

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

In re:

CONEXANT SYSTEMS<sup>1</sup>,

Debtors.

Chapter 11

Case No. 13-10367 (MFW)

Jointly Administered

Related DI 262-2, 297

**OBJECTION AND RESERVATION OF RIGHTS OF MICROSOFT TO  
POTENTIAL ASSUMPTION OF EXECUTORY CONTRACTS AND CURE  
AMOUNTS**

Microsoft Corporation, a Washington corporation, and its wholly-owned affiliate, Microsoft Licensing, GP (collectively “Microsoft”), as parties in interest in the above-captioned Chapter 11 cases, hereby object to *Notice of (A) Executory Contracts and Unexpired Leases To Be Assumed by the Debtors Pursuant to the Plan; (B) Cure Amounts, if Any; and (C) Related Procedures in Connection Therewith*, and the assumption of its executory contracts by Debtors and their assignment to Conexant OpCo, s follows:

1. Microsoft and the Debtors are parties to licenses and agreements. Debtors do not “own” the Microsoft licensed software; rather, the software is copyrighted material that Debtors have licensed from Microsoft.

2. The Debtors filed Exhibit D to the First Supplement to Plan Supplement (Dkt. 262-2) on May 24, 2013, which designates forty-eight (48) licenses and agreements with Microsoft among the executory contracts to be assumed and assigned. It leaves the “Cure Amount” blank. The list of the 48 licenses and agreements is attached as Exhibit A.

3. Microsoft objects to the assumption and assignment of its licenses and agreements.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of their respective federal employer identification numbers, 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, Irvine, California 92614.

4. Microsoft will communicate with Debtors and their counsel in an effort to resolve Microsoft's objections.

Dated: June 26, 2013  
Wilmington, Delaware

BROWN STONE NIMEROFF LLC

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