

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

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In re:	) Chapter 11
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CORUS BANKSHARES, INC., <sup>1</sup>	) Case No. 10-26881 (PSH)
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Debtor.	)
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**ORDER AUTHORIZING THE OFFICIAL COMMITTEE  
OF UNSECURED CREDITORS OF CORUS BANKSHARES, INC. TO  
RETAIN AND EMPLOY FTI CONSULTING, INC.  
AS FINANCIAL ADVISORS, RETROACTIVE TO JUNE 28, 2010**

Upon the application (the "Application") of the Official Committee of Unsecured Creditors (the "Committee") of Corus Bankshares, Inc. (the "Debtor") for an order pursuant to section 1103 of chapter 11 of title 11 of the United States Code (the "Bankruptcy Code"), authorizing the Committee to retain FTI Consulting, Inc. ("FTI") as financial advisors; and upon the Affidavit of Samuel Star in support of the Application; and due and adequate notice of the Application having been given; and it appearing that no other notice need be given; and it appearing that FTI is not representing any other entities having an adverse interest in connection with this case; and it appearing that the relief requested in the Application is in the best interest of the Committee; after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

<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.

1. The Application is GRANTED as set forth herein.
2. The capitalized terms not defined herein shall have the meanings ascribed to them in the Application.
3. In accordance with section 1103 of the Bankruptcy Code, the Committee is authorized to employ and retain FTI as its financial advisors on the terms set forth in the Application, with such employment being retroactive to June 28, 2010.
4. FTI shall be compensated in accordance with the procedures set forth in sections 330 and 331 of the Bankruptcy Code and such Bankruptcy Rules as may then be applicable, from time to time, and such procedures as may be fixed by order of this Court.
5. FTI is entitled to reimbursement of actual and necessary expenses, including any reasonable legal fees incurred for FTI's defense of its retention and fee applications in this matter, subject to Court approval.
6. FTI will maintain detailed records of actual and necessary costs and expenses incurred in connection with the financial advisory services described in the Application.
7. The following indemnification provisions are approved:
  - a. subject to the provisions of subparagraphs (b) and (c) below, the Debtor is authorized to indemnify, and shall indemnify, FTI for any claims arising from, related to, or in connection with FTI's engagement as financial advisors for the Committee, but not for any claim arising from, related to, or in connection with FTI's post-petition performance of any services other than those in connection with the engagement, unless such post-petition services and indemnification therefor are approved by this Court; and
  - b. the Debtor shall have no obligation to indemnify FTI for any claim or

expense that is either (i) judicially determined (the determination having become final) to have arisen primarily from FTI's bad faith, gross negligence or willful misconduct, or (ii) settled prior to a judicial determination as to FTI's bad faith, gross negligence or willful misconduct, but determined by this Court, after notice and a hearing pursuant to subparagraph (c) infra, to be a claim or expense for which FTI is not entitled to receive indemnity under the terms of the Application; and

- c. if, before the earlier of (i) the entry of an order confirming a chapter 11 plan in this case (that order having become a final order no longer subject to appeal), and (ii) the entry of an order closing this chapter 11 case, FTI believes that it is entitled to the payment of any amounts by the Debtor on account of the Debtor's indemnification obligations under the Application, including, without limitation, the advancement of defense costs, FTI must file an application therefor in this Court, and the Debtor may not pay any such amounts to FTI before the entry of an order by this Court approving the payment. This subparagraph (c) is intended only to specify the period of time under which the Court shall have jurisdiction over any request for fees and expenses by FTI for indemnification, and not as a provision limiting the duration of the Debtor's obligation to indemnify FTI.

8. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this order

Dated: \_\_\_\_\_, 2010  
Chicago, Illinois

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Honorable Pamela S. Hollis  
United States Bankruptcy Judge