

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)
)	Re: 98
Debtors.)	Jointly Administered

**CONSENT ORDER GRANTING MOTION OF
COMERICA BANK FOR RELIEF FROM THE AUTOMATIC STAY**

Upon the motion, dated February 6, 2013 (the "*Motion*")² filed by Comerica Bank ("*Comerica*"), seeking entry of an order, pursuant to section 362 of the Bankruptcy Code, granting relief from automatic stay, as more fully set forth in the Motion, and the Court finding that it has jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. § 1334(b); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. §§ 157 (b); and venue of the Motion and this case being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and any hearing thereon having been given to the parties in interest; and the Court having reviewed and considered the Motion; and the Debtors and the DIP Lender³ having

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.

² Capitalized terms used but not defined in this Order shall have the meanings ascribed to such terms in the Motion.

³ As defined in the *Interim Order Pursuant to 11 U.S.C. §§ 105, 361, 362, 363(c), 363(E), 364 and 507 and Fed. R. Bankr. P. 2002, 4001 and 9014 (I) Authorizing the Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing the Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy Code, (III) Granting Liens and Super-priority Claims, (IV) Granting Adequate Protection to the* (Continued...)

consented to the entry of this Order; and no objections to the Motion having been filed; and the Court having determined that the legal and factual bases set forth in the Motion and any hearing thereon establish just case for the relief granted herein, it is hereby:

ORDERED, DECREED AND ADJUDGED THAT:

1. The relief requested in the Motion is granted as provided for in this Order.
2. Comerica is granted relief from the automatic stay to (i) reimburse itself from funds in Business Money Market Account No. 1851-480234 in the name of Conexant Systems, Inc. maintained at Comerica (the "*Account*") with respect to any draws on letters of credit nos. 615453, 635577, 644789, 595628 and 650154; and (ii) pay or reimburse itself, from funds in the Account, any fees and expenses that Comerica is entitled to from the Debtors under the Agreements, including interest and legal fees and expenses.
3. To the extent letters of credit nos. 615453, 635577, 644789, 595628 and 650154 are surrendered, expire or are otherwise terminated without being properly drawn in accordance with their terms, Comerica shall promptly thereafter return to the Debtors any funds remaining in the Account that correspond to such letter of credit. Upon receipt of any funds, the Debtors shall, to the extent any amounts remain outstanding under the DIP Credit Agreement (as defined in the Interim DIP Order), apply such funds as DIP Collateral in the manner provided for in the DIP Credit Agreement and the Interim DIP Order (or any Final order with respect thereto).
4. Comerica is authorized to take all action necessary to effectuate the relief granted pursuant to this Order.

Prepetition Secured Parties and (V) Scheduling a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(B) and (C)
[Docket No. 86] (the "*Interim DIP Order*").

5. This Order shall be effective immediately and is not stayed under Rule 4001(a)(3) of the Federal Rules of Bankruptcy Procedure.

6. This Court shall retain exclusive jurisdiction over any matters relating to or arising from the Motion or the implementation of this Order.

Date: April 11, 2013
Wilmington, Delaware

Matthew Walcott
United States Bankruptcy Judge

CONSENTED TO BY:

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