

HomePNA Alliance, INC.

ANTITRUST POLICY

The purpose of the HomePNA Alliance, Inc. (“HomePNA”) is to develop universal home networking solutions available worldwide based on internationally recognized, open and interoperable standards that allow distribution of triple-play services, such as IPTV, voice and Internet data access in a building by leveraging existing wiring including telephone wires and coax cables. We want to insure compliance with all applicable U.S. antitrust laws and make sure that no antitrust risks are created by the manner in which this purpose is implemented. Accordingly, this Antitrust Policy (the “Policy”) goes beyond the prohibitions of applicable US antitrust laws.

The penalties for violating antitrust laws can be quite severe, including large fines and even imprisonment of individuals found guilty of illegal conduct. Moreover, the U.S. Supreme Court has recently ruled that a trade association may in certain cases be held legally responsible for the unauthorized, as well as authorized, acts of its members. Accordingly, every effort must be made to avoid even the appearance of impropriety.

PROPER ACTIVITIES

The goals of HomePNA are lawful in accordance with all applicable US antitrust laws. The proposed activities of HomePNA including those of its Directors and Members, if properly conducted, will not violate the antitrust laws.

While legal counsel may be present at meetings, each member has the responsibility in the first instance to avoid raising improper subjects for discussion. This reminder has been prepared to ensure that participants in HomePNA meetings are aware of this obligation.

PRECLUDED ACTIVITIES

The most common violations of the antitrust laws are agreements among competitors to improperly fix prices or allocate customers. HomePNA Members must keep in mind that HomePNA’s purpose is to develop universal home networking solutions available worldwide based on internationally recognized, open and interoperable standards that allow distribution of triple-play services, such as IPTV, voice and Internet data by leveraging existing telephone wires and coax cable. The HomePNA activities should not involve any individual member’s activities in the marketing of particular products. Accordingly, Members should not discuss matters relating to product development, marketing, purchasing or pricing decisions of individual companies.

COMPETITION

Nothing contained in this Policy, or any HomePNA document, in any manner prohibits or limits a Member from making, using or selling any product that does not embody any application sponsored by HomePNA.

The Do's and Don'ts presented below address only high-level antitrust principles and is not intended to provide a complete synopsis of US antitrust laws. Participants in HomePNA meetings should consult their own counsel in all cases involving specific situations, interpretations or advice.

DO NOT

IN FACT OR APPEARANCE, discuss or exchange information regarding:

- Individual company current or projected prices, price changes, price differentials, markups, discounts, allowances, terms and conditions of sale, including credit terms, etc., or data that bear on prices, including profits, margins or cost.
- Industry pricing policies, price levels, price changes, differentials, or the like.
- Changes in industry production, capacity or inventories.
- Individual company bids or intentions to bid for particular products, procedures for responding to bid invitations or specific contractual arrangements.
- Plans of individual companies concerning the design, characteristics, production, distribution or marketing or introduction dates of particular products, including proposed territories or customers.
- Matters relating to actual or potential individual suppliers that might have the effect of excluding them from any market or of influencing the business conduct of firms toward such suppliers or customers.
- Individual company current or projected cost of procurement, development or manufacture of any product.
- Individual company market shares for any product or for all products.
- The above matters during social gatherings incidental to HomePNA-sanctioned meetings, even in jest.

DO

- Adhere to prepared agendas for all HomePNA meetings.
- Insist that meeting minutes be prepared and distributed to all participants, and object whenever meeting minutes do not accurately reflect the matters that transpired.
- Understand the purposes and authority of each HomePNA committee or other group in which you participate.
- Consult with the HomePNA's legal counsel or your company counsel on all antitrust questions related to HomePNA meetings.
- Protest against any discussions or meetings which appear to violate the antitrust laws, disassociate yourself from any such discussions or activities, leave any meeting in which they continue and report the activity to the HomePNA Board of Directors so that similar conduct can be avoided in the future.

LEGAL REVIEW

The HomePNA's policy is to discuss thoroughly with legal counsel any proposed programs or policy decisions that appear to have antitrust implications before they are implemented. If any participant has any question as to the legality of a proposed course of action, the matter should be immediately referred to the HomePNA Board of Directors, who will discuss it with legal counsel. In this manner, HomePNA can ensure continued pursuit of its legitimate objectives with maximum protection for its participants.