

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

<p>TRACY JONES, On Behalf of Himself and All Others Similarly Situated,</p> <p style="text-align: center;">Plaintiff,</p> <p style="text-align: center;">vs.</p> <p>CORUS BANKSHARES, INC., et al.,</p> <p style="text-align: center;">Defendants.</p>	<p>No. 1:09-cv-01538 (Consolidated)</p> <p><u>CLASS ACTION</u></p> <p>Judge Elaine E. Bucklo</p>
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ORDER PRELIMINARILY APPROVING SETTLEMENT AND PROVIDING FOR NOTICE

WHEREAS, a consolidated action is pending before this Court styled *Jones v. Corus Bankshares, Inc., et al.*, No. 1:09-cv-01538 (the “Litigation”);

WHEREAS, the parties having made application, pursuant to Federal Rule of Civil Procedure 23(e), for an order approving the settlement of this Litigation, in accordance with a Stipulation of Settlement dated as of May 3, 2011 (the “Stipulation”), which, together with the Exhibits annexed thereto, set forth the terms and conditions for a proposed settlement of the Litigation and for dismissal of the Litigation with prejudice upon the terms and conditions set forth therein; and the Court having read and considered the Stipulation and the Exhibits annexed thereto; and

WHEREAS, all defined terms herein have the same meanings as set forth in the Stipulation.

NOW, THEREFORE, IT IS HEREBY ORDERED:

1. The Court does hereby preliminarily approve the Stipulation and the settlement set forth therein, subject to further consideration at the Settlement Hearing described below.

2. The Court hereby, for purposes of this settlement only, certifies a Class defined as: “all Persons (other than those Persons who timely and validly request exclusion from the Class) who purchased or acquired the common stock of Corus during the period from January 25, 2008 to January 30, 2009, inclusive, excluding the Defendants, members of the immediate family of the Defendants, the directors, officers, subsidiaries, and affiliates of Corus, any person, firm, trust, corporation, officer, director or other individual or entity in which any Defendant has a controlling interest, and the legal representatives, affiliates, heirs, successors-in-interest or assigns of any such excluded person.”

3. The Court hereby approves Lead Plaintiff as representative of the Class pursuant to Rule 23 of the Federal Rules of Civil Procedure, and finds, for settlement purposes only, that Lead Plaintiff has fairly and adequately protected the interests of the Class.

4. The Court hereby also approves, for settlement purposes only, Lead Counsel, Robbins Geller Rudman & Dowd LLP, as Class counsel pursuant to Rule 23 of the Federal Rules of Civil Procedure, and finds that Lead Counsel has fairly and adequately protected the interests of the Class.

5. A hearing (the “Settlement Hearing”) shall be held before this Court on 9/12/2011, at 10:00 a.m. at the United States District Court for the Northern District of Illinois, Eastern Division,

Everett McKinley Dirksen United States Courthouse, 219 South Dearborn Street, Chicago, IL 60604 to determine whether the proposed settlement of the Litigation on the terms and conditions provided for in the Stipulation is fair, reasonable, and adequate to the Class and should be approved by the Court; whether a Judgment as provided in ¶1.11 of the Stipulation should be entered; whether the proposed Plan of Allocation should be approved; and to determine the amount of fees and expenses that should be awarded to Lead Counsel and reimbursement of expenses to Lead Plaintiff. The Court may adjourn the Settlement Hearing without further notice to the Members of the Class.

6. The Court approves, as to form and content, the Notice of Proposed Settlement of Class Action (the “Notice”), the Proof of Claim and Release form (the “Proof of Claim”), and Summary Notice annexed as Exhibits A-1, A-2, and A-3 hereto and finds that the mailing and distribution of the Notice and publishing of the Summary Notice substantially in the manner and form set forth in ¶¶7-8 of this Order meet the requirements of Federal Rule of Civil Procedure 23 and due process, and is the best notice practicable under the circumstances and shall constitute due and sufficient notice to all Persons entitled thereto.

7. The firm of Gilardi & Co. LLC (“Claims Administrator”) is hereby appointed to supervise and administer the notice procedure as well as the processing of claims as more fully set forth below:

(a) The Claims Administrator shall make reasonable efforts to identify all Persons who are Members of the Class and not later than 6/21/ 2011 (the “Notice Date”), the Claims Administrator shall cause a copy of the Notice and the Proof of Claim, substantially in the forms annexed as Exhibits A-1 and A-2 hereto, to be mailed by First-Class Mail to all Class Members who can be identified with reasonable effort; and

(b) Not later than 6/24/ 2011, the Claims Administrator shall cause the Summary Notice to be published once in *Investor’s Business Daily*.

8. Defendants shall provide notice pursuant to 28 U.S.C. §1715(b), the Class Action Fairness Act of 2005 (“CAFA Notice”) no later than 6/10/2011.

9. Nominees who purchased or acquired the common stock of Corus for the beneficial

ownership of Class Members during the Class Period shall send the Notice and the Proof of Claim to all beneficial owners of such Corus common stock within ten (10) days after receipt thereof, or send a list of the names and addresses of such beneficial owners to the Claims Administrator within ten (10) days of receipt thereof, in which event the Claims Administrator shall promptly mail the Notice and Proof of Claim to such beneficial owners. Lead Counsel shall, if requested, reimburse banks, brokerage houses or other nominees solely for their reasonable out-of-pocket expenses incurred in providing notice to beneficial owners who are Class Members out of the Settlement Fund, if paid, which expenses would not have been incurred except for the sending of such notice, subject to further order of this Court with respect to any dispute concerning such compensation. Any amounts paid by Lead Counsel prior to payment of the Settlement Fund shall be repaid to Lead Counsel from the Settlement Fund after payment of the Settlement Fund, without further order of the Court.

10. All Members of the Class shall be bound by all determinations and judgments in the Litigation concerning the settlement, whether favorable or unfavorable to the Class.

11. Class Members who wish to assert a claim for any portion of the Settlement Fund shall complete and submit Proofs of Claim in accordance with the instructions contained therein. Unless the Court orders otherwise, all Proofs of Claim must be postmarked no later than ninety (90) days from the Notice Date. Any Class Member who does not timely submit a Proof of Claim within the time provided for shall be barred from sharing in the distribution of the proceeds of the Settlement Fund, unless otherwise ordered by the Court. Notwithstanding the foregoing, Lead Counsel may, in its discretion, accept late-submitted claims for processing by the Claims Administrator so long as distribution of the Net Settlement Fund is not materially delayed thereby.

12. Any Member of the Class may enter an appearance in the Litigation, at their own expense, individually or through counsel of their own choice. If they do not enter an appearance, they will be represented by Lead Counsel.

13. Any Person falling within the definition of the Class may, upon request, be excluded from the Class. Any such Person must submit to the Claims Administrator a request for exclusion (“Request for Exclusion”), postmarked no later than 8/23/ 2011. A Request for Exclusion must state:

(a) the name, address, and telephone number of the Person requesting exclusion; (b) each of the Person's purchases, acquisitions, and sales of Corus common stock made during the Class Period, including the dates of purchase, acquisition or sale, the number of shares purchased, acquired and/or sold, and the price paid or received per share for each such purchase, acquisition or sale; and (c) that the Person wishes to be excluded from the Class. If the Request for Exclusion does not include all of the required information set forth above, it will be deemed invalid and the Person submitting the invalid Request for Exclusion will not be excluded and will be deemed to continue to be a Member of the Class unless the Court orders otherwise. Any Person who submits a valid and timely Request for Exclusion in the manner set forth in this paragraph shall have no rights under the Stipulation, shall not share in the distribution of the Net Settlement Fund, and shall not be bound by the Stipulation or the Judgment entered in the Litigation, unless such Person withdraws such Request for Exclusion by submitting written notice to be received by the Claims Administrator, Lead Counsel, and the Defendants at least three (3) calendar days before the Settlement Hearing.

14. No later than fourteen (14) days before the date fixed by this Court for the Settlement Hearing, Lead Counsel shall file with the Clerk of this Court, affidavits or declarations of the person or persons under whose general direction the mailing of the Notice and publication of the Summary Notice were accomplished, which documents shall verify that such mailings and publication were made in accordance with this Order.

15. No later than fourteen (14) days before the date fixed by this Court for the Settlement Hearing, Defendants shall file with the Clerk of this Court, affidavits or declarations of the person or persons under whose general direction the mailing of the CAFA Notice was accomplished, which documents shall verify that such mailings and publication were made in accordance with this Order.

16. Any Member of the Class may appear and show cause, if he, she or it has any, why the proposed settlement of the Litigation should or should not be approved as fair, reasonable, and adequate, why a judgment should or should not be entered thereon, why the Plan of Allocation should or should not be approved, why attorneys' fees and expenses should or should not be awarded to counsel for the Plaintiffs, or why the expenses of the Lead Plaintiff should or should not be awarded;

provided, however, that no Class Member or any other Person shall be heard or entitled to contest such matters, unless that Person has delivered by hand or sent by First-Class Mail written objections and copies of any papers and briefs such that they are received on or before 8/23/2011, by Robbins Geller Rudman & Dowd LLP, Jeffrey D. Light, 655 West Broadway, Suite 1900, San Diego, CA 92101; Mayer Brown LLP, Michael J. Gill, 71 South Wacker Drive, Chicago, IL 60606, Stetler, Duffy & Rotert, Ltd., Corey B. Rubenstein, 10 South LaSalle Street, Suite 2800, Chicago, IL 60603, and filed said objections, papers, and briefs with the Clerk of the United States District Court for the Northern District of Illinois, Eastern Division, on or before 8/23/2011. Any Member of the Class who does not make his, her or its objection in the manner provided shall be deemed to have waived such objection and shall forever be foreclosed from making any objection to the fairness or adequacy of the proposed settlement as set forth in the Stipulation, to the Plan of Allocation, or to the award of attorneys' fees and expenses to counsel for the Plaintiffs or expenses of the Lead Plaintiff, unless otherwise ordered by the Court.

17. All funds held by the Escrow Agent shall be deemed and considered to be in *custodia legis* of the Court, and shall remain subject to the jurisdiction of the Court, until such time as such funds shall be distributed pursuant to the Stipulation and/or further order(s) of the Court.

18. All opening briefs and supporting documents in support of the settlement, the Plan of Allocation, and any application by counsel for the Plaintiffs for attorneys' fees and expenses or by Lead Plaintiff for reimbursement of his expenses shall be filed and served at least fourteen (14) calendar days before the objection deadline in ¶15. Replies to any objections shall be filed and served seven (7) calendar days before the Settlement Hearing.

19. Neither the Defendants and their Related Parties nor the Defendants' counsel shall have any responsibility for the Plan of Allocation or any application for attorneys' fees or expenses submitted by Plaintiffs' counsel or the Lead Plaintiff, and such matters will be considered separately from the fairness, reasonableness, and adequacy of the settlement.

20. At or after the Settlement Hearing, the Court shall determine whether the Plan of Allocation proposed by Lead Counsel, and any application for attorneys' fees or payment of expenses

shall be approved.

21. All reasonable expenses incurred in identifying and notifying Class Members, as well as administering the Settlement Fund, shall be paid as set forth in the Stipulation. In the event the settlement is not approved by the Court, or otherwise fails to become effective, neither Lead Plaintiff nor any of his counsel shall have any obligation to repay any amounts incurred or properly disbursed pursuant to ¶¶2.6 or 2.7 of the Stipulation.

22. Neither the Stipulation, nor any of its terms or provisions, nor any of the negotiations or proceedings connected with it, shall be construed as an admission or concession by the Defendants of the truth of any of the allegations in the Litigation, or of any liability, fault, or wrongdoing of any kind.

23. The Court reserves the right to adjourn the date of the Settlement Hearing without further notice to the Members of the Class, and retains jurisdiction to consider all further applications arising out of or connected with the proposed settlement. The Court may approve the settlement, with such modifications as may be agreed to by the Settling Parties, if appropriate, without further notice to the Class.

24. All proceedings in the Litigation, other than such as may be necessary to carry out the terms and conditions of the Stipulation, this Preliminary Approval Order, or the responsibilities related or incidental thereto, are stayed and suspended until further order of this Court.

25. Pending resolution of these settlement proceedings, no other action now pending or hereafter filed arising out of all or any part of the subject matter of the Litigation shall be maintained as a class action, and, except as provided by this or further order of this Court, for good cause shown, all Members of the Class are hereby enjoined during the pendency of these settlement proceedings from filing or prosecuting purported class actions against any Released Persons with respect to any of the Released Claims.

26. If the Stipulation and the settlement set forth therein is not approved or consummated for any reason whatsoever, the Stipulation and settlement and all proceedings had in connection therewith shall be without prejudice to the rights of the Settling Parties *status quo ante*.

IT IS SO ORDERED.

DATED: 6/2/2011



THE HONORABLE ELAINE E. BUCKLO
UNITED STATES DISTRICT JUDGE

