

**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: center;">Reorganized Debtors.</p>	<p>Chapter 11</p> <p>Case No. 13-10367 (MFW)</p> <p>(Jointly Administered)</p>
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FINAL REPORT OF THE REORGANIZED DEBTORS IN CHAPTER 11 CASES

The following is a breakdown of the fees and expenses allowed and paid in the above-captioned jointly administered cases:

TYPE OF PAYMENT ²	AMOUNT OF PAYMENT
Attorney's Fees and Expenses for the Debtors-in-Possession	
Kirkland & Ellis LLP	Fees: \$1,435,115.00 Expenses: \$65,991.94 Total: \$1,501,106.94
Klehr Harrison Harvey Branzburg LLP	Fees: \$182,040.50 Expenses: \$2,879.79 Total: \$184,920.29

¹ The Debtors in these cases (the "Debtors"), along with the last four digits of each Debtor's federal tax identification number are: Conexant Systems, Inc. (9439); Conexant CF, LLC (6434); Brooktree Broadband Holding, Inc. (5436); Conexant, Inc. (8218); Conexant Systems Worldwide, Inc. (0601). The Debtors' main corporate address is 1901 Main Street, Suite 300, Irvine, CA 92614. The chapter 11 cases of Conexant Systems Inc.'s affiliated debtors have been closed.

² These amounts reflected for the fees and expenses of professionals are as approved in the Omnibus Order Awarding Final Allowance of Compensation for Services Rendered and Reimbursement of Expenses (Docket No. 374).

Financial Advisor's Fees and Expenses for the Debtors-in-Possession	
Alvarez & Marsal North America LLC	Fees: \$1,323,576.50 Expenses: \$53,517.03 Total: \$1,377,093.53
Attorney's Fees and Expenses for the Official Committee of Unsecured Creditors	
Kelley Drye & Warren LLP	Fees: \$506,714.50 Expenses: \$7,189.89 Total: \$513,904.39
Womble Carlyle Sandridge & Rice LLP	Fees: \$48,317.50 Expenses: \$1,240.40 Total: \$49,557.90
Financial Advisor's Fees and Expenses for the Official Committee of Unsecured Creditors	
Gavin/Solmonese LLC	Fees: \$157,992.50 Expenses: \$1,211.51 Total: \$159,204.01
United States Trustee's Fees	\$152,100.00
TOTAL	\$3,937,887.06

1. On February 28, 2013, each of the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code.

2. On April 19, 2013, the Debtors filed 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. 206) (the “**Second Modified Plan**”)³.

3. On May 13, 2013, the Debtors filed 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* (the “**Plan Supplement**”) (Docket No. 241). Attached at Exhibit K to the Plan Supplement was the Trust Agreement pursuant to which a Liquidating Trustee would administer a liquidating trust (the “**Liquidating Trust**”) for the benefit of Allowed General Unsecured Claims (other than the Secured Notes Deficiency Claim).

4. On June 6, 2013, the Court entered its *Findings of Facts, Conclusions of Law, and Order Confirming 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. 287).

5. The Second Modified Plan’s Effective Date occurred on July 12, 2013 (Docket No. 322). Since that time, the Liquidating Trustee has administered the Liquidating Trust pursuant to the Trust Agreement.⁴

6. On October 2, 2013, the above-captioned Reorganized Debtors (the “**Reorganized Debtors**”) filed the *Motion of the Reorganized Debtors for Entry of Orders Issuing a Final Decree Closing Certain Chapter 11 Cases and Granting Related Relief* (the “**Non-Main Cases Closure Motion**”) (Docket No. 37), seeking the entry of final decrees

3 Capitalized terms used herein but not otherwise defined shall have the meanings ascribed to them in the Second Modified Plan.

4 The Liquidating Trustee will file a separate Final Report with respect to its administration of the Liquidating Trust as approved in the Confirmation Order (Docket No. 287).

closing the chapter 11 cases of Conexant CF, LLC, Brooktree Broadband Holding, Inc., Conexant, Inc. and Conexant Systems Worldwide, Inc. (the “**Non-Main Case Debtors**”).

7. On October 22, 2013, the Court entered Final Decrees (the “**Final Decrees**”) in each of the chapter 11 cases of the Non-Main Case Debtors, leaving open only the chapter 11 case of Conexant Systems, Inc. (the “**Reorganized Debtor**”) for continued administration.

8. By the Final Decrees, the Court waived the requirement of filing a Final Report in connection with the closing of the Non-Main Case Debtors. All amounts set forth in this Final Report include amounts paid in the cases of such Non-Main Case Debtors, as well as the case of Conexant Systems, Inc.

9. On November 26, 2014, the Reorganized Debtors filed the *Motion of the Reorganized Debtors for Entry of an Order Issuing a Final Decree Closing Chapter 11 Case and Granting Related Relief* (the “**Motion to Close**”) (Docket No. 527). The Court is scheduled to hear the Motion to Close (the “**Hearing**”) on December 19, 2014 at 9:30 a.m. (Eastern) (the “**Closing Date**”).

10. The Reorganized Debtors have paid all required fees due under 28 U.S.C. § 1930 for periods through October 3, 2014. By the Motion to Close, the Reorganized Debtor has represented that if the Court enters the Final Decree and Order closing this case, the Reorganized Debtor will report and pay to the U.S. Trustee, on or before January 31, 2015, any additional required fees due (or that would come due) under 28 U.S.C. § 1930 for the period of October 4, 2014 through the Closing Date.

11. All matters to be completed upon the Effective Date of the Plan (the “**Effective Date**”) have been fulfilled or completed.

12. There are no pending adversary proceedings or contested matters in this case which would affect the substantial consummation of this case.

13. The Reorganized Debtors have assumed management and operation of the reorganized business addressed in the Plan and all property transfers contemplated by the Plan have been made in accordance with the terms of the Plan.

14. The treatment afforded to the Debtors' various classes of creditors under the terms of the Plan is set forth below:

Class	Claims/Interest	Status	Treatment/Projected Recovery⁵
1	Priority Non-Tax Claims	Unimpaired	100%
2	Other Secured Claims	Unimpaired	100%
3	Secured Notes Claims	Impaired	Pro rata distribution of the New Notes plus 100% of New Common Stock
4	General Unsecured Claims	Impaired	Pro rata distributions of General Unsecured Claims Recovery Pool
5	Intercompany Claims	Unimpaired	Intercompany Claims will be paid, adjusted, reinstated in full or in part, or cancelled or discharged in full or in part
6	Intercompany Interests	Unimpaired	Intercompany Interests will be adjusted or reinstated in full or in part, or cancelled or discharged in full or in part
7	Interests in Conexant	Impaired	No distribution

15. The distributions that were authorized to be made on or after the Effective Date under the Plan have since been made, or otherwise will be made by the Liquidating Trustee.

⁵ The information in this table is intended only as a summary description of the treatment of claims and interests as required by the Plan. Any conflict between this summary and the Plan itself should not be construed in any way to modify the terms of the Plan. Parties are referred to the Plan itself for detailed descriptions of the Distributions thereunder. Any capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan.

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

A handwritten signature in black ink, appearing to read 'Jan Johannessen', written over a horizontal line.

Jan Johannessen, Chief Financial Officer
Conexant Systems, Inc.