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11 **Rosario**

12 UNITED STATES DISTRICT COURT  
13 NORTHERN DISTRICT OF CALIFORNIA  
14 SAN FRANCISCO DIVISION

16 IN RE ZORAN CORPORATION  
17 DERIVATIVE LITIGATION

No. CV 06-05503 WHA  
DERIVATIVE ACTION

18  
19 This Document Relates To:

~~PROPOSED~~ ORDER PRELIMINARILY  
APPROVING SETTLEMENT

20  
21 ALL ACTIONS

FENWICK & WEST LLP  
ATTORNEYS AT LAW  
SAN FRANCISCO

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**ORDER PRELIMINARILY APPROVING SETTLEMENT**

The motion of derivative plaintiff Gerald del Rosario on behalf of nominal defendant Zoran Corporation (“Zoran”) for preliminary approval of the Stipulation of Settlement (“Stipulation”) and the Settlement contained therein (the “Settlement”) entered into by the Parties on or about May 29, 2008, came on regularly for consideration by the Court. The Court having reviewed and considered all documents, evidence, and arguments of counsel presented in support of said motion, and good cause appearing therefor, enters this Order Preliminarily Approving Settlement (the “Order”) as follows:

1. Unless otherwise stated herein, all capitalized terms contained in this Order shall have the same meaning and effect as stated in the Stipulation.

2. The Settlement, and the terms and conditions set forth therein, is preliminarily approved as fair, reasonable and adequate.

3. The Notice specified in the Stipulation constitutes sufficient notice to Zoran’s shareholders pursuant to the requirements of Fed. R. Civ. P. 23.1. Within ten days (10) after entry of this Order, Zoran shall disseminate Notice to registered Zoran shareholders in accordance with the terms of the Stipulation.

4. The Settlement Hearing shall be held by this Court on Aug 18, 2008, at 2:00 p.m., [~~60 days after entry of the Preliminary Approval Order~~] to consider and finally determine whether the Settlement is fair, reasonable and adequate, and to hear objections, if any, made to the Settlement or any of its terms. During the Settlement Hearing, the Court will also rule upon Lead Plaintiff’s petition for an award of his attorney’s fees and reimbursement of his costs. The Settlement Hearing may be postponed, adjourned, or continued by order of the Court without further notice other than announcement at such Settlement Hearing or subsequent adjournment.

5. Lead Plaintiff shall file and serve his Motion for Final Approval of the Stipulation of Settlement (“Final Approval Motion”) and for an award of attorney’s fees and expenses, and any supporting papers, at least thirty (30) days before the Settlement Hearing;

1           6.       Any Shareholder who wishes to object to the fairness, reasonableness or adequacy  
2 of the Settlement, to any term of the Settlement Agreement, or to the proposed award of  
3 attorneys' fees and expenses must file an objection no later than twenty-one (21) days prior to the  
4 Settlement Hearing by:

5           (a) filing with the Clerk of the Court proof of ownership of Zoran common stock,  
6 including the number of shares of Zoran Common Stock held and the date of purchase, and  
7 providing a statement that indicates the nature of such objection, any legal support and/or  
8 evidence that such shareholder wishes to bring to the Court's attention or introduce in  
9 support of such objection, and any documentation in support of any objection; and

10           (b) simultaneously serving copies of such proof, statement and documentation, together  
11 with copies of any other papers or briefs such shareholder files with the Court, in person  
12 or by mail, upon counsel listed below, provided that if service is made by mail, then  
13 service by electronic mail or facsimile also shall be made on counsel listed below, no later  
14 than twenty-one (21) days before the date of the Settlement Hearing:

12                           Juli E. Farris  
13                           Keller Rohrback L.L.P.  
14                           1201 Third Avenue, Suite 3200  
15                           Seattle, WA 98101-3052  
16                           *Counsel for Lead Plaintiff*

15                           Susan Muck  
16                           Fenwick & West LLP  
17                           555 California Street, Suite 1200  
18                           San Francisco, CA 94104  
19                           *Counsel for Aharon Aharon, Raymond A. Burgess, Uzia Galil, Paul  
20 Goldberg, James D. Meindl, James B. Owens, Jr., Isaac Shenberg,  
21 Alex Sinar, and Arthur Stabenow*

20                           Steven Kaufhold  
21                           Akin Gump Strauss Hauer & Feld LLP  
22                           580 California Street, Suite 1500  
23                           San Francisco, CA 94104-1036  
24                           *Counsel for Nominal Defendant Zoran Corporation*

23                           John Dwyer  
24                           Cooley Godward Kronish LLP  
25                           Five Palo Alto Square  
26                           3000 El Camino Real  
27                           Palo Alto, CA 94306  
28                           *Counsel for Dr. Levy Gerzberg, Ph.D.*

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*Counsel for Camillo Martino*

7. Any shareholder who does not timely make his, her, or its objection to the Settlement shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness, reasonableness, or adequacy of the proposed Settlement, the Plaintiff's application for attorneys' fees and expenses, and shall otherwise be bound by the Judgment to be entered on the releases given.

8. Lead Plaintiff shall file and serve a reply brief in further support of the Final Approval Motion, which shall include a response to any timely-filed objections, at least seven (7) days before the Settlement Hearing;

9. Defendants shall file and serve any papers in support of the Final Approval Motion, or in response to any timely-filed objections, at least seven (7) days before the Settlement Hearing;

10. Any objector who timely files and serves a written objection in accordance with paragraph 6 above, may also appear at the Settlement Hearing either in person or through counsel retained at the objector's expense. Objectors or their attorneys intending to appear at the Settlement Hearing must effect service of a notice of intention to appear, which sets forth, among other things, the name, address and telephone number of the objector (and, if applicable, the name, address and telephone number of the objector's attorney), and the identities of any witnesses that such shareholder plans to call at the Settlement Hearing, on counsel listed above (at the addresses set out above) and file such notice of intention to appear with the Court by no later than five (5) business days before the date of the Settlement Hearing. Filing and service may be effected on the Court and counsel by mail, provided that service by electronic mail or facsimile

1 also is made on counsel listed above no later than five (5) business days before the date of the  
2 Settlement Hearing. Any objector who does not timely file and serve a notice of intention to  
3 appear in accordance with this paragraph shall not be permitted to be heard at the Settlement  
4 Hearing, except upon a showing of good cause and excusable neglect.

5 11. If the Settlement receives final approval by the Court (“Final Court Approval”),  
6 the Court shall enter the Final Order and Judgment in the forms submitted by the parties, or in any  
7 other form of Order deemed appropriate by the Court. The Judgment shall be fully binding with  
8 respect to all parties in accordance with the terms of the Stipulation.

9 12. The Court adjudges that, if and when the Judgment is entered, upon the Effective  
10 Date, (a) Lead Plaintiff on his own behalf individually, and derivatively on behalf of Zoran and  
11 Zoran’s shareholders, and (b) Zoran shall have, and by operation of the Judgment shall be deemed  
12 to have, fully, finally, and forever released, relinquished and discharged all Released Claims  
13 against the Released Persons and all claims that were made or could have been made against the  
14 Released Persons arising out of, relating to, or in connection with the prosecution, defense,  
15 Settlement or resolution of the Derivative Litigation, including Unknown Claims.

16 13. The Court adjudges that, if and when the Judgment is entered, upon the Effective  
17 Date, each of the Released Parties shall be deemed to have, and by operation of the Judgment  
18 shall have, fully, finally, and forever released, relinquished and discharged Lead Plaintiff and  
19 Lead Plaintiff’s Counsel from all claims (including Unknown Claims), arising out of, relating to,  
20 or in connection with the institution, prosecution, assertion, Settlement or resolution of the  
21 Derivative Litigation or the Released Claims.

22 14. All proceedings and all further activity regarding or directed towards the  
23 Derivative Litigation, including but not limited to all discovery activities, shall be stayed and  
24 suspended until further order of this Court, except as to such actions as may be necessary to  
25 implement the Settlement or this Order.

26 15. In the event that the Stipulation is not approved by the Court, or the Settlement set  
27 forth in the Stipulation is terminated, or fails to become Final in accordance with its terms, all  
28 parties to the Derivative Litigation (including Lead Plaintiff and all Defendants) shall be restored

1 to their respective positions in the Derivative Litigation as of the date of signing the Stipulation.  
2 In such event, all negotiations, proceedings, communications, correspondence and documents  
3 prepared and statements made in connection with the Stipulation shall be without prejudice to the  
4 Settling Parties, shall not be deemed or construed to be an admission by any Settling Party of any  
5 act, matter or proposition and shall not be used in any manner for any purpose in any subsequent  
6 proceeding in the Derivative Litigation, or in any other action or proceeding and the terms and  
7 provisions of the Stipulation, except as otherwise provided for in Section 5.3 of the Stipulation,  
8 shall have no further force and effect with respect to all parties to the Derivative Litigation and  
9 shall not be used in the Derivative Litigation, or in any other proceeding for any purpose, and any  
10 judgment or order entered by the Court in accordance with the terms of the Stipulation shall be  
11 treated as vacated, *nunc pro tunc*.

12 16. The dates of performance of this Order are as follows:

- 13 (a) Zoran shall cause the Notice to be mailed to its shareholders of record  
14 within ten (10) days of ~~the entry of this Order~~; approval of form notice;
- 15 (b) Lead Plaintiff shall file and serve his motion for Final Settlement Approval  
16 and for an award of attorney's fees and expenses, and supporting papers, at  
17 least thirty (30) days before the Settlement Hearing;
- 18 (c) Objections to the Settlement shall be deemed timely only if filed with the  
19 Court and served on the parties at least twenty-one (21) days before the  
20 Settlement Hearing;
- 21 (d) Lead Plaintiff shall file and serve a reply in support of Settlement and for  
22 an award of attorneys' fees and expenses, which shall include a response to  
23 any timely-filed objections, at least seven (7) days before the Settlement  
24 Hearing;
- 25 (e) Defendants shall file and serve papers, if any, in support of Final Court  
26 Approval at least seven (7) days before the Settlement Hearing,
- 27 (f) Notices of intention to appear at the Settlement Hearing shall be deemed  
28 timely only if filed by a shareholder who previously filed a timely  
objection and only if filed with the Court and served on the parties at least  
five (5) business days before the Settlement Hearing; and

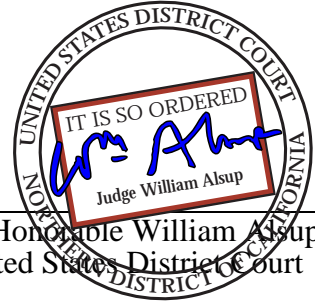
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as per above.

(g) The Settlement Hearing shall be held ~~sixty (60) days after entry of the Preliminary Approval Order on~~ 6-11, 2008 at 10:00 a.m.

**IT IS SO ORDERED.**

Dated: 6-11, 2008



The Honorable William Alsup  
United States District Court