

UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

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

**DECLARATION OF BRAD DANIEL  
ON BEHALF OF BMC GROUP, INC., REGARDING  
SOLICITATION AND TABULATION OF BALLOTS ACCEPTING  
AND REJECTING THE DEBTOR'S SECOND AMENDED PLAN OF  
REORGANIZATION UNDER CHAPTER 11 OF THE BANKRUPTCY CODE**

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I, Brad Daniel, certify and declare as follows:

1. I am over eighteen years of age and not a creditor in the above-captioned case. I am employed as a Director by BMC Group, Inc. ("BMC"), the notice, claims, and solicitation agent for the above-captioned debtors and debtors-in-possession (the "Debtors") in the chapter 11 cases. My business address is 477 Madison Avenue, 6<sup>th</sup> Floor, New York, New York.

2. The Debtors established April 19, 2013 as the record date (the "Voting Record Date") for determining which creditors and holders of interests were entitled to vote on the *Second Modified Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 206] (as may be further modified and amended, the "Plan").<sup>2</sup> Pursuant to the Plan, holders of the Class 3 Secured

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<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); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 1901 Main Street, Suite 300, Irvine, California 92614.

<sup>2</sup> Capitalized terms used herein but not otherwise defined shall have the meaning ascribed to them in the Plan and in the Order, as those terms are defined herein.

Notes Claim and the Class 4 General Unsecured Claims are entitled to vote to accept or reject the Plan. The Class 1 Priority Non-Tax Claims, Class 2 Other Secured Claims, Class 5 Intercompany Claims and Class 6 Intercompany Interests are unimpaired under the Plan and, therefore, deemed to accept the Plan and not entitled to vote. The Class 7 Interests in Conexant is impaired under the Plan and, therefore, deemed to reject the Plan and not entitled to vote.

3. In accordance with the *Order (A) Approving the Disclosure Statement dated 4/19/2013; (B) Approving Solicitation Packages and Procedures for the Distribution Thereof; (C) Approving the Forms of Ballots and Manner of Notice; (D) Approving the Voting Record Date, Solicitation Deadline and Voting Deadline; and (E) Establishing Notice and Objection Procedures for Confirmation of the Second Modified Joint Plan of Reorganization* [Docket No. 209] (the "Solicitation Procedures Order"), BMC served the following materials (the "Solicitation Package") on the holders of Class 3 Secured Notes Claim and Class 4 General Unsecured Claims via first class mail delivery on April 24, 2013:

- (a) the Debtors' Cover Letter
- (b) the Committee Cover Letter
- (c) the *Notice of Hearing to Consider Confirmation of the Chapter 11 Plan Filed by the Debtors and Related Voting and Objection Deadlines* [Docket No. 210] (the "Confirmation Hearing Notice");
- (d) the *Disclosure Statement for the Second Modified Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* [Docket No. 207] (the "Disclosure Statement");
- (e) the appropriate Ballot; and
- (f) a pre-addressed return envelope, where applicable.

4. With respect to Class 1 Priority Non-Tax Claims, Class 2 Other Secured Claims, Class 5 Intercompany Claims and Class 6 Intercompany Interests, which are unimpaired under the Plan and, therefore, deemed to accept the Plan and Class 7 Interests in Conexant, which is

impaired under the Plan and, therefore, deemed to reject the Plan, BMC served the Notice of Non-Voting Status to Holders of Unimpaired Claims Conclusively Presumed to Accept the Plan, the Notice of Non-Voting Status to Holders of Impaired Claims and Equity Interests Deemed to Reject the Plan, respectively, along with the Confirmation Hearing Notice via first class mail delivery on or before April 24, 2013.<sup>3</sup>

**General Tabulation Process**

5. Pursuant to the Solicitation Procedures Order, the Court established May 23, 2013 at 4:00 p.m. Eastern Time as the deadline to vote on the Plan (the "Voting Deadline") and June 4, 2013 at 10:30 a.m. Eastern Time, as the date and time for the hearing on confirmation of the Plan.

6. The Disclosure Statement, Plan and Solicitation Procedures Order served as BMC's guide for the solicitation and tabulation of votes to accept or reject the Plan. All Ballots received were reviewed in accordance with the procedures described in the Disclosure Statement and approved in the Order.

7. To identify the holders of Claims and Interests entitled to receive notices, and as applicable, Solicitation Packages, BMC used the Statements of Financial Affairs and the Schedules of Assets and Liabilities filed by the Debtors and Claims information pertaining to the Debtors' chapter 11 cases contained in BMC's internal database to which this information was loaded. Using the information outlined above, and with specific guidance and approval from the Debtors and their advisors, BMC created a voting database reflecting the name, address, voting amount and classification of Claims and Interests in the Voting Classes. Using this voting

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<sup>3</sup> See *Affidavit/Declaration of Mailing re: Solicitation Package* [Docket No. 219].

database, BMC generated Ballots for holders of Claims and Interests entitled to vote to accept or reject the Plan.

8. All Ballots were to be delivered to BMC as follows: at one of the two following addresses: (i) BMC Group, Inc., Attn: Conexant Systems, Inc. Ballot Processing, 18675 Lake Drive East, Chanhassen, Minnesota 55317, (if by hand or overnight); or (ii) BMC Group, Inc., Conexant Systems, Inc. Ballot Processing, P.O. Box 3020, Chanhassen, Minnesota 55317-3020 (if by mail).

9. Upon receipt of the Ballots, BMC adhered to the following procedures:

- a. The envelopes containing the Ballots were opened, and the materials were removed and stamped with the date received (and if received after the voting deadline on the date of the deadline, the time received). The Ballots were then scanned into BMC's system and sequentially numbered (the "Ballot No."); and
- b. BMC's personnel then entered into a computer database all pertinent information from the Ballots, including among other things, the date the Ballots were received (and if received after the voting deadline on the date of the deadline, the time received), the Ballot No., the voting dollar amount, the Release Provision opt out election and whether the Ballots indicated an acceptance or rejection of the Plan.

### The Voting Results

10. The results of the aforesaid tabulation of properly executed Ballots received on or before the Voting Deadline are set forth below and in the report annexed hereto as **Exhibit A** (the "Final Tabulation Results").

IMPAIRED CLASS AND DESCRIPTION	ACCEPT		REJECT	
	VOTES COUNTED	AMOUNT	VOTES COUNTED	AMOUNT
Class 3 Secured Notes Claim	1 100.00%	\$80,000,000.00 100.00%	0 0.00%	\$0.00 0.00%
Class 4 General Unsecured Claims	21 100.00%	\$126,691,508.38 100.00%	0 0.00%	\$0.00 0.00%

11. In accordance with the Solicitation Procedures Order, Ballot No. 3, returned on behalf of Creditor Pacific Rim Mechanical, Inc. (associated scheduled Claim number S2019033556) was deemed invalid because the Ballot did not indicate an acceptance or rejection of the Plan. Accordingly, this Ballot was excluded from the Final Tabulation Results and is marked accordingly on **Exhibit A** attached hereto.

12. In accordance with the Solicitation Procedures Order, Ballot No. 4, returned on behalf of Creditor South Coast Circuits (associated scheduled Claim number S2019033533) was deemed superseded by Ballot No. 6, also returned on behalf of Creditor South Coast Circuits and in relation to its Proof of Claim No. 8, which was duplicative of the Claim scheduled as S2019033533. Accordingly, Ballot No. 4 was excluded from the Final Tabulation Results and is marked accordingly on **Exhibit A** attached hereto.

13. Three Ballots were received after the voting deadline. However, in accordance with the provision granting the Debtors the right to waive defects as set forth in the Solicitation Procedures Order, the Debtors have chosen to waive this defect and have the following Ballots counted, and such defect waiver is marked accordingly on **Exhibit A** attached hereto: Ballot No. 24, returned on behalf of Creditor Quest International, Inc. (associated Proof of Claim No. 115), Ballot No. 23, returned on behalf of Creditor Schmidt Fire Protection Co., Inc. (associated scheduled Claim No. S2019033542), and Ballot No. 22, returned on behalf of Creditor Synopsys, Inc. (associated scheduled Claim No. S2019033524).

14. Attached hereto as **Exhibit A** is the full tabulation report that provides both summary and detail of all Ballots received by BMC and counted in accordance with the Solicitation Procedures Order.

15. All Ballots received by BMC are stored at BMC's office located at 18675 Lake Drive East, Chanhassen, Minnesota 55317, and are available for inspection by the Court or any party in interest upon request.

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

Dated: May 30, 2013

Respectfully submitted,

*/s/ Brad Daniel*

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Brad Daniel

Director, BMC Group, Inc.