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C06 - 04843 WHA

**UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA
FILE VIA FAX**

16 **MURRAY ZUCKER, on Behalf of Himself)**
and All Others Similarly Situated,
17
18 Plaintiff,

CASE NO.

**CLASS ACTION COMPLAINT FOR
VIOLATIONS OF THE FEDERAL
SECURITIES LAWS**

v.

19 **ZORAN CORPORATION, UZIA GALIL,**
20 **LEVY GERZBERG, KARL SCHNEIDER,**
21 **ISAAC SHENBERG, RAYMOND A.**
BURGESS, JAMES D. MEINDL, JAMES
22 **B. OWENS, JR., DAVID RYNNE,**
ARTHUR B. STABENOW, PHILIP M.
23 **YOUNG,**

JURY TRIAL DEMANDED

24 Defendants.

1 Plaintiff Murray Zucker ("Zucker" or "Plaintiff"), through his attorneys, brings this
2 Complaint and alleges on personal knowledge as to himself and his activities, and on information
3 and belief as to all other matters, based on investigation and discovery conducted by counsel:

4 NATURE OF THE ACTION

5 1. This is a class action on behalf of all purchasers of Zoran Corporation ("Zoran" or
6 the "Company") against certain current and former officers and members of its Board of Directors
7 (the "Board") and certain Company officers seeking remedies under the Securities Exchange Act of
8 1934 (the "Exchange Act").

9 2. Zoran, a publicly traded company whose common stock is traded on Nasdaq under
10 the ticker symbol "ZLAN," develops and markets high-performance digital audio and video
11 imaging applications for purchase by original equipment manufacturers of digital televisions, DVD
12 products, digital cameras, digital printing, multimedia phones and IP cores.

13 3. Between July 1998 and September 2001 certain senior executives received
14 unlawfully backdated Zoran stock options at the direct expense of Zoran. The issuance and receipt
15 of these unlawfully backdated Zoran stock options was a done in violation of the Exchange Act.

16 JURISDICTION

17 4. This Court has jurisdiction over the subject matter of this action pursuant to 28
18 U.S.C. §§1331 and 1337, and §27 of the Exchange Act.

19 5. This action arises under §§14(a) and 20(a) of the Exchange Act and Rule 14a-9
20 promulgated thereunder (17 C.F.R. §240.14a-9).

21 6. Venue is proper in this district pursuant to §27 of the Exchange Act, 15 U.S.C. §78aa
22 and 28 U.S.C. 1391(b) because the acts charged herein occurred, in substantial part, in this District.
23 In addition, Zoran maintains its principal executive offices in this district.

24 PARTIES

25 7. Plaintiff Zucker, at relevant times herein, is and has been the owner of 5,916 shares
26 of Zoran.

27 8. Defendant Zoran is a Delaware corporation with its principal executive offices
28 located at 1390 Kifer Road, Sunnyvale, California.

1 9. Defendant Uzia Galil ("Galil") founded the Company and served as President from
2 1981 to 1984 and as Executive Vice President and Chief Technical Officer from 1985 to 1988.
3 Defendant Galil has also served as Chairman of the Board of Directors since 1983, and is the
4 Chairman of the Board's Compensation Committee. Mr. Galil was also a member of its Audit
5 Committee until April 19, 2006. During all relevant times herein, the Compensation Committee
6 approved the award of stock options which are the subject of this Complaint.

7 10. Defendant Levy Gerzberg ("Gerzberg") was a co-founder of the Company in 1981.
8 Defendant Gerzberg has served as the Company's President and Chief Executive since December
9 1988 and as a director since 1981.

10 11. Defendant Karl Schneider ("Schneider") joined the Company as Corporate Controller
11 in January 1998 and as Vice President, Finance and Chief Financial Officer in July 1998.

12 12. Defendant Isaac Shenberg ("Shenberg") has served as Senior Vice President,
13 Business and Strategic Development of Zoran since October 1998. Defendant Shenberg also served
14 as Vice President, Sales and Marketing from January 1995 through October 1998.

15 13. Defendant Raymond A. Burgess ("Burgess") has been a director of the Company
16 since 2005, and has been a member of its Audit Committee since April 26, 2005.

17 14. Defendant James A. Meindl ("Meindl") has been a director of the Company since
18 1986 and is a member of its Compensation Committee, and was a member of its Audit Committee
19 until April 1, 2005.

20 15. Defendant James B. Owens, Jr. ("Owens") has served as a director of the Company
21 since May 2003. Mr. Owens replaced Mr. Meindl as a member of the Board's Audit Committee on
22 April 1, 2005. Mr. Owens is also a member of the Board's Compensation Committee and
23 Nominating and Corporate Governance Committees of the Zoran Board.

24 16. Defendant David Rynne ("Rynne") has served as a director of the Company since
25 2003. Mr. Rynne replaced Mr. Galil as a member of the Board's Compensation Committee on
26 April 19, 2006.

27 17. Defendant Arthur B. Stabenow ("Stabenow") has served as a director of the
28 Company since November 1990 and has been principally engaged as a private investor since

1 January 1999. At all relevant times, Stabenow served on the Audit, Compensation and Nominating
2 and Corporate Governance Committees of the Zoran Board.

3 18. Defendant Philip M. Young ("Young") has been a director of the Company since
4 1986. Young currently serves on the Nominating and Corporate Governance Committee of the
5 Zoran Board. The Nominating and Corporate Governance Committee is responsible for identifying
6 and considering qualified candidates for appointment and nomination to the Zoran Board and
7 recommending corporate governance principles, codes of conduct and compliance mechanisms, and
8 evaluation of the Board for the Company.

9 19. Defendants Galil, Gerzberg, Schneider, and Shenberg are collectively referred to
10 herein as the "Officer Defendants."

11 20. Defendants Galil, Gerzberg, Burgess, Meindl, Owens, Rynne, Stabenow and Yound
12 are collectively referred to herein as the "Director Defendants."

13 DUTIES OF THE INDIVIDUAL DEFENDANTS

14 21. Each Individual Defendant owed Zoran and its public shareholders the duty to
15 exercise due care, loyalty and good faith in the management and administration of the affairs of the
16 Company, as well as in the use and preservation of its property and assets.

17 22. By reason of their positions as officers, directors, and fiduciaries of Zoran and its
18 shareholders and because of their ability to control the business and corporate affairs of Zoran, the
19 Individual Defendants owed Zoran and its shareholders fiduciary obligations of trust, good faith,
20 loyalty, and due care, and were and are required to use their utmost ability to control and manage
21 Zoran in a fair, just, honest, and equitable manner. The Individual Defendants were and are required
22 to act in furtherance of the best interests of Zoran and its shareholders so as to benefit all
23 shareholders equally and not in furtherance of their personal interests or benefit.

24 23. The Individual Defendants, because of their positions of control and authority as
25 directors and/or officers of Zoran, were able to and did, directly and/or indirectly, exercise control
26 over the wrongful acts complained of herein.

1 24. At all times relevant hereto, each of the Individual Defendants was the agent of each
2 of the other Individual Defendants and of Zoran, and was at all times acting within the course and
3 scope of such agency.

4 25. To discharge the aforesaid duties, the Individual Defendants were required to
5 exercise reasonable and prudent supervision over the management, policies, practices, controls, and
6 financial affairs of Zoran. The Individual Defendants were required, among other things, to: in good
7 faith manage, conduct, supervise and direct the business and affairs of Zoran carefully and prudently
8 and in accordance with all applicable laws, rules and regulations; neither violate nor knowingly
9 permit any officer, director, employee or agent of Zoran to violate applicable federal and state laws,
10 rules and regulations or any rule or regulation of Zoran; exercise reasonable control and supervision
11 over the officers and employees and agents of Zoran; remain informed as to the status of Zoran's
12 operations, and upon receipt of notice or information of imprudent or unsound practices, to make a
13 reasonable inquiry in connection therewith, and to take steps to correct such conditions or practices
14 and make such disclosures as are necessary to comply with federal and state securities laws,
15 supervise the preparation, filing and/or dissemination of any SEC filings, press releases, audits,
16 reports or other information required by law, and examine and evaluate any reports or examinations,
17 audits, or other financial information concerning the financial condition of Zoran; maintain and
18 implement an adequate system of internal financial, accounting and management information
19 systems and controls; and ensure that Zoran's financial statements were prepared in accordance with
20 Generally Accepted Accounting Principles ("GAAP").

21 26. Because of their Board membership and/or executive and managerial positions with
22 Zoran and their access to internal corporate documents (including the Company's operating plans,
23 budgets and forecasts and reports of actual operations compared thereto), conversations and
24 connections with other corporate officers and employees, attendance at management and Board of
25 Directors meetings and committees thereof, and their receipt of reports and other information
26 provided to them in connection therewith, each of the Individual Defendants had access to
27 undisclosed information about Zoran's business prospects, financial condition, performance,
28 accounting and revenue recognition practices, as alleged herein.

1 SUBSTANTIVE ALLEGATIONS

2 27. Stock options give employees of a publically traded company the right to purchase
3 company stock at a fixed price in the future. The general policy behind a grant of stock options is to
4 link employees' compensation to the value of the company's shares and, therefore, to the wealth of
5 the company's shareholders. Typically, the options' fixed price is aligned with the price of the stock
6 on the day of the grant. If the stock price rises from the fixed grant price the employee profits by
7 exercising the options and selling the shares. In contrast, backdated stock options allow the
8 employees of a publically traded company, such as Zoran, to maximize their wealth at the expense
9 of the company and its shareholders.

10 28. From 1998 to 2001, the Director Defendants repeatedly granted the officers of the
11 Company backdated stock options in violation of the Exchange Act. The Company's backdating
12 practice is evidenced by the revealing pattern in which the stock options were granted at the near
13 low trading price of each particular month in which they were granted. For example:

14 a. According to the DEF 14A filed with the SEC on April 30, 1999, defendants
15 Gerzberg and Shenberg and former officers Paul Goldberg, Aharon Aharon and Alex Sinar,
16 received 231,166, 55,000, 55,000, 110,000 and 40,000 options, respectively, at \$5.94 per share on
17 August 4, 1998. The pattern of the purported grant is suspiciously concerning. While the stock
18 closed at \$7.438 the day prior to the purported grant, within two days of the grant the stock closed at
19 \$7. Indeed, within 10 trading days, the stock traded at a high of \$8.250.

20 b. According to the DEF 14A filed with the SEC on June 6, 2000, defendants
21 Gerzberg, Shenberg and Schneider and former officers Goldberg and Aharon received 55,000,
22 20,000, 15,000, 15,000 and 30,000 options, respectively, at \$20.38 per share on August 4, 1999.
23 Again, this price was at the low of the month. Indeed, within 10 trading days, the stock traded at a
24 high of \$31.250.

25 c. According to the DEF 14A filed with the SEC on June 6, 2000, defendants
26 Gerzberg, Shenberg and Schneider and former officer Aharon received 90,000, 40,000, 30,000 and
27 50,000 options, respectively, with the exercise price of \$41.00 per share on July 28, 2000. This
28

1 price was similarly at the low of the month. Tellingly, just a month prior to the purported date of
2 the grant, the stock traded at a high of \$71.375.

3 29. The Director Defendants caused and/or participated in issuing, filing and
4 disseminating the false and misleading information regarding Company issued options on the
5 Form(s) DEF 14A (collectively, the "Definitive Proxies") filed with the SEC on:

- 6 a. April 30, 1999;
- 7 b. June 26, 2000;
- 8 c. April 30, 2001;
- 9 d. April 30, 2002;
- 10 e. July 7, 2003;
- 11 f. April 29, 2004;
- 12 g. June 1, 2005;
- 13 h. May 1, 2006.

14 30. As outlined *supra*, the Definitive Proxies filed with the SEC on April 30, 1999, June
15 26, 2000 and April 30, 2001, each specifically outlined the purported grant dates and prices for the
16 options. Each of these options, pursuant to the terms provided in the Definitive Proxies, were for a
17 term of 10 years. As a result, the first date any of these options, as outlined *supra*, could expire
18 would be August 4, 2008, a date which has not occurred. Moreover, at no time have defendants
19 attempted to correct the falsities issued in these Definitive Proxies. Instead, defendants continued to
20 issue Definitive Proxies on April 30, 2002, July 7, 2003, April 29, 2004, June 1, 2005 and May 1,
21 2006, which requested Zoran shareholders approve defendants as members of the board of directors
22 and approve the issuance of stock options to Company officers.

23 31. Defendants' practice of backdated options was on first revealed on May 16, 2006,
24 when the Center for Financial Research and Analysis ("CFRA") identified Zoran as one of the
25 companies considered to be "at risk for having backdated option grants."
26
27
28

1 32. In response, on May 23, 2006, the Company issued a press release entitled "Zoran
2 Corporation Responds to Report Regarding Option Grants." The press release stated, in relevant
3 part:

4 Zoran Corporation responded today to a report by the Center for Financial Research
5 and Analysis ("CFRA") that identified Zoran as one of 17% of the companies in a
6 survey conducted by CFRA that they considered to be "at risk for having backdated
7 options grants." The CFRA report, which was issued on May 16, 2006, uses
8 statistical data and draws inferences based on the timing of the stock options grants
9 to officers. The report cited three specific sets of Zoran option grants, in August
10 1998, August 1999 and September 2001.

11 Upon learning of the CFRA report, the Company referred the matter to the Audit
12 Committee of its Board of Directors for review. Under the direction of the Audit
13 Committee, the Company's management, assisted by outside counsel, conducted an
14 internal compliance review and concluded that each of the option grants identified by
15 the CFRA report had been properly made at a regularly-scheduled meeting of the
16 Board of Directors or its Compensation Committee and that none of these grants had
17 involved any "backdating." Management has also conducted a broader review of all
18 other option grants made to the Company's officers since Zoran's initial public
19 offering in 1995 and has reported to the Audit Committee that, in the opinion of
20 management, all such grants have also been properly made. Management's
21 conclusion with respect to these additional option grants is still under review by
22 counsel and the Audit Committee.

23 33. Indeed, the Company, with the knowledge, approval, and participation of each of the
24 defendants, disseminated its false and misleading financial statements in, *inter alia*, the following
25 Form 10-K filings:

- 26 a. Form 10-K for fiscal year ended December 31, 1997, filed with the SEC on
27 March 31, 1998;
- 28 b. Form 10-K for fiscal year ended December 31, 1998, filed with the SEC on
29 March 31, 1999;
- 30 c. Form 10-K for fiscal year ended December 31, 1999, filed with the SEC on
31 March 30, 2000;
- 32 d. Form 10-K for fiscal year ended December 31, 2000, filed with the SEC on
33 April 2, 2001; and
- 34 e. Form 10-K for fiscal year ended December 31, 2001, filed with the SEC on
35 April 1, 2002;

1 f. Form 10-K for fiscal year ended December 31, 2002, filed with the SEC on
2 March 31, 2003.

3 34. The Company's 1997, 1998, 1999, 2000, 2001 and 2002 Form 10-Ks were issued in
4 violation of GAAP, and in particular Accounting Principles Board ("APB") Opinion No. 25 ("APB
5 25"), "Accounting for Stock Issued to Employees." Pursuant to APB 25, if the market price on the
6 date of grant exceeds the exercise price of the options, the company must recognize the difference as
7 an expense. Defendants' backdating practice resulted in understated expenses on each Form 10-K
8 because the difference between the market price and option exercise price was not expensed by the
9 Company.

10 35. Indeed, in the Company's Form S-4 Registration Statement filed with the SEC on
11 September 19, 2000, under the Securities Act of 1933, and Amendment No. 1 thereto, filed with the
12 SEC on September 29, 2000, concerning the Company's acquisition of Nogatech, Inc., defendants
13 erroneously claimed, in relevant part, that :

14 The Company accounts for stock-based compensation using the intrinsic value
15 method prescribed in Accounting Principles Board Opinion No. 25 ("APB 25"),
16 "Accounting for Stock Issued to Employees" and related interpretations. Under APB
17 No.25, compensation expense is recognized based on the difference, if any, on the
18 date of grant between the fair value of the Company's stock and the amount an
19 employee must pay to acquire the stock.

20 36. Defendants' backdating of options grants also violated Section 162(m) of the Internal
21 Revenue Code, 26 U.S.C. §162(m) ("Section 162(m)"), relating to the deduction of option
22 payments. Defendants' violations of Section 162(m) also rendered the Company's financial
23 statements in Form 10-K filings for the years 1997, 1998, 1999, 2000, 2001, and 2002 as well as
24 interim Form 10-Qs, materially false and misleading.

25 37. On July 3, 2006, defendants filed a Form 8-K with the SEC outlining the issuance of:

26 [A] press release to announce the creation of a special committee to conduct a further
27 review of the Company's historical stock option practices. The Company also
28 announced that it received a grand jury subpoena from the office of the U.S. Attorney
for the Northern District of California requesting documents from 1995 through
present referring to, relating to or involving stock options, and also that the Company
has received an informal inquiry from the Securities and Exchange Commission
requesting documents related to the Company's stock option grants.

1 38. On July 20, 2006, defendants filed a Form 8-K with the SEC stating, in relevant part
2 that:

3 On July 20, 2006 the Board of Directors of Zoran Corporation (the "Company")
4 approved a compensation arrangement for the members of the special committee of
5 the Board which had been created to conduct a further review of the Company's
6 historical stock option practices. Upon the recommendation of the Nominating and
7 Corporate Governance Committee, the Board approved the following compensation
8 for service on the special committee:

- 9 ● A quarterly fee of \$2,500; and
- 10 ● A fee of \$750 for each conference attended[.]

11 **CLASS ACTION ALLEGATIONS**

12 39. Plaintiff brings this action as a class action pursuant to Rule 23(a) and (b)(3) of the
13 Federal Rules of Civil Procedure on behalf of a Class consisting of all persons and entities, other
14 than defendants, officers and directors of the Company, members of their immediate families, and
15 their legal representatives, heirs, successors or assigns and any entity in which defendants have or
16 had a controlling interest, who received the Definitive Proxies dated:

- 17 a. April 30, 1999;
- 18 b. June 26, 2000;
- 19 c. April 30, 2001;
- 20 d. April 30, 2002;
- 21 e. July 7, 2003;
- 22 f. April 29, 2004;
- 23 g. June 1, 2005;
- 24 h. May 1, 2006.

25 40. During the Class Period, thousands of shares of common stock of Zoran were traded
26 on an efficient and developed securities market. Thousands of brokers nationwide have access to
27 trading information about Zoran through the system. Within minutes of any transaction taking
28 place, this system displays the most recent trades and prices.

1 41. The members of the Class are so numerous that joinder of all members is
2 impracticable. While the exact number of Class members is unknown to plaintiff at this time and
3 can only be ascertained through appropriate discovery, plaintiff believes that there are thousands of
4 members of the Class. During all relevant times herein, Zoran had millions of shares of common
5 stock outstanding and actively traded on Nasdaq under the ticker symbol "ZLAN."

6 42. Plaintiff's claims are typical of the claims of the members of the Class as all
7 members of the Class are similarly affected by defendants' wrongful conduct in violation of federal
8 law that is complained of herein.

9 43. Plaintiff will fairly and adequately protect the interests of the members of the Class
10 and have retained counsel competent and experienced in class and securities litigation. Plaintiff has
11 no interests that are adverse or antagonistic to those of the Class.

12 44. A class action is superior to other available methods for the fair and efficient
13 adjudication of this controversy. Because the damages suffered by many individual Class members
14 may be relatively small, the expense and burden of individual litigation makes it virtually
15 impossible for the Class members to individually seek redress for the wrongful conduct alleged
16 herein.

17 45. Common questions of law and fact exist as to all members of the Class and
18 predominate over any questions affecting solely individual members of the Class. Among the
19 questions of law and fact common to the Class are:

20 a. whether the federal securities laws were violated by defendants' acts as
21 alleged herein;

22 b. whether defendants participated in and pursued the common course of
23 conduct complained of herein;

24 c. whether the Definitive Proxies to the Company's shareholders during the
25 Class Period misrepresented the business condition of Zoran;

26 d. whether defendants failed to correct prior statements when subsequent events
27 rendered those prior statements untrue or inaccurate;

28

1 e. whether defendants acted negligently in misrepresenting and/or omitting to
2 state material facts;

3 f. whether the market price of Zoran's common stock during the Class Period
4 was artificially inflated due to the misrepresentations and/or non-disclosures complained of herein;
5 and

6 g. whether the members of the Class have sustained damages, and, if so, what is
7 the proper measure thereof.

8 **COUNT I**

9 **(Violations of Section 14(a) of the Exchange Act
10 and Rule 14a-9 Promulgated Thereunder)**

11 46. Plaintiff incorporates by reference the above paragraphs above as if set forth fully
12 herein.

13 47. This Count is asserted against the Director Defendants for violations of Section 14(a)
14 of the Exchange Act, 15 U.S.C. §78n, and Rule 14a-9, 17 C.F.R. §240.14a-9.

15 48. During relevant times herein, the Director Defendants solicited proxies by means of
16 the Definitive Proxies. Specifically, the Director Defendants caused and/or participated in the
17 issuance and filing of the Definitive Proxies on:

- 18 a. April 30, 1999;
- 19 b. June 26, 2000;
- 20 c. April 30, 2001;
- 21 d. April 30, 2002;
- 22 e. July 7, 2003;
- 23 f. April 29, 2004;
- 24 g. June 1, 2005;
- 25 h. May 1, 2006.

26 49. The Director Defendants each permitted the use of their names on the Definitive
27 Proxies and ordered the Notices and Definitive Proxies be sent to shareholders of the Company.

28

1 **PRAYER FOR RELIEF**

2 WHEREFORE, Plaintiff demands judgment as follows:

- 3 1. Against all of the defendants, and in favor of the Company, for the amount of
4 damages sustained by the Company as a result of the defendants' violations of the
5 Exchange Act
- 6 2. Awarding to plaintiff the costs and disbursements of the action, including reasonable
7 attorneys' fees, accountants' and experts' fees, costs, and expenses; and
- 8 3. Granting such other and further relief as the Court deems just and proper.

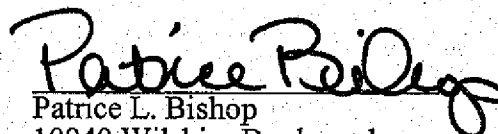
9 **JURY DEMAND**

10 Plaintiff hereby demands a trial by jury.

11
12 Dated: August 10, 2006

Patrice L. Bishop
STULL, STULL & BRODY

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14
15 By:



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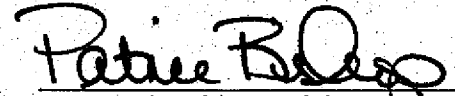
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**CERTIFICATION OF INTERESTED ENTITIES OR PERSONS
PURSUANT TO CIVIL L.R. 3-16**

Pursuant to Civil L.R. 3-16, the undersigned certifies that as of this date, other than the named parties, there is no such interest to report.



Patrice L. Bishop, Esq.
STULL, STULL & BRODY
Attorneys for Plaintiff

CERTIFICATION OF PLAINTIFF
PURSUANT TO FEDERAL SECURITIES LAWS

1. I, Murray Zucker, make this declaration pursuant to Section 101 of the Private Securities Litigation Reform Act of 1995 as required by Section 21D(a)(2) of Title I of the Securities Exchange Act of 1934. I have reviewed a version of the complaint and authorize its filing on my behalf and on behalf of all others similarly situated.

2. I did not purchase securities of Zoran Corporation at the direction of counsel or in order to participate in any action arising under Title I of the Securities Exchange Act of 1934.

3. I am willing to serve as a representative party on behalf of the class, including providing testimony at deposition and trial, if necessary. I understand that the litigation is not settled, this is not a claim form, and sharing in any recovery is not dependent upon execution of this Certification. I am willing to serve as a representative party either individually or as part of a group. I understand that a lead plaintiff is a representative party who acts on behalf of other class members in directing the action.

4. To the best of my current knowledge, the following are all of my transactions in Zoran Corporation securities during the class period specified in the Complaint:

On or about October 25, 2000, I acquired 3,944 shares of Zoran Corporation pursuant to the merger between Zoran Corporation and Nogatech, Inc. Due to the 3-for-2 stock split which became effective on or about May 23, 2002, I currently have 5,916 shares of Zoran Corporation.

5. During the three (3) year period preceding the date on which this certification is signed, I have not sought to serve as a representative party on behalf of a class under Title I of the Securities Exchange Act of 1934, unless otherwise indicated below:

St. Paul Travelers Companies, Ragan, Edward Jones.

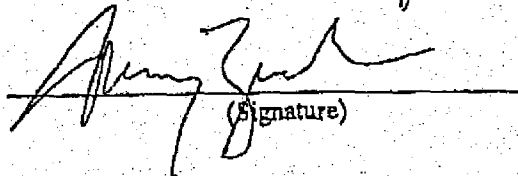
6. I will not accept any payment for serving as a representative party on behalf of the class beyond plaintiff's pro rata share of any recovery, except as ordered or approved by the court, including any award for reasonable costs and expenses (including lost wages) directly relating to the representation of the class.

7. I make this declaration without waiver of any applicable privileges and without waiver of any right to challenge the necessity for, or the constitutionality of, this declaration or to object to the filing of this declaration on any ground whatsoever.

8. The matters stated in this declaration are true to the best of my current knowledge, information and belief.

9. I hereby certify, under penalty of perjury, that the foregoing is true and correct.

Executed this 10 day of August, 2006 at New York, New York
(Day) (Month) (City) (State)


(Signature)

MURRAY ZUCKER
(Printed Name)

STULL, STULL & BRODY

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23RD FLOOR