



Exhibit A



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Grant & Eisenhofer P.A.

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December 9, 2008

VIA OVERNIGHT MAIL

Lynnette C. Fallon, Esquire
General Counsel
Axcelis Technologies, Inc.
55 Cherry Hill Drive
Beverly, MA 01915

Re: Demand for Inspection of Certain Books and Records

Dear Ms. Fallon:

I write this letter on behalf of the City of Westland Police & Fire Retirement System ("Westland P&F").

Westland P&F is the beneficial owner of 9,400 shares of common stock of Axcelis Technologies, Inc. ("Axcelis" or the "Company"). As evidence of Westland P&F's beneficial ownership, enclosed with this letter is a true and correct copy of the Affidavit of Robert Bianconi, the Chairperson of Westland P&F, attaching proof of ownership as of December 4, 2008.

As used herein, the "Board" means the full board of directors of Axcelis, any committee thereof, or any persons or entities representing or purporting to represent it or acting or purporting to act on its behalf. "SHI's acquisition proposals" refers to the February 4, 2008 and March 10, 2008 unsolicited bids to acquire Axcelis.

Pursuant to Section 220 of the General Corporation Law of the State of Delaware, Westland P&F hereby demands the right to inspect and copy the following books and records of Axcelis and its subsidiaries (unless otherwise specified the time period relating to this request is November 2005 to the present):

1. All minutes of agendas for meetings (including all draft minutes and agendas and exhibits to such minutes and agendas) of the Board at which the Board discussed,



considered or was presented with information concerning SHI's acquisition proposals.

2. All documents reviewed, considered, or produced by the Board in connection with SHI's acquisition proposals.
3. Any and all communications between and among Axcelis directors and/or officers and SHI's directors and/or officers.
4. Any and all materials provided by SHI to the Board in connection with SHI's acquisition proposals.
5. Any and all valuation materials used to determine the Company's value in connection with SHI's acquisition proposal.
6. All minutes of agendas for meetings (including all draft minutes and exhibits to such minutes and agendas) of the Board at which the Board discussed, considered or was presented with information concerning or related to the Board's decision not to accept the resignations of Directors Stephen R. Hardis, R. John Fletcher, and H. Brian Thompson.
7. All documents reviewed, considered, or produced by the Board in connection with the Board's decision not to accept the resignations of Directors Stephen R. Hardis, R. John Fletcher, and H. Brian Thompson.

Westland P&F hereby demands that (1) originals or attested copies of the foregoing documents and records be made available for inspection and copying by Westland P&F, its designated representatives, or their attorneys or agents during usual business hours, beginning no later than five business days after the Company receives this letter, and continuing from day to day thereafter during usual business hours until the inspection is completed, or (2) the Company deliver copies of such records, within five business days after receipt of this letter, to the attention of Westland P&F's counsel, Michael J. Barry, at the law firm of Grant & Eisenhofer P.A., Chase Manhattan Centre, 1201 North Market Street, Wilmington, Delaware 19801, Telephone: (302) 622-7000. Westland P&F will reimburse reasonable copy costs if the documents are sent to Westland P&F's counsel.

Please promptly advise me, as soon as possible, and in any event on or prior to the expiration of five business days after the date this demand is received by the Company, when and where the items demanded above will be made available to Westland P&F and its designated agents or, in lieu thereof, when copies of such items will be delivered to the undersigned.

As explained more fully below, the purpose of this demand for an inspection, therefore, is to investigate:

- (a) the Board members' compliance with their fiduciary duties to the Company and its shareholders as it relates to the Board's management of SHI's acquisition proposals;
- (b) the Board members' compliance with their fiduciary duties to the Company and its shareholders as it relates to the Board's refusal to accept the resignations of Directors Stephen R. Hardis, R. John Fletcher, and H. Brian Thompson

On February 4, 2008, SHI along with TPG Capital LLP ("TPG") made an unsolicited bid to acquire Axcelis for \$5.20 per share. This proposal was made after nearly 18 months of attempts by SHI to engage in good-faith negotiations with Axcelis. According to public statements made by Axcelis, SHI's offer of \$5.20 per share undervalued the Company. For instance, on February 25, 2008, Chairman of the Board Mary Puma ("Chairperson Puma") stated that SHI's offer "fail[ed] to recognize [Axcelis'] value despite SHI being well aware of the strength of Axcelis' intellectual property, our strong product portfolio and high levels of customer satisfaction." However, the Company has never disclosed in SEC filings or elsewhere what steps it took to determine that SHI's offer of \$5.20 per share "undervalued" the Company.

On March 10, 2008, SHI increased its offer to acquire Axcelis to \$6 per share. At the time of its offer, SHI released a statement Axcelis to "meet with [SHI] promptly, permit [SHI] to commence due diligence immediately and concurrently negotiate a definitive agreement." Axcelis, however refused to meet with SHI and rejected their offer just a week later on March 17, 2008. Chairperson Puma stated in the Company's March, 2008 Press Release that "SHI's \$6.00 unsolicited proposal undervalues the Company based on the intrinsic value of the business in light of the Company's product portfolio and global market reach. The Board of Directors' decision is supported by extensive valuation analyses and by our trading prices over the last year." However, the Company has not disclosed in SEC filings or elsewhere what methods, if any, it used to determine that the "intrinsic value" of the Company was greater than \$6 per share. Since the stock now trades for less than \$0.50 per share, information about those methods would be pertinent to understanding whether the Board complied with its fiduciary obligations to shareholders by performing due diligence in valuing the Company.

Additionally, the Board rejected SHI's proposals despite wide shareholder support for a merger between Axcelis and SHI. In fact, SHI's revised offer expressly stated it revised its offer based, in part, on "a constructive dialogue with a limited number of Axcelis shareholders representing a substantial majority of the outstanding shares [of Axcelis]." In response to SHI's acquisition proposals, Sterling Capital Management ("Sterling Capital"), a large shareholder of Axcelis, stated that "Axcelis needs to actively look for consolidation opportunities within the semiconductor capital equipment industry. [SHI's] offer to purchase Axcelis is a meaningful first step in this direction. We strongly encourage Axcelis' Board to fully engage [SHI] and work to determine if a combination is appropriate." Another large shareholder, D.A. Davidson & Co. stated on February 25, 2008, that "the best outcome for Axcelis is some combination with SHI."

After the Board rejected SHI's second offer, shareholders expressed concern with the Board's decision-making. On March 28, 2008, Sterling Capital stated that it was worried that Board may be embracing an "intrinsic value which is not achievable." Additionally, Sterling Capital announced it would not support Directors Stephen R. Hardis, R. John Fletcher, and H. Brian Thompson for reelection at the 2008 annual meeting. Glass Lewis, a proxy advisory firm, advised shareholders to "send a message to the board, expressing their discontent with the company's unresponsiveness to SHI" by withholding their votes in the 2008 Board elections.

Approaching the 2008 Annual Meeting, the Board pleaded with shareholders for their support. In its Letter to Shareholders said it had "been aware, for many years, that a 'one company' approach combining Axcelis and [its joint venture with SHI] could yield significant operational and commercial synergies . . ." However, this statement does not square with the Board's previous actions. If the Board genuinely believed, "for many years," that a "one company" approach was best, why did it reject SHI's offers without ever engaging in any negotiations? Additionally, why did the Board refuse to even meet with SHI to discuss its offer if it actually believed that a merger would be beneficial? The answers to those questions are not found in the Company's SEC filings or other public statements.

In 2005, Axcelis amended its Corporate Governance Policies to include Pfizer-style majority voting. Previously, Axcelis used plurality voting to elect its directors. Under a plurality voting standard, the nominees receiving the most votes, up to the full number of seats open, are elected – even if a majority of votes cast are not in their favor. In an uncontested election, each nominee in the board's slate will be elected so long as he or she receives at least one affirmative vote. By contrast, Pfizer-style majority voting requires Directors who receive more "withheld" votes than "for" votes to submit their resignations to the board. According to Axcelis' Corporate Governance Policies, directors who fail to receive more "for" votes than "withheld" votes in an uncontested election, must submit their resignations to the Nominating and Governance Committee. Once the resignations are submitted, "The Nominating and Governance Committee shall recommend to the Board the action to be taken with respect to such offer of resignation. The Board shall act promptly with respect to each such letter of resignation and shall promptly notify the Director concerned of its decision."

At the 2008 Annual Meeting, a majority of shareholders withheld their support for Directors Stephen R. Hardis, R. John Fletcher, and H. Brian Thompson. Sterling Capital said the vote was a "mandate" for the Board to negotiate with SHI. In a May 1, 2008 letter to shareholders regarding the results of the election, Chairperson Puma stated "The Nominating and Corporate Governance Committee will consider each of these resignations and make a recommendation to the full Board on the acceptance or rejection of the resignations. The Board will act on the recommendation as they determine appropriate and in the best interests of shareholders."

In a press release dated May 23, 2008, the Board announced its decision to retain the unelected Directors. The announcement stated, in part:

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The decision by the Board of Directors assures that Axcelis has the full range of expertise and oversight in place as it proceeds with the business of the Company and potential discussions with SHI. The Board remains committed to serving the long-term business interests of Axcelis and to building the Company's value for all stockholders

Despite receiving more "withheld" votes than "for" votes, all three Directors agreed to continue serving on the Board. However, the Company nor any of the Directors has ever disclosed in SEC filings or elsewhere what steps it took to determine that the shareholders' "best interests" would be served by retaining Directors that a majority of the shareholders refused to support for reelection.

On June 6, 2008, Axcelis and SHI entered into a confidentiality agreement to discuss SHI's acquisition proposals. According to Axcelis' September 15, 2008 8-K, SHI agreed to submit a new proposal to Axcelis by August 1, 2008. For reasons that are not disclosed in that 8-K, SHI requested additional time to submit its proposal. Axcelis refused to grant SHI any additional time stating that "the additional process requested by SHI . . . was not in Axcelis' shareholders best interests." However, Axcelis has never disclosed what "additional process" was required of the Company by extending the deadline or why this would not be in the shareholders' best interests.

On September 4, 2008, SHI informed Axcelis that it was breaking off negotiations. As Axcelis stated in its September 15, 2008 8-K, the "acquisition discussions [between Axcelis and SHI] now appear to have come to an end." Although the Company originally represented that SHI's offer of \$6.00 per share undervalued the Company, Axcelis stock now trades at about \$0.50 per share. This raises questions that either the Board's representation that the Company is worth more than \$6.00 per share was misleading, or that SHI walked away for some reason other than a unilateral decision and there are undisclosed issues with the Company. Accordingly, documentation regarding this and the other above-specified matters is requested.

I hereby declare and affirm under the penalty of perjury, pursuant to the laws of the State of Delaware, that the foregoing is true and correct.

Very truly yours,



Michael J. Barry

MJB/rm
Enclosures

AFFIDAVIT

STATE OF MICHIGAN

ss:

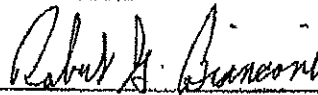
COUNTY OF WAYNE

I, Robert Bianconi, being duly sworn, do hereby state that I am the Chairperson of Westland Police & Fire Retirement System ("Westland P&F"), and am familiar with the securities owned beneficially by Westland P&F, which, in book entry form, are in the custody of NWQ Investment Management, Acct # 1055031097, as evidenced by its records kept in the ordinary course of business.

I further state that, as of November 20, 2008, Westland P&F beneficially owned and held 9,400 shares of Axcelis Technologies, Inc., common stock, as shown by the annexed document, which is a true and correct copy of the original record.

Further, affiant saith not.

EXECUTED this 4 day of December, 2008.



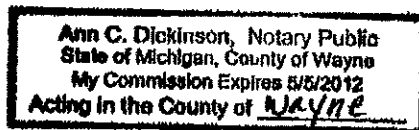
Robert Bianconi, Chairperson
Westland Police & Fire Retirement System

Sworn and subscribed before me
this 4th day of December, 2008.



Notary Public

My commission expires: 5/5/2012



POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS that the undersigned, in my capacity as Chairperson of Westland Police & Fire Retirement System ("Westland P&F"), the beneficial owner of 9,400 shares of common stock of Axcelis Technologies, Inc. ("Axcelis"), does hereby make, constitute and appoint the law firm of Grant & Eisenhofer P.A. ("G&E"), and the partners, directors, associates, employees, or other persons designated by them, acting singly or in combination, as Westland P&F's true and lawful agent and attorney-in-fact with the power and authority to act in Westland P&F's place and stead and on Westland P&F's behalf to make a demand pursuant to Section 220 of the Delaware General Corporation Law to inspect certain books and records of Axcelis as set forth in the foregoing letter from G&E to Axcelis, Inc., and to do all other things which Westland P&F could do pursuant to Section 220 of the Delaware General Corporation Law.

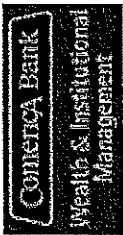
EXECUTED this 4 day of December, 2008.


Robert Bianconi, Chairperson
Westland Police & Fire Retirement System

Sworn and subscribed before me
this 4th day of December, 2008.


Notary Public
My commission expires: 5/5/2012

Ann C. Dickinson, Notary Public
State of Michigan, County of Wayne
My Commission Expires 5/5/2012
Acting in the County of Wayne



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Statements

Login > Asset Detail > Tax Lot (Single Investment)



M00760 - WESTLAND CONSO

CITY OF WESTLAND POLICE & FIRE RETIREMENT SYSTEM
CONSOLIDATED ACCOUNT

Tax Lot (Single Investment)

Print Preview

As of Date: 12/04/2008



Settled Traded

| Account # - Description | Tax Lot # | Units | Unit Tax Cost | Tax Cost | Market Value | Unrealized G/L | Acquired |
|--|----------------|--------------|---------------|-----------|--------------|----------------|------------|
| AXCELIS TECHNOLOGIES INC CUSIP #: 054540109 Unit Price: 0.520 | 1055031097 - 1 | 9,400.000000 | 4.34 | 40,842.97 | 4,888.00 | -35,954.97 | 08/07/2007 |
| | COMBINED LOT | 9,400.000000 | | 40,842.97 | 4,888.00 | -35,954.97 | |
| | TOTAL | | | | | | |