

**EXHIBIT A**

UNITED STATES BANKRUPTCY COURT  
NORTHERN DISTRICT OF ILLINOIS  
EASTERN DIVISION

In re: )  
 ) Chapter 11  
 )  
CORUS BANKSHARES, INC.,<sup>1</sup> )  
 ) 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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<sup>1</sup> 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.

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