

**ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED BALANCE SHEET**

(in millions)

	<b>September 29, 2006</b>	<b>June 30, 2006</b>	<b>December 31, 2005</b>
	<u>2006</u>	<u>2006</u>	<u>2005</u>
<b>Assets</b>			
Cash and cash equivalents	\$ 233.4	\$ 294.7	\$ 233.3
Short-term investments	35.8	-	-
Receivables, net	194.9	200.5	160.2
Inventories, net	205.8	195.1	169.5
Other current assets	41.5	38.5	29.9
Deferred income taxes	11.7	5.8	7.4
Total current assets	<u>723.1</u>	<u>734.6</u>	<u>600.3</u>
Property, plant and equipment, net	567.1	567.4	438.5
Deferred income taxes	-	0.7	-
Goodwill	80.7	77.3	77.3
Intangible assets, net	11.2	11.6	-
Other assets	34.6	31.4	32.4
Total assets	<u><u>\$ 1,416.7</u></u>	<u><u>\$ 1,423.0</u></u>	<u><u>\$ 1,148.5</u></u>
<b>Liabilities, Minority Interests and Stockholders' Deficit</b>			
Accounts payable	\$ 134.6	\$ 146.3	\$ 137.3
Accrued expenses	101.6	124.5	83.9
Income taxes payable	6.4	6.4	5.5
Accrued interest	1.4	0.5	0.6
Deferred income on sales to distributors	128.6	126.9	97.1
Current portion of long-term debt	34.7	51.2	73.9
Total current liabilities	<u>407.3</u>	<u>455.8</u>	<u>398.3</u>
Long-term debt	972.0	1,009.8	993.1
Other long-term liabilities	32.6	32.2	31.4
Deferred income taxes	5.6	-	1.2
Total liabilities	<u>1,417.5</u>	<u>1,497.8</u>	<u>1,424.0</u>
Minority interests in consolidated subsidiaries	19.5	25.2	24.8
Common stock	3.2	3.2	3.1
Additional paid-in capital	1,347.1	1,342.1	1,252.7
Accumulated other comprehensive income	1.5	3.6	0.7
Accumulated deficit	(1,372.1)	(1,448.9)	(1,556.8)
Total stockholders' deficit	<u>(20.3)</u>	<u>(100.0)</u>	<u>(300.3)</u>
Total liabilities, minority interests and stockholders' deficit	<u><u>\$ 1,416.7</u></u>	<u><u>\$ 1,423.0</u></u>	<u><u>\$ 1,148.5</u></u>

**ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**UNAUDITED CONSOLIDATED STATEMENT OF OPERATIONS**

(in millions, except per share data)

	Quarter Ended			Nine Months Ended	
	September 29, 2006	June 30, 2006	September 30, 2005	September 29, 2006	September 30, 2005
Product revenues	\$ 372.2	\$ 361.5	\$ 312.4	\$ 1,066.7	\$ 916.1
Manufacturing services revenues	48.7	13.8	1.2	63.5	2.7
Net revenues	420.9	375.3	313.6	1,130.2	918.8
Cost of product revenues	223.2	211.1	208.9	650.1	618.7
Cost of manufacturing services revenues	37.3	11.0	0.6	48.8	1.3
Cost of revenues	260.5	222.1	209.5	698.9	620.0
Gross profit	160.4	153.2	104.1	431.3	298.8
Operating expenses:					
Research and development	25.9	25.2	23.9	74.7	70.0
Selling and marketing	23.2	22.7	20.0	66.9	58.2
General and administrative	23.1	21.3	17.8	64.6	55.7
Restructuring, asset impairments and other, net	-	3.3	0.2	3.3	4.1
Total operating expenses	72.2	72.5	61.9	209.5	188.0
Operating income	88.2	80.7	42.2	221.8	110.8
Other income (expenses), net:					
Interest expense	(13.8)	(13.1)	(16.1)	(39.9)	(46.1)
Interest income	3.6	2.8	1.7	8.4	3.8
Other	(0.7)	(0.2)	(0.8)	0.1	(2.4)
Other income (expenses), net	(10.9)	(10.5)	(15.2)	(31.4)	(44.7)
Income before income taxes and minority interests	77.3	70.2	27.0	190.4	66.1
Income tax provision	-	(1.8)	(2.5)	(3.8)	(6.3)
Minority interests	(0.5)	(0.9)	(1.0)	(1.9)	(3.0)
Net income	76.8	67.5	23.5	184.7	56.8
Less: Accretion to redemption value of convertible redeemable preferred stock	-	-	0.1	-	0.3
Less: Convertible redeemable preferred stock dividends	-	-	(2.7)	-	(7.9)
Less: Allocation of undistributed earnings to preferred shareholders	-	-	(3.3)	-	(7.7)
Net income applicable to common stock	<u>\$ 76.8</u>	<u>\$ 67.5</u>	<u>\$ 17.6</u>	<u>\$ 184.7</u>	<u>\$ 41.5</u>
Income per common share:					
Basic:	<u>\$ 0.24</u>	<u>\$ 0.21</u>	<u>\$ 0.07</u>	<u>\$ 0.58</u>	<u>\$ 0.16</u>
Diluted:	<u>\$ 0.23</u>	<u>\$ 0.19</u>	<u>\$ 0.06</u>	<u>\$ 0.54</u>	<u>\$ 0.15</u>
Weighted average common shares outstanding:					
Basic	<u>324.9</u>	<u>322.8</u>	<u>256.1</u>	<u>319.8</u>	<u>255.5</u>
Diluted:	<u>336.6</u>	<u>355.7</u>	<u>290.7</u>	<u>346.0</u>	<u>288.8</u>

**ON SEMICONDUCTOR CORPORATION AND SUBSIDIARIES**  
**UNAUDITED RECONCILIATION OF NET INCOME TO EBITDA\* AND**  
**CASH PROVIDED BY OPERATING ACTIVITIES**

(in millions)

	Quarter Ended			Nine Months Ended	
	September 29, 2006	June 30, 2006	September 30, 2005	September 29, 2006	September 30, 2005
Net income	\$ 76.8	\$ 67.5	\$ 23.5	\$ 184.7	\$ 56.8
Plus:					
Depreciation and amortization	19.3	17.2	25.0	60.0	74.9
Interest expense	13.8	13.1	16.1	39.9	46.1
Interest income	(3.6)	(2.8)	(1.7)	(8.4)	(3.8)
Income tax provision	-	1.8	2.5	3.8	6.3
EBITDA*	106.3	96.8	65.4	280.0	180.3
Increase (decrease):					
Interest expense	(13.8)	(13.1)	(16.1)	(39.9)	(46.1)
Interest income	3.6	2.8	1.7	8.4	3.8
Income tax provision	-	(1.8)	(2.5)	(3.8)	(6.3)
Loss (gain) on sale or disposal of fixed assets	0.5	(0.2)	0.1	0.3	0.1
Amortization of debt issuance costs and debt discount	0.7	0.7	0.4	2.0	1.3
Provision for excess inventories	7.1	6.6	2.7	16.2	8.9
Non-cash impairment of property, plant, and equipment	-	4.7	-	4.7	-
Non-cash interest on junior subordinated note payable	-	-	3.9	-	11.7
Deferred income taxes	0.4	(0.5)	2.0	0.3	(2.6)
Non-cash stock compensation expense	2.9	2.4	-	7.2	-
Other	0.2	0.8	1.4	-	3.3
Changes in operating assets and liabilities	(18.4)	(18.0)	(10.3)	(54.2)	(7.5)
Net cash provided by operating activities	\$ 89.5	\$ 81.2	\$ 48.7	\$ 221.2	\$ 146.9

\*EBITDA represents net income before interest expense, interest income, provision for income taxes, depreciation and amortization expense. While EBITDA is not intended to represent cash flow from operations as defined by generally accepted accounting principles and should not be considered as an indicator of operating performance or an alternative to cash flow as a measure of liquidity, we believe this measure is useful to investors to assess our ability to meet our future debt service, capital expenditure and working capital requirements. This calculation may differ in method of calculation from similarly titled measures used by other companies. The table above sets forth our EBITDA with a reconciliation to net cash provided by operating activities, the most directly comparable financial measure under generally accepted accounting principles.