

**RUDOLPH TECHNOLOGIES, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(In thousands) - (Unaudited)

	December 31, 2009	December 31, 2008 (Audited)
<b>ASSETS</b>		
<i>Current assets</i>		
Cash and marketable securities	\$ 60,919	\$ 78,284
Accounts receivable, net	35,312	21,764
Inventories	45,534	57,076
Prepaid and other assets	4,626	6,324
<i>Total current assets</i>	<u>146,391</u>	<u>163,448</u>
Net property, plant and equipment	12,841	19,053
Intangibles	14,103	9,654
Other assets	4,868	5,277
<b>Total assets</b>	<u><u>\$ 178,203</u></u>	<u><u>\$ 197,432</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
<i>Current liabilities</i>		
Accounts payable and accrued liabilities	\$ 9,793	\$ 7,169
Other current liabilities	9,817	8,591
<i>Total current liabilities</i>	<u>19,610</u>	<u>15,760</u>
Non-current liabilities	7,462	5,584
<i>Total liabilities</i>	<u>27,072</u>	<u>21,344</u>
Stockholders' equity	151,131	176,088
<b>Total liabilities and stockholders' equity</b>	<u><u>\$ 178,203</u></u>	<u><u>\$ 197,432</u></u>

(tables to follow)

**RUDOLPH TECHNOLOGIES, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS**  
(In thousands, except per share amounts) – (Unaudited)

	Three Months Ended		Twelve Months Ended	
	December 31, 2009	December 31, 2008	December 31, 2009	December 31, 2008 (Audited)
Revenues	\$ 28,925	\$ 16,428	\$ 78,657	\$ 131,040
Cost of revenues	17,236	22,418	49,805	87,388
<i>Gross profit</i>	<u>11,689</u>	<u>(5,990)</u>	<u>28,852</u>	<u>43,652</u>
Operating expenses:				
Research and development	6,799	7,062	25,991	31,644
Selling, general and administrative	11,212	6,431	33,640	33,965
Impairment charge for goodwill and identifiable intangible assets	-	227,105	-	227,105
Amortization	413	762	1,358	5,890
Total operating expenses	<u>18,424</u>	<u>241,360</u>	<u>60,989</u>	<u>298,604</u>
<i>Operating loss</i>	<u>(6,735)</u>	<u>(247,350)</u>	<u>(32,137)</u>	<u>(254,952)</u>
Interest income and other, net	69	304	270	1,151
Benefit for income taxes	(552)	(1,439)	(2,239)	(4,115)
Net loss	<u>\$ (6,114)</u>	<u>\$ (245,607)</u>	<u>\$ (29,628)</u>	<u>\$ (249,686)</u>
<b>Net loss per share:</b>				
Basic	\$ (0.20)	\$ (7.96)	\$ (0.96)	\$ (8.16)
Diluted	\$ (0.20)	\$ (7.96)	\$ (0.96)	\$ (8.16)
<b>Weighted average shares outstanding:</b>				
Basic	30,990	30,842	30,888	30,614
Diluted	30,990	30,842	30,888	30,614

(table to follow)

**RUDOLPH TECHNOLOGIES, INC.**  
**RECONCILIATION OF GAAP TO NON-GAAP FINANCIAL MEASURES**  
(In thousands, except per share amounts) – (Unaudited)

	Three Months Ended		Twelve Months Ended	
	December 31, 2009	December 31, 2008	December 31, 2009	December 31, 2008
GAAP operating loss	\$ (6,735)	\$ (247,350)	\$ (32,137)	\$ (254,952)
<i>Non-GAAP adjustments:</i>				
Idle facility costs	-	-	2,780	-
Litigation costs	104	-	1,191	-
Asset write-downs (1)	-	10,688	454	12,032
Acquisition related expenses (2)	-	436	992	3,418
Impairment charge for goodwill and identifiable intangible assets	-	227,105	-	227,105
Restructuring expenses (3)	6,420	-	6,555	419
Share-based compensation	941	855	3,759	3,406
Total non-GAAP adjustments	<u>7,465</u>	<u>239,084</u>	<u>15,731</u>	<u>246,380</u>
Non-GAAP operating income (loss)	<u>\$ 730</u>	<u>\$ (8,266)</u>	<u>\$ (16,406)</u>	<u>\$ (8,572)</u>
GAAP net loss	\$ (6,114)	\$ (245,607)	\$ (29,628)	\$ (249,686)
Total non-GAAP adjustments	7,465	239,084	15,731	246,380
Income tax effect of non-GAAP adjustments (4)	(2,613)	(33,279)	(5,671)	(35,876)
Tax valuation allowances and other tax adjustments	<u>1,782</u>	<u>36,741</u>	<u>5,467</u>	<u>36,741</u>
Non-GAAP net income (loss)	<u>\$ 520</u>	<u>\$ (3,061)</u>	<u>\$ (14,101)</u>	<u>\$ (2,441)</u>
<b>Non-GAAP net income (loss) per share:</b>				
Basic	\$ 0.02	\$ (0.10)	\$ (0.46)	\$ (0.08)
Diluted	\$ 0.02	\$ (0.10)	\$ (0.46)	\$ (0.08)

- 1) During the twelve months ended December 31, 2009, the Company recorded an accounts receivable write-down of \$0.5 million. In the twelve months ending December 31, 2008, the Company recorded a write-down of inventory of \$11.3 million, a write-off of capitalized software of \$0.6 million and a write-off of fixed assets of \$0.1 million.
- 2) During the twelve months ended December 31, 2009, the Company recorded acquisition expenses of \$0.5 million for inventory written-up to fair value in purchase accounting charges and \$0.5 million for other acquisition related costs. During the twelve months ended December 31, 2008, the Company recorded acquisition expenses of \$3.4 million for purchase accounting charges, integration costs and stay bonuses.

- 3) During the three and twelve months ended December 31, 2009, the Company recorded restructuring expenses of \$6.4 million and \$6.6 million for the write-down of a portion of a lease obligation, certain leasehold improvements and fixed assets, inventory related to discontinued product lines, and severance charges.
- 4) The income tax effect for the three and twelve months ended December 31, 2009 was based on a tax rate of 35% and 36%. The income tax effect for the three and twelve months ended December 31, 2008 was based on a tax rate of 35% for both periods on the deductible non-GAAP adjustments.

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