

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
	:	
CONEXANT SYSTEMS, INC. <i>et al.</i> ,	:	Case No. 13-10367 (MFW)
	:	(Jointly Administered)
Debtors. ¹	:	
	:	Re: D.I. 140

**ORDER AUTHORIZING EMPLOYMENT AND RETENTION OF
GAVIN/SOLMONESE LLC *NUNC PRO TUNC* TO MARCH 8, 2013 AS
FINANCIAL ADVISOR TO THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Upon consideration of the Application of the Official Committee of Unsecured Creditors for an Order Pursuant to Bankruptcy Code Sections 328 and 1103 and Bankruptcy Rule 2014 Approving the Employment and Retention of Gavin/Solmonese LLC *Nunc Pro Tunc* to March 8, 2013, as Financial Advisor to the Official Committee of Unsecured Creditors (the "Application")²; and the Court being satisfied, based upon the representations made in the Application and the Declaration of Edward T. Gavin, CTP, that Gavin/Solmonese LLC ("Gavin/Solmonese") represents or holds no interests adverse to the Debtors, their estates, or the Committee in connection with these cases, and that the employment of Gavin/Solmonese is necessary and is in the best interests of the Debtors' estates; and it appearing that Gavin/Solmonese is a "disinterested person" as the term is defined in Section 101(14) of the Bankruptcy Code; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that

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); Brooktree Broadband Holding, Inc. (5436); Conexant CF, LLC (6434); Conexant, Inc. (8218); Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

² All capitalized terms not otherwise defined herein shall assume the meanings ascribed to them in the Application.

this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and it appearing that venue of this proceeding and this Application in this District is proper pursuant to 29 U.S.C. §§ 1408 and 1409; and it appearing that sufficient notice of the Application has been given; and good cause having been shown, it is hereby

ORDERED that the Application is GRANTED as set forth herein; and it is further

ORDERED that the retention of Gavin/Solmonese as financial advisor to the Committee to perform all of the services set forth in the Application on the terms set forth in the Application is approved pursuant to Sections 328 and 1103 of the Bankruptcy Code, *nunc pro tunc* to March 8, 2013; and it is further

ORDERED that Gavin/Solmonese shall be compensated for financial advisory work which will be billed on an hourly basis, in accordance with the procedures set forth in Sections 328, 330 and 331 of the Bankruptcy Code, applicable Federal Rules of Bankruptcy Procedure, Local Rules of the Court, any administrative order governing professional fees in these cases, and any such procedures as may be fixed by order of this Court; and it is further

ORDERED, that to the extent this Order is inconsistent with any prior order or pleading with respect to the Application in these cases, the terms of this Order shall govern; and it is further

ORDERED, that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: _____, 2013
Wilmington, Delaware

Honorable Mary F. Walrath
United States Bankruptcy Judge