

## **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, 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 Radio communication 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.

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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 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