

**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)
)	
Debtors.)	Jointly Administered
)	
)	Related to Docket No. 83

**ORDER AUTHORIZING THE EMPLOYMENT AND
RETENTION OF KLEHR HARRISON HARVEY BRANZBURG LLP AS
CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “*Application*”)² of the Debtors for entry of an order (this “*Order*”) pursuant to sections 327(a) and 330 of the Bankruptcy Code, Rules 2014(a) and 2016 of the Bankruptcy Rules and Rules 2014-1 and 2016-1 of the Local Rules, authorizing the Debtors to retain and employ Klehr Harrison as their co-counsel in accordance with the terms and conditions set forth in the Engagement Letter attached hereto as **Exhibit 1**, *nunc pro tunc* to the Petition Date, all as more fully described in the Application and the Pacitti Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the

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 otherwise defined herein shall have the meanings set forth in the Application.

Application being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Application (the "*Hearing*"); and upon consideration of the First Day Declaration, the Pacitti 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 Application 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 Application and the Pacitti Declaration establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and the Court being satisfied based on the representations made in the Application and the Pacitti Declaration that (a) Klehr Harrison does not hold or represent an interest adverse to the Debtors' estates and (b) Klehr Harrison is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code as required by section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Application is granted to the extent provided herein, *nunc pro tunc* to the Petition Date.

2. In accordance with sections 327(a) and 330 of the Bankruptcy Code, Rules 2014(a) and 2016 of the Bankruptcy Rules and Rules 2014-1 and 2016-1 of the Local Rules, the Debtors are authorized to employ and retain Klehr Harrison in accordance with the terms and conditions set forth in the Engagement Letter.

3. The provisions set forth in the Engagement letter are approved.

4. Klehr Harrison shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the

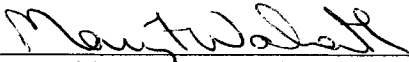
Local Rules, the U.S. Trustee Guidelines and any other applicable procedures and orders of the Court.

5. The Debtors and Klehr Harrison are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

6. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.

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

Date: April 11, 2013
Wilmington, Delaware



Honorable Mary F. Walrath
United States Bankruptcy Judge