



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS
Office of the Secretary of State
Matthew A. Brown, Secretary of State

Corporations Division
100 North Main Street
Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2005

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED OR PRINTED IN BLACK)

1. Corporate ID No. 102562		2. Name of Corporation KLA-Tencor Corporation			
3. Street Address Principal Business Office 160 Rio Robles			City San Jose	State CA	Zip 95134
4. Business Phone No. 408/875-3000		5. State of Incorporation DELAWARE			6. SIC Code 1115
7. Brief Description of the Character of Business Conducted in Rhode Island DEAL IN AND WITH GOODS, WARES, MERCHANDISE AND PERSONAL PROPERTY OF EVERY KIND, NATURE AND DESCRIPTION.					
8. NAMES AND ADDRESSES OF THE OFFICERS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kenneth L. Schroeder			Vice President Name John Kispert		
Street Address 160 Rio Robles			Street Address 160 Rio Robles		
City San Jose	State CA	Zip 95134	City San Jose	State CA	Zip 95134
Secretary Name Larry W. Sonsini			Treasurer Name NONE		
Street Address 650 Page Mill Road			Street Address		
City Palo Alto	State CA	Zip 95304	City	State	Zip
9. NAMES AND ADDRESSES OF THE DIRECTORS: ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kenneth Levy			Director Name Kenneth L. Schroeder		
Street Address One Technology Drive			Street Address 160 Rio Robles		
City Milpitas	State CA	Zip 95035	City San Jose	State CA	Zip 95134
Director Name Edward W. Barnholt			Director Name Ray Bingham		
Street Address 395 Page Mill Road			Street Address 2655 Seely Avenue, Bldg. 5, MS-5B3		
City Palo Alto	State CA	Zip 94306	City San Jose	State CA	Zip 95134
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
501,000,000	\$0.001 PAR VALUE		197,170,597	COMMON	\$0.001

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



102562

FILED

File Date AUG 05 2005

Check No. _____

By: By M-74257

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Date

Stuart J. Nichols

Print or Type Name of Officer

Vice President & Assistant Secretary

Title of Officer

**OFFICERS OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134
As of July 21, 2005**

<u>OFFICER</u>	<u>TITLE</u>	<u>CORPORATE OFFICER</u>	<u>SECTION 16</u>
Kenneth Levy	Chairman of the Board	X	X
Kenneth L. Schroeder	Chief Executive Officer	X	X
Richard P. Wallace	President and Chief Operating Officer	X	X
John H. Kispert	Executive Vice President, Chief Financial Officer	X	X
Dennis J. Fortino	Executive Vice President, Corporate Operations	X	
Avi Cohen	Group Vice President, Pattern Solutions Group	X	X
Lance Glasser	Group Vice President, Wafer Inspection Group and Corporate Operations	X	X
Jeff Hall	Vice President, Finance	X	X
Stuart J. Nichols	Vice President, General Counsel	X	X
Robert Rubino	Group Vice President and Chief Technical Officer, Software	X	
Larry W. Sonsini	Secretary	X	

FILED

AUG 05 2005

By GMA

05 AUG - 5 AM 11:14

SEC. 16
KLA-TENCOR CORPORATION
160 RIO ROBLES
SAN JOSE, CA 95134

**OFFICERS OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

Kenneth Levy	Chairman of the Board
Kenneth L. Schroeder	Chief Executive Officer
Richard P. Wallace	President and Chief Operating Officer
John H. Kispert	Executive Vice President and Chief Financial Officer
J. Dennis Fortino	Executive Vice President, Corporate Operations
Avi Cohen	Group Vice President, Pattern Solutions Group
Lance Glasser	Group Vice President, Wafer Inspection Group & Corporate Operations
Jeff Hall	Vice President, Finance
Stuart J. Nichols	Vice President and General Counsel
Robert Rubino	Group VP & Chief Technical Officer, Software

All officers are located at: 160 Rio Robles
San Jose, CA 95134

Larry W. Sonsini Secretary

Located at: 650 Page Mill Road
Palo Alto, CA 94304

05 AUG - 5 AM 11:14
SECRET
CONFIDENTIAL

FILED

AUG 05 2005

By CM

**DIRECTORS
OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

<u>Name/Position</u>	<u>Business Address</u>
Kenneth Levy Chairman of the Board	KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Edward W. Barnholt Director	Agilent Technologies 395 Page Mill Road Palo Alto, CA 94306
Ray Bingham Director	Cadence Design Systems 2655 Seely Avenue, Bldg. 5, MS 5-B3 San Jose, CA 95134
Robert T. Bond Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Richard J. Elkus, Jr. Director	Voyan Technology 2700 Augustine Drive, Suite 145 Santa Clara, CA 95054
Stephen P. Kaufman Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Michael E. Marks Director	Flextronics International 2090 Fortune Drive San Jose, CA 95131
Kenneth L. Schroeder Director	KLA-Tencor Corporation 160 Rio Robles San Jose, CA 95134
Jon D. Tompkins Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Lida Urbanek Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035

FILED
AUG 05 2005
By CAH

05 AUG -5 AM 11:14

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA
RECEIVED



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2004

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 102562		2. Name of Corporation KLA-Tencor Corporation			
3. Street Address Principal Business Office 160 RIO ROBLES		City SAN JOSE		State CA	Zip 95134
4. Business Phone No. 4088753000		5. State of Incorporation DELAWARE			6. SIC Code 1115
7. Brief Description of the Character of Business Conducted in Rhode Island DEAL IN AND WITH GOODS, WARES, MERCHANDISE AND PERSONALPROPERTY OF EVERY KIND, NATURE AND DESCRIPTION.					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FULL IN SPACES BEFORE USING ATTACHMENTS					
President Name Gary E. Dickerson			Vice President Name John Kispert		
Street Address 160 Rio Robles			Street Address 160 Rio Robles		
City San Jose	State CA	Zip 95134	City San Jose	State CA	Zip 95134
Secretary Name Larry W. Sonsini			Treasurer Name Maureen L. Lamb		
Street Address 650 Page Mill Road			Street Address 160 Rio Robles		
City Palo Alto	State CA	Zip 95304	City San Jose	State CA	Zip 95134
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FULL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kenneth Levy			Director Name Kenneth L. Schroeder		
Street Address One Technology Drive			Street Address 160 Rio Robles		
City Milpitas	State CA	Zip 95035	City San Jose	State CA	Zip 95134
Director Name Edward W. Barnholt			Director Name Ray Bingham		
Street Address 395 Page Mill Road			Street Address 2655 Seely Avenue, Bldg. 5, MS-5B3		
City Palo Alto	State CA	Zip 94306	City San Jose	State CA	Zip 95134
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
501,000,000	\$0.001 PAR VALUE		193,750,886	COMMON	\$0.001

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



1 0 2 5 6 2

102562 FBC 01/20/04 07:32:06 PM

File Date RECEIVED

Check No. FEB 02 2004

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] 2/28/04
Signature of Officer Date
Stuart J. Nichols
Print or Type Name of Officer
Vice President & General Counsel
Title of Officer

**OFFICERS OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

Kenneth Levy	Chairman of the Board
Kenneth L. Schroeder	Chief Executive Officer
Gary E. Dickerson	President and Chief Operating Officer
John H. Kispert	Executive Vice President and Chief Financial Officer
J. Dennis Fortino	Executive Vice President
Neil Richardson, Ph.D.	Executive Vice President
Richard P. Wallace	Executive Vice President
Maureen L. Lamb	Vice President, Finance and Treasury
Stuart J. Nichols	Vice President and General Counsel
Robert Rubino	Group VP & Chief Technical Officer, Software
Bin-Ming Ben Tsai	Group VP & Chief Technical Officer, Hardware

All officers are located at: 160 Rio Robles
San Jose, CA 95134

Larry W. Sonsini Secretary

Located at: 650 Page Mill Road
Palo Alto, CA 94304

**DIRECTORS
OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

<u>Name/Position</u>	<u>Business Address</u>
Kenneth Levy Chairman of the Board	KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Edward W. Barnholt Director	Agilent Technologies 395 Page Mill Road Palo Alto, CA 94306
Ray Bingham Director	Cadence Design Systems 2655 Seely Avenue, Bldg. 5, MS 5-B3 San Jose, CA 95134
Robert T. Bond Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Richard J. Elkus, Jr. Director	Voyan Technology 2700 Augustine Drive, Suite 145 Santa Clara, CA 95054
Stephen P. Kaufman Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Michael E. Marks Director	Flextronics International 2090 Fortune Drive San Jose, CA 95131
Kenneth L. Schroeder Director	KLA-Tencor Corporation 160 Rio Robles San Jose, CA 95134
Jon D. Tompkins Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Lida Urbanek Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Matthew A. Brown, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401.222.3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2003

Filing Period: January 1 - March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 102562		2. Name of Corporation KLA-Tencor Corporation			
3. Street Address Principal Business Office 160 Rio Robles			City San Jose	State CA	Zip 95134-1809
4. Business Phone No. (408) 875-3000		5. State of Incorporation DELAWARE			6. SIC Code 1115
7. Brief Description of the Character of Business Conducted in Rhode Island Provide sales and support services					
8. NAMES AND ADDRESSES OF THE OFFICERS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kenneth L. Schroeder			Vice President Name John H. Kispert		
Street Address 160 Rio Robles			Street Address 160 Rio Robles		
City San Jose	State CA	Zip 95134-1809	City San Jose	State CA	Zip 95134-1809
Secretary Name Larry W. Sonsini			Treasurer Name J. Peter Campagna		
Street Address 650 Page Mill Road			Street Address 160 Rio Robles		
City Palo Alto	State CA	Zip 95304	City San Jose	State CA	Zip 95134-1809
9. NAMES AND ADDRESSES OF THE DIRECTORS ("X" BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kenneth Levy			Director Name Kenneth L. Schroder		
Street Address One Technology Drive			Street Address 160 Rio Robles		
City Milpitas	State CA	Zip 95035	City San Jose	State CA	Zip 95134-1809
Director Name Edward W. Barnholt			Director Name Ray Bingham		
Street Address 395 Page Mill Road			Street Address 2655 Seely Avenue, Bldg. 5, MS-5B3		
City Palo Alto	State CA	Zip 94306	City San Jose	State CA	Zip 95134
10. SHARES AUTHORIZED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/> 11. SHARES ISSUED ("X" BOX FOR ATTACHMENT) <input type="checkbox"/>					
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
501,000,000	\$0.001 PAR VALUE		189,018,000	COMMON	\$0.001

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



1 0 2 5 6 2

File Date	3-3-03
Check No.	614947
By:	UP
FOR SECRETARY OF STATE USE ONLY	

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer

Stuart J. Nichols

Print or Type Name of Officer

Vice President & General Counsel

Title of Officer

Date

2/28/02

Form 630 12/01

**OFFICERS OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

Kenneth Levy	Chairman of the Board
Kenneth L. Schroeder	President and Chief Executive Officer
Gary E. Dickerson	Chief Operating Officer
John H. Kispert	Chief Financial Officer
J. Dennis Fortino	Executive Vice President
Neil Richardson, Ph.D.	Executive Vice President
Richard P. Wallace	Executive Vice President
Rodney W. Browning	Group Vice President, Customer Group
J. Peter Campagna	Vice President, Treasurer
Maureen L. Lamb	Vice President, Finance and Accounting
Stuart J. Nichols	Vice President and General Counsel
Robert Rubino	Group VP & Chief Technical Officer, Software
Bin-Ming Ben Tsai	Group VP & Chief Technical Officer, Hardware

All officers are located at: 160 Rio Robles
San Jose, CA 95134

Larry W. Sonsini Secretary

Located at: 650 Page Mill Road
Palo Alto, CA 94304

**DIRECTORS
OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

<u>Name/Position</u>	<u>Business Address</u>
Kenneth Levy Chairman of the Board	KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Edward W. Barnholt Director	Agilent Technologies 395 Page Mill Road Palo Alto, CA 94306
Ray Bingham Director	Cadence Design Systems 2655 Seely Avenue, Bldg. 5, MS 5-B3 San Jose, CA 95134
Robert T. Bond Director	% KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Richard J. Elkus, Jr. Director	Voyan Technology 3255 Scott Blvd., Building 7 Santa Clara, CA 95054
Stephen P. Kaufman Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Kenneth L. Schroeder Director	KLA-Tencor Corporation 160 Rio Robles San Jose, CA 95134
Jon D. Tompkins Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Lida Urbanek Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Edward S. Inman, III, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2002

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 102562 2. Name of Corporation KLA-Tencor Corporation
3. Street Address Principal Business Office 160 Rio Robles City San Jose State CA Zip 95134-1809
4. Business Phone No. (408) 875-3000 5. State of Incorporation DELAWARE 6. SIC Code 1115
7. Brief Description of the Character of Business Conducted in Rhode Island

Provide sales and support services

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

President Name <u>Kenneth L. Schroeder</u> Street Address <u>160 Rio Robles</u> City <u>San Jose</u> State <u>CA</u> Zip <u>95134-1809</u>	Vice President Name <u>John H. Kispert</u> Street Address <u>160 Rio Robles</u> City <u>San Jose</u> State <u>CA</u> Zip <u>95134-1809</u>
Secretary Name <u>Larry W. Sonsini</u> Street Address <u>650 Page Mill Road</u> City <u>Palo Alto</u> State <u>CA</u> Zip <u>95304</u>	Treasurer Name <u>J. Peter Campagna</u> Street Address <u>160 Rio Robles</u> City <u>San Jose</u> State <u>CA</u> Zip <u>95134-1809</u>

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) ☒ FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name <u>Kenneth Levy</u> Street Address <u>One Technology Drive</u> City <u>Milpitas</u> State <u>CA</u> Zip <u>95035</u>	Director Name <u>Kenneth L. Schroeder</u> Street Address <u>160 Rio Robles</u> City <u>San Jose</u> State <u>CA</u> Zip <u>95134-1809</u>
Director Name <u>Edward W. Barnholt</u> Street Address <u>395 Page Mill Road</u> City <u>Palo Alto</u> State <u>CA</u> Zip <u>94306</u>	Director Name <u>Ray Bingham</u> Street Address <u>2655 Seely Avenue, Bldg. 5, MS-5B3</u> City <u>San Jose</u> State <u>CA</u> Zip <u>95134</u>

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) ☐

Number of Shares	Class/Series	Par Value
<u>501,000,000</u>	<u>\$0.001 PAR VALUE</u>	

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) ☒

Number of Shares	Class/Series	Par Value
<u>187,779,000</u>	<u>Common</u>	<u>\$0.001</u>

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 2 5 6 2 *

File Date: 2-26-02

Check No.: 592993

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/14/02

Stuart J. Nichols
Print or Type Name of Officer

Vice President & General Counsel
Title of Officer

5

**OFFICERS OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

Kenneth Levy	Chairman of the Board
Kenneth L. Schroeder	President and Chief Executive Officer
Gary E. Dickerson	Chief Operating Officer
John H. Kispert	Chief Financial Officer
J. Dennis Fortino	Executive Vice President
Neil Richardson, Ph.D.	Executive Vice President
Richard P. Wallace	Executive Vice President
Frank L. Brienzo	Sr. Vice President & General Manager, Data Storage Business
Rodney W. Browning	Group Vice President, Customer Group
J. Peter Campagna	Vice President, Treasurer
Maureen L. Lamb	Vice President, Finance and Accounting
Stuart J. Nichols	Vice President and General Counsel
Robert Rubino	Group VP & Chief Technical Officer, Software
Bin-Ming Ben Tsai	Group VP & Chief Technical Officer, Hardware
All officers are located at:	160 Rio Robles San Jose, CA 95134
Larry W. Sonsini	Secretary
Located at:	650 Page Mill Road Palo Alto, CA 94304

**DIRECTORS
OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

<u>Name/Position</u>	<u>Business Address</u>
Kenneth Levy Chairman of the Board	KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Edward W. Barnholt Director	Agilent Technologies 395 Page Mill Road Palo Alto, CA 94306
Ray Bingham Director	Cadence Design Systems 2655 Seely Avenue, Bldg. 5, MS 5-B3 San Jose, CA 95134
Robert T. Bond Director	% KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Richard J. Elkus, Jr. Director	Voyan Technology 3255 Scott Blvd., Building 7 Santa Clara, CA 95054
Dean O. Morton Director	% KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Kenneth L. Schroeder Director	KLA-Tencor Corporation 160 Rio Robles San Jose, CA 95134
Jon D. Tompkins Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Lida Urbanek Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040

PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2001

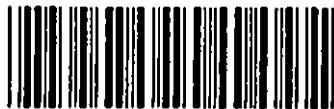
Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)



1. Corporate ID No. 102562		2. Name of Corporation KLA-Tencor Corporation	
3. Street Address Principal Business Office 160 Rio Robles		City San Jose	State CA
4. Business Phone No. (408) 875-3000		5. State of Incorporation DELAWARE	6. SIC Code 3615
7. Brief Description of the Character of Business Conducted in Rhode Island Provide sales and support services			
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
President Name Kenneth L. Schroeder		Vice President Name John H. Kispert	
Street Address 160 Rio Robles		Street Address 160 Rio Robles	
City San Jose	State CA	City San Jose	State CA
Zip 95134		Zip 95134	
Secretary Name Larry W. Sonsini		Treasurer Name Peter Campagna	
Street Address 650 Page Mill Road		Street Address 160 Rio Robles	
City Palo Alto	State CA	City San Jose	State CA
Zip 95304		Zip 95134	
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS			
Director Name Kenneth Levy		Director Name Kenneth L. Schroeder	
Street Address One Technology Drive		Street Address 160 Rio Robles	
City Milpitas	State CA	City San Jose	State CA
Zip 95035		Zip 95134	
Director Name Edward W. Barnholt		Director Name Jon D. Tompkins	
Street Address 395 Page Mill Road		Street Address One Technology Drive	
City Palo Alto	State CA	City Milpitas	State CA
Zip 95306		Zip 95035	
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)		11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)	
AUTHORIZED SHARES		ISSUED SHARES	
Number of Shares	Class/Series	Number of Shares	Class/Series
251,000,000	\$0.001 PAR	187,465,000	Common
			\$0.001

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 2 5 6 2 *

FILED

File Date: _____

Check No.: APR 02 2001

By: CC 554034

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer: [Signature] Date: 1/18/01

Stuart J. Nichols

Print or Type Name of Officer

Vice President & General Counsel

Title of Officer

**OFFICERS OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

Kenneth Levy	Chairman of the Board
Kenneth L. Schroeder	President and Chief Executive Officer
Gary E. Dickerson	Chief Operating Officer
John H. Kispert	Chief Financial Officer
Samuel A. Harrell, Ph.D.	Senior Vice President Strategic Business Development.
J. Dennis Fortino	Executive Vice President
Edward C. Grady	Executive Vice President
Neil Richardson, Ph.D.	Executive Vice President
Richard P. Wallace	Executive Vice President
Maureen L. Lamb	Vice President, Finance and Accounting
Stuart J. Nichols	Vice President and General Counsel
Peter Campagna	Treasurer

All officers are located at:

160 Rio Robles
San Jose, CA 95134

Larry W. Sonsini Secretary

Located at:

650 Page Mill Road
Palo Alto, CA 94304

**DIRECTORS OF
KLA-TENCOR CORPORATION
160 Rio Robles, San Jose, CA 95134**

<u>Name/Position</u>	<u>Business Address</u>
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Kenneth L. Schroeder Director	KLA-Tencor Corporation 160 Rio Robles San Jose, CA 95134
Jon D. Tompkins Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035
Lida Urbanek Director	c/o KLA-Tencor Corporation One Technology Drive Milpitas, CA 95035



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR 2000

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. **102562** 2. Name of Corporation **KLA-Tencor Corporation**

3. Street Address Principal Business Office

160 Rio Robles

City

San Jose

State

CA

Zip

95134

4. Business Phone No.

(408) 875-3000

5. State of Incorporation

DELAWARE

6. SIC Code

1115

7. Brief Description of the Character of Business Conducted in Rhode Island

Provide sales support services.

8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

President Name

Kenneth L. Schroeder

Street Address

160 Rio Robles

City

San Jose

State

CA

Zip

95134

Secretary Name (Asst. Sec.)

Stuart J. Nichols

Street Address

160 Rio Robles

City

San Jose

State

CA

Zip

95134

Vice President Name

Robert J. Boehlke

Street Address

160 Rio Robles

City

San Jose

State

CA

Zip

95134

Treasurer Name

Mark Nordstrom

Street Address

160 Rio Robles

City

San Jose

State

CA

Zip

95134

9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) FILL IN SPACES BEFORE USING ATTACHMENTS

Director Name

Kenneth Levy

Street Address

160 Rio Robles

City

San Jose

State

CA

Zip

95134

Director Name

Edward W. Barnholt

Street Address

Agilent Technologies, 300 Hanover Street

City

Palo Alto

State

CA

Zip

94301

Director Name

Kenneth L. Schroeder

Street Address

160 Rio Robles

City

San Jose

State

CA

Zip

95134

Director Name

James W. Bagley

Street Address

Lam Research, 4650 Cushing Parkway

City

Fremont

State

CA

Zip

94538

10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT)

AUTHORIZED SHARES

Number of Shares

Class/Series

Par Value

251,000,000 \$0.001 PAR

11. SHARES ISSUED (*X* BOX FOR ATTACHMENT)

ISSUED SHARES

Number of Shares

Class/Series

Par Value

88,682,000

COMMON

0.001 PAR

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 2 5 6 2 *

File Date: 2/17/00

Check No.: 519210

By: [Signature]

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

Signature of Officer [Signature] Date 2/7/00

John H. Kispert

Print or Type Name of Officer

Vice President, Finance & Accounting

Title of Officer

**OFFICERS OF
KLA-TENCOR CORPORATION
160 Rio Robles
San Jose, CA 95134**

Kenneth Levy	Chairman of the Board
Kenneth L. Schroeder	President and Chief Executive Officer
Gary E. Dickerson	Chief Operating Officer
Robert J. Boehlke	Executive Vice President and Chief Financial Officer
John H. Kispert	Vice President, Finance and Accounting
Edward C. Grady	Executive Vice President, Wafer Inspection Group
Samuel A. Harrell, Ph.D.	Senior Vice President Strategic Business Development.
Neil Richardson, Ph.D.	Executive Vice President, E-Beam Inspection and Metrology Group
Arthur P. Schnitzer	Executive Vice President, Customer Group
J. Dennis Fortino	Group Vice President, Reticle & Surfscan Group
Richard P. Wallace	Group Vice President, Lithography & Film Group
Stuart J. Nichols	Vice President and General Counsel
Mark Nordstrom	Treasurer

All are located at:

160 Rio Robles
San Jose, CA 95134

Larry W. Sonsini

Secretary

Located at:

650 Page Mill Road
Palo Alto, CA 94304



STATE OF RHODE ISLAND
AND PROVIDENCE PLANTATIONS
Office of the Secretary of State

James R. Langevin, Secretary of State
Corporations Division
100 North Main Street, Providence, RI 02903-1335
401-222-3040



PROFIT CORPORATION ANNUAL REPORT FOR THE YEAR **1999**

Filing Period: January 1-March 1 • Filing Fee: \$50.00

(FORM MUST BE TYPED IN BLACK)

1. Corporate ID No. 102582		2. Name of Corporation KLA-Tencor Corporation			
3. Street Address Principal Business Office 160 Rio Robles			City San Jose	State CA	Zip 95134
4. Business Phone No. (408) 875-3000		5. State of Incorporation DELAWARE			6. SIC Code 1115
7. Brief Description of the Character of Business Conducted in Rhode Island Provide sales support services.					
8. NAMES AND ADDRESSES OF THE OFFICERS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
President Name Kenneth L. Schroeder			Vice President Name Robert J. Boehlke		
Street Address 160 Rio Robles			Street Address 160 Rio Robles		
City San Jose	State CA	Zip 95134	City San Jose	State CA	Zip 95134
Secretary Name Lisa C. Berry			Treasurer Name Mark Nordstrom		
Street Address 160 Rio Robles			Street Address 160 Rio Robles		
City San Jose	State CA	Zip 95134	City San Jose	State CA	Zip 95134
9. NAMES AND ADDRESSES OF THE DIRECTORS (*X* BOX FOR ATTACHMENT) <input checked="" type="checkbox"/> FILL IN SPACES BEFORE USING ATTACHMENTS					
Director Name Kenneth Levy			Director Name Kenneth L. Schroeder		
Street Address 160 Rio Robles			Street Address 160 Rio Robles		
City San Jose	State CA	Zip 95134	City San Jose	State CA	Zip 95134
Director Name Jon D. Tompkins			Director Name James W. Bagley		
Street Address 160 Rio Robles			Street Address 1010 Rincon Circle		
City San Jose	State CA	Zip 95134	City San Jose	State CA	Zip 95131
10. SHARES AUTHORIZED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>			11. SHARES ISSUED (*X* BOX FOR ATTACHMENT) <input type="checkbox"/>		
AUTHORIZED SHARES			ISSUED SHARES		
Number of Shares	Class/Series	Par Value	Number of Shares	Class/Series	Par Value
251,000,000 \$0.001 PAR					
250,000,000 \$0.001 PAR COMMON			87,444,000 \$0.001 PAR		

This report must be signed in ink by either the President, Vice President, Secretary, Assistant Secretary, Treasurer, Receiver or Trustee



* 1 0 2 5 6 2 *

File Date: **Feb 11, 99**

Check No.: **482244**

By: **[Signature]**

FOR SECRETARY OF STATE USE ONLY

Under penalty of perjury, I declare and affirm that I have examined this report, including any accompanying schedules and statements, and that all statements contained herein are true and correct.

[Signature] **2/4/99**
Signature of Officer Date

Lisa C. Berry
Print or Type Name of Officer

☐ **Vice President, Assistant Secretary**
Title of Officer

KLA-TENCOR CORPORATION

Officers

Jon D. Tompkins, Chairman of the Board

Kenneth Levy, Chief Executive Officer and Director

Kenneth L. Schroeder, President and Chief Operating Officer and Director

Robert J. Boehlke, Executive Vice President and Chief Financial Officer

Frederick A. Ball, Vice President Finance and Accounting

Lisa C. Berry, Vice President and General Counsel

Gary E. Dickerson, Executive Vice President, Yield Management Solutions

Edward C. Grady, Executive Vice President, Precision Measurement Group

Samuel Harrell, Senior Vice President Strategic Business Development

Neil Richardson, Executive Vice President, E-Beam Technology, CD and Overlay Group

Magnus O.W. Ryde, Vice President, Worldwide Sales Operations

Arthur P. Schnitzer, Executive Vice President, Human Resources

Graham J. Siddall, Executive Vice President, Wafer Inspection Group

All are located at:

160 Rio Robles
San Jose, CA 95134

KLA-TENCOR CORPORATION

Board of Directors - post November 1998 Annual Meeting

Kenneth Levy
KLA-Tencor Corporation
160 Rio Robles
San Jose, CA 95134

Samuel Rubinovitz
3 Bowser Road
Lexington, MA 02173

James W. Bagley
OnTrak Systems
1010 Rincon Circle
San Jose, CA 95131

Kenneth L. Schroeder
KLA-Tencor Corporation
160 Rio Robles
San Jose, CA 95134

Edward W. Barnholt
M/S 54L-AC
Hewlett-Packard Company
5301 Stevens Creek Boulevard
Santa Clara, CA 95052

Dag Tellefsen
Glenwood Management
3000 Sand Hill Road
Building 4, Suite 230
Menlo Park, CA 94025

Leo J. Chamberlain
P.O. Box 204
Captain Cook, HI 96704

Jon D. Tompkins
KLA-Tencor Corporation
160 Rio Robles
San Jose, CA 95134

Richard J. Elkus, Jr.
Voyan Technology
3255-2 Scott Boulevard, Suite 103
Santa Clara, CA 95054

Lida Urbanek
75 Tuscaloosa Avenue
Atherton, CA 94027

Dean O. Morton
Hewlett-Packard Company
3200 Hillview Avenue
Palo Alto, CA 94304