EXHIBIT 2

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
CONEXANT SYSTEMS, INC., *et al.*,[1]	)	Case No. 13-10367 (MFW) (Jointly Administered)
Reorganized Debtors.	)	**Re: Docket Entry No. 383, 402 and ___**

ORDER SUSTAINING LIQUIDATING TRUSTEE'S SECOND OMNIBUS (SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY CLAIMS

Upon consideration of the *Liquidating Trustee's Second Omnibus (Substantive) Objection to Certain No Liability Claims* (the "Second Trust Omnibus Objection");[2] dated October 16, 2013; and it appearing that notice of the Second Trust Omnibus 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 Second Trust Omnibus Objection, the claims identified on Exhibit A attached thereto, the Mastil Declaration in support of the Second Trust Omnibus Objection, and any responses to the Second Trust Omnibus 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 The Debtors in these cases, together with the last 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 Second Trust Omnibus Objection and, if not defined therein, the Plan.

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

2. The Liquidating Trustee has complied with the requirements of Local Bankruptcy Rule 3007-1; and

3. Each holder of a claim (as to each, a "Claim") ~~identified on Exhibit A attached hereto~~subject to the Second Trust Omnibus Objection was properly and timely served with a copy of the Notice of the Second Trust Omnibus Objection, the Second Trust Omnibus Objection, the accompanying exhibits including the form of this Order, and the Mastil Declaration in Support of the Second Trust Omnibus Objection; and

4. Any entity known to have an interest in the Claims subject to the Second Trust Omnibus Objection has been afforded reasonable opportunity to respond to, or be heard regarding, the relief requested in the Second Trust Omnibus Objection; and

5. The relief requested in the Second Trust Omnibus Objection, to the extent granted below, is in the best interests of the Debtors, their estates, their creditors, and other parties in interest; and

IT IS THEREFORE:

ORDERED, that the Second Trust Omnibus Objection is SUSTAINED in part, as set forth herein; and it is further

ORDERED, that, with the exception of Claim Nos. 49, 78 and 79, the No Liability Claims identified on the attached Exhibit A are hereby disallowed in their entirety; and it is further

ORDERED, that Claim No. 49 of Meyer Properties is hereby reduced and allowed in the amount of $13,219.64; and it is further

ORDERED, that the hearing on the Second Trust Omnibus Objection with respect to Claim Nos. 78 and 79 of Xin Fan will be continued until January 9, 2014 at 11:30 a.m. (Eastern) at which time the Court will hold an evidentiary hearing with respect to those two claims; 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 the No Liability Claims and the reduction and allowance of Claim No. 49, 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 any of the Claims 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 Second Trust Omnibus 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 any of the Claims (i) pursuant to section 502(d) of the Bankruptcy Code and (ii) on the basis that such Claim 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 Second Trust Omnibus Objection or the implementation of this Order; and it is further

ORDERED, that each Claim and the objections by the Liquidating Trustee to such Claim, as set forth on Exhibit A hereto, constitutes a separate contested matter as contemplated by Bankruptcy Rule 9014 and Local Bankruptcy Rule 3007-1. This Order shall be deemed a separate Order with respect to each Claim. Any stay of this Order pending appeal by any claimants whose Claims are subject to this Order shall only apply to the contested matter which involves such claimant and shall not act to stay the applicability and/or finality of this Order with respect to the other contested matters identified in the Second Trust Omnibus Objection or this Order.

Dated: _____, 2013
Wilmington, Delaware

_____
THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Disallowed No Liability Claims

Name of Claimant	Disallowed No Liability Claims
~~Fan, Xin~~	~~78~~
~~Fan, Xin~~	~~79~~
~~Meyer Properties~~	~~49~~
Pacific Club	137

Summary Report: **Litéra® Change-Pro TDC 7.0.0.365 Document Comparison done on 11/21/2013 10:47:07 AM**	
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Modified DMS: iw://WORKSITEDMS/Womble/31443309/4	
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~~Delete~~	3
~~Move From~~	0
Move To	0
Table Insert	0
~~Table Delete~~	3
Embedded Graphics (Visio, ChemDraw, Images etc.)	0
Embedded Excel	0
Format Changes	0
Total Changes:	17