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CONTRIBUTION AGREEMENT

This CONTRIBUTION AGREEMENT (this "Agreement") is made as of February 2, 2000, by and between Aavid Thermal Products, inc., a New Hampshire corporation ("Contributor"), and Aavid Thermal Products UK Holdings Ltd. a United Kingdom company and a wholly-owned subsidiary of Contributor (the "Company," and collectively with Contributor, the "Parties").



On the terms and subject to the conditions contained in this Agreement, at the Closing, Contributor does hereby contribute, convey, assign, transfer and deliver to the Company, free and clear of all liens, by appropriate assignments and other instruments satisfactory to the Company and its counsel, all of the capital stock of Aavid Thermal Products, Ltd., a United Kingdom company, which entity is wholly-owned by Contributor (the "Contributed Stock").

Notwithstanding the foregoing, all other assets, including without limitation the capital stock of any other entity owned by Contributor, are excluded from the contribution contemplated hereby and, as such, are not included in the Contributed Stock.

The Company hereby assumes and will hereafter pay when due and discharge, and indemnify and hold Contributor harmless with respect to any and all liabilities of Contributor related to the Contributed Stock.

Contributor and the Company hereby covenant among themselves that at any time and from time to time, after the date hereof, at the request of the other and without further consideration, each of them shall promptly execute and deliver such further instruments and take such other lawful actions as each of them may reasonably request to carry out the purpose and intent of this Contribution Agreement.

Contributor does hereby represent, warrant and agree that it owns, and is hereby selling, assigning and transferring to the Company, all of the Contributed Stock free and clear of any and all liens, claims or encumbrances of any kind and that the Contributed Stock represents all of the issued and outstanding capital stock of Aavid Thermal Products, Ltd.

This Contribution Agreement shall be binding on and inure to the benefit of the successors and assigns of Contributor and the Company.

This Contribution Agreement shall be governed by and construed in accordance with the laws of the State of Delaware.




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COMPANIES HOUSE

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IN WITNESS WHEREOF, Contributor and the Company have executed this Contribution Agreement as of the date first above written.

AAVID THERMAL PRODUCTS, INC.
a New Hampshire corporation

A handwritten signature in dark ink, appearing to read "J. Mitchell", is written over a horizontal line.

By:

Its:

AAVID THERMAL PRODUCTS 13K
HOLDINGS LTD.

a United Kingdom company

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By:

Its: