



**ENABLE IPC CORPORATION  
TECHNICAL ADVISORY COMMITTEE CHARTER  
March 17, 2005**

**Purpose**

The purpose of the Technical Advisory Committee is to advise the Company and Board of Directors on technical matters.

**Members / Terms of Office**

The Technical Advisory Committee shall consist of at least four members selected by the Board of Directors with a range of technical experience in areas relevant to the company's technology. The Board shall designate one member as Chairman or delegate authority to designate a Chairman to the Technical Advisory Committee.

**Duties and Responsibilities**

The Technical Advisory Committee has the responsibility to:

- work in collaboration with company technical staff,
- participate in the planning of research and development projects,
- provide advice on technical matters,
- review technical progress,
- report on technical activities to the Board of Directors,
- review this Charter annually and recommend any changes to the Board for approval, and
- review the Technical Advisory Committee's own performance annually.

**Meetings**

The Technical Advisory Committee shall meet as often as may be deemed necessary or appropriate in its judgment, but not less frequently than four times per year to review technical activities on a quarterly basis, at such times and places as the Committee shall determine. The Committee may request any officer or employee of the Company or the Company's outside consultants to attend a meeting of the Technical Advisory Committee or to meet with any members of, or consultants to, the Committee. The Technical Advisory Committee shall report its activities to the Board at each Board meeting.

**Evaluations**

The Technical Advisory Committee shall, on an annual basis, evaluate its performance under this Charter, addressing all matters the Committee deems relevant to its performance objectively and adequately and report on its performance to the Board.

**Amendment and Interpretation**

This Charter is subject to amendment from time to time by the Technical Advisory Committee and/or the Board of Directors. Revisions must be approved by the Board of Directors.

***Adopted by the Board of Directors of Enable IPC Corporation, March 17, 2005***