

The Directors  
KLA-Tencor Limited  
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27 November 2009

Your ref: GC/SF/KLA

**Statement of Circumstances connected with our ceasing to hold office as Auditors**

In accordance with Section 519 of the Companies Act 2006, we confirm that there are no circumstances connected with our ceasing to hold office as auditors of KLA-Tencor Limited, registered no: 01560324 (the Company) effective from 27 November 2009, which we consider should be brought to the notice of the Company's shareholder or creditors.

Yours faithfully,

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP

TUESDAY



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01/12/2009

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COMPANIES HOUSE