

IN THE CIRCUIT COURT OF COOK COUNTY, ILLINOIS
COUNTY DEPARTMENT, CHANCERY DIVISION

FILED

JAMES J. MORROW, et al.,)	FEB 09 1998
)	
Plaintiffs,)	AURELIA PUCINSKI
)	CLERK OF CIRCUIT COURT
v.)	No. 96 CH 11208
)	
THEODORE H. ROBERTS, et al.,)	Honorable Aaron Jaffe
)	
Defendants.)	

STIPULATION FOR CERTIFICATION OF CLASS

Plaintiffs James J. Morrow, Patricia Morrow and Morris Weiser, and defendants Theodore H. Roberts, William H. Tyda, Jerome P. Croke, Jay T. Fitts, Robert H. Jones, William E. Long, Robert L. Brigham, James Sherman, Robert J. Taylor, LaSalle Talman Bank, F.S.B. and ABN AMRO North America, Inc., by and through their respective counsel, hereby stipulate and agree as follows:

1. Without any admission regarding liability or damages by any party, the present action may proceed pursuant to 735 ILCS 5/2-801 et seq., and may be maintained as a class action as to claims asserted in Counts I, III, and IV of the Amended Complaint (the "Class Claims"), in that:

- a) The class of plaintiffs is so numerous that joinder of all members is impracticable;

- b) There are questions of fact and law common to the class, which common questions predominate over any questions affecting only individual class members;
- c) Plaintiff Morris Weiser, as a representative party, will fairly and adequately protect the interests of the class; and
- d) A class action is an appropriate method for the fair and efficient adjudication of the controversy.

2. Plaintiffs James J. Morrow and Patricia Morrow shall not be or act in any way as class representatives for the class action counts (I, III and IV), but shall still be entitled to be class members as to the Class Claims. All claims asserted in Count II of the Amended Complaint and as alleged in the Amended Complaint's general allegations at ¶¶ 53-58 based on purported representations by defendant Roberts to plaintiff Morrow, shall proceed only as individual claims and not as class claims.

3. In accordance with the foregoing, the parties agree to the definition and certification of the following plaintiff class:

All persons, other than named defendants, who owned shares of stock in the Talman Home Federal Savings and Loan Association of Illinois ("Talman") as of September 6, 1991 and whose shares of Talman stock were subject to being purchased for \$10.00 per share by a subsidiary of ABN AMRO, North America, Inc. ("ABN"), pursuant to the terms of the merger between Talman and ABN.

4. Plaintiff's class counsel shall be the designated counsel at Quinlan & Crisham, Ltd., Sperling, Slater & Spitz, P.C., and Martin J. Healy, Jr. & Associates.

JAMES J. MORROW, PATRICIA MORROW and MORRIS WEISER

THEODORE H. ROBERTS, WILLIAM H. TYDA, JEROME P. CROKE, JAY T. FITTS, ROBERT H. JONES, WILLIAM E. LONG, ROBERT L. BRIGHAM, JAMES SHERMAN, ROBERT J. TAYLOR, LASALLE TALMAN BANK, F.S.B. and ABN AMRO NORTH AMERICA, INC.

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