Smithers Quality Assessments, Inc.

CERTIFICATE OF APPROVAL

This is to Certify that the Environmental Management System of:

KEITHLEY INSTRUMENTS, INC.

28775 Aurora Road 30500 Bainbridge Road Solon, Ohio

has been assessed and approved by Smithers Quality Assessments, Inc., to the following environmental management system standards and requirements:

ISO 14001, 1996

The Environmental Management System is Applicable to:

The design, manufacture, distribution and servicing of optical and electronic test and measuring equipment and systems at the Keithley Instruments, Inc. Aurora Road and Bainbridge Road facilities in Solon, OH.

Approval Certificate Number: 02.353.1

Original Approval: December 19, 2002

Current Certificate: December 19, 2002

Certificate Expires: December 19, 2005

The use of the accreditation mark indicates accreditation in respect of those activities covered by The Accreditation Certification Number 02.353.1.

on behalf of SQA - J. Michael Hochschwender, President

The approval is subject to the company maintaining its system to the required standards which will be monitored by Smithers Quality Assessments, Inc., 425 W. Market St., Akron, Ohio 44303-2099

