

**Exhibit 2**

**Compensation Procedures**

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

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

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**COMPENSATION PROCEDURES**

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Pursuant to the *Order Authorizing the Retention and Compensation of Certain Professionals Utilized in the Ordinary Course of Business* (the “**Order**”), the following compensation procedures (collectively, the “**Compensation Procedures**”) shall apply to the employment and retention of certain professionals utilized in the ordinary course of business (each, an “**OCP**” and collectively, the “**OCPs**”) in the chapter 11 cases of the above-captioned debtors (collectively, the “**Debtors**”), except in the event that an order of the Court approving the employment and retention of an OCP provides for different procedures with respect to the compensation of such OCP:

- a. Before: (a) the later of thirty (30) days after entry of this Order for OCPs listed on **Exhibit 1**, or thirty (30) days after the filing of a supplemental notice for OCP not listed on **Exhibit 1** (each, an “**OCP Notice**”); or (b) the payment of any such OCP for services provided to the Debtors, each OCP shall file with this Court a declaration of disinterestedness (each a “**Declaration of Disinterestedness**”), substantially in the form attached as **Exhibit 3** to the Order, and serve upon: (a) the Debtors, 4000 MacArthur Blvd., Newport Beach, California 92660, Attn: Dennis Gallagher, Esq.; (b) proposed counsel for the

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<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 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.

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) proposed counsel to the Official Committee of Unsecured Creditors, Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178, Attn: Craig A. Wolfe, Esq.; (e) 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.; (f) counsel to Golden Gate Private Equity, Inc., DLA Piper, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601, Attn: Chris L. Dickerson, Esq.; (g) counsel to August Capital, Cooley LLP, 101 California Street, 5th Floor, San Francisco, California 94111-5800, Attn: Robert L. Eisenbach III, Esq.; (h) counsel to the Committee of Unsecured Creditors (the "**Committee**"), Kelley Drye & Warren LLP, 101 Park Avenue, New York, New York 10178, Attn: James S. Carr, Esq.; (i) co-counsel to the Committee, Womble Carlyle Sandridge & Rice, LLP, 222 Delaware Avenue, Suite 1501, Wilmington, Delaware, 19801, Attn: Kevin J. Mangan, Esq.; (j) all persons or entities that have requested notice of the proceedings in these chapter 11 cases and (k) 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. (each a "**Notice Party**," and, collectively the "**Notice Parties**").

- b. The Notice Parties shall have 14 days after the service of each OCP's Declaration of Disinterestedness to object to the retention of such OCP (the "**Objection Deadline**"). The objecting party shall serve any such objection upon the Notice Parties and the respective OCP on or before the Objection Deadline. If any such objection cannot be resolved within 14 days of its receipt, the matter shall be scheduled for hearing before the Court at the next regularly scheduled omnibus hearing date that is no less than 14 days from that date or on a date otherwise agreeable to the parties thereto.
- c. If no objection is received from any of the Notice Parties by the Objection Deadline with respect to any particular OCP, then retention of the OCP shall be deemed approved by the Court without hearing or further order and the

Debtors shall be authorized to retain and pay each such OCP (to the extent an objection was not filed). The Debtors shall be authorized to retain such OCP as of the date each such OCP commenced providing services to the Debtors and pay such OCP as set forth below.

- d. The Debtors reserve the right to modify the list of OCPs as necessary to add or remove OCPs, from time to time, in their sole discretion. In the event an OCP is added, the Debtors propose to file an OCP Notice and to serve each OCP Notice on the Notice Parties. Additionally, each additional OCP listed in the OCP Notice shall serve a Declaration of Disinterestedness on the Notice Parties.
- e. The Debtors shall be authorized to pay, without formal application to the Court by any OCP, 100% of fees and disbursements to each of the OCPs retained pursuant to these procedures (including the filing of a Declaration of Disinterestedness) upon the OCP's submission of an appropriate invoice setting forth in reasonable detail the nature of the services rendered and expenses incurred after the Petition Date; *provided, however*, that each OCP's fees, excluding costs and disbursements, may not exceed \$45,000 per month on average over a rolling three month period while these chapter 11 cases are pending (the "**OCP Cap**"); *provided, further*, that the total amount disbursed for the duration of the case, for each OCP, does not exceed \$500,000 per OCP (the "**OCP Case Cap**"), it being understood that any OCP that exceeds the OCP Case Cap may file a retention application in these chapter 11 cases.
- f. Any payments to an OCP in excess of the OCP Cap shall be subject to approval of the Court in accordance with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the Fee Guidelines promulgated by the Executive Office of the United States Trustee and any applicable orders of the Court. The U.S. Trustee reserves the right to request that any professional who is regularly exceeding the cap be retained by the Debtors under section 327(e) of the Bankruptcy Code.
- g. The Debtors may not make any payments to any OCP until (a) the OCP has filed the Declaration of Disinterestedness in accordance with the provisions of this Order and the Objection Deadline has expired with no related objections having been filed, or (b) if a properly-filed Declaration of Disinterestedness and a related objection are filed, until

such objection is resolved or withdrawn, or such retention is approved by the Court.

- h. Beginning on May 31, 2013, and in three month increments thereafter in which these chapter 11 cases are pending (each, a "*Quarter*"), the Debtors shall file with the Court and serve on the Notice Parties, no later than 25 days after the conclusion of such Quarter, a statement with respect to each OCP paid during the immediately preceding three month period. Each OCP's statement shall include the following information: (i) the name of the OCP; (ii) the aggregate amounts paid as compensation for services rendered and reimbursement of expenses incurred by that OCP during the reported Quarter; (iii) all postpetition payments made to that OCP to date; and (iv) a general description of the services rendered by that OCP.