

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

) Chapter 11
In re:)	
CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹)	Case No. 13-10367 (MFW)
)	(Jointly Administered)
Debtors.)	Objection Deadline: 6/7/2013 at 4:00 p.m. (Eastern)
)	

**NOTICE OF FIRST MONTHLY FEE APPLICATION OF KELLEY DRYE & WARREN
LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF CONEXANT SYSTEMS, INC., ET AL., FOR THE
PERIOD FROM MARCH 8, 2013 THROUGH AND INCLUDING MARCH 31, 2013**

PLEASE TAKE NOTICE that on May 17, 2013, Kelley Drye & Warren LLP (“Kelley Drye”), as counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Conexant Systems, Inc., *et. al.*, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), filed the attached **First Monthly Fee Application of Kelley Drye & Warren LLP for Compensation for Services Rendered and Reimbursement of Expenses Incurred as Counsel to the Official Committee of Unsecured Creditors of Conexant Systems, Inc., et al. for the Period from March 8, 2013 through and including March 31, 2013** (the “Application”) with the United States Bankruptcy Court for the District of Delaware, 824 North Market Street, Wilmington, Delaware 19801 (the “Court”).

PLEASE TAKE FURTHER NOTICE that, pursuant to the Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, entered April 11, 2013 [Docket No. 168] (the “Interim Compensation Order”), objections, if any, to the Application must be filed with the Clerk of the United StateDE Delaware

WCSR 30275225v1

¹ The Debtors in these cases are: Conexant Systems, Inc.; Conexant CF, LLC; Brooktree Broadband Holding, Inc.; Conexant, Inc.; and Conexant Systems Worldwide, Inc.

19801, and be served upon (i) the Debtors, 4000 MacArthur Blvd., Newport Beach, CA 92660 (Attn: Dennis Gallagher); (ii) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022 (Attn: Joshua A. Sussberg); (iii) co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, DE 19801 (Attn: Domenic E. Pacitti); (iv) counsel to the senior secured noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Michael S. Stamer); (v) counsel to Golden Gate Private Equity, Inc., DLA Piper, 203 North LaSalle Street, Suite 1900, Chicago, IL 60601 (Attn: Chris L. Dickerson); (vi) counsel to August Capital, Cooley LLP, 101 California Street, 5th Floor, San Francisco, CA 94111; (vii) counsel to the Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178 (Attn: James S. Carr); (viii) co-counsel to the Committee, Womble Carlyle Sandridge & Rice LLP, 222 Delaware Avenue, Suite 1501, Wilmington, DE 19801 (Attn: Kevin J. Mangan); and (ix) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801 (Attn: Tiiara Patton) (collectively, the “Notice Parties”) so as to be *actually received* no later than **4:00 p.m. (ET) on June 7, 2013** (the “Objection Deadline”).

PLEASE TAKE FURTHER NOTICE that if any responses or objections to the Application are timely filed, served and received, and the parties are unable to reach a resolution of such objections, WCSR may either (i) file with the Court a response to the Objection, together with a request for payment of the difference, if any, between the Maximum Monthly Payment and the Actual Monthly Payment made to the affected Professional (the “Incremental Amount”); or (ii) forego payment of the Incremental Amount until the next interim or final fee application hearing, at which time the Court will consider and rule on the Objection if requested by the parties. Only those objections made in writing and timely filed and received in accordance with

the Interim Compensation Order and the procedures described herein will be considered by the Court at such hearing.

PLEASE TAKE FURTHER NOTICE that, pursuant to the Interim Compensation Order, if no objection to the Application is timely filed, served, and received by the Objection Deadline, Kelley Drye may file a certificate of no objection (a "CNO") with the Court with respect to the fees and expenses requested in the Application. Upon filing of a CNO, the Debtors shall be authorized and directed to pay Kelley Drye an amount equal to (i) 80% of the fees and 100% of expenses requested in the Application or (ii) 80% of the fees and 100% of the expenses requested in the Application that are not subject to an objection without need for further order of the Court.

Dated: May 17, 2013

**WOMBLE CARLYLE SANDRIDGE
& RICE, LLP**

/s/ Kevin J. Mangan

Kevin J. Mangan (DE Bar No. 3810)
Matthew P. Ward (DE Bar No. 4471)
222 Delaware Avenue, Ste. 1501
Wilmington, DE 19801
Telephone: (302) 252-4320
Facsimile: (302) 661-7738
E-mail: kmangan@wcsr.com
E-mail: maward@wcsr.com

KELLEY DRYE & WARREN LLP

James S. Carr
Craig A. Wolfe
101 Park Avenue
New York, New York 10178
Telephone: (212) 808-7800
Facsimile: (212) 808-7897
E-mail: jcarr@kelleydrye.com
E-mail: cwolfe@kelleydrye.com

*Counsel for the Official Committee of Unsecured
Creditors of Conexant Systems, Inc., et al.*

