

1 STEVE S. KAUFHOLD (SBN 157195)
AMIT KURLEKAR (SBN 244230)
2 **AKIN GUMP STRAUSS HAUER & FELD LLP**
580 California, 15th Floor
3 San Francisco, California 94104-1036
Telephone: 415-765-9500
4 Facsimile: 415-765-9501
5 Attorneys for Nominal Defendant Zoran Corp.

6
7
8 UNITED STATES DISTRICT COURT
9 NORTHERN DISTRICT OF CALIFORNIA
10

11
12 IN RE ZORAN CORPORATION
DERIVATIVE LITIGATION,

Case No. CV 06-05503 WHA

13 **DECLARATION OF PHILIP M. YOUNG**
14 **IN SUPPORT OF PRELIMINARY**
APPROVAL OF DERIVATIVE
15 **SETTLEMENT**

16 This Document Relates To:
17 ALL ACTIONS

Date: TBA
Time: TBA
Ctrm: 9, 19th Floor
The Honorable William Alsup

1 I, Philip M. Young, am a general partner at U.S. Venture Partners, a high-technology venture
2 investing company, and am a director of nominal defendant Zoran Corporation ("Zoran" or the
3 "Company"). I make this declaration based on my own personal knowledge and, if called to do so,
4 could and would competently so testify in court.

5 1. I am a non-management, independent director at Zoran, and am not a defendant in this
6 litigation.

7 2. On September 11, 2007 the Honorable U.S. District Judge Charles Legge (Ret.)
8 conducted an all-day, in-person, mediation session with the parties to this action. Accompanied by
9 Company counsel, I actively participated in the mediation session on behalf of Zoran. Since that time I
10 have remain involved in the settlement process on behalf of the Company.

11 3. I have reviewed the Court's April 7, 2008 Order that denied preliminary approval for a
12 proposed settlement of this litigation and have discussed the Order with Company counsel.

13 4. More recently, I reviewed and authorized execution of the Stipulation of Settlement that
14 is now pending before the Court for approval (the "New Settlement"). I did so because I believe that
15 settlement of this litigation based on the terms set forth in the New Settlement is in the best interest of
16 the Company and its shareholders.

17 5. This is particularly true because this litigation has been maintained at a substantial cost
18 to the Company in terms of both legal fees and costs as well as diversion of management and board
19 time from the business of the Company and I do not believe that continued, protracted and costly
20 litigation is in the best interest of the Company given the consideration available to the Company in the
21 New Settlement. The New Settlement also provides substantially more consideration to the Company
22 than the proposed settlement discussed in the Court's April 7, 2008 Order.

23 I declare under penalty of perjury under the law of the United States of America that the
24 foregoing is true and correct. Executed this 27th day of May, 2008 in Menlo Park, California.

25
26
27 By _____
28

Philip M. Young