<u>Exhibit G</u>

Liquidation Analysis

LIQUIDATION ANALYSIS OF THE DEBTORS

Under the "best interests" of creditors test set forth in section 1129(a)(7) of the Bankruptcy Code, the Bankruptcy Court may not confirm a plan of reorganization unless the plan provides each holder of a claim or interest who does not vote in favor of the plan with property of a value, as of the effective date of the plan, that is not less than the amount that such holder would receive or retain if the debtor was liquidated under Chapter 7 of the Bankruptcy Code. To demonstrate that the proposed Plan satisfies the "best interests" of creditors test, the Debtors have prepared the following hypothetical liquidation analysis (the "***Liquidation Analysis***"),[1] based upon certain assumptions discussed in the Disclosure Statement and in the accompanying notes.

The Liquidation Analysis estimates potential Cash distributions to holders of Allowed Claims in a hypothetical Chapter 7 liquidation of all of the Debtors' assets. As such, asset values discussed in the Liquidation Analysis may differ materially from values referred to in the Plan and Disclosure Statement. The Debtors prepared the Liquidation Analysis with the assistance of their advisors.

The Debtors have prepared this Liquidation Analysis based on a hypothetical liquidation under Chapter 7 of the Bankruptcy Code. It is assumed, among other things, that the hypothetical liquidation under Chapter 7 would commence under the direction of a Court-appointed trustee and would continue for a period of time, during which time all of the Debtors' major assets would be sold or surrendered to the respective lien holders, and the cash proceeds, net of liquidation-related costs, would then be distributed to creditors in accordance with relevant law.

The determination of the costs of, and proceeds from, the hypothetical liquidation of the Debtors' assets in a Chapter 7 case is an uncertain process involving the extensive use of significant estimates and assumptions that, although considered reasonable by the Debtors, are inherently subject to significant business, economic, and competitive uncertainties and contingencies beyond the control of the Debtors, their management and their advisors. Inevitably, some assumptions in the Liquidation Analysis would not materialize in an actual Chapter 7 liquidation, and unanticipated events and circumstances could materially affect the ultimate results in an actual Chapter 7 liquidation.

The Debtors completed the Liquidation Analysis on a consolidated basis for all of the Debtor entities. While the Debtors are not seeking to substantively consolidate their estates, the Debtors do not believe that an entity by entity Liquidation Analysis would yield any material differences or change the projected recoveries to creditors in a hypothetical Chapter 7 liquidation. Specifically, by virtue of joint and several guarantees on the Debtors' secured indebtedness and the lack of assets in the Debtors' subsidiaries, the Debtors believed that performing the Liquidation Analysis on a consolidated basis was appropriate under the circumstances.

THE LIQUIDATION ANALYSIS IS NOT INTENDED AND SHOULD NOT BE USED FOR ANY OTHER PURPOSE. THE LIQUIDATION ANALYSIS DOES NOT PURPORT TO BE A VALUATION OF THE DEBTORS' ASSETS AS A GOING CONCERN, AND THERE MAY BE A SIGNIFICANT DIFFERENCE BETWEEN THE LIQUIDATION ANALYSIS AND THE VALUES THAT MAY BE REALIZED IN AN ACTUAL LIQUIDATION. THIS ANALYSIS IS BASED ON BOOK VALUES AS OF FEBRUARY 22, 2013, WHERE AVAILABLE, AND THE DEBTORS' BUSINESS JUDGMENT, WHERE BOOK VALUES ARE NOT AVAILABLE. THE RECOVERIES SHOWN DO NOT CONTEMPLATE A SALE OR SALES OF BUSINESS UNITS ON A GOING

[1] Capitalized terms used but not otherwise defined herein have the meanings ascribed to such terms in the *Joint Plan of Reorganization of Conexant Systems, Inc. and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the "***Plan***").

CONCERN BASIS. WHILE THE DEBTORS MAKE NO ASSURANCES, IT IS POSSIBLE THAT PROCEEDS RECEIVED FROM SUCH GOING CONCERN SALE(S) WOULD BE MORE THAN IN THE HYPOTHETICAL LIQUIDATION, THE COSTS ASSOCIATED WITH THE SALE(S) WOULD BE LESS, FEWER CLAIMS WOULD BE ASSERTED AGAINST THE BANKRUPTCY ESTATES AND/OR CERTAIN ORDINARY COURSE CLAIMS WOULD BE ASSUMED BY THE BUYER(S) OF SUCH BUSINESS(ES).

The underlying financial information in the Liquidation Analysis was not compiled or examined by any independent accountants. NEITHER THE DEBTORS NOR THEIR ADVISORS MAKE ANY REPRESENTATION OR WARRANTY THAT THE ACTUAL RESULTS WOULD OR WOULD NOT APPROXIMATE THE ESTIMATES AND ASSUMPTIONS REPRESENTED IN THE LIQUIDATION ANALYSIS. ACTUAL RESULTS COULD VARY MATERIALLY.

This Liquidation Analysis assumes that a liquidation of the Debtors would occur over approximately six months. It is assumed that the Chapter 7 trustee would immediately shut-down existing operations on the filing date and retain a small staff and advisors to liquidate all remaining assets in a timely manner and collect receivables.

The Liquidation Analysis should be read in conjunction with the following notes and assumptions:

1. *Dependence on assumptions.* The Liquidation Analysis depends on significant estimates and assumptions. The Liquidation Analysis is based on a number of estimates and assumptions that, although developed and considered reasonable by the management and advisors of the Debtors, are inherently subject to significant economic, business, regulatory and competitive uncertainties and contingencies beyond the control of the Debtors, their management and their advisors. Accordingly, there can be no assurance that the values reflected in this Liquidation Analysis would be realized if the Debtors were, in fact, to undergo such a liquidation and actual results could vary materially and adversely from those contained herein.

2. *Additional unsecured claims.* The cessation of business in a liquidation is likely to trigger certain claims that otherwise would not exist under a Plan absent a liquidation. Examples of these kinds of claims include various potential employee claims (for such items as severance and potential WARN Act claims), tax liabilities, claims related to the rejection of unexpired leases and executory contracts and other potential Allowed Claims. These additional claims could be significant and some would be entitled to priority in payment over general unsecured claims. Those priority claims would be paid in full from the liquidation proceeds before the balance would be made available to pay general unsecured claims or to make any distribution in respect of equity interests.

3. *Tax Consequences.* This Liquidation Analysis does not include estimates for the tax consequences, both foreign and domestic, that may be triggered upon the liquidation and sale events of assets in the manner described above. Such tax consequences may be material.

4. *Preference or fraudulent transfers.* No recovery or related litigation costs have been attributed to any potential avoidance actions under the Bankruptcy Code, including potential preference or fraudulent transfer actions due to, among other issues, uncertainty and anticipated disputes about these matters.

5. *Chapter 7 liquidation costs and length of liquidation process.* The Debtors have assumed that a liquidation would occur over approximately six months in order to pursue timely sales of

substantially all the remaining assets and collect receivables. This would include retaining a limited group of personnel to arrange distributions, and otherwise administer and close the estates. In an actual liquidation the wind down process and time period(s) could vary significantly thereby impacting recoveries. For example, the potential for priority, contingent and other claims, litigation, rejection costs and the final determination of Allowed Claims could substantially impact both the timing and amount of the distribution of the asset proceeds to the holders of such Allowed Claims. Accordingly, there can be no assurance that the values reflected in this Liquidation Analysis would be realized if the Debtors were, in fact, to undergo such a liquidation.

Pursuant to section 726 of the Bankruptcy Code, the allowed administrative expenses incurred by the Chapter 7 Trustee, including expenses affiliated with selling the Debtors' assets, will be entitled to payment in full prior to any distribution to Chapter 11 administrative and other priority Claims. The estimate used in the Liquidation Analysis for these expenses includes estimates for certain legal, accounting and other professionals, as well as an assumed 3% fee based upon liquidated assets payable to a Chapter 7 trustee.

6. *Claims Estimates.* Claims are estimated based upon forecasted book liabilities as of February 22, 2013.

7. *Distribution of Net Proceeds.* Priority Non-Tax Claim, Priority Tax Claim and Administrative Claim amounts, Professional Fee Claims, U.S. Trustee fees and other such Claims that may arise in a liquidation scenario would be paid in full from the liquidation proceeds before the balance of those proceeds will be made available to pay pre-bankruptcy priority, Secured and Unsecured Claims. Under the absolute priority rule, no junior creditor would receive any distribution until all senior creditors are paid in full, and no equity holder would receive any distribution until all creditors are paid in full. The assumed distributions to creditors as reflected in the Liquidation Analysis are estimated in accordance with the absolute priority rule.

8. *Conclusion:* The Debtors have determined, as summarized in the following analysis, that Confirmation of the Plan will provide creditors with a recovery that is not less than what they would otherwise receive in connection with a liquidation of the Debtors under Chapter 7 of the Bankruptcy Code.

Liquidation Analysis

Conexant Systems, Inc. Liquidation Analysis ($ in millions)		Estimated Book Value [1]	Est. Claim ($)		Est. Recovery Rate (%)		Est. Recovery ($)	
			Low	High	Low	High	Low	High
I. Liquidation Value								
Conexant Assets:								
C	Cash	$8.6			100.0%	100.0%	$8.6	$8.6
C	Receivables, Net [2]	8.7			75.0%	95.0% [3]	$6.5	$8.2
A	Inventory, Net [4]	7.8			11.9%	28.4%	$0.9	$2.2
A	Other Current Assets	7.0			1.3%	5.0%	$0.1	$0.4
A	PP&E, net [5]	4.0			2.5%	11.8%	$0.1	$0.5
A	Other Assets	29.2			0.0%	1.9%	$0.0	$0.5
A	Goodwill [6]	109.9			0.0%	0.0%	$0.0	$0.0
A	Intellectual Property, net (Patents) [7]	37.4			26.8%	53.5%	$10.0	$20.0
Total Liquidation Value Available for Distribution		$212.7			0.0%	0.0%	$26.2	$40.5
II. Secured Creditor Deficiency Calculation								
Assets Available for Secured Creditor								
A	Assets Available for 11.25% Notes (Secured Creditor) [8]						$11.1	$23.6
	11.25% Notes Secured Claim Amount		$194.5	$194.5			$194.5	$194.5
B	11.25% Notes Secured Deficiency Claim Amount						$183.4	$170.9
III. Admin/Priority/Unsecured Claim Recovery								
C	Assets Available for Admin/Priority/Unsecured Creditor [9]						$15.1	$16.9
Administrative Claims								
	Operating Wind-Down Expenses [10]		1.3	0.9	100.0%	100.0%	1.3	0.9
	Trustee Fees/Counsel/Advisors [11]		2.0	1.5	100.0%	100.0%	2.0	1.5
Total Administrative Claims			3.3	2.4	100.0%	100.0%	3.3	2.4
Priority Claims								
	Priority Non-Tax Claims [12]		5.2	5.2	100.0%	100.0%	5.2	5.2
	Priority Tax Claims		0.3	0.3	100.0%	100.0%	0.3	0.3
Priority Claims			5.5	5.5	100.0%	100.0%	5.5	5.5
Remaining Funds Available to General Unsecured Claims							$6.3	$9.0
General Unsecured Claims ("GUC")								
B	11.25% Notes Secured Deficiency Claim Amount		183.4	170.9	2.7%	4.1%	4.9	7.1
D	Lease Rejection Claim		14.0	8.4	2.7%	4.1%	0.4	0.3
D	Accounts Payable		8.8	8.8	2.7%	4.1%	0.2	0.4
D	Employee Claims [13]		0.3	0.3	2.7%	4.1%	0.0	0.0
D	Other Unsecured Claims		28.9	28.9	2.7%	4.1%	0.8	1.2
	General Unsecured Claims		235.4	217.3	2.7%	4.1%	6.3	9.0
D	GUC Recovery (ex-11.25% Notes Deficiency Claim)		52.0	46.4	2.7%	4.1%	$1.4	$1.9

Notes:

1 Book values are estimated as of February 22, 2013; Subject to final accounting/reconciliation

2 Receivables are net of $1M of credits

3 Low estimate is based on insured pre-petition AR recoveries of 90% less $800k deductible (Approximates 81.1%); Some AR balances exceed AR insured cap

4 Inventory includes ~$4.6M of Finished goods, ($4.2M) of reserves, & $7.4M of work-in-process

5 Includes Tenant Improvements, Equipment, & Furniture net of depreciation

6 Purchased goodwill

7 Patent Values based on different data points including management input and non-binding offers

8 Includes recovery value on all assets excluding cash and accounts receivable; Summation of "A" assets in Section I

9 Includes recovery value on cash and accounts receivable only; Summation of "C" assets in Section I

10 Includes wind-down team, claim reconciliation, final tax prep, and operating expenses to support liquidation

11 Includes trustee fee (3% of distributable assets), counsel, and advisor fees

12 Includes employee wage/vacation claims plus unliquidated and contingent claims; Assumes Conexant lays-off all remaining employees upon a liquidation

13 Employee amounts owed for vacation above the priority cap amounts