

(For your reference)

1919347

**RESOLUTION ADOPTED BY THE
UNANIMOUS WRITTEN CONSENT
OF
THE BOARD OF DIRECTORS
OF
ANRITSU LIMITED**

28th July, 2006

The undersigned, being all of the Directors of Anritsu Limited, an English Company, (the "Company"), hereby adopt the following resolutions by their unanimous written consent this 28th day of July, 2006:

Contribution of Capital

WHEREAS, this Company's sole shareholder, Anritsu U.S. Holding, Inc., desires to make certain cash capital contributions in the amount of Ten Million Pounds Sterling, effective on July 28, 2006, to the capital of this Company, and this Company desires to receive said contribution as of said date, and

WHEREAS, in consideration for this cash capital contribution, this Company will issue to its sole shareholder 1,000 additional ordinary shares of stock, par value £1.00 per share


NOW, THEREFORE, BE IT RESOLVED: that this Company hereby acknowledges the contribution effective this day to its capital by Anritsu U.S. Holding, Inc. of the sum of Ten Million Pounds Sterling, and

FURTHER RESOLVED: that as consideration for this contribution this Company shall issue 1,000 shares of common stock, par value £1.00 to Anritsu U.S. Holding, Inc.

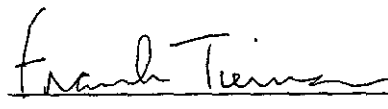



FURTHER RESOLVED: that the proper Officers of the Company are hereby authorized and directed, upon Anritsu U.S. Holding Inc.'s making said cash capital contribution to this Company's capital, to take any and all steps necessary to reflect properly on the books and records of this Company, and to execute and deliver any and all documents, instruments, certificates and the like which they deem necessary in connection therewith, their taking such steps and their signatures on such documents, instruments, certificates and the like, being conclusive evidence of their approval of the form and substance thereof.

IN WITNESS WHEREOF, the undersigned, being all the member of the Board of Directors of the Company, has executed this document effective as of the date first above written.


Peter George


Kenji Tanaka


Frank Tiernan


Peter Chalfant