

Governance and Nominating Committee Charter
(as approved by Board on February 12, 2007)

Committee Purpose

The Governance and Nominating Committee is appointed by the Board of Directors for the primary purposes of:

- Identifying individuals qualified to become board members, consistent with the criteria approved by the Board;
- Recommending to the Board director nominees and individuals to fill vacant positions;
- Assisting the Board to interpret the Company's Corporate Governance Guidelines, the Board's Principles of Conduct and any other similar governance documents adopted by the Board;
- Overseeing the evaluation of the Board and its committees; and
- Generally overseeing the governance of the Board.

Committee Structure

1. The Committee will be composed of directors, each of whom will have and maintain independence from management of the Company in accordance with the standards required by the New York Stock Exchange.
2. Members of the Committee are appointed by resolution of the Board; members shall serve until their successors shall be duly elected and qualified or until their earlier death, resignation or removal, with or without cause, at the discretion of the Board.
3. The Board also appoints one member to act as the chair. The Chair (or in his or her absence, a member designated by the Chair) shall preside at all meetings of the Committee. The Chair shall be responsible for leadership of the Committee, including scheduling meetings, preparing agendas and making regular reports to the Board.
4. The Committee shall have the authority to establish its own rules and procedures, consistent with the bylaws of the Company, for notice and conduct of its meetings should the Committee, in its discretion, deem it desirable to do so.
5. The Committee may delegate to subcommittees and management based on its reasonable judgment.
6. The Committee will meet at least four times per year.

Committee Authority

1. The Committee will have the sole authority, to the extent it deems necessary and appropriate, to retain and terminate any search firm to be used to identify director candidates or any other advisor, including sole authority to approve the search firm's or advisor's fees and other retention benefits.
2. The Committee will receive appropriate funding, as determined by the Committee, from the Company for payment of: (i) any compensation advisors employed by the Committee as described above, or (ii) ordinary administrative expenses of the Committee that are necessary and appropriate in carrying out its duties.

Committee Evaluation

The Committee will participate in the Board's annual performance evaluation of the Committee.

Committee Responsibilities

The Committee advises the Board on governance matters, and in this capacity will have the following responsibilities:

1. Analyze the evolving needs of the Board in terms of expertise and experience required and make recommendations to the Board.
2. Develop and retain a list of qualified potential candidates for the Board consistent with criteria in the Company's Board Governance Guidelines.
3. Recommend to the Board, (i) a slate for election and re-election of directors at the annual meeting each year; (ii) nominees for Board membership to fill vacated or newly created positions on the Board and (iii) removal of a director where appropriate. The Board will agree on priority among candidates and the process for exploring candidate interest.
4. Make recommendations to the Board for education of new and existing directors on matters relating to (i) Motorola business, (ii) corporate governance and (iii) director responsibilities.
5. Consider an offer by a director of the Board to resign due to a significant change in his or her personal circumstances, including a fundamental change in his or her job responsibilities.
6. Propose and review with the full Board a process for reviewing the independence and performance of all members of the Board, including appropriate review of the independence results to the whole Board and the performance results to each individual

member; oversee the implementation and continuous improvement of the Five Year Director Review Process; oversee that the annual Board Assessment is conducted and results are provided to the Board.

7. Recommend to the Board the compensation for non-employee directors, which shall be consistent with market practices of other similarly situated companies, and will take into consideration the impact on non-employee directors' independence and objectivity.
8. Review the duties and composition of the committees of the Board, including reviewing the criteria for composition of the Audit and Legal Committee under the New York Stock Exchange rules and SEC rules on independence, reviewing the criteria for the Compensation and Leadership Committee under the New York Stock Exchange rules, under Section 162(m) of the Internal Revenue Code and under Section 16 of the Securities Exchange Act of 1934, and identifying to the Board directors qualified to become members of the Board committees.
9. Annually in the fourth quarter collect data from directors on Committee experiences and preferences; review Committee performance evaluations by Committee members; and propose a slate of chairs and members of all committees to the Board.
10. Periodically study and review with other Board members, the overall effectiveness of the organization of the Board and the conduct of its business.
11. Periodically review and recommend to the Board updates to the Board Governance Guidelines, Board Principles of Conduct, Bylaws and other issues relating to the organization and functioning of the Board.
12. Review policies and procedures with respect to any transaction involving the Company and a director that would be required to be disclosed as a related person transaction in the Company's annual proxy statement and approve or ratify these transactions.
13. Review and assess at least annually the adequacy of this Governance and Nominating Charter and recommend any proposed changes to the Board of Directors and direct management to make a current copy of the Charter available on the Motorola external website.
14. Make appropriate reports and recommendations to the Board of Directors.

Nothing contained in this Charter is intended to alter or impair the operation of the "business judgment rule" as interpreted by the courts under the Delaware General Corporation Law. Further, nothing contained in this Charter is intended to alter or impair the right of the members of the Committee to rely, in discharging their oversight role, on the records of the Company and on other information presented to the Committee, Board of Directors or the Company by its officers or employees or by outside experts.