

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

JAMES J. MORROW, et al.,)	
)	
Plaintiffs,)	
)	
v.)	No. 96 CH 11208
)	
THEODORE H. ROBERTS, et al.,)	Judge Aaron J. Jaffe
)	
Defendants.)	

ORDER

This matter coming to be heard for a hearing on the parties' request for final approval of the Second Revised Stipulation of Settlement (the "Settlement"), no members of the Plaintiff Class having filed or served objections to the Settlement, the Court having reviewed the terms of the Settlement and being fully advised in the premises, the Court hereby finds and orders as follows:

1. The Plaintiff Class, comprised of the former shareholders of Talman Home Federal Savings and Loan Association ("Talman"), has alleged that the former Talman shareholders were improperly denied the right to participate in a supervisory goodwill claim brought against the federal government by Talman's successor, entitled *LaSalle Talman Bank, F.S.B. v. United States*, No. 92-652C (Cl. Ct.) ("the LaSalle federal action").
2. The defendants have strongly denied and continue to strongly deny that they are guilty of any wrongdoing.
3. Developments in the LaSalle federal action have generated considerable uncertainty as to the damages likely to be recovered therein and, therefore, the value of the right to participate in the proceeds thereof as asserted by the Plaintiff Class.
4. Developments in federal supervisory goodwill litigation generally, including the Federal Circuit's decisions in *Glendale Federal Bank FSB v. United States*, 239 F.3d 1374 (Fed. Cir.

February 16, 2001); *California Federal Bank, FSB v. United States*, 245 F.3d 1342 (Fed. Cir. 2001) and *Landmark Land Co., Inc. v. United States*, 256 F.3d 1365 (Fed. Cir. 2001), have generated additional uncertainty as to the damages likely to be recovered in the LaSalle federal action and, therefore, the value of the right to participate in the proceeds thereof as asserted by the Plaintiff Class.

5. Liability in the present action is a matter involving substantial factual and legal issues, determination of which would require considerable litigation and a lengthy trial.

6. In light of developments in the LaSalle federal action, and in federal supervisory goodwill litigation in general, it is possible that the Plaintiff Class could prevail in this action and still obtain little or no ultimate recovery, based on the outcome of the LaSalle federal action.

7. In light of the uncertainties and risks in both this action and in the LaSalle federal action, the parties have engaged in good faith settlement negotiations.

8. The Court has taken an active role in aiding the parties' settlement negotiations, and in ensuring that the interests of the Plaintiff Class have been adequately protected.

9. The interests of the Plaintiff Class have been adequately represented in the prosecution of this litigation, in the settlement negotiations, and in the hearings related to the settlement.

10. The Settlement is the result of good faith and arms-length negotiations among competent counsel.

11. The Settlement provides a guaranteed cash payment to the Plaintiff Class, as well as the right to participate in any ultimate recovery of the LaSalle federal action.

12. In light of the uncertainties and risks in both this action and in the LaSalle federal

action, the Settlement is fair to the Plaintiff Class.

13. In accordance with this Court's October 18, 2004 Order granting preliminary approval to the Settlement, and as set forth in the plaintiffs' Report on Notification of Class Action Settlement, reasonable notice of the proposed settlement was provided to the Plaintiff Class, as follows: (i) notice of the proposed settlement of this action was mailed to the 3,165 addresses in the Talman shareholder database that were current as of the time that notice of class certification was mailed to the Talman shareholders in October 1999; and (ii) notice of the proposed settlement of this action was published in the *Chicago Tribune*, on November 18 and 19, 2004. The foregoing notice reasonably and adequately apprised the Plaintiff Class of the terms of the settlement and their opportunity to object.

14. No members of the Plaintiff Class have filed objections to the Settlement with the Court, and no objections were received by Class counsel.

15. In light of the above findings, in accordance with 735 ILCS 5/2-806, the Settlement is fair, reasonable and adequate and is hereby FINALLY APPROVED.

16. This action is dismissed with prejudice and without costs to any party except as provided in the Settlement.

17. The Court hereby bars and permanently enjoins the Plaintiff Class and its members, from asserting against any party, person or entity any and all claims, demands, or causes of action that are alleged in the Amended Complaint or that could have been alleged by reason of or in connection with any matter or fact set forth or referred to in the Amended Complaint.

18. This Court retains jurisdiction over all matters relating to (i) the enforcement and implementation of the Settlement, (ii) the award to Plaintiffs and class counsel their litigation

expenses and reasonable attorneys' fees; and (iii) the effectuation and enforcement of the provisions of this Order.

19. Notwithstanding the limited retention of jurisdiction by this Court over the Settlement, this Order constitutes a final judgment, and the Court finds that there is no just reason to delay enforcement or appeal of the same.

ENTERED

ENTER:

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JUDGE
AARON JAFFE - 190
