

Exhibit B

Severance Declaration

of certain of the Debtors' employees regarding their job security as a consequence of the filing of the chapter 11 cases and the ongoing operational consolidation. In my opinion, for the reasons stated below, approval of the Severance Program Motion will alleviate the concern of these employees, thereby preserving and maximizing value for the estates by enabling them to focus their attention on the operation of the business.

3. I am authorized to submit this declaration on behalf of the Debtors. All facts set forth herein are based upon my personal knowledge of the Debtors' operations and finances, information learned from my review of relevant documents, and/or information supplied to me by other members of the Debtors' management. If called upon to testify, I would testify to the facts set forth herein on that basis.

Background

4. In an effort to facilitate a comprehensive restructuring of the Debtors' businesses, on the date hereof (the "***Petition Date***"), each of the Debtors filed a petition with this Court under chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***").

5. Over the past several months, the Debtors, with the assistance of their advisors, have developed a plan to optimize their operations by focusing more on their core and growth product lines, and exiting unprofitable legacy businesses. To ensure the future viability of their operations the Debtors have taken steps to reduce costs and increase productivity. This has forced the Debtors to make difficult decisions regarding workforce reduction. From 2006 to 2011, the Debtors and their non-Debtor affiliates reduced their workforce from approximately 3,120 employees to just over 406 worldwide. This includes the most reduction in the Debtors' workforce by 25 employees immediately before the Petition Date.

The Debtors' Workforce

6. The Debtors currently employ approximately 205 employees. The commencement of these chapter 11 cases has, predictably, caused uncertainty and concern among certain employees because it is unclear how these chapter 11 cases will conclude and whether the company will have positions for all of the employees. As stated previously, in an effort to realize cost savings and improve financial performance in the period leading up to and during the chapter 11 cases, the Debtors have taken certain cost-controlling measures which have resulted in, among other things, a reduction in force in days leading up to the filing. In my opinion, these events, coupled with the continuing postpetition consolidation, have further increased uncertainty and concern among certain of the Debtors' employees.

7. In light of this volatile transition period, I believe that implementation of the Severance Program payment of the Severance Obligations is necessary to sustain the morale of the Debtors' current employees. Employee support for the Debtors' reorganization efforts is critical to the success and viability of the Debtors' businesses and these chapter 11 cases. The Debtors operate in a highly competitive marketplace. In the fast-evolving technology industry, particularly where employees hold institutional knowledge, the Debtors' employees are the lifeline of their operations. Maintaining an innovative and dependable workforce ensures that the Debtors are able to keep pace with competitors, continually upgrade existing products and develop new products. The Debtors' success is inextricably tied to their ability to maintain their valuable workforce. A stable severance program lowers the risk that employees will terminate their employment.

8. Moreover, the Debtors' reputation as a cutting-edge developer amongst their customers and in the general marketplace is based in large part on the achievements and capabilities of their workforce. The Debtors are actively engaged in marketing several products

in the early development stage to key customers. Any risk to such development resulting from workforce instability could drastically impact the Debtors' reputation and sales efforts. At this early stage of these chapter 11 cases, the Debtors cannot risk the substantial damage to their business that would likely attend any decline in their employees' morale or risk of employee departures attributable to the Debtors' failure to pay severance.

Development of the Severance Program

9. Prior to filing these chapter 11 cases, the Debtors did not have a severance policy known to Employees that was consistently applied throughout the organization. Given the lack of an official severance policy, the commencement of these chapter 11 cases and management's ongoing efforts to control costs, many employees perceive a lack of job security. I believe this perception is expected to reduce the employees' incentives to perform at maximum levels, lower morale in the workforce, distract employees from their duties and cause some employees to seek alternative employment.

10. Recognizing the negative impact of such uncertainty and the importance of maintaining positive morale among their workforce, the Debtors' senior management worked with their advisors and the Debtors' secured lender (the "*Prepetition Secured Lender*") to develop a severance program (the "*Severance Program*"). I believe that the Severance Program will help alleviate concerns of the Debtors' workforce by increasing job security and ensuring operational stability. In formulating the terms of the Severance Program, the Debtors balanced the importance of maintaining a stable and productive workforce with the financial constraints under which the Debtors now operate as a chapter 11 debtor.

11. Despite facing a significant deficiency claim, the Prepetition Secured Lender, believing in the Debtors' going-concern potential and in agreement with the Debtors' concerns over workforce stability, supports the Severance Program. The Severance Program provides

terminated employees severance payments ranging from two to four weeks of pay depending on their length of employment in addition to certain Consolidated Omnibus Budget Reconciliation Act (“*COBRA*”) benefits. The Severance Program applies only to the Debtors’ non-insider employees, including those terminated immediately before to the Petition Date, who meet the criteria set forth in the Severance Program.

12. None of the Eligible Employees that the Debtors seek to pay Severance Obligation are “insiders,” as that term is defined in section 101(31) of the Bankruptcy Code. Nor are any of the Eligible Employee officers, directors or senior executives of the Debtors with a control position. Instead, the Eligible Employees are “rank and file” employees.²

Terms of the Severance Program

13. Benefits under the Severance Program will be provided only to those employees of the Debtors (each, an “*Eligible Employee*”): (i) who are not directors, officers or senior executives of the Debtors with the ability to exert control over corporate policy or decision making, (ii) who work on a full time basis and (iii) whose employment is terminated involuntarily by the Debtors. Employees who are terminated for cause are not eligible for payments under the Severance Program.

14. Under the Severance Program, Eligible Employees will receive a one-time lump-sum payment and certain COBRA benefits based upon the service time and the base wage paid to the Eligible Employee at the time of termination; benefits under the Severance Program do not include, bonus, commissions or other similar reimbursements.

15. Any payments under the Severance Plan are contingent on the terminated employee’s execution of a release agreement, whereby the employee releases all claims against

² In this regard, although certain eligible Employees do have the title of “Vice President” and “Director”, they are not corporate officers of the Debtors with a position of control at the company.

the Debtors and agrees, among other things, to not disclose confidential information, solicit the Debtors' employees or disparage the Debtors for a certain period of time. The Debtors believe that the Severance Plan will help reduce the time and expense that in the absence of a severance program and the assertion of claims by employees. Further, the amount of Severance Obligations will be reduced by any legally required payment under the Worker Adjustment and Retraining Notification Act ("**WARN**") or any similar state law.

16. Based on my knowledge and experience as the Debtors' President and Chief Executive Officer, I believe that implementation of the Severance Program is in the best interests of the Debtors and their estates. Implementation of the Severance Program will enhance current Eligible Employees' focus, morale and loyalty during this critical stage of the Debtors' chapter 11 cases. Without implementation of the Severance Program, the morale and focus of the Eligible Employees would suffer due to anxiety over termination.

17. Given the expected benefits from the Severance Program in the form of employee motivation and enhanced enterprise value, I believe that the Severance Program is a reasonable and efficient means of maximizing value for the estates. The Severance Program is carefully designed and tailored to provide the necessary focus and morale boost to those employees most impacted by the chapter 11 cases. In light of the substantial benefits that will be realized by implementing the Severance Program, and given the size and potential values involved in the chapter 11 cases, in my opinion, the projected cost is more than reasonable.

18. For the reasons discussed above, I believe implementation of the Severance Program will serve to improve focus and morale, and engender continuing loyalty, among the Eligible Employees, and therefore is in the best interests of the estates because it will motivate

the Eligible Employees to maximize the value of the estates by enhancing financial and operating results.

19. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Wilmington, Delaware
Dated: February 28, 2013

By:

Sailesh Chittipeddi, Ph.D.
President and Chief Executive Officer
Conexant Systems, Inc.