**MEMORANDUM OF UNDERSTANDING**

This Memorandum of Understanding (“**MOU**”) is entered into by and between The Linux Foundation, an Oregon nonprofit corporation (“**The Linux Foundation**”), and the Telecom Infra Project (“TIP”)

WHEREAS, The Linux Foundation hosts and supports various open source, open standards, open data, open hardware and other open collaborative projects;

WHEREAS, TIP is a collaborative community formed to promote the design and building of communications networks of the future in all environments from dense urban environments to ultra-rural areas and to accelerate the commercialization and deployment of such networks in the marketplace ;

NOW, THEREFORE, the parties agree as follows.

1. TIP and The Linux Foundation intend to collaborate as set forth in Exhibit A. Additionally, Exhibit A details those projects of TIP and The Linux Foundation that are the subject of this MOU and the intended collaboration among those projects. At any time Exhibit A may be updated (such as to add or remove projects and areas of collaboration) by mutual agreement of the parties. Each of TIP and The Linux Foundation will appoint a point of contact for coordination of activities under this MOU. The initial point of contact for each organization are stated in Exhibit A attached hereto, and either party may update its point of contact by notice to the other.

2. The performance of this MOU will not require either The Linux Foundation or TIP to become a member of the other.

3. Each party, prior to issuing any press release, public announcement, or other publication regarding the collaboration contemplated by this MOU, must obtain the other party’s consent to such press release, public announcement, or other publication.

4. Section 1 of this MOU is a non-binding expression of intent.

5. This MOU may be terminated at any time upon written notice to the other party. This MOU shall be governed by the internal laws of the State of Delaware.

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IN WITNESS WHEREOF, the parties have executed this Memorandum of Understanding as of the dates set forth below their signature hereto.

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| THE LINUX FOUNDATION  By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ | TIP  By: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Name: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Title: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_  Date: \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_ |

**EXHIBIT A**

**Initial Points of Contact**

TIP:

Name:

Phone:

Email:

The Linux Foundation:

Name:

Phone: ,

Email:

**Intended Areas of Collaboration**

1. The Linux Foundation Open Network Modeling and Interfaces Project (“ONMI”) plans to continue the development and extension of the Transport API (“TAPI”) SDK and TR specifications using the ONF versions (*version number to be added*) as the base
   * As per the ONMI Charter, ONMI software and documents will be published under an Apache 2.0 license
   * ONMI expects to issue formal git tag releases of the TAPI work on a similar basis to the releasing method used in the ONF OTCC project
2. The TIP Mandatory Use Case Requirements for SDN for Transport sub-group (“TIP MUST”) will provide input to ONMI technical work via the technical team meetings and may attend in ONMI TST team meetings
3. ONMI will receive the input from TIP MUST on, for example, operator requirements, use cases and priorities for ONMI TAPI work