

**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)
)	
Debtors.)	Joint Administration Requested
)	
)	Related to Docket No. 10

**INTERIM ORDER (I) DETERMINING
ADEQUATE ASSURANCE OF PAYMENT FOR
FUTURE UTILITY SERVICES, (II) PROHIBITING
UTILITY PROVIDERS FROM ALTERING, REFUSING
OR DISCONTINUING UTILITY SERVICE AND (III) ESTABLISHING
ADEQUATE ASSURANCE PROCEDURES AND SETTING A FINAL HEARING**

Upon the motion (the “*Motion*”)² of the Debtors for entry of an interim order (this “*Order*”) pursuant to sections 105(a) and 366 of the Bankruptcy Code, Bankruptcy Rule 6003(b) and Rule 9013-1(m) of the Local Rules, (a) determining that the Utility Providers have been provided with adequate assurance of payment, (b) approving the Proposed Adequate Assurance, including the related Adequate Assurance Procedures, (c) prohibiting the Utility Providers from altering, refusing or discontinuing services on account of prepetition amounts outstanding or on account of any perceived inadequacy of the Debtors’ proposed adequate assurance pending entry of a Final Order, (d) determining that the Debtors are not required to provide any additional adequate assurance beyond what is proposed by the Motion and the Adequate Assurance

¹ 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); 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 set forth in the Motion.

Procedures attached hereto as **Exhibit 1** and (e) scheduling the Final Hearing, all as more fully described in the Motion; and the Court having jurisdiction to consider the Motion and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and a hearing having been held to consider the relief requested in the Motion (the “**Hearing**”); and upon consideration of the First Day 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 Motion 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 Motion establish just cause for the relief granted herein; and any objections to the requested relief having been withdrawn or overruled on the merits; and after due deliberation and sufficient cause appearing therefor, it is hereby ORDERED:

1. The Motion is granted on an interim basis to the extent provided herein.
2. The Debtors are authorized to deposit the Adequate Assurance Deposit, on or before the date that is 20 days after the Petition Date, in the amount of \$72,000 into the Utility Deposit Account.
3. The Adequate Assurance Deposit, together with the Debtors’ ability to pay for future utility services in the ordinary course of business, shall constitute adequate assurance of future payment as required by section 366(b) of the Bankruptcy Code, pending entry of the Final Order.

4. All Utility Providers are prohibited from altering, refusing or discontinuing service on account of any unpaid prepetition charges or the commencement of these chapter 11 cases, pending entry of a Final Order.

5. The Adequate Assurance Procedures attached hereto as **Exhibit 1** are hereby approved. All Utility Providers are prohibited from requiring additional adequate assurance of payment other than pursuant to the Adequate Assurance Procedures.

6. Any Utility Provider that desires to request additional or different adequate assurance of future payment (each, a “***Request***”) must do so in accordance with the Adequate Assurance Procedures.

7. All Utility Providers who do not file an objection or make a Request pursuant to the Adequate Assurance Procedures are deemed to consent to the Adequate Assurance Procedures and shall be bound by the Final Order.

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

9. The Debtors are authorized, in their discretion, to amend the Utility Service List, a copy of which is attached hereto as **Exhibit 2**, to add or delete any Utility Provider and the Debtors shall add to the Adequate Assurance Deposit an amount equal to two weeks of utility service for each subsequently-added Utility Provider as soon as practicable, subject to the prepetition secured lender’s consent. Any Utility Provider subsequently added to the Utility Service List shall be bound by the Adequate Assurance Procedures attached hereto as **Exhibit 1**.

10. The relief granted herein is for all Utility Providers providing utility services to the Debtors and is not limited to those parties or entities listed on the Utility Service List.

11. The Final Hearing Notice attached hereto as **Exhibit 3** is hereby approved. The Debtors shall serve a copy of the Motion, this Order and the Final Hearing Notice on each of the Utility Providers on the Utility Service List within three business days of entry of this Order.

12. The Debtors' service of the Motion upon the Utility Service List shall not constitute an admission or concession that such entities are a utility within the meaning of section 366 of the Bankruptcy Code, and the Debtors reserve all rights and defenses with respect thereto.

13. Notwithstanding anything to the contrary contained herein, any payment to be made, or authorization contained, hereunder shall be subject to the requirements imposed on the Debtors under any approved debtor-in-possession financing facility, or budget in connection therewith approved by this Court in these cases.

14. Notwithstanding the relief granted herein and any actions taken hereunder, nothing contained in this Order or any payment made pursuant to this Order shall constitute, nor is it intended to constitute, an admission as to the validity or priority of any claim against the Debtors, a waiver of the Debtors' rights to subsequently dispute such claim or the assumption or adoption of any agreement, contract or lease under section 365 of the Bankruptcy Code.

15. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

16. The requirements set forth in Bankruptcy Rule 6003(b) are satisfied by the contents of the Motion or are otherwise deemed waived.

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

18. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, this Order shall be immediately effective and enforceable upon its entry. The Final Hearing on the Motion shall be held on April 10, 2013 at 11:30 a.m./p.m. prevailing Eastern Time. Any objections or responses to entry of the proposed Final Order shall be filed **seven days before** the Final Hearing and served on the following parties: (a) the Debtors, 4000 MacArthur Blvd., Newport Beach, California 92660, Attn: Dennis Gallagher, Esq.; (b) proposed counsel for the Debtors, Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Joshua A. Sussberg, Esq.; (c) proposed co-counsel for the Debtors, Klehr Harrison Harvey Branzburg LLP, 919 N. Market Street, Suite 1000, Wilmington, Delaware 19801, Attn: Domenic E. Pacitti, Esq.; (d) counsel to the senior secured noteholders, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, New York 10036, Attn: Michael S. Stamer, Esq.; (e) counsel to Golden Gate Private Equity, Inc., DLA Piper, 203 North LaSalle Street, Suite 1900, Chicago, Illinois 60601, Attn: Chris L. Dickerson, Esq.; (f) counsel to August Capital, Cooley LLP, 101 California Street, 5th Floor, San Francisco, California 94111-5800, Attn: Robert L. Eisenbach III, Esq.; (g) counsel to any statutory committee appointed in these chapter 11 cases; and (h) the office of the United States Trustee for the District of Delaware, Caleb Boggs Federal Building, 844 King Street, Suite 2207, Lockbox 35, Wilmington, Delaware 19801, Attn: Tiiara Patton, Esq. In the event no objections to entry of the Final Order are timely received, the Court may enter the Final Order without need for the Final Hearing.

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

Date: March, 2013
Wilmington, Delaware


United States Bankruptcy Judge