

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