

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 (MFW)
)
) Jointly Administered
)
) **Objection Date: June 5, 2013 at 4:00 p.m.**
) **Hearing Date: Only if objections are timely filed**
)

**FIRST MONTHLY FEE APPLICATION OF
ALVAREZ & MARSAL NORTH AMERICA, LLC
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
RESTRUCTURING ADVISOR AND FINANCIAL ADVISOR TO THE DEBTORS
FOR THE PERIOD FROM FEBRUARY 28, 2013 THROUGH MARCH 31, 2013**

Name of Applicant:	<u>Alvarez and Marsal North America ("A&M")</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u>Nunc pro tunc to February 28, 2013²</u>
Period for which compensation and reimbursement are sought:	<u>February 28, 2013 through March 31, 2013 (the "Fee Period")</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$566,375.50 ³</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$20,247.61</u>
Prior Applications Filed:	<u>None</u>

This is a(n): X Monthly Interim Final application.

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 See the *Order Authorizing the Retention and Employment of Alvarez and Marsal North America, LLC as Restructuring Advisor and Financial Advisor to the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date*, entered on April 19, 2013 [Docket No. 204].

³ Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 11, 2013 [Docket No. 168], A&M will, in the absence of any objection to this application, be entitled to payment of 80% of the fees incurred during the Fee Period totaling \$453,100.40, and 100% of its expenses, totaling \$20,247.61.

Requested Payment Amount:

Fees at 80%	\$	453,100.40
Expenses at 100%	\$	<u>20,247.61</u>
Total:	\$	473,348.01

TIME AND COMPENSATION BREAKDOWN

Name of Professional	Position	Rate	Total Hours	Total Fees (Prior to Holdback)
<u>Restructuring</u>				
Shawn Hassel	Managing Director	\$725	120.7	\$87,507.50
Christopher Wells	Senior Director	\$600	213.4	\$128,040.00
Jordan Fisher	Director	\$500	269.9	\$134,950.00
Richard Behrens	Senior Associate	\$350	54.1	\$18,935.00
Mark Sidorenkov	Analyst	\$325	210.9	\$68,542.50
<i>Subtotal</i>			<i>869.0</i>	<i>\$437,975.00</i>
<u>Claims</u>				
Julie Hertzberg	Managing Director	\$650	3.5	\$2,275.00
Bixler Holden	Senior Director	\$525	132.3	\$69,457.50
Rob Esposito	Consultant	\$390	84.5	\$32,955.00
Jeffrey Sielinski	Consultant	\$390	32.1	\$12,519.00
Erin McKeighan	Director	\$290	38.6	\$11,194.00
<i>Subtotal</i>			<i>291.0</i>	<i>\$128,400.50</i>
Total			1,160.0	<u>\$566,375.50</u>
	<i>Blended Rate</i>	\$488.25		

COMPENSATION BY PROJECT CATEGORY

Matter Code	Description	Total Hours	Total Fees Requested
ACCOUNTING	Assist the Debtor with accounting related items including but not limited to, filing date cut-off processes, pre-petition and post-petition claims payment processes and reporting requirements, bank related items and other accounting related items.	56.3	\$20,820.00
ANALYSIS OF OPERATIONAL ISSUES	Assist the Debtors in the development, consideration, analysis, and execution of day-to-day business issues and strategic initiatives for the various Debtors' businesses.	79.9	\$38,287.50
ANALYSIS OF RESTRUCTURING ISSUES	Assist the Debtors in the analysis, negotiation, and consideration of specific restructuring issues, proposals and scenarios presented in the case.	29.8	\$18,182.50
ANALYSIS OF TAX ISSUES	Assist the Debtors with the analysis of various tax issues including those as a result of the Chapter 11 filing.	34.1	\$16,277.50
CASH/DIP	Assist the Debtors with the 13 week cash flow forecast, plan versus actual, Debtor-in-Possession (DIP) agreements and financing, liquidity forecast and other financial analyses.	75.3	\$37,222.50
CLAIMS	Assist the Debtors with claims planning process, potential claim analysis, review of claims filed against the Debtors' and other claim related items.	17.7	\$10,180.00
COMMUNICATION	Assist the Debtors with the communication process to stakeholders, communication documents and call center.	26.8	\$15,155.00
COURT	Prepare for and attend the Debtors' hearings.	7.4	\$5,227.50
FINANCIAL ANALYSIS	Prepare or review financial analysis to support the restructuring including, but not limited to, updates to the financial projections, contribution analysis, historical performance, and other ad-hoc financial analyses	67.1	\$21,912.50
INFORMATION REQUESTS	Address information requests from the Debtors' secured lender constituency, and advisors.	83.2	\$39,352.50
LEASES	Assist the Debtors with lease analyses and the potential assumption or rejection of leases; Also includes coordination and execution of new leases for HQ buildings.	136.2	\$70,795.00
MEETINGS/TELECONFERENCES WITH COMMITTEE AND COMMITTEE'S ADVISORS	Prepare for and participate in meetings and teleconferences with Debtors' unsecured creditors Committee and its' advisors.	20.6	\$12,717.50
MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS	Prepare for and participate in meetings and teleconferences with the Debtors' secured lenders and advisors.	31.9	\$18,845.00
MOR	Assist the Debtors with the preparation of the Initial Debtor Interview requirements, Initial Operating Report, Monthly Operating Report, Form 26 and other related matters for the US Trustee.	25.9	\$11,527.50
MOTIONS/ORDERS	Complete analyses and assist the Debtors on various motions filed, and on entry of Orders to implement required reporting and other activities contemplated by the various filed motions.	30.9	\$17,940.00
RETENTION	Prepare documents in compliance with Court retention requirements.	12.8	\$7,937.50
STATEMENTS/SCHEDULES	Assist the Debtors and its' advisors helping with Statements and Schedules preparation with background information and other related matters.	314.6	\$139,423.00
STATUS MEETINGS	Prepare for and participate in the Debtors regular status meetings	42.5	\$23,837.50
VENDORS	Assist the Debtors with vendor (including foreign vendors) related items including, but not limited to accounts payables, contracts, agreements, and vendor issue resolution.	67.0	\$40,735.00
	TOTAL	1,160.0	\$566,375.50
	BLENDED RATE \$488.25		

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Expense Amount
Airfare	Various	\$ 6,946.30
Lodging	Various	\$ 7,971.16
Meals	Various	\$ 1,565.31
Miscellaneous	Various	\$ 292.09
Transportation	Various	\$ 3,472.75
Total		\$ 20,247.61

Annexed hereto are the following schedules for compensation and reimbursement of expenses sought by Applicant for the Compensation Period:

Exhibit B – Summary of Time Detail by Task

Exhibit C – Summary of Time Detail by Professional

Exhibit D – Summary of Time Detail by Task by Professional

Exhibit E – Time Detail by Task Code by Professional which includes a daily time log detailing the activities and services performed by the Applicant on behalf of the Debtors

Exhibit F – Summary of Expenses by Category

Exhibit G – Expense Detail by Category by Professional which includes a breakdown of the Applicant's expenses incurred

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

)
) Chapter 11
)
) Case No. 13-10367 (MFW)
)
) Jointly Administered
)
) **Objection Date: June 5, 2013 at 4:00 p.m.**
) **Hearing Date: Only if objections are timely filed**
)

**FIRST MONTHLY FEE APPLICATION OF
ALVAREZ & MARSAL NORTH AMERICA, LLC
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS
RESTRUCTURING ADVISOR AND FINANCIAL ADVISOR TO THE DEBTORS
FOR THE PERIOD FROM FEBRUARY 28, 2013 THROUGH MARCH 31, 2013**

Alvarez & Marsal North America, LLC (“**A&M**”), restructuring advisor and financial advisor for Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), submits this first monthly fee application (the “**Application**”)² for the period from February 28, 2013 through March 31, 2013 (the “**Compensation Period**”), seeking interim payment of compensation for fees and expenses in the total amount of \$473,348.01 consisting of: (a) \$453,100.40 which is 80% of the fees incurred for reasonable and necessary professional services rendered by A&M during

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 The Debtors submit this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the *Order Authorizing the Retention and Employment of Alvarez and Marsal North America, LLC as Restructuring Advisor and Financial Advisor to the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* entered on April 19, 2013 [Docket No. 204] (the “**Retention Order**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 11, 2013 [Docket No. 168] (the “**Interim Compensation Order**”).

the Compensation Period; and (b) \$20,247.61 for the actual and necessary costs and expenses that A&M incurred during the Compensation Period. In support of this Application, A&M respectfully states as follows:

**I. JURISDICTION, VENUE AND STATUTORY
PREDICATES FOR RELIEF SOUGHT**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B). Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

II. BACKGROUND

2. On February 28, 2013 (the “*Petition Date*”), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the management of its business and operation of its properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. In accordance with the provisions of section 1102(b) of the Bankruptcy code, on March 8, 2013, the United States Trustee appointed an official committee of unsecured creditors (the “*Committee*”) in the Debtors’ case.

4. On April 19, 2013, this Court entered an Order [Docket No. 204] approving the retention of A&M as restructuring advisor and financial advisor to the Debtors, *nunc pro tunc* to the Petition Date. A true and correct copy of the retention order is attached hereto as Exhibit “A”.

5. A&M has continuously rendered services on behalf of the Debtors for the period from February 28, 2013 through March 31, 2013 (the “Compensation Period”), totaling 1,160.00 hours of professional time

6. Attached hereto as Exhibits “B-G” is a full and detailed statement describing the professional services rendered and expenses incurred by each A&M professional during the Compensation Period.

7. To assist the Court in its review of the fees sought by the Applicant, Applicant has separated its time entries in Exhibit “D” into the following categories:

- a. Accounting. This category includes time spent by Applicant assisting the Debtors with accounting related items including but not limited to, filing date cut-off processes, pre-petition and post-petition claims payment processes and reporting requirements, bank related items and other accounting related items. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$20,820.00 (56.3 hours).
- b. Analysis of Operational Issues. This category includes time spent by Applicant assisting the Debtors in the development, consideration, analysis, and execution of day-to day business issues and strategic initiatives for the various Debtors' businesses. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$38,287.50 (79.9 hours).
- c. Analysis of Restructuring Issues. This category includes time spent by Applicant assisting the Debtors in the analysis, negotiation, and consideration of specific restructuring issues, proposals and scenarios presented in the case. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$18,182.50 (29.8 hours).

- d. Analysis of Tax Issues. This category includes time spent by Applicant assisting the Debtors with the analysis of various tax issues as a result of the Chapter 11 filing. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$16,277.50 (34.1 hours).
- e. Cash/DIP. This category includes time spent by Applicant assisting the Debtors with the 13 week cash flow forecast, plan versus actual, Debtor-in-Possession (DIP) agreements and financing, liquidity forecast and other financial analyses. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$37,222.50 (75.3 hours).
- f. Claims. This category includes time spent by Applicant assisting the Debtors with the claims planning process, potential claim analysis, review of claims filed against the Debtors' and other claim related matters. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$10,180.00 (17.7 hours).
- g. Communication. This category includes time spent by Applicant assisting the Debtors with the communication process to stakeholders, communication documents, and call center. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$15,155.00 (26.8 hours).
- h. Court. This category includes time spent by Applicant preparing for and attending Debtors' hearings. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$5,227.50 (7.4 hours).
- i. Financial Analysis. This category includes time spent by Applicant preparing or reviewing financial analysis to support the restructuring including, but not limited to, updates to the financial projections, contribution analysis, historical performance, and other ad-hoc financial analyses. The total fees sought for this

category for the period February 28, 2013 through March 31, 2013 are \$21,912.50 (67.1 hours).

- j. Information Requests. This category includes time spent by Applicant assisting the Debtors with addressing information requests from the Debtor's secured lender, constituency, and advisors. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$39,352.50 (83.2 hours).
- k. Leases. This category includes time spent by Applicant assisting the Debtors with lease analysis and the potential assumption and rejection of leases. Also includes coordination and execution of new leases for HQ buildings. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$70,795.00 (136.2 hours).
- l. Meeting/Teleconferences with Committee and Committee's Advisors. This category includes time spent by Applicant preparing for and participating in meetings and teleconferences with Debtors' unsecured creditors committee and its' advisors. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$12,717.50 (20.6 hours).
- m. Meeting/Teleconferences with Lenders and Lenders' Advisors. This category includes time spent by Applicant preparing for and participating in meetings and teleconferences with Debtors' secured lenders and advisors. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$18,845.00 (31.9 hours).
- n. MOR. This category includes time spent by Applicant assisting the Debtors with the preparation of the Initial Debtor Interview requirements, Initial Operating Report, Monthly Operating Report, Form 26 and other related matters for the US Trustee. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$11,527.50 (25.9 hours).

- o. Motions/Orders. This category includes time spent by Applicant assisting the Debtors with complete analyses and assisting the Debtors on various motions filed, and on entry of Orders to implement required reporting and other activities contemplated by the various filed motions. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$17,940.00 (30.9 hours).
- p. Retention. This category includes time spent by Applicant preparing documents in compliance with Court retention requirements. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$7,937.50 (12.8 hours).
- q. Statements/Schedules. This category includes time spent by Applicant assisting the Debtors and its' advisors helping with Statements and Schedules preparation with background information and other related matters. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$139,423.00 (314.6 hours).
- r. Status Meetings. This category includes time spent by Applicant preparing for and participating in the Debtors regular status meetings. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$23,837.50 (42.5 hours).
- s. Vendors. This category includes time spent by Applicant with vendor (including foreign vendors) related items including, but not limited to accounts payables, contracts, agreements, and vendor issue resolution. The total fees sought for this category for the period February 28, 2013 through March 31, 2013 are \$40,735.00 (67.0 hours).

The foregoing general description of services rendered in specific areas is not intended to be exhaustive of the scope of Applicant's activities on behalf of the Debtors in this case. The time records attached as Exhibit "D" present more completely the work performed by Applicant in each billing category during the period covered by this Application.

8. The total sum due to A&M for professional services rendered on behalf of the Debtors for the Compensation Period is \$566,375.50 . A&M submits that the professional services it rendered on behalf of the Debtors during this time were reasonable and necessary.

9. A&M also expended costs on behalf of the Debtors in the sum of \$20,247.61 during the Compensation Period. Attached hereto as Exhibit "G" is an itemized list of expenses incurred during the Compensation Period.

10. A&M accordingly seeks allowance of the sum of \$566,375.50 in fees and \$20,247.61 in expenses, for a total of \$586,623.11 .

11. I have reviewed the foregoing Application and the facts as set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the requirements of Del.Bankr.LR 2016-2 and submit that this Application complies with such rule.

WHEREFORE, A&M requests: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtors in the sum of \$566,375.50 and reimbursement of actual and necessary expenses incurred in the sum of \$20,247.61 for the period February 28, 2013 through March 31, 2013; (ii) payment in the amount of \$473,348.01 representing 80% of the total fees billed and 100% of the expenses incurred during the Application Period, as provided under the Interim Compensation Order; and (iii) such other relief as this Court deems just and proper.

Dated: May 14, 2013
New York, NY

Respectfully submitted,

ALVAREZ & MARSAL NORTH AMERICA, LLC



Shawn C. A. Hassel
600 Madison Avenue,
8th Floor
New York, NY 10022
Telephone: 602.459.7051
Facsimile: 602.459.7001
shassel@alvarezandmarsal.com

*Restructuring Advisors and Financial Advisors for the
Debtors and Debtors-in-Possession*

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

CONEXANT SYSTEMS, INC., *et al.*,¹

Debtors.

Chapter 11

Case No. 13-10367 (MFW)

Jointly Administered

Related to Docket No. 70

**ORDER AUTHORIZING THE EMPLOYMENT
AND RETENTION OF ALVAREZ & MARSAL NORTH
AMERICA, LLC AS RESTRUCTURING ADVISOR AND FINANCIAL
ADVISOR TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the “*Application*”) of the debtors in possession in the above-captioned case (collectively, the “*Debtors*”) for an order pursuant to sections 327(a) and 328 of title 11 of the United States Code (the “*Bankruptcy Code*”), authorizing the Debtors to employ and retain Alvarez & Marsal North America, LLC, together with employees of its affiliates (all of which are wholly-owned by its parent company and employees), its wholly owned subsidiaries, and independent contractors (collectively, “*A&M*”) as financial advisor, *nunc pro tunc* to the date of filing of these cases (the “*Petition Date*”) on the terms set forth in the engagement letter (the “*Engagement Letter*”) annexed to the Application as **Exhibit 1** to **Exhibit A**; and upon the Declaration of Shawn Hassel in support of the Application annexed thereto as **Exhibit B**; and due and adequate notice of the Application having been given; and the Court being satisfied that A&M is a “disinterested person” as such term is defined under section 101(14) of the Bankruptcy Code; and it appearing that no other or further notice need be

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.

provided; and it appearing that the relief requested by this Application is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Application is granted to the extent set forth herein.
2. Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Application. For the avoidance of doubt, all references in this Order to A&M shall include A&M-S except where specified otherwise.
3. Pursuant to sections 327(a) and 328 of the Bankruptcy Code, the Debtors are hereby authorized to retain A&M as financial advisor to the Debtors, *nunc pro tunc* to the Petition Date on the terms set forth in the Engagement Letter.
4. The terms of the Engagement Letter, including without limitation, the compensation provisions, the Monthly Fee and the indemnification provisions, all as modified by the Application and this Order, are reasonable terms and conditions of employment and are hereby approved.
5. For the avoidance of doubt, if the Debtors restart the Sale Transaction process, A&M-S will be paid the Monthly Fee, however A&M will not be paid the Monthly Fee.
6. Neither A&M nor A&M-S will receive a Restructuring Transaction Fee.
7. The indemnification provisions of the Engagement Letter are approved, subject during the pendency of these chapter 11 cases to the following:
 - a. A&M shall not be entitled to indemnification, contribution or reimbursement pursuant to the Engagement Letter for services, unless such services and the indemnification, contribution or reimbursement therefore are approved by the Court;
 - b. Notwithstanding any provision of the Engagement Letter to the contrary, the Debtors shall have no obligation to indemnify A&M, or provide

contribution or reimbursement to A&M, for any claim or expense that is either (i) judicially determined (the determination having become final) to have arisen from A&M's gross negligence or willful misconduct, (ii) for a contractual dispute in which the Debtors allege the breach of A&M's contractual obligations unless the Court determines that indemnification, contribution or reimbursement would be permissible pursuant to *In re United Artists Theatre Company, et al.*, 315 F.3d 217 (3d Cir. 2003); or (iii) settled prior to a judicial determination as to A&M's gross negligence or willful misconduct, but determined by this Court, after notice and a hearing, to be a claim or expense for which A&M should not receive indemnity, contribution or reimbursement under the terms of the Engagement Letter, as modified by this Order; and

- c. If, before the earlier of (i) the entry of an order confirming a Chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing these Chapter 11 cases, A&M believes that it is entitled to the payment of any amounts by the Debtors on account of the Debtors' indemnification, contribution and/or reimbursement obligations under the Engagement Letter (as modified by this Order), including without limitation the advancement of defense costs, A&M must file an application therefore in this Court, and the Debtors may not pay any such amounts to A&M before the entry of an order by this Court approving the payment. This subparagraph c is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by A&M for indemnification, contribution or reimbursement and not a provision limiting the duration of the Debtors' obligation to indemnify A&M.
- d. Any limitation on liability on any amounts to be contributed by the parties to the Engagement Letter under the terms of the Engagement Letter shall be eliminated.

8. A&M shall file interim and final fee applications for allowance of its compensation and expenses in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the Office of the United States Trustee and any applicable orders of the Court (collectively, the "**Fee Guidelines**").

9. A&M shall be reimbursed only for reasonable and necessary expenses as provided by the Fee Guidelines.

10. Notwithstanding anything in this Order to the contrary, the United States Trustee

for the District of Delaware (the “*U.S. Trustee*”) shall retain the right and be entitled to object to any of A&M’s fees and expenses, and the Official Committee of Unsecured Creditors (the “*Committee*”) shall retain the right and be entitled to object to A&M’s hourly fees and expenses based on the reasonableness standard provided for in section 330 of the Bankruptcy Code. The U.S. Trustee and A&M further stipulate and agree that this Order and the record relating to the Court’s consideration of the Application shall not prejudice or otherwise affect the rights of the U.S. Trustee to challenge the reasonableness of A&M’s compensation and reimbursement requests under Bankruptcy Code sections 330 and 331. Accordingly, nothing in this Order or the record shall constitute a finding of fact or conclusion of law binding the U.S. Trustee, on appeal or otherwise, with respect to the reasonableness of A&M’s fees and compensation.

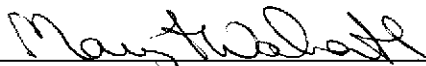
11. With respect to controversies or claims arising out of or in any way related to the services or Engagement Letter, A&M agrees, notwithstanding any arbitration, dispute resolution or exclusive jurisdiction provisions contained in the Engagement Letter, that any disputes arising under the Engagement Letter shall be heard in this Court during the pendency of these cases.

12. Notwithstanding anything in the Engagement Letter, the Debtors’ obligation to pay the Sale Transaction Fee shall terminate on the effective date of a plan of reorganization.

13. To the extent there is inconsistency between the terms of the Engagement Letter, the Application, and this Order, the terms of this Order shall govern.

14. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

Date: April 19, 2013
Wilmington, Delaware



The Honorable Mary F. Walrath
United States Bankruptcy Judge

Exhibit 1

Copy of Engagement Letter Dated February 19, 2013



Alvarez & Marsal North America, LLC
600 Madison Avenue, 8th Floor
New York, NY 10022
Phone: +1 212 759 4433
Fax: +1 212 759 5532

Modified as of February 19, 2013

Carl Mills
Chief Financial Officer
Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Dear Carl:

This letter confirms and sets forth the terms and conditions of the engagement between Alvarez & Marsal North America, LLC ("A&M") and Conexant Systems, Inc. and its subsidiaries and affiliates (jointly and severally, the "Company"), including the scope of the services to be performed and the basis of compensation for those services. Upon execution of this letter by each of the parties below and receipt of the retainer described below, this letter will constitute an agreement between the Company and A&M (the "Agreement").

1. Description of Services

- (a) A&M shall provide consulting services to the Company at the direction of the Company's Board of Directors (the "Board") in connection with their efforts in seeking to evaluate the Company's financial restructuring alternatives and assist the Company in its reorganization efforts. It is anticipated that A&M's activities shall include the following:
 - (i) perform a financial review of the Company, including but not limited to a review and assessment of financial information that has been, and that will be, provided by the Company to its creditors, including, without limitation, its short and long-term projected cash flows;
 - (ii) perform a review and assessment of the company's current liquidity position, including 13-week cash flow forecast;
 - (iii) assist in the formulation, evaluation and/or implementation of possible restructuring plans or strategic alternatives in an effort to maximize the enterprise value of the Company and advise as to certain engagement team members' views of the advantages and disadvantages;

- (iv) provide financial advisory services to Company in connection with the structuring any new securities to be issued under an out-of-court or in-court restructuring, and, if necessary, valuation of the Company or any new securities to be issued under a Plan of Reorganization;
- (v) assist the Company in negotiations with creditors and other appropriate parties-in-interest;
- (vi) assist in identification of cost reduction and operations improvement opportunities;
- (vii) assist the Company in the management and execution of a Sale Transaction (as defined below),¹ including preparing informational materials for distribution to potential purchasers, identifying and soliciting interest among prospective purchasers, evaluating proposals received for prospective purchasers and assisting in negotiating the financial terms and structure of any Sale Transaction;
- (viii) in the event that the Company believes that filing a petition under Chapter 11 of the United States Bankruptcy Code may be necessary, A&M shall assist in the identification of "debtor in possession" and exit financing;
- (ix) in the event that the Company files a petition under Chapter 11 of the United States Bankruptcy Code, A&M will assist the Company by helping prepare for such filing and participating in hearings before the bankruptcy court having jurisdiction over the Company's Chapter 11 case with respect to the matters upon which A&M has provided services, including, as relevant, providing testimony concerning the standards for confirmation of

¹ As used in this Agreement, the term "Sale Transaction" means any transaction or series of transactions, involving (a) an acquisition, merger, consolidation, or other business combination pursuant to which the majority of the business or assets of the Company are, directly or indirectly, combined with another company; (b) the acquisition, directly or indirectly, by a buyer or buyers of equity interests or options, or any combination thereof constituting a majority of the then outstanding stock of the Company or possessing a majority control of the Board of Directors or a majority of the then outstanding voting power of the Company; (c) any other purchase or acquisition, directly or indirectly, by a buyer or buyers of significant assets, securities or other interests of the Company; or (d) the formation of a joint venture or partnership with the Company or direct investment in the Company for the purpose of effecting a transfer of a majority interest in the Company to a third party of part or all of the Company or its assets (a "Sale Transaction"). For the avoidance of doubt, a Sale Transaction shall include a sale under section 363 of the Bankruptcy Code, including (but not limited to) if such sale results in the shareholders or debt holders of the Company acquiring ownership interest in the Company or its assets

a plan of reorganization under 11 U.S.C. §1129, the standards for consummating a sale of some or all of the Company's assets;

- (x) other activities as are approved by you or the Board and agreed to by A&M.

In rendering its services to the Company, A&M will report directly to the Board and will make recommendations to and consult with the Board and other senior officers as the Board directs.

- (b) In connection with the services to be provided hereunder, from time to time A&M may utilize the services of employees of its affiliates and subsidiaries. Such affiliates are wholly owned by A&M's parent company and employees. A&M personnel providing services to the Company may also work with other A&M clients in conjunction with unrelated matters.
- (c) As set forth in the Agreement, to the extent A&M is asked to provide the services under Sections 1(a) (iii), (iv), (v), (vii) and (viii) above ("Corporate Finance Services"), such services may be provided by A&M's subsidiary broker/dealer, Alvarez & Marsal Securities, LLC ("A&M Securities") and all references to "A&M" in this letter as it relates to the Corporation Finance Services shall mean "A&M Securities."

2. Information Provided by the Company and Forward Looking Statements

The Company shall use all reasonable efforts to: (i) provide A&M with access to management and other representatives of the Company; and (ii) to furnish all data, material, and other information concerning the business, assets, liabilities, operations, cash flows, properties, financial condition and prospects of the Company that A&M reasonably request in connection with the services to be provided to the Company. A&M shall rely, without further independent verification, on the accuracy and completeness of all publicly available information and information that is furnished by or on behalf of the Company and otherwise reviewed by A&M in connection with the services performed for the Company. The Company acknowledges and agrees that A&M is not responsible for the accuracy or completeness of such information and shall not be responsible for any inaccuracies or omissions therein. A&M is under no obligation to update data submitted to it or to review any other areas unless specifically requested by the Board to do so.

You understand that the services to be rendered by A&M may include the preparation of projections and other forward-looking statements, and numerous factors can affect the actual results of the Company's operations, which may materially and adversely differ

from those projections. In addition, A&M will be relying on information provided by the Company in the preparation of those projections and other forward-looking statements.

With respect to any Sales Transaction or any financing / securities transaction, the Company will be solely responsible for the contents of the information memorandum and any and all other written or oral communications provided by or on behalf of the Company to any potential investors. The Company represents and warrants that the information memorandum and such other communications will not contain any untrue statement of material fact or omit to state a material fact required to be stated therein or necessary in order to make the statements therein not misleading. If an event occurs as a result of which the information memorandum would include any untrue statement of a material fact or omit to state any material fact necessary to make the statements therein not misleading, the Company will promptly notify A&M and A&M will suspend solicitations of prospective buyers until such time as the Company prepares a supplement or amendment to the information memorandum that corrects such statement(s) and/or omission(s).

3. Limitation of Duties

A&M makes no representation or guarantee that, inter alia, (i) an appropriate restructuring proposal or strategic alternative can be formulated for the Company (ii) any restructuring proposal or strategic alternative presented to the Company's management or the Board will be more successful than all other possible restructuring proposals or strategic alternatives, (iii) restructuring is the best course of action for the Company or (iv) if formulated, that any proposed restructuring plan or strategic alternative will be accepted by any of the Company's creditors, shareholders and other constituents. Further, A&M does not assume any responsibility for the Company's decision to pursue, or not pursue any business strategy, or to effect, or not to effect any transaction. A&M shall be responsible for assistance with the implementation only of the restructuring proposal or strategic alternative approved by the Board and only to the extent and in the manner authorized by and directed by the Board and agreed to by A&M.

4. Compensation

- (a) In consideration of the services provided by A&M pursuant to the Agreement, other than with respect to services related to the Sale Transaction (which compensation arrangement is described in subparagraph (b) and (f) below), A&M will receive fees based on the following hourly rates:

Managing Directors	\$650-850
--------------------	-----------

Directors	\$450-650
Analysts / Associates	\$250-450

Unless otherwise agreed to by the Company, staffing and their individual standard hourly rates on the engagement will be:

Shawn Hassel	\$725
Chris Wells	\$600
Jordan Fisher	\$500
Mark Sidorenkov	\$325

Such rates shall be subject to adjustment annually at such time as A&M adjusts its rates generally. Such fees and expenses will be due and payable immediately upon submission of an invoice for such services.

- (b) In consideration of the services provided by A&M solely as it relates to a Sale Transaction, the Company agrees to pay a monthly advisory fee, for a minimum of three months (the "Monthly Fee") in the amount of \$85,000 in cash, with the first Monthly Fee payable upon execution of this Agreement by both parties and additional installments of such Monthly Fee payable in advance on each monthly anniversary of the effective date of this Agreement. Fifty percent (50%) of all Monthly Fees beginning with the Monthly Fee payable on January 9, 2013, shall be credited against the Sale Transaction Fee, if any, defined and described below. For the avoidance of doubt, no services associated with the Sale Transaction provided by Marc Liebman and other professionals of A&M Securities, LLC, shall be payable in accordance with subparagraph (a) hereof. A&M will cease to receive the Monthly Fee if the Company is no longer pursuing a Sale Transaction. In this event, if the Company then restarts a Sale Transaction process, A&M will resume receiving a Monthly Fee at such time.
- (c) In consideration of the services provided by A&M solely as it relates to the valuation of the Company per Section 1(a)(iv), the Company agrees to pay a fixed fee in the amount of \$185,000 in cash payable on February 20, 2013. For the avoidance of doubt, no services associated with the business valuation provided by Marc Liebman and other professionals of A&M Securities, LLC, shall be payable in accordance with subparagraph (a) hereof.
- (d) In addition, A&M will be reimbursed for its reasonable and documented out-of-pocket expenses incurred in connection with this assignment, such as travel, lodging, duplicating, messenger and telephone charges. All fees and expenses

will be billed and payable on a bi-weekly basis or, at A&M's discretion, more frequently.

- (e) The Company shall promptly remit to A&M a retainer in the amount of \$150,000, which shall be credited against any amounts due at the termination of this engagement and returned upon the satisfaction of all obligations hereunder. Provided that in the event that the Company becoming subject to a bankruptcy filing, A&M would receive an additional refundable retainer of \$150,000 to be applied against any amounts due at the termination of this engagement and returned upon satisfaction of all obligations hereunder.
- (f) The Company and A&M agree that A&M will be entitled to receive a Restructuring Transaction fee (the, "Restructuring Transaction Fee") equal to \$400,000, payable at the closing thereof, if, at any time during the term of this engagement: (i) a Restructuring Transaction is consummated without any order of a court or judicial proceedings, or (ii)(A) an agreement in principle or definitive agreement to effect a Restructuring Transaction is entered into and (B) concurrently therewith or thereafter up to and including within twelve (12) months after the expiration or termination of this Agreement, such "Restructuring Transaction" is consummated without any order of a court or judicial proceedings.
- (g) The Company and A&M agree that A&M will be entitled to receive a Sale Transaction fee (the "Sale Transaction Fee") equal to the following amounts: (i) to the extent any Sale Transaction results in sale proceeds ("Sale Proceeds")² of

²

As used in this Agreement, the term "Sale Proceeds" means the total value of all consideration (including cash, securities or other property) paid or received or to be paid or received, directly or indirectly, in connection with a Sale Transaction in respect of the assets of the Company or the outstanding securities of the Company (including both debt and equity) on a fully diluted basis (treating any securities issuable upon the exercise of options, warrants or other convertible securities and any securities to be redeemed as outstanding, whether or not vested), plus the principal amount of any debt (including capitalized leases) of the Company outstanding as of the closing date of a Sale Transaction or directly or indirectly assumed, refinanced or repaid in connection with a Sale Transaction, and amounts payable in connection with a Sale Transaction in respect of employment or consulting agreements, agreements not to compete or similar arrangements. If the Sale Transaction takes the form of a recapitalization or similar transaction, "Sale Proceeds" will also include the value of all shares or debt or other securities retained by the shareholders or debt holders of the acquired company. If any portion of Sale Proceeds are payable in the form of securities, the value of such securities, for purposes of calculating our transaction fee, will be determined based on the average closing price for such securities for the 5 trading days prior to the closing of the Sale Transaction. In the case of securities that do not have an existing public market, our Sale Transaction Fee will be determined based on the fair market value of such securities as mutually agreed upon in good faith by the Company and A&M-S prior to the closing of the Sale Transaction. Fees on amounts paid into escrow will be payable upon the establishment of such escrow. Fees relating to contingent payments other than escrowed amounts will be calculated based on the present value of the reasonably expected maximum



up to \$60,000,000, a Sale Transaction Fee equal to 1.0% of such Sale Proceeds; (ii) to the extent any Sale Transaction results in Sale Proceeds of more than \$60,000,000 but less than \$120,000,000, A&M shall be entitled a 1.25% fee on such Sale Proceeds over and above \$60,000,000 (with a 1% fee applicable to the first \$60,000,000 of proceeds); and (iii) to the extent any Sale Transaction results in Sale Proceeds of more than \$120,000,000, A&M shall be entitled to a 1.50% on such Sale Proceeds over \$120,000,000 (with a 1% fee applicable to the first \$60,000,000 and a 1.25% fee applicable to next \$60,000,000); provided, however, that in connection with any secured noteholder's credit bid pursuant to section 363(k) of the Bankruptcy Code, in an instance where (a) no third party has submitted a letter of intent to consummate a Sale Transaction at any time during the sale process; and (b) (i) the investor holding the existing secured notes as of the date of this agreement has not changed, the Sale Transaction Fee shall be \$600,000; or (ii) in the case where the investor holding the existing secured notes as of the date of this agreement has sold such debt to an unaffiliated party (as determined in good faith by A&M and the Company), then the Sale Transaction Fee shall be the greater of (x) \$600,000 and (y) the applicable percentages outlined above multiplied by the purchase price paid to the holder of the existing secured notes (all as determined in good faith by A&M and the Company). Furthermore, the Sale Transaction Fee shall not be less than \$250,000 (net of any Monthly Fee crediting). Any Sale Transaction Fee shall be payable at the closing of a Sale Transaction, whether such Sale Transaction is consummated without an order of a court or in connection with the commencement of a case under Chapter 11 case of the Bankruptcy Code.

Furthermore, the Company will pay A&M the Sale Transaction Fee in respect of the Sale Transaction if, within 12 months from the termination or expiration of this agreement, and solely to the extent that (i) no fees (other than under Section 4(a) and 4(b)) shall have been paid to A&M and (ii) A&M is not terminated hereunder for Cause (as defined in 5(e) below), the Company enters into an agreement that subsequently results in a Sale Transaction involving a party (or affiliate of such or entity formed by such to effectuate a Sale Transaction) from which A&M approached and had substantial discussions regarding a Sale Transaction during our retention.

amount of such contingent payments as determined in good faith by the Company and A&M-S prior to the closing of the Sale Transaction, utilizing a discount rate equal to the prime rate published in The Wall Street Journal on the last business day preceding the closing of the Sale Transaction.



Notwithstanding anything to the contrary herein, A&M agrees and acknowledges that no Sale Transaction Fee shall be due or payable in connection with a sale of the Company's multi-functional printer business to CSR plc, or one of its direct or indirect subsidiaries, affiliates or designees if A&M does not run the process to sell such business. For avoidance of doubt, to the extent CSR plc purchases any other business(es) / assets of the Company, A&M is entitled to a Sale Transaction Fee.

- (h) To the extent the Company executes a capital raise pursuant to 1(a)(ix) above, the Company and A&M will enter into a separate, mutually agreeable engagement arrangement outlining the additional transaction fee paid to A&M in consideration for such capital raise.
- (i) For the purposes of this Agreement, a "Restructuring Transaction" shall be defined as any single transaction or series of transactions that effectuates:
 - (i) any material modification, amendment or change to, or in, the Company's obligations and/or indebtedness for borrowed money, including accrued interest thereon (including, without limitation, interest bearing trade debt, senior secured notes and lease obligations)(collectively, the "Indebtedness"), which are outstanding as of the date that such Restructuring Transaction is consummated including, without limitation, any material modification, amendment or change to the principal balance, accrued or accreted interest, payment term, other debt service requirement and/or financial or operating covenant (with respect to any financial or operating covenant, such material modification, amendment or change in financial or operating covenant results in covenant relief for at least twelve (12) months with respect to any material payment obligation based on the Company's then existing operating plan);
 - (ii) any forbearance, accrual or extension for at least twelve (12) months with respect to any material payment obligation under the Indebtedness;
 - (iii) conversion to equity, or any other security instrument, of any or all of the Indebtedness;
 - (iv) any material compromise of the existing terms of the Indebtedness (other than as accomplished through a Sale Transaction);

- (v) any refinancing of all or any material portion of the Indebtedness or any raising of any new financing (other than DIP Financing) from any source, including existing stakeholders of the Company;
- (vi) any combination of the foregoing transactions.

5. Term

- (a) This Agreement will apply from the commencement of the services referred to in Section 1 and may be terminated with immediate effect by either party without cause by written notice to the other party.
- (b) Solely with respect to services provided by A&M in connection with a Sale Transaction, this Agreement shall be terminable by the Company on or after January 19, 2013, without further payment other than with respect to the Monthly Fees and expenses incurred before such termination (whether or not any Sale Transaction is consummated prior to or subsequent to the effective date of such termination). However, no expiration or termination of this Agreement shall (a) terminate the Company's indemnification, reimbursement, contribution or other obligations as set forth in this Agreement, (b) terminate A&M's right to receive, and the Company's obligation to pay, any and all fees and expenses due associated with the Sale Transaction Fee if, within 12 months from the termination or expiration of this agreement, and solely to the extent that (i) no fees (other than under Section 4(a), 4(b) and 4(c)) shall have been paid to A&M and (ii) A&M is not terminated hereunder for Cause (as defined in 5(e) below), the Company enters into an agreement that subsequently results in a Sale Transaction involving a party (or affiliate of such or entity formed by such to effectuate a Sale Transaction) from which A&M approached and had substantial discussions regarding a Sale Transaction during our retention.
- (c) A&M normally does not withdraw from an engagement unless the Company misrepresents or fails to disclose material facts, fails to pay fees or expenses, or makes it unethical or unreasonably difficult for A&M to continue performance of the engagement, or other just cause exists.
- (d) On termination of the Agreement, any fees and expenses due to A&M shall be remitted promptly (including fees and expenses that accrued prior to but are invoiced subsequent to such termination).
- (e) If the Company terminates this Agreement without "Cause" or if A&M terminates this Agreement for "Good Reason", A&M shall also be entitled to receive the Restructuring Transaction fee upon the occurrence of the event specified in



Section 4(d) if such event occurs within 6 months of the termination. "Cause" shall mean gross negligence, willful default or fraud by A&M; "Good Reason" shall mean the Company's misrepresentation of or failure to disclose material facts, failure to pay fees or expenses when due (or circumstances indicating to A&M that fees or expenses will not be paid when due), circumstances such that it is unethical or unreasonably difficult for A&M to continue performance of the engagement, or other just cause.

- (f) The provisions of this Agreement that give the parties rights or obligations beyond its termination shall survive and continue to bind the parties.

6. Relationship of the Parties

The parties intend that an independent contractor relationship will be created by this engagement letter. Neither A&M nor any of its personnel or agents is to be considered an employee or agent of the Company and the personnel and agents of A&M are not entitled to any of the benefits that the Company provides for the Company employees. The Company acknowledges and agrees that A&M's engagement shall not constitute an audit, review or compilation, or any other type of financial statement reporting engagement that is subject to the rules of the AICPA, SEC or other state or national professional or regulatory body.

7. No Third Party Beneficiary

The Company acknowledges that all advice (written or oral) provided by A&M to the Company in connection with this engagement is intended solely for the benefit and use of the Company (limited to its Board and management) in considering the matters to which this engagement relates. The Company agrees that no such advice shall be used for any other purpose or reproduced, disseminated, quoted or referred to at any time in any manner or for any purpose other than accomplishing the tasks referred to herein without A&M's prior approval (which shall not be unreasonably withheld), except as required by law.

8. Conflicts

A&M is not currently aware of any relationship that would create a conflict of interest with the Company or those parties-in-interest of which you have made us aware. Because A&M and its affiliates and subsidiaries comprise a consulting firm (the "Firm") that serves clients on a global basis in numerous cases, both in and out of court, it is possible that the Firm may have rendered or will render services to or have business



associations with other entities or people which had or have or may have relationships with the Company, including creditors of the Company. The Firm will not be prevented or restricted by virtue of providing the services under this Agreement from providing services to other entities or individuals, including entities or individuals whose interests may be in competition or conflict with the Company's, provided the Firm makes appropriate arrangements to ensure that the confidentiality of information is maintained.

9. Confidentiality / Non-Solicitation

A&M shall keep as confidential all non-public information received from the Company in conjunction with this engagement, except: (i) as requested by the Company or its legal counsel; (ii) as required by legal proceedings or (iii) as reasonably required in the performance of this engagement. All obligations as to non-disclosure shall cease as to any part of such information to the extent that such information is or becomes public other than as a result of a breach of this provision. The Company, on behalf of itself and its subsidiaries and affiliates and any person which may acquire all or substantially all of its assets agrees that, until two (2) years subsequent to the termination of this engagement, it will not solicit, recruit, hire or otherwise engage any employee of A&M or any of its affiliates who worked on this engagement while employed by A&M or its affiliates ("Solicited Person"). Should the Company or any of its subsidiaries or affiliates or any person who acquires all or substantially all of its assets extend an offer of employment to or otherwise engage any Solicited Person and should such offer be accepted, A&M shall be entitled to a fee from the party extending such offer equal to the Solicited Person's hourly client billing rate at the time of the offer multiplied by 4,000 hours for a Managing Director, 3,000 hours for a Senior Director and 2,000 hours for any other A&M employee. The Company acknowledges and agrees that this fee fairly represents the loss that A&M will suffer if the Company breaches this provision. The fee shall be payable at the time of the Solicited Person's acceptance of employment or engagement.

10. Indemnification and Limitations on Liability

The indemnification and limitation on liability agreement ("Indemnification Agreement") attached to that certain engagement letter agreement, dated October 12, 2012 (the "Prior Engagement Agreement") is incorporated herein by reference and each reference to the "Agreement" as set forth in the Indemnification Agreement shall include both this Agreement and the Prior Engagement Agreement. Termination of this engagement shall not affect these indemnification and limitation on liability provisions, which shall remain in full force and effect.

11. Miscellaneous

This Agreement (together with the attached indemnity provisions), including, without limitation, the construction and interpretation of thereof and all claims, controversies and disputes arising under or relating thereto, shall be governed and construed in accordance with the laws of the State of New York, without regard to principles of conflict of law that would defer to the laws of another jurisdiction. The Company and A&M agree to waive trial by jury in any action, proceeding or counterclaim brought by or on behalf of the parties hereto with respect to any matter relating to or arising out of the engagement or the performance or non-performance of A&M hereunder. The Company and A&M agree, to the extent permitted by applicable law, that any Federal Court sitting within the Southern District of New York shall have exclusive jurisdiction over any litigation arising out of this Agreement; to submit to the personal jurisdiction of the Courts of the United States District Court for the Southern District of New York; and to waive any and all personal rights under the law of any jurisdiction to object on any basis (including, without limitation, inconvenience of forum) to jurisdiction or venue within the State of New York for any litigation arising in connection with this Agreement.

This Agreement shall be binding upon A&M and the Company, their respective heirs, successors, and assignees, and any heir, successor, or assignee of a substantial portion of A&M's or the Company's respective businesses and/or assets, including any Chapter 11 Trustee. This Agreement incorporates the entire understanding of the parties with respect to the subject matter hereof and may not be amended or modified except in writing executed by the Company and A&M. Notwithstanding anything herein to the contrary, A&M may reference or list the Company's name and/or a general description of the services in A&M's marketing materials, including, without limitation, on A&M's website.

[SIGNATURES ON NEXT PAGE]



This Agreement sets forth the entire understanding of the parties relating to the subject matter hereof and supersedes and cancels any prior communications, understandings and agreements between the parties relating to the subject matter hereof (including but not limited to the Prior Engagement Agreement, save as set forth in Section 10 above) If the foregoing is acceptable to you, kindly sign the enclosed copy to acknowledge your agreement with its terms.

Very truly yours,

Alvarez & Marsal North America, LLC

By: 

Shawn Hassel
Managing Director

Alvarez & Marsal Securities, LLC

By: 

Marc Liebman
Managing Director

Accepted and agreed:

Conexant Systems, Inc.

By: 

Carl Mills
Chief Financial Officer



Exhibit 2

**Copy of Indemnification and Limitation on Liability Agreement Attached to the
Engagement Letter Dated October 12, 2012**

INDEMNIFICATION AND LIMITATION ON LIABILITY AGREEMENT

This indemnification and limitation on liability agreement is made part of an agreement, dated October 12, 2012 (which together with any renewals, modifications or extensions thereof, is herein referred to as the "Agreement") by and between Alvarez & Marsal North America, LLC ("A&M") and Conexant Systems, Inc. (the "Company"), for services to be rendered to the Company by A&M.

A. The Company agrees to indemnify and hold harmless each of A&M, its affiliates and their respective shareholders, members, managers, employees, agents, representatives and subcontractors (each, an "Indemnified Party" and collectively, the "Indemnified Parties") against any and all losses, claims, damages, liabilities, penalties, obligations and expenses, including the costs for counsel or others (including employees of A&M, based on their then current hourly billing rates) in investigating, preparing or defending any action or claim, whether or not in connection with litigation in which any Indemnified Party is a party, or enforcing the Agreement (including these indemnity provisions), as and when incurred, caused by, relating to, based upon or arising out of (directly or indirectly) the Indemnified Parties' acceptance of or the performance or nonperformance of their obligations under the Agreement; provided, however, such indemnity shall not apply to any such loss, claim, damage, liability or expense to the extent it is found in a final judgment by a court of competent jurisdiction (not subject to further appeal) to have resulted primarily and directly from such Indemnified Party's gross negligence, bad faith or willful misconduct. The Company also agrees that (a) no Indemnified Party shall have any liability (whether direct or indirect, in contract or tort or otherwise) to the Company for or in connection with the engagement of A&M, except to the extent that any such liability for losses, claims, damages, liabilities or expenses are found in a final judgment by a court of competent jurisdiction (not subject to further appeal) to have resulted primarily and directly from such Indemnified Party's gross negligence, bad faith or willful misconduct and (b) in no event will any Indemnified Party have any liability to the Company for special, consequential, incidental or exemplary damages or loss (nor any lost profits, savings or business opportunity). The Company further agrees that it will not, without the prior consent of an Indemnified Party, settle or compromise or consent to the entry of any judgment in any pending or threatened claim, action, suit or proceeding in respect of which such Indemnified Party seeks indemnification hereunder (whether or not such Indemnified Party is an actual party to such claim, action, suit or proceedings) unless such settlement, compromise or consent includes an unconditional release of such Indemnified Party from all liabilities arising out of such claim, action, suit or proceeding.

B. These indemnification provisions shall be in addition to any liability which the Company may otherwise have to the Indemnified Parties. In the event that, at any time whether before or after termination of the engagement or the Agreement, as a result of or in connection with the Agreement or A&M's and its personnel's role under the Agreement, A&M or any Indemnified Party is required to produce any of its personnel (including former employees) for examination, deposition or other written, recorded or oral presentation, or A&M or any of its personnel (including former employees) or any other Indemnified Party is required to produce or otherwise review, compile, submit, duplicate, search for, organize or report on any material within such Indemnified Party's possession or control pursuant to a subpoena or other legal (including

administrative) process, the Company will reimburse the Indemnified Party for its out of pocket expenses, including the reasonable fees and expenses of its counsel, and will compensate the Indemnified Party for the time expended by its personnel based on such personnel's then current hourly rate.

C. If any action, proceeding or investigation is commenced to which any Indemnified Party proposes to demand indemnification hereunder, such Indemnified Party will notify the Company with reasonable promptness; provided, however, that any failure by such Indemnified Party to notify the Company will not relieve the Company from its obligations hereunder, except to the extent that such failure shall have actually prejudiced the defense of such action. The Company shall promptly pay expenses reasonably incurred by any Indemnified Party in defending, participating in, or settling any action, proceeding or investigation in which such Indemnified Party is a party or is threatened to be made a party or otherwise is participating in by reason of the engagement under the Agreement, upon submission of invoices therefor, whether in advance of the final disposition of such action, proceeding, or investigation or otherwise. Each Indemnified Party hereby undertakes, and the Company hereby accepts its undertaking, to repay any and all such amounts so advanced if it shall ultimately be determined that such Indemnified Party is not entitled to be indemnified therefor. If any such action, proceeding or investigation in which an Indemnified Party is a party is also against the Company, the Company may, in lieu of advancing the expenses of separate counsel for such Indemnified Party, provide such Indemnified Party with legal representation by the same counsel who represents the Company, provided such counsel is reasonably satisfactory to such Indemnified Party, at no cost to such Indemnified Party; provided, however, that if such counsel or counsel to the Indemnified Party shall determine that due to the existence of actual or potential conflicts of interest between such Indemnified Party and the Company such counsel is unable to represent both the Indemnified Party and the Company, then the Indemnified Party shall be entitled to use separate counsel of its own choice, and the Company shall promptly advance its reasonable expenses of such separate counsel upon submission of invoices therefor. Nothing herein shall prevent an Indemnified Party from using separate counsel of its own choice at its own expense. The Company will be liable for any settlement of any claim against an Indemnified Party made with the Company's written consent, which consent shall not be unreasonably withheld.

D. In order to provide for just and equitable contribution if a claim for indemnification pursuant to these indemnification provisions is made but it is found in a final judgment by a court of competent jurisdiction (not subject to further appeal) that such indemnification may not be enforced in such case, even though the express provisions hereof provide for indemnification, then the relative fault of the Company, on the one hand, and the Indemnified Parties, on the other hand, in connection with the statements, acts or omissions which resulted in the losses, claims, damages, liabilities and costs giving rise to the indemnification claim and other relevant equitable considerations shall be considered; and further provided that in no event will the Indemnified Parties' aggregate contribution for all losses, claims, damages, liabilities and expenses with respect to which contribution is available hereunder exceed the amount of fees actually received by the Indemnified Parties pursuant to the Agreement. No person found liable for a fraudulent misrepresentation shall be entitled to contribution hereunder from any person

who is not also found liable for such fraudulent misrepresentation.

E. In the event the Company and A&M seek judicial approval for the assumption of the Agreement or authorization to enter into a new engagement agreement pursuant to either of which A&M would continue to be engaged by the Company, the Company shall promptly pay expenses reasonably incurred by the Indemnified Parties, including attorneys' fees and expenses, in connection with any motion, action or claim made either in support of or in opposition to any such retention or authorization, whether in advance of or following any judicial disposition of such motion, action or claim, promptly upon submission of invoices therefor and regardless of whether such retention or authorization is approved by any court. The Company will also promptly pay the Indemnified Parties for any expenses reasonably incurred by them, including attorneys' fees and expenses, in seeking payment of all amounts owed it under the Agreement (or any new engagement agreement) whether through submission of a fee application or in any other manner, without offset, recoupment or counterclaim, whether as a secured claim, an administrative expense claim, an unsecured claim, a prepetition claim or a postpetition claim.

F. Neither termination of the Agreement nor termination of A&M's engagement nor the filing of a petition under Chapter 7 or 11 of the United States Bankruptcy Code (nor the conversion of an existing case to one under a different chapter) shall affect these indemnification provisions, which shall hereafter remain operative and in full force and effect.

G. The rights provided herein shall not be deemed exclusive of any other rights to which the Indemnified Parties may be entitled under the certificate of incorporation or bylaws of the Company, any other agreements, any vote of stockholders or disinterested directors of the Company, any applicable law or otherwise.

Conexant Systems, Inc.

Alvarez & Marsal North America, LLC

By: 
Carl Mills
Chief Financial Officer

By: 
Shawn Hassel
Managing Director

EXHIBIT B

**Conexant Systems Inc., et al.,
Summary of Time Detail by Task
2/28/2013 Through 3/31/2013**

Task	Hours	Fees
ACCOUNTING	56.3	\$20,820.00
ANALYSIS OF OPERATIONAL ISSUES	79.9	\$38,287.50
ANALYSIS OF RESTRUCTURING ISSUES	29.8	\$18,182.50
ANALYSIS OF TAX ISSUES	34.1	\$16,277.50
CASH/DIP	75.3	\$37,222.50
CLAIMS	17.7	\$10,180.00
COMMUNICATION	26.8	\$15,155.00
COURT	7.4	\$5,227.50
FINANCIAL ANALYSIS	67.1	\$21,912.50
INFORMATION REQUESTS	83.2	\$39,352.50
LEASES	136.2	\$70,795.00
MEETINGS/TELECONFERENCES WITH COMMITTEE AND COMMITTEE'S ADVISORS	20.6	\$12,717.50
MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS	31.9	\$18,845.00
MOR	25.9	\$11,527.50
MOTIONS/ORDERS	30.9	\$17,940.00
RETENTION	12.8	\$7,937.50
STATEMENTS/SCHEDULES	314.6	\$139,423.00
STATUS MEETINGS	42.5	\$23,837.50
VENDORS	67.0	\$40,735.00
Total	<u>1,160.0</u>	<u>\$566,375.50</u>

EXHIBIT C

**Conexant Systems Inc., et al.,
Summary of Time Detail by Professional
2/28/2013 Through 3/31/2013**

Name	Title	Hourly Rate	Total Hours	Hourly Fees
Shawn Hassel	Managing Director	\$725	120.7	\$87,507.50
Julie Hertzberg	Managing Director	\$650	3.5	\$2,275.00
Christopher Wells	Senior Director	\$600	213.4	\$128,040.00
Bixler Holden	Senior Director	\$525	132.3	\$69,457.50
Jordan Fisher	Director	\$500	269.9	\$134,950.00
Rob Esposito	Consultant	\$390	84.5	\$32,955.00
Jeffrey Sielinski	Consultant	\$390	32.1	\$12,519.00
Richard Behrens	Senior Associate	\$350	54.1	\$18,935.00
Mark Sidorenkov	Analyst	\$325	210.9	\$68,542.50
Erin McKeighan	Director	\$290	38.6	\$11,194.00
		Total	<u>1,160.0</u>	<u>\$566,375.50</u>

EXHIBIT D

Conexant Systems Inc., et al., Summary of Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

ACCOUNTING

Assist the Debtor with accounting related items including but not limited to, filing date cut-off processes, pre-petition and post-petition claims payment processes and reporting requirements, bank related items, and other accounting related items.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	0.8	\$580.00
Christopher Wells	Senior Director	\$600	1.3	\$780.00
Jordan Fisher	Director	\$500	3.8	\$1,900.00
Richard Behrens	Senior Associate	\$350	47.2	\$16,520.00
Mark Sidorenkov	Analyst	\$325	3.2	\$1,040.00
ACCOUNTING Total			<u>56.3</u>	<u>\$20,820.00</u>

ANALYSIS OF OPERATIONAL ISSUES

Assist the Debtors in the development, consideration, analysis, and execution of day-to day business issues and strategic initiatives for the various Debtors' businesses.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	14	\$10,150.00
Christopher Wells	Senior Director	\$600	20.3	\$12,180.00
Jordan Fisher	Director	\$500	6.5	\$3,250.00
Mark Sidorenkov	Analyst	\$325	39.1	\$12,707.50
ANALYSIS OF OPERATIONAL ISSUES Total			<u>79.9</u>	<u>\$38,287.50</u>

ANALYSIS OF RESTRUCTURING ISSUES

Assist the Debtors in the analysis, negotiation, and consideration of specific restructuring issues, proposals and scenarios presented in the case.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	8.6	\$6,235.00
Christopher Wells	Senior Director	\$600	14.7	\$8,820.00

Conexant Systems Inc., et al., Summary of Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

Jordan Fisher	Director	\$500	5.8	\$2,900.00
Mark Sidorenkov	Analyst	\$325	0.7	\$227.50
ANALYSIS OF RESTRUCTURING ISSUES Total			<u>29.8</u>	<u>\$18,182.50</u>
ANALYSIS OF TAX ISSUES	Assist the Debtors with the analysis of various tax issues as a result of the Chapter 11 filing.			
Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	3	\$2,175.00
Christopher Wells	Senior Director	\$600	11.6	\$6,960.00
Jordan Fisher	Director	\$500	4.6	\$2,300.00
Mark Sidorenkov	Analyst	\$325	14.9	\$4,842.50
ANALYSIS OF TAX ISSUES Total			<u>34.1</u>	<u>\$16,277.50</u>
CASH/DIP	Assist the Debtors with the 13 week cash flow forecast, plan versus actual, Debtor-in-Possession (DIP) agreements and financing, liquidity forecast and other financial analyses.			
Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	3.3	\$2,392.50
Christopher Wells	Senior Director	\$600	10	\$6,000.00
Bixler Holden	Senior Director	\$525	2.6	\$1,365.00
Jordan Fisher	Director	\$500	46.6	\$23,300.00
Richard Behrens	Senior Associate	\$350	0.2	\$70.00
Mark Sidorenkov	Analyst	\$325	12.6	\$4,095.00
CASH/DIP Total			<u>75.3</u>	<u>\$37,222.50</u>

Conexant Systems Inc., et al., Summary of Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

CLAIMS Assist the Debtors with claims planning process, potential claim analysis, review of claims filed against the Debtors' and other claim related items.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	1.5	\$1,087.50
Christopher Wells	Senior Director	\$600	10.7	\$6,420.00
Bixler Holden	Senior Director	\$525	1.1	\$577.50
Jordan Fisher	Director	\$500	3.8	\$1,900.00
Mark Sidorenkov	Analyst	\$325	0.6	\$195.00
CLAIMS Total			<u>17.7</u>	<u>\$10,180.00</u>

COMMUNICATION Assist the Debtors with the communication process to stakeholders, communication documents and call center.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	1.6	\$1,160.00
Christopher Wells	Senior Director	\$600	20.6	\$12,360.00
Jordan Fisher	Director	\$500	0.8	\$400.00
Mark Sidorenkov	Analyst	\$325	3.8	\$1,235.00
COMMUNICATION Total			<u>26.8</u>	<u>\$15,155.00</u>

COURT Prepare for and attend the Debtors' hearings.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	6.3	\$4,567.50
Christopher Wells	Senior Director	\$600	1.1	\$660.00
COURT Total			<u>7.4</u>	<u>\$5,227.50</u>

Conexant Systems Inc., et al., Summary of Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

FINANCIAL ANALYSIS

Prepare or review financial analysis to support the restructuring including, but not limited to, updates to the financial projections, contribution analysis, historical performance, and other ad-hoc financial analyses

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Jordan Fisher	Director	\$500	0.6	\$300.00
Mark Sidorenkov	Analyst	\$325	66.5	\$21,612.50
FINANCIAL ANALYSIS Total			<u>67.1</u>	<u>\$21,912.50</u>

INFORMATION REQUESTS

Assist the Debtors with planning and preparation in response to diligence and information requests from various parties and stakeholders including the secured lender, unsecured creditors committee, advisors, and key constituents.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	3	\$2,175.00
Christopher Wells	Senior Director	\$600	36	\$21,600.00
Jordan Fisher	Director	\$500	6.9	\$3,450.00
Richard Behrens	Senior Associate	\$350	0.2	\$70.00
Mark Sidorenkov	Analyst	\$325	37.1	\$12,057.50
INFORMATION REQUESTS Total			<u>83.2</u>	<u>\$39,352.50</u>

LEASES

Assist the Debtors with lease analyses and the potential assumption or rejection of leases; Also includes coordination and execution of new leases for HQ buildings.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	15.1	\$10,947.50
Christopher Wells	Senior Director	\$600	1.6	\$960.00
Bixler Holden	Senior Director	\$525	1.9	\$997.50

Conexant Systems Inc., et al., Summary of Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

Jordan Fisher	Director	\$500	112.4	\$56,200.00
Mark Sidorenkov	Analyst	\$325	5.2	\$1,690.00

LEASES Total **136.2** **\$70,795.00**

MEETINGS/TELECONFERENCES WITH COMMITTEE AND COMMITTEE'S ADVISORS Prepare for and participate in meetings and teleconferences with Debtors' unsecured creditors Committee and its' advisors.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	7.7	\$5,582.50
Christopher Wells	Senior Director	\$600	8.6	\$5,160.00
Jordan Fisher	Director	\$500	3.3	\$1,650.00
Mark Sidorenkov	Analyst	\$325	1	\$325.00

MEETINGS/TELECONFERENCES WITH COMMITTEE AND COMMITTEE'S ADVISORS Total **20.6** **\$12,717.50**

MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS Prepare for and participate in meetings and teleconferences with the Debtors' secured lenders and advisors.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	11.7	\$8,482.50
Christopher Wells	Senior Director	\$600	7.7	\$4,620.00
Jordan Fisher	Director	\$500	9.6	\$4,800.00
Mark Sidorenkov	Analyst	\$325	2.9	\$942.50

MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS Total **31.9** **\$18,845.00**

MOR Assist the Debtors with the preparation of the Initial Debtor Interview requirements, Initial Operating Report, Monthly Operating Report, Form 26 and other related matters for the US Trustee.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Christopher Wells	Senior Director	\$600	1	\$600.00

**Conexant Systems Inc., et al.,
Summary of Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

Jordan Fisher	Director	\$500	16.2	\$8,100.00
Mark Sidorenkov	Analyst	\$325	8.7	\$2,827.50
MOR Total			<u>25.9</u>	<u>\$11,527.50</u>
MOTIONS/ORDERS	Complete analyses and assist the Debtors on various motions filed, and on entry of Orders to implement required reporting and other activities contemplated by the various filed motions.			
Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	9.4	\$6,815.00
Christopher Wells	Senior Director	\$600	3.7	\$2,220.00
Bixler Holden	Senior Director	\$525	6.5	\$3,412.50
Jordan Fisher	Director	\$500	10.4	\$5,200.00
Mark Sidorenkov	Analyst	\$325	0.9	\$292.50
MOTIONS/ORDERS Total			<u>30.9</u>	<u>\$17,940.00</u>
RETENTION	Prepare documents in compliance with Court retention requirements.			
Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	2.3	\$1,667.50
Christopher Wells	Senior Director	\$600	10.2	\$6,120.00
Jordan Fisher	Director	\$500	0.3	\$150.00
RETENTION Total			<u>12.8</u>	<u>\$7,937.50</u>
STATEMENTS/SCHEDULES	Assist the Debtors and its' advisors helping with Statements and Schedules preparation with background information and other related matters.			
Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	2.2	\$1,595.00

**Conexant Systems Inc., et al.,
Summary of Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

Julie Hertzberg	Managing Director	\$650	3.5	\$2,275.00
Christopher Wells	Senior Director	\$600	14	\$8,400.00
Bixler Holden	Senior Director	\$525	118.7	\$62,317.50
Jordan Fisher	Director	\$500	6.8	\$3,400.00
Jeffrey Sielinski	Consultant	\$390	32.1	\$12,519.00
Rob Esposito	Consultant	\$390	84.5	\$32,955.00
Richard Behrens	Senior Associate	\$350	6.1	\$2,135.00
Mark Sidorenkov	Analyst	\$325	8.1	\$2,632.50
Erin McKeighan	Director	\$290	38.6	\$11,194.00

STATEMENTS/SCHEDULES Total **314.6** **\$139,423.00**

STATUS MEETINGS

Prepare for and participate in the Debtors regular status meetings including internal team meetings, Board Meetings, Management Meetings, update meetings with counsel, or other meetings as necessary.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	8.2	\$5,945.00
Christopher Wells	Senior Director	\$600	12.9	\$7,740.00
Bixler Holden	Senior Director	\$525	1.5	\$787.50
Jordan Fisher	Director	\$500	16.5	\$8,250.00
Richard Behrens	Senior Associate	\$350	0.4	\$140.00
Mark Sidorenkov	Analyst	\$325	3	\$975.00

STATUS MEETINGS Total **42.5** **\$23,837.50**

**Conexant Systems Inc., et al.,
Summary of Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Assist the Debtors with vendor (including foreign vendors) related items including, but not limited to accounts payables, contracts, agreements, and vendor issue resolution.

Name	Title	Hourly Rate	Sum of Hours	Sum of Fees
Shawn Hassel	Managing Director	\$725	22	\$15,950.00
Christopher Wells	Senior Director	\$600	27.4	\$16,440.00
Jordan Fisher	Director	\$500	15	\$7,500.00
Mark Sidorenkov	Analyst	\$325	2.6	\$845.00
VENDORS Total			<u>67</u>	<u>\$40,735.00</u>
Grand Total by Task by Professional			<u>1,160.0</u>	<u>\$566,375.50</u>

EXHIBIT E

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ACCOUNTING

Professional	Date	Hours	Activity
Christopher Wells	3/11/2013	0.4	Call with C. Greco (K&E), J. Fisher (A&M) re: financial position and accounts receivable
Jordan Fisher	3/11/2013	0.9	Prepare update to accounts receivable schedule; coordinate materials and follow-up call with C. Greco (K&E), C. Wells (A&M)
Mark Sidorenkov	3/11/2013	0.3	Discussion with A. Sohni (Cnxnt) re: detail of daily activities and responsibilities in preparation for the transition of his role
Mark Sidorenkov	3/11/2013	1.0	Discussion with G. Carrillo (Cnxnt) re: planning for departure and transition of roles of G. Christy (Cnxnt) and A. Sohni (Cnxnt)
Christopher Wells	3/12/2013	0.5	Call with S. Hassel, J. Fisher (A&M), Conexant Mgmt Team, C Greco (K&E) regarding: accounting treatment
Jordan Fisher	3/12/2013	0.7	Revise accounts receivable update based on feedback to date
Jordan Fisher	3/12/2013	0.5	Call with S. Hassel, C. Wells (A&M), J. Siewko, C. Mills, D. Gallagher (Cnxnt), C. Greco (K&E) re: accounting for post petition accounts
Shawn Hassel	3/12/2013	0.5	Call with C. Wells (A&M), J Fisher (A&M), Conexant Mgmt Team, C. Greco (K&E) regarding: accounting treatment for post-petition amounts
Mark Sidorenkov	3/14/2013	0.8	Discussion with A. Sohni (Cnxnt) re: SAP access and necessary reports for facilitate daily tasks
Jordan Fisher	3/19/2013	0.7	Discussions with R. Behrens, M. Sidorenkov (A&M) re: rebates, inventory forecasting, capital asset accounting, tax efforts
Jordan Fisher	3/19/2013	0.6	Discussions with G. Christy (Cnxnt), R. Behrens (A&M) re: transition of work
Mark Sidorenkov	3/19/2013	0.4	Discussion with J. Strum (Cnxnt) re: establishing internal systems access and access to shared folders

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ACCOUNTING

Professional	Date	Hours	Activity
Mark Sidorenkov	3/19/2013	0.7	Discussions with J. Fisher, R. Behrens (A&M) re: accounting treatment for inventory and customer rebate program
Richard Behrens	3/19/2013	2.7	Interview and Review work streams of A. Sohni (Cnxnt) for personnel transition prep
Richard Behrens	3/19/2013	2.9	Interview and Review work streams of G. Christy (Cnxnt) for personnel transition prep. Discussion with J. Fisher (A&M) re: same
Richard Behrens	3/19/2013	1.5	Review of files used in G. Christy (Cnxnt) work stream to transition workload
Richard Behrens	3/19/2013	1.2	Review work streams and files of A. Sohni (Cnxnt) to transition workload
Richard Behrens	3/19/2013	0.9	Review, Notes, and Instructions for G. Christy (Cnxnt) work stream
Richard Behrens	3/19/2013	0.7	Discussions with J. Fisher, M. Sidorenkov (A&M) re: various accounting issues including rebates and inventory
Shawn Hassel	3/19/2013	0.3	Conversation re: E&Y audit and fresh start accounting issues
Richard Behrens	3/20/2013	0.6	Setup access for Conexant network systems for accounting records
Richard Behrens	3/20/2013	0.9	Review, Notes, and Instructions for G. Christy (Cnxnt) work stream
Richard Behrens	3/20/2013	1.4	Drafting of walkthrough notes and instructions for future work
Richard Behrens	3/20/2013	1.4	Interview and Review work streams of G. Christy (Cnxnt) for personnel transition prep (cont'd)
Richard Behrens	3/20/2013	2.3	Walkthrough with A. Sohni (Cnxnt) Accrual and EDA process of updates for accounting close
Richard Behrens	3/20/2013	2.4	Interview and Review work streams of G. Christy (Cnxnt) for personnel transition prep

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

ACCOUNTING

Professional	Date	Hours	Activity
Richard Behrens	3/20/2013	0.6	EDA review and calculation for accounting close per previous instructions
Christopher Wells	3/21/2013	0.4	Discussion with C Mills (Cnxnt) and J Fisher (A&M) re: accounting and financials
Jordan Fisher	3/21/2013	0.4	Discussions with C. Mills (Cnxnt) and C. Wells (A&M) re: financials
Richard Behrens	3/21/2013	0.7	Perform updates to the CPAs analysis for accounting
Richard Behrens	3/21/2013	1.8	Walkthrough with A. Sohni (Cnxnt) Accrual and EDA process
Richard Behrens	3/25/2013	1.7	Create a CPA cash flow report reconciliation with actuals and forecast
Richard Behrens	3/25/2013	1.4	Email updates and correspondence with Accounting Staff regarding weekly reports required for close
Richard Behrens	3/25/2013	1.1	CF forecast review of inventory purchases and CPAs
Richard Behrens	3/25/2013	0.9	Perform a Q2 Purchase Summary Report for accounting and quality check for accuracy
Richard Behrens	3/26/2013	1.2	Inventory detail analysis for cash flow reporting
Richard Behrens	3/26/2013	1.6	Correspondence with N. Chava (Cnxnt) and A. Thodiyil (Cnxnt) regarding SOPs etc.
Richard Behrens	3/26/2013	1.9	Perform Inventory forecast analysis and reconciliations (FE and BE); Coordinate with India teams
Richard Behrens	3/26/2013	0.9	Calculation of CPA and Cost of Goods Sold for CF analysis
Richard Behrens	3/27/2013	0.7	Correspondence with N. Chava, A. Thodiyil (Cnxnt) regarding responsibilities and transition
Richard Behrens	3/27/2013	0.7	Perform a gross margin/ PVV analysis for accounting

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ACCOUNTING

Professional	Date	Hours	Activity
Richard Behrens	3/27/2013	1.9	Revenue cutoff testing analysis for accounting close
Richard Behrens	3/27/2013	2.4	RMA and warranty reserves analysis per instruction by Accounting; review results with controller
Richard Behrens	3/27/2013	2.6	Discussion and review with client personnel over transitioned tasks
Richard Behrens	3/28/2013	1.2	Correspondence with N. Chava (Cnxnt) and A. Thodiyil (Cnxnt) regarding responsibilities and transition
Richard Behrens	3/28/2013	1.7	updated B&B analysis and comparison to inventory forecast detail
Richard Behrens	3/28/2013	1.3	Create an inventory Cash flow forecast bridge to CPA file
Richard Behrens	3/28/2013	1.2	Reveal estimate on standard cost change
Richard Behrens	3/28/2013	0.8	RMA and warranty reserves analysis correspondence with G. Christy (Cnxt)

ACCOUNTING TOTAL **56.3**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Christopher Wells	2/28/2013	0.6	Internal Team discussion re: management incentive plan for Soros
Jordan Fisher	2/28/2013	0.1	Correspondence with C. Greco & J. Sussberg (K&E) re: management retention
Jordan Fisher	2/28/2013	0.3	Confirm binding of insurance policy; follow-up response to R. Dattilo (K&E); follow-up call with L. Neilson (Cnxnt)
Shawn Hassel	2/28/2013	1.2	Review incentive plan details received from management; discuss with A&M team and Soros
Shawn Hassel	2/28/2013	1.0	Meeting with C. Paul (Soros) and S. Chittipeti (Cnxnt) re: management incentive plans and vendor issues due to filing

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Christopher Wells	3/1/2013	0.8	Discussion with Conexant Staff re: tape-out schedule of Greylock/Junglecat Chips
Mark Sidorenkov	3/1/2013	1.9	Update headcount projections for latest inputs from management - incorporating timing, salary, benefits, severance, vacation pay, and new hires
Shawn Hassel	3/1/2013	0.5	Various discussions with management and Soros re: to employee retention/incentive plans and how to execute
Christopher Wells	3/4/2013	0.5	Review of incentive proposal; highlight needed changes
Christopher Wells	3/4/2013	0.6	Continued review of incentive proposal based on feedback; highlight additional changes
Jordan Fisher	3/4/2013	0.7	Prepare summary of management; discussions with C. Greco (K&E), S. Hassel, M. Sidorenkov (A&M)
Mark Sidorenkov	3/4/2013	0.3	Management summary discussion with S. Hassel, J. Fisher (A&M) and counsel.
Mark Sidorenkov	3/4/2013	0.5	Add exit dates, original bonus amounts, groupings, location, total compensation values to retention schedules
Mark Sidorenkov	3/4/2013	1.8	Prepare revised retention bonus schedule based on changed assumptions
Shawn Hassel	3/4/2013	0.3	Discuss management summary with J. Fisher, M. Sidorenkov (A&M) and C. Greco (K&E).
Shawn Hassel	3/4/2013	0.4	Call to discuss strategy with CSR and what to do with the info that they have about CNXT
Shawn Hassel	3/4/2013	0.6	Coordinate discussions between management and Soros re: employee incentive plans
Shawn Hassel	3/4/2013	0.6	Various calls and emails regarding requirements to pay March rent and how to communicate with landlords

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Christopher Wells	3/5/2013	1.0	Discussion with S. Chittipeddi (Cnxnt)/A&M re: finalization of retention bonuses and targets
Christopher Wells	3/5/2013	0.9	Finalize analysis of incentive for final distribution to employees
Christopher Wells	3/5/2013	0.7	Strategy discussion with Counsel re: case issues
Christopher Wells	3/5/2013	0.7	Discussion with S. Chittipeddi (Cnxnt) re: incentive bonuses per plan and general case update
Christopher Wells	3/5/2013	0.6	Review incentive list; Add comment for S. Chittipeddi (Cnxnt)s/future discussion
Christopher Wells	3/5/2013	0.3	Discussion with S. Hassel (A&M) re: incentive letters and future steps needed
Mark Sidorenkov	3/5/2013	0.3	Discussion with S. Martin (Cnxnt) re: multi-function printer business segment employee retention
Mark Sidorenkov	3/5/2013	1.5	Revise retention schedule based on latest discussion and assumptions
Shawn Hassel	3/5/2013	0.3	Call with C. Wells (A&M) re: management incentive letters
Shawn Hassel	3/5/2013	0.5	Review and comment on the incentive plans for employees; Discuss same with management and Soros
Shawn Hassel	3/5/2013	0.7	Call with C. Paul (Soros) re: vendor issues and employee incentive plans
Christopher Wells	3/6/2013	0.5	Discussion with S. Awasare (Cnxnt) on operational update and PLC analytics
Christopher Wells	3/6/2013	0.5	Revisions to employee retention letters based upon feedback to date
Christopher Wells	3/6/2013	0.8	Met with HR re: incentive letter examples
Christopher Wells	3/6/2013	3.3	Worked on incentive/stay bonus letters for employees; Mail merge

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Jordan Fisher	3/6/2013	0.3	Discussions with T. Rindfleisch & C. Mills (Cnxnt) re: purchase card account
Mark Sidorenkov	3/6/2013	0.5	Update retention plan schedules per guidance by C. Wells (A&M)
Shawn Hassel	3/6/2013	0.4	Review issues surrounding the financing of our insurance policies which were put in place on 3/1; Respond to counsel re: same
Christopher Wells	3/7/2013	1.3	Updates to incentive letter based on feedback from S. Chittipeddi (Cnxnt)
Christopher Wells	3/7/2013	0.5	Discussion with S. Chittipeddi (Cnxnt) re: incentive bonuses
Christopher Wells	3/7/2013	0.8	Updates to incentive letter based on feedback from S. Chittipeddi (Cnxnt) (cont'd)
Jordan Fisher	3/7/2013	0.4	Review and calculate insurance payment tradeoff; draft explanation; follow-up discussions with L. Neilson (Cnxnt)
Shawn Hassel	3/7/2013	0.8	Calls with S. Chittipeddi (Cnxnt) re: loss of key finance employees and design engineers; Call to Soros to explain the risks to the organization re: the loss of employees
Shawn Hassel	3/7/2013	1.2	Various calls and emails to resolve how to execute on employee incentive plans and impact on letter to employees
Christopher Wells	3/8/2013	0.6	Counsel feedback and discussion re: incentive letters
Christopher Wells	3/8/2013	1.8	Finalize incentive letters based on discussion; Multiple calls with mgmt and S. Chittipeddi (Cnxnt)
Christopher Wells	3/8/2013	1.0	Internal discussion with S. Hassel (A&M) re: retention and other case matters
Jordan Fisher	3/8/2013	0.8	Discussions with C. Mills (Cnxnt) re: staffing, responsibilities

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Shawn Hassel	3/8/2013	0.5	Various calls and emails to resolve how to execute on employee incentive plans and impact on letter to employees
Shawn Hassel	3/8/2013	1.0	Review and comment to the employee incentive plan letters with C. Wells (A&M)
Shawn Hassel	3/8/2013	0.2	Emails and calls to resolve phones being turned off
Jordan Fisher	3/9/2013	0.2	Coordinate with M. Sidorenkov (A&M), L. Neilson (Cnxnt), B. Raynor (K&E) re: insurance schedules
Christopher Wells	3/11/2013	0.2	Discussion of PC Audio Business including risks/opportunities with S. Awasare (Cnxnt)
Christopher Wells	3/11/2013	0.4	Conexant internal call with Cnxnt Management to discuss go-forward IT Strategy
Shawn Hassel	3/11/2013	0.3	Call with A. Nawaz (Cnxnt) re: status of customers and issues around PC Audio business due to BK filing
Shawn Hassel	3/11/2013	0.3	Discussion with C. Mills, (Cnxnt) and A&M team regarding the staffing issues at the company due to key personnel leaving.
Jordan Fisher	3/12/2013	0.8	Discussion with C. Mills (Cnxnt) re: billings and backlog metrics; review back-up data; prepare additional schedules
Jordan Fisher	3/12/2013	0.6	Discussion with J. Siewko (Cnxnt) re: business performance metrics; review existing template
Mark Sidorenkov	3/12/2013	1.4	Prepare schedule of financial adjustments made in disclosure model to original Company plan in SAP format for upload - (full year FY'14 probability adjusted cost savings for outside services, facilities, business travel, electronic design automation softw

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Mark Sidorenkov	3/12/2013	0.6	Review and discuss FY'13 adjustments with A. Sohni (Cnxnt) re: conversion of FY'14 plan into SAP format which can be uploaded into the Company's finance system
Mark Sidorenkov	3/12/2013	0.8	Prepare schedule of financial adjustments made in disclosure model to original Company plan in SAP format for upload - (full year FY'14 project expenses, additional R&D labor cost, data center rent, additional sales labor cost and performance bonus assump
Mark Sidorenkov	3/12/2013	0.8	Prepare schedule of financial adjustments made in disclosure model to original Company plan in SAP format for upload - (FY'13 Q2 payroll, software expense contract renegotiation adjustment, exclusion of patent sale assumption, revised multi-function print
Mark Sidorenkov	3/12/2013	1.2	Prepare schedule of financial adjustments made in disclosure model to original Company plan in SAP format for upload - (full year FY'13 payroll impact based on revised view of scheduled and planned reduction in force initiative)
Mark Sidorenkov	3/12/2013	0.4	Review and discussion with A. Sohni (Cnxnt) re: prepared SAP adjustment schedules for FY'13 and FY'14
Mark Sidorenkov	3/12/2013	1.8	Prepare schedule of financial adjustments made in disclosure model to original Company plan in SAP format for upload - (full year FY'13 probability adjusted cost savings for outside services, facilities, business travel, electronic design automation softw
Mark Sidorenkov	3/12/2013	0.9	Prepare schedule of financial adjustments made in disclosure model to original Company plan in SAP format for upload - (full year FY'13 multi-function printer business plan - reduction in labor, additional project expenses related to business unit, electr

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Mark Sidorenkov	3/12/2013	0.8	Prepare schedule of financial adjustments made in disclosure model to original Company plan in SAP format for upload - (full year FY'14 multi-function printer business plan - reduction in labor, additional project expenses related to business unit, electr
Mark Sidorenkov	3/13/2013	0.5	Discussion with A. Sohni (Cnxnt) and G. Carrillo (Cnxnt) re: IT and facilities forecast allocations to cost centers
Christopher Wells	3/14/2013	1.2	E-Silicon Proposal Review with Mgmt Team (C. Mills, S. Martin (Cnxnt))
Mark Sidorenkov	3/14/2013	1.9	Discussion and working session with G. Carrillo and A. Sohni (Cnxnt) re: disclosure statement plan upload into Company financial system (SAP)
Jordan Fisher	3/18/2013	0.3	Discussions with C. Mills (Cnxnt) re: management and execution of operational restructuring initiatives
Jordan Fisher	3/18/2013	0.7	Discussions with C. Mills (Cnxnt) re: interim resource for knowledge transition and continuity; follow-up and preparation for a discussion with R. Behrens (A&M)
Mark Sidorenkov	3/18/2013	2.2	Discussion and working session with A. Sohni (Cnxnt) re: reconciliation of SAP output and update of financial forecast in SAP system
Mark Sidorenkov	3/18/2013	0.9	Discussion with G. Carrillo (Cnxnt) re: status update on plan to transition workflow responsibilities of departing employees
Shawn Hassel	3/18/2013	1.0	Coordinate with C. Mills (Cnxnt) re: temporary replacement of certain finance personnel with A&M staff to ensure no loss of critical operational knowledge
Jordan Fisher	3/19/2013	0.5	Discussions with C. Mills (Cnxnt) re: meetings, leases, operational restructuring initiatives

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Mark Sidorenkov	3/19/2013	1.8	Transition of tasks working session with A. Sohni (Cnxnt) - record training videos and prepare notes on gathering necessary SAP system reports (ZFR334, ZFR351, ZFR335, ZFR336, and ZFR337)
Mark Sidorenkov	3/19/2013	1.2	Transition of tasks working session with A. Sohni (Cnxnt) - record training videos and prepare notes on gathering necessary SAP system reports (FS10N, FK10N, ZFR9, ZFR340, and KSB1)
Mark Sidorenkov	3/19/2013	0.5	Discussion with A. Sohni (Cnxnt) and G. Carrillo (Cnxnt) re: revised IT and facilities system allocations; and follow up on outstanding items
Mark Sidorenkov	3/20/2013	0.2	Discussion with G. Carrillo (Cnxnt) re: building access & cash
Mark Sidorenkov	3/20/2013	1.7	Transition of systems/process preparation & discussion with A. Sohni (Cnxnt) re: electronic design automation software contract, payment, and amortization reconciliation; record training videos of necessary steps
Mark Sidorenkov	3/20/2013	0.2	Discussion with G. Carrillo (Cnxnt) re: Synopsys contract update
Mark Sidorenkov	3/20/2013	0.3	Discussion with G. Christy (Cnxnt) re: operational dashboard
Mark Sidorenkov	3/20/2013	0.9	Discussion with A. Sohni (Cnxnt) re: sending automatic update reports to VP's; record training video of necessary steps
Mark Sidorenkov	3/20/2013	1.4	Transition of systems/process preparation & discussion with A. Sohni (Cnxnt) re: accruals (Delaware franchise tax, electricity, C. Mills (Cnxnt) T&E, electronic design automation software reclassification); record training videos of necessary steps

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Mark Sidorenkov	3/20/2013	1.4	Transition of systems/process preparation & discussion with A. Sohni (Cnxnt) re: accruals (Homologation, IT & Xion Logic, Moredirect, operational freight, Pcard & travel); record training videos of necessary steps
Mark Sidorenkov	3/21/2013	1.8	Transition of systems/process preparation & discussion with A. Sohni (Cnxnt) re: uploading forecast into SAP, adjusting plan in system, mapping of necessary lookup tables
Mark Sidorenkov	3/21/2013	2.1	Transition of systems/process preparation & discussion with A. Sohni (Cnxnt) re: accruals (Ops SIG, phone charges, property tax, sales incentive plan, unposted invoices, project expense); record training videos of necessary steps
Shawn Hassel	3/21/2013	0.8	Meeting with S. Chittipeddi (Cnxnt) re: new marketing person and key skills needed for position
Shawn Hassel	3/21/2013	0.9	Meeting with S. Chittipeddi (Cnxnt) to discuss functional management structure and appropriate existing personnel to put into each of the positions
Jordan Fisher	3/22/2013	0.5	Call with C. Williams and C. Mills (Cnxnt) re: space planning, contractors, and move out logistics
Shawn Hassel	3/24/2013	0.3	Call with S. Chittipeddi (Cnxnt) re: future of finance staff and continued challenges getting required information for strategic decisions
Mark Sidorenkov	3/25/2013	0.3	Discussion with G. Carrillo (Cnxnt) re: status update on SAP uploads
Mark Sidorenkov	3/25/2013	1.3	Review business segment presentations from S. Martin (Cnxnt)
Shawn Hassel	3/25/2013	0.2	Call with K&E re: ability to make staffing changes during the pendency of the case
Christopher Wells	3/26/2013	0.4	EDA update on operational restructuring initiatives

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

ANALYSIS OF OPERATIONAL ISSUES

Professional	Date	Hours	Activity
Mark Sidorenkov	3/26/2013	0.1	Discussion with T. Rindfleisch (Cnxnt) - accounts payable reconciliation
Mark Sidorenkov	3/26/2013	0.2	Discussion with M. Calderone (Cnxnt) - accounts payable reconciliation
Mark Sidorenkov	3/26/2013	1.4	Discussions with D. Gallagher (Cnxnt), C. Griffith (Cnxnt), and C. Mills (Cnxnt) re: employee severance policy; respond to K&E request
Mark Sidorenkov	3/27/2013	0.5	Discussion with M. Calderone (Cnxnt) - accounts receivable aging
Mark Sidorenkov	3/28/2013	0.3	Discussion with C. Mills (Cnxnt) re: Moody's credit risk model
Christopher Wells	3/29/2013	0.3	Review environmental inquiry and advise as to status
Jordan Fisher	3/29/2013	0.3	Review and coordinate environmental update to S Gitler, P Tanaka (K&E)
Mark Sidorenkov	3/29/2013	0.5	Discussions with C. Mills (Cnxnt) and G. Carrillo (Cnxnt) re: outstanding issues, HP risk model update

ANALYSIS OF OPERATIONAL ISSUES TOTAL **79.9**

ANALYSIS OF RESTRUCTURING ISSUES

Professional	Date	Hours	Activity
Christopher Wells	3/1/2013	0.8	Update Liquidation/Recovery Analysis scenario analysis for latest information
Jordan Fisher	3/1/2013	0.1	Correspondence with J. Pack, F. Bruder (K&E) re: Conexant Germany case update/planning
Christopher Wells	3/4/2013	0.7	Discussion with S. Hassel (A&M) on updated recovery/liquidation analysis given scenarios
Christopher Wells	3/4/2013	0.8	Liquidation/Recovery Analysis scenario analysis (cont'd)
Jordan Fisher	3/4/2013	0.2	Review Conexant Germany case correspondence; discussions with T. Rindfleisch (Cnxnt)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF RESTRUCTURING ISSUES

Professional	Date	Hours	Activity
Shawn Hassel	3/4/2013	0.4	Various calls and emails re: final liquidation analysis and valuation and impact on recovery to UCC
Shawn Hassel	3/4/2013	0.7	Review of various scenarios on the liquidation analysis; Discuss same with C. Wells (A&M)
Christopher Wells	3/5/2013	0.6	Team discussion with K&E and A&M on recovery model scenarios and changes warranted
Jordan Fisher	3/5/2013	0.6	Valuation and recovery discussion with C. Greco, J. Sussberg (K&E), S. Hassel, C. Wells, M. Liebman (A&M)
Shawn Hassel	3/5/2013	0.6	Review and comment on various liquidation scenarios; Discuss same with C. Wells (A&M)
Christopher Wells	3/6/2013	1.4	Create and calculate scenario sensitivity analysis on recovery
Christopher Wells	3/7/2013	0.5	Discussion with J. Fisher (A&M) and T. Rindfleisch (Cnxnt) on latest thinking forecast to asset recoveries and updates for same
Jordan Fisher	3/7/2013	0.5	Review asset update and correspondence with T. Rindfleisch (Cnxnt), C. Wells (A&M); review calculations
Jordan Fisher	3/9/2013	0.1	Review and respond to DIP agreement open items
Christopher Wells	3/11/2013	0.7	Discussion with J. Fisher (A&M) on questions/answers to recovery analysis based on latest feedback from landlords/lease claims
Christopher Wells	3/11/2013	1.4	Updated recovery and liquidation analysis detail for counsel review
Jordan Fisher	3/11/2013	1.0	Review and discussions with C. Wells (A&M) re: recovery analysis; prepare responses to requests
Shawn Hassel	3/11/2013	0.4	Call with counsel re: status of Samsung's outstanding balance and participation on the UCC

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF RESTRUCTURING ISSUES

Professional	Date	Hours	Activity
Christopher Wells	3/12/2013	2.3	Reconciliation of pre-petition balances/updates for updated recovery analysis
Christopher Wells	3/12/2013	2.2	Detailed claims analysis for updated liquidation and recovery; discussion/back-up with Company
Christopher Wells	3/13/2013	0.6	Discuss various recovery scenarios with S. Hassel (A&M) given feedback to date; Note needed changes
Shawn Hassel	3/13/2013	0.4	Call with counsel re: strategy for upcoming UCC call
Shawn Hassel	3/13/2013	0.6	Review UCC recovery scenario; Discuss same with C. Wells (A&M)
Shawn Hassel	3/14/2013	0.3	Calls with K&E to discuss strategy for meeting with UCC professionals
Jordan Fisher	3/15/2013	0.7	Call with T. Rindfleisch (Cnxnt), J. Pack, F. Bruder, K. Asimacopoulos, L. Anderson (K&E), M. Shaw (BDO) re: UK filing
Christopher Wells	3/19/2013	0.3	Discussion with J. Fisher (A&M) on claims amounts and analysis for recovery model
Jordan Fisher	3/19/2013	0.4	Review rejection calculations; discuss claims and liquidation analysis with C. Wells (A&M); draft follow-up
Jordan Fisher	3/20/2013	0.5	Call with S. Chittipeddi, C. Mills, T. Rindfleisch, D. Gallagher (Cnxnt), F. Bruder, K. Asimacopoulos, L. Anderson (K&E) re: UK filing
Jordan Fisher	3/22/2013	0.2	Call with C. Mills, T. Rindfleisch (Cnxnt), F. Bruder, K. Asimacopoulos, L. Anderson (K&E), M. Shaw (BDO) re: UK filing
Jordan Fisher	3/22/2013	0.3	Research and draft response to C Mills (Cnxnt) questions re: restructuring alternatives
Jordan Fisher	3/26/2013	0.3	Correspondence with C. Wells, M. Sidorenkov (A&M) re: UCC call, cash flow, tax; review request list

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

ANALYSIS OF RESTRUCTURING ISSUES

Professional	Date	Hours	Activity
Christopher Wells	3/27/2013	0.4	Discussion with J. Fisher (A&M) on recovery analysis based on counsel/team feedback; Follow up on recovery assumptions
Jordan Fisher	3/27/2013	0.4	Calls with C. Wells (A&M) re: recovery analysis
Shawn Hassel	3/27/2013	1.4	Review UCC settlement proposal document
Christopher Wells	3/28/2013	0.5	A&M team call to discuss latest UCC Committee settlement proposal
Jordan Fisher	3/28/2013	0.5	Update call with S. Hassel, C. Wells, M. Sidorenkov (A&M) re: committee settlement proposal
Mark Sidorenkov	3/28/2013	0.5	Update call with S. Hassel (A&M), C. Wells (A&M), J. Fisher (A&M) re: committee settlement proposal
Mark Sidorenkov	3/28/2013	0.2	Prepare internal discussion materials in preparation for update call re: committee settlement proposal
Shawn Hassel	3/28/2013	0.9	Internal A&M conversations re: various recovery scenarios for discussions with the UCC
Shawn Hassel	3/28/2013	1.2	Conversations with counsel and A&M team re: if NOL is "collateral" under the indenture; review analysis of UCC recovery scenarios
Shawn Hassel	3/28/2013	1.2	Review various scenarios outlining the UCC recovery under different valuation and collateral package assumptions; comment re: same
Shawn Hassel	3/28/2013	0.5	Prepare for and attend internal A&M call to discuss UCC settlement proposal document
Christopher Wells	3/29/2013	0.4	Other assets discussion with T. Rindfleisch (Cnxnt) re: fair market value and proper treatment
Christopher Wells	3/29/2013	1.1	UCC Settlement Discussion and Review (internal)

ANALYSIS OF RESTRUCTURING ISSUES TOTAL**29.8**

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF TAX ISSUES

Professional	Date	Hours	Activity
Jordan Fisher	3/4/2013	1.1	Review presentation; call prep discussions with C. Mills, T. Rindfleisch, Sudha V (Cnxnt); call with R. Velidandla, D. Mitra (PWC India) re: disputed tax obligation
Jordan Fisher	3/5/2013	0.7	Review and revise India tax presentation and analysis; discussions with C. Mills, T. Rindfleisch (Cnxnt)
Jordan Fisher	3/19/2013	0.9	Prepare tax materials; discussion with L. Gomes, A. Davaransky (True Partners) re: NOLs; revise schedule
Christopher Wells	3/20/2013	0.5	Preview call/discussion with Blackstone and A&M teams on Conexant tax attributes
Jordan Fisher	3/20/2013	0.5	Call with E. Slapansky, P. Zeigler, J. Tennant (Blackstone), C. Wells (A&M) re: tax attributes
Shawn Hassel	3/22/2013	0.5	Call with internal A&M professionals re: various case law on NOL treatment and how our calculations overlay on various other cases
Jordan Fisher	3/24/2013	0.6	Review NOL analysis; discussion with S. Hassel (A&M); prepare follow-up summary
Jordan Fisher	3/24/2013	0.2	Discussion with S. Hassel (A&M) re: NOL and 382 limitations
Shawn Hassel	3/24/2013	0.3	Call with internal A&M professionals re: various case law on NOL treatment and how our calculations overlay on various other cases
Shawn Hassel	3/24/2013	0.4	Review NOL and 382 limitation calculations; Discuss same with J. Fisher (A&M)
Jordan Fisher	3/25/2013	0.3	Review IRS claim; discussions with T. Rindfleisch, C. Mills (Cnxnt)
Shawn Hassel	3/25/2013	0.6	Review Wamu decision re: valuation and impact of NOLs; Discuss with J. Sussberg (K&E)
Christopher Wells	3/27/2013	0.8	Review WAMU NOL opinion on use of NOLs and summarize

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

ANALYSIS OF TAX ISSUES

Professional	Date	Hours	Activity
Christopher Wells	3/27/2013	0.7	NOL discussion with WAMU team re: NOL opinion
Christopher Wells	3/27/2013	1.6	Discussion of analytic model to evaluate NOLs use
Christopher Wells	3/27/2013	0.7	Detailed analytics NOL Schedule review with team
Mark Sidorenkov	3/27/2013	1.9	Create illustrative analytic NOL valuation model based for potential bolt-on/acquisition
Mark Sidorenkov	3/27/2013	0.9	Create illustrative analytic NOL valuation model based on disclosure statement forecast (update available NOL rollers)
Mark Sidorenkov	3/27/2013	0.4	Review assumptions of NOL models
Mark Sidorenkov	3/27/2013	0.8	Create summary illustrative value of NOL schedule
Mark Sidorenkov	3/27/2013	0.9	Calls with K&E and A&M teams re: NOL facts and valuation
Mark Sidorenkov	3/27/2013	1.2	Create illustrative analytic NOL valuation model based on disclosure statement forecast (cont.)
Mark Sidorenkov	3/27/2013	1.7	Create illustrative analytic NOL valuation model based on disclosure statement forecast
Mark Sidorenkov	3/27/2013	1.1	Revise assumptions in NOL models and update summary illustrative NOL schedule
Shawn Hassel	3/27/2013	0.3	Conversation with Blackstone re: Wamu valuation decision and valuation parameters for purposes of negotiating with UCC
Shawn Hassel	3/27/2013	0.9	Calls with K&E and A&M teams to go thru NOL facts and Wamu opinion impacting valuation approach for case
Christopher Wells	3/28/2013	2.1	Updated recovery analysis based on NOL scenarios
Christopher Wells	3/28/2013	0.5	Summary of analytics behind NOL in preparation for settlement discussions

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

ANALYSIS OF TAX ISSUES

Professional	Date	Hours	Activity
Christopher Wells	3/28/2013	0.9	Revisions to NOL analysis based on feedback to date
Christopher Wells	3/28/2013	1.0	Internal discussion on NOLs and associated recoveries given various scenarios
Christopher Wells	3/28/2013	2.8	NOL analytic review and discussion incl/ sensitivity analysis
Jordan Fisher	3/28/2013	0.3	Review and compile response to tax analysis request
Mark Sidorenkov	3/28/2013	0.5	Internal discussion re: NOL valuation and outstanding issues
Mark Sidorenkov	3/28/2013	1.2	Update analytic NOL model and summary schedules (adjustment of bolt-on/acquisition assumptions)
Mark Sidorenkov	3/28/2013	2.1	Update analytic NOL model scenarios with revised available NOL assumptions and sensitivities
Mark Sidorenkov	3/28/2013	0.8	Reconcile tax attributes schedule
Mark Sidorenkov	3/28/2013	1.4	Update analytic NOL model and summary schedules (FY'13 additional loss)

ANALYSIS OF TAX ISSUES TOTAL **34.1**

CASH/DIP

Professional	Date	Hours	Activity
Bixler Holden	2/28/2013	0.4	Correspond with team re: various remaining DIP items including signature pages and notice information
Bixler Holden	2/28/2013	1.3	Correspond with team re: comments to DIP schedules; review schedules re: same
Bixler Holden	2/28/2013	0.9	Correspond with K&E re: budget needed for DIP agreement; confer with team re: same
Jordan Fisher	2/28/2013	1.5	Prepare DIP cash flow back-up material; calls with S. Hassel (A&M); conf call with T. Patton (UST), C. Greco (K&E)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CASH/DIP

Professional	Date	Hours	Activity
Jordan Fisher	2/28/2013	0.9	Call with I. Perlman, J. Tennant (BX) re: cash flow forecast, DIP, suppliers, vendor expense estimates; follow-up
Jordan Fisher	2/28/2013	0.8	Follow-up DIP cash flow conf call with T. Patton (UST), C. Greco (K&E), S. Hassel (A&M)
Jordan Fisher	2/28/2013	0.4	Review DIP agreement schedules and correspondence; follow-up with B. Raynor (K&E)
Jordan Fisher	3/4/2013	0.4	Review covenant calculations; prepare cash flow summary for BX/Soros call
Jordan Fisher	3/4/2013	0.4	Compile business segment cash flow materials; prepare payments file
Jordan Fisher	3/4/2013	0.3	Discussions with C. Mills (Cnxnt) re: headquarters lease rent payment, supplier payments
Shawn Hassel	3/4/2013	0.3	Resolve issue re: timing of DIP budget roll/revision and reporting obligations
Jordan Fisher	3/5/2013	1.1	Review and follow-up on various payment inquiries; review facilities invoices with C. Williams (Cnxnt)
Jordan Fisher	3/5/2013	0.6	Review and discuss March rent payments with C. Mills (Cnxnt)
Jordan Fisher	3/6/2013	0.6	Weekly cash payments proposal meeting with C. Mills, M. Calderon, G. Carrillo (Cnxnt)
Jordan Fisher	3/6/2013	0.5	Review, reconcile, confirm certain line items in cash flow forecast with G. Christy, G. Carrillo (Cnxnt); pre-petition payments discussion with M. Calderon (Cnxnt)
Jordan Fisher	3/6/2013	2.5	Consolidate business segment cash forecast updates, reconcile payments; correspondence with M. Calderon, G. Christy (Cnxnt)
Jordan Fisher	3/7/2013	0.6	Call with J. Tennant, P. Ziegler, E. Slapansky (BX) re: cash flow forecast, lease negotiations, supplier

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CASH/DIP

Professional	Date	Hours	Activity
Jordan Fisher	3/7/2013	2.2	Prepare cash flow forecast; consolidate business segment forecast updates, reconcile payments; revise schedules
Jordan Fisher	3/7/2013	2.3	Prepare cash flow forecast; update performance metrics; prepare variance analysis; reconcile inventory and payroll forecasts
Jordan Fisher	3/7/2013	0.4	Review payment proposal updates; draft recommendations and questions to M. Calderon, C. Mills (Cnxnt)
Christopher Wells	3/8/2013	0.9	Call with Blackstone Team and J. Fisher, S. Hassel (A&M) on latest cash flow forecast and weekly changes
Christopher Wells	3/8/2013	0.5	Discussion with Soros/Blackstone on cash flows and general update
Jordan Fisher	3/8/2013	1.6	Call with C. Wells, S. Hassel (A&M) and J. Tennant, I. Perlman (BX) re: cash flows
Jordan Fisher	3/8/2013	0.7	Review collections and request info from M. Calderon (Cnxnt)
Jordan Fisher	3/8/2013	0.9	Perform cash forecasting revisions including revising inventory, R&D and other business segment forecasts for current projections
Jordan Fisher	3/8/2013	1.1	Prepare DIP cash flow schedules; call with J. Tennant, I. Perlman (BX) re: variance, methodology
Jordan Fisher	3/8/2013	1.4	Review and address payment questions from A. Lutfi, E Thiers, M. Calderon, G. Carrillo (Cnxnt); coordinate calls with R. Dattilo (K&E), M. Sidorenkov (A&M)
Shawn Hassel	3/8/2013	0.9	Called J. Fisher, C. Wells (A&M) to discuss revised 13 week cash flow and impact of vendor negotiations on payments
Jordan Fisher	3/9/2013	0.3	Review payment proposal response from M. Calderon, G. Carrillo (Cnxnt); request additional info and detail

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CASH/DIP

Professional	Date	Hours	Activity
Jordan Fisher	3/11/2013	0.2	Review cash forecast with G. Carrillo (Cnxnt)
Jordan Fisher	3/11/2013	0.4	Correspondence with T. Rindfleisch (Cnxnt), S. Hassel (A&M), J. Sussberg, C. Greco (K&E) re: headquarters rent
Jordan Fisher	3/11/2013	0.4	Review off-cycle inventory order and payment terms; follow-up correspondence with G. Carrillo (Cnxnt), S. Hassel (A&M)
Jordan Fisher	3/11/2013	0.6	Compile business segment cash flow materials; prepare payments file
Jordan Fisher	3/12/2013	0.8	Discussions with G. Carrillo, M. Calderon (Cnxnt) re: pre-petition payments; follow-up correspondence
Jordan Fisher	3/12/2013	0.8	Discussions with G. Christy (Cnxnt) re: inventory forecast; follow-up calls
Jordan Fisher	3/13/2013	1.0	Weekly payments proposal meeting with C. Mills, M. Calderon, G. Carrillo (Cnxnt); follow-up questions and review
Jordan Fisher	3/13/2013	1.2	Update cash report; reconcile payments; review projections
Mark Sidorenkov	3/13/2013	1.3	Prepare backlog detail schedule for weekly cash flow package
Christopher Wells	3/14/2013	1.9	Inventory purchase forecast and discussion with mgmt for cash flow forecasting
Jordan Fisher	3/14/2013	1.2	Discussion with S. Hassel (A&M) re: cash forecast; revise cash forecast report and coordinate materials to J. Tennant, P. Zeigler (BX)
Jordan Fisher	3/14/2013	1.0	Reconcile cash reporting and payments; draft variance explanations; request additional forecast projection
Jordan Fisher	3/14/2013	0.2	Research and respond to cash questions from C. Wells (A&M)
Jordan Fisher	3/14/2013	0.2	Coordinate cash forecast call with J. Tennant (BX)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CASH/DIP

Professional	Date	Hours	Activity
Mark Sidorenkov	3/14/2013	0.8	Discussion with L. Neilson, G. Carrillo (Cnxnt) re: local and international cash balance reconciliation
Shawn Hassel	3/14/2013	0.6	Emails and calls re: impact of foreign vendor payments on 13 week cash flow; Discuss same with J. Fisher (A&M) to ensure we do not exceed court dictated maximums by second day hearing.
Christopher Wells	3/15/2013	0.7	Inventory purchase forecast and discussion with mgmt (Cont'd)
Jordan Fisher	3/18/2013	0.5	Prepare materials for cash flow reporting; follow up on outstanding questions
Jordan Fisher	3/18/2013	0.7	Prepare itemized budget supplement; calls with G. Christy (Cnxnt) re: rebates, royalties, cash projections
Jordan Fisher	3/18/2013	0.2	Review telecom payments issues and coordinate call; circulate invoice details
Jordan Fisher	3/18/2013	0.2	Research and responses to management questions regarding budget
Jordan Fisher	3/19/2013	0.6	Call with S. Mindrup, M. Calderon (Cnxnt), R. Dattilo (K&E) re: pre- and post-petition telecom invoices
Jordan Fisher	3/20/2013	0.7	Weekly payments meeting with C. Mills, G. Carrillo, M. Calderon (Cnxnt)
Jordan Fisher	3/20/2013	0.4	Prepare cash flow forecast; consolidate business segment updates
Jordan Fisher	3/20/2013	0.7	Discussions with G. Christy (Cnxnt) re: India inventory forecasts, project expenses, supplier terms
Mark Sidorenkov	3/20/2013	0.6	Discussion with G. Christy (Cnxnt) re: inventory purchases cash flow forecast
Mark Sidorenkov	3/20/2013	1.6	Transition of systems/process preparation & discussion with A. Sohni (Cnxnt) re: weekly cash flow update and forecast

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CASH/DIP

Professional	Date	Hours	Activity
Christopher Wells	3/21/2013	1.6	Incorporate cash forecast/tie to DIP budget/motion thresholds
Christopher Wells	3/21/2013	0.9	Review inventory purchase analysis with management
Jordan Fisher	3/21/2013	1.2	Update cash summary; reconcile payments and balances and forecast
Mark Sidorenkov	3/21/2013	0.8	Review deposit account control agreements
Christopher Wells	3/22/2013	0.8	Cash Flow Call with Bx
Christopher Wells	3/22/2013	0.7	Call with Blackstone Team and J. Fisher, S. Hassel (A&M) on general operational issues and cash position
Christopher Wells	3/22/2013	0.5	Analyze/request changes to DIP cash budget based on latest thinking
Jordan Fisher	3/22/2013	0.2	Review issue and respond to T. Rindfleisch (Cnxnt) re: France payment question
Jordan Fisher	3/22/2013	0.9	Revise cash summary; reconcile payments and balances and forecast
Jordan Fisher	3/22/2013	1.1	Call with E. Slapansky, P. Zeigler, J. Tennant (Blackstone), S. Hassel, C. Wells (A&M); revise and coordinate materials
Shawn Hassel	3/22/2013	0.7	Call with BX team and C. Wells, J. Fisher (A&M) on general operational issues and cash position
Jordan Fisher	3/25/2013	0.6	Review cash flow templates and discussions with M. Calderon (Cnxnt), M. Sidorenkov (A&M)
Jordan Fisher	3/25/2013	0.9	Review payment questions and issues re: parking, telecom invoices, wire scheduling; discussions with C. Mills, T. Rindfleisch, G. Carrillo (Cnxnt)
Mark Sidorenkov	3/25/2013	0.6	Discussions with M. Calderon (Cnxnt), J. Fisher (A&M) re: weekly cash flow update; follow up

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CASH/DIP

Professional	Date	Hours	Activity
Mark Sidorenkov	3/25/2013	2.8	Update weekly CF templates with weekly actuals and revised forecast - IPM, IT, OPS, WWS templates
Mark Sidorenkov	3/25/2013	2.3	Update weekly CF templates with weekly actuals and revised forecast - S. Chittipeddi (Cnxnt), DPE, FAC templates
Mark Sidorenkov	3/25/2013	0.7	Correspondence with M. Calderone (Cnxnt) and C. Williams (Cnxnt) re: US cash balance, weekly cash flow reconciliation
Jordan Fisher	3/26/2013	1.0	Review payment questions and issues re: elevator, telecom; discussions with M. Calderon, T. Rindfleisch, G. Carrillo (Cnxnt); update discussion with R. Behrens (A&M) re: inventory
Richard Behrens	3/26/2013	0.2	Discussion with J. Fisher (A&M) re: inventory
Jordan Fisher	3/27/2013	1.5	Consolidate business segment cash forecasts; reconcile payments
Jordan Fisher	3/27/2013	0.7	Weekly payment proposal discussion with G. Carrillo, C. Mills, M. Calderon (Cnxnt)
Christopher Wells	3/28/2013	0.8	Review with Highlight changes need for 13 week cash flow forecast and provide feedback to J. Fisher (A&M)
Jordan Fisher	3/28/2013	1.8	Perform a cash reconciliation including the timing of inventory and needed payroll adjustments
Jordan Fisher	3/28/2013	1.0	Prepare and discuss cash flow supplement with C. Mills (Cnxnt)
Shawn Hassel	3/28/2013	0.4	Attend weekly cash flow call with Blackstone and A&M
Christopher Wells	3/29/2013	0.7	Review professional fee budget and other DIP changes
Jordan Fisher	3/29/2013	1.0	Review updated supplier forecast; reconcile with cash flow forecast; calls with G. Carrillo (Cnxnt)

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

CASH/DIP

Professional	Date	Hours	Activity
Jordan Fisher	3/29/2013	1.2	Prepare update to professional fee accrual; incorporate comments and updates to forecast; request updates; discussion with S. Hassel (A&M)
Mark Sidorenkov	3/29/2013	0.7	Aggregate information and create schedule re: professional fees incurred and paid
Mark Sidorenkov	3/29/2013	0.4	Reconcile initial MOR cash at filing schedule to SOFA cash schedules
Shawn Hassel	3/29/2013	0.4	Review and comment on forecasted professional fee schedule; Discuss same with J. Fisher (A&M)
CASH/DIP TOTAL		<u>75.3</u>	

CLAIMS

Professional	Date	Hours	Activity
Bixler Holden	2/28/2013	0.3	Conference with J. Fisher (A&M) and Conexant mgmt. team regarding top creditors list
Jordan Fisher	2/28/2013	1.1	Prepare notes to top creditors list; calls with C. Mills, S. Martin, C. Williams (Cnxnt) and H. Bixler (A&M)
Christopher Wells	3/6/2013	2.3	Update Claim amounts for disclosure statement based on latest BS close (Cont'd)
Christopher Wells	3/6/2013	0.3	Update Claim amounts for disclosure statement based on latest BS close
Christopher Wells	3/7/2013	1.9	Update Claim amounts for disclosure statement based on latest BS close (cont'd)
Christopher Wells	3/7/2013	1.2	Update Claim amounts for disclosure statement based on latest BS close
Christopher Wells	3/8/2013	1.3	Continued updating Claim amounts for disclosure statement based on latest BS close
Bixler Holden	3/12/2013	0.6	Discussion with C. Wells, J. Fisher (A&M) re: creditors and claims

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CLAIMS

Professional	Date	Hours	Activity
Christopher Wells	3/12/2013	0.4	Discussion with A&M team re: claims and customer credit balances
Jordan Fisher	3/12/2013	0.6	Correspondence and discussions with C. Wells, M. Sidorenkov, H. Bixler (A&M) re: creditors and claims
Mark Sidorenkov	3/12/2013	0.6	Discussions with C. Wells (A&M) and J. Fisher (A&M) re: creditors and claims
Shawn Hassel	3/12/2013	0.4	Discussions with C. Wells re: status of certain customer credit balances in AR balance
Christopher Wells	3/13/2013	1.4	Claims discussion with mgmt on WIP/cancellation of orders
Christopher Wells	3/13/2013	0.3	Non-priority claim description follow-up with counsel (K&E)
Christopher Wells	3/13/2013	0.4	Discussion of updated unsecured claims pool with counsel
Christopher Wells	3/13/2013	0.5	Continued discussion of accounting treatment of certain claims with Mgmt/counsel
Jordan Fisher	3/15/2013	0.1	Research and respond to request from J. Pack (K&E) re: claims
Shawn Hassel	3/15/2013	0.3	Emails with J. Sussberg (K&E) re: ability to pay landlord admin claims re: post petition rent and issues surrounding sub tenants
Shawn Hassel	3/22/2013	0.8	Coordinate company response to customer requests for detail on outstanding credits to revenue; Discuss specifics with C. Mills (Cnxnt).
Bixler Holden	3/26/2013	0.2	Discussion with J. Fisher (A&M) re: vendor agreements
Jordan Fisher	3/26/2013	0.8	Review vendor agreements related to leased properties; discussions with C. Williams, D. Gallagher (Cnxnt), H. Bixler (A&M)
Jordan Fisher	3/27/2013	0.9	Prepare schedule of property service arrangements in preparation for cancellation; follow-up correspondence

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

CLAIMS

Professional	Date	Hours	Activity
Christopher Wells	3/28/2013	0.7	Discussion/analytics of priority non-tax and admin claims for counsel review
Jordan Fisher	3/28/2013	0.3	Follow-up correspondence with H. Bixler (A&M) re: property vendor claims
CLAIMS TOTAL		<u>17.7</u>	

COMMUNICATION

Professional	Date	Hours	Activity
Christopher Wells	2/28/2013	0.8	Discussion with A. Nawaz (Cnxnt) re: Customer communication and presentation
Christopher Wells	2/28/2013	1.4	Review Press Releases and news reports for financial inaccuracies and report as needed to Joelle Frank
Christopher Wells	2/28/2013	0.5	Attend an all-employee meeting with a teleconference with S. Chittipeddi (Cnxnt) to go over the Company filing and its implications for the Company and its employees
Christopher Wells	2/28/2013	0.4	Creation of pre-petition and pro-forma summaries of financial outlook for Customer presentations (cont'd)
Christopher Wells	2/28/2013	0.2	Creation of pre-petition and pro-forma summaries of financial outlook for Customer presentations (cont'd)
Christopher Wells	2/28/2013	1.5	Creation of pre-petition and pro-forma summaries of financial outlook for Customer presentations
Mark Sidorenkov	2/28/2013	0.5	Review and provide feedback on customer presentation prepared by J. Siewko (Cnxnt)
Mark Sidorenkov	2/28/2013	0.5	Participate in Company all employee communication call
Shawn Hassel	2/28/2013	0.5	Discussions with M. Repko (Joelle Frank) and management re: communication plan status and plans for press

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

COMMUNICATION			
Professional	Date	Hours	Activity
Christopher Wells	3/1/2013	0.8	Severance analytic request from S. Chittipeddi (Cnxnt) on proper communication to employees
Shawn Hassel	3/1/2013	0.8	Review and comment on company presentation to vendors/customers/employees which will be used to communicate the status of the BK
Christopher Wells	3/2/2013	1.9	Work on financial statement presentation/disclosure to key customers for C. Mills (Cnxnt)/S. Chittipeddi (Cnxnt)
Christopher Wells	3/3/2013	0.8	Continued work on financial statement presentation/disclosure to key customers for C. Mills (Cnxnt)/S. Chittipeddi (Cnxnt)
Jordan Fisher	3/4/2013	0.2	Call and request to M. Repko (Joele Frank) re: communications materials
Mark Sidorenkov	3/4/2013	0.9	Update and review internal customer presentation based on latest feedback
Christopher Wells	3/5/2013	0.8	Discussion with internal Conexant sales team on changes to customer presentation
Christopher Wells	3/5/2013	0.8	Modifications to sales team slides based on discussion
Mark Sidorenkov	3/5/2013	0.5	Discussion with J. Siewko (Cnxnt) and A. Nawaz (Cnxnt) re: customer presentations
Mark Sidorenkov	3/5/2013	1.2	Create updated customer presentation materials
Christopher Wells	3/6/2013	1.5	Analytics for sales team related to customer presentation
Jordan Fisher	3/6/2013	0.6	Review and revise proposed customer correspondence; discussions with C. Mills (Cnxnt)
Mark Sidorenkov	3/6/2013	0.2	Review product press release information for errors/inconsistencies
Christopher Wells	3/7/2013	1.4	Further updates to sales analytics for customer presentation

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

COMMUNICATION

Professional	Date	Hours	Activity
Christopher Wells	3/13/2013	1.9	Creation of communication slides to Supply chain on case status
Christopher Wells	3/13/2013	0.9	Updated cash flow communication slides to customers
Christopher Wells	3/14/2013	2.4	Updated cash flow communication slides to customers (cont'd)
Christopher Wells	3/14/2013	0.4	Discussion with S. Chittipeddi (Cnxnt) re: Cash flow and communication
Christopher Wells	3/17/2013	0.9	Updated cash flow communication slides to customers
Shawn Hassel	3/18/2013	0.3	Review letter from Soros to Samsung/Dell re: commitment to the process to ensure continuity of supply
Christopher Wells	3/21/2013	0.5	Review Dell/HP Scorecards for provision to customer base
Christopher Wells	3/21/2013	0.8	Advise operations on consolidated ppt slide to communicate with vendors

COMMUNICATION TOTAL 26.8

COURT

Professional	Date	Hours	Activity
Shawn Hassel	2/28/2013	1.1	Discuss final DIP budget with team in preparation for presentation to the UST
Shawn Hassel	2/28/2013	0.3	Make changes to detailed DIP budget for purposes of sending to the UST and the Judge
Shawn Hassel	2/28/2013	1.3	Prepare for testimony on DIP financing process and reasonableness
Shawn Hassel	2/28/2013	0.2	Coordinate travel to Delaware
Christopher Wells	3/1/2013	1.1	Read/Review court transcript of first day hearing
Shawn Hassel	3/1/2013	0.8	Meeting with counsel to discuss testimony questions and final prep
Shawn Hassel	3/1/2013	2.6	Prepare for and attend first day hearings

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

COURT			
Professional	Date	Hours	Activity
COURT TOTAL		<u>7.4</u>	
FINANCIAL ANALYSIS			
Professional	Date	Hours	Activity
Mark Sidorenkov	2/28/2013	1.9	Update financial model for timing of cash flow DIP payments based on revised forecast and projections
Mark Sidorenkov	2/28/2013	0.7	Develop methodology and discuss assumptions with A. Sohni (Cnxnt) for illustrative income statement
Mark Sidorenkov	2/28/2013	1.4	Prepare illustrative income statement to be used in customer presentation developed by J. Siewko (Cnxnt)
Mark Sidorenkov	3/1/2013	2.4	Update financial model for timing of cash flow DIP payments based on revised forecast and projections
Mark Sidorenkov	3/4/2013	2.4	Revise financial model for updated actuals reports (September '12 - December '13) - income statement, balance sheet, cash flows
Mark Sidorenkov	3/4/2013	1.4	Update financial model for with revised January '13 actuals - income statement and balance sheet
Mark Sidorenkov	3/4/2013	1.2	Gather and review revised January actuals and update financial model to reflect revised revenue and gross margin adjustments by product segment
Mark Sidorenkov	3/4/2013	0.6	Update financial model for with revised January '13 actuals - indirect cash flow
Mark Sidorenkov	3/4/2013	0.6	Update financial model for with revised January '13 actuals - direct cash flow
Mark Sidorenkov	3/5/2013	1.3	Create EBITDA to FCF bridge schedule based on disclosure statement financials
Mark Sidorenkov	3/6/2013	0.4	Discussion with S. Awsare (Cnxnt) re: FY'14 product line contribution analysis

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

FINANCIAL ANALYSIS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/6/2013	0.7	Revise FY'14 product line contribution analysis with new groupings of business segments
Mark Sidorenkov	3/6/2013	0.8	Create change in cash summary schedule based on disclosure statement financial model
Mark Sidorenkov	3/6/2013	0.2	Discussion with A. Sohni (Cnxnt) re: actuals reports
Mark Sidorenkov	3/7/2013	1.2	Update financial model for with revised January '13 actuals (version 3 provided by Company)
Mark Sidorenkov	3/7/2013	0.7	Create financial performance comparison schedule - disclosure statement forecast vs. YTD actuals
Mark Sidorenkov	3/7/2013	1.0	Create reconciliation schedule for February '13 system generate report (ZACC) to revenue by product and operating expense detail
Mark Sidorenkov	3/7/2013	1.1	Update financial model for with revised February '13 actuals (version 2 provided by Company) - income statement and balance sheet
Mark Sidorenkov	3/7/2013	2.1	Create detailed YTD operating expenses comparison schedule - outside services plan vs. actuals
Mark Sidorenkov	3/7/2013	2.2	Update financial model for with revised February '13 actuals (version 2 provided by Company) - revenue and margin detail by product segment
Mark Sidorenkov	3/8/2013	1.4	Create detailed YTD operating expenses comparison schedule - recruitment, taxes and other plan vs. actuals
Mark Sidorenkov	3/8/2013	0.7	Create detailed YTD operating expenses comparison schedule - material and supplies plan vs. actuals
Mark Sidorenkov	3/8/2013	0.8	Create detailed YTD operating expenses comparison schedule - summary plan vs. actuals

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

FINANCIAL ANALYSIS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/8/2013	0.9	Create detailed YTD operating expenses comparison schedule - electronic design automation software plan vs. actuals
Mark Sidorenkov	3/8/2013	1.1	Create detailed YTD operating expenses comparison schedule - business travel plan vs. actuals
Mark Sidorenkov	3/8/2013	1.4	Create detailed YTD operating expenses comparison schedule - facilities plan vs. actuals
Mark Sidorenkov	3/11/2013	1.6	Gather necessary detail to create cash at filing by bank account and by entity schedule and discuss specifics with G. Carrillo (Cnxnt) re: cash at filing by bank account and by entity
Mark Sidorenkov	3/11/2013	1.3	Update financial model - revenue, COGS, standard and gross margins by product segment based on revised version (v5 ZACC) of actuals
Mark Sidorenkov	3/11/2013	0.9	Update financial model direct cash flow tab to reflect February 2013 actual results
Mark Sidorenkov	3/11/2013	0.7	Prepare and revise financial analysis of cash schedule - petition date cash balance by bank account, entity and location
Mark Sidorenkov	3/11/2013	0.7	Update financial model indirect cash flow tab to reflect February 2013 actual results
Mark Sidorenkov	3/13/2013	1.1	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - recruitment, commission, taxes, fringe benefits, and other expenses
Mark Sidorenkov	3/13/2013	0.5	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - material and supplies

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

FINANCIAL ANALYSIS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/13/2013	0.7	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - information technology
Mark Sidorenkov	3/13/2013	0.7	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - outside services
Mark Sidorenkov	3/13/2013	0.7	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - business travel
Mark Sidorenkov	3/13/2013	0.6	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - project expenses
Mark Sidorenkov	3/13/2013	0.7	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - rent and utilities for facilities
Mark Sidorenkov	3/13/2013	0.8	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format -payroll for research and development, sales, marketing, project application engineers, operations, support
Mark Sidorenkov	3/13/2013	1.4	Aggregate and review original unadjusted Company FY'13 forecast SAP data converted into standard financial model view
Mark Sidorenkov	3/13/2013	0.6	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - electronic design automation software
Mark Sidorenkov	3/13/2013	0.3	Reconcile and update original unadjusted Company FY'13 forecast SAP data to match FY'13 model forecast format - depreciation
Mark Sidorenkov	3/14/2013	0.8	Review and reconcile FY'14 SAP version 1 output vs. disclosure statement financial model

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

FINANCIAL ANALYSIS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/14/2013	1.6	Update and reconcile Company cash schedules for filing entities (Conexant System, Inc., Conexant CF, LLC, Conexant, Inc., and Conexant Systems Worldwide, Inc.)
Mark Sidorenkov	3/14/2013	1.1	Prepare international cash by location schedule
Mark Sidorenkov	3/15/2013	1.9	Finish reconciliation of FY'14 SAP version 1 output vs. disclosure statement financial model
Mark Sidorenkov	3/15/2013	1.3	Finish reconciliation of FY'13 SAP version 1 output vs. disclosure statement financial model
Mark Sidorenkov	3/18/2013	1.2	Prepare severance summary and detail schedules for executed round 1 reduction in force
Mark Sidorenkov	3/18/2013	1.9	Reconcile and review FY'14 SAP version 2 output vs. disclosure statement financial model
Mark Sidorenkov	3/18/2013	1.9	Reconcile and review FY'13 SAP version 2 output vs. disclosure statement financial model
Mark Sidorenkov	3/19/2013	1.4	Prepare updated version of financial risk assessment tool schedule at request of Company's customer (HP)
Mark Sidorenkov	3/19/2013	1.2	Prepare updated version of financial risk assessment tool schedule at request of Company's customer (Dell)
Mark Sidorenkov	3/21/2013	0.8	Prepare R&D audio/video project expense and labor analysis comparing FY'13 CIM model assumptions to DS model
Mark Sidorenkov	3/26/2013	1.1	Review and revised schedules re: accounts payable changes and stub period impact
Mark Sidorenkov	3/26/2013	1.2	Create revenue detail schedule for FY'12 - units sold and ASP

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

FINANCIAL ANALYSIS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/26/2013	1.2	Prepare response to risk card update request from customer (HP)
Mark Sidorenkov	3/26/2013	0.8	Review and revise schedules re: accounts payable changes and stub period impact
Mark Sidorenkov	3/27/2013	0.3	Prepare revised accounts receivable aging schedule
Mark Sidorenkov	3/27/2013	0.7	Prepare accounts receivable aging schedule
Jordan Fisher	3/28/2013	0.6	Prepare an update to business performance metrics
Mark Sidorenkov	3/28/2013	1.3	Reconcile latest cash flow to updated financial model
Mark Sidorenkov	3/28/2013	0.9	Prepare revised administrative priority cap schedule

FINANCIAL ANALYSIS TOTAL **67.1**

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Christopher Wells	2/28/2013	0.8	Quick summary of bid/sale process relates to CSR sent to A&M Securities
Jordan Fisher	2/28/2013	0.1	Review data request from B. Raynor (K&E); follow-up response with DIP cash flow projection; follow-up insurance request to L. Neilson (Cnxnt) for DIP agreement
Mark Sidorenkov	2/28/2013	0.9	Fulfill data request re: locate and aggregate all subtenant leases
Christopher Wells	3/1/2013	0.3	Review analysis; Discussion of bid/sale process of CSR with C. Mills (Cnxnt)
Christopher Wells	3/1/2013	0.3	Review analysis; Discussion of bid/sale process of CSR with B. Garvis (Cnxnt)
Christopher Wells	3/1/2013	0.2	Review analysis; Discussion of bid/sale process of CSR with F. Lo (GGC)
Christopher Wells	3/4/2013	0.6	Organize Financial disclosure statement documents for information requests

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Christopher Wells	3/4/2013	0.7	Organize Financial disclosure statement documents for information requests (cont'd)
Christopher Wells	3/4/2013	0.8	Internal discussion with Company on UCC information/database needs
Jordan Fisher	3/4/2013	0.4	Review of MFP agreements related to an information request
Shawn Hassel	3/4/2013	0.2	Discussions re: starting to populate materials in the virtual data room for the UCC
Christopher Wells	3/5/2013	0.3	Complete TSMC analytics data request
Christopher Wells	3/5/2013	1.8	Review current data available per previously used data room/needs for UCC
Christopher Wells	3/5/2013	0.7	Discussion with C. Mills (Cnxnt) re: data room access and financial reporting
Christopher Wells	3/5/2013	0.3	Discussion with S. Hassel (A&M) re: TSMC data needs/financial reporting
Christopher Wells	3/5/2013	0.0	Data Needs/Request from UST for Friday Meeting
Mark Sidorenkov	3/5/2013	1.2	Gather and review current available Company data in preparation for data room and UCC need - corporate folders
Mark Sidorenkov	3/5/2013	0.9	Discussion with Cnxnt IT re: data room folder structure; build folder structure
Mark Sidorenkov	3/5/2013	0.8	Internal discussion re: data room access and materials
Mark Sidorenkov	3/5/2013	2.2	Gather and review current available Company data in preparation for data room and UCC need - financial folders
Shawn Hassel	3/5/2013	0.3	Discussion with C. Wells (A&M) re: TSMC data request
Shawn Hassel	3/5/2013	0.1	Coordinate call with 3LP to discuss history of IP sales

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/6/2013	1.6	Gather and review current available Company data in preparation for data room and UCC need - lease information
Mark Sidorenkov	3/6/2013	0.1	Discussion with M. Calderone (Cnxnt) re: data room items
Mark Sidorenkov	3/6/2013	0.3	Discussion with J. Strum (Cnxnt) re: data room items
Mark Sidorenkov	3/6/2013	0.9	Gather and review current available Company data in preparation for data room and UCC need - actuals reports
Mark Sidorenkov	3/6/2013	1.1	Gather and review current available Company data in preparation for data room and UCC need - accounts receivable and accounts payable
Mark Sidorenkov	3/6/2013	1.6	Prepare financial model, liquidation analysis, and bankruptcy materials for data room
Mark Sidorenkov	3/6/2013	1.7	Gather and review current available Company data in preparation for data room and UCC need - tax information
Mark Sidorenkov	3/6/2013	0.1	Discussion with A. Sohni (Cnxnt) re: data room items
Jordan Fisher	3/7/2013	0.3	Coordinate with M. Koss (K&E) and T. Rindfleisch (Cnxnt) on info requests
Christopher Wells	3/11/2013	1.6	Data request fulfillments to UCC advisors - disc stmt/model information
Jordan Fisher	3/11/2013	0.2	Review and discuss EBITDA bridge prepared by M Sidorenkov (A&M) in prep for discussion with Soros/BX
Mark Sidorenkov	3/11/2013	0.2	Discussion with J. Fisher (A&M) re: EBITDA bridge and analysis for Soros/BX
Mark Sidorenkov	3/11/2013	0.3	Discuss data request with M. Dastrup (A&M-S) re: review list of requested items and items already gathered during A&M-Securities sale/marketing process of Conexant

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/11/2013	0.9	Provide data room access to specified users, update user list, and update data room folder structure
Mark Sidorenkov	3/11/2013	0.6	Build data room table of contents to provide location and descriptions of all available materials/files
Christopher Wells	3/12/2013	1.4	Data request fulfillments to UCC advisors - DIP back-up; Liq model
Christopher Wells	3/12/2013	0.6	Coordinate priority non-tax claim response for UCC; memo
Mark Sidorenkov	3/12/2013	1.4	Prepare requested diligence materials for UCC (disclosure statement liquidation analysis, final approved DIP budget, disclosure statement financial model, marketing documents, and other)
Mark Sidorenkov	3/12/2013	1.6	Correspondence and discussions with J. Strum (Cnxnt), D. Gallagher (Cnxnt) and M. Trujillo (Cnxnt) re: setting up data room access for UCC / populating and updating data room materials
Shawn Hassel	3/12/2013	0.4	Review contents of data room; discuss with team re: appropriate contents to give to UCC
Shawn Hassel	3/12/2013	0.3	Review materials sent to UCC financial advisor
Mark Sidorenkov	3/13/2013	0.6	Prepare requested diligence materials and update data room
Mark Sidorenkov	3/13/2013	1.1	Prepare and review list of all Company subsidiaries - hierarchy, company codes, geographical location, description of activities performed, etc.
Mark Sidorenkov	3/14/2013	1.2	Address diligence requests and gather relevant information (payments to Noteholders, work papers and valuation reports, fairness opinions, patent sale process information, terminated employee information, foreign taxes and fees, environmental remediation)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Christopher Wells	3/15/2013	1.4	UCC Data request on severance/customer programs, & foreign vendors
Mark Sidorenkov	3/15/2013	0.3	Add users to data room and update table of contents
Christopher Wells	3/18/2013	2.4	Analysis of post-petition payments made by motion for UCC
Christopher Wells	3/18/2013	0.4	Call with A&M Team to discuss recent UCC diligence request
Christopher Wells	3/18/2013	1.9	Post various information requests to UCC Data room
Jordan Fisher	3/18/2013	0.7	Research and draft diligence explanations re: cash, taxes, auditor, others
Jordan Fisher	3/18/2013	0.8	Call with S. Hassel, C. Wells, M. Sidorenkov (A&M) to discuss UCC requests; follow-up
Mark Sidorenkov	3/18/2013	0.8	Call with S. Hassel (A&M), C. Wells (A&M), J. Fisher (A&M) re: UCC data requests; review data request
Mark Sidorenkov	3/18/2013	0.5	Gather, review and prepare certain data to address UCC data request 13d. - valuation report
Mark Sidorenkov	3/18/2013	1.7	Gather, review and prepare data to address UCC request 13b. - FY'13 and FY'14 sales volume and ASP detail by business segment and chip
Mark Sidorenkov	3/18/2013	1.4	Gather, review and prepare data to address UCC request 13c. - GAAP cash flow detail
Shawn Hassel	3/18/2013	0.4	Review data request from UCC; Discuss same with team
Christopher Wells	3/19/2013	0.8	Accumulate MFP Data requests/analysis with C. Mills (Cnxnt)/GGC for UCC production
Christopher Wells	3/19/2013	1.4	Post information to UCC Data room per request
Christopher Wells	3/19/2013	1.8	Analysis of payments by motion for UCC through prior Friday

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Jordan Fisher	3/19/2013	0.3	Research and draft response to lease contract question posed by Soros/BX
Jordan Fisher	3/19/2013	0.4	Prepare historical rebates file; discussions with R. Behrens (A&M) re: customer programs
Mark Sidorenkov	3/19/2013	0.5	Correspondence and communication with internal team (A&M) re: outstanding diligence requests
Mark Sidorenkov	3/19/2013	0.6	Finalize FY'13 and FY'14 quarterly unit volume and ASP schedule - UCC data request
Mark Sidorenkov	3/19/2013	0.7	Discussion with A. Sohni (Cnxnt) and G. Carrillo (Cnxnt) re: financial close reports for UCC data request
Mark Sidorenkov	3/19/2013	0.9	Gather and review system financial closing reports - UCC data request
Mark Sidorenkov	3/19/2013	1.4	Gather, review and prepare certain data to address UCC request 13a. - CIM model to DS model operating expense comparison and bridge
Mark Sidorenkov	3/19/2013	0.1	Discussion with C. Mills (Cnxnt) re: financial close reports for UCC data request
Richard Behrens	3/19/2013	0.2	Discussion with J. Fisher (A&M) re: customer programs
Christopher Wells	3/20/2013	0.4	Review Tax attribute worksheets for UCC positing
Christopher Wells	3/20/2013	1.8	Analysis of payments by motion for UCC through prior Friday
Christopher Wells	3/20/2013	0.8	Accumulate/analyze patent data for UCC production
Christopher Wells	3/20/2013	0.7	Aggregate /verify severance data for UCC production
Jordan Fisher	3/20/2013	1.7	Compile and review back-up materials for UCC requests; discussions with C. Mills, T. Rindfleisch (Cnxnt), M. Sidorenkov (A&M)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/20/2013	0.4	Discussion with J. Fisher (A&M) re: fulfillment of UCC diligence requests, data room access; and follow up on outstanding items
Mark Sidorenkov	3/20/2013	0.8	Prepare and review response to UCC data request (CIM growth forecast, updated monthly closing packages, multi-function printer marketing documents)
Mark Sidorenkov	3/20/2013	1.0	Review and upload schedules and presentations to data room in response to UCC data request (environmental remediation, CIM & DS model comparison, internal monthly operating reports, patent detail, and patent sale process updates)
Mark Sidorenkov	3/20/2013	0.9	Discussion and correspondence with J. Strum (Cnxnt) and M. Trujillo (Cnxnt) re: setting up necessary systems access
Christopher Wells	3/21/2013	1.7	Fulfill various UCC data requests including update of info sheets
Mark Sidorenkov	3/21/2013	1.2	Prepare and review data in response to UCC data request (customer price adjustments, net operating losses, payments made to professionals)
Mark Sidorenkov	3/21/2013	0.8	Discussion and correspondence with J. Strum (Cnxnt) and M. Trujillo (Cnxnt) re: finalize setting up necessary systems access
Shawn Hassel	3/21/2013	0.4	Correspondence with Blackstone re: UCC demands and information requests
Christopher Wells	3/22/2013	0.6	Update foreign vendor analysis per UCC request
Christopher Wells	3/22/2013	0.7	Update payment analysis by for foreign vendors
Christopher Wells	3/22/2013	0.6	Review UCC list of issues/notate outstanding data needs
Christopher Wells	3/22/2013	0.8	Review and fulfill various additional UCC information requests

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

INFORMATION REQUESTS

Professional	Date	Hours	Activity
Mark Sidorenkov	3/22/2013	1.1	Create summary tracking schedule re: outstanding UCC issues and questions
Mark Sidorenkov	3/22/2013	0.7	Review and follow up re: outstanding UCC issues and questions
Shawn Hassel	3/22/2013	0.4	Coordinate call for K&E and A&M to discuss UCC issues list
Shawn Hassel	3/22/2013	0.5	Review UCC list of issues and questions; discuss same with A&M team.
Christopher Wells	3/24/2013	0.5	Internal A&M/K&E Discussion to review UCC request list
Jordan Fisher	3/24/2013	0.5	Prep call with J. Sussberg (K&E), S. Hassel, C. Wells, M. Liebman (A&M) re: UCC request list
Christopher Wells	3/25/2013	1.3	Create a lease rejection summary details for UCC
Jordan Fisher	3/25/2013	0.8	Call with UCC re: request list and negotiation; follow-up
Jordan Fisher	3/25/2013	0.7	Compile responses to UCC requests; prepare summary schedules
Christopher Wells	3/26/2013	1.3	UCC General Unsecured claim pool diligence request and reconciliation
Christopher Wells	3/26/2013	1.8	Pre-petition balance review for UCC request; follow-up with mgmt
Christopher Wells	3/27/2013	1.4	Trustee request on claimant class and amounts
Christopher Wells	3/27/2013	0.4	Updates responses to UCC on information requests
Christopher Wells	3/29/2013	0.3	Pre-petition payment data request and discussion with mgmt
Christopher Wells	3/29/2013	0.4	Respond to UCC request re: A&M fees

INFORMATION REQUESTS TOTAL**83.2****LEASES**

Professional	Date	Hours	Activity
--------------	------	-------	----------

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	2/28/2013	1.4	Update discussions with M. Sidorenkov (A&M) re: drafting letters; revise subtenant rejection communications; distribute to each subtenant; follow-up research on failed address to ensure timely delivery
Jordan Fisher	2/28/2013	0.9	Revise landlord rejection communications; distribute to each landlord
Jordan Fisher	2/28/2013	0.5	Review abandonment letters; coordinate drafting with M. Sidorenkov (A&M); request details on subtenants; call with R. Dattilo (K&E) re: subtenants
Jordan Fisher	2/28/2013	0.4	Review terms of new proposed headquarters leases; calls with A. Lutfi (Cnxnt); recommend next steps on negotiation and offer letters
Jordan Fisher	2/28/2013	0.3	Discussion with T. Rindfleisch (Cnxnt) re: pre-petition letter of credit draw; discussion with M. Calderon (Cnxnt) re: electricity payments
Mark Sidorenkov	2/28/2013	1.8	Draft subtenant notice letters for VonKarman and MacArthur locations
Mark Sidorenkov	2/28/2013	1.7	Draft subtenant notice letters for Scranton Road and San Diego locations
Mark Sidorenkov	2/28/2013	1.4	Update discussions with J. Fisher (A&M) re: drafting letters; revise subtenant rejection communications; distribute to each subtenant; follow-up research on failed address to ensure timely delivery
Bixler Holden	3/1/2013	1.9	Attend telephone conference with D. Gallagher (Cnxnt) and team re: executory contract assumption/rejection process; correspond and confer with team re: same.
Jordan Fisher	3/1/2013	1.3	Review lease proposals; draft comments and additional language; calls with C. Mills, A. Lutfi (Cnxnt); review responses from G. McArdell (Lee); update lease comparison calculations

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/1/2013	0.6	Research and requests to C. Williams, A. Lutfi (Cnxnt) for subtenant contact info; follow-up emails
Jordan Fisher	3/4/2013	0.4	Call with J. Pack (K&E), B. Colligan (C&D) re: lease rejections and local regulations
Jordan Fisher	3/4/2013	0.3	Correspondence with C. Greco (K&E) re: headquarters lease rent; prepare calculations
Jordan Fisher	3/4/2013	0.8	Review counsel comments to draft headquarter lease; coordinate call; update lease comparison calculation
Jordan Fisher	3/4/2013	0.6	Call and correspondence with J. Pack, R. Dattilo (K&E) re: lease rejection motion and subtenants
Jordan Fisher	3/5/2013	1.3	Call with V. Croudace (C&D) re: headquarters lease; review follow-up correspondence re: proposed contingencies; update discussions with S. Hassel (A&M), S. Chittipeddi, C. Mills (Cnxnt) re: lease negotiations
Jordan Fisher	3/5/2013	1.2	Review termination terms of master leases and subleases; calls with J. Pack, R. Dattilo (K&E), M. Nitikman (C&D) re: subtenants, attornment agreements; compile and send info
Shawn Hassel	3/5/2013	0.3	Discussion with J. Fisher (A&M) re: status of lease negotiations
Jordan Fisher	3/6/2013	2.1	Calls and correspondence with W. Newkirk, C. Greco (K&E), V. Croudace, M. Nitikman (C&D) re: insurance requirements, subleases, contingencies, other proposed lease comments; discussion with A. Lutfi, C. Mills (Cnxnt) re: terms of counterproposal to landlo
Jordan Fisher	3/6/2013	1.0	Review, compile and send lease comments and exhibit to landlord; call with B. Bond (Emmes); correspondence with C. Greco, J. Sussberg (K&E)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/6/2013	0.8	Update calls and correspondence with S. Chittipeddi, C. Mills (Cnxnt), J. Pack (K&E) re: lease, March rent
Jordan Fisher	3/6/2013	0.3	Compile and send additional lease info to J. Pack, R. Dattilo (K&E), M. Nitikman (C&D)
Jordan Fisher	3/6/2013	0.5	Review termination language in headquarters sublease agreements
Jordan Fisher	3/6/2013	0.8	Meeting with Piedmont and C. Mills (Cnxnt) re: lease and business overview
Jordan Fisher	3/7/2013	0.6	Review letter of credit draw down and follow-up correspondence; prepare subtenant rent summary
Jordan Fisher	3/7/2013	0.2	Research and draft request subtenant payment history; follow-up correspondence
Jordan Fisher	3/7/2013	0.5	Update case notes; review case correspondence on lease transition issues
Jordan Fisher	3/7/2013	0.6	Call with J. Sussberg, C. Greco (K&E), S. Hassel (A&M) re: lease payments; follow-up
Shawn Hassel	3/7/2013	0.4	Call with J. Fisher to discuss lease status
Jordan Fisher	3/8/2013	2.2	Calls with V. Croudace (C&D) re: headquarters lease comments and LOI; review lease terms; update economics comparison
Jordan Fisher	3/8/2013	1.2	Call with B. Bond (Emmes) re: rent and headquarters lease; follow-up correspondence with C. Greco, J. Sussberg (K&E), S. Hassel (A&M)
Shawn Hassel	3/8/2013	1.2	Prepare for and attend call with counsel and J. Fisher (A&M) and 4000 MacArthur landlord to discuss reasons for delay in getting lease turned and willingness to pay March rent
Christopher Wells	3/9/2013	0.9	Discussion with J. Fisher (A&M) re: strategy and lease

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/9/2013	0.3	Prepare follow-up response with subtenant schedules to R. Dattilo (K&E)
Jordan Fisher	3/9/2013	0.9	Follow-up calls with C. Wells (A&M) re: responsibilities, headquarters lease negotiations
Jordan Fisher	3/9/2013	1.0	Review headquarters lease proposals; draft timeline; update economics comparison
Shawn Hassel	3/9/2013	1.5	Call with counsel re: current status of lease negotiations and discussion points for BOD meeting next Monday
Jordan Fisher	3/10/2013	0.4	Correspondence with S. Martin, B. Warren (Cnxnt) re: haz mat lease schedule
Jordan Fisher	3/10/2013	2.6	Review and draft comments and questions to lease proposals; review timelines, review correspondence from S. Chittipeddi, N. Rossi, C. Mills (Cnxnt), J. Sussberg (K&E); draft follow-ups
Jordan Fisher	3/10/2013	1.2	Calls with C. Mills (Cnxnt), G. McArdell (Lee) re: leases
Jordan Fisher	3/11/2013	0.2	Call with B. Bond (Emmes) re: rent and headquarters lease
Jordan Fisher	3/11/2013	1.1	Review updated timeline; discussions with C. Mills, C. Williams (Cnxnt) re: headquarters move
Jordan Fisher	3/11/2013	0.3	Review draft move memo; follow-up correspondence with C. Mills (Cnxnt)
Jordan Fisher	3/11/2013	0.8	Draft lease negotiations and move status update
Jordan Fisher	3/11/2013	0.5	Prepare and coordinate lease materials and schedules to M. Yurkewicz (Klehr)
Jordan Fisher	3/11/2013	0.9	Review and respond to lease recommendations and timeline updates; review property specific issues from architects

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/11/2013	0.6	Discussions with T. Rindfleisch, C. Mills (Cnxnt) re: security deposit; calls to Comerica, SVB
Jordan Fisher	3/11/2013	0.6	Landlord call with M. Calhoun (Legacy), C. Mills (Cnxnt) re: case update, business background, financial projections
Jordan Fisher	3/11/2013	0.9	Review and revise terms in landlord proposal; prepare redline; follow-up call with C. Mills (Cnxnt), G. McArdell (Lee)
Jordan Fisher	3/11/2013	1.3	Call with S. Mindrup, S. Konala, C. Mills, A. Lutfi, & C. Williams (Cnxnt) re: IT and telecom move planning; review revised IT/telecom move plan; incorporate updates into economics comparison
Jordan Fisher	3/12/2013	0.8	Calls and lease discussions with C. Mills (Cnxnt), G. McArdell (Lee); discussion on electrical charges with C. Mills (Cnxnt); discussion with S. Hassel (A&M) re: LOI; finalize LOI language
Jordan Fisher	3/12/2013	0.2	Discussion with S. Chittipeddi (Cnxnt) re: leases
Jordan Fisher	3/12/2013	0.7	Revise lease economics comparison
Jordan Fisher	3/12/2013	0.8	Draft move out memo updates; discussions with C. Mills (Cnxnt); discussion with S. Hassel (A&M) re: move timing
Jordan Fisher	3/12/2013	0.9	Review and revise LOI; discussions with C. Mills (Cnxnt) re: rent abatement, security deposit, parking
Jordan Fisher	3/12/2013	2.0	Review landlord proposed lease; request comments from counsel; calls with V. Croudace (C&D), W. Newkirk, C. Greco (K&E), C. Mills (Cnxnt) re: lease terms; coordinate review of certain sections to T. Rindfleisch (Cnxnt)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/12/2013	1.4	Review and discuss proposed termination right, signage, contingency language with C. Mills (Cnxnt), V. Croudace (C&D), S. Hassel (A&M); discussions with C. Greco (K&E) re: lease terms
Jordan Fisher	3/12/2013	0.3	Follow-up on haz mat lease schedule request; review summary
Shawn Hassel	3/12/2013	0.7	Review alternative leases; comment re same.
Shawn Hassel	3/12/2013	0.7	Call with counsel, C. Mills (Cnxnt) and J. Fisher (A&M) re: lease comments for new lease options
Shawn Hassel	3/12/2013	0.5	Review Redhill lease LOI; Call with J. Fisher (A&M) to discuss same
Shawn Hassel	3/12/2013	0.5	Discussion with J. Fisher (A&M) re: status of lease negotiations and timing for ability to move out of 4000 building
Shawn Hassel	3/12/2013	0.2	Conversation with C. Cremens (Cnxnt) re: status of lease negotiations and need to get resolved quickly
Jordan Fisher	3/13/2013	0.2	Follow-up on back-flow repair status; provide update to B. Bond (Emmes)
Jordan Fisher	3/13/2013	1.7	Review lease comments; calls with V. Croudace (C&D), C. Mills (Cnxnt); coordinate lease comments and exhibits to landlord; follow-up correspondence
Jordan Fisher	3/13/2013	1.0	Call to review potential warehouse properties with G. McArdeell, S. Bellizi (Lee), C. Mills, C. Williams (Cnxnt)
Jordan Fisher	3/13/2013	0.4	Review materials and draft lease update to working group
Jordan Fisher	3/13/2013	0.5	Discussions with S. Hassel (A&M) re: lease negotiations
Jordan Fisher	3/13/2013	0.6	Coordinate lease comments to landlords and other updates to landlord

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/13/2013	0.7	Research and prepare electrical use calculations; propose lease terms
Jordan Fisher	3/13/2013	0.8	Discussions with C. Mills, C. Williams (Cnxnt) re: move timelines; draft update correspondence
Jordan Fisher	3/13/2013	0.8	Draft lease negotiations and move status update
Jordan Fisher	3/13/2013	0.8	Meeting with T. Taper, C. McClure (Legacy), C. Mills (Cnxnt) re: company overview, lease, security deposit mechanics
Jordan Fisher	3/13/2013	0.9	Discuss lease changes with V. Croudace (C&D) and coordinate revisions to landlord
Jordan Fisher	3/13/2013	0.2	Discussions with T. Rindfleisch (Cnxnt) re: letter of credit
Mark Sidorenkov	3/13/2013	0.3	Create list of potentially hazardous materials schedule for lease negotiations
Shawn Hassel	3/13/2013	0.5	Various emails and discussions with management, counsel and A&M team re: ability and timing to move corporate headquarters
Shawn Hassel	3/13/2013	1.5	Review and comment on various emails outlining ongoing lease negotiations; discuss status of same with J. Fisher (A&M)
Jordan Fisher	3/14/2013	0.2	Review and request confirmation of compliance with lease insurance requirements
Jordan Fisher	3/14/2013	0.8	Calls with E. Sauve, R. Morey (SVB), T. Rindfleisch (Cnxnt) re: letter of credit; follow-up discussions with C. Mills, T. Rindfleisch (Cnxnt)
Jordan Fisher	3/14/2013	0.8	Call with G. Coar (US Bank) re: letter of credit and Conexant accounts; prepare case overview follow-up materials

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/14/2013	0.7	Discussions with C. Williams (Cnxnt) re: lease square footage, space, lease exhibits; revise diagram; update lease figures and calculations; correspondence with V. Croudace (C&D)
Jordan Fisher	3/14/2013	0.7	Call preparation and discussion with B. Bond (Emmes) re: lease open items; discussions with S. Hassel (A&M) re: lease rejection
Jordan Fisher	3/14/2013	0.6	Review lease comments and coordinate to landlord
Jordan Fisher	3/14/2013	0.5	Meeting coordination; update work plans; case management for lease transition issues
Jordan Fisher	3/14/2013	0.5	Calls with C. Greco (K&E) re: HQ move logistics, leases; discussion with C. Mills (Cnxnt) re: move logistics and update
Jordan Fisher	3/14/2013	0.4	Review detailed timelines and space planning summaries; update lease presentation
Jordan Fisher	3/14/2013	0.4	Calls with S. Mindrup and S. Konala (Cnxnt) re: IT and move logistics
Jordan Fisher	3/14/2013	0.4	Calls with G. McArdell (Lee) and C. Mills (Cnxnt) re: landlord lease proposals and negotiations
Jordan Fisher	3/14/2013	0.3	Coordinate with C. Williams (Cnxnt) to lead space planning and contractor timeline meeting; discussions with S. Konala and C. Williams (Cnxnt) re: IT and space issues
Jordan Fisher	3/14/2013	2.1	Review lease terms; draft comments and requests to and calls/correspondence with V. Croudace (C&D)
Jordan Fisher	3/14/2013	0.1	Response to facilities repair questions
Jordan Fisher	3/14/2013	0.2	Coordinate lease update call with Conexant and K&E working group
Jordan Fisher	3/14/2013	0.3	Review materials and draft lease update to working group

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Shawn Hassel	3/14/2013	0.5	Calls and emails into various financial institutions re: availability of cash collateralized LC to allow for company to move to new headquarters.
Shawn Hassel	3/14/2013	0.2	Call with J. Fisher (A&M) re: open issues on lease rejections and move of corporate headquarters
Jordan Fisher	3/15/2013	0.4	Call with C. Williams and C. Mills (Cnxnt) re: properties, space planning and move out logistics
Jordan Fisher	3/15/2013	0.5	Update calls with S. Hassel (A&M) re: leases, negotiations, HQ move, other case items
Jordan Fisher	3/15/2013	0.8	Revise lease update materials; update lease economics; review lease terms
Jordan Fisher	3/15/2013	0.8	Lease update call with C. Cremens, C. Mills, S. Chittipeddi, N. Rossi, A. Lutfi (Cnxnt) and J. Sussberg, C. Greco (K&E)
Jordan Fisher	3/15/2013	0.8	Coordinate landlord call; request K&E review of restructuring concepts in leases; calls with G. McArdell (Lee); review lease terms and send comments to V. Croudace (C&D), C. Mills (Cnxnt)
Jordan Fisher	3/15/2013	0.7	Prepare lease update materials; update lease economics; review lease terms
Jordan Fisher	3/15/2013	0.7	Call with E. Sauve, R. Morey (SVB), T. Rindfleisch (Cnxnt) re: letter of credit and utility deposit account; prep and follow-up correspondence
Jordan Fisher	3/15/2013	0.6	Review and propose terms for warehouse lease; update lease economics; follow-up
Jordan Fisher	3/15/2013	0.6	Correspondence and phone calls with T. Rindfleisch (Cnxnt) re: letter of credit discussions with Comerica, SVB, Wells, US Bank; draft response to B Weber (Wells) re: underwriting

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/15/2013	0.6	Coordinate lease feedback to V. Croudace (C&D); review lease comments
Jordan Fisher	3/15/2013	0.3	Review bank feedback on LC; review consolidated lease comments for accuracy
Jordan Fisher	3/15/2013	0.8	Cash update call with E. Slapansky, I. Perlman, J. Tennant (BX) and prepare follow-up materials
Jordan Fisher	3/15/2013	0.2	Call with G. McArdell (Lee & Associates) in prep for landlord lease negotiation; review and coordinate revised lease draft to landlord
Jordan Fisher	3/15/2013	0.2	Call with G. McArdell (Lee) re: landlord feedback
Jordan Fisher	3/15/2013	0.2	Review adjusted move out schedule; revise timeline materials
Shawn Hassel	3/15/2013	0.4	Discuss status of lease analysis with J. Fisher (A&M) comment re: same in preparation for call with secured creditor advisors
Shawn Hassel	3/15/2013	0.5	Review of lease for 4000 Mac Arthur, discuss issues with J. Fisher (A&M)
Shawn Hassel	3/15/2013	0.6	Attend call with BX to discuss status of lease negotiations
Jordan Fisher	3/16/2013	0.3	Correspondence and call with G. McArdell (Lee) re: landlord follow-up materials and lease open issues
Jordan Fisher	3/16/2013	1.6	Call prep; lease negotiation call with landlord, V. Croudace (C&D), C. Mills (Cnxnt); coordinate with J. Sussberg (K&E) for contribution during call
Jordan Fisher	3/16/2013	0.6	Review lease comments; request comment on certain lease language from K&E; discuss lease update with S. Hassel (A&M)
Jordan Fisher	3/16/2013	0.5	Review materials and draft lease update to working group

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/16/2013	0.4	Update Discussion with S. Hassel (A&M) re: landlord negotiations
Jordan Fisher	3/16/2013	0.4	Research and prepare case overview materials for landlord and draft proposed lease language
Jordan Fisher	3/16/2013	0.3	Correspondence with J. Pack (K&E) re: proposed lease language
Jordan Fisher	3/16/2013	0.3	Review letter of credit correspondence; review lease summary; draft negotiation prep email
Shawn Hassel	3/16/2013	1.0	Review language around the contingency of signing a new lease and the impact on a potential admin claim; discuss status of landlord negotiations with J. Fisher (A&M)
Jordan Fisher	3/17/2013	0.4	Correspondence with V. Croudace (Croudace & Dietrich), C. Mills (Cnxnt) re: lease open items and alternatives
Jordan Fisher	3/17/2013	0.8	Review landlord lease mark-up and comments from V. Croudace (C&D); correspondence with G. McArdell (Lee) re: open proposal
Jordan Fisher	3/17/2013	0.9	Review and draft response to landlord on lease negotiation; correspondence with J. Sussberg, J. Pack (K&E)
Shawn Hassel	3/17/2013	0.4	Review landlord update email; Discuss need to get Soros comments to contingency language and the potential for admin claims issues if lease signed post petition.
Jordan Fisher	3/18/2013	0.3	Discussions with C. Mills and T. Rindfleisch (Cnxnt) re: letter of credit structuring
Jordan Fisher	3/18/2013	0.4	Review lease requirements; draft proposed letter of credit language for review
Jordan Fisher	3/18/2013	0.7	Outline key areas in disclosure statement for landlord; coordinate meetings; case planning; reporting

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/18/2013	2.1	Review and follow-up on revised lease drafts from landlords; call with B. Bond (Emmes) re: proposed terms; update economics; revise presentation and timeline; planning discussions with C. Mills (Cnxnt)
Jordan Fisher	3/18/2013	0.4	Correspondence and phone calls with S. Konala (Cnxnt) re: operations, IT, electric usage, and move out logistics
Jordan Fisher	3/18/2013	0.1	Follow-up on facilities repair purchase order
Jordan Fisher	3/18/2013	0.3	Calls with G. McArdell (Lee Associates) re: landlord lease negotiation
Shawn Hassel	3/18/2013	0.2	Conversation with company and K&E re: ability to pro-rata lease payments for purposes of lease rejection
Christopher Wells	3/19/2013	0.7	Review Lease proposals and provide comments to the team
Jordan Fisher	3/19/2013	0.6	Calls with J. Pack (K&E) re: lease motion; prepare calculations; review status of subtenant rent payments
Jordan Fisher	3/19/2013	1.1	Call with V. Croudace (C&D) in prep for landlord discussion; prepare issues list; call with G. McArdell (Lee), J. Pangburn (Piedmont), B. Kozminski (Levenfeld Perlstein) re: open lease items and next steps
Jordan Fisher	3/19/2013	0.6	Review and draft response to landlord counter proposal
Jordan Fisher	3/19/2013	0.5	Update work plans and case management for lease transition issues
Jordan Fisher	3/19/2013	0.2	Discussion with T. Rindfleisch (Cnxnt) and call with J. Pack (K&E) re: Wells Fargo letter of credit; discussions with C. Mills, T. Rindfleisch (Cnxnt) re: letter of credit alternatives
Jordan Fisher	3/19/2013	0.2	Discussion with S. Hassel (A&M) re: lease terms, economics

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/19/2013	0.7	Review landlord space estimate and update economic analysis; review proposed lease changes
Shawn Hassel	3/19/2013	0.2	Call with J. Fisher (A&M) to discuss lease status
Jordan Fisher	3/20/2013	0.9	Discussions and correspondence with C. Williams, S. Konala, S. Mindrup, C. Mills (Cnxnt), J. Sussberg (K&E) re: headquarters move, immediate spending estimates
Jordan Fisher	3/20/2013	2.1	Call with G. McArdell (Lee) re: landlord feedback, status of warehouse lease; discussions with C. Mills (Cnxnt), J. Pack, J. Sussberg (K&E) on final lease open items; draft suggestions and questions
Shawn Hassel	3/20/2013	0.4	Various emails re: moving from current headquarters to new building and how to deal with landlord
Jordan Fisher	3/21/2013	0.8	Prepare lease update materials; update lease economics
Jordan Fisher	3/21/2013	1.0	Review and comment on warehouse lease; calls with S. Bellizzi (Lee); lease discussions with C. Mills (Cnxnt); review BOCA language
Jordan Fisher	3/21/2013	0.5	Discussions with C. Mills, T. Rindfleisch (Cnxnt) re: letter of credit alternatives;
Jordan Fisher	3/21/2013	0.5	Lease update call with C. Cremens (Cnxnt) and S. Hassel (A&M)
Shawn Hassel	3/21/2013	0.5	Meeting with J. Fisher (A&M) re: status of lease negotiations and next steps; discuss issues surrounding prepayment of certain costs to get move started and other issues
Shawn Hassel	3/21/2013	0.4	Call with C. Cremens re: update on lease negotiations and strategy for dealing with recalcitrant landlords
Jordan Fisher	3/22/2013	0.3	Review and coordinate presentation materials on leases to A. Weintraub (K&E)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/22/2013	0.5	Correspondence with J Pangburn (Piedmont) re: 1901 Main access and lease; coordinate with J. Pack (K&E) re: lease language
Jordan Fisher	3/22/2013	1.4	Calls with V. Croudace (C&D) re: lease language and Akin review; call with P. Ziegler (Blackstone) re: lease
Jordan Fisher	3/23/2013	0.9	Review lease comments from landlord and K&E; draft responses; review move in proposals
Jordan Fisher	3/25/2013	0.4	Draft key points of landlord counteroffer for review; discussion with S. Hassel (A&M)
Jordan Fisher	3/25/2013	3.0	Review landlord feedback and lease sections; discussions and correspondence with V. Croudace (C&D), C. Greco, J. Sussberg (K&E) re: lease open issues; update discussion with S. Hassel (A&M)
Jordan Fisher	3/25/2013	0.6	Research and draft outline of potential letter of credit under DIP to Soros/BX
Jordan Fisher	3/25/2013	0.6	Correspondence on lease signing and court approval; follow-up discussions with T. Rindfleisch (Cnxnt), G. Coar (US Bank) re: letter of credit
Jordan Fisher	3/25/2013	0.5	Call with R. Morey (SVB), C. Mills, T. Rindfleisch (Cnxnt) re: letter of credit
Jordan Fisher	3/25/2013	0.4	Call with F. Lim, B. Raynor (K&E) re: structuring letter of credit under the DIP
Jordan Fisher	3/25/2013	0.2	Discussion with S. Hassel (A&M) re: LC status and new leases
Jordan Fisher	3/25/2013	0.5	Daily headquarters move call
Shawn Hassel	3/25/2013	0.2	Call with J. Fisher (A&M) to discuss outstanding issues on obtaining a LC for new space and open economic asks for new leases
Shawn Hassel	3/25/2013	0.3	Review latest lease economics for 4000 Mac Arthur; Discuss same with J. Fisher (A&M)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/26/2013	0.5	Daily headquarters move call
Jordan Fisher	3/26/2013	1.3	Correspondence and calls with C. Mills (Cnxnt), V. Croudace (C&D) re: warehouse lease open points
Jordan Fisher	3/26/2013	0.2	Prep discussion with V. Croudace (C&D) re: lease overviews
Jordan Fisher	3/26/2013	0.2	Prepare lease materials for court filing; coordinate with R. Dattilo (K&E)
Jordan Fisher	3/26/2013	0.3	Update case notes; review case correspondence on lease transition issues
Jordan Fisher	3/26/2013	0.5	Draft updates re: lease signing, letter of credit, court submission, and warehouse lease
Jordan Fisher	3/26/2013	0.5	Prep discussion; call with B. Bond (Emmes), S. Hassel (A&M) re: lease counteroffer terms; draft update
Jordan Fisher	3/26/2013	0.5	Review and respond to correspondence re: headquarters move
Jordan Fisher	3/26/2013	0.8	Lease update call with P. Zeigler, E. Slapansky, J. Tennant (BX), J. Ginsberg, M. Lahaie, L. Zahradka (Akin), V. Croudace (C&D); follow-up
Jordan Fisher	3/26/2013	1.0	Calls and correspondence with V. Croudace (C&D) re: headquarters lease, counteroffer
Jordan Fisher	3/26/2013	0.2	Review and draft follow-up correspondence with S. Bellizi (Lee) re: warehouse lease, inspection
Shawn Hassel	3/26/2013	0.5	Call with C. Paul (Soros) re: final lease issues and economics, discuss Soros' perspective on the new space and which direction they would want to go; Discussed with J. Fisher (A&M)
Jordan Fisher	3/27/2013	0.9	Daily headquarters move call
Jordan Fisher	3/27/2013	0.1	Message to B. Bond (Emmes) as follow-up to counteroffer

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES			
Professional	Date	Hours	Activity
Jordan Fisher	3/27/2013	0.4	Discussions with C. Mills, S. Mindrup (Cnxnt) re: cabling, routers, timing, contractors for move
Jordan Fisher	3/27/2013	0.7	Research and draft move and facilities update summary
Jordan Fisher	3/27/2013	1.8	Call with V. Croudace (C&D), C. Mills (Cnxnt) re: review of warehouse lease; follow-up discussions; review lease comments; review exhibits
Jordan Fisher	3/27/2013	0.5	Correspondence and call with J Coar (US Bank) re: letter of credit, motion; coordinate draft motion for review
Shawn Hassel	3/27/2013	0.5	Review and comment on motion to enter into new lease
Jordan Fisher	3/28/2013	0.3	Calls with G. McArdell (Lee) re: office and warehouse leases; follow-up
Jordan Fisher	3/28/2013	0.5	Daily headquarters move call
Jordan Fisher	3/28/2013	1.0	Call with V. Croudace (C&D) re: review of final warehouse lease comments and next steps; follow-up
Jordan Fisher	3/28/2013	1.3	Property move in call with S. Mindrup, S. Konala, C. Mills, C. Williams (Cnxnt) re: IT and telecom move planning; revise plan; review follow-up correspondence
Jordan Fisher	3/29/2013	0.3	Discussion with S. Hassel (A&M) re: lease rejections, potential subtenant claims
Jordan Fisher	3/29/2013	0.7	Daily headquarters move call; follow-up
Jordan Fisher	3/29/2013	0.8	Review move correspondence; calls with C. Mills, C. Williams, S. Mindrup (Cnxnt) re: move in logistics
Shawn Hassel	3/29/2013	0.3	Conversation with J. Fisher (A&M) re: sub tenant issues and ability to reject leases; review scenarios analysis outlining various recovery to landlords

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

LEASES

Professional	Date	Hours	Activity
LEASES TOTAL		<u>136.2</u>	

MEETINGS/TELECONFERENCES WITH COMMITTEE AND COMMITTEE'S ADVISORS

Professional	Date	Hours	Activity
Shawn Hassel	3/1/2013	0.2	Coordinate attendance for UCC formation meeting
Shawn Hassel	3/5/2013	0.4	Call with counsel and A&M re: negotiation strategy with UCC
Christopher Wells	3/11/2013	0.4	Preparation of materials for discussion with UCC Advisors (GS)
Christopher Wells	3/11/2013	0.5	Introduction call with UCC Advisors (GS) and S. Hassel (A&M)
Shawn Hassel	3/11/2013	0.5	Introduction call with W. Weitz (FA to UCC) and C. Wells (A&M) to go thru history of case and to get initial information request
Christopher Wells	3/12/2013	0.6	Information request list discussion with A&M Securities/UCC
Shawn Hassel	3/13/2013	0.3	Coordinate meeting with UCC professionals
Christopher Wells	3/14/2013	1.3	UCC Creditors Committee teleconference to discuss case and data needs
Jordan Fisher	3/14/2013	0.7	Call with UCC (Gavin/Solmonese) re: document requests
Shawn Hassel	3/14/2013	0.8	Attend call with Debtor and UCC professionals re: history of case and basis for plan
Shawn Hassel	3/14/2013	1.5	Follow up conversation with UCC professionals re: valuation and cash flow forecasts
Christopher Wells	3/15/2013	0.8	Call with UCC Advisors; discussion of first day motions and data requests
Christopher Wells	3/18/2013	0.7	UCC Diligence Call to review requested materials

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MEETINGS/TELECONFERENCES WITH COMMITTEE AND COMMITTEE'S ADVISORS

Professional	Date	Hours	Activity
Christopher Wells	3/19/2013	1.2	Internal preparation for call; UCC Diligence Call with J. Fisher (A&M) & M. Sidorenkov (A&M) re: information requests
Jordan Fisher	3/19/2013	1.0	Discussion with UCC (Gavin/Solmonese), C. Wells, M. Sidorenkov (A&M) re: financial data request items
Mark Sidorenkov	3/19/2013	1.0	Discussion with UCC (Gavin/Solmonese), C. Wells, M. Sidorenkov (A&M) re: financial data request items
Shawn Hassel	3/19/2013	1.2	Internal prep; Call with UCC re: diligence request, cash flow, status of foreign vendors, and sale process
Christopher Wells	3/20/2013	0.2	Coordinate management meetings with UCC for Friday
Shawn Hassel	3/21/2013	0.3	Various correspondence re: setting time for meetings between the UCC professionals and management
Christopher Wells	3/22/2013	1.1	Update/preparation discussion with S. Chittipeddi (Cnxnt) re: UCC communication to date
Christopher Wells	3/22/2013	0.9	Management introductory discussion with S. Chittipeddi, C. Mills (Cnxnt) and A&M (J. Fisher) and UCC
Jordan Fisher	3/22/2013	0.9	UCC call with W. Weitz, B. Steffen, R. Waetzman (Gavin/Solmonese), S. Chittipeddi, C. Mills (Cnxnt), S. Hassel, C. Wells (A&M)
Shawn Hassel	3/22/2013	0.9	Call with UCC professionals and C. Wells, J. Fisher (A&M) re: NOL calculations and impact of NOL on valuations
Jordan Fisher	3/23/2013	0.7	Review committee questions; draft notes and responses
Christopher Wells	3/25/2013	0.3	UCC Response/Discussion on statement and schedule filing

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MEETINGS/TELECONFERENCES WITH COMMITTEE AND COMMITTEE'S ADVISORS

Professional	Date	Hours	Activity
Shawn Hassel	3/25/2013	1.4	Prepare and attend negotiations call with UCC re: outstanding committee issues and settlement discussions
Christopher Wells	3/26/2013	0.6	Discussion with UCC on GUC pool and potential risks/opportunities
Shawn Hassel	3/31/2013	0.2	Coordinate follow up calls with professionals and meeting with UCC

**MEETINGS/TELECONFERENCES WITH TOTAL
COMMITTEE AND COMMITTEE'S ADVISORS** **20.6**

MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS

Professional	Date	Hours	Activity
Jordan Fisher	3/1/2013	0.4	Prepare follow-up response to Blackstone re: tax; call with I. Perlman, J. Tennant (BX) re management retention; follow-up
Christopher Wells	3/4/2013	1.0	Weekly update call with Soros/BX and the A&M Team (S. Hassel, M. Liebman, M. Sidorenkov)
Christopher Wells	3/4/2013	0.3	Internal discussion/update prior to Senior Lender update
Jordan Fisher	3/4/2013	1.0	Update call with C. Paul (Soros), J. Tennant, P. Ziegler, E. Slapansky (BX), S. Hassel, C. Wells, M. Sidorenkov, M. Liebman (A&M)
Jordan Fisher	3/4/2013	0.5	Call with I. Perlman (BX) re: management retention, critical suppliers, 13-week cash flow; follow-up
Mark Sidorenkov	3/4/2013	1.0	Update call with C. Paul (Soros), J. Tennant, P. Ziegler, E. Slapansky (Blackstone), S. Hassel, C. Wells, J. Fisher, M. Liebman (A&M)
Shawn Hassel	3/4/2013	0.6	Prepare for and attend call with Soros/BX re: case update and open issues
Shawn Hassel	3/4/2013	0.2	Coordinate weekly Soros/Blackstone call
Jordan Fisher	3/5/2013	0.9	Call with C. Paul (Soros), J. Tennant, P. Ziegler, E. Slapansky (BX), C. Mills, T. Rindfleisch (Cnxnt) re: India tax; follow-up

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS

Professional	Date	Hours	Activity
Jordan Fisher	3/6/2013	0.7	Research interest to date on 11.25% Notes; correspondence and discussion with J. Tennant (BX) re: interest expense, tax attributes
Jordan Fisher	3/6/2013	0.8	Call with I. Perlman, J. Tennant (BX) re: accrued interest and secured claim calculation; follow-up correspondence; discussion with T. Rindfleisch (Cnxnt)
Jordan Fisher	3/7/2013	0.7	Calls with J. Tennant, I. Perlman (BX), R. Dattilo (K&E) re: headquarters facility, vendor payments; follow-up correspondence
Christopher Wells	3/11/2013	0.9	Weekly update call with Soros/BX
Shawn Hassel	3/11/2013	0.4	Call with C. Paul (Soros) re: status of cash balances at holding company and payments made from cash.
Shawn Hassel	3/11/2013	0.9	Weekly call with Soros and BX to update on current issues
Christopher Wells	3/13/2013	0.8	Update call with J. Tennant, E. Slapansky (BX), Soros, and S. Hassel, M. Sidorenkov, J. Fisher (A&M)
Jordan Fisher	3/13/2013	0.8	Update call with C. Paul (Soros), J. Tennant, P. Ziegler, E. Slapansky (BX), S. Hassel, C. Wells, M. Sidorenkov (A&M)
Mark Sidorenkov	3/13/2013	0.8	Update call with C. Paul (Soros), J. Tennant, P. Ziegler, E. Slapansky (Blackstone), S. Hassel, C. Wells, J. Fisher (A&M)
Shawn Hassel	3/14/2013	0.3	Call with C. Paul (Soros) re: need for employee retention plan and how to implement after the exit from BK
Christopher Wells	3/15/2013	0.7	Prepare for Soros/BX call per agenda items; Weekly update call with Soros/BX
Christopher Wells	3/15/2013	0.6	Weekly update call with Soros/BX Team and A&M to discuss cash flow and leases

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS

Professional	Date	Hours	Activity
Jordan Fisher	3/15/2013	0.6	Prep discussion with S. Hassel (A&M); update call with C. Paul (Soros), E. Slapansky, J. Tennant, P. Zeigler, I. Perlman (BX), S. Hassel, C. Wells, M. Liebman, A Titus (A&M) re: cash, suppliers, leases
Mark Sidorenkov	3/15/2013	0.6	Update call with C. Paul (Soros), J. Tennant(Blackstone), P. Ziegler (Blackstone), E. Slapansky (Blackstone), I. Perlman (Blackstone), S. Hassel (A&M), C. Wells (A&M), J. Fisher (A&M), A. Titus (A&M-S), M. Liebman (A&M-S)
Shawn Hassel	3/15/2013	0.6	Call with Blackstone re: foreign vendors and impact on cash flows
Christopher Wells	3/18/2013	0.5	Update call with Soros /BX and J. Fisher (A&M) to review operations and leases
Jordan Fisher	3/18/2013	0.5	Lease update call with E. Slapansky and I. Perlman (BX) and J. Fisher (A&M) re: lease negotiations, next steps
Jordan Fisher	3/19/2013	0.5	Meeting with C. Paul (Soros) and S. Chittipeddi (Cnxnt) re: leases
Christopher Wells	3/20/2013	0.7	Tax Call Discussion and update with BX
Shawn Hassel	3/20/2013	2.4	Meeting with management and C. Paul (Soros) re: business plan review, management structure and issues around video business
Shawn Hassel	3/20/2013	1.2	Debrief with C. Paul (Soros) on various operational restructuring initiatives needed to address business performance of Video and Audio business units; Discuss foreign vendor concerns
Shawn Hassel	3/22/2013	0.3	Call with Blackstone re: strategy for addressing UCC issues and potential objections
Shawn Hassel	3/23/2013	0.3	Correspondence with Blackstone re: UCC strategy

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS

Professional	Date	Hours	Activity
Christopher Wells	3/25/2013	0.5	Weekly update call with Soros/BX and the A&M Team (S. Hassel, M. Liebman, M. Sidorenkov, J. Fisher)
Jordan Fisher	3/25/2013	0.5	Update call with C. Paul (Soros), E. Slapansky, J. Tennant, P. Zeigler (BX), S. Hassel, C. Wells, M. Sidorenkov (A&M) re: suppliers, leases
Mark Sidorenkov	3/25/2013	0.5	Update call with C. Paul (Soros), E. Slapansky (Blackstone), J. Tennant (Blackstone), P. Zeigler(Blackstone), S. Hassel, C. Wells, J. Fisher (A&M) re: suppliers, leases
Shawn Hassel	3/25/2013	0.7	Prepare for and attend call with Soros/BX and A&M Team re: case update and open issues
Shawn Hassel	3/26/2013	0.4	Call with Blackstone re: current status of lease negotiations, UCC negotiations and information requests
Shawn Hassel	3/27/2013	0.7	Call with Blackstone re: NOL issues and impact on valuation and potential impact of UCC objections to various motions
Shawn Hassel	3/27/2013	0.3	Call with Soros re: potential need to upsize the DIP due to higher demand on product and increase in working capital to support higher sales
Shawn Hassel	3/27/2013	0.6	Call with C. Paul (Soros) re: NOL issues raised by UCC and her willingness to do 363 process; Discuss benefits of cutting deal and overall cost savings to estate
Christopher Wells	3/28/2013	0.7	Discussion with Soros/BX on NOL treatment and use
Jordan Fisher	3/28/2013	0.7	Call with J. Tennant, E. Slapansky, P. Ziegler (BX) re: cash flow and lease update & NOLs
Shawn Hassel	3/28/2013	0.7	Attend weekly Soros/Blackstone update call; discuss UCC settlement
Christopher Wells	3/29/2013	1.0	Follow-up discussion with Soros/BX and A&M Team on case updates and NOL treatment and use

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MEETINGS/TELECONFERENCES WITH LENDERS AND LENDERS' ADVISORS

Professional	Date	Hours	Activity
Jordan Fisher	3/29/2013	1.0	Update call with M. Sidorenkov, S. Hassel, C. Wells, M. Liebman (A&M), J. Sussberg, C. Greco (K&E), M. Stamer, M. Lahaie (Akin), M. Genereux, E. Slapansky, P. Ziegler (BX)
Shawn Hassel	3/29/2013	1.1	Prepare for and attend CNXT update call with secured creditor advisors

**MEETINGS/TELECONFERENCES WITH TOTAL
LENDERS AND LENDERS' ADVISORS** **31.9**

MOR

Professional	Date	Hours	Activity
Jordan Fisher	3/1/2013	0.6	Review and distribute Delaware guidelines; call with C. Mills, T. Rindfleisch (Cnxnt) re: materials for Debtors initial interview
Christopher Wells	3/4/2013	0.3	Review Chapter 11 operating guideline worksheet provided by counsel for MOR and reporting
Jordan Fisher	3/4/2013	1.1	Prepare supplemental vendor notes to creditors schedule in preparation for Debtors interview; discussions with C. Mills, T. Rindfleisch (Cnxnt) re: Delaware meeting materials
Jordan Fisher	3/5/2013	1.5	MOR reporting meeting with C. Mills, G. Carrillo, M. Calderon, T. Rindfleisch (Cnxnt); follow-up discussions on financial statement reporting
Jordan Fisher	3/5/2013	2.2	Review and compile bank statements, chart of accounts, financial statements, and other materials for Debtor interview; discussions with T. Rindfleisch (Cnxnt); draft memo summarizing material
Jordan Fisher	3/6/2013	1.2	Review and revise consolidated financial statement schedules; discussions with M. Sidorenkov (A&M), T. Rindfleisch (Cnxnt)
Mark Sidorenkov	3/6/2013	0.3	Internal discussion (A&M, Cnxnt) re: MOR financial statements preparation

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MOR

Professional	Date	Hours	Activity
Jordan Fisher	3/7/2013	1.2	Coordination with C. Greco (K&E), C. Mills (Cnxnt) on Delaware meeting; correspondence and calls with R. Dattilo (K&E) re: materials
Jordan Fisher	3/8/2013	0.6	Initial Debtor interview and UCC meeting with T. Patton, J. Heck (UST), C. Mills (Cnxnt), D. Pacitti (Klehr), C. Greco, J. Sussberg, R. Dattilo (K&E)
Jordan Fisher	3/8/2013	0.8	Prep discussion with C. Mills (Cnxnt); coordination on materials; correspondence re: secured note interest with C. Greco (K&E)
Jordan Fisher	3/8/2013	0.2	Research MOR examples
Christopher Wells	3/9/2013	0.7	Monthly Operating Report internal discussion with J. Fisher (A&M) and M. Sidorenkov (A&M)
Jordan Fisher	3/9/2013	0.7	Coordinate examples and template; MOR and update discussions with C. Wells, M. Sidorenkov (A&M)
Mark Sidorenkov	3/9/2013	0.2	Review and reconcile updated MOR schedules
Mark Sidorenkov	3/9/2013	0.7	Prepare for and participate in internal MOR schedules discussion (A&M)
Jordan Fisher	3/11/2013	0.4	Follow-up request re: insurance notice party to L. Neilson (Cnxnt); discussions with M. Sidorenkov (A&M)
Jordan Fisher	3/11/2013	0.8	Follow-up discussions with T. Rindfleisch (Cnxnt) re: cash management; correspondence and calls with J. Sharp (SVB)
Jordan Fisher	3/11/2013	0.5	Request and review pre-petition retainers summary; follow-up discussions
Mark Sidorenkov	3/11/2013	0.8	Create template for Form IR-2 for initial MOR
Mark Sidorenkov	3/11/2013	1.2	Gather necessary data and prepare initial draft version of Form IR-2 for initial MOR; follow up review discussion with M. Calderone (Cnxnt)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MOR

Professional	Date	Hours	Activity
Mark Sidorenkov	3/11/2013	0.4	Discussion with J. Fisher (A&M) re: insurance notice party to L Neilson (Cnxnt)
Mark Sidorenkov	3/11/2013	1.2	Revise Form IR-1 for initial MOR
Mark Sidorenkov	3/12/2013	0.9	Revise and discuss initial monthly operating report and schedules with C. Mills (Cnxnt), T. Rindfleisch (Cnxnt) and G. Carrillo (Cnxnt)
Jordan Fisher	3/13/2013	0.1	Call with K. Martin (BMC) re: retainer
Jordan Fisher	3/13/2013	0.1	Call with M. Repko (Joele Frank) re: retainer
Jordan Fisher	3/13/2013	0.4	Review cash management sweep account FAQ from J. Sharp (SVB); discussion with T. Rindfleisch (Cnxnt)
Jordan Fisher	3/13/2013	1.8	Review and compile follow-up materials and draft update; correspondence with D. Pacitti (Klehr) re: meeting, cash management
Mark Sidorenkov	3/13/2013	0.4	Revise and review initial MOR schedules with C. Mills (Cnxnt)
Jordan Fisher	3/14/2013	0.4	Review cash account summary and discussions with M. Sidorenkov (A&M)
Jordan Fisher	3/14/2013	1.3	Calls and correspondence with D. Pacitti (Klehr), C. Greco (K&E), C. Mills (Cnxnt), M. Sidorenkov (A&M) re: initial Debtor operating report filing and cash accounts; revise schedules; follow-up correspondence
Mark Sidorenkov	3/14/2013	1.4	Revise initial monthly operating report - retainer adjustments for professionals and entity cash balances
Mark Sidorenkov	3/14/2013	0.8	Discussion with C. Mills (Cnxnt) re: internal monthly operating report; and follow up on outstanding items
Mark Sidorenkov	3/14/2013	0.4	Discussion and review of cash account summary with J. Fisher (A&M)
Jordan Fisher	3/25/2013	0.3	Review and research severance questions from US Trustee

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MOR

Professional	Date	Hours	Activity
MOR TOTAL		<u>25.9</u>	

MOTIONS/ORDERS

Professional	Date	Hours	Activity
Bixler Holden	2/28/2013	0.4	Correspond with J. Fisher (A&M) re: comments to Foreign Vendor list; correspond with K&E re: same.
Bixler Holden	2/28/2013	0.6	Attend conferences with K&E re: OCPs; confer with J. Fisher (A&M) re: same; revise OCP list per various comments.
Bixler Holden	2/28/2013	0.8	Review docket and various filed pleadings.
Bixler Holden	2/28/2013	0.1	Follow-up correspondence with J. Fisher(A&M) re: foreign vendor motion
Bixler Holden	2/28/2013	0.4	Correspond with BMC re: Top 30
Christopher Wells	2/28/2013	0.6	Attend introductory teleconference hearing with US Trustee to review first day motions/orders
Christopher Wells	2/28/2013	0.5	Subsequent teleconference with US Trustee to review DIP Budget
Jordan Fisher	2/28/2013	0.8	Research and calls with S. Hassel (A&M) re: 1st Day Hearing preparation, critical suppliers, landlords and subtenants; follow-up communications with cash flow and supplier details
Jordan Fisher	2/28/2013	0.6	Calls with C. Mills, G. Carrillo, & M. Calderon (Cnxnt) re: motions, petition date financial schedules
Jordan Fisher	2/28/2013	0.5	Prepare back-up calculations for customer programs motion; coordinate info and confirmation from S. Martin (Cnxnt)
Jordan Fisher	2/28/2013	0.1	Follow-up correspondence with H. Bixler (A&M) re: foreign vendor motion

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MOTIONS/ORDERS

Professional	Date	Hours	Activity
Jordan Fisher	2/28/2013	0.4	Research and response to E. Slapansky (Blackstone) and L Zahradka (Akin) re: details of motion; phone call to M. Koss (K&E)
Jordan Fisher	2/28/2013	0.2	Prepare and coordinate back-up materials for filings / Motion exhibits
Jordan Fisher	2/28/2013	0.1	Review correspondence; draft question on assets to T. Rindfleisch (Cnxnt)
Shawn Hassel	2/28/2013	1.2	Review final filing package in preparation for first day hearing
Shawn Hassel	2/28/2013	1.3	Prepare for and attend call with UST re: questions on filings and first day motions
Shawn Hassel	2/28/2013	0.4	Discussion with counsel re: prep for opening remarks
Shawn Hassel	2/28/2013	0.2	Call with J. Fisher (A&M) re: first day hearing preparation
Shawn Hassel	2/28/2013	2.3	Prepare for testimony on Foreign Vendors motion
Bixler Holden	3/1/2013	0.2	Correspond with K&E re: Top 30 address updates.
Bixler Holden	3/1/2013	0.3	Confer with J. Fisher (A&M) re: first day support; review and circulate files re: same.
Christopher Wells	3/1/2013	1.8	Review AR/AP documents as of filing date including data supporting foreign vendor motion/customer program
Jordan Fisher	3/1/2013	0.2	Review foreign vendor motion for payment guidelines
Jordan Fisher	3/1/2013	0.3	Correspondence with M. Koss (K&E) re: utilities payments and motion; follow-up discussion with T. Rindfleisch (Cnxnt); correspondence with H. Bixler (A&M)
Jordan Fisher	3/1/2013	0.2	Assist in coordinating signed cash management and foreign vendor order to banks and suppliers

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MOTIONS/ORDERS

Professional	Date	Hours	Activity
Jordan Fisher	3/1/2013	0.3	Review correspondence; calls with T. Rindfleisch (Cnxnt) re: San Diego landlord letter of credit draw and cash management motion
Shawn Hassel	3/1/2013	0.7	Internal call with management re: executing under the foreign vendors motion
Christopher Wells	3/4/2013	0.3	Internal discussion on Trustee information on UCC and motions orders
Shawn Hassel	3/4/2013	0.6	Call to discuss issues around the foreign vendors motion and what latitude the company management has under the motion; Ensure cash flow is not negatively impacted
Shawn Hassel	3/4/2013	0.2	Coordinate conversations between TSMC and company to resolve issues on foreign vendors motion
Bixler Holden	3/5/2013	0.6	Review correspondence re: workers compensation payment; review wage order re: same; correspond with K&E and company re: same.
Bixler Holden	3/6/2013	0.9	Confer with J. Fisher (A&M) re: Top 30 revisions per first days; review top 30 and first day lists re: same; provide comments to same; review updated list re: same.
Bixler Holden	3/6/2013	0.2	Review correspondence with J. Fisher (A&M) re: payment of prepetition invoices under first days.
Jordan Fisher	3/6/2013	1.3	Call with H. Bixler (A&M) re: top creditors, 1st day motions, proposed payments; prepare annotated creditors summary; follow-up correspondence with J. Sussberg, M. Koss (K&E), S. Hassel, C. Wells, H. Bixler (A&M)
Jordan Fisher	3/6/2013	0.3	Follow-up discussions with C. Mills, M. Calderon, G. Carrillo (Cnxnt) re: foreign vendor and lien holder motion

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MOTIONS/ORDERS

Professional	Date	Hours	Activity
Jordan Fisher	3/7/2013	2.0	Review interview materials; review foreign vendor, wages, customer programs, utility motions against cash flow forecast and creditors
Bixler Holden	3/8/2013	0.4	Correspond and confer with team re: utility service issue.
Bixler Holden	3/11/2013	0.4	Correspond with team re: utility service issues.
Shawn Hassel	3/11/2013	0.2	Call with S. Choe (PS) re: status of their clients critical vendor motion: Discuss same with K&E
Shawn Hassel	3/11/2013	0.5	Emails with counsel re: foreign vendor motion and potential issues around US based companies
Bixler Holden	3/12/2013	0.3	Correspond with team re: payments under first day orders.
Jordan Fisher	3/12/2013	0.2	Review wages motion; discussion with M. Calderon (Cnxnt) re: workers comp claims
Jordan Fisher	3/12/2013	0.5	Review vendor questions; discuss foreign vendor, lien holder motion with M. Calderon (Cnxnt)
Shawn Hassel	3/12/2013	0.2	Review and comment on Samsung status as a creditor and impact of "customer programs motion"
Christopher Wells	3/13/2013	0.5	Discussion with S. Hassel (A&M) re: unsecured claim pool given first day motions/orders
Shawn Hassel	3/13/2013	0.5	Review revised listing of unsecured balances after taking into account payments under the various first day orders: discuss same with C. Wells
Mark Sidorenkov	3/14/2013	0.9	Discussion and correspondence with L. Neilson (Cnxnt) re: insurance endorsements to provide to K&E
Shawn Hassel	3/14/2013	0.3	Follow up with team on cash management and UST's view of where we maintain our cash

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

MOTIONS/ORDERS

Professional	Date	Hours	Activity
Bixler Holden	3/18/2013	0.9	Correspondence with team re: various inquiries re: first day motions.
Jordan Fisher	3/21/2013	0.7	Review payment meeting follow-ups and provide feedback; review Wages Motion
Shawn Hassel	3/25/2013	0.3	Call with C. Mills (Cnxnt) re: requirement that we obtain credit terms before payment on foreign vendor motion
Jordan Fisher	3/27/2013	0.3	Call with V Noskov (K&E) re: signed lease and letter of credit for motion; compile materials
Jordan Fisher	3/27/2013	0.7	Review draft motion re: lease and rejection; draft comments; check figures
Shawn Hassel	3/27/2013	0.5	Review of lease rejection motion; discussion around ability to make lease rejection date variable due to potential to need to push move out date back
Jordan Fisher	3/28/2013	0.3	Correspondence with R. Dattilo (K&E) re: motion to enter into new lease
Jordan Fisher	3/29/2013	0.4	Review and address payment questions from M. Calderon, G. Carrillo (Cnxnt); utilities motion discussion

MOTIONS/ORDERS TOTAL 30.9

RETENTION

Professional	Date	Hours	Activity
Christopher Wells	2/28/2013	1.3	Work on finalizing A&M Retention Application
Christopher Wells	2/28/2013	1.3	Discussion with A&M personnel on proper disclosures within A&M retention application
Christopher Wells	2/28/2013	0.3	Discussion with S. Hassel (A&M) re: A&M retention application
Christopher Wells	2/28/2013	0.2	Continued work on finalizing A&M Retention Application
Jordan Fisher	2/28/2013	0.3	Prepare and coordinate conflicts check materials; review correspondence

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

RETENTION

Professional	Date	Hours	Activity
Shawn Hassel	2/28/2013	0.9	Review A&M retention application; comment re: same. Confered with C. Wells (A&M) re: same
Christopher Wells	3/1/2013	0.3	Communication with A&M team re: adequate Eastman Kodak disclosures
Christopher Wells	3/1/2013	0.9	Review first day hearing agenda/follow up on retention questions
Christopher Wells	3/1/2013	1.2	Work on finalizing A&M Retention Application given feedback to date
Shawn Hassel	3/1/2013	0.4	Review and revise final A&M retention application and declaration
Christopher Wells	3/4/2013	0.3	Retention application follow-up work and various communication
Shawn Hassel	3/5/2013	0.2	Finalize A&M retention documents
Christopher Wells	3/6/2013	1.3	Finalize retention application; seek feedback from A&M counsel and parties
Christopher Wells	3/21/2013	0.2	A&M retention application diligence request
Christopher Wells	3/25/2013	0.8	Response to US trustee requests re: A&M retention application
Christopher Wells	3/25/2013	0.8	Provide A&M work product and fee summary in support of retention to parties (UCC, trustee)
Christopher Wells	3/25/2013	0.8	Additional A&M retention application follow-up to trustee requests on information
Shawn Hassel	3/25/2013	0.4	Review and respond to UST comments to A&M retention application
Christopher Wells	3/26/2013	0.5	A&M retention application follow-up with counsel
Shawn Hassel	3/26/2013	0.4	Internal discussion re: UST comments to A&M retention application

RETENTION TOTAL**12.8**

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	2/28/2013	1.2	Discussion with G. Carrillo (Conxnt) re: customer data; review files re: same;
Bixler Holden	2/28/2013	0.9	Correspond with company re: additional open SOFA items; review comments re: same.
Bixler Holden	2/28/2013	0.8	Correspond and confer with team re: creditor matrix and customer notice issues; correspond with communications professionals re: same.
Bixler Holden	2/28/2013	0.8	Confer with T. Rindfleisch (Cnxnt) re: schedule liabilities and other open issues; correspond and confer with team re: same.
Bixler Holden	2/28/2013	0.7	Correspond with team re: open items including France data.
Bixler Holden	2/28/2013	0.6	Correspond with R. Esposito (A&M) re: creditor matrix supplement; review same.
Bixler Holden	2/28/2013	0.4	Review draft SOFA 3c file; correspond with company re: refresh re: same.
Bixler Holden	2/28/2013	0.3	Review draft customer letter; provide comments to same.
Bixler Holden	2/28/2013	0.2	Discussion with R. Esposito (A&M) re: channel price adjustments and AR Credits
Rob Esposito	2/28/2013	0.8	Preparation of the updated statement riders to include the bankruptcy case numbers.
Rob Esposito	2/28/2013	0.4	Review of SOFA/Schedule data emails provided by the company.
Rob Esposito	2/28/2013	0.9	Review and analysis of the channel price adjustments and AR credits; preparation of the data for loading to the A&M database.
Rob Esposito	2/28/2013	1.3	Preparation and loading of the litigation data to SOFA 4a and Schedule F.
Rob Esposito	2/28/2013	1.2	Preparation of the updated schedule riders to include the bankruptcy case numbers.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	2/28/2013	0.2	Conference with H. Bixler (A&M) and G. Carrillo (Conexant) re: the channel price adjustments and AR credits.
Rob Esposito	2/28/2013	0.2	Conference with H. Bixler (A&M) re: the customer rebates.
Rob Esposito	2/28/2013	0.2	Correspondences from and to H. Bixler (A&M) re: the supplement to the creditor matrix, litigation and patent data.
Rob Esposito	2/28/2013	0.3	Review of the court docket and updates to the case numbers within the A&M database.
Rob Esposito	2/28/2013	0.4	Preparation of the updated B22 riders based on the updated patent information.
Rob Esposito	2/28/2013	0.8	Review and comparison of the address data provided by the company.
Rob Esposito	2/28/2013	0.7	Preparation and review of the draft statements and schedules for CSI.
Shawn Hassel	2/28/2013	0.4	Emails with H. Bixler (A&M) re: status of statements and schedules and timing for filing
Bixler Holden	3/1/2013	0.2	Correspond with company re: schedule inquiries
Bixler Holden	3/1/2013	2.2	Review draft Statements and Schedules; provide comments to same; review finalized drafts; prepare, summarize, and circulate same
Bixler Holden	3/1/2013	0.4	Correspond with BMC re: matrix notice timing and issues
Bixler Holden	3/1/2013	0.4	Correspond BMC re: creditor matrix revisions; review and circulate summary re: same
Bixler Holden	3/1/2013	0.2	Correspond with team re: creditor matrix issues
Bixler Holden	3/1/2013	1.8	Review customer notice data forwarded by J. Siewko (Cnxnt); provide comments to same and correspond with team re: same; confer with team re: various data issues re: same

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/1/2013	1.1	Review comments to creditor matrix provided by D. Gallagher (Cnxnt); prepare summary re: same and correspond with team re: same
Bixler Holden	3/1/2013	0.8	Correspond and confer with R. Esposito (A&M) and team re: Statements/Schedules status and various open items pension issues
Bixler Holden	3/1/2013	0.6	Review SOFA 8 data; prepare summary re: same; correspond with team re: same
Bixler Holden	3/1/2013	0.3	Review Bankruptcy professional list; correspond with team re: same
Christopher Wells	3/1/2013	0.3	Initial review of Schedules creditor matrix and timeline
Rob Esposito	3/1/2013	0.7	Conference with H. Bixler (A&M) re: the supplement to the creditor matrix
Rob Esposito	3/1/2013	0.2	Modifications to the contract party names based on the data provided by D. Gallagher (Cnxnt)
Rob Esposito	3/1/2013	0.2	Review of the draft S&S email; comments to H. Bixler (A&M).
Rob Esposito	3/1/2013	0.3	Conference with H. Bixler (A&M) re: the SOFA/Schedule drafts
Rob Esposito	3/1/2013	1.6	Preparation and loading of the Open AP and GRIR to Schedule F.
Rob Esposito	3/1/2013	0.4	Review and analysis of the loss data provided by L. Neilson (Cnxnt).
Rob Esposito	3/1/2013	0.3	Modifications to the customer subtypes based on the data provided by J. Siewko (Cnxnt)
Rob Esposito	3/1/2013	2.1	Preparation and review of the draft SOFA and Schedule data to be provided to K&E and Conexant.
Rob Esposito	3/1/2013	1.3	Preparation of the 3/1 supplement to the creditor matrix.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/1/2013	1.1	Review and analysis of the customer address changes provided by J. Siewko (A&M).
Rob Esposito	3/1/2013	0.9	Preparation and loading of the CPAs and AR credits to Schedule F.
Rob Esposito	3/1/2013	0.7	Review and analysis of the France payment file.
Rob Esposito	3/1/2013	0.7	Preparation and loading of the PRPs to the creditor matrix and Schedule F.
Rob Esposito	3/1/2013	2.1	Preparation of the customer address changes, provided by J. Siewko (Cnxnt), to be included in the creditor matrix.
Bixler Holden	3/2/2013	0.2	Correspond and confer with team re: Statement / Schedule filing timeline
Bixler Holden	3/2/2013	0.3	Review bankruptcy code filing deadlines; correspond with K&E re: same.
Jeffrey Sielinski	3/2/2013	0.2	Research debtor information as related to executory contract counter parties
Jeffrey Sielinski	3/2/2013	0.3	Review and analysis of contract data and related notice information
Bixler Holden	3/3/2013	0.6	Correspond with team re: initial Statement/Schedule comments.
Bixler Holden	3/3/2013	0.4	Review creditor matrix supplement; correspond and confer with R. Esposito (A&M) and with team re: same.
Bixler Holden	3/3/2013	0.3	Review correspondence from team re: Schedule G files, plan and next steps.
Julie Hertzberg	3/3/2013	2.5	Review and revise schedules and statements
Rob Esposito	3/3/2013	0.4	Preparation of the potential customers to be removed from the supplement to the creditor matrix; confer with H. Bixler (A&M) re: same
Rob Esposito	3/3/2013	0.3	Review of the SOFA/Schedule comments provided by J. Hertzberg (A&M).

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/3/2013	0.2	Correspondence to J. Hertzberg (A&M) re: the SOFA/Schedule comments.
Rob Esposito	3/3/2013	1.1	Preparation of the contract data file transfer to J. Sielinski (A&M).
Bixler Holden	3/4/2013	0.2	Correspond with team re: contract data review.
Bixler Holden	3/4/2013	0.3	Review correspondence from counsel re: schedules.
Bixler Holden	3/4/2013	0.4	Review final customer letter and matrix supplement; correspond with BMC re: same.
Bixler Holden	3/4/2013	0.8	Correspond with team re: customer notification letter service.
Erin McKeighan	3/4/2013	0.6	Review of changes to Schedule F litigation file as proposed by R. Esposito (A&M).
Erin McKeighan	3/4/2013	0.4	Review pending litigation files for additions to Schedule B21.
Jeffrey Sielinski	3/4/2013	2.3	Analysis of contract source information as provided by R. Esposito (A&M) detailing source and contract type information
Jeffrey Sielinski	3/4/2013	2.1	Preparation of contract detail for inclusion into Schedule G, executory contracts
Jeffrey Sielinski	3/4/2013	2.2	Analysis of contract notice detail and preparation of contract schedules detailing this information
Jeffrey Sielinski	3/4/2013	1.9	Review and analysis on contract description and contract date information
Shawn Hassel	3/4/2013	0.4	Discussions re: composition of the top 30 creditors list and the impact to that list based on certain first day motions allowing for payment of certain pre-petition obligations
Shawn Hassel	3/4/2013	0.3	Emails re: status of statements and schedules and filing requirement due to need to update for feb closing info

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/5/2013	0.3	Correspond with team re: close data; review existing data re: same.
Bixler Holden	3/5/2013	0.2	Correspond with team re: customer letters and notice received.
Jeffrey Sielinski	3/5/2013	1.7	Review and analysis on contract description and contract date information
Jeffrey Sielinski	3/5/2013	2.3	Analysis of contract detail information and preparation for inclusion into Schedule G exhibit
Jeffrey Sielinski	3/5/2013	1.2	Review and analysis on contract description and contract date information
Bixler Holden	3/6/2013	0.7	Review February financial data and cancelled checks forwarded by T. Rindfleisch (Cnxnt); correspond with R. Esposito, J. Fisher (A&M) re: same
Bixler Holden	3/6/2013	0.4	Correspond with company re: pleadings notices; review and forward same.
Erin McKeighan	3/6/2013	0.6	Update UCC information on Schedule D report to include filing numbers and load to BART.
Jordan Fisher	3/6/2013	0.4	Review pre-petition payments; discussion with H. Bixler (A&M) re: statements and schedule planning; discussion with R. Esposito (A&M) re: claims, cancelled checks
Rob Esposito	3/6/2013	0.4	Conference with J. Fisher, H. Bixler (A&M) re: the canceled checks and proof of claim forms for creditors.
Rob Esposito	3/6/2013	0.7	Review of the final balance sheet and updates to the WW, CI and CF Schedule B data.
Bixler Holden	3/7/2013	0.4	Correspond with team re: various Statement/Schedule follow up questions
Bixler Holden	3/7/2013	1.2	Review draft Schedule G file and source files re: same; correspond with team and company re: same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/7/2013	0.3	Correspond with J. Sielinski (A&M) re: Schedule G draft status; review files re: same.
Jeffrey Sielinski	3/7/2013	0.6	Updated final contract schedule as required pursuant to additional details
Jeffrey Sielinski	3/7/2013	1.9	Preparation of final contract schedule for review by H Bixler (A&M)
Jeffrey Sielinski	3/7/2013	2.3	Analysis of notice information related to executory contracts; update notice detailing listing on Schedule G as required
Bixler Holden	3/8/2013	0.2	Correspond with team re: additional Statement/Schedule follow up questions
Rob Esposito	3/8/2013	2.2	Preparation of the updated Schedule B data and riders for CSI.
Rob Esposito	3/8/2013	0.7	Review and analysis of the balance sheet data for the CSI Schedule B.
Bixler Holden	3/10/2013	0.3	Correspond with team re: Statement responses; review data re: same
Rob Esposito	3/10/2013	0.6	Review and analysis of the payment file provided by M. Calderon (Conexant).
Bixler Holden	3/11/2013	1.2	Review D&O list and insider payment file; provide comments to team re: same.
Bixler Holden	3/11/2013	1.3	Review open liability schedule issues; follow up with various contacts re: same; conferences with R. Esposito (A&M) re: same.
Bixler Holden	3/11/2013	0.8	Review status of various open SOFA requests; correspond with team re: same.
Bixler Holden	3/11/2013	1.2	Correspond with team re: litigation file; review historical correspondence and drafts re: same; correspond with team re: same.
Bixler Holden	3/11/2013	0.8	Review notes re: various open issues; correspond with team re: same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/11/2013	0.7	Correspond with team re: environmental file and related PRPs; review correspondence and source files re: same; provide comments re: same.
Bixler Holden	3/11/2013	0.2	Further correspondence with team re: SOFA responses.
Bixler Holden	3/11/2013	0.3	Correspond with team re: missing or incomplete address detail.
Bixler Holden	3/11/2013	0.4	Correspond with team re: patent detail; review same
Bixler Holden	3/11/2013	0.4	Correspond with team re: timing of SOFA/Schedule filing.
Bixler Holden	3/11/2013	0.9	Review insider payment file summary; review source data re: same; correspond with team re: same.
Erin McKeighan	3/11/2013	0.4	Create worksheet for MOI data for Schedule B22 patent information to be sent to D. Gallagher (Cnxnt) for review.
Erin McKeighan	3/11/2013	0.3	Research information for missing patent data with respect to Schedule B question 22.
Erin McKeighan	3/11/2013	0.3	Create a list of MOI data for additional environmental parties for review by H. Bixler (A&M).
Erin McKeighan	3/11/2013	0.3	Update SOFA 4a for CSI to correct a spelling error and mark 'none' for all debtors with no litigation.
Erin McKeighan	3/11/2013	0.3	Research additional environmental parties sent by D. Gallagher (Cnxnt).
Rob Esposito	3/11/2013	0.2	Review and analysis of the intercompany payments provided by T. Rindfleisch (Cnxnt).
Rob Esposito	3/11/2013	0.2	Modifications to the Schedule data based on the conversation with T. Rindfleisch (Cnxnt).

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/11/2013	1.9	Review of the open issues and correspondences to the company for data requests.
Rob Esposito	3/11/2013	1.7	Internal discussion with team re: the open issues for the SOFA/Schedule preparation.
Rob Esposito	3/11/2013	0.3	Review of data emails and updates to the SOFA/Schedule tracker.
Rob Esposito	3/11/2013	0.2	Review of the liability data provided by H. Bixler (A&M); research and response to H. Bixler re: the indemnifications.
Rob Esposito	3/11/2013	0.2	Conference with T. Rindfleisch (Cnxnt) re: Schedule B18 and intercompany payments.
Bixler Holden	3/12/2013	0.8	Correspond with team re: D&O payments.
Bixler Holden	3/12/2013	1.1	Attend telephone conference with company and K&E re: customer liabilities; confer with R. Esposito (A&M) and team re: same; review schedules re: same.
Bixler Holden	3/12/2013	1.3	Correspond with A&M team re: customer notification; review source files re: same; confer with team re: same.
Bixler Holden	3/12/2013	0.7	Review injury claim source file; review schedules re: same; correspond and confer with team re: same.
Bixler Holden	3/12/2013	0.4	Review UCC reports; correspond with team re; inquiry re: same.
Bixler Holden	3/12/2013	0.4	Review correspondence re: intercompany payments; review contracts re; same.
Bixler Holden	3/12/2013	0.3	Review correspondence re: historical payments
Erin McKeighan	3/12/2013	0.4	Review end customer data for updated addresses and accuracy.
Erin McKeighan	3/12/2013	0.2	Conference with R. Esposito (A&M) re: workers compensation claims.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Erin McKeighan	3/12/2013	0.2	Pull all UCC documents and send to H. Bixler (A&M).
Erin McKeighan	3/12/2013	0.1	Review minor workers compensation claims for potential additions to Schedule F.
Rob Esposito	3/12/2013	1.3	SOFA/Schedule preparation and review of open issues.
Rob Esposito	3/12/2013	1.1	Preparation of the intercompany payment data and the draft SOFA 3c Rider for CSI.
Rob Esposito	3/12/2013	0.9	Preparation of the updated intercompany payables for Schedule F.
Rob Esposito	3/12/2013	0.4	Review and analysis of the payment file based on the comments provided by M. Calderon (Cnxnt); correspondence to M. Calderon.
Rob Esposito	3/12/2013	0.3	Conference with H. Bixler (A&M) re: the customer notices and SOFA/Schedule timing.
Rob Esposito	3/12/2013	0.2	Review of the end customer address discrepancies.
Rob Esposito	3/12/2013	0.2	Conference with K. McKeighan (A&M) re: the injury claims.
Bixler Holden	3/13/2013	0.6	Review various open items; correspond with team re: same.
Bixler Holden	3/13/2013	0.8	Review payment detail foreign currency issue and source file re: same; correspond with company re: same.
Bixler Holden	3/13/2013	0.3	Further correspondence and conferences with team re: UCC filings
Bixler Holden	3/13/2013	0.9	Confer with T. Rindfleisch (Cnxnt) re: SOFA 18; confer with team re: same.
Bixler Holden	3/13/2013	0.9	Review updated master contract file; and issues re: same; provide comments to same.
Bixler Holden	3/13/2013	1.2	Review litigation schedules and source files; provide comments to team re: same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/13/2013	1.4	Attend working session with R. Esposito, K. McKeighan (A&M) re: open items and next steps.
Bixler Holden	3/13/2013	0.8	Correspond with company re: status of contract review; consult Plan re: deadlines re: same.
Bixler Holden	3/13/2013	0.7	Review open D&O issues; correspond with team re: same.
Erin McKeighan	3/13/2013	0.6	Add termination dates to SOFA 22b as sent by L. Cooney (Cnxnt) and update riders.
Erin McKeighan	3/13/2013	0.6	Update Schedule F to include employee workers compensation claims.
Erin McKeighan	3/13/2013	1.4	Working conference with H. Bixler, R. Esposito (A&M) on open items for SOFA's / Schedules and next steps
Erin McKeighan	3/13/2013	1.2	Review missing addresses for environmental parties against creditor information loaded to BART, update addresses as needed.
Erin McKeighan	3/13/2013	0.8	Update Schedule B21 with litigation cases in which Conexant is a named party in PACER.
Erin McKeighan	3/13/2013	0.7	Update SOFA 4a riders to include tax appeals and case numbers.
Jeffrey Sielinski	3/13/2013	0.9	Analysis company inter-company agreements; prepare updates to Schedule G listing as required
Mark Sidorenkov	3/13/2013	0.5	Correspondence and discussions with B. Reynor (K&E) and L. Neilson (Cnxnt) re: notice party on insurance
Mark Sidorenkov	3/13/2013	0.2	Discussion with L. Neilson (Cnxnt) re: notice party insurance requirement
Rob Esposito	3/13/2013	0.3	Review of creditor matrix data and correspondence to the GCG team.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/13/2013	1.4	Office conference with H. Bixler, K. McKeighan (A&M) to review and discuss open issues and next steps for SOFA/Schedule completion.
Bixler Holden	3/14/2013	0.3	Review draft SOFA 18 rider; confer with team re: same.
Bixler Holden	3/14/2013	0.4	Correspond with team re: liability schedule issues.
Bixler Holden	3/14/2013	0.4	Review insider payment issues; correspond with R. Esposito (A&M) re: same.
Bixler Holden	3/14/2013	0.4	Review revised SOFA 4a rider and correspondence re: same.
Bixler Holden	3/14/2013	0.7	Confer with team re: open asset issues; review source files re: same.
Bixler Holden	3/14/2013	0.9	Review various litigation open items; summarize same and correspond with D. Gallagher (Cnxt) re: same.
Bixler Holden	3/14/2013	0.3	Review tax appeal issues; correspond and confer with team re: same.
Bixler Holden	3/14/2013	0.4	Confer with team re: various open issues and next steps.
Bixler Holden	3/14/2013	0.3	Correspond with K&E re: S&S status.
Erin McKeighan	3/14/2013	1.1	Update litigation file to include additional parties and load file to BART.
Erin McKeighan	3/14/2013	0.6	Update Schedule F in BART with additional environmental PRP's.
Erin McKeighan	3/14/2013	0.6	Add letters of credit to Schedule B21.
Erin McKeighan	3/14/2013	0.4	Update Schedule B21 with letters of credit and load to BART.
Erin McKeighan	3/14/2013	0.4	Remove individual from SOFA B21 and add to B22 for CSI.
Erin McKeighan	3/14/2013	0.4	Format and load new SOFA 4a Riders to BART.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Erin McKeighan	3/14/2013	1.3	Create draft riders for SOFA 18a - Former Businesses.
Erin McKeighan	3/14/2013	0.2	Conference with R. Esposito (A&M) re: Schedule B21 data.
Erin McKeighan	3/14/2013	0.2	Change wording on tax appeals for Schedule B21.
Jeffrey Sielinski	3/14/2013	1.8	Prepare Schedule G exhibit detailing executory contracts
Rob Esposito	3/14/2013	0.4	Modifications to the Schedule B rider data.
Rob Esposito	3/14/2013	0.4	Review and preparation of the pre-petition payment file for SOFA 9 related data.
Rob Esposito	3/14/2013	0.3	Review of data emails and updates to the SOFA/Schedule tracker.
Rob Esposito	3/14/2013	0.2	Conference with K. McKeighan (A&M) re: Schedule B21 data.
Rob Esposito	3/14/2013	1.1	Review and preparation of the pre-petition payment file for SOFA 3b.
Rob Esposito	3/14/2013	0.2	Conference with H. Bixler (A&M) re: the payments for SOFA 3b.
Bixler Holden	3/15/2013	2.3	Prepare and review updated SOFA/Schedule drafts; summarize open issues re: same; confer and correspond with R. Esposito (A&M) and team re: same.
Bixler Holden	3/15/2013	0.4	Correspond with company and BMC re: customer mailing; review cover letter re: same.
Bixler Holden	3/15/2013	0.4	Review updated contract files; correspond with team re: revisions to schedules re: same.
Bixler Holden	3/15/2013	0.6	Review executory contract open issues; correspond with team re: same.
Bixler Holden	3/15/2013	0.8	Review insider COBRA payment detail and Schedules re: same; provide comments to same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/15/2013	0.9	Review detail re: charitable gifts; revise SOFAs re: same.
Bixler Holden	3/15/2013	0.4	Attend telephone conference with T. Rindfleisch (Cnxnt) and R. Esposito (A&M) re: SOFA 2; confer with R. Esposito (A&M) re: same.
Bixler Holden	3/15/2013	1.6	Review France payment details and issues re: same; correspond with team re: same.
Bixler Holden	3/15/2013	0.4	Review draft SOFA 9 rider; correspond with team re: same.
Bixler Holden	3/15/2013	1.3	Review draft insider payment file and summarize issues re: same; correspond with team re: same.
Erin McKeighan	3/15/2013	0.4	Review SOFA and Schedule drafts for accuracy.
Erin McKeighan	3/15/2013	1.3	Prepare Schedule B23 riders for inbound and outbound licenses.
Erin McKeighan	3/15/2013	1.1	Format and load new vendor data as sent by M. Calderon (Cnxnt).
Erin McKeighan	3/15/2013	0.4	Update vendor data with missing addresses sent by C. Pena (Cnxnt).
Erin McKeighan	3/15/2013	0.4	Update names to read last name, first name for Schedule F data
Jeffrey Sielinski	3/15/2013	0.2	Review of notice updated notice detail related to executory contracts
Jeffrey Sielinski	3/15/2013	0.3	Prepare updates to Schedule G exhibit detailing executory contracts pursuant to new information
Mark Sidorenkov	3/15/2013	0.2	Review SOFA 9 schedule from H. Bixler (A&M)
Rob Esposito	3/15/2013	0.4	Conference with T. Rindfleisch (Conexant) and H. Bixler (A&M) re: SOFA 2 and balance sheet data.
Rob Esposito	3/15/2013	0.4	Preparation and review of the draft SOFAs.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/15/2013	0.3	Review of the inbound and outbound license data.
Rob Esposito	3/15/2013	0.3	Review of intercompany data for the France entity.
Rob Esposito	3/15/2013	0.4	Preparation of the update Schedule B16 data.
Rob Esposito	3/15/2013	0.3	Preparation of the SOFA 9 Rider.
Rob Esposito	3/15/2013	0.4	Review and analysis of the France payment file and conversion rates.
Rob Esposito	3/15/2013	1.9	Preparation and loading of the updated CSI payment file.
Rob Esposito	3/15/2013	0.8	QC of the SOFA 3b Rider.
Rob Esposito	3/15/2013	0.7	Review and analysis of the France payment file.
Rob Esposito	3/15/2013	0.6	Preparation and review of the draft Schedules.
Rob Esposito	3/15/2013	0.4	Preparation of the asset data for Conexant Systems WW.
Rob Esposito	3/15/2013	0.6	Review and analysis of the income statement for SOFA 1 and 2 data.
Jeffrey Sielinski	3/16/2013	1.2	Prepare updates to Schedule G exhibit detailing executory contracts pursuant to new information and forward schedule to H. Bixler (A&M) for review
Bixler Holden	3/17/2013	0.7	Correspond with team re: SOFA 3c detail; review precedent re: same.
Bixler Holden	3/17/2013	0.8	Review Schedule G contract master tracker forwarded by J. Sielinski (A&M); correspondence re: same.
Bixler Holden	3/17/2013	1.4	Draft and revise global notes; correspond with team re: same and review comments from R. Esposito (A&M) and others re: same.
Erin McKeighan	3/17/2013	0.2	Load riders for Schedule B23 to BART.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/17/2013	0.3	Review of the draft global notes; correspondence to H. Bixler (A&M) re: the recommended changes/additions.
Bixler Holden	3/18/2013	0.4	Correspond with team re: various open SOFA items.
Bixler Holden	3/18/2013	0.4	Further correspondence with team re: global notes.
Julie Hertzberg	3/18/2013	0.5	Review schedules and statements open issues; discussion with R. Esposito (A&M) re: same
Rob Esposito	3/18/2013	0.5	Conference with J. Hertzberg (A&M) re: the status of the SOFA/Schedules.
Bixler Holden	3/19/2013	0.7	Review correspondence re: open requests and data provided re: same.
Bixler Holden	3/19/2013	1.4	Correspond with R. Esposito (A&M) and team re: timing of SOFA/Schedule filing; confer with S. Hassel (A&M) re: same; correspond with K&E and others re: draft comments and summary of open items.
Erin McKeighan	3/19/2013	1.1	Compare first day motions to SOFA/ Schedule drafts for all debtors.
Jordan Fisher	3/19/2013	0.4	Review open items on draft statement and schedules; send update materials
Rob Esposito	3/19/2013	0.2	Correspondence from and to H. Bixler (A&M) re: the status and timing of the final SOFA/Schedules.
Shawn Hassel	3/19/2013	0.3	Call with H. Bixler re: status of statements and schedules and timing for filing
Bixler Holden	3/20/2013	0.9	Review and circulate updated Global Notes.
Bixler Holden	3/20/2013	0.4	Correspond with team re: comments to SOFAs/Schedules.
Bixler Holden	3/20/2013	0.3	Review correspondence re: creditor inquiry
Richard Behrens	3/20/2013	0.7	Statements and Schedules Analysis

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/21/2013	0.4	Correspond with team re: SOFA 10 responses
Bixler Holden	3/21/2013	1.2	Review and circulate Schedule G master tracker; review various precedent and correspond with team re: same.
Bixler Holden	3/21/2013	0.4	Various internal conferences and correspondence re: Schedule G issues.
Bixler Holden	3/21/2013	0.9	Correspond and confer with R. Esposito re: updated S&S tracking sheet and open items.
Bixler Holden	3/21/2013	2.3	Attend internal and external telephone conferences with J. Fisher, R. Esposito,(A&M), J. Pack, V. Cole (K&E), and company re: Statements and Schedules
Bixler Holden	3/21/2013	0.9	Review draft comment tracker; correspond with team re: same.
Bixler Holden	3/21/2013	1.7	Review additional comments to S&S drafts and updated comments tracker re: same; confer with team re: revisions per same.
Bixler Holden	3/21/2013	1.6	Review company comments to Statements and Schedules; internal conferences re: same.
Christopher Wells	3/21/2013	1.1	Statement & Schedule Review with Team
Christopher Wells	3/21/2013	0.7	Pre-petition accounting discussion with controller on AP aging
Erin McKeighan	3/21/2013	1.3	Continue to compare first day motions to SOFA / Schedule drafts for all debtors.
Erin McKeighan	3/21/2013	0.9	Update Schedule B9 riders for all debtors to include a change in the E&O policy number.
Jeffrey Sielinski	3/21/2013	1.1	Prepare updates to Schedule G exhibit detailing executory contracts pursuant to new information
Jeffrey Sielinski	3/21/2013	0.9	Preparation of statement question 3C detailing payments to insiders
Jeffrey Sielinski	3/21/2013	1.9	Analysis historical payment detail to insiders 1 year prior to the petition date

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Jordan Fisher	3/21/2013	1.0	Call to review statements and schedules with H. Bixler, R. Esposito (A&M), J. Pack, V. Cole (K&E), C. Mills, T. Rindfleisch, L. Neilson (Cnxnt); follow-up emails
Jordan Fisher	3/21/2013	0.5	Status call with M. Sidorenkov, H. Bixler, R. Behrens, R. Esposito (A&M) re: statements and schedules; follow-up correspondence
Julie Hertzberg	3/21/2013	0.5	Correspondance with H. Bixler (A&M) re: Schedule G
Mark Sidorenkov	3/21/2013	0.5	Internal status call (A&M) re: statements and schedules
Richard Behrens	3/21/2013	2.5	Continued review and analysis of Statements and Schedules; correspondance with team
Richard Behrens	3/21/2013	2.1	Review and analysis of Statements and Schedules
Richard Behrens	3/21/2013	0.8	Statements and Schedules Call
Rob Esposito	3/21/2013	0.2	Research of the insurance policy number discrepancy for Schedule B9.
Rob Esposito	3/21/2013	0.2	Review and QC of the SOFA 3b rider for Conexant Worldwide.
Rob Esposito	3/21/2013	0.8	SOFA/Schedule conference call with J. Pack, V. Cole (both from K&E), C. Mills, T. Rindfleisch, L. Neilson (all 3 from Conexant), J. Fisher and H. Bixler (both from A&M) to review and discuss the draft statements and schedules.
Rob Esposito	3/21/2013	0.3	Conference with J. Fisher and H. Bixler (A&M) re: the customer credits and other SOFA/Schedule comments.
Rob Esposito	3/21/2013	0.2	Conference with H. Bixler (A&M) re: the modifications to the SOFAs/Schedules.
Rob Esposito	3/21/2013	0.3	Modifications to the SOFA 19 data based on the comments provided by V. Cole (K&E).

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/21/2013	0.4	Conference with H. Bixler (A&M) re: the open issues for the SOFA/Schedule completion.
Rob Esposito	3/21/2013	0.8	Preparation of the SOFA 3b rider for Conexant Worldwide.
Rob Esposito	3/21/2013	1.2	Review, documentation and response to the C. Mills (Cnxnt) comments to the drafts.
Rob Esposito	3/21/2013	1.9	Review and analysis of the SOFA/Schedule comments provided by V. Cole (K&E); preparation of the updated comment tracker and responses.
Rob Esposito	3/21/2013	0.4	Modifications to the SOFAs 3b and 9 Riders based on the comments provided by V. Cole (K&E).
Bixler Holden	3/22/2013	1.8	Correspond and confer with K. McKeighan and R. Esposito (A&M) and team re: various issues and comments including scheduling of debt.
Bixler Holden	3/22/2013	0.7	Further correspondence with company re: comments to drafts SOFAS and Schedules.
Bixler Holden	3/22/2013	1.2	Attend telephone conference with J. Pack (K&E) and D. Gallagher (Cnxnt) re: contract review next steps and expectations; internal conferences re: same.
Bixler Holden	3/22/2013	0.9	Working session with team re: updated comment tracking sheet.
Bixler Holden	3/22/2013	0.6	Review updated S&S tracker; confer with team re: same.
Bixler Holden	3/22/2013	0.8	Correspond with KE re: schedule G treatment; correspond with team re: same.
Bixler Holden	3/22/2013	0.8	Review revised comments tracker; correspond with J. Fisher (A&M) and team re: same.
Bixler Holden	3/22/2013	0.9	Review and circulate updated draft Statements and Schedules.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/22/2013	0.6	Correspond with team re: SOFA 18 and other open items.
Erin McKeighan	3/22/2013	0.3	Run SOFA/ Schedule Drafts for review by A&M.
Erin McKeighan	3/22/2013	1.6	Conference call with H. Bixler, R. Esposito (A&M) re: review of SOFA and Schedule draft comments
Erin McKeighan	3/22/2013	0.3	Add additional injury claims to Schedule F.
Erin McKeighan	3/22/2013	0.8	Compare patent data against a schedules to credit agreement file sent by R. Esposito (A&M).
Erin McKeighan	3/22/2013	0.4	Conference with R. Esposito (A&M) re: the patent data.
Erin McKeighan	3/22/2013	0.2	Conference with H. Bixler, R. Esposito (A&M) re: the SOFA/Schedule drafts.
Erin McKeighan	3/22/2013	0.4	Update SOFA 4b for all debtors to reflect 'none.'
Erin McKeighan	3/22/2013	0.6	Perform quality check on SOFA's and Schedule's before sending updated drafts to Conexant and K&E.
Erin McKeighan	3/22/2013	0.8	Format and load indemnification claims to Schedule F.
Erin McKeighan	3/22/2013	0.8	Review environmental PRP's for completeness and send MOI data to H. Bixler (A&M)
Erin McKeighan	3/22/2013	0.9	Remove patents not held by Conexant from Schedule B, update riders, and provide MOI data to H. Bixler (A&M).
Jordan Fisher	3/22/2013	0.3	Review statements and schedules; emails with H. Bixler (A&M) re: changes
Rob Esposito	3/22/2013	0.8	Preparation of the SOFA/Schedule changes based on the call with H. Bixler (A&M).
Rob Esposito	3/22/2013	0.3	Review the debt data within the draft POR.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Rob Esposito	3/22/2013	0.2	Preparation of the CF SOFA 3c Rider.
Rob Esposito	3/22/2013	0.3	Review and analysis of the FCIA payment detail provided by M. Calderon (Cnxnt).
Rob Esposito	3/22/2013	0.2	Conferences with H. Bixler, K. McKeighan (A&M) re: the SOFA/Schedule drafts.
Rob Esposito	3/22/2013	0.4	Conference with K. McKeighan (A&M) re: the patent data.
Rob Esposito	3/22/2013	0.4	Preparation and review of the draft CSI schedule and export file.
Rob Esposito	3/22/2013	0.6	Review of data emails and updates to the SOFA/Schedules and tracker.
Rob Esposito	3/22/2013	1.6	Conference with H. Bixler, K. McKeighan (A&M) re: the comments to the SOFA/Schedules draft.
Rob Esposito	3/22/2013	0.2	Modifications to the debt scheduling based on the review of the draft POR.
Rob Esposito	3/22/2013	0.2	Modifications to the UK lease creditor within the Schedule F for CSI.
Rob Esposito	3/22/2013	0.4	Review of the patent data for issues provided by V. Cole (K&E).
Shawn Hassel	3/22/2013	0.4	Internal A&M call re: timing for statements and schedules and challenges to getting information on file given company closing of the books
Jordan Fisher	3/23/2013	0.6	Review draft SOFA; draft follow-up questions
Rob Esposito	3/24/2013	0.2	Correspondence sent to H. Bixler (A&M) re: the open issues for SOFA/Schedule completion.
Bixler Holden	3/25/2013	0.4	Review updated soft close schedule forwarded by T. Rindfleisch (Cnxnt)
Bixler Holden	3/25/2013	0.9	Confer with team re: contract review project; review material re: same; correspond with D. Gallagher (Cnxnt) re: same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/25/2013	0.8	Review KE comments to Schedule G; correspond with team re: same.
Bixler Holden	3/25/2013	0.7	Review KE comments to Global Notes and draft re: same.
Bixler Holden	3/25/2013	0.2	Review creditor inquiry; correspond with team re: same.
Christopher Wells	3/25/2013	2.8	Review DRAFT statements and schedules incl notes
Erin McKeighan	3/25/2013	0.3	Review of a direct customer with executory contracts at the request of C. Greco (K&E).
Jeffrey Sielinski	3/25/2013	0.2	Updated designated debtor for specific contracts as required
Jeffrey Sielinski	3/25/2013	0.3	Analysis of designated debtor information listed in various contracts
Jordan Fisher	3/25/2013	0.4	Review data requests; review updated financial figures; review and research vendor issue
Mark Sidorenkov	3/25/2013	1.8	Review and reconcile certain statements and schedules
Bixler Holden	3/26/2013	0.4	Correspond with team re: SOFA questions
Bixler Holden	3/26/2013	0.9	Review various agreements provided by company; correspond with team re: same.
Bixler Holden	3/26/2013	0.2	Correspond with team re: S&S signatory.
Bixler Holden	3/26/2013	0.3	Discussion with J. Fisher, R. Esposito, C. Wells (A&M) re: schedules
Bixler Holden	3/26/2013	0.4	Correspond with team re: scheduling of CPA amounts.
Bixler Holden	3/26/2013	0.4	Review soft close cash schedule and Schedule B2 data re: same.
Bixler Holden	3/26/2013	0.6	Correspond with team re: issues re: soft close data.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/26/2013	0.8	Correspond with team re: AP scheduling; review schedules and source files re: same; correspond with team re: same.
Bixler Holden	3/26/2013	1.0	Attend internal (J. Fisher, M Sidorenkov (A&M)) and external (G Carrillo, M Calderon, L Neilson, C Mills, T Rindfleisch, D Gallagher (company)) telephone conferences re: updated close numbers for Statements and Schedules.
Bixler Holden	3/26/2013	1.2	Correspond with team re: SOFA 3 payment files; prepare, review and circulate data re: same.
Christopher Wells	3/26/2013	1.0	Statement & Schedule Review with Team (A&M) and Conexant Accounting Team
Christopher Wells	3/26/2013	0.8	Statement & Schedule Review for subsequently added invoices
Christopher Wells	3/26/2013	0.7	Discussion with controller on pre-petition balances received post-petition/capturing for schedules
Christopher Wells	3/26/2013	0.3	Discussion with R. Esposito, J. Fisher, & H. Bixler (A&M) re: schedules and pre-petition balances
Christopher Wells	3/26/2013	1.8	PP balance reconciliation; internal discussion on inclusion/capture of pp invoices
Jordan Fisher	3/26/2013	0.8	Review draft sections of statements and schedules
Jordan Fisher	3/26/2013	1.0	Call with G. Carrillo, M. Calderon, L. Neilson, C. Mills, T. Rindfleisch, D. Gallagher (Cnxnt), H. Bixler, R. Esposito, S. Hassel, C. Wells, M. Sidorenkov (A&M) re: S&S
Jordan Fisher	3/26/2013	0.3	Prep call with H. Bixler, R. Esposito, M. Sidorenkov (A&M) re: pre-petition balances & schedules

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Mark Sidorenkov	3/26/2013	1.0	Call with G. Carrillo (Cnxnt), M. Calderon (Cnxnt), L. Neilson (Cnxnt), C. Mills (Cnxnt), T. Rindfleisch (Cnxnt), D. Gallagher (Cnxnt), H. Bixler (A&M), R. Esposito (A&M), S. Hassel (A&M), C. Wells (A&M), J. Fisher (A&M) re: S&S
Mark Sidorenkov	3/26/2013	1.1	Continued review and reconciliation of the SOFA data files
Mark Sidorenkov	3/26/2013	0.7	Review and reconcile SOFA data files
Mark Sidorenkov	3/26/2013	0.3	Prep call with H. Bixler (A&M), R. Esposito (A&M), J. Fisher (A&M) re: S&S
Rob Esposito	3/26/2013	0.9	Conference with T. Rindfleisch (Conexant) re: the updated balance sheet.
Rob Esposito	3/26/2013	0.4	Correspondance with team re: current open issues including updates to asset accounts
Rob Esposito	3/26/2013	0.6	Review and analysis of the draft 2/27 soft close balance sheet.
Rob Esposito	3/26/2013	0.3	Conference with C. Wells, J. Fischer, M. Sidorenkov and H. Bixler (A&M) re: the Open A/P and asset account totals as of 2/27.
Bixler Holden	3/27/2013	0.8	Correspond with team re: incorporation of updated data into drafts; review and provide comments to same.
Bixler Holden	3/27/2013	1.6	Review updated Schedule G Master file; confer with D. Gallagher (Cnxnt) re: same; provide comments to K&E re: same.
Bixler Holden	3/27/2013	1.4	Correspond and confer with team re: AR credited updated data.
Bixler Holden	3/27/2013	1.4	Confer with T. Rindfleisch (Cnxnt) and team re; various open items including soft close issues; confer with team re: same.
Bixler Holden	3/27/2013	1.3	Correspond and confer with team re: Schedule G updates; correspond with K&E re: same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/27/2013	0.9	Review KE notes to S&S drafts; review drafts re: same and correspond with team re: same.
Bixler Holden	3/27/2013	0.6	Correspond with team re: SOFA 9 issues; review and circulate data re: same.
Bixler Holden	3/27/2013	0.2	Correspond with D. Gallagher (Cnxnt) re: PO issue and KE comments.
Bixler Holden	3/27/2013	0.4	Review SOFA 18a data; correspond with team re: same.
Christopher Wells	3/27/2013	0.6	Research noticed claimant on inclusion in noticing period
Christopher Wells	3/27/2013	1.6	Changes on statements and schedules with the team re: AR & AP
Erin McKeighan	3/27/2013	1.1	Create riders for SOFA question 18a from file sent by T. Rindfleisch (Cnxnt).
Erin McKeighan	3/27/2013	0.4	Complete look up of customer creditor ID's for new Schedule F data load.
Erin McKeighan	3/27/2013	0.2	Load riders for SOFA 18a to BART.
Erin McKeighan	3/27/2013	0.6	Pull creditor ID's for customer file sent by H. Bixler (A&M).
Jeffrey Sielinski	3/27/2013	2.1	Prepare updates to Schedule G exhibit detailing executory contracts pursuant to new information
Mark Sidorenkov	3/27/2013	0.3	Correspond and follow up on open items re: SOFA schedules
Rob Esposito	3/27/2013	1.7	Review of the updated 2/27 soft close data; preparation of the revised Schedule B data.
Rob Esposito	3/27/2013	1.9	Preparation of the updated Schedule B riders.
Rob Esposito	3/27/2013	2.1	Review and analysis of the revised intercompany; preparation of the revised Schedule B and F data.
Bixler Holden	3/28/2013	0.4	Correspond with R. Esposito (A&M) and company re: updated AP load; review data re: same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/28/2013	1.2	Review soft close adjusted AP issues; correspondence and conferences with R. Esposito (A&M) and with team re: same.
Bixler Holden	3/28/2013	0.8	Review and circulate updated Schedule G master; review source data re: same; correspond and confer with R. Esposito (A&M) re: same.
Bixler Holden	3/28/2013	0.8	Correspond with team re: further Schedule G updates; review same; correspond with K&E re: same.
Bixler Holden	3/28/2013	0.7	Review GRIR riders with R. Esposito (A&M)
Bixler Holden	3/28/2013	0.7	Correspond with team re: missing or incomplete customer addresses; review data re: same.
Bixler Holden	3/28/2013	0.6	Review and revise updated Global Notes based on comments.
Bixler Holden	3/28/2013	1.6	Review and revise S&S draft comment tracker; correspond and confer with R. Esposito and A&M team re: revisions re: same and timing issues; correspond with K&E re: same.
Bixler Holden	3/28/2013	0.4	Correspond with team and KE re: patent public information.
Bixler Holden	3/28/2013	1.4	Correspond with team re: open SOFA questions; review material re: same; provide comments to team re: various revisions re: same.
Bixler Holden	3/28/2013	0.4	Confer with V. Cole (K&E) re: status of drafts and other open issues; correspond with team re: same.
Bixler Holden	3/28/2013	0.3	Review draft signature pages; correspond with C. Mills (Cnxnt) re: same.
Bixler Holden	3/28/2013	0.2	Review updated Schedule B.16 rider; correspond with team re: various issues re: same.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/28/2013	0.4	Revise Global Notes per KE comments; correspond and confer with team re: same.
Bixler Holden	3/28/2013	0.9	Review updated AR credit detail vs. previously-provided detail; correspond with team re: comments to same.
Christopher Wells	3/28/2013	0.9	Discussion of SOFA/SFA treatment and update for pp invoices; ready to finalize
Erin McKeighan	3/28/2013	0.3	Reformat SOFA 18a riders for consistency and load to BART.
Erin McKeighan	3/28/2013	1.1	Update addresses for SOFA 3C data and create new rider.
Erin McKeighan	3/28/2013	0.8	Remove agreements from Schedule G per email from V.Cole (K&E) on 3/28/13.
Erin McKeighan	3/28/2013	0.4	Run SOFA/ Schedule Drafts for review by A&M.
Erin McKeighan	3/28/2013	0.4	Format and Load AR Credit details to Schedule F.
Erin McKeighan	3/28/2013	0.4	Compare schedule F address data to file sent by H. Bixler (A&M) update Schedule F as needed.
Erin McKeighan	3/28/2013	0.4	Attach signed signature pages to SOFA / Schedules.
Erin McKeighan	3/28/2013	0.3	Upload new vendor addresses from file provided by M. Calderon (Cnxnt).
Erin McKeighan	3/28/2013	1.2	Update address information on SOFA 3C and create new riders.
Erin McKeighan	3/28/2013	0.3	Update Schedule H riders to include case numbers.
Erin McKeighan	3/28/2013	0.2	Perform quality check on all Schedule B riders at the request of H. Bixler (A&M).
Erin McKeighan	3/28/2013	0.2	Attach global notes sent by H. Bixler (A&M) to SOFA and Schedules.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Erin McKeighan	3/28/2013	0.3	Update SOFA 19c riders removing three individuals.
Jeffrey Sielinski	3/28/2013	2.2	Prepare updates to Schedule G exhibit detailing executory contracts pursuant to new information
Rob Esposito	3/28/2013	1.2	Preparation of the Open A/P and accrual entries within Schedule F.
Rob Esposito	3/28/2013	0.8	Preparation and loading of the updated Open AP data to Schedule F.
Rob Esposito	3/28/2013	0.9	Review and discussion of the GRIR data issues.
Rob Esposito	3/28/2013	1.1	Preparation and review of the CSI Schedules report and schedule export file.
Rob Esposito	3/28/2013	1.7	Preparation and loading of the Open A/P adjustments.
Rob Esposito	3/28/2013	0.2	Conference with T. Rindfleisch (Cnxnt) and H. Bixler (A&M) re: the Open A/P data.
Rob Esposito	3/28/2013	0.2	Conference with H. Bixler (A&M) re: the Schedule G contract data.
Rob Esposito	3/28/2013	0.2	Modifications to SOFA 9 Rider.
Rob Esposito	3/28/2013	0.3	Conference with H. Bixler (A&M) re: the SOFA/Schedule updates.
Rob Esposito	3/28/2013	0.3	Conference with H. Bixler (A&M) re: the status of the SOFA/Schedule reports.
Rob Esposito	3/28/2013	0.3	Modifications to the SOFA 3b and 9 data based on the comments provided by V. Cole (K&E).
Rob Esposito	3/28/2013	0.3	Preparation of the SOFA/Schedule signature pages.
Rob Esposito	3/28/2013	0.7	Conference with H. Bixler (A&M) re: GRIR issues.
Rob Esposito	3/28/2013	0.3	Conference with H. Bixler (A&M) to review and discuss the comments tracker.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Bixler Holden	3/29/2013	1.7	Review revised filing drafts; prepare summary of updates and correspond with team re: same; transmit same for filing.
Bixler Holden	3/29/2013	1.1	Conferences with C. Mills, T. Rindfleisch (Cnxnt), J. Fisher, R. Esposito (A&M) re: comments to final Statements & Schedules and open issues; follow-up correspondence re: same.
Bixler Holden	3/29/2013	0.9	Review prepare, and circulate final draft SOFAs and Schedules; correspond with team re: open issues re: same.
Bixler Holden	3/29/2013	1.6	Revise Global Notes per updated comments; review, revise and circulate along with updated Schedule B drafts.
Bixler Holden	3/29/2013	0.8	Correspond and confer with R. Esposito (A&M) and team re: cash and intercompany detail in S&S drafts; review source files re: same.
Bixler Holden	3/29/2013	0.6	Correspond and confer with team re: further updates to drafts per team comments.
Bixler Holden	3/29/2013	1.8	Revise Statements and Schedules per various comments received; correspond with company and team re: same.
Bixler Holden	3/29/2013	1.1	Review K&E comments to final Draft S&S; correspond with team re: same; review drafts re: same; correspond with K&E re: same.
Christopher Wells	3/29/2013	1.4	Statement and Schedule Review of Asset Listing/Balances and follow-up
Erin McKeighan	3/29/2013	0.6	Review patent applications identified as "pending" and having filing dates after September 28, 2011.
Erin McKeighan	3/29/2013	0.3	Update global notes attachment for all debtors on SOFA and Schedules.

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATEMENTS/SCHEDULES

Professional	Date	Hours	Activity
Jordan Fisher	3/29/2013	1.1	Review and compile comments to statement and schedules; draft questions; review calls with C. Mills, T. Rindfleisch (Cnxnt), H. Bixler, R. Esposito, M. Sidorenkov (A&M)
Mark Sidorenkov	3/29/2013	0.4	Review SOFA schedules; Check for accuracy
Mark Sidorenkov	3/29/2013	1.1	Call with C. Mills, T. Rindfleisch (Cnxnt), H. Bixler, J. Fisher (A&M) re: statement and schedules review
Rob Esposito	3/29/2013	1.1	Conference with T. Rindfleisch, C. Mills (Cnxnt), H. Bixler, J. Fisher (A&M) to review and discuss the SOFA/Schedule comments.
Rob Esposito	3/29/2013	0.3	Conference with H. Bixler (A&M) re: the intercompany data.
Rob Esposito	3/29/2013	1.6	Modifications to the Schedule B data based on the conference with C. Mills, T. Rindfleisch (Cnxnt) and J. Fisher, B. Holden (A&M)
Rob Esposito	3/29/2013	1.4	Preparation and review of final SOFA/Schedule reports.
Rob Esposito	3/29/2013	1.2	Review of SOFA/Schedule comments and responses to comments accordingly.
Rob Esposito	3/29/2013	0.8	Review and QC of the updated soft close and Schedule B data.
Rob Esposito	3/29/2013	0.7	Updates to the Open A/P data based on the call with C. Mills (Cnxnt).
Shawn Hassel	3/29/2013	0.4	Various calls and emails re: treatment of intercompany claims and customer rebates for statements and schedules and determining estimated claims.

STATEMENTS/SCHEDULES TOTAL **314.6**

STATUS MEETINGS

Professional	Date	Hours	Activity
Mark Sidorenkov	2/28/2013	0.5	Prepare and distribute time tracking templates to A&M team and provide update

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

STATUS MEETINGS			
Professional	Date	Hours	Activity
Jordan Fisher	3/3/2013	1.3	Prepare Board updates on liquidity, leases and headquarters move in prep for BOD call
Christopher Wells	3/4/2013	0.8	Regularly scheduled weekly Conexant BOD Call
Christopher Wells	3/4/2013	0.5	Status update for Conexant mgmt team on Senior Lender call and to-dos
Jordan Fisher	3/4/2013	0.8	Attend weekly CNXT board call
Shawn Hassel	3/4/2013	0.9	Read BOD materials and attend weekly CNXT board call
Shawn Hassel	3/6/2013	0.8	Prepare and send email to team outlining specific requirements for daily time records and status updates
Christopher Wells	3/8/2013	0.2	Status update discussion with J. Fisher and M. Sidorenkov (A&M)
Jordan Fisher	3/8/2013	0.2	Update calls with M. Sidorenkov, C. Wells (A&M) re: creditors, suppliers, staffing
Mark Sidorenkov	3/8/2013	0.2	Call with C. Wells and J. Fisher (A&M) re: creditors, suppliers, staffing
Christopher Wells	3/9/2013	0.2	Internal Case update provided to C. Mills (CFO) and work segregation of duties to meet objectives
Christopher Wells	3/9/2013	0.4	Internal Team discussion, led by S. Hassel (A&M), on proper delegation of roles and responsibilities
Jordan Fisher	3/9/2013	0.4	Call with S. Hassel, M. Sidorenkov, C. Wells (A&M) regarding work plan
Mark Sidorenkov	3/9/2013	0.4	Internal A&M team meeting regarding segregation of work and responsibilities
Shawn Hassel	3/9/2013	0.4	Discussion with A&M team re: reallocation of time on critical issues to ensure all work gets done - J. Fisher, C. Wells, M. Sidorenkov (A&M)
Jordan Fisher	3/10/2013	0.8	Prepare update to liquidity and DIP forecast for Board call

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

STATUS MEETINGS

Professional	Date	Hours	Activity
Jordan Fisher	3/10/2013	1.5	Prepare overview of properties, lease alternatives, terms, economics, timelines, issues for Board Call
Christopher Wells	3/11/2013	0.9	Attend weekly BOD Call with Conexant Team/counsel
Christopher Wells	3/11/2013	0.9	Daily Firefight Call to discuss open issues including S. Hassel (A&M)
Jordan Fisher	3/11/2013	0.4	Finalize Board materials and distribute for discussion
Shawn Hassel	3/11/2013	0.9	Prepare for and attend weekly CNXT board call
Shawn Hassel	3/11/2013	0.9	Prepare for and attend daily internal BK issues call including management, counsel and A&M team
Christopher Wells	3/12/2013	0.4	Daily Firefight Call to discuss open issues
Jordan Fisher	3/12/2013	0.4	Daily firefight call update on key suppliers and other items call
Christopher Wells	3/13/2013	0.4	Daily Firefight Call to discuss open issues
Jordan Fisher	3/13/2013	0.4	Daily firefight call update on key suppliers and other items call
Shawn Hassel	3/13/2013	0.4	Attend daily firefight call
Jordan Fisher	3/14/2013	0.8	Daily firefight call update on key suppliers and other items call
Christopher Wells	3/17/2013	1.2	Create summary slides on inventory projections for BOD call
Jordan Fisher	3/17/2013	1.8	Prepare cash forecast and variance comments; draft update materials on cash and lease negotiations; review lease language; update comparison chart; revise economic analysis; revise timeline for BOD Call
Christopher Wells	3/18/2013	0.6	Review BOD slides and comments/changes prior to BOD meeting

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATUS MEETINGS

Professional	Date	Hours	Activity
Christopher Wells	3/18/2013	0.6	Daily Firefight Call to discuss open issues
Christopher Wells	3/18/2013	0.5	BOD Call with Conexant Team/counsel
Jordan Fisher	3/18/2013	1.2	Prepare cash variance analysis; revise draft Board materials for distribution; prep call with S. Hassel (A&M); Board discussion
Jordan Fisher	3/18/2013	0.6	Daily firefight call update on key suppliers and other items call
Jordan Fisher	3/18/2013	0.5	BOD Call with Conexant Team/counsel
Shawn Hassel	3/18/2013	0.2	Call with J. Fisher (A&M) re: board material revision
Shawn Hassel	3/18/2013	0.5	Attend BOD weekly call; Update BOD on lease negotiation and cash flows
Shawn Hassel	3/18/2013	0.5	Read and comment on BOD materials prior to BOD meeting
Shawn Hassel	3/18/2013	0.6	Attend daily firefight call
Christopher Wells	3/19/2013	0.3	Daily Firefight Call to discuss open issues
Jordan Fisher	3/19/2013	0.3	Daily update on key suppliers and other items call
Mark Sidorenkov	3/19/2013	0.3	Daily key supplier update call (A&M and Cnxnt)
Shawn Hassel	3/19/2013	0.3	Attend daily firefight call to discuss open issues
Christopher Wells	3/20/2013	0.8	Daily Firefight Call to discuss open issues
Christopher Wells	3/20/2013	0.5	Update call with J. Fisher, M. Sidorenkov, S. Hassel (A&M) re: status update and work plan
Jordan Fisher	3/20/2013	0.5	Discussion with A&M Team and S. Hassel (A&M) re: work plan and status updates
Mark Sidorenkov	3/20/2013	0.5	Meeting with S. Hassel (A&M) and A&M Team re: General case updates

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

STATUS MEETINGS

Professional	Date	Hours	Activity
Shawn Hassel	3/20/2013	0.5	Meeting with A&M team to get full download on status of various restructuring efforts, statements and schedules, critical vendors and leases
Christopher Wells	3/21/2013	0.4	Daily Firefight Call to discuss open issues
Jordan Fisher	3/21/2013	0.4	Daily firefight call update on key suppliers and other items call
Richard Behrens	3/21/2013	0.4	Daily firefighting call to discuss case issues
Christopher Wells	3/22/2013	0.3	Daily Firefight Call to discuss open issues
Jordan Fisher	3/22/2013	0.3	Daily firefight call update on key suppliers and other items call
Mark Sidorenkov	3/22/2013	0.3	Daily update on key suppliers and other items call
Shawn Hassel	3/24/2013	0.4	Call with counsel re: prep for call with UCC; strategy on issues
Bixler Holden	3/25/2013	1.1	Attend daily firefight call; correspond with team re: follow up items and requests
Christopher Wells	3/25/2013	0.6	Daily Firefight Call to discuss open issues
Christopher Wells	3/25/2013	0.8	BOD Call with Conexant Team/counsel
Jordan Fisher	3/25/2013	0.6	Daily firefight call update on key suppliers and other items call
Jordan Fisher	3/25/2013	0.8	BOD Call with Conexant Team/counsel
Mark Sidorenkov	3/25/2013	0.6	Daily Firefight Call to discuss open issues
Shawn Hassel	3/25/2013	0.2	Review BOD materials including cash flow and lease update slides
Bixler Holden	3/26/2013	0.4	Attend daily firefight call
Christopher Wells	3/26/2013	0.4	Daily Firefight Call to discuss open issues
Jordan Fisher	3/26/2013	0.4	Daily firefight call update on key suppliers and other items call
Christopher Wells	3/27/2013	0.4	Attend daily firefight call to discuss case/issues

Conexant Systems Inc., et al., Time Detail by Task by Professional 2/28/2013 Through 3/31/2013

STATUS MEETINGS

Professional	Date	Hours	Activity
Jordan Fisher	3/27/2013	0.4	Daily firefight call update on key suppliers and other items call
Mark Sidorenkov	3/27/2013	0.2	Internal status update discussion with Cnxnt team
Shawn Hassel	3/27/2013	0.4	Call with A&M team to discuss open issues on case
Christopher Wells	3/28/2013	0.5	Daily update call to discuss open issues and foll-up items
Jordan Fisher	3/28/2013	0.5	Daily firefight call update on key suppliers and other items call
Christopher Wells	3/29/2013	0.3	Daily Firefight Call to discuss open issues
Jordan Fisher	3/29/2013	0.3	Daily firefight call update on key suppliers and other items call
Jordan Fisher	3/31/2013	0.9	Prepare cash forecast and variance analysis; draft lease and move update; revise Board materials for distribution
Shawn Hassel	3/31/2013	0.3	Review weekly BOD materials

STATUS MEETINGS TOTAL **42.5**

VENDORS

Professional	Date	Hours	Activity
Shawn Hassel	2/28/2013	0.4	Review final product sourcing file to ensure all products are sole sourced
Shawn Hassel	2/28/2013	0.7	Emails re: TSMC shutting down production due to filing; Attempt to set up call between creditor and TSMC to get production going again
Jordan Fisher	3/1/2013	0.5	Call with V. Cole (K&E), C. Mills, G. Carrillo, M. Calderon (Cnxnt) re: foreign vendor supply agreements
Jordan Fisher	3/1/2013	1.1	Review and suggest language in key supplier agreements and exhibits; calls with A. Lutfi, C. Mills, G. Carrillo (Cnxnt)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
Jordan Fisher	3/1/2013	1.1	Prepare foreign vendor payments projection schedule; calls with A. Lutfi, C. Mills, G. Carrillo (Cnxnt)
Shawn Hassel	3/1/2013	0.7	Coordinate conversations between TSMC and company to resolve issues on foreign vendors motion
Jordan Fisher	3/4/2013	0.8	Prepare TSMC payments forecast; calls with S. Hassel (A&M), C. Mills, G. Carrillo (Cnxnt) re: supplier terms; prepare draft agreement and exhibit
Jordan Fisher	3/4/2013	0.6	Call with C. Mills, A. Lutfi (Cnxnt) and STATS ChipPAC re: update and key supplier terms
Jordan Fisher	3/4/2013	2.1	Review supplier presentation and revise; incorporate Joele Frank comments; review pre-petition invoices; discuss draft key supplier agreement and proposed terms; prepare signed foreign vendor order
Shawn Hassel	3/4/2013	0.4	Calls with Conexant management team re: foreign vendor agreements
Jordan Fisher	3/5/2013	0.5	Call with C. Mills (Cnxnt) and ASE re: foreign vendor agreement and key supplier terms
Jordan Fisher	3/5/2013	0.1	Review STATS ChipPAC follow-up info
Jordan Fisher	3/5/2013	0.6	Call with C. Mills, A. Lutfi (Cnxnt) and UMC re: foreign vendor agreement, invoices and key supplier terms
Shawn Hassel	3/5/2013	0.6	Discuss issues identified on TSMC call with counsel. Develop strategies to resolve.
Shawn Hassel	3/5/2013	0.2	Various emails and calls with TSMC re: open issues on foreign vendors agreement
Shawn Hassel	3/5/2013	0.4	Review and send 8 quarter financial performance to TSMC to address financial concerns
Shawn Hassel	3/5/2013	0.6	Call with Soros and TSMC to stress importance of relationship and attempt to resolve open issues

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
Shawn Hassel	3/6/2013	0.5	Calls with C. Mills (Cnxnt) and finance team re: open issues on foreign vendors
Christopher Wells	3/7/2013	0.1	Update discussion with J. Fisher (A&M) on foreign vendor agreement status
Jordan Fisher	3/7/2013	0.1	Discussions with C. Wells (A&M) re: foreign vendor and lien holder agreements
Jordan Fisher	3/7/2013	0.8	Call with C. Paul (Soros) re: supplier update; review TSMC supplier projections; call with G. Carrillo (Cnxnt)
Jordan Fisher	3/7/2013	0.5	Call with S. Chittipeddi (Cnxnt) re: TSMC payment terms and lease update; follow-up coordination for call
Shawn Hassel	3/7/2013	0.5	Various emails to TSMC re: status of negotiations and release of product.
Christopher Wells	3/8/2013	1.2	Vendor pre-call regarding Quest with the Conexant management team re: service agreements
Christopher Wells	3/8/2013	0.6	Review service agreements and contract with Quest/IT vendors
Jordan Fisher	3/8/2013	0.6	Calls and correspondence with S. Hassel (A&M), J. Sussberg, C. Greco (K&E) re: suppliers, lease, rent
Jordan Fisher	3/8/2013	1.2	Calls with G. Carrillo, S. Mindrup (Cnxnt), R. Dattilo (K&E), C. Wells (A&M) re: phone shut down
Jordan Fisher	3/8/2013	1.0	Coordinate call on key supplier agreement; review and prepare summary of terms; correspondence with S. Hassel (A&M); follow-up requests and calls with G. Carrillo (Cnxnt) re: supplier forecasts
Mark Sidorenkov	3/8/2013	0.8	Vendor pre-call with Quest re: service agreements
Mark Sidorenkov	3/8/2013	0.2	Discussion with G. Carrillo (Cnxnt) re: Quest call follow up

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
Shawn Hassel	3/8/2013	0.3	Coordinate call of finance and operations team to discuss all outstanding vendor issues
Shawn Hassel	3/8/2013	0.6	Calls with J. Fisher (A&M) and counsel regarding supplier agreements and vendor status.
Shawn Hassel	3/8/2013	0.7	Coordinate further conversations with TSMC (C. Mills (Cnxnt)/S. Chittipeddi (Cnxnt)) to attempt to resolve outstanding payment and vendor support issues
Shawn Hassel	3/8/2013	0.6	Call with T. Chu (C. Mills (Cnxnt) TSMC) re: resolution of final issues and willingness to sign agreement
Shawn Hassel	3/8/2013	0.6	Call to TSMC to get confirmation of final agreement so payment could be processed.
Shawn Hassel	3/8/2013	0.4	Call with C. Paul (Soros) re: vendor issues (specifically TSMC)
Shawn Hassel	3/8/2013	0.5	Calls to resolve outstanding issues on TSMC vendor support for shipment
Jordan Fisher	3/9/2013	1.1	Key supplier call with S. Hassel (A&M), C. Greco, M. Koss, R. Dattilo, V. Cole (K&E), M. Calderon, G. Carrillo, C. Mills, S. Chittipeddi, N. Rossi, A. Lutfi (Cnxnt)
Jordan Fisher	3/9/2013	0.4	Prep for discussion on key suppliers and coordinate materials.
Shawn Hassel	3/9/2013	1.1	Internal call with management and J. Fisher (A&M) re: executing under the foreign vendor agreements and ways to address new issues that have been raised
Christopher Wells	3/10/2013	0.3	Correspondance with J. Fisher (A&M) on foreign vendor status and transition
Christopher Wells	3/10/2013	0.8	Supplier Internal pre-call Call re: ASE
Christopher Wells	3/10/2013	0.9	Review supplier agreements and information as part of transition

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
Christopher Wells	3/10/2013	1.8	Supplier Call with ASE Team to discuss agreement
Jordan Fisher	3/10/2013	0.3	Review and transition supplier analysis to C. Wells (A&M)
Shawn Hassel	3/10/2013	1.2	Call with ASE management and CNXT management in an effort to resolve open foreign vendor issues
Shawn Hassel	3/10/2013	0.5	Internal call in advance of ASE foreign vendor call
Shawn Hassel	3/10/2013	0.4	Follow up with team on ASE strategy
Christopher Wells	3/11/2013	0.9	Discussion with counsel on language modifications to supplier agreement
Christopher Wells	3/11/2013	0.5	Discussion with S. Hassel (A&M) re: foreign vendor communication presentation
Christopher Wells	3/11/2013	2.1	Discuss vendor Issues with G. Carillo (Cnxnt) re: Quest; Moredirect, and other suppliers; Larger call with team including J. Fisher (A&M) re: same
Jordan Fisher	3/11/2013	0.5	Update call with C. Wells, S. Hassel (A&M) re: suppliers
Shawn Hassel	3/11/2013	0.5	Review key supplier presentation and provide comments to C. Wells; confer with C. Wells, J. Fisher (A&M) re: same
Shawn Hassel	3/11/2013	0.5	Internal call to discuss presentation to give to the customers which outlines the status of the case and positive impacts of case
Shawn Hassel	3/11/2013	0.7	Discussion with the A&M team re: detail behind the \$49M of unsecured claims and how that list will be impacted by the critical vendors payments.
Shawn Hassel	3/11/2013	1.3	Prepare for and attend call with Amkor and CNXT management to work thru the critical vendor agreement
Christopher Wells	3/12/2013	0.9	Review of Samsung pre-petition balances

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
Christopher Wells	3/12/2013	0.9	Language modifications/clarifications to supplier agreement
Christopher Wells	3/12/2013	1.1	Discussion with AMKOR on foreign vendor agreement
Shawn Hassel	3/12/2013	0.2	Emails and call with S. Cho (PS) re: status of their clients vendor agreement
Shawn Hassel	3/12/2013	0.3	Review and comment on Amkor vendor strategy
Shawn Hassel	3/12/2013	1.0	Call with Amkor to resolve outstanding critical vendor issues
Christopher Wells	3/13/2013	1.2	Internal meeting with C. Mills (Cnxnt) re: ASC terms
Christopher Wells	3/13/2013	1.4	Discussion of ASC terms and working capital requirements
Shawn Hassel	3/13/2013	0.6	Draft talking points for S. Chittipeddi (Cnxnt) for upcoming call with ASE re: critical vendor negotiations
Shawn Hassel	3/13/2013	0.7	Review and comment on continuity of supply slide for customer conversations; discuss same with management
Christopher Wells	3/14/2013	0.4	Foreign Vendor Agreement follow-up/discussion with mgmt (ASC/AMKOR)
Christopher Wells	3/14/2013	1.5	Discussion with SIGUURD on foreign vendor agreement
Shawn Hassel	3/14/2013	0.1	Call with K&E re: UCC's response to paying foreign vendors; Discuss need to keep them informed
Shawn Hassel	3/14/2013	0.3	Call with C. Mills (Cnxnt) re: Silterra foreign vendors payment arrangement and impact on cash flow; Follow up with J. Fisher (A&M) re: same
Shawn Hassel	3/14/2013	0.6	Review financial overview slides prepared for vendor conversations; Comment re: same

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
Jordan Fisher	3/15/2013	0.3	Review correspondence; discussion with S. Hassel (A&M) re: supplier terms, cash forecast
Shawn Hassel	3/15/2013	0.3	Respond to N. Rossi (Cnxnt) re: comments on the Amkor foreign vendors agreement; Discuss impact on cash flow with J. Fisher (A&M)
Christopher Wells	3/18/2013	1.8	Update on foreign vendor issues and latest thinking proposals
Christopher Wells	3/18/2013	0.3	Call with S. Hassel (A&M) and N. Rossi (Cnxnt) re: ASE and AMKOR foreign vendor agreements
Mark Sidorenkov	3/18/2013	0.3	Key supplier update call (A&M and Cnxnt) re: suppliers and vendors
Shawn Hassel	3/18/2013	0.3	Call with N. Rossi (CNXT) and C. Wells (A&M) re: status of Amkor and ASE foreign vendor status
Shawn Hassel	3/18/2013	0.4	Call with Soros re: lease and foreign vendor status
Shawn Hassel	3/18/2013	0.4	Discuss working capital hit from ASE vendor agreement with C. Paul (Soros)
Christopher Wells	3/19/2013	0.6	Discussion of Cass Billings/Vendor problems/issues
Christopher Wells	3/19/2013	2.1	Review Inventory purchase forecast per Vendor Agreement Terms
Christopher Wells	3/20/2013	0.9	Foreign Vendor Negotiation of agreements (2)
Christopher Wells	3/20/2013	0.4	Respond to Lien vendor concerns pre-petition payment
Christopher Wells	3/20/2013	0.3	Update discussion on foreign vendor potential impact/risks with S. Hassel (A&M)
Christopher Wells	3/20/2013	0.3	Discussion with S. Hassel (A&M) re: foreign vendor status update
Jordan Fisher	3/20/2013	0.3	Review supplier terms, proposed payments; prepare vendor payments summary

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
Shawn Hassel	3/20/2013	0.3	Call with C. Wells (A&M) re: status of vendors shutting down production and resulting impact on revenue for the quarter
Christopher Wells	3/21/2013	0.3	Address vendor questions by staff on payment
Christopher Wells	3/21/2013	0.8	Internal discussion on ops on vendor negotiation status and missing items
Mark Sidorenkov	3/21/2013	1.3	Discussion with Cnxnt management re: customer risk card; follow up on outstanding issues
Shawn Hassel	3/21/2013	0.6	Various emails and calls re: resolution of the ASE foreign vendor payment to ensure shipment of goods
Christopher Wells	3/22/2013	0.3	Discussion with C. Mills (Cnxnt) re: foreign vendor agreement status
Shawn Hassel	3/24/2013	0.1	Follow up correspondence with company re: ASUS foreign vendor settlement
Christopher Wells	3/25/2013	0.4	Critical vendor follow-up on agreements and update with mgmt
Jordan Fisher	3/25/2013	0.1	Update correspondence with S. Chittipeddi (Cnxnt) re: leases and suppliers
Shawn Hassel	3/25/2013	0.4	Call with C. Mills (Cnxnt) and procurement team re: settlement of GT foreign vendor claims, discuss moving supply to alternative vendor due to problems getting to resolution
Christopher Wells	3/26/2013	1.4	Foreign Vendor payments update/recon with payments made
Shawn Hassel	3/26/2013	0.5	Correspondence with company re: holding firm on negotiations with vendors and no payment prior to getting deal signed; Call with C. Mills (Cnxnt) re: same
Christopher Wells	3/27/2013	0.9	Foreign Vendor discussion with C. Mills (Cnxnt) re: agreement tracking and terms
Jordan Fisher	3/28/2013	0.4	Review supplier forecast; request update and correspondence with G. Carrillo (Cnxnt)

**Conexant Systems Inc., et al.,
Time Detail by Task by Professional
2/28/2013 Through 3/31/2013**

VENDORS

Professional	Date	Hours	Activity
--------------	------	-------	----------

VENDORS TOTAL		<u>67</u>	
---------------	--	-----------	--

Grand Total by Task by Professional		<u>1,160.0</u>	
-------------------------------------	--	----------------	--

EXHIBIT F

**Conexant Systems Inc., et al.,
Summary of Expenses by Category
2/28/2013 Through 3/31/2013**

Expense Category	Sum of Expenses
Airfare	\$6,946.30
Lodging	\$7,971.16
Meals	\$1,565.31
Miscellaneous	\$292.09
Transportation	\$3,472.75
Total	<u>\$20,247.61</u>

EXHIBIT G

**Conexant Systems Inc., et al.,
Expense Detail by Category by Professional
2/28/2013 Through 3/31/2013**

Airfare			
Professional	Date	Expense	Activity
Jordan Fisher	2/28/2013	\$201.90	SNA-SMF
Shawn Hassel	3/1/2013	\$598.30	PHL-PHX
Christopher Wells	3/4/2013	\$431.80	PHX-SNA-PHX
Jordan Fisher	3/4/2013	\$196.90	OAK-SNA
Mark Sidorenkov	3/4/2013	\$431.80	PHX-SNA-PHX
Jordan Fisher	3/6/2013	\$196.90	SNA-OAK
Jordan Fisher	3/7/2013	\$530.80	OAK-PHL
Jordan Fisher	3/8/2013	\$530.80	PHL-OAK
Christopher Wells	3/11/2013	\$220.90	PHX-SNA
Jordan Fisher	3/11/2013	\$196.90	OAK-SNA
Mark Sidorenkov	3/11/2013	\$441.80	PHX-SNA-PHX
Shawn Hassel	3/12/2013	\$236.90	PHX-SNA
Christopher Wells	3/13/2013	\$210.90	SNA-PHX
Jordan Fisher	3/14/2013	\$196.90	SNA-OAK
Jordan Fisher	3/18/2013	\$196.90	OAK-SNA
Mark Sidorenkov	3/18/2013	\$441.80	PHX-SNA-PHX
Jordan Fisher	3/21/2013	\$196.90	LAX-SFO
Shawn Hassel	3/21/2013	\$220.90	PHX-SNA
Jordan Fisher	3/25/2013	\$196.90	SFO-SNA
Mark Sidorenkov	3/25/2013	\$441.80	PHX-SNA-PHX
Christopher Wells	3/26/2013	\$441.80	PHX-SNA-PHX
Jordan Fisher	3/26/2013	\$185.80	SNA-HOU
Airfare Total		\$6,946.30	

Lodging			
Professional	Date	Expense	Activity
Shawn Hassel	3/1/2013	\$936.51	Hotel - 3 night hotel in New York, NY
Shawn Hassel	3/2/2013	\$482.90	Hotel - 1 night hotel in Wilmington, DE
Jordan Fisher	3/6/2013	\$442.48	Hotel - 2 nights hotel in Costa Mesa, CA
Jordan Fisher	3/7/2013	\$174.90	Hotel - 1 night hotel in Costa Mesa, CA
Mark Sidorenkov	3/7/2013	\$663.72	Hotel - 3 nights hotel in Costa Mesa, CA

**Conexant Systems Inc., et al.,
Expense Detail by Category by Professional
2/28/2013 Through 3/31/2013**

Christopher Wells	3/8/2013	\$663.72	Hotel - 3 nights hotel in Costa Mesa, CA
Christopher Wells	3/14/2013	\$199.04	Hotel - 1 night hotel in Costa Mesa, CA
Mark Sidorenkov	3/14/2013	\$597.12	Hotel - 3 nights hotel in Costa Mesa, CA
Jordan Fisher	3/21/2013	\$597.62	Hotel - 3 nights hotel in Costa Mesa, CA
Mark Sidorenkov	3/21/2013	\$597.12	Hotel - 3 nights hotel in Costa Mesa, CA
Richard Behrens	3/21/2013	\$464.68	Hotel - 2 nights hotel in Costa Mesa, CA
Shawn Hassel	3/22/2013	\$293.39	Hotel - 1 night hotel in Costa Mesa, CA
Jordan Fisher	3/26/2013	\$199.04	Hotel - 1 night hotel in Costa Mesa, CA
Christopher Wells	3/28/2013	\$398.08	Hotel - 2 nights hotel in Costa Mesa, CA
Mark Sidorenkov	3/28/2013	\$597.12	Hotel - 3 nights hotel in Costa Mesa, CA
Richard Behrens	3/28/2013	\$663.72	Hotel - 3 nights hotel in Costa Mesa, CA
Lodging Total		\$7,971.16	

Meals

Professional	Date	Expense	Activity
Bixler Holden	2/28/2013	\$34.53	Out of Town meal - HB
Bixler Holden	2/28/2013	\$7.81	Out of Town meal - HB
Christopher Wells	2/28/2013	\$8.94	Out of town meal- CW
Jordan Fisher	2/28/2013	\$6.79	Out of town meal - JF
Mark Sidorenkov	2/28/2013	\$7.11	Out of town meal- MS
Shawn Hassel	3/1/2013	\$110.00	Out of town meal - SH, CM, JS, CG
Shawn Hassel	3/2/2013	\$44.39	Out of town meal - SH
Bixler Holden	3/4/2013	\$25.70	Out of Town meal - HB
Christopher Wells	3/4/2013	\$60.00	Out of town meal - CW, JF, MS
Jordan Fisher	3/4/2013	\$6.70	Out of town meal - JF
Mark Sidorenkov	3/4/2013	\$5.60	Out of town meal- MS
Christopher Wells	3/5/2013	\$12.30	Out of town meal- CW
Jordan Fisher	3/5/2013	\$60.00	Out of town meal - JF, MS, CW
Jordan Fisher	3/5/2013	\$11.59	Out of town meal - JF
Mark Sidorenkov	3/5/2013	\$7.34	Out of town meal- MS
Christopher Wells	3/6/2013	\$8.13	Out of town meal- CW
Jordan Fisher	3/6/2013	\$9.30	Out of town meal - JF
Jordan Fisher	3/6/2013	\$15.44	Out of town meal - JF
Mark Sidorenkov	3/6/2013	\$15.98	Out of town meal- MS, CW

**Conexant Systems Inc., et al.,
Expense Detail by Category by Professional
2/28/2013 Through 3/31/2013**

Mark Sidorenkov	3/6/2013	\$40.00	Out of town meal- MS, CW
Mark Sidorenkov	3/6/2013	\$7.11	Out of town meal- MS
Christopher Wells	3/7/2013	\$13.37	Out of town meal- CW
Christopher Wells	3/7/2013	\$14.37	Out of town meal- CW
Jordan Fisher	3/7/2013	\$14.08	Out of town meal - JF
Mark Sidorenkov	3/7/2013	\$7.98	Out of town meal- MS
Jordan Fisher	3/8/2013	\$20.37	Out of town meal - JF
Jordan Fisher	3/11/2013	\$7.25	Out of town meal - JF
Jordan Fisher	3/11/2013	\$40.00	Out of town meal - JF, MS
Christopher Wells	3/12/2013	\$8.13	Out of town meal- CW
Jordan Fisher	3/12/2013	\$8.16	Out of town meal - JF
Mark Sidorenkov	3/12/2013	\$40.00	Out of town meal- MS, CW
Mark Sidorenkov	3/12/2013	\$7.11	Out of town meal- MS
Mark Sidorenkov	3/12/2013	\$41.58	Out of town meal- MS, CW
Christopher Wells	3/13/2013	\$12.92	Out of town meal- CW
Jordan Fisher	3/13/2013	\$11.69	Out of town meal - JF
Mark Sidorenkov	3/13/2013	\$40.00	Out of town meal- MS, JF
Mark Sidorenkov	3/13/2013	\$6.89	Out of town meal- MS
Jordan Fisher	3/14/2013	\$19.08	Out of town meal - JF
Mark Sidorenkov	3/14/2013	\$8.30	Out of town meal- MS
Jordan Fisher	3/18/2013	\$18.87	Out of town meal - JF
Mark Sidorenkov	3/18/2013	\$30.32	Out of town meal- MS, JF
Mark Sidorenkov	3/18/2013	\$10.11	Out of town meal- MS
Mark Sidorenkov	3/18/2013	\$40.00	Out of town meal- MS, JF
Jordan Fisher	3/19/2013	\$8.54	Out of town meal - JF
Jordan Fisher	3/19/2013	\$60.00	Out of town meal - JF, MS, BH
Mark Sidorenkov	3/19/2013	\$12.40	Out of town meal- MS
Richard Behrens	3/19/2013	\$9.00	Out of town meal - RB
Jordan Fisher	3/20/2013	\$14.32	Out of town meal - JF
Mark Sidorenkov	3/20/2013	\$7.80	Out of town meal- MS
Richard Behrens	3/20/2013	\$8.20	Out of town meal - RB
Shawn Hassel	3/20/2013	\$80.00	Out of town meal - MS, CW, JF, SH
Jordan Fisher	3/21/2013	\$17.25	Out of town meal - JF
Mark Sidorenkov	3/21/2013	\$13.26	Out of town meal- MS

**Conexant Systems Inc., et al.,
Expense Detail by Category by Professional
2/28/2013 Through 3/31/2013**

Richard Behrens	3/21/2013	\$15.04	Out of town meal - RB, MS
Jordan Fisher	3/25/2013	\$13.26	Out of town meal - JF
Mark Sidorenkov	3/25/2013	\$8.70	Out of town meal- MS
Mark Sidorenkov	3/25/2013	\$56.60	Out of town meal- MS, JF, RB
Richard Behrens	3/25/2013	\$8.71	Out of town meal - RB
Christopher Wells	3/26/2013	\$16.65	Out of town meal - CW
Jordan Fisher	3/26/2013	\$12.50	Out of town meal - JF
Jordan Fisher	3/26/2013	\$9.77	Out of town meal - JF
Mark Sidorenkov	3/26/2013	\$21.50	Out of town meal- MS, CW, RB
Mark Sidorenkov	3/26/2013	\$9.37	Out of town meal- MS
Mark Sidorenkov	3/26/2013	\$60.00	Out of town meal- MS, CW, RB
Richard Behrens	3/26/2013	\$9.00	Out of town meal - RB
Christopher Wells	3/27/2013	\$13.56	Out of town meal - CW
Mark Sidorenkov	3/27/2013	\$41.32	Out of town meal- MS, CW, RB
Mark Sidorenkov	3/27/2013	\$9.87	Out of town meal- MS
Mark Sidorenkov	3/27/2013	\$60.00	Out of town meal- MS, CW, RB
Richard Behrens	3/27/2013	\$13.14	Out of town meal - RB
Christopher Wells	3/28/2013	\$8.94	Out of town meal - CW
Mark Sidorenkov	3/28/2013	\$9.37	Out of town meal- MS
Richard Behrens	3/28/2013	\$11.90	Out of town meal - RB
Meals Total		\$1,565.31	

Miscellaneous

Professional	Date	Expense	Activity
Bixler Holden	2/28/2013	\$4.09	Conference Call Charges
Shawn Hassel	3/1/2013	\$10.00	Internet Access
Bixler Holden	3/12/2013	\$40.23	Telephone Charges
Erin McKeighan	3/12/2013	\$16.71	Telephone Charges
Jeffrey Sielinski	3/12/2013	\$6.60	Telephone Charges
Julie Hertzberg	3/12/2013	\$1.70	Telephone Charges
Rob Esposito	3/12/2013	\$41.69	Telephone Charges
Shawn Hassel	3/12/2013	\$9.52	Telephone Charges
Christopher Wells	3/17/2013	\$34.84	Telephone Charges
Mark Sidorenkov	3/17/2013	\$34.89	Telephone Charges

Conexant Systems Inc., et al., Expense Detail by Category by Professional 2/28/2013 Through 3/31/2013

Christopher Wells	3/28/2013	\$2.00	Telephone Charges
Shawn Hassel	3/31/2013	\$89.82	Postage/Shipping
Miscellaneous Total		\$292.09	

Transportation

Professional	Date	Expense	Activity
Bixler Holden	2/28/2013	\$17.67	Rental Car (Fuel)
Shawn Hassel	2/28/2013	\$30.00	Taxi to Airport
Bixler Holden	3/1/2013	\$196.46	Rental Car (4 Days)
Bixler Holden	3/1/2013	\$43.45	Taxi from Airport
Shawn Hassel	3/1/2013	\$125.00	Parking PHX
Jordan Fisher	3/4/2013	\$75.00	Taxi to Airport
Jordan Fisher	3/6/2013	\$85.00	Taxi from Airport
Christopher Wells	3/7/2013	\$92.00	Parking PHX
Jordan Fisher	3/7/2013	\$85.00	Taxi to Airport
Jordan Fisher	3/7/2013	\$68.76	Taxi from Airport
Mark Sidorenkov	3/7/2013	\$44.00	Parking PHX
Mark Sidorenkov	3/7/2013	\$84.00	Parking CA
Jordan Fisher	3/8/2013	\$44.00	Parking CA
Mark Sidorenkov	3/8/2013	\$222.38	Rental Car (4 Days)
Jordan Fisher	3/11/2013	\$75.00	Taxi to Airport
Jordan Fisher	3/11/2013	\$11.80	Taxi from Airport
Christopher Wells	3/13/2013	\$50.00	Parking PHX
Jordan Fisher	3/14/2013	\$85.00	Taxi from Airport
Mark Sidorenkov	3/14/2013	\$84.00	Parking CA
Mark Sidorenkov	3/14/2013	\$44.00	Parking PHX
Mark Sidorenkov	3/15/2013	\$211.01	Rental Car (4 Days)
Jordan Fisher	3/18/2013	\$75.00	Taxi to Airport
Mark Sidorenkov	3/18/2013	\$15.00	Parking CA
Richard Behrens	3/19/2013	\$36.60	Mileage from LA to Newport
Shawn Hassel	3/20/2013	\$54.00	Taxi to Airport
Shawn Hassel	3/20/2013	\$40.00	Taxi from Airport
Jordan Fisher	3/21/2013	\$21.55	Subway and Taxi from Airport
Mark Sidorenkov	3/21/2013	\$84.00	Parking CA

**Conexant Systems Inc., et al.,
Expense Detail by Category by Professional
2/28/2013 Through 3/31/2013**

Mark Sidorenkov	3/21/2013	\$44.00	Parking PHX
Richard Behrens	3/21/2013	\$36.60	Mileage from Newport to LA
Richard Behrens	3/21/2013	\$56.00	Parking CA
Richard Behrens	3/21/2013	\$4.00	Parking CA
Shawn Hassel	3/21/2013	\$223.14	Rental Car (4 Days)
Mark Sidorenkov	3/22/2013	\$219.25	Rental Car (4 Days)
Shawn Hassel	3/22/2013	\$54.00	Taxi from Airport
Shawn Hassel	3/22/2013	\$28.00	Parking PHX
Jordan Fisher	3/25/2013	\$11.00	Taxi from Airport
Jordan Fisher	3/25/2013	\$116.00	Taxi to Airport
Richard Behrens	3/25/2013	\$36.60	Mileage from LA to Newport
Christopher Wells	3/28/2013	\$75.00	Parking PHX
Mark Sidorenkov	3/28/2013	\$44.00	Parking PHX
Mark Sidorenkov	3/28/2013	\$84.00	Parking CA
Richard Behrens	3/28/2013	\$6.00	Parking CA
Richard Behrens	3/28/2013	\$84.00	Parking CA
Richard Behrens	3/28/2013	\$36.60	Mileage from Newport to LA
Mark Sidorenkov	3/29/2013	\$214.88	Rental Car (4 Days)
Transportation Total		\$3,472.75	
Grand Total		\$20,247.61	