

MPEG AUDIO PATENT LICENSE AGREEMENT

This Agreement is entered into this _____ day of _____, 2004 by and between

KONINKLIJKE PHILIPS ELECTRONICS N.V., having its registered office in Eindhoven, The Netherlands, (hereinafter referred to as "Philips")

and

[_____], having its registered office in [_____] (hereinafter referred to as "Licensee").

WHEREAS, the parties hereto have entered into a DVD-R Recorder and DVD-RW Recorder Patent License Agreement (hereinafter referred to as the "DVD-R/-RW Agreement"), whereby Philips has granted to Licensee the right to use certain patents owned by Philips, Sony Corporation and Pioneer Corporation respectively in connection with the manufacture and sale of DVD-R/-RW Recorders (as defined in the DVD-R/-RW Agreement);

WHEREAS, Philips, Institut für Rundfunk Technik GmbH and France Télécom R&D each own certain patents essential to the MPEG-1 Layer II and the MPEG-2 Layer II Audio technology, which are being used in connection with the manufacture of DVD-R Video Recorders, DVD-RW Video Recorders and/or DVD-R/-RW Video Recorders (hereinafter referred to as "the MPEG Audio Patents") and are listed in Annex A hereto;

It is hereby agreed as follows:

For the duration of the DVD-R/-RW Agreement and subject to the full compliance by Licensee with its obligations under the DVD-R/-RW Agreement, Philips hereby grants to Licensee and Licensee hereby accepts the right to use the MPEG Audio Patents in connection with the manufacture of DVD-R Video Recorders, DVD-RW Video Recorders and/or DVD-R/-RW Video Recorders solely for the encoding of digital audio signals in accordance with the ISO/IEC 11172-3 MPEG-1 Layer II and/or the ISO/IEC 13818-3 MPEG-2 Layer II Audio Standard to be recorded on DVD-R/-RW Discs (as defined in the DVD-R/-RW Agreement). In particular and for the avoidance of doubt, this Agreement does not grant Licensee any right to use the MPEG Audio Patents to encode MPEG Audio Layer III files (commonly referred as "MP3 files").

The royalties for the use of the MPEG Audio Patents are included in the royalties payable under the DVD-R/-RW Agreement.

Licensee shall have the right to use the MPEG-2 Audio logo on DVD-R Video Recorders, DVD-RW Video Recorders and/or DVD-R/-RW Video Recorders which conform to the ISO/IEC 13818-3 MPEG-2 Audio Standard, manufactured by Licensee in accordance with the provisions of this Agreement and the DVD-R/-RW Agreement.

Together with the reporting of DVD-R/-RW Recorders in accordance with Clause 4.3 of the DVD-R/-RW Agreement, Licensee shall report the quantities of DVD-R Video Recorders, DVD-RW Video Recorders and/or DVD-R/-RW Video Recorders making use of the above-mentioned MPEG-1 Layer II and/or MPEG-2 Layer II Audio Standard.

The provisions of the DVD-R/-RW Agreement concerning the grant back obligations, the exclusion of warranty and indemnification, the assignment as well as the miscellaneous clauses shall be deemed to be incorporated into and form part of this Agreement.

Signed for and on behalf of:

Koninklijke Philips Electronics N.V.

[Licensee]

Name:
Title:

Name:
Title: