



September 24, 2002

COPY VIA FACSIMILE
ORIGINAL VIA FEDERAL EXPRESS

Jonathan G. Katz
Secretary
Securities and Exchange Commission
450 Fifth Street, N.W.
Washington, D.C. 20549

Re: File No. 4-460: Order Requiring the Filing of Sworn Statements Pursuant
to Section 21(a)(1) of the Securities Exchange Act of 1934

Dear Sir:

In accordance with the June 27, 2002 Order referenced above, please find enclosed the signed and notarized Sworn Statements of Kenneth L. Schroeder, Principal Executive Officer of KLA-Tencor Corporation, dated September 23, 2002, and of John H. Kispert, Principal Financial Officer of KLA-Tencor Corporation, dated September 23, 2002.

Please note that these statements are being simultaneously filed by KLA-Tencor Corporation as exhibits to a Current Report on Form 8-K.

Please acknowledge receipt of the enclosed by file stamping (a) the enclosed copy of this letter; and (b) a copy of each of the enclosures to this letter and returning them to my attention in the enclosed envelope.

If you have any questions, please contact me at (408) 875-2423.

Very truly yours,

Stuart J. Nichols
Vice President & General Counsel

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**Statement Under Oath of Principal Financial Officer
Regarding Facts and Circumstances Relating to Exchange Act Filings**

I, John H. Kispert, state and attest that:

(1) To the best of my knowledge, based upon a review of the covered reports of KLA-Tencor Corporation, and, except as corrected or supplemented in a subsequent covered report:

- no covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
- no covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).

(2) I have reviewed the contents of this statement with the Company's audit committee.

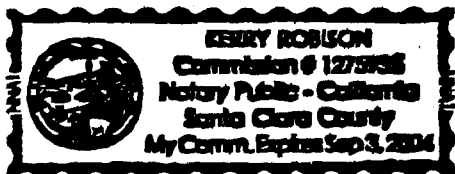
(3) In this statement under oath, the following, if filed on or before the date of this statement, is a "covered report":

- Annual Report of KLA-Tencor Corporation on Form 10-K for the year ended June 30, 2002 filed with the Commission on September 20, 2002;
- all reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of KLA-Tencor Corporation filed with the Commission subsequent to the filing of the Form 10-K identified above; and
- any amendments to the foregoing.

John H. Kispert, Chief Financial Officer
September 23, 2002

Subscribed and sworn to
before me this 23rd day of
September 2002.

Kerry Robison
Notary Public
My Commission Expires: 9/3/04



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