

EXHIBIT A

(Proposed Form of Order)

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

In re:)	Chapter 11
)	
)	Case No. 10-26881 (PSH)
CORUS BANKSHARES, INC.,¹)	
)	
Debtor.)	

**ORDER APPROVING APPLICATION OF U.S. BANK NATIONAL ASSOCIATION, IN
ITS CAPACITY AS SUCCESSOR TOPrS INDENTURE TRUSTEE,
FOR PAYMENT OF TOPrS INDENTURE TRUSTEE FEES (TOPRS TRUST XI)**

Upon consideration of the Application of U.S. Bank National Association (“U.S. Bank”), in its Capacity as Successor TOPrS Indenture Trustee, For Payment of TOPrS Indenture Trustee Fees [ECF No. ____] (the “Application”), and upon consideration of any and all objections and responses, if any, filed regarding the Application; and the Court finding that (i) it has jurisdiction over this matter pursuant to 28 U.S.C. § 157 and 1334 and relevant provisions of the Plan and Confirmation Order; (ii) this is a core proceeding, pursuant to 28 U.S.C. § 157(b)(2); (iii) notice of the Application and the hearing was sufficient under the circumstances; (iv) the TOPrS Indenture Trustee Fees are “reasonable,” as such term is used in section 1129(a)(4) of the Bankruptcy Code; and (v) upon the record herein; and after due deliberation, good and sufficient cause exists for the relief requested;

IT IS HEREBY ORDERED THAT:

1. The Application is GRANTED.

¹ The Debtor in this chapter 11 case, along with the last four digits of the Debtor’s federal tax identification number, is: Corus Bankshares, Inc. (3592). The location of the Debtor’s corporate headquarters and the service address for the Debtor is: 10 S. Riverside Plaza, Suite 1800, Chicago, IL 60606.

2. The TOPrS Indenture Trustee Fees (including the fees and expenses of U.S. Bank's counsel, Shipman & Goodwin LLP ("Shipman") and the predecessor trustee's counsel, Kaye Scholer LLP ("Kaye Scholer") are allowed in the amount of \$328,993.76, comprised of: (a) with respect to U.S. Bank \$6,179.13 in fees and expenses during the Postpetition Period; (b) with respect to Shipman \$13,760.49 in fees and expenses during the Postpetition Period; and (c) with respect to Kaye Scholer: (1) \$79,270.94 in fees and expenses during the Prepetition Period; and (2) \$229,783.20 in fees and expenses during the Postpetition Period.

3. The Reorganized Debtor shall, as soon as practicable, pay the TOPrS Indenture Trustee Fees to (or at the direction of) U.S. Bank, in full, in cash.

4. This Court shall retain jurisdiction with respect to all matters arising out of or related to the implementation of this Order.

Dated:

UNITED STATES BANKRUPTCY JUDGE