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620 8TH AVENUE • NEW YORK, NY 10018

STATES BANKRUPTCY COURT DISTRICT OF DELAWARE

Chapter 11 Case No. 13-10367 (MFW) Debtors. Jointly Administered

TO CONSIDER CONFIRMATION OF PLAN FILED BY THE DEBTORS AND TO OBJECT TO THE PLAN AND TO OBJECT TO THE PLAN

THAT on April 19, 2013, the United States District of Delaware (the "Court") entered an order (the "Confirmation Hearing")...

NOTICE THAT the hearing at which the Court of the Plan (the "Confirmation Hearing") will be held on June 4, 2013, at 4:00 p.m. in the United States Bankruptcy Court, located at 824 Market Street, Fifth Floor, 01.

THE CONFIRMATION HEARING MAY BE CONTINUED BY THE COURT OR THE DEBTORS WITHOUT FURTHER NOTICE. ADJOURNMENT BEING ANNOUNCED IN OPEN COURT.

NOTICE REGARDING VOTING ON THE PLAN The voting record date is April 19, 2013, (the "Record Date") which is the date for determining which holders are entitled to vote on the Plan.

DEADLINE FOR VOTING ON THE PLAN IS 4:00 P.M. ON MAY 23, 2013 (the "Voting Deadline"). If you are a holder of securities of the Debtors, you must follow the instructions carefully...

NOTICE REGARDING OBJECTING TO THE PLAN PLAN CONTAINS RELEASE, EXculpATION, AND WAIVER. ARTICLE VII.E. CONTAINS A THIRD-PARTY NOTICE TO REVIEW AND CONSIDER YOUR RIGHTS WHICH MAY BE AFFECTED

File. The deadline for filing objections to the Plan is 4:00 p.m. prevailing Eastern Time on May 23, 2013. All objections to the relief sought must be in writing...

aneously with a proof of service) and served upon the following parties so as to be actually received on or before May 23, 2013 at 4:00 p.m. prevailing Eastern Time: (i) Co-Counsel to the Debtors: KIRKLAND & ELLIS LLP, Attn: Joshua A. Sussberg, Esq., Attn: Christopher T. Greco, Esq., 601 Lexington Avenue, New York, New York 10022-4611; and KLEHR HARRISON HARVEY BRANZBURG LLP, Attn: Dominic E. Pacitti, Esq., Attn: Michael W. Yurkewicz, Esq., 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Morton Branzburg, Esq., 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103; (ii) Counsel to the Secured Lender: AKIN GUMP STRAUSS HAUER & FELD LLP, Attn: Michael S. Stamer, Esq., One Bryant Park, New York, New York 10036; (iii) Co-Counsel to the Secured Lender: PEPPER HAMILTON, Attn: David B. Stratton, Esq., Attn: David M. Fournier, Esq., Hercules Plaza, 1313 Market Street, Suite 5100, P.O. Box 1709, Wilmington, Delaware 19899-1709; (iv) Counsel to Golden Gate Private Equity, Inc.: DLA PIPER, Attn: Chris L. Dickerson, Esq., 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601; (v) Counsel to August Capital: COOLEY LLP, Attn: Robert L. Eisenbach II, Esq., 101 California Street, 5th Floor, San Francisco, California 94111-5800; (vi) THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE: Attn: Tilara Patton, Esq., 844 King Street, Suite 2207, Wilmington, Delaware 19801; (vii) Counsel to the Statutory Committee of Unsecured Creditors: KELLEY DRYE & WARREN LLP, Attn: James S. Carr, Esq., Attn: Robert L. LeBlanc, Esq., Attn: Craig A. Wolfe, Esq., 101 Park Avenue, New York, New York 10178; (viii) Co-Counsel to the Statutory Committee of Unsecured Creditors: WOMBLE CARLYLE SANDRIDGE & RICE, LLP, Attn: Kevin J. Mangon, Esq., Attn: Matthew P. Ward, Esq., 222 Delaware Avenue, Suite 1501, Wilmington, Delaware 19801.

ADDITIONAL INFORMATION Obtaining Solicitation Materials. The materials in the Solicitation Package are intended to be self-explanatory. If you should have any questions or if you would like to obtain additional solicitation materials (or paper copies of solicitation materials if you received a CD-ROM), please feel free to contact the Debtors' 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.

Filing the Plan Supplement. The Debtors will file the Plan Supplement (as defined in the Plan) on or before May 13, 2013 and will serve notice on all holders of Claims entitled to vote on the Plan, which will: (a) inform parties that the Debtors filed the Plan Supplement; (b) list the information contained in the Plan Supplement; and (c) explain how parties may obtain copies of the Plan Supplement.

BINDING NATURE OF THE PLAN: IF CONFIRMED THE PLAN SHALL BIND ALL HOLDERS OF CLAIMS AND INTERESTS TO THE MAXIMUM EXTENT PERMITTED BY APPLICABLE LAW, WHETHER OR NOT SUCH HOLDER WILL RECEIVE OR RETAIN ANY PROPERTY OR INTEREST IN PROPERTY UNDER THE PLAN, HAS FILED A PROOF OF CLAIM IN THE CHAPTER 11 CASES OR FAILED TO VOTE TO ACCEPT OR REJECT THE PLAN OR VOTED TO REJECT THE PLAN.

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 not otherwise defined herein shall have the same meanings set forth in the Plan.

CERTIFICATION OF PUBLICATION

MAY 02 2013 20

I, Arice Weber, in my capacity as a Principal Clerk of the Publisher of The New York Times a daily newspaper of general circulation printed and published in the City, County and State of New York, hereby certify that the advertisement annexed hereto was published in the editions of The New York Times on the following date or dates, to wit on

MAY 02 2013 20

Arice Weber

Approved:

Maria Pannullo

THIS CERTIFICATION NOT VALID WITHOUT NYT RAISED SEAL

New ideas. Daily in Op-Ed.

IN THE UNITED STATES BANKRUPTCY COURT FOR THE DISTRICT OF DELAWARE

In re: Chapter 11
CONEXANT SYSTEMS, INC., et al. Case No. 13-10367 (MFW)
 Debtors. Jointly Administrated

NOTICE OF HEARING TO CONSIDER CONFIRMATION OF THE CHAPTER 11 PLAN FILED BY THE DEBTORS AND RELATED VOTING AND OBJECTION DEADLINES

PLEASE TAKE NOTICE THAT on April 19, 2013, the United States Bankruptcy Court for the District of Delaware (the "Court") entered an order (the "Disclosure Statement Order"): (a) authorizing Conexant Systems, Inc. and its affiliated debtors and debtors in possession (collectively, the "Debtors"), to solicit acceptances for the Second 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 (b) approving the Disclosure Statement for the Second 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 Packages"); and (d) approving procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan.

PLEASE TAKE FURTHER NOTICE THAT the hearing at which the Court will consider Confirmation of the Plan (the "Confirmation Hearing") will commence at 10:30 a.m. prevailing Eastern Time on June 4, 2013, before the Honorable Judge Walrath, in the United States Bankruptcy Court for the District of Delaware, located at 824 Market Street, Fifth Floor, Wilmington, Delaware 19801.

PLEASE BE ADVISED: THE CONFIRMATION HEARING MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE DEBTORS WITHOUT FURTHER NOTICE OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT AND SERVED ON ALL PARTIES ENTITLED TO NOTICE.

CRITICAL INFORMATION REGARDING VOTING ON THE PLAN

Voting Record Date. The voting record date is April 19, 2013 (the "Voting Record Date"), which is the date for determining which holders of Claims Classes 3 and 4 are entitled to vote on the Plan.

Voting Deadline. The deadline for voting on the Plan is 4:00 p.m. prevailing Eastern Time on May 23, 2013 (the "Voting Deadline"). If you received a Solicitation Package, including a Ballot and intend to vote on the Plan you must: (a) follow the instructions carefully; (b) complete all of the required information on the ballot; and (c) execute and return your completed Ballot according to and as set forth in detail in the voting instructions so that it is actually received by the Debtors' voting and claims agent, BMC Group, Inc. (the "Voting and Claims Agent") on or before the Voting Deadline. A failure to follow such instructions may disqualify your vote.

CRITICAL INFORMATION REGARDING OBJECTING TO THE PLAN

ARTICLE VII OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND **ARTICLE VIII** CONTAINS A THIRD-PARTY RELEASE. **THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY** BECAUSE YOUR RIGHTS MAY BE AFFECTED THEREUNDER.

Plan Objection Deadline. The deadline for filing objections to the Plan is May 23, 2013 at 4:00 p.m. prevailing Eastern Time (the "Plan Objection Deadline"). All objections to the relief sought at the Confirmation Hearing must: (a) be in writing; (b) conform to the Bankruptcy Rules, the Local Rules and any orders of the Court; (c) state, with particularity, the legal and factual basis for the objection and, if practicable, a proposed modification to the Plan (or related materials) that would resolve such objection; and (d) be filed with the Court (contempo-

aneously with a proof of service) and served upon the following parties so as to be actually received on or before May 23, 2013 at 4:00 p.m. prevailing Eastern Time: (i) **Counsel to the Debtors:** KIRKLAND & ELLIS LLP, Attn: Joshua A. Sussberg, Esq., Attn: Christopher T. Greco, Esq., 601 Lexington Avenue, New York, New York 10022-4611 and KLEHR HARRISON HARVEY BRANZBURG LLP, Attn: Domenic E. Pacitti, Esq., Attn: Michael W. Turkewicz, Esq., 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Morton Branzburg, Esq., 1835 Market Street, Suite 1400, Philadelphia, Pennsylvania 19103; (ii) **Counsel to the Secured Lender:** AKH GUNIP STRAUSS HAUER & FELD LLP, Attn: Michael S. Stamer, Esq., One Bryant Park, New York, New York 10036; (iii) **Counsel to the Secured Lender:** PEPPE HAMILTON, Attn: David B. Stratton, Esq., Attn: David M. Fournier, Esq., Hercules Plaza, 1313 Market Street, Suite 5100, P.O. Box 1709, Wilmington, Delaware 19899-1709; (iv) **Counsel to Golden Gate Private Equity, LLC:** BLA FIPER, Attn: Chris L. Dickerson, Esq., 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601; (v) **Counsel to August Capital:** COOLEY LLP, Attn: Robert L. Eisenbach III, Esq., 101 California Street, 5th Floor, San Francisco, California 94111-5800; (vi) **THE OFFICE OF THE UNITED STATES TRUSTEE FOR THE DISTRICT OF DELAWARE:** Attn: Tilara Patton, Esq., 844 King Street, Suite 2207, Wilmington, Delaware 19801; (vii) **Counsel to the Statutory Committee of Unsecured Creditors:** KELLEY DRYE & WARREN LLP, Attn: James S. Cair, Esq., Attn: Robert L. Lehane, Esq., Attn: Craig A. Wolfe, Esq., 101 Park Avenue, New York, New York 10178; (viii) **Counsel to the Statutory Committee of Unsecured Creditors:** WOMBLE CARLYLE SANDRIDGE & RICE, LLP, Attn: Kevin J. Mangano, Esq., Attn: Matthew P. Ward, Esq., 222 Delaware Avenue, Suite 1501, Wilmington, Delaware 19801.

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Mobile Ad Growth He

From First Business Page

the walls screaming "Our Mobile Future."

Since then, Facebook has introduced more than a half-dozen advertising products. They include what are called app-install ads, which are meant to help app developers draw new customers and more refined advertising tailored to consumers' online and offline behavior.

and eventually morphed ads. And they designed News Feed introduced in March marketers a chance pictures and bigger prominent links.

"We want content as good as content for or somewhere else or well as to have a hi

Facebook has recently partnered with third-party data companies that track who buys soda at the supermarket and who is planning to buy a car in the next six months.

Strong gains in populous countries like India and

Facebook executives said the company planned to hone its targeting even more.

Two-thirds of Facebook's 1.1 billion users across the world log into the site on their phones, the company said Wednesday, accounting for what executives described as strong growth in populous countries like India and Brazil.

for marketers," said Stenberg, the company's chief marketing officer. "Those get better targeting."

For those mobile users, the changes mean more ads when they log in on their cellphones.

All told, revenue increased 10 percent, to \$1.46 billion in the first quarter, according to analysts surveyed by Bloomberg News. The company had \$219 million in net income

ON THE WEB

Articles on these developments are at nytimes.com/business

PRIVATIZATION IN GREECE In Greece's first major privatization since its debt crisis began three years ago, the government will sell a controlling stake in the state gambling company.

TECHNOLOGY

LEAVE POLICY Yahoo's new parental leave policy doubles the amount of paid leave for new mothers, putting the company more in line with other top technology firms.

CLAIRE CAIN MILLER
nytimes.com/bits

dates of birth and passwords
 SOMINI SE
nytimes.com/bits

TEACHING BY VIDEO The founder of a new start-up, Curious Labs, he has created a better way to teach the little guys on YouTube and other video sites to teach children.

NICK WIN
nytimes.com/bits

SOCIAL WORKPLACE Asana, the workplace social media company co-founded by one of Facebook's founders, is stepping up from helping little companies and teams organize work to structuring the output of the biggest companies around.

QUENTIN HARDY
nytimes.com/bits

POWERING THE CLOUD Arista Networks has introduced a switch that can control a million computers at once, and ship data at 100 gigabits a second.

QUENTIN
nytimes.com/bits

DATA THEFT Reputation.com, which describes itself as a vault for personal data, suffered an embarrassing computer breach in

MEDIA

ADS UNDER FIRE General Motors and Mountain Dew withdrew advertisements after receiving

COMMERCIAL REAL ESTATE BUSINESS OPPORTUNITIES

OFFICE SPACE (100)	RETAIL SPACE (200)	Restrn'ts., Bars & Clubs 3440
Offices-Manhattan 105 35 ST W. #147 B'twn Broadway & 7th 500, 700 & 1400 sq ft, totally renov'd, new windows, across from Macy's. NO FEE falconproperties.com 212-302-3000	Manhattan 205 35th St #147 W. B'twn/B'way & Seventh STORE - 1,200 Sq.Ft + MEZZANINE - 600 Sq.Ft. No Basement FalconProperties.com 212-302-3000	ITALIAN RESTAURANT & PIZZA For sale, North Westchester, NY. Owner retiring. For information call 914-494-6711 ask for Patrick.
BUSINESS OPPORTUNITIES (3400)	Food Stores 3428	NIGHTCLUB FOR SALE IN ASTORIA, QUEENS - 5,000sq ft, long lease, turn-key operation and state-of-the-art sound system. Contact George, 718-669-0650
Visit advertising. nytimes.com	CONVENIENT STORE Jericho Turnpike, Nassau Co. Fully equipped, open for business. Call Landlord, 516-466-6555	RESTAURANT DINER FOR SALE BY OWNER Busy Midtown Loc. Est 1983. \$55K/wk. \$300K /\$450K down. 12 year lease. \$375K/yr rent. No brkrs 646-705-1124

COMPUTER SERVICES GUIDE

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