

## **Subcontractor Authorization Agreement**

This Subcontractor Authorization Agreement (the "Agreement") is effective as of October 8, 2004, by and among Advance Data Technology Corp., No. 19, Hwa Ya 2<sup>nd</sup> Rd., Wen Hwa Tsuen, Kwei Shan Hsiang, Taoyuan Hsien 333, Taiwan, R.O.C. ("ADT"), General Instrument Corporation, doing business as the Broadband Communications Sector of Motorola, Inc. ("Motorola"), and Gemtek Technology Co. having a place of business at Jen Ai Rd, Hsin Chu Industrial Park, Hukou Hsiang 30343, Hsinchu Hsien, Taiwan (R.O.C.) ("Gemtek").

WHEREAS Motorola and Gemtek are parties to that certain Design Services Agreement dated December 1, 2002, as amended (the "Agreement");

WHEREAS under the terms of the Agreement, Gemtek is responsible for obtaining all governmental permits, licenses, approvals and registrations for the Motorola Custom Products (as defined in the Agreement);

WHEREAS Gemtek desires to subcontract certain Certification Obligations to ADT and requests Motorola's approval to do so.

NOW, THEREFORE, in consideration of the foregoing premises and the mutual covenants contained herein and intending to be legally bound, ADT, Motorola and Gemtek each agree as follows:

1. Motorola hereby approves Gemtek's selection of ADT to perform all processes required for: (i) approval of Motorola's WN825Gv3, WPCI810Gv3, and WR850Gv3 products under Industry Canada specification RSS210 Low Power License – Exempt Radiocommunication Devices; (ii) FCC approval of all Motorola products listed in Exhibit A; and (iii) CE approval of all Motorola products listed in Exhibit B ((i), (ii) and (iii) shall be collectively referred to herein as the "Certification Obligations").

2. Gemtek shall remain responsible for ADT's acts and omissions in connection with ADT's performance of the Certification Obligations and shall indemnify Motorola from and against all losses, damages (actual, increased, or statutory), liabilities, expenses, costs (including court costs and attorney's fees), claims, suits, demands, actions, causes of actions, proceedings, judgments, assessments, deficiencies and charges ("Damages") caused by, relating to or arising from ADT's acts and omissions in connection with performing the Certification Obligations.

3. ADT shall remain responsible for all Motorola products listed in Exhibit A compliance with the requirements of ANSI C63.4 & FCC part 15 regulations. And this compliance is subject to the following two conditions: (i) this device may not cause harmful interference and (ii) this device must accept any interference received, including interference that may cause undesired operation. Motorola is herewith confirmed to be in compliance with FCC requirement.

Exhibit A

**Products Approved for ADT FCC Testing**

1. WN825Gv3
2. WPCI810Gv3

The following local Manufacturer/Importer is responsible for this declaration:

General Instrument Corp.  
(Company Name)

101 Tournament Dr. Horsham, PA 19044 U. S. A.  
(Company Address)

TEL :           (215) 323-2480                FAX :           (215) 323-0480          

E-mail: david.grubb@motorola.com

David Grubb, Motorola's VP of business development.  
(Name)                      (Title)

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IN WITNESS WHEREOF, Third Party Partner, Motorola and Gemtek each have caused this Subcontractor Authorization Agreement to be executed by their duly authorized representatives.

**ADVANCE DATA TECHNOLOGY CORP.**

By: Eric

Name: Eric Eric Tung

Title: Sales Manager

**GENERAL INSTRUMENT CORPORATION  
doing business as the  
Broadband Communications Sector of  
Motorola, Inc.**

Reviewed by  
Motorola BCS Law Dept.  
Initial: mxl Date: 10/10/01

By: David Grubb

Name: David Grubb

Title: VP Business Development

**GEMTEK TECHNOLOGY CO.**

By: D.P. Chung.

Name: D. P. Chung

Title: manager