

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

In re:) Chapter 11
)
)
CORUS BANKSHARES, INC.,¹) Case No. 10-26881 (PSH)
)
) Hearing Date: August 3, 2010,
) 11:00 a.m., C.T.
Debtor.)

NOTICE OF APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CORUS BANKSHARES, INC. FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KILPATRICK STOCKTON LLP AS ITS ATTORNEYS, RETROACTIVE TO JUNE 28, 2010

PLEASE TAKE NOTICE that on **August 3, 2010 at 11:00 a.m. C.T.**, or as soon thereafter as counsel may be heard, we shall appear before the Honorable Pamela S. Hollis in Courtroom 644 in the United States Courthouse, 219 South Dearborn Street, Chicago, Illinois, or before any other judge who may be sitting in her place and stead, and present the attached **Application of the Official Committee of Unsecured Creditors of Corus Bankshares, Inc. for Entry of an Order Authorizing the Employment and Retention of Kilpatrick Stockton LLP as Its Attorneys, Retroactive to June 28, 2010**, at which time and place you may appear if you so desire.

PLEASE TAKE FURTHER NOTICE that any objection must be filed with the Court by **July 27, 2010 at 4:00 p.m. C.T.** and served by such time on: (a) proposed counsel to the Official Committee of Unsecured Creditors, Attn: Todd C. Meyers, Esq. and Deborah M. Gutfeld, Esq. (b) counsel to the Debtor; (c) the Office of the United States Trustee for the Northern District of Illinois, Attn: Richard C. Friedman, Esq.; (d) counsel to the indenture trustee for each of the Debtor's subordinated debentures; (e) the Securities and Exchange Commission; (f) the Internal Revenue Service; (g) the Federal Deposit Insurance Corporation; (h) the United States Attorney for the Northern District of

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.

Illinois; (i) the Civil Process Clerk, United States Attorney's Office for the Northern District of Illinois; and (j) the Attorney General of the United States, Washington, D.C.

Dated: July 16, 2010

Respectfully submitted,

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CORUS BANKSHARES, INC.

By: /s/ Todd C. Meyers

Todd C. Meyers (ARDC # 90785773)
Sameer K. Kapoor (Georgia Bar No. 407525)

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and

By: /s/ Deborah M. Gutfeld
Deborah M. Gutfeld (ARDC # 6272331)

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*Proposed Counsel for the Official
Committee of Unsecured Creditors of
Corus Bankshares, Inc.*

CERTIFICATE OF SERVICE

Deborah M. Gutfeld, an attorney, certifies that on July 16, 2010, she caused the foregoing *Application of the Official Committee of Unsecured Creditors of Corus Bankshares, Inc. for Entry of an Order Authorizing the Employment and Retention of Kilpatrick Stockton LLP as Its Attorneys, Retroactive to June 28, 2010* (the “Application”) to be filed electronically. Notice of this filing was sent by operation of the Court’s electronic filing system to the following parties:

Jeff W. Gettleman jgettleman@kirkland.com	David R. Seligman dseligman@kirkland.com
William T. Neary USTPRegion11.ES.ECF@usdoj.gov	Frank F. McGinn, Esq. ffm@bostonbusinesslaw.com
Michael D. Messersmith mmessersmith@kayescholer.com	Mark Berkoff mberkoff@ngelaw.com
Deborah M. Gutfeld dgutfeld@ngelaw.com	Nicholas M. Miller nmiller@ngelaw.com
Deborah J. Bisco bisco.deborah@pbgc.gov	Sonia U. Chae chaes@sec.gov

In addition, the parties listed on the attached service lists were served via electronic mail if an e-mail address is listed and via first class mail, postage prepaid, if there is no e-mail address.

Parties may access this filing through the Court’s CM/ECF system.

/s/ Deborah M. Gutfeld
Deborah M. Gutfeld (ARDC #06272331)
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Bank of America NA
(RE: Unsecured Creditors Committee)
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Dept of the Treasury - IRS
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Benefit Payment Control Division
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Attn: Civil Process Clerk
Northern Distr of IL, Eastern Div
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Office of the United States Atty
Northern Distr of IL, Eastern Div
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Office of The United States Trustee
Richard C. Friedman
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Deborah J Bisco
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US Bank NA
(RE: Unsecured Creditors Committee)
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US Environmental Protection Agency
Richard L Nagle
Bankruptcy Contact
US EPA Region 5 Mail Code C-14J
Chicago, IL 60604

Wells Fargo Bank NA
(RE: Unsecured Creditors Committee)
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Wilmington Trust Company
(RE: Unsecured Creditors Committee)
Steven Cimalore
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**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

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

APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF CORUS BANKSHARES, INC. FOR ENTRY OF AN ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION OF KILPATRICK STOCKTON LLP AS ITS ATTORNEYS, RETROACTIVE TO JUNE 28, 2010

The Official Committee of Unsecured Creditors of Corus Bankshares, Inc. (the “Committee”) submits to this Court its application (the “Application”) for an order authorizing the Committee to retain and employ the law firm of Kilpatrick Stockton LLP (“Kilpatrick Stockton”) as its attorneys, retroactive to June 28, 2010, and in support thereof respectfully shows this Court as follows:

JURISDICTION, VENUE AND STATUTORY PREDICATE

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding pursuant to 28 U.S.C. § 157(b)(2).
2. Venue is proper pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory predicates for the relief requested herein are §§ 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”) and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

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.

BACKGROUND

4. On June 15, 2010 (the "Petition Date"), the Debtor filed a voluntary petition with this Court under chapter 11 of the Bankruptcy Code. The Debtor is operating its business and managing its property as a debtor in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No request for the appointment of a trustee or examiner has been made in this chapter 11 case.

5. On June 28, 2010, pursuant to section 1102 of the Bankruptcy Code, the United States Trustee appointed five creditors to serve on the Committee in connection with this chapter 11 case. The members of the Committee are: (i) U.S. Bank, N.A. as Indenture Trustee for Corus Statutory Trusts I, III & V; (ii) The Bank of New York Mellon Trust Company, N.A., as Indenture Trustee for Corus Statutory Trust II, IV, VI, VIII & IX; (iii) Wilmington Trust Company, as Indenture Trustee for Corus Statutory Trusts VII, X & XIII; (iv) Wells Fargo Bank, N.A., as Indenture Trustee for Corus Statutory Trust XII; and (v) Bank of America, N.A. as Indenture Trustee for Corus Statutory Trust XI.

6. On June 28, 2010, the Committee, in connection with the exercise of its powers and the performance of the duties conferred upon it pursuant to section 1103 of the Bankruptcy Code, selected Kilpatrick Stockton as its legal counsel. By submission of this Application, the Committee requests that this Court enter an order authorizing the Committee to retain and employ Kilpatrick Stockton, retroactive to June 28, 2010, to render legal advice and services to the Committee as described herein and in the Declaration of Todd C. Meyers in Support of Application of the Official Committee of Unsecured Creditors of Corus Bankshares, Inc. for Entry of an Order Authorizing the Employment and Retention of Kilpatrick Stockton LLP as Its Attorneys, Retroactive to June 28, 2010 (the "Meyers Declaration"), attached hereto as Exhibit A.

RELIEF REQUESTED

7. Subject to this Court's approval, the Committee desires to retain and employ Kilpatrick Stockton as its attorneys in connection with the Debtor's chapter 11 case and all related matters. Pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code and Bankruptcy Rule 2014, the Committee respectfully requests that this Court enter an order authorizing the Committee to retain Kilpatrick Stockton as its attorneys, with such employment being retroactive to June 28, 2010 (the date of the Committee's selection of Kilpatrick Stockton), to perform the legal services that will be necessary during the chapter 11 case.

BASIS FOR RELIEF

Kilpatrick Stockton's Experience

8. The Committee chose Kilpatrick Stockton because of the firm's knowledge with regard to debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. The attorneys in Kilpatrick Stockton's Bankruptcy and Financial Restructuring Group have extensive experience in all aspects of chapter 11 cases, having represented debtors, secured creditors, unsecured creditors, creditors' committees, chapter 11 trustees, examiners, liquidating trustees, and various other constituencies. Accordingly, Kilpatrick Stockton has the necessary background and experience to deal effectively with the potential legal issues and problems that may arise in the context of this chapter 11 case.

9. With particular relevance to this case, Kilpatrick Stockton currently represents the unsecured creditors' committee in In re BankUnited Financial Corporation, et. al., Chapter 11 Case No. 09-19940-LMI, pending in the United States Bankruptcy Court for the Southern District of Florida. In addition, Kilpatrick Stockton previously represented the unsecured creditors' committee in In re NetBank, Inc., Chapter 11 Case Co. 3:07-bk-04295-JAF, pending in the

United States Bankruptcy Court for the Middle District of Florida, and, following confirmation of a plan in that bankruptcy case, now represents the Liquidating Supervisor who was appointed pursuant to the confirmed plan. The BankUnited and NetBank cases similarly involve the chapter 11 filings of bank holding companies for failed subsidiary banks. Moreover, since approximately September 28, 2009, Kilpatrick Stockton represented Wilmington Trust in connection with the Debtor's outstanding indebtedness owing to it.² Accordingly, Kilpatrick Stockton has the necessary background, experience, and expertise to deal effectively with the myriad of potential legal issues and problems that may arise in the context of this chapter 11 case.

10. The Committee believes that Kilpatrick Stockton is both well qualified and able to represent the Committee in this chapter 11 case efficiently and in a manner consistent with the Committee's fiduciary responsibilities imposed under section 1103 and otherwise in the Bankruptcy Code.

Services to be Provided

11. The Committee believes Kilpatrick Stockton is qualified to represent it in this case. The Committee anticipates that Kilpatrick Stockton will, in connection with this chapter 11 case and subject to orders of this Court, provide the following services, among others, to the Committee:

- a. rendering legal advice regarding the Committee's organization, duties and powers in this case;
- b. assisting the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor, the possible monetization of the Debtor's tax

² Since its selection as proposed counsel to the Committee, Kilpatrick Stockton has not represented Wilmington Trust, which has now retained replacement counsel.

assets, and any other matters relevant to this case or the formulation and analysis of any plan of reorganization or plan of liquidation;

- c. attending meetings of the Committee and meetings with the Debtor, its attorneys and other professionals, as requested by the Committee;
- d. representing the Committee in hearings before the Court;
- e. assisting the Committee in preparing all necessary motions, applications, responses, reports and other pleadings in connection with the administration of this case; and
- f. providing such other legal assistance as the Committee may deem necessary and appropriate.

12. Kilpatrick Stockton intends to work closely with the Debtor's representatives, the Committee's local counsel, and other professionals retained by the Committee to ensure that there is no unnecessary duplication of services charged to the Debtor's estate.

Professional Compensation

13. Kilpatrick Stockton intends to seek compensation for professional services rendered in connection with the Debtor's case, subject to the Court's approval, and in compliance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the fee guidelines established by the Executive Office of the United States Trustee and the Court's Orders, plus seek reimbursement of actual, necessary expenses and other charges that Kilpatrick Stockton incurs.

14. Kilpatrick Stockton proposes to charge the Committee for its legal services on an hourly basis in accordance with its ordinary and customary rates, which are in effect on the day the services are rendered. The hourly rates are subject to periodic adjustment to reflect economic and other conditions and are consistent with the rates charged elsewhere.

15. At the current time, Kilpatrick Stockton's hourly rates for matters implicated in the Debtor's case range as follows:

Partners	\$375.00 - \$785.00
Counsel	\$310.00 - \$725.00
Associates	\$175.00 - \$465.00
Paralegals	\$120.00 - \$265.00

These rates are set at a level designed to compensate the firm fairly for the work of its professionals and to cover fixed and routine overhead expenses.

16. The Committee has also agreed that Kilpatrick Stockton will be reimbursed from the Debtor's estate, subject to the Court's approval, for all actual out-of-pocket expenses incurred by the firm on the Committee's behalf, such as telephone and telecopier toll and other charges, express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, computerized research, transcription costs, as well as non-ordinary overhead expenses, as more fully set forth in the Meyers Declaration.

17. Kilpatrick Stockton will charge the estate for its fees and expenses in a manner and at rates consistent with charges made generally to the firm's other clients and all requests for reimbursement of expenses will be consistent with guidelines established by the Bankruptcy Court and/or the Executive Office of the United States Trustee.

18. The Committee has been advised that Kilpatrick Stockton will use every effort to staff the engagement in a cost-effective manner, including utilizing the firm's legal assistants to handle those aspects of this case that can be best managed by a legal assistant.

Kilpatrick Stockton Represents No Other Entity Having an "Adverse Interest"

19. The Committee has been advised that Kilpatrick Stockton does not represent any other entity having an "adverse interest" in connection with this chapter 11 case, as detailed in section 1103(b) of the Bankruptcy Code.

20. Kilpatrick Stockton has advised the Committee that it will periodically review its files during the pendency of the Debtor's case to ensure that no conflicts or other disqualifying circumstances exist or arise and if any new relevant facts or relationships are discovered or arise, the firm will use reasonable efforts to identify such further developments by filing a supplemental declaration.

21. The Committee believes that Kilpatrick Stockton is eminently qualified to represent it in this chapter 11 case and that the retention of Kilpatrick Stockton will allow the Committee to carry out its fiduciary duties, and is in the best interest of the creditors of the Debtor and the estate.

NOTICE

22. Notice of this Application is being provided to: (a) the Debtor and its counsel; (b) the Office of the United States Trustee for this region; (c) members of the Committee; (d) counsel to the indenture trustee for each of the Debtor's subordinated debentures; (e) the Securities and Exchange Commission; (f) the Internal Revenue Service; (g) the Federal Deposit Insurance Corporation; (h) the United States Attorney for the Northern District of Illinois; (i) the Civil Process Clerk, United States Attorney's Office for the Northern District of Illinois; (j) the Attorney General of the United States, Washington, D.C.; and (k) those parties who have filed notices of appearance in this chapter 11 case. In light of the nature of the relief requested, the Committee respectfully submits that no further notice is necessary.

NO PRIOR REQUEST

23. No prior application for the relief requested herein has been made to this or any other court.

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit B, authorizing it to retain and employ Kilpatrick Stockton, with such employment being retroactive to June 28, 2010 (the date the Committee selected Kilpatrick Stockton to serve as its counsel), and for such other and further relief as may be just and proper under the circumstances.

Dated: July 16, 2010.

**OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CORUS BANKSHARES, INC.**

By: Chair of the Official Committee of Unsecured
Creditors of Corus Bankshares, Inc.



The Bank of New York Mellon Trust Company, N.A.
By: J. Chris Matthews

EXHIBIT A

UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION

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

**DECLARATION OF TODD C. MEYERS IN SUPPORT OF
APPLICATION OF THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF CORUS BANKSHARES, INC. FOR ENTRY OF AN ORDER
AUTHORIZING THE EMPLOYMENT AND RETENTION OF KILPATRICK
STOCKTON LLP AS ITS ATTORNEYS, RETROACTIVE TO JUNE 28, 2010**

STATE OF GEORGIA)
COUNTY OF FULTON)

In accordance with 28 U.S.C. § 1746, I, Todd C. Meyers, declare under penalty of perjury that the foregoing is true and correct and state as follows:

1. I am over twenty-one (21) years of age, of sound mind, and in all respects qualified to make this declaration. I have personal knowledge of the facts stated herein.

2. I am a partner in the law firm of Kilpatrick Stockton LLP (the “Firm”), which, inter alia, has offices at 1100 Peachtree Street, Suite 2800, Atlanta, Georgia 30309. The Firm employs over 400 attorneys located in offices in Atlanta, Augusta, Charlotte, Dubai, New York, Raleigh, Stockholm, Washington, D.C., and Winston-Salem. I am admitted to practice and a

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member in good standing of the Bar of the State of Georgia, and am admitted to practice before, among other courts, the United States District Court for the Northern District of Illinois, and the United States District Court for the Northern District of Georgia.

3. The Firm has agreed to be retained and employed to provide legal services and assistance to the Official Committee of Unsecured Creditors of Corus Bankshares, Inc. (the “Committee”), and I provide this declaration pursuant to sections 328 and 1103(b) of Title 11, United States Code (the “Bankruptcy Code”), and Rules 2014(a) and 5002 of the Federal Rules of Bankruptcy Procedure, in support of an order authorizing such retention and employment, retroactive to June 28, 2010, the date when the Committee selected the Firm as its counsel in this case.

4. The Debtor is a sizable financial institution and has many creditors, employees, and other relationships. A firm the size of Kilpatrick Stockton LLP necessarily will have, in connection with cases of this magnitude, some contacts and relationships with parties in interest, their affiliates, agents, or employees. The Firm does not represent the separate interests of any such parties in interest in this case. Additionally, the Firm’s partners, counsel, associates, paralegals, and staff members may, in the ordinary course of their personal affairs, have relationships with certain creditors and other parties in interest. Additionally, the Firm and its representatives have contacts and relationships with other professionals associated with this bankruptcy case.

5. Based upon the conflicts search performed to date by the Firm’s conflicts’ department and described herein, to the best of my knowledge, the Firm, which seeks to be employed to serve as counsel for the Committee, does not represent any other entity having an

adverse interest in connection with the Debtor's case within the meaning of section 1103(b) of the Bankruptcy Code.

6. The Firm has searched its conflicts database for any connections to (i) the Debtor; (ii) current and recent former directors and officers of the Debtor [as enumerated on Schedule 1 to David R. Seligman's declaration (the "Seligman Declaration) which was filed in support of the Debtor's application to employ Kirkland & Ellis LLP as its attorneys in this Chapter 11 case]; (iii) former employees of the Debtor (as enumerated on Schedule 1 to the Seligman Declaration); (iv) the Debtor's professionals (as enumerated on Schedule 1 to the Seligman Declaration); (v) shareholders (as enumerated on Schedule 1 to the Seligman Declaration); (vi) taxing authorities (as enumerated on Schedule 1 to the Seligman Declaration); (vii) trust preferred securities trustees (as enumerated on Schedule 1 to the Seligman Declaration); (viii) vendors (as enumerated on Schedule 1 to the Seligman Declaration); (ix) United States Trustee, Judges, and court contacts for the Northern District of Illinois - Eastern Division (and Key Staff Members) (as enumerated on Schedule 1 to the Seligman Declaration); and (x) other potential parties in interest, including, the Federal Deposit Insurance Corporation and the twenty (20) largest unsecured creditors of the Debtor.

7. With respect to the Firm's current representation of the various creditors or other parties in the categories enumerated in the preceding paragraph, the Firm discloses the following relationships:

A. Wilmington Trust Company ("Wilmington Trust") is one of the members of the Committee in this chapter 11 case. Prior to its retention by the Committee, the Firm represented Wilmington Trust with regard to the Debtor's outstanding indebtedness owing to it, and is currently owed approximately \$45,000.00 as of

June 15, 2010 (the “Petition Date”) for services rendered prior to the Petition Date and an additional amount of approximately \$10,000.00 for services rendered after the Petition Date and until termination of its services upon retention by the Committee. The Firm and Wilmington Trust have agreed (as is the case with the Firm’s representation of Wilmington Trust in other bankruptcy matters) that the Firm will not receive any payment in respect of the fees outstanding, unless and until Wilmington Trust receives a distribution on account of its unsecured claim against the Debtor’s bankruptcy estate, or as otherwise provided in a plan or court order. However, the Firm anticipates that after the instant case is resolved and a distribution is made to Wilmington Trust, the outstanding amounts described herein will be paid. In addition, in three other pending chapter 11 cases, the Firm represented creditors’ committees on which Wilmington Trust served. In one of those cases, Wilmington Trust continues to serve on the creditors’ committee, and in another, Wilmington Trust continues to serve on the post-confirmation committee. The Firm also represents Wilmington Trust in its capacity as indenture trustee in several other matters.

- B. The Bank of New York Mellon Trust Company, N.A. (formerly The Bank of New York) (“BNY”) is another of the members of the Committee in this chapter 11 case. The Firm has previously represented and may currently represent BNY, or entities related thereto, in matters unrelated to this chapter 11 case. In addition, BNY serves on creditors’ committees in other cases in which the Firm represents the committee or another committee member.

- C. U.S. Bank, N.A. (“U.S. Bank”) is another one of the members of the Committee in this chapter 11 case. In another pending chapter 11 case, the Firm represented the creditors’ committee on which U.S. Bank served. U.S. Bank continues to serve on the post-confirmation committee in that case. In addition, US Bank serves on a creditors’ committee in which the Firm represents another committee member. The Firm has represented and may continue to represent entities related to U.S. Bank in matters unrelated to this chapter 11 case.
- D. Wells Fargo Bank, N.A. is one of the members of the Committee in this chapter 11 case. The Firm has represented and will continue to represent Wells Fargo Bank, N.A. and other Wells Fargo entities (collectively, “Wells Fargo”) in matters unrelated to this chapter 11 case. In one other pending chapter 11 case, the Firm represented the creditors’ committee on which Wells Fargo served. Wells Fargo continues to serve on the post-confirmation committee in that case.
- E. Bank of America, N.A. (“BOA”) is one of the members of the Committee in this chapter 11 case. The Firm has represented and may continue to represent BOA in matters unrelated to this chapter 11 case.
- F. Deloitte Tax is a vendor of the Debtor in this chapter 11 case. The Firm has represented and may continue to represent Deloitte & Touche, as well as entities related thereto, in matters unrelated to this chapter 11 case.
- G. The Firm represented TriMont Real Estate Advisors, Inc. (“TriMont”) in negotiating a servicing agreement with regard to a pool of Corus Bank assets

sold by the FDIC, in its capacity as receiver for the bank. TriMont was retained to service the assets for the purchasing entity. The Firm continues to represent TriMont with respect to various specially serviced loans unrelated to this chapter 11 case.

8. The information listed in this declaration may change during the pendency of this case. I or another attorney of the Firm will update this declaration, as necessary, should the Firm become aware of new material information.

9. The Firm has extensive experience and knowledge with regard to debtors' and creditors' rights and business reorganizations under chapter 11 of the Bankruptcy Code. The members of the Firm's Bankruptcy and Financial Restructuring Group have extensive experience and expertise in all aspects of chapter 11 cases, having represented debtors, secured creditors, unsecured creditors, creditors' committees, chapter 11 trustees, examiners, plan liquidating trustees, examiners, and various other constituencies, including representations of creditors' committees, indenture trustees, and noteholders in a number of bank holding company cases like this one. Accordingly, the Firm has the necessary background and experience to deal effectively with the potential legal issues and problems that may arise in the context of this chapter 11 case.

10. The anticipated duties and responsibilities of the Firm in this chapter 11 case, which at the request of the Committee, have commenced as of June 28, 2010 (the date on which the Committee selected our Firm as its counsel), include, but are not limited to, the following:

- a. rendering legal advice regarding the Committee's organization, duties and powers in this case;
- b. assisting the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor, the possible monetization of the Debtor's tax

assets, and any other matter relevant to this case or the formulation and analysis of any plan of reorganization or plan of liquidation;

- c. attending meetings of the Committee and meetings with the Debtor, its attorneys and other professionals, as requested by the Committee;
- d. representing the Committee in hearings before the Court;
- e. assisting the Committee in preparing all necessary motions, applications, responses, reports and other pleadings in connection with the administration of this case; and
- f. providing such other legal assistance as the Committee may deem necessary and appropriate.

11. It is the intention of the Firm to seek compensation for its services to the Committee in accordance with the normal hourly rates that it charges to its other clients. At the current time, the Firm's standard hourly billing rates for those professionals most likely to be involved in this case are as follows:

Partners	\$375.00 - \$785.00
Counsel	\$310.00 - \$725.00
Associates	\$175.00 - \$465.00
Paralegals	\$120.00 - \$265.00

My current hourly billing rate is \$625.00, and the current hourly billing rate for Sameer Kapoor, an attorney in our Bankruptcy and Financial Restructuring Group who is anticipated to be the primary associate assisting me in the representation of the Committee, is \$320.00. These rates are adjusted by Kilpatrick Stockton from time to time. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature. These rates are set at a level designed to compensate the Firm fairly for the work of its attorneys, paralegals, and certain other professionals, and to cover fixed and routine overhead expenses.

12. It is the Firm's policy to charge its clients in all areas of practice for additional expenses incurred in connection with the client's case. The expenses charged to clients include, among other things, telephone and telecopier toll and other charges, express mail charges, special or hand delivery charges, document processing, photocopying charges, travel expenses, computerized research, transcription costs, as well as non-ordinary overhead expenses. The Firm will charge the estate for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients.

13. Kilpatrick Stockton has stated its desire and willingness to act in this case and render the necessary professional services as counsel to the Committee. Kilpatrick Stockton will bill for services rendered and out-of-pocket expenses incurred pursuant to the Bankruptcy Code, Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure, applicable U.S. Trustee guidelines, and future orders of the Court.

14. Except for the continuing representation of the Committee, neither I nor the Firm has or will represent any other entity in connection with this case and neither I nor the Firm will accept any fee from any other party or parties in this case, except fees paid by the Debtor's estate for services rendered by the Firm on behalf of the Committee. No agreement exists between the Firm and anyone else regarding the sharing of payments to be received by the Firm in connection with the representation of the Committee in the Debtor's Chapter 11 case.

15. The proposed employment of Kilpatrick Stockton is not prohibited by or improper under Bankruptcy Rule 5002. I am not related, and to the best of my knowledge, no attorney at Kilpatrick Stockton is related to any United States Bankruptcy Judge for the Northern District of Illinois or to the United States Trustee for this region or any employee in that office.

16. I am, and those other members of the Firm's Bankruptcy and Financial Restructuring Group who are resident in the Atlanta office are, members in good standing of the State Bar of Georgia. The Firm has had substantial experience and practice before bankruptcy courts throughout the nation.

In accordance with 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Executed on July 16, 2010.

/s/ Todd C. Meyers
Todd C. Meyers

EXHIBIT B

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

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

**ORDER AUTHORIZING THE EMPLOYMENT AND RETENTION
OF KILPATRICK STOCKTON LLP AS ATTORNEYS FOR THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF
CORUS BANKSHARES, INC., RETROACTIVE TO JUNE 28, 2010**

This matter is before the Court upon the Application of the Official Committee of Unsecured Creditors of Corus Bankshares, Inc. for Entry of an Order Authorizing the Employment and Retention of Kilpatrick Stockton LLP as Its Attorneys, Retroactive to June 28, 2010 (the “Application”), filed by the Official Committee of Unsecured Creditors (the “Committee”) on July ___, 2010, pursuant to sections 328 and 1103 of Title 11 of the United States Code (the “Bankruptcy Code”), and Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”). In the Application, the Committee seeks authority to retain and employ Kilpatrick Stockton LLP (“Kilpatrick Stockton”) as its attorneys, with such employment being retroactive to June 28, 2010, the date on which the Committee selected Kilpatrick Stockton to serve as its counsel. Upon the representations that, while employed by the Committee, Kilpatrick Stockton does not represent any other entity having an adverse

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.

interest in connection with the chapter 11 case in accordance with section 1103(b) of the Bankruptcy Code, and that Kilpatrick Stockton has disclosed any connections with parties set forth in Rule 2014 of the Bankruptcy Rules; and it appearing that the relief requested in the Application is in the best interest of the Committee and the Debtor's estate, and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b), and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409, and having reviewed the Application and the accompanying Declaration of Todd C. Meyers in Support of Application of the Official Committee of Unsecured Creditors of Corus Bankshares, Inc. for Entry of An Order Authorizing the Employment and Retention of Kilpatrick Stockton LLP As Its Attorneys, Retroactive to June 28, 2010, the Court finds and determines that Kilpatrick Stockton does not represent any other entity having an adverse interest in connection with the chapter 11 case in accordance with section 1103(b) of the Bankruptcy Code. Due and proper notice of the Application having been provided, and it appearing that no other or further notice is necessary or required, and the Court having reviewed the Application and having heard the statements in support of the relief requested therein at a hearing before the Court (the "Hearing"), and the Court having determined that the legal and factual bases set forth in the Application and at the Hearing establish just cause for the relief granted herein, and upon all of the proceedings had before the Court, and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Application is **GRANTED** as set forth herein.
2. Pursuant to sections 328 and 1103(a) of the Bankruptcy Code and Rule 2014 of the Bankruptcy Rules, the Committee is authorized to employ and retain Kilpatrick Stockton as its

counsel in this chapter 11 case, with such employment being retroactive to June 28, 2010, the date of the Committee's selection of Kilpatrick Stockton to serve in this capacity.

3. Kilpatrick Stockton is authorized to render professional services to the Committee in connection with this chapter 11 case, as described in the Application, that may include, but shall not be limited to, the following services:

- a. rendering legal advice regarding the Committee's organization, duties and powers in this case;
- b. assisting the Committee in its investigation of the acts, conduct, assets, liabilities and financial condition of the Debtor, the possible monetization of the Debtor's tax assets, and any other matters relevant to this case or the formulation and analysis of any plan of reorganization or plan of liquidation;
- c. attending meetings of the Committee and meetings with the Debtor, its attorneys and other professionals, as requested by the Committee;
- d. representing the Committee in hearings before the Court;
- e. assisting the Committee in preparing all necessary motions, applications, responses, reports and other pleadings in connection with the administration of this case; and
- f. providing such other legal assistance as the Committee may deem necessary and appropriate.

4. Kilpatrick Stockton shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with this chapter 11 case in accordance with the applicable provisions of the Bankruptcy Code, the Bankruptcy Rules, the

Local Bankruptcy Rules, the United States Trustee Guidelines, and any other applicable procedures and orders of this Court.

5. Notice of the Application as provided therein shall be deemed good and sufficient notice of such Application and the requirements of the Bankruptcy Rules and the Local Bankruptcy Rules are satisfied by such notice.

6. This Court shall retain jurisdiction over any and all issues arising from or related to the implementation and interpretation of this Order.

Dated: _____
Chicago, Illinois

United States Bankruptcy Judge