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RECORDATION FORM COVER SHEET
TRADEMARKS ONLY

U.S. DEPARTMENT OF COMMERCE
U.S. Patent and Trademark Office

Tab settings

To the Honorable Commissioner of Patents and Trademarks: Please record the attached original documents or copy thereof.

1. Name of conveying party(ies):
KLA-Tencor Corporation

- Individual(s)
- General Partnership
- Corporation-State
- Other
- Association
- Limited Partnership

Additional name(s) of conveying party(ies) attached? Yes No

3. Nature of conveyance:

- Assignment
- Security Agreement
- Other
- Merger
- Change of Name

Execution Date: March 20, 2003

2. Name and address of receiving party(ies)

Name: KLA-Tencor Technologies Corporation

Internal Address:

Street Address: One Technology Drive

City: Milpitas State: California Zip: 95035

- Individual(s) citizenship
- Association
- General Partnership
- Limited Partnership
- Corporation-State California
- Other

If assignee is not domiciled in the United States, a domestic representative designation is attached: Yes No
(Designations must be a separate document from assignment)
Additional name(s) & address(es) attached? Yes No

4. Application number(s) or registration number(s):

A. Trademark Application No.(s)

B. Trademark Registration No.(s)

2,058,724

Additional number(s) attached Yes No

5. Name and address of party to whom correspondence concerning document should be mailed:

Name: Harold J. Milstein

Internal Address: Heller Ehrman White & McAuliffe LLP

Street Address: 275 Middlefield Road

City: Menlo Park State: California Zip: 94025

6. Total number of applications and registrations involved: 1

7. Total fee (37 CFR 3.41).....\$ 40.00

- Enclosed
- Authorized to be charged to deposit account

8. Deposit account number:

08-1645

(Attach duplicate copy of this page if paying by deposit account)

DO NOT USE THIS SPACE

9. Statement and signature.

To the best of my knowledge and belief, the foregoing information is true and correct and any attached copy is a true copy of the original document.

Harold J. Milstein
Name of Person Signing

Harold J. Milstein
Signature

March 20, 2003
Date

Total number of pages including cover sheet, attachments, and document: 3

Mail documents to be recorded with required cover sheet information to:
Commissioner of Patent & Trademarks, Box Assignments
Washington, D.C. 20231

**IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
TRADEMARK ASSIGNMENT AGREEMENT**

THIS AGREEMENT, effective on the last day of execution below, by and between KLA-Tencor Corporation, a corporation existing under the laws of the State of Delaware, having an address at 160 Rio Robles, San Jose, California 95134 (hereinafter "KLA-Tencor") and KLA-Tencor Technologies Corporation, a corporation existing under the laws of California and having an address at One Technology Drive, Milpitas, California 95035 (hereinafter "KTT").

WHEREAS, KLA-Tencor is the owner of the trademark applications and registrations shown on Schedule 1 attached hereto ("Trademarks"); and

WHEREAS, KTT is desirous of acquiring said Trademarks and KLA-Tencor is willing to assign the Trademarks;

NOW, THEREFORE, for good and valuable consideration, receipt of which is hereby acknowledged, the Parties agree as follows:

1. KLA-Tencor does hereby transfer, sell and assign unto KTT its entire worldwide right, title and interest in and to the Trademarks together with the goodwill symbolized by said marks and as successor to the business to which the marks relate.
2. KLA-Tencor and its subsidiaries agree to cooperate fully in the process of executing individual recordable assignment documents for each of the Trademarks.
3. This AGREEMENT shall be binding and inure to the benefit of the parties hereto and their respective successors, transferees and assigns and to the benefit of their respective present and future affiliates and subsidiary companies.

IN WITNESS WHEREOF, this AGREEMENT has been executed by the respective parties or their duly authorized officers.

Date: 3/20/03

KLA-Tencor Corporation

By: Gary Dickerson

Name: Gary Dickerson

Title: President, COO

Date: 3/20/03

KTT
By: Stuart Nichols

Name: Stuart Nichols

Title: Vice President

Schedule 1

Trademarks Assigned by KLA-Tencor to KTT under this Agreement

PHASE METRICS