

**Amendment 1 to
The DFAST Technology License Agreement
For Unidirectional Digital Cable Products**

When executed by Cablelabs and the Licensee identified below, this Amendment shall amend that certain DFAST Technology License Agreement by and between Cablelabs and Licensee (the “Agreement”). Unless noted otherwise, any defined terms used herein shall have the meaning ascribed to them in the Agreement. All other terms and conditions of the Agreement shall remain in full force and effect.

1. Add Exhibit A-2 as follows:

**Exhibit A-2
Referenced Technology
M-UDCPs**

Optionally, Licensee may use the DFAST Technology in a Unidirectional Digital Cable Product to implement an interface that complies with UNI-DIR-PICS-I01-061101 as specified in the procedures set forth in TP-ATP-M-UDCP-I01-061101 (a “M-UDCP”), (such documents located at www.opencable.com/specifications), provided:

(1) Licensee shall have a sample of its first model of a M-UDCP tested at CableLabs, or a qualified test facility identified by CableLabs, to show compliance with M-Host_UNI-DIR-PICS-I01-061101 as specified in the procedures set forth in TP-ATP-M-UDCP-I01-061101. If the model fails to comply, the manufacturer or importer shall have retested, at CableLabs or a qualified test facility identified by CableLabs, a product that complies with the applicable tests and procedures before any product or related model may be labeled or marketed. If the manufacturer or importer’s first M-UDCP is not a television, then that manufacturer or importer’s first model of a M-UDCP which is a television shall be tested pursuant to this Exhibit A-2 as though it were the first M-UDCP.

(2) Subsequent to the successful testing of its initial M-UDCP, a manufacturer or importer is not required to have other M-UDCP models tested at CableLabs, or a qualified test facility identified by CableLabs or the FCC, for compliance with M-Host_UNI-DIR-PICS-I01-061101 unless the first model tested was not a television, in which event the first television shall be tested as provided above. The manufacturer or importer shall ensure that all subsequent models of M-UDCPs comply with M-Host_UNI-DIR-PICS-I01-061101 and all other applicable rules and standards. For each M-UDCP model, the manufacturer or importer shall maintain records indicating such compliance in accordance with the verification procedure requirements in 47 C.F.R. §§2.951-2.962. For each M-UDCP model, The manufacturer or importer shall further submit documentation verifying compliance with M-Host_UNI-DIR-PICS-I01-061101 to CableLabs.

In Witness Whereof, the parties hereto have caused this Amendment to be duly signed and to be effective as of the Date below.

Licensee: _____

Cable Television Laboratories, Inc.

Signature: _____

Signature: _____

Printed Name: _____

Printed Name: _____

Title: _____

Title: _____

Date: _____