IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
CONEXANT SYSTEMS, INC., *et al.*,[1]	)	Case No. 13-10367 (MFW)
	)	Jointly Administered
Debtors.	)	**Hearing Date: April 10, 2013 at 11:30 a.m. (ET)**
	)	**Objection Deadline: April 3, 2013 at 4:00 p.m. (ET)**

DEBTORS' APPLICATION FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KLEHR HARRISON HARVEY BRANZBURG LLP AS CO-COUNSEL TO THE DEBTORS *NUNC PRO TUNC* TO THE PETITION DATE

Conexant Systems, Inc. and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the "***Debtors***"),[2] respectfully represent:

Jurisdiction

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).

2. Venue in this Court is proper pursuant to 28 U.S.C. §§ 1408 and 1409.

3. The bases for the relief requested herein are sections 327(a) and 330 of the Bankruptcy Code, Rules 2014(a) and 2016 of the Federal Rules of Bankruptcy Procedure (the

[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] A detailed description of the Debtors and their businesses, and the facts and circumstances supporting this motion and the Debtors' chapter 11 cases, are set forth in greater detail in the Declaration of Sailesh Chittipeddi in Support of First Day Pleadings (the "***First Day Declaration***"), filed contemporaneously with the Debtors' voluntary petitions for relief filed under chapter 11 of title 11 of the United States Code (the "***Bankruptcy Code***"), on February 28, 2013 (the "***Petition Date***").

"***Bankruptcy Rules***") and Rules 2014-1 and 2016-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of Delaware (the "***Local Rules***").

Relief Requested

4. By this application (the "***Application***"), the Debtors request entry of an order, substantially in the form attached here to as **Exhibit A**, (a) authorizing the employment and retention of Klehr Harrison Harvey Branzburg LLP ("***Klehr Harrison***") as the Debtors' co-counsel in these chapter 11 cases, *nunc pro tunc* to the Petition Date, in accordance with the terms and conditions set forth in the engagement letter between the Debtors and Klehr Harrison, dated as of February 7, 2013 (the "***Engagement Letter***"), a copy of which is annexed as **Exhibit 1** to **Exhibit A** attached hereto and incorporated herein by reference. In support of this application, the Debtors submit the Declaration of Domenic E. Pacitti, a partner at Klehr Harrison (the "***Pacitti Declaration***"), which is attached hereto as **Exhibit B**.

Klehr Harrison's Qualifications

5. The Debtors have selected Klehr Harrison as their co-counsel in these chapter 11 cases because of the firm's extensive experience and knowledge in the field of debtors' and creditors' rights under chapter 11 of the Bankruptcy Code and because of its expertise, experience and knowledge in practicing before this Court. The Debtors believe that Klehr Harrison is both well-qualified and uniquely able to represent them in these chapter 11 cases in an efficient and timely manner.

Services to Be Provided

6. Subject to further order of the Court and consistent with the Engagement Letter, Klehr Harrison will provide the following services to the Debtors:[3]

a. advise the Debtors of their rights, powers and duties as debtors and debtors in possession;

b. take all necessary action to protect and preserve the Debtors' estates, including the prosecution of actions on the Debtors' behalf, the defense of any actions commenced against the Debtors, the negotiation of disputes in which the Debtors are involved and the preparation of objections to claims filed against the Debtors' estates;

c. prepare all necessary motions, applications, answers, orders, reports and papers in connection with the administration of the Debtors' estates; and

d. perform all other necessary legal services in connection with these chapter 11 cases.

7. The Debtors also have filed an application to retain and employ Kirkland & Ellis LLP ("***K&E***") as co-counsel to Klehr Harrison in these chapter 11 cases. The Debtors intend for Klehr Harrison to represent the Debtors in matters that Klehr Harrison can handle more efficiently or which cannot be handled by K&E due to conflicts of interest. Additionally, although K&E has terminated its representation of (and obtained a waiver from) Golden Gate Private Equity, Inc., and certain of its affiliates ("***GGC***") and QP SFM Capital Holdings, Ltd., and certain of its affiliates ("***Soros***") in connection with its representation of the Debtors in these

[3] The summary of the Engagement Letter provided herein is qualified in its entirety by the Engagement Letter. In the case of any inconsistency between this summary and the Engagement Letter, the Engagement Letter shall govern.

cases, Klehr Harrison will handle any matters adverse to GGC or Soros during the course of these chapter 11 cases.

8. Thus, the services of Klehr Harrison will complement, and not duplicate, the services to be rendered by K&E. Indeed, Klehr Harrison is extremely mindful of the need to avoid duplication of services and will implement appropriate procedures to ensure that there is minimal, if any, duplication.

Professional Compensation

9. Klehr Harrison intends to apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with these chapter 11 cases, subject to the Court's approval and in compliance with applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, the guidelines established by the United States Trustee for the District of Delaware (the "***U.S. Trustee***") and any other applicable procedures and orders of the Court. To that end, contemporaneously herewith, the Debtors filed the *Debtors' Motion for Entry of an Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Retained Professionals*, pursuant to which Klehr Harrison intends to submit requests for compensation on an hourly basis (the "***Proposed Interim Compensation Procedures***").

10. In accordance with section 330(a) of the Bankruptcy Code, and as set forth in the Engagement Letter, compensation will be payable to Klehr Harrison on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by Klehr Harrison in connection with these chapter 11 cases. Klehr Harrison's hourly rates are set at a level designed to compensate Klehr Harrison for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. Hourly rates vary with the experience and seniority of the

individuals assigned. These hourly rates are subject to periodic adjustments to reflect economic and other conditions and are consistent with the rates charged elsewhere. The current range of rates charged by professionals are:

Billing Category	Range
Partners	$400 - 660
Of Counsel	$325 - 400
Associates	$250 - 385
Paraprofessionals	$150 - 185

In particular, the principal attorneys and the paralegal presently designated to represent the Debtors, and their current stated hourly rates, are: Morton R. Branzburg (partner $650.00/hour); Domenic E. Pacitti (partner $550.00/hour); Michael Yurkewicz (counsel $400.00/hour); Margaret M. Manning (associate $375.00/hour); and Melissa Hughes (paralegal $180.00/hour). The Debtors believe that these hourly rates are reasonable.

11. On February 11, 2013, the Debtors advanced a retainer of $100,000.00 to Klehr Harrison in connection with the planning and preparation of the Debtors' chapter 11 filings and its proposed representation of the Debtors (the "***Retainer***"). Prior to the Petition Date on February 27, 2013, Klehr Harrison was paid $48,652.50 from the Retainer on account of prepetition services and disbursements in connection with the planning and preparation of the Debtors' chapter 11 filings. The remainder of the Retainer paid to Klehr Harrison and not expended for prepetition services and disbursements ($51,347.50) will be treated as a classic retainer (*i.e.*, earned by Klehr Harrison upon receipt) and will be applied against final invoices.

12. As of the Petition Date, the Debtors do not owe Klehr Harrison any fees for legal services performed or expenses incurred under the Engagement Letter before the Petition Date.

Klehr Harrison's Disinterestedness

13. Klehr Harrison has reviewed the list of parties in interest provided by the Debtors. To the best of Klehr Harrison's knowledge as of the date hereof, and except to the extent disclosed herein and in the Pacitti Declaration, Klehr Harrison, (a) is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code, (b) does not hold or represent an interest adverse to the Debtors' estates and (c) has no connection to the Debtors, their creditors or their related parties.

14. Klehr Harrison will periodically review its files during the pendency of these chapter 11 cases to ensure that no conflicts or other disqualifying circumstances exist or arise. If any new relevant facts or relationships are discovered or arise, Klehr Harrison will use reasonable efforts to identify such further developments and will file a supplemental declaration as required by Bankruptcy Rule 2014(a).

15. Klehr Harrison has agreed not to share with any person or firm the compensation to be paid for professional services rendered in connection with these cases.

Supporting Authority

16. The Debtors seek retention of Klehr Harrison as their co-counsel pursuant to section 327(a) of the Bankruptcy Code, which provides that a debtor, subject to Court approval:

> [M]ay employ one or more attorneys, accountants, appraisers, auctioneers, or other professional persons, that do not hold or represent an interest adverse to the estate, and that are disinterested persons, to represent or assist the [debtor] in carrying out the [debtor]'s duties under this title.

17. Bankruptcy Rule 2014(a) requires that an application for retention include:

> [S]pecific facts showing the necessity for the employment, the name of the [firm] to be employed, the reasons for the selection, the professional services to be rendered, any proposed arrangement

> for compensation, and, to the best of the applicant's knowledge, all of the [firm]'s connections with the debtor, creditors, any other party in interest, their respective attorneys and accountants, the United States trustee, or any person employed in the office of the United States trustee.

Fed. R. Bankr. P. 2014(a).

18. Local Rule 2014-1 states:

> Any entity seeking approval of employment of a professional person ... shall file with the Court a motion, a supporting affidavit or verified statement of the professional person and a proposed order for approval. Promptly after learning of any additional material information relating to such employment (such as potential or actual conflicts of interest), the professional employed or to be employed shall file and serve a supplemental affidavit setting forth the additional information.

Del. Bankr. L.R. 2014-1.

19. The Debtors submit that, for all of the reasons stated above and in the Pacitti Declaration, the retention of Klehr Harrison as co-counsel to the Debtors is warranted and appropriate.

Notice

20. The Debtors have provided notice of this application to: (a) the Office of the United States Trustee for the District of Delaware; (b) the entities listed on the Consolidated List of Creditors Holding the 30 Largest Unsecured Claims filed pursuant to Bankruptcy Rule 1007(d); (c) proposed counsel to the official committee of unsecured creditors; (d) counsel to the agents for the Debtors' proposed debtor in possession lenders; (e) counsel to the agent for the Debtors' prepetition secured notes; (f) counsel to the lender for the Debtors' prepetition secured notes; (g) counsel to the prepetition equity holders; (h) the Delaware Secretary of State; (i) the Delaware Secretary of Treasury; (j) the Delaware State Attorney General; (k) the Office of the

United States Attorney General for the State of Delaware; (l) the Internal Revenue Service; and (m) the Securities and Exchange Commission. In light of the nature of the relief requested in this motion, the Debtors respectfully submit that no further notice is necessary.

No Prior Request

21. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, for the reasons set forth herein and in the Pacitti Declaration, the Debtors respectfully request that the Court enter an order, substantially in the form attached hereto as **Exhibit A**, (a) authorizing the Debtors to retain and employ Klehr Harrison as their co-counsel in accordance with the terms and conditions set forth in the Engagement Letter annexed as **Exhibit 1** to **Exhibit A** attached hereto, *nunc pro tunc* to the Petition Date and (b) granting such other and further relief as may be appropriate.

Dated: March 14, 2013
Wilmington, Delaware

Conexant Systems, Inc
Brooktree Broadband Holding, Inc
Conexant CF, LLC
Conexant Systems Worldwide, Inc.
Conexant, Inc.

By: Sailesh Chittipeddi
Sailesh Chittipeddi
President and Chief Executive Officer
Conexant Systems, Inc.