

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

)	Chapter 11
In re:)	
)	Case No. 13-10367 (MFW)
CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹)	(Jointly Administered)
)	
Debtors.)	Objection Deadline: August 20, 2013
)	

**SUMMARY OF FIRST COMBINED MONTHLY FEE APPLICATION OF WOMBLE
CARLYLE SANDRIDGE & RICE, LLP FOR COMPENSATION FOR SERVICES
RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
MARCH 8, 2013 THROUGH JUNE 30, 2013**

Name of Applicant:	Womble Carlyle Sandridge & Rice, LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	<i>Nunc Pro Tunc</i> to March 8, 2013
Period for which Compensation and Reimbursement is Sought:	March 8, 2013 to June 30, 2013
Amount of Compensation sought as Actual, Reasonable and Necessary:	\$46,847.50
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$1,209.10

This is a(n): X Monthly _____ Interim _____ Final Fee Application

This is WCSR's first monthly application.

The total time expended in connection with the preparation of this fee application is not included herein as such time was expended after the Application Period.

¹ The Debtors in these cases are: Conexant Systems, Inc.; Conexant CF, LLC; Brooktree Broadband Holding, Inc.; Conexant, Inc.; and Conexant Systems Worldwide, Inc.

Prior Applications Filed:

		REQUESTED		APPROVED	
DATE FILED	PERIOD COVERED	FEES	EXPENSES	FEES	EXPENSES
N/A					

**SUMMARY OF PROFESSIONAL SERVICES RENDERED BY
WOMBLE CARLYLE SANDRIDGE & RICE, LLP ON BEHALF
OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
THE PERIOD MARCH 8, 2013 THROUGH JUNE 30, 2013**

NAME OF PROFESSIONAL PERSON	POSITION/DATE ADMITTED TO BAR/NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION SOUGHT (REFLECTS ANY REDUCTIONS)
Kevin J. Mangan	Partner – Admitted to Delaware Bar 1999; Joined WCSR in 2007; Partner at WCSR since 2007	\$490.00	54.90	\$26,901.00
Matthew P. Ward	Partner – Admitted to Delaware Bar 2003; Joined WCSR in 2008; Partner at WCSR since 2011	\$470.00	23.00	\$10,810.00
Lisa J. Ruddy	Of Counsel – Admitted to Maryland Bar 2002; Joined WCSR in 2002; Of Counsel at WCSR since 2013	\$395.00	3.30	\$1,303.50
Ericka F. Johnson	Associate – Admitted to Delaware Bar 2007; Joined WCSR in 2009	\$315.00	1.40	\$441.00
Kathleen Lytle	Paralegal; Joined WCSR in 2006	\$240.00	0.60	\$144.00
Heidi Sasso	Paralegal; Joined WCSR in 2007	\$240.00	30.20	\$7,248.00
TOTALS			113.40	\$46,847.50
Total Blended Rate		\$413.12		

**SUMMARY OF SERVICES BY TASK CODE FOR PROFESSIONAL SERVICES
 RENDERED BY WOMBLE CARLYLE SANDRIDGE & RICE, LLP ON BEHALF OF
 THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD
MARCH 8, 2013 THROUGH JUNE 30, 2013**

TASK CODE	TASK DESCRIPTION	HOURS	AMOUNT
BKAA	Asset Analysis/Estate Property Due Diligence	1.1	\$539.00
BKAD	Asset Disposition - General	0.1	\$49.00
BKBD	Bar Date	0.8	\$390.00
BKBI	Bank Investigation	0.3	\$97.00
BKBO	Business Operations/Meetings with Debtor	0.7	\$343.00
BKC	Creditors Committee Meeting/Conferences	8.0	\$3,910.00
BKCC	Cash Collateral	1.6	\$784.00
BKDS	Disclosure Statement	6.1	\$2,409.00
BKE	Executory Contracts/Lease Agreements	21.4	\$10,006.50
BKF	Fee Application/Monthly Billing	1.7	\$619.00
BKFDP	First Day Pleadings	1.5	\$429.00
BKFO	Fees of Others	5.9	\$2,044.00
BKG	General Case Administration	5.3	\$1,662.00
BKH	Court Hearings/Preparation/Agenda	3.7	\$1,674.00
BKII	Insurance Issues	0.2	\$98.00
BKL	Lift Stay Litigation	0.9	\$441.00
BKM	Other Motion Practice	2.2	\$1,078.00
BKO	Claims Administration	0.4	\$196.00
BKP	Post Petition Financing	1.0	\$484.00
BKPO	Plan of Reorganization	20.9	\$9,517.00
BKRA	Retention of Applicant	19.0	\$5,693.00
BKRO	Retention of Others	6.6	\$2,725.00
BKRS	Reports and Schedules	2.2	\$1,068.00
BKTM	US Trustee Matters	1.8	\$592.00
	Total	113.4	\$46,847.50

**SUMMARY OF EXPENSES INCURRED BY WOMBLE CARLYLE
SANDRIDGE & RICE, LLP ON BEHALF OF THE OFFICIAL COMMITTEE
OF UNSECURED CREDITORS FOR THE PERIOD
MARCH 8, 2013 THROUGH JUNE 30, 2013**

EXPENSE CATEGORY	TOTAL EXPENSES
Computer Research – Lexis	\$12.11
Copying/Printing – Vendor	\$950.19
Court Cost	\$58.00
Messenger/Courier Service – Reliable/Digital Legal Services	\$6.50
Photocopies (\$0.10/page)	\$132.30
Filing Fee	\$50.00
TOTAL	\$1,209.10

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In re:)	Chapter 11
)	
CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹)	Case No. 13-10367 (MFW)
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FIRST COMBINED MONTHLY FEE APPLICATION OF WOMBLE CARLYLE SANDRIDGE & RICE, LLP FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES AS CO-COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD MARCH 8, 2013 THROUGH JUNE 30, 2013

Womble Carlyle Sandridge & Rice, LLP (“WCSR”), as co-counsel to the Official Committee of Unsecured Creditors (the “Committee”) of Conexant Systems, Inc., *et al.*, the above-captioned debtors and debtors-in-possession (collectively, the “Debtors”), submits its First Combined Monthly Fee Application (the “Application”), pursuant to sections 330(a), 331, and 1103 of Title 11 of the United States Code, 11 U.S.C. §§ 101-1532 (as amended, the “Bankruptcy Code”), Rule 2016 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rule 2016-2 (“Local 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 United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 issued by the Executive Office for United States Trustees (the “Guidelines”), and this Court’s Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals, entered April

¹ The Debtors in these cases are: Conexant Systems, Inc.; Conexant CF, LLC; Brooktree Broadband Holding, Inc.; Conexant, Inc.; and Conexant Systems Worldwide, Inc.

11, 2013 (Docket No. 168) (the “Interim Compensation Order”),² for (i) the allowance of interim compensation for professional services performed by WCSR for the period March 8, 2013 through and including June 30, 2013 (the “Application Period”) in the amount of \$46,847.50 (the “Interim Compensation Amount”), and (ii) reimbursement of its actual and necessary expenses in the amount of \$1,209.10 incurred during the Application Period (the “Interim Expense Amount”). In support of the Application, the Committee respectfully represents:

JURISDICTION AND VENUE

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334.
2. Venue of these cases and this Application is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief sought herein are Bankruptcy Code sections 330 and 331.

BACKGROUND

4. On February 28, 2013 (the “Petition Date”), each of the Debtors filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Court”). The Debtors are operating their businesses as debtors-in-possession pursuant to Bankruptcy Code sections 1107 and 1108. To date, no trustee or examiner has been appointed.
5. On March 8, 2013 (the “Formation Date”), the Office of the United States Trustee for the District of Delaware (the “United States Trustee”) appointed the Committee

² Capitalized terms used herein but not capitalized shall have the meaning(s) ascribed to them in the Interim Compensation Order.

pursuant to Bankruptcy Code section 1102(a)(1). The Committee formed by the United States Trustee for the Debtors has the following 3 members:

- a. PRES-4340 Von Karman LP;
- b. Samsung Electronics Co., Ltd.; and
- c. STATS ChipPAC Ltd.

6. On March 8, 2013, the Committee selected Kelley Drye & Warren LLP to serve as counsel to the Committee and WCSR and to serve as its Delaware co-counsel.

7. On April 3, 2013, the Committee applied to the Court for an order authorizing the Committee to retain WCSR as its co-counsel, *nunc pro tunc* to March 8, 2013.

8. On May 13, 2013, the Court entered an Order approving the retention of WCSR as co-counsel to the Committee, *nunc pro tunc* to March 8, 2013 (Docket No. 237) (the “Retention Order”).

SUMMARY OF APPLICATION PERIOD

9. During the Application Period, WCSR performed the services for the Committee for which it is seeking compensation. WCSR received no payment and no promises of payment from any source, other than the Debtors, for services rendered, or to be rendered, in any capacity whatsoever in connection with the matters covered by this Application. There is no agreement or understanding between WCSR and any other person, other than members of the firm, for the sharing of compensation received for services rendered in these cases.

10. WCSR maintains computerized records of the time spent by all WCSR attorneys and paraprofessionals in connection with its representation of the Committee. Subject to redaction where necessary to preserve attorney-client privilege, relevant copies of the computerized records showing detailed time entries relating to the fees incurred by WCSR in the amount of \$46,847.50 during the Application Period are attached as Exhibit A.

11. WCSR also expended costs on behalf of the Committee in the sum of \$1,209.10. A full detailed accounting of the costs expended by WCSR is attached as Exhibit B.

12. WCSR seeks monthly allowance and payment, pursuant to Bankruptcy Code sections 330 and 331, of all fees and expenses incurred from the commencement of its services on March 8, 2013 through and including June 30, 2013. The firm's total fees sought for the Application Period are \$46,847.50, and its total expenses are \$1,209.10.

13. Pursuant to the Interim Compensation Order, 80% of the firm's fees, or \$37,478.00, is payable to WCSR, together with 100% of the firm's expenses, absent an objection to the Application.

A. Summary of Services Rendered by WCSR during the Application Period

14. This Application is the first monthly fee application for interim compensation that WCSR has filed with the Court in this case. During the Application Period, WCSR provided significant professional services to the Committee in its efforts to maximize value to the estates' stakeholders. WCSR has (i) researched the Debtors and their businesses; (ii) prepared various pleadings, motions, and other documents; (iii) met with the Committee members; and (iv) performed all of the other professional services that are described in this Application.

15. Attached as Exhibit A are WCSR's itemized time records for professionals and paraprofessionals performing services for the Committee during the Application Period.

16. During the Application Period, WCSR billed the estate for time expended by attorneys and paraprofessionals based on hourly rates ranging from \$240.00 to \$490.00 per hour. The professional services performed by WCSR on behalf of the Committee during the Application Period required an aggregate expenditure of 113.40 recorded hours by WCSR's

partners, counsel, associates, and paraprofessionals. WCSR's blended hourly rate for services provided during the Application Period was \$413.12.

17. The fees charged by WCSR, as set forth in Exhibit A, are billed in accordance with WCSR's existing billing rates and procedures in effect during the Application Period. The rates that WCSR charged for services rendered by its professionals in these chapter 11 cases are the same rates for professional services and the same rates for paraprofessional services rendered in comparable non-bankruptcy related matters in a competitive national legal market.

18. All entries itemized in WCSR's time records comply with the requirements set forth in Local Rule 2016-2, including, without limitation, (i) the utilization of project categories, (ii) a description of each activity or service that each individual performed, and (iii) the number of hours (in increments of one-tenth of an hour) spent by each individual providing the services. Each project category in Exhibit A is organized in accordance with WCSR's internal system of project category or work codes (each a "Task Code"). If a Task Code does not appear, then WCSR did not bill time or expenses for that Task Code during the Application Period, but may bill time for that Task Code in the future. In accordance with Local Rule 2016-2(d)(viii), task code BKTT – Travel Time is billed at 50% of the time expended. Furthermore, in accordance with Local Rule 2016-2(d)(x), all activity descriptions in Exhibit A are presented chronologically within each Task Code category.

19. The following is a non-exhaustive summary of the more significant categories of professional services rendered by WCSR during the Application Period. This summary is organized in accordance with WCSR's internal system of Task Codes.

- a) **Executory Contracts/Lease Agreements – General (Task Code BKE)**
(Fees: \$10,006.50; Hours: 21.40)

WCSR professionals and paraprofessionals, among other things, researched issues involving the administration, assumption and/or rejection of executory contracts and unexpired leases. WCSR conducted research on potential issues relating to landlord disputes and the impact of those disputes on the Debtors' creditors.

- b) **Plan of Reorganization (Task Code BKPO)**
(Fees: \$9,517.00; Hours: 20.90)

WCSR professionals and paraprofessionals, among other things, reviewed and analyzed the plan confirmed in these cases, as well as the accompanying disclosure statement, including the liquidation analysis. WCSR also reviewed the objections to confirmation of the plan that were filed. WCSR professionals also prepared for and attended the hearings in connection with approval of the disclosure statement and the plan.

20. The foregoing professional services performed by WCSR were necessary and appropriate to the administration of these cases. The professional services performed by WCSR were in the best interests of the Committee and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and time-sensitive nature of the problems, issues, or tasks involved. The professional services were performed with expedition and in an efficient manner.

21. In accordance with the factors enumerated in Bankruptcy Code section 330, the amount of fees requested is fair and reasonable given: (a) the complexity of the cases; (b) the time expended; (c) the nature and extent of the services rendered; (d) the value of such services; (e) WCSR's established expertise in the bankruptcy field; and (f) the costs of comparable services other than in a case under the Bankruptcy Code.

B. Actual and Necessary Expenses

22. Pursuant to Local Rule 2016-2(e), attached as Exhibit B are WCSR's itemized records detailing expenses incurred on behalf of Committee during the Application Period.

23. As more fully described in Exhibit B, WCSR seeks reimbursement for the following categories of expenses: (a) computer research, (b) copying/printing, (c) court cost, (d) filing fee, (e) messenger/courier service, and (f) photocopies. All entries detailed in Exhibit B comply with the requirements set forth in Local Rule 2016-2(e), including an itemization of the expenses by category, the date the expense was incurred, and the individual incurring the expense, where available.

24. In accordance with Local Rule 2016-2(e), WCSR charges no more than \$0.10 per page for photocopying expenses. WCSR does not charge for outgoing facsimile transmissions.³ The rates charged by WCSR for Westlaw and Lexis computerized research vary according to the type of research conducted and the specific files researched, but, in any event, such charges are billed at cost, as set forth in Exhibit B. As per the Guidelines, WCSR has not requested reimbursement of expenses related to overhead charges, such as secretarial services and proofreading.

25. WCSR has incurred \$1,209.10 in out-of-pocket expenses incurred as reasonable and necessary costs relating to serving as counsel to the Committee during the Application Period. These charges are intended to cover WCSR's direct costs incurred in representing the Committee, which costs are not incorporated in any respect into WCSR's hourly billing rates. The effect of including such expenses as part of the hourly billing rates would

³ To the extent WCSR uses an outside vendor for volume faxing, WCSR bills those charges at cost. WCSR seeks competitive market rates for such outside vendor services.

impose that cost upon clients who do not require extensive photocopying and other facilities and services. Only clients who actually use services of the types set forth in Exhibit B are separately charged for such services. WCSR has made every effort to minimize its expenses in these cases. The actual expenses incurred in providing professional services were necessary, reasonable, and tailored to serve the needs of the Committee.

C. The Requested Compensation Should Be Allowed

26. The professional time expended by the firm, the value of said time in fees, and the value of the actual expenses incurred by the firm were actual, reasonable, and necessary. In all respects, the firm's fees and expenses meet the standards for allowance under Bankruptcy Code section 330, as well as the standards that govern the review and allowance of bankruptcy professionals' fees. See, e.g., In re Busy Beaver Bldg. Ctrs., Inc., 19 F.3d 833 (3d Cir. 1994).

27. Bankruptcy Code section 331 provides for interim compensation of professionals and incorporates the substantive standards of Bankruptcy Code section 330 to govern the Court's award of such compensation. See 11 U.S.C. § 331. Bankruptcy Code section 330 provides that a court may award a professional employed under Bankruptcy Code section 1103 the "reasonable compensation for actual, necessary services rendered . . . and reimbursement for actual, necessary expenses." 11 U.S.C. §§ 330(a)(1)(A) and (B). Bankruptcy Code section 330 also sets forth the criteria for the award of such compensation and reimbursement:

In determining the amount of reasonable compensation to be awarded ... the court shall consider the nature, the extent, and the value of such services, taking into account all relevant factors, including –

- (A) the time spent on such services;
- (B) the rates charged for such services;
- (C) whether the services were necessary to the administration of, or beneficial at the time at

which the service was rendered toward the completion of, a case under this title;

- (D) whether the services were performed within a reasonable amount of time commensurate with the complexity, importance, and nature of the problem, issue, or task addressed;
- (E) with respect to a professional person, whether the person is board certified or otherwise has demonstrated skill and experience in the bankruptcy field; and
- (F) whether the compensation is reasonable based on the customary compensation charged by comparably skilled practitioners in cases other than cases under this title.

11 U.S.C. § 330(a)(3).

28. The professional services performed by WCSR were in the best interests of the Committee and other parties in interest. Compensation for the foregoing services as requested is commensurate with the complexity, importance, and time-sensitive nature of the problems, issues, or tasks involved. The professional services were performed with expedition and in an efficient manner.

29. Whenever possible, WCSR sought to minimize the costs of its services to the Committee by assigning tasks as appropriate to junior attorneys and paraprofessionals whose rates are lower. WCSR's delegation as such has resulted in a very desirable blended rate for its timekeepers in this engagement.

30. In sum, the services rendered by WCSR were necessary and beneficial to the Committee, the Debtors' estates and were consistently performed in a timely manner commensurate with the complexity, importance, and nature of the issues involved. Accordingly,

approval of the compensation for professional services and reimbursement of expenses sought herein is warranted.

RESERVATION OF RIGHTS

31. To the extent time or disbursement charges for services rendered or disbursements incurred relate to the Application Period but were not processed prior to the preparation of this Application, or WCSR has for any other reason not sought compensation or reimbursement of expenses herein with respect to any services rendered or expenses incurred during the Application Period, WCSR reserves the right to request additional compensation for such services and reimbursement of such expenses in a future application.

CERTIFICATE OF COMPLIANCE AND WAIVER

32. The undersigned representative of WCSR certifies that the undersigned has reviewed the requirements of Local Rule 2016-2, and that the Application substantially complies with such Local Rule. To the extent that the Application does not comply in all respects with the requirements of Local Rule 2016-2, the undersigned believes that such deviations are not material. Accordingly, WCSR respectfully requests that any such requirements be waived.

NOTICE

33. Notice of this Application will be served upon: (i) the Debtors, 4000 MacArthur Blvd., Newport Beach, CA 92660 (Attn: Dennis Gallagher); (ii) counsel to the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, NY 10022 (Attn: Joshua A. Sussberg); (iii) co-counsel to the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, DE 19801 (Attn: Domenic E. Pacitti); (iv) counsel to the senior secured noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036 (Attn: Michael S. Stamer); (v) counsel to Golden Gate Private Equity, Inc.,

DLA Piper, 203 North LaSalle Street, Suite 1900, Chicago, IL 60601 (Attn: Chris L. Dickerson); (vi) counsel to August Capital, Cooley LLP, 101 California Street, 5th Floor, San Francisco, CA 94111; (vii) counsel to the Committee, Kelley Drye & Warren LLP, 101 Park Avenue, New York, NY 10178 (Attn: James S. Carr); and (viii) the Office of the United States Trustee, District of Delaware, 844 King Street, Suite 2207, Lockbox 35, Wilmington, DE 19801 (Attn: Tiiara Patton).

CONCLUSION

WHEREFORE, WCSR respectfully requests that it be granted (i) a monthly allowance of fees in the amount of \$46,847.50, authorizing interim payment of compensation for professional services rendered herein as counsel to the Committee during the Application Period in the amount of \$37,478.00, which is eighty percent (80%) of the fees incurred, (ii) reimbursement of expenses in the amount of \$1,209.10, and (iii) such further relief as the Court may deem just and proper.

[Signature page follows.]

Dated: July 30, 2013

WOMBLE CARLYLE SANDRIDGE & RICE, LLP

/s/ Kevin J. Mangan

Kevin J. Mangan (DE Bar No. 3810)

Matthew P. Ward (DE Bar No. 4471)

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