

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

)	Chapter 11
In re:)	
CONEXANT SYSTEMS, INC., <i>et al.</i> , ¹)	Case No. 13-10367 (MFW)
)	(Jointly Administered)
)	
Reorganized Debtors.)	Hearing Date: February 26, 2014 at 11:30 a.m. (ET)
)	Objection Deadline: February 19, 2014 at 4:00 p.m. (ET)

DECLARATION OF STANLEY W. MASTIL IN SUPPORT OF LIQUIDATING TRUSTEE’S FOURTH OMNIBUS (SUBSTANTIVE) OBJECTION TO CERTAIN NO LIABILITY CLAIMS (UNLIQUIDATED ASSUMED CONTRACT CLAIMS)

I, Stanley W. Mastil, hereby declare under penalty of perjury:

1. I am a director at Gavin/Solmonese LLC, which was the financial advisor to the Official Committee of Unsecured Creditors (the “Committee”) of Conexant Systems, Inc., et al. (the “Debtors”). In that capacity, I became familiar with the Debtors’ day-to-day operations, and business and financial affairs dating back to the appointment of the Committee, at which point Gavin/Solmonese was retained as financial advisor to the Committee.

2. Following the effective date of the Debtors’ plan of reorganization, I have been responsible for overseeing the process of reviewing and reconciling claims against the Debtors’ estates. I have been retained by the Conexant Liquidating Trust to continue to assist with this process, and I assisted in the preparation of the Liquidating Trustee’s Fourth Omnibus (Substantive) Objection to Certain No Liability Claims (Unliquidated Assumed Contract Claims) (the “Fourth Trust Omnibus Objection”). I am also familiar with and have reviewed the official register of claims (the “Claims Register”) maintained in these cases by Debtors’ notice and

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.

claims agent, BMC Group, Inc., pursuant to order of this Court. I have also reviewed the Debtors' books and records with members of the Debtors' Accounting Department. Finally, I have reviewed Exhibit D, List of Assumed Executory Contracts and Unexpired Leases (the "Assumed Contract List"), and Exhibit F, List of Rejected Executory Contracts and Unexpired Leases, to the Debtors' First Supplement to the Plan Supplement to the Second Modified Joint Plan of Reorganization of Conexant Systems, Inc and Its Debtor Affiliates Pursuant to Chapter 11 of the Bankruptcy Code (Docket No. 262), and the Debtors' Affidavit/Declaration of Mailing (the "Declaration of Mailing of Assumption Notice") re: 1. Notice of (A) Executory Contracts and Unexpired Leases to be Assumed by the Debtors Pursuant to the Plan; (B) Cure Amounts, if any; and (c) Related Procedures in Connection Therewith and 2. Notice Regarding Rejection of Executory Contracts and Unexpired Leases (the "Assumption Notice") (Docket No. 279).

3. I submit this declaration in support of the Fourth Trust Omnibus Objection, and state that the information contained in this declaration and in Exhibits B and C to the Fourth Omnibus Trust Declaration ("Exhibit B" and "Exhibit C", respectively) is true and correct to the best of my knowledge and belief.

4. I have reviewed the proofs of claim (the "Claims") listed on Exhibits B and C to the Fourth Trust Omnibus Objection, including all documentation attached to the underlying proofs of claims, and, working with members of the Debtors' Accounting and Legal Departments, have made reasonable efforts to research the Claims in the Debtors' books and records.


5. Each of the claimants holding the Claims is listed in the Assumed Contract List.

6. According to the Declaration of Mailing of Assumption Notice, each of the claimants holding the Claims was served with an Assumption Notice.

7. Based on my research and review of the underlying proofs of claim, the Debtors' books and records, Assumption Notice, and Declaration of Mailing of Assumption Notice, I have concluded to the best of my knowledge and belief that the insurance policies, executory contracts, and unexpired leases underlying the Claims are listed on the Assumed Contract List and have been assumed by the Debtors.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct to the best of my knowledge.

Dated: January 22, 2014



Stanley W. Mastil