

**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
)	

**DECLARATION OF DISINTERESTEDNESS OF ASHBY & GEDDES PURSUANT
TO THE ORDER AUTHORIZING THE RETENTION AND COMPENSATION OF
CERTAIN PROFESSIONALS UTILIZED IN THE ORDINARY COURSE OF BUSINESS**

I, John G. Day, declare under penalty of perjury:

1. I am a Director of Ashby & Geddes, located at 500 Delaware Ave., 8th Floor, Wilmington, Delaware 19801 (the “*Company*”).

2. Conexant Systems, Inc. and certain of its affiliates, as debtors and debtors in possession (collectively, the “*Debtors*”), have requested that the Company provide intellectual property counsel services to the Debtors, and the Company has consented to provide such services.

3. The Company may have performed services in the past, may currently perform services and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. The Company does not perform services for any 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.

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

4. As part of its customary practice, the Company 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.

5. Neither I nor any principal, partner, director, officer, or professional employed by, the Company 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 principal and regular employees of the Company.

6. Neither I nor any principal, partner, director, officer, of or professional employed by, the Company, insofar as I have been able to ascertain, holds or represents any interest adverse to the Debtors or their estates with respect to the matter(s) upon which this Company is to be employed.

7. The Debtors owe the Company \$3,754.50 for prepetition services, the payment of which is subject to limitations contained in the United States Bankruptcy Code, 11 U.S.C. §§ 101-1532.

8. As of February 28, 2013, which was the date on which the Debtors commenced these chapter 11 cases, the Company was not party to an agreement for indemnification with certain of the Debtors.

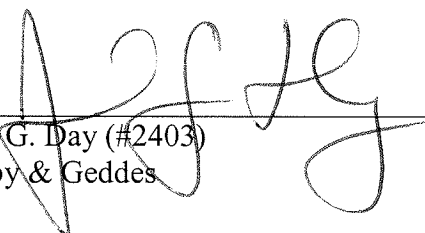
9. In the ordinary course of its business, the Company maintains a database for purposes of performing a check with respect to conflicts. The Company's database contains information regarding the Company's present and past representations. Pursuant to Bankruptcy Rule 2014(a), I obtained a list of the entities identified in Bankruptcy Rule 2014(a) from counsel to the Debtors for purposes of searching the aforementioned database and determining the connection(s) which the Company has with such entities. The Company's search of the database

identified the following connections: The Company recently represented Uptown Newport LP, a landlord, in connection with these chapter 11 cases and adverse to the Debtors, but the Company has now withdrawn from such representation, effective June 11, 2013. Additionally, please see Attachment 1 for the Company's unrelated current and former representations of entities listed on the master conflicts list provided to the Company by the Debtors' counsel.

10. The Company is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of that inquiry, or at any time during the period of its employment, if the Company should discover any facts bearing on the matters described herein, the Company will supplement the information contained in this Declaration.

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

Date: 6/12/, 2013



John G. Day (#2403)
Ashby & Geddes

ATTACHMENT 1

As a result of its review, Ashby & Geddes has discerned that it has in the past, presently or may in the future, represent the following individuals, entities or entities that are, or may be affiliates of the entities listed on the master conflicts list provided to Ashby & Geddes by the Debtors' bankruptcy counsel.

<u>Name</u>	<u>Current Unrelated</u>	<u>Former Unrelated</u>
Comerica Bank		X
Wells Fargo *	X	X
Bank of New York Mellon		X
Federal Insurance		X
Lexington Insurance	X	X
Travelers *	X	X
Travelers Property Casualty		X
Cushman & Wakefield	X	
TiVo Inc.		X
Akin Gump Strauss Hauer & Feld LLP		X
Blackstone		X
Dell Computer Corp. *		X
Eastman Kodak Co.		X
Hewlett-Packard Co.		X
Samsung Electronics Co. Ltd.		X
LG Electronics Inc.		X
Tokyo Electron Device Ltd. *		X
Synopsys Inc.		X
Arm Ltd.		X
Ernst & Young	X	X
IBM Corp.		X
Phillips Electronics Hong Kong Ltd. *	X	X
Canon *		X
Flextronics *		X
Fujitsu Technology Solutions *		X

* Denotes entities that may be affiliated with entities that Ashby & Geddes has in the past, present or may in the future represent in matters unrelated to the Debtors' chapter 11 cases.