benefits	30,507	37,199
Restructuring and reorganizational liabilities	0	0
Other current liabilities	7,914	9,766
Total current liabilities	(4,570,022)	(4,577,314)
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	(4,570,022)	(4,577,314)
Shareholders' equity	4,881,417	4,851,709
Total liabilities and shareholders' equity	<u>\$311,394</u>	<u>\$274,395</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Broadband Communications (Shanghai) Co. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>157</u>
Gross profit	0	(157)
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>1,190</u>	<u>325</u>
Operating income (loss)	(1,190)	(482)
Non-operating income (loss)	(18,018)	(5,683)
Interest income	215	1,226
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>(18,993)</u>	<u>(4,938)</u>
Tax provision	0	18,761
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>(\$18,993)</u></u>	<u><u>(\$23,700)</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

**Statement of Cash Flows for Conexant Broadband Communications (Shanghai) Co. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	\$30,437	(\$288,036)
Cash flows from investing activities		
Capital expenditures	<u>(3,570)</u>	<u>(12,126)</u>
Net cash provided (used) in investing activities	(3,570)	(12,126)
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$127,530	\$427,693
End of period	\$154,397	\$127,530

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Broadband Communications (Shanghai) Co. Ltd.  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$4,851,709	\$4,801,920
Comprehensive Net Income		
Net loss	(18,993)	(23,700)
Other Comprehensive Income, net of tax	48,701	73,488
Dividends paid to parent	0	0
Balance, end of period	<u>\$4,881,417</u>	<u>\$4,851,709</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Broadband Communications  
(Shanghai) Co. Ltd.**

## **Exhibit C**

### Description of Operations for Conexant Broadband Communications (Shanghai) Co. Ltd.

#### People and Operations

- Individuals focused on support for local supply chain operations and logistics, quality assurance engineering, engineering that implements intellectual property for specific wafer foundries, sales and marketing supporting regional customers, field application engineers supporting regional customers' product lines, and regional administration support.

#### Financials

- Entity spend is primarily for payroll, travel, rent, utilities and taxes.
- Other long-term assets include deferred taxes and deposits.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 7**

**Conexant Broadband Communications (Shenzhen) Co. Ltd.**

**Exhibit A**

**Valuation Estimate for Conexant Broadband Communications (Shenzhen)  
Co. Ltd.**

## **Exhibit A**

### Valuation Estimate for Conexant Broadband Communications (Shenzhen) Co. Ltd.

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems Worldwide, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Broadband Communications (Shenzhen)  
Co. Ltd.**

**Exhibit B-1**

**Balance Sheet for Conexant Broadband Communications (Shenzhen) Co. Ltd.**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$20,506	\$193,254
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	5,154	22,087
Other current assets	5,412	4,882
Total current assets	31,072	220,223
Property, plant and equipment, net of accumulated depreciation and amortization	31,153	8,676
Goodwill	0	0
Intangible assets	0	0
Other long term assets	10,468	18,677
Total Assets	<u>\$72,693</u>	<u>\$247,576</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$1,740	\$0
Inter company liability	(686,977)	(495,551)
Accrued compensation & benefits	12,001	11,526
Restructuring and reorganizational liabilities	0	0
Other current liabilities	3,773	4,499
Total current liabilities	(669,463)	(479,526)
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	(669,463)	(479,526)
Shareholders' equity	742,156	727,102
Total liabilities and shareholders' equity	<u>\$72,693</u>	<u>\$247,576</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Broadband Communications (Shenzhen) Co. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>1,899</u>
Operating income (loss)	0	(1,899)
Non-operating income (loss)	7,619	17,765
Interest income	122	2,587
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>7,741</u>	<u>18,453</u>
Tax provision	0	0
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$7,741</u></u>	<u><u>\$18,453</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

**Statement of Cash Flows for Conexant Broadband Communications (Shenzhen) Co. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	(\$172,748)	(\$400,997)
Cash flows from investing activities		
Capital expenditures	<u>0</u>	<u>(7,011)</u>
Net cash provided (used) in investing activities	0	(7,011)
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$193,254	\$601,261
End of period	\$20,506	\$193,254

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Broadband Communications (Shenzhen) Co. Ltd.  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$727,102	\$697,826
Comprehensive Net Income		
Net income	7,741	18,453
Other Comprehensive Income, net of tax	7,313	10,822
Dividends paid to parent	0	0
Balance, end of period	<u>\$742,156</u>	<u>\$727,102</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Broadband Communications  
(Shenzhen) Co. Ltd.**

### **Exhibit C**

#### Description of Operations for Conexant Broadband Communications (Shenzhen) Co. Ltd.

##### People and Operations

- Individuals focused on supporting regional customers, field application engineers supporting regional customers' product lines, and regional administration support.

##### Financials

- Entity spending is primarily for payroll, travel, rent and taxes.

##### **Source of Information:**

Information in this report was provided by company management.

**Tab 8**

**Conexant Systems UK Limited**

**Exhibit A**

**Valuation Estimate for Conexant Systems UK Limited**

## **Exhibit A**

### **Valuation Estimate for Conexant Systems UK Limited**

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems Worldwide, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Systems UK Limited**

**Exhibit B-1**

**Balance Sheet for Conexant Systems UK Limited**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$41,706	\$9,276
Accounts and notes receivable (non-affiliates), net of allowances	0	(0)
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	0	0
Other current assets	3,168	8,315
Total current assets	44,875	17,590
Property, plant and equipment, net of accumulated depreciation and amortization	0	0
Goodwill	0	0
Intangible assets	0	0
Other long term assets	0	0
Total Assets	<u>\$44,875</u>	<u>\$17,590</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$0	\$5
Inter company liability	285,704	203,871
Accrued compensation & benefits	0	0
Restructuring and reorganizational liabilities	133,363	136,782
Other current liabilities	(16,539)	(34,993)
Total current liabilities	402,528	305,664
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	2,079,879	2,265,541
Other long term liabilities	0	0
Total liabilities	2,482,407	2,571,205
Shareholders' equity	(2,437,533)	(2,553,615)
Total liabilities and shareholders' equity	<u>\$44,874</u>	<u>\$17,590</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**Statement of Income (Loss) for Conexant Systems UK Limited  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	0	0
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	31,729	192,440
Operating income (loss)	(31,729)	(192,440)
Non-operating income (loss)	418	5,935
Interest income	0	0
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	(31,311)	(186,505)
Tax provision	0	0
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	(\$31,311)	(\$186,505)

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**Statement of Cash Flows for Conexant Systems UK Limited  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Net cash provided (used) by operating activities	\$32,431	(\$239,246)
Cash flows from investing activities		
Capital expenditures	<u>0</u>	<u>0</u>
Net cash provided (used) in investing activities	0	0
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$9,276	\$248,521
End of period	\$41,706	\$9,276

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**Statement of Changes in Shareholders' Equity (Deficit) for Conexant Systems UK Limited  
For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	(\$2,553,615)	(\$2,275,845)
Comprehensive Net Income		
Net loss	(31,311)	(186,505)
Other Comprehensive income (loss), net of tax	147,393	(91,265)
Dividends paid to parent	0	0
Balance, end of period	(\$2,437,533)	(\$2,553,615)

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Systems UK Limited**

## **Exhibit C**

### Description of Operations for Conexant Systems UK Limited

#### People and Operations

- No employees.

#### Financials

- Entity was placed into administration in March 2013.
- Primary liability is a UK office lease acquired as part of a historical acquisition.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 9**

**Conexant Digital Television (Chengdu) Co. Ltd.**

**Exhibit A**

**Valuation Estimate for Conexant Digital Television (Chengdu) Co. Ltd.**

## **Exhibit A**

### Valuation Estimate for Conexant Digital Television (Chengdu) Co. Ltd.

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems Worldwide, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Digital Television (Chengdu) Co. Ltd.**

**Exhibit B-1**

**Balance Sheet for Conexant Digital Television (Chengdu) Co. Ltd.  
As of February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
<u>Assets</u>		
Cash and cash items	\$165,920	\$193,227
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	<u>0</u>	<u>0</u>
Prepaid expenses	25,947	12,840
Other current assets	<u>3,974</u>	<u>1,270</u>
Total current assets	195,841	207,336
Property, plant and equipment, net of accumulated depreciation and amortization	94,565	107,664
Goodwill	0	0
Intangible assets	0	0
Other long term assets	110,963	109,856
Total Assets	<u><u>\$401,369</u></u>	<u><u>\$424,857</u></u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$0	\$0
Inter company liability	(3,954,446)	(3,893,172)
Accrued compensation & benefits	32,412	49,204
Restructuring and reorganizational liabilities	0	0
Other current liabilities	<u>16,403</u>	<u>9,529</u>
Total current liabilities	(3,905,631)	(3,834,439)
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	0	0
Other long term liabilities	<u>0</u>	<u>0</u>
Total liabilities	(3,905,631)	(3,834,439)
Shareholders' equity	<u>4,307,000</u>	<u>4,259,295</u>
Total liabilities and shareholders' equity	<u><u>\$401,369</u></u>	<u><u>\$424,857</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Digital Television (Chengdu) Co. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date February 22, 2013</u>	<u>Prior Fiscal Year September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>0</u>
Operating income (loss)	0	0
Non-operating income (loss)	4,767	95,751
Interest income	212	1,239
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>4,979</u>	<u>96,990</u>
Tax provision	50	30,824
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$4,930</u></u>	<u><u>\$66,166</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

Statement of Cash Flows for Conexant Digital Television (Chengdu) Co. Ltd.  
For Periods Ending February 22, 2013 and September 28, 2012

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	(\$17,397)	\$118,421
Cash flows from investing activities		
Capital expenditures	<u>(9,910)</u>	<u>(19,453)</u>
Net cash provided (used) in investing activities	(9,910)	(19,453)
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$193,227	\$94,259
End of period	\$165,920	\$193,227

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Digital Television (Chengdu) Co. Ltd.  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$4,259,295	\$4,129,366
Comprehensive Net Income		
Net income	4,930	66,166
Other Comprehensive Income, net of tax	42,775	63,763
Dividends paid to parent	0	0
Balance, end of period	<u>\$4,307,000</u>	<u>\$4,259,295</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Digital Television (Chengdu) Co. Ltd.**

### **Exhibit C**

#### Description of Operations for Conexant Digital Television (Chengdu) Co. Ltd.

##### People and Operations

- Over 50 individuals primarily focused on research and development supporting several company-wide product lines, as well as support for regional supply chain operations and regional administration.

##### Financials

- Entity spending is primarily for payroll, rent, utilities and taxes.
- Other current assets include certain prepaid expenses.
- Other long-term assets include deferred taxes.

##### **Source of Information:**

Information in this report was provided by company management.

**Tab 10**

**Conexant Systems Singapore Pte. Ltd.**

**Exhibit A**

**Valuation Estimate for Conexant Systems Singapore Pte. Ltd.**

## **Exhibit A**

### Valuation Estimate for Conexant Systems Singapore Pte. Ltd.

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Brooktree Broadband Holding, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Systems Singapore Pte. Ltd.**

**Exhibit B-1**

**Balance Sheet for Conexant Systems Singapore Pte. Ltd.**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$138,132	\$180,159
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	7,363	8,441
Other current assets	21,503	20,143
Total current assets	166,998	208,742
Property, plant and equipment, net of accumulated depreciation and amortization	37,556	48,828
Goodwill	0	0
Intangible assets	0	0
Other long term assets	0	0
Total Assets	<u>\$204,554</u>	<u>\$257,570</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$13,679	\$0
Inter company liability	(290,795)	(176,142)
Accrued compensation & benefits	109,875	76,930
Restructuring and reorganizational liabilities	0	0
Other current liabilities	15,973	17,359
Total current liabilities	(151,268)	(81,853)
Notes payable	0	0
Deferred tax liability	4,759	4,789
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	(146,509)	(77,064)
Shareholders' equity	351,064	334,635
Total liabilities and shareholders' equity	<u>\$204,554</u>	<u>\$257,570</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Systems Singapore Pte. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>0</u>
Operating income (loss)	0	0
Non-operating income (loss)	22,441	47,712
Interest income	0	0
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>22,441</u>	<u>47,712</u>
Tax provision	3,717	6,547
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$18,724</u></u>	<u><u>\$41,165</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

**Statement of Cash Flows for Conexant Systems Singapore Pte. Ltd.**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	(\$42,027)	(\$3,579)
Cash flows from investing activities		
Capital expenditures	<u>0</u>	<u>0</u>
Net cash provided (used) in investing activities	0	0
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$180,159	\$183,738
End of period	\$138,132	\$180,159

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Systems Singapore Pte. Ltd.  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$334,635	\$277,802
Comprehensive Net Income		
Net income	18,724	41,165
Other Comprehensive Income, net of tax	(2,295)	15,668
Dividends paid to parent	0	0
Balance, end of period	<u>\$351,064</u>	<u>\$334,635</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Systems Singapore Pte. Ltd.**

## **Exhibit C**

### Description of Operations for Conexant Systems Singapore Pte. Ltd.

#### People and Operations

- Individuals focused on support for regional supply chain operations, research and development support for the multi-function printer product lines, and sales support for regional customers.

#### Financials

- Entity spending is primarily for compensation and rent.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 11**

**Conexant Systems Private Ltd. (India)**

**Exhibit A**

**Valuation Estimate for Conexant Systems Private Ltd. (India)**

## **Exhibit A**

### **Valuation Estimate for Conexant Systems Private Ltd. (India)**

#### **Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

#### **Parent Entity(ies)**

#### **Ownership %**

Conexant, Inc.

99.00%

Conexant Systems, Inc.

1.00%

#### **Basis of Valuation:**

Not applicable

#### **Date of Valuation:**

Not applicable

#### **Valuation Method Used:**

Not applicable

#### **Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Systems Private Ltd. (India)**

**Exhibit B-1**

**Balance Sheet for Conexant Systems Private Ltd. (India)**  
**As of February 22, 2013 and September 28, 2012**

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
<u>Assets</u>		
Cash and cash items	\$2,698,780	\$2,840,141
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	0	0
Prepaid expenses	854,475	555,761
Other current assets	339,300	360,772
Total current assets	3,892,556	3,756,674
Property, plant and equipment, net of accumulated depreciation and amortization	134,671	169,563
Goodwill	0	0
Intangible assets	0	0
Other long term assets	1,159,524	1,170,185
Total Assets	<u>\$5,186,751</u>	<u>\$5,096,422</u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$105,154	\$87,025
Inter company liability	(1,420,028)	(1,354,402)
Accrued compensation & benefits	181,134	94,135
Restructuring and reorganizational liabilities	0	0
Other current liabilities	98,329	99,362
Total current liabilities	(1,035,411)	(1,073,880)
Notes payable	0	0
Deferred tax liability	(1,995,011)	(2,013,353)
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	0	0
Other long term liabilities	0	0
Total liabilities	(3,030,422)	(3,087,233)
Shareholders' equity	8,217,173	8,183,656
Total liabilities and shareholders' equity	<u>\$5,186,752</u>	<u>\$5,096,422</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Systems Private Ltd. (India)**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	(8)
Other general expenses	<u>0</u>	<u>6,169</u>
Operating income (loss)	0	(6,161)
Non-operating income (loss)	92,765	849,829
Interest income	70,563	105,149
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>163,328</u>	<u>948,817</u>
Tax provision	54,570	28,227
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$108,758</u></u>	<u><u>\$920,590</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

Statement of Cash Flows for Conexant Systems Private Ltd. (India)  
For Periods Ending February 22, 2013 and September 28, 2012

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	(\$129,608)	(\$562,729)
Cash flows from investing activities		
Capital expenditures	<u>(11,753)</u>	<u>(17,243)</u>
Net cash provided (used) in investing activities	(11,753)	(17,243)
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$2,840,141	\$3,420,112
End of period	\$2,698,780	\$2,840,141

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Systems Private Ltd. (India)  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$8,183,656	\$7,992,968
Comprehensive Net Income		
Net income	108,758	920,589
Other Comprehensive loss, net of tax	(75,241)	(729,902)
Dividends paid to parent	0	0
Balance, end of period	<u>\$8,217,173</u>	<u>\$8,183,656</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Systems Private Ltd. (India)**

## **Exhibit C**

### Description of Operations for Conexant Systems Private Ltd. (India)

#### People and Operations

- Over 40 individuals focused on research and development supporting several company-wide product lines and on global IT and administration support.

#### Financials

- Certain historical tax returns and audit findings are subject to ongoing appeal and dispute.
- Cash balance reflects support for ongoing appeal of historical tax audit rulings; appeal of rulings may take several years to resolve.
- Current assets include tax refund receivables, prepaid taxes and interest receivables.
- Other long-term assets include deferred taxes, deposits, and other assets.

#### **Source of Information:**

Information in this report was provided by company management.

**Tab 12**

**Conexant Foreign Sales Corporation (Barbados)**

**Exhibit A**

**Valuation Estimate for Conexant Foreign Sales Corporation (Barbados)**

## **Exhibit A**

### **Valuation Estimate for Conexant Foreign Sales Corporation (Barbados)**

**Estimate of Value**

\$0

No recent valuation has been conducted because local entity is not a stand-alone entity.

**Parent Entity(ies)**

Conexant Systems Worldwide, Inc.

**Ownership %**

100.00%

**Basis of Valuation:**

Not applicable

**Date of Valuation:**

Not applicable

**Valuation Method Used:**

Not applicable

**Source of Information:**

Information in this report was provided by company management.

**Exhibit B**

**Financial Information for Conexant Foreign Sales Corporation (Barbados)**

**Exhibit B-1**

**Balance Sheet for Conexant Foreign Sales Corporation (Barbados)**  
**As of February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
<u>Assets</u>		
Cash and cash items	\$0	\$0
Accounts and notes receivable (non-affiliates), net of allowances	0	0
Accounts due from affiliates	0	0
Inventories		
Work in Process	0	0
Finished goods	0	0
Reserves	0	0
Total inventories	<u>0</u>	<u>0</u>
Prepaid expenses	0	0
Other current assets	<u>0</u>	<u>0</u>
Total current assets	0	0
Property, plant and equipment, net of accumulated depreciation and amortization	0	0
Goodwill	0	0
Intangible assets	0	0
Other long term assets	0	0
 Total Assets	 <u><u>\$0</u></u>	 <u><u>\$0</u></u>
<u>Liabilities and Shareholders' Equity</u>		
Accounts and notes payable (non-affiliates)	\$0	\$0
Inter company liability	0	0
Accrued compensation & benefits	0	0
Restructuring and reorganizational liabilities	0	0
Other current liabilities	<u>0</u>	<u>0</u>
Total current liabilities	0	0
Notes payable	0	0
Deferred tax liability	0	0
Asset retirement obligation	0	0
Accrued pension	0	0
Long term restructuring	0	0
Other long term liabilities	<u>0</u>	<u>0</u>
Total liabilities	0	0
Shareholders' equity	<u>0</u>	<u>0</u>
Total liabilities and shareholders' equity	<u><u>\$0</u></u>	<u><u>\$0</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-2**

**Statement of Income (Loss) for Conexant Foreign Sales Corporation (Barbados)**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net sales and gross revenues	\$0	\$0
Costs and expenses applicable to sales and revenues	<u>0</u>	<u>0</u>
Gross profit	0	0
Research and development expenses	0	0
Selling, general, and administrative expenses	0	0
Other general expenses	<u>0</u>	<u>0</u>
Operating income (loss)	0	0
Non-operating income (loss)	0	0
Interest income	0	0
Interest and amortization of debt discount	0	0
Income of loss before income tax expense	<u>0</u>	<u>0</u>
Tax provision	0	0
Equity in earnings of unconsolidated subsidiaries	0	0
Discontinued operations	0	0
Net Income	<u><u>\$0</u></u>	<u><u>\$0</u></u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-3**

**Statement of Cash Flows for Conexant Foreign Sales Corporation (Barbados)**  
**For Periods Ending February 22, 2013 and September 28, 2012**

	<u>Year to date</u> <u>February 22, 2013</u>	<u>Prior Fiscal Year</u> <u>September 28, 2012</u>
Net cash provided (used) by operating activities	\$0	\$0
Cash flows from investing activities		
Capital expenditures	<u>0</u>	<u>0</u>
Net cash provided (used) in investing activities	0	0
Cash flows provided (used) by financing activities		
Dividend to parent	<u>0</u>	<u>0</u>
Net cash provided (used) in financing activities	\$0	\$0
Cash and cash equivalents		
Beginning of period	\$0	\$0
End of period	\$0	\$0

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit B-4**

Statement of Changes in Shareholders' Equity (Deficit) for  
 Conexant Foreign Sales Corporation (Barbados)  
 For Periods Ending February 22, 2013 and September 28, 2012

	Year to date February 22, 2013	Prior Fiscal Year September 28, 2012
Balance, beginning of period	\$0	\$0
Comprehensive Net Income		
Net income	0	0
Other Comprehensive Income, net of tax	0	0
Dividends paid to parent	0	0
Balance, end of period	<u>\$0</u>	<u>\$0</u>

Information in this report was provided by company management.

Note: Financials reflect (i) FY 2012 and (ii) fiscal year-to-date through fiscal month ending February 2013.

**Exhibit C**

**Description of Operations for Conexant Foreign Sales Corporation  
(Barbados)**

## **Exhibit C**

### Description of Operations for Conexant Foreign Sales Corporation (Barbados)

#### People and Operations

- No employees

#### Financials

- Conexant Foreign Sales Corporation is a dormant entity that the Debtors do not intend to utilize in the foreseeable future.

#### **Source of Information:**

Information in this report was provided by company management.