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8 Attorneys for Nominal Defendant  
 KLA-Tencor Corporation  
 9

10 UNITED STATES DISTRICT COURT  
 11 NORTHERN DISTRICT OF CALIFORNIA - SAN JOSE DIVISION  
 12

13 In re KLA-TENCOR CORP.  
 14 SHAREHOLDER DERIVATIVE  
 LITIGATION

Case No. C06-3445-JW

15 This Document Relates To:  
 16 ALL ACTIONS  
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**JOINT STIPULATION OF ALL PARTIES  
 AND [PROPOSED] ORDER REGARDING  
 PROPOSED SETTLEMENT SCHEDULE**

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1 WHEREAS, on January 15, 2010, Lead Plaintiff and Nominal Defendant KLA-Tencor  
2 Corporation (“KLA”) filed a Status Report (Docket No. 584) advising the Court that agreements  
3 in principle had been reached to settle this action as to all but one of the Defendants;

4 WHEREAS, on January 20, 2010, the Court entered an Order (Docket No. 585), directing  
5 the parties to exchange their proposed Settlement Agreement on or before February 22, 2010; to  
6 file their Joint Motion for Preliminary Approval along with a fully executed Settlement  
7 Agreement on or before March 8, 2010; and to appear before the Court for a hearing on the Joint  
8 Motion for Preliminary Approval of Settlement on March 22, 2010 at 9:00 a.m.;

9 WHEREAS, on February 19, 2010, the Court entered an Order (Docket No. 596)  
10 reaffirming the foregoing schedule; directing the settling parties to provide their proposed  
11 Settlement Agreement to Defendant Kenneth Schroeder on February 22, 2010; and directing  
12 Defendant Kenneth Schroeder to file any objections to the proposed Settlement Agreement on or  
13 before March 8, 2010;

14 WHEREAS, the settling parties exchanged their proposed Settlement Agreement and  
15 KLA provided a copy thereof to Defendant Kenneth Schroeder on February 22, 2010;

16 WHEREAS, through continuing settlement discussions, an agreement in principle was  
17 reached to settle this action in its entirety as to all parties, including Defendant Kenneth  
18 Schroeder, on March 5, 2010;

19 WHEREAS, in light of the newly proposed settlement of the entire action, no party  
20 intends to file objections to the settlement, and instead all parties will sign a proposed Settlement  
21 Agreement and will join in a motion for preliminary approval of the proposed settlement;

22 WHEREAS, the parties are working on a new proposed global Settlement Agreement and  
23 preliminary approval papers that will now resolve the action as to all parties, and expect to  
24 complete this by March 12, 2010; and

25 WHEREAS, all parties now propose to file a Joint Motion for Preliminary Approval of the  
26 settlement of this action on March 15, 2010, and request that the Court maintain the March 22,  
27 2010 hearing date for preliminary approval of the proposed settlement,  
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1 WHEREFORE, subject to the Court's approval, IT IS HEREBY STIPULATED AND  
2 AGREED BY ALL PARTIES TO THIS ACTION AS FOLLOWS:

3 1. The parties shall file a signed Stipulation of Settlement and Joint Motion for  
4 Preliminary Approval of the settlement of this action, which shall be joined by all parties, on or  
5 before March 15, 2010.

6 2. The Court will conduct a hearing on the Joint Motion for Preliminary Approval of  
7 Settlement, as previously scheduled, on March 22, 2010 at 9:00 a.m.

8 **SO STIPULATED.**

9 DATED: March 8, 2010

RESPECTFULLY SUBMITTED,  
MORGAN, LEWIS & BOCKIUS LLP

By: \_\_\_\_\_  
/s/ Joseph E. Floren  
**Attorneys for Nominal Defendant  
KLA-Tencor Corporation**

14 I, Joseph E. Floren, am the ECF User whose ID and password are being used to file this  
15 JOINT STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45,  
X.B., I hereby attest that each of the signatories identified below has concurred in this filing.

16 DATED: March 8, 2010

**COUGHLIN STOIA GELLER  
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TRAVIS E. DOWNS III  
SHAWN A. WILLIAMS  
CHRISTOPHER WOOD

By: \_\_\_\_\_  
/s/ Shawn A. Williams  
**Lead Counsel for Plaintiffs**

23 DATED: March 8, 2010

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SHIRLI FABBRI WEISS  
DAVID A. PRIEBE

By: \_\_\_\_\_  
/s/ Shirli Fabbri Weiss  
**Attorneys for Defendant Kenneth L. Schroeder**

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DATED: March 8, 2010

**FENWICK & WEST LLP**  
KEVIN P. MUCK  
DEAN S. KRISTY

By: \_\_\_\_\_/s/\_\_\_\_\_  
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Richard Wallace**

DATED: March 8, 2010

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**Attorneys for Defendant John H. Kispert**

DATED: March 8, 2010

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By: \_\_\_\_\_/s/\_\_\_\_\_  
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DATED: March 8, 2010

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EMILY GRIFFEN

By: \_\_\_\_\_/s/\_\_\_\_\_  
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**Attorneys for Defendant Kenneth Levy**

DATED: March 8, 2010

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MEGAN DIXON

By: \_\_\_\_\_/s/\_\_\_\_\_  
Megan Dixon

**Attorneys for Defendant Jon D. Tompkins**

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DATED: March 8, 2010

**MUNGER TOLLES & OLSON**  
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JOSEPH D. LEE  
JAMES RAZA LAWRENCE

By: \_\_\_\_\_ /s/  
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DATED: March 8, 2010

**LAW OFFICE OF MARK A. BELNICK, LLC**  
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**AKIN GUMP STRAUSS HAUER & FELD LLP**  
CHRISTOPHER D. KERCHER (*pro hac vice*)  
STEVEN S. KAUFHOLD

By: \_\_\_\_\_ /s/  
Mark A. Belnick  
**Attorneys for Defendant Stuart J. Nichols**

DATED: March 8, 2010

**RAMSEY & EHRLICH LLP**  
ISMAIL RAMSEY  
MILES F. EHRLICH

By: \_\_\_\_\_ /s/  
Ismail Ramsey  
**Attorneys for Defendant Arthur Schnitzer**

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**[PROPOSED] ORDER**

**PURSUANT TO STIPULATION, AND GOOD CAUSE APPEARING, IT IS  
HEREBY ORDERED THAT:**

1. The parties shall file a signed Stipulation of Settlement and Joint Motion for Preliminary Approval of the settlement of this action, which shall be joined by all parties, on or before March 15, 2010.

2. The Court will conduct a hearing on the Joint Motion for Preliminary Approval of Settlement, as previously scheduled, on March 22, 2010 at 9:00 a.m.

**IT IS SO ORDERED.**

DATED: \_\_\_\_\_, 2010

\_\_\_\_\_  
Hon. James Ware  
United States District Judge