

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

In re:	)	Chapter 11
CONEXANT SYSTEMS, INC.,	)	Case No. 13-10367 (MFW)
et al., <sup>1</sup>	)	Joint Administration Requested
	)	Related Docket Nos. 244 and 245
Debtors.	)	

---

**AFFIDAVIT OF SERVICE RE:**

Docket No. 244	DECLARATION OF DISINTERESTEDNESS OF ABELMAN, FRAYNE & SCHWAB PURSUANT TO THE ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS
-------------------	--

Docket No. 245	DECLARATION OF DISINTERESTEDNESS OF JACKSON WALKER L.L.P. PURSUANT TO THE ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS
-------------------	---

I, Mireya Carranza, state as follows:

1. I am over eighteen years of age and I believe the statements contained herein are true based on my personal knowledge. My business address is c/o BMC Group, Inc., 300 N. Continental Boulevard, Ste. 570, El Segundo, California 90245.

2. On May 14, 2013, at the direction of Kirkland & Ellis LLP and Klehr Harrison Harvey Branzburg LLP, Co-Counsel to the Debtors and Debtors in Possession, the above referenced documents were served on the parties listed in Exhibit A via the mode of service indicated thereon:

---

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Brooktree Broadband Holding, Inc. (5436); Conexant CF, LLC (6434); Conexant, Inc. (8218); Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660

Exhibit A      The Ordinary Course Professionals Address List regarding Docket Nos.  
244 and 245

I declare under penalty of perjury under the laws of the State of California that the  
foregoing is true and correct.

Executed on the 15 day of May 2013 at Paramount, California.



Mireya Carranza

**EXHIBIT A**

**Conexant Systems, Inc.**

Total number of parties: 31

**Exhibit A - Conexant Systems, Inc.**

<b>Svc Lst</b>	<b>Name and Address of Served Party</b>	<b>Mode of Service</b>
51801	AKIN GUMP STRAUSS HAUER & FELD LLP, ATTN: MICHAEL S. STAMER, (RE: QP SFM CAPITAL HOLDINGS LTD), ONE BRYANT PARK, BANK OF AMERICA TOWER, NEW YORK, NY, 10036-6745	US Mail (1st Class)
51801	AKIN GUMP STRAUSS HAUER & FELD LLP, M. LAHAIE, L. ZAHRADKA, (RE: QP SFM CAPITAL HOLDINGS LTD), ONE BRYANT PARK, BANK OF AMERICA TOWER, NEW YORK, NY, 10036-6745	US Mail (1st Class)
51801	ASHBY & GEDDES, P.A., WILLIAM P. BOWDEN, ESQ., (RE: UPTOWN NEWPORT LP), 500 DELAWARE AVE, 8TH FLOOR, PO BOX 1150, WILMINGTON, DE, 19899-1150	US Mail (1st Class)
51801	BROWN & CONNERY, LLP, DONALD K. LUDMAN, (RE: SAP AMERICA, INC), 6 NORTH BROAD STREET, SUITE 100, WOODBURY, NJ, 08096	US Mail (1st Class)
51801	BUCHALTER NEMER, SHAWN M. CHRISTIANSON, ESQ., (RE: ORACLE), 55 SECOND STREET, 17TH FLOOR, SAN FRANCISCO, CA, 94105-3493	US Mail (1st Class)
51801	BUCHANAN INGERSOLL & ROONEY PC, PETER J. DUHIG, ESQUIRE, (RE: COMERICA BANK), 1105 NORTH MARKET STREET, STE 1900, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	CONEXANT SYSTEMS WORLDWIDE, INC., ATTN: DENNIS GALLAGHER, ESQ., 4000 MACARTHUR BLVD, NEWPORT BEACH, CA, 92660	US Mail (1st Class)
51801	COOLEY LLP, ATTN. ROBERT EISENBACH, (RE: EQUITY AUGUST CAPITAL), 101 CALIFORNIA STREET, 5TH FLOOR, SAN FRANCISCO, CA, 94111-5800	US Mail (1st Class)
51801	DIAMOND MULTIMEDIA, USA, BRUCE ZAMAN, 20740 PLUMMER ST, CHATSWORTH, CA, 91311	US Mail (1st Class)
51801	DLA PIPER LLP, CHRIS L. DICKERSON, (RE: GOLDEN GATE PRIVATE EQUITY), 203 N. LASALLE ST, SUITE 1900, CHICAGO, IL, 60601	US Mail (1st Class)
51801	DLA PIPER LLP, STUART M BROWN, MICHELLE E MARINO, (RE: GOLDEN GATE PRIVATE EQUITY), 919 N MARKET ST, 15TH FLOOR, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	FRANKGECKER, LLP, J.FRANK, ESQ, J.KLEINMAN, ESQ, (RE: ELPF SCRANTON ROAD LTD PARTNERSHIP), 325 N LASALLE ST, STE 625, CHICAGO, IL, 60654	US Mail (1st Class)
51801	HIRCO INC, RICHARD CHI, 13617 12TH ST. UNIT C, CHINO, CA, 91710	US Mail (1st Class)
51801	IBM CORPORATION, BANKRUPTCY COORDINATOR, 275 VIGER EAST, SUITE 400, MONTREAL, QC, H2X3R7 CANADA	US Mail (1st Class)
51801	KELLEY DRYE & WARREN LLP, CRAIG A WOLFE, (RE: PROPOSED COUNSEL FOR THE OUCC), 101 PARK AVENUE, NEW YORK, NY, 10178	US Mail (1st Class)
51801	KELLEY DRYE & WARREN LLP, JAMES S. CARR, (RE: PROPOSED COUNSEL FOR THE OUCC), 101 PARK AVENUE, NEW YORK, NY, 10178	US Mail (1st Class)
51801	KIRKLAND & ELLIS LLP, JOSEPH PACK, (RE: DEBTORS CO-COUNSEL), 601 LEXINGTON AVENUE, NEW YORK, NY, 10022	US Mail (1st Class)
51801	KIRKLAND & ELLIS LLP, JOSHUA SUSSBERG, 601 LEXINGTON AVENUE, NEW YORK, NY, 10022	US Mail (1st Class)
51801	KLEHR HARRISON HARVEY BRANZBURG LLP, ATTN: DOMENIC E. PACITTI, (RE: DEBTORS CO-COUNSEL), 919 N MARKET ST., STE. 1000, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	LANDIS RATH & COBB LLP, A.LANDIS, ESQ, J.ELLIS, ESQ, (RE: ELPF SCRANTON ROAD LTD PARTNERSHIP), 919 MARKET ST, STE 1800, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	MIRICK, O'CONNELL, ET AL, CHRISTINE E DEVINE, (RE: STONY BROOK ASSOCIATES, LLC), 1800 W PARK DR, SUITE 400, WESTBOROUGH, MA, 01581	US Mail (1st Class)
51801	MMWR LLP, MARK A. FINK, ESQ, (RE: SYNOPSIS INC), 1105 NORTH MARKET STREET, 15TH FLOOR, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	MORRISON & FOERSTER LLP, ADAM A. LEWIS, ESQ., (RE: UPTOWN NEWPORT LP), 425 MARKET STREET, SAN FRANCISCO, CA, 94105	US Mail (1st Class)
51801	OFFICE OF THE UNITED STATES TRUSTEE, ATTN: TIARA PATTON, 844 KING STREET, SUITE 2207, LOCKBOX 35, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	OPPENHEIMER WOLFF & DONNELLY LLP, STEVEN MEYER, ESQ, TYLER OLSON, ESQ, (RE: INTL BUSINESS MACHINES CORP), CAMPBELL MITHUN TOWER - SUITE 2000, 222 SOUTH NINTH STREET, MINNEAPOLIS, MN, 55402	US Mail (1st Class)
51801	PEPPER HAMILTON, D.STRATTON, D. FOURNIER, M.CUSTER, (RE: QP SFM CAPITAL HOLDINGS LTD), HERCULES PLAZA,1313 MARKET STREET, SUITE 5100, PO BOX 1709, WILMINGTON, DE, 19899-1709	US Mail (1st Class)
51801	REED SMITH LLP, ERIC A. SCHAFFER, ESQUIRE, (RE: BANK OF NY MELLON TRUST CO, NA), REED SMITH CENTRE, 225 FIFTH AVENUE, SUITE 1200, PITTSBURGH, PA, 15230-2009	US Mail (1st Class)

**Exhibit A - Conexant Systems, Inc.**

<b>Svc Lst</b>	<b>Name and Address of Served Party</b>	<b>Mode of Service</b>
51801	REED SMITH LLP, K. GWYNNE, ESQ, J. FALGOWSKI, ESQ, (RE: BANK OF NY MELLON TRUST CO, NA), 1201 N MARKET STREET, SUITE 1500, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	TW TELECOM INC, LINDA BOYLE, 10475 PARK MEADOWS DR, #400, LITTLETON, CO, 80124	US Mail (1st Class)
51801	WOMBLE CARLYLE SANDRIDGE & RICE LLP, KEVIN J. MANGAN, (RE: PROPOSED COUNSEL FOR THE OUCC), 222 DELAWARE AVENUE, SUITE 1501, WILMINGTON, DE, 19801	US Mail (1st Class)
51801	YOUNG CONAWAY STARGATT TAYLOR, LLP, PAULINE K. MORGAN, SEAN T. GREECHER, (RE: EASTMAN KODAK COMPANY), RODNEY SQUARE, 1000 NORTH KING STREET, WILMINGTON, DE, 19801	US Mail (1st Class)

**Subtotal for this group: 31**