

**IMPORTANT TAX INFORMATION  
FOR CONEXANT STOCKHOLDERS**

PLEASE RETAIN FOR YOUR RECORDS

June 27, 2002

Dear Conexant Stockholder:

On June 25, 2002, Conexant Systems, Inc. ("Conexant") completed the pro rata distribution of outstanding shares of Common Stock of Washington Sub, Inc. ("Washington") to holders of Conexant Common Stock. In the distribution (the "Distribution"), each holder of Conexant Common Stock received one share of Common Stock of Washington for every one share of Conexant Common Stock held as of the close of business on June 25, 2002. Immediately following the Distribution, Washington merged with and into Alpha Industries, Inc. ("Alpha"). In the merger ("Merger") each holder of Washington Common Stock received .351 shares of Alpha Common Stock in exchange for each share of Washington Common Stock held. Upon completion of the Merger, Alpha changed its name to Skyworks Solutions, Inc. ("Skyworks"). **Stockholders do not need to surrender or exchange their Conexant stock certificates in order to receive the Skyworks shares to which they are entitled and will not be receiving new Conexant stock certificates.** Your ownership of Skyworks shares initially will be registered only in book-entry form, and you will receive a stock distribution statement indicating the number of Skyworks shares that have been credited to you. Accordingly, you will not receive a certificate for Skyworks shares unless you request one.

In general, fractional shares of Skyworks Common Stock which Conexant stockholders would be entitled to receive will be aggregated and sold in the open market. Checks representing the cash value of the fraction of any share of Skyworks Common Stock to which Conexant stockholders would have been entitled will be mailed shortly. Participants in the Conexant Savings Plans will be credited with full and fractional shares of Skyworks Common Stock based on the number of shares of Conexant Common Stock held in their plan accounts.

Conexant has received a ruling from the Internal Revenue Service (the "IRS") to the effect that, among other things, the Distribution qualifies as a tax-free distribution to holders of Conexant Common Stock for U.S. federal income tax purposes. This ruling is generally binding upon the IRS. Conexant has also received a legal opinion to the effect that the Merger qualifies as a reorganization for U.S. federal income tax purposes. The opinion is not binding on the IRS.

The IRS ruling and the opinion each is subject to certain factual representations and assumptions which, if incorrect in any material respect, could cause the ruling or opinion to become invalid. Conexant is not aware of any facts or circumstances that could cause such representations and assumptions to be untrue.

Based on the opinion, no tax gain or loss will be recognized by a Conexant stockholder solely as a result of the receipt of Skyworks Common Stock in exchange for the stockholder's Washington Common Stock in the Merger, except that a Conexant stockholder who receives a cash payment in lieu of a fractional share of Skyworks Common Stock will recognize gain or loss equal to the difference between the cash received and the amount of tax basis allocable to the fractional

share. Such gain or loss will be capital gain or loss if the fractional share would have been held by the stockholder as a capital asset.

### **Tax Basis Allocation and Holding Period**

To determine the U.S. federal income tax basis in your Conexant Common Stock and your newly-received Skyworks Common Stock (including fractional shares), you must allocate the tax basis in your Conexant Common Stock immediately before the Distribution among such shares.

Based upon the average of the high and low trading prices on June 26, 2002 of Conexant Common Stock, and of Skyworks Common Stock, as reported on the Nasdaq Stock Market, Inc. National Market System, (1) 37.91% of your tax basis should be allocated to your Conexant Common Stock and (2) the balance, 62.09%, should be allocated to your newly-received Skyworks Common Stock (including any fractional share interest).

The tax basis in your Conexant Common Stock before the Distribution generally is equal to the cost of the shares, including commissions (or, if you acquired Conexant shares as a result of a transaction other than a purchase, the tax basis allocated to such shares as a result of such transaction). For example, if you acquired your Conexant shares when Conexant was spun-off from Rockwell International Corporation, you should refer to Rockwell's letter dated January 6, 1999 regarding the allocation of your tax basis between your Rockwell and Conexant shares. If you acquired your shares at different times and at different costs, you will need to make separate basis calculations for each group of shares. **Please consult your tax advisor to determine your tax basis in your Conexant Common Stock to be allocated.**

Your holding period for U.S. federal income tax purposes for the newly-received Skyworks Common Stock is the same as your holding period for your Conexant Common Stock with respect to which the Skyworks Common Stock was received, unless you fall within a special category of holder such as a dealer or trader who did not hold the Conexant Common Stock as a capital asset on June 25, 2002.

### EXAMPLE

Assume that on June 25, 2002 you owned 10 shares of Conexant Common Stock with a tax basis of \$10.00 for each share, for a total tax basis of \$100.00. You would have been entitled to receive 3.51 shares of Skyworks Common Stock in connection with the Distribution and Merger, although you would actually have received 3 shares of Skyworks Common Stock plus a cash payment in lieu of a .51 fractional share of Skyworks Common Stock.

#### Calculation of New Tax Basis

	% of Basis Allocable	Original Cost Basis in Conexant Common Stock	Total Allocated Basis	Number of Shares of Conexant Common Stock or Skyworks Common Stock Received	New Tax Basis Per Share
Conexant Common Stock	37.91% x	\$100 =	\$37.91 ÷	10 =	\$3.79
Skyworks Common Stock	62.09% x	\$100 =	\$62.09 ÷	3.51 =	\$17.69

Your new tax basis in your 10 shares of Conexant Common Stock would be \$37.91.

Your tax basis in the 3 shares of Skyworks Common Stock received would be \$53.07.

Your tax basis with respect to the cash payment in lieu of a .51 fractional share of Skyworks Common Stock would be \$9.02.

Any gain or loss you realize in connection with the sale of the fractional share of Skyworks Common Stock will be recognized by you in 2002 (assuming you are a calendar year taxpayer).

#### **Statements in U.S. Federal Income Tax Return**

U.S. Treasury regulations require each stockholder to attach to his or her 2002 U.S. federal income tax return each of two signed statements setting forth certain prescribed information about (a) the Distribution of the Washington Common Stock and (b) the Merger of Washington with and into Skyworks. For this purpose, we are enclosing sample statements which you may complete and use when filing your 2002 tax return.

Shares of Conexant Common Stock held in a plan account by a participant in any of the Conexant Savings Plans are not treated as owned by the participant for purposes of these filing requirements. Accordingly, a participant in any of the Conexant Savings Plans who does not otherwise own Conexant Common Stock is not required to attach the statements referred to above to his or her 2002 tax return. Further, a participant who does otherwise own Conexant Common Stock is not required to reflect the number of shares of Skyworks Common Stock credited to his or her plan account on the statement attached to his or her 2002 tax return.

The information in this letter represents our understanding of existing U.S. federal income tax law and regulations and does not constitute tax advice. It does not purport to be complete or to describe tax consequences that may apply to particular categories of stockholders. Each stockholder should consult a tax advisor as to the particular consequences of the Distribution and the Merger under U.S. federal, state and local tax laws and foreign tax laws, including, in particular, tax basis allocation rules and the effect of possible changes in tax laws that may affect the description set forth above.

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Questions about the information in this letter should be directed as follows:

Conexant Systems, Inc.  
4311 Jamboree Road  
Newport Beach, California 92660-3095  
Attention: Shareowner Services  
Telephone: (949) 483-4533

Sincerely,

CONEXANT SYSTEMS, INC.

**STATEMENT OF COMMON STOCKHOLDER OF CONEXANT SYSTEMS, INC., A DELAWARE CORPORATION, FILED PURSUANT TO TREASURY REGULATION SECTION 1.355-5(b), WITH RESPECT TO THE DISTRIBUTION OF STOCK OF WASHINGTON SUB, INC., A DELAWARE CORPORATION**

1. The undersigned, a stockholder owning Common Stock of Conexant Systems, Inc. ("Conexant"), received a distribution on June 25, 2002 of shares of Common Stock of Washington Sub, Inc. ("Washington"), in a distribution which is subject to Section 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended (the "Code").
2. The names and addresses of the corporations involved are:
  - a. Conexant Systems, Inc.  
4311 Jamboree Road  
Newport Beach, California 92660
  - b. Washington Sub, Inc.  
4311 Jamboree Road  
Newport Beach, California 92660
3. The undersigned surrendered no stock or securities of Conexant in connection with the distribution.
4. The undersigned received \_\_\_\_\_ shares of Common Stock of Washington in the distribution.
5. Conexant received a ruling from the Internal Revenue Service to the effect that the distribution qualifies as a tax-free reorganization under Section 368(a)(1)(D) of the Code.

\_\_\_\_\_  
Stockholder Signature

\_\_\_\_\_  
Stockholder Signature (if joint return filed)

**STATEMENT OF COMMON STOCKHOLDER OF WASHINGTON SUB, INC., A DELAWARE CORPORATION, FILED PURSUANT TO TREASURY REGULATION SECTION 1.368-3(b), WITH RESPECT TO THE MERGER OF WASHINGTON SUB, INC. WITH AND INTO SKYWORKS SOLUTIONS, INC., A DELAWARE CORPORATION**

1. The undersigned, a former holder of Common Stock of Washington Sub, Inc. ("Washington"), on June 25, 2002, exchanged each share of such Common Stock of Washington for .351 of a share of Common Stock of Skyworks Solutions, Inc. (formerly named Alpha Industries, Inc.) ("Skyworks").
2. The names and addresses of the corporations involved are:
  - a. Washington Sub, Inc.  
4311 Jamboree Road  
Newport Beach, California 92660
  - b. Skyworks Solutions, Inc.  
20 Sylvan Road  
Woburn, Massachusetts 01801
3. The cost or other basis of the Common Stock of Washington transferred in the exchange for shares of Skyworks was \$\_\_\_\_\_. In connection with the merger:
  - a. the undersigned received \_\_\_\_\_ shares of Common Stock of Skyworks each of which (i) had a value of \$\_\_\_\_\_ and (ii) was not subject to any liabilities;
  - b. the undersigned received a \$\_\_\_\_\_ cash payment in lieu of fractional shares of Skyworks; and
  - c. no liabilities of the stockholder were assumed by Skyworks.

\_\_\_\_\_  
Stockholder Signature

\_\_\_\_\_  
Stockholder Signature (if joint return filed)