

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

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

**FIRST INTERIM AND FINAL FEE APPLICATION OF KELLEY DRYE & WARREN LLP
FOR COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF
EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF
UNSECURED CREDITORS OF CONEXANT SYSTEMS, INC., *ET AL.*, FOR THE
PERIOD FROM MARCH 8, 2013 THROUGH AND INCLUDING JUNE 6, 2013**

Name of Applicant:	Kelley Drye & Warren LLP
Authorized to Provide Professional Services to:	Counsel to the Official Committee of Unsecured Creditors
Date of Retention:	May 13, 2013, <i>nunc pro tunc</i> to March 8, 2013
Period for which compensation and reimbursement is sought:	March 8, 2013 through and including June 6, 2013
Amount of compensation sought as actual, reasonable and necessary:	\$506,714.50
Amount of expense reimbursement sought as actual, reasonable, and necessary:	\$7,189.89

This is a final application.

No time expended for preparation of this fee application is requested herein, but will be requested as authorized in the Plan.²

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

² Kelley Drye reserves the right to include in a supplement to this Application any time expended or expenses incurred: (a) in the time period indicated above if not included herein; (b) in preparing this Application and reviewing the fee applications of other professionals during the same periods; or (c) in responding to any objections to the Application and attending the hearing thereon.

PRIOR APPLICATIONS

Date Filed	Period Covered	Requested		Approved	
		Fees	Expenses	Fees	Expenses
May 17, 2013	March 8, 2013 through and including March 31, 2013	\$260,927	\$2,588.33	\$208,741.60	\$2,588.33
July 17, 2013	April 1, 2013 through and including April 30, 2013	\$174,341.50	\$4,489.06	\$139,473.20	\$4,489.06
July 17, 2013	May 1, 2013 through and including May 31, 2013	\$62,379.00	\$112.50	\$49,903.20	\$112.50
August 8, 2013	June 1, 2013 through and including June 6, 2013	\$9,067.00	\$0.00	Pending	Pending

COMPENSATION BY TIMEKEEPER

Name of Professional Person	Position with Applicant	Year of Law School Graduation	Hourly Billing Rate	Total Billed Hours	Total Compensation
James S. Carr, Esq.	Partner	1987	\$750	83.1	\$62,325.00
Patricia M. Lee, Esq.	Partner	1983	\$720	1.5	\$1,080.00
Jack J. Miles, Esq.	Partner	1979	\$720	22.4	\$16,128.00
Eric R. Wilson, Esq.	Partner			2.0	\$1,340.00
Craig A. Wolfe, Esq.	Partner	1998	\$670	188.1	\$126,027.00
Benjamin D. Feder, Esq.	Special Counsel	1985	\$645	24.4	\$15,738.00
Benjamin Blaustein, Esq.	Associate	2005	\$535	34.5	\$18,457.50
Casey Boyle, Esq.	Associate	2004	\$480	16.7	\$8,016.00
Timothy Martin, Esq.	Associate	2007	\$450	4.9	\$2,205.00
Gilbert R. Saydah, Jr., Esq.	Associate	2000	\$560	406.2	\$227,052.00
Catherine L. Thompson, Esq.	Associate	2010	\$345	76.4	\$26,358.00
Fayanne Betan	Paralegal	N/A	\$205	5.6	\$1,148.00
Marie Vicinanza	Paralegal	N/A	\$240	3.5	\$840.00

TOTAL HOURS BILLED: 869.3
TOTAL COMPENSATION: \$506,714.50
BLENDED RATE: \$582.90

COMPENSATION BY PROJECT CATEGORY

Project Category	Total Hours	Total Fees
Case Administration	43.0	\$21,677.50
Retention Matters (Applications & Objections)	47.0	\$22,538.00
Fee Matters (Applications & Objections)	6.6	\$2,406.00
Financing and Cash Collateral	30.8	\$19,738.00
Asset Analysis, Recovery and Disposition	88.5	\$56,921.50
Executory Contracts and Leases	91.4	\$54,195.00
Avoidance Actions	36.1	\$22,906.50
Claims Administration	2.6	\$1,798.00
Disclosure Statement and Plan of Reorganization	395.0	\$231,930.50
Committee and Creditor Communications	52.5	\$31,271.50
Business Operations	3.7	\$2,200.00
Relief from Stay/Adequate Protection	7.3	\$3,989.50
Employee Benefits/Pensions	3.1	\$2,111.00
Other Contested Matters	50.1	\$26,808.50
Court Hearings	10.1	\$5,803.00
Non-Working Travel Time	1.5	\$420.00
Total	869.3	\$506,714.50

EXPENSE SUMMARY

Expense Category	Total Expenses
Duplication	\$226.80
Telephone	\$301.20
Long Distance Travel	\$713.00
Binding	\$6.00
Westlaw Research	\$623.54
Lexis Research	\$4,345.27
Local Travel	\$646.01
Meals	\$221.38
Courier	\$31.19
Pacer	\$75.50
Total:	\$7,189.89

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)	Case No. 13-10367 (MFW)
CONEXANT SYSTEMS, INC., <i>et al.</i> , ³)	(Jointly Administered)
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Debtors.)	
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FIRST INTERIM AND FINAL APPLICATION OF KELLEY DRYE & WARREN LLP FOR APPROVAL AND ALLOWANCE OF COMPENSATION FOR SERVICES RENDERED AND REIMBURSEMENT OF EXPENSES INCURRED AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CONEXANT SYSTEMS, INC., ET AL., FOR THE PERIOD FROM MARCH 8, 2013 THROUGH AND INCLUDING JUNE 6, 2013

Pursuant to 11 U.S.C. §§ 330 and 331 and in accordance with the Order of this Court establishing procedures for interim compensation and reimbursement of professionals dated April 11, 2013 (the “Interim Compensation Order”),⁴ Kelley Drye & Warren LLP (“Kelley Drye”) hereby submits its first interim and final application (the “Application”) for approval and allowance of compensation for professional services rendered and reimbursement of expenses incurred as 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”), for the period from March 8, 2013 through and including June 6, 2013 (the “Application Period”). In support of its Application, Kelley Drye respectfully represents as follows:

³ The Debtors in these cases are: Conexant Systems, Inc.; Conexant CF, LLC; Brooktree Broadband Holding, Inc.; Conexant, Inc.; and Conexant Systems Worldwide, Inc.

⁴ D.I. 168.

BACKGROUND

1. On February 28, 2013 (the "Petition Date"), each of the Debtors filed with this Court a voluntary petition for relief under chapter 11 of the Bankruptcy Code.

2. From the Petition Date, the Debtors continued in possession of their properties and operated and managed their business as debtors-in-possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. On June 6, 2013, the Plan was confirmed and on July 12, 2013, the Plan went effective.

4. On March 8, 2013, the Office of the United States Trustee for Region 3 appointed the Committee consisting of: PRES-4340 Von Karman LP; Samsung Electronics Co., LTD., and STATS ChipPAC Ltd.⁵ On March 8, 2013, the Committee selected Kelley Drye & Warren LLP to serve as counsel to the Committee and selected Womble Carlyle Sandridge & Rice, LLP as local counsel. No other official committee has been appointed in these cases.

5. On May 13, 2013, the Court entered an order approving and authorizing the Committee's retention of Kelley Drye, *nunc pro tunc* to March 8, 2013.⁶

HISTORY OF APPLICATIONS FOR COMPENSATION AND REIMBURSEMENT OF EXPENSES

6. On April 11, 2013, the Court entered the Interim Compensation Order. Pursuant to the terms of the Interim Compensation Order, if no objection to a monthly fee application is filed within twenty-one (21) days of filing the application, the respective professional may be paid eighty percent (80%) of the fees and one hundred percent (100%) of the expenses set forth in the applicable monthly fee application.

⁵ D.I. 72.

⁶ D.I. 236.

7. Prior to filing this Application, monthly fee applications (“Monthly Fee Applications”) for the time period March 8, 2013 through June 6, 2013 were filed with the Court by Kelley Drye. To date, the Court has approved payment of \$208,741.60 in fees and reimbursement of \$2,588.33 in expenses on account of the Monthly Fee Applications. All services for which Kelley Drye requests compensation were performed for or on behalf of the Committee.

8. The filing of this final Application coincides with the end of the quarterly period from April 1, 2013 through June 30, 2013. In the interest of efficiency, Kelley Drye has included its billings from March 8 through March 31, 2013 in this final Application. As noted above, Kelley Drye has filed Monthly Fee Applications for each of the months in this final Application.

RELIEF REQUESTED

9. By this Application, Kelley Drye respectfully requests that the Court grant final approval and allowance of compensation for professional services rendered and the reimbursement of actual and necessary expenses incurred by Kelley Drye during the Application Period. As stated above, the full scope of the services provided and the related expenses incurred are fully described in the monthly fee applications Kelley Drye has filed to date. To the extent that Kelley Drye has incurred fees in addition to the foregoing, it reserves the right, and respectfully requests that the Court authorize Kelley Drye to file a supplemental fee application. In addition, Kelley Drye is authorized by the Plan to receive payment of its fees and expenses incurred post-confirmation.

10. At all relevant times, Kelley Drye has been a “disinterested person” as that term is defined in section 101(14) of the Bankruptcy Code.

11. Kelley Drye has reviewed the requirements of Local Bankruptcy Rules 2016-2 and believes that this Application complies with its requirements.

12. All services for which compensation is requested by Kelley Drye were performed for or on behalf of the Committee, and not on behalf of the Debtors or other persons. There is no agreement or understanding between Kelley Drye and any other persons, other than members of the firm, for the sharing of compensation to be received for services rendered in these cases.

13. In accordance with the factors enumerated in section 330 of the Bankruptcy Code, the amount requested is fair and reasonable given (a) the complexity of these cases, (b) the time expended, (c) the nature and extent of the services rendered, (d) the value of such services, and (e) the costs of comparable services other than in a case under the Bankruptcy Code.

WHEREFORE, Kelley Drye respectfully requests final approval and allowance of compensation for necessary and valuable professional services rendered to the Committee in the sum of \$506,714.50, and reimbursement of actual and necessary expenses incurred in the sum of \$7,189.89 for the period from March 8, 2013 through June 6, 2013, and such other relief as this Court deems just and proper.

Dated: August 8, 2013

KELLEY DRYE & WARREN LLP

By /s/ James S. Carr

James S. Carr, Esq.

Craig A. Wolfe, Esq.

Gilbert R. Saydah, Jr., Esq. (DE Bar No. 4304)

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*Counsel for the Official Committee of
the Unsecured Creditors of Conexant
Systems, Inc., et. al.*