

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

In re:))	Chapter 11
))	
CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹))	Case No. 13-10367 (MFW)
))	
Debtors.))	Jointly Administered
))	Objection Deadline: June 12, 2013 at 4:00 p.m.
))	Hearing Date: Only if objections timely filed

NOTICE OF APPLICATION

Klehr Harrison Harvey Branzburg LLP has filed its Second Monthly Application for Payment of Compensation and Reimbursement of Expenses (the "Application"), which seeks the approval and payment of fees and expenses incurred as co-counsel to the Debtors for the period from April 1, 2013 through April 30, 2013 seeking payment of fees in the amount of \$71,611.00 and reimbursement of expenses in the amount of \$1,177.03.

The Application is submitted pursuant to the Administrative Order Establishing Procedures for Interim Monthly Compensation of Professionals (Docket No. 168) (the "Administrative Order").

You are required to file a response, if any, to the Application on or before **June 12, 2013 at 4:00 P.M. (ET)**.

At the same time, you must also serve a copy of the response upon the following:

Dennis Gallagher, Esquire Conexant Systems, Inc. 4000 MacArthur Blvd. Newport Beach, CA 92660	Joshua A. Sussberg, Esquire Kirkland & Ellis LLP 601 Lexington Avenue New York, NY 10022
Domenic E. Pacitti, Esquire Klehr Harrison Harvey Branzburg LLP 919 Market Street, Suite 1000 Wilmington, Delaware 19801	Michael S. Stamer, Esquire Akim Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036
Chris L. Dickerson, Esquire DLA Piper 203 North LaSalle Street Suite 1900 Chicago, IL 60601	Tiara Patton, Esquire The Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, DE 19801

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); Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

Robert L. Eisenbach III, Esquire Cooley LLP 101 California Street, 5 th Floor San Francisco, CA 94111-5800	James S. Carr, Esquire Kelley Drye & Warren LLP 101 Park Avenue New York, NY 10178
Kevin J. Mangan, Esquire Womble Carlyle Sandridge & Rice LLP 222 Delaware Avenue, Suite 1501 Wilmington, DE 19801	

IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THEN 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE ADMINISTRATIVE ORDER WITHOUT FURTHER NOTICE, HEARING, OR ORDER OF THE COURT.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT WILL BE MADE IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THE ADMINISTRATIVE ORDER AND A HEARING WILL BE HELD.

Dated: May 23, 2013
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)
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- and -

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Co-Counsel to the Debtors and Debtors in Possession