

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

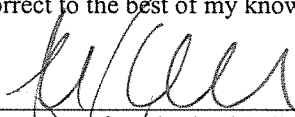
In re: CONEXANT SYSTEMS, INC., et al.,¹

Case No. 13-10367 (MFW)
Reporting Period: 12-28-13 to 3-28-14

QUARTERLY SUMMARY REPORT

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	QSR-1	Yes	
Balance Sheet	QSR-2	Yes	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the documents attached are true and correct to the best of my knowledge and belief.



Signature of Authorized Individual*

4-16-14

Date

SAN JOHANNESSEN

Printed Name of Authorized Individual

CFO

Title of Authorized Individual

*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

¹ The Debtor in this chapter 11 case, along with the last four digits of the Debtor's federal taxpayer-identification number, is: Conexant Systems, Inc. (9439). The Debtors' main corporate address is 1901 Main Street, Suite 300, Irvine, California 92614.

GENERAL NOTES AND DISCLAIMER

The financial statements and supplemental information contained herein are unaudited, preliminary, and may not comply with generally accepted accounting principles (“GAAP”) in all material respects. Various estimates, assumptions, adjustments and allocations were required to derive the financial statements and supplemental information herein; actual results may be different than estimates. In addition, the financial statements and supplemental information contained herein is provided to fulfill the requirements of the Office of the United States Trustee and have been derived from the books and records of the Debtor.

The results of operations contained herein are not necessarily indicative of results that are expected from any other period or for the full year and are not reflective of the results of operations, financial position, and cash flow of the Debtor in the future.

Conexant Systems, Inc., et al December 28, 2013 - March 28, 2014 Quarterly Operating Report -- UNAUDITED QSR												Case No. 13-10367 (MFW)
Account	Conexant Systems, Inc.											
	Concentration SVB	Payroll Disb SVB	AP Disb SVB	Benefit SVB	FSA SVB	Sys Inc. Sweep SVB	Uncld Chks SVB	Comerica	Wells	Utility Deposit SVB	US Bank	Conexant Systems, Inc. Total
Bank	XXXX62778 039-10182	XXXX691386 039-10184	XXXX691340 039-10185	XXXX691355 039-10186	XXXX691374 039-10187	XXXX691416 039-10183	XXXX267196 039-10188 & 89	039-10117	039-10844	XXXX957463 039-10920	XXXX6703 039-10151	
Bank Account												
GL Account												
Opening Balance - 12/28/2013	\$100,001	\$3,273	\$3,854	\$5,000	\$47,454	\$2,693,896	(415,202)	\$0	\$5,206	13,000,000	349,537	\$15,793,018
Receipts												
Net collections	899,693	-	-	-	-	-	-	-	-	-	-	\$899,693
Lease remittance	-	-	-	-	-	-	-	-	-	-	-	-
Bank credit	-	-	-	-	-	-	-	-	-	-	-	-
Deposit	-	-	-	-	-	-	-	-	-	-	-	-
Interest	-	-	-	-	-	-	-	-	-	2,957	-	2,957
Term Loan Draw	-	-	-	-	-	-	-	-	-	-	-	-
Total Receipts	899,693	-	-	-	-	-	-	-	-	2,957	-	\$902,650
Transfers												
Sweeps/transfers	(177,670,410)	2,848,406	2,285,861	67,861	66,868	1,156,179	-	816,732	-	2,000,000	-	(168,428,502)
Utility deposits	-	-	-	-	-	-	-	-	-	-	-	-
Euro sweeps	195,937,506	-	-	-	-	-	-	-	-	-	-	195,937,506
Foreign entity transfers	-	-	-	-	-	-	-	-	-	-	-	-
Reclassified to MMA letters of credit	-	-	-	-	-	-	-	-	-	-	-	-
Reclassified to US Bank LOCs	-	-	-	-	-	-	-	-	-	-	-	-
Total Transfers	18,267,096	2,848,406	2,285,861	67,861	66,868	1,156,179	-	816,732	-	2,000,000	-	27,509,004
Disbursements												
Customer rebates	-	-	-	-	-	-	-	-	-	-	-	-
Inventory and R&D project expenses	-	-	-	-	-	-	-	-	-	-	-	-
Payroll	-	-	-	-	-	-	-	-	-	-	-	-
Facilities	-	-	-	-	-	-	-	-	-	-	-	-
Software	-	-	-	-	-	-	-	-	-	-	-	-
Legal expenses	-	-	-	-	-	-	-	-	-	-	-	-
Total Expenses	(19,166,789)	(2,840,876)	(2,285,891)	(67,861)	(65,352)	-	206,360	-	(2,246)	-	(98)	(24,222,757)
Total Disbursements	(19,166,789)	(2,840,876)	(2,285,891)	(67,861)	(65,352)	-	206,360	-	(2,246)	-	(98)	(24,222,757)
Outstanding Checks												
Uncleared payroll checks	-	-	-	-	-	-	-	-	-	-	-	-
Other outstanding checks	-	-	-	-	-	-	-	-	-	-	-	-
Total Outstanding Checks	-	-	-	-	-	-	-	-	-	-	-	-
Net Cash Flow	(0)	7,527	(30)	-	1,516	1,156,179	206,360	816,732	(2,246)	2,002,957	(98)	4,188,897
Cash - End of Month	100,000	10,800	3,824	5,000	48,969	3,850,075	(208,842)	816,732	2,959	15,002,957	349,439	19,981,915
GL Balance - 03/28/2014	100,000	10,800	3,824	5,000	48,969	3,850,075	(208,842)	816,732	2,959	15,002,957	349,432	19,981,908
Total Cash & Cash Equivalents												19,981,915

Conexant Systems, Inc., et al
 March 28, 2014 Quarterly Summary Report -- UNAUDITED
 QSR-2 Balance Sheet as of 3/28/14

Case No. 13-10367 (MFW)

	Conexant Systems, Inc.	
	3/28/14	6/4/13
Assets:		
Cash and cash equivalents	19,981,915	15,114,766
Restricted cash	554,782	-
Gross receivables	10,407,391	18,199,816
Trade allowances	(2,455,217)	(2,747,529)
Net inventories	9,641,467	6,467,388
Other current assets	7,174,025	9,499,848
Net PP&E	3,919,923	5,198,988
Goodwill	169,466	191,532,691
Intangible assets	54,278,480	36,561,615
Other long term assets	4,313,288	9,920,216
Total assets	107,985,520	289,747,799
Liabilities not subject to compromise (Post-petition):		
Current portion of long term debt	30,102	15,000,000
Accounts payable	7,021,034	7,832,924
AP trade unaudited invoices	-	6,903,308
Accrued compensation and benefits	3,216,049	1,672,579
Other current liabilities	4,697,903	3,082,188
Inter company obligations	190,018,942	2,155,367
Long term debt	15,075,253	-
Other long term liabilities	19,218,417	-
Total post-petition liabilities	239,277,698	36,646,365
Liabilities subject to compromise (Pre-petition):		
Accounts payable	-	3,123,439
Accrued compensation and benefits	-	1,369,752
Customer price adjustments (CPA's)	-	4,616,411
Rejected leases	-	25,249,766
Germany claims	-	2,937,789
UK claims	-	4,647,801
Unsecured debt	-	194,523,301
Other liabilities	-	225,350,288
Total pre-petition liabilities	-	461,818,546
Total liabilities	239,277,698	498,464,910
Shareholders' deficit:		
Common stock	10,000	1,000,000
Additional paid in capital	95,139,999	202,864,628
Retained deficit	(212,515,661)	(396,872,723)
Accumulated other loss	(13,926,517)	(15,709,016)
Total shareholders' deficit	(131,292,179)	(208,717,111)
Total liabilities and shareholders' deficit	107,985,520	289,747,799