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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
 17

**JOINT STIPULATION OF ALL PARTIES
 AND ~~PROPOSED~~ ORDER REGARDING
 PROPOSED SETTLEMENT SCHEDULE**

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,
28

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

11 By: _____/s/_____
12 Joseph E. Floren
13 **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

17 **COUGHLIN STOIA GELLER**
 RUDMAN & ROBBINS LLP
18 DARREN J. ROBBINS
19 TRAVIS E. DOWNS III
 SHAWN A. WILLIAMS
 CHRISTOPHER WOOD

20 By: _____/s/_____
21 Shawn A. Williams
22 **Lead Counsel for Plaintiffs**

23 DATED: March 8, 2010

24 **DLA PIPER US LLP**
 SHIRLI FABBRI WEISS
25 DAVID A. PRIEBE

26 By: _____/s/_____
27 Shirli Fabbri Weiss
28 **Attorneys for Defendant Kenneth L. Schroeder**

1 DATED: March 8, 2010

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

2

3

By: _____/s/
Kevin P. Muck

4

**Attorneys for Defendants Edward W. Barnholt,
H. Raymond Bingham, Robert J. Boehlke,
Robert T. Bond, Leo Chamberlain, Richard J.
Elkus, Jr., Jeffrey Hall, Lida Urbanek, and
Richard Wallace**

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6

7

8 DATED: March 8, 2010

MORRISON & FOERSTER LLP
CRAIG D. MARTIN
DOROTHY L. FERNANDEZ

9

10

By: _____/s/
Dorothy L. Fernandez

11

Attorneys for Defendant John H. Kispert

12

13 DATED: March 8, 2010

**ORRICK, HERRINGTON & SUTCLIFFE
LLP**
WALTER F. BROWN, JR.
ROBERT P. VARIAN

14

15

16

By: _____/s/
Robert P. Varian

17

Attorneys for Defendant Gary Dickerson

18

19 DATED: March 8, 2010

SHEARMAN & STERLING LLP
PATRICK D. ROBBINS
JEFFREY S. FACTER
EMILY GRIFFEN

20

21

By: _____/s/
Patrick D. Robbins

22

Attorneys for Defendant Kenneth Levy

23

24 DATED: March 8, 2010

HOGAN AND HARTSON LLP
MICHAEL J. SHEPARD
MEGAN DIXON

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By: _____/s/
Megan Dixon

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Attorneys for Defendant Jon D. Tompkins

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DATED: March 8, 2010

MUNGER TOLLES & OLSON
BRAD D. BRIAN
JOSEPH D. LEE
JAMES RAZA LAWRENCE

By: _____/s/
Joseph D. Lee
Attorneys for Defendant Stephen P. Kaufman

DATED: March 8, 2010

LAW OFFICE OF MARK A. BELNICK, LLC
MARK A. BELNICK (*admitted pro hac vice*)

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

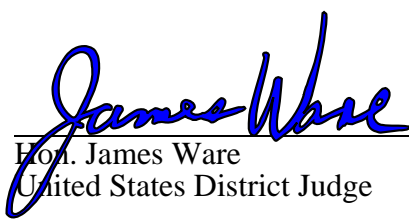
**PURSUANT TO STIPULATION, AND GOOD CAUSE APPEARING, IT IS
HEREBY ORDERED THAT:**

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: March 12, 2010



Hon. James Ware
United States District Judge