

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

---

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

---

**NOTICE OF AGENDA OF MATTERS SCHEDULED  
FOR HEARING ON APRIL 19, 2013 AT 11:30 A.M. (ET)<sup>2</sup>**

MATTERS GOING FORWARD:

1. Debtors’ Motion for Entry of Interim and Final Orders 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 Debtors to Obtain Postpetition Financing Pursuant to Section 364 of the Bankruptcy Code, (II) Authorizing 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 Prepetition Secured Parties and (V) Scheduling a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (c)] [Docket No. 5], filed 2/28/2013]

Objection Deadline: April 3, 2013 (extended until April 17, 2013 at noon for the Committee).

Related Documents:

- A. Order (Interim) Pursuant to 11 U.S.C. Sections 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 Use of Cash Collateral Pursuant to Section 363 of the Bankruptcy

<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); Conexant Systems Worldwide, Inc. (0601). The Debtors’ main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

<sup>2</sup> A copy of each pleading referenced herein can be viewed on the Court’s website at <https://ecf.deb.uscourts.gov> and at the website of the Debtors’ proposed notice and claims agent, BMC Group, Inc., at [www.bmcgroup.com/conexant](http://www.bmcgroup.com/conexant). Further information may be obtained by calling (888) 909-0100.

Code, (III) Granting Liens and Super-Priority Claims, (IV) Granting Adequate Protection to the Prepetition Secured Parties and (V) Scheduling a Final Hearing Pursuant to Fed. R. Bankr. P. 4001(b) and (c) [Docket No. 44; filed 3/1/2013]

Status: This matter will go forward. The Debtors are working with the debtor in possession lender and counsel to the statutory committee of unsecured creditors (the "Committee") to incorporate comments and present a fully consensual order (consistent with the agreement among the Debtors, the secured lender/debtor-in-possession lender and the Committee that will be reflected in the revised chapter 11 plan of reorganization that the Debtors intend to file before the hearing).

2. Debtors' Motion for Entry of Interim and Final Orders Authorizing the Debtors to Pay Prepetition Obligations of Certain Foreign Vendors and Lien Claimants [Docket No. 8, filed 2/28/2013]

Objection Deadline: April 3, 2013 (extended until April 17, 2013 at noon for the Committee).

Related Documents:

- A. Order (Interim) Authorizing the Debtors to Pay Prepetition Claims of Certain Foreign Vendors and Lien Claimants [Docket No. 40; filed 3/1/2013]

Status: This matter will go forward. The Debtors are working with Committee to incorporate comments and present a fully consensual order.

3. Debtors' Motion for Entry of Interim and Final Orders Authorizing, but Not Directing, the Debtors to Maintain and Administer Customer Programs and Honor Prepetition Obligations Related Thereto [Docket No. 9, filed 2/28/2013]

Objection Deadline: April 3, 2013 (extended until April 17, 2013 at noon for the Committee).

Related Documents:

- A. Order (Interim) Authorizing, But Not Directing, the Debtors to Maintain and Administer Customer Programs and Honor Prepetition Obligations Related Thereto [Docket No. 41; filed 3/1/2013]

Status: This matter will go forward. The Debtors are working with Committee to incorporate comments and present a fully consensual order.

4. Debtors' Motion for Entry of an Order (A) Approving the Disclosure Statement; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Plan [Docket No. 14; filed 2/28/2013]

Objection Deadline: April 3, 2013 (extended until April 17, 2013 at noon for the Committee).

Related Documents:

- A. Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 12; filed 2/28/13]
- B. Disclosure Statement for the Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code [Docket No. 13; filed 2/28/13]
- C. Notice of Disclosure Statement Hearing [Docket No. 61; filed 3/4/13].

Status: This matter will go forward. The Debtors are working with the secured lender/debtor-in-possession lender and the Committee to revise the chapter 11 plan of reorganization to incorporate an agreement among the parties that resolves all potential objections from the Committee; the Debtors intend to file a revised chapter 11 plan before the hearing. Additionally, the office of the United States Trustee has informed the Debtors that it has certain statements to be made on the record at the hearing to preserve potential confirmation objections, but has no objection to the proposed disclosure statement.

5. Debtors' Motion for Entry of an Order Pursuant to 11 U.S.C. §§ 363(B) and 503(C) Authorizing the Debtors to Implement a Severance Program and Pay Certain Severance Payments to Employees Terminated Prepetition [Docket No. 16; filed 2/28/2013]

Objection Deadline: April 3, 2013 (extended until April 17, 2013 at noon for the

Committee).

Related Documents:

- A. Notice of Filing Motions to be Heard on April 10, 2013 at 11:30 a.m. [Docket No. 62; filed 3/4/13]

Status: This matter will go forward.

- 6. Debtors' Motion for Entry of an Order Authorizing, But Not Directing, the Debtors to Pay Certain Taxes and Fees [Docket No. 17 filed on 2/28/2013]

Objection Deadline: April 3, 2013, extended until April 17, 2013 at noon for the Committee.

Related Documents:

- A. Notice of Filing Motions to be Heard on April 10, 2013 at 11:30 a.m. [Docket No. 62; filed 3/4/13]

Status: This matter will go forward.

- 7. Debtors' Motion for Entry of an Order Authorizing the Rejection of Certain Unexpired Leases, Effective *Nunc Pro Tunc* to The Petition Date [Docket No. 18; filed 2/28/2013].

Objection Deadline: April 3, 2013, extended until April 17, 2013 at noon for the Committee.

Related Documents:

- A. Notice of Filing Motions to be Heard on April 10, 2013 at 11:30 a.m.

Responses Received:

- A. Objection to Motion to Reject Lease or Executory Contract Motion for Entry of an Order Authorizing the Rejection of Certain Unexpired Leases, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 130; filed 4/3/2013]
- B. Objection to Debtors' Motion for Entry of an Order Authorizing the Rejection of Certain Unexpired Leases, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 138; filed 4/5/2013]

- C. CCH Incorporated's Limited Objection to Debtors' Motion for Entry of an Order Authorizing the Rejection of Certain Unexpired Leases, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 139; filed 4/5/2013]

Status: This matter will go forward. The Debtors are working with the secured lender/debtor-in-possession lender and the Committee to revise the proposed order to incorporate agreements with each of the three objectors.

8. Debtors' Application to Employ and Retain Alvarez & Marsal North America, LLC as Financial Advisor to the Debtors and Debtors in Possession Pursuant to Sections 327(a) and 328 of the Bankruptcy Code [Docket No. 70; filed 3/6/2013]

Objection Deadline: April 3, 2013, extended until April 17, 2013 at noon for the Committee.

Status: This matter will go forward.

9. Debtors' Application for Entry of an Order Authorizing the Employment and Retention of BMC Group, Inc. as Administrative Agent, Effective *Nunc Pro Tunc* to the Petition Date [Docket No. 90; filed 3/15/2013]

Objection Deadline: April 3, 2013, extended until April 17, 2013 at noon for the Committee.

Status: This matter will go forward.

10. Motion for Entry of Order Authorizing Conexant Systems, Inc. to Enter Into a New Warehouse Real Property Lease in Connection with the Debtors' New Headquarters Lease [Docket No. 173; Filed on 4/12/2013]

Objection Deadline: April 18, 2013 at 11:00 a.m.

Related Documents:

- A. Motion to Shorten Notice with Respect to Motion for Entry of Order Authorizing Conexant Systems, Inc. to Enter Into a New Warehouse Real Property Lease in Connection with the Debtors' New Headquarters Lease [Docket No. 174; Filed on 4/12/2013].
- B. Order Granting Motion to Shorten Notice with Respect to Motion for Entry of Order Authorizing Conexant Systems, Inc. to Enter

Into a New Warehouse Real Property Lease in Connection with the Debtors' New Headquarters Lease [Docket No. 176; Entered on 4/15/2013].

Status: This matter will go forward.

Dated: April 17, 2013  
Wilmington, Delaware

*/s/ Domenic E. Pacitti*

---

Domenic E. Pacitti (DE Bar No. 3989)  
Michael W. Yurkewicz (DE Bar No. 4165)  
KLEHR HARRISON HARVEY  
BRANZBURG LLP  
919 N. Market Street, Suite 1000  
Wilmington, Delaware 19801  
Telephone: (302) 426-1189  
Facsimile: (302) 426-9193

- and -

Morton Branzburg (admitted *pro hac vice*)  
1835 Market Street, Suite 1400  
Philadelphia, Pennsylvania 19103  
Telephone: (215) 569-2700  
Facsimile: (215) 568-6603

- and -

Paul M. Basta (admitted *pro hac vice*)  
Joshua A. Sussberg (admitted *pro hac vice*)  
Christopher T. Greco (admitted *pro hac vice*)  
KIRKLAND & ELLIS LLP  
601 Lexington Avenue  
New York, New York 10022-4611  
Telephone: (212) 446-4800  
Facsimile: (212) 446-4900

*Proposed Co-Counsel to the Debtors  
and Debtors in Possession*