

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

**THIRD MONTHLY FEE APPLICATION OF KLEHR HARRISON HARVEY
BRANZBURG LLP FOR PAYMENT OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM MAY 1, 2013 THROUGH MAY 31, 2013**

Name of Applicant:	<u>Klehr Harrison Harvey Branzburg LLP</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors-In-Possession</u>
Date of Retention:	<u>nunc pro tunc to Petition Date</u>
Period for which compensation and reimbursement is sought:	<u>May 1, 2013 through May 31, 2013</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$23,628.50</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$423.11</u>
This is a(n):	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final application

This is the **THIRD** monthly fee application filed in this case.

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.

Prior Applications:

Filed/Docket No.	Compensation Period	100% Fees	100% Expenses	Total
4/30/2013 DI No. 215	First February 28, 2013- March 31, 2013	\$75,314.00	\$634.00	\$75,948.00
5/23/2013 DI No. 261	Second April 1, 2013- April 30, 2013	\$71,611.00	\$1,177.03	\$72,788.03

TIME AND COMPENSATION BREAKDOWN

NAME OF PROFESSIONAL PERSON	POSITION/ NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Domenic Pacitti	Partner-Admitted to Bar 1987; Joined firm 2007	\$550.00	5.50	\$3,025.00
Michael Yurkewicz	Of Counsel-Admitted to Bar 1998; Joined firm 2004	\$400.00	41.50	\$16,600.00
Margaret M. Manning		\$375.00	0.50	\$187.50
Melissa Hughes	Paralegal	\$180.00	21.20	\$3,816.00
TOTALS			68.70	<u>\$23,628.50</u>
BLENDED RATE				<u>\$343.94</u>

COMPENSATION BY PROJECT CATEGORY

PROJECT CATEGORY	TASK CODES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Business Operations	BO	0.20	\$80.00
Executory Contracts/Lease	E	8.40	\$3,525.00
Fee Application/Monthly Billing	F	4.20	\$999.00
General Case Administration	G	11.80	\$3,555.50
Court Hearings	H	12.50	\$2,289.00
Plan of Reorganization	PO	17.80	\$7,660.00
Retention of Others	RO	13.80	\$5,520.00
TOTAL		68.70	<u>\$23,628.50</u>

EXPENSE SUMMARY

EXPENSE CATEGORY	SERVICE PROVIDER	TOTAL COMPENSATION
Photocopying	In House	\$103.70
Express Delivery	FedEx	\$5.00
Travel		\$12.50
Meals		\$284.00
Conference Call Charges		\$17.91
TOTAL		<u>\$423.11</u>

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**THIRD MONTHLY FEE APPLICATION OF
KLEHR HARRISON HARVEY BRANZBURG LLP
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT
OF EXPENSES AS CO-COUNSEL TO THE DEBTORS
FOR THE PERIOD FROM MAY 1, 2013 THROUGH MAY 31, 2013**

Klehr Harrison Harvey Branzburg LLP ("Klehr Harrison"), co-counsel to Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "Debtors"), hereby submits its third monthly application (the "Application") for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq., as amended (the "Bankruptcy Code") granting it interim compensation and reimbursement of expenses for the period from May 1, 2013 through May 31, 2013. In support hereof, Klehr Harrison respectfully represents as follows:

**I. JURISDICTION, VENUE AND STATUTORY
PREDICATES FOR RELIEF SOUGHT**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B). Venue of this proceeding and this

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.

Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

II. BACKGROUND

2. On February 28, 2013 (the "Petition Date"), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the management of its businesses and operation of its properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. In accordance with the provisions of section 1102(b) of the Bankruptcy Code, on March 8, 2013, the United States Trustee appointed an official committee of unsecured creditors (the "Committee") in the Debtor's case.

4. On April 11, 2013, this Court entered an Order [Docket No. 167] approving the retention of Klehr Harrison as co-counsel to the Debtors, *nunc pro tunc* to the Petition Date. A true and correct copy of the retention order is attached hereto as Exhibit "A".

5. Klehr Harrison has continuously rendered services on behalf of the Debtors for the period from May 1, 2013 through May 31, 2013 (the "Compensation Period"), totaling 68.70 hours of professional time.

6. Attached hereto as Exhibit "B" is a full and detailed statement describing the professional services rendered by each Klehr Harrison attorney and paraprofessional during the Compensation Period.

7. The total sum due to Klehr Harrison for professional services rendered on behalf of the Debtors for the Compensation Period is \$23,628.50. Klehr Harrison submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

8. Klehr Harrison also expended costs on behalf of the Debtor in the sum of \$423.11 during

the Compensation period. Attached hereto as Exhibit "C" is an itemized list of expenses incurred during the compensation period. In accordance with Local Bankruptcy Rule 2016-2(e)(iii), the line designated "Photocopying" represents in-house copying based on a cost of \$0.10 per page.

9. Klehr Harrison accordingly seeks allowance of the sum of \$23,628.50 in fees and \$423.11 in expenses, for a total of \$24,051.61.

The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements.

WHEREFORE, Klehr Harrison hereby requests: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtors in the sum of \$23,628.50 and reimbursement of actual and necessary expenses incurred in the sum of \$423.11 for the period from May 1, 2013 through May 31, 2013; (ii) payment in the total amount of \$19,325.91, representing 80% of the total fees (\$18,902.80) billed and 100% of the expenses (\$423.11) incurred during the Application Period, as provided under the Interim Compensation Order; and (iii) such other relief as this Court deems just and proper.

Dated: June 24, 2013
Wilmington, Delaware

/s/ Domenic E. Pacitti

Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
KLEHR HARRISON HARVEY
BRANZBURG LLP
919 N. Market Street, Suite 1000
Wilmington, Delaware 19801
Telephone: (302) 426-1189
Facsimile: (302) 426-9193

- and -

Morton Branzburg (admitted *pro hac vice*)
1835 Market Street, Suite 1400
Philadelphia, Pennsylvania 19103
Telephone: (215) 569-2700
Facsimile: (215) 568-6603

- and -

Paul M. Basta (admitted *pro hac vice*)
Joshua A. Sussberg (admitted *pro hac vice*)
Christopher T. Greco (admitted *pro hac vice*)
KIRKLAND & ELLIS LLP
601 Lexington Avenue
New York, New York 10022-4611
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

Co-Counsel to the Debtors and Debtors in Possession