

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

In re:	)	Chapter 11
	)	
CONEXANT SYSTEMS, INC.; <i>et al.</i> , <sup>1</sup>	)	Case No. 13-10367 (MFW)
	)	
Debtors.	)	Jointly Administered
	)	<b>Re: Docket No. 107, 148</b>

**ORDER AUTHORIZING THE DEBTORS  
TO ENTER INTO A (I) NEW REAL PROPERTY  
LEASE FOR THE DEBTORS' CORPORATE HEADQUARTERS  
AND (II) LETTER OF CREDIT WITH U.S. BANK RELATED THERETO**

Upon consideration of the motion to enter into new lease agreement (the "*Motion*")<sup>2</sup> of the above-captioned debtors and debtors in possession (collectively, the "*Debtors*") for entry of an order (this "*Order*") authorizing entry into and performance under (a) the New Headquarters Lease, attached hereto as **Exhibit 1** and (b) the letter of credit arrangement (the "*Letter of Credit*") with U.S. Bank, as contemplated by the terms of the New Headquarters Lease, attached hereto as **Exhibit 2**, pursuant to section 363(b) of the Bankruptcy Code; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors and all other parties in interest; and the Debtors having

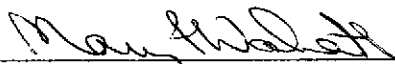
<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Conexant CP, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Motion.

provided appropriate notice of the Motion and the opportunity for a hearing on the Motion under the circumstances and no other or further notice need be provided; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted to the extent provided herein.
2. The Debtors are authorized to enter into the New Headquarters Lease.
3. The Debtors are authorized to enter into the Letter of Credit.
4. The Debtors and to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
5. Notwithstanding the possible applicability of Rules 6004, 7062 and 9014 of the Federal Rules of Bankruptcy Procedure, or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Wilmington, Delaware  
Date: April 10, 2013

  
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The Honorable Mary F. Walrath  
United States Bankruptcy Judge