

**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.)	Hearing Date: January 9, 2013 at 11:30 am (EST).
)	Objection Deadline: January 2, 2014 at 4:00 pm (EST)

NOTICE OF MOTION AND HEARING

PLEASE TAKE NOTICE that on December 18, 2013, the Trustee of the Conexant Liquidating Trust filed the *Motion of Liquidating Trustee For Order Extending Deadline to Object to General Unsecured Claims to May 8, 2014* (the "Motion") with the United States Bankruptcy Court for the District of Delaware.

PLEASE TAKE FURTHER NOTICE that any responses or objections to the Motion must be in writing, filed with the Clerk of the Bankruptcy Court, 824 Market Street, 3rd Floor, Wilmington, Delaware 19801, and served upon and received by the undersigned counsel on or before **January 2, 2014 at 4:00 p.m. (Eastern Standard Time)**.

PLEASE TAKE FURTHER NOTICE that if any objections or responses are received, a hearing with respect to the Motion will be held on **January 9, 2014 at 11:30 a.m. (Eastern Standard Time)** before the Honorable Mary F. Walrath, United States Bankruptcy Judge, at the United States Bankruptcy Court for the District of Delaware, 824 Market Street, 5th Floor, Courtroom 4, Wilmington, Delaware 19801.

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). The Debtors' main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

IF NO OBJECTIONS TO THE MOTION ARE TIMELY FILED, SERVED AND RECEIVED IN ACCORDANCE WITH THIS NOTICE, THE BANKRUPTCY COURT MAY GRANT THE RELIEF REQUESTED IN THE MOTION WITHOUT FURTHER NOTICE OR HEARING.

Dated: December 18, 2013

**WOMBLE CARLYLE SANDRIDGE
& RICE, LLP**

/s/ Kevin J. Mangan

Kevin J. Mangan (DE Bar No. 3810)
Matthew P. Ward (DE Bar No. 4471)
222 Delaware Avenue, Ste. 1501
Wilmington, DE 19801
Telephone: (302) 252-4320
Facsimile: (302) 661-7738
E-mail: kmangan@wcsr.com
E-mail: maward@wcsr.com

KELLEY DRYE & WARREN LLP

James S. Carr
Craig A. Wolfe
101 Park Avenue
New York, New York 10178
Telephone: (212) 808-7800
Facsimile: (212) 808-7897
E-mail: jcarr@kelleydrye.com
E-mail: cwolfe@kelleydrye.com

*Counsel for the Liquidating Trustee of the Conexant
Liquidating Trust*

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

<p>In re:</p> <p>CONEXANT SYSTEMS, INC., <i>et al.</i>,¹</p> <p style="text-align: right;">Reorganized Debtors.</p>	<p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p> <p>)</p>	<p>Chapter 11</p> <p>Case No. 13-10367 (MFW) (Jointly Administered)</p> <p>Hearing Date: January 9, 2013 at 11:30 am (EST). Objection Deadline: January 2, 2014 at 4:00 pm (EST)</p>
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**MOTION OF LIQUIDATING TRUSTEE FOR ORDER EXTENDING DEADLINE
TO OBJECT TO GENERAL UNSECURED CLAIMS TO MAY 8, 2014**

The Trustee (the “Liquidating Trustee”) of the Conexant Liquidating Trust (the “Trust”) hereby submits this Motion (the “Motion”) for an order, substantially in the form of attached Exhibit A, extending the deadline to object to General Unsecured Claims for 120 days, from January 8, 2014 through and including May 8, 2014.² In support, the Liquidating Trustee respectfully states:

JURISDICTION AND VENUE

1. This Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334 and Article XI of the Plan. This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

2. The statutory and other bases for the relief requested herein are set forth in sections 105(a) and 502 of the Bankruptcy Code, Rule 9006 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Rules 9006-1 and 9006-2 of the Local Rules of Bankruptcy

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). The Debtors’ main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Plan (as defined below).

Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the “Local Rules”), sections I.A(18), VII.B, and VII.E of the Plan, and sections 3.2.26 and 3.6 of the Liquidating Trust Agreement.

BACKGROUND

A. Procedural Background

3. On February 28, 2013, (the “Petition Date”), Conexant Systems, Inc. and certain of its affiliates (collectively, the “Debtors”) commenced voluntary cases under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Delaware (the “Bankruptcy Court”). From and after the Petition Date, the Debtors continued to operate as debtors in possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

4. An order (the “Confirmation Order”) (Docket No. 287) confirming the *Second Modified Joint Plan of Reorganization of Conexant Systems, Inc. and its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code* (the “Plan”) (Docket No. 206) and approving the Liquidating Trust Agreement and Declaration of Trust (the “Liquidating Trust Agreement”) (Docket No. 241, Exh. K) was entered on June 6, 2013. The Plan became effective on July 12, 2013 (the “Effective Date”). (Docket No. 322).

5. The Plan and Confirmation Order provide for the establishment of the Trust as of the Effective Date. (Plan § IV.D(3); Confirmation Order ¶¶ 14-15, 26, 77, 82.) Accordingly, on July 12, 2013, the Debtors and the Liquidating Trustee entered into the Liquidating Trust Agreement. (Docket No. 287).

6. Under the Plan and Liquidating Trust Agreement, the Liquidating Trustee has the exclusive right to object on any ground to the allowance of any general unsecured claim filed against the Debtors’ estates and is entitled to assert all defenses of the Debtors and their

estates. (Plan § IV.D(3); Confirmation Order ¶¶ 113, 121; Liquidating Tr. Agmt. § 3.6.). Under Article VII.B of the Plan, the Liquidating Trustee is authorized to settle or compromise any disputed general unsecured claim without notice to or order or approval of the Bankruptcy Court.

7. In addition, the Liquidating Trustee is authorized under Article VII.B of the Plan to administer and adjust the Debtors' official register of claims (the "Claims Register") to reflect settlements and compromises of disputed general unsecured claims without notice to or order or approval of the Bankruptcy Court. Similarly, the Liquidating Trustee has the authority under Article VII.D of the Plan to adjust the Claims Register to reflect any general unsecured claim that has been paid or satisfied, amended or superseded, cancelled or otherwise expunged without having to file a claims objection and without notice to or order or approval of the Bankruptcy Court.

8. In recognition of the Liquidating Trustee's exclusive responsibility to administer General Unsecured Claims, the Liquidating Trustee is also authorized to seek extensions of the Claims Objection Deadline under the Plan with respect to General Unsecured Claims. (Liquidating Tr. Agmt. § 3.2.26.)

B. Claims Objection Deadline

9. The Plan provides that objections to claims must be filed before the Claims Objection Deadline and defines that deadline as "the *later* of (a) 180 days after the Effective Date or (b) *such other period of limitation as may be specifically fixed by an order of the Bankruptcy Court for objecting to certain Claims.*" (Plan §§ I.A(18), VII.E (emphasis added).)

10. Under this definition, the Claims Objection Deadline is presently January 8, 2014. In accordance with that definition's terms, the Liquidating Trustee seeks to extend the deadline for an additional 120 days, through and including May 8, 2014.

C. Claims Resolution Process

11. Since entering into the Liquidating Trust Agreement in July 2013, the Liquidating Trustee has worked diligently to reconcile General Unsecured Claims. The Claims Register in this case reflects that 168 general unsecured claims were filed against the Debtors. In addition, the Debtors scheduled 319 general unsecured claims.

12. In accordance with paragraphs 113 and 121 of the Confirmation Order and section 3.6 of the Liquidating Trust Agreement, the Liquidating Trustee has been and continues to review and reconcile the general unsecured claims, including scheduled claims and the proofs of claim filed in these cases. To that end, the Liquidating Trustee has obtained access pursuant to section 2.5 of the Liquidating Trust Agreement to the books and records maintained by the Debtors that reflect the Debtors' liabilities and the amounts owed to their creditors. The Liquidating Trustee has been and continues to review with Debtors' accounting department, the Debtors' books and records and the proofs of claim to determine which general unsecured claims are adequately supported and can be allowed and which general unsecured claims are not adequately supported and should be disputed.

13. As a result of the review to date, the Liquidating Trustee has filed three omnibus objections to roughly 30 claims totaling over \$1,388,243.85. The Liquidating Trustee additionally has filed an objection to an asserted \$87 million claim, whose face amount far exceeds that of any other single asserted General Unsecured Claim.

14. The Liquidating Trustee continues to work to resolve the remaining General Unsecured Claims but needs additional time to complete that task. The Liquidating Trustee has identified numerous claims for potential objection and is in the process of working with Debtors' accounting department to investigate their factual bases and researching their merits. Included among these claims are approximately 35 claims filed as contingent and unliquidated by 20 different claimants. The Liquidating Trustee has contacted these claimants to discuss reconciling and liquidating their claims, and for those who responded is attempting to resolve their claims or agree on a method for resolving at a later date. To the extent the Liquidating Trustee is unable to do so, it may need to object to the unliquidated claims.

15. As a result of the progress to date in reconciling claims, the Liquidating Trustee anticipates filing additional objections to claims to avoid unwarranted and improper recovery by claimants, including additional omnibus objections where there is a common basis for objection that can be addressed efficiently through an omnibus objection. In addition, the Liquidating Trustee anticipates updating and correcting the Claims Register in accordance with Article VII.D of the Plan to reflect claims that have been amended or superseded or that have been paid or satisfied in full or in part, including claims paid after the Petition Date, and, although excused from doing so by Article VII.D, out of an abundance of caution will continue to file notices with this Court of such corrections and serve the notices on the claimants affected by the corrections. If a claimant disputes the correction, the Liquidating Trustee may need to object to the claim.

RELIEF REQUESTED

16. The Liquidating Trustee respectfully requests entry of an order extending the Claims Objection Deadline for objections to General Unsecured Claims for a period of 120

days, from January 8, 2014 through and including May 8, 2014, without prejudice to the Liquidating Trustee's right to seek additional extensions of this deadline as appropriate.

BASIS FOR RELIEF

17. The relief requested is warranted under the Bankruptcy Code, Bankruptcy Rules, Local Rules, and Plan to protect the interests of creditors holding valid General Unsecured Claims and other parties in interest. Section 105 of the Bankruptcy Code provides that the "court may issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title," 11 U.S.C. § 105(a), and sections 502 and 503 of the Bankruptcy Code contemplate that Claims will be challenged when appropriate and, if necessary, estimated, *id.* §§ 502(b)-(c), 503.

18. Bankruptcy Rule 9006(b) also provides for extensions of time for cause. Fed. R. Bankr. P. 9006(b)(1) ("[W]hen an act is required or allowed to be done at or within a specified period by these rules or by a notice given thereunder or by order of court, the court for cause shown may at any time in its discretion . . . order the period enlarged if the request therefore is made before the expiration of the period originally prescribed or as extended by a previous order.").

19. The Plan contemplates extensions of the Claim Objection Deadline defining that term to mean "the *later* of (a) 180 days after the Effective Date or (b) *such other period of limitation as may be specifically fixed by an order of the Bankruptcy Court for objecting to certain claims.*" (Plan § I.A(18) (emphasis added).) Cause exists here to extend the deadline for objections to General Unsecured Claims for 120 days.

20. Extending the Claims Objection Deadline will allow for the fair and efficient administration of the Trust and is in the best interests of creditors holding General

Unsecured Claims. As discussed above, the Liquidating Trustee has been working diligently to review and reconcile the General Unsecured Claims scheduled and filed against the Debtors' estates and now being administered and treated by the Trust. Only approximately 135 such Claims remain unresolved at this point. To ensure the fair and proper administration of the Debtors' General Unsecured Claims, the Liquidating Trustee requires additional time to reconcile the remaining 135 Claims, and attempt to resolve them consensually and, when appropriate, file objections.

21. The requested extension of the Claim Objection Deadline will not prejudice any claimant or other party in interest and will benefit all creditors holding valid General Unsecured Claims. Extension of the deadline is not sought for purposes of delay but only to ensure that Claims can be challenged when appropriate and will not affect any substantive defenses of claimants to objections to their Claims.

22. Absent the extension, creditors may suffer unnecessary and unfair prejudice. Either the Liquidating Trustee will be precluded from challenging invalid Claims and from reducing the amount of overstated claims, or will be forced to lodge hastily prepared "protective" Claims objections to preserve the interest of the Trust and its claimant beneficiaries without the benefit of a full review and analysis by the Liquidating Trustee and its professionals.

23. The requested extension will not only allow the Liquidating Trustee to properly review and when appropriate challenge the remaining unresolved Claims, but will also conserve the limited resources of the Trust to the benefit of all claimants by allowing sufficient time to pursue settlement, and avoid the delay and expense of unnecessary objections and litigation.

RESERVATION OF RIGHTS

24. While the Liquidating Trustee will endeavor to resolve all of the remaining unresolved General Unsecured Claims within the time of the requested extension, the Liquidating Trustee reserves all of its rights to seek further extensions of the Claims Objection Deadline, as well as to object to and/or seek estimation of particular Claims.

NO PREVIOUS REQUESTS FOR RELIEF

25. This Motion is the Liquidating Trustee's first request for an extension of the Claims Objection Deadline.

NOTICE

26. Notice of this Motion has been provided to (i) the Office of the United States Trustee for the District of Delaware, and (ii) those parties that have requested notice pursuant to Bankruptcy Rule 2002. In light of the procedural nature of the post-confirmation relief requested herein, the Liquidating Trustee submits that such notice is sufficient under the circumstances and that no other or further notice is required.

CONCLUSION

WHEREFORE, the Liquidating Trustee respectfully requests that this Court enter an order, substantially in the form attached hereto as Exhibit A, (i) extending the Claims Objection Deadline for objections to General Unsecured Claims for 120 days, from January 8, 2014 through and including May 8, 2014, without prejudice to Liquidating Trustee's right to seek additional extensions of such deadline as appropriate; and (ii) granting such other and further relief as the Court may deem just and proper.

Dated: December 18, 2013

**WOMBLE CARLYLE SANDRIDGE
& RICE, LLP**

/s/ Kevin J. Mangan

Kevin J. Mangan (DE Bar No. 3810)
Matthew P. Ward (DE Bar No. 4471)
222 Delaware Avenue, Ste. 1501
Wilmington, DE 19801
Telephone: (302) 252-4320
Facsimile: (302) 661-7738
E-mail: kmangan@wcsr.com
E-mail: maward@wcsr.com

KELLEY DRYE & WARREN LLP

James S. Carr
Craig A. Wolfe
101 Park Avenue
New York, New York 10178
Telephone: (212) 808-7800
Facsimile: (212) 808-7897
E-mail: jcarr@kelleydrye.com
E-mail: cwolfe@kelleydrye.com

*Counsel for the Liquidating Trustee of the Conexant
Liquidating Trust*

EXHIBIT A

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

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

**ORDER EXTENDING DEADLINE TO OBJECT TO
GENERAL UNSECURED CLAIMS TO MAY 8, 2014**

Upon the motion² (the “Motion”) dated December 18, 2013 of the Liquidating Trustee for an order extending the deadline to object to General Unsecured Claims for 120 days, from January 8, 2014 through and including May 8, 2014; and the Court having jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and venue being proper before this Court; consideration of the Motion and the relief requested being a core proceeding pursuant to 28 U.S.C. § 157(b); due and proper notice of the Motion having been provided, and it appearing that no other or further notice need be provided; the Court having found and determined that the relief sought in the Motion is in the best interests of the Debtors’ estates, their creditors and all parties in interest, and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is hereby

ORDERED, that the Motion is granted; and it is further

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). The Debtors’ main corporate address is 4000 MacArthur Blvd., Newport Beach, California 92660.

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

ORDERED, that the Claims Objection Deadline for objections to General Unsecured Claims shall be, and hereby is, extended from January 8, 2014 through and including May 8, 2014; and it is further

ORDERED, that this Order is without prejudice to the Liquidating Trustee's right to seek further extensions of the Claims Objection Deadline for objections to General Unsecured Claims; and it is further

ORDERED, that the Court shall retain jurisdiction to construe and enforce this Order.

Dated: Wilmington, Delaware
_____, 2014

THE HONORABLE MARY F. WALRATH
UNITED STATES BANKRUPTCY JUDGE

WCSR 31580218v1