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9 **UNITED STATES DISTRICT COURT**  
10 **NORTHERN DISTRICT OF CALIFORNIA**

11  
12 **IN RE KLA-TENCOR CORP. SECURITIES**  
13 **LITIGATION**

Master File No. C-06-04065-CRB

CLASS ACTION

14 **[PROPOSED] ORDER APPROVING PLAN**  
15 **OF ALLOCATION**

16 **THIS DOCUMENT RELATES ONLY TO:**

17 Case No. 06-4065 CRB  
18 Case No. 06-4709 CRB  
19 Case No. 06-5225 CRB

1 This matter came before the Court for hearing pursuant to the Order Preliminarily  
2 Approving Settlement and Providing for Notice (“Notice Order ) dated June 5, 2008, on the  
3 application of the parties for approval of the Settlement set forth in the Stipulation of Settlement  
4 dated as of May 9, 2008 (“Stipulation ) and for approval of the plan of allocation, by which the Net  
5 Settlement Fund created pursuant to the Stipulation is to be allocated and distributed to the  
6 authorized Members of the Settlement Class who submit approved Proof of Claim and Release  
7 forms demonstrating they have approved Recognized Losses (“Plan of Allocation ). Due and  
8 adequate notice of the Settlement and the Plan of Allocation (“Notice ) having been given to the  
9 Settlement Class as required in said Notice Order, and the Court having considered all papers filed  
10 and proceedings had herein and otherwise being fully informed in the premises and good cause  
11 appearing therefore, IT IS HEREBY ORDERED, ADJUDGED AND DECREED that:

12 1. This Order incorporates by reference the definitions in the Stipulation, and all terms  
13 used herein shall have the same meanings as set forth in the Stipulation and in the Final Judgment  
14 and Order of Dismissal with Prejudice (“Final Judgment ) unless otherwise set forth herein.

15 2. This Court has jurisdiction over the subject matter of the Litigation and over all  
16 parties to the Litigation, including all Members of the Settlement Class.

17 3. “Settlement Class shall mean the same as set forth in paragraph 3 of the Final  
18 Judgment.

19 4. The Court hereby approves the Plan of Allocation and finds that:

20 (a) said Plan of Allocation is, in all respects, fair, reasonable and adequate and in  
21 the best interest of the Settlement Class;

22 (b) there was no collusion in connection with the Plan of Allocation;

23 (c) the Plan of Allocation was the product of informed decisions by competent,  
24 able counsel; and

25 (d) the record is sufficiently developed and complete to have enabled the Lead  
26 Plaintiffs to have adequately evaluated and considered the Plan of Allocation.

27 5. Accordingly, the Court having authorized and directed implementation of all the  
28 terms and provisions of the Stipulation in the Final Judgment, the Court finds that the Plan of

1 Allocation is fair, reasonable and adequate as to the Members of the Settlement Class, and that the  
2 Plan of Allocation is hereby finally approved in all respects, and the Settling Parties are hereby  
3 directed to perform its terms.

4 6. The Notice of Pendency and Proposed Settlement of Class Action and accompanying  
5 Proof of Claim and release form (collectively the “Notice ) given to the Settlement Class was the  
6 best notice practicable under the circumstances, including the individual notice to all Members of  
7 the Settlement Class who could be identified through reasonable effort. Said notice provided the  
8 best notice practicable under the circumstances of these proceedings and of the matters set forth  
9 therein, including the proposed Plan of Allocation, to all Persons entitled to such notice, and said  
10 notice fully satisfied the requirements of Federal Rule of Civil Procedure 23 and the requirements of  
11 due process as well as the requirements of the Private Securities Litigation Reform Act. In addition,  
12 the requirements of the Class Action Fairness Act, 28 U.S.C. § 1715, have been satisfied.

13 7. Consistent with, and without limiting the scope and effect of paragraph 14 of the  
14 Final Judgment, neither the Notice nor the Plan of Allocation, nor any act performed or document  
15 executed pursuant to or in furtherance of the Plan of Allocation: (a) is or may be deemed to be or  
16 may be used as an admission of, or evidence of, the validity of any Settled Class Claims, or of any  
17 wrongdoing or liability of the Defendants, or their respective Related Parties, or (b) is or may be  
18 deemed to be or may be used as an admission of, or evidence of, any fault or omission of any of the  
19 Released Persons in any civil, criminal or administrative proceeding in any court, administrative  
20 agency or other tribunal.

21 8. Without affecting the finality of the Final Judgment in any way, this Court hereby  
22 retains continuing jurisdiction over: (a) implementation of the Plan of Allocation and any award or  
23 distribution of the Settlement Fund, including interest earned thereon; (b) disposition of the  
24 Settlement Fund; (c) hearing and determining applications for attorneys’ fees, interest and expenses  
25 in the Litigation; (d) any award of expenses to Lead Plaintiffs; and (e) all parties hereto for the  
26 purpose of construing, enforcing and administering the Stipulation or the Plan of Allocation.

1           9.       Without further order of the Court, the Settling Parties may agree to reasonable  
2 extensions of time to carry out any of the provisions of the Stipulation, including the Plan of  
3 Allocation or the processing of Proof of Claim and Release forms.

4           10.       There is no reason for delay in the entry of this Order Approving Plan of Allocation  
5 is expressly directed pursuant to Rule 54(b) of the Federal Rules of Civil Procedure.

6           IT IS SO ORDERED.

7  
8 Dated: \_\_\_\_\_

\_\_\_\_\_  
THE HONORABLE CHARLES R. BREYER  
UNITED STATES DISTRICT JUDGE