

CIRCUIT COURT OF THE STATE OF OREGON  
COUNTY OF MULTNOMAH

Lead Plaintiff, Derivatively On Behalf of  
ELECTRO SCIENTIFIC INDUSTRIES, INC.,

Plaintiff,

vs.

JAMES T. DOOLEY, DAVID F. BOLENDER,  
JOSEPH L. REINHART, BARRY L.  
HARMON, W. ARTHUR PORTER, GERALD  
F. TAYLOR, LARRY L. HANSEN, VERNON  
B. RYLES, JR., KEITH L. THOMSON, AND  
JON D. TOMPKINS,

Defendants,

- and -

ELECTRO SCIENTIFIC INDUSTRIES, INC.,  
an Oregon corporation,

Nominal Defendant.

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) Case No. 0303-03221

) DECLARATION OF LEAD PLAINTIFF

I, XXXXXX, declare as follows:

1. I am one of the representative plaintiffs in this consolidated shareholder derivative action. I submit this statement in support of the application for reimbursement to me for my time and expenses in connection with the performance of my responsibilities as a representative.

2. I have been involved in this litigation for over a year, since before the commencement of the actions. Pursuant to my responsibilities, I was in communication with my counsel in this case on numerous occasions throughout the conduct of the litigation. I reviewed various pleadings in the case and discussed issues relating to strategy and settlement in great detail with my counsel.

3. As I have been actively involved throughout the litigation and the settlement discussions and negotiations, based on my extensive knowledge of this case, I believe that the settlement presented is of substantial value to the Electroscientific Industries, Inc. ("Electroscientific") and its shareholders and represents a successful outcome due to the extensive efforts by the representative plaintiffs and their counsel.

4. I believe that this successful outcome could not have been achieved without the extensive efforts of myself. We vigorously represented Electroscientific's interests.

5. It is important that the Court allow reimbursement of a representative costs and expenses because it "encourages participation of Plaintiffs in the active supervision of their counsel." *Varljen v. H.J. Meyers & Co., Inc.*, 2000 WL 1683656 at \*5 n.2 (S.D.N.Y. Nov. 8, 2000).

6. Although I did not maintain daily time records concerning my work on this case, I spent considerable time in furtherance of my duties and responsibilities as a

representative in securing settlement being presented to this Court for its approval. I estimate that I spent substantially in excess of 15 hours in connection with my representation of Electroscientific in this case. I am a Regional Sales Manager for \_\_\_\_\_, a company that sells X-Ray systems for electron microscopes. I am responsible for a sales territory that covers twelve states. The time I spent on the prosecution of this case and securing the settlement of the litigation was time that I was not able to otherwise spend on my profession and therefore potentially caused me to lose significant business opportunities and income. Although I do not have an average billable rate, my time is definitely valuable. I am therefore seeking reimbursement at \$125 per hour, even though my lost compensation is likely significantly greater. I am only seeking reimbursement for my reasonable costs and expenses for such services in the amount of \$1,875.

7. In light of the magnitude of my efforts on behalf of Electroscientific and the success of the action, I submit that compensation to me in the amount of \$1,875, reflecting the time I spent on behalf of Electroscientific for which I had to forego considerably more in income from my profession, is justified.

I declare under penalty of perjury that the foregoing is true and correct. Executed this \_\_\_\_ day of June, 2004, at \_\_\_\_\_, \_\_\_\_\_.

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/mnt/LEXAR/declaration.odt