

EXHIBIT B

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 (<u>MF</u> <u>W</u>)
Debtors.)	Joint Administration Requested <u>Jointly</u> <u>Administered</u>

**FINAL ORDER (I) DETERMINING
ADEQUATE ASSURANCE OF PAYMENT FOR
FUTURE UTILITY SERVICES, (II) PROHIBITING UTILITY
PROVIDERS FROM ALTERING, REFUSING OR DISCONTINUING UTILITY
SERVICE AND (III) ESTABLISHING ADEQUATE ASSURANCE PROCEDURES**

Upon the motion (the "*Motion*")² of the Debtors for entry of a final order (this "*Order*") pursuant to sections 105(a) and 366 of the Bankruptcy Code, (a) determining that the Utility Providers have been provided with adequate assurance of payment, (b) approving the Proposed Adequate Assurance, including the related Adequate Assurance Procedures, (c) prohibiting the Utility Providers from altering, refusing or discontinuing services on account of prepetition amounts outstanding or on account of any perceived inadequacy of the Debtors' proposed adequate assurance and (d) determining that the Debtors are not required to provide any additional adequate assurance beyond what is proposed by the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 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 in this District pursuant to 28 U.S.C. §§

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

1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and the Court having entered the *Interim Order (I) Determining Adequate Assurance of Payment for Future Utility Services, (II) Prohibiting Utility Providers from Altering, Refusing or Discontinuing Utility Service and (III) Establishing Adequate Assurance Procedures and Setting a Final Hearing* [Docket No. 42] (the "*Interim Order*"); and the Debtors having deposited the Adequate Assurance Deposit, in the amount of \$~~#####~~, 72,000, into the Utility Deposit Account pursuant to the Interim Order; and a hearing having been held to consider the relief requested in the Motion (the "*Hearing*"); and upon consideration of the First Day Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors' estates, their creditors and other parties in interest and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted on a final basis to the extent provided herein.
2. The relief provided in the Interim Order is approved on a final basis.
3. All Utility Providers are prohibited from altering, refusing or discontinuing service to the Debtors on account of any unpaid prepetition charges or the commencement of these chapter 11 cases, and the Adequate Assurance Deposit, together with the Debtors' ability to pay for future utility services in the ordinary course of business, shall constitute adequate assurance of future payment as required by section 366(b) of the Bankruptcy Code.

² Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

4. The Debtors are authorized, in their sole discretion, but after consultation with the Official Committee of Unsecured Creditors (the "Committee") to amend the Utility Service List to add or delete any Utility Provider. This Order shall apply to any such Utility Provider that is subsequently added to the Utility Service List, and the Debtors shall add to the Adequate Assurance Deposit an amount equal to the estimated projected amount of two weeks of utility service for each subsequently-added Utility Provider.

5. The Debtors are authorized to resolve, in their discretion, subject to obtaining the prepetition secured lender's consent and providing three business days' advance notice to the Committee, any request by a Utility Provider for additional or different adequate assurance of future payment (each, a "*Request*") by mutual agreement with any Utility Provider and without further order of the Court and, in connection with any such agreement, in their sole discretion, provide a Utility Provider with additional adequate assurance of payment, including cash deposits, prepayments and other forms of security, without further order of this Court if the Debtors believe such additional adequate assurance is reasonable.

6. For those Utility Providers that are added to the Utility Service List after the seventh day before the Final Hearing or after entry of the Final Order, the Debtors will serve a copy of the Motion, the Interim Order, this Order, the Utility Service List and a notice substantially in the form attached to the Interim Order as Exhibit 3 on such subsequently added Utility Provider. Such subsequently added entity shall then ~~have until 14 days from the date of service of such materials to~~ file a Request and serve it upon the following parties: (a) the Debtors, 4000 MacArthur Blvd., Newport Beach, California 92660, Attn: Dennis Gallagher, Esq.; (b) proposed counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, Esq.; (c) proposed co-counsel for the Debtors, Klehr Harrison

Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti, Esq.; (d) counsel to the senior secured noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Michael S. Stamer, Esq.; (e) counsel to Golden Gate Private Equity, Inc., DLA Piper, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601, Attn: Chris L. Dickerson, Esq.; (f) counsel to August Capital, Cooley LLP, 101 California Street, 5th Floor, San Francisco, California 94111-5800, Attn: Robert L. Eisenbach III, Esq.; (g) counsel to ~~any statutory committee appointed in these chapter 11 cases;~~ and (h) **the Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178, Attn: James S. Carr, Esq.;** (h) co-counsel to Committee, Womble Carlyle Sandridge & Rice, LLP, 22 Delaware Avenue, Suite 1501, Wilmington, Delaware 19801, Attn: Kevin Mangan, Esq.; and (i) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton, Esq.

7. The Adequate Assurance Deposit attributable to each Utility Provider shall be returned to the Debtors on the earlier of (a) the Debtors' termination of services from such provider or (b) the occurrence of the effective date of a plan of reorganization, consummation of a sale of the Debtors' pursuant to section 363 of the Bankruptcy Code or liquidation, if not applied earlier.

8. The Debtors shall serve a copy of this Order on each Utility Provider listed on the Utility Service List within three business days of the date when this Order is entered.

9. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, or budget in connection therewith approved by this Court in these cases.

10. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or the assumption or adoption of any agreement, contract or lease under section 365 of the Bankruptcy Code.

11. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

12. Notwithstanding Bankruptcy Rule 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

13. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Date: April , 2013
Wilmington, Delaware

The Honorable Mary F. Walrath
United States Bankruptcy Judge