

COHU INC  
Form 10-Q  
July 24, 2006

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D. C. 20549  
FORM 10-Q**

(Mark One)

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

**For the quarterly period ended June 24, 2006  
OR**

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

**Commission file number 1-4298  
COHU, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of  
Incorporation or Organization)*

**95-1934119**

*(I.R.S. Employer Identification No.)*

**12367 Crosthwaite Circle, Poway, California**

*(Address of principal executive offices)*

**92064-6817**

*(Zip Code)*

**Registrant's telephone number, including area code (858) 848-8100**

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   
Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, or a non-accelerated filer. See definition of "accelerated filer and large accelerated filer" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes  No   
As of June 24, 2006 the Registrant had 22,605,277 shares of its \$1.00 par value common stock outstanding.

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**COHU, INC.**  
**CONDENSED CONSOLIDATED BALANCE SHEETS**  
(in thousands, except par value)

	<b>June 24, 2006</b> (Unaudited)	<b>December 31, 2005 *</b>
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 25,831	\$ 38,543
Short-term investments	113,012	100,202
Accounts receivable, less allowance for doubtful accounts of \$1,412 in 2006 and \$1,258 in 2005	53,882	46,324
Inventories:		
Raw materials and purchased parts	28,322	23,842
Work in process	14,183	11,434
Finished goods	9,890	7,153
	52,395	42,429
Deferred income taxes	21,322	19,775
Other current assets	4,974	5,840
Current assets of discontinued operations		3,504
Total current assets	271,416	256,617
Property, plant and equipment, at cost:		
Land and land improvements	6,964	7,978
Buildings and building improvements	22,698	25,130
Machinery and equipment	28,019	29,296
	57,681	62,404
Less accumulated depreciation and amortization	(27,408)	(31,517)
Net property, plant and equipment	30,273	30,887
Deferred income taxes	2,301	2,232
Goodwill	12,898	9,597
Other intangible assets, net of accumulated amortization of \$2,794 in 2006 and \$2,084 in 2005	7,826	6,553
Other assets	157	198
Noncurrent assets of discontinued operations	487	893
	\$ 325,358	\$ 306,977
<b>LIABILITIES AND STOCKHOLDERS EQUITY</b>		
Current liabilities:		
Accounts payable	\$ 12,574	\$ 7,611
Accrued compensation and benefits	9,388	13,189

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Accrued warranty	6,310	4,561
Customer advances	2,920	2,810
Deferred profit	17,426	13,816
Income taxes payable	5,885	3,889
Other accrued liabilities	3,375	3,912
Current liabilities of discontinued operations	250	534
Total current liabilities	58,128	50,322
Accrued retiree medical benefits	1,490	1,443
Deferred income taxes	4,599	5,087
Commitments and contingencies		
Stockholders' equity:		
Preferred stock, \$1 par value; 1,000 shares authorized, none issued		
Common stock, \$1 par value; 60,000 shares authorized, 22,605 shares issued and outstanding in 2006 and 22,380 shares in 2005	22,605	22,380
Paid-in capital	43,153	37,717
Retained earnings	195,658	190,225
Accumulated other comprehensive loss	(275)	(197)
Total stockholders' equity	261,141	250,125
	\$ 325,358	\$ 306,977

\* Derived from  
December 31,  
2005 audited  
financial  
statements.

*The accompanying  
notes are an integral  
part of these  
statements.*

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**COHU, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF INCOME**

(Unaudited)

(in thousands, except par share amounts)

	<b>Three Months Ended</b>		<b>Six Months Ended</b>	
	<b>June</b>		<b>June 24,</b>	
	<b>24,</b>	<b>June 25,</b>	<b>2006</b>	<b>June 25,</b>
	<b>2006</b>	<b>2005</b>	<b>2006</b>	<b>2005</b>
Net sales	\$ 61,942	\$ 49,679	\$ 118,712	\$ 92,142
Cost and expenses:				
Cost of sales	40,197	30,232	76,732	55,551
Research and development	9,689	6,950	17,283	13,458
Selling, general and administrative	8,731	7,873	17,286	14,594
Gain on sale of facilities	(2,963)		(2,963)	
	55,654	45,055	108,338	83,603
Income from operations	6,288	4,624	10,374	8,539
Interest income	1,657	890	3,043	1,580
Income from continuing operations before income taxes	7,945	5,514	13,417	10,119
Income tax provision (benefit)	2,753	(92)	4,640	(2,001)
Income from continuing operations	5,192	5,606	8,777	12,120
Discontinued operations (Note 2):				
Income (loss) from discontinued metal detection equipment operation, (including loss on sale of \$806,000 for the three months ended June 24, 2006) before income taxes	(726)	(23)	(975)	3
Income tax provision (benefit)	(254)	(8)	(341)	1
Income (loss) from discontinued operations	(472)	(15)	(634)	2
Net income	\$ 4,720	\$ 5,591	\$ 8,143	\$ 12,122
Income per share:				
Basic:				
Income from continuing operations	\$ 0.23	\$ 0.26	\$ 0.39	\$ 0.56
Income from discontinued operations	(0.02)	0.00	(0.03)	0.00
Net income	\$ 0.21	\$ 0.26	\$ 0.36	\$ 0.56
Diluted:				
Income from continuing operations	\$ 0.23	\$ 0.25	\$ 0.38	\$ 0.55

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Income from discontinued operations	(0.02)	0.00	(0.02)	0.00
Net income	\$ 0.21	\$ 0.25	\$ 0.36	\$ 0.55
Weighted average shares used in computing income (loss) per share:				
Basic	22,581	21,704	22,541	21,669
Diluted	22,845	22,204	22,935	22,156
Cash dividends declared per share	\$ 0.06	\$ 0.05	\$ 0.12	\$ 0.10

*The accompanying notes are an integral part of these statements.*



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**COHU, INC.**  
**CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS**  
(Unaudited)  
(in thousands)

	<b>Six Months Ended</b>	
	<b>June 24, 2006</b>	<b>June 25, 2005</b>
Cash flows from continuing operating activities:		
Net income	\$ 8,143	\$ 12,122
Loss (income) from discontinued operations	634	(2)
Adjustments to reconcile net income to net cash provided from continuing operating activities:		
Depreciation and amortization	3,301	2,483
Gain on sale of facilities	(2,963)	
Share-based compensation expense	1,500	
Deferred income taxes	(2,084)	(3,221)
Increase in accrued retiree medical benefits	47	59
Excess tax benefits from stock options exercised	(825)	
Changes in current assets and liabilities, excluding effects of acquisitions and divestitures:		
Accounts receivable	(5,616)	(7,436)
Inventories	(6,813)	703
Refundable income taxes		812
Other current assets	566	(129)
Accounts payable	836	467
Customer advances	110	(59)
Deferred profit	3,496	3,075
Income taxes payable, including excess stock option exercise benefit	2,822	86
Accrued compensation, warranty and other liabilities	(2,873)	(2,973)
Net cash provided from continuing operating activities	281	5,987
Cash flows from investing activities, excluding effects from acquisitions and divestitures:		
Purchases of short-term investments	(42,662)	(56,354)
Sales and maturities of short-term investments	29,754	32,689
Purchases of property, plant and equipment	(3,363)	(2,205)
Cash received from facility sale	6,239	
Payment for purchase of Unigen assets	(7,700)	
Cash received from disposition of discontinued operations, net	3,230	
Payment for purchase of KryoTech assets		(2,863)
Other assets	42	145
Net cash used for investing activities	(14,460)	(28,588)
Cash flows from financing activities:		
Issuance of stock, net	3,336	1,747
Excess tax benefits from stock options exercised	825	
Cash dividends	(2,694)	(2,170)

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Net cash provided from (used for) financing activities	1,467	(423)
Net decrease in cash and cash equivalents from continuing operations	(12,712)	(23,024)
Cash flows from discontinued operations:		
Cash provided from (used for) operating activities of discontinued operations	(195)	116
Cash used for investing activities of discontinued operations	(9)	(60)
Increase (decrease) in cash and cash equivalents from discontinued operations	(204)	56
Cash and cash equivalents at beginning of period	38,543	59,590
Cash and cash equivalents at end of period	\$ 25,831	\$ 36,566
Supplemental disclosure of cash flow information:		
Cash paid during the period for:		
Income taxes, net of refunds	\$ 3,897	\$ 59
Inventory capitalized as capital assets	\$ 369	\$ 540
Dividends declared but not yet paid	\$ 1,356	\$ 1,088

*The accompanying notes are an integral part of these statements.*

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**Cohu, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**June 24, 2006**

**1. Summary of Significant Accounting Policies**

**Interim Basis of Presentation**

Our fiscal years are based on a 52- or 53-week period ending on the last Saturday in December. The condensed consolidated balance sheet at December 31, 2005 has been derived from our audited financial statements at that date. The condensed consolidated interim financial statements as of June 24, 2006 and for the three- and six-month periods then ended (also referred to as the second quarter of fiscal 2006 and the first half of fiscal 2006 ) and June 25, 2005 (also referred to as the second quarter of fiscal 2005 and the first half of fiscal 2005 ) are unaudited. However, in management's opinion, these financial statements reflect all adjustments (consisting only of normal, recurring items) necessary to provide a fair presentation of our financial position, results of operations and cash flows for the periods presented. Both the second quarter of fiscal 2006 and 2005 were comprised of 13 weeks and the first half of fiscal 2006 and 2005 were comprised of 25 weeks.

Our interim results are not necessarily indicative of the results that should be expected for the full year. For a better understanding of Cohu, Inc. and our financial statements, we recommend reading these condensed consolidated interim financial statements in conjunction with our audited financial statements for the year ended December 31, 2005, which are included in our 2005 Annual Report on Form 10-K, filed with the U. S. Securities and Exchange Commission ( SEC ). In the following notes to our interim condensed consolidated financial statements, Cohu, Inc. is referred to as Cohu , we , our and us .

**Risks and Uncertainties**

We are subject to a number of risks and uncertainties that may significantly impact our future operating results. These risks and uncertainties are discussed under Item 1A. Risk Factors included in this Form 10-Q. As our interim description of risks and uncertainties only includes any material changes to our annual description, we also recommend reading the description of the risk factors associated with our business previously disclosed in Item 1A. of our 2005 Annual Report on Form 10-K. Understanding these risks and uncertainties is integral to the review of our interim condensed consolidated financial statements.

**Discontinued Operations**

On May 12, 2006, we completed the sale of our metal detection equipment segment, Fisher Research Laboratory, Inc. ( FRL ). Effective with the June 24, 2006 financial statements, the operating results of FRL are presented as discontinued operations (Note 2) and all prior period financial statements have been reclassified accordingly.

**Share-Based Compensation**

On January 1, 2006, we adopted the provisions of Financial Accounting Standards Board ( FASB ) Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*, ( Statement No. 123R ) and SEC Staff Accounting Bulletin No. 107, *Share-Based Payment*, ( SAB 107 ) requiring the measurement and recognition of all share-based compensation under the fair value method.

During the first half of fiscal 2006, we began recognizing share-based compensation under Statement No. 123R for all awards granted during 2006 and for the unvested portion of previous award grants based on each award's grant date fair value. We implemented Statement No. 123R using the modified prospective transition method. Under this transition method our financial statements and related information presented, pertaining to periods prior to our adoption of Statement No. 123R, have not been adjusted to reflect fair value of share-based compensation expense. We estimate the fair value of each share-based award on the grant date using the Black-Scholes valuation model. To facilitate our adoption of Statement No. 123R, we applied the provisions of SAB 107 in developing our methodologies to estimate our Black-Scholes model inputs. Option valuation models, including Black-Scholes, require the input of highly subjective assumptions, and changes in the assumptions used can materially affect the grant date fair value of an award. These assumptions include the risk-free rate of interest, expected dividend yield, expected volatility, and the expected life of the award. The risk-free rate of interest is based on the U.S. Treasury rates appropriate for the expected term of the award. Expected dividends are based, primarily, on historical factors related to our common stock. Expected volatility is based on historic, weekly stock price observations of our common stock during the period

immediately preceding the share-based award grant that is equal in length to the award's expected term. We believe that historical volatility is the best estimate of future volatility. Due to a limited amount of historical option exercise data related to options with a five-year

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**June 24, 2006**

contractual term, we adopted SAB 107's simplified method for estimating the expected term of share-based awards granted in the first half of fiscal 2006. Statement No. 123R also requires that estimated forfeitures be included as a part of the grant date expense estimate. We used historical data to estimate expected employee behaviors related to option exercises and forfeitures. Prior to our adoption of Statement No. 123R, we reduced pro-forma share-based compensation expense, presented in the notes to our financial statements, for actual forfeitures as they occurred. The following weighted average assumptions were used to value share-based awards granted:

**Employee Stock Options**

	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
Dividend yield	1.5%	1.0%	1.3%	1.0%
Expected volatility	45.0%	51.0%	46.6%	59.2%
Risk-free interest rate	5.0%	3.9%	4.7%	3.7%
	3.8	4.0	3.8	4.0
Expected term of options	years	years	years	years
Weighted-average grant date fair value per share	\$6.15	\$6.99	\$7.07	\$7.68

**Employee Stock Purchase Plan**

	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
Dividend yield	1.5%	1.0%	1.4%	1.0%
Expected volatility	50.7%	42.4%	45.1%	51.2%
Risk-free interest rate	4.8%	2.8%	4.6%	2.4%
Expected term of options	0.5 years	0.5 years	0.5 years	0.5 years
Weighted-average grant date fair value per share	\$5.49	\$4.00	\$5.84	\$4.67

Reported share-based compensation is classified, in the condensed consolidated interim financial statements, as follows:

	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
<i>(in thousands)</i>				
Cost of sales	\$ 76	\$	\$ 166	\$
Research and development	195		422	
Selling, general and administrative	424		912	
Total share-based compensation	695		1,500	
Income tax benefit	(89)		(186)	
Total share-based compensation, net of tax	\$ 606	\$	\$ 1,314	\$

Prior to our adoption of Statement No. 123R, we presented all tax benefits resulting from the exercise of stock options as operating cash inflows in our consolidated statements of cash flows, in accordance with the provisions of the

Emerging Issues Task Force ( EITF ) Issue No. 00-15, *Classification in the Statement of Cash Flows of the Income Tax Benefit Received by a Company upon Exercise of a Nonqualified Employee Stock Option*. Statement No. 123R requires the benefit of tax deductions in excess of the compensation cost recognized for those options to be classified as financing cash inflows rather than operating cash inflows, on a prospective basis.

At June 24, 2006, excluding a reduction for forfeitures, we had approximately \$5.7 million of pre-tax unrecognized compensation cost related to unvested share-based awards which is expected to be recognized over a weighted-average period of approximately 2 years.

Prior to the first quarter of fiscal 2006, we accounted for share-based awards to employees under Accounting Principles Board Opinion Number 25, *Accounting for Stock Issued to Employees*, ( APB 25 ). As a result of adopting Statement No. 123R diluted net income per share for the second quarter of fiscal 2006 and the

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first half of fiscal 2006 are \$0.03 and \$0.06 lower, respectively, than if we had continued to account for share-based compensation under APB 25. Under APB 25, no share-based employee compensation cost was reflected in our consolidated statements of income, as all options granted under our share-based compensation plans had an exercise price equal to the market value of the underlying common stock on the date of grant. The pro forma information presented in the following table illustrates the effect on net income and net income per share if we had applied the fair value recognition provisions of FASB Statement No. 123, *Accounting for Stock-Based Compensation*, as amended by FASB Statement No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosure*, to share-based employee compensation during 2005:

<i>(in thousands, except per share amounts)</i>	Three months ended June 25, 2005	Six months ended June 25, 2005
Net income, as reported	\$ 5,591	\$ 12,122
Less: Total share-based employee compensation expense determined under fair value based method for all awards, net of related tax effect	(1,084)	(2,114)
Pro forma net income	\$ 4,507	\$ 10,008
Income per share:		
Basic:		
Net income as reported	\$ 0.26	\$ 0.56
Net income pro forma	\$ 0.21	\$ 0.46
Diluted:		
Net income as reported	\$ 0.25	\$ 0.55
Net income pro forma	\$ 0.20	\$ 0.45

**Income Per Share**

Income per share is computed in accordance with FASB Statement No. 128, *Earnings per Share*. Basic income per share is computed using the weighted average number of common shares outstanding during each period. Diluted income per share includes the dilutive effect of common shares potentially issuable upon the exercise of stock options utilizing the treasury stock method. For purposes of computing diluted income per share, stock options with exercise prices that exceed the average fair market value of our common stock for the period are excluded. For the three- and six-month periods ended June 24, 2006, options to purchase approximately 1,218,000 and 698,000 shares of common stock, respectively, were excluded from the computation. For the three- and six-month periods ended June 25, 2005, options to purchase approximately 668,000 and 730,000 shares of common stock, respectively, were excluded from the computation. The following table reconciles the denominators used in computing basic and diluted income per share:

<i>(in thousands)</i>	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
Weighted average common shares outstanding	22,581	21,704	22,541	21,669

Effect of dilutive stock options	264	500	394	487
	22,845	22,204	22,935	22,156

### Revenue Recognition

Our revenue recognition policy is disclosed in Note 1 of the Notes to Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2005. As more fully described in that policy, revenue from products that have not previously satisfied customer acceptance is recognized upon customer acceptance. The gross profit on sales that are not recognized is generally recorded as deferred profit and reflected as a current liability in the consolidated balance sheet.

In April 2003, our Broadcast Microwave Services subsidiary was awarded an \$8.5 million contract from the United Arab Emirates ( UAE ) Armed Services to provide microwave communications equipment for a command center and infrastructure system for border security. The contract, utilizes our most advanced microwave communications technology that has not previously been installed in an application of this size and



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**Cohu, Inc.**  
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**June 24, 2006**

complexity, and requires that 40% of the total contract price be paid after the system has been fully accepted by the customer. As a result of these factors and the inability to make reasonably dependable estimates of progress toward completion and acceptance, we will recognize all revenue and related costs under this contract in the period the system is accepted by the customer. In the fourth quarter of 2005, BMS received notification that the customer had approved an amendment to the original contract increasing the total value of the contract to \$8.9 million. Under the terms of the amendment BMS will provide certain additional equipment and services. Through June 24, 2006, we had shipped inventory with a sales value of \$8.9 million and deferred costs of approximately \$6.7 million resulting in deferred profit of approximately \$2.2 million under the contract. In addition, at June 24, 2006 we had unbilled accounts receivable of approximately \$3.6 million. We have also provided the customer with a standby letter of credit which was reduced from \$2.6 million to \$1.0 million during the first quarter of fiscal 2006. At June 24, 2006, approximately \$1.0 million of this letter of credit may be drawn upon, by the customer, if BMS does not fulfill the terms of the contract. While customer acceptance and final contract payment has taken longer than anticipated, we believe that such acceptance and payment will be received. However, in the event BMS is unable to obtain customer acceptance of the system, the receivables may need to be written off and the customer might seek a refund of the \$5.3 million in payments made under the contract, which could materially impact our results of operations.

At June 24, 2006, we had deferred revenue totaling approximately \$42.6 million and deferred profit of \$17.4 million. At December 31, 2005, we had deferred revenue totaling approximately \$30.7 million and deferred profit of \$13.8 million.

**Retiree Medical Benefits**

We provide post-retirement health benefits to certain executives and directors under a noncontributory plan. The net periodic benefit cost incurred during the second fiscal quarter and first half of fiscal 2006 and 2005 was not significant.

**Recent Accounting Pronouncements**

There have been no material changes to the recent accounting pronouncements as previously reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005.

**2. Discontinued Operations**

On May 12, 2006, we sold substantially all the assets of our metal detection equipment segment, FRL. Our decision to sell FRL resulted from management's determination that this industry segment was no longer a strategic fit within our organization. The sales price was \$3.2 million which is subject to a working capital adjustment and, as a result, adjustments to the loss on disposal noted below are possible. We expect to finalize the sales price and related accounting in the third quarter of 2006.

A summary of key financial information of our discontinued operations is as follows:

	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
<i>(in thousands)</i>				
Net sales	\$ 875	\$ 2,086	\$ 2,356	\$ 4,019
Income (loss) from operations	\$ 80	\$ (23)	\$ (169)	\$ 3
Income tax provision (benefit)	28	(8)	(59)	(1)
Income (loss) from operations	52	(15)	(110)	2
Loss on sale of metal detection equipment business	(806)		(806)	
Income tax benefit	(282)		(282)	

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Loss on sale of metal detection business, net	(524)		(524)	
Discontinued operations, net	\$ (472)	\$ (15)	\$ (634)	\$ 2
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**Cohu, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**  
**June 24, 2006**

**3. Strategic Technology Transactions and Goodwill****Unigen Acquisition**

On December 29, 2005, we entered into an exclusive, perpetual, irrevocable, world-wide, royalty-free license for certain patents with Unisys Corporation ( "Unisys" ) for a one-time cash payment of \$5.0 million. On March 16, 2006, we purchased certain intellectual property, fixed assets, inventory and a customer contract of Unisys Unigen operation ( "Unigen" ). The results of Unigen's operations have been included in our consolidated financial statements since that date. Unigen developed, manufactured and marketed advanced thermal solutions for use in semiconductor test and burn-in.

Included in the assets we acquired were the patents licensed from Unisys in December 2005 and, as a result, these two transactions have been combined for purposes of allocating the total purchase price to the assets acquired. The purchase price of this acquisition was approximately \$17.2 million, and was funded primarily by our cash reserves (\$7.7 million), cash previously paid in December 2005 for the patent license and a deposit on the acquisition (\$5.3 million), other acquisition costs (\$0.2 million) and certain Unigen liabilities assumed (\$0.1 million). We also recorded a \$4.0 million liability for amounts owed to Unisys for inventory we acquired. The acquisition was considered a business in accordance with EITF 98-3, *Determining Whether a Nonmonetary Transaction Involves Receipt of Productive Assets or of a Business* ( EITF 98-3 ), and the total cost of the acquisition was allocated to the assets acquired and liabilities assumed based on their respective fair values in accordance with Statement No. 141. All assets are expected to be fully deductible for tax purposes. The goodwill was assigned to our semiconductor equipment segment.

The allocation of purchase price to the acquired assets and assumed liabilities was as follows (*in thousands*):

Current assets	\$ 5,464
Fixed assets	1,522
Intangible assets	7,020
Goodwill	3,301
Total assets acquired	17,307
Current liabilities assumed	(142)
Net assets acquired	\$ 17,165

During the second fiscal quarter of 2006 we finalized the purchase accounting for this transaction and, as a result, reduced the amount of the purchase price allocated to fixed assets by \$103,000 and increased the amount allocated to intangible assets by \$40,000 and goodwill by \$63,000. Amounts allocated to intangible assets are being amortized on a straight-line basis over their estimated useful lives currently estimated at five years. Pro forma results of operations have not been presented because the effect of the acquisition was not material.

**KryoTech Acquisition**

On May 6, 2005, we purchased substantially all the assets and operations of KryoTech, Inc. ( "KryoTech" ). The results of KryoTech's operations have been included in the consolidated financial statements since that date. KryoTech, based in West Columbia, South Carolina, designed, developed manufactured and marketed advanced thermal solutions for electronic systems and products, including semiconductor equipment. Consummation of the acquisition terminated our joint development project with KryoTech and eliminated all minimum purchase obligations.

The purchase price of this acquisition was approximately \$3.6 million, and was funded primarily by our cash reserves (\$2.9 million). The purchase price also included the payment of the outstanding principal balance and accrued interest on the promissory note with KryoTech (\$0.5 million), other acquisition costs (\$0.2 million) and certain KryoTech liabilities assumed (\$0.5 million). The acquisition was considered a business in accordance with EITF 98-3, and the

total cost of the acquisition was allocated to the assets acquired and liabilities assumed based on their respective fair values in accordance with Statement No. 141. All assets are expected to be fully deductible for tax purposes. The goodwill was assigned to our semiconductor equipment segment.

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The allocation of the purchase price to the acquired assets and assumed liabilities was as follows (*in thousands*):

Current assets	\$ 740
Fixed assets	54
Intangible assets	1,950
Backlog	90
Goodwill	1,257
Total assets acquired	4,091
Current liabilities assumed	(461)
Net assets acquired	\$ 3,630

Amounts allocated to other intangible assets are being amortized on a straight-line basis over their estimated useful lives of three years. Pro forma results of operations have not been presented because the effect of the acquisition was not material.

Purchased intangible assets, subject to amortization, were as follows:

<i>(in thousands)</i>	June 24, 2006		December 31, 2005	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Unigen technology	\$ 7,020	\$ 386	\$	\$
Patent license			5,037	
KryoTech technology	1,950	758	1,950	434
BMS technology	1,650	1,650	1,650	1,650
	\$ 10,620	\$ 2,794	\$ 8,637	\$ 2,084

Amortization expense related to purchased and other intangible assets was approximately \$0.5 million in the second quarter of fiscal 2006, and approximately \$0.7 million in the first six months of fiscal 2006. Amortization expense related to purchased and other intangible assets was approximately \$0.2 million in the second quarter of fiscal 2005, and approximately \$0.4 million in the first six months of fiscal 2005. As of June 24, 2006, we expect amortization expense in future periods to be as follows: remainder of 2006 \$1,022,000; 2007 \$2,044,000; 2008 \$1,681,000; 2009 \$1,422,000; 2010 \$1,422,000, 2011 \$235,000.

#### **4. Employee Stock Benefit Plans**

**Employee Stock Purchase Plan** The Cohu, Inc. 1997 Employee Stock Purchase Plan ( the Plan ) provided for the issuance of a maximum of 1,000,000 shares of our Common Stock. Under the Plan, eligible employees may purchase shares of common stock through payroll deductions. The price paid for the common stock is equal to 85% of the fair market value of our Common Stock on specified dates. On May 9, 2006, our stockholders approved amendments extending the life of the Plan beyond February, 2007 and increasing the number of shares of our Common Stock issuable under the Plan by 400,000 shares. At June 24, 2006, there were approximately 724,000 shares reserved for issuance under the Plan.

**Stock Options** Under our stock option plans, options may be granted to employees and outside directors to purchase a fixed number of shares of our Common Stock at prices not less than 100% of the fair market value at the date of

grant. Options generally vest and become exercisable in one-fourth annual increments beginning one year after the grant date and expire five to ten years from the grant date. On May 9, 2006, our stockholders approved certain amendments to the Cohu, Inc. 2005 Equity Incentive Plan (the 2005 Equity Plan ). The amendments increased the number of shares of our Common Stock issuable in connection with awards granted under the Plan by 1,000,000 shares and increased the number of shares which may be issued pursuant to restricted stock and performance awards from 500,000 shares to 1,500,000 shares. At June 24, 2006, approximately 1,927,000 shares were available for future equity awards under the 2005 Equity Plan.

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Stock option activity under our share-based compensation plans for the second fiscal quarter of 2006 was as follows:

<i>(in thousands, except per share data)</i>	Shares	Weighted Average Exercise Price
Outstanding, March 25, 2006	2,321	\$ 15.74
Granted	5	\$ 16.55
Exercised	(21)	\$ 14.13
Canceled	(63)	\$ 16.15
Outstanding, June 24, 2006	2,242	\$ 15.74
Options exercisable at June 24, 2006	1,291	\$ 15.37

Stock option activity under our share-based compensation plans for the first half of fiscal of 2006 was as follows:

<i>(in thousands, except per share data)</i>	Shares	Weighted Average Exercise Price
Outstanding, January 1, 2006	2,504	\$ 15.66
Granted	12	\$ 18.48
Exercised	(191)	\$ 14.53
Canceled	(83)	\$ 16.40
Outstanding, June 24, 2006	2,242	\$ 15.74
Options exercisable at June 24, 2006	1,291	\$ 15.37

Information about stock options outstanding at June 24, 2006 is as follows (*options in thousands*):

<i>Range of Exercise Prices</i>	Options Outstanding Approximate Weighted Average			Options Exercisable Weighted Average	
	<i>Number Outstanding</i>	<i>Remaining Life (Years)</i>	<i>Exercise Price</i>	<i>Number Exercisable</i>	<i>Exercise Price</i>
\$7.69 \$11.66	246	5.3	\$11.18	170	\$10.96
\$12.07 \$13.88	393	3.5	\$13.11	381	\$13.09
\$14.00 \$14.68	232	5.9	\$14.45	199	\$14.49
\$15.04 \$17.20	634	8.4	\$15.62	122	\$15.78
\$17.30 \$18.20	295	6.4	\$17.79	215	\$17.89
\$18.24 \$18.35	299	7.5	\$18.35	121	\$18.35
\$18.50 \$35.00	134	4.3	\$22.82	74	\$23.80
\$38.81 \$38.81	9	3.7	\$38.81	9	\$38.81
	2,242	6.3	\$15.74	1,291	\$15.37

The aggregate intrinsic value of options exercised during the second fiscal quarter of 2006 and the first half of fiscal 2006 was approximately \$0.1 million and \$2.3 million, respectively. The aggregate intrinsic value of options outstanding and exercisable at June 24, 2006 was approximately \$3.9 million \$2.9 million, respectively.

## 5. Comprehensive Income

Comprehensive income represents all non-owner changes in stockholders' equity and consists of, on an after-tax basis where applicable, the following:

<i>(in thousands)</i>	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
Income from continuing operations	\$ 5,192	\$ 5,606	\$ 8,777	\$ 12,120
Income (loss) from discontinued operations	(472)	(15)	(634)	2
Net income	4,720	5,591	8,143	12,122
Change in unrealized loss on investments	(53)	90	(78)	(30)
Comprehensive income	\$ 4,667	\$ 5,681	\$ 8,065	\$ 12,092



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Accumulated other comprehensive loss totaled approximately \$0.3 million and \$0.2 million at June 24, 2006 and December 31, 2005, respectively, and was attributed to after-tax unrealized losses and gains on investments.

**6. Income Taxes**

The income tax provision (benefit) included in the statements of income for the three and six months ended June 24, 2006 and June 25, 2005, is based on the estimated annual effective tax rate for the entire year. These estimated effective tax rates are subject to adjustment in subsequent quarterly periods as our estimates of pretax income for the year are increased or decreased. The effective tax rate of 34.6% for the six months ended June 24, 2006 is less than the U.S. federal statutory rate primarily due to state research and development tax credits and export sales benefits offset by the effects of Statement No. 123R that does not allow deferred tax benefits to be recognized on compensation expense related to incentive stock options.

Our income tax benefit in 2005 was, in part, the result of research tax credits and export sales benefits. In addition, in March 2005, the Internal Revenue Service completed a routine examination of our consolidated tax returns for the period 2000 through 2002. The examination resulted in no assessment related to our tax returns as filed.

Consequently, approximately \$3.0 million of accrued taxes related to the examined years were reversed with a corresponding credit to income tax expense in the quarter ended March, 2005.

In accordance with FASB Statement No. 109, *Accounting for Income Taxes*, ( Statement No. 109 ) net deferred tax assets are reduced by a valuation allowance if, based on all the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. A valuation allowance of approximately \$1.8 million was provided on deferred tax assets at June 24, 2006 and December 31, 2005. The amount of deferred tax assets considered realizable was determined based on (i) taxable income in prior carryback years; (ii) future reversals of existing taxable temporary differences (i.e. offset gross deferred tax assets against gross deferred tax liabilities); (iii) tax planning strategies and (iv) future taxable income, exclusive of reversing temporary differences and carryforwards.

Our business improved significantly in the quarter ended June 25, 2005 with orders increasing from \$44.4 million in the first quarter of 2005 to \$71.0 million in the second quarter. This unanticipated increase in orders caused us to reassess our forecast of 2005 income. In accordance with Statement No. 109, we reduced the valuation allowance required at June 25, 2005 by approximately \$1.7 million as a result of the increase in forecasted 2005 income with a corresponding credit to income tax expense.

We have derived significant tax benefits from export sales. As a result of the American Jobs Creation Act of 2004, the export sales benefit derived from the Extraterritorial Income Exclusion ( ETI ) was repealed subject to a phase-out that limits the full tax benefit to 60% in 2006. The ETI benefit was replaced with a deduction for domestic manufacturing activities subject to a phase-in beginning in 2005. The future tax benefits we derive from the domestic manufacturing deduction will likely be less than those from ETI.

The federal research credit expired on December 31, 2005. Legislation to retroactively reinstate the credit is pending in the U.S. Congress; however it had not been enacted and signed into law as of June 24, 2006. Accordingly, no benefit from the federal research credit has been included in estimating the 2006 effective tax rate. If Congress retroactively reinstates the research credit, the effect of the credit will be reflected in the computation of the annual effective tax rate beginning as of the first period that includes the enactment date of the legislation.

**7. Geographic Consolidation**

On April 10, 2003, we announced that our Delta Design, Inc. subsidiary was relocating its Littleton, Massachusetts operation to its headquarters facility in Poway, California. The consolidation was substantially completed in March 2004. For the three- and six-month period ended June 24, 2006 we recorded charges to operations, totaling \$9,000 for severance and one-time termination benefits. These charges are included in cost of sales. There were no charges to operations recorded during the first half of fiscal 2005. Cumulative charges to operations for severance and other exit costs for the period April 10, 2003 to June 24, 2006, were approximately \$1.1 million.



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On May 5, 2006, we completed the sale of the land and building previously used by our operations in Littleton, Massachusetts to FPK Realty, LLC, ( FPK ). The property was sold for \$6.5 million in cash, less related costs, resulting in a net pretax gain of approximately \$3.0 million. In conjunction with the sale, Cohu entered into a one-year leaseback agreement with FPK for a portion of the facility. Total lease payments to be made under the lease are approximately \$0.2 million. The sale-leaseback transaction was accounted for pursuant to FASB Statement No. 98, *Accounting for Leases*.

The following table reconciles amounts accrued and paid under the consolidation plan.

Three months ended June 24, 2006 (in thousands)	Severance and other payroll	Other exit costs	Total
Liability at March 25, 2006	\$ 242	\$	\$ 242
Costs accrued	9		9
Amounts paid or charged	(17)		(17)
Liability at June 24, 2006	\$ 234		\$ 234
Six months ended June 24, 2006 (in thousands)	Severance and other payroll	Other exit costs	Total
Liability at January 1, 2006	\$ 273	\$	\$ 273
Costs accrued	9		9
Amounts paid or charged	(48)		(48)
Liability at June 24, 2006	\$ 234		\$ 234
Three months ended June 25, 2005 (in thousands)	Severance and other payroll	Other exit costs	Total
Liability at March 26, 2005	\$ 285	\$	\$ 285
Costs accrued			
Amounts paid or charged	(25)		(25)
Liability at June 25, 2005	\$ 260		\$ 260
Six months ended June 25, 2005 (in thousands)	Severance and other payroll	Other exit costs	Total
Liability at January 1, 2005	\$ 285	\$	\$ 285

Costs accrued		
Amounts paid or charged	(25)	(25)
Liability at June 25, 2005	\$ 260	\$ 260

**8. Industry Segments**

We have three reportable segments as defined by FASB Statement No. 131, *Disclosures about Segments of an Enterprise and Related Information*. As discussed in Note 2, in May, 2006, we sold substantially all the assets of FRL, which comprised our metal detection equipment segment and have presented financial information for this segment as discontinued operations. Our reportable segments are business units that offer different products and are managed separately because each business requires different technology and marketing strategies.

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**Cohu, Inc.**  
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Financial information concerning our reportable segments of our continuing operations is as follows:

<i>(in thousands)</i>	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
<i>Net sales by segment * :</i>				
Semiconductor equipment	\$ 54,798	\$ 41,603	\$ 104,107	\$ 78,853
Television cameras	4,647	4,703	8,245	8,489
Microwave communications	2,497	3,373	6,360	4,800
Total consolidated net sales and net sales for reportable segments	\$ 61,942	\$ 49,679	\$ 118,712	\$ 92,142
<i>Segment profit (loss):</i>				
Semiconductor equipment	4,534	5,514	10,037	11,399
Television cameras	102	(92)	(687)	(520)
Microwave communications	(579)	(20)	(347)	(806)
Profit for reportable segments	4,057	5,402	9,003	10,073
<i>Other unallocated amounts:</i>				
Gain on sale of facilities	2,963		2,963	
Corporate expenses	(732)	(778)	(1,592)	(1,534)
Interest income	1,657	890	3,043	1,580
Income from continuing operations before income taxes	\$ 7,945	\$ 5,514	\$ 13,417	\$ 10,119

\* *Intersegment sales were not significant in any period presented.*

<i>(in thousands)</i>	June 24, 2006	December 31, 2005
<i>Total assets by segment:</i>		
Semiconductor equipment	\$ 135,121	\$ 115,689
Television cameras	9,892	9,883
Microwave communications	14,333	13,919
Total assets for reportable segments	159,346	139,491
Corporate, principally cash and investments and deferred taxes	165,525	163,089
Discontinued operations	487	4,397

Total consolidated assets	\$	325,358	\$	306,977
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**9. Contingencies**

We are occasionally involved in various legal proceedings, lawsuits, examinations by various tax authorities and claims that have arisen in the ordinary course of our businesses. Although the outcome of such legal proceedings, claims and examinations cannot be predicted with certainty, we do not believe any such matters exist at this time that will have a material adverse effect on our financial position or results of operations.

**10. Guarantees**

Our products are generally sold with a 12-month to 36-month warranty period following sale or installation. Parts and labor are covered under the terms of the warranty agreement. The warranty provision is based on historical and projected experience by product and configuration.

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Changes in accrued warranty, of our continuing operations, during the second fiscal quarter and the first half of fiscal 2006 and 2005 were as follows:

<i>(in thousands)</i>	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
Balance at beginning of period	\$ 6,839	\$ 4,031	\$ 4,560	\$ 4,157
Warranty expense accruals	1,890	1,006	6,616	2,004
Warranty payments	(2,419)	(1,640)	(4,895)	(2,764)
Warranty liability assumed		461	29	461
Balance at end of period	\$ 6,310	\$ 3,858	\$ 6,310	\$ 3,858

Warranty expense in the first half of fiscal 2006 was impacted by higher than expected costs associated with supporting certain customer test handler applications and a change in estimate of future handler support costs. In the ordinary course of business, from time-to-time, we provide standby letters of credit to certain parties. As of June 24, 2006, the maximum potential amount of future payments that Cohu could be required to make under these standby letters of credit is approximately \$1.0 million. We have not recorded any liability in connection with these guarantee arrangements beyond that required to appropriately account for the underlying transaction being guaranteed. We do not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid under these arrangements.

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*This Form 10-Q contains certain forward-looking statements including expectations of market conditions, challenges and plans, within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended, and is subject to the Safe Harbor provisions created by that statute. Such forward-looking statements are based on management's current expectations and beliefs, including estimates and projections about our industries and include, but are not limited to, statements concerning financial position, business strategy, and plans or objectives for future operations. Forward-looking statements are not guarantees of future performance, and are subject to certain risks, uncertainties, and assumptions that are difficult to predict and may cause actual results to differ materially from management's current expectations. Such risks and uncertainties include those set forth in this Quarterly Report on Form 10-Q and our 2005 Annual Report on Form 10-K under the heading Item 1A. Risk Factors. The forward-looking statements in this report speak only as of the time they are made, and do not necessarily reflect management's outlook at any other point in time. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events, or for any other reason, however, readers should carefully review the risk factors set forth in other reports or documents we file from time to time with the SEC after the date of this Quarterly Report.*

**OVERVIEW**

Our primary business activity involves the development, manufacture, marketing, sale and servicing of test handling and burn-in equipment for the global semiconductor industry. This business is significantly dependent on capital expenditures by semiconductor manufacturers and test subcontractors, which in turn are dependent on the current and anticipated market demand for semiconductors that are subject to significant cyclical trends in demand. Changes in the semiconductor, electronics, computer and telecommunications industries, as well as rapidly shifting global economic conditions, have had and will continue to have a significant impact on our businesses.

In the first six months of 2004, our semiconductor equipment business, as well as the semiconductor equipment industry generally, saw significantly improved order bookings and backlog, an indication that a three-year industry downturn had possibly ended. However, in the second half of 2004, our orders declined and business conditions in the semiconductor equipment industry appeared to be weakening. In 2005 this trend reversed, and during the year ended December 31, 2005, our semiconductor equipment business saw a significant increase in order bookings that accounted for our consolidated order growth, from \$46.1 million in the fourth quarter of 2004 to \$71.4 million in the fourth quarter of 2005, and our sales in each of the four quarters of 2005 increased from the fourth quarter of 2004. Our orders during the first half of fiscal 2006 have remained relatively consistent with the fourth quarter of fiscal 2005. During the first half of fiscal 2006 there has been a decrease in demand for our advanced thermal products which has been offset by an increase in orders for our high-speed test handlers and burn-in products. As a result of this shift in product mix and increased customer support costs our gross margin in the first half of fiscal 2006 declined. We will continue to focus on reducing product costs and overall spending, while we develop new product offerings for the test handler and burn-in markets.

Our deferred revenue totaled \$42.6 million at June 24, 2006. This is an increase of \$6.4 million and \$11.9 million from March 25, 2006 and December 31, 2005, respectively. The increase in deferred revenue is primarily the result of additional deferrals associated with our sales of semiconductor equipment products, including those acquired from KryoTech and Unigen, which as of June 24, 2006 are awaiting customer acceptance. During the first half of fiscal 2006 we have deferred approximately \$5.4 million in sales of products acquired from KryoTech and approximately \$9.3 million in sales of products acquired from Unigen.

Our operating results in the last three years have been impacted by charges to cost of sales related to excess, obsolete and lower of cost or market inventory issues. These charges totaled approximately \$16.6 million during the three-year period ended December 31, 2005 (approximately \$1.1 million for the first half of fiscal 2006) and were primarily the result of decreases in customer forecasts, competitive conditions in the test handler industry and, to a lesser extent, changes in our sales product mix as a result of new product introductions. Exposure related to inventories is common in the semiconductor equipment industry due to the narrow customer base, the custom nature of the products and inventory and the shortened product life cycles caused by rapid changes in semiconductor manufacturing technology.



Increased competition, particularly in the last several years, has also negatively impacted our gross margins on certain products and we believe it is likely these conditions will exist for the foreseeable future.

Our other operating costs consist of research and development ( R&D ) and selling, general and administrative expenses ( SG&A ). Both R&D and SG&A expense increased in 2006, due to increased business volume and investment in development programs.

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Our non-semiconductor equipment businesses have comprised approximately 14% of our revenues during the last three years. During 2005, we saw improved results in our microwave communications business while the results of our television camera business deteriorated.

Our financial condition is strong with significant cash and short-term investments and no long-term debt. During the three-year period ended June 24, 2006, total cash and investments have increased from \$111.1 million at June 30, 2003 to \$138.8 million at June 24, 2006.

Our management team uses several performance metrics to manage our various businesses. These metrics, which tend to focus on near-term forecasts due to the limited order backlog in our businesses, include (i) order bookings and backlog for the most recently completed quarter and the forecast for the next quarter; (ii) inventory levels and related excess exposures typically based on the next twelve months forecast; (iii) gross margin and other operating expense trends; and (iv) industry data and trends noted in various publicly available sources. Due to the short-term nature of our order backlog that historically has represented about three months of business and the inherent volatility of the semiconductor equipment business, our past performance is frequently not indicative of future operating results or cash flows.

**CRITICAL ACCOUNTING POLICIES AND ESTIMATES**

Our discussion and analysis of our financial condition and results of operations are based upon our 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 us to make estimates and judgments that affect the reported amounts of assets, liabilities, revenues and expenses, and related disclosure of contingent assets and liabilities. On an on-going basis, we evaluate our estimates, including those related to bad debts, inventories, intangible assets, income taxes, warranty obligations and contingencies and litigation. We base our estimates on historical experience, forecasts and on various other assumptions 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. Actual results may differ from these estimates under different assumptions or conditions. We believe the following critical accounting policies, that are more fully described in our Consolidated Financial Statements included in Item 15 of our Annual Report on Form 10-K for the fiscal year ended December 31, 2005, affect the significant judgments and estimates used in the preparation of our consolidated financial statements.

**Share-Based Compensation:** On January 1, 2006, we adopted the provisions of Statement No.123R and SAB 107 requiring the measurement and recognition of all share-based compensation under the fair value method. During fiscal 2006, we began recognizing share-based compensation, under Statement No. 123R, for all awards granted in fiscal 2006 and for the unvested portion of previous award grants based on each award's grant date fair value. We implemented Statement No. 123R using the modified prospective transition method. Under this transition method our financial statements and related information presented, pertaining to periods prior to our adoption of Statement No. 123R, have not been adjusted to reflect fair value of share-based compensation expense.

We estimate the fair value of each share-based award on the grant date using the Black-Scholes valuation model. To facilitate our adoption of Statement No. 123R, we applied the provisions of SAB 107 in developing our methodologies to estimate our Black-Scholes model inputs. Option valuation models, including Black-Scholes, require the input of highly subjective assumptions, and changes in the assumptions used can materially affect the grant date fair value of an award. These assumptions include the risk-free rate of interest, expected dividend yield, expected volatility, and the expected life of the award. The risk-free rate of interest is based on the U.S. Treasury rates appropriate for the expected term of the award. Expected dividends are based primarily on historical factors related to our common stock. Expected volatility is based on historic, weekly stock price observations of our common stock during the period immediately preceding the share-based award grant that is equal in length to the award's expected term. We believe that historical volatility is the best estimate of future volatility. Due to a limited amount of historical option exercise data related to options with a five-year contractual term we adopted SAB 107's simplified method for estimating the expected term of share-based awards granted in the first half of fiscal 2006. Statement No. 123R also requires that

estimated forfeitures be included as a part of the grant date estimate. We used historical data to estimate expected employee behaviors related to option exercises and forfeitures. Prior to our adoption of Statement No. 123R, we reduced pro-forma share-based compensation expense, presented in the notes to our financial statements, for actual forfeitures as they occurred.

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**Revenue Recognition:** We generally recognize revenue upon shipment and title passage for established products (i.e., those that have previously satisfied customer acceptance requirements) that provide for full payment tied to shipment. Revenue for products that have not previously satisfied customer acceptance requirements or from sales where customer payment dates are not determinable is recognized upon customer acceptance. For arrangements containing multiple elements, the revenue relating to the undelivered elements is deferred at estimated fair value until delivery of the deferred elements.

**Accounts Receivable:** We maintain an allowance for doubtful accounts for estimated losses resulting from the inability of our customers to make required payments. If the financial condition of our customers deteriorates, resulting in an impairment of their ability to make payments, additional allowances may be required.

**Warranty:** We provide for the estimated costs of product warranties in the period sales are recognized. Our warranty obligation estimates are affected by historical product shipment levels, product performance and material and labor costs incurred in correcting product performance problems. Should product performance, material usage or labor repair costs differ from our estimates, revisions to the estimated warranty liability would be required.

**Inventory:** We record valuation reserves on our inventory for estimated excess and obsolete inventory and lower of cost or market concerns equal to the difference between the cost of inventory and the estimated market value based upon assumptions about future product demand, market conditions and product selling prices. If future product demand, market conditions or product selling prices are less or more favorable than those projected by management or if continued modifications to products are required to meet specifications or other customer requirements, increases to inventory reserves may be required.

**Income Taxes:** We estimate our liability for income taxes based on the various jurisdictions where we conduct business. This requires us to estimate our actual current tax exposure and to assess temporary differences that result from differing treatment of certain items for tax and accounting purposes. These differences result in deferred tax assets and liabilities that are reflected in the consolidated balance sheet. The net deferred tax assets are reduced by a valuation allowance if, based upon all available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. Establishing, reducing or increasing a valuation allowance in an accounting period results in an increase or decrease in tax expense in the statement of operations. We must make significant judgments to determine the provision for income taxes, deferred tax assets and liabilities and any valuation allowance to be recorded against net deferred tax assets. Our gross deferred tax asset balance as of June 24, 2006 was \$26.2 million, with a valuation allowance of \$1.8 million for state tax credit and loss carryforwards. The deferred tax assets consist primarily of deductible temporary differences, tax credit and net operating loss carryforwards.

**Intangible Assets:** At June 24, 2006, intangible assets other than goodwill were evaluated for impairment using undiscounted cash flows expected to result from the use of the assets as required by FASB Statement No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, ( Statement No. 144 ), and we concluded there was no impairment loss. We are required to assess goodwill impairment using the methodology prescribed by FASB Statement No. 142, *Goodwill and Other Intangible Assets*, ( Statement No. 142 ). Statement No. 142 requires that goodwill be tested for impairment on an annual basis and more frequently in certain circumstances. The required annual goodwill impairment test is performed as of October 1<sup>st</sup> of each year. We did not recognize any goodwill impairment as a result of performing this annual test in fiscal 2005.

**Contingencies:** We are subject to certain contingencies that arise in the ordinary course of our businesses. In accordance with FASB Statement No. 5, *Accounting for Contingencies*, ( Statement No. 5 ) we assess the likelihood that future events will confirm the existence of a loss or an impairment of an asset. If a loss or asset impairment is probable, as defined in Statement No. 5 and the amount of the loss or impairment is reasonably estimable, we accrue a charge to operations in the period such conditions become known.

**Recent Accounting Pronouncements:** There have been no material changes to the recent accounting pronouncements as previously reported in our Annual Report on Form 10-K for the fiscal year ended December 31, 2005.



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**RESULTS OF OPERATIONS**

The following table summarizes certain operating data from continuing operations as a percentage of net sales for the three- and six-month periods ended June 24, 2006 and June 25, 2005.

	Three months ended		Six months ended	
	June 24, 2006	June 25, 2005	June 24, 2006	June 25, 2005
Net sales	100.0%	100.0%	100.0%	100.0%
Cost of sales	(64.9)	(60.9)	(64.6)	(60.3)
Gross margin	35.1	39.1	35.4	39.7
Research and development expense	(15.6)	(14.0)	(14.6)	(14.6)
Selling, general and administrative expense	(14.1)	(15.8)	(14.6)	(15.8)
Gain on sale of facilities	4.8		2.5	
Income from operations	10.2%	9.3%	8.7%	9.3%

**Second Fiscal Quarter 2006 Compared to Second Fiscal Quarter 2005**

In May, 2006, we completed the sale of our metal detection equipment segment FRL. Effective with the June 24, 2006 financial statements, the operating results of FRL are presented as discontinued operations and all prior period financial statements have been reclassified accordingly. The discussion below covers the comparative results from continuing operations.

***Net Sales***

Our net sales increased 24.7% to \$61.9 million in 2006, compared to net sales of \$49.7 million in 2005. Sales of semiconductor test handling equipment in the second fiscal quarter of 2006 increased 31.7% from the comparable 2005 period and accounted for 88.5% of consolidated net sales in 2006 versus 83.7% in 2005. The primary reason for the increase in sales of our semiconductor equipment business was increased customer demand for our high-speed test handlers.

Sales of television cameras and other equipment accounted for 7.5% of net sales in 2006 and decreased 1.2% when compared to the same period in 2005. Sales of microwave equipment accounted for 4.0% of net sales in fiscal 2006 and decreased 26.0% when compared to fiscal 2005. The decline in sales of our microwave communications business was primarily attributable to production delays and the timing of revenue recognition pursuant to accounting rules. At June 24, 2006, we had deferred revenue totaling approximately \$42.6 million and deferred profit of \$17.4 million. At December 31, 2005, we had deferred revenue totaling approximately \$30.7 million and deferred profit of \$13.8 million. The increase in deferred revenue is primarily the result of additional revenue deferrals associated with our sales of new semiconductor equipment products, including those acquired from KryoTech and Unigen, that are awaiting customer acceptance as of June 24, 2006.

***Gross margin***

Despite the growth in sales, our gross margin, as a percentage of net sales, decreased to 35.1% in 2006 from 39.1% in 2005. The decrease was the result of lower margins in our semiconductor equipment business. During the second fiscal quarter of 2006, our high-speed test handlers accounted for a greater percentage of our revenue than in fiscal 2005. Our high-speed test handlers have significantly lower gross margins than our advanced thermal test handlers. If this shift in product mix continues, our gross margin percentage in the second half of fiscal 2006 will be negatively impacted. Additionally, during the second fiscal quarter of 2006, we recorded approximately \$0.1 million in

share-based compensation expense as a result of our adoption of Statement No. 123R.

We compute the majority of our excess and obsolete inventory reserve requirements using a one-year inventory usage forecast. During the second quarter of fiscal 2006 and 2005, we recorded net charges to cost of sales of approximately \$0.6 million and \$1.2 million, respectively, for excess and obsolete inventory. While we believe our reserves for excess and obsolete inventory and lower of cost or market concerns are adequate to cover our known exposures at June 24, 2006, reductions in customer forecasts or continued modifications to products, as a result of our failure to meet specifications or other customer requirements, will result in additional charges to operations that could negatively impact our gross margin in future periods. Conversely, if our actual inventory usage is greater than our forecasted usage, our gross margin in future periods may be favorably impacted.

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***Research and Development Expense***

R&D expense as a percentage of net sales was 15.6% in 2006, compared to 14.0% in 2005, increasing from \$7.0 million in fiscal 2005 to \$9.7 million in fiscal 2006. Higher R&D expense in 2006 was primarily a result of increased expense as a result of the Unigen acquisition and material costs for product development within our semiconductor equipment business. Additionally, during the second fiscal quarter of 2006, we recorded approximately \$0.2 million in share-based compensation expense as a result of our adoption of Statement No. 123R.

***Selling, General and Administrative Expense***

SG&A expense as a percentage of net sales decreased to 14.1% in 2006, from 15.8% in fiscal 2005, increasing in absolute dollars from \$7.9 million in 2005 to \$8.7 million in 2006. The increase in SG&A expense was primarily related to increased business volume within our semiconductor equipment business and increases in headcount in our television camera and microwave equipment businesses. During fiscal 2006 we expanded our sales force at our television camera and microwave equipment businesses in an effort to expand the market share of our new and existing product offerings. Additionally, during the second fiscal quarter of 2006, we recorded approximately \$0.4 million in share-based compensation expense as a result of our adoption of Statement No. 123R.

***Interest Income***

Interest income was approximately \$1.7 million and \$0.9 million in fiscal 2006 and 2005, respectively. The increase in interest income resulted from an increase in our average cash and cash equivalents and investment balances and higher interest rates in fiscal 2006.

***Income Taxes***

The provision (benefit) for income taxes expressed as a percentage of pretax income was 34.7% in 2006 and (1.7)% in 2005. The income tax provision (benefit) included in the statements of income for the three months ended June 24, 2006 and June 25, 2005, is based on the estimated annual effective tax rate for the entire year. These estimated effective tax rates are subject to adjustment in subsequent quarterly periods as our estimates of pretax income for the year are increased or decreased. The effective tax rate of 34.7% for the three months ended June 24, 2006 is less than the U.S. federal statutory rate primarily due to state research and development tax credits and export sales benefits offset by the effect of Statement No. 123R that does not allow deferred tax benefits to be recognized on compensation expense related to incentive stock options.

Our income tax credit in 2005 was, in part, the result of research tax credits and export sales benefits. In addition, in March 2005, the Internal Revenue Service completed a routine examination of our consolidated tax returns for the period 2000 through 2002. The examination resulted in no assessment related to our tax returns as filed.

Consequently, approximately \$3.0 million of accrued taxes related to the examined years were reversed with a corresponding credit to income tax expense in the quarter ended March, 2005.

In accordance with Statement No. 109, net deferred tax assets are reduced by a valuation allowance if, based on all the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. A valuation allowance of approximately \$1.8 million was provided on deferred tax assets at June 24, 2006 and December 31, 2005. The amount of deferred tax assets considered realizable was determined based on (i) taxable income in prior carryback years; (ii) future reversals of existing taxable temporary differences (i.e. offset gross deferred tax assets against gross deferred tax liabilities); (iii) tax planning strategies and (iv) future taxable income, exclusive of reversing temporary differences and carryforwards.

Our business improved significantly in the fiscal quarter ended June 25, 2005 with orders increasing from \$44.4 million in the first quarter of 2005 to \$71.0 million in the second quarter. This unanticipated increase in orders caused us to reassess our forecast of 2005 income. In accordance with Statement No. 109, we reduced the valuation allowance required at June 25, 2005 by approximately \$1.7 million as a result of the increase in forecasted 2005 income with a corresponding credit to income tax expense.

We have derived significant tax benefits from export sales. As a result of the American Jobs Creation Act of 2004, the export sales benefit derived from the ETI was repealed subject to a phase-out that limits the full tax benefit to 60% in



2006. The ETI benefit was replaced with a deduction for domestic manufacturing activities subject to a phase-in beginning in 2005. The future tax benefits we derive from the domestic manufacturing deduction will likely be less than those from ETI.

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The federal research credit expired on December 31, 2005. Legislation to retroactively reinstate the credit is pending in the U.S. Congress, however it had not been enacted and signed into law as of June 24, 2006. Accordingly, no benefit from the federal research credit has been included in estimating the 2006 effective tax rate. If Congress retroactively reinstates the research credit the effect of the credit will be reflected in the computation of the annual effective tax rate beginning as of the first period that includes the enactment date of the legislation.

***Other Items***

In April 2003, our Broadcast Microwave Services subsidiary was awarded an \$8.5 million contract from the UAE Armed Services to provide microwave communications equipment for a command center and infrastructure system for border security. The contract utilizes our most advanced microwave communications technology that has not previously been installed in an application of this size and complexity, and requires that 40% of the total contract price be paid after the system has been fully accepted by the customer. As a result of these factors and the inability to make reasonably dependable estimates of progress toward completion and acceptance, we will recognize all revenue and related costs under this contract in the period the system is accepted by the customer. In the fourth quarter of 2005, BMS received notification that the customer had approved an amendment to the original contract increasing the total value of the contract to \$8.9 million. Under the terms of the amendment BMS will provide certain additional equipment and services. Through June 24, 2006, we had shipped inventory with a sales value of \$8.9 million and deferred costs of approximately \$6.7 million resulting in deferred profit of approximately \$2.2 million under the contract. In addition, at June 24, 2006 we had unbilled accounts receivable of approximately \$3.6 million. We have also provided the customer with a standby letter of credit which was reduced from \$2.6 million at December 31, 2005 to \$1.0 million during the first quarter of fiscal 2006. At June 24, 2006, approximately \$1.0 million of this letter of credit may be drawn upon, by the customer, if BMS does not fulfill the terms of the contract. While customer acceptance and final contract payment has taken longer than anticipated, we believe that such acceptance and payment will be received. However, in the event BMS is unable to obtain customer acceptance of the system, the receivables may need to be written off and the customer might seek a refund of the \$5.3 million in payments made under the contract, which could materially impact our results of operations.

In May, 2006, we sold the land and building previously used by our operations in Littleton, Massachusetts. The property was sold for \$6.5 million in cash, less related costs, resulting in a net pretax gain of approximately \$3.0 million which was recognized in the second fiscal quarter of 2006.

In May, 2006, we sold substantially all the assets of our metal detection equipment segment, FRL. The disposition resulted in a loss of approximately \$0.8 million (\$0.5 million net of the related tax benefit) that was recorded in the second fiscal quarter of 2006.

As a result of the factors set forth above, our income from continuing operations was \$5.2 million in 2006, compared to \$5.6 million in 2005. Our net income was \$4.7 million in 2006, compared to \$5.6 million in 2005.

**First Half of Fiscal 2006 Compared to First Half of Fiscal 2005*****Net Sales***

Our net sales increased 28.8% to \$118.7 million in 2006, compared to net sales of \$92.1 million in 2005. Sales of semiconductor test handling equipment in the first half of fiscal 2006 increased 32.0% from the comparable 2005 period and accounted for 87.7% of consolidated net sales in 2006 versus 85.6% in 2005. The primary reason for the increase in sales of our semiconductor equipment business was increased customer demand for our high-speed test handlers.

Sales of television cameras and other equipment accounted for 6.9% of net sales in 2006 and decreased 2.9% when compared to the same period of 2005, while sales of microwave equipment accounted for 5.4% of net sales in 2006. During the first half of fiscal 2006, sales of microwave equipment increased 32.5% when compared to 2005. The decrease in sales experienced by our television camera business was primarily attributable to a decline in demand for our traffic management products. The increase in sales of our microwave communications business was primarily attributable to increased demand for our products from law enforcement agencies and the timing of revenue

recognition pursuant to accounting rules.

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***Gross margin***

Gross margin as a percentage of net sales decreased to 35.4% in 2006 from 39.7% in 2005. This decrease was the result of lower margins in our semiconductor equipment business which were impacted by product mix and higher than expected costs associated with supporting certain customer test handler applications. During the first half of fiscal 2006, high-speed test handlers accounted for a greater percentage of our revenue than in 2005. Our high-speed test handlers have significantly lower gross margins than our advanced thermal test handlers. If this shift in product mix continues, our gross margin percentage in the second half of fiscal 2006 will be negatively impacted. Additionally, during the first half of fiscal 2006, we recorded approximately \$0.2 million in share-based compensation expense as a result of our adoption of Statement No. 123R.

We compute the majority of our excess and obsolete inventory reserve requirements using a one-year inventory usage forecast. During the first half of fiscal 2006 and 2005, we recorded net charges to cost of sales of approximately \$1.1 million and \$1.2 million, respectively, for excess and obsolete inventory. While we believe our reserves for excess and obsolete inventory and lower of cost or market concerns are adequate to cover our known exposures at June 24, 2006, reductions in customer forecasts or continued modifications to products, as a result of our failure to meet specifications or other customer requirements, will result in additional charges to operations that could negatively impact our gross margin in future periods. Conversely, if our actual inventory usage is greater than our forecasted usage, our gross margin in future periods may be favorably impacted.

***Research and Development Expense***

R&D expense as a percentage of net sales was 14.6% in 2006 and 2005, increasing from \$13.5 million in 2005 to \$17.3 million in 2006. The increase in R&D was primarily the result of increased engineering labor and material costs due to increases in headcount and product development costs in our semiconductor equipment and microwave communication businesses. Additionally, during the first half of fiscal 2006, we recorded approximately \$0.4 million in share-based compensation expense as a result of our adoption of Statement No. 123R.

***Selling, General and Administrative Expense***

SG&A expense as a percentage of net sales decreased to 14.6% in 2006, from 15.8% in 2005, increasing in absolute dollars from \$14.6 million in 2005 to \$17.3 million in 2006. The increase in SG&A expense was primarily related to increased business volume. Additionally, during the first half of fiscal 2006, we recorded approximately \$0.9 million in share-based compensation expense as a result of our adoption of Statement No. 123R.

***Interest Income***

Interest income was approximately \$3.0 million and \$1.6 million in 2006 and 2005, respectively. The increase in interest income resulted from an increase in our average cash and cash equivalents and investment balances and higher interest rates in fiscal 2006.

***Income Taxes***

The provision (benefit) for income taxes expressed as a percentage of pretax income was 34.6% in 2006 and (19.8)% in 2005. The income tax provision (benefit) included in the statements of income for the six months ended June 24, 2006 and June 25, 2005, is based on the estimated annual effective tax rate for the entire year. These estimated effective tax rates are subject to adjustment in subsequent quarterly periods as our estimates of pretax income for the year are increased or decreased. The effective tax rate of 34.6% for the six months ended June 24, 2006 is less than the U.S. federal statutory rate primarily due to state research and development tax credits and export sales benefits offset by the effects of Statement No. 123R that does not allow deferred tax benefits to be recognized on compensation expense related to incentive stock options.

Our income tax credit in 2005 was, in part, the result of research tax credits and export sales benefits. In addition, in March 2005, the Internal Revenue Service completed a routine examination of our consolidated tax returns for the period 2000 through 2002. The examination resulted in no assessment related to our tax returns as filed.

Consequently, approximately \$3.0 million of accrued taxes related to the examined years were reversed with a corresponding credit to income tax expense in the quarter ended March, 2005.

In accordance with Statement No. 109, net deferred tax assets are reduced by a valuation allowance if, based on all the available evidence, it is more likely than not that some or all of the deferred tax assets will not be realized. A valuation

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allowance of approximately \$1.8 million was provided on deferred tax assets at June 24, 2006 and December 31, 2005. The amount of deferred tax assets considered realizable was determined based on (i) taxable income in prior carryback years; (ii) future reversals of existing taxable temporary differences (i.e. offset gross deferred tax assets against gross deferred tax liabilities); (iii) tax planning strategies and (iv) future taxable income, exclusive of reversing temporary differences and carryforwards.

Our business improved significantly in the quarter ended June 25, 2005, with orders increasing from \$44.4 million in the first quarter of 2005 to \$71.0 million in the second quarter. This unanticipated increase in orders caused us to reassess our forecast of 2005 income. In accordance with Statement No. 109 we reduced the valuation allowance required at June 25, 2005 by approximately \$1.7 million as a result of the increase in forecasted 2005 income with a corresponding credit to income tax expense.

We have derived significant tax benefits from export sales. As a result of the American Jobs Creation Act of 2004, the export sales benefit derived from the ETI was repealed subject to a phase-out that limits the full tax benefit to 60% in 2006. The ETI benefit was replaced with a deduction for domestic manufacturing activities subject to a phase-in beginning in 2005. The future tax benefits we derive from the domestic manufacturing deduction will likely be less than those from ETI.

The federal research credit expired on December 31, 2005. Legislation to retroactively reinstate the credit is pending in the U.S. Congress, however it had not been enacted and signed into law as of June 24, 2006. Accordingly, no benefit from the federal research credit has been included in estimating the 2006 effective tax rate. If Congress retroactively reinstates the research credit the effect of the credit will be reflected in the computation of the annual effective tax rate beginning as of the first period that includes the enactment date of the legislation.

As a result of the factors set forth above, our income from continuing operations was \$8.8 million in 2006, compared to \$12.1 million in 2005. Our net income was \$8.1 million in 2006, compared to \$12.1 million in 2005.

**LIQUIDITY AND CAPITAL RESOURCES**

Our business is dependent on capital expenditures by semiconductor manufacturers and test subcontractors that are, in turn, dependent on the current and anticipated market demand for semiconductors. Demand for semiconductors is cyclical. In response to this cyclical nature, we have in the past implemented cost reduction programs aimed at aligning our ongoing operating costs with our currently expected revenues over the near term. These cost management initiatives have included consolidating facilities, reductions to headcount and reduced spending. The cyclical nature of our industry makes estimates of future revenues, results of operations and net cash flows difficult.

Our primary historical source of liquidity and capital resources has been cash flow generated by our operations. While we maintain a credit facility, we have not used this as a source of cash and do not intend to do so. We use cash to fund growth in our operating assets, including accounts receivable and inventory, and to fund new products and product enhancements primarily through research and development.

**Liquidity**

**Working Capital:** The following summarizes our cash, cash equivalents, investments and working capital from continuing operations:

<i>(in thousands)</i>	June 24, 2006	December 31, 2005	Increase	Percentage Change
Cash, cash equivalents and investments	\$ 138,843	\$ 138,745	\$ 98	0.0%
Working capital	213,538	203,325	10,213	5.0%
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**Cash Flows**

**Operating Activities:** Our net cash flows provided from operating activities in the first half of fiscal 2006 totaled \$0.3 million. The major components of cash flows provided by operating activities were net income of \$8.1 million, loss from discontinued operations of \$0.6 million, offset by depreciation and amortization of \$3.3 million, non cash share-based compensation expense of \$1.5 million, an increase in deferred tax assets of \$2.1 million, tax benefits from stock options exercised of \$0.8 million, and other net changes in current assets. The net change in current assets and liabilities included increases in accounts receivable and inventories of \$5.6 million and \$6.8 million, respectively. The increase in accounts receivable was primarily attributable to the timing of cash collections and increased business volume and the increase in inventory was, in part, attributable to inventory acquired in the Unigen transaction and to meet customer demand for our products.

**Investing Activities:** Our net cash used for investing activities in 2006 totaled \$14.5 million and was primarily the result of \$42.6 million cash used for purchases of short-term investments; partially offset by \$29.8 million in net proceeds from sales and maturities of short-term investments. Our other expenditures, in the first half of fiscal 2006 were \$11.1 million and include the purchase of Unigen assets for \$7.7 million and purchases of property, plant and equipment of \$3.4 million. The acquisition of the Unigen assets was a strategic transaction to strengthen the portfolio of thermal products, patents and know-how within our semiconductor equipment business. The purchases of property, plant and equipment were primarily made to support activities in our semiconductor equipment business and consisted primarily of equipment used in engineering, manufacturing and related functions. Investing activities also included cash receipts in the amount of \$6.2 million for the sale of our facility in Littleton, Massachusetts and \$3.2 million for the sale of our metal detection equipment segment, FRL

**Financing Activities:** Our net cash provided from financing activities included \$3.3 million received from the issuance of stock upon the exercise of stock options, and the tax benefits from stock options exercised of \$0.8 million, offset by \$2.7 million for the payment of dividends.

**Capital Resources**

In June 2006, we renewed our \$5.0 million unsecured bank line of credit bearing interest at the bank's prime rate. The line of credit will now expire in July 2007. Our bank line of credit requires that we maintain specified minimum levels of net worth, limits the amount of our capital expenditures and requires us to meet certain other financial covenants. We were in compliance with all covenants at June 24, 2006. No borrowings were outstanding at June 24, 2006; however, \$1.0 million of the credit facility was allocated to standby letters of credit at June 24, 2006, leaving the balance of \$4.0 million available for future borrowings.

We expect that we will continue to make capital expenditures to support our business and we anticipate that present working capital and available borrowings under our line of credit will be sufficient to meet our operating requirements for at least the next twelve months.

**Contractual Obligations and Off-Balance Sheet Arrangements**

**Contractual Obligations:** Our significant contractual obligations consist of operating leases and have not changed materially from those disclosed in our Annual Report on Form 10-K for the year ended December 31, 2005.

**Purchase Obligations:** From time to time, we enter into commitments with our vendors to purchase inventory at fixed prices or in guaranteed quantities. We are not able to determine the aggregate amount of such purchase orders that represent contractual obligations, as purchase orders may represent authorizations to purchase rather than binding agreements. Our purchase orders are based on our current manufacturing needs and are fulfilled by our vendors within relatively short time horizons. We do not have significant agreements for the purchase of raw materials or other goods specifying minimum quantities or set prices that exceed our expected requirements for the next six months.

**Off-Balance Sheet Arrangements:** During the ordinary course of business, we provide standby letters of credit instruments to certain parties as required. As of June 24, 2006, the maximum potential amount of future payments that we could be required to make under these standby letters of credit was approximately \$1.0 million. No liability has been recorded in connection with these arrangements beyond those required to appropriately account for the

underlying transaction being guaranteed. We do not believe, based on historical experience and information currently available, that it is probable that any amounts will be required to be paid under these arrangements.



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**Item 3. Quantitative and Qualitative Disclosures about Market Risk.**

**Interest rate risk.**

At June 24, 2006 our investment portfolio includes fixed-income securities with a fair value of approximately \$113.0 million. These securities are subject to interest rate risk and will decline in value if interest rates increase. Due to the relatively short duration of our investment portfolio, an immediate ten percent change in interest rates (e.g. 3.00% to 3.30%) would have no material impact on our financial condition or results of operations.

**Foreign currency exchange risk.**

We generally conduct business, including sales to foreign customers, in U.S. dollars and as a result we have limited foreign currency exchange rate risk. Monetary assets and liabilities of our foreign operations are not significant. The effect of an immediate ten percent change in foreign exchange rates would not have a material impact on our financial condition or results of operations.

**Item 4. Controls and Procedures.**

**(a) Evaluation of Disclosure Controls and Procedures.** Under the supervision and with the participation of our management, including our principal executive officer and principal financial officer, we evaluated the effectiveness of our disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) promulgated under the Securities Exchange Act of 1934, as amended. Based on this evaluation, our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective as of the end of the period covered by this quarterly report.

It should be noted that any system of controls, however well designed and operated, can provide only reasonable, and not absolute, assurance that the objectives of the system are met. In addition, the design of any control system is based in part upon certain assumptions about the likelihood of future events. Because of these and other inherent limitations of control systems, there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions, regardless of how remote. Our disclosure controls and procedures are designed to provide reasonable assurance of achieving their objectives and our principal executive officer and principal financial officer concluded that our disclosure controls and procedures were effective at the reasonable assurance level.

**(b) Changes in Internal Controls.** In the second fiscal quarter of 2006, we transferred the accounting function for the remaining assets of our discontinued metal detection equipment segment to our corporate office. The transfer involved a change in accounting systems that included internal controls, and has required that we make certain changes to our internal control over financial reporting. During this process, we reviewed the new accounting system as it was being implemented, and we made appropriate changes to those controls impacted by this conversion. We believe that the controls, as modified, are appropriate and functioning effectively.

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The information set forth above under Note 9 contained in the Notes to Unaudited Condensed Consolidated Financial Statements is incorporated herein by reference.

**Item 1A. Risk Factors**

The most significant risk factors applicable to Cohu are described in Part I, Item 1A (Risk Factors) of Cohu's Annual Report on Form 10-K for the fiscal year ended December 31, 2005 (our 2005 Form 10-K). There have been no material changes to the risk factors previously disclosed in our 2005 Form 10-K, except that we have updated the risk factors set forth below to reflect events occurring since the filing of our 2005 Form 10-K.

***Semiconductor equipment is subject to rapid technological change, product introductions and transitions may result in inventory write-offs and our new product development involves numerous risks and uncertainties.***

Semiconductor equipment and processes are subject to rapid technological change. We believe that our future success will depend in part on our ability to enhance existing products and develop new products with improved performance capabilities. We expect to continue to invest heavily in research and development and must manage product transitions successfully, as introductions of new products, including the products obtained in our acquisitions of KryoTech and Unigen, may adversely impact sales and/or margins of existing products. In addition, the introduction of new products by us or by our competitors, the concentration of our revenues in a limited number of large customers, the migration to new semiconductor test handling methodologies and the custom nature of our inventory parts increases the risk that our established products and related inventory may become obsolete, resulting in significant excess and obsolete inventory exposure. This increased exposure resulted in significant charges to operations during each of the years in the three-year period ended December 31, 2005. Future inventory write-offs and increased inventory reserve requirements could have a material adverse impact on our results of operations and financial condition.

The design, development, commercial introduction and manufacture of new semiconductor test handling equipment is an inherently complex process that involves a number of risks and uncertainties. These risks include potential problems in meeting customer acceptance and performance requirements, integration of the equipment with other suppliers' equipment and the customers' manufacturing processes, transitioning from product development to volume manufacturing and the ability of the equipment to satisfy the semiconductor industry's constantly evolving needs and achieve commercial acceptance at prices that produce satisfactory profit margins. The design and development of new semiconductor equipment is heavily influenced by changes in integrated circuit assembly, test and final manufacturing processes and integrated circuit package design changes. We believe that the rate of change in such processes and integrated circuit packages is accelerating. As a result of these changes and other factors, assessing the market potential and commercial viability of new test equipment is extremely difficult and subject to a great deal of risk. In addition, not all integrated circuit manufacturers employ the same manufacturing processes. Differences in such processes make it difficult to design standard semiconductor test handler products that are capable of achieving broad market acceptance. As a result, we might not accurately assess the semiconductor industry's future test requirements and fail to design and develop products that meet such requirements and achieve market acceptance. Failure to accurately assess customer requirements and market trends for new semiconductor test products may have a material adverse impact on our operations, financial condition and results of operations.

The transition from product development to the manufacture of new semiconductor equipment is a difficult process and delays in product introductions and problems in manufacturing such equipment are common. We have in the past and may in the future experience difficulties in manufacturing and volume production of our new test equipment. In addition, as is common with semiconductor equipment, our after sale support and warranty costs have been significantly higher with new test products than with our established products. Future technologies, processes and product developments may render our current or future product offerings obsolete and we might not be able to develop, introduce and successfully manufacture new products or make enhancements to our existing products in a timely manner to satisfy

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customer requirements or achieve market acceptance. Furthermore, we might not realize acceptable profit margins on such products.

***If we cannot continue to develop, manufacture and market products and services that meet customer requirements for innovation and quality, our revenue and gross margin may suffer.***

The process of developing new high technology products and services and enhancing existing products and services is complex, costly and uncertain, and any failure by us to anticipate customers' changing needs and emerging technological trends accurately could significantly harm our market share and results of operations. In addition, in the course of conducting our business, we must adequately address quality issues associated with our products and services, including defects in our engineering, design and manufacturing processes, as well as defects in third party components included in our products. In order to address quality issues, we work extensively with our customers and suppliers and engage in product testing to determine the cause of quality problems and to determine appropriate solutions. Finding solutions to quality issues can be expensive and may result in additional warranty, replacement and other costs, adversely affecting our profits. In addition, quality issues can impair our relationships with new or existing customers and adversely affect our reputation, which could lead to a material adverse effect on our operating results.

***Our backlog is limited and may not accurately reflect future business activity.***

Our order backlog has historically represented approximately three months of business. Due to the possibility of customer changes in delivery schedules, cancellation of orders, potential delays in product shipments, difficulties in obtaining inventory parts from suppliers, failure to satisfy customer acceptance requirements and the inability to recognize revenue under accounting requirements, our backlog at any point in time may not be representative of sales in any future period. Furthermore, all orders are subject to cancellation or rescheduling by the customer with limited penalty. A reduction in backlog during any particular period could have a material adverse effect on our business, financial condition and results of operations. In addition, our backlog at June 24, 2006, may not be a reliable indicator of revenues in future periods due to delayed delivery dates or customer requested changes to delivery schedules, order cancellations and delays in recognizing revenue due to accounting requirements.

***New accounting rules may impact our future operating results.***

A change in accounting standards or a change in existing taxation rules can have a significant effect on our reported results. New accounting pronouncements and taxation rules and varying interpretations of accounting pronouncements have occurred and may occur in the future. These new accounting pronouncements and taxation rules may adversely affect our reported financial results or the way we conduct our business.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

*Recent Sales of Unregistered Securities*

None

*Issuer Purchases of Equity Securities*

None

**Item 3. Defaults Upon Senior Securities**

None

**Item 4. Submission of Matters to a Vote of Security Holders**

The Cohu Annual Meeting of Stockholders was held on May 9, 2006. The voting results for the proposals voted on at the meeting are incorporated herein by reference from Item 8.01 of the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 10, 2006

**Item 5. Other Information**

None.

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**Item 6. Exhibits.**

- 3.1 Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference to Exhibit 3.1(a) from the Cohu, Inc. Form 10-Q for the quarterly period ended June 30, 1999
- 3.1(a) Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference from the Cohu, Inc. Form S-8 filed June 30, 2000, Exhibit 4.1(a)
- 3.2 Amended and Restated Bylaws of Cohu, Inc. incorporated herein by reference to Exhibit 3.2 from the Cohu, Inc. Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 1996
- 4.1 Rights Agreement dated November 15, 1996, between Cohu, Inc. and ChaseMellon Shareholder Services, L.L.C., incorporated herein by reference from the Cohu, Inc. Report on Form 8-K filed December 12, 1996, Exhibit 4.1
- 10.1 Amendment No. 2 dated June 16, 2006 to Loan Agreement dated June 28, 2004 between Cohu, Inc. and Bank of America, N.A., incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on June 19, 2006, Exhibit 99.1
- 10.2 Amended Cohu, Inc. 2005 Equity Incentive Plan, incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 10, 2006, Exhibit 10.1\*
- 10.3 Amended Cohu, Inc. 1997 Employee Stock Purchase Plan, incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on May 10, 2006, Exhibit 10.2\*
- 10.4 Form of Restricted Stock Unit Agreement of Cohu, Inc. incorporated herein by reference from the Cohu, Inc. Current Report on Form 8-K filed with the Securities and Exchange Commission on April 20, 2006, Exhibit 10.1\*
- 31.1 Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
- 31.2 Certification pursuant to Section 302(a) of the Sarbanes-Oxley Act of 2002
- 32.1 Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
- 32.2 Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Management contract or compensatory plan or arrangement

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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.

COHU, INC.

(Registrant)

Date: July 24, 2006

/s/ James A. Donahue

James A. Donahue  
President & Chief Executive Officer

Date: July 24, 2006

/s/ John H. Allen

John H. Allen  
Vice President, Finance & Chief  
Financial Officer

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**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
3.1	Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference to Exhibit 3.1(a) from the Cohu, Inc. Form 10-Q for the quarterly period ended June 30, 1999
3.1(a)	Certificate of Amendment of Amended and Restated Certificate of Incorporation of Cohu, Inc. incorporated herein by reference from the Cohu, Inc. Form S-8 filed June 30, 2000, Exhibit 4.1(a)
3.2	Amended and Restated Bylaws of Cohu, Inc. incorporated herein by reference to Exhibit 3.2 from the Cohu, Inc. Report on Form 8-K filed with the Securities and Exchange Commission on December 12, 1996
4.1	Rights Agreement dated November 15, 1996, between Cohu, Inc. and ChaseMellon Shareholder Services, L.L.C., incorporated herein by reference from the Cohu, Inc. Report on Form 8-K filed December 12, 1996, Exhibit 4.1
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