


**FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00**

**FILED**  
**Mar 17, 1999 8:00 am**  
**Secretary of State**

03-17-1999 90081 040 \*\*\*150.00

<b>PROFIT CORPORATION ANNUAL REPORT 1999</b>		FLORIDA DEPARTMENT OF STATE <b>Katherine Harris</b> Secretary of State DIVISION OF CORPORATIONS
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**DOCUMENT # F94000000997**

1. Corporation Name  
**KLA-TENCOR CORPORATION**

Principal Place of Business 160 RIO ROBLES SAN JOSE CA 95134	Mailing Address 160 RIO ROBLES SAN JOSE CA 95134
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DO NOT WRITE IN THIS SPACE

2. Principal Place of Business 21	2a. Mailing Address 26
Suite, Apt. #, etc. 22	Suite, Apt. #, etc. 27
City & State 23	City & State 28
Zip Country 24 25	Zip Country 29 30

3. Date Incorporated or Qualified 02/28/1994	4. FEI Number 04-2564110	Applied For <input type="checkbox"/> Not Applicable
5. Certificate of Status Desired <input type="checkbox"/>	\$8.75 Additional Fee Required	
6. Election Campaign Financing Trust Fund Contribution <input type="checkbox"/>	\$5.00 May Be Added to Fees	
8. This corporation owes the current year Intangible Personal Property Tax. 1999 <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No		

9. Name and Address of Current Registered Agent

**C T CORPORATION SYSTEM**  
**1200 SOUTH PINE ISLAND ROAD**  
**PLANTATION FL 33324**

10. Name and Address of New Registered Agent

81 Name	85 Zip Code
82 Street Address (P.O. Box Number is Not Acceptable)	
83	
84 City	FL

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS	
TITLE NAME STREET ADDRESS CITY-ST-ZIP	COB LEVY, KENNETH 160 RIO ROBLES / BOX 49055 SAN JOSE CA 95134 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	PCOO SCHROEDER, KENNETH L 160 RIO ROBLES / BOX 49055 SAN JOSE CA 95134 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	VCFO BOEHLKE, ROBERT J 160 RIO ROBLES / BOX 49055 SAN JOSE CA 95134 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	S SONSINI, LARRY W 650 PAGE MILL ROAD PALO ALTO CA 94304 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	V BERRY, LISA C 160 RIO ROBLES SAN JOSE CA 95134 <input type="checkbox"/> DELETE
TITLE NAME STREET ADDRESS CITY-ST-ZIP	<input type="checkbox"/> DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
1.1 TITLE 1.2 NAME 1.3 STREET ADDRESS 1.4 CITY-ST-ZIP	CEO 160 RIO ROBLES <input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
2.1 TITLE 2.2 NAME 2.3 STREET ADDRESS 2.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 160 RIO ROBLES
3.1 TITLE 3.2 NAME 3.3 STREET ADDRESS 3.4 CITY-ST-ZIP	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition 160 RIO ROBLES
4.1 TITLE 4.2 NAME 4.3 STREET ADDRESS 4.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
5.1 TITLE 5.2 NAME 5.3 STREET ADDRESS 5.4 CITY-ST-ZIP	<input type="checkbox"/> Change <input type="checkbox"/> Addition
6.1 TITLE 6.2 NAME 6.3 STREET ADDRESS 6.4 CITY-ST-ZIP	COB TOMPkins, JON 160 RIO ROBLES SAN JOSE CA 95134 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true, accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Lisa C. Berry **Lisa C. Berry, Vice Pres.** Date: 1/29/99 (408) 875-3000  
Signature and typed or printed name of signing officer or director Daytime Phone #

CR2E034 (1/198)

240263-90081-40  
F91400000997

**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

24/010 1001-70  
F9-#0000009975

**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