

Exhibit 1

Solicitation Procedures

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	
)	Chapter 11
)	
CORUS BANKSHARES, INC.)	Case No. 10-26881 (PSH)
)	
Debtor.)	
)	

SOLICITATION PROCEDURES

On [•], 2011, the United States Bankruptcy Court for the Northern District of Illinois (the “Bankruptcy Court”) entered the *Order Approving: (A) the Adequacy of the Debtor’s Disclosure Statement; (B) Solicitation and Notice Procedures with Respect to Confirmation of the Debtor’s Proposed Plan of Reorganization; (C) the Form of Various Ballots and Notices in Connection Therewith; and (D) the Scheduling of Certain Dates with Respect Thereto* [Docket No. •] (the “Disclosure Statement Order”) that, among other things, (a) approved the adequacy of the *Disclosure Statement for the Debtor’s Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. [____]] (as amended and including all exhibits and supplements thereto, the “Disclosure Statement”) filed in support of the *Debtor’s Amended Plan of Reorganization Under Chapter 11 of the Bankruptcy Code* [Docket No. [____]] (as amended and including all exhibits thereto, the “Plan”) and (b) authorized the above-captioned debtor and debtor in possession (the “Debtor”) to solicit acceptances or rejections of the Plan from Holders of Impaired Claims who are (or may be) entitled to receive Distributions under the Plan.¹

A. The Voting Record Date

The Bankruptcy Court has approved [•], 2011, as the record date for purposes of determining which Holders of Claims in Class 3 (FDIC Priority Claims), Class 4 (TOPrS Unsecured Claims), Class 5 (FDIC Non-Priority Claims), and Class 6 (Other Unsecured Claims) (collectively, the “Voting Classes”) are entitled to vote on the Plan (the “Voting Record Date”).

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan, the Disclosure Statement, or the *Motion of the Debtor for Entry of an Order (A) Approving the Adequacy of the Debtor’s Disclosure Statement; (B) Approving Solicitation and Notice Procedures with Respect to Confirmation of the Debtor’s Plan of Reorganization; (C) Approving the Form of Various Ballots and Notices in Connection Therewith; and (D) Scheduling Certain Dates with Respect Thereto* [Docket No. •], as applicable. Copies of the Plan and the Disclosure Statement may be obtained at no charge by: (a) accessing the Debtor’s private website at <http://www.bmcgroup.com/corus>; (b) writing to the Claims and Solicitation Agent at Corus Bankshares, Inc., c/o BMC Group, 18750 Lake Drive East, Chanhassen, Minnesota 55317, or (c) calling the Claims and Solicitation Agent at (888) 909-0100.

B. The Voting Deadline

The Bankruptcy Court has approved _____, 2011, at 5:00 p.m. C.T. as the voting deadline (the "Voting Deadline") for the Plan. The Debtor may extend the Voting Deadline without further order of the Bankruptcy Court to a date no later than the day that is three (3) Business Days before the Confirmation Hearing. To be counted as votes to accept or reject the Plan, all ballots sent to registered Holders of Claims ("Ballots") must be properly executed, completed, and delivered by: (1) first class mail; (2) courier; or (3) personal delivery so that they are actually received, in any case, no later than the Voting Deadline by the Debtor's Claims and Solicitation Agent. All Ballots, other than Ballots sent by overnight mail or delivered by hand, should be sent to: BMC Group, Inc., Attn: Corus Ballot Processing, P.O. Box 3020, Chanhassen, Minnesota 55317-3020. Ballots sent by overnight mail or delivered by hand should be delivered to: BMC Group, Inc., Attn: Corus Ballot Processing, 18750 Lake Drive East, Chanhassen, Minnesota 55317-3020.

C. Form, Content, and Manner of Notices

1. **The Solicitation Package.** The following materials shall constitute the solicitation package (the "Solicitation Package"):

(a) a copy of the Solicitation Procedures, in substantially the form attached as Exhibit 1 to the Disclosure Statement Order;

(b) the *Notice of Order Approving: (A) the Adequacy of the Debtor's Disclosure Statement; (B) Solicitation and Notice Procedures with Respect to Confirmation of the Debtor's Proposed Chapter 11 Plan; (C) the Form of Various Ballots and Notices in Connection Therewith; and (D) the Scheduling of Certain Dates with Respect Thereto*, in substantially the form attached as Exhibit 3 to the Disclosure Statement Order (the "Confirmation Hearing Notice");

(c) a cover letter, in substantially the form attached as Exhibit 4 to the Disclosure Statement Order: (i) describing the contents of the Solicitation Package and (ii) urging the Holders of Claims in each of the Voting Classes to vote to accept the Plan;

(d) an appropriate form of Ballot, in the form of Ballots attached as Exhibits 5-A, 5-B, 5-C, or 5-D to the Disclosure Statement Order, as applicable;

(e) the approved form of the Disclosure Statement (together with the proposed Plan as Exhibit A thereto); and

(f) Other Support Materials and such other materials as the Bankruptcy Court may direct.

2. Distribution of the Solicitation Package.

The Solicitation Package, including Ballots, shall be provided in paper format. Any Holder of a Claim may obtain at no charge a paper copy of the documents otherwise provided by: (a) accessing the Debtor's private website at <http://www.bmcgroup.com/corus>; (b) requesting an additional copy of the documents from the Claims and Solicitation Agent by writing to Corus Bankshares, Inc., c/o BMC Group, 18750 Lake Drive East, Chanhassen, Minnesota 55317; or

(c) calling the Claims and Solicitation Agent at (888) 909-0100. If the Debtor receives such a request for copies of the documents, the Debtor will send a copy to the requesting party by overnight delivery at the Debtor's expense.²

The Debtor shall serve, or cause to be served, all of the materials in the Solicitation Package on: (a) the United States Trustee for the Northern District of Illinois; (b) counsel to the Committee; (c) the indenture trustee for each of the Debtor's TOPrS Debentures; and (d) those parties who have requested service of papers in this case pursuant to Bankruptcy Rule 2002 and the Case Management Procedures approved by the Bankruptcy Court in this case. In addition, the Debtor shall mail, or cause to be mailed, the Solicitation Package to the Entities listed in subparagraphs (i) to (viii) below:

i. all Entities who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the Bankruptcy Court under applicable law on or before the Voting Record Date) that (A) has not been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date; and (B) is not the subject of a pending objection on the Voting Record Date; *provided, however*, that the Holders of a Claim that is the subject of a pending objection on a reduce and allow basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection;

ii. all Entities listed in the Debtor's Schedules as holding a noncontingent, liquidated, undisputed Claim as of the Voting Record Date, except to the extent that such Claim was paid, expunged, disallowed, disqualified, or suspended prior to the Voting Record Date;

iii. all Entities that hold Claims pursuant to an agreement or settlement with the Debtor executed prior to the Voting Record Date, as reflected in a document filed with the Bankruptcy Court, in an order entered by the Bankruptcy Court, or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court, regardless of whether a Proof of Claim has been filed;

iv. The Holder of any Disputed Claim that has been temporarily Allowed to vote or whose Claim was objected to on a reduce and allow basis;

v. with respect to any Entity described in subparagraphs (i) to (iv) above who, on or before the Voting Record Date, has transferred such Entity's Claim to another Entity, to the assignee of such Claim in lieu of sending such Solicitation Package to the assigning Entity; provided that such transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date;

vi. the Securities and Exchange Commission;

vii. the Internal Revenue Service; and

viii. the United States Attorney for the Northern District of Illinois.

² The Ballots are not available on the Debtor's restructuring website. Holders of Claims must contact the Claims and Solicitation Agent, by writing or by telephone in order to obtain a Ballot.

The Debtor shall make every reasonable effort to ensure that creditors who have more than one Claim in a single Class receive no more than one set of the Solicitation Package materials.

3. **Allowance of Claims for Voting Purposes.** If an objection to a Claim is pending on the Voting Record Date, the Holder of such Claim shall receive a copy of a *Notice of Non-Voting Status With Respect to Disputed Claims* (the “Disputed Claim Notice”), substantially in the form attached as Exhibit 7 to the Disclosure Statement Order, along with the Solicitation Procedures and Confirmation Hearing Notice in lieu of the entire Solicitation Package. The Disputed Claim Notice shall inform such Entity: (a) that its Claim has been objected to and (b) that the Holder of such Disputed Claim cannot vote absent any of the following taking place at least by the day that is five (5) Business Days prior to the Voting Deadline: (i) an order is entered by the Bankruptcy Court allowing such Disputed Claim pursuant to section 502(b) of the Bankruptcy Code, after notice and a hearing; (ii) an order is entered by the Bankruptcy Court temporarily allowing such Disputed Claim for voting purposes only pursuant to Bankruptcy Rule 3018(a), after notice and a hearing; (iii) a stipulation or other agreement is executed between the Holder of the Disputed Claim and the Debtor resolving such objection and allowing the Holder of such Disputed Claim to vote its Claim in an agreed upon amount; (iv) a stipulation or other agreement is executed between the Holder of such Claim and the Debtor temporarily allowing the Holder of such Claim to vote its Claim in an agreed upon amount; or (v) the pending objection to the Disputed Claim is voluntarily withdrawn by the Debtor or overruled by the Bankruptcy Court (each, a “Resolution Event”); *provided, however*, that if the Claim is objected to on a reduce-and-allow basis, such Entity shall receive a Ballot and be entitled to vote such Claim in the reduced amount contained in such objection. No later than the day that is two (2) Business Days after a Resolution Event, the Claims and Solicitation Agent shall distribute a Ballot and a pre-addressed, postage pre-paid envelope to the relevant Holder of the Disputed Claim, which must be returned to the Claims and Solicitation Agent by no later than the Voting Deadline. If the Holder of a Claim receives a Solicitation Package, but the Debtor objects to such Claim, the Debtor’s notice of objection will inform such Holder of the rules applicable to Disputed Claims, and the procedures for temporary allowance for voting purposes. If the Holder of a Claim receives a Solicitation Package, but the Debtor objects to such Claim after three (3) business days after the Voting Deadline, the Holder’s Claim shall be deemed temporarily allowed for voting purposes only without further action by the Holder of such Claim and without further order of the Bankruptcy Court.

4. **Form of Notice to Unclassified Claims, Classes Presumed to Accept the Plan, and Classes Deemed to Reject the Plan.** Certain Holders of Claims that are not classified in accordance with 11 U.S.C. § 1123(a)(1) or who are not entitled to vote because they are Unimpaired or otherwise presumed to accept the Plan under 11 U.S.C. § 1126(f) will receive only the *Notice of Non-Voting Status With Respect to Unclassified Claims and Unimpaired Classes Conclusively Presumed to Accept the Plan*, substantially in the form attached as Exhibit 6-A to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots). Certain Holders of Claims who are not entitled to vote because they are deemed to reject the Plan under 11 U.S.C. § 1126(g) will receive only the *Notice of Non-Voting Status With Respect to Classes Deemed to Reject the Plan*, substantially in the form attached as Exhibit 6-B to the Disclosure Statement Order. Such notice will instruct these Holders as to how they may obtain copies of the documents contained in the Solicitation Package (excluding Ballots).

5. **Publication of Confirmation Hearing Notice.** In addition to the above, the Debtor shall publish the Confirmation Hearing Notice at least once after the Disclosure Statement Hearing in

the following publications in order to provide notification to those Entities who may not receive notice by mail: *The Wall Street Journal* (national edition), the *Chicago Tribune*, and *Crain's Chicago Business*.

D. Voting and Tabulation Procedures

6. **Holders of Claims Entitled to Vote.** Only the following Holders of Claims in the Voting Classes shall be entitled to vote with regard to such Claims:

(a) Holders of Claims who, on or before the Voting Record Date, have timely filed a Proof of Claim (or an untimely Proof of Claim which has been Allowed as timely by the Bankruptcy Court under applicable law on or before the Voting Record Date) that (i) has not been expunged, disallowed, disqualified, or suspended prior to the Voting Record Date; and (ii) is not the subject of a pending objection on the Voting Record Date; *provided, however*, that the Holders of a Claim that is the subject of a pending objection on a reduce and allow basis shall receive a Solicitation Package and be entitled to vote such Claim in the reduced amount contained in such objection and *provided further, however*, that a Holder of a Claim that becomes a Disputed Claim within three (3) business days after the Voting Deadline shall not be entitled to vote unless such Holder becomes eligible to vote through a Resolution Event;

(b) Holders of Claims that are listed in the Schedules, with the exception of those Claims that are scheduled as contingent, unliquidated, or disputed (excluding such scheduled Claims that have been superseded by a timely Filed Proof of Claim);

(c) Holders whose Claims arise pursuant to an agreement or settlement with the Debtor, as reflected in a document filed with the Bankruptcy Court, in an order entered by the Bankruptcy Court, or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court, in each case regardless of whether a Proof of Claim has been filed; and

(d) the assignee of a timely filed Claim or a Claim listed in the Schedules shall be permitted to vote such Claim only if the transfer or assignment has been fully effectuated pursuant to the procedures set forth in Bankruptcy Rule 3001(e) and such transfer is reflected on the Claims Register on the Voting Record Date.

7. **Establishing Claim Amounts for Voting Purposes.** The Claim amount established herein shall control for voting purposes only and shall not constitute the Allowed amount of any Claim. Moreover, any amounts filled in on Ballots by the Debtor through the Claims and Solicitation Agent, as applicable, are not binding for purposes of allowance and distribution. In tabulating votes, the following hierarchy shall be used to determine the amount of the Claim associated with each claimant's vote:

(a) the Claim amount settled and/or agreed upon by the Debtor, as reflected in a document filed with the Bankruptcy Court, in an order of the Bankruptcy Court, or in a document executed by the Debtor pursuant to authority granted by the Bankruptcy Court;

(b) the Claim amount Allowed (temporarily or otherwise) pursuant to a Resolution Event under the procedures set forth in the Solicitation Procedures;

(c) the Claim amount contained in a Proof of Claim that has been timely filed by the General Bar Date or Governmental Bar Date, as applicable, (or deemed timely filed by the Bankruptcy Court under applicable law), except for any amounts asserted on account of any interest accrued after the Petition Date; *provided, however*, that Ballots cast by Holders of Claims who timely file a Proof of Claim in respect of a contingent Claim or in a wholly-unliquidated or unknown amount that is not the subject of an objection will count for satisfying the numerosity requirement of section 1126(c) of the Bankruptcy Code and will count as Ballots for Claims in the amount of \$1.00 solely for the purposes of satisfying the dollar amount provisions of section 1126(c) of the Bankruptcy Code, and, if a Proof of Claim is filed as partially liquidated and partially unliquidated, such Claim will be Allowed for voting purposes only in the liquidated amount; *provided further, however*, that to the extent the Claim amount contained in the Proof of Claim is different from the Claim amount set forth in a document filed with the Bankruptcy Court as referenced in subparagraph (a) above, the Claim amount in the document filed with the Bankruptcy Court shall supersede the Claim amount set forth on the respective Proof of Claim;

(d) the Claim amount listed in the Debtor's Schedules, provided that such Claim is not scheduled as contingent, disputed, or unliquidated and has not been paid; and

(e) in the absence of any of the foregoing, zero.

8. **General Voting and Ballot Tabulation Procedures.** The following voting procedures and standard assumptions shall be used in tabulating Ballots, subject to the Debtor's right to waive any of the below specified requirements for completion and submission of Ballots so long as such requirement is not otherwise required by the Bankruptcy Code, Bankruptcy Rules, or Local Rules and the waiver is consistently applied to all Ballots:

(a) except as otherwise provided in the Solicitation Procedures, unless the Ballot being furnished is timely submitted on or prior to the Voting Deadline, the Debtor shall reject such Ballot as invalid and, therefore, shall not count it in connection with Confirmation of the Plan;

(b) the Claims and Solicitation Agent will date and time-stamp all Ballots when received. The Claims and Solicitation Agent shall retain the original Ballots and an electronic copy of the same for a period of one year after the effective date of the Plan, unless otherwise ordered by the Bankruptcy Court;

(c) consistent with the requirements of Local Rule 3018-1, the Debtor will file with the Bankruptcy Court, within five (5) days (and no less than two (2) Business Days) prior to the Confirmation Hearing, a voting report (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via facsimile or electronic mail, or damaged ("Irregular Ballots"). The Voting Report shall indicate the Debtor's intentions with regard to such Irregular Ballots;

(d) the method of delivery of Ballots to be sent to the Claims and Solicitation Agent is at the election and risk of each Holder, and except as otherwise provided, a Ballot will be deemed delivered only when the Claims and Solicitation Agent actually receives the original executed Ballot;

(e) an original executed Ballot is required to be submitted by the Entity submitting such Ballot. Delivery of a Ballot to the Claims and Solicitation Agent by facsimile, email, or any other electronic means will not be valid;

(f) no Ballot should be sent to the Debtor, the Debtor's agents (other than the Claims and Solicitation Agent), or the Debtor's financial or legal advisors, and if so sent will not be counted;

(g) the Debtor expressly reserves the right to amend the Plan from time to time subject to compliance with the requirements of section 1127 of the Bankruptcy Code and the terms of the Plan regarding modification;

(h) if multiple Ballots are received from the same Holder with respect to the same Claim prior to the Voting Deadline, the last properly executed Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot;

(i) Holders must vote all of their Claims within a particular Class either to accept or reject the Plan and may not split any votes. Accordingly, a Ballot that partially rejects and partially accepts the Plan will not be counted. Further, to the extent there are multiple Claims within the same Class, the Debtor may, in its discretion, aggregate the Claims of any particular Holder within a Class for the purpose of counting votes;

(j) a person signing a Ballot in its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity of a Claimant must indicate such capacity when signing;

(k) the Debtor, subject to contrary order of the Bankruptcy Court, may waive any defects or irregularities as to any particular Irregular Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;

(l) neither the Debtor, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;

(m) unless waived or as ordered by the Bankruptcy Court, any defects or irregularities in connection with deliveries of Ballots must be cured prior to the Voting Deadline or such Ballots will not be counted;

(n) in the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Bankruptcy Court will determine whether any vote to accept and/or reject the Plan cast with respect to that Claim will be counted for purposes of determining whether the Plan has been accepted and/or rejected;

(o) subject to any order of the Bankruptcy Court, the Debtor reserves the right to reject any and all Ballots not in proper form, the acceptance of which, in the opinion of the Debtor, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; *provided however*, that any such rejections will be documented in the Voting Report;

(p) if a Claim has been estimated or otherwise Allowed for voting purposes only by order of the Bankruptcy Court, such Claim shall be temporarily Allowed in the amount so estimated or

Allowed by the Bankruptcy Court for voting purposes only, and not for purposes of allowance or distribution;

(q) if an objection to a Claim is filed, such Claim shall be treated in accordance with the procedures set forth herein;

(r) the following Ballots shall not be counted in determining the acceptance or rejection of the Plan: (i) any Ballot that is illegible or contains insufficient information to permit the identification of the Holder of such Claim; (ii) any Ballot cast by an Entity that does not hold a Claim in a Voting Class; (iii) any Ballot cast for a Claim scheduled as unliquidated, contingent, or disputed for which no Proof of Claim was timely filed; (iv) any unsigned Ballot or Ballot lacking an original signature; (v) any Ballot not marked to accept or reject the Plan or marked both to accept and reject the Plan; and (vi) any Ballot submitted by any Entity not entitled to vote pursuant to the procedures described herein;

(s) after the Voting Deadline, no Ballot may be withdrawn or modified without the prior written consent of the Debtor; and

(t) The Debtor is authorized to enter into stipulations with the Holder of any Claim agreeing to the amount of a Claim for voting purposes.

E. Cash Election Entitlement

Under the Plan, each Holder of an Allowed Claim in Classes 4, 5, and 6 may elect to receive either its Pro Rata Distribution of the New Series A Common Stock or the Cash Election Entitlement.

F. Third Party Release, Exculpation, and Injunction Language in Plan

The third party release, exculpation, and injunction provisions contained in Article IX of the Plan are included in the Disclosure Statement and the Confirmation Hearing Notice. Entities are advised to carefully review and consider the Plan, including the third party release, exculpation, and injunction provisions set forth in Article IX of the Plan, as their rights may be affected.