

PATENT ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	MERGER
EFFECTIVE DATE:	01/16/2007
CONVEYING PARTY DATA	
Name	Execution Date
ONWAFER TECHNOLOGIES INC.	01/16/2007
RECEIVING PARTY DATA	
Name:	KLA-TENCOR CORPORATION
Street Address:	160 RIO ROBLES
City:	SAN JOSE
State/Country:	CALIFORNIA
Postal Code:	95134
PROPERTY NUMBERS Total: 28	
Property Type	Number
Application Number:	10848523
Application Number:	10875954
Application Number:	10920138
Application Number:	10933167
Application Number:	11047256
Application Number:	11066520
Application Number:	11228004
Application Number:	11281238
Application Number:	11366303
Application Number:	11392220
Application Number:	11430315
Patent Number:	5444637
Patent Number:	6542835
Patent Number:	6671660

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PATENT

500450089

REEL: 020417 FRAME: 0596

Patent Number:	6738722
Patent Number:	6741945
Patent Number:	6789034
Patent Number:	6830650
Patent Number:	6902646
Patent Number:	6907364
Patent Number:	6971036
Patent Number:	7016754
Patent Number:	7127362
Patent Number:	7192505
Patent Number:	7212950
Patent Number:	7282889
Patent Number:	7299148
Application Number:	11179440

CORRESPONDENCE DATA

Fax Number: (510)668-0239

Correspondence will be sent via US Mail when the fax attempt is unsuccessful.

Phone: 510-668-0965

Email: contact@jdipatent.com

Correspondent Name: JOSHUA D. ISENBERG

Address Line 1: 809 Corporate Way

Address Line 4: Fremont, CALIFORNIA 94539

ATTORNEY DOCKET NUMBER:

KLA-000

NAME OF SUBMITTER:

JOSHUA D. ISENBERG

Total Attachments: 5

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AGREEMENT AND PLAN OF MERGER

dated as of

January 16, 2007

among

ONWAFER TECHNOLOGIES INC.,

KLA-TENCOR CORPORATION,

MAKALU ACQUISITION CORPORATION

And

NV MANAGEMENT III, LLC, as Stockholders' Representative

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "**Agreement**") dated as of January __, 2007, by and among OnWafer Technologies Inc., a Delaware corporation (the "**Company**"), KLA-Tencor Corporation, a Delaware corporation ("**Parent**"), Makalu Acquisition Corporation, a Delaware corporation and a wholly-owned subsidiary of Parent ("**Merger Subsidiary**") and NV Management III, LLC, as Company stockholders' representative ("**Stockholders' Representative**").

WHEREAS, upon the terms and subject to the conditions of this Agreement and in accordance with Delaware Law, Parent and the Company will enter into a business combination transaction pursuant to which Merger Subsidiary will merge with and into the Company (the "**Merger**").

WHEREAS, the Board of Directors of the Company (i) has determined that the Merger is consistent with and in furtherance of the long-term business strategy of the Company and fair to, and in the best interests of, the Company and its stockholders and has approved and adopted this Agreement and the transactions contemplated by this Agreement and (ii) has recommended the approval and adoption of this Agreement by the stockholders of the Company in accordance with Delaware law and California law.

WHEREAS, the Board of Directors of the Parent has determined that the Merger is consistent with and in furtherance of the long-term business strategy of Parent and in the best interests of Parent and its stockholders and has approved and adopted this Agreement and the transactions contemplated by this Agreement.

WHEREAS, pursuant to the Merger, among other things, each of the issued and outstanding shares of capital stock of the Company shall be converted into the right to receive consideration as set forth in Article 2 hereof.

WHEREAS, concurrently with the execution of this Agreement, and as a condition and inducement to Parent's and Merger Subsidiary's willingness to enter into this Agreement, each of the individuals listed on Annex A hereto has entered into an Agreement to Preserve Corporate Opportunity in the form attached hereto as Exhibit A (an "**Agreement to Preserve Corporate Opportunity**").

WHEREAS, the Company, on the one hand, and Parent and Merger Subsidiary, on the other hand, desire to make certain representations, warranties, covenants and other agreements in connection with the Merger as set forth herein.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Parent, Merger Subsidiary and the Company hereby agree as follows:

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their respective authorized officers as of the day and year first above written.

ONWAFER TECHNOLOGIES INC.

By: 

Name: ROD BROWNING

Title: PRESIDENT, CEO

KLA-TENCOR CORPORATION

By: _____

Name: _____

Title: _____

MAKALU ACQUISITION
CORPORATION

By: _____

Name: _____

Title: _____

NV MANAGEMENT III, LLC

By: _____

Name: David Kapnick

Title: Chief Financial Officer

PATENT

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their respective authorized officers as of the day and year first above written.

ONWAFER TECHNOLOGIES INC.

By: _____

Name: _____

Title: _____

KLA-TENCOR CORPORATION

By: _____

Name: Jeffrey L. Hall

Title: Chief Financial Officer

MAKALU ACQUISITION
CORPORATION

By: _____

Name: Jeffrey L. Hall

Title: President

NV MANAGEMENT III, LLC

By: _____

Name: David Kapnick

Title: Chief Financial Officer

[Signature Page to Agreement and Plan of Merger]

(NTP) 11836/008/AGTS/OnWafer.merger.agmt.doc

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed by their respective authorized officers as of the day and year first above written.

ONWAFER TECHNOLOGIES INC.

By: _____

Name:

Title:

KLA-TENCOR CORPORATION

By: _____

Name:

Title:

MAKALU ACQUISITION
CORPORATION

By: _____

Name:

Title:

NV MANAGEMENT III, LLC

By:  _____

Name: David Kapnick

Title: Chief Financial Officer