

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

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

**SECOND FEE APPLICATION OF GAVIN/SOLMONESE LLC, AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD FROM
APRIL 1, 2013 THROUGH APRIL 30, 2013**

Name of Applicant:	Gavin/Solmonese LLC
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	March 8, 2013
Period for which Compensation sought as actual, reasonable and necessary:	April 1, 2013 through April 30, 2013
Amount of Compensation sought as Actual, reasonable and necessary:	\$45,562.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$602.86
This is a:	Monthly Fee Application

The total time expended for fee application is approximately 5 hours, and the corresponding compensation to be requested in the next fee application will be approximately \$750.00.

**GAVIN/SOLMONESE LLC SUMMARY OF
PROFESSIONALS RENDERING SERVICES FROM
APRIL 1, 2013 THROUGH APRIL 30, 2013**

Professional Person	Position of the Applicant, Number of Years in that Position	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Edward T. Gavin, CTP	Principal, 2006	\$600.00 (Prof.) \$300.00 (Travel)	4.40 0.00	\$2,640.00 0.00
Wayne P. Weitz	Senior Director, 2012	\$475.00 (Prof.) \$237.50 (Travel)	47.90 9.00	\$22,752.50 \$2,137.50
Ross Waetzman	Director, 2008	\$375.00 (Prof.) \$187.00 (Travel)	42.00 0.00	\$15,750.00 \$0.00
Stanley W. Mastil	Director, 2012	\$375.00 (Prof.) \$187.50 (Travel)	2.20 0.00	\$825.00 \$0.00
Boris J. Steffen	Managing Director, 2012	\$625.00 (Prof.) \$312.50 (Travel)	0.30 0.00	\$187.50 \$0.00
Sarah E. Pugh	Director, 2008	\$400.00 (Prof.) \$200.00 (Travel)	1.30 0.00	\$520.00 \$0.00
Judy L. Sacher	Other Professional Staff, 2002	\$150.00 (Prof.)	5.00	\$750.00
		Totals	112.10	\$45,562.50

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Asset Disposition	8.20	\$3,335.00
Business Analysis	12.60	\$5,835.00
Case Administration	0.60	\$310.00
Claims Administration and Objections	29.20	\$12,080.00
Court Hearing	0.50	\$237.50
Data Analysis	26.60	\$11,130.00
Fee/Employment Application	11.70	\$3,952.50
Financing	0.50	\$237.50
Meetings of Creditors	3.10	\$1,350.00
Plan and Disclosure Statement	8.10	\$4,022.50
Travel	9.00	\$2,137.50
Valuation	2.00	\$935.00
TOTAL	112.10	\$45,562.50

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
Document reproduction		\$1.60
Mileage		\$129.95
Parking		\$28.00
Public Record Search	Pacer	\$5.60
Subscription		\$95.89
Taxi		\$13.10
Telephone		\$2.72
Tolls		\$20.00
Train		\$306.00
Total		\$602.86

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**SECOND FEE APPLICATION OF GAVIN/SOLMONESE LLC, AS FINANCIAL
ADVISOR TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS,
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT
OF EXPENSES FOR THE PERIOD FROM
APRIL 1, 2013 THROUGH APRIL 30, 2013**

Pursuant to sections 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”), Rules 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 of the Local Rules of the United States Bankruptcy Court for the District of Delaware (the “Local Bankruptcy Rules”), and the Court’s Administrative Order Under 11 U.S.C. §§ 330 and 331 Establishing Procedures for Interim Compensation and Expense Reimbursement of Professionals and Committee Members, dated April 11, 2013 (the “Administration Order”) [D.I.168], Gavin/Solmonese LLC (“Applicant” or “G/S”) hereby files this application for monthly interim allowance of reasonable compensation with respect to the bankruptcy case of Conexant Systems, Inc., *et al.* (the “Debtors”) for services rendered as the Financial Advisor to the Official Committee of Unsecured Creditors (the “Committee”) in the amount of \$45,562.50, together with the reimbursement for actual and necessary expenses incurred in the amount of \$602.86 (the “Application”) for the period from April

1, 2013 through and including April 30, 2013 (the "Compensation Period"). In support of the Application, Applicant submits the affidavit of Edward T. Gavin, CTP attached hereto as Exhibit "A". In further support of the Application, Applicant respectfully represents as follows:

JURISDICTION

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409. The statutory predicate of the Application are 11 U.S.C. §§ 328 and 1103.

FACTUAL BACKGROUND

4. Conexant Systems, Inc. *et al.* (the "Debtors") filed their voluntary petitions for relief under Chapter 11 of Title 11 of the United States Code (the "Bankruptcy Code") on February 28, 2012. Pursuant to Sections 1107 and 1108 of the Bankruptcy Code, the Debtors operate their businesses as Debtors-in-possession. No trustee or examiner has been appointed in these cases.

8. On March 8, 2013, the Office of the United States Trustee, pursuant to Section 1102 of the Bankruptcy Code, appointed the Committee.

9. On May 13, 2013 the Court entered that certain Order Authorizing Employment and Retention *Nunc Pro Tunc* to March 8, 2013 of Gavin/Solmonese LLC as Financial Advisor to the Official Committee of Unsecured Creditors [D.I. 235], approving the Committee's retention of G/S *nunc pro tunc* to March 8, 2013.

COMPENSATION AND REIMBURSEMENT OF EXPENSES

9. Applicant submits this Application to the Bankruptcy Court for an allowance of reasonable compensation for actual and necessary professional services provided to the Committee as its Financial Advisor in this case during the Compensation Period and for reimbursement of actual and necessary out-of-pocket expenses incurred in advising the Committee during the Compensation Period. All included services and costs for which Applicant seeks compensation were performed for, or on behalf of, the Committee during the Compensation Period.

10. By this Application, Applicant thus seeks (a) allowance of compensation in the amount of \$45,562.50 for services rendered as Financial Advisor during the Compensation period, (b) authority for immediate payment to Applicant of 80% of such compensation (\$36,450.00) pursuant to paragraph (b) of the Administration Order, and (c) allowance of reimbursement and immediate payment in the amount of \$602.86 for expenses incurred and disbursed during the Compensation Period.

11. Exhibit "B" is a summary covering all the services performed by Applicant with respect to this matter during the Compensation Period. This detailed itemization complies with Local Bankruptcy Rules in that each time entry contains a separate time allotment; a description of the type of activity and the subject matter of the activity; all time is billed in increments of one-tenth of an hour; the time entries are presented chronologically in categories, and; all meetings or hearings are individually identified. Following is the detailed itemization, by task category, of all services

performed by Applicant with respect to this matter during the Compensation Period. Non-working travel time (to the extent applicable) is billed at 50% of normal rates.

12. The Applicant has divided its time into the following categories:
 - a) **Asset Disposition (8.20 Hours - \$3,335.00)** This category includes sales, leases (§365 matters), abandonment and transaction work related to asset disposition, including §363 sales and other dispositions of assets.
 - b) **Business Analysis (12.60 Hours - \$5,835.00)** This category includes time spent in the review of debtor's business plan; development and review of strategies; preparation and review of cash flow forecasts and feasibility studies and general review of business matters as they pertain to the bankruptcy case.
 - c) **Case Administration (0.60 Hours - \$310.00)** This category includes time spent in coordination and compliance matters including case management tasks; schedules; contacts with the Office of the United States Trustee; general record keeping and documentation requirements
 - d) **Claims Administration and Objections (29.20 Hours - \$12,080.00)** This category includes general and specific claim inquiries; bar date motions; analyses, objections and allowance of claims.
 - e) **Court Hearing (0.50 Hours - \$237.50)** Time billed to this category includes time related to attending and preparing for hearings held before the United States Bankruptcy Court for the District of Delaware. During the Compensation Period, the Applicant, among other things, attended hearings before the Bankruptcy Court.

- f) **Data Analysis (26.60 Hours - \$11,130.00)** This category includes time spent reviewing debtor business records, cash flow budgets and forecasts, intellectual property rights, books-and-records and other documentation and general tasks, such as correspondence, teleconferences and record keeping, which are directly related thereto.
- g) **Fee/Employment Application (11.70 Hours - \$3,952.50)** This category includes the preparation and/or review of employment and fee applications for self or others; motions to establish interim procedures.
- h) **Financing (0.50 Hours - \$237.50)** Matters under §§ 361, 363 and 364 including cash collateral and secured claims; debtor-in-possession credit facilities; loan document analysis and tasks related thereto.
- i) **Meetings of Creditors (3.10 Hours - \$1,350.00)** Time billed to this category represents the Financial Advisor's interactions with members of and counsel for the Official Committee of Unsecured Creditors.
- j) **Plan and Disclosure Statement (8.10 Hours - \$4,022.50)** This category includes review, discussion of or formulation of actual, theoretical or proposed Plan(s) and/or Disclosure Statement(s), including presentation and confirmation; compliance with plan confirmation orders, if any; and related activities, such as communication and correspondence, related thereto.
- k) **Travel Time (9.00 Hours - \$2,137.50)** Time billed to this category represents all travel time in connection with this case.

- 1) **Valuation (2.00 Hours - \$935.00)** This category relates to preparing or reviewing appraisals of assets.

13. Attached hereto as Exhibit "C" is a summary of the costs actually expended by the Applicant in the performance of services rendered on behalf of the Committee. The costs for which reimbursement is requested total \$602.86. The breakdown of the costs includes the rate of copying charges (\$.10/page) and the basis for each rate, telephone charges, facsimile charges (\$1.00/page – outgoing transmission only), messenger service, travel expenses, court reporter services, overnight delivery fees, outside reproduction, legal research and PACER charges. By this Application, the Applicant does not seek expenses for incoming facsimile transmissions.

WHEREFORE, Gavin/Solmonese LLC respectfully requests (i) allowance of compensation in the amount of \$45,562.50 for professional services rendered and \$602.86 for reimbursement for actual and necessary costs; (ii) immediate payment of \$36,450.00 which is 80% of the allowed compensation of \$45,562.50; (iii) allowance and immediate payment of 100% of the allowed actual and necessary costs of \$602.86; and (iv) such other and further relief as this Court deems necessary and just.

Dated: May 29, 2013



Edward T. Gavin, CTP
Gavin/Solmonese LLC
919 N. Market Street, Suite 600
Wilmington, DE 19801
(302) 655-8997 ext. 151

EXHIBIT “A”

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:) Chapter 11
CONEXANT SYSTEMS, INC., *et*)
al.,) Case No. 13-10367 (MFW)
Debtors.) (Jointly Administered)
)

AFFIDAVIT OF EDWARD T. GAVIN, CTP

STATE OF DELAWARE)
NEW CASTLE COUNTY) SS.

BE IT REMEMBERED, that on this 29th day of May, 2013, personally appeared before me, the Subscriber, a Notary Public for the State and County aforesaid, **EDWARD T. GAVIN, CTP**, and being duly sworn according to law, deposes and says as follows:

1. I am a Managing Director of the firm of Gavin/Solmonese LLC ("G/S"), which has served as Financial Advisor to the Official Committee of Unsecured Creditors of the above-referenced bankruptcy case.

2. I have read the foregoing Application of G/S for allowance of compensation and reimbursement of expenses and know the contents thereof and that the same are true and correct, to the best of my knowledge, information and belief.

3. As noted in the Application for Employment of G/S, G/S is a national firm with a well-established reputation in providing financial and management advisory services. Including NHB Advisors, which G/S is in the process of acquiring, G/S has

two Managers, One Shareholder Principal: Edward T. Gavin, CTP (the "Shareholder Principal") and two non-shareholder Principals, several Employees, Independent Contractors or Managing Directors, Senior Consultants, and other associates (collectively, the "Associates"). The Shareholder Principal owns a separate business entity (corporation, limited liability company, or other legal entity) of which the Shareholder Principal is the primary employee. This entity provides the services of the Shareholder Principal to G/S and its clients pursuant to independent contractor agreements between each such entity and G/S. Compensation received by the Shareholder Principal's business entities is unrelated to fees received by G/S from any particular client. Compensation received by Employees is substantially unrelated to fees received by G/S from any particular client. Entities controlled by the non-shareholder Principal and Associates also have written employment and independent contractor agreements with G/S pursuant to which they provide services to G/S and its clients. Each of the non-shareholder Principal and Associates through their respective business entities does all or substantially all of its business with G/S. Compensation received by such entities is based in substantial part upon fees received by G/S from each of G/S's clients. Other than the foregoing, there is no agreement or understanding between G/S, and any other person for a division of compensation as consultants to the Debtor.

4. No division prohibited by the Bankruptcy Code will be made by G/S.
5. The undersigned hereby certifies, in accordance with Del. Bankr. L.R. 2016-2(f), that he has reviewed Del. Bankr. L.R. 2016-2, this Application and the

exhibits thereto, and that such Application and its exhibits comply with Del. Bankr.
L.R. 2016-2.

6. No agreement prohibited by Title 18, Section 155 has been made.



Edward T. Gavin, CTP

SWORN TO AND SUBSCRIBED before me this 29th day of May, 2013.

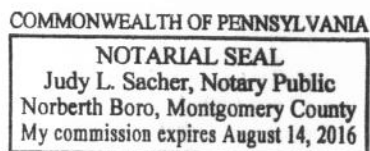

NOTARY PUBLIC

EXHIBIT “B”

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
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Travel	9.00	\$2,137.50
Valuation	2.00	\$935.00
TOTAL	112.10	\$45,562.50

EXHIBIT “C”

EXPENSE SUMMARY

Expense Category	Service Provider (if applicable)	Total Expenses
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Mileage		\$129.95
Parking		\$28.00
Public Record Search	Pacer	\$5.60
Subscription		\$95.89
Taxi		\$13.10
Telephone		\$2.72
Tolls		\$20.00
Train		\$306.00
Total		\$602.86

Gavin/Solmonese, LLC
919 N. Market Street
Suite 600
Wilmington, DE 19801

Invoice submitted to:
Conexant System, Inc. et al
C/O James S. Carr, Esq.
Kelley Drye & Warren LLP
101 Park Avenue
New York, NY 10178

Invoice #23058 Services Through 4/30/2013

		Total Professional Fees	\$45,562.50
		Expenses	\$602.86
		Total This Invoice	\$46,165.36
		Balance due	\$46,165.36

Please remit to the address shown:

Wire transfer instructions:

ABA# 031-000053
Account #86-0583-9972
PNC Bank, N.A. Philadelphia, PA
Telephone notification to Judy Sacher - (302) 655-8997

Principal _____

Conexant System, Inc. et al

Consultant Summary

<u>Name</u>	<u>Hours</u>	<u>Amount</u>
Boris J. Steffen	0.30	\$187.50
Stanley W. Mastil	2.20	\$825.00
Wayne P. Weitz	56.90	\$24,890.00
Edward T. Gavin, CTP	4.40	\$2,640.00
Judy L. Sacher	5.00	\$750.00
Ross Waetzman	42.00	\$15,750.00
Sarah E. Pugh	1.30	\$520.00

Professional Services

	<u>Hours</u>	<u>Amount</u>
4/1/2013 - RW Fee/Employment Application Review of March fee application supporting documents	1.30	487.50
- RW Business Analysis T/c with WPW re: analysis of intercompany payments	0.20	75.00
- RW Data Analysis Initial review of filed statements and schedules	0.70	262.50
- RW Data Analysis Review and transfer of CSI intercompany payments/claim from SOFA/Schedules to excel for further analysis	2.50	937.50
- RW Data Analysis Analysis of CSI intercompany payments/claims	1.50	562.50
- RW Business Analysis Review of settlement memorandum, including comparison of comments to G/S findings	0.40	150.00
- WPW Data Analysis Review Debtors' bankruptcy schedules	2.80	1,330.00
- WPW Data Analysis Review Debtors' SOFAs	4.30	2,042.50
- WPW Fee/Employment Application Finalize retention application and submit to counsel for filing	0.50	237.50
- WPW Fee/Employment Application Review March fee application supporting documents	0.70	332.50

Conexant System, Inc. et al

		<u>Hours</u>	<u>Amount</u>
4/1/2013 - WPW	Business Analysis T/c RW re: analysis of intercompany payments	0.20	95.00
4/2/2013 - RW	Fee/Employment Application Follow-on review of March fee application	1.00	375.00
- RW	Data Analysis Initial review of non-CSI filed statements and schedules	0.40	150.00
- RW	Data Analysis Review and transfer of non-CSI debtor intercompany payments/claims from SOFA/Schedules to excel for further analysis	1.40	525.00
- RW	Data Analysis Analysis of non-CSI debtor intercompany claims from Schedules and reconciliation to Debtors' assertion of general unsecured claims	3.00	1,125.00
- RW	Claims Administration and Objections Various calls with WPW re: claim pool	0.20	75.00
- RW	Data Analysis Analysis of intercompany asset transfer agreement	0.40	150.00
- RW	Data Analysis Analysis of Debtors' payments	1.70	637.50
- ETG	Plan and Disclosure Statement Corr. counsel re: meeting w/debtor, lender to discuss settlement proposals	0.20	120.00
- ETG	Fee/Employment Application Corr. counsel re: revised retention documents	0.10	60.00
- WPW	Business Analysis T/c re: case update with ETG	0.60	285.00
- WPW	Claims Administration and Objections Various calls with RW re: claims pool	0.20	95.00
- WPW	Fee/Employment Application Review draft of March invoice	1.20	570.00
- ETG	Data Analysis T/c re: case update with WPW	0.60	360.00

Conexant System, Inc. et al

		<u>Hours</u>	<u>Amount</u>
4/3/2013 - RW	Valuation Corr. case team re: Plan valuation and required next steps	0.60	225.00
- RW	Business Analysis Call with WPW regarding results of meeting with K&E and required next steps	0.30	112.50
- RW	Asset Disposition Further analysis of leases, including for sublease terms and related corr to C. Wells requesting additional information	1.50	562.50
- RW	Business Analysis Corr. from Committee and professionals re:: daily events	0.10	37.50
- ETG	Case Administration Corr. WPW, counsel re: list of critical case dates	0.20	120.00
- ETG	Meetings of Creditors Corr counsel, WPW, committee members re: update as to outcome of meeting w/ debtor, lender re: potential plan settlement issues	0.20	120.00
- WPW	Travel Rate PHL-NYC R/T for meeting with Debtor and Lender	4.00	950.00
- WPW	Business Analysis Meeting at K&E with advisors to OCUC, Debtors and Lenders	0.80	380.00
- WPW	Business Analysis Prep meeting with C. Wolfe before K&E advisors meeting	0.80	380.00
- WPW	Data Analysis Follow-up meeting at DKW re: case strategy	1.50	712.50
- WPW	Data Analysis T/c with RW re: leases; lease rejection claim analysis	1.40	665.00
- WPW	Valuation T/c with BJS re: valuation issues	0.30	142.50
- WPW	Business Analysis T/c RW re: results of meeting with Kirkland and next steps	0.30	142.50
- WPW	Case Administration Corr re: critical dates memo	0.20	95.00

Conexant System, Inc. et al

		<u>Hours</u>	<u>Amount</u>
4/3/2013 - WPW	Data Analysis Corr re: outstanding information request	0.20	95.00
- BJS	Valuation T/c with WPW re: valuation issues	0.30	187.50
4/4/2013 - RW	Business Analysis Various corr/calls with WPW regarding case developments/data requests	0.20	75.00
- RW	Asset Disposition Analysis of sublease data	1.30	487.50
- RW	Claims Administration and Objections T/C with WPW on lease rejection analysis	0.50	187.50
- RW	Claims Administration and Objections Preparation of variance analysis to Debtors' rejection analysis	0.80	300.00
- RW	Claims Administration and Objections Research of comp lease rates for analysis of potential rejection damages arising from rejecting subleases	2.50	937.50
- RW	Claims Administration and Objections Calculation of potential damages arising from rejection of subleases and creation of summary sheet to present conclusions	1.00	375.00
- RW	Claims Administration and Objections Corr to WPW on lease rejection findings	0.30	112.50
- ETG	Fee/Employment Application Corr. counsel re: filing of retention docs	0.10	60.00
- WPW	Claims Administration and Objections Conf call with RBW and G. Saydah re: lease rejection analysis	0.60	285.00
- WPW	Business Analysis Various calls/corr with RW re: case developments and data requests	0.20	95.00
- WPW	Claims Administration and Objections T/c RW re: lease rejection analysis	0.50	237.50
- WPW	Claims Administration and Objections Corr RW re: lease rejection findings	0.30	142.50

Conexant System, Inc. et al

			<u>Hours</u>	<u>Amount</u>
4/5/2013	- RW	Claims Administration and Objections T/C with WPW on rejection analysis and related corr	0.60	225.00
	- RW	Claims Administration and Objections Transfer of lease rejection analysis and supporting files to G/S server	0.50	187.50
	- RW	Claims Administration and Objections Update of lease rejection analysis to format for presentation	2.90	1,087.50
	- RW	Asset Disposition Research and update of comp lease analysis	2.80	1,050.00
	- RW	Claims Administration and Objections Continued update of lease rejection analysis for presentation	2.00	750.00
	- ETG	Fee/Employment Application Corr. counsel re: and review/revision to modified retention applications and filing thereof	0.90	540.00
	- WPW	Claims Administration and Objections Lease rejection claim analysis	1.50	712.50
	- WPW	Case Administration Update t/c with G. Saydah	0.20	95.00
	- WPW	Claims Administration and Objections Review lease rejection motions	2.00	950.00
	- WPW	Claims Administration and Objections T/c RW re: lease rejection analysis and related corr	0.60	285.00
4/6/2013	- WPW	Claims Administration and Objections Review lease rejection analysis	1.50	712.50
4/7/2013	- WPW	Asset Disposition Review lease rejection and HQ lease motions; corr OCUC counsel re: lease economics	1.50	712.50
	- RW	Claims Administration and Objections Review of lease rejection corr and verification of calculations	0.60	225.00
4/8/2013	- RW	Business Analysis Discussion of case and recent debtor filings with WPW	0.20	75.00
	- RW	Data Analysis Initial review of Periodic Report Regarding Values and Operations of Subsidiaries	0.30	112.50

Conexant System, Inc. et al

			<u>Hours</u>	<u>Amount</u>
4/8/2013	- RW	Meetings of Creditors Weekly Committee call with professionals to discuss case status and next steps	0.50	187.50
	- SEP	Meetings of Creditors Conference call with Committee and Counsel regarding status	0.50	200.00
	- WPW	Meetings of Creditors OCUC conference call	0.50	237.50
	- WPW	Business Analysis Prep for OCUC update call	0.50	237.50
	- WPW	Business Analysis Discussion of case and recent debtor filings with RW	0.20	95.00
4/9/2013	- SEP	Meetings of Creditors Attend 341 meeting	0.60	240.00
	- WPW	Business Analysis Review non-Debtor results reporting filed by Debtors	1.30	617.50
	- RW	Data Analysis Review of Periodic Report Regarding Values and Operations of Subsidiaries	1.40	525.00
4/10/2013	- ETG	Fee/Employment Application Review supporting documentation for March 2013 application; corr JLS re: same	0.90	540.00
	- WPW	Claims Administration and Objections Review lease rejection damage data and analysis	1.00	475.00
	- WPW	Claims Administration and Objections T/c G. Saydah re: lease rejection damages and GUC pool	0.50	237.50
	- WPW	Claims Administration and Objections GUC pool analysis	0.80	380.00
4/11/2013	- SEP	Meetings of Creditors Review and revise notes from 341 meeting	0.20	80.00
	- WPW	Plan and Disclosure Statement T/c with G. Saydah re: update on landlord negotiations	0.30	142.50

Conexant System, Inc. et al

			<u>Hours</u>	<u>Amount</u>
4/11/2013	- WPW	Business Analysis Corr A&M and RBW weekly reports	0.40	190.00
4/12/2013	- WPW	Meetings of Creditors Corr OCUC email update	0.20	95.00
4/15/2013	- RW	Data Analysis Review of variance analysis	2.50	937.50
	- WPW	Business Analysis Review updated cash flow projections	1.50	712.50
	- WPW	Plan and Disclosure Statement T/c with G. Saydah re: status of negotiations and lease cost analysis	0.20	95.00
	- WPW	Asset Disposition Review lease payments received from K&E; analysis of subtenant rent payments	1.10	522.50
	- WPW	Plan and Disclosure Statement Corr re: landlord negotiations	0.40	190.00
	- WPW	Business Analysis Corr A&M and follow-up t/c with C. Wells re: weekly cash flow results and variance reporting	0.70	332.50
	- WPW	Valuation Corr lease rejection costs and associate analysis	0.80	380.00
	- RW	Claims Administration and Objections Corr to/from WPW regarding data requests and case developments	0.30	112.50
	- WPW	Business Analysis Corr to/from RW regarding data requests and case developments	0.30	142.50
4/16/2013	- WPW	Financing Corr KDW re: DIP availability	0.50	237.50
	- RW	Business Analysis Corr to/from WPW regarding case developments	0.10	37.50
	- WPW	Plan and Disclosure Statement T/c RBW re: plan objection	0.60	285.00
	- WPW	Claims Administration and Objections T/c G. Saydah re: GUC pool and lease claims	0.50	237.50

Conexant System, Inc. et al

			<u>Hours</u>	<u>Amount</u>
4/16/2013	- WPW	Plan and Disclosure Statement T/c all professionals re: plan provisions	0.50	237.50
	- WPW	Plan and Disclosure Statement Follow-up t/c with J. Carr and G. Saydah re: plan negotiations	0.20	95.00
	- WPW	Business Analysis Corr re: and review of cash flow variance reports	1.80	855.00
	- WPW	Business Analysis Corr and t/c with A&M re: first DIP draw	0.60	285.00
	- ETG	Plan and Disclosure Statement Corr. WPW, counsel re: plan terms and settlement discussions with creditors	0.80	480.00
	- ETG	Plan and Disclosure Statement Corr. counsel re: plan terms and settlement of open issues re: same	0.20	120.00
4/17/2013	- WPW	Plan and Disclosure Statement Review proposed landlord settlement terms	1.10	522.50
	- WPW	Business Analysis Corr re: landlord issues and proposed settlement terms	0.40	190.00
4/18/2013	- RW	Claims Administration and Objections T/Cs with J. Fisher and C. Wells regarding size of GUC pool	1.00	375.00
	- RW	Claims Administration and Objections Various calls with WW and Committee counsel regarding GUC pool estimates provided by Debtors	0.20	75.00
	- RW	Claims Administration and Objections Follow-up call with J. Fisher and C. Wells regarding GUC pool	1.00	375.00
	- RW	Claims Administration and Objections Follow-up analysis and write-up of finding on GUC pool	0.50	187.50
	- WPW	Claims Administration and Objections Various t/c RBW re: GUC pool analysis	1.30	617.50
	- WPW	Plan and Disclosure Statement Corr re: filing versions of Disclosure Statement	1.80	855.00
	- RW	Claims Administration and Objections review of claims register and related write up of new GUC analysis from A&M	0.80	300.00

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			<u>Hours</u>	<u>Amount</u>
4/19/2013	- WPW	Travel Rate R/T travel for Disclosure Statement hearing - billed at 1/2 rate	5.00	1,187.50
	- WPW	Court Hearing Attend Disclosure Statement hearing	0.50	237.50
	- WPW	Plan and Disclosure Statement Prepare for Disclosure Statement hearing	1.00	475.00
	- WPW	Plan and Disclosure Statement T/c G. Saydah re: GUC pool and Disclosure Statement hearing	0.60	285.00
4/22/2013	- WPW	Meetings of Creditors OCUC update conf call	0.40	190.00
	- ETG	Plan and Disclosure Statement Corr. WPW re: post-confirmation issues in plan	0.20	120.00
4/23/2013	- JLS	Fee/Employment Application Review March 2013 expense application supporting materials for spelling and grammatical errors. Generate and compose fee application for March 2013	5.00	750.00
4/24/2013	- WPW	Business Analysis Update t/c with G. Saydah	0.50	237.50
4/29/2013	- SWM	Claims Administration and Objections Preliminary review of case information and filed claims to date	2.20	825.00
For professional services rendered			112.10	\$45,562.50
Expenses:				
3/1/2013-- 3/31/2013	ADM	Expense Rate Pacer - Public Record Search		5.60
4/1/2013-- 4/30/2013	ADM	Expense Rate Telephone expense April 2013, ETG		2.72

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			<u>Amount</u>
4/3/2013	- WPW	Expense Rate Amtrak PHL-NYP for meeting with Debtors	161.00
	- WPW	Expense Rate Taxi from KDW office to Penn Station	13.10
	- WPW	Expense Rate Amtrak NYP-PHL following mtg with Debtors' counsel	145.00
	- WPW	Expense Rate Parking at 30th St Station for Conexant mtg in NYC	28.00
4/5/2013	- RW	Expense Rate LoopNet data for Lease Rates (used to validate sublease damage claims)	95.89
4/10/2013	- ETG	Expense Rate Document reproduction for supporting documents for plan proposal analysis	1.60
4/19/2013	- WPW	Mileage Expense Nat'l Harbor to Wilmington R/T for Disclosure Statement hearing	129.95
	- WPW	Expense Rate Tolls Nat'l Harbor to Wilmington R/T for Disclosure Statement hearing	20.00
Total expenses			<u>\$602.86</u>
Total amount of this bill			<u><u>\$46,165.36</u></u>