

Exhibit A

Proposed Order

**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 ()
)	
Debtors.)	Joint Administration Requested
)	

**ORDER AUTHORIZING THE DEBTORS' MOTION
FOR ENTRY OF AN ORDER AUTHORIZING REJECTION OF CERTAIN
UNEXPIRED LEASES, EFFECTIVE *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the motion (the "*Motion*")² of the Debtors for entry of an order authorizing the rejection of the Office Leases, as specified on Exhibit 1 annexed hereto, effective on the Effective Date, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. § 1408; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the "*Hearing*"); and upon consideration of 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 Motion 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 Motion establish just cause for the relief

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 Motion.

granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted to the extent set forth herein.
2. Pursuant to section 365 of the Bankruptcy Code and Bankruptcy Rule 6006, the Debtors' rejection of the Rejected Leases included on Exhibit 1 as of the Petition Date is approved.
3. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such motion and the requirements of the Bankruptcy Rules and the Local Rules are satisfied by such notice.
4. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.
6. This Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Date: _____, 2013
Wilmington, Delaware

United States Bankruptcy Judge

Exhibit 1 to Exhibit A

Rejected Leases

Counterparty	Property Name	Property Address	Debtor	Property Manager	Lease Expiration Date
Lessor: ELPF Scranton Road LP 200 E Randolph Street, Suite 4400 Chicago, IL 60601 Payment P.O. Box 31001-1524 Pasadena CA 91110-1524	Scranton Road	9808 and 9868 Scranton Road San Diego, CA 92121	Tenant: Conexant Systems Inc.	Linda Wise Senior Property Manager Cushman & Wakefield of San Diego, Inc. linda.wise@cushwake.com (856) 556-5694	06/20/2017
Lessor: Conexant Systems Inc	Scranton Road	9808 and 9868 Scranton Road San Diego, CA 92121	Tenant: CareFusion 303, Inc.		06/20/2015
Lessor: Conexant Systems Inc	Scranton Road	9808 and 9868 Scranton Road San Diego, CA 92121	Tenant: Applied Micro Circuits Corporation		06/19/2017
Lessor: Conexant Systems Inc	Scranton Road	9808 and 9868 Scranton Road San Diego, CA 92121	Tenant: Deli House		08/31/2017
Lessor: Conexant Systems Inc	Scranton Road	9808 and 9868 Scranton Road San Diego, CA 92121	Tenant: NXP Semiconductors USA, Inc.		3/31/2013

Counterparty	Property Name	Property Address	Debtor	Property Manager	Lease Expiration Date
Lessor: PRES-4340 Von Karman LP 4300 Von Karman Avenue, Newport Beach Payment PO Box 511438 Los Angeles CA 90051-8438	Mt. Fuji Koll Center Newport	4340 Von Karman Avenue Newport Beach, CA 92660	Tenant: Conexant Systems Inc.	David Bonaparte dbonaparte@presusa.com Office 949-442-5965 Cell 949-228-2299 PRES-4340 Von Karman 1201 Dove ST., Ste 100 Newport Beach, CA 92660	12/14/2016
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue, Suite 100 Newport Beach, CA 92660	Tenant: GIGACOM Semiconductor LLC (Chronicle Technology)		12/01/2016
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue Suite 110 Newport Beach, CA 92660	Tenant: Citivest Inc.		12/15/2016
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue Suite 140 Newport Beach, CA 92660	Tenant: MBit Wireless		03/31/2013
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue Suite 300 Newport Beach, CA 92660	Tenant: Alliance Acceptance Corporation		12/5/2016
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue Suite 200 Newport Beach, CA 92660	Tenant: Citivest Inc.		12/15/2016
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue Suite 310 Newport Beach, CA 92660	Tenant: CCH Incorporated		12/31/2014

Counterparty	Property Name	Property Address	Debtor	Property Manager	Lease Expiration Date
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue Suite 110 Newport Beach, CA 92660	Tenant: Medvision, Inc.		12/16/2016
Lessor: Conexant Systems Inc	Mt. Fuji	4340 Von Karman Avenue Suite 410 Newport Beach, CA 92660	Tenant: Bitcentral, Inc		12/05/2016