

EXHIBIT B

Proposed Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

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

**ORDER SUSTAINING LIQUIDATING TRUSTEE'S
OBJECTION TO CLAIM NO. 141 FILED BY JONATHON YOUNG LI**

Upon consideration of the *Liquidating Trustee's Objection to Claim No. 141 Filed by Jonathon Young Li* (the "Objection");² dated October 16, 2013; and it appearing that notice of the Objection was good and sufficient under the particular circumstances and that no other or further notice need be given; and the Court having considered the Objection, the Mastil Declaration in support of the Objection, and any responses to the Objection; and upon the record herein; and after due deliberation thereon; and good and sufficient cause appearing therefor; it is hereby

FOUND AND DETERMINED THAT

1. This Court has jurisdiction of this proceeding to determine the Objection pursuant to 28 U.S.C. § 1334, and the proceeding is a core proceeding under 28 U.S.C. § 157(b)(2); and

¹ The Debtors in these cases, together with the four digits of each Debtors' federal taxpayer identification number, are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); and Conexant Systems Worldwide, Inc. (0601).

² Unless otherwise defined herein, capitalized terms used herein shall have the meanings ascribed to them in the Objection and, if not defined therein, the Plan.

2. Mr. Li was properly and timely served with a copy of the Notice of the Objection, the Objection, the accompanying exhibits including the form of this Order, and the Mastil Declaration; and

3. Any entity known to have an interest in Claim No. 141 has been afforded reasonable opportunity to respond to, or be heard regarding, the relief requested in the Objection; and

4. The relief requested in the Objection is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and

IT IS THEREFORE:

ORDERED, that the Objection is SUSTAINED; and it is further

ORDERED, that Claim No. 141 is hereby disallowed in its entirety; and it is further

ORDERED, that the Liquidating Trustee may direct the Notice, Claims, and Balloting Agent to amend the Claims Register to reflect the Disallowance of Claim No. 141, and the Claims Register shall be so amended; and it is further

ORDERED that the Liquidating Trustee's rights and the rights of any other parties permitted under the Plan to object to Claim No. 141 or any other claims (filed or not) which may be asserted against the Debtors on any other grounds are preserved. Additionally, should one or more of the grounds of objection stated in the Objection be overruled, the Liquidating Trustee's rights to object on other stated grounds or on any other grounds that the Liquidating Trustee discovers during the pendency of these cases are further preserved; and it is further

ORDERED, that, without limiting the generality of the foregoing, the Liquidating Trustee's rights and the rights of other parties permitted to object to Claim No. 141

(i) pursuant to section 502(d) of the Bankruptcy Code and (ii) on the basis that Claim No. 141 was filed against the wrong Debtor are preserved; and it is further

ORDERED, that this Court shall retain jurisdiction over any matters related to or arising from the Objection or the implementation of this Order.

Dated: _____, 2013
Wilmington, Delaware

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE