

such person in connection with these chapter 11 cases, or have any relationship with any such person, their attorneys or accountants that would be adverse to the Debtors or their estates.

As part of its customary practice, the Firm is retained in cases, proceedings and transactions involving many different parties, some of whom may represent or be employed by the Debtors, claimants, and parties in interest in these chapter 11 cases.

Neither I nor any member of, or professional employed by, the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than the members and employees of the Firm.

Neither I, nor any partner, counsel or associate of the Firm, insofar as I have been able to ascertain upon reasonable inquiry, holds or represents any interest adverse to the Debtors or their estates with respect to the matters upon which this Firm is to be employed.

As of the Petition Date, the Debtors owed the Firm \$284.40 for prepetition services and expenses, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532.

As of February 28, 2013, which was the date on which the Debtors commenced these chapters 11 case, the Firm was party to an engagement or services agreement with the Debtors. As the engagement agreement includes material terms directly related to ongoing matters, the Firm will make the engagement agreement available to appropriate parties upon request and the execution of a mutually agreeable nondisclosure agreement.²

In the ordinary course of its business, the Firm maintains a database for purposes of performing "conflict checks." The Firm's database contains information regarding the Firm's present and past representations. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I

² Should the Court wish to examine the engagement agreement, the Firm will move to file it under seal.

caused to be obtained a list of the entities identified in Rule 2014(a) from counsel to the Debtors for purposes of searching the aforementioned database and determining the connection(s) which the Firm has with such entities. A true and correct copy of this list is attached hereto as Exhibit A. The Firm's search of the database identified the connections identified below. Based upon this research, I have determined that OMM has in the recent past represented or currently represents certain of the Debtors' creditors, affiliates of the Debtors' creditors, professionals and other parties in interest in matters unrelated to the Debtors or these chapter 11 proceedings. Specifically, the Firm currently represents or has recently represented ABM Industries, ACE, Arrow Electronics, Inc., Bank of New York Mellon, Blue Cross of California, Dell, Hewlett-Packard, IBM, Jazz Semiconductor, Jones Lang LaSalle/LaSalle Investment Management, Lenovo Group, Lexington Insurance, Samsung/Samsung Electronics, Silicon Valley Bank, Soros Fund Management, Synopsis, Inc. and Wells Fargo (collectively, the "Parties-in-Interest") on matters that are unrelated to the Debtors' cases and unrelated to any of the matters on which the Firm is to represent the Debtors. Further, the Firm has in the past, may currently, and will likely in the future be working with or against other professionals involved in this case in matters wholly unrelated to the Debtors' chapter 11 cases. To the best of my knowledge, the matters on which the Firm represents the Parties-in-Interest do not involve or implicate any interest adverse to the Debtors or their estates or any matter on which the Firm will represent the Debtors. In addition, to the best of my knowledge, there is no potential conflict of interest under the applicable rules of professional conduct in representing the Parties-in-Interest, and this representation is disclosed herein out of an abundance of caution. To the extent that a potential conflict of interest arises with respect to representation of any of the Parties-in-Interest, the Firm will either obtain an appropriate waiver of the conflict or refer the matter to alternative counsel.

If at any time during the period of its employment, the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit, as necessary.

[signature page follows]

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this affidavit was executed on May 29, 2013, at Newport Beach, California.



Name: Mark Peterson
Title: Partner

STATE OF CALIFORNIA

COUNTY OF ORANGE

Subscribed and sworn to (or affirmed) before me on this 29th day of May 2013, by Michele R. Rivotuso, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

(seal)

Signature

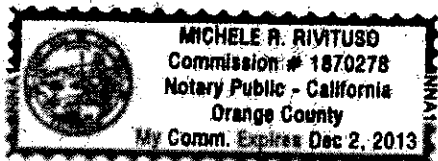
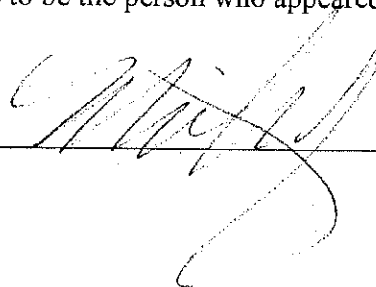


EXHIBIT A

Conexant List

Debtor Affiliates

Brooktree Broadband Holding, Inc.
Conexant Broadband Communications (Shanghai) Co. Ltd.
Conexant Broadband Communications (Shenzhen) Co. Ltd.
Conexant CF, LLC
Conexant Digital Television (Chengdu) Co., Ltd.
Conexant Foreign Sales Corporation
Conexant Holdings, Inc.
Conexant Korea Ltd
Conexant Systems (Japan) Company Ltd.
Conexant Systems Asia Pacific Limited
Conexant Systems Germany GmbH
Conexant Systems Private Ltd.
Conexant Systems Singapore Pte. Ltd
Conexant Systems Taiwan Co. Ltd.
Conexant Systems UK Limited
Conexant Systems Worldwide, Inc
Conexant Systems, Inc.
Conexant, Inc.
Gold Holdings, Inc.

Banks

Comerica
Silicon Valley Bank
Banks Wells Fargo

Indenture Trustees

Bank of New York Mellon Trust Co. NA, The

Insurers

ACE
Arch [Insurance]
FCIA Management Co.
Federal Insurance
Lexington Insurance
Risk Specialists Cos.
Travelers
Travelers Property Casualty

Landlords

4000 MacArthur LP
Boston Properties LP
Cornerstone Office Center LLC
Cushman Wakefield
ELPF Scranton Road LP
Jones Lang LaSalle
La Société Civile Immobilière
PRES-4340 Von Karman LP
Uptown Newport LP

Litigants

Advanced Processor Technologies (APT)
Analog Devices Inc.
Boeing Co., The
Dawson, Christopher
Dawson, Debra
Fan, Xin
Innovative Communications LLC
Konica-Minolta
Meyer Properties
Pacific Club, The
Telecomm Innovations
TiVo Inc.

Noteholders

QP SFM Holdings Ltd.
Soros Capital Management
Soros Fund Management LLC

Officers and Directors

Artusi, Daniel
Balakrishnan, S. Iyer
Bendush, William E.
Bilodeau, Steven J.
Boulanger, Jasmina
Chittipedi, Sailesh
Cremens, Charles
Decker, Dwight W.
Diekroeger, Ken
Dominik, David
Elbaz, Michael
Farrill, F. Craig
Gallagher, Dennis
Hu, Jean
Knoll, John
Levan, Randolph
Massengill, Matthew E.
Mercer, Scott
Mercer, Scott D.
Mills, Carl
Peterson, Mark
Rappaport, Andy
Scherp, Christian
Stead, Jerre L
Tedla, Solomon
Walker, David

Professionals

Akin Gump Strauss Hauer & Feld LLP
Alvarez & Marsal
Blackstone
BMC Group Inc.
Huntley Mullaney Spargo & Sullivan Inc.
Joele Frank

Rule 2002

Bank of NY Mellon Trust Co. NA
Comerica Bank
Delaware Division of Revenue, State of
Delaware Secretary of State, Division of
Corporations, Franchise Tax
Delaware Secretary of Treasury
Delaware State Attorney General
Delaware State Treasury
Eastman Kodak Co.
ELPF Scranton Road LP
Golden Gate Private Equity
IBM Corp.
Internal Revenue Service, Centralized Insolvency Operation
International Business Machines Corp.
Oracle
PRES-4340 Von Karman LP
QP SFM Capital Holdings Ltd.
Samsung Electronics Co. Ltd.
SAP America Inc.
Securities & Exchange Commission
Securities & Exchange Commission, New York Regional Office
Securities & Exchange Commission, Office of General Counsel-Bankruptcy
Securities & Exchange Commission, Secretary of the Treasury
STATS ChipPAC Ltd.
Stony Brook Associates LLC
Synopsys Inc.
TW Telecom Inc.
United State Attorney's Office, District of Delaware
United States Attorney General for Delaware
Office of United States Trustee
Uptown Newport LP

Shareholders

August Capital
Golden Gate Capital

Significant Customers

2001 Electronics Components Ltd.
Advanced Digital Broadcast SA
Alps Electronics Hong Kong Ltd
Arrow Electronics Inc.
Asian Information Technology Inc.
Avnet Embedded
Avnet Sunrise Ltd.
Cal-Comp Electronics (Thailand)
Cal-Comp Optical Electronics
Canon Engineering Hong Kong
Canon Engineering Hong Kong Co. Ltd.
Canon Korea Business Solution Inc.
Canon Vietnam Co. Ltd
Chipus Microeletronica Servicos de Engenharia
Elétrica Ltda.
Codigo GmbH
Consystem SRL

DSD Microtechnology
DTR Electronics Ltd.
EN ElectronicNetwork Hersfeld GmbH
EquipIC Supply Chain LLC
Excelpoint Systems (Pte) Ltd
Flextronics International
Flextronics Technologies
Flextronics Technology
Flextronics Technology (I) Pvt Ltd.
Foxxconn Technology Group
Fujitsu Technology Solutions GmbH
GJ Partners BV
GN Netcom AS
Hauppauge Digital Inc.
Hewlett-Packard Asia
Hon Hai Precision Industry Co. Ltd.
Humax Co. Ltd.
Jabil Vietnam Co. Ltd.
Kanematsu Corp.
Kanematsu Semiconductor
Lenovo Group
LG Electronics Inc.
LG Innotek Co. Ltd.
Metatech (S) Pte. Ltd
Metatech Ltd.
Motorola
Multi-Tech Systems
Optotel AS
Philips Electronics Hong Kong Ltd.
Pintarmas Sdn Bhd
Plantronics Inc.
Primax Electronics Ltd.
PTT Co. Ltd.
Radicom Research Inc.
Risco Ltd.
RTI Holdings Ltd.
Samsung
Samsung Electronics
Sanmina-Sci Corp.
Sennheiser
Sennheiser Communications AS
Sertek Inc.
Sertek Ltd.
Sindoh (China) Co. Ltd.
Taiwan Semiconductor Manufacturing Co. 8
Technocom Systems Sdn Bhd
Teco Image Systems Co. Ltd.
Tokyo Electron Device Ltd.
Universal Global Scientific
Universal Scientific Industrial
Unotel Co. Ltd.
USI Electronics (Shenzhen) Co. Ltd.
Verifone Inc.
Verifone Singapore Pte Ltd.
Via Design
Wong's Electronics Co. Ltd.

World Electric (Thailand) Ltd.
Zoom Telephonic Inc.
Zoom Telephonics

Significant Vendors

Advanced Semiconductor Engineering
American Express
Amkor Technology Inc.
Arm Ltd.
Blue Cross of California
Cadence Design Systems Inc.
Cass Information Systems Inc.
Computer Packages Inc.
Ernst & Young LLP
Grace Semiconductor
IBM Microelectronics
Jackson Walker LLP
Jazz Semiconductor
nVision Global Technology
Powertech Technology Inc.
San Diego Gas & Electric Co.
Sigurd Microelectronics Corp.
Silterra Malaysia Sdn Bhd
SMIC Beijing
STATS ChipPAC
Synopsys Inc.
Taiwan Semiconductor Manufacturing Co.
TargetCW
Test Advantage Capital
United Microelectronics Corp. (UMC Group)

Taxing Authorities

Arizona Department of Revenue
Boulder Department of Finance, Sales/Use Tax
Division (CO)
California Board of Equalization
California Franchise Tax Board
Colorado Department of Revenue
Delaware Secretary of State
Florida Department of Revenue
Illinois Department of Revenue
Illinois Department of Revenue, Retailer
Occupation Tax
Maryland Comptroller
Massachusetts Department of Revenue
New Jersey Division of Taxation, Revenue Processing Center
New Jersey Division of Taxation, Revenue Processing Center, Use Tax
Newport Beach, City of (CA)
North Carolina Department of Revenue
Orange County Treasurer (CA)
Oregon Department of Revenue
Pennsylvania Department of Revenue
San Diego City Treasurer (CA)
San Diego County Treasurer (CA)
South Coast Air Quality Management District
Texas Comptroller of Public Accounts

United States Department of the Treasury, Internal Revenue Service Center
Washington Department of Revenue

Top 30 Creditor Matrix

4000 MacArthur LP
ABM Engineering Services
Advanced Semiconductor Engineering
Amkor Technology Inc.
Arm Ltd.
Centerpointe Contractors
Crown Building Maintenance Co.
Dell Computer Corp.
Eastman Kodak
ELPF Scranton Road LP
Freebox
Global Testing Corp.
Grace Semiconductor
Hewlett-Packard Asia
Logitech Europe SA
Plantronics
Powertech Technology Inc.
PRES-4340 Von Karman LP
Samsung Electronics Co. Ltd.
San Diego Gas & Electric Co.
Sigurd Microelectronics Corp.
Silterra Malaysia Sdn Bhd
Stats Chippac Ltd.
Statschippac (BVI) Ltd.
Synopsys Inc.
Test Advantage Capital
TSMC North America
UMC Group (USA)
Verifone
Zoom Telephonics Inc.

Top 30 Unsecured Creditors

4000 Macarthur LP
Advanced Semiconductor Engineering
Amkor Technology Inc.
Audyssey Laboratories Inc.
Boston Properties LP
Cadence Design Systems Inc.
ELPF Scranton Road LP
Farjami & Farjami LLP
Global Testing Corp.
Grace Semiconductor
Greatek Electronics Inc.
IBM Microelectronics
IRS - Internal Revenue Service
Jackson Walker LLP
Jazz Semiconductor
MoreDirect Inc.
Powertech Technology Inc.
PRES-4340 Von Karman LP
SAP America Inc.
Sigurd Microelectronics Corp.

Silterra Malaysia Sdn Bhd
Stats Chippac Ltd.
Statschippac (BVI) Ltd.
Synopsys Inc.
Target Compiler Technologies Inc.
Test Advantage Capital
True Partners Consulting LLC
TSMC North America
UMC Group (USA)
Uptown Newport LP

US Trustee & Court Personnel

Buchbinder, David
Carey, Kevin J.
DeAngelis, Roberta A.
Dortch, Shakima L.
Fitzgerald, Judith K.
Giordano, Diane
Green, Christine
Gross, Kevin
Hackman, Benjamin
Heck, Jeffrey
Kenney, Mark
Klauder, David
Leamy, Jane
Murray, Tony
O'Malley, James R.
O'Neal, Lauren
Panacio, Michael
Patton, Tiara
Sarkessian, Juliet
Schepacarter, Richard
Shannon, Brendan L.
Sontchi, Christopher S.
Tinker, T. Patrick
Vinson, Ramona
Walrath, Mary F.
Walsh, Peter J.
West, Michael
Wynn, Dion