

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**DECLARATION OF DISINTERESTEDNESS OF ABELMAN, FRAYNE & SCHWAB
PURSUANT TO THE ORDER AUTHORIZING THE RETENTION AND
COMPENSATION OF CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY
COURSE OF BUSINESS**

I, Victor Tannenbaum, declare under penalty of perjury:

1. I am a Partner of Abelman, Frayne & Schwab, located at 666 Third Avenue, 10th Floor, New York, New York 10017 (the "*Company*").

2. Conexant Systems, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the "*Debtors*"), have requested that the Company provide intellectual property legal services to the Debtors, and the Company has consented to provide such services.

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

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.

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

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

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

7. The Debtors owe the Company \$1,280.10 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532.

8. As of February 28, 2013, which was the date on which the Debtors commenced these chapter 11 cases, the Company was not party to an agreement for indemnification with certain of the Debtors.

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

identified the following connections: The Company represents GN Netcom AS and Tokyo Electron Device Ltd in connection with intellectual property matters which do not conflict with the Company's representation of the Debtors. The Company also uses American Express and Computer Packages Inc. as vendors to the Company.

10. The Company 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 Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

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

Date: May 13, 2013



VICTOR TANNENBAUM