

Exhibit B

Proposed Final Order

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

**FINAL ORDER AUTHORIZING THE DEBTORS TO PAY PREPETITION
CLAIMS OF CERTAIN FOREIGN VENDORS AND LIEN CLAIMANTS**

Upon the motion (the “*Motion*”)² of the Debtors for entry of a final order (this “*Order*”) pursuant to sections 105(a), 362(b)(3), 363(b), 363(e), 546(b), 1107(a) and 1108 of the Bankruptcy Code, (a) authorizing, but not directing, the Debtors to pay prepetition Foreign Vendor Claims on a final basis up to an aggregate of \$5.6 million and prepetition claims of Lien Claimants on a final basis of up to \$55,000, all in accordance with the Procurement Policy and (b) authorizing financial institutions to receive, process, honor and pay all related checks and electronic payment requests for payment of prepetition claims of certain Foreign Vendors and Lien Claimants, 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.

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.

§§ 1408 and 1409; and due and proper notice of the Motion being adequate and appropriate under the particular circumstances; and the Court having entered the *Interim Order Authorizing the Debtors to Pay Prepetition Claims of Certain Foreign Vendors and Lien Claimants* [Docket No. ___] (the “*Interim Order*”); and a hearing or hearings having been held to consider the relief requested in the Motion (the “*Hearing*”); and upon consideration of the Hassel 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 to the extent provided herein.
2. The relief provided in the Interim Order, including the Procurement Policy and Vendor Agreement attached thereto as **Exhibit 1** and **Exhibit 2**, respectively, and incorporated therein by reference, is approved on a final basis.
3. The Debtors are authorized, but not required, subject to the review procedures approved in paragraph 4 below, to pay or honor prepetition claims of Foreign Vendors and Lien Claimants pursuant to the Procurement Policy; *provided, however*, that the Debtors shall only be authorized to pay Foreign Vendor Claims up to a maximum aggregate cap of \$5.6 million and prepetition claims of Lien Claimants up to a maximum aggregate cap of \$55,000.
4. The provisions set forth in paragraph 3 of the Interim Order are incorporated herein by reference and are hereby approved on a final basis.

5. The Debtors are hereby authorized to issue postpetition checks and to make postpetition fund transfer requests to replace any prepetition checks and prepetition transfers to Foreign Vendors and Lien Claimants that may be dishonored by any bank.

6. Nothing herein shall prejudice the Debtors' rights to request additional authority to pay the prepetition claims of Foreign Vendor and Lien Claimants pursuant to this Order

7. 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, or any order regarding the use of cash collateral approved by this Court in these cases.

8. 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.

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

10. The banks and financial institutions on which checks were drawn or electronic payment requests made in payment of the prepetition obligations approved herein are authorized and directed to receive, process, honor and pay all such checks and electronic payment requests when presented for payment, and all such banks and financial institutions are authorized to rely on the Debtors' designation of any particular check or electronic payment request as being approved by this Order.

11. 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.

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

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

Date: _____, 2013
Wilmington, Delaware

United States Bankruptcy Judge