

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

In re:	)	
	)	Chapter 11
	)	
CONEXANT SYSTEMS, INC., <i>et al.</i> , <sup>1</sup>	)	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 Third 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 May 1, 2013 through May 31, 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 <sup>th</sup> Floor San Francisco, CA 94111-5800	James S. Carr, Esquire Kelley Drye & Warren LLP 101 Park Avenue New York, NY 10178

<sup>1</sup> 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*

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

Morton Branzburg (admitted *pro hac vice*)  
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- and -

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

*Co-Counsel to the Debtors and Debtors in Possession*

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

**SUMMARY OF THIRD 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 MAY 1, 2013 THROUGH MAY 31, 2013**

Name of Applicant:	Kirkland & Ellis LLP (“ <i>K&amp;E</i> ”)
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	<i>Nunc pro tunc</i> to February 28, 2013 <sup>2</sup>
Period for which compensation and reimbursement are sought:	May 1, 2013 through May 31, 2013 (the “ <i>Fee Period</i> ”)
Amount of Compensation sought as actual, reasonable and necessary:	\$320,519.00 <sup>3</sup>
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$33,052.06
Prior Applications Filed:	None
This is a(n): <u>  X  </u> Monthly    _____ Interim    _____ Final application.	

<sup>1</sup> 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.

<sup>2</sup> 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].

<sup>3</sup> 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 \$256,415.20, and 100% of its expenses, totaling \$33,052.06.

**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	1.90	\$1,539.00
Samantha Good	Partner	1997	Corporate	970.00	0.50	\$485.00
Stephen C Hackney	Partner	1997	Litigation	840.00	7.00	\$5,880.00
David A Handler, P.C.	Partner	1992	Trusts and Estates	830.00	2.00	\$1,660.00
Vicki V Hood	Partner	1977	Employee Benefits	1,025.00	0.80	\$820.00
Ellen M Jakovic	Partner	1985	Litigation	920.00	4.50	\$4,140.00
Sarah Jordan	Partner	2002	Litigation	1,010.00	9.20	\$9,292.00
Fredrich Lim	Partner	2005	Corporate	755.00	2.50	\$1,887.50
John Lynn	Partner	1999	Intellectual Property	825.00	0.80	\$660.00
Bernd Meyer-Loewy	Partner	1997	Restructuring	935.00	0.30	\$280.50
William T Pruitt	Partner	2004	Litigation	780.00	0.80	\$624.00
Alejandro M Ruiz	Partner	2006	Taxation	815.00	2.30	\$1,874.50
Tana M Ryan	Partner	2003	Corporate	795.00	3.00	\$2,385.00
Joshua A Sussberg	Partner	2004	Restructuring	815.00	20.00	\$16,300.00
Paul D Tanaka	Partner	2000	Environment	780.00	7.40	\$5,772.00
Lucy Anderson	Associate	2011	Restructuring	620.00	7.80	\$4,836.00
Tara M Bahn	Associate	2004	Environment	715.00	1.50	\$1,072.50
Florian Bruder	Associate	2003	Restructuring	540.00	2.10	\$1,134.00
Victoria Cole	Associate	2013	Restructuring	495.00	44.20	\$21,879.00
Ryan Dattilo	Associate	2011	Restructuring	565.00	57.80	\$32,657.00
Stefanie I Gitler	Associate	2009	Environment	630.00	7.20	\$4,536.00
Christopher T Greco	Associate	2007	Restructuring	715.00	61.80	\$44,187.00
Luke Guerra	Associate	2004	Corporate	715.00	5.30	\$3,789.50
Bryan T Ikegami	Associate	2011	Corporate	495.00	1.10	\$544.50
Adam Kidane	Associate	2008	Litigation	730.00	8.20	\$5,986.00
Victor Noskov	Associate	2013	Restructuring	430.00	56.50	\$24,295.00
Joseph Pack	Associate	2010	Restructuring	630.00	175.60	\$110,628.00
Andrea Weintraub	Associate	2013	Restructuring	430.00	1.60	\$688.00
Peter J Wozniak	Associate	2007	Litigation	715.00	0.90	\$643.50
<b>Totals for Attorneys</b>					<b>494.60</b>	<b>\$310,475.50</b>

**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	3.40	\$1,139.00
Robert Orren	Legal Assistant	3.5	Corporate	275.00	9.30	\$2,557.50
Michelle Santoro	Case Assistant	1	Restructuring	190.00	1.20	\$228.00
Stephanie D Frye	Other	5	Admin Services	255.00	21.80	\$5,559.00
Linda A Scussel	Other	9	Admin Services	280.00	2.00	\$560.00
<b>Totals for Paraprofessionals</b>					<b>37.70</b>	<b>\$10,043.50</b>

**Compensation By Matter**

<b>Matter Number</b>	<b>Matter Description</b>	<b>Total Billed Hours</b>	<b>Total Fees Requested</b>
6	Adversary Proceedings/Contested Matters	2.00	\$550.00
9	Automatic Stay Issues/Relief from Stay	1.50	\$847.50
10	Business Operations	0.20	\$113.00
11	Employee Issues	6.90	\$4,964.00
12	Intellectual Property Issues	0.80	\$660.00
13	Case Administration	4.70	\$2,007.50
14	Claims Administration and Objections	24.40	\$16,660.50
15	Corporate Governance/Securities Law	16.30	\$10,920.50
16	Creditors Committee	0.40	\$226.00
17	DIP Financing/Cash Collateral/Cash Mgmt.	3.00	\$2,372.50
18	Executory Contracts and Real Property	45.70	\$29,285.50
19	Fee and Employment Applications - K&E	53.40	\$21,384.50
20	Fee and Employment Applications - Other	4.90	\$2,711.50
21	Hearings	0.50	\$167.50
22	Insurance	3.20	\$1,980.00
23	Plan, Disclosure Statement, Confirmation	334.70	\$201,752.00
29	Foreign Operations and Proceedings	29.70	\$23,916.50
<b>Totals for All Matters</b>		<b>532.30</b>	<b>\$320,519.00</b>
<b>Blended Rate</b>			<b>\$602.14</b>

**Expense Summary**

<b>Service Description</b>	<b>Amount</b>
Third Party Telephone Charges	\$97.94
Standard Copies or Prints	\$558.00
Color Copies or Prints	\$52.25
Scanned Images	\$27.30
CD-ROM Duplicates/Master	\$21.00
Local Transportation	\$13.00
Airfare	\$1,144.17
Filing and Publication Fees	\$29,762.22
Computer Database Research	\$1,166.46
Overtime Transportation	\$89.72
Overtime Meals - Attorney	\$120.00
<b>Total</b>	<b>\$33,052.06</b>

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

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**THIRD 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 MAY 1, 2013 THROUGH MAY 31, 2013**

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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 third monthly fee application (the “*Application*”)<sup>2</sup> for the period from May 1, 2013 through May 31, 2013 (the “*Fee Period*”), seeking interim payment of compensation for fees and expenses in the total amount of \$289,467.26 consisting of: (a) \$256,415.20, which is 80% of the fees incurred for reasonable and necessary professional services rendered by K&E during the Fee Period; and (b) \$33,052.06 for the actual and necessary

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<sup>2</sup> 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 third 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	1.90	\$1,539.00
Samantha Good	Partner	1997	Corporate	970.00	0.50	\$485.00
Stephen C Hackney	Partner	1997	Litigation	840.00	7.00	\$5,880.00
David A Handler, P.C.	Partner	1992	Trusts and Estates	830.00	2.00	\$1,660.00
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Fredrich Lim	Partner	2005	Corporate	755.00	2.50	\$1,887.50
John Lynn	Partner	1999	Intellectual Property	825.00	0.80	\$660.00
Bernd Meyer-Loewy	Partner	1997	Restructuring	935.00	0.30	\$280.50
William T Pruitt	Partner	2004	Litigation	780.00	0.80	\$624.00
Alejandro M Ruiz	Partner	2006	Taxation	815.00	2.30	\$1,874.50
Tana M Ryan	Partner	2003	Corporate	795.00	3.00	\$2,385.00
Joshua A Sussberg	Partner	2004	Restructuring	815.00	20.00	\$16,300.00
Paul D Tanaka	Partner	2000	Environment	780.00	7.40	\$5,772.00
Lucy Anderson	Associate	2011	Restructuring	620.00	7.80	\$4,836.00
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Florian Bruder	Associate	2003	Restructuring	540.00	2.10	\$1,134.00
Victoria Cole	Associate	2013	Restructuring	495.00	44.20	\$21,879.00
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Victor Noskov	Associate	2013	Restructuring	430.00	56.50	\$24,295.00
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Andrea Weintraub	Associate	2013	Restructuring	430.00	1.60	\$688.00
Peter J Wozniak	Associate	2007	Litigation	715.00	0.90	\$643.50
<b>Totals for Attorneys</b>					<b>494.60</b>	<b>\$310,475.50</b>

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	3.40	\$1,139.00
Robert Orren	Legal Assistant	3.5	Corporate	275.00	9.30	\$2,557.50
Michelle Santoro	Case Assistant	1	Restructuring	190.00	1.20	\$228.00
Stephanie D Frye	Other	5	Admin Services	255.00	21.80	\$5,559.00
Linda A Scussel	Other	9	Admin Services	280.00	2.00	\$560.00
<b>Totals for Paraprofessionals</b>					<b>37.70</b>	<b>\$10,043.50</b>

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 532.30 hours working on these chapter 11 cases.<sup>3</sup> The total reasonable value of such services equals \$320,519.00. 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*

<sup>3</sup> 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 6 — Adversary Proceedings/Contested Matters

(Fees: \$550.00; Hours: 2.00)

6. This subject matter includes legal services rendered in connection with litigation, adversary proceedings or other adversarial matters. Specifically, K&E attorneys researched legal issues in connection with enlarging the period to remove civil actions to bankruptcy court.

b. Matter 9 — Automatic Stay Issues

(Fees: \$847.50; Hours: 1.50)

7. 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) reviewed proposed language for orders from constituents regarding remedies and (b) corresponded with various constituents and management regarding stay issues arising from various contracts and other related issues.

c. Matter 10 — Business Operations

(Fees: \$113.00; Hours: 0.20)

8. 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, foreign vendors and various customers of the Debtors.

d. Matter 11 — Employee Issues

(Fees: \$4,964.00; Hours: 6.90)

9. This subject matter includes legal services rendered with respect to various employee issues. Specifically, K&E attorneys: (a) continually communicated with management regarding employment questions, including legal issues regarding employee severance and the payment of accrued wages and related benefits and (b) corresponded with employees regarding questions and concerns with respect to these chapter 11 cases.

e. Matter 12 — Intellectual Property Issues

(Fees: \$660.00; Hours: 0.80)

10. This subject matter includes legal services provided in connection with issues related to the Debtors' intellectual property.

f. Matter 13 — Case Administration

(Fees: \$2,007.50; Hours: 4.70)

11. 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; (d) corresponded and addressed noticing issues; (e) coordinated case management tasks among internal K&E team members, the Debtors' co-counsel and other retained professionals; and (f) coordinated meetings with key stakeholders at K&E offices.

g. Matter 14 — Claims Administration and Objections

(Fees: \$16,660.50; Hours: 24.40)

12. This subject matter includes legal services rendered in connection with the claims administration and objection process. Specifically, K&E attorneys: (a) corresponded with the Debtors' advisors regarding the potential ride-through of certain environmental liability; (b) coordinated and corresponded with the Debtors' and their retained professionals regarding the validity of certain claims filed in these chapter 11 cases; and (c) reviewed liquidating trust and researched issues regarding setting up trust for distribution to general unsecured creditors.

h. Matter 15 - Corporate Governance/Securities Law

(Fees: \$10,920.50; Hours: 16.30)

13. 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 regarding the chapter 11 cases.

i. Matter 16 — Creditors' Committee

(Fees: \$226.00; Hours: 0.40)

14. This subject matter includes legal services rendered in connection with correspondence with general unsecured creditors and the Creditors' Committee. Specifically, K&E attorneys corresponded with the Creditors' Committee regarding various matters associated with the chapter 11 cases.

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

(Fees: \$2,372.50; Hours: 3.00)

15. This subject matter includes legal services rendered in connection with securing the Debtors' debtor in possession financing. Specifically, K&E attorneys reviewed, revised and negotiated the exit credit facility agreement.

k. Matter 18 — Executory Contracts and Real Property

(Fees: \$29,285.50; Hours: 45.70)

16. 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 or rejecting executory contracts or unexpired leases; (b) researched legal issues pertaining to the rejection of certain of the Debtors' unexpired leases, including the priority of certain claims; (c) engaged in discussions with certain of the Debtors' landlords and contract counterparties; (d) analyzed issues in connection with the assumption of certain of the Debtors' agreements; and (e) compiled and filed, as part of the first supplement to the plan supplement, lists of assumed and rejected executory contracts [Docket No. 262].

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

(Fees: \$21,384.50; Hours: 53.40)

17. This subject matter includes legal services rendered in connection with the retention of K&E as the Debtors' counsel. Specifically, K&E attorneys: (a) reviewed K&E's invoice to ensure compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the U.S. Trustee Guidelines and (b) continued to perform comprehensive conflicts checks.

m. Matter 20 — Fee and Employment Applications - Other

(Fees: \$2,711.50; Hours: 4.90)

18. This subject matter includes legal services rendered in connection with ensuring the retention of the Debtors' professionals in these chapter 11 cases.

n. Matter 21 — Hearings

(Fees: \$167.50; Hours: 0.50)

19. This subject matter includes legal services rendered in connection with Court hearings to consider the Debtors' requested relief.

o. Matter 22 — Insurance

(Fees: \$1,980.00; Hours: 3.20)

20. This subject matter includes legal services rendered in connection with reviewing the Debtors' insurance policies. Specifically, K&E attorneys corresponded with insurance providers, A&M and the Debtors' management regarding the renewal of the Debtors' insurance policies, including directors and officers liability insurance.

p. Matter 23 — Plan, Disclosure Statement, Confirmation

(Fees: \$201,752.00; Hours: 334.70)

21. This subject matter includes legal services rendered in connection with the Debtors' plan of reorganization and related disclosure statement. Specifically, K&E attorneys:

(a) researched issues associated with the Debtors' proposed plan of reorganization and negotiated and corresponded with various stakeholders regarding the Debtors' Plan; (b) incorporated the terms of the Global Settlement into the Plan; (c) drafted and filed the plan supplement [Docket No. 241] and the first supplement to the plan supplement [Docket No. 262]; (d) drafted and filed documents in support of confirmation of the Plan, including the brief in support of confirmation of the Plan [Docket No. 275], which was approved by this Court on June 6, 2013 [Docket No. 287] and the declaration of Shawn Hassel in support of confirmation of the Plan [Docket No. 275, Exhibit B]; (e) responded to and resolved all objections to the Plan; (f) corresponded and negotiated with the Debtors' key stakeholders regarding the proposed confirmation order; (g) revised the confirmation order based on received comments and negotiations; (h) drafted, filed and published notices in connection with confirmation; and (i) coordinated with local counsel and the Debtors' claims agent to ensure notice was proper and timely.

q. Matter 29 — Foreign Operations and Proceedings

(Fees: \$23,916.50; Hours: 29.70)

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) corresponded with the U.K. and German administrator regarding foreign proceedings; (b) cooperated with international working group regarding these chapter 11 cases; and (c) corresponded with the directors of the Debtors' U.K. subsidiary regarding U.K. proceedings.

**Actual and Necessary Expenses**

23. The actual and necessary expenses that K&E incurred during the Fee Period total \$33,052.06.<sup>4</sup> 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

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<sup>4</sup> 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 \$289,467.26 consisting of: (a) \$256,415.20, which is 80% of the fees

incurred for reasonable and necessary professional services rendered by K&E during the Fee Period; and (b) \$33,052.06 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> , <sup>1</sup>	)	Case No. 13-10367 (MFW)
	)	
	)	
Debtors.	)	Jointly Administered

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**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.

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<sup>1</sup> 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 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143173**  
**Client Matter: 12754-6**

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**In the matter of Adversary Proceedings Contested Matters**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 550.00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 550.00

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

6 - Adversary Proceedings Contested Matters

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Robert Orren	2.00	275.00	550.00
<b>TOTALS</b>	<b>2.00</b>		<b>\$550.00</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

6 - Adversary Proceedings Contested Matters

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/07/13	Robert Orren	2.00	Research and retrieve precedent re motion to enlarge period to remove civil actions to bankruptcy court (1.0); prepare compilation of pending civil litigation (.5); correspond with team re same (.5).
		2.00	TOTAL HOURS



**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143174**  
**Client Matter: 12754-9**

---

**In the matter of Automatic Stay Issues Relief from Stay**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 847.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 847.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ryan Dattilo	1.50	565.00	847.50
<b>TOTALS</b>	<b>1.50</b>		<b>\$847.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Ryan Dattilo	.70	Review letter from Test Advantage re assumption of contract (.3); correspond with J. Fisher re same (.1); telephone conference with counsel to Test Advantage re same (.3).
5/29/13	Ryan Dattilo	.80	Review Comerica confirmation order language (.4); correspond with P.J. Duhig re same (.2); correspond with M. Lahaie re same (.2).
		1.50	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143175**  
**Client Matter: 12754-10**

---

**In the matter of Business Operations**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 113.00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$.00</u>
Total legal services rendered and expenses incurred	\$ 113.00

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

10 - Business Operations

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ryan Dattilo	.20	565.00	113.00
<b>TOTALS</b>	<b>.20</b>		<b>\$113.00</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

10 - Business Operations

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/10/13	Ryan Dattilo	.20	Correspond with M. Calderon re payment of foreign vendor.
		.20	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143176**  
**Client Matter: 12754-11**

---

**In the matter of Employee Issues**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 4,964.00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 4,964.00

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

11 - Employee Issues

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Matthew J Antinossi	1.90	810.00	1,539.00
Ryan Dattilo	1.20	565.00	678.00
Vicki V Hood	.80	1,025.00	820.00
Joseph Pack	2.80	630.00	1,764.00
Joshua A Sussberg	.20	815.00	163.00
<b>TOTALS</b>	<b>6.90</b>		<b>\$4,964.00</b>



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

11 - Employee Issues

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Joseph Pack	2.80	Confer and correspond with company re employee benefit plans (1.3); follow up with Akin re same (.5); participate in conference calls re same (.5); correspond re PBGC (.5).
5/01/13	Ryan Dattilo	.70	Correspond with M. Calderon at Company re vacation and terminated employees question (.2); analyze same re final wages order (.3); follow up correspondence with M. Calderon and C. Mills re same (.2).
5/01/13	Matthew J Antinossi	1.20	Correspond and telephone conference with J. Pack re pension issues (.2); review correspondence from company re same (.2); review benefit plan documents (.8).
5/01/13	Joshua A Sussberg	.20	Correspond re PBGC inquiry and policies.
5/01/13	Vicki V Hood	.80	Respond to PBGC inquiry.
5/02/13	Ryan Dattilo	.50	Analyze correspondence from C. Mills re vacation pay issue (.3); correspond with J. Pack re same (.1); correspond with C. Mills re same (.1).
5/24/13	Matthew J Antinossi	.50	Telephone conference and email correspondence with R. Zaiss of Akin Gump and C. Greco re employee benefits due diligence.
5/30/13	Matthew J Antinossi	.20	Telephone conference with R. Zeiss of Akin Gump re due diligence matters (.1); correspond with J. Pack re same (.1).
		6.90	TOTAL HOURS

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143177**  
**Client Matter: 12754-12**

---

**In the matter of Intellectual Property Issues**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 660.00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 660.00

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

12 - Intellectual Property Issues

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
John Lynn	.80	825.00	660.00
<b>TOTALS</b>	<b>.80</b>		<b>\$660.00</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

12 - Intellectual Property Issues

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/24/13	John Lynn	.80	Review Aura Semi agreement (.5); correspond with J. Pack re same (.3).
		.80	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143178**  
**Client Matter: 12754-13**

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**In the matter of Case Administration**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 2,007.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 2,007.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

13 - Case Administration

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Victoria Cole	1.40	495.00	693.00
Ryan Dattilo	.30	565.00	169.50
Beth Friedman	.50	335.00	167.50
Robert Orren	.30	275.00	82.50
Joseph Pack	.80	630.00	504.00
Michelle Santoro	1.20	190.00	228.00
Joshua A Sussberg	.20	815.00	163.00
<b>TOTALS</b>	<b>4.70</b>		<b>\$2,007.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

13 - Case Administration

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/02/13	Joshua A Sussberg	.20	Correspond with team re case status.
5/03/13	Michelle Santoro	.50	Review copying charges and distribute to V. Noskov.
5/15/13	Joseph Pack	.80	Confer with V. Cole re MORs (.4); follow up with A&M re same and discuss comments to MORs (.4).
5/15/13	Michelle Santoro	.40	Retrieve and distribute Delaware UST operating guidelines to V. Cole.
5/16/13	Robert Orren	.30	Retrieve and distribute to team filed operating report.
5/19/13	Victoria Cole	.40	Review and revise work in progress report (.3); correspond re same (.1).
5/23/13	Victoria Cole	1.00	Review and revise work in progress report (.2); office conference with K&E working group re same (.5); correspond re same (.3).
5/23/13	Ryan Dattilo	.30	Attend K&E team internal conference re confirmation workstreams.
5/28/13	Beth Friedman	.50	Review updated case docket (.4); correspond with J. Pack re balloting issues and procedures (.1).
5/31/13	Michelle Santoro	.30	Prepare and distribute recently filed Conexant items to R. Dattilo.
		4.70	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143179**  
**Client Matter: 12754-14**

---

**In the matter of Claims Administration and Objections**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 16,660.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 16,660.50



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Tara M Bahn	1.50	715.00	1,072.50
Victoria Cole	.30	495.00	148.50
Stefanie I Gitler	7.20	630.00	4,536.00
Christopher T Greco	.90	715.00	643.50
Stephen C Hackney	1.00	840.00	840.00
David A Handler, P.C.	2.00	830.00	1,660.00
Adam Kidane	2.40	730.00	1,752.00
Robert Orren	1.00	275.00	275.00
Joseph Pack	3.90	630.00	2,457.00
Paul D Tanaka	4.20	780.00	3,276.00
<b>TOTALS</b>	<b>24.40</b>		<b>\$16,660.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Paul D Tanaka	.60	Correspondence with J. Sussberg, J. Fisher, B. Warren, C. Wells, C. Mills, T. Krawczyk, S. Gitler, C. Greco and J. Pack re environmental issues (.2); review and analyze materials re same (.4).
5/02/13	Christopher T Greco	.90	Conference call with J. Sussberg re environmental claim and EMA contract (.4); follow up with S. Gitler re same (.3); follow up with Akin re same (.2).
5/02/13	Stefanie I Gitler	1.10	Telephone conference with bankruptcy team re rejection claims (.4); discuss same with P. Tanaka (.3); draft e-mail to creditor's counsel re rejection of environmental contracts (.4).
5/02/13	Victoria Cole	.30	Correspond with J. Chong of LG International Corp. re claims bar date.
5/02/13	Paul D Tanaka	.70	Correspondence with D. Quigley and C. Franklin of Akin Gump, J. Sussberg, S. Gitler, C. Greco and J. Pack re environmental claims (.3); review and analyze materials re same (.2); telephone conference with S. Gitler re same (.2).
5/03/13	Tara M Bahn	.10	Correspond with S. Gitler and P. Tanaka re dischargeability analysis.
5/03/13	Stefanie I Gitler	1.30	Locate preliminary summary of environmental issues and bankruptcy analysis (.1); share same and discuss with bankruptcy team (.3); begin to analyze dischargeability of Newport environmental claim (.9).
5/03/13	Joseph Pack	.80	Confer and correspond with counsel to equity sponsors re proof of claims and filing procedures re same.

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/03/13	Paul D Tanaka	.60	Correspondence with C. Greco, J. Pack, S. Gitler and J. Sussberg re environmental claims (.2); review and analyze materials re same (.4).
5/06/13	Tara M Bahn	1.40	Office conference with S. Gitler re environmental liabilities (.3); review background documentation from company and state re same (.9); draft correspondence to S. Gitler re prior dischargeability research (.2).
5/06/13	Stefanie I Gitler	2.20	Research and discuss potential dischargeability of environmental liability with T. Bahn.
5/09/13	Robert Orren	1.00	Prepare for filing affidavits of publication of bar date (.7); correspond with J. Pack re same (.3).
5/10/13	David A Handler, P.C.	2.00	Review liquidating trust for Conexant and confer with team re same.
5/13/13	Stephen C Hackney	1.00	Review and revise trust indenture (.8); conference with J. Sussberg re same (.2)
5/15/13	Joseph Pack	3.10	Confer with BMC re noticing of POCs and follow up with respect to international issues and POCs (1.6); follow up with company and working groups re same and circulate POCs (1.5).
5/16/13	Stefanie I Gitler	.50	Telephone conference with Client re rejection of contract with Shopoff (.4); discuss same with P. Tanaka (.1).
5/17/13	Stefanie I Gitler	1.60	Review and provide environmental comments to slide of regulation of environmental liability (1.2); discuss same with P. Tanaka and bankruptcy team (.4).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/17/13	Paul D Tanaka	1.70	Correspondence with S. Gitler, C. Greco, J. Pack, J. Sussberg, J. Fisher, T. Krawczyk, D. Gallagher B. Warren, C. Mills and C. Wells re evaluation of environmental management agreement and claims (.6); review and comment on evaluation re same (.7); review and analyze materials re same (.4).
5/21/13	Paul D Tanaka	.20	Correspondence with J. Fisher, C. Greco, J. Pack, C. Wells and S. Gitler re environmental claims (.1); review and analyze materials re same (.1)
5/22/13	Paul D Tanaka	.40	Correspondence with M. Stamer, M. Lahaie and L. Zahradka of Akin, J. Fisher, B. Warren, T. Krawczyk, D. Gallagher, C. Mills, C. Wells, S. Hassel, C. Greco, J. Sussberg, J. Pack and S. Gitler re environmental claims (.2); review and analyze materials re same (.2).
5/23/13	Stefanie I Gitler	.50	Review claims from Shopoff re environmental matters (.3); discuss status of environmental claims and assumption of EMA by Client with P. Tanaka (.2).
5/23/13	Adam Kidane	1.00	Telephone conference with Conexant (.4); correspond with S. Jordan re allocation of turnover (.6).
5/24/13	Adam Kidane	1.00	Correspond with Conexant re Taiwanese market shares (.6); review bankruptcy statement to identify potential markets (.4).
5/28/13	Adam Kidane	.40	Correspond with Conexant re Taiwanese market shares (.2); correspond with S. Jordan re same (.2).
		24.40	TOTAL HOURS

**KIRKLAND & ELLIS LLP**

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143180**  
**Client Matter: 12754-15**

---

**In the matter of Corporate Governance Securities Law**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 10,920.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 10,920.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Victoria Cole	3.40	495.00	1,683.00
Christopher T Greco	.70	715.00	500.50
Luke Guerra	5.30	715.00	3,789.50
Alejandro M Ruiz	2.30	815.00	1,874.50
Tana M Ryan	3.00	795.00	2,385.00
Andrea Weintraub	1.60	430.00	688.00
<b>TOTALS</b>	<b>16.30</b>		<b>\$10,920.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/02/13	Andrea Weintraub	1.60	Draft minutes from 4/29 board update.
5/09/13	Tana M Ryan	.50	Confer with working group re plan supplement documents (.3); follow up re same (.2).
5/09/13	Luke Guerra	1.80	Telephone conference with T. Ryan re corporate matters (.7); review Liquidating Trust and governing documents re same (1.1).
5/10/13	Tana M Ryan	.50	Review and provide comments to the trust agreement.
5/10/13	Luke Guerra	1.50	Continue to review and revise Liquidating Trust and governing documents (1.1); prepare correspondence to J. Pack re same (.4).
5/10/13	Alejandro M Ruiz	2.30	Review liquidating trust agreement (1.8); prepare tax comments (.5).
5/30/13	Tana M Ryan	1.50	Confer with working group re asset transfers needed (1.1); follow up re same (.4).
5/30/13	Luke Guerra	.50	Correspond with T. Ryan and B. Ikegami re asset purchase transaction.
5/31/13	Christopher T Greco	.70	Review old board minutes (.5); correspond with C. Mills and V. Cole re same (.2).
5/31/13	Victoria Cole	3.40	Correspond with C. Greco and J. Pack re board minutes (.1); review and revise February 26, February 27 and April 15 board minutes (3.3).
5/31/13	Tana M Ryan	.50	Telephone conference with A&M (.3); follow up re same (.2).
5/31/13	Luke Guerra	1.50	Telephone conference with client re hearing testimony (.6); review asset purchase closing checklist (.9).
		16.30	TOTAL HOURS

Legal Services for the Period Ending May 31, 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 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143181**  
**Client Matter: 12754-16**

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**In the matter of Creditors Committee**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 226.00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 226.00

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ryan Dattilo	.40	565.00	226.00
<b>TOTALS</b>	<b>.40</b>		<b>\$226.00</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/09/13	Ryan Dattilo	.20	Correspond with Creditors' Committee re payments under first and second day orders.
5/29/13	Ryan Dattilo	.20	Correspond with Creditors' Committee re payments under first and second day orders.
		.40	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143182**  
**Client Matter: 12754-17**

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

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 2,372.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 2,372.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Samantha Good	.50	970.00	485.00
Fredrich Lim	2.50	755.00	1,887.50
<b>TOTALS</b>	<b>3.00</b>		<b>\$2,372.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/29/13	Samantha Good	.50	Review exit agreement and review by F. Lim.
5/29/13	Fredrich Lim	2.50	Review draft exit credit facility and draft issues list.
		3.00	TOTAL HOURS

# KIRKLAND & ELLIS LLP

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New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143183**  
**Client Matter: 12754-18**

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**In the matter of Executory Contracts and Real Property**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 29,285.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 29,285.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Victoria Cole	1.10	495.00	544.50
Ryan Dattilo	2.40	565.00	1,356.00
Christopher T Greco	4.60	715.00	3,289.00
Victor Noskov	1.10	430.00	473.00
Joseph Pack	32.50	630.00	20,475.00
Joshua A Sussberg	.80	815.00	652.00
Paul D Tanaka	3.20	780.00	2,496.00
<b>TOTALS</b>	<b>45.70</b>		<b>\$29,285.50</b>



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Joseph Pack	2.50	Confer and correspond with A&M re executory environmental issues and lease settlement issues (1.4); review documents re same and confer with team re same (1.0); telephone conference with A&M re same (.1).
5/03/13	Ryan Dattilo	.30	Telephone conference with J. Fisher and C. Mills re Test Advantage contract.
5/03/13	Ryan Dattilo	1.00	Review correspondence from Company re Technoprobe contract issue (.2); analyze same re ability to threaten enforcement and potential assumption (.5); correspond with C. Greco re same (.1); correspond with J. Fisher re same (.2).
5/03/13	Joshua A Sussberg	.30	Telephone conference with A&M re landlord resolutions (.2); correspond with C. Greco re same (.1).
5/04/13	Joseph Pack	3.50	Review and revise lease settlement (3.1); correspond with J. Sussberg re same (.4).
5/06/13	Paul D Tanaka	.60	Correspond with C. Greco and S. Gitler re rejection of environmental management agreement for Newport facility (.1); review and analyze materials re same (.3); telephone conference with S. Gitler re same (.2).
5/06/13	Joshua A Sussberg	.10	Telephone conference with G. Saydah re landlord resolution and order.
5/07/13	Joshua A Sussberg	.10	Correspond with G. Saydah re lease order.
5/09/13	Christopher T Greco	2.10	Correspond with counterparties to executory contracts re proposed assumption (.4); telephone conference with corporate lawyers re effective date preparation (.5); review plan supplement drafts (1.2).
5/10/13	Christopher T Greco	.30	Correspond with Kelley Drye re lease settlement order draft.

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/10/13	Joseph Pack	4.70	Telephone conference with D. Gallagher re contract assumption (.6); follow up with A&M re same (.6); review schedules re same (1.1); revise Plan Supplement (1.6); follow up with working groups re same (.4); telephone conference with A&M re lease settlement and potential logistics related thereto (.4).
5/14/13	Joseph Pack	2.90	Confer with company re Toyota Sienna lease issues (.3); review and revise lease order and correspond with J. Sussberg re same (1.2); confer and correspond with S. Meyer re IBM agreements (.9); follow up with A&M team re same (.5).
5/15/13	Christopher T Greco	1.10	Correspond with working group re potential assumption of Environmental Management Agreement with Shopoff and Pros and Cons re same (.6); follow up with J. Fisher re same (.5).
5/15/13	Joseph Pack	2.80	Correspond with C. Mills re property abandonment and fixtures related thereto (.7); correspond with local counsel re same (.4); follow up with company re procedures related thereto (1.7).
5/15/13	Ryan Dattilo	.30	Correspond with C. Devine from Mirick O'Connel re assumption of executory contracts (.2); correspond with J. Pack re same (.1).
5/15/13	Paul D Tanaka	1.10	Correspond with J. Sussberg, S. Hackney, S. Hassel, J. Fisher, S. Gitler, J. Pack, C. Wells, B. Warren, D. Gallagher, C. Mills and C. Greco re rejection of Environmental Management Agreement for Newport property (.3); analyze materials re same (.8).
5/15/13	Joshua A Sussberg	.30	Telephone conference with J. Fischer re lease issues (.2); correspond with J. Fischer re same (.1).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/16/13	Christopher T Greco	1.10	Telephone conference with working group re Shopoff EMA and potential assumption and rejection of same (.6); analyze issues re environmental contracts (.5).
5/16/13	Joseph Pack	5.10	Review and revise landlord settlement agreement (2.5); confer with G. Saydah re same and circulate comments and discuss provisions re same (1.8); finalize and file same (.8).
5/16/13	Paul D Tanaka	.90	Correspond with S. Gitler re environmental management agreement (.2); telephone conference with working group re same (.4); review and analyze materials re same (.3).
5/17/13	Victor Noskov	1.10	Research re post-rejection clean-up costs and administrative claim status (1); correspond with J. Pack and C. Greco re same (.1).
5/20/13	Ryan Dattilo	.60	Correspond with J. Fisher re assumption of Stony Brook agreement (.2); telephone conference with counsel to Stony Brook re same (.2); follow up with J. Fisher re Test Advantage status (.2).
5/21/13	Joseph Pack	5.30	Correspond with C. Wells re executory agreements and review drafts lists (.9); revise slides re environmental issue and circulate internally (3.9); confer and correspond with working group re same in preparation for telephone conference with Akin Grump (.5).
5/21/13	Ryan Dattilo	.20	Correspond with counsel to Test Advantage re status of assumption of agreements.
5/22/13	Joseph Pack	5.70	Confer and correspond with A&M and company re assumed contracts list (1.1); review draft lists and confer with Akin re same (2.8); telephone conference with Company re environmental issues (1.2); review and revise documents re same (.5); follow up with working groups re same (.1).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/23/13	Paul D Tanaka	.60	Correspond with J. Fisher, R. Warren, T. Trawczyk, D. Gallager, C. Mills, C. Wells, S. Hassel, S. Chittipeddi, C. Greco, S. Gitler, J. Sussberg and J. Pack re rejection of environmental management agreement (.2); telephone conference with M. Lahaie and D. Quigley of Akin Gump and S. Hassel and J. Fisher of A&M and C. Greco re rejection of environmental management agreement (.4).
5/30/13	Victoria Cole	1.10	Draft cure objection summary chart.
		45.70	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143184**  
**Client Matter: 12754-19**

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

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 21,384.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 21,384.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&amp;E

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Victoria Cole	4.20	495.00	2,079.00
Ryan Dattilo	.90	565.00	508.50
Beth Friedman	.70	335.00	234.50
Stephanie D Frye	21.80	255.00	5,559.00
Christopher T Greco	.60	715.00	429.00
Victor Noskov	10.90	430.00	4,687.00
Robert Orren	1.50	275.00	412.50
Joseph Pack	10.20	630.00	6,426.00
Linda A Scussel	2.00	280.00	560.00
Joshua A Sussberg	.60	815.00	489.00
<b>TOTALS</b>	<b>53.40</b>		<b>\$21,384.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&amp;E

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Linda A Scussel	.80	Conduct organization and review of supplemental disclosures relating to creditors and entities submitted as all interested parties.
5/02/13	Joseph Pack	4.50	Revise time entries to comply with US Trustee guidelines and confer with S. Otero re same (2.3); follow up with V. Cole re same (.7); review and revise fee application (1.5).
5/03/13	Christopher T Greco	.60	Follow up with J. Pack re K&E first monthly fee application (.2); review same (.4).
5/03/13	Joseph Pack	4.50	Review and revise invoice to comply with US Trustee guidelines (3.1); confer with S. Otero re same (.2); follow up with V. Cole re same (.3); revise fee application and circulate to working group (.9).
5/03/13	Victor Noskov	1.80	Revise first monthly fee application (.9); correspond with J. Pack re same (.3); telephone conference with R. Orren re same (.2); revise same (.4).
5/03/13	Robert Orren	1.50	Review and revise K&E first monthly fee application.
5/07/13	Joshua A Sussberg	.60	Review and revise fee application.
5/09/13	Victor Noskov	2.20	Correspond with J. Pack re first monthly fee application (.1); revise first monthly fee application (2.1).
5/13/13	Ryan Dattilo	.90	Review first monthly fee application (.8); correspond with V. Noskov and J. Pack re same (.1).
5/14/13	Joseph Pack	1.20	Edit invoice to comply with US Trustee guidelines.
5/15/13	Victor Noskov	2.40	Review conflicts and confer with team re same (2.2); correspond with L. Scussel re same (.2).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&amp;E

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/15/13	Stephanie D Frye	6.30	Conduct organization and preparation for disclosure analysis of parties submitted as Rule 2002, schedules and SoFAs (5.7); conduct research re parties submitted as schedules (.6).
5/16/13	Stephanie D Frye	3.80	Conduct organization and preparation for disclosure analysis of parties submitted as Rule 2002 and schedules.
5/17/13	Linda A Scussel	.20	Conduct organization and review of supplemental disclosures relating to creditors and entities submitted as Rule 2002 parties.
5/20/13	Victoria Cole	.60	Review and revise April invoice to comply with US Trustee guidelines.
5/20/13	Stephanie D Frye	6.30	Conduct organization and preparation for disclosure analysis of parties submitted as schedules and SoFAs (2.1); conduct research re parties submitted as schedules and SoFAs (1.9); conduct organization and review of disclosures re parties submitted as Rule 2002 (2.3).
5/21/13	Victor Noskov	.60	Review conflict search results (.5); correspond with V. Cole, J. Pack and C. Greco re same (.1).
5/21/13	Stephanie D Frye	.80	Conduct research re parties submitted as schedules.
5/22/13	Stephanie D Frye	3.80	Conduct research re parties submitted as schedules.
5/22/13	Beth Friedman	.70	Review and edit fees and expenses to comply with US Trustee guidelines.
5/23/13	Victor Noskov	3.20	Review conflicts and confer with team re same (1.1); review related conflict searches (2.1).
5/23/13	Victoria Cole	.90	Review and revise April invoice to comply with US Trustee guidelines.



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&amp;E

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/24/13	Victoria Cole	2.20	Review and revise April invoice to comply with US Trustee guidelines.
5/27/13	Linda A Scussel	1.00	Conduct analysis for disclosure of creditors and entities submitted as Schedules parties.
5/28/13	Victor Noskov	.50	Review conflicts search.
5/28/13	Victoria Cole	.50	Review and revise conflicts and confer with team re same.
5/29/13	Stephanie D Frye	.80	Conduct disclosure analysis re parties submitted as schedules.
5/31/13	Victor Noskov	.20	Correspond with L. Scussel re supplemental declaration re conflicts.
		53.40	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143185**  
**Client Matter: 12754-20**

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**In the matter of Fee and Employment Applications - Other**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 2,711.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 2,711.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Victoria Cole	1.30	495.00	643.50
Victor Noskov	1.00	430.00	430.00
Joseph Pack	2.60	630.00	1,638.00
<b>TOTALS</b>	<b>4.90</b>		<b>\$2,711.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Victoria Cole	.40	Review and revise A&M monthly fee application.
5/02/13	Victoria Cole	.10	Correspond with A&M re A&M monthly fee application.
5/07/13	Joseph Pack	1.80	Correspond with company re OCP issues (.8); confer with J. Fisher re same and declarations related thereto (1.0).
5/08/13	Victoria Cole	.20	Correspond re conflicts for OCP declarations of disinterestedness.
5/09/13	Victor Noskov	1.00	Coordinate OCP contact list (.2); correspond with H. Bixler re same (.2); correspond with J. Pack re same (.2); compile OCP contact list (.4).
5/14/13	Joseph Pack	.80	Review and comment on A&M fee application.
5/14/13	Victoria Cole	.10	Correspond with C. Wells re A&M monthly fee application.
5/15/13	Victoria Cole	.50	Prepare A&M monthly fee application for filing (.3); review notice re same (.2).
		4.90	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143186**  
**Client Matter: 12754-21**

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**In the matter of Hearings**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 167.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 167.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

21 - Hearings

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Beth Friedman	.50	335.00	167.50
<b>TOTALS</b>	<b>.50</b>		<b>\$167.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

21 - Hearings

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/23/13	Beth Friedman	.50	Correspond with J. Pack and review docket re objections to confirmation (.4); prepare for confirmation hearing (.1).
		.50	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143187**  
**Client Matter: 12754-22**

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**In the matter of Insurance**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 1,980.00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>    \$ .00</u>
Total legal services rendered and expenses incurred	\$ 1,980.00



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

22 - Insurance

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Ryan Dattilo	2.40	565.00	1,356.00
William T Pruitt	.80	780.00	624.00
<b>TOTALS</b>	<b>3.20</b>		<b>\$1,980.00</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

22 - Insurance

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Ryan Dattilo	2.20	Correspond with J. Leong at Equity Risk re status of renewal of policies (.3); review and analyze insurance order re PAC agreement (.4); correspond with J. Pack re same (.2); telephone conference with PAC re same (.3); follow up with J. Leong re same (.3); correspond with J. Fisher re correspondence from Federal Insurance Company (.2); review same (.3); correspond with counsel to Federal Insurance Company re same (.2).
5/21/13	Ryan Dattilo	.20	Correspond with J. Leong at Equity Risk Partners re status of case.
5/30/13	William T Pruitt	.80	Review and analyze ACE proposed language re policy assumption (.3); telephone conference with R. Dattilo re same (.2); correspond with C. Greco re operation of retention provision (.3).
		3.20	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143188**  
**Client Matter: 12754-23**

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**In the matter of Plan, Disclosure Statement, Confirmation**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 201,752.00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 201,752.00

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Victoria Cole	32.50	495.00	16,087.50
Ryan Dattilo	48.50	565.00	27,402.50
Beth Friedman	1.70	335.00	569.50
Christopher T Greco	55.00	715.00	39,325.00
Stephen C Hackney	6.00	840.00	5,040.00
Bryan T Ikegami	1.10	495.00	544.50
Victor Noskov	43.50	430.00	18,705.00
Robert Orren	4.50	275.00	1,237.50
Joseph Pack	122.80	630.00	77,364.00
Joshua A Sussberg	18.20	815.00	14,833.00
Peter J Wozniak	.90	715.00	643.50
<b>TOTALS</b>	<b>334.70</b>		<b>\$201,752.00</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Victoria Cole	.90	Research re third party releases (.8); correspond with R. Dattilo re same (.1).
5/02/13	Victoria Cole	.80	Draft declaration of S. Hassel in support of confirmation.
5/02/13	Ryan Dattilo	1.30	Begin drafting confirmation brief (1.1); correspond with J. Pack re same (.2).
5/02/13	Robert Orren	1.50	Draft shell order confirming plan of reorganization.
5/03/13	Christopher T Greco	1.40	Correspond with J. Pack re preparation of confirmation brief, proposed confirmation order and declarations in support of confirmation (.4); research re environmental issue in connection with plan confirmation and potential dischargeability of same (.7); follow up with P. Tanaka and S. Gitler re same (.3).
5/03/13	Victoria Cole	1.60	Draft declaration of S. Hassel in support of confirmation.
5/03/13	Ryan Dattilo	3.90	Review and revise confirmation brief (3.2); review precedent (.4); correspond with A. Weintraub re same (.2); correspond with V. Cole re release language (.1).
5/05/13	Victoria Cole	.70	Draft declaration of S. Hassel in support of confirmation.
5/05/13	Ryan Dattilo	3.20	Review and revise confirmation brief (2.9); correspond with J. Pack re same (.3).
5/08/13	Christopher T Greco	.40	Correspond with M. Lahaie at Akin re plan confirmation issues, including environmental and contract list.

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/08/13	Joseph Pack	4.80	Office conference with V. Noskov and R. Orren re plan supplement (.2); begin drafting same (1.9); correspond with team re same (.4); confer with D. Gallagher re causes of action (.6); correspond with Akin team re agreed lease order (.2); research issues re same (1.4); follow up with team re same (.1).
5/08/13	Victor Noskov	2.60	Draft retained actions exhibit to the plan supplement (2.4); office conference with J. Pack re same (.2).
5/08/13	Victoria Cole	.10	Correspond with J. Pack re plan supplement documents.
5/08/13	Joshua A Sussberg	.10	Correspond with J. Pack re status and plan supplement.
5/09/13	Joseph Pack	4.30	Review plan supplement documents received by Akin (2.1); coordinate review with corporate team (1.9); follow up with C. Greco and J. Sussberg re same (.3).
5/09/13	Victor Noskov	8.20	Draft plan supplement notice cover page and exhibits (1.9); review and revise confirmation brief (3.6); office conference with R. Dattilo re same (.4); research re same (1.5); review retained causes of action exhibit to the plan supplement (.4); correspond with J. Pack re same (.4).
5/09/13	Ryan Dattilo	2.70	Review and revise confirmation brief (2.3); office conference with V. Noskov re same (.4).
5/09/13	Beth Friedman	1.00	Review affidavits of publication and arrange for filing of same (.7); correspond with J. Pack re status (.3).
5/09/13	Joshua A Sussberg	.20	Correspond with C. Greco re DIP and plan supplement.

Legal Services for the Period Ending May 31, 2013  
 Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/10/13	Victor Noskov	9.90	Revise confirmation brief (1.9); correspond with R. Dattilo re same (.1); correspond with J. Pack re Retained Causes of Action language (.3); review and revise Confirmation Order (5.9); correspond with J. Pack re same (.1); revise same (1.6).
5/10/13	Victoria Cole	1.20	Review and revise S. Hassel declaration in support of confirmation (.8); review precedent re same (.3); office conference with R. Dattilo re same (.1).
5/10/13	Ryan Dattilo	4.80	Review and revise confirmation brief (2.8); correspond with V. Noskov re same (.4); additional research re release issues (.7); revise brief (.8); correspond with J. Pack re same (.1).
5/10/13	Robert Orren	2.00	Retrieve and distribute to team precedent re confirmation order, plan supplement and disclosure statement order (1.2); correspond with team re same (.3); prepare for filing affidavit of publication of notice of confirmation hearing (.5).
5/10/13	Joshua A Sussberg	.30	Correspond with J. Pack re plan supplement (.1); telephone conference with S. Hassel re plan and DIP (.2).
5/11/13	Joseph Pack	2.10	Review and revise declaration of S. Hassel in support of confirmation (1.9); correspond with V. Cole re same (.2).
5/12/13	Joseph Pack	4.50	Review and revise HQ lease agreement (2.4); draft and revise plan supplement documentation and correspond with Akin re same (2.1).
5/12/13	Joshua A Sussberg	.30	Correspond re plan supplement.
5/13/13	Joseph Pack	8.10	Draft plan supplement documents (3.1); correspond with R. Dattilo re same (.9); revise same (2.9); review and revise liquidating trust agreement (1.2).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/13/13	Victor Noskov	4.20	Prepare and finalize plan supplement filing (3.4); correspond with R. Dattilo re same (.3); correspond with J. Pack re same (.2); telephone conference with Akin re same (.3).
5/13/13	Ryan Dattilo	3.50	Correspond with J. Pack re filing of plan supplement (.4); correspond with BMC Group re same (.2); coordinate with Akin re necessary documents for plan supplement (.7); correspond with J. Sussberg and J. Pack re retained causes of action (.2); correspond with G. Saydah re liquidating trust agreement (.4); correspond with Klehr Harrison re filing of plan supplement (.2); review redlines of plan supplement documents from Akin (.7); correspond with K&E team re same (.1); coordinate with M. Yurkewicz re final plan supplement and proper notice (.6).
5/13/13	Peter J Wozniak	.90	Review and analyze draft liquidating trust agreement.
5/13/13	Joshua A Sussberg	1.20	Review plan supplement (.7); telephone conference with A&M re same (.1); telephone conference with S. Hackney re same (.1); revise liquidating trust agreement (.3).
5/14/13	Christopher T Greco	1.80	Follow up re plan supplement filing and preparation for confirmation (1.2); correspond with J. Pack re contacts and cure schedule (.6).
5/14/13	Joshua A Sussberg	.10	Correspond with J. Pack re timing of effective date.
5/16/13	Victoria Cole	3.80	Review and revise S. Hassel declaration in support of confirmation.
5/17/13	Christopher T Greco	2.70	Correspond with A&M re environmental remediation issues (.7); analyze same in connection with plan confirmation and assumption of the Environmental Management Agreement (1.6); review and revise pros and cons slide re the Environmental Management Agreement (.4).



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/17/13	Joseph Pack	3.70	Update confirmation documents and confer and correspond with working groups re same.
5/17/13	Victor Noskov	6.40	Revise confirmation order (2.6); correspond with J. Pack re same (.5); further revise same (3.3).
5/17/13	Victoria Cole	.70	Review and revise plan re retained causes of action (.5); correspond with J. Pack re same (.2).
5/18/13	Christopher T Greco	1.20	Correspond with team re declaration from S. Hassel in support of releases and other 1129 confirmation standards, including Master Mortgage factors.
5/18/13	Joseph Pack	7.80	Telephone conference with R. Dattilo re confirmation brief (.2); review confirmation brief (.9); revise same (2.3); correspond with R. Dattilo re same (.6); revise confirmation order (2.1); correspond with V. Noskov re same (.3); review and revise S. Hassel declaration in support of confirmation (1.2); correspond with V. Cole re same (.2).
5/18/13	Ryan Dattilo	.20	Telephone conference with J. Pack re confirmation brief.
5/19/13	Joseph Pack	8.30	Research re releases issues (1.9); office conference with R. Dattilo re same (.6); telephone conference with V. Cole re S. Hassel declaration in support of confirmation (.7); review and revise confirmation brief (4.1); office conference with R. Dattilo re same (.6); revise same (.4).
5/19/13	Victoria Cole	2.60	Review and revise S. Hassel declaration in support of confirmation (1.9); telephone conference with J. Pack re same (.7).
5/19/13	Ryan Dattilo	4.50	Revise confirmation brief (3.3) research re releases issues (.6); office conference with J. Pack re same (.6).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/20/13	Joseph Pack	6.20	Continue drafting confirmation brief (1.9); revise confirmation order (.9); review and revise S. Hassel declaration in support of confirmation (2.1); correspond with C. Greco re same (.3); office conference with V. Cole re same (.5); research re releases issues (.5).
5/20/13	Victor Noskov	2.80	Review the plan and plan supplement re outstanding items for filing (1.4); create chart re same (.5); correspond with J. Pack re same (.1); revise notice of assumption and cure (.8).
5/20/13	Victoria Cole	2.80	Review and revise S. Hassel declaration in support of confirmation (2.3); office conference with J. Pack re same (.5).
5/20/13	Ryan Dattilo	3.30	Review and revise confirmation brief (2.9); correspond with J. Pack re same (.4).
5/20/13	Joshua A Sussberg	.20	Correspond with C. Greco re confirmation and potential IRS objection (.1); correspond with J. Pack re plan supplement (.1).
5/21/13	Christopher T Greco	.80	Review proposed language from the IRS re confirmation order (.4); correspond with J. Pack and J. Sussberg re plan supplement filing and next steps re contract list and cures (.4).
5/21/13	Joshua A Sussberg	.30	Correspond with C. Greco re IRS language and other confirmation issues.
5/22/13	Christopher T Greco	2.70	Prepare for confirmation by addressing issues re S. Hassel declaration in support of confirmation and brief in support of confirmation (2.3); correspond with litigators re potential testimony and preparation re same (.4).
5/22/13	Stephen C Hackney	.50	Attention to Hassel declaration issues and related testimony.
5/22/13	Joshua A Sussberg	.30	Telephone conference with Company re assumed contracts and environmental issues (.2); correspond with C. Greco re same (.1).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/23/13	Christopher T Greco	5.10	Correspond re UST issues with plan confirmation, including exculpation and releases (.7); correspond re revised plan supplement and list of contracts (.7); review confirmation documents including brief, declaration draft and proposed confirmation order draft (2.9); distribute drafts of same to UCC counsel and Akin for review (.5); telephone conference with J. Sussberg re confirmation and status (.3).
5/23/13	Joseph Pack	7.30	Correspond with company re France noticing issues (.9); review and revise confirmation order including language re board approval (2.9); conferences with Akin re case status and various plan issues (1.1); follow up with V. Cole and C. Greco re same (.8); correspond with Company and A&M re assumption schedule (.5); draft same (1.1).
5/23/13	Victoria Cole	6.80	Review vendor contracts for effects of rejection (.4); research re precedent re assumed and rejected contracts list (.3); correspond with D. Gallagher at Conexant re same (.2); research re effects of contract rejection (2.3); research re rejection of employment contracts (.4); draft summary re Comerica Bank objection to plan (.3); correspond with C. Wells re executory contracts (.3); review and revise S. Hassel declaration in support of confirmation (2.6).
5/23/13	Ryan Dattilo	.70	Review objection filed by Comerica (.4); correspond with P.J. Duhig for Comerica re resolution and withdrawal of objection (.3).
5/23/13	Joshua A Sussberg	.30	Telephone conference with C. Greco re confirmation and status.

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/24/13	Christopher T Greco	5.40	Prepare for plan confirmation by reviewing documents including brief and declaration (2.4); correspond with J. Pack re list of executory contracts and issues re filing of same (1.4); follow up re US Trustee language and research re exculpation and releases (1.6).
5/24/13	Joseph Pack	8.80	File first supplement to plan supplement and confer with BMC re service of same (1.9); research issues re releases (2.9); follow up with working group re same (.7); correspond with R. Dattilo re same (.4); confer and correspond with Akin Gump re assumption list (1.1); follow up with A&M re same (1.3); revise same (.5).
5/24/13	Victor Noskov	4.20	Draft notices re rejection and assumption (.8); review precedent re notice of plan supplement (.3); prepare documents for Plan Supplement filing (2.9); correspond with J. Pack re same (.2).
5/24/13	Victoria Cole	3.20	Review and revise confirmation order (2.4); review and revise S. Hassel declaration in support of confirmation (.8).
5/24/13	Ryan Dattilo	.30	Correspond with V. Cole re revisions to confirmation order (.2); correspond with J. Pack re same (.1).
5/24/13	Ryan Dattilo	1.00	Research re release issues and correspond with K&E team re same (.4); draft summary of U.S. Trustees issues with releases (.5); correspond with C. Greco re same (.1).
5/24/13	Joshua A Sussberg	1.10	Correspond with R. Dattilo re US Trustee plan objections (.3); review summary re same (.5); correspond with J. Pack re plan supplement and contract list (.3).
5/25/13	Christopher T Greco	2.70	Prepare for plan confirmation by reviewing confirmation documents (2.3); correspond with J. Pack re executory contracts list update (.4).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/25/13	Joshua A Sussberg	.10	Correspond with J. Pack re plan supplement status.
5/27/13	Christopher T Greco	2.40	Review and revise confirmation documents, including brief, proposed order and declaration in support of confirmation (2.1); follow up re voting affidavit (.3).
5/27/13	Joseph Pack	5.80	Research release issues re plan confirmation (2.9); revise confirmation brief and correspond with V. Cole re same (2.1); confer and correspond with BMC re voting certification re same (.8).
5/27/13	Joshua A Sussberg	.50	Correspond with J. Pack re confirmation and status of documentation (.4); review voting results (.1).
5/28/13	Christopher T Greco	6.10	Prepare for confirmation hearing by reviewing and revising confirmation documents in advance of May 31 filing (2.4); address potential plan objections, including US Trustee objection and other informal comments received (1.9); correspond with S. Hassel re declaration and hearing preparation (.4); correspond with J. Pack re plan supplement documents and review same, including new working capital facility and new notes (1.4).
5/28/13	Joseph Pack	9.80	Revise documents to reflect potential DIP equity conversion (1.9); review and revise draft declaration of S. Hassel in support of confirmation (3.9); confer and correspond with company re tax issues and potential cure issues (2.4); confer with BMC re voting certification and correspond with Akin Gump re releasing parties (.8); confer and correspond with US Trustee re release issues (.8).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/28/13	Victoria Cole	1.40	Review voting procedures re late filed ballots (.3); correspond with J. Pack re same (.1); correspond with C. Greco re releases (.1); research re debtor releases (.7); draft summary re same (.2).
5/28/13	Joshua A Sussberg	1.20	Revise confirmation press release (.3); telephone conference with C. Dickerson re plan release provisions (.5); correspond re same and discuss same with C. Greco (.1); correspond with C. Greco re related issues (.1); telephone conference re release provision (.2).
5/29/13	Christopher T Greco	6.50	Prepare for confirmation hearing by reviewing and revising documents in support of confirmation, including brief, declaration and proposed order (3.5); confer with stakeholders re US Trustee informal comments to plan releases and exculpation and proposed revisions to same (2.4); correspond with J. Sussberg re status update on releases and exculpation resolution and confirmation preparation (.6).
5/29/13	Joseph Pack	12.50	Research issues related to Debtor releases in the 3rd circuit (3.1); follow up with C. Greco re same (.5); revise and update the confirmation brief (1.9); correspond with team re same (.6); review press release (.3); revise S. Hassel declaration in support of confirmation and confirmation order (4.9); correspond with C. Greco re same (.3); correspond with R. Dattilo re debt conversion re S. Hassel declaration in support of confirmation (.9).
5/29/13	Victor Noskov	.40	Review docket (.1); review precedent re cure notice (.3).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/29/13	Victoria Cole	2.40	Correspond with J. Pack re S. Hassel declaration in support of confirmation (.2); telephone conference with S. Hassel and K&E working group re same (1.3); correspond with C. Greco and J. Pack re revisions to confirmation declaration (.2); review and revise confirmation order (.7).
5/29/13	Ryan Dattilo	4.50	Revise confirmation brief based on comments from J. Pack and C. Greco (2.6); correspond with J. Pack re same (.6); draft confirmation standard checklist for S. Hackney (1.2); correspond with J. Pack and S. Hackney re same (.1).
5/29/13	Stephen C Hackney	2.50	Review Hassel declaration (1.0); attend telephone conference re same (1.0); follow-up telephone conference with C. Greco re confirmation (.5).
5/29/13	Beth Friedman	.70	Confer with J. Pack re balloting issues and documents for preparation re confirmation.
5/29/13	Joshua A Sussberg	2.90	Review and revise with S. Hassel declaration in support of confirmation (1.9); correspond re same (.2); correspond re release provisions and status (.2); correspond with C. Greco re DIP and conversion issues (.3); correspond with V. Cole re 1129(a)(4) issues (.3).
5/30/13	Christopher T Greco	9.60	Review and revise confirmation brief and provide comments to same (3.4); correspond re proposed order and review language revisions to same (1.4); finalize resolution with US Trustee and major stakeholders, including Soros and equity holders (1.6); review and revise S. Hassel declaration to incorporate comments and revise release section (2.4); review Master Mortgage factors and apply same (.8).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/30/13	Joseph Pack	15.20	Correspond with US Trustee re informal objections to plan (2.4); correspond with C. Greco re same (1.4); correspond with V. Noskov re voting declaration (.2); revise confirmation brief (5.1); correspond with R. Dattilo re same (.7); telephone conference with R. Dattilo re same (.5); correspond with J. Sussberg re confirmation order (.4); revise same (3.4); correspond with V. Cole and V. Noskov re same (.5); correspond with J. Sussberg re same (.6).
5/30/13	Victor Noskov	4.80	Revise voting declaration (.5); correspond with J. Pack re same (.1); review and revise confirmation order (3.5); correspond with R. Dattilo re same (.3); revise confirmation brief (.4).
5/30/13	Bryan T Ikegami	.30	Office conference with T. Ryan and L. Guerra re transaction background.
5/30/13	Victoria Cole	.20	Review and revise voting certification (.1); correspond with BMC re same (.1).



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/30/13	Ryan Dattilo	7.70	Correspond with counsel to Ace re language to be added to confirmation order (.2); review same (.1); telephone conference with insurance counsel re issues with language (.2); correspond with K&E team re same (.1); correspond with counsel to Comerica re withdraw of objection (.2); correspond with A&M re open Comerica issues (.2); telephone conference with PJ Duhig for Comerica re same (.2); additional review and revision to confirmation order (1.3); correspond with V. Noskov re same (.1); correspond with U.S. Trustee re current status of Declaration, Confirmation Order and Voting Report (.3); correspond with Equity Sponsors re same (.2); correspond with T. Ryan re comments to confirmation order (.2); correspond with G. Saydah re same (.2); revise confirmation brief (1.4); telephone conference with J. Pack re same (.5); revise confirmation order (1.2); correspond with C. Greco re same (.2); correspond with A&M re assumption issues and Comerica letters of credit (.2); correspond with Akin re comments to confirmation order (.2); revise same (.5).
5/30/13	Stephen C Hackney	2.00	Review revised Hassel declaration and associated documents (1.5); telephone conference with C. Greco and J. Pack re same (.5).
5/30/13	Joshua A Sussberg	5.30	Review and revise S. Hassel declaration in support of confirmation (2.1); review and revise confirmation order (.5); review voting certification (.1); correspond with C. Greco (.3); correspond with J. Pack re cure notices and related issues (.2); correspond with C. Greco re releases (.3); review and revise confirmation brief (1.8).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/31/13	Christopher T Greco	6.20	Telephone conference with S. Hassel and others re Hassel declaration final edits in preparation for filing (.8); review and revise confirmation documents including brief, order and declaration (1.6); review comments from Akin and UCC re same (.8); prepare for confirmation hearing and coordinate with chambers re binders (2.4); telephone conference with T. Patton re Master Mortgage factors and informal objections to plan releases and exculpation (.6).
5/31/13	Joseph Pack	13.60	Revise and file confirmation documents related to confirmation (7.9); confer and correspond with A&M and Company re Rockwell agreements (2.8); correspond with J. Sussberg re same (.9); conference with US Trustee and various constituents re objections to cures (2.0).
5/31/13	Bryan T Ikegami	.80	Telephone conference with K&E restructuring team and A&M re court filing.
5/31/13	Victoria Cole	3.30	Correspond with C. Greco, J. Pack and R. Dattilo re confirmation documents (.5); review and revise S. Hassel declaration in support of confirmation (1.6); follow up with C. Greco and R. Dattilo re same (.2); telephone conference with S. Hassel and K&E working group re same (.8); correspond with J. Pack re filing re same (.2).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/31/13	Ryan Dattilo	6.90	Telephone conference with G. Saydah re release issues (.3); review materials re same (.2); follow up correspondence with G. Saydah re same (.2); correspond with K&E team re Oracle cure issues (.4); review precedent re insurance language (.4); correspond with C. Greco re same (.1); telephone conference with K&E team re open confirmation issues (.4); correspond with J. Sussberg re Ace Insurance confirmation language (.3); correspond with counsel to Ace re same (.2); telephone conference with counsel to Ace re same (.3); revise confirmation order re comments from Akin (1.2); correspond with K&E team re same (.1); correspond with Akin re additional revisions to confirmation order (1.3); revise confirmation order re additional language from US Trustee (.5); correspond with J. Sussberg re release issues (.2); correspond with US Trustee re additional changes to Confirmation Order (.2); attend telephone conference with K&E team and U.S. Trustee re release issues (.6).
5/31/13	Stephen C Hackney	1.00	Prepare for and attend final telephone conference on Hassel declaration.
5/31/13	Robert Orren	1.00	Prepare and distribute comparisons of brief in support of confirmation and corresponding S. Hassel declaration (.7); correspond with J. Pack re same (.3).
5/31/13	Joshua A Sussberg	3.80	Review and revise brief and S. Hassel declaration in support of confirmation (2.1); correspond with J. Pack re same (.4); prepare for telephone conference with US Trustee and participate in same (1.0); follow up re same with C. Greco and R. Dattilo (.1); correspond with J. Pack re Rockwell agreement (.1); correspond with A&M re effective date timing (.1).
		334.70	TOTAL HOURS

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143189**  
**Client Matter: 12754-29**

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**In the matter of Foreign Operations and Proceedings**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ 23,916.50
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>          \$ .00</u>
Total legal services rendered and expenses incurred	\$ 23,916.50

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

**Summary of Hours Billed**

<b><u>Name</u></b>	<b><u>Hours</u></b>	<b><u>Rate</u></b>	<b><u>Amount</u></b>
Lucy Anderson	7.80	620.00	4,836.00
Florian Bruder	2.10	540.00	1,134.00
Ellen M Jakovic	4.50	920.00	4,140.00
Sarah Jordan	9.20	1,010.00	9,292.00
Adam Kidane	5.80	730.00	4,234.00
Bernd Meyer-Loewy	.30	935.00	280.50
<b>TOTALS</b>	<b>29.70</b>		<b>\$23,916.50</b>

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

**Description of Legal Services**

<b><u>Date</u></b>	<b><u>Timekeeper</u></b>	<b><u>Hours</u></b>	<b><u>Description</u></b>
5/01/13	Ellen M Jakovic	.80	Research HSR exemption for debt workouts (.5); coordinate with S. Jordan regarding foreign merger filing analysis (.3).
5/01/13	Sarah Jordan	2.70	Review latest revenue data from Conexant (1.0); review and comment on A. Kidane's draft merger filing analysis (1.2); correspond with US team re same (.5).
5/01/13	Adam Kidane	3.00	Update merger analysis following receipt of updated turnover figures (2.5); correspond with S. Jordan re same (.5).
5/02/13	Ellen M Jakovic	.80	Research HSR exemption for debt workouts (.5); coordinate with S. Jordan re foreign merger filing analysis (.3).
5/02/13	Florian Bruder	.40	Review emails, documents and correspondence with J. Pack re correspondence with German administrator (.2); correspond with J. Schwalbach re information requests (.2).
5/02/13	Sarah Jordan	1.50	Prepare information request to A&M re outstanding Conexant data for filing analysis (1.2); correspond with A. Kidane re market share analysis and relevant market definition (.3).
5/03/13	Ellen M Jakovic	.50	Coordinate with S. Kuhn at Akin Gump re information for foreign merger filing analysis.
5/03/13	Florian Bruder	.70	Telephone conference with German administrator (.4); correspond with B. Meyer-Löwy re liquidation costs (.3).
5/03/13	Sarah Jordan	.20	Review latest filing information from A&M.
5/03/13	Adam Kidane	1.50	Identify relevant semi-conductor markets (1.1); correspond with S. Jordan re same (.4).

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/03/13	Lucy Anderson	1.20	Review and analyze correspondence from UK administrators (.5); discuss same with K. Asimacopoulos (.2); draft correspondence re information required by UK administrators (.5).
5/08/13	Ellen M Jakovic	.50	Correspond with Akin Gump re HSR and foreign merger filing analysis.
5/08/13	Sarah Jordan	.20	Correspond with Ashurst re foreign filing analysis.
5/08/13	Adam Kidane	.50	Telephone conference with Ashurst re foreign filing (.3); correspond with S. Jordan re same (.2).
5/09/13	Florian Bruder	.50	Correspond with J. Pack re Chapter 11 update and documents.
5/09/13	Sarah Jordan	1.00	Telephone conference with Ashurst re foreign filing analysis (.7); follow up re same (.3).
5/09/13	Adam Kidane	.50	Review Ashurst merger filing analysis (.3); correspond with S. Jordan re same (.2).
5/10/13	Ellen M Jakovic	.30	Correspond with S. Jordan re foreign merger filing analysis.
5/10/13	Sarah Jordan	.30	Correspond with A&M and Ashurst re foreign filing analysis and additional questions.
5/10/13	Adam Kidane	.30	Correspond with S. Jordan re Ashurst foreign filing analysis.
5/13/13	Ellen M Jakovic	.80	Correspond with S. Jordan re foreign merger filing analysis.
5/13/13	Sarah Jordan	.50	Review information from A&M re antitrust analysis (.4); circulate to Ashurst (.1).
5/13/13	Lucy Anderson	.10	Arrange telephone conference with UK directors.



Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/14/13	Lucy Anderson	1.60	Prepare for telephone conference with directors of Conexant UK (.5); telephone conference with directors of Conexant UK (.3); prepare response to director questionnaire (.8).
5/15/13	Lucy Anderson	1.40	Prepare sample responses to director questionnaire (1.0); discuss same with K. Asimacopoulos (.2); draft correspondence re sample responses (.2).
5/17/13	Sarah Jordan	.10	Correspond with Ashurst re foreign filing analysis.
5/17/13	Lucy Anderson	.60	Correspond with administrator re statement of affairs (.2); correspond with company re statement of affairs and director questionnaires (.4).
5/20/13	Florian Bruder	.20	Correspond with L. Anderson re director questionnaire.
5/20/13	Lucy Anderson	1.50	Review and analyze director questionnaires (1.1); draft response re same (.4).
5/21/13	Sarah Jordan	.50	Correspond with Ashurst re foreign filing analysis and Taiwan (.2); correspond with A&M re same (.1); research market definition in the EU (.2).
5/22/13	Lucy Anderson	1.40	Review director questionnaires (.9); prepare response re same (.5).
5/23/13	Sarah Jordan	1.50	Telephone conference with A&M re Taiwan (1.0); correspond with A. Kidane re allocation of turnover (.5).
5/24/13	Ellen M Jakovic	.30	Correspond with S. Jordan and A. Kidane re foreign merger filing analysis.
5/24/13	Sarah Jordan	.50	Telephone conference with Ashurst re Taiwan.
5/28/13	Florian Bruder	.30	Correspond with T. Rindfleisch re letters to Conexant GmbH.

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

<u>Date</u>	<u>Timekeeper</u>	<u>Hours</u>	<u>Description</u>
5/28/13	Bernd Meyer-Loewy	.30	File study (.1); correspondence with F. Bruder and T. Rindfleisch re status of insolvency process (.1); review letters re health insurance and from tax authorities (.1).
5/29/13	Ellen M Jakovic	.50	Correspond with S. Jordan re foreign merger filing analysis (.3); correspond with S. Kuhn at Akin Gump re HSR analysis (.2).
5/29/13	Sarah Jordan	.20	Follow up with A&M re final outstanding data for filing analysis (.1); follow up with Ashurst re same (.1).
		29.70	TOTAL HOURS

# KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue  
New York, NY 10022

FEIN 36-1326630

July 12, 2013

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

Attention: Sailesh Chittipeddi

**Invoice Number: 4143190**  
**Client Matter: 12754-30**

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**In the matter of Disbursements**

For legal services rendered through May 31, 2013 (see attached Description of Legal Services for detail)	\$ .00
For expenses incurred through May 31, 2013 (see attached Description of Expenses for detail)	<u>\$ 33,052.06</u>
Total legal services rendered and expenses incurred	\$ 33,052.06

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

30 - Disbursements

**Description of Expenses**

<b><u>Date</u></b>	<b><u>Description</u></b>	<b><u>Amount</u></b>
5/01/13	Standard Prints	30.70
5/01/13	WEST, Computer Database Research, MALONE, VICKIE, 5/1/2013	14.03
5/02/13	Standard Prints	1.30
5/02/13	Standard Prints	.30
5/02/13	Standard Prints	.80
5/03/13	Standard Prints	.70
5/03/13	Scanned Images	14.20
5/06/13	Standard Prints	2.10
5/06/13	Standard Prints	5.20
5/06/13	Standard Prints	2.80
5/07/13	Standard Prints	1.70
5/09/13	Standard Copies or Prints	.20
5/09/13	Scanned Images	.20
5/09/13	Scanned Images	.20
5/09/13	Scanned Images	.10
5/09/13	Scanned Images	.10
5/09/13	CD-ROM Duplicates/Master	21.00
5/10/13	Standard Copies or Prints	.20
5/10/13	Standard Copies or Prints	87.90
5/10/13	Scanned Images	.20
5/10/13	Josh Sussberg, Rail, New York, NY 04/19/2013 to 04/19/2013, Attend hearing.	-227.00
5/10/13	Victor Noskov, Taxi, Overtime Transportation	24.37
5/10/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 5/10/2013	20.00
5/13/13	Standard Prints	6.70
5/13/13	Standard Prints	9.40
5/13/13	Standard Prints	4.00
5/13/13	Standard Prints	6.60
5/13/13	Standard Prints	13.60
5/13/13	Standard Prints	7.50
5/13/13	Standard Prints	7.40
5/13/13	Standard Prints	43.90
5/13/13	Color Prints	8.80
5/13/13	Color Prints	14.30
5/13/13	Color Prints	8.25
5/13/13	Color Prints	6.60
5/13/13	Color Prints	8.25
5/13/13	Color Prints	6.05
5/13/13	Victor Noskov, Taxi, Overtime Transportation	26.85
5/13/13	SEAMLESS NORTH AMERICA INC, Victor Noskov, Overtime Meals - Attorney, 5/13/2013	20.00
5/14/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	4.20
5/14/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	1.65
5/14/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	2.96

## Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

## 30 - Disbursements

5/14/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	2.69
5/14/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	2.46
5/14/13	Standard Prints	.50
5/14/13	Standard Prints	.20
5/16/13	Standard Prints	3.60
5/16/13	Standard Prints	1.50
5/16/13	Standard Prints	.50
5/16/13	Standard Prints	.60
5/16/13	Standard Prints	.50
5/16/13	Standard Prints	19.60
5/17/13	Standard Prints	4.90
5/17/13	WEST, Computer Database Research, NOSKOV,VICTOR, 5/17/2013	112.26
5/20/13	Standard Prints	13.60
5/20/13	Standard Prints	20.70
5/20/13	Standard Prints	.50
5/20/13	Standard Prints	6.00
5/21/13	Standard Prints	6.70
5/21/13	Standard Prints	2.60
5/21/13	Standard Prints	.10
5/21/13	Standard Prints	8.20
5/21/13	Standard Prints	39.40
5/22/13	Standard Prints	.20
5/22/13	Standard Prints	.10
5/22/13	Christopher Greco, Filing Fees, Legal Support	29,762.22
5/23/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	2.00
5/23/13	INTERCITY TELECOM LTD, Third Party Telephone Charges	3.43
5/23/13	WEST, Computer Database Research, MALONE,VICKIE, 5/23/2013	70.16
5/23/13	Victoria Cole, Taxi, OT Transportation	12.00
5/23/13	SEAMLESS NORTH AMERICA INC, Victoria Cole, Overtime Meals - Attorney, 5/23/2013	20.00
5/27/13	Standard Prints	9.20
5/27/13	Standard Prints	9.30
5/27/13	Standard Prints	.40
5/27/13	Standard Prints	1.00
5/27/13	Standard Prints	18.30
5/27/13	Scanned Images	12.30
5/28/13	Christopher Greco, Taxi, Conference Call in Cab with Client	13.00
5/29/13	Standard Prints	7.30
5/29/13	WEST, Computer Database Research, PACK,JOSEPH, 5/29/2013	768.13
5/29/13	Ryan Dattilo, Taxi, OT travel to/from Office	15.00
5/29/13	SEAMLESS NORTH AMERICA INC, Joseph Pack, Overtime Meals - Attorney, 5/29/2013	20.00
5/30/13	Christopher Greco, Rail, Wilmington, DE 06/03/2013 to 06/03/2013, Client Hearing	210.00
5/30/13	Stephen Hackney, Airfare, New York /PA to Chgo. 06/03/2013 to 06/04/2013, New York Attend client meetings. Train from NY to Wilmington, De (Conexant 12754-4) Attend Hearing.	780.17

## Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

## 30 - Disbursements

5/30/13	WEST, Computer Database Research, PACK,JOSEPH, 5/30/2013	201.88
5/30/13	SEAMLESS NORTH AMERICA INC, Christopher T Greco, Overtime Meals - Attorney, 5/30/2013	20.00
5/30/13	SEAMLESS NORTH AMERICA INC, Ryan Dattilo, Overtime Meals - Attorney, 5/30/2013	20.00
5/31/13	Third Party Telephone Charges, Telephone conference, Florian Bruder, May 2013	39.68
5/31/13	INTERCALL - Third Party Telephone Charges, Conference Calls, J. Pack, 5/31/13	5.39
5/31/13	INTERCALL - Third Party Telephone Charges, Conference Calls, V. Cole, 5/31/13	31.12
5/31/13	INTERCALL - Third Party Telephone Charges, Conference Calls, S. Gitler, 5/31/13	2.36
5/31/13	Standard Prints	15.40
5/31/13	Standard Prints	1.40
5/31/13	Standard Prints	2.40
5/31/13	Standard Prints	9.10
5/31/13	Standard Prints	1.10
5/31/13	Standard Prints	11.10
5/31/13	Standard Prints	109.00
5/31/13	Josh Sussberg, Rail, Wilmington, DE 06/03/2013 to 06/04/2013, Attend hearing.	371.00
5/31/13	Josh Sussberg, Agency Fee, Attend hearing.	10.00
5/31/13	Joseph Pack, Taxi, Car home.	11.50
	<b>TOTAL EXPENSES</b>	<b>\$ 33,052.06</b>