

Compromise Language

INTERSIL CORPORATION

July 15, 1999

Credit Suisse First Boston
Eleven Madison Avenue
New York, NY 10010-3629

Ladies and Gentlemen:

Intersil Corporation ("Intersil") hereby authorizes you and your affiliates to distribute, on a confidential basis, the Confidential Information Memorandum (the "Memorandum") dated July 1999 to potential lenders in connection with the proposed Senior Secured Credit Facilities described in the Memorandum.

We have reviewed such Memorandum and its attachments and hereby confirm to you and your affiliates that, to the best of our knowledge, as of the date of this letter, the information contained in the Memorandum relating to Intersil Corporation taken as a whole and in combination with Intersil Corporation public filings, does not contain any untrue statement of a material fact or fail to state a material fact necessary in order to make the statements contained therein, not materially misleading in light of the circumstances under which such statements were made. It is understood, however, that Intersil Corporation makes no representation or warranty concerning the estimates and projections or statement as to anticipated future performance or conditions contained in the Memorandum except that such estimates, projections or statements as to anticipated future performance or conditions were made in good faith on the basis of assumptions believed to be reasonable in light of the circumstances existing at the time such estimates, and projections or statements as to anticipated future performance or conditions were prepared. Such estimates, projections or statements as to anticipated future performance or conditions and the assumptions on which they are based may or may not prove to be correct. It is understood and agreed that we make no representation or warranty as to the terms and conditions of the Senior Secured Credit Facility referred to in the Memorandum and that the statements as to the terms and conditions of the Senior Secured Credit Facilities are qualified in their entirety by reference to the definitive documentation, to which reference should be made for the full terms and conditions.

This letter is addressed solely to Credit Suisse First Boston and may not be relied upon by any other person or entity.

Sincerely,

Daniel J. Heneghan
Vice President - Controller

DJH/gss