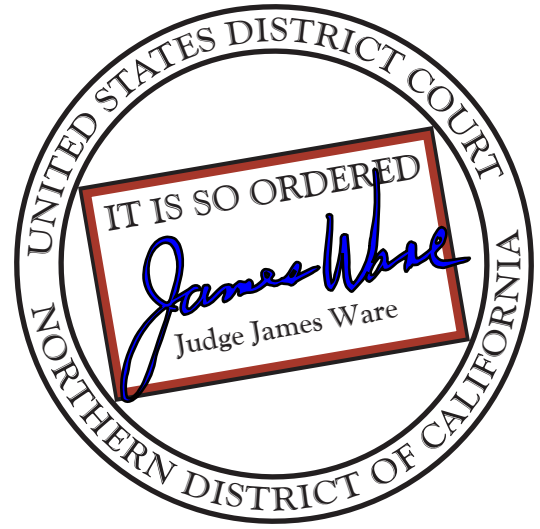


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 Nominal Defendant KLA-Tencor Corporation

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

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 15 In re KLA-TENCOR CORPORATION
 16 SHAREHOLDER DERIVATIVE
 LITIGATION

Case No. C-06-03445-JW

17
 18 **STIPULATION AND [PROPOSED]**
ORDER RE CASE MANAGEMENT

18 This Document Relates to:
 19 ALL ACTIONS

Date: January 12, 2009
 Time: 9:00 a.m.
 Place: Courtroom 8,
 San Jose Courthouse

1 WHEREAS, on January 12, 2009, the Court presided over a Case Management
2 Conference in this action and, after discussion, directed the parties to meet and confer and to
3 develop a schedule for addressing the particular issues outlined by the Court pertaining to
4 settlement discussions, Lead Plaintiff's requests for documents from Nominal Defendant KLA-
5 Tencor Corporation ("KLA-Tencor") and objections thereto (including the objection that
6 discovery is stayed at this time), and the state of the pleadings; and,

7 WHEREAS, the parties have met and conferred as directed by the Court,

8 NOW, therefore, the parties agree and stipulate, subject to Court approval, as follows:

9 1. On or before January 26, 2009, the parties shall attempt to agree upon a mediator
10 and a date for a mediation. If the parties reach agreement on this subject, they shall so notify the
11 Court by January 26, 2009, and the Court will order the parties to mediate as agreed. If the
12 parties are unable to reach agreement upon the mediator or mediation schedule, the parties shall
13 file a joint statement summarizing their respective positions and identifying all proposed
14 mediators and dates, and the Court will thereafter issue an order appointing a mediator and setting
15 a deadline for completion of mediation.

16 2. Without deciding any issues pertaining to the appropriateness and proper scope of
17 discovery at this time, if any, all of which issues are expressly reserved, the following schedule
18 shall govern Lead Plaintiff's proposed request for documents from KLA-Tencor:

19 a. On or before January 26, 2009, Lead Plaintiff shall serve a request for
20 documents upon KLA-Tencor.

21 b. On or before February 17, 2009, KLA-Tencor shall serve a response and
22 any objections to Lead Plaintiff's request for documents.

23 c. Counsel for Lead Plaintiff and KLA-Tencor shall meet and confer and
24 attempt to resolve in good faith any disagreements regarding KLA-Tencor's response to Lead
25 Plaintiff's request for documents.

26 d. On or before March 2, 2009, Lead Plaintiff shall file its motion to compel,
27 if any, regarding KLA-Tencor's response and objections to Lead Plaintiff's request for
28 documents.

1 e. This schedule is without prejudice to any party's right to object to
2 document requests or production, in whole or in part, on any ground; shall not preclude any party
3 from seeking additional relief from the Court with respect to discovery matters; and shall not
4 preclude any party from seeking additional discovery at a later date.

5 3. The parties shall report on their progress at the next Case Management
6 Conference, which will be on April 6, 2009 at 10:00 a.m. The parties shall file a Joint Case
7 Management Statement on or before March 30, 2009.

8 4. Defendants' obligation to respond to the operative complaint (the Amended
9 Consolidated Verified Shareholder Derivative Complaint filed by Lead Plaintiff on February 20,
10 2007) is suspended until a date established as set forth below. The parties are encouraged to
11 discuss the claims as to each Defendant informally. The expectation is that Lead Plaintiff will
12 amend the operative complaint if the case is not settled (although there is no requirement that
13 Lead Plaintiff do so) before any response thereto is required. Absent further order of the Court,
14 the Defendants shall file and serve their responsive pleading(s) or motions in response to the
15 operative complaint 45 days after (a) the date any amended complaint is filed; or (b) the date
16 Lead Plaintiff files and serves a notice stating its intent not to amend the operative complaint.

17 **IT IS SO STIPULATED.**

18 DATED: January 13, 2009

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25 **Attorneys for Defendants Jeffrey L. Hall,**
26 **Richard P. Wallace, John H. Kispert, Stephen**
27 **P. Kaufman, and Nominal Defendant KLA-**
Tencor Corporation

1 I, Joseph E. Floren, am the ECF User whose ID and password are being used to file this
2 STIPULATION AND [PROPOSED] ORDER. In compliance with General Order 45, X.B., I
3 hereby attest that each of the 8 signatories identified below has concurred in this filing.

4
5 DATED January 13, 2009

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Lead Counsel for Plaintiffs

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22 DATED: January 13, 2009

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11 DATED: January 13, 2009

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DATED: January 13, 2009

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DATED: January 13, 2009

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ORDER

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

1. On or before January 26, 2009, the parties shall attempt to agree upon a mediator and a date for a mediation. If the parties reach agreement on this subject, they shall so notify the Court by January 26, 2009, and the Court will order the parties to mediate as agreed. If the parties are unable to reach agreement upon the mediator or mediation schedule, the parties shall file a joint statement summarizing their respective positions and identifying all proposed mediators and dates, and the Court will thereafter issue an order appointing a mediator and setting a deadline for completion of mediation.

2. Without deciding any issues pertaining to the appropriateness and proper scope of discovery at this time, if any, all of which issues are expressly reserved, the following schedule shall govern Lead Plaintiff’s proposed request for documents from KLA-Tencor:

- a. On or before January 26, 2009, Lead Plaintiff shall serve a request for documents upon KLA-Tencor.
- b. On or before February 17, 2009, KLA-Tencor shall serve a response and any objections to Lead Plaintiff’s request for documents.
- c. Counsel for Lead Plaintiff and KLA-Tencor shall meet and confer and attempt to resolve in good faith any disagreements regarding KLA-Tencor’s response to Lead Plaintiff’s request for documents.
- d. On or before March 2, 2009, Lead Plaintiff shall file its motion to compel, if any, regarding KLA-Tencor’s response and objections to Lead Plaintiff’s request for documents.
- e. This schedule is without prejudice to any party’s right to object to document requests or production, in whole or in part, on any ground; shall not preclude any party from seeking additional relief from the Court with respect to discovery matters; and shall not preclude any party from seeking additional discovery at a later date.


3. The parties shall report on their progress at the next Case Management

1 Conference, which will be on April 6, 2009 at 10:00 a.m. The parties shall file a Joint Case
2 Management Statement on or before March 30, 2009.

3 4. Defendants' obligation to respond to the operative complaint (the Amended
4 Consolidated Verified Shareholder Derivative Complaint filed by Lead Plaintiff on February 20,
5 2007) is suspended until a date established as set forth below. The parties are encouraged to
6 discuss the claims as to each Defendant informally. The expectation is that Lead Plaintiff will
7 amend the operative complaint if the case is not settled (although there is no requirement that
8 Lead Plaintiff do so) before any response thereto is required. Absent further order of the Court,
9 the Defendants shall file and serve their responsive pleading(s) or motions in response to the
10 operative complaint 45 days after (a) the date any amended complaint is filed; or (b) the date
11 Lead Plaintiff files and serves a notice stating its intent not to amend the operative complaint.

12 **SO ORDERED.**

13 DATED: January 16, 2009



Hon. James Ware
United States District Judge

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