



Principles of Conduct
For
Members of the Motorola, Inc. Board of Directors
(as amended through February 12, 2007)

The Board of Directors of Motorola, Inc. (“Board” or “Directors”) has adopted the following Principles of Conduct (“the Principles”) for Directors of the Company. These Principles are intended to provide guidance to Directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct, and help sustain a culture of honesty and accountability. Each Director must comply with the letter and spirit of these Principles.

No code or policy can anticipate every situation that may arise. Accordingly, the Principles also are intended to serve as a source of guidance for Directors. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of the Principles to the attention of the Chairman of the Governance and Nominating Committee, who may consult with the Motorola Office of Ethics and Compliance, the General Counsel or other legal counsel inside or outside the Company as appropriate.

These Principles are one part of the Board’s governance program. The Board’s Governance Guidelines and Independence Guidelines, the Company’s certificate of incorporation and bylaws, and the Board’s committee charters are also important elements of the Board’s governance program that guide the conduct of the Board.

I. Key Beliefs

Motorola’s Key Beliefs of *Uncompromising Integrity* and *Constant Respect for People* guide the Company’s activities in every aspect of doing business. Motorola’s employees, including those who also serve as members of the Board, are subject to the provisions of the Motorola Code of Business Conduct, as well as numerous explanatory policies and procedures.

As one of their primary responsibilities, the Board is responsible for overseeing that the activities of Motorola as a whole are guided by the Key Beliefs and comply with the Code of Business Conduct.

These Principles are intended to guide the specific activities of the members of the Board, in concert with the Key Beliefs.

II. Conflict of Interests

Directors must avoid any situation where the personal and professional interests of the Director are adverse to, or may reasonably appear to be adverse to, the interests of Motorola. Conflicts may also arise when a director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a Director of the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with Motorola, must be immediately disclosed to the Chairman of the Governance and Nominating Committee for review. As used in these Principles, “Immediate Family Member” means a spouse, parent, stepparent, children, stepchildren, sibling, mother-in-law and father-in-law, son- and daughter-in-law, brother- and sister-in-law, and anyone (other than a tenant or employee) who share the Director’s home.

These Principles do not attempt to describe all possible conflicts of interest which could develop. However, some of the most frequent situations will be described here.

A. Other Board Memberships

In compliance with U.S. Federal antitrust laws, Directors are prohibited from being a director of two competing corporations, except in certain situations where the competition is relatively de minimus. Directors should immediately notify the Secretary if they intend to take on an additional membership in another company’s board of directors.

B. Compensation from Non-Company Sources

Directors may not accept compensation (in any form) for services performed for Motorola from any source other than the Company.

C. Gifts and Entertainment

Directors and Immediate Family Members may not offer, give or receive gifts or entertainment from persons or entities who deal with the Company in those cases where any such gift might influence the Director’s actions as members of the Board, or were acceptance of the gift or entertainment could reasonably create the appearance of a conflict of interest.

D. Protection and Personal Use of Company Assets

Directors should protect the Company’s assets and ensure their efficient use. Directors may not use Motorola assets, labor or information for personal use unless approved by the Chairman of the Governance and Nominating Committee in writing or as part of a compensation or expense reimbursement program available to all Directors.

E. Corporate Opportunities

Directors owe a duty to the Company to advance its legitimate interest when the opportunity to do so arises. Directors are prohibited from (a) taking for themselves personally opportunities related to Motorola's business; (b) using the Company's property, information or position for personal gain; or (c) competing with the Company for business opportunities; provided, however, if Motorola's Directors who are not involved in the potential opportunity determine that the Company will not pursue an opportunity that relates to the Company's business, a Director may do so.

F. Related Person Transactions

A transaction involving the Company and a Director or an Immediate Family Member may be considered a Related Person Transaction under SEC rules and are separately addressed by the Company's *Policy and Procedures Regarding Related Person Transactions*, which is intended to supplement these Principles.

III. Confidentiality and Competitive Information

Directors must maintain the confidentiality of information entrusted to them by Motorola, as well as any other non-public information about the Company that comes to them, from whatever source, in their capacity as a Director, except when disclosure is authorized or legally mandated. Directors must protect the confidential information of Motorola customers and other business partners entrusted to them, in the same manner. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed.

The Directors will use and support only legal and ethical means to gather competitive information.

IV. Compliance with Laws, Rules and Regulations; Fair Dealing

Directors will comply, and oversee compliance by employees, officers and other Directors, with laws, rules and regulations applicable to Motorola, including insider trading. The Directors will comply with all necessary corporate governance requirements, by providing complete and correct information as requested by the Motorola Law Department or counsel retained by the Board of Directors.

Directors shall deal fairly and will oversee fair dealing by employees and officers with Motorola's customers, suppliers, competitors and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, representation of material facts or any other unfair dealing practices.

V. Encouraging the Reporting of any Illegal or Unethical Behavior

Directors should promote ethical behavior and take steps to ensure Motorola: (a) encourages employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation; (b) encourages employees to report violations of laws, rules, regulations or the Motorola Code of Business Conduct to appropriate personnel, including the Motorola EthicsLine and/or the Audit Committee Line; and (c) informs employees that the Company will not allow retaliation for reports made in good faith.

Motorola's EthicsLine and Audit Committee Line are available to all employees and third parties who wish to raise a concern. The Directors will consider and cause to be investigated those matters that are raised directly to their attention by the EthicsLine and Audit Committee Line personnel or other interested parties.

VI. Compliance Procedures

Directors should communicate any suspected violations of these Principles promptly to the Chair of the Audit and Legal Committee, or the Chair of the Governance and Nominating Committee. Violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken.

These Principles may not be waived except by Board action and public disclosure as required.

During my tenure as a member of the Motorola, Inc. Board of Directors, I agree to abide by the Principles of Conduct as stated above.

Director

Date

2/3/04