

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:

CONEXANT SYSTEMS, INC., *et al.*,<sup>1</sup>

Debtors.

)  
) Chapter 11  
)  
) Case No. 13-10367 (MFW)  
)  
)  
) Jointly Administered  
)

**FOURTH MONTHLY AND FINAL FEE APPLICATION OF KLEHR HARRISON  
HARVEY BRANZBURG LLP FOR PAYMENT OF COMPENSATION AND  
REIMBURSEMENT OF EXPENSES AS CO-COUNSEL TO THE DEBTORS**

Name of Applicant:

Klehr Harrison Harvey Branzburg LLP

Authorized to Provide Professional  
Services to:

Debtors and Debtors-In-Possession

Date of Retention:

nunc pro tunc to Petition Date

Period for which compensation and  
reimbursement is sought:

June 1, 2013 through June 6, 2013 (4<sup>th</sup> Monthly)

February 28, 2013 through June 6, 2013 (Final)

Amount of Compensation sought as actual,  
reasonable and necessary:

\$12,037.00 (4<sup>th</sup> Monthly)

\$182,590.50 (Final)

Amount of Expense Reimbursement sought  
as actual, reasonable and necessary:

\$645.05 (4<sup>th</sup> Monthly)

\$2,879.79 (Final)

This is a(n):

✓ Monthly        Interim    ✓ Final application

This is the **Fourth Monthly and Final** fee application filed in this case.

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

## Prior Applications:

<b>Filed/Docket No.</b>	<b>Compensation Period</b>	<b>100% Fees</b>	<b>100% Expenses</b>	<b>Total</b>
4/30/2013 DI No. 215	First February 28, 2013- March 31, 2013	\$75,314.00	\$634.60	\$75,948.00
5/23/2013 DI No. 261	Second April 1, 2013- April 30, 2013	\$71,611.00	\$1,177.03	\$72,788.03
6/24/2013 DI No. 307	Third May 1, 2013- May 31, 2013	\$23,628.50	\$423.11	\$24,051.61

**TIME AND COMPENSATION BREAKDOWN FOR**  
**JUNE 1, 2013 THROUGH JUNE 6, 2013**

NAME OF PROFESSIONAL PERSON	POSITION/ NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Morton R. Branzburg	Partner-Admitted to Bar 1976; Formed KHHB in 1984 as a founding Partner	\$650.00	3.40	\$2,210.00
Domenic Pacitti	Partner-Admitted to Bar 1987; Joined firm 2007	\$550.00	10.30	\$5,665.00
Michael Yurkewicz	Of Counsel-Admitted to Bar 1998; Joined firm 2004	\$400.00	10.00	\$4,000.00
Melissa Hughes	Paralegal	\$180.00	0.90	\$162.00
<b>TOTALS</b>			<b>24.60</b>	<b><u>\$12,037.00</u></b>
<b>BLENDED RATE</b>				<b><u>\$489.31</u></b>

**TIME AND COMPENSATION BREAKDOWN FOR**  
**FEBRUARY 28, 2013 THROUGH JUNE 6, 2013**

NAME OF PROFESSIONAL PERSON	POSITION/ NUMBER OF YEARS	HOURLY BILLING RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Morton R. Branzburg	Partner-Admitted to Bar 1976; Formed KHHB in 1984 as a founding Partner	\$650.00	27.40	\$17,810.00
Domenic Pacitti	Partner-Admitted to Bar 1987; Joined firm 2007	\$550.00	107.30	\$59,015.00
Michael Yurkewicz	Of Counsel-Admitted to Bar 1998; Joined firm 2004	\$400.00	241.00	\$96,400.00
Margaret M. Manning	Associate-Admitted to Bar 2001; Joined firm 2010	\$375.00	0.50	\$187.50
Melissa Hughes	Paralegal	\$180.00	49.30	\$8,874.00
Chadd Fitzgerald	Paralegal	\$160.00	1.90	\$304.00
<b>TOTALS</b>			<b>427.40</b>	<b><u>\$182,590.50</u></b>
<b>BLENDED RATE</b>				<b><u>\$427.21</u></b>

**COMPENSATION BY PROJECT CATEGORY**  
**FOR JUNE 1, 2013 THROUGH JUNE 6, 2013**

PROJECT CATEGORY	TASK CODES	TOTAL HOURS BILLED	TOTAL COMPENSATION
General Case Administration	G	0.90	\$162.00
Court Hearings	H	5.00	\$2,750.00
Plan of Reorganization	PO	17.20	\$8,525.00
Retention of Others	RO	1.50	\$600.00
<b>TOTAL</b>		<b>24.60</b>	<b><u>\$12,037.00</u></b>

**COMPENSATION BY PROJECT CATEGORY**  
**FOR FEBRUARY 28, 2013 THROUGH JUNE 6, 2013**

PROJECT CATEGORY	TASK CODES	TOTAL HOURS BILLED	TOTAL COMPENSATION
Business Operations	BO	0.20	\$80.00
Cash Collateral	CC	2.00	\$1,200.00
Documentations/Plan Negotiation	D	0.70	\$455.00
Executory Contracts/Lease	E	86.70	\$37,635.00
Fee Application/Monthly Billing	F	7.70	\$1,814.00
General Case Administration	G	186.90	\$78,968.50
Court Hearings	H	42.70	\$16,165.00
Lift Stay Litigation	L	3.60	\$1,820.00
Claims Administration	O	1.00	\$650.00
Plan of Reorganization	PO	72.40	\$33,760.00
Motions	R	0.70	\$280.00
Retention of Applicant	RA	5.7	\$2,838.00
Retention of Others	RO	17.1	\$6,925.00
<b>TOTAL</b>		<b>427.40</b>	<b><u>\$182,590.50</u></b>

**EXPENSE SUMMARY**  
**FOR JUNE 1, 2013 THOUGH JUNE 6, 2013**

EXPENSE CATEGORY	SERVICE PROVIDER	TOTAL COMPENSATION
Photocopying	In House	\$218.00
Court Reporter Services	Reliable	\$198.85
Special Copy	Parcels	\$139.40
Miscellaneous-Specific Description		\$88.00
<b>TOTAL</b>		<b><u>\$645.05</u></b>

**EXPENSE SUMMARY**  
**FOR FEBRUARY 28, 2013 THROUGH JUNE 6, 2013**

EXPENSE CATEGORY	SERVICE PROVIDER	TOTAL COMPENSATION
Photocopying	Parcels	\$2,190.70
Express Delivery	FedEx	\$5.00
Travel		\$115.00
Filing Fees	Bankruptcy Court	\$150.00
Court Reporter Services	Reliable	\$198.85
Special Copy	Parcels	-\$295.60
Meals		\$284.00
Pacer	Bankruptcy Court	\$73.50
Conference Call Charges		\$70.34
Miscellaneous		\$88.00
<b>TOTAL</b>		<b><u>\$2,879.79</u></b>



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

In re:

CONEXANT SYSTEMS, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 13-10367 (MFW)

Jointly Administered

**FOURTH MONTHLY AND FINAL FEE APPLICATION OF  
KLEHR HARRISON HARVEY BRANZBURG LLP  
FOR PAYMENT OF COMPENSATION AND REIMBURSEMENT  
OF EXPENSES AS CO-COUNSEL TO THE DEBTORS**

Klehr Harrison Harvey Branzburg LLP (“Klehr Harrison”), co-counsel to Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “Debtors”), hereby submits its fourth monthly and final fee application (the “Application”) for entry of an order pursuant to section 331 of title 11 of the United States Code, 11 U.S.C. §§101 et seq., as amended (the “Bankruptcy Code”) granting it interim compensation and reimbursement of expenses for the period from June 1, 2013 through June 6, 2013 and granting it final allowance and approval, pursuant to 11 U.S.C. §§ 330, of all fees and expenses from February 28, 2013 through June 6, 2013 (the “Final Compensation Period”). In support hereof, Klehr Harrison respectfully represents as follows:

## **I. JURISDICTION, VENUE AND STATUTORY PREDICATES FOR RELIEF SOUGHT**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §1334. This is a core proceeding pursuant to 28 U.S.C. §157(b)(2)(A) and (B). Venue of this

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§1408 and 1409. The statutory predicate for the relief sought herein is section 331 of the Bankruptcy Code.

## **II. BACKGROUND**

2. On February 28, 2013 (the "Petition Date"), the Debtors each filed a voluntary petition for relief under chapter 11 of the Bankruptcy Code. The Debtors have continued in the management of its businesses and operation of its properties pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

3. In accordance with the provisions of section 1102(b) of the Bankruptcy Code, on March 8, 2013, the United States Trustee appointed an official committee of unsecured creditors (the "Committee") in the Debtor's case.

4. On April 11, 2013, this Court entered an Order [Docket No. 167] approving the retention of Klehr Harrison as co-counsel to the Debtors, *nunc pro tunc* to the Petition Date. A true and correct copy of the retention order is attached hereto as Exhibit "A".

5. Klehr Harrison has continuously rendered services on behalf of the Debtors for the period from June 1, 2013 through June 6, 2013 (the "Monthly Compensation Period"), totaling 24.60 hours of professional time.

6. In addition, by this Application, Klehr Harrison requests final allowance of compensation and reimbursement of expenses, for the period from February 28, 2013 through June 6, 2013 in the amount of \$182,590.50 for professional services rendered and \$2,879.79 for actual and necessary expenses incurred in this case.

7. Attached hereto as Exhibit "B" is a full and detailed statement describing the professional services rendered by each Klehr Harrison attorney and paraprofessional during the Final Compensation Period:

a. Business Operations: This subject matter includes legal services rendered in connection with advising the Debtors with respect to operating procedures in chapter 11.

b. Cash Collateral: This subject matter includes legal services rendered in connection with the to authorize use of cash collateral and obtain post-petition financing during the cases as well as reviewing and analyzing informal objections to the motion with co-counsel and subsequent amendments to the cash collateral/DIP Financing order.

c. Claims Administration: This subject matter includes legal services rendered in connection with the claims administration and, specifically, review and response to a Committee memorandum regarding claims analysis in the cases.

d. Documentation/Plan Negotiation and Plan of Reorganization: The subject matter in these categories includes legal services rendered in connection with the Plan and the Disclosure Statement. Specifically, Klehr Harrison attorneys: (a) negotiated and corresponded with the key creditor constituents regarding the Disclosure Statement, the Plan and the Plan Supplement; (b) drafted revisions to and coordinated comments to the Plan, and the Disclosure Statement with co-counsel; (c) worked on solicitation procedures with co-counsel; (d) and corresponded with co-counsel regarding the same; (e) assisted co-counsel in preparation of and filed the Plan Supplement; (f) reviewed, analyzed and responded to formal and informal Plan objections, specifically objections related to the Plan release and exculpation and related provisions; (g) drafted revisions to a brief in support of Plan confirmation and other related materials in preparation for the hearing to confirm the Plan; and (h) communicated and negotiated with counsel to all constituents regarding resolution of Plan objections.

e. Executory Contracts/Lease: This subject matter includes legal services related to the Debtors' executory contracts and unexpired real property leases. Specifically, Klehr Harrison attorneys: (a) coordinated and corresponded with the co-counsel to identify contracts

and leases for assumption or rejection; (b) engaged in discussions with certain of the Debtors' landlords and contract counterparties; and (c) coordinated with the Debtors and co-counsel in preparing a list of all unexpired contracts and real property leases to be assumed and rejected pursuant to the Plan.

f. Fee Application Preparation: The subject matter in these categories includes legal services rendered in connection with the filing of monthly fee applications of the Debtors' professionals in the chapter 11 cases. Specifically, Klehr Harrison attorneys and paraprofessionals: (a) prepared monthly fee applications of Klehr Harrison and other Debtors' professionals; and (b) reviewed Klehr Harrison's and other Debtors' professionals invoices to ensure compliance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and the U.S. Trustee Guidelines.

g. General Case Administration: This subject matter includes services rendered in connection with the orderly administration of the Debtors' chapter 11 cases. Specifically, Klehr Harrison attorneys and paraprofessionals: (a) drafted proposed orders; (b) compiled filed documents for distribution to Klehr Harrison and co-counsel team members and the Debtors; (c) reviewed and monitored the Court's docket, related pleadings and correspondence; (d) prepared case calendars and various task lists; (e) conducted interoffice team meetings and conferred with the Debtors regarding various task lists and pending matters; (f) prepared and filed agenda's and pleadings binders for hearings; (g) organized case documents and internal Klehr Harrison electronic workspaces; and (h) coordinated case management tasks among internal Klehr Harrison team members, co-counsel and other retained professionals.

h. Court Hearings: This subject matter includes legal services rendered in connection with Court hearings to consider the Debtors' requested relief. Specifically, Klehr Harrison attorneys: (a) prepared for and attended five Court hearings; (b) prepared agendas,

orders and binders in connection with such hearings; (c) settled orders before and after such hearings; (d) prepared certifications of no objection and certifications of counsel with respect to uncontested matters; and (e) engaged in related correspondence with the Court, the U.S. Trustee and key creditor constituencies regarding the Debtors' requested relief at such hearings.

i. Lift Stay Litigation: This subject matter includes legal services rendered in connection with enforcement of the automatic stay of section 362 of the Bankruptcy Code on behalf of the Debtors and review and response to the Motion of Comerica Bank for relief from stay.

j. Retention of Applicant: This subject matter includes legal services rendered in connection with ensuring the retention of Klehr Harrison as the Debtors' local counsel. Specifically, Klehr Harrison attorneys: (a) prepared the *Debtors' Application for Entry of an Order Authorizing the Employment and Retention of Klehr Harrison Harvey Branzburg LLP as Co- Counsel for the Debtors Nunc Pro Tunc to the Petition Date*; and (b) corresponded with the U.S. Trustee and certain professionals regarding the Debtors' proposed retention of Klehr Harrison.

k. Retention of Others; and Retention Applicants: This subject matter includes legal services rendered in connection with ensuring the retention of the Debtors' other professionals in these chapter 11 cases. Specifically, Klehr Harrison attorneys: (a) worked closely with the Debtors and other professionals to assist in their retention under the Bankruptcy Code, the Bankruptcy Rules, the Local Rules and applicable orders of the Court; (b) corresponded with the Debtors regarding objections thereto; (c) corresponded with the U.S. Trustee and certain professionals regarding the Debtors' proposed retention of certain professionals; and (d) assisted ordinary course professionals in filing required court documents.

8. The total sum due to Klehr Harrison for professional services rendered on behalf of the Debtors for the Compensation Period is \$12,037.00. Klehr Harrison submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

9. Klehr Harrison also expended costs on behalf of the Debtor in the sum of \$645.05 during the Compensation period. Attached hereto as Exhibit "C" is an itemized list of expenses incurred during the compensation period. In accordance with Local Bankruptcy Rule 2016-2(e)(iii), the line designated "Photocopying" represents in-house copying based on a cost of \$0.10 per page.

10. Klehr Harrison accordingly seeks allowance of the sum of \$12,037.00 in fees and \$645.05 in expenses, for a total of \$12,682.05 for the Monthly Compensation Period.

11. The total sum due to Klehr Harrison for professional services rendered on behalf of the Debtors for the Final Compensation Period is \$182,590.50. Klehr Harrison submits that the professional services it rendered on behalf of the Debtor during this time were reasonable and necessary.

12. Klehr Harrison also expended costs on behalf of the Debtors in the sum of \$2,879.79 during the Final Compensation Period. Attached hereto as Exhibit "C" is an itemized list of expenses incurred during the Final Compensation Period. In accordance with Local Bankruptcy Rule 2016-2(e)(iii), the line designated "Photocopying" represents in-house copying based on a cost of \$0.10 per page.

13. The undersigned hereby attests that he has reviewed the requirements of Local Rule 2016-1 and this Application conforms to such requirements.

WHEREFORE, Klehr Harrison hereby requests: (i) interim allowance of compensation for necessary and valuable professional services rendered to the Debtors in the sum of

\$12,037.00 and reimbursement of actual and necessary expenses incurred in the sum of \$645.05 for the period from June 1, 2013 through June 6, 2013; (ii) granting the Application and authorizing final allowance of compensation in the amount of \$182,590.50 for professional services rendered, and \$2,879.79 for actual and necessary costs for Final Compensation Period; (iii) directing payment by the Debtor of the foregoing amounts that remain unpaid; and (iv) granting such other relief as this Court deems just and proper.

Dated: August 12, 2013  
Wilmington, Delaware

*/s/ Domenic E. Pacitti*

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Domenic E. Pacitti (DE Bar No. 3989)  
Michael W. Yurkewicz (DE Bar No. 4165)  
KLEHR HARRISON HARVEY  
BRANZBURG LLP  
919 N. Market Street, Suite 1000  
Wilmington, Delaware 19801  
Telephone: (302) 426-1189  
Facsimile: (302) 426-9193

- and -

Morton Branzburg (admitted *pro hac vice*)  
1835 Market Street, Suite 1400  
Philadelphia, Pennsylvania 19103  
Telephone: (215) 569-2700  
Facsimile: (215) 568-6603

- and -

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

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

# **EXHIBIT A**



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

In re:

LIFE UNIFORM HOLDING CORP., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 13-11391 (KJC)

Jointly Administered

Related to Docket No. 76,133,148

**ORDER AUTHORIZING THE EMPLOYMENT AND  
RETENTION OF KLEHR HARRISON HARVEY BRANZBURG LLP AS  
COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE**

Upon the application (the "*Application*")<sup>2</sup> of the Debtors for entry of an order (this "*Order*") pursuant to sections 327(a) and 330 of the Bankruptcy Code, Rules 2014(a) and 2016 of the Bankruptcy Rules and Rules 2014-1 and 2016-1 of the Local Rules, authorizing the Debtors to retain and employ Klehr Harrison as their counsel in accordance with the terms and conditions set forth in the Engagement Letter attached hereto as Exhibit 1, *nunc pro tunc* to Petition Date, all as more fully described in the Application and the Pacitti Declaration; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper in this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Application (the "*Hearing*"); and upon

<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of each Debtor's federal taxpayer-identification number, are: Life Uniform Holding Corp. (1018), Healthcare Uniform Company, Inc. (0640), and Uniform City National, Inc. (0392).

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Application.

consideration of the First Day Declaration, the Pacitti Declaration, the record of the Hearing and all proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Debtors' estates, their creditors and other parties in interest, and that the legal and factual bases set forth in the Application and the Pacitti Declaration establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and the Court being satisfied based on the representations made in the Application and the Pacitti Declaration that (a) Klehr Harrison does not hold or represent an interest adverse to the Debtors' estates and (b) Klehr Harrison is a "disinterested person" as defined in section 101(14) of the Bankruptcy Code as required by section 327(a) of the Bankruptcy Code, Bankruptcy Rule 2014 and Local Rule 2014-1; and after due deliberation and sufficient cause appearing therefore, it is hereby ORDERED:

1. The Application is granted to the extent provided herein, *nunc pro tunc* to the Petition Date.
2. In accordance with sections 327(a) and 330 of the Bankruptcy Code, Rules 2014(a) and 2016 of the Bankruptcy Rules and Rules 2014-1 and 2016-1 of the Local Rules, the Debtors are authorized to employ and retain Klehr Harrison in accordance with the terms and conditions set forth in the Engagement Letter.
3. The provisions set forth in the Engagement Letter are approved. To the extent of any inconsistency between this Order and the Engagement Letter, this Order shall control.
4. Klehr Harrison shall apply for compensation and professional services rendered and reimbursement of expenses incurred in connection with the Debtors' chapter 11 cases in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the

Local Rules, the U.S. Trustee Guidelines and any other applicable procedures and orders of the Court.

5. To the extent that that an actual conflict arises with respect to the representation of the Debtors by Klehr Harrison and Sun Capital Partners, Inc. and its various affiliates, the Debtors shall retain separate counsel with respect to such matter(s) and Klehr Harrison shall not represent the Debtors or Sun Capital Partners, Inc. and its various affiliates with respect to such matter(s).

6. To the extent Klehr Harrison is representing Sun Capital Partners, Inc., Klehr Harrison personnel involved in such matter(s) shall be "screened" from the representation by Klehr Harrison of the Debtors.

7. The Debtors and Klehr Harrison are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order.

8. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry.

9. The Court retains jurisdiction with respect to all matters arising from or related to the interpretation or implementation of this Order.

Date: June 26, 2013  
Wilmington, Delaware

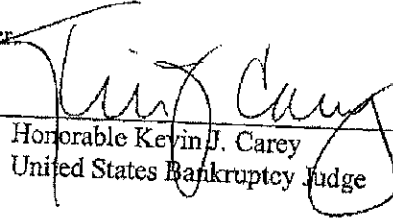
  
Honorable Kevin J. Carey  
United States Bankruptcy Judge

Exhibit 1 to Exhibit A

Engagement Letter

## KLEHR | HARRISON | HARVEY | BRANZBURG LLP

Domenico B. Paoliti  
Direct Dial: (302) 552-5511  
Email: dpaoliti@klehr.com

March 7, 2013

**PRIVILEGED AND CONFIDENTIAL  
ATTORNEY-CLIENT COMMUNICATION**

Bryan Graiff, Senior Vice President  
Commercial Sales, I.T. and Logistics  
Chief Financial Officer  
Life Uniform Company, Inc.  
2132 Kratky Road  
St. Louis, Mo. 63114

Re: Engagement of Klehr Harrison Harvey Branzburg LLP

Dear Mr. Graiff:

We are pleased that you have asked us to represent Life Uniform Company, Inc. and certain affiliates (collectively, "you", "your" or the "Company") as directed by the Company in connection with certain real estate lease issues, potential restructuring issues and the potential sale of assets of the Company.

General Terms. This retention letter (the "Agreement") sets forth the terms of your retention of Klehr Harrison Harvey Branzburg LLP (collectively "KH" or the "Firm") to provide legal services and constitutes an agreement between us. The Agreement sets forth our entire agreement for rendering professional services for the current matter, as well as for all other existing or future matters, except where we otherwise agree in writing (e.g., by signing a different retention letter).

Personnel. I will be primarily responsible for this engagement. Other attorneys and legal assistants will also perform services during the course of this engagement. We will involve such lawyers and legal assistants at KH to the extent that your needs make such involvement desirable and acceptable to you.

Fees. KH will bill the Company for fees incurred at its regular hourly rates and in increments of .10 hour. We reserve the right to adjust the Firm's billing rates consistent with the ordinary course practices of KH, which are typically reset annually. My rate is currently \$550 per hour. Other partners, associates and paralegals will be billed at our standard hourly rates which range from \$250 for junior associates to \$660 for senior partners. Reimbursable costs (detailed on the bill) will also be billed to you on a weekly basis.

KLEHR | HARRISON | HARVEY | BRANZBURG.

Bryan Gruff  
March 7, 2013  
Page 2

**Expenses.** Expenses related to providing services shall be included in our statements as disbursements advanced by us on your behalf. Such expenses include photocopying, printing, scanning, witness fees, travel expenses, filing and recording fees, certain secretarial overtime, and other overtime expenses, postage, express mail, and messenger charges, deposition costs, computerized legal research charges, and other computer services, and miscellaneous other charges. Our clients pay directly (and are solely responsible for) certain larger costs, such as consultant or expert witness fees and expenses, and outside suppliers or contractors' charges.

**Billing Procedures.** Our statements for fees and expenses will be rendered weekly and, unless other arrangements are made, payment in full is due upon receipt. Depending on the circumstances, however, estimated or summary bills may be provided during certain billing cycles, with supporting time descriptions and expense summaries to follow thereafter.

**Retainer.** The Company will provide to the Firm, a "classic retainer" in the amount of US \$50,000.00 as defined in *In re Production Associates, Ltd.*, 264 B.R. 180, 184 85 (Bankr. N.D.Ill. 2001), and *In re McDonald Bros. Construction, Inc.*, 114 B.R. 989, 997 99 (Bankr. N.D. Ill. 1990). As such, the classic retainer earned by the Firm upon receipt. We would request that the Company provide to KH a retainer in the amount of \$50,000.00 to approximate our estimate of fees and expenses expected to be accrued and unpaid by the Company prior to issuance of a bill. The Firm's estimate of expected fees and expenses may change based upon actual or expected fees and expenses incurred or expected to be incurred, as applicable.

The classic retainer will be placed into KH's general cash account, will not be held in a separate account on your behalf, and you will not receive any interest on these monies. You have no interest in the classic retainer. This amount does not constitute a security deposit.

**Termination.** Our retention may be terminated by either of us at any time by written notice by or to you. Our representation will end at the earliest of (a) your termination of our representation, (b) our withdrawal, and (c) the substantial completion of our substantive work. We normally do not withdraw from a representation unless the client misrepresents or fails to disclose material facts, fails to pay fees or expenses, or makes it unethical or unreasonably difficult for us to continue to represent the client, or unless other just cause exists. If permission for withdrawal is required by a court, we shall apply promptly for such permission, and termination shall coincide with the court order for withdrawal. If this Agreement or our services are terminated for any reason, such termination shall be effective only to terminate our services prospectively and all the other terms of this Agreement shall survive any such termination.

Upon cessation of our active involvement in a particular matter (even if we continue active involvement in other matters on your behalf), we will have no further duty to inform you of future developments or changes in law as may be relevant to such matter. Further, unless you and we mutually agree in writing to the contrary, we will have no obligation to monitor renewal or notice dates or similar deadlines that may arise from the matters for which we had been retained.

**Cell Phone and E-Mail Communication.** KH hereby informs you and you hereby acknowledge that KH's attorneys sometimes communicate with their clients and their clients' professionals and agents by cell telephone, that such communications are capable of being

KLEHR | HARRISON | HARVEY | BRANZBURG.

Bryan Greiff  
March 7, 2013  
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intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that you must inform KH if you do not wish KH to discuss privileged matters on cell telephones with you or your professionals or agents.

KH hereby informs you and you hereby acknowledge that KH's attorneys sometimes communicate with their clients and their clients' professionals and agents by unencrypted e-mail, that such communications are capable of being intercepted by others and therefore may be deemed no longer protected by the attorney-client privilege, and that you must inform KH if you wish to institute a system to encode all e-mail between KH and you or your professionals or agents.

File Retention. All records and files will be retained and disposed of in compliance with our policy in effect from time to time. Subject to future changes, it is our current policy generally not to retain records relating to a matter for more than five years. Upon your prior written request, we will return client records to you prior to their destruction. It is not administratively feasible for us to advise you of the closing of a matter or the disposal of records. We recommend, therefore, that you maintain your own files for reference or submit a written request for your client files promptly upon conclusion of a matter.

Conflicts of Interest. As is customary for a law firm of our size, you may currently have relationships with numerous business entities that KH has represented or currently represents in matters unrelated to you. We are currently in the process of completing our preliminary conflicts check, and we will discuss with you any issues that arise. In addition, we will perform a supplemental conflicts check once a more complete list of creditors and parties in interest is supplied to us. To the extent that we represent creditors or interested parties in unrelated matter (collectively, "Interested Parties") we will continue to do so in such unrelated matters. Because you are engaged in activities (and may in the future engage in such additional activities) in which your interests may diverge from those of the Interested Parties or our other clients, the possibility exists that the Interested Parties or one of our clients may take positions adverse to you. Notwithstanding anything to the contrary above, please note that the provisions in the following paragraph also apply to Interested Parties.

Further, in undertaking our representation of the Company, we want to be fair not only to its interests but also to those of our other clients. Because the Company is engaged in activities (and may in the future engage in additional activities) in which its interests may diverge from those of our other clients, the possibility exists that one of our current or future clients may take positions adverse to the Company (including litigation or other dispute resolution mechanisms) in a matter in which KH may be retained. In the event a present conflict of interest exists between the Company and our other clients or in the event one arises in the future, the Company agrees to waive any such conflict of interest or other objection that would preclude our representation of another client (a) in other current or future matters, substantially unrelated to this representation of the Company, and (b) other than during a Restructuring Case(s) (described below), in other matters related to the Company (including litigation or other dispute resolution mechanisms).

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March 7, 2013  
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As you know, we have represented and continue to represent Sun Capital Partners, Inc. and certain of its affiliated companies (together, "Sun") on a variety of matters wholly unrelated to the Company and that the Company is a portfolio company of Sun. This confirms that the Firm has informed the Company of its representation of Sun on a variety of matters, of its connections with Sun and that Sun shall be represented by its own separate counsel in any and all matters relating to the Company.

The Company also agrees that our representation is solely of the Company and that no member or other entity or person related to it (such as directors, officers or employees) has the status of a client for conflict of interest or other purposes.

**Restructuring Cases.** If it becomes necessary for the Company to commence a bankruptcy case under chapter 11 of the U.S. Bankruptcy Code or an assignment for the benefit of creditors proceeding or some other insolvency proceeding, our ongoing employment by you will be subject to the approval of the court with jurisdiction over the petition and a further agreement regarding an additional retainer and provisions for payments of fees and expenses in preparation for such proceeding and for work in such proceeding. If necessary, KH will take steps necessary to prepare the disclosure materials required in connection with KH's retention as lead restructuring counsel. In the near term, KH will begin conflicts checks on potentially interested parties as provided by you.

If necessary, we will prepare a preliminary draft of a schedule describing KH's relationships with certain interested parties (the "Disclosure Schedule"). We will give you a draft of the Disclosure Schedule once it is available. Although KH believes that these relationships do not constitute actual conflicts of interest, these relationships must be described and disclosed in your application to the court to retain KH.

If actual conflicts of interest arise in the Company's restructuring cases, the Company will be required to use separate conflicts counsel in those matters, and the Firm will not participate in those matters.

**No Guarantee of Success.** It is impossible to provide any promise or guarantee about the outcome of your matters. Nothing in this Agreement or any statement by our staff or attorneys constitutes a promise or guarantee. Any comments about the outcome of your matter are simply expressions of judgment and are not binding on us.

**Consent to Use of Information.** In connection with future materials that, for marketing purposes, describe facets of our law practice and recite examples of matters we handle on behalf of clients, you agree that, if those materials avoid disclosing your confidences and secrets as defined by applicable ethical rules, they may identify you as a client, may contain factual synopses of your matters, and may indicate generally the results achieved.

**Reimbursement of Expenses.** You agree promptly to reimburse us for all fees and expenses, including the amount of KH's attorney and paralegal time at normal billing rates, as incurred by us in connection with participating in, preparing for, or responding to any action, claim, suit or proceeding brought by or against any third-party that relates to the legal services provided by us under the Agreement. Without limiting the scope of the foregoing, and by way of example only,



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Bryan Grall  
March 7, 2013  
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this paragraph extends to all such fees and expenses incurred by us in responding to document subpoenas, and preparing for and testifying at depositions and trials.

LLP. Klehr Harrison Harvey Branzburg LLP is a limited liability partnership organized under the laws of Pennsylvania. Pursuant to the statutory provisions, an obligation incurred by a limited liability partnership, whether arising in tort, contract or otherwise, is solely the obligation of the limited liability partnership, and partners are not personally liable, directly or indirectly, by way of indemnification, contribution, assessment or otherwise, for such obligation solely by reason of being or so acting as a partner.

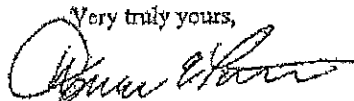
Miscellaneous. This Agreement sets forth our entire agreement for rendering professional services. It can be amended or modified only in writing and not orally or by course of conduct. Each party signing below is jointly and severally responsible for all obligations due us and represents that each has full authority to execute this Agreement so that it is binding. This Agreement may be signed in one or more counterparts and binds each party countersigning below, whether or not any other proposed signatory ever executes it. If any provision of this Agreement or the application thereof is held invalid or unenforceable, the invalidity or unenforceability shall not affect other provisions or applications of this Agreement which can be given effect without such provisions or application, and to this end the provisions of this Agreement are declared to be severable.

Please confirm your agreement with the arrangements described in this letter by signing below and returning a copy to me. Also, please provide us with the \$50,000 retainer via check or wire transfer per the following instructions:

Bank:	PNC Bank, N.A. Philadelphia, PA 19109
Account Name:	Klehr Harrison Harvey Branzburg LLP Attorneys at Law
Account No.:	8620930969
Bank Routing No.:	031000053
Reference:	Life Uniform Company, Inc.

*(To help us track incoming wires, please provide us with the name of the bank from which the wire is originating, together with its ABA number, the amount of the wire and the date of the wire):*

Very truly yours,

  
Domenic B. Pacitti

MKH/dep

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Case 13-11391-KJC Doc 76-2 Filed 06/07/13 Page 11 of 11

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March 7, 2013  
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Agreed to and Accepted this  
12<sup>th</sup> day of March, 2013:

Life Uniform Company, Inc.

By: Bryan Graiff  
Name: Bryan Graiff  
Title: Senior Vice President Commercial Sales,  
I.T. and Logistics, and Chief Financial Officer

# **EXHIBIT B**

April 25, 2013  
Bill Number: 295573  
File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

**SUMMARY FOR THE ATTACHED DETAILED SHEETS**

CC	Cash Collateral	2.00hrs	\$ 1,200.00
E	Executory Contracts/Lease	32.00hrs	14,435.00
G	General Case Administration	109.10hrs	47,471.00
H	Court Hearings	7.50hrs	4,125.00
L	Lift Stay Litigation	1.50hrs	705.00
PO	Plan of Reorganization	6.10hrs	3,455.00
R	Rippon Motions	0.70hrs	280.00
RA	Retention of Applicant	5.70hrs	2,838.00
RO	Retention of Others	1.80hrs	805.00
	CURRENT BILL FEE AMOUNT	166.40hrs	\$ 75,314.00

April 25, 2013

Bill Number: 295573

File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Amount</u>
<b><u>Partner</u></b>			
Morton R. Branzburg	15.10	\$ 650.00	\$ 9,815.00
Domenic E. Pacitti	53.10	550.00	29,205.00
<b><u>Of-Counsel</u></b>			
Michael W. Yurkewicz	84.80	400.00	33,920.00
<b><u>Paralegal</u></b>			
Melissa K. Hughes	11.50	180.00	2,070.00
Chadd P. Fitzgerald	1.90	160.00	304.00
TOTAL	<hr/> 166.40		<hr/> \$ 75,314.00

April 25, 2013  
 Bill Number: 295573  
 File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

**CC - Cash Collateral**

02/28/13	review markup of DIP and coordinate comments with T. Patton	DEP	1.00hrs
02/28/13	review DIP documentaion/email from C. Greco re: DIP issues	MRB	1.00hrs
TOTAL FEES.....			\$ 1,200.00

**E - Executory Contracts/Lease**

03/05/13	address headquarters lease issues	MWY	2.30hrs
03/05/13	emails with J. Pack re: 365(d)(3) issues (.5)/research 365(d)(3) issue (1.3)	DEP	1.80hrs
03/05/13	review Scranton Rd. lease and related issues in rejection (1.3)/emails with J. Pack re: same (.2)	DEP	1.50hrs
03/08/13	review lease rejection issue	MRB	0.20hrs
03/08/13	emails with J. Fisher re: Scranton Road property lease and related issues	DEP	0.50hrs
03/11/13	address utility provider issues on rejected lease (.6)/acquire and review lease documentation on Von Karman (2.3)	MWY	2.90hrs
03/12/13	work on utility service issues for Von Karman location	MWY	1.60hrs
03/12/13	review Scranton road sublease issues (.5)/review cases in DE re: rejection of subleases (1.5)	DEP	2.00hrs
03/13/13	address communication with potential contract assumption	MWY	0.40hrs
03/16/13	review executory contract issues re: landlord & subtenant	MRB	1.00hrs
03/20/13	review and address landlord communications on rejected lease	MWY	2.40hrs
03/25/13	address lease rejection issues regarding Scranton Road	MWY	2.30hrs
03/25/13	review lease rejection issues with R. Datillo of K&E	DEP	0.50hrs
03/26/13	review lease documentation on San Diego (1.8)/call with landlord and committee on San Diego rejection (.6)/follow up on lease rejection strategy (1.2)/address headquarters lease issues (.6)	MWY	4.20hrs
03/26/13	conference call with K&E and clients re: Scranton Road lease issues	DEP	0.50hrs
03/26/13	emails with client and K&E re: lease rejection issues and discussions with landlords	DEP	0.50hrs

April 25, 2013

Bill Number: 295573

File Number: 17061 - 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

03/27/13	address headquarters lease issues	MWY	1.30hrs
03/27/13	emails with K&E re: lease rejection and new lease at headquarters (.3)/telephone call with K&E re: same (.3)	DEP	0.60hrs
03/28/13	work on headquarters lease motion to reject and enter into new lease (2.8)/address Scranton Road lease issues (1.7)	MWY	4.50hrs
03/28/13	review motion to reject lease of corporate headquarters (.8)/emails with K&E re: same (.2)	DEP	1.00hrs
TOTAL FEES.....			\$ 14,435.00

**G - General Case Administration**

02/28/13	emails from UST re: operating Guidelines and reporting requirements (.3)/email with K&E re: same (.2)	DEP	0.50hrs
02/28/13	telephone call from P. Morgan, counsel for Kodak, re: first days	DEP	0.20hrs
02/28/13	review and revise first day pleadings	DEP	8.00hrs
02/28/13	telephone call with clerk's office re: filing and first day hearings (.3); telephone call with chambers re: first day hearings (.2)	DEP	0.50hrs
02/28/13	work on noticing re: first days	DEP	0.30hrs
02/28/13	telephone call with T. Patton re: first days and open issues to address	DEP	0.50hrs
02/28/13	review, revise and work on 1st day motions and preparations	MWY	18.50hrs
02/28/13	review Indianapolis Downs case re: releases	MRB	0.40hrs
02/28/13	review Wamu decision re: releases	MRB	0.40hrs
02/28/13	review comments by UST to first day orders and motions	MRB	0.30hrs
02/28/13	review J. Heck email re: cash management	MRB	0.10hrs
02/28/13	telephone call with B. Sandler re: committee interest	DEP	0.30hrs
02/28/13	emails with BMC Group re: noticing	DEP	0.40hrs
02/28/13	review First Day Pleadings	MRB	3.00hrs
02/28/13	review, prepare and file Agenda for hearing	CPF	0.40hrs

April 25, 2013

Bill Number: 295573

File Number: 17061 - 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

02/28/13	review revise and prepare all first day motions for filing and efile same with Bankruptcy Court	MKH	7.00hrs
03/01/13	conference D. Pacitti re: schedules	MRB	0.10hrs
03/01/13	review and respond to emails with attorneys/co-counsel and noticing agents regarding first days, scheduling, notices and filing logistics	MKH	1.00hrs
03/01/13	preparation for and attend first day hearings (4.2)/follow up on service and post hearing issues (1.3)/address cash management issues from Court (.7)	MWY	6.20hrs
03/04/13	work on notice of commencement (.9)/work on OCP motion (1.2)/address service and notice of second day hearing (.6)/coordinate with Court on notice of commencement (.7)/address disclosure statement hearing notice (.6)/follow up on pro hac fees and compliance (.4)/address schedules and statements precedent (.8)	MWY	5.20hrs
03/04/13	review, prepare and file Notice of Commencement	CPF	0.50hrs
03/04/13	review, prepare and file Notice of Disclosure Statement Hearing	CPF	0.50hrs
03/04/13	review, prepare and file Notice of Hearing on 2nd Day Motions	CPF	0.50hrs
03/04/13	draft Notice of Commencement	DEP	0.30hrs
03/05/13	review 365(d)(3) issue re: headquarters	MRB	0.30hrs
03/05/13	address retention agreement issues	MWY	1.20hrs
03/05/13	address additional pro hac vice motions (.5)/follow up on second day issues (.4)	MWY	0.90hrs
03/05/13	draft Pro Hac Vice Motion for M. Branzburg and prepare email attaching same for review	MKH	0.50hrs
03/05/13	prepare Pro Hac Vice Motion for M. Branzburg for filing and efile same with Bankruptcy Court and prepare delivery of same to Judge	MKH	0.20hrs
03/05/13	draft Pro Hac Vice Motion for P. Basta and prepare email attaching same for review	MKH	0.50hrs
03/06/13	review second day pleadings	MRB	0.60hrs
03/07/13	telephone call with C. Simon re: Mentor Graphics (.4)/email with C. Greco re: conversation (.2)	DEP	0.60hrs
03/07/13	emails with J. Sussburg re: IDI and formation meeting	DEP	0.40hrs
03/08/13	meeting with clients and A&M re: IDI am formation (.5)/attend IDI with U.S. Trustee's (1.0)/attend formation meeting and additional U.S. Trustee's meeting (1.0)	MRB	2.50hrs



April 25, 2013

Bill Number: 295573

File Number: 17061 - 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

03/08/13	review committee formation/emails	MRB	0.10hrs
03/08/13	work on revised commencement notice issues (.8)/address class from creditors on commencement notice (.7)/address formation meeting issues (.3)	MWY	1.80hrs
03/08/13	review and prepare Notice of Commencement of Chapter 11 for filing and efile same with Bankruptcy Court	MKH	0.20hrs
03/08/13	meet with clients and A&M re: IDI and formation (.5)/attend Initial Debtor Interview with UST (1.0)/attend formation meeting and subsequent meeting with UST (1.0)/review U.S. Trustee information re: filing requirements	DEP	3.50hrs
03/08/13	emails with J. Sussburg, C. Greco and M. Branzburg re: committee selection and committee counsel selection	DEP	0.40hrs
03/08/13	emails with T. Patton re: 341 meeting and form of notice(.3)/emails with K&E re: same (.2)	DEP	0.50hrs
03/08/13	conference D. Pacitti re: IDI and organization meeting/prepare for and attend IDI with debtor at U.S. Trustee's Office	MRB	1.50hrs
03/10/13	conference D. Pacitti re: LDC settlement	MRB	0.10hrs
03/11/13	review conflict information and investigate Comerica Bank relationship	MRB	0.40hrs
03/11/13	email J. Sussberg and C. Greco re: LCD settlement	MRB	0.30hrs
03/12/13	address inquiries on asset sales (.2)/address insurance broker inquiries (.2)	MWY	0.40hrs
03/13/13	review draft initial reporting report and emails with J. Fisher re: same	DEP	0.50hrs
03/14/13	address notice of commencement issues (2.6)/work on bar date motion (1.4)/address operating report and professional reporting (1.8)	MWY	5.80hrs
03/14/13	conference call with J. Fisher and C. Mills re: Initial Operation Report (.5)/emails with J. Fisher re: bank account issue (.3)/email with J. Heck re: sweep bank account issue (.2)	DEP	1.00hrs
03/14/13	conference D. Pacitti re: monthly operating reports	MRB	0.10hrs
03/15/13	work on finalizing and filing of insurance BMC retention Bar Date and Ordinary Course Professional motions (2.6)	MWY	2.60hrs
03/15/13	review and revise bar date motion	DEP	1.00hrs
03/15/13	review and revise insurance motion (1.0)/telephone call with K&E re: same (.3)	DEP	1.30hrs
03/15/13	telephone call with M. Koss re: motions for filing	DEP	0.30hrs

April 25, 2013  
 Bill Number: 295573  
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CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

03/18/13	follow up on service issues on motions (.4)/address notice of commencement (.3)	MWY	0.70hrs
03/19/13	address utilities motion issues	MWY	1.40hrs
03/20/13	address utility motion issues	MWY	1.60hrs
03/21/13	address notice of commencement issues and inquiries	MWY	0.70hrs
03/22/13	confer with D. Pacitti re upcoming deadlines, fee applications and hearings relating to case	MKH	0.50hrs
03/22/13	review email from T. Patton with preliminary comments to second day motions (.4)/emails with C. Greco re: same (.2)	DEP	0.60hrs
03/25/13	work on schedules and statements	MWY	2.80hrs
03/25/13	review global notes for schedules and sofas	DEP	0.50hrs
03/27/13	work on schedules and statments	MWY	2.40hrs
03/28/13	work on schedules and statements	MWY	2.40hrs
03/28/13	review motion to enter into real property lease for corporate headquarters (.7)/emails with K&E re: same (.3)	DEP	1.00hrs
03/29/13	work on schedules and statements	MWY	6.80hrs
03/29/13	review schedules and statements of financial affairs	DEP	2.50hrs
03/29/13	review statements and statemens of financial affairs	MRB	0.60hrs
TOTAL FEES.....			\$ 47,471.00

#### **H - Court Hearings**

03/01/13	emails with M. Koss re: documents for hearing (.3)/prepare orders and documents for hearing (.7)/Meet with K&E and clients and prepare for first day hearings (3.0)/evieiw orders for court (1.0)	DEP	5.00hrs
03/01/13	attend first day hearings and post hearing conferences	DEP	2.50hrs
TOTAL FEES.....			\$ 4,125.00

#### **L - Lift Stay Litigation**

03/20/13	review Motion of Comerica Bank for Relief from the Automatic Stay (.5)/email with K&E re: same (.2)	DEP	0.70hrs
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April 25, 2013  
 Bill Number: 295573  
 File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

03/20/13	review and address Comerica lift stay motion	MWY	0.80hrs
TOTAL FEES.....			\$ 705.00

**PO - Plan of Reorganization**

02/28/13	review draft of plan	MRB	1.00hrs
03/04/13	review and revise Notice of Hearing on Disclosure Statement	DEP	0.30hrs
03/07/13	review plan, DS and DS Motion re: modifications for release language and balloting under DE precedent	DEP	3.90hrs
03/26/13	review email from T. Patton re: U.S. Trustee's preliminary comments to the solicitation motion, disclosure statement and plan	DEP	0.50hrs
03/27/13	review letter from court re: notice of confirmation hearing (.2)/emails with K&E re: same (.2)	DEP	0.40hrs
TOTAL FEES.....			\$ 3,455.00

**R - Rippon Motions**

03/06/13	address A&M retention and service	MWY	0.70hrs
TOTAL FEES.....			\$ 280.00

**RA - Retention of Applicant**

02/28/13	review conflict issues re: application to employ KHHB	MRB	0.40hrs
02/28/13	draft Klehr retention application	DEP	1.30hrs
03/09/13	review Klehr Harrison retention application/review conflicts disclosures	MRB	0.70hrs
03/11/13	draft revisions to draft retention application of KH (.5) emails with M. Branzburg re: same (.2)	DEP	0.70hrs
03/13/13	draft Application to Retain Klehr Harrison	DEP	1.50hrs
03/14/13	draft Notice re KHHB Retention Application	MKH	0.60hrs
03/14/13	review revise and prepare KHHB Retention Application/Notice and related documents for filing and efile same with Bankruptcy Court and coordinate service of same	MKH	0.50hrs
TOTAL FEES.....			\$ 2,838.00

April 25, 2013  
Bill Number: 295573  
File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

**RO - Retention of Others**

02/28/13	review K&E retention application and comment back to K&E	DEP	0.50hrs
03/06/13	review revise and prepare Debtors' Application to Employ and Retain Alvarez & Marsal North America as Financial Advisor to the Debtor/Notice/related exhibits for filing and efile same with Bankruptcy Court and coordinate service of same	MKH	0.50hrs
03/06/13	revise Application to Employ Alvarez & Marsal North America, LLC as Financial Advisor	DEP	0.80hrs

TOTAL FEES.....	<hr/>	\$ 805.00
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May 21, 2013  
Bill Number: 297025  
File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

**SUMMARY FOR THE ATTACHED DETAILED SHEETS**

D	Documentations/Plan Negotiation	0.70hrs	\$ 455.00
E	Executory Contracts/Lease	46.30hrs	19,675.00
F	Fee Application/Monthly Billing	3.50hrs	815.00
G	General Case Administration	65.10hrs	27,780.00
H	Court Hearings	17.70hrs	7,001.00
L	Lift Stay Litigation	2.10hrs	1,115.00
O	Claims Administration	1.00hrs	650.00
PO	Plan of Reorganization	31.30hrs	14,120.00
	CURRENT BILL FEE AMOUNT	<hr/> 167.70hrs	<hr/> \$ 71,611.00

May 21, 2013  
Bill Number: 297025  
File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

<u>Partner</u>	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Amount</u>
Morton R. Branzburg	8.90	\$ 650.00	\$ 5,785.00
Domenic E. Pacitti	38.40	550.00	21,120.00
<u>Of-Counsel</u>			
Michael W. Yurkewicz	104.70	400.00	41,880.00
<u>Paralegal</u>			
Melissa K. Hughes	15.70	180.00	2,826.00
TOTAL	167.70		\$ 71,611.00

May 21, 2013  
 Bill Number: 297025  
 File Number: 17061 - 0002

CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

**D - Documentations/Plan Negotiation**

04/08/13	review all second day pleadings	MRB	0.70hrs
TOTAL FEES.....			<hr/> \$ 455.00

**E - Executory Contracts/Lease**

04/01/13	review lease rejection memo from K&E	DEP	0.50hrs
04/01/13	call with J. Frank on lease (.6)/call with J Fisher and S Hassell on lease rejections (1.0)/review lease documentation (1.2)/call with J. Sussberg on committee lease issues (.5)/review committee communications on leases (.6)/work on lease rejection negotiation and financing issues (2.8)	MWY	6.70hrs
04/01/13	emails to and from J. Sussberg re: offer from Scranton Rd landlord on rejection issues	DEP	0.50hrs
04/02/13	address motion for new lease and rejection of old and motions to shorten (1.2)/review Scranton Road lease, sublease and ancillary agreements (2.6)/research on rejection requirements and potential (1.8)/work on lease rejection strategy (1.2)	MWY	6.80hrs
04/02/13	review lease rejection issues of subtenants and case law re: same	DEP	2.50hrs
04/03/13	work on Scranton Road lease rejections issues	MWY	3.20hrs
04/03/13	review objection of ELPF Scranton Road Limited Partnership to motion to reject	DEP	0.80hrs
04/04/13	review lease issues and possible discovery related to rejection issues raised by landlords	DEP	1.50hrs
04/05/13	work on Scranton Road rejection issues	MWY	2.40hrs
04/05/13	review objection of PRES-4340 Von Karman, LP to lease rejection motion	DEP	0.50hrs
04/05/13	review CCH Incorporated Limited Objection to Motion to Reject Leases	DEP	0.50hrs
04/06/13	address lease rejection issues	MWY	0.60hrs
04/08/13	email with M. Minuti re: continued hearing re: rejection	DEP	0.10hrs
04/12/13	work on warehouse lease termination and new lease motions	MWY	6.80hrs
04/13/13	address new warehouse lease motions and old lease termination	MWY	1.20hrs
04/15/13	work on lease rejection issues (2.8)/address new warehouse lease motion and contingency planning (1.8)	MWY	4.60hrs

May 21, 2013

Bill Number: 297025

File Number: 17061 - 0002

CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

04/16/13	emails with J. Sussberg on possible deal with landlords	DEP	0.20hrs
04/16/13	address responses to landlord objection (1.2)/address landlord litigation and discovery re: rejection motion (3.4)	MWY	4.60hrs
04/17/13	review email from G. Saydah re: summary of the deal with ELPF	DEP	0.30hrs
04/17/13	telephone call with C. Greco re: status and strategy re: lease issues and committee deal, and sign off on proposed orders	DEP	0.30hrs
04/24/13	address Cornerstone landlord rent payment issues	MWY	1.30hrs
04/25/13	follow up on Cornerstone landlord issue resolution	MWY	0.40hrs
TOTAL FEES.....			\$ 19,675.00

**F - Fee Application/Monthly Billing**

04/30/13	draft and prepare KHHB First Fee Application for February 28, 2013 through March 31, 2003/Notice/proposed Order and related Exhibits for filing and efile same with Bankruptcy Court	MKH	3.00hrs
04/30/13	revise Monthly Application for Compensation of Klehr Harrison	DEP	0.50hrs
TOTAL FEES.....			\$ 815.00

**G - General Case Administration**

04/01/13	review list of committee questions and issues and email from J. Sussberg re: same	DEP	0.50hrs
04/01/13	follow up on schedules and statments issues	MWY	0.80hrs
04/01/13	emails with T. Patton of UST re: schedules and SOFAs	DEP	0.20hrs
04/02/13	conference D. Pacitti re: execution of contract and leases	MRB	0.30hrs
04/02/13	follow up on schedules and statments and UST requests	MWY	0.60hrs
04/03/13	meeting C. Wells re: NOLs, UCC and landlords	MRB	0.60hrs
04/03/13	emails with J. Sussberg re: update on meeting with committee and Soros and strategy re: lease rejection	DEP	0.60hrs
04/04/13	emails with K&E re: possible continuance of 4/10 hearing	DEP	0.30hrs
04/04/13	address Illinois tax inquiries	MWY	0.30hrs



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CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

04/05/13	email exchange C. Greco re: 341/conference D. Pacitti	MRB	0.10hrs
04/05/13	work on hearing agenda	MWY	0.80hrs
04/05/13	work on US Trustee report issues	MWY	3.80hrs
04/05/13	review and revise draft of the agenda for April 10, 2013	DEP	0.50hrs
04/05/13	emails with J. Heck re: 2015.3 reporting requirement (.3)/emails with K&E and client re: 2015.3 reporting requirement (.3)	DEP	0.60hrs
04/05/13	review 2015.3 reporting requirement reporting requirements and notes from IDI	DEP	0.60hrs
04/06/13	address foreign sub reporting and coordinate response with client	MWY	2.70hrs
04/06/13	conference M. Yurkewicz re: new developments since Friendly's	MRB	0.10hrs
04/08/13	conference D. Pacitti re: 341 meeting	MRB	0.20hrs
04/08/13	follow up on foreign subsidiary reporting (.3)/work on agenda (.7)/address motions for hearing without objections and procedure (.8)/address landlord objection extension requests (.4)/address 341 meeting (.2)	MWY	2.40hrs
04/08/13	review and revise Agenda fro 4/10/2013 hearing (.5)/telephone call with K&E re: same (.3)	DEP	0.80hrs
04/08/13	telephone call with M. Branzburg re: 341 meeting coverage	DEP	0.10hrs
04/09/13	preparations for and attend 341 meeting (2.1)/work on order submission prior to hearing (1.7)	MWY	3.80hrs
04/09/13	emails with J. Sussberg and C. Greco re: CNO's and COC's and issues to raise with the court at 4/10 hearing	DEP	0.40hrs
04/09/13	telephone calll with C. Greco re: notice issuse on motion to reject	DEP	0.30hrs
04/10/13	respond to committee inquiries on hearing (.2)/work on orders and submissions of second day orders (2.7)	MWY	2.90hrs
04/10/13	review and revise Certifications of Counsel and orders re: K&E retention/Comerican relief from stay/cash management/bar date rejection of lease and motion to enter into new HQ lease	DEP	2.10hrs
04/10/13	telephone call with J. Pack of K&E re: orders on second day matters	DEP	0.30hrs
04/11/13	work on preparation of second day orders and submission to court	MWY	2.30hrs
04/12/13	review case docket and download new pleadings filed/update case calendar re	MKH	1.00hrs

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RE: Bankruptcy

Through April 30, 2013

	upcoming hearings, objection deadlines		
04/12/13	call with Synopsis on schedule G issues	MWY	0.40hrs
04/12/13	review and comment on draft of motion to enter into new warehouse lease and emails with J. Pack re: same	DEP	0.50hrs
04/15/13	emails with J. Sussberg and C. Greco re: status of discussions with committee and landlords	DEP	0.50hrs
04/15/13	preparations for hearing	MWY	0.70hrs
04/16/13	work on agenda (.3)/address operating report issues with client (.9)	MWY	1.20hrs
04/16/13	review and revise draft of the agenda for April 19, 2013	DEP	0.20hrs
04/17/13	emails with J. Pack and C. Greco re: COC's (.3)/telephone call with M. Yurkewicz re: approval of revised order (.3)/emails with C. Greco re: sending all revised orders to UST for sign off (.3)	DEP	0.90hrs
04/17/13	draft Certificate of No Objection re Motion Authorizing Debtors to Pay Taxes and Fees/confer with M. Yurkewicz relating to same	MKH	0.50hrs
04/17/13	draft Certificate of No Objection re Motion Authorizing Debtors to Maintain and Administer Customer Programs/confer with M. Yurkewicz relating to same	MKH	0.50hrs
04/17/13	draft Certificate of No Objection re BMC Group Retention Application/confer with M. Yurkewicz relating to same	MKH	0.50hrs
04/17/13	draft Certification of Counsel re Motion Authorizing Debtors to Pay Prepetition Claims of Foreign Vendors/confer with M. Yurkewicz relating to same	MKH	0.50hrs
04/17/13	review blackline of orders from Victoria Cole for Friday's hearing	MRB	0.50hrs
04/17/13	work on agenda for hearing (1.2)/work on operating report preparation and review (2.1)/work on orders for second day hearing and revisions (2.8)	MWY	6.10hrs
04/18/13	review and prepare Pro Hac Vice Motion for J. Pack for filing and efile same with Bankruptcy Court and process payment of fee with District Court relating to same	MKH	0.50hrs
04/18/13	address pro hac motion for J Pack (.6)/work on orders for second day motions (4.2)	MWY	4.80hrs
04/18/13	emails with J. Sussberg and C. Greco re: status of matters on for 4/19 (.4)/telephone call with C. Greco and J. Sussberg re: resolution of motions and discussion with chambers (.4)/telephone call with chambers re: status of matters on agenda (.3)/review and revise COC's and revised orders (1.0)/email K&E re: discussion with Chambers (.2)	DEP	2.30hrs
04/19/13	meeting with clients and Hastle/review hearing results	MRB	0.30hrs

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RE: Bankruptcy

Through April 30, 2013

04/19/13	work on orders for second day hearing (4.2)/prepare amended agenda (.7)	MWY	4.90hrs
04/19/13	telephone call with chambers re: issues re: naming of modified plan (.4)/meeting with K&E attorneys to coordinate filings with court (.6)	DEP	1.00hrs
04/20/13	work on operating reports	MWY	1.20hrs
04/22/13	review case docket and download new pleadings filed/update case calendar re upcoming hearings, objection deadlines	MKH	1.00hrs
04/22/13	work on operating report production and issues	MWY	2.40hrs
04/23/13	call w. M. Nelson at Avant re mailings	MWY	0.20hrs
04/24/13	address UST fee issues	MWY	0.80hrs
04/24/13	review MOR and emails with company re: issues	DEP	1.00hrs
04/29/13	address creditor inquiries on bankruptcy notices	MWY	0.70hrs
04/29/13	review correspondence from the Mass. Dept. of Revenue (.1)/email to K&E re: same (.1)	DEP	0.20hrs
04/29/13	review transcript of 4/19 hearing	DEP	0.80hrs
TOTAL FEES.....			\$ 27,780.00

**H - Court Hearings**

04/02/13	telephone calls with Chambers relating to omnibus hearing dates for May-July 2013/confer with D. Pacitti relating to same	MKH	0.20hrs
04/04/13	draft agenda for Second Day Hearing scheduled for April 10, 2013/confer with D. Pacitti relating to same	MKH	1.50hrs
04/04/13	draft and prepare Certification of Counsel Regarding Omnibus Hearing Dates and proposed Order for filing and efile same with Bankruptcy Court and prepare same for delivery to Court	MKH	0.50hrs
04/08/13	revise and prepare agenda for April 10, 2013 hearing for filing and efile same with Bankruptcy Court and coordinate service of same	MKH	0.50hrs
04/10/13	attend omnibus hearing	DEP	0.50hrs
04/15/13	prepare agenda for April 19, 2013 hearing and prepare email attaching same for review by counsel	MKH	1.50hrs

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CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

04/16/13	compile documents needed for April 19, 2013 hearing and prepare hearing binder of same for Court and Counsel	MKH	2.00hrs
04/19/13	Meeting with K&E and clients re: prepare for hearings on second day motions and DS (4.5)/attend hearings on second day motions and DS (1.5)	DEP	6.00hrs
04/19/13	assist in preparation for hearing April 19, 2013 and compiling/copying documents needed for same	MKH	2.00hrs
04/19/13	meeting with clients and Kirkland re: hearing/attend hearing	MRB	3.00hrs
TOTAL FEES.....			\$ 7,001.00

**L - Lift Stay Litigation**

04/04/13	review Motion for Relief from Stay of Vibrant Development Group LLC (.8)/emails with C. Greco re: same (.3)	DEP	1.10hrs
04/04/13	review issues re: relief from stay	MRB	0.20hrs
04/05/13	emails with R. Dattilo and J. Sussberg re: Comerica stipulated order and procedures for approval of same	DEP	0.40hrs
04/10/13	address agreed lift stay order	MWY	0.40hrs
TOTAL FEES.....			\$ 1,115.00

**O - Claims Administration**

04/02/13	review memo from committee and settlement proposal/analyze claim	MRB	1.00hrs
TOTAL FEES.....			\$ 650.00

**PO - Plan of Reorganization**

04/04/13	address disclosure statement hearing and coordination with court and parties	MWY	1.80hrs
04/05/13	emails with J. Sussberg and C. Greco re: status of release issues in plan	DEP	0.40hrs
04/05/13	address disclosure statement hearing (1.2)/address committee issues on disclosure statement hearing (.3)	MWY	1.50hrs
04/06/13	review objections to rejection motions from ELF and others (.3)/review Friendly's decision and recent cases (.5)	MRB	0.80hrs
04/17/13	address plan revisions	MWY	0.70hrs
04/18/13	review draft plan and disclosure statement changes received from Victoria	MRB	0.60hrs

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CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

04/18/13	review solicitation materials	MRB	0.50hrs
04/18/13	address revised plan and disclosure statement	MWY	2.40hrs
04/19/13	address revised plan and disclosure statement (3.2)/work on disclosure statement hearing (4.1)/address second modified plan and disclosure statement (1.5)	MWY	8.80hrs
04/19/13	review revised plan and DS for filing (2.0)/review draft Proposed Findings of Fact and Conclusions of Law (1.1)	DEP	3.10hrs
04/20/13	address disclosure statement and solicitation issues	MWY	1.60hrs
04/21/13	work on solicitation issues	MWY	1.60hrs
04/21/13	emails with K. Martin and K&E re: solicitation materials	DEP	0.50hrs
04/22/13	follow up on disclosure statment hearing (.3)/address and revise confirmation notice (1.2)/address solicitation coordination (.9)	MWY	2.40hrs
04/23/13	address soliciation issues and review materials	MWY	1.10hrs
04/25/13	review case law on exculpation provisions	DEP	1.50hrs
04/26/13	review and comment on latest changes as proposed to plan	DEP	2.00hrs

TOTAL FEES.....

\$ 14,120.00

June 19, 2013

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CoNexant Systems

RE: Bankruptcy

Through May 31, 2013

**SUMMARY FOR THE ATTACHED DETAILED SHEETS**

BO	Business Operations	0.20hrs	\$ 80.00
E	Executory Contracts/Lease	8.40hrs	3,525.00
F	Fee Application/Monthly Billing	4.20hrs	999.00
G	General Case Administration	11.80hrs	3,555.50
H	Court Hearings	12.50hrs	2,289.00
PO	Plan of Reorganization	17.80hrs	7,660.00
RO	Retention of Others	13.80hrs	5,520.00
CURRENT BILL FEE AMOUNT		68.70hrs	\$ 23,628.50

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CoNexant Systems

RE: Bankruptcy

Through May 31, 2013

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Amount</u>
<b><u>Partner</u></b>			
Domenic E. Pacitti	5.50	\$ 550.00	\$ 3,025.00
<b><u>Of-Counsel</u></b>			
Michael W. Yurkewicz	41.50	400.00	16,600.00
<b><u>Associate</u></b>			
Margaret M. Manning	0.50	375.00	187.50
<b><u>Paralegal</u></b>			
Melissa K. Hughes	21.20	180.00	3,816.00
TOTAL	<hr/> 68.70		<hr/> \$ 23,628.50

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CoNexant Systems

RE: Bankruptcy

Through May 31, 2013

**BO - Business Operations**

05/15/13	address forming vendor agreements	MWY	0.20hrs
TOTAL FEES.....			\$ 80.00

**E - Executory Contracts/Lease**

05/01/13	respond to creditor inquiries on executory contracts	MWY	0.30hrs
05/14/13	address landlord inquiries on lease assumption	MWY	1.20hrs
05/16/13	address headquarter lease claims issues	MWY	2.30hrs
05/16/13	work on lease rejection order	MWY	1.30hrs
05/16/13	review motion to reject HQ (.4)/emails with K&E re: issues with HQ landlord (.3)/telephone call with K&E re: issues with HQ landlord (.4)	DEP	1.10hrs
05/17/13	follow up on lease rejection order issues	MWY	0.80hrs
05/20/13	address Oracle inquiries on assumptions and rejections	MWY	0.30hrs
05/21/13	respond to inquiries on assumption and rejection schedules	MWY	0.70hrs
05/23/13	respond to inquiries on contract assumptions	MWY	0.40hrs
TOTAL FEES.....			\$ 3,525.00

**F - Fee Application/Monthly Billing**

05/03/13	review and address K&E fee application issues	MWY	0.60hrs
05/13/13	draft and finalize Notice re Kirkland & Ellis First Monthly Fee Application	MKH	0.50hrs
05/13/13	review and prepare K&E First Fee Application/Notice/related Exhibits for filing and efile same with Bankruptcy Court and coordinate service of same	MKH	0.50hrs
05/15/13	draft Notice re Alvarez & Marsal North America First Fee Application	MKH	0.50hrs
05/15/13	review revise and prepare Alvarez & Marsal First Fee Application/Notice/related Exhibits for filing and efile same with Bankruptcy Court	MKH	0.30hrs
05/23/13	draft and prepare KHHB 2nd Fee Application/Notice/related Exhibits for filing and efile same with Bankruptcy Court and coordinate service of same	MKH	1.00hrs



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CoNexant Systems

RE: Bankruptcy

Through May 31, 2013

05/23/13	review and revise Second Monthly Fee Application of Klehr Harrison	DEP	0.30hrs
05/30/13	review case docket re First Monthly Fee Application of Klehr Harrison and objections to same and draft and efile Certificate of No Objection relating to same with Bankruptcy Court	MKH	0.50hrs
TOTAL FEES.....			\$ 999.00

**G - General Case Administration**

05/02/13	address creditor notice inquiries	MWY	0.20hrs
05/07/13	address omnibus hearing and committee coordination	MWY	0.40hrs
05/08/13	address agenda and coordination with committee on hearing	MWY	0.40hrs
05/09/13	address hearing and agenda	MWY	0.30hrs
05/09/13	review and prepare Wall Street Journal Affidavit re Notice of Bar Dates for Filing Proofs of Claim for filing and efile same with Bankruptcy Court	MKH	0.10hrs
05/09/13	review and prepare The Orange County Register Affidavit of Publication re Notice of Bar Dates for Filing Proofs of Claim for filing and efile same with Bankruptcy Court	MKH	0.10hrs
05/09/13	review and prepare The New York Times Affidavit of Publication re Notice of Bar Dates for Filing Proofs of Claim for filing and efile same with Bankruptcy Court	MKH	0.10hrs
05/09/13	review and prepare Los Angeles Times Affidavit of Publication re Notice of Bar Dates for Filing Proofs of Claim for filing and efile same with Bankruptcy Court	MKH	0.10hrs
05/09/13	review and prepare The New York Times Affidavit of Publication re Notice of Bar Dates for Filing Proofs of Claim for filing and efile same with Bankruptcy Court	MKH	0.10hrs
05/10/13	address publication notices (.3)/address insurance certificates and coordinate with US Trustee (.8)/address agenda and hearing (.3)	MWY	1.40hrs
05/13/13	call w M. Ward on committee motions (.2)/address omnibus hearing and cancellation (.4)/work on agenda (.1)	MWY	0.70hrs
05/14/13	review and prepare Declaration of Disinterestedness of Abelman, Frayne & Schwab for filing and efile same with Bankruptcy Court	MKH	0.20hrs
05/14/13	review and prepare Declaration of Disinterestedness of Jackson Walker LLP for filing and efile same with Bankruptcy Court	MKH	0.20hrs
05/14/13	review case docket and download new pleadings filed and update case calendar re upcoming hearings and deadlines	MKH	1.00hrs
05/16/13	review and prepare Declaration of Disinterestedness of Linda C. Blasko for filing and	MKH	0.20hrs

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CoNexant Systems

RE: Bankruptcy

Through May 31, 2013

efile same with Bankruptcy Court

05/17/13	telephone calls with various callers re Notice Bar Date received in mail	MKH	0.30hrs
05/18/13	review operating report	MWY	0.30hrs
05/20/13	address operating report issues and review	MWY	0.80hrs
05/20/13	telephone calls with various callers re Notice Bar Date received in mail	MKH	0.50hrs
05/21/13	follow up on operating report issues	MWY	0.20hrs
05/21/13	review and prepare Declaration of Disinterestedness of Garcia Sullivan & Lopez for filing and efile same with Bankruptcy Court	MKH	0.20hrs
05/22/13	review case docket and download new pleadings filed and update case calendar re upcoming hearings and deadlines	MKH	1.00hrs
05/22/13	field query regarding vendor agreement with Semiconductor Mfg./forward to co-counsel	MMM	0.20hrs
05/30/13	review revise and prepare Declaration of B. Daniel re Solicitation and Tabulation for filing and efile same with Bankruptcy Court	MKH	0.50hrs
05/30/13	field and forward query from notice party	MMM	0.10hrs
05/31/13	review case docket and download new pleadings filed and update case calendar re upcoming hearings and deadlines	MKH	1.00hrs
05/31/13	address confirmation hearing agenda and filings	MWY	0.70hrs
05/31/13	review and revise agenda for 6/4 hearings (.4)/emails with K&E re: same (.1)	DEP	0.50hrs

TOTAL FEES.....	\$ 3,555.50
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**H - Court Hearings**

05/09/13	draft agenda for May 14, 2013	MKH	1.50hrs
05/09/13	compile/download documents needed for May 14, 2013 hearing and prepare hearing binder relating to same for Court	MKH	1.00hrs
05/09/13	telephone calls with paralegal with Womble Carlye re retention applications and filing of Certificates of No Objection prior to hearing	MKH	0.20hrs
05/10/13	revise and prepare agenda for May 14, 2013 hearing for filing and efile same with Bankruptcy Court and update hearing binder relating to same	MKH	1.00hrs

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CoNexant Systems

RE: Bankruptcy

Through May 31, 2013

05/13/13	draft and prepare amended agenda for May 14, 2013 for filing and efile same with Bankruptcy Court	MKH	0.50hrs
05/29/13	draft agenda for June 4, 2013 hearing and prepare email attaching same to counsel for review	MKH	2.50hrs
05/29/13	compile/download documents needed for June 4, 2013 hearing and prepare hearing binder of same for counsel and Court	MKH	2.50hrs
05/31/13	draft and prepare amended agenda for June 4, 2013 hearing for filing and efile same with Bankruptcy Court	MKH	0.60hrs
05/31/13	compile documents needed for amended agenda for June 4, 2013 hearing and prepare hearing binder of same for Judge	MKH	0.50hrs
05/31/13	email exchange with co-counsel regarding hearing binders and agenda	MMM	0.20hrs
05/31/13	revise and finalize agenda for June 4, 2013 for filing and efile same with Bankruptcy Court	MKH	2.00hrs

TOTAL FEES.....	\$ 2,289.00
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**PO - Plan of Reorganization**

05/09/13	address plan supplement issues	MWY	0.30hrs
05/10/13	address plan supplement and timing	MWY	0.50hrs
05/13/13	work on plan supplement	MWY	4.70hrs
05/20/13	work on IRS potential objection and resolution	MWY	1.30hrs
05/22/13	address IRS potential objection and resolution	MWY	0.70hrs
05/23/13	address IRS potential objection and resolution	MWY	0.80hrs
05/24/13	work on plan supplement	MWY	3.30hrs
05/30/13	address confirmation brief issues (.4)/respond to assumed contract issues (.5)	MWY	0.90hrs
05/30/13	review for filing the Declaration of Brad Daniel on Behalf of BMC Group, Inc., Regarding Solicitation	DEP	0.30hrs
05/31/13	work on confirmation brief and hearing issues	MWY	1.70hrs
05/31/13	review Debtors' Memorandum of Law In Support of an Order Confirming the Second Modified Joint Plan and attachments	DEP	2.50hrs

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RE: Bankruptcy

Through May 31, 2013

05/31/13	review objections of Objection of Dolby Laboratories, Rockwell and Oracle to Assumption/Cure	DEP	0.80hrs
TOTAL FEES.....			\$ 7,660.00

**RO - Retention of Others**

05/02/13	address ordinary course professional retentions	MWY	0.80hrs
05/03/13	address ordinary course professionals and conflict check procedures	MWY	1.20hrs
05/06/13	address ordinary course professional requests for conflicts and engagement issues	MWY	0.70hrs
05/07/13	respond to ordinary course professional inquires (.3)/address ordinary course professional tracking (.5)	MWY	0.80hrs
05/08/13	address ordinary course professional retentions and requests for information	MWY	0.80hrs
05/09/13	work on ordinary course professional retentions and preparation of distribution materials	MWY	3.20hrs
05/10/13	respond to ordinary course professional inquiries	MWY	0.60hrs
05/13/13	call with OCP's on retention issues (1.1)/address K&E fee application (.3)	MWY	1.40hrs
05/14/13	address OCP declaration filings and service (.5)/respond to OCP inquiries on retention (.7)/address A&M fee application (.4)	MWY	1.60hrs
05/15/13	address OCP declarations	MWY	0.40hrs
05/16/13	address OCP declarations and inquiries	MWY	0.80hrs
05/17/13	respond to Court inquiries re OCP process and filings	MWY	0.40hrs
05/21/13	work on ordinary course professional retentions	MWY	0.60hrs
05/30/13	respond to Citgo ordinary course retention questions	MWY	0.30hrs
05/31/13	respond to ordinary course professional inquiries	MWY	0.20hrs
TOTAL FEES.....			\$ 5,520.00

August 12, 2013

Bill Number: 300682

File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through June 6, 2013

**SUMMARY FOR THE ATTACHED DETAILED SHEETS**

G	General Case Administration	0.90hrs	\$ 162.00
H	Court Hearings	5.00hrs	2,750.00
PO	Plan of Reorganization	17.20hrs	8,525.00
RO	Retention of Others	1.50hrs	600.00
CURRENT BILL FEE AMOUNT		<hr/> 24.60hrs	\$ 12,037.00

August 12, 2013

Bill Number: 300682

File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through June 6, 2013

	<u>Total Hours</u>	<u>Hourly Rate</u>	<u>Amount</u>
<b><u>Partner</u></b>			
Morton R. Branzburg	3.40	\$ 650.00	\$ 2,210.00
Domenic E. Pacitti	10.30	550.00	5,665.00
<b><u>Of-Counsel</u></b>			
Michael W. Yurkewicz	10.00	400.00	4,000.00
<b><u>Paralegal</u></b>			
Melissa K. Hughes	0.90	180.00	162.00
TOTAL	<u>24.60</u>		<u>\$ 12,037.00</u>

August 12, 2013

Bill Number: 300682

File Number: 17061 - 0002

CoNexant Systems

RE: Bankruptcy

Through June 6, 2013

**G - General Case Administration**

06/06/13	review case docket re Kirkland & Ellis 1st Fee Application and objections to same and draft and efile Certificate of No Objection relating to same with Bankruptcy Court	MKH	0.50hrs
06/06/13	review and prepare Declaration of Disinterestedness of GT Societe d'Avocats for filing and efile same with Bankruptcy Court	MKH	0.20hrs
06/06/13	review and prepare Affidavit and Disclosure Statement of Mark Peterson, on Behalf of O'Melveny & Myers LLP for filing and efile same with Bankruptcy Court	MKH	0.20hrs
TOTAL FEES .....			\$ 162.00

**H - Court Hearings**

06/03/13	prepare materials for confirmation hearing (1.5) emails with K&E re: confirmation hearing (.5)	DEP	2.00hrs
06/04/13	meet with co-counsel and prepare for hearing	DEP	2.00hrs
06/04/13	attend omnibus and confirmation hearing	DEP	1.00hrs
TOTAL FEES .....			\$ 2,750.00

**PO - Plan of Reorganization**

06/03/13	review documents filed in connection with confirmation	MRB	0.80hrs
06/03/13	preparations for confirmation hearing	MWY	3.20hrs
06/04/13	review order and revise same for confirmation (1.0) prepare materials for hearing presentation on confirmation for K&E (1.0)	DEP	2.00hrs
06/04/13	meeting with clients/review confirmation materials	MRB	2.00hrs
06/04/13	preparations for and attend confirmation hearing	MWY	3.70hrs
06/04/13	meet with committee professionals re: form of order on confirmation	DEP	0.50hrs
06/04/13	emails with J. Sussburg re: changes to confirmation order and transaction structure issues	DEP	0.50hrs
06/05/13	review transcript re: confirmation hearing	MRB	0.40hrs
06/05/13	address confirmation order issues	MWY	1.20hrs
06/05/13	emails with J. Sussburg re: confirmation order issues (.5) emails with J. Pack re:	DEP	2.30hrs

August 12, 2013

Bill Number: 300682

File Number: 17061 - 0002

CoNexant Systems

RE: Bankruptcy

Through June 6, 2013

changes to confirmation order (.2) review revised confirmation order (.8); draft COC  
fro confirmation order (.5); emails with C. Greco and J. Pack re: order and related  
issues (.3)

06/06/13	review confirmation order	MRB	0.20hrs
06/06/13	address confirmation order	MWY	0.40hrs
TOTAL FEES .....			<u>\$ 8,525.00</u>

**RO - Retention of Others**

06/03/13	address Crudace retention as ordinary course professional	MWY	0.30hrs
06/04/13	address Citgo retention (.2), address Courdace retention (.3)	MWY	0.50hrs
06/05/13	respond to inquiries re: K&E and A&M payment procedures	MWY	0.20hrs
06/06/13	address OCP declarations and filing	MWY	0.50hrs
TOTAL FEES .....			<u>\$ 600.00</u>



# **EXHIBIT C**

April 25, 2013  
Bill Number: 295573  
File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through March 31, 2013

**DISBURSEMENT SCHEDULE**

Photocopying	\$ 854.60
Travel	90.00
Filing Fees	125.00
Special Copy	(435.00)
 TOTAL	<hr/> \$634.60

May 21, 2013  
Bill Number: 297025  
File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through April 30, 2013

**DISBURSEMENT SCHEDULE**

Photocopying	\$ 1,013.60
Travel	12.50
Filing Fees	25.00
Pacer	73.50
Conference Call Charges	52.43
 TOTAL	 <hr/> \$1,177.03

June 19, 2013  
Bill Number: 298183  
File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through May 31, 2013

**DISBURSEMENT SCHEDULE**

Photocopying	\$ 103.70
Express Delivery	5.00
Travel	12.50
Meals	284.00
Conference Call Charges	17.91
TOTAL	<hr/> \$423.11

August 12, 2013

Bill Number: 300682

File Number: 17061 – 0002

CoNexant Systems

RE: Bankruptcy

Through June 6, 2013

**DISBURSEMENT SCHEDULE**

Photocopying	\$ 218.80
Court Reporter Services	198.85
Special Copy	139.40
Miscellaneous - Specific Description	88.00
TOTAL	<hr/> \$645.05

8/12/2013

11:43 AM

Includes: Hard,Soft,Billed,Unbilled

Parameter Set: FEEAPP

KLEHR | HARRISON | HARVEY | BRANZBURG LLP

## Disbursement Subsidiary Report

Period: 180001 to 209913 Date: 1/1/1800 to 12/31/2099

Report: DISB02

Req'd By: SKUHN070

Currency: USD

Tran Date	Code	Description	Inv/Chk Req #	Disb ID	Reference	Bill Num	Bill Date	Base Amount	To Bill Amount	Billed Amount
Client: 17061 CoNexant Systems										
Matter: 0002 Bankruptcy										
3/1/2013	99	Miscellaneous - Specific	437314	1803580		300682	8/12/2013	\$48.00	\$48.00	\$48.00
3/8/2013	99	Miscellaneous - Specific	438644	1804612		300682	8/12/2013	\$40.00	\$40.00	\$40.00
3/11/2013	16	Special Copy	438988	1803583		300682	8/12/2013	\$139.40	\$139.40	\$139.40
3/17/2013	02	Photocopying		1804309		300682	8/12/2013	\$4.00	\$4.00	\$1.60
4/16/2013	11	Court Reporter Service:	WL040355	1821228		300682	8/12/2013	\$29.10	\$29.10	\$29.10
4/30/2013	11	Court Reporter Service:	WL040572	1821229		300682	8/12/2013	\$169.75	\$169.75	\$169.75
6/3/2013	02	Photocopying		1818845		300682	8/12/2013	\$165.60	\$165.60	\$165.60
6/3/2013	02	Photocopying		1818846		300682	8/12/2013	\$9.40	\$9.40	\$9.40
6/4/2013	02	Photocopying		1818846		300682	8/12/2013	\$20.00	\$20.00	\$20.00
6/6/2013	02	Photocopying		1818847		300682	8/12/2013	\$17.90	\$17.90	\$17.90
6/6/2013	02	Photocopying		1818848		300682	8/12/2013	\$4.30	\$4.30	\$4.30
6/7/2013	08	Travel	06/07/2013A	1818859				\$14.00	\$14.00	\$0.00
6/12/2013	22	Meals	06/12/2013	1821896				\$15.99	\$15.99	\$0.00
6/13/2013	02	Photocopying		1821618				\$0.10	\$0.10	\$0.00
6/18/2013	11	Court Reporter Service:	6/24/2013	1822925				\$30.00	\$30.00	\$0.00
6/26/2013	02	Photocopying		1823484				\$0.10	\$0.10	\$0.00
6/30/2013	23	Pacer		1829028				\$73.80	\$73.90	\$0.00
6/30/2013	23	Pacer		1829033				\$2.90	\$2.90	\$0.00
6/30/2013	23	Pacer		1829038				\$1.60	\$1.60	\$0.00
6/30/2013	23	Pacer		1829039				\$1.30	\$1.30	\$0.00
6/30/2013	23	Pacer		1829040				\$136.30	\$135.30	\$0.00
6/30/2013	23	Pacer		1829047				\$5.60	\$5.60	\$0.00
6/30/2013	23	Pacer		1829050				\$2.50	\$2.50	\$0.00
6/30/2013	23	Pacer		1829202				\$1.60	\$1.60	\$0.00
6/30/2013	23	Pacer		1829203				\$71.70	\$71.70	\$0.00
6/30/2013	23	Pacer		1829204				\$154.20	\$154.20	\$0.00
Matter Total: 0002								\$1,158.24	\$1,158.24	\$645.05
Client Total: 17061								\$1,158.24	\$1,158.24	\$645.05
Report Total:								\$1,158.24	\$1,158.24	\$645.05