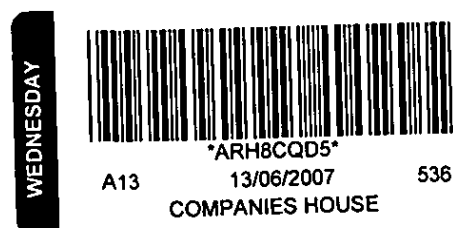


Company Registration No. 584476

Amphenol-Borg Limited

Annual Report and Financial Statements

31 December 2005



Amphenol-Borg Limited

Annual report and financial statements 2005

Contents	Page
Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities	3
Independent auditors' report	4
Balance sheet	5
Notes to the accounts	6

Amphenol-Borg Limited

Annual report and financial statements 2005

Officers and professional advisers

Directors

Martin Hans Loeffler
Luc Walter
Diana Gentile Reardon (Appointed 20th October 2005)

Secretaries

Abogado Nominees Limited
Edward Charles Wetmore

Registered office

Thonet Way
Whitstable
Kent CT5 3JF

Bankers

National Westminster Bank Plc
140 High Street
Herne Bay
Kent CT6 5JX

Solicitors

Baker & McKenzie
100 New Bridge Street
London EC4V 6JA

Independent auditors

Deloitte & Touche LLP
Chartered Accountants
Crawley

Amphenol-Borg Limited

Directors' report

The directors present their report and the audited financial statements for the year ended 31 December 2005

The directors' report has been prepared under the special provisions relating to small companies who are members of an ineligible group under Section 247A(1A) of the Companies Act 1985

Activity and future prospects

The company is an intermediate parent company whose principal subsidiary is Amphenol Limited. The directors expect that this activity will continue. The company has not traded in this or the preceding year and has made neither a profit nor a loss. The position of the company at the year end is shown on page 5.

Directors

The directors, who served throughout the year and up to the date of this report, are shown on page 1.

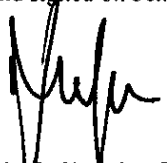
Directors' interests

The directors had no interest in any group company incorporated in Great Britain. As the company is ultimately wholly owned by a body corporate incorporated outside Great Britain, the directors are not required to notify the company of interests in shares or debentures of that or any other member of the group incorporated outside Great Britain.

Independent auditors

A resolution regarding the reappointment of Deloitte & Touche LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board

 A handwritten signature in black ink, appearing to read 'Martin Hans Loeffler', followed by a large 'X' mark.

Martin Hans Loeffler
Director

May 29, 2007

Amphenol-Borg Limited

Statement of directors' responsibilities

The directors are responsible for preparing the Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable accounting standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent Auditors' Report to the Members of Amphenol-Borg Limited

We have audited the financial statements of Amphenol-Borg Limited for the year ended 31 December 2005 which comprise the balance sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom accounting standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' responsibilities. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion,

- the financial statements give a true and fair view of the state of the company's affairs as at 31 December 2005 and of its result for the year then ended, and
- the financial statements have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
Crawley, United Kingdom

11 June 2007

Amphenol-Borg Limited

Balance sheet 31 December 2005

	Note	2005 £'000	2004 £'000
Fixed assets			
Investment in subsidiary undertakings	3	7,652	7,652
Current assets			
Debtors	4	12,591	12,591
Creditors: amounts falling due within one year	5	(5,673)	(5,673)
Net current assets		6,918	6,918
Total assets less current liabilities		14,570	14,570
Capital and reserves			
Called up share capital	6	1,209	1,209
Share premium account		925	925
Capital redemption reserve		92	92
Profit and loss account		12,344	12,344
Shareholders' funds		14,570	14,570

These financial statements were approved by the Board of Directors on May 29, 2007

Signed on behalf of the Board of Directors



Martin Hans Loeffler
Director

Amphenol-Borg Limited

Notes to the accounts Year ended 31 December 2005

1 Accounting policies

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted which have been applied consistently are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Investments

Investments are stated at cost less provision for any impairment in value.

2 Profit and loss account

No profit and loss account is presented as the company did not trade and made neither a profit nor a loss in this or the preceding year.

There are no recognised gains or losses for the current and previous year. Accordingly, no statement of total recognised gains and losses or movement in shareholders' funds is given.

The company has no employees, paid no emoluments to directors and audit fees were borne by other group companies in both this and the preceding year.

3 Investment in subsidiary undertakings

The company's investments represent the cost of its 100% interest in the ordinary shares of Amphenol Limited and Pyle-National Limited, both of which are incorporated in Great Britain. Amphenol Limited designs, develops, manufactures and markets connectors and connector systems, flat cable and unit assemblies for diversified markets. Pyle-National Limited is dormant. The company takes advantage of the exemption conferred by the Companies Act S 228 not to prepare consolidated financial statements as Amphenol Holding UK, Limited, the ultimate UK parent company, prepares consolidated financial statements. The information presented in these financial statements is therefore about the company and not its group.

4 Debtors

	2005 £'000	2004 £'000
Amounts owed by subsidiary undertakings	<u>12,591</u>	<u>12,591</u>

5 Creditors Amounts falling due within one year

	2005 £'000	2004 £'000
Amounts owed to immediate parent company	<u>5,673</u>	<u>5,673</u>

Amphenol-Borg Limited

Notes to the accounts Year ended 31 December 2005

6 Called up share capital

	2005 £'000	2004 £'000
Authorised		
1,209,489 (2004 – 1,209,489) ordinary shares of £1 each	1,209	1,209
Called up, allotted and fully paid		
1,209,489 (2004 – 1,209,489) ordinary shares of £1 each	1,209	1,209

7 Related party transactions

The company has taken advantage of the exemption available under Financial Reporting Standard 8 not to disclose transactions with other group companies as it is a wholly owned subsidiary undertaking

8 Parent undertaking and controlling entities

The immediate parent company is Amphenol Commercial and Industrial UK, Limited, incorporated in Great Britain

Copies of the consolidated financial statements of Amphenol Holding UK, Limited, the smallest group of which the company is a member and for which consolidated financial statements are available, can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ

The ultimate parent company is Amphenol Corporation, a company incorporated in the United States of America, which is the largest group of which the company is a member and for which consolidated financial statements are available. Copies of these consolidated financial statements can be obtained from Amphenol Corporation, 358 Hall Avenue, Wallingford, CT 06492, USA

The ultimate controlling entities at the balance sheet date were KKR 1996 Fund L P , NXS Associates L P and KKR Partners II L P