

**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
)	Objection Deadline: August 2, 2013 at 4:00 p.m.
)	Hearing Date: Only if objections timely filed

NOTICE OF APPLICATION

Kirkland & Ellis LLP has filed its Second Monthly Application for Payment of Compensation and Reimbursement of Expenses (the “Application”), which seeks the approval and payment of fees and expenses incurred as co-counsel to the Debtors for the period from April 1, 2013 through April 30, 2013 seeking payment of fees and reimbursement of expenses.

The Application is submitted pursuant to the Administrative Order Establishing Procedures for Interim Monthly Compensation of Professionals (Docket No. 168) (the “Administrative Order”).

You are required to file a response, if any, to the Application on or before **August 2, 2013 at 4:00 P.M. (ET)**.

At the same time, you must also serve a copy of the response upon the following:

Dennis Gallagher, Esquire Conexant Systems, Inc. 4000 MacArthur Blvd. Newport Beach, CA 92660	Joshua A. Sussberg, Esquire Kirkland & Ellis LLP 601 Lexington Avenue New York, NY 10022
Domenic E. Pacitti, Esquire Klehr Harrison Harvey Branzburg LLP 919 Market Street, Suite 1000 Wilmington, Delaware 19801	Michael S. Stamer, Esquire Akin Gump Strauss Hauer & Feld LLP One Bryant Park New York, NY 10036
Chris L. Dickerson, Esquire DLA Piper 203 North LaSalle Street Suite 1900 Chicago, IL 60601	Tiara Patton, Esquire The Office of the United States Trustee for the District of Delaware 844 King Street, Suite 2207, Lockbox 35 Wilmington, DE 19801
Robert L. Eisenbach III, Esquire Cooley LLP 101 California Street, 5 th Floor San Francisco, CA 94111-5800	James S. Carr, Esquire Kelley Drye & Warren LLP 101 Park Avenue New York, NY 10178

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.

Kevin J. Mangan, Esquire Womble Carlyle Sandridge & Rice LLP 222 Delaware Avenue, Suite 1501 Wilmington, DE 19801	
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IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THEN 80% OF THE FEES AND 100% OF THE EXPENSES REQUESTED IN THE APPLICATION MAY BE PAID PURSUANT TO THE ADMINISTRATIVE ORDER WITHOUT FURTHER NOTICE, HEARING, OR ORDER OF THE COURT.

IF A TIMELY OBJECTION IS FILED AND SERVED, THEN PAYMENT WILL BE MADE IN ACCORDANCE WITH THE PROCEDURES SET FORTH IN THE ADMINISTRATIVE ORDER AND A HEARING WILL BE HELD.

Dated: July 12, 2013
Wilmington, Delaware

/s/ Michael W. Yurkewicz

Domenic E. Pacitti (DE Bar No. 3989)
Michael W. Yurkewicz (DE Bar No. 4165)
KLEHR HARRISON HARVEY
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- and -

Paul M. Basta (admitted *pro hac vice*)
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Christopher T. Greco (admitted *pro hac vice*)
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Co-Counsel to the Debtors and Debtors in Possession

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

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In re:)	Chapter 11
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CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹)	Case No. 13-10367 (MFW)
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Debtors.)	Jointly Administered
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)	Hearing Date: Only if objections are timely filed
)	Objection Date: August 2, 2013 at 12:00 p.m. (ET)

**SUMMARY OF SECOND MONTHLY FEE
APPLICATION OF KIRKLAND & ELLIS LLP
FOR ALLOWANCE OF COMPENSATION FOR SERVICES
RENDERED AND FOR REIMBURSEMENT OF EXPENSES
AS ATTORNEYS FOR THE DEBTORS AND DEBTORS IN POSSESSION
FOR THE PERIOD FROM APRIL 1, 2013 THROUGH APRIL 30, 2013**

Name of Applicant:	<u>Kirkland & Ellis LLP (“K&E”)</u>
Authorized to Provide Professional Services to:	<u>Debtors and Debtors in Possession</u>
Date of Retention:	<u><i>Nunc pro tunc</i> to February 28, 2013²</u>
Period for which compensation and reimbursement are sought:	<u>April 1, 2013 through April 30, 2013 (the “<i>Fee Period</i>”)</u>
Amount of Compensation sought as actual, reasonable and necessary:	<u>\$468,554.00³</u>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	<u>\$16,817.70</u>
Prior Applications Filed:	<u>None</u>
This is a(n): <input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final application.	

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 1901 Main Street, Irvine, California 92614.

² See *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date*, entered on April 11, 2013 [Docket No. 171].

³ Pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 11, 2013 [Docket No. 168], K&E will, in the absence of any objection to this application, be entitled to payment of 80% of the fees incurred during the Fee Period totaling \$374,843.20, and 100% of its expenses, totaling \$16,817.70.

Professional Compensation

Name of Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation (\$)
Matthew J Antinossi	Partner	1999	Employee Benefits	810.00	0.40	\$324.00
Samantha Good	Partner	1997	Corporate	970.00	1.80	\$1,746.00
Stephen C Hackney	Partner	1997	Litigation	840.00	3.60	\$3,024.00
Edward B Holzwanger	Partner	2004	Labor	755.00	0.50	\$377.50
Vicki V Hood	Partner	1977	Employee Benefits	1,025.00	1.20	\$1,230.00
Ellen M Jakovic	Partner	1985	Litigation	920.00	6.50	\$5,980.00
Sarah Jordan	Partner	2002	Litigation	1,010.00	4.20	\$4,242.00
Fredrich Lim	Partner	2005	Corporate	755.00	1.10	\$830.50
Bernd Meyer-Loewy	Partner	1997	Restructuring	935.00	2.30	\$2,150.50
Joshua A Sussberg	Partner	2004	Restructuring	815.00	49.00	\$39,935.00
Paul D Tanaka	Partner	2000	Environment	780.00	8.70	\$6,786.00
Lucy Anderson	Associate	2011	Restructuring	620.00	6.20	\$3,844.00
Florian Bruder	Associate	2003	Restructuring	540.00	6.40	\$3,456.00
Victoria Cole	Associate	2013	Restructuring	495.00	73.30	\$36,283.50
Ryan Dattilo	Associate	2011	Restructuring	565.00	52.80	\$29,832.00
Robert Earles	Associate	2012	Litigation	430.00	10.60	\$4,558.00
Stefanie I Gitler	Associate	2009	Environment	630.00	5.70	\$3,591.00
Christopher T Greco	Associate	2007	Restructuring	715.00	91.60	\$65,494.00
Adam Kidane	Associate	2008	Litigation	730.00	7.50	\$5,475.00
Mary Kogut	Associate	2009	Corporate	630.00	0.50	\$315.00
Melissa Koss	Associate	2011	Restructuring	565.00	40.60	\$22,939.00
Iben Madsen	Associate	2009	Restructuring	730.00	0.50	\$365.00
Victor Noskov	Associate	2013	Restructuring	430.00	141.90	\$61,017.00
Joseph Pack	Associate	2010	Restructuring	630.00	175.40	\$110,502.00
Anne Raven	Associate	2012	Litigation	430.00	8.50	\$3,655.00
Brian Raynor	Associate	2012	Corporate	430.00	2.90	\$1,247.00
Andrea Weintraub	Associate	2013	Restructuring	430.00	20.90	\$8,987.00
Eric White	Associate	2012	Litigation	430.00	5.70	\$2,451.00
Peter J Wozniak	Associate	2007	Litigation	715.00	31.40	\$22,451.00
Totals for Attorneys					761.70	\$453,088.00

Paraprofessional Compensation

Name of Paraprofessional Person	Position	Year(s) at Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation (\$)
Beth Friedman	Legal Assistant	27	Restructuring	335.00	22.90	\$7,671.50
Jacob Goldfinger	Legal Assistant	11	Corporate	305.00	18.30	\$5,581.50
Robert Orren	Legal Assistant	3.5	Corporate	275.00	7.00	\$1,925.00
Stephanie D Frye	Other	5	Admin Services	255.00	0.80	\$204.00
Linda A Scussel	Other	9	Admin Services	280.00	0.30	\$84.00
Totals for Paraprofessionals					49.30	\$15,466.00

Compensation By Matter

Matter Number	Matter Description	Total Billed Hours	Total Fees Requested
9	Automatic Stay Issues/Relief from Stay	4.30	\$2,429.50
10	Business Operations	38.00	\$20,382.50
11	Employee Issues	32.40	\$20,265.00
13	Case Administration	14.10	\$7,046.00
14	Claims Administration and Objections	31.60	\$17,873.00
15	Corporate Governance/Securities Law	11.50	\$6,362.00
16	Creditors Committee	23.90	\$14,728.00
17	DIP Financing/Cash Collateral/Cash Mgmt.	13.00	\$8,367.50
18	Executory Contracts and Real Property	238.10	\$130,322.00
19	Fee and Employment Applications - K&E	31.60	\$14,677.00
20	Fee and Employment Applications - Other	16.70	\$7,631.00
21	Hearings	92.30	\$58,594.00
22	Insurance	4.00	\$1,876.00
23	Plan, Disclosure Statement, Confirmation	231.80	\$139,813.50
24	Schedules and SOFAs	0.50	\$279.50
26	Travel Time	3.60	\$2,804.00
27	Utilities	0.50	\$215.00
28	Taxes	1.20	\$678.00
29	Foreign Operations and Proceedings	21.90	\$14,210.50
Totals for All Matters		811.00	\$468,554.00
Blended Rate			\$577.74

Expense Summary

Service Description	Amount
Third Party Telephone Charges	\$506.73
Standard Copies or Prints	\$763.40
Color Copies or Prints	\$209.00
Scanned Images	\$70.30
Postage	\$11.69
Outside Messenger Services	\$28.20
Local Transportation	\$345.50
Travel Expense	\$900.00
Airfare	\$1,888.48
Transportation to/from Airport	\$1,496.01
Travel Meals	\$234.01
Catering Expenses	\$216.00
Outside Retrieval Service	\$2,816.81
Computer Database Research	\$6,399.40
Overtime Transportation	\$628.83
Overtime Meals - Non-Attorney	\$12.00
Overtime Meals - Attorney	\$265.30
Document Services Overtime	\$26.04
Total	\$16,817.70

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Debtors.)	Jointly Administered
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)	Hearing Date: Only if objections are timely filed
)	Objection Date: August 2, 2013 at 12:00 p.m. (ET)

**SECOND MONTHLY FEE APPLICATION
OF KIRKLAND & ELLIS LLP FOR ALLOWANCE
OF COMPENSATION FOR SERVICES RENDERED
AND FOR REIMBURSEMENT OF EXPENSES AS ATTORNEYS
FOR THE DEBTORS AND DEBTORS IN POSSESSION FOR THE
PERIOD FROM APRIL 1, 2013 THROUGH APRIL 30, 2013**

Kirkland & Ellis LLP (“**K&E**”), attorneys for Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), submits this second monthly fee application (the “**Application**”)² for the period from April 1, 2013 through April 30, 2013 (the “**Fee Period**”), seeking interim payment of compensation for fees and expenses in the total amount of \$391,660.90 consisting of: (a) \$374,843.20, which is 80% of the fees incurred for reasonable and necessary professional services rendered by K&E during the Fee Period; and (b) \$16,817.70 for the actual and necessary

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² The Debtors submit this Application pursuant to sections 330 and 331 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “**Local Rules**”), the *Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date* entered on April 11, 2013 [Docket No. 171] (the “**Retention Order**”) and the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, entered on April 11, 2013 [Docket No. 168] (the “**Interim Compensation Order**”).

costs and expenses that K&E incurred during the Fee Period. In support of this Application, K&E respectfully states as follows:

Reasonable and Necessary Services K&E Rendered During The Fee Period

1. This is the second monthly application for interim compensation that K&E has filed in these chapter 11 cases. The K&E attorneys who rendered professional services during the Fee Period are:

Name of Professional Person	Position	Year Admitted	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation (\$)
Matthew J Antinossi	Partner	1999	Employee Benefits	810.00	0.40	\$324.00
Samantha Good	Partner	1997	Corporate	970.00	1.80	\$1,746.00
Stephen C Hackney	Partner	1997	Litigation	840.00	3.60	\$3,024.00
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Paul D Tanaka	Partner	2000	Environment	780.00	8.70	\$6,786.00
Lucy Anderson	Associate	2011	Restructuring	620.00	6.20	\$3,844.00
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Stefanie I Gitler	Associate	2009	Environment	630.00	5.70	\$3,591.00
Christopher T Greco	Associate	2007	Restructuring	715.00	91.60	\$65,494.00
Adam Kidane	Associate	2008	Litigation	730.00	7.50	\$5,475.00
Mary Kogut	Associate	2009	Corporate	630.00	0.50	\$315.00
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Peter J Wozniak	Associate	2007	Litigation	715.00	31.40	\$22,451.00
Totals for Attorneys					761.70	\$453,088.00

2. The K&E paraprofessionals who rendered professional services during the Fee Period are:

Name of Paraprofessional Person	Position	Year(s) at Position	Department	Hourly Billing Rate	Total Billed Hours	Total Compensation (\$)
Beth Friedman	Legal Assistant	27	Restructuring	335.00	22.90	\$7,671.50
Jacob Goldfinger	Legal Assistant	11	Corporate	305.00	18.30	\$5,581.50
Robert Orren	Legal Assistant	3.5	Corporate	275.00	7.00	\$1,925.00
Stephanie D Frye	Other	5	Admin Services	255.00	0.80	\$204.00
Linda A Scussel	Other	9	Admin Services	280.00	0.30	\$84.00
Totals for Paraprofessionals					49.30	\$15,466.00

3. During the Fee Period, K&E advised and represented the Debtors in connection with the operation of their businesses and all other matters arising from the performance of their duties as debtors in possession. As described herein, K&E prepared various pleadings, motions and other documents submitted to this Court for consideration, appeared before this Court during hearings and performed all of the other professional services described in this Application.

4. During the Fee Period, K&E professionals and paraprofessionals expended a total of 811.00 hours working on these chapter 11 cases.³ The total reasonable value of such services equals \$468,554.00. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, K&E believes the amount of fees requested is fair and reasonable given: (a) the complexity of these chapter 11 cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services to the Debtors and their estates; and (e) the costs of comparable services other than in a case under chapter 11 of the Bankruptcy Code. To the best of K&E's knowledge, this Application complies with sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Guidelines for Reviewing Applications for Compensation & Reimbursement of Expenses Filed Under 11 U.S.C. § 330 (the "*U.S. Trustee*

³ Attached hereto as **Exhibit A** is a detailed and itemized description of the services K&E rendered during the Fee Period, which, (a) identifies the individuals who rendered services in each subject matter (as discussed in more detail herein), (b) describes each activity or service that each individual performed and (c) states the number of hours (in increments of one-tenth of an hour) spent by each individual providing such services.

Guidelines”), Local Rule 2016-2, the Retention Order and the Interim Compensation Order.

**Reasonable and Necessary Services Rendered
by K&E During the Fee Period — Categorized by Matter**

5. The following are summaries of the significant professional services that K&E rendered during the Fee Period, organized in accordance with K&E’s internal system of project and work codes by subject matter.

a. Matter 9 — Automatic Stay Issues

(Fees: \$2,429.50; Hours: 4.30)

6. This subject matter includes legal services rendered in connection with enforcement of the automatic stay on behalf of the Debtors. Specifically, K&E attorneys: (a) conducted legal research pertaining to Comerica Bank’s ability to obtain relief from the automatic stay and draw on its letter of credit; (b) drafted a consent order regarding Comerica Bank’s motion; and (c) coordinated communications with counsel to the Debtors’ key stakeholders, including the Debtors’ sole prepetition secured lender, QP SFM Capital Holdings Limited, an entity managed by Soros Fund Management LLC (the “*Secured Lender*”) and the official committee of unsecured creditors (the “*Creditors’ Committee*”) regarding issues pertaining thereto.

b. Matter 10 — Business Operations

(Fees: \$20,382.50; Hours: 38.00)

7. This subject matter includes legal services rendered in connection with the Debtors’ general day-to-day business operations and ordinary course transactions, including discussions with key vendors and suppliers. Specifically, K&E attorneys: (a) corresponded and coordinated with the Debtors’ vendors, including the Debtors’ foreign vendors and utilities providers, regarding operational issues and (b) corresponded and coordinated with the Debtors’

management team to facilitate an efficient transition into chapter 11, stabilize business operations and comply with chapter 11 operational requirements.

c. Matter 11 — Employee Issues

(Fees: \$20,265.00; Hours: 32.40)

8. This subject matter includes legal services rendered with respect to various employee issues. Specifically, K&E attorneys: (a) corresponded with employees regarding questions and concerns with respect to these chapter 11 cases; (b) researched, analyzed and corresponded with the Debtors' management regarding legal issues regarding employee severance and the payment of accrued wages and related benefits; and (c) reviewed and revised pleadings related thereto.

d. Matter 13 — Case Administration

(Fees: \$7,046.00; Hours: 14.10)

9. This subject matter includes services rendered in connection with the orderly administration of the Debtors' chapter 11 cases. Specifically, K&E attorneys and paraprofessionals: (a) reviewed and monitored the Court's docket, related pleadings and correspondence; (b) prepared case calendars and various task lists; (c) conducted team meetings and conferred with the Debtors regarding various task lists and pending matters; and (d) coordinated case management tasks among internal K&E team members, the Debtors' co-counsel and other retained professionals.

e. Matter 14 — Claims Administration and Objections

(Fees: \$17,873.00; Hours: 31.60)

10. This subject matter includes legal services rendered in connection with the claims administration and objection process. Specifically, K&E attorneys: (a) coordinated with the U.S. Trustee to revise the bar date order; (b) prepared and published bar date publication notice;

(c) corresponded with the Debtors' advisors regarding potential environmental claims; (d) analyzed dischargeability issues related thereto; and (e) coordinated and corresponded with the Debtors' and their retained professionals regarding the validity of certain claims filed in these chapter 11 cases.

f. Matter 15 - Corporate Governance/Securities Law

(Fees: \$6,362.00; Hours: 11.50)

11. This subject matter includes legal services rendered in connection with correspondence with the Debtors' board of directors and with issues arising in relation to the Debtors' corporate governance. Specifically, K&E attorneys convened meetings with Conexant's board of directors to discuss the status of the chapter 11 cases.

g. Matter 16 — Creditors' Committee

(Fees: \$14,728.00; Hours: 23.90)

12. This subject matter includes legal services rendered in connection with correspondence with general unsecured creditors and the Creditors' Committee. Specifically, K&E attorneys: (a) corresponded with the Creditors' Committee regarding various diligence requests; (b) corresponded and negotiated with the Creditors' Committee's advisors regarding changes to certain second day orders; and (c) corresponded and negotiated with the Creditors' Committee's advisors to discuss and negotiate the Debtors' proposed plan of reorganization, disclosure statement and eventual global settlement with the Secured Lender, the Creditors' Committee and the Debtors' landlords (the "*Global Settlement*").

h. Matter 17 — DIP financing - Cash Collateral - Cash Management

(Fees: \$8,367.50; Hours: 13.00)

13. This subject matter includes legal services rendered in connection with securing the Debtors' debtor in possession financing ("*DIP Financing*").

i. Matter 18 — Executory Contracts and Real Property

(Fees: \$130,322.00; Hours: 238.10)

14. This subject matter includes legal services related to analyzing the Debtors' executory contracts and unexpired real property leases. Specifically, K&E attorneys: (a) evaluated potential savings, damages and other legal effects of assuming and/or rejecting executory contracts or unexpired leases; (b) researched legal issues pertaining to the rejection of certain of the Debtors' unexpired leases; (c) engaged in discussions with certain of the Debtors' landlords and contract counterparties; (d) prepared for litigation and engaged in negotiations with certain of the Debtors' landlords and other key stakeholders regarding the rejection of the Debtors' office leases, resulting in a consensual resolution [Docket No. 255] (e) negotiated the terms of a lease for additional warehouse space; and (f) drafted and filed a motion to enter into a new warehouse lease [Docket No. 173], which motion was approved by the Court on April 19, 2013 [Docket No. 205].

j. Matter 19 — Fee and Employment Applications - K&E

(Fees: \$14,677.00; Hours: 31.60)

15. This subject matter includes legal services rendered in connection with the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys: (a) prepared the K&E's first monthly fee application [Docket No. 238] and (b) reviewed K&E's invoice to ensure compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the U.S. Trustee Guidelines.

k. Matter 20 — Fee and Employment Applications - Other

(Fees: \$7,631.00; Hours: 16.70)

16. This subject matter includes legal services rendered in connection with ensuring the retention of the Debtors' professionals in these chapter 11 cases. Specifically, K&E

attorneys: (a) worked closely with the Debtors and other professionals to assist in their retention under the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and applicable orders of the Court and (b) corresponded with the U.S. Trustee and certain professionals regarding the Debtors' proposed retention of certain professionals.

l. Matter 21 — Hearings

(Fees: \$58,594.00; Hours: 92.30)

17. This subject matter includes legal services rendered in connection with Court hearings to consider the Debtors' requested relief. Specifically, K&E attorneys: (a) prepared for and attended the second day hearing and the disclosure statement hearing; (b) prepared agendas, orders and binders in connection with the hearings; (c) prepared certifications of no objection and certifications of counsel with respect to uncontested matters; and (d) coordinated with local counsel regarding issues related thereto.

m. Matter 22 — Insurance

(Fees: \$1,876.00; Hours: 4.00)

18. This subject matter includes legal services rendered in connection with reviewing the Debtors' insurance policies. Specifically, K&E attorneys reviewed, analyzed and corresponded with various parties regarding the Debtors' insurance policies and related insurance coverage issues.

n. Matter 23 — Plan, Disclosure Statement, Confirmation

(Fees: \$139,813.50; Hours: 231.80)

19. This subject matter includes legal services rendered in connection with the Debtors' plan of reorganization and related disclosure statement. Specifically, K&E attorneys: (a) negotiated and corresponded with the U.S. Trustee regarding comments to the Debtors' plan of reorganization and disclosure statement, including issues related to exculpation and releases of

claims; (b) researched issues associated with the Debtors' proposed plan of reorganization; (c) drafted revisions to the plan of reorganization and disclosure statement; (d) negotiated the Global Settlement among the Secured Lender, the Creditors' Committee and certain of the Debtors' landlords; (e) incorporated the terms of the Global Settlement into the Plan; and (f) prepared solicitation materials and related notice.

o. Matter 26 — Travel Time

(Fees: \$2,804.00; Hours: 3.60)

20. This subject matter includes time that K&E attorneys spent traveling in connection with their representation of the Debtors. In accordance with the Local Rules, K&E billed the Debtors for one-half of the total time that K&E attorneys charged for non-working travel. As such, the amounts presented for review and payment reflect a voluntary reduction of one-half the charges for travel time.

p. Matter 28 — Taxes

(Fees: \$678.00; Hours: 1.20)

21. This subject matter includes legal services related to issues involving the Debtors' taxes. Specifically, K&E attorneys analyzed issues regarding potential tax advantages resulting from the Debtors' net operating losses.

q. Matter 29 — Foreign Operations and Proceedings

(Fees: \$14,210.50; Hours: 21.90)

22. This subject matter includes legal services related to various issues involving the Debtors' foreign subsidiaries, vendors and service providers. Specifically, K&E attorneys: (a) administered a bankruptcy filing in the United Kingdom (the "*U.K.*") and Germany and researched issues related thereto and (b) communicated with the U.K. and German administrator.

Actual and Necessary Expenses

23. The actual and necessary expenses that K&E incurred during the Fee Period total \$16,817.70.⁴ The basis for these rates is K&E's calculation of the actual cost of these services, which are intended to cover K&E's direct operating costs and cannot be incorporated into K&E's hourly billing rates. Only clients who actually use services of the types set forth in Matter 30 on **Exhibit A** are separately charged for such services. The effect of including such expenses as part of the hourly billing rates would impose that cost upon clients who do not require extensive photocopying and other facilities and services.

24. The time constraints imposed by the circumstances of these chapter 11 cases required K&E attorneys and other employees to expend resources and perform legal and other administrative services on behalf of the Debtors during evenings and on weekends. These services were essential to meet deadlines, timely respond to daily inquiries from various creditors and other stakeholders, satisfy the demands of the Debtors' businesses and ensure the orderly administration of the Debtors' estates. Consistent with K&E firm policy and as further disclosed in the K&E Retention Application, K&E attorneys and other employees who worked during such hours were reimbursed for their reasonable meal and transportation costs. K&E's regular practice is to not include components for those charges in overhead when establishing billing rates, but rather to charge its clients for these and all other out-of-pocket disbursements incurred during the regular course of providing legal services.

25. In addition, due to the location of the Debtors' businesses, creditors and stakeholders in relation to K&E's offices, frequent multi-party telephone conferences were

⁴ Included in **Exhibit A** is a detailed itemization and description of the disbursements that K&E made on the Debtors' behalf, which includes charges: (a) of \$0.10 per page for internal copying or printing charges; (b) for external copying at the provider's cost without markup; and (c) for computer research at the provider's cost without markup. These items are set forth in Matter 30 — Disbursements.

required, necessitating the use of telephone conferencing systems. On some occasions, overnight delivery of documents and other materials were required as a result of the exigencies and circumstances of these chapter 11 cases. The disbursements for such services are not included in K&E's overhead for the purpose of setting billing rates and K&E has made every effort to minimize its disbursements in these chapter 11 cases. The actual expenses incurred in providing professional services were necessary, reasonable and justified under the circumstances to serve the needs of the Debtors in these chapter 11 cases.

26. Also, K&E regularly reduces its expenses, particularly expenses related to travel. With respect to rail expenses, all travel by all individuals is billed at the coach class rate. With respect to hotel expenses, K&E has voluntarily capped all hotel charges incurred by each individual at \$300 per night.

Retention and Continuing Disinterestedness of K&E

27. Pursuant to the Retention Order, the Debtors were authorized to retain K&E as their legal counsel effective as of the Petition Date in connection with these chapter 11 cases and all related matters. In addition, the Interim Compensation Order authorizes the Debtors to compensate K&E in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines and such other procedures as may be fixed by order of the Court.

28. Except as otherwise disclosed in the *Declaration of Joshua A. Sussberg in Support of the Debtors' Application for the Entry of an Order Authorizing the Retention and Employment of Kirkland & Ellis LLP as Attorneys for the Debtors and Debtors in Possession Effective Nunc Pro Tunc to the Petition Date*, dated February 28, 2013, annexed as **Exhibit B** to the K&E Retention Application, to the best of K&E's knowledge, K&E does not hold or represent any interest adverse to the Debtors or their estates and is a disinterested person as

defined in section 101(14) of the Bankruptcy Code. Although K&E may have represented, may currently represent or in the future may represent parties in interest in connection with matters unrelated to the Debtors in these chapter 11 cases, K&E has disclosed its connections to parties in interest that it has been able to ascertain using reasonable efforts. If K&E becomes aware of material new information in this regard, K&E will file a supplemental declaration. During the Fee Period, K&E performed the services for which it is seeking compensation on behalf of or for the Debtors and their estates and not on behalf of any committee, creditor or other person.

29. Except as provided herein or in the K&E Retention Application, K&E has received no payment and no promises for payment from any source for services rendered or to be rendered in any capacity whatsoever in connection with these chapter 11 cases. In addition, pursuant to Bankruptcy Rule 2016(b), K&E has not shared, nor has K&E agreed to share (a) any compensation it received or may receive with any person other than with the partners, counsel and associates of K&E or (b) any compensation that has been, or may be, received by any other person or party.

Representations

30. Although every effort has been made to include all fees and expenses incurred during the Fee Period, some fees and expenses might not be included in this Application due to accounting processing delays. K&E reserves the right to make further application to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the U.S. Trustee Guidelines, the Interim Compensation Order and any other orders of the Court.

31. In summary, pursuant to this Application and in accordance with the Interim Compensation Order, K&E requests interim payment of compensation for fees and expenses in the total amount of \$391,660.90 consisting of: (a) \$374,843.20, which is 80% of the fees

incurred for reasonable and necessary professional services rendered by K&E during the Fee Period; and (b) \$16,817.70 for actual and necessary costs and expenses that K&E incurred during the Fee Period.

32. WHEREFORE, K&E requests that it be allowed reimbursement for its fees and expenses incurred during the Fee Period and that such fees and expenses be paid as administrative expenses of the Debtors' estates.

Dated: July 12, 2013
Wilmington, Delaware

/s/ Joshua A. Sussberg

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
Telephone: (212) 446-4800
Facsimile: (212) 446-4900

*Counsel to the Debtors
and Debtors in Possession*

**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

VERIFICATION OF JOSHUA A. SUSSBERG

1. I am a partner with the applicant firm, Kirkland & Ellis LLP (“**K&E**”), and have been admitted to appear before this Court *pro hac vice*.

2. I have personally performed or overseen many of the legal services rendered by K&E as general bankruptcy counsel to the above-captioned debtors and debtors in possession and am familiar with the work performed on behalf of the Debtors by the lawyers and other persons in K&E.

3. I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief.

4. I have reviewed the requirements of Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedures of the United States Bankruptcy Court for the District of Delaware and believe that the Application complies with Local Rule 2016-2.

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 1901 Main Street, Irvine, California 92614.

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

Dated: July 12, 2013

/s/ Joshua A. Sussberg

Joshua A. Sussberg

Partner

Kirkland & Ellis LLP

Exhibit A

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112089
Client Matter: 12754-9

In the matter of Automatic Stay Issues Relief from Stay

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 2,429.50
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 2,429.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Dattilo	4.30	565.00	2,429.50
TOTALS	4.30		\$2,429.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Ryan Dattilo	.80	Revise Comerica lift stay consent order (.6); correspond with Akin re same (.2).
4/02/13	Ryan Dattilo	.30	Correspond with P. Duhig re Comerica lift stay consent order (.2); correspond with Soros re same (.1).
4/03/13	Ryan Dattilo	.50	Correspond with Soros re Comerica relief from stay consent order (.2); review comments to DIP order re same (.2); correspond with J. Pack re same (.1).
4/04/13	Ryan Dattilo	.30	Correspond with Soros re language to DIP order re Comerica lift from stay (.2); correspond with J. Pack re same (.1).
4/05/13	Ryan Dattilo	.90	Correspond with M. Kogut re language in DIP order re Comerica lift stay (.2); correspond with Soros re same (.1); review and revise consent order re Comerica lift stay (.4); correspond with P. Duhig counsel to Comerica re same (.1); correspond with D. Pacitti re same (.1).
4/06/13	Ryan Dattilo	.20	Correspond with D. Pacitti re relief from stay consent order.
4/09/13	Ryan Dattilo	.40	Prepare Comerica lift stay consent order with signatures (.3); correspond with Klehr re same (.1).
4/09/13	Ryan Dattilo	.40	Correspond with Soros re submitting consent order for Comerica relief from stay on certificate of counsel (.2); telephone conference with Comerica re same (.2).
4/10/13	Ryan Dattilo	.50	Correspond with P. Duhig, counsel to Comerica re Comerica lift stay consent order (.2); prepare same for filing (.2); correspond with Klehr re same (.1).
		4.30	TOTAL HOURS

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112090
Client Matter: 12754-10

In the matter of Business Operations

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 20,382.50
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 20,382.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	3.00	495.00	1,485.00
Ryan Dattilo	1.50	565.00	847.50
Christopher T Greco	6.50	715.00	4,647.50
Victor Noskov	10.90	430.00	4,687.00
Joseph Pack	8.00	630.00	5,040.00
Joshua A Sussberg	.50	815.00	407.50
Andrea Weintraub	7.60	430.00	3,268.00
TOTALS	38.00		\$20,382.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Ryan Dattilo	.70	Correspond with C. Mills re Cass payment issues (.2); review and revise chart re same (.3); telephone conference with C. Mills re same (.2).
4/01/13	Ryan Dattilo	.50	Review and revise response chart to US Trustee's comments to second day motions and retention orders (.4); correspond with V. Cole re same (.1).
4/02/13	Victoria Cole	1.10	Prepare for telephone conference with US Trustee re second day orders (.2); telephone conference with K&E working group and US Trustee re same (.7); correspond with C. Greco and R. Dattilo re response chart to US Trustee comments (.2).
4/08/13	Christopher T Greco	.50	Correspond with Klehr re preparation of CNOs and COCs re same.
4/09/13	Victor Noskov	4.60	Prepare final orders for April 10 hearing (3.3); correspond with J. Pack re same (.4); review and revise final orders (.9).
4/09/13	Andrea Weintraub	4.40	Draft certification of no objection re retention application and various final orders (.7); prepare proposed final orders for circulation (.6); draft certification of counsel re retention applications, new lease, headquarter lease rejection and bar date motion and prepare blacklines for circulation (2.9); correspond with Klehr re same (.2).
4/09/13	Victoria Cole	.30	Correspond with J. Pack re revisions to second day orders.
4/09/13	Ryan Dattilo	.30	Correspond with V. Noskov re preparation of final and second day orders.
4/09/13	Joshua A Sussberg	.50	Correspond re hearing and CNOs (.3); review and revise language re same (.2).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/10/13	Christopher T Greco	6.00	Review and revise proposed second day orders re Creditors' Committee comments (2.6); office conferences with J. Pack re same (.5); correspond with Creditors' Committee counsel re comments to A&M retention and 330 review issues (1.2); research re same (1.7).
4/10/13	Victor Noskov	1.20	Review and revise final second day orders.
4/10/13	Andrea Weintraub	3.20	Review and revise final orders for submission (.4); review and revise utilities and insurance orders per US Trustee comments (.7); review and revise bar date and wages orders per US Trustee comments (.5); prepare certification of counsel for bar date, insurance and K&E retention orders (.4); prepare certificate of no objection to Klehr retention order (.3); prepare certifications of counsel and certification of no objections re OCP, interim compensation and other orders for filing (.9).
4/11/13	Joseph Pack	2.10	Multiple telephone conferences with Conexant re second-day orders and steps going forward re compliance thereof.
4/15/13	Victoria Cole	.90	Prepare for telephone conference with Akin re second day pleadings (.3); attend same (.4); telephone conference with K&E working group re same (.2).
4/17/13	Victor Noskov	5.10	Prepare final orders for April 19 hearing (2.3); organize final orders for entry by the court (1.5); revise orders per Creditors' Committee comments (1.1); correspond with J. Pack re same (.2).
4/17/13	Victoria Cole	.50	Telephone conference with K&E working group and Klehr re second day orders.
4/17/13	Victoria Cole	.20	Correspond with Klehr re final foreign vendors order.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/18/13	Joseph Pack	5.90	Multiple telephone conferences with local counsel, the Creditors' Committee and management re provisions and effects on operations (1.2); review and revise second-day orders per Creditors' Committee comments and follow up with UST re same (4.2); confer and correspond with local counsel re same (.5).
		38.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112091
Client Matter: 12754-11

In the matter of Employee Issues

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 20,265.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 20,265.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Matthew J Antinossi	.40	810.00	324.00
Ryan Dattilo	.30	565.00	169.50
Robert Earles	10.60	430.00	4,558.00
Christopher T Greco	3.50	715.00	2,502.50
Stephen C Hackney	.50	840.00	420.00
Edward B Holzwanger	.50	755.00	377.50
Vicki V Hood	1.20	1,025.00	1,230.00
Victor Noskov	.50	430.00	215.00
Joseph Pack	3.00	630.00	1,890.00
Joshua A Sussberg	.70	815.00	570.50
Peter J Wozniak	11.20	715.00	8,008.00
TOTALS	32.40		\$20,265.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/02/13	Victor Noskov	.50	Correspond with J. Pack re accrued vacation pay-out (.2) review accrued vacation pay-out amounts and eligible employees (.3).
4/03/13	Christopher T Greco	.80	Correspond with T. Patton re severance motion and US Trustee potential objections re same (.4); follow up with management and A&M re same (.4).
4/05/13	Ryan Dattilo	.30	Review severance back up (.2); correspond with Conexant and A&M re same (.1).
4/08/13	Stephen C Hackney	.50	Correspond with K&E working group re severance motion.
4/11/13	Robert Earles	1.00	Review materials re Conexant's creation of a severance package.
4/12/13	Robert Earles	2.80	Draft direct exam for S. Chittipetti re motion for severance.
4/13/13	Robert Earles	2.80	Draft direct exam for S. Chittipetti re motion for severance.
4/14/13	Robert Earles	4.00	Draft direct exam for S. Chittipetti re motion for severance.
4/15/13	Peter J Wozniak	.50	Draft, review and analyze testimony of S. Chittipetti re motion for severance.
4/17/13	Peter J Wozniak	1.10	Draft, review and analyze outline of testimony of S. Chittipeddi re motion for severance (.9); gather and review materials re same (.2).
4/18/13	Peter J Wozniak	5.70	Draft, review and analyze testimony of S. Chittipetti re motion for severance (5.3); confer with S. Chittipetti re testimony re same (.4).
4/19/13	Peter J Wozniak	3.90	Draft, review and analyze testimony of S. Chittipetti re motion for severance (3.4); confer with S. Chittipetti re same (.5).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/20/13	Christopher T Greco	1.40	Follow up re severance order and payments, including Taiwan issue (.6); research re same (.8).
4/22/13	Joseph Pack	.50	Correspond with C. Mills re severance payments (.3); office conference with J. Sussberg re same (.2).
4/22/13	Joshua A Sussberg	.40	Correspond re severance obligations (.2); office conference with J. Pack re same (.2).
4/23/13	Christopher T Greco	.70	Correspond re international severance issues.
4/24/13	Joseph Pack	1.60	Correspond with US Trustee re vacation payout (1.1); confer and correspond with working group and C. Mills re same (.5).
4/24/13	Joshua A Sussberg	.30	Correspond re vacation pay and severance issues (.2); telephone conference with S. Hassel re same (.1).
4/25/13	Christopher T Greco	.60	Follow up with Conexant and advisors re PBGC and defined benefit pension plans.
4/25/13	Matthew J Antinossi	.20	Review correspondence from PBGC (.1); review correspondence from C. Greco and T. Rindfleisch re same (.1).
4/25/13	Vicki V Hood	.50	Correspond re employee legacy benefits.
4/29/13	Vicki V Hood	.20	Review correspondence re PBGC.
4/30/13	Edward B Holzwanger	.50	Review form of separation agreement (.3); telephone conference with J. Pack re same (.2).
4/30/13	Joseph Pack	.90	Confer and correspond with D. Gallagher and employee working group re release agreement in connection with severance program (.2); review same (.5); telephone conference with E. Holzwanger re same (.2).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/30/13	Matthew J Antinossi	.20	Review correspondence from J. Pack and V. Hood re PBGC inquiry (.1); conduct Form 5500 search re same (.1).
4/30/13	Vicki V Hood	.50	Review and respond re PBGC request for information.
		32.40	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112092
Client Matter: 12754-13

In the matter of Case Administration

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 7,046.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 7,046.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

13 - Case Administration

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	6.40	495.00	3,168.00
Ryan Dattilo	1.10	565.00	621.50
Stephanie D Frye	.80	255.00	204.00
Victor Noskov	.50	430.00	215.00
Robert Orren	1.50	275.00	412.50
Joseph Pack	2.80	630.00	1,764.00
Joshua A Sussberg	.60	815.00	489.00
Andrea Weintraub	.40	430.00	172.00
TOTALS	14.10		\$7,046.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

13 - Case Administration

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/02/13	Joseph Pack	1.30	Coordinate meetings with key stakeholders at K&E offices and follow up with working groups re same.
4/02/13	Andrea Weintraub	.40	Compile and revise second day orders.
4/02/13	Ryan Dattilo	.20	Correspond with BMC Group re service of motions to shorten notice.
4/03/13	Victoria Cole	.90	Review and revise case calendar (.6); review docket re notice of second day hearing (.2); correspond with M. Koss re same (.1).
4/04/13	Victoria Cole	.30	Correspond with C. Greco and M. Koss re case calendar.
4/08/13	Joshua A Sussberg	.20	Correspond re status and motion resolution.
4/10/13	Victoria Cole	.60	Office conference with K&E working group re case status and ongoing workstreams (.5); correspond with M. Koss re invoice review (.1).
4/10/13	Ryan Dattilo	.90	Office conference with K&E working group meeting re open issues (.4); office conference with J. Sussberg re open workstreams (.3); correspond with J. Fisher re same (.2).
4/10/13	Joshua A Sussberg	.40	Office conference with R. Dattilo re open workstreams.
4/15/13	Victoria Cole	1.00	Review docket re pending motions (.6); correspond with K&E working group re same (.4).
4/17/13	Victor Noskov	.50	Correspond with K&E working group re case status.
4/23/13	Victoria Cole	2.30	Review and revise work in progress report (1.4); correspond re same (.2); correspond with J. Pack re same (.2); research re notices of removal (.5).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

13 - Case Administration

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/24/13	Joseph Pack	1.50	Update work in progress report and circulate same (1.2); office conference with V. Cole re same (.3).
4/24/13	Victoria Cole	.30	Office conference with J. Pack re work in progress report (.1); review and revise same (.2).
4/25/13	Victoria Cole	.60	Correspond with C. Greco and J. Pack re case calendar (.3); review and revise same (.3).
4/25/13	Robert Orren	1.50	Review and create task list re critical dates (1.0); correspond with working group re same (.5).
4/29/13	Victoria Cole	.40	Review and revise work in progress report.
4/30/13	Stephanie D Frye	.80	Conduct organization and preparation for disclosure analysis of parties submitted as Rule 2002 (.2); conduct research re parties submitted as Rule 2002 (.6).
		14.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112093
Client Matter: 12754-14

In the matter of Claims Administration and Objections

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 17,873.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 17,873.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Dattilo	1.00	565.00	565.00
Beth Friedman	10.50	335.00	3,517.50
Stefanie I Gitler	5.70	630.00	3,591.00
Christopher T Greco	.90	715.00	643.50
Melissa Koss	.60	565.00	339.00
Joseph Pack	4.70	630.00	2,961.00
Paul D Tanaka	7.80	780.00	6,084.00
Andrea Weintraub	.40	430.00	172.00
TOTALS	31.60		\$17,873.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Stefanie I Gitler	.50	Draft summary re correspondence between agency and Conexant re Newport site for creditor's counsel.
4/01/13	Paul D Tanaka	1.10	Correspond with D. Quigley, C. Franklin of Akin and S. Gitler re environmental issues (.2); review and revise summary re same (.2); correspond with S. Gitler re environmental issues (.3); review and analyze materials re same (.4).
4/02/13	Stefanie I Gitler	.10	Correspond with K&E working group re environmental claims.
4/02/13	Joseph Pack	4.20	Review and revise claims bar date order and exhibits (2.1); negotiate and inquire re publication costs (1.7); confer with B. Freidman re same (.4).
4/02/13	Beth Friedman	.40	Confer with J. Pack re bar date publication.
4/02/13	Paul D Tanaka	.60	Correspond with K&E working group re environmental (.2); review and analyze documentation re same (.4).
4/03/13	Melissa Koss	.60	Correspond with various creditors re claims questions and issues.
4/03/13	Paul D Tanaka	.30	Correspond with K&E working group re environmental issues (.1); review and analyze materials re same (.2).
4/04/13	Christopher T Greco	.90	Correspond re environmental claims and potential remediation issues re same (.6); follow up with J. Pack re same (.3).
4/04/13	Stefanie I Gitler	.50	Telephone conference with P. Tanaka re environmental claims (.2); telephone conference with P. Tanaka and J. Pack re same (.3).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/04/13	Paul D Tanaka	.70	Correspondence with J. Pack, J. Sussberg, C. Greco and S. Gitler re environmental issues (.1); telephone conferences with S. Gitler re same (.2); telephone conference with J. Pack and S. Gitler re same (.3); review and analyze documentation re same (.1).
4/05/13	Beth Friedman	.80	Review bar date notice for publication and arrange for same in various papers.
4/08/13	Ryan Dattilo	1.00	Correspond with Soros re outstanding letters of credit (.2); correspond with Conexant re same (.2); review summary of same (.3); telephone conference with T. Rindfleisch re same (.3).
4/09/13	Beth Friedman	1.30	Review and revise bar date notice and arrange for publication.
4/09/13	Paul D Tanaka	.40	Correspondence with J. Fisher of A&M, S. Gitler, E. Slapansky and P. Zeigler of Blackstone re environmental issues (.2); review and analyze materials re same (.2).
4/10/13	Beth Friedman	1.60	Final review and edits to ad proofs for publication (.9); arrange for publication of same in various papers (.4); distribute original proofs of claim to BMC (.3).
4/10/13	Paul D Tanaka	.40	Correspond with P. Zeigler and E. Slapansky of Blackstone, J. Fisher of A&M and S. Gitler re environmental issues (.2); review and analyze materials re same (.2).
4/11/13	Andrea Weintraub	.40	Review and revise bar date notice and publication notice.
4/11/13	Beth Friedman	2.30	Review and revise publication notice (2.0); telephone conferences with local counsel re same (.3).
4/11/13	Paul D Tanaka	.30	Correspond with S. Gitler and J. Pack re environmental issues (.2); review and analyze materials re same (.1).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/12/13	Stefanie I Gitler	2.30	Prepare for and participate in telephone conference with Blackstone and AON re environmental concerns at properties (1.8); telephone conference with Conexant re update on environmental matters (.5).
4/12/13	Beth Friedman	1.30	Review issues re service and bar date (.8); correspond with J. Pack, M. Yurekovich and K. Martin re same (.5)
4/12/13	Paul D Tanaka	1.10	Telephone conferences with S. Gitler re environmental issues (.2); telephone conference with P. Zeigler of Blackstone, P. Dixon of Aon and S. Gitler re same (.4); review and analyze documentation re same (.3); correspond with S. Gitler, J. Fisher of A&M, B. Warren, C. Mills, T. Krawczyk and S. Gitler re same (.2).
4/15/13	Beth Friedman	1.20	Review form of proof of claim for packages (.8); prepare same for solicitation (.4).
4/16/13	Stefanie I Gitler	.90	Telephone conference with Akin and P. Tanaka re environmental matters (.3); prepare summary update for K&E working group re environmental issues and Newport facility (.4); telephone conference with P. Tanaka re environmental remediation obligations (.2).
4/16/13	Beth Friedman	.40	Review and confirm successful insertions in multiple publications.
4/16/13	Paul D Tanaka	1.10	Correspond with C. Greco, S. Gitler, J. Pack and J. Sussberg re environmental remediation obligations (.2); telephone conference with S. Gitler re same (.2); telephone conference with M. Lahaie, D. Quigley of Akin and S. Gitler re same (.3); review and analyze materials re same (.4).
4/17/13	Stefanie I Gitler	.60	Draft disclosure re environmental issues for disclosure statement.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/17/13	Beth Friedman	1.20	Review and revise bar date notice and confirm proof of claim accuracy.
4/26/13	Stefanie I Gitler	.50	Prepare for and participate in telephone conference with Conexant and K&E working group re Shopoff Environmental Management Agreement (.3); telephone conference with P. Tanaka re environmental remediation (.2).
4/26/13	Paul D Tanaka	.90	Telephone conference with S. Gitler re environmental remediation obligations (.2); telephone conference with J. Fisher of A&M, A. Lutfi, D. Gallagher, B. Warren and S. Gitler re same (.3); review and analyze materials re same (.2); correspond with J. Fisher of A&M, A. Lutfi, D. Gallagher, B. Warren, C. Greco and S. Gitler re same (.2).
4/30/13	Stefanie I Gitler	.30	Correspond with A&M re status of environmental liability conversations with agencies (.1); telephone conference with P. Tanaka re same (.2).
4/30/13	Joseph Pack	.50	Correspond with S. Gitler re environmental issues (.3); correspond with Akin re same (.2).
4/30/13	Paul D Tanaka	.90	Correspond with D. Quigley of Akin Gump, S. Gitler, J. Fisher of A&M, J. Sussberg, J. Pack and C. Greco re environmental issues (.4); telephone conference with S. Gitler re same (.2); review and analyze materials re same (.3).
		31.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112094
Client Matter: 12754-15

In the matter of Corporate Governance Securities Law

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 6,362.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 6,362.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	.80	495.00	396.00
Christopher T Greco	.90	715.00	643.50
Melissa Koss	1.30	565.00	734.50
Victor Noskov	4.80	430.00	2,064.00
Joseph Pack	1.20	630.00	756.00
Joshua A Sussberg	1.80	815.00	1,467.00
Andrea Weintraub	.70	430.00	301.00
TOTALS	11.50		\$6,362.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Victor Noskov	.20	Correspond with R. Dattilo re current officers and directors of Conexant.
4/01/13	Andrea Weintraub	.70	Telephone conference with Conexant board and K&E working group re case status (.5); draft minutes re same(.2).
4/01/13	Victoria Cole	.50	Telephone conference with Conexant board and K&E working group re case status.
4/01/13	Joshua A Sussberg	.60	Telephone conference with Conexant board re case status (.5); correspond with S. Hassel re same (.1).
4/06/13	Joshua A Sussberg	.40	Draft summary to board re case status.
4/15/13	Christopher T Greco	.90	Telephone conference with Conexant board and K&E working group re status (.3); follow up re board minutes (.6).
4/15/13	Joseph Pack	1.20	Telephone conference with Conexant board and K&E working group re status (.3); revise minutes for LCs (.9).
4/15/13	Victor Noskov	4.60	Draft board resolutions re letters of credit and new accounts (3.7); correspond with J. Pack re same (.2); revise same (.7).
4/15/13	Victoria Cole	.30	Telephone conference with K&E working group and Conexant board re case status.
4/15/13	Melissa Koss	.60	Telephone conference with Conexant board and K&E working group re case status (.3); correspond re same (.3).
4/15/13	Joshua A Sussberg	.80	Prepare for and attend weekly board telephone conference and executive session.
4/22/13	Melissa Koss	.70	Attend weekly board telephone conference.
		11.50	TOTAL HOURS

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112095
Client Matter: 12754-16

In the matter of Creditors Committee

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 14,728.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 14,728.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

16 - Creditors Committee

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	1.30	495.00	643.50
Ryan Dattilo	3.80	565.00	2,147.00
Christopher T Greco	1.10	715.00	786.50
Joseph Pack	17.70	630.00	11,151.00
TOTALS	23.90		\$14,728.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

16 - Creditors Committee

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Joseph Pack	2.10	Correspond with K&E working group re strategy re meetings with Creditors' Committee.
4/03/13	Joseph Pack	6.60	Confer with K&E working group re Creditors' Committee requests and settlement negotiations (.8); telephone conferences with A&M re response package (1.5); research issues re same (3.9); correspond with R. Dattilo re open items from Creditors' Committee diligence requests (.4).
4/03/13	Ryan Dattilo	2.40	Attend settlement meeting with Creditors' Committee, Soros and K&E working group (1.3); correspond with Creditors' Committee re document requests (.2); review open items list from Creditors' Committee (.2); correspond with J. Pack re same (.4); correspond with A&M re same (.2); correspond with J. Fisher re notice of prepetition payments (.1).
4/04/13	Christopher T Greco	1.10	Review Creditors' Committee diligence request list and follow up with A&M re same (.6); correspond with A&M re Creditors' Committee requests (.3); correspond with K&E working group re responses re same (.2).
4/04/13	Joseph Pack	5.30	Coordinate with Creditors' Committee re diligence requests (4.2); confer and correspond with committee re A&M engagement letters (1.1).
4/04/13	Ryan Dattilo	.20	Correspond with Creditors' Committee re payment of prepetition obligations.
4/05/13	Joseph Pack	2.50	Correspond with Creditors' Committee and A&M re Creditors' Committee diligence requests (2.0); correspond with working group re same (.5).
4/05/13	Ryan Dattilo	.20	Correspond with Creditors' Committee re severance issues.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

16 - Creditors Committee

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/09/13	Ryan Dattilo	.30	Telephone conference with Creditors' Committee re outstanding issues with new lease motion.
4/10/13	Victoria Cole	.80	Office conference with K&E working group re status of agreement with Creditors' Committee (.3); telephone conference with Akin, Creditors' Committee and K&E working group re status of Creditors' Committee negotiations with landlords (.5).
4/11/13	Ryan Dattilo	.20	Correspond with C. Mills re prepetition payments (.1); correspond with Creditors' Committee and Soros re same (.1).
4/12/13	Ryan Dattilo	.20	Correspond with C. Mills re prepetition payments (.1); correspond with Creditors' Committee and Soros re same (.1).
4/15/13	Victoria Cole	.30	Review correspondence re negotiations with the Creditors' Committee.
4/16/13	Victoria Cole	.20	Telephone conference with Akin, Creditors' Committee and K&E working group re status of global settlement.
4/29/13	Joseph Pack	1.20	Correspond with Conexant and Creditors' Committee re notice of payments for employees and benefits.
4/29/13	Ryan Dattilo	.30	Correspond with Creditors' Committee re payment of prepetition obligations (.2); correspond with C. Mills re same (.1).
		23.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112096
Client Matter: 12754-17

In the matter of DIP Financing-Cash Collateral-Cash Mgmt.

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 8,367.50
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 8,367.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Samantha Good	1.80	970.00	1,746.00
Christopher T Greco	2.30	715.00	1,644.50
Mary Kogut	.50	630.00	315.00
Fredrich Lim	1.10	755.00	830.50
Victor Noskov	1.40	430.00	602.00
Joseph Pack	2.50	630.00	1,575.00
Brian Raynor	2.90	430.00	1,247.00
Joshua A Sussberg	.50	815.00	407.50
TOTALS	13.00		\$8,367.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Victor Noskov	1.40	Correspond with R. Dattilo re use of cash to fund letter of credit (.3); research re use of cash to fund letter of credit (1.1).
4/02/13	Mary Kogut	.20	Review revised control agreement (.1); office conference with B. Raynor re same (.1).
4/02/13	Brian Raynor	.20	Office conference with M. Kogut re SVB account control agreement (.1); correspond re same (.1).
4/03/13	Brian Raynor	.20	Correspond re control agreements.
4/04/13	Mary Kogut	.30	Review and revise language proposed by Comerica in final DIP order (.2); review relevant letters of credit and precedent documents (.1).
4/04/13	Brian Raynor	.80	Review SVB control agreement (.2); compile execution copy of same (.1); telephone conference with T. Rindfleisch re same (.2); correspond re same (.3).
4/08/13	Brian Raynor	.30	Review Wells Fargo account control agreement (.2); correspond re same (.1).
4/09/13	Brian Raynor	.70	Telephone conference with Wells Fargo re account control agreement (.3); review and revise same (.3); correspond re same (.1).
4/10/13	Brian Raynor	.30	Telephone conference with T. Rindfleisch and Wells Fargo Bank (.1); review and revise control agreement (.2).
4/10/13	Fredrich Lim	.60	Review and revise control agreements.
4/11/13	Brian Raynor	.40	Correspond re finalized Wells Fargo control agreement.
4/18/13	Samantha Good	1.00	Review final DIP order.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/22/13	Joseph Pack	1.20	Confer with K&E working group re DIP terms and asset sales.
4/24/13	Joshua A Sussberg	.20	Telephone conference with M. Stamer re DIP issues (.1); correspond with C. Greco re same (.1).
4/25/13	Christopher T Greco	2.30	Telephone conference with Akin re Tensilica proceeds and potential issues surrounding same (.5); analyze DIP order and Tensilica transaction in preparation for telephone conference with Akin (1.2); correspond with J. Sussberg and J. Fisher re same (.6).
4/25/13	Samantha Good	.80	Telephone conference with A&M re DIP agreement (.2); review and revise same (.1); telephone conference with Akin re same (.5).
4/25/13	Joseph Pack	.60	Prepare for and participate in telephone conference with Akin re DIP agreement.
4/25/13	Joshua A Sussberg	.10	Correspond with C. Greco re disposition off assets.
4/25/13	Fredrich Lim	.50	Telephone conference with Akin re disposition of assets (.3); review of DIP documents in preparation for telephone conference (.2).
4/29/13	Joseph Pack	.70	Confer with C. Wells of A&M re DIP (.5); correspond with J. Sussberg re same (.2).
4/29/13	Joshua A Sussberg	.20	Correspond with J. Pack re DIP issues.
		13.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112097
Client Matter: 12754-18

In the matter of Executory Contracts and Real Property

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 130,322.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 130,322.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	1.50	495.00	742.50
Ryan Dattilo	28.40	565.00	16,046.00
Beth Friedman	2.80	335.00	938.00
Christopher T Greco	19.00	715.00	13,585.00
Stephen C Hackney	2.60	840.00	2,184.00
Melissa Koss	4.30	565.00	2,429.50
Victor Noskov	92.80	430.00	39,904.00
Joseph Pack	43.20	630.00	27,216.00
Anne Raven	8.50	430.00	3,655.00
Joshua A Sussberg	13.90	815.00	11,328.50
Andrea Weintraub	4.10	430.00	1,763.00
Eric White	5.70	430.00	2,451.00
Peter J Wozniak	11.30	715.00	8,079.50
TOTALS	238.10		\$130,322.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Ryan Dattilo	.30	Telephone conference with C. Divine re assumption of executory contracts (.2); correspond with C. Divine re same (.1).
4/01/13	Joshua A Sussberg	.80	Correspond with Creditors' Committee re rejection of leases and status (.6); correspond with A&M and Klehr and next steps (.2).
4/02/13	Christopher T Greco	.90	Correspond with J. Sussberg re real property leases and potential landlord claims (.3); review landlord motions and issues (.6).
4/02/13	Victor Noskov	10.30	Research re lease rejection (1.1); office conference with R. Dattilo re same (.4); draft response objection to same (4.3); correspond with R. Dattilo re same (.3); revise same (1.9); research re same (.9); revise same (1.4).
4/02/13	Ryan Dattilo	2.40	Review transcripts from Southern Air and Amicus re lease rejection sublease issue (.7); correspond with V. Noskov re same (.1); correspond with M. Yurkewicz re same (.1); telephone conference with K. Schneider, counsel to subtenant re lease rejection motion (.3); correspond with J. Sussberg re same (.1); follow up correspondence with K. Schneider re same (.2); review THQ transcripts and pleadings re sublease issue (.5); office conference with V. Noskov re same (.4).
4/02/13	Melissa Koss	1.10	Review landlord objection and issues (.8); correspond with C. Greco re same (.3).
4/03/13	Victor Noskov	8.20	Correspond with R. Dattilo re response to lease rejection objection (.3); draft same (4.7); correspond with R. Dattilo re same (.2); revise same (2.5); review precedent re same (.5).
4/03/13	Ryan Dattilo	1.50	Review and revise draft response to objections to lease rejection motion (1.1); correspond with V. Noskov re same (.3); telephone conference with J. Sussberg re same (.1).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/03/13	Joshua A Sussberg	.10	Telephone conference with R. Dattilo re lease rejection.
4/04/13	Victor Noskov	11.50	Review response to lease rejection objections (.5); correspond with R. Dattilo re same (.2); revise same (1.9); office conference with R. Dattilo re same (.3); draft same (5.2); review Scranton Landlord objection (1.2); office conference with R. Dattilo re same (.5); telephone conference with R. Dattilo re same (.2); revise same (1.5).
4/04/13	Andrea Weintraub	3.20	Research re nunc pro tunc lease rejection factors (.9); draft summary re same (.4); review lease rejection motion objection (.3); draft response re same (1.6).
4/04/13	Ryan Dattilo	7.10	Research re subtenant issue (1.1); correspond with A. Weintraub re same (.2); review and revise draft response to objection to lease rejection motion (1.4); review Scranton road objection (.6); review research re same (.5); office conference with V. Noskov re same (.5); additional revision to draft response (1.2); telephone conference with counsel to subtenant re possible objection (.2); draft equitable argument for response to objection (1.2); office conference with J. Sussberg re landlord claims (.2).
4/04/13	Joshua A Sussberg	.70	Correspond re landlord claims and next steps re same (.5); office conference with R. Dattilo re same (.2).
4/05/13	Christopher T Greco	2.30	Review landlord objections and prepare for hearing.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/05/13	Victor Noskov	7.50	Review and revise response to lease rejection objection (1.9); office conference with R. Dattilo re subtenant issue (.4); additional revisions lease rejection objection (1.6); research re same (.4); revise same (.5); correspond with R. Dattilo and J. Pack re same (.4); review and revise same (1.3); draft summary re same (1.0).
4/05/13	Ryan Dattilo	4.10	Review and revise response to landlord objection (1.6); correspond with J. Pack re same (.5); telephone conference with J. Fisher re summary of current subtenant status and rents (.3); review same (.3); correspond with J. Sussberg re same (.1); telephone conference with J. Fisher and C. Mills re new lease and tenant improvements (.3); review transcripts re subtenant issue (.4); office conference with V. Noskov re same (.4); correspond with J. Fisher re eviction proceedings (.2).
4/06/13	Christopher T Greco	.60	Correspond with board re adjournment of April 10 hearing and update on settlement discussions.
4/06/13	Ryan Dattilo	3.40	Review subtenant objection (.5); correspond with J. Sussberg and working group re same (.1); correspond and telephone conference with K. Mangen re new lease motion (.5); correspond with J. Sussberg re tenant improvements of new lease (.2); review new lease provisions re same (.3); revise summary of response to lease rejection objection (1.6); correspond with J. Pack and V. Noskov re same (.2).
4/07/13	Joseph Pack	4.20	Review lease motion (2.5); correspond with R. Dattilo and V. Noskov re strategy (.5); research re same (1.2).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/07/13	Victor Noskov	4.80	Draft chart re objection to lease rejection motion and K&E responses (2.2); correspond with R. Dattilo re same (.3); telephone conference with R. Dattilo re same (.1); review and revise same (1.6); review and provide comments to R. Dattilo revisions to same (.5); correspond with J. Pack, R. Dattilo and C. Greco re same (.1).
4/07/13	Ryan Dattilo	1.70	Correspond with J. Pack and V. Noskov re response chart to lease rejection objections (.3); review and revise same (1.0); correspond with V. Noskov re same (.1); telephone conference with V. Noskov re same (.3).
4/08/13	Victor Noskov	5.20	Review and revise response to landlord objection re lease rejection (1.9); draft summary re In re Monitor transcript (.9); office conference with R. Dattilo re sublease issue (.2); correspond with C. Greco, J. Sussberg and J. Pack re same (.7); review and revise landlord response (1.5).
4/08/13	Ryan Dattilo	1.90	Telephone conference with Creditors' Committee and K&E working group re landlord issues (.5); review facilities service contracts for rejection purposes (.5); correspond with V. Noskov re same (.1); research re sub lease issue (.6); office conference with V. Noskov re same (.2).
4/08/13	Joshua A Sussberg	1.90	Telephone conference with Akin re landlord issues (.3); telephone conference with KDW and Akin re same (.5); telephone conferences with S. Hassel re same (.2); telephone conference with J. Fisher re same (.1); correspond re landlord issues (.3); review case law and status of same, including recent objections (.5).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/09/13	Victor Noskov	4.20	Office conference with R. Dattilo re motion to shorten/enter into warehouse lease (.3); draft same (2.1); office conference with R. Dattilo re same (.2); revise same (1.3); correspond with R. Dattilo re lease rejection motion (.3).
4/09/13	Ryan Dattilo	1.70	Office conference with V. Noskov re warehouse motion (.3); review and revise same (1.0); office conference with V. Noskov re same (.2); office conference with J. Sussberg re 1901 status (.2).
4/09/13	Joshua A Sussberg	.90	Correspond re 1901 status and order, including conferences with R. Dattilo (.2); telephone conferences with A&M re same (.3); correspond re real estate claimants status (.4).
4/10/13	Victor Noskov	4.80	Review and revise motion to enter into warehouse lease (2.4); correspond with R. Dattilo re same (.1); review and revise motion to enter into warehouse lease (1.3); office conference with R. Dattilo re same (.2); review and revise same (.8).
4/10/13	Victoria Cole	.20	Telephone conference with J. Fisher and K&E working group re warehouse lease status.
4/10/13	Ryan Dattilo	4.30	Review and revise motion to shorten warehouse lease motion (.9); office conference with V. Noskov re same (.2); telephone conference with J. Fisher and K&E working group re landlord update (.2); review and revise omnibus lease rejection motion (.8); correspond with V. Noskov re same (.4); draft new warehouse lease motion (1.6); correspond with V. Noskov re same (.2).
4/10/13	Joshua A Sussberg	.20	Telephone conference with J. Fisher and K&E working group re warehouse lease issues.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/11/13	Joseph Pack	5.20	Confer with Conexant re warehouse lease issues and revise motions to shorten and motion to enter (4.2); correspond with J. Sussberg re same (.4); office conference with V. Noskov re warehouse lease motion (.2); correspond with V. Noskov re same (.4).
4/11/13	Victor Noskov	7.50	Review and revise new warehouse motion and motion to shorten re same (1.5); office conference with J. Pack re same (.2); revise same per comments (3.1); correspond with J. Pack re same (.4); further revise same per comments (.6); draft motion to reject facilities contracts related to rejected properties (1.7).
4/11/13	Joshua A Sussberg	.60	Telephone conference with KDW re real estate claims (.3); correspond with C. Greco re same (.1); correspond re warehouse lease (.2).
4/12/13	Christopher T Greco	2.70	Review and revise motion for warehouse lease and motion to shorten notice re same (2.3); office conference with J. Pack re same (.4).
4/12/13	Joseph Pack	8.40	Review and revise motions to shorten notice (6.8); correspond with BMC and local counsel re same (.6); correspond with working groups re logistics with ECF outage (.2); office conference with V. Noskov re warehouse lease motion (.2); office conference with C. Greco re same (.4); telephone conference with V. Noskov re same (.1); correspond with V. Noskov re same (.1).
4/12/13	Victor Noskov	6.20	Review motions re warehouse in preparation for office conference with J. Pack (.3); office conference with J. Pack re same (.2); revise motions per comments (2.8); correspond with G. Saydah re motions (.7); review and provide comments re motions (.7); finalize motions for filing per comments (1.1); correspond with J. Pack re same (.1); telephone conference with J. Pack re same (.1); correspond with M. Yurkewicz re same (.2).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/12/13	Beth Friedman	1.20	Prepare motion to shorten for filing and coordinate service.
4/12/13	Joshua A Sussberg	1.30	Telephone conference with M. Stamer re status of real estate claims (.3); telephone conference with G. Saydah re same (.3); correspond with M. Stamer re same (.1); review and revise motion to enter into new warehouse lease (.3); correspond with C. Greco re same (.3).
4/13/13	Christopher T Greco	.40	Telephone conference with J. Sussberg re leases and administrative claim exposure.
4/13/13	Joseph Pack	1.60	Correspond with working group re lease motion noticing and logistics.
4/13/13	Joshua A Sussberg	1.30	Telephone conference with C. Greco re leases and administrative claim exposure (.4); telephone conference with S. Hassel re same (.4); correspond with G. Saydeh re same (.3); correspond with S. Hassel re subtenant rent (.2).
4/14/13	Christopher T Greco	1.90	Correspond with J. Pack re research on subtenant rent and rejection issues re 365(h) (.7); review research re same (.5); telephone conference with J. Sussberg re landlord settlement discussions and status (.7).
4/14/13	Joseph Pack	4.50	Research issues re subtenant rent (3.6); correspond with C. Greco re same (.7); correspond with V. Noskov re same (.2).
4/14/13	Victor Noskov	2.10	Research re ability of landlords to remit prepetition subtenant payments (1.9); correspond with J. Pack re same (.2).
4/14/13	Joshua A Sussberg	1.10	Telephone conference with G. Saydeh re landlord resolution (.2); telephone conference with C. Greco re same (.7); telephone conference with Akin re same (.2).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/15/13	Christopher T Greco	5.00	Telephone conference with K&E working group re preparation for contested lease rejection motions and preparation of discovery for landlords (.8); correspond with S. Hackney and P. Wozniak re same (.4); correspond re landlord discussions and potential settlement terms, including administrative claims and 502(b)(6) claims cap issues (2.8); research re landlord issues and rejection (.5); telephone conference with J. Sussberg re landlord resolution (.5).
4/15/13	Joseph Pack	5.60	Draft omnibus reply (4.4); telephone conference with C. Greco, S. Hackney, P. Wozniak and V. Noskov re same (.8); correspond with V. Noskov re lease rejection objections (.1); correspond with V. Noskov re potential litigation strategy (.3).
4/15/13	Victor Noskov	6.40	Correspond with J. Pack re lease rejection objections (.1); review same (.2); review draft response arguments (.5); correspond with J. Pack re potential litigation strategy (.2); compile cases and case summaries re same (1.1); telephone conference with working group re litigation strategy (.8); research re same (1.9); correspond with J. Pack re same (.2); further research re same (1.4).
4/15/13	Andrea Weintraub	.90	Telephone conference with K&E working group and Conexant board re case status (.3); draft minutes re same (.6).
4/15/13	Victoria Cole	1.30	Correspond with Akin re lease status (.1); review research re leases (.7); telephone conference with K&E bankruptcy and litigation working groups re lease objection (.5).
4/15/13	Stephen C Hackney	1.60	Telephone conference re response brief with J. Pack, V. Noskov, C. Greco and P. Wozniak (.8); telephone conferences with P. Wozniak re same (.8).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/15/13	Peter J Wozniak	3.50	Telephone conference with J. Pack, C. Greco, V. Noskov and S. Hackney re response to landlord objections (.4); review landlord objections and outline response (1.5); review and analyze proposed settlement from landlords (.4); telephone conference with S. Hackney re potential discovery requests re unexpired commercial leases, prepare for and follow up re same (.8); draft, review and edit discovery requests re unexpired commercial leases (.4).
4/15/13	Joshua A Sussberg	3.20	Telephone conferences with Kelley Drye, Akin and S. Hassel re real estate claimant resolution (.8); correspond re discovery and status (.4); telephone conference with C. Cremens re 4000 MacArthur (.7); telephone conference with S. Hassel re same (.8); telephone conference with C. Greco re landlord resolution (.5).
4/16/13	Christopher T Greco	2.10	Correspond with Akin and A&M re landlord settlement terms and documentation of same (1.7); correspond with Creditors' Committee re counsel re lease rejection orders and proposed settlement terms (.4).
4/16/13	Joseph Pack	9.20	Draft omnibus reply re lease rejection objections (3.1); research issues re same (3.7); telephone conference with P. Wozniak re litigation requests (.4); correspond with local counsel and working group re same (.6); office conference with V. Noskov re reply to lease objections (1.0); telephone conference with J. Fisher of A&M and P. Wozniak re unexpired commercial leases and negotiations (.4).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/16/13	Victor Noskov	12.50	Review and revise draft reply to lease rejection objections (1.5); review In re Amicus docket including transcripts, procedural orders and pleadings (2.3); correspond with C. Greco and P. Wozniak re same (.3); office conference with J. Pack re reply to lease objections (1.0); compile supporting documents re same (2.3); research re reply (2.9); review In re Southern Air docket, including pleadings, orders and transcripts (1.9); telephone conference with K&E working group re negotiations (.3).
4/16/13	Anne Raven	8.50	Prepare for office conference with P. Wozniak and E. White re drafting deposition notices (.7); attend same (.5); draft 30(b)(6) notices (.9); draft notices of subpoenas (1.0); correspond re service (.5); review and revise subpoena notices (1.0); review and revise requests for production (.8); review and revise discovery documents prepared (2.9); telephone conference with B. Freidman re service of subpoenas (.2).
4/16/13	Eric White	5.70	Review objections to motion for entry of an order authorizing the rejection of certain unexpired leases (.2); office conference with P. Wozniak and A. Raven re deposition notices and subpoenas (.5); draft and revise subpoenas (2.5); review subpoenas and 30(b)(6) notices and requests for production (1.0); correspond with P. Wozniak and A. Raven re same (1.5).
4/16/13	Stephen C Hackney	1.00	Telephone conference with P. Wozniak re hearing (.1); review correspondence re negotiations (.9).
4/16/13	Beth Friedman	.40	Research and obtain precedent for V. Noskov.
4/16/13	Beth Friedman	1.20	Review issue re preparation of subpoenas and service of same (.4); telephone conference with A. Raven re same (.2); confirm service issues (.6).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/16/13	Melissa Koss	3.20	Research re rejection of subleases (2.2); correspond with C. Greco re same (1.0).
4/16/13	Peter J Wozniak	7.80	Draft, review and revise discovery requests re unexpired commercial leases (6.1); telephone conference with J. Pack re response to landlord objections (.4); office conference with E. White and A. Raven re draft discovery requests re unexpired commercial leases (.5); correspond with C. Greco re discovery requests re unexpired commercial leases (.2); telephone conference with J. Fisher (A&M) and J. Pack re unexpired commercial leases and negotiations, prepare for and follow up re same (.5); telephone conferences with S. Hackney re discovery requests re unexpired commercial leases (.1).
4/17/13	Victor Noskov	1.60	Review case docket (.3); revise proposed order re lease rejections (.2); review new warehouse lease motion (.8); correspond with J. Pack re same (.3).
4/17/13	Joshua A Sussberg	.90	Telephone conference with Akin and KDW re landlord resolution and potential settlement (.5); telephone conference with M. Minuti re same (.2); telephone conference with M. Stamer re same (.2).
4/17/13	Joshua A Sussberg	.40	Correspond with board re case status and landlord resolution.
4/22/13	Christopher T Greco	.60	Follow up correspondence with Creditors' Committee re landlord settlement documentation and next steps.
4/25/13	Joseph Pack	.80	Correspond with K&E working group re lease order.
4/26/13	Christopher T Greco	2.50	Review and revise proposed order re lease rejection orders and 9019 settlement language from Creditors' Committee counsel (2.1); correspond with J. Pack and J. Sussberg re same (.4).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/26/13	Joseph Pack	1.50	Review lease (1.2); circulate comments to working group (.3).
4/26/13	Joseph Pack	.40	Correspond with C. Greco re agreement assumption.
4/30/13	Joseph Pack	1.80	Revise lease order (1.4); correspond with Creditors' Committee re same (.4).
4/30/13	Joshua A Sussberg	.50	Review and revise lease order (.4); correspond with J. Pack re same (.1).
		238.10	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112098
Client Matter: 12754-19

In the matter of Fee and Employment Applications - K&E

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 14,677.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 14,677.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	10.10	495.00	4,999.50
Ryan Dattilo	.40	565.00	226.00
Beth Friedman	1.30	335.00	435.50
Christopher T Greco	.70	715.00	500.50
Victor Noskov	7.10	430.00	3,053.00
Robert Orren	5.50	275.00	1,512.50
Joseph Pack	6.00	630.00	3,780.00
Linda A Scussel	.30	280.00	84.00
Andrea Weintraub	.20	430.00	86.00
TOTALS	31.60		\$14,677.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/09/13	Andrea Weintraub	.20	Revise K&E retention order per Creditors' Committee comments.
4/09/13	Ryan Dattilo	.40	Research re retainer language precedent (.3); correspond with J. Pack re same (.1);
4/10/13	Victoria Cole	.20	Review and revise March invoices for compliance with US Trustee guidelines.
4/11/13	Victoria Cole	3.30	Review and revise March invoices for compliance with US Trustee guidelines.
4/16/13	Victoria Cole	2.50	Review and revise March invoices for compliance with US Trustee guidelines.
4/17/13	Victoria Cole	.50	Review and revise March invoices for compliance with US Trustee guidelines.
4/19/13	Victoria Cole	1.40	Review and revise March invoices for compliance with US Trustee guidelines.
4/20/13	Victoria Cole	.20	Correspond with K&E team re March invoices.
4/22/13	Christopher T Greco	.70	Reconcile K&E prepetition retainer balance and distribute updated invoice to Conexant.
4/22/13	Victor Noskov	3.10	Draft first monthly fee application (2.1); correspond with R. Orren and V. Cole re same (.3); revise first monthly fee application (.5); office conference with V. Cole re same (.2).
4/22/13	Victoria Cole	.20	Office conference with V. Noskov re K&E fee application.
4/22/13	Robert Orren	1.50	Draft K&E first monthly fee application shell.
4/23/13	Victor Noskov	2.10	Draft first monthly fee application.
4/23/13	Beth Friedman	.60	Review fees and expenses in preparation for monthly statement.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/24/13	Victor Noskov	1.90	Draft first monthly fee application (.6); correspond with V. Cole re same (.1); revise first monthly fee application (.6); correspond with B. Friedman re same (.1); research re interim fee applications (.3); telephone conference with V. Cole re interim compensation procedures (.2).
4/24/13	Victoria Cole	1.40	Review and revise K&E March fee application (.9); correspond with V. Noskov re same (.3); telephone conference with V. Noskov re interim compensation procedures (.2).
4/24/13	Beth Friedman	.70	Review and revise expenses and confer with V. Noskov re various issues.
4/25/13	Joseph Pack	2.40	Review and revise March invoices for compliance with US Trustee guidelines.
4/25/13	Victoria Cole	.40	Review K&E retention application re retainer (.2); correspond with R. Orren re K&E monthly fee application (.2).
4/25/13	Robert Orren	3.00	Prepare fee summaries for first fee application (2.0); revise first fee application (1.0).
4/29/13	Joseph Pack	2.40	Review and revise March invoices for compliance with US Trustee guidelines.
4/30/13	Joseph Pack	1.20	Review and revise fee application for compliance with US Trustee guidelines.
4/30/13	Linda A Scussel	.30	Conduct update preparation for conflicts searching of all interested parties to be included in the first supplemental.
4/30/13	Robert Orren	1.00	Review and revise K&E first monthly fee application.
		31.60	TOTAL HOURS

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112099
Client Matter: 12754-20

In the matter of Fee and Employment Applications - Other

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 7,631.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 7,631.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	2.40	495.00	1,188.00
Beth Friedman	.70	335.00	234.50
Jacob Goldfinger	6.10	305.00	1,860.50
Christopher T Greco	3.40	715.00	2,431.00
Victor Noskov	3.20	430.00	1,376.00
Joshua A Sussberg	.40	815.00	326.00
Andrea Weintraub	.50	430.00	215.00
TOTALS	16.70		\$7,631.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Victoria Cole	.30	Correspond with C. Wells re A&M retention application.
4/02/13	Victoria Cole	1.40	Review and revise A&M retention order (1.0); correspond with C. Wells re same (.4).
4/03/13	Victoria Cole	.30	Correspond with US Trustee re revised A&M retention order.
4/04/13	Victoria Cole	.20	Correspond with C. Wells re A&M retention order.
4/09/13	Andrea Weintraub	.50	Review and revise A&M retention order per Creditors' Committee comments (.4); correspond with A&M re revised order (.1).
4/09/13	Jacob Goldfinger	2.50	Research precedent re restructuring advisor retentions (2.1); correspond with working group re same (.4).
4/10/13	Victor Noskov	1.10	Revise BMC Retention Application order per UST comments (.9); correspond with J. Pack re same (.2).
4/10/13	Joshua A Sussberg	.40	Review comments to A&M retention order (.3); correspond re same (.1).
4/12/13	Christopher T Greco	3.40	Research re 330 review precedent retention orders (2.1); telephone conference with KD re comments to A&M retention order (.6); correspond with A&M counsel re same (.4); correspond with J. Sussberg re same (.3).
4/18/13	Victor Noskov	2.10	Review and revise A&M order (.8); research re claims agent and administrative agent retention (1.1); correspond with J. Pack re same (.2).
4/18/13	Jacob Goldfinger	2.30	Research precedent re section 327 claims agent retention applications.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/19/13	Jacob Goldfinger	1.30	Research precedent re section 327 retentions and claims agent retention applications.
4/22/13	Victoria Cole	.20	Correspond with C. Wells re A&M fee application.
4/24/13	Beth Friedman	.70	Research issues re 327 and 156 and payment to claims agents.
		16.70	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112100
Client Matter: 12754-21

In the matter of Hearings

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 58,594.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 58,594.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	.30	495.00	148.50
Ryan Dattilo	4.20	565.00	2,373.00
Beth Friedman	2.40	335.00	804.00
Christopher T Greco	21.00	715.00	15,015.00
Stephen C Hackney	.50	840.00	420.00
Victor Noskov	7.90	430.00	3,397.00
Joseph Pack	41.40	630.00	26,082.00
Joshua A Sussberg	4.00	815.00	3,260.00
Andrea Weintraub	1.70	430.00	731.00
Peter J Wozniak	8.90	715.00	6,363.50
TOTALS	92.30		\$58,594.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Victor Noskov	1.20	Prepare second day hearing talking points.
4/02/13	Andrea Weintraub	1.70	Draft second day hearing agenda.
4/03/13	Christopher T Greco	1.80	Review US Trustee comments to second day pleadings in advance of second day hearing (1.1); telephone conference with T. Patton and K&E working group re same in preparation for hearing (.7).
4/03/13	Peter J Wozniak	.30	Correspond with C. Greco re second day hearing (.1); prepare for and follow up re same (.2).
4/05/13	Christopher T Greco	1.40	Correspond with chambers re April 10 hearing and rescheduling of same (.3); follow up with Akin and Creditors' Committee counsel re scheduling issues and potential adjournment re settlement discussions (1.1).
4/05/13	Ryan Dattilo	.50	Prepare list of motions going forward on April 10 (.3); correspond with C. Greco and G. Saydah re same (.2).
4/08/13	Christopher T Greco	2.40	Review and revise motions re Creditors' Committee's comments for second day hearing.
4/08/13	Beth Friedman	.50	Update case docket and provide J. Sussberg with recently filed documents.
4/09/13	Christopher T Greco	.80	Review and revise amended second day hearing agenda (.4); correspond with D. Pacitti re announcement in open court re adjournment and entry of proposed orders (.4).
4/09/13	Christopher T Greco	2.90	Correspond with Creditors' Committee counsel re comments to second day orders, plan and other documents (1.3); review CNOs, COCs and proposed orders in advance of submission to court (1.6).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/09/13	Joseph Pack	12.20	Review and revise drafts of second day orders and negotiate same (6.5); coordinate with local counsel and US Trustee re same (3.0); correspond with V. Noskov re final orders (.4); correspond with V. Cole re same (.3); multiple conference with Klehr re filing and hearing prep and research issues re same (2.0).
4/09/13	Ryan Dattilo	3.70	Correspond and confer with J. Pack re preparation of final and second day orders and certificates of counsel (.5); correspond with A. Weintraub re same (.2); review same (1.3); correspond with M. Yurkewicz re same (.2); additional review to certificates of counsel (.4); review certificate of no objection for new lease (.3); correspond with BMC re status of service (.2); analyze same (.6).
4/10/13	Joseph Pack	12.50	Review correspondence with US Trustee re informal objections to proposed orders (1.7); correspond with US Trustee re same (.3); revise proposed orders and conference and correspond with G. Saydah re same (3.1); prepare blacklines for internal and external distribution (1.0); confer with local counsel re same (.6); conference with BMC re noticing (.5); office conference with C. Greco re Creditors' Committee comments re second day orders (.5); correspond with V. Noskov re same (.3); review and provide comments to second day orders (1.2); revise same (2.3); correspond with US Trustee re revised orders (.4); finalize same (.6).
4/15/13	Victor Noskov	.30	Prepare for April 19 hearing.
4/16/13	Christopher T Greco	2.30	Prepare for hearing by reviewing second day pleadings and proposed orders.
4/18/13	Christopher T Greco	2.60	Prepare for second day hearing by reviewing motions and proposed orders and drafting hearing notes.
4/18/13	Joseph Pack	8.60	Prepare for second day hearing.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/18/13	Victor Noskov	3.60	Draft talking points for new warehouse lease motion (1.1); draft second day hearing talking points (2.5).
4/18/13	Victor Noskov	2.10	Review final orders for filing (.9); review comments from US Trustee (1.2).
4/18/13	Victoria Cole	.30	Prepare foreign vendor order for filing (.2); prepare customer programs order for filing (.1).
4/18/13	Beth Friedman	.60	Arrange for telephone appearance for hearing April 19.
4/19/13	Christopher T Greco	6.80	Prepare for hearing (5.0); attend same (.5); follow up correspondence re entry of proposed orders and disclosure statement order edits (1.3).
4/19/13	Joseph Pack	5.50	Prepare for hearing (5.0); attend same (.5).
4/19/13	Joseph Pack	1.90	Prepare for disclosure statement hearing.
4/19/13	Victor Noskov	.70	Review hearing agenda and related documents.
4/19/13	Stephen C Hackney	.50	Correspond with K&E team re hearing.
4/19/13	Beth Friedman	.70	Arrange for telephone appearance and hearing preparation.
4/19/13	Peter J Wozniak	8.60	Attend second day hearing (.5); prepare for and follow up re same (8.1).
4/19/13	Joshua A Sussberg	4.00	Prepare for hearing (3.5); attend same (.5).
4/25/13	Beth Friedman	.60	Review issue re publication of notice.
4/26/13	Joseph Pack	.70	Telephone conferences with BMC re noticing.
		92.30	TOTAL HOURS

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112101
Client Matter: 12754-22

In the matter of Insurance

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 1,876.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 1,876.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

22 - Insurance

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Dattilo	1.70	565.00	960.50
Beth Friedman	1.20	335.00	402.00
Melissa Koss	.30	565.00	169.50
Andrea Weintraub	.80	430.00	344.00
TOTALS	4.00		\$1,876.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

22 - Insurance

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Andrea Weintraub	.20	Correspond with Great American Insurance's counsel re concerns of continuing coverage.
4/02/13	Ryan Dattilo	1.40	Telephone conference with Travelers insurance re continuation of policies (.3); correspond with J. Sussberg re same (.1); telephone conference with J. Leong and Equity Risk re insurance motion and renewal process (.3); correspond with J. Leong re same (.2); review correspondence from Company re insurance policy cancellation issue (.3); correspond with M. Calderon and C. Mills re same (.2).
4/05/13	Beth Friedman	.60	Research and obtain precedent and findings re insurance renewal issues.
4/17/13	Beth Friedman	.60	Obtain precedent re insurance renewal issues.
4/18/13	Andrea Weintraub	.20	Correspond with Great American Insurance counsel re coverage and client payment obligations.
4/19/13	Melissa Koss	.30	Correspond with A. Weintraub re insurance issues.
4/24/13	Andrea Weintraub	.40	Correspond with Conexant re credit insurance status (.2); correspond with credit insurance provider's counsel re same (.2).
4/30/13	Ryan Dattilo	.30	Review correspondence from insurance provider re late payment (.2); correspond with J. Fisher re same (.1).
		4.00	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112102
Client Matter: 12754-23

In the matter of Plan, Disclosure Statement, Confirmation

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 139,813.50
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 139,813.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	47.10	495.00	23,314.50
Ryan Dattilo	4.90	565.00	2,768.50
Beth Friedman	4.00	335.00	1,340.00
Jacob Goldfinger	12.20	305.00	3,721.00
Christopher T Greco	31.00	715.00	22,165.00
Ellen M Jakovic	6.50	920.00	5,980.00
Sarah Jordan	4.20	1,010.00	4,242.00
Adam Kidane	4.50	730.00	3,285.00
Melissa Koss	34.10	565.00	19,266.50
Victor Noskov	12.30	430.00	5,289.00
Joseph Pack	41.40	630.00	26,082.00
Joshua A Sussberg	24.20	815.00	19,723.00
Paul D Tanaka	.90	780.00	702.00
Andrea Weintraub	4.50	430.00	1,935.00
TOTALS	231.80		\$139,813.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Christopher T Greco	2.20	Review US Trustee comments to Conexant disclosure statement and accompanying documents (.4); office conference with K&E working group re same (.6); correspond with J. Sussberg and V. Cole re same (.4); correspond with Creditors' Committee counsel re potential settlement and review of plan and motions (.6); correspond with US Trustee re same (.2).
4/01/13	Andrea Weintraub	1.10	Revise disclosure statement motion order and exhibits.
4/01/13	Victoria Cole	2.20	Office conference with working group re US Trustee comments to plan and disclosure statement (.6); review exculpation provision in plan (.4); revise disclosure statement re same (.7); office conference with M. Koss re same (.2); correspond with J. Sussberg re US Trustee comments re same (.3).
4/01/13	Melissa Koss	3.70	Review and revise response to US Trustee comments (1.6); correspond with V. Cole re same (.5); review proposed revisions to plan and disclosure statement (.8); office conference with working group re same (.6); office conference with V. Cole re exculpation (.2).
4/01/13	Joshua A Sussberg	1.30	Telephone conference with M. Stamer re Creditors' Committee plan issues and potential settlement (.4); telephone conferences with S. Hassel re same (.3); telephone conferences with Kelley Drye re same (.3); correspond with C. Greco re same (.1); review and correspond re US Trustee issues list (.2).
4/02/13	Christopher T Greco	.90	Correspond with V. Cole re US Trustee comments to plan and disclosure statement and edits to same (.2); review and revise proposed changes to plan and disclosure statement (.7).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/02/13	Andrea Weintraub	.30	Review disclosure statement motion order and exhibits.
4/02/13	Victoria Cole	3.70	Review and revise plan (2.1); review and revise disclosure statement (1.2); telephone conference with M. Koss re same (.2); correspond with C. Greco re same (.2).
4/02/13	Ryan Dattilo	1.40	Correspond with C. Greco and V. Cole re response chart to US Trustee comments to second day orders (.2); revise same (.6); correspond with US Trustee re same (.2); correspond with A. Weintraub re second day orders (.2); correspond with G. Saydah, counsel to Creditors' Committee re same (.2).
4/02/13	Melissa Koss	2.70	Correspond with V. Cole and C. Greco re US Trustee comments (.6); review plan and disclosure statement (.7); comment on same (1.2); telephone conference with V. Cole re same (.2).
4/02/13	Joshua A Sussberg	2.30	Telephone conferences re plan with counsel to equity holders (1.2); telephone conference with M. Stamer re same (.6); telephone conference with S. Hassel re same (.5).
4/03/13	Victoria Cole	1.40	Revise exhibits to the disclosure statement (.6); correspond with K&E working group re same (.3); correspond with J. Pack re revisions to the disclosure statement (.3); correspond with Akin re revisions to plan and disclosure statement (.2).
4/03/13	Melissa Koss	.80	Correspond with V. Cole re revisions to plan and disclosure statement per US Trustee comments (.3); review same (.5).
4/03/13	Joshua A Sussberg	2.50	Attend meeting with Soros and Creditors' Committee (1.2); prepare for same (.8); telephone conference with M. Stamer and J. Carr re same (.5).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/04/13	Christopher T Greco	1.20	Correspond with J. Sussberg re releases and US Trustee comments re same (.6); follow up correspondence with US Trustee re comments and potential edits to plan documents (.2); office conference with V. Cole re plan (.2); office conference with V. Cole re disclosure statement (.2).
4/04/13	Andrea Weintraub	.60	Review and revise disclosure statement motion exhibits (ballots, confirmation notice of hearing and lease rejection notice) per US Trustee comments.
4/04/13	Victoria Cole	1.70	Office conference with M. Koss re US Trustee proposed changes to plan (.1); correspond with C. Greco re same (.1); office conference with C. Greco re same (.2); telephone conference with S. Cho re administrative claims language in plan (.2); review US Trustee comments to plan, disclosure statement and disclosure statement motion (.4); office conference with C. Greco re same (.2); review and revise disclosure statement re same (.2); review and revise exhibits to disclosure statement motion re same (.2); correspond re same (.1).
4/04/13	Beth Friedman	2.50	Telephone conference to T. Feil re solicitation (.8); conference with K. Martin re same (.5); telephone conference with M. Haley re printing issues (1.2).
4/04/13	Melissa Koss	4.50	Review and revise plan of reorganization (4.4); office conference with V. Cole re same (.1).
4/04/13	Joshua A Sussberg	3.00	Telephone conference and correspond with KDW and Akin re Creditors' Committee settlement (1.3); telephone conference with C. Cremens re update (.6); telephone conference with S. Hassel re same (.3); telephone conference with S. Chittipeddi re same (.5); correspond with C. Greco re same (.3).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/05/13	Andrea Weintraub	.60	Revise disclosure statement order and exhibits per hearing adjournment/new hearing date.
4/05/13	Victoria Cole	.30	Telephone conference with US Trustee re revisions to plan and disclosure statement.
4/05/13	Beth Friedman	.80	Correspond with J. Pack re preparation and planning for solicitation (.3); telephone conference with T. Feil and M. Haley re same (.5).
4/05/13	Melissa Koss	4.50	Review and revise plan of reorganization.
4/05/13	Joshua A Sussberg	1.60	Telephone conferences and correspondence with S. Hassel, C. Greco and Creditors' Committee counsel re Creditors' Committee settlement and hearing adjournment.
4/07/13	Ryan Dattilo	.60	Review WaMu decision re release provisions (.4); correspond with C. Greco and S. Oetgen re same (.2).
4/07/13	Joshua A Sussberg	.20	Correspond with S. Oetgen re plan issues.
4/08/13	Joseph Pack	1.10	Draft RSA amendment (.9); circulate draft to working group (.2).
4/08/13	Victor Noskov	1.40	Draft letter re extending time for disclosure hearing per RSA (1.3); correspond with J. Pack re same (.1).
4/08/13	Beth Friedman	.70	Telephone conference with K. Martin of BMC re preparation for solicitation and review re same.
4/09/13	Melissa Koss	2.50	Review and revise plan and disclosure statement per US Trustee comments (.9); review and analyze research re same (1.6).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/10/13	Christopher T Greco	3.00	Review comments from Pachulski re plan releases and administrative claims definition (.6); correspond with J. Sussberg re same (.2); correspond re US Trustee comments and review same (.7); review comments to disclosure statement and incorporate same (.6); telephone conference with M. Koss re same (.6); correspond with V. Cole re same (.3).
4/10/13	Victoria Cole	1.10	Review and revise plan (.3); review and revise disclosure statement (.4); correspond with Creditors' Committee and Akin re revised plan and disclosure statement (.4).
4/10/13	Melissa Koss	7.80	Review and revise plan and disclosure statement per US Trustee comments (6.8); telephone conference with C. Greco re same (.6); correspond with V. Cole re same (.4).
4/10/13	Joshua A Sussberg	1.60	Telephone conferences with Kelley Drye, Akin and others re disclosure statement and landlord claim resolutions.
4/11/13	Christopher T Greco	2.30	Review plan comments from Creditors' Committee and US Trustee (1.2); follow up correspondence with Creditors' Committee re revised disclosure statement documents (.7); office conference with M. Koss re disclosure statement motion (.4).
4/11/13	Victoria Cole	.30	Review disclosure statement motion re timeline.
4/11/13	Melissa Koss	1.80	Review and revise disclosure statement motion to comply with revised schedule (.8); correspond with V. Cole re same (.3); office conference with C. Greco re same (.4); correspond with local counsel re same (.3).
4/15/13	Joseph Pack	1.20	Review and revise correspondence between Debtors and secured lender (.8); telephone conference with Akin re same (.4).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/15/13	Andrea Weintraub	.70	Review and revise disclosure statement order and exhibits re revised timeline.
4/15/13	Victoria Cole	.60	Correspond with A. Weintraub re disclosure statement order revisions (.1); review and revise confirmation schedules (.2); revise disclosure statement re same (.3).
4/15/13	Melissa Koss	4.60	Telephone conference with counsel to Creditors' Committee and lenders re global plan settlement (.8); correspond with K&E working group re response to potential disclosure statement objection in case of re non-consensual settlement with Creditors' Committee (.7); telephone conference with Akin re revisions to plan and disclosure statement (.6); correspond with K&E working group re same (.6); review revisions to plan and disclosure statement and comment on same (.7); review and revise same (1.2).
4/16/13	Victoria Cole	2.80	Correspond with M. Koss re plan revisions (.1); revise same (.6); research re exculpation (.8); telephone conference with C. Greco re same (.1); draft summary re same (.2); correspond with J. Sussberg re same (.2); revise disclosure statement (.6); correspond with J. Pack re environmental liabilities disclosure (.2).
4/16/13	Jacob Goldfinger	2.80	Research disclosure statement precedent (2.6); correspond with working group re same (.2).
4/16/13	Joshua A Sussberg	4.20	Correspond and telephone conferences with Akin, KDW and landlords re plan settlement and negotiate same (1.3); correspond re discovery related to landlord objections in connection with non-settlement (.9); correspond with board re status and next steps (1.0); telephone conferences with M. Stamer re recovery and deficiency claim waiver (1.0).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/17/13	Christopher T Greco	3.30	Review Creditors' Committee comments to disclosure statement in preparation for disclosure statement hearing (1.2); prepare for disclosure statement hearing by reviewing ballots and solicitation materials and incorporating comments to disclosure statement documentation (2.1).
4/17/13	Joseph Pack	13.50	Review and revise plan and disclosure statement (5.3); correspond and conference with Akin and Creditors' Committee re final comments to same (1.9); correspond with K&E working group re same (.9); additional revision to plan and disclosure statement re final comments (3.9); correspond with J. Sussberg re same (.5); telephone conference with V. Cole re plan and disclosure statement (.2); office conference with V. Cole re revisions to plan and disclosure statement (.8).
4/17/13	Victoria Cole	6.10	Telephone conference with J. Pack re plan and disclosure statement (.2); review and revise disclosure statement (.6); correspond with J. Pack re same (.1); research re exculpation (1.2); correspond with C. Greco re same (.5); review and revise plan (2.7); office conference with J. Pack re revisions to plan and disclosure statement (.8).
4/17/13	Jacob Goldfinger	3.80	Research precedent re release disclosures.
4/17/13	Paul D Tanaka	.90	Correspond with J. Pack, S. Gitler, C. Greco and J. Sussberg re disclosure statement (.3); review and revise same (.6).
4/17/13	Joshua A Sussberg	.50	Telephone conferences with Akin re plan and status.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/18/13	Christopher T Greco	7.00	Review and revise disclosure statement, plan and solicitation materials (4.3); correspond with J. Sussberg re changes to documents and US Trustee comments and Creditors' Committee comments (.6); telephone conference with Creditors' Committee and Akin re comments to documents (2.1).
4/18/13	Victor Noskov	6.60	Research re release language in plan and disclosure statement (1.2); review disclosure statement transcripts re third party releases (1.9); draft summary re Washington Mutual disclosure statement hearing (.6); research legal issues re disclosure statement hearing re Creditors' Committee review pursuant to section 330 of bankruptcy code (.9); research re disclosure statement language re release carve-out for the indentured US Trustee (1.1); correspond with V. Cole re same (.2); review solicitation materials (.7).
4/18/13	Andrea Weintraub	1.20	Compile disclosure statement order and exhibits for hearing (.4); prepare same for hearing (.8).
4/18/13	Victoria Cole	12.20	Review and revise disclosure statement re environmental risk factor (.3); correspond with J. Pack re same (.2); review and revise plan (3.5); review and revise solicitation materials (3.6); telephone conference with US Trustee and C. Greco re plan and disclosure statement (.2); revise plan and disclosure statement re same (3.4); prepare plan, disclosure statement and disclosure statement order for filing (1.0).
4/18/13	Jacob Goldfinger	2.80	Research precedent re disclosure statements and transcripts, review language re releases.
4/18/13	Melissa Koss	.80	Correspond with K&E working group re revisions to plan and disclosure statement.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/18/13	Joshua A Sussberg	5.40	Review and revise plan and disclosure statement (2.9); telephone conferences and correspondence with Akin and Creditors' Committee re same (.6); telephone conference with J. Carr re same (.2); telephone conference with M. Stamer re same (.4); telephone conferences and correspondence with C. Greco re same (.8); correspond with G. Saydah re trust issues under plan (.5).
4/19/13	Christopher T Greco	1.40	Review final disclosure statement drafts in anticipation of disclosure statement hearing and solicitation of same.
4/19/13	Joseph Pack	8.60	Finalize disclosure statement and plan for solicitation and participate in multiple conferences with interested parties re same (6.8); coordinate with chambers and BMC re same (1.8).
4/19/13	Victoria Cole	6.10	Telephone conference with US Trustee and K&E working group re revisions to plan and disclosure statement (.2); review and revise same (1.0); prepare for disclosure statement hearing (2.4); review and revise solicitation documents (1.4); telephone conference with Chambers and Klehr re modifications to plan and disclosure statement (.3); review and revise same (.8).
4/19/13	Jacob Goldfinger	2.80	Review disclosure statement hearing transcripts (2.3); correspond with working group re same (.5).
4/19/13	Melissa Koss	.40	Correspond with V. Cole re plan supplement workstreams.
4/19/13	Joshua A Sussberg	.70	Review revised disclosure statement and plan (.6); correspond with J. Pack re same (.1).
4/20/13	Joseph Pack	5.20	Review solicitation materials, revise and compile initial package for BMC to begin compilation.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/20/13	Victoria Cole	2.60	Review and revise solicitation materials (2.2); correspond with C. Greco re same (.4).
4/20/13	Joshua A Sussberg	.30	Correspond with J. Pack and C. Greco re solicitation materials and review Creditors' Committee letter.
4/21/13	Christopher T Greco	1.30	Review Conexant solicitation materials and prepare for publication and solicitation (1.1); correspond with J. Sussberg and J. Pack re same (.2).
4/21/13	Joseph Pack	4.80	Finalze solicitation materials (3.1); confer and correspond with M. Yurkowicz re same and draft related notices (.5); correspond with local counsel re noticing issues and packages (1.1); telephone conference with V. Cole re solicitation materials (.1).
4/21/13	Victoria Cole	.10	Telephone conference with J. Pack re solicitation materials.
4/21/13	Joshua A Sussberg	.10	Correspond with J. Pack and C. Greco re solicitation and next steps.
4/22/13	Christopher T Greco	3.90	Correspond re launch of solicitation documents (1.4); review solicitation versions of documents and publication versions of documents in preparation for same (2.5).
4/22/13	Victoria Cole	3.80	Correspond with J. Pack re confirmation hearing notice (.2); telephone conference with M. Yurkewicz re case calendar (.2); draft confirmation work in progress report (3.4).
4/22/13	Joshua A Sussberg	.30	Telephone conference with M. Lahaie re plan issues and correspond re same.
4/23/13	Joseph Pack	1.80	Review schedules and statements (1.4); correspond with BMC re international noticing (.4).
4/24/13	Joseph Pack	1.20	Conference with BMC re noticing issues and balloting (.6); review schedules re same (.6).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/24/13	Victor Noskov	1.00	Research re third party releases (.9); correspond with J. Pack re same (.1).
4/25/13	Ellen M Jakovic	1.50	Correspond with C. Greco re transaction background and HSR analysis (1.0); telephone conference with S. Jordan re foreign merger filings analysis (.5).
4/25/13	Christopher T Greco	1.90	Correspond with antitrust counsel re preparation for closing and foreign jurisdictions reporting obligations re competition (1.2); correspond with working group re drafting of confirmation brief, declaration in support and proposed confirmation order (.7).
4/25/13	Sarah Jordan	.50	Telephone conference with E. Jakovic re foreign filing analysis.
4/25/13	Victor Noskov	1.90	Review confirmation hearing notice for publication (1.6); correspond with J. Pack re same (.1); research re confirmation hearing notice (.2).
4/26/13	Ellen M Jakovic	.50	Coordinate with S. Jordan and A. Kidanp regarding information for foreign merger filings analysis.
4/26/13	Christopher T Greco	.40	Correspond with A&M re information requests re antitrust backup and foreign competition reporting requirements.
4/26/13	Joseph Pack	1.40	Draft confirmation order (1.3); correspond with V. Noskov re confirmation hearing notice (.1).
4/26/13	Sarah Jordan	1.30	Coordinate with E. Jakovic and A. Kidane re international antitrust filing analysis (.5); review organizational chart and first day declaration (.8).
4/26/13	Victor Noskov	1.40	Finalize confirmation hearing notice (1.3); correspond with J. Pack re same (.1).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/26/13	Joshua A Sussberg	.20	Correspond with A&M re environmental and other plan related issues.
4/28/13	Ellen M Jakovic	1.80	Review and analyze background information, bankruptcy pleadings and organization chart (1.4); correspond with S. Jordan re information for foreign merger filings analysis (.4).
4/29/13	Ellen M Jakovic	1.90	Review and analyze interpretations on HSR debt workout exemption (.8); telephone conference with Akin re HSR and foreign competition filing analysis (.7); coordinate with C. Greco and S. Jordan re same (.4).
4/29/13	Christopher T Greco	1.10	Correspond with A&M re merger analysis and foreign competition reporting requirements (.5); correspond with working group re confirmation briefing and preparation (.6).
4/29/13	Christopher T Greco	1.10	Telephone conference with Conexant board and K&E working group re case status (.4); correspond with J. Sussberg re same (.3); coordinate with E. Jakovic re HSR filing analysis (.4).
4/29/13	Joseph Pack	.40	Correspond with printers re publication notice (.2); office conference with R. Dattilo re confirmation brief (.2).
4/29/13	Sarah Jordan	1.20	Research re merger control issues.
4/29/13	Victoria Cole	.40	Telephone conference with Conexant board, A&M and K&E working groups re case status.
4/29/13	Ryan Dattilo	1.60	Draft confirmation brief (1.4); office conference with J. Pack re same (.2).
4/29/13	Adam Kidane	1.00	Review and revise preliminary merger filing analysis (.8); correspond with S. Jordan re status update (.2).
4/30/13	Ellen M Jakovic	.80	Research re HSR exemption for debt workouts.

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/30/13	Joseph Pack	2.20	Conference and correspond with working group re publication notice (.7); telephone conference with V. Cole and Akin re plan supplement path go forward (.7); follow up correspondence with Akin re same (.8).
4/30/13	Sarah Jordan	1.20	Review preliminary merger filing analysis (.4); correspond with A. Kidane re same (.4); correspond with J. Fisher re same (.4).
4/30/13	Victoria Cole	1.70	Attend telephone conference with Akin and J. Pack re plan supplement documents (.7); correspond with C. Greco re same (.2); review precedent re declarations in support of confirmation (.8).
4/30/13	Ryan Dattilo	1.30	Draft confirmation brief (1.1); correspond with J. Pack re same (.2).
4/30/13	Adam Kidane	3.50	Review and revise preliminary merger filing analysis (3.1); correspond with S. Jordan re the same (.4).
		231.80	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112103

Client Matter: 12754-24

In the matter of Schedules and SOFAs

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 279.50
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 279.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

24 - Schedules and SOFAs

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victoria Cole	.40	495.00	198.00
Joshua A Sussberg	.10	815.00	81.50
TOTALS	.50		\$279.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

24 - Schedules and SOFAs

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/06/13	Joshua A Sussberg	.10	Telephone conference with C. Mills re schedules.
4/23/13	Victoria Cole	.40	Review schedules and SOFAs re Conexant Germany (.3); correspond with J. Pack re same (.1).
		.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112104
Client Matter: 12754-26

In the matter of Travel Time

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 2,804.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 2,804.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

26 - Travel Time

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Christopher T Greco	1.30	715.00	929.50
Joshua A Sussberg	2.30	815.00	1,874.50
TOTALS	3.60		\$2,804.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

26 - Travel Time

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/18/13	Christopher T Greco	.50	Travel to Wilmington, DE (billed at half time).
4/18/13	Joshua A Sussberg	.80	Travel from New York, NY to Wilmington, DE for hearing (billed at half time).
4/19/13	Christopher T Greco	.80	Travel from Wilmington, DE to New York, NY (billed at half time).
4/19/13	Joshua A Sussberg	1.50	Travel from Wilmington, DE to New York, NY (billed at half time).
		3.60	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4132799
Client Matter: 12754-27

In the matter of Utilities

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 215.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 215.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

27 - Utilities

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Victor Noskov	.50	430.00	215.00
TOTALS	.50		\$215.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

27 - Utilities

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/09/13	Victor Noskov	.50	Review and revise utilities order per US Trustee comments.
		.50	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112105
Client Matter: 12754-28

In the matter of Taxes

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 678.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 678.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

28 - Taxes

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Ryan Dattilo	1.20	565.00	678.00
TOTALS	1.20		\$678.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

28 - Taxes

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/01/13	Ryan Dattilo	.60	Review research re NOLs (.5); correspond with C. Greco and J. Sussberg re same (.1).
4/02/13	Ryan Dattilo	.60	Review research re NOLs (.4); correspond with J. Sussberg and C. Greco re same (.2).
		1.20	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112106
Client Matter: 12754-29

In the matter of Foreign Operations and Proceedings

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$ 14,210.50
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u> \$.00</u>
Total legal services rendered and expenses incurred	\$ 14,210.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

Summary of Hours Billed

<u>Name</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Lucy Anderson	6.20	620.00	3,844.00
Florian Bruder	6.40	540.00	3,456.00
Adam Kidane	3.00	730.00	2,190.00
Iben Madsen	.50	730.00	365.00
Bernd Meyer-Loewy	2.30	935.00	2,150.50
Joseph Pack	3.50	630.00	2,205.00
TOTALS	21.90		\$14,210.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

Description of Legal Services

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/02/13	Joseph Pack	1.50	Confer with working group re UK subtenant rental income.
4/02/13	Lucy Anderson	.80	Prepare index of documents for UK administration (.6); correspond with I. Madsen re same (.2).
4/03/13	Iben Madsen	.50	Correspond with T. Rindfleisch re lease queries (.3); review draft bible prepared by L. Anderson and comment on same (.2).
4/03/13	Lucy Anderson	2.20	Review queries re UK rent (.5); telephone conference with BDO re same (.1); telephone conference re same (.5); review lease guarantee provisions (.1); telephone conference with working group re treatment of UK rent (.1); draft summary re treatment of UK rent (.9).
4/04/13	Lucy Anderson	.30	Finalize and check bible of documents.
4/05/13	Lucy Anderson	.60	Correspond with BDO re UK administration (.2); draft letters re bible of administration documents (.4).
4/08/13	Florian Bruder	.40	Correspond with T. Rindfleisch re costs of administration.
4/08/13	Lucy Anderson	.40	Research re administrators' duties (.3); correspond re notifications to creditors (.1).
4/09/13	Bernd Meyer-Loewy	.80	File study (.4); correspond with F. Bruder re status of interim insolvency proceedings, withdrawal of insolvency petition and settlement with German Pension Fund (.4).
4/09/13	Lucy Anderson	.40	Correspond re UK administration (.1); draft summary re progress of UK administration (.3).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/10/13	Florian Bruder	.40	Telephone conference with T. Rindfleisch re documents and information request by administrator.
4/10/13	Lucy Anderson	.80	Draft update on UK proceedings (.7); correspond re notification to creditors (.1).
4/11/13	Florian Bruder	.70	Review documents (.3); telephone conference with T. Rindfleisch re documents to be provided to administrator (.4).
4/11/13	Lucy Anderson	.20	Correspond with F. Bruder re cost estimates.
4/15/13	Florian Bruder	.80	Review and analyze correspondence re payroll calculation (.5); correspond with T. Rindfleisch re document requests (.3).
4/15/13	Bernd Meyer-Loewy	.50	Review documents re interim Insolvency proceedings and statement re employee files (.3); correspond with F. Bruder and T. Rindfleisch re same (.2).
4/15/13	Lucy Anderson	.10	Correspond with J. Pack re UK landlord queries.
4/16/13	Florian Bruder	.70	Review and revise documents re filing of administrator, VAT and other tax implications.
4/16/13	Bernd Meyer-Loewy	.50	File study (.3); correspond with F. Bruder and T. Rindfleisch re status of interim insolvency proceedings and statement re employee files (.2).
4/16/13	Lucy Anderson	.10	Correspond with UK landlord re discussions.
4/17/13	Florian Bruder	.30	Review correspondence re payroll.
4/19/13	Florian Bruder	1.70	Correspond with C. Greco re disclosure statement (.4); draft same (1.3).
4/22/13	Joseph Pack	.80	Conference with A&M and management re next steps re international severance obligations (.6); follow up correspondence with J. Sussberg re same (.2).

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
4/23/13	Florian Bruder	1.10	Review documents and telephone conference with T. Rindfleisch re documents to be sent to administrator (.6); correspond with J. Pack and L. Plank re US entity claims and plan (.5).
4/23/13	Bernd Meyer-Loewy	.50	File study (.2); correspond with F. Bruder re status of interim insolvency proceedings (.2); correspond re state of negotiations with Pension Fund (.1).
4/24/13	Joseph Pack	.80	Conference and correspond with J. Fisher and C. Wells re Taiwanese severance (.4); conference with Conexant re same (.4).
4/24/13	Lucy Anderson	.30	Review correspondence re intra-group claims (.2); correspond with J. Pack re administrators' contact details (.1).
4/25/13	Florian Bruder	.30	Correspond with Schwalback re outstanding items per information request.
4/26/13	Joseph Pack	.40	Correspond with S. Jordan re case filing and related issues.
4/26/13	Adam Kidane	3.00	Review first day declaration, turnover figures and other materials (2.5); communicate with E. Jakovich and S. Jordan re international antitrust filing analysis (.5).
		21.90	TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

Conexant Systems, Inc.
1901 Main Street
Irvine, CA 92614

Attention: Sailesh Chittipeddi

Invoice Number: 4112107
Client Matter: 12754-30

In the matter of Disbursements

For legal services rendered through April 30, 2013 (see attached Description of Legal Services for detail)	\$.00
For expenses incurred through April 30, 2013 (see attached Description of Expenses for detail)	<u>\$ 16,817.70</u>
Total legal services rendered and expenses incurred	\$ 16,817.70

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

30 - Disbursements

Description of Expenses

<u>Date</u>	<u>Description</u>	<u>Amount</u>
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, T. Hsia, 2/28/13	67.26
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, R. Dattilo, 2/28/13	13.81
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, T. Ryan, 2/28/13	22.76
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, M. Kogut, 2/28/13	11.46
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, D. Kung, 2/28/13	1.04
2/28/13	Third Party Telephone Charges, Telephone conference, Florian Bruder, February 2013	19.06
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, L. Guerra, 2/28/13	11.40
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, B. Raynor, 2/28/13	1.42
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, F. Lim, 2/28/13	27.67
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, C. Greco, 2/28/13	33.70
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, J. Pack, 2/28/13	31.05
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, V. Cole, 2/28/13	1.12
2/28/13	INTERCALL - Third Party Telephone Charges, Conference Calls, M. Koss, 2/28/13	123.27
2/28/13	RESTRUCTURING CONCEPTS LLC, Computer Database Research, Chapter 11 Dockets Usage for 02/2013, Robert Orren	23.00
2/28/13	Computer Database Research, Juris online research Feb 2013	27.49
2/28/13	Computer Database Research Thomson Rebilling Usage for February 2013	19.96
3/04/13	WEST, Computer Database Research, GOLDFINGER JACOB, 3/4/2013	8.00
3/05/13	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSH, Transportation to/from airport, Date: 2/28/2013	29.94
3/05/13	VITAL TRANSPORTATION INC, Passenger: HACKNEY STEPHEN, Transportation to/from airport, Date: 2/28/2013	29.94
3/05/13	VITAL TRANSPORTATION INC, Passenger: PACK,JOSEPH, Transportation to/from airport, Date: 3/1/2013	29.94
3/05/13	VITAL TRANSPORTATION INC, Passenger: KOSS,MELISSA Transportation to/from airport, Date: 3/1/2013	28.83
3/05/13	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSH, Transportation to/from airport, Date: 3/1/2013	122.07
3/05/13	WEST, Computer Database Research, DATTILO,RYAN, 3/5/2013	77.34
3/05/13	WEST, Computer Database Research, MALONE,VICKIE, 3/5/2013	11.91
3/05/13	WEST, Computer Database Research, NOSKOV,VICTOR, 3/5/2013	73.86
3/05/13	WEST, Computer Database Research, PACK,JOSEPH, 3/5/2013	308.73
3/05/13	VITAL TRANSPORTATION INC, Passenger: SANTORO MICHELLE, Overtime Transportation, Date: 2/28/2013	28.83

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

30 - Disbursements

3/05/13	VITAL TRANSPORTATION INC, Passenger: GRECO CHRISTOPHER, Overtime Transportation, Date: 2/28/2013	31.04
3/05/13	VITAL TRANSPORTATION INC, Passenger: GREEN SHAVONE, Overtime Transportation, Date: 2/28/2013	62.64
3/06/13	WEST, Computer Database Research, RAVEN,ANNE, 3/6/2013	263.49
3/06/13	WEST, Computer Database Research, DATTILO,RYAN, 3/6/2013	35.73
3/06/13	WEST, Computer Database Research, MALONE,VICKIE, 3/6/2013	11.91
3/06/13	WEST, Computer Database Research, NOSKOV,VICTOR, 3/6/2013	199.92
3/06/13	WEST, Computer Database Research, PACK,JOSEPH, 3/6/2013	297.34
3/06/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 3/6/2013	20.00
3/07/13	VITAL TRANSPORTATION INC, Passenger: HACKNEY STEPHEN, Transportation to/from airport, Date: 2/28/2013	67.08
3/07/13	VITAL TRANSPORTATION INC, Passenger: KOSS,MELISSA Transportation to/from airport, Date: 3/1/2013	28.83
3/07/13	WEST, Computer Database Research, RAVEN,ANNE, 3/7/2013	174.43
3/07/13	WEST, Computer Database Research, PACK,JOSEPH, 3/7/2013	45.42
3/07/13	LEXISNEXIS, Computer Database Research, TOTH, PAULETTE, 3/7/2013	.03
3/07/13	LEXISNEXIS, Computer Database Research, TOTH, PAULETTE, 3/7/2013	2.92
3/07/13	LEXISNEXIS, Computer Database Research, TOTH, PAULETTE, 3/7/2013	38.10
3/07/13	LEXISNEXIS, Computer Database Research, TOTH, PAULETTE, 3/7/2013	49.08
3/07/13	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSHUA, Overtime Transportation, Date: 2/28/2013	123.63
3/07/13	VITAL TRANSPORTATION INC, Passenger: GRECO CHRISTOPHER, Overtime Transportation, Date: 2/28/2013	31.04
3/10/13	WEST, Computer Database Research, DATTILO,RYAN, 3/10/2013	300.00
3/11/13	WEST, Computer Database Research, DATTILO,RYAN, 3/11/2013	153.49
3/11/13	Ryan Dattilo, Taxi, (Overtime Transportation)	16.80
3/12/13	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSH, Transportation to/from airport, Date: 3/8/2013	107.40
3/12/13	VITAL TRANSPORTATION INC, Passenger: GRECO CHRISTOPHER, Transportation to/from airport, Date: 3/8/2013	50.12
3/12/13	WEST, Computer Database Research, RAVEN,ANNE, 3/12/2013	53.01
3/12/13	WEST, Computer Database Research, NOSKOV,VICTOR, 3/12/2013	21.41
3/13/13	WEST, Computer Database Research, RAVEN,ANNE, 3/13/2013	30.35
3/14/13	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSH, Transportation to/from airport, Date: 2/28/2013	33.97
3/14/13	VITAL TRANSPORTATION INC, Passenger: GRECO CHRISTOPHER, Transportation to/from airport, Date: 3/8/2013	64.42
3/14/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (4), Sussberg, Josh, 3/14/2013	32.00
3/15/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	6.83
3/15/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	5.79
3/15/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	3.07
3/15/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	2.97
3/15/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	6.18
3/15/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	2.85

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

30 - Disbursements

3/15/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	5.90
3/17/13	WEST, Computer Database Research, BAUER,GEORGE, 3/17/2013	299.28
3/18/13	WEST, Computer Database Research, NOSKOV,VICTOR, 3/18/2013	61.83
3/18/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 3/18/2013	20.00
3/19/13	Victor Noskov, Taxi, (Overtime Transportation)	27.50
3/19/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 3/19/2013	20.00
3/19/13	Document Services Overtime, Catherine L Jackson, Revise/Update MS Word.	10.50
3/20/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	.11
3/20/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	.11
3/22/13	WEST, Computer Database Research, BAUER,GEORGE, 3/22/2013	29.71
3/22/13	WEST, Computer Database Research, MALONE,VICKIE, 3/22/2013	23.82
3/25/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (12), Pack, Joseph, 3/25/2013	96.00
3/25/13	WEST, Computer Database Research, MALONE,VICKIE, 3/25/2013	23.82
3/26/13	VITAL TRANSPORTATION INC, Passenger: PACKAGE,J SUSSBERG, Local Transportation, Date: 3/22/2013	103.30
3/26/13	VITAL TRANSPORTATION INC, Passenger: PACKAGE,J SUSSBERG, Local Transportation, Date: 3/23/2013	109.70
3/26/13	Document Services Overtime, Tashnuva Shafique, Create MS Word.	5.04
3/27/13	Victor Noskov, Taxi, (Overtime Transportation)	26.75
3/27/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 3/27/2013	20.00
3/28/13	CT CORPORATION SYSTEM - Outside Retrieval Service, Certificate of Good Standing	2,316.81
3/28/13	SEAMLESS NORTH AMERICA INC, Victoria Cole, Overtime Meals - Attorney, 3/28/2013	20.00
3/29/13	WEST, Computer Database Research, DATTILO,RYAN, 3/29/2013	128.59
3/29/13	WEST, Computer Database Research, WEINTRAUB ANDREA, 3/29/2013	58.22
3/29/13	WEST, Computer Database Research, NOSKOV,VICTOR, 3/29/2013	101.16
3/29/13	WEST, Computer Database Research, MALONE,VICKIE, 3/29/2013	11.91
3/30/13	WEST, Computer Database Research, MALONE,VICKIE, 3/30/2013	14.80
3/31/13	INTERCALL - Third Party Telephone Charges, Conference Calls, J. Pack, 3/31/13	39.75
3/31/13	EXCEL COURIERS LTD - Outside Messenger Services COURIER 25TH MARCH	9.40
3/31/13	EXCEL COURIERS LTD - Outside Messenger Services COURIER 26TH MARCH	9.40
3/31/13	EXCEL COURIERS LTD - Outside Messenger Services	9.40
3/31/13	Computer Database Research Thomson Rebilling Usage for March 2013	17.10
4/01/13	Standard Prints	.50
4/01/13	Standard Prints	313.10
4/01/13	Standard Prints	5.30
4/01/13	Standard Prints	.20
4/01/13	Standard Prints	3.00
4/01/13	Standard Prints	1.70
4/01/13	Standard Prints	1.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

30 - Disbursements

4/02/13	Standard Prints	.20
4/02/13	Standard Prints	7.00
4/02/13	Standard Prints	.60
4/02/13	Standard Prints	.60
4/02/13	WEST, Computer Database Research, NOSKOV,VICTOR, 4/2/2013	34.82
4/02/13	WEST, Computer Database Research, WHITE,ERIC, 4/2/2013	62.91
4/02/13	Victor Noskov, Taxi, (Overtime Transportation)	27.50
4/02/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 4/2/2013	20.00
4/03/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	2.07
4/03/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	4.15
4/03/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	1.90
4/03/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	.41
4/03/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	3.40
4/03/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	.36
4/03/13	FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (11), Pack, Joseph, 4/3/2013	88.00
4/04/13	GKL CORPORATE/SEARCH INC - Outside Retrieval Service - Corporate Filing / Amendment / Conexant Holdings (DE).	500.00
4/04/13	PACER SERVICE CENTER, Computer Database Research, 03/01/2013 to 3/31/2013	1,445.90
4/04/13	WEST, Computer Database Research, WEINTRAUB ANDREA, 4/4/2013	27.25
4/04/13	WEST, Computer Database Research, NOSKOV,VICTOR, 4/4/2013	39.49
4/04/13	Victor Noskov, Taxi, (Overtime Transportation)	29.88
4/04/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 4/4/2013	20.00
4/05/13	Standard Prints	1.60
4/05/13	Standard Prints	2.60
4/05/13	Standard Prints	2.80
4/05/13	Standard Prints	8.60
4/05/13	Standard Prints	.20
4/05/13	Standard Prints	.10
4/05/13	Standard Prints	5.30
4/05/13	Standard Prints	.10
4/05/13	Standard Prints	.10
4/05/13	Standard Prints	.30
4/05/13	Standard Prints	.20
4/05/13	Standard Prints	.10
4/05/13	Standard Prints	2.30
4/05/13	Standard Prints	4.60
4/05/13	Standard Prints	1.10
4/05/13	Standard Prints	.80
4/05/13	Standard Prints	3.80
4/05/13	Color Prints	.55
4/05/13	Color Prints	1.10
4/05/13	Color Prints	1.10
4/05/13	Color Prints	.55

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

30 - Disbursements

4/05/13	Color Prints	.55
4/05/13	Color Prints	.55
4/08/13	Standard Prints	4.30
4/08/13	Standard Prints	.10
4/08/13	Standard Prints	.30
4/08/13	Standard Prints	1.80
4/08/13	Standard Prints	.40
4/09/13	Standard Prints	5.00
4/09/13	Standard Prints	.10
4/09/13	Standard Prints	1.20
4/09/13	Standard Prints	1.10
4/09/13	Andrea Weintraub, Taxi, (Overtime Transportation)	7.10
4/10/13	Standard Prints	2.00
4/10/13	Standard Prints	.10
4/10/13	Standard Prints	2.70
4/10/13	Standard Prints	.80
4/10/13	Standard Prints	.80
4/10/13	Postage	3.65
4/10/13	Andrea Weintraub, Taxi, (Overtime Transportation)	8.75
4/10/13	SEAMLESS NORTH AMERICA INC, Andrea Weintraub, Overtime Meals - Attorney, 4/10/2013	20.00
4/11/13	Victor Noskov, Taxi, (Overtime Transportation)	25.20
4/11/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 4/11/2013	20.00
4/12/13	Standard Prints	17.30
4/12/13	Standard Prints	2.80
4/12/13	Standard Prints	.50
4/12/13	Standard Prints	.50
4/12/13	Standard Prints	.10
4/12/13	Standard Prints	.50
4/12/13	Standard Prints	2.90
4/12/13	Standard Prints	4.30
4/12/13	Scanned Images	16.50
4/12/13	Computer Database Research, Commercial register excerpts March 2013	7.85
4/14/13	WEST, Computer Database Research, PACK,JOSEPH, 4/14/2013	460.50
4/14/13	WEST, Computer Database Research, NOSKOV,VICTOR, 4/14/2013	47.48
4/14/13	Bobby Earles, Working Meal/K&E Only, (Overtime Meal-Attorney) Chicago, IL	5.30
4/15/13	Standard Prints	.10
4/15/13	Standard Prints	8.70
4/15/13	Standard Prints	1.10
4/15/13	Standard Prints	15.20
4/15/13	Standard Prints	3.80
4/15/13	Standard Prints	.90
4/15/13	Standard Prints	14.50
4/15/13	Color Prints	204.60
4/15/13	WEST, Computer Database Research, PACK,JOSEPH, 4/15/2013	58.05
4/15/13	WEST, Computer Database Research, NOSKOV,VICTOR, 4/15/2013	13.62

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4/15/13	Melissa Koss, Taxi, (Overtime Transportation)	9.50
4/16/13	Standard Prints	12.70
4/16/13	Standard Prints	6.30
4/16/13	Standard Prints	3.00
4/16/13	Standard Prints	2.00
4/16/13	Standard Prints	2.50
4/16/13	Peter Wozniak, Airfare, Philadelphia, PA 04/18/2013 to 04/19/2013, (Hearing)	435.49
4/16/13	Peter Wozniak, Agency Fee, (Hearing)	58.00
4/16/13	WEST, Computer Database Research, MALONE,VICKIE, 4/16/2013	27.25
4/16/13	WEST, Computer Database Research, NOSKOV,VICTOR, 4/16/2013	13.62
4/16/13	VITAL TRANSPORTATION INC, Passenger: GRECO CHRISTOPHER, Overtime Transportation, Date: 4/9/2013	31.18
4/17/13	Standard Prints	7.00
4/17/13	Standard Prints	3.80
4/17/13	Standard Prints	16.90
4/17/13	Standard Prints	.30
4/17/13	Standard Prints	4.50
4/17/13	Standard Prints	42.50
4/17/13	Standard Prints	29.00
4/17/13	Josh Sussberg, Rail, Wilmington, DE 04/18/2013 to 04/19/2013, (Hearing)	169.99
4/17/13	WEST, Computer Database Research, MALONE,VICKIE, 4/17/2013	27.25
4/17/13	WEST, Computer Database Research, PACK,JOSEPH, 4/17/2013	361.76
4/17/13	Victoria Cole, Taxi, (Overtime Transportation)	10.00
4/17/13	SEAMLESS NORTH AMERICA INC, Joseph Pack, Overtime Meals - Attorney, 4/17/2013	20.00
4/18/13	Standard Prints	3.40
4/18/13	Standard Prints	.70
4/18/13	Standard Prints	6.60
4/18/13	Christopher Greco, Taxi, (Court Hearing)	25.00
4/18/13	Josh Sussberg, Taxi, Attend hearing.	22.50
4/18/13	Josh Sussberg, Taxi, Attend hearing.	22.50
4/18/13	Peter Wozniak, Lodging, Wilmington, DE 04/18/2013 to 04/19/2013, (Hearing)	300.00
4/18/13	Victoria Cole, Agency Fee, (Court Hearing)	58.00
4/18/13	Andrea Weintraub, Rail, Wilmington, DE 04/19/2013 to 04/19/2013, (Hearing) Train to Delaware hearing.	151.00
4/18/13	Andrea Weintraub, Agency Fee, (Hearing) Train to Delaware hearing.	10.00
4/18/13	Victor Noskov, Rail, Wilmington, DE 04/19/2013 to 04/19/2013, (Court Hearing)	134.00
4/18/13	Joseph Pack, Rail, Delaware 04/19/2013 to 04/19/2013, (Court Hearing)	101.00
4/18/13	Joseph Pack, Agency Fee, (Court Hearing)	58.00
4/18/13	Peter Wozniak, Transportation To/From Airport, (Hearing)	45.00
4/18/13	BOSTON COACH CORPORATION, Transportation to/from airport, SAILESH CHITTIPEDDI, pick up at Philadelphia Airport Philadelphia PA and drop off at WILMINGTON 42 W 11TH STREET WILMINGTON DE	133.90
4/18/13	Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE	41.00
4/18/13	Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE	3.00
4/18/13	Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE	6.00
4/18/13	Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE	5.00

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4/18/13	Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE	3.00
4/18/13	Josh Sussberg, Travel Meals, (Hearing) New York, NY Attend hearing, Meal with Shawn Hassel-Alvarez&Marsal	24.93
4/18/13	Peter Wozniak, Travel Meals, (Hearing) Chicago, IL	13.00
4/18/13	RESTRUCTURING CONCEPTS LLC, Computer Database Research, Chapter 11 Dockets Usage for 04/2013, Jacob Goldfinger	60.00
4/18/13	WEST, Computer Database Research, MALONE,VICKIE, 4/18/2013	13.62
4/18/13	WEST, Computer Database Research, GOLDFINGER JACOB, 4/18/2013	315.99
4/18/13	WEST, Computer Database Research, GOLDFINGER JACOB, 4/18/2013	5.48
4/18/13	WEST, Computer Database Research, NOSKOV,VICTOR, 4/18/2013	2.62
4/18/13	SEAMLESS NORTH AMERICA INC, Joseph Pack, Overtime Meals - Attorney, 4/18/2013	20.00
4/18/13	SEAMLESS NORTH AMERICA INC, Victoria Cole, Overtime Meals - Attorney, 4/18/2013	20.00
4/18/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 4/18/2013	20.00
4/18/13	Document Services Overtime, Catherine L Jackson, Create Adobe PDF.	10.50
4/19/13	Standard Prints	13.80
4/19/13	Standard Prints	6.90
4/19/13	Standard Prints	11.40
4/19/13	Standard Prints	30.30
4/19/13	Standard Prints	.60
4/19/13	Standard Prints	21.30
4/19/13	Scanned Images	13.50
4/19/13	Post 5th April	1.53
4/19/13	Christopher Greco, Taxi, (Court Hearing) From court to train station	10.00
4/19/13	Andrea Weintraub, Taxi, (Hearing) Transportation to train to Delaware for hearing	6.50
4/19/13	Andrea Weintraub, Taxi, (Hearing) Taxi to counsels office in Delaware	10.00
4/19/13	Andrea Weintraub, Taxi, (Hearing) Taxi to train from counsels office	10.00
4/19/13	Victor Noskov, Taxi, (Court Hearing)	16.00
4/19/13	Victor Noskov, Taxi, (Hearing)	10.00
4/19/13	Christopher Greco, Lodging, Wilmington, DE 04/18/2013 to 04/19/2013, (Court Hearing)	300.00
4/19/13	Josh Sussberg, Lodging, Wilmington, DE 04/18/2013 to 04/19/2013, (Hearing)	300.00
4/19/13	Christopher Greco, Rail, New York, NY. 04/19/2013 to 04/19/2013, (Court Hearing)	129.00
4/19/13	Victoria Cole, Rail, New York, NY 04/19/2013 to 04/19/2013, (Court Hearing)	114.00
4/19/13	Josh Sussberg, Rail, New York, NY 04/19/2013 to 04/19/2013, Attend hearing.	244.00
4/19/13	Joseph Pack, Rail, New York 04/19/2013 to 04/19/2013, (Court Hearing)	168.00
4/19/13	Joseph Pack, Agency Fee, (Court Hearing)	58.00
4/19/13	BOSTON COACH CORPORATION, Transportation to/from airport, SAILESH CHITTIPEDDI, pick up at WILMINGTON 824 MARKET STREET WILMINGTON DE and drop off at Philadelphia Airport Philadelphia PA	117.00
4/19/13	BOSTON COACH CORPORATION, Transportation to/from airport, SHAWN HASSEL, pick up at WILMINGTON 824 MARKET STREET WILMINGTON DE and drop off at Philadelphia Airport Philadelphia PA	117.00

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4/19/13	BOSTON COACH CORPORATION, Transportation to/from airport, PETER J WOZNIAK, pick up at WILMINGTON 919 N MARKET ST WILMINGTON DE and drop off at Philadelphia Airport Philadelphia PA	117.00
4/19/13	BOSTON COACH CORPORATION, Transportation to/from airport, PETER J WOZNIAK, pick up at O'Hare International Airport Chicago IL and drop off at CHICAGO 3818 N WILTON CHICAGO IL	71.82
4/19/13	BOSTON COACH CORPORATION, Transportation to/from airport, PETER J WOZNIAK, pick up at Philadelphia Airport Philadelphia PA and drop off at WILMINGTON . 11TH AND MARKET STREETS WILMINGTON DE	131.90
4/19/13	Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE, Meal with Sailesh Chittipeddi-Conexant, Peter Wozniak	67.00
4/19/13	Josh Sussberg, Travel Meals, (Hearing) Wilmington, DE	11.40
4/19/13	Josh Sussberg, Travel Meals, (Hearing) Wilmington, DE	6.89
4/19/13	Josh Sussberg, Travel Meals, Wilmington, DE Attend hearing, Meal with Mort Branzburg-Klehr Harrison Harvey Branzburg LLP, Shawn Hassel-Alvarez&Marsal Mike Stamer-Akin Gump Strauss Hauer & Feld LLP, Meredith Lahaie-Akin Gump Strauss Hauer & Feld LLP, Christopher Greco	50.50
4/19/13	Joseph Pack, Travel Meals, (Court Hearing) New York, NY	2.29
4/19/13	Victoria Cole, Taxi, (Overtime Transportation)	11.87
4/19/13	Joseph Pack, Taxi, Hearing.	12.50
4/19/13	Joseph Pack, Taxi, Hearing.	14.00
4/19/13	Joseph Pack, Taxi, Hearing.	11.30
4/22/13	Standard Prints	.20
4/22/13	POST 8TH APRIL	6.51
4/23/13	Standard Prints	3.20
4/23/13	Standard Prints	2.30
4/23/13	Standard Prints	.40
4/23/13	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSH, Transportation to/from airport, Date: 4/19/2013	131.98
4/23/13	WEST, Computer Database Research, MALONE,VICKIE, 4/23/2013	13.62
4/23/13	Melissa Koss, Taxi, (Overtime Transportation)	20.00
4/23/13	VITAL TRANSPORTATION INC, Passenger: GOLDFINGER JACOB, Overtime Transportation, Date: 4/18/2013	61.82
4/24/13	Standard Prints	1.70
4/24/13	Scanned Images	2.60
4/24/13	Scanned Images	6.90
4/24/13	Scanned Images	13.80
4/25/13	Standard Prints	4.70
4/25/13	Standard Prints	5.20
4/25/13	Standard Prints	.10
4/25/13	VITAL TRANSPORTATION INC, Passenger: SUSSBERG JOSH, Transportation to/from airport, Date: 4/18/2013	37.87
4/25/13	WEST, Computer Database Research, PACK,JOSEPH, 4/25/2013	40.06
4/25/13	Overtime Meals - Non-Attorney, Robert Orren	12.00
4/27/13	WEST, Computer Database Research, PACK,JOSEPH, 4/27/2013	323.10
4/30/13	INTERCALL - Third Party Telephone Charges, Conference Calls, C. Greco, 4/30/13	15.20

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4/30/13	INTERCALL - Third Party Telephone Charges, Conference Calls, V. Cole, 4/30/13	1.08
4/30/13	INTERCALL - Third Party Telephone Charges, Conference Calls, M. Koss, 4/30/13	7.23
4/30/13	INTERCALL - Third Party Telephone Charges, Conference Calls, A. Weintraub, 4/30/13	6.80
4/30/13	INTERCALL - Third Party Telephone Charges, Conference Calls, J. Pack, 4/30/13	4.82
4/30/13	INTERCALL - Third Party Telephone Charges, Conference Calls, R. Dattilo, 4/30/13	19.81
4/30/13	INTERCALL - Third Party Telephone Charges, Conference Calls, S. Gitler, 4/30/13	.92
4/30/13	Standard Prints	31.00
4/30/13	Standard Prints	.20
4/30/13	Standard Prints	5.60
4/30/13	Standard Prints	.20
4/30/13	Standard Prints	5.40
4/30/13	Standard Prints	15.50
4/30/13	Scanned Images	17.00
	TOTAL EXPENSES	\$ 16,817.70