

**** Component ****

“Seller represents and warrants that it is TL 9000 certified. If Seller breaches the foregoing, then Seller (at its sole cost) shall promptly perform a self-assessment of its TL 9000 certifiability, and provide Buyer with a list of all non-compliances and a Buyer-approved plan and timetable to correct such non-compliances and obtain TL 9000 certification.”

**** Contract Manufacturers ****

“EMS PROVIDER shall be ISO 9001, TL 9000 and ISO 14000 certified and shall also have such other certifications as may be standard, necessary and/or appropriate to the industry or as the parties shall otherwise agree in writing for all of its operations worldwide that supply BUYER with Products and/or services upon the Effective Date or within one hundred and eighty (180) days following the Effective Date. Notwithstanding the foregoing, EMS PROVIDER will be UL (or equivalent as determined by BUYER) certified as of the date that EMS PROVIDER manufactures the first BUYER Product. Additionally, EMS PROVIDER shall be a member of the QuEST Forum upon the Effective Date or within ninety (90) days following the Effective Date.”

**** Critical Component ****

“Seller represents and warrants that it is TL 9000 certified. If Seller breaches the foregoing, then Seller (at its sole cost) shall promptly perform a self-assessment of its TL 9000 certifiability, and provide Tellabs with a list of all non-compliances and a Buyer-approved plan and timetable to correct such non-compliances and will obtain TL 9000 certification within one (1) year after Buyer’s approval of the plan.”