

Company number 03944613

BOURNS (UK) ACQUISITION LIMITED

(the "Company")

STATEMENT OF CONFIRMATION BY DIRECTORS

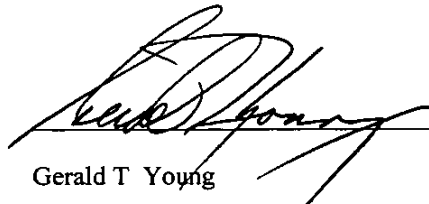
In accordance with section 644(5) of the Companies Act 2006 ("CA 2006") we, being all of the directors of the Company, HEREBY CONFIRM that the solvency statement made by the directors of the Company on November 18, 2010 in accordance with section 643 CA 2006 was

- (1) made not more than 15 days before the date on which the special resolution for reducing the share capital of the Company under section 641(1)(a) CA 2006 was passed, and
- (2) provided to the sole shareholder of the Company in accordance with section 642(2) CA 2006

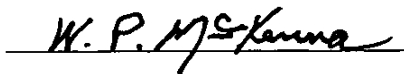
November 18, 2010



Gordon L Bourns



Gerald T Young



William P McKenna

