ADE CORP
Form 10-Q
March 14, 2005
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark One)

x QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Quarterly Period Ended: January 31, 2005

¨ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the Transition Period from _____ to _____

Commission file number 0-26714

ADE CORPORATION

(Exact Name of Registrant as Specified in its Charter)

Massachusetts	**04-2441829**
(State or Other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

80 Wilson Way, Westwood, Massachusetts 02090

(Address of Principal Executive Offices, Including Zip Code)

(781) 467-3500

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES ¨ NO x

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act). YES x NO ¨

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date.

Common Stock, par value $.01 per share	14,164,890 shares
Class	Outstanding at March 9, 2005

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PART I.

FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements:

ADE CORPORATION

CONSOLIDATED BALANCE SHEET

(in thousands except share and per share information, unaudited)

	January 31, 2005	April 30, 2004
Assets		
Current assets:		
Cash and cash equivalents	$ 64,803	$ 41,560
Marketable securities	884	1,084
Accounts receivable, net	19,273	13,604
Inventories	30,474	32,745
Prepaid expenses and other current assets	1,211	1,068
Total current assets	116,645	90,061
Fixed assets, net	9,642	10,829
Investments	499	499
Assets held for sale		4,323
Intangible assets, net	570	683
Goodwill	1,318	1,318
Restricted cash	631	637
Other assets	108	125
Total assets	$ 129,413	$ 108,475
Liabilities and stockholders equity		
Current liabilities:		
Current portion of long-term debt	$ 175	$ 168
Accounts payable	6,653	6,364
Accrued expenses and other current liabilities	12,959	10,557
Total current liabilities	19,787	17,089
Deferred gain on sale-leaseback	1,524	1,609
Long-term debt, net of current portion	3,476	3,608
Total liabilities	24,787	22,306
Stockholders equity:		
	141	141

Common stock, $.01 par value: 25,000,000 shares authorized: 14,084,476 and 13,997,310 issued and outstanding at January 31, 2005 and April 30, 2004, respectively		
Capital in excess of par value	107,268	106,399
Accumulated deficit	(3,274)	(21,071)
Accumulated other comprehensive income	491	700
Total stockholders equity	104,626	86,169
Total liabilities and stockholders equity	$ 129,413	$ 108,475

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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ADE CORPORATION

CONSOLIDATED STATEMENT OF OPERATIONS

(in thousands, except per share data, unaudited)

	Three months ended January 31,		Nine months ended January 31,	
	2005	2004	2005	2004
Net Revenue:				
Systems and parts	$ 26,426	$ 20,904	$ 77,677	$ 55,561
Service	3,079	2,225	9,430	6,840
Total revenue	29,505	23,129	87,107	62,401
Cost of revenue:				
Systems and parts	11,507	9,027	33,671	24,799
Service	2,462	2,403	7,233	7,385
Total cost of revenue	13,969	11,430	40,904	32,184
Gross profit	15,536	11,699	46,203	30,217
Operating expenses:				
Research and development	4,130	3,688	11,412	11,090
Marketing and sales	2,715	3,006	9,000	7,420
General and administrative	2,413	3,432	7,940	8,094
Restructuring charges				393
Total operating expenses	9,258	10,126	28,352	26,997
Income from operations	6,278	1,573	17,851	3,220
Gain on sale of long-term investment				1,729
Gain on sale of marketable securities		398		398
Interest income	182	47	379	181
Interest expense	(70)	(76)	(203)	(370)
Other income	163	90	214	147
Income before provision for (benefit from) income taxes and equity in net earnings of affiliated companies	6,553	2,032	18,241	5,305
Provision for (benefit from) income taxes	117	11	444	(174)
Income before equity in net earnings of affiliated companies	6,436	2,021	17,797	5,479
Equity in net earnings of affiliated companies				48
Net income	$ 6,436	$ 2,021	$ 17,797	$ 5,527
Basic earnings per share	$ 0.46	$ 0.15	$ 1.27	$ 0.40
Diluted earnings per share	$ 0.45	$ 0.14	$ 1.25	$ 0.39

Weighted average shares outstanding - basic	14,065	13,934	14,038	13,859
Weighted average shares outstanding - diluted	14,285	14,250	14,276	14,077

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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CONSOLIDATED STATEMENT OF CASH FLOWS

(in thousands, unaudited)

	Nine months ended January 31,	
	2005	**2004**
Cash flows from operating activities:		
Net income	$ 17,797	$ 5,527
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	1,700	2,296
Long-lived asset impairment		200
Equity in net earnings of affiliate, net of dividends received		952
Shares issued in lieu of directors fees		37
Gain on sale of long-term investment		(1,729)
Gain on sale of marketable securities		(398)
Gain on sale of building	(69)	
Non-cash compensation	20	
Amortization of gain from sale-leaseback	(85)	(56)
Changes in assets and liabilities:		
Accounts receivable, net	(5,669)	(5,289)
Inventories	2,271	(3,448)
Prepaid expenses and other current assets	(143)	102
Accounts payable	289	3,908
Accrued expenses and other current liabilities	2,402	2,168
Deferred income on sales to affiliate		(2,259)
Net cash provided by operating activities	18,513	2,011
Cash flows from investing activities:		
Purchases of fixed assets	(402)	(448)
Change in restricted cash	6	2,522
Proceeds from sale of building, net of selling expenses	4,394	9,753
Proceeds from sale of long-term investment		4,000
Proceeds from sale of marketable securities		515
Decrease in other assets	17	(16)
Net cash provided by investing activities	4,015	16,326
Cash flows from financing activities:		
Repayment of long-term debt	(125)	(6,937)
Proceeds from issuance of common stock	849	1,826
Net cash provided by (used in) financing activities	724	(5,111)
Effect of exchange rate changes on cash and cash equivalents	(9)	
Net increase in cash and cash equivalents	23,243	13,226

Cash and cash equivalents, beginning of period	41,560	21,476
Cash and cash equivalents, end of period	$ 64,803	$ 34,702

The accompanying notes are an integral part of these unaudited consolidated financial statements.

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ADE CORPORATION

NOTES TO UNAUDITED CONSOLIDATED

FINANCIAL STATEMENTS

(unaudited)

1. Basis of Preparation

The accompanying unaudited consolidated financial statements of ADE Corporation (the Company) include, in the opinion of management, all adjustments (consisting only of normal and recurring adjustments) necessary for a fair statement of the Company s financial position, results of operations and cash flows at the dates and for the periods indicated. Results of operations for interim periods are not necessarily indicative of those to be achieved for full fiscal years.

Pursuant to accounting requirements of the Securities and Exchange Commission applicable to quarterly reports on Form 10-Q, the accompanying unaudited consolidated financial statements and these notes do not include all disclosures required by generally accepted accounting principles in the United States of America for complete financial statements. Accordingly, these statements should be read in conjunction with the financial statements included in the Company s Annual Report on Form 10-K for the fiscal year ended April 30, 2004.

2. Comprehensive Income

Comprehensive income was as follows:

	(in thousands) Three months ended		(in thousands) Nine months ended	
	January 31, 2005	January 31, 2004	January 31, 2005	January 31, 2004
	(unaudited)		(unaudited)	
Net income	$ 6,436	$ 2,021	$ 17,797	$ 5,527
Other comprehensive income (loss):				
Unrealized gain (loss) on marketable securities, net of tax	(10)	(67)	(200)	788
Currency translation adjustments	(2)		(9)	
Other comprehensive income (loss)	(12)	(67)	(209)	788
Comprehensive income	$ 6,424	$ 1,954	$ 17,588	$ 6,315

3. Inventories

Inventories consist of the following:

	(in thousands)	
	January 31, 2005	April 30, 2004
	(unaudited)	
Raw materials and purchased parts	$ 16,371	$ 18,168
Work-in-process	12,667	13,357
Finished goods	1,436	1,220
	$ 30,474	$ 32,745

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4. Assets Held for Sale

In February 2003, the Company s Board of Directors approved a plan to sell the Company s Newton, Massachusetts property, which housed the Company s ADE Technologies, Inc. (ATI) subsidiary. The operations of ATI were relocated to the Company s Westwood, Massachusetts facility during the fourth quarter of fiscal 2003. The Company listed the property for sale and actively looked for a buyer. In accordance with Statement of Financial Accounting Standards No. 144 (SFAS 144), Accounting for the Impairment or Disposal of Long-Lived Assets, the Company classified the assets associated with the Newton property as Available for Sale and ceased depreciation on the assets. As required by SFAS 144, in order to classify this property as Available for Sale, it must be probable that it will be sold within one year unless certain criteria are met. During the time that the Newton property was listed for sale, the real estate market for industrial properties in the Boston area was sluggish. The Company responded to these market conditions by decreasing the asking price of the property and recorded charges of $378,000 during fiscal year 2004 to general and administrative expenses to reduce the net carrying value of the assets to the fair value less the cost to sell the property. The fair value of the property was determined by the Company s best estimate of the current market value of the property as a result of negotiations with potential buyers since the property was listed for sale. On June 25, 2004, the Company entered into a purchase and sale agreement with a buyer for the Newton property. The sale of the Newton property was completed on December 2, 2004. The Company received net proceeds of $4.4 million. A gain of approximately $69,000 was recognized on the transaction and was recorded as income in the Company s consolidated statement of operations for the quarter ended January 31, 2005.

5. Intangible Assets

The Company has capitalized license fees for software included in the Company s products. These license fees are amortized at the greater of 1) the ratio that current gross revenue for the related products bears to the total current and anticipated future gross revenue for those products or 2) on a straight-line basis over the estimated useful life of the related products. The carrying amount and accumulated amortization for the Company s intangible assets are as follows:

	(in thousands)	
	January 31, 2005	**April 30, 2004**
	(unaudited)	
License fees at cost	$ 1,400	$ 1,400
Accumulated amortization	(830)	(717)
Net carrying value	$ 570	$ 683

Amortization expense was $38,000 for the three months ended January 31, 2005 and 2004, respectively, and $113,000 for the nine months ended January 31, 2005 and 2004, respectively. Estimated annual amortization is $178,000, $316,000 and $189,000 for the fiscal years ending April 30, 2005, 2006 and 2007, respectively.

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6. Accrued Expenses and Other Current Liabilities

Accrued expenses and other current liabilities consist of the following:

	(in thousands)	
	January 31, 2005	April 30, 2004
	(unaudited)	
Accrued salaries, wages, vacation pay and incentive compensation	$ 3,476	$ 2,144
Accrued commissions	839	1,271
Accrued warranty costs	1,485	1,257
Deferred revenue	3,251	2,367
Other	3,908	3,518
	$ 12,959	$ 10,557

7. Stock-based Compensation

Stock-based compensation awards to employees under the Company s stock plans are accounted for using the intrinsic value method prescribed in Accounting Principles Board Opinion (APB) No. 25, Accounting for Stock Issued to Employees, and related interpretations. The Company has adopted the disclosures required by SFAS No. 123 (SFAS 123), Accounting for Stock-Based Compensation and SFAS No. 148, Accounting for Stock-based Compensation. Had compensation cost for the stock-based compensation been determined based on the fair value at the grant dates of awards consistent with the provisions of SFAS 123, the Company s net income and earnings per share would have been reduced to the pro forma amounts as follows:

	(In thousands, except per share data) Three months ended	(In thousands, except per share data) Nine months ended
	January 31,	January 31,

	2005	2004	2005	2004
	(unaudited)		(unaudited)	
Net income, as reported	$ 6,436	$ 2,021	$ 17,797	$ 5,527
Add back: Stock-based compensation included in net income, as reported	5	37	20	37
Deduct: Total stock-based employee compensation expense determined under fair value based method, net of related income taxes	336	154	1,091	842
Pro forma net income	$ 6,105	$ 1,904	$ 16,726	$ 4,722
Net earnings per share:				
Basic - as reported	$ 0.46	$ 0.15	$ 1.27	$ 0.40
Basic - pro forma	$ 0.43	$ 0.14	$ 1.19	$ 0.34
Diluted - as reported	$ 0.45	$ 0.14	$ 1.25	$ 0.39
Diluted - pro forma	$ 0.43	$ 0.13	$ 1.17	$ 0.34

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8. Earnings Per Share

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of common shares outstanding for the period. Diluted earnings per share is computed using the weighted average number of common shares outstanding and gives effect to all dilutive potential common shares outstanding during the period. For the three months ended January 31, 2005 and 2004, respectively, 363,362 and 67,000 common shares issuable upon the exercise of stock options have been excluded from the computation of diluted earnings per share, as their effect would have been antidilutive because the exercise price of the options was greater than the average market value of the Company s common stock during the respective periods. For the nine months ended January 31, 2005 and 2004, respectively, 361,000 and 595,327 common shares issuable upon the exercise of stock options have been excluded from the computation of diluted earnings per share, as their effect would have been antidilutive because the exercise price of the options was greater than the average market value of the Company s stock during the respective periods.

The following is a reconciliation of the shares used in calculating basic and diluted earnings per share:

(in thousands)

	(in thousands) Three months ended January 31,		Nine months ended January 31,	
	2005	2004	2005	2004
	(unaudited)			
Shares used in computation:				
Weighted average common stock outstanding used in computation of basic earnings per share	14,065	13,934	14,038	13,859
Dilutive effect of stock options outstanding	220	316	238	218
Shares used in computation of diluted earnings per share	14,285	14,250	14,276	14,077

9. Segment Reporting

The Company has three reportable segments: ADE Semiconductor Systems Group (SSG), ADE Phase Shift (PST) and ADE Technologies (ATI). SSG manufactures and markets metrology and inspection systems to the semiconductor wafer and device manufacturing industries that are used to improve yield and capital productivity. Sales of the Company s stand-alone software products are also included in the SSG segment.

PST manufactures and markets high performance, non-contact surface metrology equipment using advanced interferometric technology that provides enhanced yield management to the data storage, semiconductor and optics industries. ATI manufactures and markets high precision magnetic characterization and non-contact dimensional metrology gauging systems primarily to the data storage industry.

The Company s reportable segments are determined based upon information used to evaluate the business by the chief operating decision maker, which includes the nature of the products, the external customers and customer industries and the sales and distribution methods used to market the products. The Company evaluates performance based upon profit or loss from operations. The Company does not measure the assets allocated to the segments. Management fees representing certain services provided by corporate offices have been allocated to each of the reportable segments based upon the usage of those services by each segment. Additionally, other income, the provision for (benefit from) income taxes and the equity in net earnings of affiliated companies are not included in segment profitability. For the reportable segments, intersegment sales are recorded at cost plus 20% and are eliminated in consolidation.

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9. Segment Reporting (Continued)

	(in thousands)			
	SSG	**PST**	**ATI**	**Total**
For the quarter ended January 31, 2005				
Revenue from external customers	$ 15,528	$ 10,719	$ 3,258	$ 29,505
Intersegment revenue	171	23	129	323
Income from operations	1,445	4,315	548	6,308
Depreciation and amortization expense	402	130	4	536
Capital expenditures	19	82	149	250
For the quarter ended January 31, 2004				
Revenue from external customers	$ 16,589	$ 4,290	$ 2,250	$ 23,129
Intersegment revenue			176	176
Income (loss) from operations	1,155	771	(353)	1,573
Depreciation and amortization expense	504	136	25	665
Capital expenditures	389	73		462

	(in thousands)			
	SSG	**PST**	**ATI**	**Total**
For the nine months ended January 31, 2005				
Revenue from external customers	$ 54,042	$ 24,088	$ 8,977	$ 87,107
Intersegment revenue	216	217	350	783
Income from operations	9,474	7,604	828	17,906
Depreciation and amortization expense	1,290	397	13	1,700
Capital expenditures	155	82	165	402
For the nine months ended January 31, 2004				
Revenue from external customers	$ 42,598	$ 13,056	$ 6,548	$ 62,202
Intersegment revenue	48		231	279
Income (loss) from operations	1,347	2,358	(516)	3,189
Depreciation and amortization expense	1,834	385	77	2,296
Long-lived asset impairment	200			200
Capital expenditures	345	102		447

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The following is a reconciliation for the above items where aggregate reportable segment amounts differ from amounts contained in the Company s consolidated financial statements.

	Three months ended January 31,		Nine months ended January 31,	
	2005	2004	2005	2004
Total external revenue for reportable segments	$ 29,505	$ 23,129	$ 87,107	$ 62,202
Net impact of revenue recognition on sales to affiliate				199
Total consolidated revenue	$ 29,505	$ 23,129	$ 87,107	$ 62,401
Total operating income for reportable segments	$ 6,308	$ 1,573	$ 17,906	$ 3,189
Net impact of intercompany gross profit eliminations and deferred profit on sales to affiliate	(30)		(55)	31
Total consolidated operating income	$ 6,278	$ 1,573	$ 17,851	$ 3,220

10. Commitments and Contingencies

Pending Litigation

On October 12, 2000, the Company filed a patent infringement lawsuit against KLA-Tencor Corporation (KLA), a competitor, in United States District Court in Delaware. In the suit, the Company seeks damages and a permanent injunction against further infringement of United States Patent Numbers 6,118,525 and 6,292,259, both entitled Wafer Inspection System for Distinguishing Pits and Particles. KLA responded by filing counterclaims alleging that the Company has infringed four patents owned by KLA. KLA seeks damages for the alleged patent infringement and a permanent injunction against future infringement. In addition, KLA seeks a declaration that United States Patent Numbers 6,118,525 and 6,292,259, owned by the Company, are invalid and not infringed by KLA. On March 13, 2003, the District Court issued a ruling upholding KLA s principal arguments with respect to ADE s claims of infringement. On August 15, 2003, the District Court issued rulings upholding ADE s principal arguments with respect to KLA s claims of infringement for two of KLA s asserted patents. On February 4, 2004, a jury in the United States District Court in Delaware returned a verdict in favor of ADE invalidating all the remaining claims asserted by KLA. A final judgment has now been issued by the court in ADE s favor on all of KLA s counterclaims. The Company has appealed some of the District Court s rulings to the United States Court of Appeals for the Federal Circuit. On or about January 31, 2005, the Company and KLA entered into a settlement agreement that resulted in dismissal with prejudice of the lawsuit against both the Company and KLA and of all related claims. Although terms of the settlement are confidential, the settlement agreement had no material effect on the Company s financial position or results of operations.

On October 18, 2002, a former employee of the Company filed a civil action against the Company in Massachusetts Superior Court, Suffolk County, alleging that the Company breached his employment contract with the Company and seeking damages of an unspecified amount. The Company filed an answer to the former employee s complaint denying his allegations, and believes that the former employee s claim lacks merit. The Company also filed counterclaims against the employee. On July 15, 2003, the former employee amended his complaint to add related allegations and to add Dr. Koliopoulos and Mr. James as individual defendants. The parties have reached a confidential settlement agreement that is in the process of being executed. The Company believes that a majority of the settlement amount and the Company s related expenses will be covered under the Company s insurance policies.

In addition to the matters noted above, from time to time the Company is subject to legal proceedings and claims in the ordinary course of business. In the opinion of management, the amount of ultimate expense with respect to any other current legal proceedings and claims will not have a material adverse effect on the Company s financial position or results of operations.

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Guarantor agreements

The Company has an agreement with a vendor whereby it guarantees the expenses incurred by certain of the Company s employees. The term of the agreement is from execution until cancellation and payment of any outstanding amounts. The Company would be required to pay any unsettled employee expenses upon notification from the vendor. The maximum potential amount of future payments the Company could be required to make under this agreement is not significant. As a result, the Company believes the estimated fair value of these agreements is minimal. Accordingly, no liabilities have been recorded for this guaranty as of January 31, 2005.

Pursuant to one of the provisions in the Company s standard terms and conditions of sale, the Company agrees, subject to certain limitations and conditions, to defend any suit or proceeding brought against a customer based on a claim that the Company s equipment, standing alone, infringes a United States patent or copyright or misappropriates a trade secret protected under United States law. Actions arising under such provision may only be brought by customers within two years after the cause of action arises. The maximum potential amount of payments the Company may be required to make under such provision is limited to the total purchase price of the Company s equipment sold under the particular contract. The Company has never incurred costs to defend lawsuits or settle claims related to these customer contract provisions. As a result, the Company believes the estimated exposure of these provisions is minimal. Accordingly, the Company has no liabilities recorded for these provisions as of January 31, 2005.

The Company warrants that its products will perform in all material respects in accordance with its standard published specifications. The term of the Company s standard warranty is 12 months. The Company accrues 2% or 3% of product revenues, based on history, to provide for estimated warranty costs, depending on which business unit made the sale. The following is a reconciliation of the quarterly activity in the Company s warranty liability for the three and nine months ended January 31, 2005 and 2004.

	(in thousands) Three months ended January 31,		(in thousands) Nine months ended January 31,	
	2005	2004	2005	2004
	(unaudited)		(unaudited)	
Accrued warranty, beginning balance	$ 1,505	$ 1,079	$ 1,257	$ 1,041
Accruals for warranties issued	164	226	881	600
Warranty settlements made	(184)	(124)	(653)	(460)
Accrued warranty, ending balance	$ 1,485	$ 1,181	$ 1,485	$ 1,181

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11. New Accounting Pronouncements

In November 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 151 (SFAS 151), Inventory Costs. SFAS 151 amends the guidance in Accounting Review Board No. 43, Chapter 4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS 151 is effective for fiscal years beginning after June 15, 2005. The adoption of SFAS 151 is not expected to have a material impact on the Company s financial position and results of operations.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123 (revised 2004) (SFAS 123R), Share-Based Payment. SFAS 123R requires that the cost resulting from all share-based payment transactions be measured using a fair-value method and be recognized in the financial statements. SFAS 123R is effective as of the beginning of the first interim or annual reporting period that begins after June 15, 2005. SFAS 123R is effective for the Company s second quarter of fiscal 2006 beginning August 1, 2005. The adoption of SFAS 123R will have a material impact on the Company s financial position and results of operations. The Company is evaluating what transition method to select upon adoption.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29. SFAS No. 153 addresses the measurement of exchanges of nonmonetary assets and redefines the scope of transactions that should be measured based on the fair value of the assets exchanged. SFAS No. 153 is effective for the Company for nonmonetary asset exchanges after June 15, 2005. The adoption of SFAS No. 153 is not expected to have a material effect on the Company s consolidated financial position or results of operations.

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations:

Introduction

ADE Corporation (the Company) designs, manufactures, markets and services highly precise, automated measurement, defect detection and handling equipment with current applications in the production of semiconductor wafers, semiconductor devices and magnetic computer disks. The Company operates three major business segments, the Semiconductor Systems Group (SSG), ADE Phase Shift (PST) and ADE Technologies (ATI). SSG manufactures multifunctional semiconductor metrology and automation systems and optical wafer defect inspection equipment used to detect particles and other defects on silicon wafer surfaces primarily for the semiconductor wafer and device manufacturing industries. PST manufactures high-performance, non-contact surface metrology equipment using advanced interferometric technology that provides enhanced yield management to the data storage, semiconductor and optics industries. ATI manufactures high precision magnetic characterization and non-contact dimensional metrology gauging systems primarily for the data storage industry.

Historically, the semiconductor wafer and device industries and the magnetic data storage industry have been highly cyclical and have experienced both rapid periods of growth and rapid downturns that can be abrupt and result in significant changes in revenue and profits. During an industry wide downturn, the demand for capital equipment significantly decreases as the Company s customers reduce production of semiconductor wafers and devices. Beginning in fiscal year 2002, the Company experienced decreased demand for its products in all business segments as a result of the downturn in the semiconductor wafer and device manufacturing industries as well as the data storage industry. Consequently, the Company experienced reduced order levels and revenues during fiscal year 2002 and early fiscal 2003. In response to the industry downturn, the Company underwent cost reduction measures, including headcount reductions, and focused its research and development activities on projects to place the Company in the best possible position for the next wave of capital spending in the semiconductor wafer and device manufacturing industries as well as the magnetic data storage industry. Beginning in the second half of fiscal year 2003 and continuing through the third quarter of fiscal year 2005, the Company experienced sequential increases in quarterly revenue and backlog in all but the first quarter of fiscal 2004. As a result, the Company has achieved profitability, on a quarterly basis, since the third quarter of fiscal year 2003. These results were due in part to increased order activity from Asia and Japan during fiscal years 2003, 2004 and the first quarter of fiscal 2005 as well as the aforementioned cost reduction measures. However, although revenue for the third quarter of fiscal 2005 increased compared to the second quarter and the Company achieved a book to bill ratio of one to one, the Company s bookings decreased consecutively in the second and third quarters of fiscal 2005 on an absolute dollar basis. At this time, the Company cannot determine if this decrease in order activity is indicative of the beginning of a down cycle in the semiconductor manufacturing industry or if it is just a momentary pause while the industry absorbs the equipment ordered in the recent expansion. As such, the Company makes no assurances that current order, revenue, backlog and profit levels can be sustained in future periods.

The following information should be read in conjunction with the unaudited consolidated financial statements and notes thereto included in this quarterly report and the audited consolidated financial statements and Management s Discussion and Analysis of Financial Condition and Results of Operations contained in the Company s Annual Report on Form 10-K for the fiscal year ended April 30, 2004.

Forward-Looking Statements

This quarterly report on Form 10-Q contains statements which constitute forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995 and Federal securities laws. Statements that make reference to the Company s expectations, predictions and anticipations are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those expressed by such statements and should be considered forward-looking statements. These statements include, but are not limited to, expectations about the Company s performance in the fourth quarter of fiscal 2005, risks and uncertainties associated with the strength of the semiconductor and magnetic data storage markets, wafer pricing and wafer demand, the results of product development efforts, the success of

the Company s product offerings in meeting customer needs within the timeframes required by customers in these markets, further increases in backlog, the Company s visibility, the Company s ability to maintain current gross profit levels, expectations about the impact of Statement of Financial Accounting Standards No. 123 (revised 2004)

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and its predictions of future financial outcomes. Subject to applicable law, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or otherwise. Further information on potential factors that could affect the Company s business is described in Other Risk Factors and Trends appearing at the end of this Management s Discussion and Analysis of Financial Condition and Results of Operations and in the Company s reports on file with the Securities and Exchange Commission, including its Annual Report on Form 10-K for the fiscal year ended April 30, 2004.

Restructurings

During the first quarter of fiscal 2004, as a result of continued cost cutting initiatives, the Company recorded a restructuring charge of $393,000, which consisted primarily of severance expenses for 20 terminated employees. The employees were terminated from various functional areas within the Company s SSG and ATI business segments. The majority of all the severance payments from the first quarter restructuring were made by the end of fiscal year 2004. In connection with the first quarter restructuring, the Company did not renew its lease at its Bethel, Connecticut facility, which expired in August 2003. Prior to the end of the first quarter of fiscal 2004, the operations of the Bethel facility were relocated to the Westwood, Massachusetts and Tucson, Arizona facilities.

Sale of Long-term Investment

On July 24, 2003, the Company entered into an agreement to sell the majority of its 50% ownership in Japan ADE, Ltd. (JAL) to Kanematsu Electronics, Ltd., the other 50% owner of JAL. The Company received proceeds of $4.0 million and realized a gain of $1.7 million from this transaction. The Company retained a 9% ownership interest in JAL. Prior to the transaction, the Company accounted for its investment in JAL under the equity method. As a result of the decrease in both ownership and influence over the affairs of JAL, the Company accounts for its remaining 9% interest under the cost method.

The $1.7 million gain on the transaction was calculated as follows:

ADE shares held prior to sale	1,500	50%
KEL shares held prior to sale	1,500	50%
Total ownership shares	3,000	100%
Shares sold by ADE	1,230	41%
Shares retained by ADE	270	9%
	(in thousands)	
Book value of ADE investment at 4/30/03	$ 3,722	
Less: Dividend - received 7/10/03	(1,000)	
Add: Income from affiliate - April-June	48	
Book value of ADE investment before sale	$ 2,770	
Book value per share - before sale	$ 1.85	
Book value of shares sold	$ 2,271	

Proceeds from sale	$ 4,000
Gain on sale of 41% ownership	$ 1,729

Prior to July 24, 2003, when the Company was accounting for its investment in JAL under the equity method, the revenue from sales to JAL, which had not in turn been sold by JAL to unrelated third parties, was eliminated and the related profit on such sales was recorded as deferred income on sales to affiliate. As a result of the reduction of the Company s 50% investment in JAL to 9% and the change in accounting method for the remaining investment to

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the cost method, the Company recognized approximately $6.4 million of system and parts revenue in its statement of operations that otherwise may have been deferred revenue on the balance sheet as of July 31, 2003. Cost of revenue, systems and parts in the statement of operations increased by $2.5 million during the quarter ended July 31, 2003 as a result of the sale of part of the Company s JAL investment. Therefore, gross profit in the statement of operations increased by $3.9 million during the same period.

Critical Accounting Policies, Significant Judgments and Estimates

The discussion and analysis of the Company s financial condition and results of operations are based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States of America. The preparation of these financial statements requires management to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure at the date of the Company s financial statements. On an on-going basis, management evaluates its estimates and judgments, including those related to bad debts, inventories, intangible assets, income taxes, and warranty obligations. Management bases its estimates and judgments on historical experience and on various other factors that are believed to be reasonable under the circumstances, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions or conditions. The Company considers certain accounting policies related to revenue recognition and allowance for doubtful accounts, inventory valuation, accounting for income taxes, valuation of goodwill and software and the accounting for leases to be critical policies due to the estimates and judgments involved in each.

Revenue Recognition and Allowance for Doubtful Accounts

The Company s revenue recognition policy complies with SEC Staff Accounting Bulletin No. 104 (SAB 104), Revenue Recognition in Financial Statements. The Company recognizes revenue when persuasive evidence of an arrangement exists, delivery has occurred or services have been rendered, the price is fixed or determinable and collectibility is reasonably assured. The Company s standard customer arrangement includes a signed purchase order, in which it offers payment terms of 30 to 90 days, no right of return of delivered products and a twelve month warranty. The Company assesses whether the fee associated with its revenue transactions is fixed or determinable based on the payment terms associated with the transaction. If a significant portion of the fee is due after the Company s normal payment terms, 30 to 90 days, it determines that the fee is not fixed or determinable. In these cases, the Company recognizes revenue as the fees become due. The Company assesses collectibility based on the credit worthiness of the customer and past transaction history. The Company performs on-going credit evaluations of its customers and does not require collateral from its customers. For many of the Company s international customers, it requires that an irrevocable letter of credit be issued by the customer before the purchase order is accepted. If the Company determines that collection of a fee is not reasonably assured, it defers the fee and recognizes the revenue at the time that collection becomes reasonably assured, which is generally upon the receipt of cash.

For some of the Company s sales transactions, a portion, usually 10%, of the fee is not due until installation occurs and the customer accepts the product. The other 90% of the fee is normally due 30 to 90 days after shipment. If the Company has met defined customer acceptance experience levels with a specific type of product, these transactions are accounted for as multiple-element arrangements with the deferral of the portion of the fee not due until installation is complete and customer acceptance has occurred. Management of the Company must make a determination of what constitutes an appropriate experience level with a product. This determination is based on, but not limited to, the extent to which a product contains significantly new technology, the number of similarly configured products previously delivered and the Company s experience with a particular customer. For new products, the Company must obtain at least three acceptances before it will recognize the 90% portion of the fee upon shipment. All other sales with customer acceptance provisions are recognized as revenue upon customer acceptance. The portion of the fee related to the installation of the product and customer training is classified as service revenue.

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The Company s transactions frequently involve the sales of systems and services under multiple element arrangements. Revenue under multiple element arrangements is allocated to all elements except systems based upon the fair value of those elements. The amounts allocated to training are based upon the price charged when this element is sold separately and unaccompanied by the other elements. The amount allocated to installation revenue is based upon hourly rates and the estimated time to complete the service. The amount allocated to system and parts is done on a residual method basis. Under this method, the total arrangement value is allocated first to undelivered elements, based on their fair values, with the remainder being allocated to system revenue.

The Company accrues for anticipated warranty costs upon shipment. Service revenue is recognized as the services are performed provided collection of the related receivable is probable. Service contract revenue is recognized ratably over the contractual periods in which the services are provided. Revenue from software licenses is recognized when an agreement has been executed, software has been delivered, fees are fixed or determinable and collection of the related receivable is probable.

Revenue from systems sales to JAL, the Company s previously 50% owned affiliate and a distributor of the Company s products, by the SSG, ATI and PST segments has been reflected in segment revenue during the period they were shipped by the respective segment, which could differ from the period the revenue was recognized for consolidated financial reporting purposes. Consolidated revenue on systems sales to JAL was recognized when the related product or software was shipped to and accepted by the end user of the product or software. As a result of the Company s decreased investment in JAL, since July 24, 2003, all sales to JAL have been reflected in both segment and consolidated revenue in the same period.

The Company maintains an allowance for doubtful accounts based on a continuous review of customer accounts, payment patterns and specific collection issues. Where specific collection issues are identified, the Company records a specific allowance based on the amount that the Company believes will be collected. For accounts where specific collection issues are not identified, the Company will record a reserve based on the age of the receivable and historical collection patterns.

Inventory Valuation

Inventories are valued at the lower of cost or market, cost being determined on a first-in, first-out basis. Management evaluates the need to record adjustments for impairment of inventory on a monthly basis. The Company s policy is to assess the valuation of all inventories, including raw materials, work-in-process, finished goods and spare parts. Inventory that, in the judgment of management, is obsolete or in excess of the Company s estimated usage is written-down to its estimated market value, if less than its cost. Inherent in the estimates of market value are management s estimates related to current economic trends, future demand for the Company s products, and technological obsolescence. Significant management judgments must be made when establishing the reserve for obsolete and excess inventory. If the Company s judgments and estimates relating to obsolete and excess inventory prove to be inadequate, its financial results could be materially adversely affected in future periods. If the inventory value is written down to its net realizable value, and subsequently there is an increased demand for the inventory at a higher value, the increased value of the inventory is not realized until the inventory is sold.

Accounting for Income Taxes

The Company records income taxes using the asset and liability method. Deferred income tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective income tax bases, and operating loss and tax credit carryforwards. The Company s financial statements contain certain deferred tax assets, which have arisen primarily as a result of operating losses incurred in prior years, as well as other temporary differences between book

and tax accounting. Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes, requires the establishment of a valuation allowance to reflect the likelihood of the realization of deferred tax assets. Significant management judgment is required in determining the Company s provision for income taxes, its deferred tax assets and liabilities and any valuation allowance recorded against its net deferred tax assets. The Company

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evaluates the weight of all available evidence to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. As of January 31, 2005, the Company has a valuation allowance against the full amount of its deferred tax assets. The Company recorded a full valuation allowance during fiscal 2002. The decision to record the valuation allowance required significant judgment. Had the Company not recorded this allowance, it would have reported materially different results. If the realization of deferred tax assets in the future is considered more likely than not, an adjustment to the deferred tax assets would increase net income in the period such determination was made. The amount of the deferred tax asset considered realizable is based on significant estimates, and it is at least reasonably possible that changes in these estimates in the near term could materially affect the Company s financial condition and results of operations. The Company will continue to evaluate both the positive and negative evidence obtained from actual and forecasted results to determine if the deferred tax assets are realizable. It is possible that all, or a portion, of the valuation allowance will be released by the end of fiscal 2005. The Company s effective tax rate may vary from period to period based on changes in estimated taxable income or loss, changes to the valuation allowance, changes to federal, state or foreign tax laws, and deductibility of certain costs and expenses by jurisdiction.

Valuation of Goodwill and Software

Intangible assets consist of $1.3 million of goodwill obtained through the acquisition of the Semiconductor Solutions Division of LPA Software, Inc. (SSD) in September 1997 as well as $0.6 million, net of amortization, of capitalized license fees for software included in the Company s products. In July 2001, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 142 (SFAS 142), Goodwill and Other Intangible Assets, which was effective for the Company on May 1, 2002. SFAS 142 requires, among other things, the discontinuance of goodwill amortization and includes provisions for the reclassification of certain existing recognized intangibles as goodwill, reassessment of the useful lives of existing recognized intangibles, and reclassification of certain intangibles out of previously reported goodwill. In accordance with this statement, the Company discontinued the amortization of its net goodwill of $1.3 million on May 1, 2002. In addition, the Company was required to perform a transitional impairment test for goodwill under SFAS 142. The impairment test under SFAS 142 uses a two-step process. The first step compares the fair value of the reporting unit with the unit s carrying value, including goodwill. If the carrying value of the reporting unit is greater than fair value, the unit s goodwill may be impaired, and the second step must be completed to measure the amount of the goodwill impairment charge, if any. In the second step, the implied fair value of the reporting unit s goodwill is compared with the carrying amount of the unit s goodwill. If the carrying amount is greater than the implied fair value, the carrying value of the goodwill must be written down to its implied fair value.

The Company is required to perform impairment tests under SFAS 142 annually and whenever events or changes in circumstances suggest that the goodwill may be impaired. Factors the Company considers important that could trigger the impairment review include:

- significant underperformance relative to historical or projected future operating results;
- significant negative industry or economic trends;
- significant adverse change in legal factors or in the business climate;
- significant decline in the Company s stock price for a sustained period;
- significant decline in the Company s technological value as compared to the market;
- the Company s market capitalization relative to net book value; and

unanticipated competition.

Net capitalized license fees of $0.6 million for software included in the Company s products are amortized at the greater of 1) the ratio that current gross revenue for the related products bears to the total current and anticipated future gross revenue for those products or 2) on a straight-line basis over its estimated useful life. At each quarter-end, the carrying value of the software is compared to net realizable value (NRV). NRV is the estimated future gross revenues from products that incorporate the software reduced by the estimated future costs of disposal. If NRV is less than the carrying value, the excess is written-off and NRV becomes the new carrying value of the software.

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Significant management judgments and estimates must be made when establishing criteria for future cash flows, estimating reporting unit fair value and assessing impairment. If the Company s judgments and estimates relating to goodwill and software prove to be inadequate, an asset may be determined to be impaired and the Company s financial results could be materially adversely impacted. Likewise, if a future event or circumstance indicates that an impairment assessment is required and, through the performance of that assessment, an asset is determined to be impaired, the Company s financial results could be materially and adversely impacted in future periods.

Accounting for Leases

On July 29, 2003, the Company entered into a lease agreement for its corporate headquarters in Westwood, Massachusetts. The classification of this lease as an operating lease involved a significant judgement by the Company s management with respect to the Company s incremental borrowing rate. At the date of lease inception, the incremental borrowing rate is a significant element of the calculation in one of the four tests that must be performed to determine if a lease should be classified as an operating lease or a capital lease. The Company s management determined the Company s incremental borrowing rate based on an analysis of its negotiations with various financial institutions, the implicit interest rate in the lease for the Westwood, Massachusetts building and an estimate of the current yield on debt financing of comparable companies in the public securities markets. Because the criteria necessary for classification as a capital lease were not met, the lease was accounted for as an operating lease and the leased building and related liability have not been recorded in the Company s consolidated balance sheet. If the Company s incremental borrowing rate was determined to be lower than what was determined by the Company s management, the lease could have met the criteria for classification as a capital lease, which would have resulted in an asset of approximately $8.6 million and a liability of approximately $8.6 million being recorded in the Company s consolidated balance sheet at July 31, 2003.

Off-Balance Sheet Arrangements

The Company has not created, and is not party to, any special-purpose or off-balance sheet entities for the purpose of raising capital, incurring debt or operating parts of its business that are not consolidated into its financial statements. The Company does not have any arrangements or relationships with entities that are not consolidated into its financial statements that are reasonably likely to materially affect its liquidity or the availability of capital resources, except as set forth below under Liquidity and Capital Resources.

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Results of Operations

Three Months Ended January 31, 2005 compared to Three Months Ended January 31, 2004

Systems and parts revenue. Systems and parts revenue increased 26% to $26.4 million in the third quarter of fiscal 2005 from $20.9 million in the third quarter of fiscal 2004. Systems and parts revenue in the SSG segment decreased 11% to $13.0 million in the third quarter of fiscal 2005 compared to $14.6 million in the year earlier period. The decrease in revenues from the SSG segment primarily reflects decreased orders for capacitance-based flatness tools in favor of the Company s newer optical-based flatness tools, which are sold by the Company s PST segment. System and parts revenue in the PST segment increased 153% to $10.6 million in the third quarter of fiscal 2005 compared to $4.2 million in the year earlier period. The increase in revenue from the PST segment was due primarily to increased demand for its optical-based flatness tools. System and parts revenue from the products that are marketed to the data storage industry by the Company s ATI segment increased 38% to $3.2 million in the third quarter of fiscal 2005 compared to $2.3 million in the year earlier period. The increase can be attributed primarily to increased demand for ATI s magnetics products.

The Company s total revenue by industry is distributed as follows:

	Three months ended January 31,	
	2005	2004
Wafer	80%	80%
Device / OEM	10%	10%
Magnetic Data Storage	10%	10%
Total	100%	100%

The Company s total revenue by region is distributed as follows:

	Three months ended January 31,	
	2005	2004
United States	13%	12%
Japan	51%	40%
Asia	13%	31%
Europe	23%	17%
Total	100%	100%

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The geographical distribution of revenues can fluctuate from quarter to quarter due to differences in the timing and rate of capital expenditures between geographical regions.

Service revenue. Service revenue increased 38% to $3.1 million in the third quarter of fiscal 2005 compared to $2.2 million in the third quarter of fiscal 2004. The Company s service revenue consists of fees for installation, training, product maintenance and technical support services. The majority of the Company s service revenue is derived from the SSG segment. The increase is primarily due to service calls related to customers bringing and keeping equipment on-line to meet higher demand levels.

Gross profit systems and parts. Gross profit on systems and parts decreased slightly to 56% in the third quarter of fiscal 2005 from 57% in the third quarter of fiscal 2004. Gross profit in the SSG segment decreased to 54% in the third quarter of fiscal 2005 compared to 58% in the third quarter of fiscal 2004 due primarily to changes in geographical sales mix. Gross profit in the PST segment decreased to 61% in the third quarter of fiscal 2005 compared to 63% in the third quarter of fiscal 2004 due primarily to changes in geographical sales mix. The decrease in gross profit from the SSG and PST segments was partially offset by an increase in gross profit in the ATI segment. Gross profit in the ATI segment increased to 47% in the third quarter of fiscal 2005 compared to 31% in the third quarter of fiscal 2004 due to continuing improvements in cost control, efficiencies and changes in product mix. In general, sales to Japan are made through distributors who buy the Company s products at a discount and then perform installation and service after reselling the products to the end user. As a result, sales to Japan tend to have a lower gross margin than sales made to other parts of the world, which are made through internal and external sales representatives who are compensated by means of commissions. Commissions expense is included in marketing and sales expense.

Gross profit service. Gross profit from service increased to 20% in the third quarter of fiscal 2005 compared to (8%) in the third quarter of fiscal 2004. The increased gross profit was primarily the result of both increased revenues related to service calls and decreased material and repair costs compared to the third quarter of fiscal 2004.

Research and development. Research and development expense for the third quarter of fiscal 2005 increased $0.4 million, or 12%, to $4.1 million compared to $3.7 million in the third quarter of fiscal 2004, but decreased as a percentage of revenue to 14% compared to 16% in the third quarter of fiscal 2004. The increase was due primarily to higher payroll expense. The decrease in expense as a percentage of revenues reflects the increased revenue mentioned above. The company expects research and development expense for the fourth quarter of fiscal 2005 to remain flat or decrease slightly in absolute dollars compared to the third quarter of fiscal 2005. The Company continues to invest in its semiconductor wafer and device industry products as well as new products for the magnetic storage industry, including those that measure the magnetic properties of materials used in manufacturing disk drives.

Marketing and sales. Marketing and sales expense decreased $0.3 million, or 10%, to $2.7 million in the third quarter of fiscal 2005 from $3.0 million in the third quarter of fiscal 2004 and decreased to 9% as a percentage of revenue compared to 13% in the third quarter of fiscal 2004. The decrease in expense was a result of a $0.7 million decrease in external commission expense, which was partially offset by a $0.2 million increase in payroll expense. The Company expects marketing and sales expense to increase in the fourth quarter of fiscal 2005 to the $4.1 to $4.4 million range due to higher commission expense as shipments to the Asia-Pacific region, where ADE engages external sales representatives, are expected to increase significantly. The mix of sales channels through which the Company s products are sold may also have a significant impact on the Company s marketing and sales expense and the results in any period may not be indicative of marketing and sales expense for future periods.

General and administrative. General and administrative expense decreased $1.0 million, or 30%, to $2.4 million in the third quarter of fiscal 2005 from $3.4 million in the third quarter of fiscal 2004 and decreased as a percentage of revenue to 8% from 15% in the third quarter of 2004. Expense decreased primarily as a result of a $1.5 million decrease in legal expense which was partially offset by higher regulatory compliance related expense and incentive compensation expense of $0.5 million.

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The decrease in expense as a percentage of revenues reflects the increased revenue mentioned above. The Company expects general and administrative expense to remain at or near current levels in absolute dollars in the fourth quarter of fiscal 2005 compared to the third quarter of fiscal 2005.

Interest income. Interest income was $182,000 in the third quarter of fiscal 2005 compared to interest income of $47,000 in third quarter of fiscal 2004. The increase in interest income was the result of an increase in invested cash balances and increased investment returns during the third quarter of fiscal 2005.

Interest expense. Interest expense was $70,000 in the third quarter of fiscal 2005 compared to interest expense of $76,000 in the third quarter of fiscal 2004. The decrease in interest expense was primarily due to a decrease in the principal balance of the Company s 1999 Industrial Development Bond for its Tucson, Arizona facility.

Income taxes. The provision for income taxes was $117,000 in the third quarter of fiscal 2005 compared to a provision for income taxes of $11,000 in the third quarter of fiscal 2004. The provision for income taxes consists of federal and state alternative minimum taxes and foreign income taxes. The Company has a full valuation allowance against its deferred tax assets at January 31, 2005. Significant management judgment is required in determining the Company s provision for income taxes, its deferred tax assets and liabilities and any valuation allowance recorded against its net deferred tax assets. The Company evaluates the weight of all available evidence to determine whether it is more likely than not that some portion or all of the deferred income tax assets will not be realized. If the realization of deferred tax assets in the future is considered more likely than not, an adjustment to the deferred tax assets would increase net income in the period such determination was made. The amount of the deferred tax asset considered realizable is based on significant estimates, and it is at least reasonably possible that changes in these estimates in the near term could materially affect the Company s financial condition and results of operations. The Company will continue to evaluate both the positive and negative evidence obtained from actual and forecasted results to determine if the deferred tax assets are realizable. It is possible that all, or a portion, of the valuation allowance may be released by the end of fiscal 2005.

Nine Months Ended January 31, 2005 compared to Nine Months Ended January 31, 2004

Systems and parts revenue. Systems and parts revenue increased 40% to $77.7 million in the nine months ended January 31, 2005 from $55.6 million in the year earlier period. Systems and parts revenue in the SSG segment increased 26% to $46.0 million in the nine months ended January 31, 2005 compared to $36.5 million in the year earlier period. The increase in revenue from the Company s products in the SSG segment reflects increased demand for the Company s products throughout the world as semiconductor wafer manufacturers have continued to increase capacity in their production of 300mm wafers. System and parts revenue in the PST segment increased 86% to $23.6 million in the nine months ended January 31, 2005 compared to $12.7 million in the year earlier period. The increase in revenue from the PST segment was due primarily to increased demand for its optical-based flatness tools. System and parts revenue from the products that are marketed to the data storage industry by the Company s ATI segment increased 37% to $8.8 million in the nine months ended January 31, 2005 compared to $6.5 million in the year earlier period. The increase can be attributed primarily to increased demand for ATI s magnetics products.

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The Company s total revenue by industry is distributed as follows:

	Nine months ended January 31,	
	2005	2004
Wafer	81%	81%
Device / OEM	9%	8%
Magnetic Data Storage	10%	11%
Total	100%	100%

The Company s total revenue by region is distributed as follows:

	Nine months ended January 31,	
	2005	2004
United States	17%	13%
Japan	47%	53%
Asia	20%	22%
Europe	16%	12%
Total	100%	100%

Service revenue. Service revenue increased 38% to $9.4 million in the nine months ended January 31, 2005 compared to $6.8 million in the year earlier period. The increase is primarily due to service calls related to customers bringing and keeping equipment on-line to meet higher demand levels.

Gross profit systems and parts. Gross profit on systems and parts increased to 57% in the nine months ended January 31, 2005 from 55% in the year earlier period. Gross profit in the SSG segment increased to 58% in the nine months ended January 31, 2005 from 56% in the year earlier period due to continuing improvements in cost controls, efficiencies and changes in geographical sales mix. Gross profit in the ATI segment increased to 43% in the nine months ended January 31, 2005 from 39% in the year earlier period due to continuing improvements in cost controls, efficiencies and changes in product mix. The increase in gross profit from the SSG and ATI segments was partially offset by a decrease in gross profit in the PST segment. Gross profit in the PST segment decreased to 58% in the nine months ended January 31, 2005 from 60% in the year earlier period due primarily to changes in geographical sales mix.

Gross profit service. Gross profit from service increased to 23% in the nine months ended January 31, 2005 compared to (8%) in the year earlier period. The increased gross profit was primarily the result of both increased revenues related to service calls and decreased material and repair costs in the nine months ended January 31, 2005 compared to the year earlier period.

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R*esearch and development.* Research and development expense increased $0.3 million, or 3%, to $11.4 in the nine months ended January 31, 2005 compared to $11.1 million in the year earlier period, but decreased as a percentage of revenue to 13% in the nine months ended January 31, 2005 compared to 18% in the year earlier period. The increase in expense was primarily due to higher payroll expense. The decrease in expense as a percentage of revenues reflects the increased revenue mentioned above.

Marketing and sales. Marketing and sales expense increased $1.6 million, or 21%, to $9.0 million in the nine months ended January 31, 2005 from $7.4 million in the year earlier period but decreased as a percentage of revenue to 10% in the nine months ended January 31, 2005 compared to 12% in the year earlier period. Expense increased primarily as a result of a $1.1 million increase in payroll and external commission expenses during the nine months ended January 31, 2005. The decrease in expense as a percentage of revenues reflects the increased revenue mentioned above.

General and administrative. General and administrative expense decreased $0.2 million, or 2%, to $7.9 million in the nine months ended January 31, 2005 from $8.1 million in the year earlier period and decreased as a percentage of revenue to 9% from 13% in the year earlier period. Expense decreased primarily as a result of a $2.5 million decrease in legal and facility related expenses which was mostly offset by an increase in regulatory compliance and incentive compensation expense of $2.3 million. The decrease in expense as a percentage of revenues reflects the increased revenue mentioned above.

Interest income. Interest income was $379,000 in the nine months ended January 31, 2005 compared to interest income of $181,000 in the year earlier period. The increase in interest income was the result of an increase in invested cash balances and increased investment returns during the nine months ended January 31, 2005.

Interest expense. Interest expense was $203,000 in the nine months ended January 31, 2005 compared to interest expense of $370,000 in the year earlier period. The decrease in interest expense was primarily due to the Company s retirement of its 1996 and 1997 Industrial Development Bonds in the first quarter of fiscal 2004.

Income taxes. The provision for income taxes was $444,000 in the nine months ended January 31, 2005 compared to a benefit from income taxes of $174,000 in the year earlier period. The provision for income taxes in the nine months ended January 31, 2005 consists of federal and state alternative minimum taxes and foreign income taxes. The benefit from income taxes in the nine months ended January 31, 2004 was due to a federal income tax refund of $367,000 for the years 1996 through 2000, which was offset somewhat by state, foreign and alternative minimum income taxes.

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Equity in net earnings of affiliated companies. Equity in net earnings of affiliated companies was $0 in the nine months ended January 31, 2005 compared to $48,000 in the year earlier period. As of July 24, 2003, as a result of the reduction of the Company s 50% investment in JAL to 9%, and the change in accounting method from the equity method to the cost method, the Company no longer records JAL s earnings in its statement of operations.

Liquidity and Capital Resources

At January 31, 2005, the Company had $64.8 million in cash and cash equivalents and $96.9 million in working capital. In addition, the Company had $0.6 million in restricted cash used as a security deposit for the Company s lease of its Westwood, Massachusetts headquarters.

Cash provided by operating activities for the nine months ended January 31, 2005 was $18.5 million. This amount resulted from net income of $17.8 million adjusted for non-cash charges of $1.6 million and a $0.8 million net decrease in working capital accounts. Non-cash items consisted primarily of $1.7 million of depreciation and amortization offset by $0.1 million of amortization of gain from the sale-leaseback of the Westwood, Massachusetts headquarters and production facility in the first quarter of fiscal 2004, and a $0.1 million gain on the sale from the Newton, Massachusetts facility in the third quarter of fiscal 2005. Working capital items consisted primarily of a decrease in inventory of $2.3 million combined with increases in accounts receivable of $5.7 million, prepaid expenses and other current assets of $0.1 million, accounts payable of $0.3 million, and accrued expenses and other current liabilities of $2.4 million. The decrease in inventory was due to the shipment of products during the quarter. The increase in accounts receivable was due to an increase of shipments during the third quarter of fiscal 2005 as well as the timing of those shipments. The increase in prepaid expenses and other current assets was due to the timing of payments to vendors. The increase in accounts payable was primarily due to the timing of payments to vendors. The increase in accrued expenses and other current liabilities was primarily due to increases in accrued salaries, wages and incentive compensation of $1.3 million, an increase in deferred revenue of $0.9 million and a $0.4 million increase in other accrued expenses which was primarily related to the Company s ongoing regulatory compliance efforts.

Cash provided by investing activities for the nine months ended January 31, 2005 was $4.0 million, and consisted primarily of $4.4 million from the sale of the company s Newton, Massachusetts facility in the third quarter of fiscal 2005 offset by $0.4 million in purchases of fixed assets.

Cash provided by financing activities for the nine months ended January 31, 2005 was $0.7 million, which consisted of $0.8 million of aggregate proceeds from the issuance of common stock from the exercise of stock options and stock purchased through the Company s employee stock purchase plan. These proceeds were slightly offset by $0.1 million of principal repayments of long-term debt.

The Company s Newton, Massachusetts facility was listed for sale in February 2003. On July 31, 2003, the Company retired the 1997 Industrial Development Bond (IDB), which was used to finance the acquisition of this property. On June 25, 2004, the Company entered into a purchase and sale agreement with a buyer for the Newton property. The sale of the Newton property was completed on December 2, 2004. The Company received net proceeds of $4.4 million. The cash proceeds from this sale will be used for general corporate purposes.

On July 22, 2004, the Company entered into a Standby Letter of Credit Agreement with Fleet National Bank in the amount of $4.5 million. One letter of credit issued under this facility serves as collateral for the $3.9 million principal balance on Company s IDB issued through the Industrial Development Authority of the County of Pima, Arizona and replaces a letter of credit the Company had with another financial institution. Another letter of credit under this facility serves as collateral along with a $0.6 million cash security deposit required by the lease agreement for the Company s Westwood, Massachusetts headquarters building. The facility bears a fee of 1.5% per annum of the face amount of each letter of credit. Under the terms of the Letter of Credit Agreement, the Company is required to comply with certain financial covenants. As of January

31, 2005, the Company is in compliance with these covenants.

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On December 10, 2004 the Company entered a lease agreement with Fleet Capital Corporation for certain research and development equipment. The term of the lease is 60 months and the monthly rent is $36,812.

Under Generally Accepted Accounting Principles (GAAP) in the United States of America, certain obligations and commitments are not required to be included in the consolidated balance sheet. These obligations and commitments, while entered into in the normal course of business, may have a material impact on liquidity. The Company does not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, which would have been established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. As such, the Company is not exposed to any financing, liquidity, market or credit risk that could arise if the Company had engaged in such relationships.

The following table discloses the Company s contractual payment obligations as of January 31, 2005. The operating lease and consulting agreement obligations are not included in the unaudited consolidated financial statements included in Item 1. Financial Information. The principal portion of the long-term debt is included in the unaudited consolidated financial statements. The long-term debt payments in the table below include both principal and interest. The unconditional purchase order obligations primarily represent open purchase orders for inventory, a significant portion of which is necessary to produce and ship orders from the Company s backlog.

	Payments due by period (in thousands)				
	Less than 1 year	1-3 years	3-5 years	More than 5 years	Total
Long term debt obligations	$ 372	$ 744	$ 3,289	$	$ 4,405
Operating lease obligations	2,337	3,773	2,984	11,018	20,112
Unconditional purchase order obligations	7,660	113			7,773
Consulting agreement	143				143
	$ 10,512	$ 4,630	$ 6,273	$ 11,018	$ 32,433

The Company expects to meet its near-term working capital needs and capital expenditures primarily through available cash and cash equivalents, which will primarily be generated from sales to both existing and new customers. However, the Company can provide no assurance that it will be able to maintain its current customer base or acquire new customers.

Other Risk Factors and Trends

Capital expenditures by semiconductor wafer and device manufacturers historically have been cyclical as they in turn depend upon the current and anticipated demand for integrated circuits. While the semiconductor industry appeared to have emerged from the most recent severe down cycle, it is not clear whether this recovery is still continuing for semiconductor wafer manufacturers, who have historically accounted for approximately 70% to 80% of the Company s revenue. In addition, the Company cannot determine at this time if the current uncertainty in the industry is indicative of an impending slowdown or if the recent upward cycle will resume. The data storage industry has been in a period of oversupply and excess manufacturing capacity for an extended period of time and this has also had an adverse impact on the Company. The data

storage industry is also showing signs of recovery, but the outlook for sustained long-term growth in this industry is also uncertain. At January 31, 2005, the Company s backlog was $48.2 million. The Company remains uncertain about how long current revenue levels can be sustained. The Company continues to evaluate its cost structure relative to expected revenue and will continue to implement aggressive cost containment measures where necessary. However, the Company cannot provide assurance that it will be able to implement cost containment measures in a timely or cost effective manner.

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Furthermore, the Company s success is dependent upon supplying technologically superior products to the marketplace at appropriate times to satisfy customer needs. Product development requires substantial investment and is subject to technological risks. Delays or difficulties in product development or market acceptance of newly developed products could adversely affect the future performance of the Company.

New Accounting Pronouncements

In November 2004, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 151 (SFAS 151), Inventory Costs. SFAS 151 amends the guidance in Accounting Review Board No. 43, Chapter 4, Inventory Pricing, to clarify the accounting for abnormal amounts of idle facility expense, freight, handling costs, and wasted material (spoilage). SFAS 151 is effective for fiscal years beginning after June 15, 2005. The adoption of SFAS 151 is not expected to have a material impact on the Company s financial position and results of operations.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 123 (revised 2004), (SFAS 123R), Share-Based Payment. SFAS 123R requires that the cost resulting from all share-based payment transactions be measured using a fair-value method and be recognized in the financial statements. SFAS 123R is effective as of the beginning of the first interim or annual reporting period that begins after June 15, 2005. SFAS 123R is effective for the Company s second quarter of fiscal 2006 beginning August 1, 2005. The adoption of SFAS 123R will have a material impact on the Company s financial position and results of operations. The Company is evaluating what transition method to select upon adoption.

In December 2004, the FASB issued Statement of Financial Accounting Standards No. 153, Exchanges of Nonmonetary Assets, an amendment of APB Opinion No. 29. SFAS No. 153 addresses the measurement of exchanges of nonmonetary assets and redefines the scope of transactions that should be measured based on the fair value of the assets exchanged. SFAS No. 153 is effective for the Company for nonmonetary asset exchanges after June 15, 2005. The adoption of SFAS No. 153 is not expected to have a material effect on the Company s consolidated financial position or results of operations.

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Item 3. Quantitative and Qualitative Disclosures About Market Risk:

At January 31, 2005, the Company s exposure to market risk relates primarily to changes in interest rates on its investment portfolio. The Company s cash equivalents consist primarily of fixed income securities. The Company invests only with high credit quality issuers and does not use derivative financial instruments in its investment portfolio. The Company does not believe that a sharp increase or decrease in interest rates would have a material adverse impact on the fair value of its investment portfolio. The Company s long-term borrowings are at fixed interest rates.

In addition, a portion of the Company s business is conducted outside the United States through its foreign subsidiaries and an affiliate. The Company generally transacts business in international markets in United States currency, but pays its employees in local currencies. Accordingly, the Company is subject to exposure from adverse movements in foreign currency exchange rates. Historically, the Company s exposure to adverse foreign currency fluctuations has been immaterial.

Item 4. Controls and Procedures:

The term disclosure controls and procedures is defined in Rules 13a-15(e) and 15d-15(e) of the Securities Exchange Act of 1934, as amended (the Exchange Act). These rules refer to the controls and other procedures of a company that are designed to ensure that information required to be disclosed by a company in the reports that it files under the Exchange Act is recorded, processed, summarized and reported within required time periods. As of the end of the period covered by this Form 10-Q (the Evaluation Date), the Company carried out an evaluation, under the supervision and with the participation of the Company s management, including the Company s chief executive officer and chief financial officer, of the effectiveness of the design and operation of the Company s disclosure controls and procedures. Based upon that evaluation, the chief executive officer and chief financial officer have concluded that, as of the Evaluation Date, such disclosure controls and procedures were effective.

The Company maintains a system of internal accounting controls that are designed to provide reasonable assurance that the Company s transactions are properly recorded, that the Company s assets are safeguarded against unauthorized or improper use and that the Company s transactions are properly recorded and reported. As part of the evaluation of the Company s disclosure controls and procedures, the Company evaluated its internal control over financial reporting. There have been no changes to the Company s internal control over financial reporting during the third fiscal quarter of 2005 that have materially affected, or are reasonably likely to materially affect, the Company s internal control over financial reporting.

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PART II.

OTHER INFORMATION

Item 1. Legal Proceedings:

As previously reported in the Company s Annual Report on Form 10-K for the fiscal year ended April 30, 2004, on October 12, 2000, the Company filed a patent infringement lawsuit against KLA-Tencor Corporation (KLA), a competitor, in United States District Court in Delaware. In the suit, the Company seeks damages and a permanent injunction against further infringement of United States Patent Numbers 6,118,525 and 6,292,259, both entitled Wafer Inspection System for Distinguishing Pits and Particles. KLA responded by filing counterclaims alleging that the Company has infringed four patents owned by KLA. KLA seeks damages for the alleged patent infringement and a permanent injunction against future infringement. In addition, KLA seeks a declaration that United States Patent Numbers 6,118,525 and 6,292,259, owned by the Company, are invalid and not infringed by KLA. On March 13, 2003, the District Court issued a ruling upholding KLA s principal arguments with respect to ADE s claims of infringement. On August 15, 2003, the District Court issued rulings upholding ADE s principal arguments with respect to KLA s claims of infringement for two of KLA s asserted patents. On February 4, 2004, a jury in the United States District Court in Delaware returned a verdict in favor of ADE invalidating all the remaining claims asserted by KLA. A final judgment has now been issued by the court in ADE s favor on all of KLA s counterclaims. The Company has appealed some of the District Court s rulings to the United States Court of Appeals for the Federal Circuit. On or about January 31, 2005, the Company and KLA entered into a settlement agreement that resulted in dismissal with prejudice of the lawsuit against both the Company and KLA and of all related claims. Although terms of the settlement are confidential, the settlement agreement had no material effect on the Company s financial position or results of operations.

Item 6. Exhibits:

Exhibit Number	Description
31.1	Certification of Chief Executive Officer required by Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
31.2	Certification of Chief Financial Officer required by Rule 13a-14(a)/15d-14(a) of the Securities Exchange Act of 1934, as amended.
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

ADE CORPORATION

Date: March 14, 2005

/s/ Chris L. Koliopoulos

Chris L. Koliopoulos, Ph.D.
President and Chief Executive Officer

Date: March 14, 2005

/s/ Brian C. James

Brian C. James
Executive Vice President and Chief Financial Officer