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8 IN THE UNITED STATES BANKRUPTCY COURT
9 FOR THE DISTRICT OF DELAWARE
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11 In re: 12 CONEXANT SYSTEMS, INC., et al., 13 Debtors, 14	Chapter 11 Case No. 13-10367 (MFW) Jointly Administered 15
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16 **DECLARATION OF DISINTERESTEDNESS OF CROUDACE & DIETRICH LLP**
17 **PURSUANT TO THE ORDER AUTHORIZING THE RETENTION AND**
18 **COMPENSATION OF CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY**
19 **COURSE OF BUSINESS**

20 I, Virginia P. Croudace, declare under penalty of perjury:

21 1. I am a partner of Croudace & Dietrich LLP, located at 4750 Von Karman Avenue,
22 Newport Beach, CA 92660 (the "Firm").

23 2. Conexant Systems, Inc. and certain of its affiliates, as debtors and debtors in
24 possession (collectively, the "Debtors"), have requested that the Firm provide legal services to
25 the Debtors, and the Firm has consented to provide such services.

26 3. The Firm may have performed services in the past, may currently perform
27 services and may perform services in the future, in the matters unrelated to these chapter 11
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1 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. The Firm does not
2 perform services for any such person in connection with these chapter 11 cases, or have any
3 relationship with any such person, their attorneys or accountants that would be adverse to the
4 Debtors or their estates.

5 4. As part of its customary practice, the Firm is retained in cases, proceedings and
6 transactions involving many different parties, some of whom may represent or be employed by
7 the Debtors, claimants and parties in interest in these chapter 11 cases.

8 5. Neither I nor any principal, partner, director, officer, of or professional employed
9 by the Firm has agreed to share or will share any portion of the compensation to be received
10 from the Debtors with any person other than the principals and regular employees of the Firm.

11 6. Neither I nor any principal, partner, director, officer, of or professional employed
12 by the Firm, insofar as I have been able to ascertain, holds or represents any interest adverse to
13 the Debtors or their estates with respect to the matter(s) upon which this Firm is to be employed
14 by the debtors.

15 7. The Debtors owe the Firm \$0.00 for prepetition services.

16 8. As of February 28, 2013, which was the date on which the Debtors commenced
17 these chapter 11 cases, the Firm was not party to an agreement for indemnification with certain
18 of the Debtors, although the Firm entered into an engagement letter with the Debtors.

19 9. In the ordinary course of its business, the Firm maintains a database for purposes
20 of performing a check with respect to conflicts. The Firm's database contains information
21 regarding the Firm's present and past representations. Pursuant to Bankruptcy Rule 2014(a), I
22 obtained a list of the entities identified in Bankruptcy Rule 2014(a) from counsel to the Debtors
23 for purposes of searching the aforementioned database and determining the connection(s) which
24 the Firm has with such entities. The Firm's search of the database identified the following
25 connections:

26 a) Wells Fargo Bank – The Firm has represented previously Wells Fargo Bank in
27 approximately five non-litigation matters involving financing being provided by Wells Fargo
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1 Bank to third parties. The Firm does not currently represent Wells Fargo Bank in any pending
2 matter. The Firm has also represented various clients in matters that involved Wells Fargo Bank
3 principally (though not exclusively) where a client was seeking financing from Wells Fargo
4 Bank or financing terms were being re-negotiated. Wells Fargo Bank was also a co-defendant in
5 a case in which another of the Firm's clients was also named as a defendant.

6 b) Jazz Semiconductor – The Firm has previously represented Jazz Semiconductor in
7 approximately four non-litigation matters involving the negotiation of leases or other contracts.
8 The Firm does not currently represent Jazz Semiconductor in any ongoing matters.

9 c) Comerica – The Firm has previously represented Comerica Bank in various non-
10 litigation matters principally involving the representation of the bank with respect to financing
11 and/or loans sought by third parties and modifications to existing financing agreements. The
12 Firm does not currently represent Comerica Bank in any ongoing matters.

13 d) Conexant Systems, Inc. – The Firm has represented Conexant Systems, Inc. (and
14 its affiliates) in various matters including litigation matters. The non-litigation matters
15 principally concern, but are not limited to, the acquisition or disposition of real property and the
16 lease and of sublease of commercial space. Such representation included, but is not limited to,
17 negotiations with the following entities which appear on the list distributed by Debtor's counsel:
18 ARM, Inc. Pres 4340 Von Karman LP, Cornerstone Office Center LLC, Cushman Wakefield,
19 Uptown Newport LP, Meyer Properties, STATS ChipPAC, Bank of Mellon Trust Co., NA.
20 With respect to litigation matters, the Firm has represented Conexant Systems, Inc. with respect
21 to a claim that its landlord overcharged for common area maintenance charges and in numerous
22 unlawful detainer actions against tenants or subtenants of Conexant Systems, Inc. The Firm is
23 currently representing Conexant Systems, Inc. in the following litigation matters: defending
24 Conexant Systems, Inc. in a breach of lease suit brought by its landlord (Pres 4340 Von Karman,
25 LP) and in three unlawful detainer/breach of lease actions in which Conexant Systems, Inc. is the
26 plaintiff in such actions.

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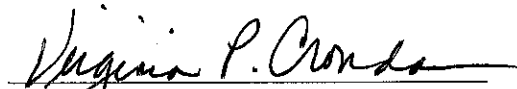
e) Jasmina Boulanger – The Firm formerly represented this person in connection with a real property dispute. The Firm does not currently represent this person in any ongoing matter.

f) Other Connections – A review of the database conflict check for the list of names distributed by Debtor's counsel reveals that clients of the Firm have been involved in matters in which the following persons or entities were also involved (these matters principally, though not exclusively, concern contract negotiation matters) – The Boeing Company, Oracle Corporation, SAP America, Inc., Samsung Electronics Co., Ltd., Canon Vietnam Co., Ltd., Flextronics International, Motorola, Inc., Sanmina SCI Corp., Travelers (the Firm was involved in a matter that also involved Travelers Investment Group), Silicon Valley Bank, IBM Corporation (and its affiliates), and Ernst & Young, LLP.

10. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors and, upon conclusion of that inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Declaration.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

DATE: May 13, 2013


Virginia P. Croudace