

EXHIBIT C

(PROPOSED ORDER – CONEXANT INC.)

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

In re

CONEXANT INC.,

Reorganized Debtor.

Chapter 11

Case No. 13-10370 (MFW)

FINAL DECREE CLOSING THE CHAPTER 11 CASE

Upon consideration of the Motion of the Reorganized Debtors for Entry of Orders Issuing a Final Decree Closing Certain Chapter 11 Cases (the "Motion") filed by Conexant Systems, Inc., on behalf of itself and its affiliated debtors in the jointly administered case number 13-10367 (collectively, the "Reorganized Debtors"); and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of this chapter 11 case and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this matter is a core proceeding pursuant to 28 U.S.C. § 157(b); and this Court having determined that the relief requested in the Motion is in the best interests of the Reorganized Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor;

IT IS HEREBY ORDERED THAT:

1. The Motion is GRANTED.
2. This order constitutes a final decree in the chapter 11 case of the above-captioned Debtor, which shall be effective on the date of entry of the decree. The Clerk of the Court shall forthwith close this case.

3. All motions, contested matters, adversary proceedings, and claims (collectively, the “Matters”) that remain or become open or active will be administered under the case of Conexant Systems, Inc. (Case No. 13-10367) (MFW). The Matters shall be administered in the Remaining Case the same as if they were being administered in this case. Nothing in this Final Decree or the relief granted hereunder shall waive, limit, impair, enhance, or affect in any way the respective rights, claims, interests, objections, and defenses of the parties to the Matters, which shall all be preserved and may be asserted in the Remaining Case the same as if they had been asserted in this case.

4. The caption of the Remaining Case shall be changed to read as follows:

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

In re

CONEXANT SYSTEMS INC., *et al.*,¹

Reorganized Debtor.

Chapter 11

Case No. 13-10367 (MFW)

5. The Reorganized Debtors shall not be required to file further post-confirmation reports in the Closing Cases.

6. The entry of this final decree is without prejudice to the rights of any party in interest, including without limitation the Reorganized Debtors, to seek to reopen this case pursuant to section 350(b) of the Bankruptcy Code.

¹ The Reorganized Debtor in this case, along with the last four digits of the Reorganized Debtor’s federal tax identification number is Conexant Systems, Inc. (9439). The Reorganized Debtor’s main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660. The chapter 11 cases of the Reorganized Debtor’s affiliated debtors have been closed.

7. The Reorganized Debtors shall complete all remaining quarterly reports and pay all quarterly fees due and owing in the Closing Cases within 30 days of entry of this Order.

Date: _____
Wilmington, DE

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE