

Exhibit B

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091895
Client Matter: 12754-5

In the matter of Chapter 11 Bankruptcy Filing

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 58,093.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 58,093.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

5 - Chapter 11 Bankruptcy Filing

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 9.50 | 495.00 | 4,702.50 |
| Ryan Dattilo | 4.80 | 565.00 | 2,712.00 |
| Beth Friedman | 4.00 | 335.00 | 1,340.00 |
| Jacob Goldfinger | 4.50 | 305.00 | 1,372.50 |
| Christopher T Greco | 10.90 | 715.00 | 7,793.50 |
| Stephen C Hackney | 8.00 | 840.00 | 6,720.00 |
| Melissa Koss | 9.00 | 565.00 | 5,085.00 |
| Victor Noskov | 8.10 | 430.00 | 3,483.00 |
| Robert Orren | 5.00 | 275.00 | 1,375.00 |
| Joseph Pack | 13.50 | 630.00 | 8,505.00 |
| Joshua A Sussberg | 5.50 | 815.00 | 4,482.50 |
| Andrea Weintraub | 11.50 | 430.00 | 4,945.00 |
| Peter J Wozniak | 7.80 | 715.00 | 5,577.00 |
| TOTALS | 102.10 | | \$58,093.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

5 - Chapter 11 Bankruptcy Filing

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 2/28/13 | Christopher T Greco | 10.90 | Prepare for first day hearing by reviewing first day pleadings and reviewing precedent (6.7); telephone conferences with US Trustee re comments to proposed orders and incorporate same (1.6); telephone conference with CEO and communications working group (.6); conference with litigators re potential S. Hassel testimony and foreign vendor preparation (1.3); review second day pleadings and filings, including K&E retention (.7). |
| 2/28/13 | Joseph Pack | 13.50 | Review and revise first day pleadings (9.2); telephone conference with US Trustee re comments to proposed orders and incorporate same (1.6); draft talking points re first day pleadings (2.7). |
| 2/28/13 | Victor Noskov | 8.10 | Prepare, review and revise documents in preparation for first day hearing (6.6); correspond with working group re same (1.1); office conference with V. Cole re talking points (.4). |
| 2/28/13 | Andrea Weintraub | 11.50 | Review and revise first day pleadings (3.4); correspond with Akin re first day motions (.7); correspond with Klehr re filing (.8); prepare first day motions for filing (1.4); prepare first day hearing binders (.5); telephone conference with US Trustee re first day motions (1.1); research re foreign vendors and review hearing transcripts for first day preparation (1.6); draft hearing notes re US Trustee's comments (1.2); review and revise first day hearing notes re utilities, insurance and BMC 156 retention (.8). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

5 - Chapter 11 Bankruptcy Filing

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 2/28/13 | Victoria Cole | 9.50 | Review and revise declaration in support of foreign vendor motion (2.9); prepare foreign vendor and lien claimant motion for filing (.7); prepare disclosure statement for filing (.6); telephone conference with US Trustee and K&E working group re first day pleadings (1.1); review first day talking points (2.2); office conference with V. Noskov re same (.4); draft first day talking points re foreign vendor and lien claimant motion (1.6). |
| 2/28/13 | Ryan Dattilo | 4.80 | Review and revise first day orders (1.7); telephone conference with US Trustee (1.1); prepare materials for first day hearing (.3); correspond and conference with A&M re caps for first day orders (.4); revise same (.8); follow-up telephone conference with US Trustee re changes to final orders (.5). |
| 2/28/13 | Stephen C Hackney | 8.00 | Prepare for first day hearing by reviewing first day pleadings and related precedent (2.0); conference with C. Greco re potential S. Hassel testimony (1.3); confer with P. Wozniak re direct examinations (1.2); confer with P. Wozniak and S. Hassel re direct examinations (2.1); prepare and perform mock direct examinations with S. Hassel and P. Wozniak (1.4). |
| 2/28/13 | Jacob Goldfinger | 4.50 | Search precedent re first day pleadings and correspond with working group re same. |
| 2/28/13 | Beth Friedman | 4.00 | Coordinate filing of chapter 11 case and preparation for first day hearing. |
| 2/28/13 | Melissa Koss | 9.00 | Prepare materials for first day hearing (1.3); correspond with working group re same (.4); coordinate re second day pleadings (.8); review materials in preparation for first day hearing (2.3); telephone conference with US Trustee re order revisions (1.1); implement same (2.5); correspond with working group re same (.6). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

5 - Chapter 11 Bankruptcy Filing

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 2/28/13 | Robert Orren | 5.00 | Research re precedent and transcripts re foreign vendors (2.5); prepare and distribute first day pleadings to working group (2.5). |
| 2/28/13 | Peter J Wozniak | 7.80 | Draft, review and analyze outline of direct examination re foreign vendors and lien claimants (1.9); confer with working group re various filing and hearing issues (1.2); confer with S. Hackney re direct examinations (1.2); confer with S. Hackney and S. Hassel re direct examinations (2.1); prepare and perform mock direct examinations with S. Hassel and S. Hackney (1.4). |
| 2/28/13 | Joshua A Sussberg | 5.50 | Attention to chapter 11 filing and correspond re same (1.3); telephone calls re hearing and coordinate re same (2.2); prepare for hearing, including discussion with S. Hassel re 13 week cash flow (2.0). |
| | | 102.10 | TOTAL HOURS |

102.10 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091896
Client Matter: 12754-6

In the matter of Adversary Proceedings Contested Matters

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 3,692.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 3,692.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

6 - Adversary Proceedings Contested Matters

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Beth Friedman | 2.20 | 335.00 | 737.00 |
| Christopher T Greco | .40 | 715.00 | 286.00 |
| Robert Orren | 3.60 | 275.00 | 990.00 |
| Joseph Pack | 1.30 | 630.00 | 819.00 |
| Anne Raven | 2.00 | 430.00 | 860.00 |
| TOTALS | 9.50 | | \$3,692.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

6 - Adversary Proceedings Contested Matters

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 2/28/13 | Anne Raven | 2.00 | Edit complaint for declaratory relief. |
| 2/28/13 | Robert Orren | 1.10 | Draft suggestion of bankruptcy. |
| 3/04/13 | Beth Friedman | .40 | Review suggestions of bankruptcy for pending litigations. |
| 3/04/13 | Robert Orren | 2.00 | Draft suggestions of bankruptcy pleadings to be filed in pending civil actions. |
| 3/06/13 | Robert Orren | .50 | Correspond with working group re draft suggestions of bankruptcy in pending civil proceedings. |
| 3/07/13 | Beth Friedman | .60 | Confer with C. Greco re suggestions of bankruptcy and review same prior to sending to Conexant. |
| 3/15/13 | Christopher T Greco | .40 | Correspond with D. Gallagher re suggestion of bankruptcy in pending litigation matters. |
| 3/15/13 | Joseph Pack | 1.30 | Revise suggestions of bankruptcy (1.1); review and confer with B. Friedman and company counsel re same (.2). |
| 3/15/13 | Beth Friedman | 1.20 | Review issues re suggestion of bankruptcy re Dawson matter (.4); telephone conference with in-house counsel and J.Pack re same (.2); conference with litigation counsel and edit document re same (.4); review critical dates (.2). |
| | | 9.50 | TOTAL HOURS |

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601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091897
Client Matter: 12754-7

In the matter of Asset Analysis and Recovery

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 23,056.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 23,056.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

7 - Asset Analysis and Recovery

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 2.20 | 495.00 | 1,089.00 |
| Samantha Good | 2.60 | 970.00 | 2,522.00 |
| Stephen C Hackney | 3.50 | 840.00 | 2,940.00 |
| Joseph Pack | 7.30 | 630.00 | 4,599.00 |
| Anne Raven | 22.40 | 430.00 | 9,632.00 |
| Brian Raynor | .80 | 430.00 | 344.00 |
| Peter J Wozniak | 2.70 | 715.00 | 1,930.50 |
| TOTALS | 41.50 | | \$23,056.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

7 - Asset Analysis and Recovery

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 2/28/13 | Samantha Good | .30 | Correspond with J. Sussberg re collateral. |
| 3/04/13 | Joseph Pack | 1.60 | Conference with V. Cole and research issues re tracing in connection with Soros collateral package (1.3); correspond and follow up with C. Greco re same (.3). |
| 3/04/13 | Victoria Cole | .20 | Office conference with J. Pack re tracing. |
| 3/05/13 | Joseph Pack | .50 | Office conference with V. Cole re tracing (.3); follow up with working groups re same (.2). |
| 3/05/13 | Victoria Cole | 1.20 | Office conference with J. Pack re tracing (.3); research re same (.9). |
| 3/06/13 | Anne Raven | 6.30 | Telephone conference with working group re tracing of proceeds (.4); research tracing and draft memorandum re same (5.3); correspond with S. Good re same (.2); correspond re same (.4). |
| 3/06/13 | Victoria Cole | .80 | Research re tracing (.4); telephone conference with A. Raven re same (.4). |
| 3/06/13 | Stephen C Hackney | 1.00 | Attention to tracing issues (.7); correspond with P. Wozniak and C. Greco re same (.3). |
| 3/06/13 | Peter J Wozniak | .90 | Telephone conference with C. Greco, J. Pack and A. Raven re priority of security interest, prepare for same (.6); review and analyze memorandum re security interest and conference with A. Raven re same (.3). |
| 3/07/13 | Samantha Good | .50 | Telephone conference with A. Raven and P. Wozniak re tracing. |
| 3/07/13 | Joseph Pack | 1.10 | Prepare and participate in telephone conference with DIP working group re tracing (.8); follow up with A. Raven and working group re same (.3). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

7 - Asset Analysis and Recovery

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/07/13 | Anne Raven | 5.30 | Prepare for and participate in telephone conference re tracing with S. Good (.7); office conference with P. Wozniak re same (.3); telephone conference with J. Pack re same (.3); continue drafting memorandum on tracing proceeds (2.3); telephone conference with P. Wozniak same (.2); review and revise same (1.5). |
| 3/07/13 | Peter J Wozniak | 1.20 | Telephone conference with S. Good, J. Pack and A. Raven re priority of security interest, prepare for and follow up re same (.9); review and analyze memorandum re security interest and conference with A. Raven re same (.3). |
| 3/08/13 | Samantha Good | .80 | Telephone conference with A. Raven re collateral analysis. |
| 3/08/13 | Joseph Pack | 1.60 | Review memorandum re tracing (1.3); conference with A. Raven re same (.3). |
| 3/08/13 | Anne Raven | 4.10 | Review and revise memorandum re tracing proceeds (3.7); telephone conference with S. Good re same (.1); telephone conference with J. Pack re same (.3). |
| 3/11/13 | Joseph Pack | .50 | Research re tracing and intercreditor issues. |
| 3/11/13 | Stephen C Hackney | .50 | Review and revise memorandum re tracing. |
| 3/12/13 | Joseph Pack | 2.00 | Telephone conference with A. Raven re memorandum re tracing (.3); research re same (1.7). |
| 3/12/13 | Anne Raven | 4.70 | Telephone conference with J. Pack re tracing memorandum (.3); research and add information to memorandum including tracing litigation in 3rd Circuit (4.4). |
| 3/12/13 | Stephen C Hackney | 1.50 | Review and revise memorandum re tracing. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

7 - Asset Analysis and Recovery

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/12/13 | Peter J Wozniak | .40 | Conference with A. Raven re security interest and Creditors' Committees, prepare for and follow up re same (.2); review and analyze requests from Creditors' Committees (.2). |
| 3/13/13 | Anne Raven | 2.00 | Research re commingled proceeds (1.0); revise memorandum re same (.9); correspond with J. Pack re same (.1). |
| 3/14/13 | Samantha Good | 1.00 | Telephone conference with J. Sussberg re leases (.4); review collateral agreement (.6). |
| 3/18/13 | Peter J Wozniak | .20 | Conference with A. Raven re security interest (.1); review correspondence re same (.1). |
| 3/19/13 | Stephen C Hackney | .50 | Review and revise tracing memorandum. |
| 3/27/13 | Brian Raynor | .80 | Review Wells Fargo deposit account control agreement and correspondence (.1); discuss credit agreement requirements of new collateral account with M. Kogut and F. Lim (.4); correspond with T. Rindfleisch re account control agreements and new collateral account (.1); correspond with lender's counsel re account control agreements and new collateral account (.2). |
| | | 41.50 | TOTAL HOURS |

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601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091899

Client Matter: 12754-9

In the matter of Automatic Stay Issues Relief from Stay

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 3,164.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 3,164.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Ryan Dattilo | 5.60 | 565.00 | 3,164.00 |
| TOTALS | 5.60 | | \$3,164.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 3/01/13 | Ryan Dattilo | .20 | Telephone conference with Comerica re postpetition letter of credit draws. |
| 3/11/13 | Ryan Dattilo | 1.10 | Correspond with A. Weintraub re letter of credit research and ability of Comerica to collect on collateral (.2); analyze research re same (.7); correspond with C. Greco re same (.2). |
| 3/13/13 | Ryan Dattilo | 1.10 | Review Comerica letter of credit agreement (.5); correspond with C. Greco and J. Fisher re same and potential relief from stay (.2); telephone conference with C. Greco and counsel to Comerica re same (.3); follow up correspondence with C. Greco re same (.1). |
| 3/20/13 | Ryan Dattilo | 1.20 | Review and analyze Comerica relief from stay motion (1.1); correspond with C. Greco re same (.1). |
| 3/21/13 | Ryan Dattilo | .90 | Telephone conference with M. Lahaie re Comerica relief from stay motion (.3); review conflicts report re same (.2); review School Speciality precedent (.4). |
| 3/31/13 | Ryan Dattilo | 1.10 | Review precedent for Comerica relief from stay request (.3); draft consent order for Comerica relief from stay request (.5); correspond with C. Greco re same (.1); correspond with Akin re same (.2). |
| | | 5.60 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091900
Client Matter: 12754-10

In the matter of Business Operations

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 40,793.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 40,793.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 14.60 | 495.00 | 7,227.00 |
| Ryan Dattilo | 5.20 | 565.00 | 2,938.00 |
| Robert Earles | 5.30 | 430.00 | 2,279.00 |
| Christopher T Greco | 13.30 | 715.00 | 9,509.50 |
| Stephen C Hackney | 2.00 | 840.00 | 1,680.00 |
| Melissa Koss | 1.30 | 565.00 | 734.50 |
| Joseph Pack | 11.90 | 630.00 | 7,497.00 |
| Brian Raynor | .50 | 430.00 | 215.00 |
| Joshua A Sussberg | 8.00 | 815.00 | 6,520.00 |
| Andrea Weintraub | 5.10 | 430.00 | 2,193.00 |
| TOTALS | 67.20 | | \$40,793.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 3/01/13 | Victoria Cole | .80 | Prepare for and attend telephone conference with Conexant re vendor agreements. |
| 3/01/13 | Melissa Koss | .50 | Review and comment on communications materials re chapter 11 filing. |
| 3/02/13 | Christopher T Greco | 1.80 | Correspond re follow up from first day hearing, including caps in interim orders and communication re same (1.4); review first day hearing transcript (.4). |
| 3/02/13 | Joshua A Sussberg | .70 | Correspond re follow up from first day hearing. |
| 3/03/13 | Christopher T Greco | 1.20 | Review draft presentation for customers and provide comments re same (.4); correspond with J. Sussberg re same (.3); correspond re board update call and customer meetings (.3); correspond with J. Sussberg and M. Koss re service of interim orders and disclosure statement hearing notice (.2). |
| 3/03/13 | Joshua A Sussberg | .30 | Correspond re supplier talking points and presentation. |
| 3/04/13 | Joseph Pack | 1.50 | Telephone conference with Conexant board re status (.5); correspond with A. Weintraub re minutes (.2); review same (.8). |
| 3/04/13 | Joseph Pack | 1.00 | Draft minutes re filing and participate and document telephone conferences re same. |
| 3/04/13 | Andrea Weintraub | 1.80 | Telephone conference with Conexant board re status (.5); draft minutes re same (.5); draft minutes re February 27 board call (.8). |
| 3/04/13 | Victoria Cole | 1.10 | Telephone conference with Conexant and K&E working group re business update (.5); review vendor agreement presentation (.4); correspond with C. Mills re same (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/04/13 | Joshua A Sussberg | 1.70 | Telephone conference with Conexant board re status (.5); telephone conference with P. Basta re same (.2); correspond re same (.1); telephone conference with Akin re NDA and next steps (.2); correspond re 4000 MacArthur and next steps (.4); review notice of commencement (.3). |
| 3/05/13 | Christopher T Greco | .80 | Correspond with TSMC counsel re foreign vendor motion (.4); follow up with A&M and Conexant re same (.4). |
| 3/05/13 | Joseph Pack | 2.50 | Review iterations of and correspond with Akin re NDAs (2.4); follow up with J. Sussberg re same (.1). |
| 3/05/13 | Victoria Cole | 1.10 | Telephone conference with TSMC counsel re vendor agreement (.2); correspond with C. Greco re same (.3); telephone conference with TSMC counsel and C. Greco re same (.4); correspond with TSMC counsel re same (.2). |
| 3/05/13 | Joshua A Sussberg | .20 | Correspond with J. Pack re leases and NDAs. |
| 3/06/13 | Joseph Pack | .30 | Confer with Akin re NDA . |
| 3/06/13 | Joshua A Sussberg | .50 | Telephone conferences re lease issues (.4); correspond re NDA (.1). |
| 3/07/13 | Christopher T Greco | 1.70 | Multiple telephone conferences with TSMC counsel re foreign vendor motion (.8); correspond with S. Hassel and C. Mills re same (.5); review foreign vendor materials (.4). |
| 3/07/13 | Victoria Cole | 1.40 | Review draft vendor agreement (.8); telephone conference with TSMC counsel re same (.4); telephone conference with J. Fisher re executory contracts (.2). |
| 3/07/13 | Ryan Dattilo | .60 | Review and analyze letter re dividends issued under previous merger (.4); correspond with C. Greco re same (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/07/13 | Stephen C Hackney | 2.00 | Telephone conference with board member (1.0); attention to real estate issue (1.0). |
| 3/07/13 | Joshua A Sussberg | .30 | Correspond re TSMC. |
| 3/08/13 | Christopher T Greco | .70 | Telephone conference with N. Rossi from Conexant re foreign vendor issues (.4); follow up with S. Hassel re same (.3). |
| 3/08/13 | Christopher T Greco | 1.10 | Correspond with TSMC re resolving foreign vendor motion issue (.6); correspond with C. Mills re same (.5). |
| 3/08/13 | Victoria Cole | 2.90 | Review and revise vendor agreement (1.1); review proposed changes to same (.4); revise same (1.2); telephone conference with M. Koss re same (.2). |
| 3/08/13 | Ryan Dattilo | 1.10 | Telephone conference with Conexant and M. Koss re Quest International contract and payment (.5); review contract (.4); correspond with E. Theirs re same (.2). |
| 3/08/13 | Melissa Koss | .80 | Attend telephone conference with Conexant re Qwest contract issues and payments due under same (.5); follow up correspondence with R. Dattilo re same (.1); telephone conference with V. Cole re vendor agreement (.2). |
| 3/08/13 | Joshua A Sussberg | .50 | Correspond re TSMC and supplier issues (.2); telephone conferences with Conexant re same (.3). |
| 3/09/13 | Christopher T Greco | 1.70 | Telephone conference with S. Hassel and Conexant re foreign vendors and process re same (1.4); follow up with A&M re same (.3). |
| 3/09/13 | Victoria Cole | 1.40 | Telephone conference with Conexant, A&M and K&E working groups re vendor agreements and process re same. |
| 3/10/13 | Victoria Cole | .70 | Telephone conference with vendor, Conexant, A&M and working group re vendor agreement. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|--|
| 3/11/13 | Christopher T Greco | 1.20 | Telephone conference with Conexant board re update and status (.6); prepare for same (.4); follow up re same with K&E working group (.2). |
| 3/11/13 | Joseph Pack | .80 | Telephone conference with Conexant board re business update and status (.6); review minutes re same (.2). |
| 3/11/13 | Joseph Pack | .40 | Confer with M. Lahaie at Akin re NDA. |
| 3/11/13 | Andrea Weintraub | 1.40 | Telephone conference with Conexant and K&E working group re case status (.6); draft minutes re same (.8). |
| 3/11/13 | Victoria Cole | 2.30 | Office conference with working group re case status (.3); telephone conference with Conexant and K&E working group re same (.6); telephone conference with vendor re vendor agreement (.9); review and revise final foreign vendor and lien claimant order (.5). |
| 3/11/13 | Ryan Dattilo | .30 | Analyze independent contractor issue raised by Conexant (.2); correspond with J. Fisher and C. Mills re same (.1). |
| 3/11/13 | Joshua A Sussberg | .20 | Correspond and review NDAs. |
| 3/12/13 | Christopher T Greco | 1.80 | Telephone conference re Samsung issue and follow up with Conexant re same (.8); research re customer rebate issue (.4); correspond re foreign vendor telephone conference and negotiation status (.6). |
| 3/12/13 | Joseph Pack | 1.70 | Conference with US Trustee re second day motions (.8); coordinate with Conexant re valuation reports and review same (.9). |
| 3/12/13 | Victoria Cole | 1.70 | Telephone conference with Conexant, vendor and C. Greco re vendor agreement (.7); correspond with C. Wells re vendor agreements (1.0). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/12/13 | Ryan Dattilo | .50 | Correspond with T. Rindfleisch re bank fee issue (.2); telephone conference with T. Rindfleisch re same (.3). |
| 3/14/13 | Joshua A Sussberg | .20 | Correspond re vendor payments. |
| 3/15/13 | Christopher T Greco | .70 | Telephone conference with S. Chittipeddi re customer questions and communications letter re same (.4); correspond with D. Gallagher re same (.3). |
| 3/15/13 | Joshua A Sussberg | .30 | Correspond re customer and supplier communications and next steps. |
| 3/16/13 | Joseph Pack | 2.60 | Review and revise letters for foreign vendors (1.9); telephone conference with J. Sussberg re same (.2); conference with working group re same (.5). |
| 3/16/13 | Joshua A Sussberg | .50 | Review and revise customer correspondence (.3); telephone conference with J. Pack re same (.2). |
| 3/18/13 | Joseph Pack | .80 | Telephone conference with Conexant, A&M and K&E working groups re case status (.6); draft minutes re same (.2). |
| 3/18/13 | Joseph Pack | .30 | Review PR materials and edit same. |
| 3/18/13 | Victoria Cole | .60 | Telephone conference with Conexant, A&M and K&E working groups re case status. |
| 3/18/13 | Ryan Dattilo | .90 | Correspond with T. Rindfleisch re American Express issues (.2); telephone conference with American Express re continuation of credit card program (.3); telephone conference with T. Rindfleisch re same (.3); correspond with C. Mills re same (.1). |
| 3/18/13 | Joshua A Sussberg | 1.70 | Telephone conference with Conexant board re status (.6); telephone conference with A&M re valuation (.8); correspond re lease status (.3). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/19/13 | Christopher T Greco | .60 | Correspond with C. Mills and others re business issues surrounding first day orders and proposed final relief. |
| 3/19/13 | Ryan Dattilo | .50 | Analyze issue re American Express credit card program (.3); correspond with T. Rindfleisch re same (.2). |
| 3/19/13 | Ryan Dattilo | .20 | Correspond with C. Mills re payments on prepetition amounts under interim orders. |
| 3/20/13 | Brian Raynor | .30 | Review correspondence from lender's counsel and attached insurance endorsements (.2); correspond re same (.1). |
| 3/20/13 | Ryan Dattilo | .50 | Correspond with M. Calderon re Fusion storm contract (.2); analyze same re prepetition payments (.3). |
| 3/21/13 | Brian Raynor | .20 | Review insurance endorsements and correspondence re same. |
| 3/21/13 | Ryan Dattilo | .20 | Correspond with T. Rindfleisch re American Express program issues. |
| 3/22/13 | Andrea Weintraub | .80 | Draft minutes re March 18 board telephone conference. |
| 3/22/13 | Joshua A Sussberg | .80 | Correspond re lease and next steps (.5); correspond re Committee (.3). |
| 3/25/13 | Andrea Weintraub | 1.10 | Telephone conference with Conexant, A&M and K&E working groups re case status (.4); draft minutes re same (.7). |
| 3/25/13 | Victoria Cole | .60 | Telephone conference with Conexant, A&M and K&E working group re case status (.4); telephone conference with Conexant and A&M re status (.2). |
| 3/25/13 | Joshua A Sussberg | .10 | Correspond re AT&T contract. |
| 3/26/13 | Ryan Dattilo | .40 | Review and analyze Cass and ATT issues (.2); correspond with C. Mills re same (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

10 - Business Operations

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/28/13 | Robert Earles | 5.30 | Complete timeline for potential city default (1.3); research breach of contract law (4.0). |
| | | 67.20 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091901
Client Matter: 12754-11

In the matter of Employee Issues

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 5,940.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 5,940.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

11 - Employee Issues

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 2.30 | 495.00 | 1,138.50 |
| Ryan Dattilo | 2.30 | 565.00 | 1,299.50 |
| Victor Noskov | .70 | 430.00 | 301.00 |
| Joseph Pack | 3.90 | 630.00 | 2,457.00 |
| Andrea Weintraub | .40 | 430.00 | 172.00 |
| Peter J Wozniak | .80 | 715.00 | 572.00 |
| TOTALS | 10.40 | | \$5,940.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

11 - Employee Issues

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 3/05/13 | Ryan Dattilo | .30 | Review wages question from Conexant (.2); correspond with C. Greco re same (.1). |
| 3/08/13 | Victoria Cole | 2.30 | Office conference with M. Koss re employee bonus letter (.3); review and revise same (1.7); correspond with J. Sussberg, C. Greco and S. Hassel re same (.3). |
| 3/11/13 | Andrea Weintraub | .40 | Research re letters of credit (.2); office conference with R. Dattilo re same (.2). |
| 3/13/13 | Joseph Pack | .40 | Correspond re vacation pay. |
| 3/14/13 | Joseph Pack | 1.90 | Confer and correspond with Conexant re vacation payout and related notices. |
| 3/14/13 | Victor Noskov | .20 | Review documents re wages order (.1); correspond with J. Pack re same (.1). |
| 3/18/13 | Joseph Pack | .80 | Conference and correspond with Repco re employee issues. |
| 3/19/13 | Ryan Dattilo | .60 | Analyze Conexant question re wages order (.4); correspond with C. Mill and C. Greco re same (.2). |
| 3/21/13 | Ryan Dattilo | .70 | Review and comment on letter to employees re reimbursement of expenses (.4); correspond with Joele Frank re same (.2); follow up correspondence with C. Mills re same (.1). |
| 3/22/13 | Peter J Wozniak | .20 | Review and analyze severance motion to prepare for second day hearing. |
| 3/25/13 | Joseph Pack | .80 | Telephone conference with V. Noskov re vacation notice issues (.2); correspond re same (.6). |
| 3/25/13 | Victor Noskov | .50 | Telephone conference with J. Pack re vacation payout (.2); correspond with US Trustee re same (.3). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

11 - Employee Issues

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/25/13 | Ryan Dattilo | .50 | Correspond with Conexant re open severance issues (.3); correspond with V. Noskov re same (.2). |
| 3/25/13 | Peter J Wozniak | .40 | Review and analyze severance motion to prepare for second day hearing. |
| 3/26/13 | Ryan Dattilo | .20 | Correspond with A&M re list of eligible severance employees. |
| 3/26/13 | Peter J Wozniak | .20 | Review and analyze severance motion to prepare for second day hearing (.1); conference with C. Greco re same (.1). |
| | | 10.40 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091902
Client Matter: 12754-12

In the matter of Intellectual Property Issues

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 2,331.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 2,331.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

12 - Intellectual Property Issues

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Kylie Mitson | 3.70 | 630.00 | 2,331.00 |
| TOTALS | 3.70 | | \$2,331.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

12 - Intellectual Property Issues

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 2/28/13 | Kylie Mitson | 3.00 | Review comments and documentation from Conexant re IP schedule (1.3); correspond with S. Zablocki re same (.3); review patent records and investigate title issues (.8); prepare revisions to schedule (.6). |
| 3/01/13 | Kylie Mitson | .70 | Review updated IP search information (.3); correspond with S. Zablocki re IP schedule (.1); correspond with B. Raynor re schedule updates (.3). |
| | | 3.70 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091903
Client Matter: 12754-13

In the matter of Case Administration

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 8,878.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 8,878.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

13 - Case Administration

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 2.50 | 495.00 | 1,237.50 |
| Joseph Correia | .30 | 260.00 | 78.00 |
| Beth Friedman | 2.80 | 335.00 | 938.00 |
| Christopher T Greco | .40 | 715.00 | 286.00 |
| Melissa Koss | 2.00 | 565.00 | 1,130.00 |
| Victor Noskov | 1.40 | 430.00 | 602.00 |
| Alexander Olsson | 3.50 | 185.00 | 647.50 |
| Robert Orren | .50 | 275.00 | 137.50 |
| Joseph Pack | 2.00 | 630.00 | 1,260.00 |
| Michelle Santoro | 8.10 | 190.00 | 1,539.00 |
| Joshua A Sussberg | .20 | 815.00 | 163.00 |
| Andrea Weintraub | 2.00 | 430.00 | 860.00 |
| TOTALS | 25.70 | | \$8,878.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

13 - Case Administration

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 3/01/13 | Christopher T Greco | .40 | Correspond with US Trustee re upcoming 341, IDI and formation meetings. |
| 3/01/13 | Michelle Santoro | .50 | Prepare and distribute docket list and related motions re Atari bankruptcy proceeding to R. Dattilo. |
| 3/01/13 | Beth Friedman | .30 | Arrange for telephone conferences re first day hearing. |
| 3/01/13 | Melissa Koss | 1.20 | Coordinate service of orders and notice of commencement with claims agent (.8); correspond with working group re same (.4). |
| 3/03/13 | Andrea Weintraub | 1.20 | Draft and update second day hearing notices (.6); review and revise 341 notice and notice of disclosure statement hearing (.4); correspond with M. Koss re second day notices (.2). |
| 3/03/13 | Melissa Koss | .80 | Correspond with A. Weintraub re preparation of second day notices. |
| 3/04/13 | Andrea Weintraub | .80 | Revise hearing notices for OCP, insurance and A&M retention. |
| 3/04/13 | Beth Friedman | .30 | Obtain and distribute hearing transcript. |
| 3/04/13 | Robert Orren | .50 | Prepare first day motions and orders for distribution to working group. |
| 3/05/13 | Alexander Olsson | .50 | Assist J. Correia with migration of final and executed PDFs to document management system (.2); draft cover letter to accompany transmittal documents (.3). |
| 3/05/13 | Michelle Santoro | .30 | Prepare and distribute docket report. |
| 3/07/13 | Beth Friedman | .60 | Research and obtain certificates of incorporation. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

13 - Case Administration

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/08/13 | Joseph Pack | .80 | Confer with claims agent re case administration. |
| 3/08/13 | Victor Noskov | .50 | Organize proposed final orders for first and second day pleadings. |
| 3/08/13 | Michelle Santoro | 2.80 | Prepare binder re first day pleadings (1.6); distribute same to V. Cole (.1); prepare and distribute summary of critical case dates to V. Noskov (.6); prepare and distribute docket report (.5). |
| 3/13/13 | Joseph Correia | .30 | Oversee processing of documents to document management system for file sharing & reference purposes with K&E financial restructuring teams. |
| 3/13/13 | Alexander Olsson | 3.00 | Draft and revise all Conexant (Indenture - March 2010) precedent (2.5); apply K&E closing CD template to all material for client reference purposes (.5). |
| 3/14/13 | Michelle Santoro | .30 | Prepare and distribute Conexant Holdings, Inc docket report to K&E working group. |
| 3/14/13 | Beth Friedman | .30 | Confer with US Trustee re operating guidelines. |
| 3/14/13 | Joshua A Sussberg | .20 | Correspond re miscellaneous issues and matters. |
| 3/15/13 | Michelle Santoro | .20 | Prepare and distribute docket report. |
| 3/18/13 | Beth Friedman | .90 | Review updated work in progress report (.2); confer with working group re outstanding service issues and confer with T. Feil at BMC re same (.4); review procedures (.3). |
| 3/19/13 | Joseph Pack | .30 | Confer with Conexant re data room. |
| 3/19/13 | Victoria Cole | .60 | Review pleadings re case calendar. |
| 3/20/13 | Victoria Cole | 1.90 | Draft case calendar (1.7); correspond with Klehr re conflicts (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

13 - Case Administration

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/20/13 | Michelle Santoro | .50 | Prepare and distribute docket report. |
| 3/24/13 | Joseph Pack | .50 | Telephone conference re preparation for Monday conference. |
| 3/26/13 | Joseph Pack | .40 | Correspond and conference with working group and Conexant re next steps. |
| 3/26/13 | Victor Noskov | .90 | Correspond with NY Document Services to create binders re response to US Trustee (.4); telephone conference with NY Document Services re same (.4); correspond with R. Dattilo re same (.1). |
| 3/26/13 | Beth Friedman | .40 | Review case docket (.2); review work in progress report (.2). |
| 3/28/13 | Michelle Santoro | 2.20 | Prepare binders re Conexant's schedules and SOFAs (2.0); correspond with V. Cole re same (.2). |
| 3/29/13 | Michelle Santoro | 1.30 | Prepare shell re consent order (1.2); distribute same to R. Dattilo (.1). |
| | | 25.70 | TOTAL HOURS |

25.70 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091904
Client Matter: 12754-14

In the matter of Claims Administration and Objections

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 8,281.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 8,281.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Victoria Cole | .50 | 495.00 | 247.50 |
| Beth Friedman | 2.30 | 335.00 | 770.50 |
| Victor Noskov | 1.10 | 430.00 | 473.00 |
| Robert Orren | .80 | 275.00 | 220.00 |
| Joseph Pack | 8.60 | 630.00 | 5,418.00 |
| Joshua A Sussberg | .20 | 815.00 | 163.00 |
| Andrea Weintraub | 2.30 | 430.00 | 989.00 |
| TOTALS | 15.80 | | \$8,281.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 3/11/13 | Joseph Pack | 1.70 | Review draft claims form and confer with claims agent re same. |
| 3/11/13 | Andrea Weintraub | 1.10 | Revise bar date motion (.8); draft notice of hearing re same (.3). |
| 3/13/13 | Joseph Pack | 1.80 | Review, revise and circulate bar date motion. |
| 3/14/13 | Joseph Pack | 2.80 | Review and revise bar date motion (2.2); correspond with C. Greco re same (.2); correspond with local counsel re same (.4). |
| 3/14/13 | Victor Noskov | .80 | Review documents re claims bar date application and proof of claims forms (.6); correspond with J. Pack re same (.2). |
| 3/15/13 | Victoria Cole | .50 | Review and revise bar date motion. |
| 3/15/13 | Robert Orren | .80 | Review and revise bar date motion. |
| 3/15/13 | Joshua A Sussberg | .20 | Correspond re bar date motion and comments to same. |
| 3/19/13 | Joseph Pack | 1.10 | Review bar date motion and notice (.9); confer with BMC re noticing issues (.2). |
| 3/22/13 | Joseph Pack | 1.20 | Review revisions to bar date motion (.9); confer with B. Friedman re publication notice (.3). |
| 3/22/13 | Andrea Weintraub | .60 | Correspond with K&E working group re bar date notice and revise re same. |
| 3/22/13 | Beth Friedman | .80 | Review bar date notice (.5); confer with J. Pack re publication notice (.3). |
| 3/24/13 | Victor Noskov | .30 | Revise bar date order and notice per US Trustee comments. |
| 3/25/13 | Andrea Weintraub | .60 | Revise bar date order and notice per US Trustee comments. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/27/13 | Beth Friedman | .80 | Review bar date notice and confer with advertising agent re publication. |
| 3/29/13 | Beth Friedman | .70 | Review publication notices and comment re same. |
| | | 15.80 | TOTAL HOURS |

15.80 TOTAL HOURS

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091906
Client Matter: 12754-16

In the matter of Creditors Committee

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 30,742.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 30,742.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Joseph Correia | .80 | 260.00 | 208.00 |
| Ryan Dattilo | 5.50 | 565.00 | 3,107.50 |
| Beth Friedman | .60 | 335.00 | 201.00 |
| Samantha Good | .80 | 970.00 | 776.00 |
| Christopher T Greco | 9.40 | 715.00 | 6,721.00 |
| Stephen C Hackney | 1.50 | 840.00 | 1,260.00 |
| Mary Kogut | .30 | 630.00 | 189.00 |
| Melissa Koss | .60 | 565.00 | 339.00 |
| Victor Noskov | .50 | 430.00 | 215.00 |
| Joseph Pack | 7.20 | 630.00 | 4,536.00 |
| Anne Raven | 1.10 | 430.00 | 473.00 |
| Brian Raynor | 1.40 | 430.00 | 602.00 |
| Joshua A Sussberg | 13.90 | 815.00 | 11,328.50 |
| Peter J Wozniak | 1.10 | 715.00 | 786.50 |
| TOTALS | 44.70 | | \$30,742.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 3/05/13 | Joshua A Sussberg | .60 | Telephone conference with A&M re Creditors' Committee (.5); follow-up telephone conference with S. Hassel re same (.1). |
| 3/07/13 | Christopher T Greco | .50 | Prepare for initial debtor interview by reviewing materials and background. |
| 3/07/13 | Ryan Dattilo | 1.40 | Review materials for initial debtor interview (1.1); correspond with J. Fisher and C. Mills re comments to same (.3). |
| 3/08/13 | Christopher T Greco | .70 | Attend formation meeting and preparatory meeting with US Trustee office. |
| 3/08/13 | Ryan Dattilo | 1.30 | Attend formation meeting and initial debtor interview. |
| 3/08/13 | Melissa Koss | .60 | Correspond with C. Greco and D. Pacitti re appointment of Creditors' Committee (.3); correspond with Conexant board re same (.3). |
| 3/08/13 | Joshua A Sussberg | 1.40 | Attend formation meeting (1.3); correspond re same (.1). |
| 3/09/13 | Joshua A Sussberg | .30 | Correspond re Creditors' Committee formation. |
| 3/11/13 | Christopher T Greco | .50 | Correspond re Creditors' Committee issues re plan distribution and lien perfection analysis. |
| 3/11/13 | Joshua A Sussberg | 1.30 | Correspond re Creditors' Committee telephone conference and claims breakdown (.8); telephone conference with Creditors' Committee re same and next steps (.5). |
| 3/12/13 | Joseph Pack | .90 | Obtain and circulate formation documents to Committee and Akin. |
| 3/12/13 | Joshua A Sussberg | .30 | Correspond re Creditors' Committee information requests with A&M. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/13/13 | Christopher T Greco | 2.30 | Prepare for meeting with Creditors' Committee by responding to diligence requests and gathering information with A&M on background. |
| 3/13/13 | Mary Kogut | .30 | Attend to document requests from Creditors' Committee (.2); review analysis of excluded accounts (.1). |
| 3/13/13 | Joseph Pack | 3.10 | Coordinate and conference with A&M and K&E working groups re document preparation for Creditors' Committee (.5); research re same (1.9); respond to diligence requests in preparation for upcoming meetings (.7). |
| 3/13/13 | Brian Raynor | 1.40 | Review diligence request from Kelley Drye and compile responsive documents (1.1); correspond re diligence request and post-closing deliverables (.3). |
| 3/13/13 | Joseph Correia | .80 | Research re indenture and security documents requested by Creditors' Committee (.6); correspond with K&E debt finance working group re same (.2). |
| 3/13/13 | Beth Friedman | .60 | Conference with Conexant re outstanding issues re Creditors' Committee. |
| 3/13/13 | Joshua A Sussberg | .60 | Correspond re Creditors' Committee diligence and information request (.2); correspond re liens and security (.4). |
| 3/14/13 | Christopher T Greco | 2.60 | Telephone conference with Creditors' Committee advisors re initial case overview and diligence items (.8); follow up with J. Sussberg re same (.4); prepare for meeting with Creditors' Committee advisors re lien issues, liquidation analysis and tracing background (1.4). |
| 3/14/13 | Samantha Good | .80 | Attend telephone conference with K. Drye, K&E and A&M re initial case overview and diligence items. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/14/13 | Victor Noskov | .50 | Telephone conference with Creditors' Committee re initial case overview. |
| 3/14/13 | Ryan Dattilo | .40 | Correspond with Creditors' Committee re payment of prepetition amounts under authority of interim orders (.2); correspond with C. Greco re same (.2). |
| 3/14/13 | Joshua A Sussberg | 2.40 | Prepare for and attend meeting with advisors to Creditors' Committee (1.2); correspond with C. Greco re same (.4); discuss same with A&M (.8). |
| 3/15/13 | Joshua A Sussberg | .30 | Correspond with Creditors' Committee re status and next steps. |
| 3/18/13 | Joseph Pack | 1.40 | Confer with A&M re Creditors' Committee requests and circulate same. |
| 3/19/13 | Ryan Dattilo | .30 | Correspond with Creditors' Committee re payments on prepetition amounts under interim orders. |
| 3/20/13 | Ryan Dattilo | .20 | Correspond with Creditors' Committee re payments of prepetition amounts under authority of interim orders. |
| 3/20/13 | Joshua A Sussberg | .20 | Correspond re Creditors' Committee diligence. |
| 3/21/13 | Joseph Pack | .80 | Conference with Conexant and A&M re data room confidentiality issues. |
| 3/23/13 | Joshua A Sussberg | .30 | Correspond with Creditors' Committee re issues and next steps. |
| 3/24/13 | Ryan Dattilo | .80 | Review Creditors' Committee comments to second day motions (.6); correspond with K&E working group and Creditors' Committee re scheduling a meeting to discuss comments (.2). |
| 3/24/13 | Joshua A Sussberg | .50 | Telephone conference re Creditors' Committee issues list and meeting. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|--|
| 3/25/13 | Christopher T Greco | 2.10 | Meet with Kelley Drye re Creditors' Committee potential settlement and discussions re landlords and GUC distribution (.7); prepare for same (.6); correspond with J. Sussberg and R. Dattilo re same (.4); correspond with R. Dattilo re NOL valuation issue (.4). |
| 3/25/13 | Joseph Pack | 1.00 | Participate in meeting with Creditors' Committee re plan. |
| 3/25/13 | Ryan Dattilo | 1.10 | Attend meeting with Creditors' Committee re outstanding issues (1.0); correspond with J. Sussberg re same (.1). |
| 3/25/13 | Joshua A Sussberg | 1.70 | Review Creditors' Committee issues list and consider same (.2); correspond re same (.3); correspond re tax attributes in 363 sale (.2); meeting with Creditors' Committee advisors (1.0). |
| 3/26/13 | Stephen C Hackney | .50 | Attention to Creditors' Committee issues list. |
| 3/26/13 | Joshua A Sussberg | .70 | Correspond re Creditors' Committee settlement issues and telephone conference with Kelley Drye re same (.5); telephone conference with S. Hassel re same (.2). |
| 3/27/13 | Christopher T Greco | .70 | Correspond with A&M re proposed responses to Creditors' Committee diligence questions and settlement proposal. |
| 3/27/13 | Joshua A Sussberg | .30 | Review Creditors' Committee settlement proposal and correspond re same. |
| 3/28/13 | Anne Raven | 1.10 | Review settlement offer from Creditors' Committee (.1); prepare for and attend working group meeting re settlement offer (1.0). |
| 3/28/13 | Stephen C Hackney | 1.00 | Review settlement memorandum (.6); correspond with working group re analysis of same (.4). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/28/13 | Peter J Wozniak | 1.10 | Review settlement proposal from Creditors' Committee (.1); office conference with A. Raven, B. Earles and E. White re settlement proposal from Creditors' Committee (1.0). |
| 3/28/13 | Joshua A Sussberg | 1.20 | Review Creditors' Committee proposal (.2); telephone conference with Kelley Drye re same (.4); telephone conference with Akin re same (.2); telephone conference with A&M re valuation and NOL's (.1); telephone conference with S. Hassel re same (.1); review NOL research and status (.2). |
| 3/29/13 | Joshua A Sussberg | 1.70 | Telephone conference with Akin, Blackstone and A&M re Creditors' Committee proposal and next steps (.6); correspond with A&M re same (.5); telephone conference with R. Eisenbach re same (.3); correspond with August Capital re same (.3). |
| 3/31/13 | Joshua A Sussberg | .10 | Correspond re Creditors' Committee discussions. |
| | | 44.70 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091907
Client Matter: 12754-17

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

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 19,399.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 19,399.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Joseph Correia | 5.50 | 260.00 | 1,430.00 |
| Ryan Dattilo | 1.30 | 565.00 | 734.50 |
| Christopher T Greco | 1.10 | 715.00 | 786.50 |
| Stephen C Hackney | .50 | 840.00 | 420.00 |
| Mary Kogut | 5.50 | 630.00 | 3,465.00 |
| Victor Noskov | 5.00 | 430.00 | 2,150.00 |
| Joseph Pack | 6.20 | 630.00 | 3,906.00 |
| Brian Raynor | 5.50 | 430.00 | 2,365.00 |
| Joshua A Sussberg | 2.10 | 815.00 | 1,711.50 |
| Peter J Wozniak | 3.40 | 715.00 | 2,431.00 |
| TOTALS | 36.10 | | \$19,399.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 2/28/13 | Christopher T Greco | .40 | Correspond with A&M re DIP budget. |
| 2/28/13 | Mary Kogut | 1.00 | Attend to miscellaneous pre-DIP closing matters (.2); review schedules (.4); attend to insurance (.2); attend to closing deliverables (.2). |
| 2/28/13 | Brian Raynor | 1.70 | Correspond re transaction (.5); revise schedules (1.2). |
| 2/28/13 | Joseph Correia | 2.00 | Attention to all aspects of DIP credit agreement closing matters (.8); review and revise secretary's certificate per Akin comments (.7); correspond with Akin re charters and good standings (.5). |
| 2/28/13 | Peter J Wozniak | 2.30 | Draft, review and edit outline of direct examination re DIP financing. |
| 2/28/13 | Joshua A Sussberg | 2.10 | Correspond re DIP financing. |
| 3/01/13 | Mary Kogut | 1.00 | Attend to pre-closing matters. |
| 3/01/13 | Joseph Pack | 3.10 | Conference with A&M re DIP budget and DIP working group re closing documents (2.1); correspond with BMC re notice (.5); coordinate with Conexant re notification to banks and relevant third-parties (.5). |
| 3/01/13 | Brian Raynor | .80 | Attention to pre-closing matters (.3); revise schedules (.2); review UCC-1s (.3). |
| 3/01/13 | Joseph Correia | 2.90 | Research and correspond with lender's counsel re signature pages (.3); review and comment re UCC-1's (.3); compile and deliver escrow set of DIP credit facility document signature pages (1.1); compile and deliver executed secretary's certificate to lender's counsel in escrow (.8); draft and revise punchlist of open items per lender's counsel request (.3); review lender's counsel's comments to resolutions (.1). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/01/13 | Peter J Wozniak | 1.10 | Draft, review and revise outline of direct examination re DIP financing. |
| 3/03/13 | Joseph Pack | .50 | Coordinate distribution of DIP documents to Akin. |
| 3/04/13 | Christopher T Greco | .70 | Correspond with J. Pack re closing DIP facility (.4); review correspondence from Akin and K&E working group re same (.3). |
| 3/04/13 | Mary Kogut | 1.30 | Attend to closing matters. |
| 3/04/13 | Joseph Pack | 2.50 | Coordinate DIP closing and participate in telephone conferences re same (2.1); correspond with C. Greco re same (.4). |
| 3/06/13 | Joseph Correia | .10 | Compile and distribute to lender's counsel original DIP credit agreement signature pages. |
| 3/08/13 | Brian Raynor | .20 | Review post-closing deliverables (.1); correspond re same (.1). |
| 3/11/13 | Joseph Pack | .10 | Confer and correspond with F. Lim re creditor agreement. |
| 3/12/13 | Brian Raynor | .80 | Review and mark up Wells Fargo DACA (.6); correspond re same (.2). |
| 3/12/13 | Joseph Correia | .50 | Research re charters, bylaws and good standings of DIP loan parties (.4); correspond with K&E restructuring working group re same (.1). |
| 3/18/13 | Mary Kogut | 1.30 | Review and comment on control agreement. |
| 3/18/13 | Brian Raynor | .20 | Review and revise Wells Fargo deposit control agreement (.1); correspond re same (.1). |
| 3/25/13 | Brian Raynor | .50 | Correspond re deposit account control agreements (.2); telephone conference with J. Fisher re issuance of a letter of credit or cash collateralizing a new lease and discuss with F. Lim (.2); correspond re letter of credit and cash collateral (.1). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/27/13 | Mary Kogut | .30 | Review control agreement requirements in credit agreement in light of proposed cash collateral account. |
| 3/28/13 | Mary Kogut | .60 | Prepare for telephone conference re control agreement (.1); attend negotiation via telephone with Silicon Valley Bank's counsel re open issues in control agreement (.5) |
| 3/28/13 | Brian Raynor | 1.00 | Prepare for and attend telephone conference with Silicon Valley Bank re account control agreement (.7); correspond with Akin re post-closing matters (.2); correspond with Conexant (.1). |
| 3/29/13 | Victor Noskov | 4.20 | Research re use of cash collateral instead of DIP financing (1.9); review interim DIP order (.4); correspond with C. Greco and R. Dattilo re same (.3); research re unencumbered cash and unsecured creditor objections (1.6). |
| 3/29/13 | Brian Raynor | .30 | Correspond re account control agreements (.1); review Silicon Valley Bank account control agreement (.2). |
| 3/29/13 | Ryan Dattilo | 1.30 | Correspond with A. Weintraub re research of lien on NOLs issue (.2); review same (.3); correspond with V. Noskov re researching using cash collateral over DIP financing (.2); research same (.4); correspond with C. Greco re same (.2). |
| 3/29/13 | Stephen C Hackney | .50 | Review revised DIP order and motion. |
| 3/31/13 | Victor Noskov | .80 | Research re use of cash collateral instead of DIP financing for transactions outside of the ordinary course. |
| | | 36.10 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091908
Client Matter: 12754-18

In the matter of Executory Contracts and Real Property

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 115,151.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 115,151.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Victoria Cole | .40 | 495.00 | 198.00 |
| Ryan Dattilo | 36.50 | 565.00 | 20,622.50 |
| Robert Earles | 3.50 | 430.00 | 1,505.00 |
| Jacob Goldfinger | 5.50 | 305.00 | 1,677.50 |
| Christopher T Greco | 9.60 | 715.00 | 6,864.00 |
| Wendy T Newkirk | 17.50 | 735.00 | 12,862.50 |
| Victor Noskov | 77.30 | 430.00 | 33,239.00 |
| Robert Orren | 2.50 | 275.00 | 687.50 |
| Joseph Pack | 40.50 | 630.00 | 25,515.00 |
| Joshua A Sussberg | 14.70 | 815.00 | 11,980.50 |
| TOTALS | 208.00 | | \$115,151.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 3/04/13 | Christopher T Greco | 2.40 | Research re section 365(d)(3) and real property rejection/assumption issue (1.4); correspond with J. Fisher re same (.4); correspond with J. Pack and R. Dattilo re leases and subleases (.6). |
| 3/04/13 | Ryan Dattilo | 3.20 | Research 365(d)(3) issues re extending time to perform under lease (.8); review precedent motions re same (.6); office conference with V. Noskov re same (.2); additional research re subtenant issue (1.4); correspond with C. Greco re same (.2). |
| 3/04/13 | Jacob Goldfinger | 2.70 | Search precedent re extensions of time to perform under 365(d)(3). |
| 3/05/13 | Joseph Pack | 4.50 | Correspond with local counsel and research issues re lease rejection, CA state law and bankruptcy law overlay (3.8); draft response to CEO re same (.6); follow up with J. Sussberg re same (.1). |
| 3/05/13 | Victor Noskov | 1.80 | Research re section 356(d)(3) legislative history. |
| 3/05/13 | Ryan Dattilo | 3.90 | Research rejection of subtenant issue (1.5); correspond with V. Noskov re same (.2); review and revise memorandum re same (1.1); additional research re same (1.1). |
| 3/05/13 | Joshua A Sussberg | .90 | Review and correspond re real estate issues and 4000 MacArthur. |
| 3/06/13 | Joseph Pack | 2.50 | Revise responses re real estate inquiry and circulate same (.8); research re 60-day grace period (1.7). |
| 3/06/13 | Joseph Pack | 3.80 | Review headquarters lease (1.2); confer with J. Fisher re debtor rights (.5); research re 365(d)(3) (1.8); telephone conferences with litigation working group re same (.3). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/06/13 | Victor Noskov | 8.90 | Research re implication of lease rejection on rights of sublessees (4.5); draft memorandum re same (2.9); correspond with R. Dattilo re same (.4); revise same (1.1). |
| 3/06/13 | Wendy T Newkirk | 2.00 | Review comments to lease (1.2); draft high level comments to same (.8). |
| 3/07/13 | Joseph Pack | .80 | Confer and correspond with working group, A&M and S. Chittipeddi re lease strategy. |
| 3/07/13 | Joshua A Sussberg | 1.30 | Correspond re MacArthur lease and next steps (.4); telephone conference with attorney for landlord (.5); correspond re same with A&M (.4). |
| 3/08/13 | Joseph Pack | 1.60 | Confer with R. Dattilo and J. Fisher re lease issues (.5); draft pleadings to effectuate move (1.1). |
| 3/08/13 | Joshua A Sussberg | 1.30 | Telephone conference with P. Basta re office lease (.1); correspond re same (.2); telephone conference with J. Fisher re same (.2); telephone conference with landlord and outside counsel re same (.6); follow-up and correspond re same with management (.2). |
| 3/09/13 | Christopher T Greco | .60 | Telephone conference with Conexant and A&M re 4000 MacArthur and lease status (.4); correspond with R. Dattilo re landlord bad faith (.2). |
| 3/09/13 | Ryan Dattilo | 1.70 | Correspond with A&M re subtenant issue (.2); research re precedent of landlord bad faith negotiations (1.3); correspond with C. Greco re same (.2). |
| 3/09/13 | Joshua A Sussberg | .40 | Telephone conference re office lease and correspond re same. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/10/13 | Christopher T Greco | 2.70 | Analyze issues re multiple lease negotiations and status re same, including rejection mechanics, rent payments and board preparations (2.4); correspond with J. Fisher re same (.3). |
| 3/10/13 | Ryan Dattilo | 2.50 | Research re rent abatement for bad faith negotiations issues (1.4); draft summary re same (.4); correspond with C. Greco and J. Sussberg re same (.2); correspond with J. Fisher re subtenant issue (.2); review correspondence from L. Neilson re same (.3). |
| 3/10/13 | Joshua A Sussberg | .70 | Telephone conference with C. Cremens re 4000 MacArthur and correspond re same (.4); telephone conference with S. Hassel re same (.3). |
| 3/11/13 | Victor Noskov | 4.80 | Draft memorandum re lease rejection sublease issue (3.1); correspond with R. Dattilo re same (.2); revise same (1.5). |
| 3/11/13 | Ryan Dattilo | 1.90 | Review and revise lease rejection memorandum (.9); correspond with C. Greco and J. Pack re same (.3); correspond with V. Noskov re same (.2); review subleasing aging information (.4); correspond with J. Pack re same (.1). |
| 3/11/13 | Joshua A Sussberg | .50 | Correspond re leases and next steps. |
| 3/12/13 | Victor Noskov | 8.10 | Research re lease rejection sublease issue (2.1); draft memorandum re same (2.3); office conference with R. Dattilo re same (.5); revise same (.8); correspond with J. Sussberg re same (.4); research re offsetting of claims and section 502(b)(6) claim cap (1.6); correspond with working group re same (.4). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/12/13 | Ryan Dattilo | 2.10 | Office conference with V. Noskov re lease rejection issues (.5); research re same (.8); correspond with J. Sussberg re same (.2); review and comment on summary of lease rejection issues (.5); correspond with V. Noskov re same (.1). |
| 3/12/13 | Wendy T Newkirk | 7.50 | Review 4000 MacArthur lease (3.1); review mark-up of Redhill lease (3.4); telephone conference with C. Mills, J. Fisher and V. Croudace re same (.5); correspond with C. Greco re same (.5). |
| 3/12/13 | Joshua A Sussberg | .30 | Correspond re lease situation and next steps for corporate office. |
| 3/13/13 | Christopher T Greco | .70 | Analyze issues re real property leases and mechanics of rejection (.3); conference with R. Dattilo, J. Pack and A&M re subtenant claims (.4). |
| 3/13/13 | Joseph Pack | .40 | Confer with C. Greco, R. Dattilo and A&M re subtenant claims. |
| 3/13/13 | Victor Noskov | .40 | Correspond with R. Dattilo re lease rejections. |
| 3/13/13 | Ryan Dattilo | .40 | Office conference with C. Greco, J. Pack and A&M re lease rejection motion and subtenant issues. |
| 3/13/13 | Wendy T Newkirk | 4.80 | Review drafts of leases (2.9); draft comments to same (1.3); correspond with J. Fisher and V. Croudace re same (.6). |
| 3/13/13 | Joshua A Sussberg | .30 | Correspond re corporate office lease (.2); correspond re sub tenant issues (.1). |
| 3/14/13 | Christopher T Greco | .90 | Analyze issues re 4000 MacArthur and letter of credit (.6); correspond with J. Fisher re same (.3). |
| 3/14/13 | Joseph Pack | .40 | Confer with Conexant re logistics involved with moving. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/14/13 | Victor Noskov | 1.90 | Research re lease rejection issue re Amicus wind down transcript (1.4); office conference with R. Dattilo re same (.2); correspond re same (.3). |
| 3/14/13 | Ryan Dattilo | .70 | Telephone conference with Creditors' Committee re lease rejection motion (.5); office conference with N. Koskov re lease rejection (.2). |
| 3/14/13 | Ryan Dattilo | 1.10 | Analyze Bayside contract issue (.5); correspond with A. Webster at Conexant re same (.2); telephone conference with G. Carrillo at Conexant re same (.4). |
| 3/14/13 | Joshua A Sussberg | .40 | Telephone conference with S. Good re leases and corporate headquarters. |
| 3/15/13 | Ryan Dattilo | .60 | Telephone conference with Bayside re executory contract status (.4); correspond with Conexant re same (.2). |
| 3/15/13 | Joshua A Sussberg | .30 | Correspond re landlord issues and corporate lease. |
| 3/16/13 | Joseph Pack | 2.40 | Review headquarters lease (1.2); conference and correspond with J. Fisher and local counsel re same and draft language re bankruptcy contingencies (.8); telephone conference re same (.4). |
| 3/16/13 | Joshua A Sussberg | .60 | Telephone conference re lease agreement (.4); correspond re language to include in same (.2). |
| 3/17/13 | Joseph Pack | 2.20 | Conference and correspond with J. Fisher re headquarters lease (.3); review and revise same (1.9). |
| 3/17/13 | Joshua A Sussberg | .50 | Correspond re lease issues and contingency language in lease. |
| 3/18/13 | Christopher T Greco | .90 | Correspond with J. Pack and J. Fisher re leases and legal issues re same (.3); analyze issues re lease negotiations (.6). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|--|
| 3/18/13 | Joseph Pack | 2.20 | Review and revise lease motions (2.0); office conference with V. Noskov re same (.2). |
| 3/18/13 | Victor Noskov | 9.90 | Office conference with J. Pack re motion to shorten notice and motion to enter into new lease (.2); research re precedent re same (1.3); correspond with R. Orren re same (.5); further research re same (.4); draft same (4.3); revise same (2.7); research re same (.5). |
| 3/18/13 | Robert Orren | 2.50 | Research and retrieve precedent re motion to enter into new lease agreement and motion to shorten notice of same (2.1); correspond with V. Noskov re same (.4). |
| 3/19/13 | Joseph Pack | 3.10 | Draft lease-related motions and research issues re same (2.3); conference and correspond with V. Noskov and R. Dattilo re same (.8). |
| 3/19/13 | Joseph Pack | .40 | Review and revise lease. |
| 3/19/13 | Victor Noskov | 9.60 | Revise motion to shorten notice and motion to enter into new lease (3.2); correspond with J. Pack and R. Dattilo re same (.2); research precedent re supplemental declaration for motion to enter into new lease (.3); correspond with J. Pack and R. Dattilo re same (.2); revise motion to enter into new lease re R. Dattilo comments (1.8); correspond with J. Pack re same (.2); revise same (.3); draft motion to shorten notice for rejection of corporate office lease (2.3); revise same (1.1). |
| 3/19/13 | Ryan Dattilo | 3.50 | Review and revise lease rejection motion, new lease motion and corresponding motions to shorten (2.7); correspond and conference with J. Pack and V. Noskov re same (.8). |
| 3/19/13 | Joshua A Sussberg | .40 | Correspond re home office lease and status. |
| 3/20/13 | Christopher T Greco | .30 | Office conference with J. Pack re leases and review same. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/20/13 | Joseph Pack | 3.60 | Conference with local counsel re headquarters lease and revise and edit same (.4); review and revise lease motions and conference and correspond with V. Noskov and R. Dattilo re same (2.9); office conference with C. Greco re leases (.3). |
| 3/20/13 | Victor Noskov | 1.80 | Review motion to shorten notice for lease rejection (.2); finalize same (.1); correspond with J. Pack re same (.1); revise lease and sublease charts for motion to reject and motion to shorten notice for lease rejection (.9); correspond with J. Fisher, R. Dattilo and J. Pack re same (.2); telephone conference with J. Fisher re same (.2); correspond with J. Pack and R. Dattilo re same (.1). |
| 3/20/13 | Joshua A Sussberg | 1.10 | Telephone conference with J. Fischer re home office lease (.6); correspond with S. Hassel re same (.5). |
| 3/21/13 | Christopher T Greco | .40 | Correspond with W. Newkirk re real property lease review and update on negotiations with landlords. |
| 3/21/13 | Joseph Pack | 4.10 | Review and revise lease motions (3.6); correspond with working group re same (.5). |
| 3/21/13 | Victor Noskov | 8.10 | Review lease-related motions for consistency (1.2); office conference with R. Dattilo re same (.3); revise same (2.4); correspond with J. Pack and R. Dattilo re same (.3); revise same (2.7); telephone conference with R. Dattilo re same (.5); correspond with R. Dattilo and J. Pack re same (.5); revise same (.2). |
| 3/21/13 | Ryan Dattilo | 4.60 | Edit and revise lease rejection motion, new lease motion and corresponding motions to shorten (3.3); correspond with J. Pack and V. Noskov re same (.5); office conference with V. Noskov re same (.3); telephone conference with V. Noskov re same (.5). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/21/13 | Joshua A Sussberg | .90 | Correspond re lease issues and telephone conferences re same with S. Hassel. |
| 3/22/13 | Joseph Pack | 3.40 | Review lease and revise language re bankruptcy issues (2.3); office conference with V. Noskov re same (.3); participate in telephone conferences with V. Croudace and J. Fisher re lease language (.8). |
| 3/22/13 | Victor Noskov | 1.60 | Review lease-related motions (.1); office conference with J. Pack re same (.3); revise same per comments (.9); correspond with J. Pack and R. Dattilo re same (.1); correspond with M. Kaysiewicz and J. Sussberg re same (.2). |
| 3/22/13 | Wendy T Newkirk | 3.20 | Circulate comments to 1901 Main lease (2.7); telephone conference with Akin re same (.5). |
| 3/23/13 | Joseph Pack | 1.40 | Confer and correspond with V. Croudace re new headquarters lease (1.3); telephone conference with J. Sussberg re same (.1). |
| 3/23/13 | Joshua A Sussberg | .10 | Telephone conference with J. Pack re lease. |
| 3/25/13 | Joseph Pack | .90 | Conference with V. Croudace re headquarters lease issues (.8); office conference with J. Sussberg re same (.1). |
| 3/25/13 | Victor Noskov | .80 | Review lease motions (.3); revise same (.5). |
| 3/25/13 | Ryan Dattilo | .70 | Telephone conference with M. Yurkewicz re lease rejection motion and current research (.5); correspond with M. Yurkewicz re same (.2). |
| 3/25/13 | Jacob Goldfinger | 1.30 | Review real estate due diligence materials and prepare same for attorney review. |
| 3/25/13 | Joshua A Sussberg | .90 | Correspond re 1901 lease and status (.1); telephone conferences re same (.2); correspond with M. Yurkewicz re lease issues (.5); office conference with J. Pack re same (.1). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|--|
| 3/26/13 | Joseph Pack | 1.00 | Conference and correspond with V. Croudace re lease deal points and bankruptcy ramifications. |
| 3/26/13 | Victor Noskov | 4.40 | Review lease motions (.4); revise same to incorporate language re letter of credit arrangement (1.9); correspond with R. Dattilo re same (.3); revise same (1.7); correspond with R. Dattilo re same (.1). |
| 3/26/13 | Ryan Dattilo | 1.60 | Correspond with M. Yurkewicz re lease due diligence (.3); review and revise HQ lease rejection motion, new lease motion and corresponding motions to shorten re letter of credit issues (1.1); correspond with J. Pack and V. Noskov re same (.2). |
| 3/26/13 | Jacob Goldfinger | 1.50 | Review real estate due diligence materials and prepare same for attorney review. |
| 3/26/13 | Joshua A Sussberg | .80 | Telephone conferences re 1901 lease and potential renegotiation of 4000 MacArthur (.4); correspond with C. Greco and R. Dattilo re motion to approve same (.4). |
| 3/27/13 | Christopher T Greco | .70 | Correspond with J. Sussberg and R. Dattilo re lease motions and status of same (.4); review and revise same (.3). |
| 3/27/13 | Joseph Pack | 1.80 | Conference and correspond with R. Dattilo and working groups re lease motions (.6); review and revise same (1.2). |
| 3/27/13 | Victor Noskov | 11.20 | Correspond with R. Dattilo re J. Sussberg comments (.2); office conference with R. Dattilo re same (.5); revise lease motions (4.8); correspond and confer with R. Dattilo re same (.9); further revise lease motions (4.1); correspond with J. Fisher re exhibits (.2); draft correspondence to K. Martin re service of motions (.3); correspond with V. Croudace re specific language re new lease (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/27/13 | Victoria Cole | .40 | Review and revise summary of lease agreement. |
| 3/27/13 | Ryan Dattilo | 4.70 | Revise lease rejection motion, new lease motion and corresponding motions to shorten notice (1.1); correspond and conference with V. Noskov re same (.4); office conference with J. Sussberg re same (.2); correspond with Akin re letter of credit issues (.2); correspond with local real estate counsel re comments to new lease motion (.3); additional revision to lease motions (.8); correspond with J. Fisher and C. Mills re same (.2); correspond with V. Noskov re same (.2); correspond with BMC re service of same (.2); correspond and telephone conference with Klehr Harrison re filing of pleadings (.4); office conferenwith V. Noskov re lease motions (.7). |
| 3/27/13 | Joshua A Sussberg | 2.10 | Review and revise lease motions (1.9); office conference with R. Dattilo re same (.2). |
| 3/28/13 | Victor Noskov | 4.00 | Review and revise lease motions (1.8); office conference with R. Dattilo re same (.6); correspond with M. Yurkewicz re lease motions (.2); finalize lease motions (1.4). |
| 3/28/13 | Ryan Dattilo | 3.30 | Revise lease rejection motion, new lease motion and corresponding motions to shorten notice (1.0); office conference with V. Noskov re same (.6); office conference with J. Sussberg re same (.3); correspond with U.S. Bank re letter of credit language in new lease motion (.2); correspond with Klehr Harrison re comments to motions to shorten (.2); revise motions to shorten based on comments from Klehr Harrison (.6); correspond with M. Lahaie re comments to new lease motion (.2); correspond with BMC re service of motions (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/28/13 | Joshua A Sussberg | .90 | Telephone conference with PRES counsel re lease issues (.2); review and revise 1901 motion and rejection of 4000 MacArthur (.4); office conference with R. Dattilo re same (.3). |
| 3/29/13 | Robert Earles | 3.50 | Draft timeline re potential city default (1.5); research re breach of contract law (2.0). |
| | | 208.00 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091909
Client Matter: 12754-19

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

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 2,629.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 2,629.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Ryan Dattilo | 1.30 | 565.00 | 734.50 |
| Beth Friedman | 1.40 | 335.00 | 469.00 |
| Victor Noskov | 2.00 | 430.00 | 860.00 |
| Robert Orren | .90 | 275.00 | 247.50 |
| Joseph Pack | .30 | 630.00 | 189.00 |
| Andrea Weintraub | .30 | 430.00 | 129.00 |
| TOTALS | 6.20 | | \$2,629.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 2/28/13 | Robert Orren | .90 | Draft billing memorandum. |
| 3/04/13 | Beth Friedman | .30 | Review and revise bill memorandum. |
| 3/05/13 | Beth Friedman | .40 | Review and revise bill memorandum. |
| 3/22/13 | Joseph Pack | .30 | Confer with working group re conflicts. |
| 3/25/13 | Victor Noskov | 1.30 | Correspond with R. Hasan re Pillowtex analysis for US Trustee (.3); correspond with J. Dolling and B. Raftery re K&E representation of Soros (.4); review conflicts report re same (.6). |
| 3/25/13 | Ryan Dattilo | .20 | Correspond with conflicts department re conflicts. |
| 3/26/13 | Ryan Dattilo | .50 | Correspond with C. Greco and B. Rafferty re Soros representation (.3); revise response to US Trustee comment re same (.2). |
| 3/28/13 | Victor Noskov | .10 | Review Pillowtex analysis form. |
| 3/29/13 | Victor Noskov | .60 | Correspond with R. Dattilo re Pillowtex analysis (.1); telephone conference with R. Hasan re same (.3); correspond with R. Dattilo re same (.1); revise Pillowtex analysis form (.1). |
| 3/29/13 | Andrea Weintraub | .30 | Prepare and review pro hac motion for P. Basta. |
| 3/29/13 | Ryan Dattilo | .60 | Revise Pillowtex analysis (.4); correspond with V. Noskov re same (.2). |
| 3/29/13 | Beth Friedman | .70 | Confer with team re pro hac application. |
| | | 6.20 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091910
Client Matter: 12754-20

In the matter of Fee and Employment Applications - Other

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 16,447.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 16,447.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 11.40 | 495.00 | 5,643.00 |
| Ryan Dattilo | 1.70 | 565.00 | 960.50 |
| Victor Noskov | 7.00 | 430.00 | 3,010.00 |
| Robert Orren | 1.70 | 275.00 | 467.50 |
| Joseph Pack | 7.00 | 630.00 | 4,410.00 |
| Joshua A Sussberg | 2.40 | 815.00 | 1,956.00 |
| TOTALS | 31.20 | | \$16,447.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 2/28/13 | Victoria Cole | 2.10 | Review and revise A&M retention application. |
| 2/28/13 | Ryan Dattilo | 1.10 | Revise OCP motion based on comments from Conexant. |
| 2/28/13 | Joshua A Sussberg | 1.20 | Review A&M motion and revise same. |
| 3/01/13 | Victoria Cole | 1.90 | Review and revise A&M retention application (1.6); correspond re same (.3). |
| 3/04/13 | Joseph Pack | .50 | Review Travelers insurance requirements and OCP comments. |
| 3/04/13 | Ryan Dattilo | .20 | Correspond with Klehr re OCP motion. |
| 3/05/13 | Victoria Cole | 2.80 | Review and revise A&M retention application (2.3); correspond with J. Sussberg re same (.5). |
| 3/05/13 | Joshua A Sussberg | 1.00 | Review and revise A&M retention application (.5); correspond with V. Cole re same (.5). |
| 3/06/13 | Victoria Cole | .60 | Prepare A&M retention application for filing. |
| 3/07/13 | Joseph Pack | 1.80 | Research re OCP requirements and conference with V. Noskov re same (1.3); conference with OCPs re declaration (.5). |
| 3/07/13 | Victor Noskov | .60 | Research re service providers in OCP motion (.5); correspond with J. Pack re same (.1). |
| 3/08/13 | Joseph Pack | 2.60 | Review and revise OCP motion (2.1); conference with Akin re same (.5). |
| 3/11/13 | Victor Noskov | 3.40 | Review and revise OCP motion (1.6); telephone conference with M. Yurkewicz re same (.3); revise per comments (1.5). |
| 3/11/13 | Joshua A Sussberg | .20 | Review and revise Klehr application. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/12/13 | Joseph Pack | 2.10 | Review and revise OCP motion (1.8); confer with BMC re same and send to US Trustee (.3). |
| 3/12/13 | Victor Noskov | .30 | Correspond with J. Pack re OCP motion. |
| 3/13/13 | Victor Noskov | .70 | Review and revise OCP motion. |
| 3/14/13 | Victor Noskov | 1.20 | Review and revise OCP motion. |
| 3/14/13 | Victoria Cole | 1.70 | Review and revise BMC 327 retention application. |
| 3/15/13 | Victoria Cole | .70 | Review and revise BMC 327 retention application (.3); prepare same for filing (.2); review and revise OCP motion (.2). |
| 3/15/13 | Robert Orren | 1.70 | Review and revise OCP motion (.7); review and revise BMC retention application (.7); correspond with J. Pack re same (.3). |
| 3/24/13 | Victor Noskov | .80 | Correspond with R. Dattilo re US Trustee comments to OCP motion (.3); correspond with R. Dattilo re BMC retention (.2); revise BMC retention order per US Trustee comments (.3). |
| 3/25/13 | Victoria Cole | 1.60 | Correspond with C. Wells re US Trustee comments to A&M retention application (.3); telephone conferences with R. Dattilo re same (.3); review and revise order re same (.8); correspond with C. Greco re same (.2). |
| 3/25/13 | Ryan Dattilo | .40 | Review A&M responses to US Trustee comments (.1); telephone conferences with V. Cole re same (.3). |
| | | 31.20 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091911
Client Matter: 12754-21

In the matter of Hearings

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 51,673.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 51,673.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

21 - Hearings

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Paul Basta, P.C. | 1.60 | 1,045.00 | 1,672.00 |
| Victoria Cole | 5.10 | 495.00 | 2,524.50 |
| Ryan Dattilo | 6.10 | 565.00 | 3,446.50 |
| Beth Friedman | 1.90 | 335.00 | 636.50 |
| Christopher T Greco | 9.20 | 715.00 | 6,578.00 |
| Stephen C Hackney | 4.50 | 840.00 | 3,780.00 |
| Melissa Koss | 5.40 | 565.00 | 3,051.00 |
| Victor Noskov | 22.80 | 430.00 | 9,804.00 |
| Joseph Pack | 17.40 | 630.00 | 10,962.00 |
| Joshua A Sussberg | 4.20 | 815.00 | 3,423.00 |
| Andrea Weintraub | 4.50 | 430.00 | 1,935.00 |
| Peter J Wozniak | 5.40 | 715.00 | 3,861.00 |
| TOTALS | 88.10 | | \$51,673.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

21 - Hearings

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 2/28/13 | Andrea Weintraub | 1.00 | Research fabrication process for hearing prep. |
| 3/01/13 | Christopher T Greco | 3.90 | Attend and present at Conexant first day hearing (1.6); prepare for hearing by reviewing notes, precedent and UST comments (2.3). |
| 3/01/13 | Christopher T Greco | 2.90 | Meet and confer with CEO and CFO re preparation for hearing and requested first day relief (1.6); follow up with K&E working group re service and interim orders (1.3). |
| 3/01/13 | Joseph Pack | 3.50 | Prepare for first day hearing (1.9); attend same (1.6). |
| 3/01/13 | Victor Noskov | 3.70 | Prepare for first day hearing (2.1); attend same (1.6). |
| 3/01/13 | Andrea Weintraub | 3.50 | Prepare for first day hearing (1.9); attend same (1.6). |
| 3/01/13 | Victoria Cole | 4.20 | Prepare for first day hearing (2.6); attend same (1.6). |
| 3/01/13 | Ryan Dattilo | 3.50 | Prepare for hearing (1.9); attend hearing (1.6). |
| 3/01/13 | Stephen C Hackney | 4.50 | Prepare for first day hearing (2.9); attend same (1.6). |
| 3/01/13 | Beth Friedman | 1.90 | Prepare for first day hearing (1.7); conference with working group (.2). |
| 3/01/13 | Melissa Koss | 4.10 | Prepare for first day hearing (2.5); attend and present at first day court hearing (1.6). |
| 3/01/13 | Peter J Wozniak | 5.40 | Draft, review and analyze outline of direct examination re foreign vendors and lien claimants (1.2); confer with working group re hearing (.4); confer with S. Hassel re direct examinations (.5); prepare for and attend first day hearing and follow up re same (3.3). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

21 - Hearings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/01/13 | Paul Basta, P.C. | 1.60 | Attend first day hearing. |
| 3/01/13 | Joshua A Sussberg | 4.20 | Prepare for first day hearing (2.6); attend same (1.6). |
| 3/08/13 | Victor Noskov | 4.30 | Draft second day hearing talking points. |
| 3/11/13 | Joseph Pack | 1.60 | Conferences with working group re second day pleadings (.3); review all second day pleadings (1.3). |
| 3/14/13 | Joseph Pack | 4.70 | Conference and correspond with working group re US Trustee comments and revise motions accordingly (1.5); review, revise and update second-day motions in preparation for filing (3.0); correspond with J. Sussberg re same (.2). |
| 3/15/13 | Joseph Pack | 7.30 | Prepare second-day pleadings for filing and file same, including OCP, bar date, insurance motion and retention applications (3.6); confer and correspond with Akin re same and revise pleadings accordingly (2.6); coordinate with BMC and Klehr re filing and service (.6); confer with US Trustee re same (.5). |
| 3/21/13 | Victor Noskov | 2.80 | Prepare second day talking points. |
| 3/24/13 | Ryan Dattilo | 1.30 | Review US Trustee's issue list (.5); correspond with K&E working group re same (.5); correspond with C. Greco re same (.3). |
| 3/25/13 | Victor Noskov | 7.60 | Correspond with R. Dattilo re US Trustee comments to motions (.4); perform diligence to respond to US Trustee comments (1.8); correspond with S. Frye re same (.2); begin drafting response to US Trustee comments re motions (2.1); correspond with R. Dattilo re same (.1); revise same (.8); create chart to respond to US Trustee comments (.9); revise same (1.3). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

21 - Hearings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/25/13 | Ryan Dattilo | 1.10 | Review US Trustee comments to second day motions (.4); correspond with V. Noskov re responses to same (.2); correspond with V. Noskov re comments from US Trustee (.3); correspond with Conexant re same (.2). |
| 3/26/13 | Christopher T Greco | 1.10 | Correspond with R. Dattilo re US Trustee comments to second day pleadings and proposed resolutions re same (.6); review same (.5). |
| 3/26/13 | Joseph Pack | .30 | Review correspondence from US Trustee re second-day pleadings and confer with K&E working group re same. |
| 3/26/13 | Victor Noskov | 3.20 | Review US Trustee comments to motions (.4); revise chart re same (1.5); correspond with R. Dattilo re same (.2); organize attachments to US Trustee comments response chart (.9); correspond with V. Cole re same (.1); revise US Trustee comments response chart (.1). |
| 3/26/13 | Victoria Cole | .90 | Review and revise US Trustee response summary chart (.7); office conference with V. Noskov re same (.2). |
| 3/27/13 | Victor Noskov | .80 | Draft responses to US Trustee re comments. |
| 3/28/13 | Victor Noskov | .40 | Revise response to US Trustee comments (.3); correspond with R. Dattilo re same (.1). |
| 3/29/13 | Christopher T Greco | 1.30 | Review and respond to US Trustee comments to second day pleadings (1.1); correspond with V. Cole and R. Dattilo re same (.2). |
| 3/29/13 | Ryan Dattilo | .20 | Correspond with J. Sussberg re US Trustee's comments to second day motions. |
| 3/29/13 | Melissa Koss | 1.30 | Review and respond to US Trustee comments to second day pleadings (.8); correspond with V. Cole and R. Dattilo re same (.5). |
| | | 88.10 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091912
Client Matter: 12754-22

In the matter of Insurance

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 12,334.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 12,334.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

22 - Insurance

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Ryan Dattilo | 16.00 | 565.00 | 9,040.00 |
| Christopher T Greco | 1.00 | 715.00 | 715.00 |
| Victor Noskov | 2.80 | 430.00 | 1,204.00 |
| Joseph Pack | 1.50 | 630.00 | 945.00 |
| Brian Raynor | .50 | 430.00 | 215.00 |
| Andrea Weintraub | .50 | 430.00 | 215.00 |
| TOTALS | 22.30 | | \$12,334.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

22 - Insurance

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 2/28/13 | Ryan Dattilo | 2.30 | Review and revise insurance motion (1.3); review and analyze correspondence re insurance renewal status (1.0). |
| 3/01/13 | Brian Raynor | .50 | Correspond and telephone conferences with Conexant re insurance matters. |
| 3/04/13 | Ryan Dattilo | 3.20 | Review and revise insurance motion (.6); correspond with J. Leong re status of renewal and financing issues (.2); telephone conference with J. Leong re same (.4); telephone conference with Travelers re continuation and renewal of policies (.3); correspond with PAC re financing issues (.2); revise insurance motion re same (.3); review precedent research re same (.6); review sample order and new financing agreement provided by PAC (.5); correspond with C. Greco re same (.1). |
| 3/05/13 | Victor Noskov | 2.80 | Research re language re priority of postpetition financing in insurance financing agreement (2.5); correspond with R. Dattilo re same (.3). |
| 3/06/13 | Christopher T Greco | .60 | Correspond with R. Dattilo re insurance motion issues re financing. |
| 3/06/13 | Ryan Dattilo | 2.00 | Correspond with J. Leong re PAC financing (.2); telephone conference with PAC re same (.4); revise insurance order re language requested from PAC (.6); correspond with Akin re same (.3); correspond with A&M re need for financing (.2); correspond with C. Greco re insurance motion issues re financing (.3). |
| 3/07/13 | Ryan Dattilo | 1.10 | Draft summary of insurance financing issues (.6); correspond with M. Lahie at Akin re same (.2); correspond with C. Mills re alternatives to financing (.2); correspond with A&M re same (.1). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

22 - Insurance

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/09/13 | Ryan Dattilo | .90 | Revise insurance motion re comments from PAC re funding (.6); correspond with Akin re same (.2); correspond with C. Greco re same (.1). |
| 3/11/13 | Ryan Dattilo | .20 | Correspond with M. Lahie re Conexant's preference on insurance financing. |
| 3/12/13 | Ryan Dattilo | .90 | Correspond with M. Lahaie re comments to insurance order re PAC financing (.2); revise insurance order to incorporate same (.3); correspond with A. Weintraub re summary chart of insurance policies (.2); correspond with Equity Risk Partners re information on renewed policies (.2). |
| 3/13/13 | Andrea Weintraub | .50 | Revise insurance motion per renewal of financed policies (.3); correspond with R. Dattilo re same (.2). |
| 3/13/13 | Ryan Dattilo | .20 | Correspond with A. Weintraub re revisions to insurance motion. |
| 3/14/13 | Christopher T Greco | .40 | Correspond with R. Dattilo re insurance motion issues re financing agreement. |
| 3/14/13 | Joseph Pack | 1.50 | Correspond with counsel to Travelers and Akin re potential new financing policies (.2); revise pleadings re same (.8); telephone conference with K. Flynn and R. Dattilo re PAC requested language (.5). |
| 3/14/13 | Ryan Dattilo | 1.90 | Revise insurance order based on PAC requested language (.4); correspond with PAC re same (.1); telephone conference with K. Flynn at PAC and J. Pack re same (.5); correspond with M. Lahaie re same (.2); review request from Conexant to pay renewal fees (.2); correspond with L. Neilson re same (.1); revise insurance order based on comments from M. Lahaie (.3); correspond with C. Greco re same (.1). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

22 - Insurance

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/15/13 | Ryan Dattilo | 2.90 | Correspond with PAC re revisions to insurance order (.4); correspond with C. Greco re same (.1); revise insurance order (1.6); telephone conference with K. Flynn re filing of insurance order and financing language (.5); correspond with V. Cole re filing of insurance order (.1); telephone conference with Klehr Harrison re 364 issues (.2). |
| 3/18/13 | Ryan Dattilo | .40 | Correspond with K. Flynn re final comments to insurance order (.2); review additional comments from K. Flynn (.2). |
| | | 22.30 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091913
Client Matter: 12754-23

In the matter of Plan, Disclosure Statement, Confirmation

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 12,995.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 12,995.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 10.90 | 495.00 | 5,395.50 |
| Ryan Dattilo | .60 | 565.00 | 339.00 |
| Christopher T Greco | 2.30 | 715.00 | 1,644.50 |
| Melissa Koss | 4.60 | 565.00 | 2,599.00 |
| Joshua A Sussberg | 2.70 | 815.00 | 2,200.50 |
| Andrea Weintraub | 1.90 | 430.00 | 817.00 |
| TOTALS | 23.00 | | \$12,995.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 3/01/13 | Joshua A Sussberg | 1.50 | Correspond re support agreement and provisions in same. |
| 3/06/13 | Joshua A Sussberg | .60 | Telephone conference with A&M re valuation and follow-up with S. Hassel re same. |
| 3/26/13 | Ryan Dattilo | .10 | Correspond with V. Cole re US Trustee comments to plan and disclosure statement. |
| 3/27/13 | Andrea Weintraub | 1.30 | Revise disclosure statement order per US Trustee comments. |
| 3/27/13 | Victoria Cole | 3.10 | Review US Trustee comments to plan and disclosure statement (.7); correspond with A. Weintraub re US Trustee comments to disclosure statement motion (.2); review and revise plan (2.0); telephone conference with C. Wells re disclosure statement (.2). |
| 3/27/13 | Joshua A Sussberg | .60 | Telephone conference with S. Hassel re plan valuation and discuss same with P. Basta. |
| 3/28/13 | Christopher T Greco | .90 | Review and respond to US Trustee comments on plan and disclosure statement (.6); correspond with V. Cole re same (.3). |
| 3/28/13 | Victoria Cole | 2.30 | Review and revise plan and disclosure statement (2.1); correspond with C. Greco, M. Koss and R. Dattilo re same (.2). |
| 3/28/13 | Melissa Koss | .90 | Review and respond to US Trustee comments on plan and disclosure statement (.5); correspond with V. Cole re same (.4). |
| 3/29/13 | Christopher T Greco | 1.40 | Review and respond to US Trustee comments on plan and disclosure statement (1.2); correspond with V. Cole re same (.2). |
| 3/29/13 | Andrea Weintraub | .60 | Revise disclosure statement motion and ballots per US Trustee comments (.4); identify open items on US Trustee comment list (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/29/13 | Victoria Cole | .80 | Review and revise US Trustee response chart re plan and disclosure statement (.4); correspond with C. Greco and M. Koss re same (.2); correspond with R. Dattilo re same (.2). |
| 3/29/13 | Ryan Dattilo | .50 | Correspond with V. Cole re US Trustee comments to plan and disclosure statement (.2); review same (.3). |
| 3/29/13 | Melissa Koss | 1.40 | Review and respond to US Trustee comments on plan and disclosure statement (.8); correspond with V. Cole re same (.6). |
| 3/30/13 | Victoria Cole | 4.40 | Review and revise plan (1.7); research re third party releases (1.0); research re exculpation (.7); draft chart summarizing same (.5); correspond with M. Koss re same (.5). |
| 3/30/13 | Melissa Koss | 2.30 | Review and revise response to US Trustee re plan and disclosure statement comments (1.8); correspond with V. Cole re same (.5). |
| 3/31/13 | Victoria Cole | .30 | Review and revise third party release research summary chart (.2); correspond with C. Greco re same (.1). |
| | | 23.00 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091914
Client Matter: 12754-24

In the matter of Schedules and SOFAs

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 34,899.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 34,899.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

24 - Schedules and SOFAs

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Victoria Cole | 41.80 | 495.00 | 20,691.00 |
| Christopher T Greco | 5.00 | 715.00 | 3,575.00 |
| Melissa Koss | 3.60 | 565.00 | 2,034.00 |
| Joseph Pack | 11.30 | 630.00 | 7,119.00 |
| Michelle Santoro | .50 | 190.00 | 95.00 |
| Joshua A Sussberg | 1.70 | 815.00 | 1,385.50 |
| TOTALS | 63.90 | | \$34,899.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

24 - Schedules and SOFAs

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 3/04/13 | Victoria Cole | 4.20 | Review schedules and SOFAs (3.1); correspond with C. Greco re same (.2); review precedent re global notes re same (.5); correspond with M. Yurkewicz re same (.4). |
| 3/06/13 | Victoria Cole | 2.20 | Draft global notes re schedules and SoFAs. |
| 3/07/13 | Victoria Cole | .20 | Correspond with M. Koss re schedules and SoFAs. |
| 3/11/13 | Joseph Pack | 4.20 | Review global notes, draft and provide comments to A&M and V. Cole re same (2.6); conference with A&M re schedules and SoFAs (1.6). |
| 3/12/13 | Joshua A Sussberg | .40 | Telephone conference re creditor claims and schedules. |
| 3/13/13 | Joseph Pack | 1.00 | Conference and correspond with A&M re SoFAs and schedules (.8); follow up with Conexant re same (.2). |
| 3/17/13 | Victoria Cole | 4.20 | Review and provide comments on draft schedules and SoFAs (4.0); correspond with J. Pack re same (.2). |
| 3/20/13 | Christopher T Greco | .70 | Correspond with C. Mills and J. Pack re SoFAs and schedules (.4); review correspondence from H. Bixler re same (.3). |
| 3/20/13 | Joseph Pack | .80 | Telephone conference with A&M and V. Cole re SoFAs and schedules. |
| 3/20/13 | Victoria Cole | 3.90 | Telephone conference with J. Pack and A&M re schedules and SoFAs (.8); review and revise global notes re same (3.1). |
| 3/21/13 | Joseph Pack | 1.40 | Office conference with V. Cole re schedules and SoFAs (.6); telephone conference with A&M, Conexant and V. Cole re same (.8). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

24 - Schedules and SoFAs

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/21/13 | Victoria Cole | 2.90 | Review and revise schedules and SoFAs (1.1); office conference with J. Pack re same (.6); prepare for and attend telephone conference with A&M, Conexant and J. Pack re same (1.0); correspond with A&M re same (.2). |
| 3/21/13 | Michelle Santoro | .50 | Prepare materials re SOFA and Schedules precedent (.4); correspond with V. Cole re same (.1). |
| 3/22/13 | Christopher T Greco | .70 | Correspond with J. Pack and V. Cole re SoFAs, schedules and questions re same (.4); review correspondence from A&M and C. Mills re same (.3). |
| 3/22/13 | Joseph Pack | 1.60 | Telephone conference with A&M, Conexant and V. Cole re schedule G (.3); review and revise global notes and conference with V. Cole re same (1.3). |
| 3/22/13 | Victoria Cole | 6.90 | Review and revise global notes (.6); review schedule G (5.8); telephone conference with A&M, Conexant and J. Pack re same (.3); correspond with C. Greco re schedules and SoFAs (.2). |
| 3/25/13 | Joseph Pack | 1.80 | Review global notes to SoFAs and correspond with V. Cole and A&M re same (1.0); correspond with K&E working group re same (.6); telephone conference with V. Cole re same (.2). |
| 3/25/13 | Victoria Cole | 2.50 | Correspond with M. Yurkewicz re schedules and SoFAs (.2); telephone conference with J. Pack re same (.2); correspond with J. Sussberg and C. Greco re same (.4); review and revise global notes (.7); correspond with A&M re same (.2); review schedule G (.5); correspond with A&M re same (.3). |
| 3/26/13 | Victoria Cole | .20 | Correspond with H. Denman re schedules and SoFAs. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

24 - Schedules and SoFAs

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|---|
| 3/27/13 | Joseph Pack | .50 | Confer with V. Cole and A&M re SoFA requirements (.2); follow up with working group re same (.3). |
| 3/27/13 | Victoria Cole | 3.20 | Review and revise schedules and SoFAs (2.8); correspond with A&M re same (.2); confer with J. Pack and A&M re SoFA requirements (.2). |
| 3/27/13 | Joshua A Sussberg | .50 | Telephone confernece with C. Mills and C. Wells re schedules (.3); follow-up telephone conference with C. Mills re same (.2). |
| 3/28/13 | Christopher T Greco | 1.10 | Review and comment on schedules and SoFAs (.8); telephone conference with V. Cole re same (.3). |
| 3/28/13 | Victoria Cole | 4.10 | Review and revise schedules and SoFAs (1.4); correspond with A&M re same (.4); office conference with J. Sussberg re same (.4); correspond with Conexant and A&M re same (.3); telephone conference with M. Yurkewicz re same (.1); review and revise schedule G (.9); telephone conference with C. Greco re same (.3); correspond with M. Koss re same (.3). |
| 3/28/13 | Melissa Koss | 1.10 | Review and comment on schedules and SoFAs (.8); correspond with V. Cole re same (.3). |
| 3/28/13 | Joshua A Sussberg | .40 | Office conference with V. Cole re schedules and SoFAs. |
| 3/29/13 | Christopher T Greco | 2.50 | Review and comment on schedules and SoFAs (1.8); correspond with V. Cole re same (.2); correspond and coordinate with local counsel re filing and notice of same (.5). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

24 - Schedules and SOFAs

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/29/13 | Victoria Cole | 7.30 | Correspond with C. Greco re schedules and SoFAs (.2); review and revise same (4.2); correspond with H. Bixler re same (.2); review and revise global notes re same (1.1); correspond with M. Koss re same (.5); correspond with J. Sussberg re same (.3); prepare schedules and SoFAs for filing (.4); correspond re service re same (.4). |
| 3/29/13 | Melissa Koss | 2.50 | Review and comment on schedules and statements (1.4); correspond with V. Cole re same (.5); correspond and coordinate with local counsel re filing and notice of same (.6). |
| 3/29/13 | Joshua A Sussberg | .40 | Correspond with V. Cole re schedules, SoFAs and review global notes. |
| | | 63.90 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091916
Client Matter: 12754-26

In the matter of Travel Time

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 22,143.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 22,143.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

26 - Travel Time

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| Paul Basta, P.C. | 2.00 | 1,045.00 | 2,090.00 |
| Victoria Cole | .50 | 495.00 | 247.50 |
| Ryan Dattilo | 3.80 | 565.00 | 2,147.00 |
| Christopher T Greco | 5.10 | 715.00 | 3,646.50 |
| Stephen C Hackney | 6.00 | 840.00 | 5,040.00 |
| Melissa Koss | 2.00 | 565.00 | 1,130.00 |
| Victor Noskov | 1.90 | 430.00 | 817.00 |
| Joseph Pack | 1.50 | 630.00 | 945.00 |
| Joshua A Sussberg | 4.30 | 815.00 | 3,504.50 |
| Andrea Weintraub | 1.50 | 430.00 | 645.00 |
| Peter J Wozniak | 2.70 | 715.00 | 1,930.50 |
| TOTALS | 31.30 | | \$22,143.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

26 - Travel Time

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 2/28/13 | Christopher T Greco | 1.30 | Travel to Delaware for hearing (billed at half time). |
| 2/28/13 | Stephen C Hackney | 3.00 | Travel to New York (2.2) (billed at half time); travel to Delaware (.8) (billed at half time). |
| 2/28/13 | Peter J Wozniak | 1.20 | Travel to Delaware from New York for hearing. |
| 2/28/13 | Joshua A Sussberg | 1.50 | Travel to Delaware for hearing (billed at half time). |
| 3/01/13 | Christopher T Greco | 1.30 | Travel from Delaware to New York after hearing (billed at half time). |
| 3/01/13 | Joseph Pack | 1.50 | Travel to first day hearing (billed at half time). |
| 3/01/13 | Victor Noskov | 1.90 | Travel to and from first day hearing (billed at half time). |
| 3/01/13 | Andrea Weintraub | 1.50 | Travel to hearing (.7) (billed at half time); travel back from hearing (.8) (billed at half time). |
| 3/01/13 | Victoria Cole | .50 | Travel to and from first day hearing (billed at half time). |
| 3/01/13 | Ryan Dattilo | 1.60 | Travel to and from hearing (billed at half time). |
| 3/01/13 | Stephen C Hackney | 3.00 | Travel to Chicago (billed at half time). |
| 3/01/13 | Melissa Koss | 2.00 | Travel to and from Bankruptcy Court in Delaware (billed at half time). |
| 3/01/13 | Peter J Wozniak | 1.50 | Travel from Delaware to Chicago following Conexant first day hearing (billed at half time). |
| 3/01/13 | Paul Basta, P.C. | 2.00 | Travel to first day hearing (billed at half time). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

26 - Travel Time

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|---------------------|--------------|--|
| 3/01/13 | Joshua A Sussberg | 1.50 | Travel from Delaware to NY (billed at half time). |
| 3/08/13 | Christopher T Greco | 2.50 | Travel to Wilmington for creditor formation meeting and IDI (1.2); return travel to New York from formation meeting (1.3) (billed at half time). |
| 3/08/13 | Ryan Dattilo | 2.20 | Travel to and from formation meeting (billed at half time). |
| 3/08/13 | Joshua A Sussberg | 1.30 | Travel to and from Delaware for formation meeting and initial debtor interview (billed at half time). |
| | | 31.30 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091917
Client Matter: 12754-27

In the matter of Utilities

| | |
|---|-------------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 1,076.50 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u> \$.00</u> |
| Total legal services rendered and expenses incurred | \$ 1,076.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

27 - Utilities

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Victoria Cole | .70 | 495.00 | 346.50 |
| Melissa Koss | .40 | 565.00 | 226.00 |
| Joseph Pack | .80 | 630.00 | 504.00 |
| TOTALS | 1.90 | | \$1,076.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

27 - Utilities

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 3/08/13 | Melissa Koss | .40 | Correspond and telephone conference with J. Fisher and R. Dattilo re AT&T threats to discontinue service at corporate headquarters. |
| 3/18/13 | Joseph Pack | .80 | Confer and correspond with Conexant re utilities claims and logistics re same (.6); correspond with V. Cole re same (.2). |
| 3/18/13 | Victoria Cole | .70 | Correspond with J. Pack re utilities process. |
| | | 1.90 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4091919
Client Matter: 12754-29

In the matter of Foreign Operations and Proceedings

| | |
|---|---------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$ 69,180.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$.00</u> |
| Total legal services rendered and expenses incurred | \$ 69,180.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| Lucy Anderson | 19.20 | 620.00 | 11,904.00 |
| Florian Bruder | 17.20 | 540.00 | 9,288.00 |
| Iben Madsen | 22.70 | 730.00 | 16,571.00 |
| Bernd Meyer-Loewy | 19.50 | 935.00 | 18,232.50 |
| Jessica Murphy | 4.00 | 430.00 | 1,720.00 |
| Joseph Pack | 13.30 | 630.00 | 8,379.00 |
| Leo Plank | 3.30 | 935.00 | 3,085.50 |
| TOTALS | 99.20 | | \$69,180.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 2/28/13 | Bernd Meyer-Loewy | 2.00 | File study (.8); correspond with F. Bruder (.4); correspond with German pension fund re out of court restructuring under § 7 BetrAVG (.4); review and revise insolvency filing (.4). |
| 2/28/13 | Lucy Anderson | 2.80 | Draft board minutes re administration of UK company. |
| 3/01/13 | Florian Bruder | 2.20 | Correspond with J. Pack re German filing documents (.3); correspond with T. Rindfleisch re business address (.2); correspond with L. Plank re PSV (.3); correspond with L. Plank re issues to be discussed (.5); correspond with T. Rindfleisch re filing document annexes and invoices (.9). |
| 3/01/13 | Bernd Meyer-Loewy | 1.80 | File study (.4); correspond with F. Bruder re out of court restructuring under § 7 BetrAVG (.3); review and revise insolvency filing (.6); file study financial statements and attachments to insolvency filing (.5). |
| 3/01/13 | Leo Plank | .90 | Telephone conferences re pension trustee (.6); correspond re same (.3). |
| 3/02/13 | Florian Bruder | .50 | Review and revise filing annexes (.3); correspond with L. Plank and B. Meyer-Loewy re same (.2). |
| 3/02/13 | Bernd Meyer-Loewy | .80 | File study (.2); correspond with F. Bruder re capital adequacy rules, contribution of share capital and attachments to insolvency filing (.6). |
| 3/03/13 | Florian Bruder | .80 | Correspond with T. Rindfleisch re filing documents, settlement of payroll tax and social security contributions. |
| 3/03/13 | Bernd Meyer-Loewy | .60 | File study (.2); correspond with F. Bruder re timing of payment of social and payroll tax (.3); review and revise attachments to insolvency filing (.1). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/04/13 | Florian Bruder | 1.70 | Correspond with T. Rindfleisch, L. Plank and B. Meyer-Loewy re payroll tax, social security contributions and filing (.5); telephone conference with potential administrator (.4); office conference with B. Meyer-Loewy and C. Zuleger re initial capitalization and liability risks (.5); conference with J. Pack re same (.3). |
| 3/04/13 | Joseph Pack | .80 | Coordinate and obtain foreign filing signatures (.5); conference and correspond with F. Bruder re same (.3). |
| 3/04/13 | Bernd Meyer-Loewy | 1.80 | File study (.2); correspond with F. Bruder (.5); review and revise insolvency filing (.2); file study financial statements (.1); review and revise attachments to insolvency filing (.3); correspond with potential insolvency administrator (.1); payment of social contribution and payroll tax (.1); telephone conference with C. Zuleger re corporate issues (.3). |
| 3/05/13 | Florian Bruder | 1.80 | Correspond with L. Plank and B. Meyer-Loewy re finalizing application and annexes re filing documents (1.5); correspond with T. Rindfleisch re filing (.3). |
| 3/05/13 | Joseph Pack | 1.20 | Prepare for and correspond with K. Asimacopoulos and L. Anderson re UK filing. |
| 3/05/13 | Bernd Meyer-Loewy | .50 | File study (.2); correspond with F. Bruder and T. Rindfleisch re insolvency filing (.1); attention to payment of social contribution and payroll tax (.2). |
| 3/06/13 | Florian Bruder | .40 | Telephone conference with insolvency court clerk re acknowledgment of filing (.2); telephone conference with suggested administrator (.2). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/06/13 | Bernd Meyer-Loewy | .50 | File study (.2); correspond with F. Bruder and T. Rindfleisch re insolvency filing (.1); attention to payment of social contribution and payroll tax (.2). |
| 3/07/13 | Florian Bruder | .50 | Telephone conference with insolvency judge re filing documents (.3); correspond with J. Pack re filing documents (.2). |
| 3/07/13 | Joseph Pack | .50 | Conference with F. Bruder re Germany filing. |
| 3/08/13 | Florian Bruder | .20 | Correspond with L. Anderson re UK filing. |
| 3/08/13 | Lucy Anderson | .30 | Correspond re appointment of administrators to UK entity (.2); telephone conference with K. Asimacopoulos re same (.1). |
| 3/09/13 | Bernd Meyer-Loewy | .30 | Correspond with F. Bruder (.1); file study re payment of trade tax and other liabilities (.2). |
| 3/09/13 | Lucy Anderson | .30 | Correspond re rejection of UK lease. |
| 3/10/13 | Lucy Anderson | .80 | Draft UK administration documents. |
| 3/11/13 | Lucy Anderson | .30 | Telephone conference with UK administrator/liquidator (.1); correspond with UK administrator/liquidator re current situation of UK entity (.2). |
| 3/12/13 | Florian Bruder | 1.70 | Review documents and insolvency database (.7); correspond with L. Anderson re UK (.3); review and assess documents and correspond with T. Rindfleisch re payroll (.7). |
| 3/12/13 | Joseph Pack | 1.10 | Review and revise UK minutes (.8); correspond with working group re same (.3). |
| 3/12/13 | Lucy Anderson | 3.30 | Telephone conference with M. Shaw of BDO re insolvency of UK entity (.2); research re creditors' voluntary liquidation (2.1); research re rent as an expense of a liquidation or administration (1.0). |
| 3/13/13 | Florian Bruder | .50 | Correspond with insolvency court clerk. |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/13/13 | Bernd Meyer-Loewy | .80 | File study (.2); correspond with F. Bruder re insolvency filing and order of Bankruptcy Court of Frankfurt re appointment of examiner (.6). |
| 3/13/13 | Leo Plank | 2.40 | Prepare for and attend telephone conference with Schultze Braun (1.2); correspond re same (.8); correspond with PSV (.4). |
| 3/13/13 | Lucy Anderson | 4.30 | Telephone conferences with M. Shaw re UK administration (.3); research re creditors' voluntary liquidation (.9); research re administration (.5); discuss same with J. Cader (.5); prepare checklist of administration documents (1.3); draft power of attorney (.5); draft letter re receipt of notice of intention to appoint administrator (.3). |
| 3/14/13 | Bernd Meyer-Loewy | .80 | File study (.2); correspond with F. Bruder re insolvency filing and order of Bankruptcy Court of Frankfurt re appointment of examiner (.6). |
| 3/14/13 | Lucy Anderson | 3.10 | Telephone conferences with M. Shaw re UK filing (.3); correspond re UK accounts (.3); correspond re UK filing (.3); draft board minutes (1.0); research re administrator appointments case law (.5); update administration checklist (.2); prepare administration forms (.5). |
| 3/15/13 | Joseph Pack | 2.50 | Draft letter to suppliers re chapter 11 proceeding (2.1); conference with K&E working group and Conexant re same (.4). |
| 3/15/13 | Iben Madsen | 2.60 | Telephone conference with L. Anderson (.6); research re form of out-of-court appointment where no QFCH but company notice is required and discussing necessary amendments to current draft forms with L. Anderson (1.5); telephone conference with M. Shaw, K. Asimacopoulos, L. Anderson and Conexant directors (.5). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/15/13 | Lucy Anderson | 4.00 | Telephone conference with Conexant re UK administration (.5); amend administration forms (.7); discuss administration with I. Madsen (1.0); update filing steps checklist (.5); review and amend board minutes (.5); correspond re UK filing (.8). |
| 3/17/13 | Joseph Pack | 4.50 | Draft updated iterations of letters and confer and correspond with working group and management re same (2.5); conference and correspond with in-house counsel re same (1.2); circulate and distribute finalized letters (.8). |
| 3/18/13 | Florian Bruder | .40 | Correspond with L. Plank and B. Meyer-Loewy re PSV negotiations. |
| 3/18/13 | Iben Madsen | 1.00 | Review draft forms 2.2B, paragraph 100(2) statements, board minutes, notice to Company of appointment of administrators and acknowledgment of receipt and making amendments (.7); correspond with T. Rindfleisch re timing of board meeting, considering and response (.3). |
| 3/18/13 | Bernd Meyer-Loewy | .50 | File study (.2); correspond with F. Bruder re potential settlement with PSV during interim insolvency proceedings (.3). |
| 3/19/13 | Florian Bruder | 1.40 | Correspond with T. Rindfleisch re PSV and appointment of examiner (.6); correspond with PSV (.5); correspond with B. Meyer-Loewy and T. Rindfleisch re potential settlement (.3). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|---|
| 3/19/13 | Iben Madsen | 4.00 | Consider timing of board meeting to file for appointment of administrators and discussing with G. Lane and K. Asimacopoulos (1.5); telephone conference with M. Shaw re same (.2); revise draft board minutes to reflect revised timing and circulating for comment (.8); finalize draft appointment documents and send to M. Shaw for comment (.7); telephone conference with T. Rindfleisch and L. Cooney re appointment logistics (.5); correspond re acknowledgement by Conexant of receipt of notice of intention to appoint (.3). |
| 3/19/13 | Bernd Meyer-Loewy | 1.20 | File study (.2); correspond with F. Bruder (.6); draft note to PSV re potential settlement during interim insolvency proceedings according to Sec 7 BetrAVG (.4). |
| 3/20/13 | Florian Bruder | .70 | Correspond with B. Meyer-Loewy and contact to court and examiner re PSV negotiations. |
| 3/20/13 | Iben Madsen | 3.00 | Review and revise administration appointment steps (.8); correspond re board minutes (.1); office conference with K. Asimacopoulos re preparations for board call (.3); attend same (.4); finalize board minutes and circulate for signature (.5); draft letter to US parent re confirmation of funding of rent deficit (.8); comment on draft response from US parent (.1). |
| 3/20/13 | Bernd Meyer-Loewy | 1.50 | File study (.2); correspond with PSV re potential settlement during interim insolvency proceedings according to Sec 7 BetrAVG (.8); draft brief re potential withdrawal of insolvency petition (.5). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/21/13 | Iben Madsen | 3.20 | Review and revise administration steps and status (.3); finalize draft filing board minutes and circulate for comment (.1); consider and finalize timing and formalities required for administration filing (.3); correspond with M. Shaw re revised timing (.1); finalize administration forms (1.0); correspond re signing instructions for directors re administration notices (1.4). |
| 3/21/13 | Bernd Meyer-Loewy | 1.00 | File study (.2); draft note and correspondence with PSV re potential settlement during interim insolvency proceedings according to Sec 7 BetrAVG (.4); correspond with F. Bruder re PSV negotiations (.4). |
| 3/22/13 | Florian Bruder | 1.70 | Correspond with B. Meyer-Loewy and T. Rindfleisch re certain balances (.6); research re same (.5); draft letter to insolvency court re PSV negotiations (.6). |
| 3/22/13 | Jessica Murphy | .50 | Office conference with I. Madsen re background/progress (.4); research re notices for appointment of administrator (.1) |
| 3/22/13 | Iben Madsen | 2.00 | Prepare for and attend board meeting resolving to place Conexant Systems UK Limited into administration (.5); finalize administration appointment documents and board minutes (.5); brief J. Murphy on filing administration documents (.5); review signed documents and approve (.2); send forms 2.2B to administrators to sign (.3). |
| 3/22/13 | Bernd Meyer-Loewy | 1.50 | File study (.6); correspond with F. Bruder and T. Rindfleisch re payment of social and payroll tax after insolvency filing (.3); draft brief to Frankfurt bankruptcy court (.6). |
| 3/25/13 | Florian Bruder | 1.20 | Correspond with I. Madsen re German insolvency (.2); draft rider re German insolvency proceeding (.6); correspond with T. Rindfleisch re document requests (.4). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/25/13 | Joseph Pack | 2.70 | Telephone conference with Conexant board re Chapter 11 status and UK filing (.4); follow up with working group re same (2.3). |
| 3/25/13 | Jessica Murphy | 2.00 | Research re filing notice of intention appointment of administrator at companies court (.5); file notice of intention to appoint administrator at companies court (1.0); organize documents for filing notice of intent to appoint administrator at court (.2); distribute stamped copies of notice to appoint administrator (.3). |
| 3/25/13 | Iben Madsen | 3.50 | Correspond with S. Chittipeddi re timing in UK and Germany (.5); coordinate administration filing with J. Murphy (1.1); correspond with S. Chittipeddi re director role post administration and response (.2); correspond with L. Cooney and C. Mills re further document to be signed (.3); correspond with M Shaw re form 2.2Bs (.3); review and approve signed form 2.9B (.1); update administration steps (.5); conference with J. Murphy re appointment documents to be filed (.5). |
| 3/25/13 | Bernd Meyer-Loewy | 1.50 | File study (.3); correspond with F. Bruder and T. Rindfleisch re payment of social and payroll tax after insolvency filing (.2); draft brief to Frankfurt bankruptcy court (1.0). |
| 3/26/13 | Jessica Murphy | 1.50 | Prepare appointment of administrator forms to file (.8); file same (.7). |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|-------------|-------------------|--------------|--|
| 3/26/13 | Iben Madsen | 3.40 | Correspond with T. Rindfleisch re freezing bank account and response (.5); arrange for certified copies of key administration appointment documents (.5); draft letter to send to Conexant's registered address re notice of appointment of administrators (.5); draft letter to BDO enclosing original appointment documents (.3); correspond with J. Murphy re appointment documents (.7); correspond with Conexant re confirming appointment (.5); correspond with BDO re contact at Conexant (.4). |
| 3/27/13 | Florian Bruder | .70 | Correspond with T. Rindfleisch and B. Meyer-Loewy, legal analysis and comments re certain issues and payments relating to German entity. |
| 3/27/13 | Bernd Meyer-Loewy | 1.40 | File study (.3); correspond with F. Bruder and T. Rindfleisch re payment of social and payroll tax after insolvency filing (.7); review and analyze information request by court appointed examiner (.4). |
| 3/28/13 | Florian Bruder | .80 | Review and analyze documents (.2); correspond with T. Rindfleisch and B. Meyer-Loewy re opening of preliminary insolvency proceedings and security measures (.6). |
| 3/28/13 | Bernd Meyer-Loewy | 1.00 | File study (.2); correspond with F. Bruder and T. Rindfleisch re payment of social and payroll tax after insolvency filing (.3); review and analyze information request by court appointed examiner (.4); attention to transfer of cash balance to administrator's trust account (.1). |
| | | 99.20 | TOTAL HOURS |

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

May 13, 2013

Conexant Systems, Inc.
4000 MacArthur Boulevard
Newport Beach, CA 92660

Attention: Sailesh Chittipeddi

Invoice Number: 4092154
Client Matter: 12754-30

In the matter of Disbursements

| | |
|---|---------------------|
| For legal services rendered through March 31, 2013 (see attached Description of Legal Services for detail) | \$.00 |
| For expenses incurred through March 31, 2013 (see attached Description of Expenses for detail) | <u>\$ 14,088.06</u> |
| Total legal services rendered and expenses incurred | \$ 14,088.06 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

Description of Expenses

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|--------------------|---|----------------------|
| 2/28/13 | INTERCALL - Third Party Telephone Charges Conference calls J Sussberg | 14.05 |
| 2/28/13 | INTERCALL - Third Party Telephone Charges Conference calls J Sussberg | 10.27 |
| 2/28/13 | INTERCALL - Third Party Telephone Charges Conference calls J Sussberg | 5.19 |
| 2/28/13 | Standard Prints | 18.90 |
| 2/28/13 | Standard Prints | 3.50 |
| 2/28/13 | Standard Prints | .50 |
| 2/28/13 | Standard Prints | 4.60 |
| 2/28/13 | Standard Prints | 7.70 |
| 2/28/13 | Standard Prints | 4.50 |
| 2/28/13 | Standard Prints | 7.00 |
| 2/28/13 | Standard Prints | 4.30 |
| 2/28/13 | Standard Prints | 126.60 |
| 2/28/13 | Standard Prints | 3.60 |
| 2/28/13 | Standard Prints | 31.60 |
| 2/28/13 | Standard Prints | 9.10 |
| 2/28/13 | Standard Prints | 34.90 |
| 2/28/13 | Standard Prints | 111.80 |
| 2/28/13 | Standard Prints | 2.20 |
| 2/28/13 | Standard Prints | .30 |
| 2/28/13 | Standard Copies or Prints | 12.00 |
| 2/28/13 | Standard Copies or Prints | 8.00 |
| 2/28/13 | Standard Prints | 8.20 |
| 2/28/13 | Standard Prints | 5.80 |
| 2/28/13 | Standard Prints | 60.80 |
| 2/28/13 | Standard Prints | 4.80 |
| 2/28/13 | Standard Prints | 1.90 |
| 2/28/13 | Standard Prints | 12.60 |
| 2/28/13 | Standard Prints | 35.40 |
| 2/28/13 | Standard Prints | 466.90 |
| 2/28/13 | Standard Prints | 431.30 |
| 2/28/13 | Standard Prints | 41.80 |
| 2/28/13 | Standard Prints | 19.10 |
| 2/28/13 | Standard Prints | 18.80 |
| 2/28/13 | Standard Prints | 15.40 |
| 2/28/13 | Standard Prints | 11.30 |
| 2/28/13 | Standard Prints | 7.70 |
| 2/28/13 | Standard Prints | 1.30 |
| 2/28/13 | Standard Prints | 1.30 |
| 2/28/13 | Standard Prints | 2.40 |
| 2/28/13 | Standard Prints | .50 |
| 2/28/13 | Standard Prints | 1.70 |
| 2/28/13 | Standard Prints | 1.30 |
| 2/28/13 | Standard Prints | 46.80 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|---|--------|
| 2/28/13 | Standard Prints | 6.80 |
| 2/28/13 | Standard Prints | 11.20 |
| 2/28/13 | Standard Prints | .10 |
| 2/28/13 | Standard Prints | 5.90 |
| 2/28/13 | Standard Prints | .90 |
| 2/28/13 | Standard Prints | 7.00 |
| 2/28/13 | Standard Prints | .30 |
| 2/28/13 | Standard Prints | 1.50 |
| 2/28/13 | Standard Prints | .10 |
| 2/28/13 | Color Prints | 52.25 |
| 2/28/13 | Color Prints | 275.00 |
| 2/28/13 | Color Prints | 9.35 |
| 2/28/13 | Color Prints | 6.05 |
| 2/28/13 | Color Prints | 5.50 |
| 2/28/13 | Color Prints | 5.50 |
| 2/28/13 | Color Prints | 6.60 |
| 2/28/13 | Color Prints | 5.50 |
| 2/28/13 | Color Prints | 26.40 |
| 2/28/13 | Color Prints | 19.80 |
| 2/28/13 | Color Prints | 19.80 |
| 2/28/13 | Color Prints | 23.65 |
| 2/28/13 | Color Prints | 12.65 |
| 2/28/13 | Color Prints | 11.00 |
| 2/28/13 | Color Prints | 12.65 |
| 2/28/13 | Color Prints | 11.00 |
| 2/28/13 | Color Prints | .55 |
| 2/28/13 | Scanned Images | 9.40 |
| 2/28/13 | Scanned Images | .20 |
| 2/28/13 | Scanned Images | 9.40 |
| 2/28/13 | Overnight Delivery, Fed Exp to:MELLISA KOSS C/O VISTING,WILMINGTON DE from:MAILROOM | 96.97 |
| 2/28/13 | Overnight Delivery, Fed Exp to:MELLISA KOSS C/O VISTING,WILMINGTON DE from:MAILROOM | 96.97 |
| 2/28/13 | Joseph Pack, Taxi, (Court Hearing) Hearing. | 17.00 |
| 2/28/13 | Joseph Pack, Taxi, (Court Hearing) Hearing. | 10.00 |
| 2/28/13 | Joseph Pack, Taxi, (Court Hearing) Hearing. | 10.00 |
| 2/28/13 | Peter Wozniak, Taxi, (Hearing) Fact Investigation/Hearing Preparation | 10.00 |
| 2/28/13 | Josh Sussberg, Lodging, Wilmington, DE 02/28/2013 to 03/01/2013, (Hearing) Attend hearing. | 350.00 |
| 2/28/13 | Peter Wozniak, Lodging, Wilmington, Delaware 02/28/2013 to 03/01/2013, (Fact Investigation) Fact Investigation | 350.00 |
| 2/28/13 | Stephen Hackney, Lodging, Wilmington, DE 02/28/2013 to 03/01/2013, (Court Hearing) Attend meeting in NY; travel to Wilmington, DE for hearing. | 350.00 |
| 2/28/13 | Joseph Pack, Rail, Delaware 02/28/2013 to 02/28/2013, (Court Hearing) Hearing. | 118.00 |
| 2/28/13 | Joseph Pack, Agency Fee, (Court Hearing) Hearing. | 58.00 |
| 2/28/13 | Victoria Cole, Rail, Wilmington, DE 03/01/2013 to 03/01/2013, (Client Meeting) Client Meeting | 118.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|---|----------|
| 2/28/13 | Victoria Cole, Agency Fee, (Client Meeting) Client Meeting | 10.00 |
| 2/28/13 | Melissa Koss, Rail, Wilmington, DE 03/01/2013 to 03/01/2013, (Court Hearing) Travel to Court | 118.00 |
| 2/28/13 | Melissa Koss, Agency Fee, (Court Hearing) Travel to Court | 10.00 |
| 2/28/13 | Victor Noskov, Agency Fee, (Court Hearing) Court. | 10.00 |
| 2/28/13 | Victor Noskov, Rail, Wilmington, DE 03/01/2013 to 03/01/2013, (Court Hearing) Court. | 118.00 |
| 2/28/13 | Josh Sussberg, Rail, Wilmington, DE 03/01/2013 to 03/01/2013, (Hearing) Attend hearing. | 168.00 |
| 2/28/13 | Peter Wozniak, Airfare, New York/PA 02/27/2013 to 03/01/2013, (Hearing) Fact Investigation/Hearing Preparation | 150.00 |
| 2/28/13 | Peter Wozniak, Rail, Wilmington, DE 02/28/2013 to 02/28/2013, (Hearing) Fact Investigation/Hearing Preparation | 168.00 |
| 2/28/13 | Peter Wozniak, Agency Fee, (Hearing) Fact Investigation/Hearing Preparation | 58.00 |
| 2/28/13 | Stephen Hackney, Rail, New York to Wilmington, DE 02/28/2013 to 02/28/2013, (Court Hearing) Attend meeting in NY; travel to Wilmington, DE for hearing. | 168.00 |
| 2/28/13 | Stephen Hackney, Agency Fee, (Court Hearing) Attend meeting in NY; travel to Wilmington, DE for hearing. | 58.00 |
| 2/28/13 | Ryan Dattilo, Rail, Wilmington, DC 03/01/2013 to 03/01/2013, (Court Hearing) Attend Court Hearing | 118.00 |
| 2/28/13 | Ryan Dattilo, Agency Fee, (Court Hearing) Attend Court Hearing | 10.00 |
| 2/28/13 | BOSTON COACH CORPORATION, Transportation to/from airport, JOSHUA A SUSSBERG, pick up at WILMINGTON 100 S FRENCH ST WILMINGTON DE and drop off at WILMINGTON . 11TH AND MARKET STREETS WILMINGTON DE | 178.04 |
| 2/28/13 | Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE. Hearing for client in Delaware-Conexant | 45.80 |
| 2/28/13 | Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE. Hearing for client in Delaware-Conexant | 3.00 |
| 2/28/13 | Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE. Hearing for client in Delaware-Conexant | 7.00 |
| 2/28/13 | Christopher Greco, Travel Meals, (Court Hearing) Wilmington, DE. Hearing for client in Delaware-Conexant | 5.00 |
| 2/28/13 | Josh Sussberg, Travel Meals, (Hearing) Wilmington DE Attend hearing. | 52.60 |
| 2/28/13 | Peter Wozniak, Travel Meals, (Hearing) New York, NY Fact Investigation/Hearing Preparation | 29.82 |
| 2/28/13 | Peter Wozniak, Travel Meals, (Fact Investigation) Wilmington, Delaware Fact Investigation | 26.80 |
| 2/28/13 | Stephen Hackney, Travel Meals, (Court Hearing) Wilmington, DE Attend meeting in NY; travel to Wilmington, DE for hearing. | 35.00 |
| 2/28/13 | Stephen Hackney, Mileage, Evanston to O'Hare 20.53 miles (Court Hearing) Attend meeting in NY; travel to Wilmington, DE for hearing. | 11.60 |
| 2/28/13 | TRANSPERFECT DOCUMENT MANAGEMENT INC - Outside Copy/Binding Services, Document Reproduction | 1,080.16 |
| 2/28/13 | FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (10), Sussberg, Josh, 2/28/2013 | 80.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

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|---------|--|--------|
| 2/28/13 | FLIK INTERNATIONAL CORP, Catering Expenses, Client Meeting (6), Sussberg, Josh, 2/28/2013 | 144.00 |
| 2/28/13 | WEST, Computer Database Research, SANTORO MICHELLE, 2/28/2013 | 135.83 |
| 2/28/13 | Melissa Koss, Taxi, (Overtime Transportation) OT Transportation - Attorney worked past midnight on 2/27 | 10.80 |
| 2/28/13 | Victoria Cole, Taxi, (Overtime Transportation) OT Transportation - attorney worked past midnight on 2/27 | 11.12 |
| 2/28/13 | Victoria Cole, Taxi, (Overtime Transportation) OT Transportation | 15.50 |
| 2/28/13 | Andrea Weintraub, Taxi, (Overtime Transportation) Overtime transportation | 6.87 |
| 2/28/13 | SEAMLESS NORTH AMERICA INC, Jacob Goldfinger, Overtime Meals - Non- Attorney, 2/28/2013 | 20.00 |
| 3/01/13 | Standard Prints | .10 |
| 3/01/13 | Standard Prints | 4.90 |
| 3/01/13 | Standard Prints | 26.70 |
| 3/01/13 | Standard Prints | 31.90 |
| 3/01/13 | Standard Prints | 6.20 |
| 3/01/13 | Standard Prints | 8.90 |
| 3/01/13 | Standard Prints | 9.70 |
| 3/01/13 | Standard Prints | 49.70 |
| 3/01/13 | Standard Prints | .10 |
| 3/01/13 | Standard Prints | 9.00 |
| 3/01/13 | Standard Prints | 367.30 |
| 3/01/13 | Standard Prints | 5.10 |
| 3/01/13 | Standard Prints | 39.90 |
| 3/01/13 | Standard Prints | .40 |
| 3/01/13 | Standard Prints | .80 |
| 3/01/13 | Victoria Cole, Taxi, (Client Meeting) Transportation to Client Meeting | 10.00 |
| 3/01/13 | Andrea Weintraub, Taxi, (Hearing) Taxi to Penn Station. | 6.75 |
| 3/01/13 | Christopher Greco, Lodging, Wilmington, DE. 02/28/2013 to 03/01/2013, (Court Hearing) Hearing for client in Delaware-Conexant | 350.00 |
| 3/01/13 | Joseph Pack, Rail, Delaware 03/01/2013 to 03/01/2013, (Court Hearing) Hearing. | 134.00 |
| 3/01/13 | Victoria Cole, Rail, New York, NY 03/01/2013 to 03/01/2013, (Client Meeting) Client Meeting | 134.00 |
| 3/01/13 | Melissa Koss, Rail, New York 03/01/2013 to 03/01/2013, (Court Hearing) Travel to Court | 151.00 |
| 3/01/13 | Christopher Greco, Rail, New York 03/01/2013 to 03/01/2013, (Court Hearing) Hearing for client in Delaware-Conexant | 168.00 |
| 3/01/13 | Victor Noskov, Rail, New York, NY 03/01/2013 to 03/01/2013, (Court Hearing) Court. | 134.00 |
| 3/01/13 | Josh Sussberg, Rail, New York, NY 03/01/2013 to 03/01/2013, (Hearing) Attend hearing. | 76.00 |
| 3/01/13 | Josh Sussberg, Rail, New York, NY 03/01/2013 to 03/01/2013, (Hearing) Attend hearing. | 93.00 |
| 3/01/13 | Josh Sussberg, Rail, New York, NY 03/01/2013 to 03/01/2013, (Hearing) Attend hearing. | 76.00 |
| 3/01/13 | Andrea Weintraub, Rail, Wilmington DE 03/01/2013 to 03/01/2013, (Hearing) Travel to hearing. | 118.00 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|---|--------|
| 3/01/13 | Andrea Weintraub, Rail, New York NY 03/01/2013 to 03/01/2013, (Hearing) Travel to NYC from hearing. | 134.00 |
| 3/01/13 | BOSTON COACH CORPORATION, Transportation to/from airport, Sailesh Chittiteddi, pick up at WILMINGTON 824 N Market St WILMINGTON DE and drop off at Philadelphia Airport Philadelphia PA | 117.00 |
| 3/01/13 | Peter Wozniak, Transportation To/From Airport, (Hearing) Fact Investigation/Hearing Preparation | 43.56 |
| 3/01/13 | Joseph Pack, Travel Meals, (Court Hearing) Delaware Hearing. | 8.00 |
| 3/01/13 | Melissa Koss, Travel Meals, (Court Hearing) New York Travel to Court | 2.93 |
| 3/01/13 | Josh Sussberg, Travel Meals, (Hearing) Wilmington DE Attend hearing. | 11.40 |
| 3/01/13 | Josh Sussberg, Travel Meals, (Hearing) Wilmington DE Attend hearing. Shawn Hassel-Alvarez and Marsal, Sailesh Chittipeddi-Conexant, Christopher Greco, Melissa Koss | 147.50 |
| 3/01/13 | Stephen Hackney, Travel Meals, (Court Hearing) Philadelphia Airport Attend meeting in NY; travel to Wilmington, DE for hearing. Peter Wozniak | 98.04 |
| 3/01/13 | Stephen Hackney, Mileage, O'Hare to Evanston, IL 20.73 miles (Court Hearing) Attend meeting in NY; travel to Wilmington, DE for hearing. | 11.71 |
| 3/01/13 | Stephen Hackney, Parking, Parking at O'Hare Airport (Court Hearing) Attend meeting in NY; travel to Wilmington, DE for hearing. | 60.00 |
| 3/01/13 | Print. | 10.50 |
| 3/04/13 | Standard Prints | 1.50 |
| 3/04/13 | Standard Prints | 5.80 |
| 3/04/13 | Standard Prints | 3.60 |
| 3/04/13 | Color Prints | 1.65 |
| 3/04/13 | Color Prints | .55 |
| 3/04/13 | Color Prints | 12.65 |
| 3/04/13 | Color Prints | 1.65 |
| 3/04/13 | Color Prints | 1.65 |
| 3/04/13 | Color Prints | 1.10 |
| 3/04/13 | SEAMLESS NORTH AMERICA INC, Victoria Cole, Overtime Meals - Attorney, 3/4/2013 | 16.36 |
| 3/05/13 | Standard Prints | .90 |
| 3/05/13 | Standard Prints | .50 |
| 3/05/13 | Standard Prints | 65.40 |
| 3/05/13 | Standard Prints | 36.70 |
| 3/05/13 | Standard Prints | 23.40 |
| 3/05/13 | Standard Prints | 15.40 |
| 3/05/13 | Standard Prints | 3.20 |
| 3/05/13 | Standard Prints | 9.20 |
| 3/05/13 | Scanned Images | 2.20 |
| 3/05/13 | Scanned Images | 1.00 |
| 3/05/13 | Scanned Images | 9.00 |
| 3/05/13 | Scanned Images | 2.20 |
| 3/05/13 | Scanned Images | 8.90 |
| 3/05/13 | Scanned Images | 2.40 |
| 3/05/13 | Scanned Images | 9.00 |
| 3/05/13 | Scanned Images | 1.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|---|--------|
| 3/05/13 | Scanned Images | 1.40 |
| 3/05/13 | Scanned Images | 8.80 |
| 3/05/13 | Scanned Images | .60 |
| 3/05/13 | Scanned Images | 1.60 |
| 3/05/13 | Scanned Images | .80 |
| 3/05/13 | Scanned Images | 8.50 |
| 3/05/13 | Scanned Images | .40 |
| 3/05/13 | Scanned Images | 2.20 |
| 3/05/13 | Scanned Images | 9.40 |
| 3/05/13 | Scanned Images | .20 |
| 3/05/13 | Scanned Images | 2.20 |
| 3/05/13 | Scanned Images | .50 |
| 3/05/13 | Scanned Images | 9.00 |
| 3/05/13 | Scanned Images | 9.40 |
| 3/05/13 | Scanned Images | 8.60 |
| 3/05/13 | Scanned Images | 2.40 |
| 3/05/13 | Scanned Images | .40 |
| 3/05/13 | Scanned Images | 1.40 |
| 3/05/13 | Scanned Images | .20 |
| 3/05/13 | RELIABLE WILMINGTON - Court Reporter Fee/Deposition, Transcript - Original | 348.00 |
| 3/05/13 | SEAMLESS NORTH AMERICA INC, Alexander Olsson, Overtime Meals - Non-Attorney, 3/5/2013 | 20.00 |
| 3/05/13 | Secretarial Overtime, Lisa Macchia - Scan and save sublease agreements to DMS. | 61.00 |
| 3/06/13 | Standard Prints | .70 |
| 3/06/13 | Standard Copies or Prints | 1.20 |
| 3/06/13 | Standard Prints | 3.50 |
| 3/06/13 | Standard Prints | 3.90 |
| 3/06/13 | Standard Prints | .30 |
| 3/06/13 | Standard Prints | .70 |
| 3/06/13 | Standard Prints | 19.20 |
| 3/06/13 | Standard Prints | 1.90 |
| 3/06/13 | Standard Prints | .80 |
| 3/06/13 | Color Prints | 25.85 |
| 3/06/13 | Scanned Images | 8.60 |
| 3/06/13 | Scanned Images | 7.20 |
| 3/06/13 | Scanned Images | 7.40 |
| 3/06/13 | Overnight Delivery, Fed Exp to:Eunice Chang,NEW YORK CITY,NY from:Joseph Correia | 10.43 |
| 3/06/13 | Victor Noskov, Taxi, (Overtime Transportation) OT Taxi. | 27.50 |
| 3/07/13 | Standard Prints | 1.00 |
| 3/07/13 | Standard Prints | .80 |
| 3/07/13 | Standard Prints | .90 |
| 3/07/13 | Standard Prints | .70 |
| 3/07/13 | Standard Prints | 1.60 |
| 3/07/13 | Standard Prints | 8.90 |
| 3/07/13 | Standard Prints | 3.50 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|--|--------|
| 3/07/13 | Standard Prints | .70 |
| 3/07/13 | Standard Prints | .20 |
| 3/07/13 | Binding | 4.90 |
| 3/07/13 | Ryan Dattilo, Agency Fee, (Court Hearing) Court Hearing | 10.00 |
| 3/07/13 | Josh Sussberg, Rail, Wilmington, DE 03/08/2013 to 03/08/2013, (Hearing) Attend hearing. | 388.00 |
| 3/07/13 | Josh Sussberg, Agency Fee, (Hearing) Attend hearing. | 10.00 |
| 3/07/13 | Christopher Greco, Rail, Wilmington DE 03/08/2013 to 03/08/2013, (Court Hearing) Conexant Hearing | 194.00 |
| 3/07/13 | Christopher Greco, Rail, New York, NY. 03/08/2013 to 03/08/2013, (Court Hearing) Conexant Hearing | 194.00 |
| 3/07/13 | Christopher Greco, Agency Fee, (Court Hearing) Conexant Hearing | 10.00 |
| 3/07/13 | CSC - Outside Retrieval Service Document retrieval re Conexant Holdings Inc | 158.96 |
| 3/08/13 | Standard Prints | 49.90 |
| 3/08/13 | Standard Prints | .30 |
| 3/08/13 | Standard Prints | 1.00 |
| 3/08/13 | Standard Prints | 18.30 |
| 3/08/13 | Standard Prints | 18.60 |
| 3/08/13 | Standard Prints | 1.00 |
| 3/08/13 | Standard Prints | .50 |
| 3/08/13 | Standard Prints | .10 |
| 3/08/13 | Josh Sussberg, Taxi, (Hearing) Attend hearing. | 10.00 |
| 3/08/13 | Josh Sussberg, Taxi, (Hearing) Attend hearing. | 12.00 |
| 3/08/13 | Ryan Dattilo, Rail, Wilmington, DE 03/08/2013 to 03/08/2013, (Court Hearing) Court Hearing | 388.00 |
| 3/08/13 | Christopher Greco, Travel Meals, (Court Hearing) Amtrak Food Service Conexant Hearing | 5.00 |
| 3/08/13 | Josh Sussberg, Travel Meals, (Hearing) Wilmington DE Attend hearing. Christopher Greco, Ryan Dattilo | 37.10 |
| 3/08/13 | Josh Sussberg, Travel Meals, (Hearing) New York, NY Attend hearing. | 4.75 |
| 3/11/13 | Standard Prints | 1.10 |
| 3/11/13 | Standard Prints | 3.10 |
| 3/11/13 | Standard Prints | 1.00 |
| 3/11/13 | Standard Prints | .40 |
| 3/11/13 | Standard Prints | .10 |
| 3/11/13 | Standard Prints | .20 |
| 3/11/13 | Standard Prints | .80 |
| 3/11/13 | Standard Prints | 4.30 |
| 3/11/13 | Standard Prints | .40 |
| 3/11/13 | Standard Prints | 7.60 |
| 3/13/13 | Overnight Delivery, Fed Exp to:University of California,RICHMOND,CA from:Michael Hensler | 11.22 |
| 3/14/13 | Standard Prints | 8.40 |
| 3/14/13 | Standard Prints | 3.60 |
| 3/14/13 | Standard Prints | .20 |
| 3/14/13 | Standard Prints | .20 |
| 3/14/13 | Standard Prints | 1.60 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|--|--------|
| 3/14/13 | Standard Prints | 1.40 |
| 3/14/13 | Standard Prints | .60 |
| 3/14/13 | Standard Prints | 1.40 |
| 3/14/13 | Standard Prints | 38.70 |
| 3/14/13 | Standard Prints | .60 |
| 3/14/13 | Standard Prints | .50 |
| 3/14/13 | Standard Prints | 9.40 |
| 3/14/13 | Standard Prints | 4.60 |
| 3/14/13 | Standard Prints | 5.00 |
| 3/14/13 | Standard Prints | 2.80 |
| 3/14/13 | Standard Prints | 5.50 |
| 3/14/13 | Standard Prints | 5.60 |
| 3/14/13 | Standard Prints | 8.90 |
| 3/14/13 | Standard Prints | 1.50 |
| 3/14/13 | Standard Prints | 1.20 |
| 3/14/13 | Standard Prints | 7.60 |
| 3/14/13 | Standard Prints | 1.00 |
| 3/14/13 | Standard Prints | 1.90 |
| 3/14/13 | Color Prints | .55 |
| 3/14/13 | Color Prints | .55 |
| 3/14/13 | Color Prints | .55 |
| 3/14/13 | Scanned Images | 11.80 |
| 3/14/13 | Scanned Images | 6.20 |
| 3/14/13 | Scanned Images | 9.00 |
| 3/14/13 | Scanned Images | 1.20 |
| 3/14/13 | Scanned Images | 2.60 |
| 3/14/13 | Scanned Images | 3.40 |
| 3/14/13 | Scanned Images | 5.00 |
| 3/14/13 | Production Blowbacks | 136.70 |
| 3/15/13 | Standard Prints | 2.20 |
| 3/15/13 | Standard Prints | 2.00 |
| 3/15/13 | Standard Prints | 1.20 |
| 3/15/13 | Standard Prints | .20 |
| 3/15/13 | Standard Prints | 14.70 |
| 3/15/13 | Standard Prints | .90 |
| 3/15/13 | Standard Prints | 1.40 |
| 3/15/13 | Standard Prints | 89.50 |
| 3/15/13 | Standard Prints | 9.90 |
| 3/15/13 | Color Prints | 9.35 |
| 3/15/13 | Color Prints | 7.15 |
| 3/15/13 | HM COURTS & TRIBUNALS SERVICE - Filing Fees Court fees | 52.30 |
| 3/15/13 | COURTCALL, LLC - Appearance Fees - CCID #5471253 03/01/2013 Hearing - Ryan Dattilo, U.S. Bankruptcy Court-Delaware. | 51.00 |
| 3/18/13 | Standard Prints | 10.20 |
| 3/18/13 | Standard Prints | 277.50 |
| 3/18/13 | Standard Prints | 4.10 |
| 3/18/13 | Standard Prints | .10 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|--|--------|
| 3/18/13 | Standard Prints | 3.30 |
| 3/18/13 | Standard Prints | 46.00 |
| 3/18/13 | Standard Prints | .50 |
| 3/18/13 | RESTRUCTURING CONCEPTS LLC, Computer Database Research, Chapter 11 Dockets Usage for 03/2013, Robert Orren | 40.00 |
| 3/19/13 | Standard Prints | 7.50 |
| 3/19/13 | Overnight Delivery, Fed Exp to:Attn: IT Department,WILMINGTON,DE from:Beth Friedman | 10.32 |
| 3/20/13 | Standard Prints | .10 |
| 3/20/13 | Standard Prints | 5.70 |
| 3/20/13 | Standard Prints | .50 |
| 3/20/13 | Standard Prints | 2.90 |
| 3/20/13 | Standard Prints | 62.70 |
| 3/20/13 | Standard Prints | 14.00 |
| 3/20/13 | Standard Prints | .30 |
| 3/20/13 | Postage | 1.32 |
| 3/21/13 | Standard Prints | 1.00 |
| 3/21/13 | Standard Prints | 2.30 |
| 3/21/13 | Standard Prints | 4.50 |
| 3/21/13 | Standard Prints | 4.10 |
| 3/22/13 | Standard Prints | 14.20 |
| 3/22/13 | Standard Prints | 13.00 |
| 3/22/13 | Standard Prints | .50 |
| 3/22/13 | Standard Prints | 1.60 |
| 3/22/13 | Standard Prints | 2.50 |
| 3/22/13 | Standard Prints | .10 |
| 3/22/13 | Standard Prints | 75.30 |
| 3/22/13 | Production Blowbacks | 143.40 |
| 3/22/13 | Postage | .75 |
| 3/22/13 | Overnight Delivery, Fed Exp to:Josh Sussberg, SCARSDALE,NY from:Joshua Sussberg | 33.58 |
| 3/25/13 | Standard Prints | 1.30 |
| 3/25/13 | Standard Prints | 4.80 |
| 3/25/13 | Standard Prints | .50 |
| 3/25/13 | Standard Prints | 2.80 |
| 3/25/13 | Standard Prints | .80 |
| 3/25/13 | Standard Prints | 22.80 |
| 3/25/13 | Standard Prints | .60 |
| 3/25/13 | Scanned Images | .60 |
| 3/25/13 | Scanned Images | .60 |
| 3/25/13 | Scanned Images | .10 |
| 3/25/13 | Christopher Greco, Taxi, (Client Meeting) Taxi to meeting with Client-Conexant | 10.00 |
| 3/25/13 | DIAL A CAB, JESSICA MURPHY, 25/03/2013, 10:04, 30 ST MARY AXE EC3A 8, 7 ROLLS BUILDINGS EC4A 1NL | 34.30 |
| 3/25/13 | DIAL A CAB, JESSICA MURPHY, 25/03/2013, 10:35, 7 ROLLS BUILDINGS EC4A 1NL, 30 ST MARY AXE EC3A 8 | 20.08 |
| 3/26/13 | Standard Prints | .70 |

Legal Services for the Period Ending March 31, 2013

Conexant Systems, Inc.

30 - Disbursements

| | | |
|---------|---|--------|
| 3/26/13 | Standard Prints | .40 |
| 3/26/13 | Standard Prints | 6.40 |
| 3/26/13 | Standard Prints | .90 |
| 3/26/13 | Standard Prints | 5.70 |
| 3/26/13 | Standard Prints | 13.00 |
| 3/26/13 | Scanned Images | .10 |
| 3/26/13 | Scanned Images | .60 |
| 3/26/13 | Scanned Images | .10 |
| 3/26/13 | Scanned Images | .20 |
| 3/26/13 | Scanned Images | .20 |
| 3/26/13 | Scanned Images | .30 |
| 3/26/13 | Scanned Images | .60 |
| 3/26/13 | Scanned Images | .10 |
| 3/26/13 | Scanned Images | .60 |
| 3/26/13 | Scanned Images | .10 |
| 3/26/13 | DIAL A CAB, JESSICA MURPHY, 26/03/2013, 14:33, 30 ST MARY AXE EC3A 8, FETTER LANE EC4A 1AA | 28.43 |
| 3/26/13 | DIAL A CAB, JESSICA MURPHY, 26/03/2013, 15:08, FETTER LANE EC4A 1AA, 30 ST MARY AXE EC3A 8 | 20.50 |
| 3/27/13 | Standard Prints | 22.40 |
| 3/27/13 | Standard Prints | 6.90 |
| 3/27/13 | Standard Prints | 2.40 |
| 3/27/13 | Standard Prints | 3.10 |
| 3/27/13 | Standard Prints | 3.40 |
| 3/27/13 | Standard Prints | 1.30 |
| 3/27/13 | Standard Prints | .30 |
| 3/27/13 | Standard Prints | 1.20 |
| 3/27/13 | Standard Prints | .70 |
| 3/29/13 | Standard Prints | 434.20 |
| 3/29/13 | Standard Prints | 13.20 |
| 3/29/13 | Standard Prints | 18.80 |
| 3/29/13 | Standard Prints | 35.80 |
| 3/29/13 | Standard Prints | 106.50 |
| 3/29/13 | Standard Prints | 1.50 |
| 3/29/13 | Standard Prints | 1.40 |
| 3/29/13 | Standard Prints | .60 |
| 3/29/13 | Standard Prints | 11.20 |
| 3/29/13 | Color Prints | 18.70 |
| 3/29/13 | Color Prints | 9.35 |
| 3/31/13 | INTERCALL - Third Party Telephone Charges Conference calls C Greco | 5.23 |

TOTAL EXPENSES

\$ 14,088.06

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112089

Client Matter: 12754-9

In the matter of Automatic Stay Issues Relief from Stay

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112090
Client Matter: 12754-10

In the matter of Business Operations

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

10 - Business Operations

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112091
Client Matter: 12754-11

In the matter of Employee Issues

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

11 - Employee Issues

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112092
Client Matter: 12754-13

In the matter of Case Administration

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

13 - Case Administration

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

13 - Case Administration

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

13 - Case Administration

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Satesh Chittipeddi

Invoice Number: 4112093
Client Matter: 12754-14

In the matter of Claims Administration and Objections

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112094
Client Matter: 12754-15

In the matter of Corporate Governance Securities Law

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112095
Client Matter: 12754-16

In the matter of Creditors Committee

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

16 - Creditors Committee

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

16 - Creditors Committee

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

16 - Creditors Committee

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112096
Client Matter: 12754-17

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

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013
 Conexant Systems, Inc.
 17 - DIP Financing-Cash Collateral-Cash Mgmt.

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Satesh Chittipeddi

Invoice Number: 4112097
Client Matter: 12754-18

In the matter of Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112098
Client Matter: 12754-19

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

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Satesh Chittipeddi

Invoice Number: 4112099

Client Matter: 12754-20

In the matter of Fee and Employment Applications - Other

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Satesh Chittipeddi

Invoice Number: 4112100
Client Matter: 12754-21

In the matter of Hearings

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

21 - Hearings

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112101
Client Matter: 12754-22

In the matter of Insurance

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

22 - Insurance

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

22 - Insurance

Description of Legal Services

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112102
Client Matter: 12754-23

In the matter of Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Satesh Chittipeddi

Invoice Number: 4112103
Client Matter: 12754-24

In the matter of Schedules and SOFAs

For legal services rendered through April 30, 2013
(see attached Description of Legal Services for detail) \$ 279.50

For expenses incurred through April 30, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 279.50

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

24 - Schedules and SOFAs

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

24 - Schedules and SOFAs

Description of Legal Services

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112104
Client Matter: 12754-26

In the matter of Travel Time

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

26 - Travel Time

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

26 - Travel Time

Description of Legal Services

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4132799
Client Matter: 12754-27

In the matter of Utilities

For legal services rendered through April 30, 2013
(see attached Description of Legal Services for detail) \$ 215.00

For expenses incurred through April 30, 2013
(see attached Description of Expenses for detail) \$.00

Total legal services rendered and expenses incurred \$ 215.00

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

27 - Utilities

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

27 - Utilities

Description of Legal Services

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112105
Client Matter: 12754-28

In the matter of Taxes

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

28 - Taxes

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

28 - Taxes

Description of Legal Services

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112106
Client Matter: 12754-29

In the matter of Foreign Operations and Proceedings

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

Summary of Hours Billed

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

Description of Legal Services

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

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

KIRKLAND & ELLIS LLP

AND AFFILIATED PARTNERSHIPS

601 Lexington Avenue
New York, NY 10022

FEIN 36-1326630

July 11, 2013

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

Attention: Sailesh Chittipeddi

Invoice Number: 4112107
Client Matter: 12754-30

In the matter of Disbursements

For legal services rendered through April 30, 2013
(see attached Description of Legal Services for detail) \$.00

For expenses incurred through April 30, 2013
(see attached Description of Expenses for detail) \$ 16,817.70

Total legal services rendered and expenses incurred \$ 16,817.70

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

30 - Disbursements

Description of Expenses

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

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

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Conexant Systems, Inc.

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

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

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Conexant Systems, Inc.

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

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Conexant Systems, Inc.

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

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Conexant Systems, Inc.

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

Legal Services for the Period Ending April 30, 2013

Conexant Systems, Inc.

30 - Disbursements

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

TOTAL EXPENSES

\$ 16,817.70

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

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) \$.00

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

6 - Adversary Proceedings Contested Matters

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 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) \$.00

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

9 - Automatic Stay Issues Relief from Stay

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 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) \$.00

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

10 - Business Operations

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 6.90 | | \$4,964.00 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

11 - Employee Issues

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 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) \$.00

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

12 - Intellectual Property Issues

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 4.70 | | \$2,007.50 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

13 - Case Administration

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 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 |

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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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|-----------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 24.40 | | \$16,660.50 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

14 - Claims Administration and Objections

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 16.30 | | \$10,920.50 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

15 - Corporate Governance Securities Law

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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) \$.00

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

16 - Creditors Committee

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 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

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

17 - DIP Financing-Cash Collateral-Cash Mgmt.

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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: 4143183
Client Matter: 12754-18

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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 45.70 | | \$29,285.50 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

18 - Executory Contracts and Real Property

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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. Gallagher, 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

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&E

Summary of Hours Billed

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 53.40 | | \$21,384.50 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

19 - Fee and Employment Applications - K&E

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|---|
| 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&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&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

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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 4.90 | | \$2,711.50 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

20 - Fee and Employment Applications - Other

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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) \$.00

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

21 - Hearings

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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

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

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

22 - Insurance

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|---------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 334.70 | | \$201,752.00 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

23 - Plan, Disclosure Statement, Confirmation

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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

| <u>Name</u> | <u>Hours</u> | <u>Rate</u> | <u>Amount</u> |
|--------------------|---------------------|--------------------|----------------------|
| 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 |
| TOTALS | 29.70 | | \$23,916.50 |

Legal Services for the Period Ending May 31, 2013

Conexant Systems, Inc.

29 - Foreign Operations and Proceedings

Description of Legal Services

| <u>Date</u> | <u>Timekeeper</u> | <u>Hours</u> | <u>Description</u> |
|--------------------|--------------------------|---------------------|--|
| 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

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

| <u>Date</u> | <u>Description</u> | <u>Amount</u> |
|--------------------|---|----------------------|
| 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 |

TOTAL EXPENSES

\$ 33,052.06