

Exhibit 3

Cover Letter

[LETTERHEAD]

[DATE]

Via First Class Mail

**RE: In re Conexant Systems, Inc., et al.,
Chapter 11 Case No. 13-10367 (MFW) (Jointly Administered)**

TO ALL HOLDERS OF CLAIMS ENTITLED TO VOTE ON THE PLAN:

Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the “*Debtors*”)¹ each filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in the United States Bankruptcy Court for the District of Delaware (the “*Court*”) on February 28, 2013.

You have received this letter and the enclosed materials because you are entitled to vote on the *First Modified Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (as modified, amended or supplemented from time to time, the “*Plan*”).² On [____], 2013 the Court entered an order (the “*Disclosure Statement Order*”): (a) authorizing the Debtors to solicit acceptances for the Plan; (b) approving the *Disclosure Statement for the First Modified Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “*Disclosure Statement*”) as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (c) approving the solicitation materials and documents to be included in the solicitation packages (the “*Solicitation Package*”); and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

YOU ARE RECEIVING THIS LETTER BECAUSE YOU ARE ENTITLED TO VOTE ON THE PLAN. THEREFORE, YOU SHOULD READ THIS LETTER CAREFULLY AND DISCUSS IT WITH YOUR ATTORNEY. IF YOU DO NOT HAVE AN ATTORNEY, YOU MAY WISH TO CONSULT ONE.

In addition to this cover letter, the enclosed materials comprise your Solicitation Package, and were approved by the Court for distribution to holders of Claims in connection with the solicitation of votes to accept the Plan. The Solicitation Package consists of the following:

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 Plan.

- i. the Disclosure Statement, as approved by the Bankruptcy Court (with all exhibits, including the Plan);
- ii. the Disclosure Statement Order;
- iii. the notice of the hearing to consider confirmation of the Plan; and
- iv. a Ballot (together with detailed voting instructions and a postage prepaid return envelope, pre-addressed to the Voting and Claims Agent (identified below)).

Conexant Systems, Inc. (on behalf of itself and each of the other Debtors) has approved the filing of the Plan and the solicitation of votes to accept the Plan. The Debtors believe that the acceptance of the Plan is in the best interests of their estates, holders of Claims and all other parties in interest. Moreover, the Debtors believe that any alternative other than Confirmation of the Plan could result in extensive delays and increased administrative expenses, which, in turn, would likely result in smaller distributions (or no distributions) on account of Claims asserted in these Chapter 11 Cases.

**THE DEBTORS STRONGLY URGE YOU TO PROPERLY AND TIMELY
SUBMIT YOUR BALLOT CASTING A VOTE TO ACCEPT THE PLAN. BALLOTS
SHOULD BE SUBMITTED TO THE FOLLOWING ADDRESS:**

BMC GROUP, INC.
VOTING AND CLAIMS AGENT FOR CONEXANT SYSTEMS, INC., ET AL.
ATTN: CONEXANT SYSTEMS, INC. CLAIMS PROCESSING
18675 LAKE DRIVE EAST
CHANHASSEN, MN 55317

**THE VOTING DEADLINE IS 4:00 P.M. (PREVAILING EASTERN TIME)
ON MAY 23, 2013**

The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions, however, please feel free to contact BMC Group, Inc., the voting and claims agent retained by the Debtors in these Chapter 11 Cases (the "*Voting and Claims Agent*"), by: (a) calling the Debtors' restructuring hotline at 888-909-0100; (b) visiting the Debtors' restructuring website at: www.bmcgroup.com/conexant; and/or (c) writing to BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, MN 55317. You may also obtain copies of any pleadings filed in these Chapter 11 Cases for a fee via PACER at: <http://www.deb.uscourts.gov>. Please be advised that the Voting and Claims Agent is authorized to answer questions about, and provide additional copies of solicitation materials, but may **not** advise you as to whether you should vote to accept or reject the Plan.

Sincerely,

Conexant Systems, Inc. on its own behalf and for
each of the other four Debtors