

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA**

DAVID G. RAY, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

TIERONE CORPORATION,
GILBERT G. LUNDSTROM,
EUGENE B. WITKOWICZ,
MICHAEL J. FALBO,
JAMES A. LAPHEN, AND
CHARLES W. HOSKINS,

Defendants.

Lead Case No.: 8:10-cv-00199

DOUGLAS L. STEJSKAL,

Plaintiff,

v.

GILBERT G. LUNDSTROM,

Defendant.

Member Case No.: 4:10-cv-3177

DOUGLAS L. STEJSKAL,

Plaintiff,

v.

JAMES A. LAPHEN,

Defendant.

Member Case No.: 8:10-cv-332

NOTICE OF PENDENCY AND SETTLEMENT OF CLASS ACTION

If you purchased the common stock (“Stock”) of TierOne Corporation (“TierOne” or the “Company”) during the time period from August 9, 2007 through May 14, 2010, inclusive, you could get a payment from a class action settlement (the “Settlement”).

Under law, a federal court has authorized this notice.

Statement of Recovery. If approved by the Court, the Settlement will provide \$3,100,000 (the “Settlement Amount”), plus interest (collectively, the “Gross Settlement Fund”), to pay claims of investors who purchased TierOne Stock during the time period from August 9, 2007 through May 14, 2010, inclusive (the “Class Period”). The Settlement represents an average recovery of \$0.242 per share of TierOne Stock for the 12.8 million shares that were publicly owned and available for trading (TierOne’s “float”) as of May 14, 2010, the end of the Class Period. This estimate solely reflects the average recovery per outstanding share of TierOne Stock and is not an estimate of the actual recovery per share you should expect.

Statement of Potential Outcome. The parties disagree about a number of issues, including but not limited to: (1) whether certain statements or omissions that Lead Plaintiffs allege are attributable to Defendants were material, in any way false, or otherwise actionable under the federal securities laws; (2) the appropriate method for determining the amount by which TierOne shares were allegedly inflated (if at all); (3) the amount by which TierOne shares were allegedly artificially inflated (if at all); (4) the extent to which certain statements or information that Lead Plaintiffs allege were materially false or improperly omitted influenced (if at all) the trading price of TierOne shares; and (5) the extent to which external factors, such as general market and industry conditions, and other information about TierOne, influenced the trading price of TierOne shares.

The parties disagree on the average amount of damages per share that would be recoverable if Lead Plaintiffs were to prevail on their claims.

Lead Plaintiffs estimate that, if the Settlement Class were to prevail on all claims in this litigation through trial and on appeal, the maximum recoverable damages would be \$23 million or \$1.79 per share.

Defendants disagree with Lead Plaintiffs' estimate of the maximum recoverable damages. Defendants contend that even if the Settlement Class were to succeed at trial and on appeal, the maximum damages the Settlement Class could recover is likely to be far closer to the Settlement Amount. Here, on the date Lead Plaintiffs allege the "truth" was revealed, TierOne stock declined \$1.28 per share; therefore, the theoretical maximum damages would be \$1.28 per share for a 12.8 million share float. However, Defendants contend that under federal law that figure overestimates the total damages that the Class Members could recover even if they succeeded at trial and on appeal. First, a significant portion of the price decline is not recoverable because it was caused by broad forces affecting the market. *Dura Pharm., Inc. v. Broudo*, 544 U.S. 336, 342-43 (2005); *Miller v. Asensio & Co.*, 364 F.3d 223, 232 (4th Cir. 2004). For example, on the day the "truth" about TierOne allegedly was revealed, a regional banking index fell \$0.21 per share and several other regional banks declined more than 6%. Assuming the market forces existing that day affected TierOne to a similar extent, the maximum recovery per share would decline from \$1.28 to approximately \$1.07. Second, the portion of the decline caused by other negative information disclosed about TierOne on that date, such as the fact that TierOne faced new regulatory restrictions, is not recoverable. *In re BankAtlantic Bancorp, Inc. Sec. Litig.*, 2011 WL 1585605, at *19-22 (S.D. Fla. Apr. 25, 2011). Third, any damages award would be reduced by the amount of gains each investor made on shares sold at the allegedly inflated price. *Arenson v. Broadcom Corp.*, 2004 WL 3253646, at *2 (C.D. Cal. Dec. 6, 2004). Fourth, the total number of damaged shares (if any) is less than the 12.8 million share float. In securities cases, damaged shares are the shares purchased during the class period and held through the corrective disclosure date, not the total number of publicly held shares. *Kaufman v. Motorola, Inc.*, 2000 WL 1506892, at *1 (N.D. Ill. Sept. 21, 2000).

Lead Plaintiffs disagree with Defendants' contentions.

Statement of Attorneys' Fees and Expenses Sought. Attorneys for the Lead Plaintiffs ("Class Counsel") intend to ask the Court to award them attorneys' fees of approximately one-third of the Settlement Amount, plus reimbursement of litigation costs and expenses of no more than \$100,000. Class Counsel also intends to ask the Court to grant each Lead Plaintiff an award of \$2,500, for a total award of \$7,500. The attorneys' fees and expenses and awards to the Lead Plaintiffs are estimated to average \$0.089 per share of TierOne Stock and, if approved by the Court, will be paid from the Gross Settlement Fund.

Identification of Lead Plaintiffs' Lawyers Representatives. Questions concerning the proposed settlement may be directed to Class Counsel, The Rosen Law Firm, 275 Madison Avenue, 34th Floor, New York, NY 10016. The firm's telephone number is (212) 686-1060.

Reasons for Settlement. Class Counsel has undertaken an extensive factual investigation and analysis of the legal principles applicable to Lead Plaintiffs' claims against Defendants, and of Defendants' defenses to those claims, and has analyzed potential damages with the aid of a financial consultant, including the difficulty of establishing the amount of potential damages attributable to Defendants. Based on that investigation, Lead Plaintiffs and Class Counsel believe the Settlement is fair, reasonable, and adequate to Class Members, and they wish to settle the litigation on the terms and conditions stated in the Settlement.

Defendants deny all allegations of wrongdoing, fault, liability, violation of any law, or damage to Lead Plaintiffs and the Settlement Class. Defendants, however, recognize the uncertainty and risk of the outcome of any litigation, especially complex securities litigation, and the difficulties and substantial expense and length of time necessary to defend the litigation through the conclusion of potential discovery, summary judgment motions, trial, and appeals. To eliminate the burden and expense of further litigation, Defendants wish to settle the litigation on the terms and conditions stated in the Settlement.

Summary of Settlement

- If approved by the Court, the Settlement will provide \$3,100,000, plus interest, to pay claims of investors who purchased TierOne Stock during the time period from August 9, 2007 through May 14, 2010, inclusive.
- The Settlement represents an average recovery of \$0.242 per share of TierOne Stock for the 12.8 million shares that were publicly owned and available for trading as of May 14, 2010, the end of the Class Period. A share may have been traded more than once during the Class Period. This estimate solely reflects the average recovery per outstanding share of TierOne Stock. The indicated average recovery per share will be the total average recovery for all purchasers of that share. This is not an estimate of the actual recovery per share you should expect. Your actual recovery will depend on the aggregate losses of all Class Members, the date(s) you purchased and sold TierOne Stock, and the total number and amount of claims filed.
- Attorneys for the Lead Plaintiffs intend to ask the Court to award them attorneys' fees of approximately one-third of the Settlement Amount, plus reimbursement of litigation costs and expenses of no more than \$100,000. Class Counsel also intends to ask the Court to grant each of the Lead Plaintiffs an award of \$2,500, for a total award of \$7,500. Collectively, the attorneys' fees and expenses and awards to the Lead Plaintiffs are estimated to average \$0.089 per share of TierOne Stock. If approved by the Court, these amounts will be paid from the Gross Settlement Fund.

- The approximate recovery, after deduction of attorneys' fees and expenses and Lead Plaintiffs' awards approved by the Court, is an average of \$0.15 per share of TierOne Stock. This estimate is based on the assumptions set forth in the preceding paragraph. Your actual recovery, if any, will vary depending on your purchase price and sales price, and the number and amount of claims filed.
- The Settlement resolves the lawsuit concerning whether TierOne and its former officers and directors made false and misleading statements, in violation of federal securities laws, based upon the allegations set forth in the Second Amended Consolidated Complaint. Those allegations include: (1) that the defendants stated falsely that TierOne's internal controls were effective during the Class Period; (2) that the defendants knew or should have known that TierOne's securities filings contained untrue statements of material facts; (3) that the defendants stated falsely that TierOne's calculation of Allowance for Loan and Lease Losses and the loan loss provision comported with Generally Accepted Accounting Principles and TierOne's own critical accounting policies; and (4) that the defendants stated falsely that the board of directors and management were committed to addressing all issues raised in a supervisory agreement with the Office of Thrift Supervision. Defendants Gilbert G. Lundstrom, Eugene B. Witkowitz, Michael J. Falbo, James A. Laphen, and Charles W. Hoskins (the "Individual Defendants") deny all allegations of misconduct.
- Your legal rights will be affected whether you act or do not act. If you do not act, you may permanently forfeit your right to recover on this claim. Therefore, you should read this notice carefully. Upon entry of final judgment approving the Settlement, claims of Class Members who do not exclude themselves from the Class will be released and barred consistent with the dictates of Federal Rule of Civil Procedure 23 and due process.

The terms of the release provided by Class Members are set forth in the Stipulation of Settlement, available from Class Counsel identified above.

YOUR LEGAL RIGHTS AND OPTIONS IN THIS SETTLEMENT	
CLASS MEMBERS:	
SUBMIT A CLAIM FORM AND INCLUDE ALL REQUESTED DOCUMENTATION NO LATER THAN SEPTEMBER 14, 2012	The only way to get a payment.
EXCLUDE YOURSELF NO LATER THAN SEPTEMBER 14, 2012	Get no payment. This is the only option that allows you to be part of any other lawsuit against the Individual Defendants about the legal claims in this case.
OBJECT NO LATER THAN OCTOBER 11, 2012	Write to the Court about why you do not like the settlement.
GO TO THE HEARING ON OCTOBER 25, 2012	Speak in Court about the fairness of the settlement.
DO NOTHING	Get no payment. Give up your rights.

INQUIRIES

Please do not contact the Court regarding this notice. All inquiries concerning this Notice, the Proof of Claim form, or any other questions by Class members should be directed to:

TierOne Corporation Securities Litigation
 Claims Administrator
 c/o Strategic Claims Services
 P.O. Box 230
 600 North Jackson Street, Suite 3
 Media, PA 19063

1. Why did I get this Notice?

You or someone in your family may have purchased TierOne Stock during the Class Period.

2. What is this lawsuit about?

The case is known as *Ray v. Lundstrom et al.*, Case No. 8:10-CV-0199 (the “Class Action”). The Court in charge of the case is the United States District Court for the District of Nebraska.

The Class Action involves whether the defendants violated the federal securities laws because the Company allegedly made false and misleading statements to the investing public as set out in the Second Amended Consolidated Complaint, including that: (1) TierOne’s internal controls were effective during the Class Period; (2) TierOne’s securities filings contained no untrue statements of material facts; (3) TierOne’s calculation of the Allowance for Loan and Lease Losses and the loan loss provision complied with Generally Accepted Accounting Principles and the Company’s own critical accounting policies; and (4) the board of directors and management were committed to addressing all issues raised in a supervisory agreement with the Office of Thrift Supervision. The Individual Defendants deny they did anything wrong. The Settlement resolves all of the claims raised against the Individual Defendants in the Class Action.

3. Why is this a class action?

In a class action, one or more persons and/or entities, called the Lead Plaintiffs, sue on behalf of all persons and/or entities who have similar claims. All of these persons and/or entities are referred to collectively as a Class, and these individual persons and/or entities are known as Class Members. One court resolves all of the issues for all Class Members, except for those Class Members who exclude themselves from the Class.

4. Why is there a Settlement?

Lead Plaintiffs and the Individual Defendants do not agree regarding the merits of the Lead Plaintiffs’ allegations with respect to liability or the average amount of damages per share that would be recoverable if the Lead Plaintiffs were to prevail at trial on each claim. The issues on which the Lead Plaintiffs and the Individual Defendants disagree include: (1) whether the Individual Defendants made false and misleading statements; (2) whether the Individual Defendants made such statements with the intent to defraud the investing public; (3) whether the statements were the cause of the Class Members’ alleged damages; and (4) the amount of damages, if any, suffered by the Class Members.

This matter has not gone to trial and the Court has not decided in favor of either Lead Plaintiff or the Individual Defendants. Instead, Lead Plaintiffs and the Individual Defendants have agreed to settle the Class Action. The Lead Plaintiffs and Lead Counsel believe the settlement is best for all Class Members because of the risks associated with continued litigation and the nature of the defenses raised by the Individual Defendants. Even if Plaintiffs win at trial, and also withstand the Individual Defendants’ inevitable challenge on appeal, Plaintiffs might not be able to collect some, or all, of the judgment.

5. How do I know if I am part of the Class settlement?

To be a Class Member, you must have purchased TierOne Stock during the period from August 9, 2007 through May 14, 2010, inclusive (the “Settlement Class Period”).

6. Are there exceptions to being included?

Yes. Excluded from the Settlement Class are all of the Individual Defendants and all former officers and directors of TierOne Corporation, and such excluded persons’ immediate families, legal representatives, heirs, predecessors, successors, and assigns, and any entity in which any excluded person has or had a controlling interest. Also, if you exclude yourself from the Class, as described below, you are not a part of the Class.

7. What does the Settlement provide?

a. What is the Settlement Fund?

The proposed Settlement calls for the Individual Defendants’ insurers to create a Gross Settlement Fund in the amount of \$3,100,000. The Settlement is subject to Court approval. Also, subject to the Court’s approval, a portion of the Gross Settlement Fund will be used to pay and award to the Lead Plaintiffs and to pay the Lead Plaintiffs’ attorneys’ fees and reasonable litigation expenses. A portion of

the Gross Settlement Fund also will be used to pay taxes due on interest earned by the Gross Settlement Fund, if necessary, and any notice and claims administration expenses permitted by the Court. After the foregoing deductions from the Gross Settlement Fund have been made, the amount remaining (the “Net Settlement Fund”) will be distributed to Class Members who submit valid claims.

b. What can you expect to receive under the proposed Settlement?

Your share of the Net Settlement Fund will or may depend on: (i) the number of claims filed; (ii) the dates you purchased and sold TierOne Stock; (iii) the prices of your purchases and sales; (iv) the amount of administrative costs, including the costs of notice; and (v) the amount awarded by the Court to the Lead Plaintiffs and to the Lead Counsel for attorneys’ fees, costs, and expenses.

The compensable loss (“Recognized Loss”) for each share of TierOne common stock that you purchased or otherwise acquired during the Class Period (i.e., August 9, 2007 to May 14, 2010, inclusive) will be calculated as follows:

- (A) For shares purchased or otherwise acquired during the Class Period and sold during the Class Period, the Recognized Loss per share will be the lesser of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below) less the inflation per share upon sale (as set forth in Inflation Table A below); or (2) the purchase price per share minus the sales price per share.
- (B) For shares purchased or otherwise acquired during the Class Period and retained as of the close of trading on May 14, 2010, the Recognized Loss will be the *lesser* of: (1) the inflation per share upon purchase (as set forth in Inflation Table A below); or (2) the purchase price per share minus \$.07¹ per share.

INFLATION TABLE A	
TierOne Common Stock Purchased or Acquired During the Class Period	
Period	Inflation
August 9, 2007 to January 15, 2009, inclusive	\$2.64 per share
January 16, 2009 to October 14, 2009, inclusive	\$1.36 per share
October 15, 2009 to November 10, 2009, inclusive	\$1.07 per share
November 11, 2009 to March 30, 2010, inclusive	\$0.43 per share
March 31, 2010 to May 4, 2010, inclusive	\$0.13per share
May 5, 2010 to May 14, 2010, inclusive	\$0.02 per share
After May 14, 2010	\$0.00 per share

c. Are there any further limitations on the amount I may receive?

1. To the extent there are sufficient funds in the Net Settlement Fund, each Class Member with a Recognized Loss that satisfies the requirements approved by the Court (“Authorized Claimant”) will receive an amount equal to the Authorized Claimant’s Recognized Loss described above. If, however, the amount in the Net Settlement Fund is not sufficient to permit payment of the total Recognized Loss of each Authorized Claimant, then each Authorized Claimant shall be paid the percentage of the Net Settlement Fund that each Authorized Claimant’s Recognized Loss bears to the total of the Recognized Losses of all Authorized Claimants.

2. For Class members who conducted multiple transactions in TierOne Stock during the Class Period, the earliest subsequent sale shall be matched first against those shares in the Class member’s opening position on the first day of the Class Period, and then matched chronologically thereafter against each purchase made during the Class Period.

3. Transactions during the Class Period resulting in a gain shall be netted against the Class member’s transactions resulting in a loss to arrive at the Recognized Loss.

¹ Pursuant to Section 21(D)(e)(1) of the Private Securities Litigation Reform Act of 1995, “in any private action arising under this title in which the plaintiff seeks to establish damages by reference to the market price of a security, the award of damages to the plaintiff shall not exceed the difference between the purchase or sale price paid or received, as appropriate, by the plaintiff for the subject security and mean trading price of that security during the 90 day period beginning on the date on which the information correcting the misstatement or omission that is the basis for the action is disseminated.” \$.07 per share is the mean (average) daily closing trading price of TierOne’s common stock during the 90 day period beginning on May 17, 2010 and ending on October 6, 2010. This 90-day period does not include the period from July 22, 2010 to September 10, 2010 at which time TierOne’s common stock was delisted from trading on the NASDAQ Stock Market.

4. Any Class members whose collective transactions in TierOne Stock during the Class Period resulted in a net gain shall not be entitled to share in the Net Settlement Fund.

5. The purchase and sales prices exclude any brokerage commissions, transfer taxes or other fees.

6. The covering purchase of a short sale is not an eligible purchase. Gifts and transfers are not eligible purchases.

8. How can I get a payment?

To qualify for a payment, you must send in a claim form entitled "Proof of Claim and Release." This claim form is attached to this Notice. You may also obtain a claim form on the Internet at www.strategicclaims.net. Read the instructions carefully, fill out the form, sign it in the location indicated, and mail the claim form together with all documentation requested in the form, postmarked no later than September 14, 2012, to:

TierOne Corporation Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

The Claims Administrator will process your claim and determine whether you are an "Authorized Claimant."

9. What am I giving up to get a payment or stay in the Class?

Unless you exclude yourself, you will remain in the Class. That means that if the Settlement is approved, you and all Class Members will release (agreeing never to sue, continue to sue, or be part of any other lawsuit) all claims against the Individual Defendants and all other former officers, directors, and employees of TierOne Bank or TierOne Corporation and any of their current, former, or future legal representatives, heirs, successors-in-interest, assigns, insurers, reinsurers, agents (acting in their capacity as agents), attorneys, trustees, advisors, accountants, associates, and/or any other individual or entity in which any Individual Defendant has or had a controlling interest or which is related to or affiliated with any Individual Defendant ("Released Persons") in connection with your acquisition of TierOne Stock during the Class Period, except that you do not release the Released Persons from any claim or action to enforce the Settlement. It also means that all of the Court's orders will apply to you and legally bind you.

If you sign the claim form, you are agreeing to a "Release of Claims," which will bar you from ever filing a lawsuit against any Released Person to recover losses from the purchase or sale of TierOne Stock during the Class Period, except to enforce the Settlement. That means you will accept a share in the Net Settlement Fund as sole compensation for any losses you have suffered in the purchase and sale of TierOne Stock during the Class Period.

10. How do I get out of the Settlement?

If you do not want to receive a payment from this Settlement, and you want to keep any right you may have to sue or continue to sue the Individual Defendants on your own based on the legal claims raised in this Class Action, then you must take steps to get out of the Settlement. This is called excluding yourself from – or "opting out" of – the Settlement. To exclude yourself from the Settlement, you must mail a letter stating you want to be excluded as a Class Member from *David G. Ray et al. v. Gilbert G. Lundstrom et al.*, Case No. 8:10-CV-0199. Be sure to include your name, address, telephone number and your signature, along with an accurate list of all of your purchases and sales of TierOne Stock including the number and price of the shares purchased, the number and price of shares sold during the Class Period, and the date of each such purchase or sale. You must mail your exclusion request, postmarked no later than September 14, 2012, to:

TierOne Corporation Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

You cannot exclude yourself by telephone or by e-mail. If you ask to be excluded, you will not receive a settlement payment, and you cannot object to the Settlement. If you ask to be excluded, you will not be legally bound by anything that happens in this Class Action.

11. If I do not exclude myself, can I sue the Individual Defendants for the same thing later?

No. Unless you exclude yourself, you give up any right to sue the Individual Defendants for the claims that this Settlement resolves. If you have a pending lawsuit, speak to your lawyer in that case immediately, since you may have to exclude yourself from this Class to continue your own lawsuit.

12. Do I have a lawyer in this case?

The Court appointed The Rosen Law Firm, P.A. to represent you and the other Class Members. These lawyers are called Lead Counsel or Class Counsel. If you want to be represented by your own lawyer, you may hire one at your own expense.

13. How will the lawyers be paid?

Lead Counsel have expended considerable time litigating this action on a contingent fee basis, and have paid for the expenses of the litigation themselves and have not been paid attorneys' fees in advance of this Settlement. Lead Counsel have done so with the expectation that if they are successful in recovering money for the Class, they will receive attorneys' fees and be reimbursed for their litigation expenses from the Settlement Fund, as is customary in this type of litigation. Lead Counsel will not receive attorneys' fees or be reimbursed for their litigation expenses except from the Settlement Fund. Therefore, Lead Counsel will file a motion asking the Court at the Settlement Hearing to make an award of attorneys' fees in an amount of approximately one-third of the Settlement Amount, and for reimbursement of reasonable litigation costs and expenses of no more than \$100,000. The Court may award less than these amounts. Any amounts awarded by the Court will come out of the Gross Settlement Fund.

14. How do I tell the Court that I do not like the Settlement?

You can tell the Court you do not agree with the Settlement, any part of the Settlement, or Lead Counsel's motion for attorneys' fees, and that you think the Court should not approve the Settlement, by mailing a letter stating that you object to the Settlement in the matter of *Ray v. Lundstrom et al.*, Case No. 8:10-CV-0199. Be sure to include your name, address, telephone number, your signature, a list of your purchases and sales of TierOne Stock in order to show your membership in the Class, and all of the reasons you object to the Settlement. Be sure to mail the objections to the two different places listed below, postmarked no later than October 11, 2012, so the Court will consider your views:

- a. Clerk of the Court
United States District Court District of Nebraska
111 South 18th Plaza, Suite 1152
Omaha, NE 68102
- b. Phillip Kim
THE ROSEN LAW FIRM, P.A.
275 Madison Avenue, 34th Floor
New York, NY 10016
(212) 686-1060
Lead Counsel

Any document you send to the court, including any letter or document expressing your desire to be excluded from the class and any objection to the proposed settlement, voluntary dismissal, or compromise, will be filed electronically by the clerk of the court and therefore will be available for public review.

15. What is the difference between objecting and requesting exclusion?

Objecting is simply telling the Court you do not like something about the Settlement. You can object only if you stay in the Class. Requesting exclusion is telling the Court you do not want to be part of the Class and Settlement. If you exclude yourself, you cannot object to the Settlement because it no longer concerns you. If you stay in the Class and object, but your objection is overruled, you will not be allowed a second opportunity to exclude yourself.

16. When and where will the Court decide whether to approve the Settlement?

The Court will hold a Settlement Hearing on October 25, 2012, at 1:00 p.m., at the United States District Court for the District of Nebraska, 111 South 18th Plaza, Suite 1152, Omaha, NE 68102.

If you wish to be heard orally at the Settlement Hearing in opposition to any aspect of the Settlement you are required to submit a letter to the two places identified in response to Question No. 14 above by October 19, 2012

indicating that you wish to be heard orally at the hearing. Be sure to include your name, address, telephone number, your signature, and a list of your purchases and sales of TierOne Stock in order to show your membership in the Class. If you wish to present evidence at the Settlement Hearing, you must include in the letter the identity of any witnesses you wish to call to testify and the exhibits you wish to introduce into evidence at the Settlement Hearing.

At this hearing, the Court will consider whether the Settlement is fair, reasonable, and adequate and whether to approve the Settlement. If there are objections, the Court will consider them, and the Court will listen to people who have asked to speak at the hearing. The Court may also decide how much to pay Lead Counsel for attorneys' fees and expenses, and whether to pay an award to each of the Lead Plaintiffs.

17. Do I have to come to the hearing?

No. Lead Counsel will answer any questions the Court may have. However, you are welcome to attend at your own expense. If you send an objection, you do not have to come to Court to talk about it. As long as you mail your written objection on time, the Court will consider it.

18. What happens if I do nothing at all?

If you do nothing, you will not receive a payment from the Settlement. However, unless you exclude yourself, you will not be able to start a lawsuit, continue with a lawsuit, or be part of any other lawsuit against the Individual Defendants about the claims made in this case ever again.

DATED: JULY 12, 2012.

BY ORDER OF THE UNITED STATES
DISTRICT COURT FOR THE
DISTRICT OF NEBRASKA

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA**

DAVID G. RAY, Individually and on Behalf of All
Others Similarly Situated,

Plaintiff,

v.

TIERONE CORPORATION,
GILBERT G. LUNDSTROM,
EUGENE B. WITKOWICZ,
MICHAEL J. FALBO,
JAMES A. LAPHEN, AND
CHARLES W. HOSKINS,

Defendants.

Lead Case No.: 8:10-cv-00199

DOUGLAS L. STEJSKAL,

Plaintiff,

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Defendant.

Member Case No.: 4:10-cv-3177

DOUGLAS L. STEJSKAL,

Plaintiff,

v.

JAMES A. LAPHEN,

Defendant.

Member Case No.: 8:10-cv-332

PROOF OF CLAIM AND RELEASE

Deadline for Submission: September 14, 2012

IF YOU PURCHASED THE COMMON STOCK OF TIERONE CORPORATION DURING THE PERIOD FROM AUGUST 9, 2007 THROUGH MAY 14, 2010, INCLUSIVE (THE "CLASS PERIOD"), YOU ARE A "CLASS MEMBER" AND YOU MAY BE ENTITLED TO SHARE IN THE SETTLEMENT PROCEEDS.

IF YOU ARE A CLASS MEMBER, YOU MUST COMPLETE AND SUBMIT THIS FORM IN ORDER TO BE ELIGIBLE FOR ANY SETTLEMENT BENEFITS AND ATTACH ALL THE REQUESTED DOCUMENTATION.

YOU MUST COMPLETE AND SIGN THIS PROOF OF CLAIM AND RELEASE ("PROOF OF CLAIM") AND MAIL IT BY FIRST CLASS MAIL, POSTMARKED NO LATER THAN SEPTEMBER 14, 2012 TO STRATEGIC CLAIMS SERVICES, THE CLAIMS ADMINISTRATOR, AT THE FOLLOWING ADDRESS:

TierOne Corporation Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

YOUR FAILURE TO SUBMIT YOUR PROOF OF CLAIM BY SEPTEMBER 14, 2012 WILL SUBJECT YOUR CLAIM TO REJECTION AND PRECLUDE YOU FROM RECEIVING ANY MONEY IN CONNECTION WITH THE SETTLEMENT OF THIS ACTION. DO NOT MAIL OR DELIVER YOUR PROOF OF CLAIM TO THE COURT OR TO ANY OF THE PARTIES OR THEIR COUNSEL AS ANY SUCH CLAIM WILL BE DEEMED NOT TO HAVE BEEN SUBMITTED. SUBMIT YOUR PROOF OF CLAIM ONLY TO THE CLAIMS ADMINISTRATOR.

CLAIMANT'S STATEMENT

1. I (we) purchased common stock in TierOne Corporation and was (were) damaged thereby. (Do not submit this Proof of Claim if you did not purchase TierOne common stock during the designated Class Period).

2. By submitting this Proof of Claim, I (we) state that I (we) believe in good faith that I am (we are) a Class Member as defined above and in the Notice of Pendency and Settlement of Class Action (the "Notice"), or am (are) acting for such person(s); that I am (we are) not a Defendant in the Action or anyone excluded from the Class; that I (we) have read and understand the Notice; that I (we) believe that I am (we are) entitled to receive a share of the Net Settlement Fund, as defined in the Notice; and that I (we) elect to participate in the proposed Settlement described in the Notice; and that I (we) have not filed a request for exclusion. (If you are acting in a representative capacity on behalf of a Class Member [e.g., as an executor, administrator, trustee, or other representative], you must submit evidence of your current authority to act on behalf of that Class Member. Such evidence would include, for example, letters testamentary, letters of administration, or a copy of the trust documents.)

3. I (we) consent to the jurisdiction of the Court with respect to all questions concerning the validity of this Proof of Claim. I (we) understand and agree that my (our) claim may be subject to investigation and discovery under the Federal Rules of Civil Procedure, provided that such investigation and discovery shall be limited to my (our) status as a Class Member(s) and the validity and amount of my (our) claim. No discovery shall be allowed on the merits of the Action or Settlement in connection with processing of the Proof of Claim.

4. I (we) have set forth where requested below all relevant information with respect to each purchase of TierOne common stock during the Class Period, and each sale, if any, of such securities. I (we) agree to furnish additional information to the Claims Administrator to support this Claim if requested to do so.

5. I (we) have enclosed photocopies of the stockbroker's confirmation slips, stockbroker's statements, or other documents evidencing each purchase, sale or retention of TierOne common stock listed below in support of my (our) claim. (IF ANY SUCH DOCUMENTS ARE NOT IN YOUR POSSESSION, PLEASE OBTAIN A COPY OR EQUIVALENT DOCUMENTS FROM YOUR BROKER BECAUSE THESE DOCUMENTS ARE NECESSARY TO PROVE AND PROCESS YOUR CLAIM.)

6. I (we) understand that the information contained in this Proof of Claim is subject to such verification as the Claims Administrator may request or as the Court may direct, and I (we) agree to cooperate in any such verification. (The information requested herein is designed to provide the minimum amount of information necessary to process most simple claims. The Claims Administrator may request additional information as required to efficiently and reliably calculate your recognized claim. In some cases, the Claims Administrator may condition acceptance of the claim based upon the production of additional information, including, where applicable, information concerning transactions in any derivatives securities such as options.)

7. Upon the occurrence of the Court's approval of the Settlement, as detailed in the Notice, I (we) agree and acknowledge that my (our) signature(s) hereto shall effect and constitute a full and complete release, remise and discharge by me (us) and my (our) heirs, joint tenants, tenants in common, beneficiaries, executors, administrators, predecessors, successors, attorneys, insurers and assigns (or, if I am (we are) submitting this Proof of Claim on behalf of a corporation, a partnership, estate or one or more other persons, by it, him, her or them, and by its, his, her or their heirs, executors, administrators, predecessors, successors, and assigns) of each of the "Released Persons" of all "Released Claims," as defined in the Notice.

8. NOTICE REGARDING ELECTRONIC FILES: Certain Claimants with large numbers of transactions may request, or may be requested, to submit information regarding their transactions in electronic files. All Claimants MUST submit a manually signed paper Proof of Claim form listing all their transactions whether or not they also submit electronic copies. If you wish to file your Claim electronically, you must contact the Claims Administrator at (610) 565-9202 or visit their website at www.strategicclaims.net to obtain the required file layout. No electronic files will be considered to have been properly submitted unless the Claims Administrator issues to the Claimant a written acknowledgment of receipt and acceptance of electronically submitted data.

UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF NEBRASKA

David G. Ray v. Gilbert G. Lundstrom et al
Douglas L. Stejskal v. Gilbert G. Lundstrom
Douglas L. Stejskal v. James A. Laphen

PROOF OF CLAIM

Must be received by Claims Administrator postmarked no later than September 14, 2012.

Please Type or Print

I. CLAIMANT INFORMATION

Name

[Grid for Name]

Name 2 (if necessary)

[Grid for Name 2]

Street Address

[Grid for Street Address]

City: [Grid] State: [Grid] Zip Code: [Grid] - [Grid]

Foreign Province and Postal Code: [Grid] Foreign Country: [Grid]

Social Security Number or Taxpayer Identification Number (if U.S. Citizen/Resident)

Social Security Number (for individuals)
[Grid] - [Grid] - [Grid]

Taxpayer Identification Number
(for estates, trusts, corporations, etc.)
[Grid] - [Grid]

(used only to verify claim, and failure to provide could delay same or result in rejection of claim)

Area Code Telephone No. (Day) Area Code Telephone No. (Night) Area Code Facsimile Number
[Grid] [Grid] - [Grid] [Grid] [Grid] - [Grid] [Grid] [Grid] - [Grid]

Email Address

[Grid for Email Address]

Specify one of the following:

Individual(s) Corporation UGMA Custodian IRA, Keogh (specify) _____
 Partnership Estate Trust Other: _____

II. SCHEDULE OF TRANSACTIONS IN TIERONE SECURITIES

Beginning Holdings:

A. State the total number of shares of TierOne common stock owned at the close of trading on August 8, 2007, long or short (*must be documented*).

Purchases:

B. Separately list each and every purchase or acquisition of TierOne common stock during the period from August 9, 2007, through May 14, 2010, inclusive, and provide the information requested in the table below (*must be documented*). For each purchase or acquisition of TierOne Stock, if any, that you made through the TierOne Corporation Employee Stock Ownership Plan and/or the TierOne Bank Savings Plan (the "Employee Plans"), please write "Yes" in the fifth column below. The Settlement is not a release of claims in the ERISA Action.

Trade Date (List Chronologically) Month/Day/Year	Number of Shares Purchased	Price Per Share	Total Cost (Excluding Commissions, Taxes and Fees)	Acquired through the Employee Plans?
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Sales:

C. Separately list each and every sale of TierOne common stock during the period August 9, 2007 through May 14, 2010, inclusive, and provide the information requested in the table below (*must be documented*). Please note whether the shares sold were originally acquired through the Employee Plans. The Settlement is not a release of claims in the ERISA Action.

Trade Date (list chronologically) Month/Day/Year	Number of Shares Sold	Price Per Share	Amount Received (Excluding Commissions, Taxes and Fees)	Shares Originally Acquired through the Employee Plans
□□/□□/□□	□□□□□□□□	\$□□□□.□□□□	\$□□□□□□□□.□□	□□□□□□□□
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Ending Holdings:

D. State the total number of shares of TierOne common stock owned at the close of trading on May 14, 2010, long or short (*must be documented*).

If additional space is needed, attach separate, numbered sheets, giving all required information, substantially in the same format, and print your name and Social Security or Taxpayer Identification number at the top of each sheet.

III. SUBSTITUTE FORM W-9

Request for Taxpayer Identification Number:

Enter taxpayer identification number below for the Beneficial Owner(s). For most individuals, this is your Social Security Number. The Internal Revenue Service ("I.R.S.") requires such taxpayer identification number. If you fail to provide this information, your claim may be rejected.

Social Security Number (for individuals)	or	Taxpayer Identification Number (for estates, trusts, corporations, etc.)
_____		_____

IV. CERTIFICATION

I (We) certify that I am (we are) NOT subject to backup withholding under the provisions of Section 3406 (a)(1) (c) of the Internal Revenue Code because: (a) I am (We are) exempt from backup withholding, or (b) I (We) have not been notified by the I.R.S. that I am (we are) subject to backup withholding as a result of a failure to report all interest or dividends, or (c) the I.R.S. has notified me (us) that I am (we are) no longer subject to backup withholding.

NOTE: If you have been notified by the I.R.S. that you are subject to backup withholding, please strike out the language that you are not subject to backup withholding in the certification above.

UNDER THE PENALTIES OF PERJURY UNDER THE LAWS OF THE UNITED STATES, I (WE) CERTIFY THAT ALL OF THE INFORMATION I (WE) PROVIDED ON THIS PROOF OF CLAIM AND RELEASE FORM IS TRUE, CORRECT AND COMPLETE.

Signature of Claimant (If this claim is being made on behalf of Joint Claimants, then each must sign):

(Signature)

(Signature)

(Capacity of person(s) signing, e.g. beneficial purchaser(s), executor, administrator, trustee, etc.)

Check here if proof of authority to file is enclosed.
(See Item 2 under Claimant's Statement)

Date: _____

THIS PROOF OF CLAIM MUST BE SUBMITTED NO LATER THAN SEPTEMBER 14, 2012 AND MUST BE MAILED TO:

TierOne Corporation Securities Litigation
Claims Administrator
c/o Strategic Claims Services
P.O. Box 230
600 North Jackson Street, Suite 3
Media, PA 19063

A Proof of Claim received by the Claims Administrator shall be deemed to have been submitted when posted, if mailed by September 14, 2012 and if a postmark is indicated on the envelope and it is mailed first class and addressed in accordance with the above instructions. In all other cases, a Proof of Claim shall be deemed to have been submitted when actually received by the Claims Administrator.

You should be aware that it will take a significant amount of time to process fully all of the Proofs of Claim and to administer the Settlement. This work will be completed as promptly as time permits, given the need to investigate and tabulate each Proof of Claim. Please notify the Claims Administrator of any change of address.

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TierOne Corporation Securities Litigation
c/o Strategic Claims Services
600 North Jackson Street — Suite 3
Media, PA 19063

FIRST CLASS MAIL U.S. POSTAGE PAID PERMIT NO. 138 PHILADELPHIA, PA
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PLEASE FORWARD

FIRST CLASS MAIL

PLEASE FORWARD—IMPORTANT LEGAL NOTICE

REMINDER CHECKLIST

1. Please be sure to sign this Proof of Claim on page 13. If this Proof of Claim is submitted on behalf of joint claimants, then both claimants must sign.
2. Please remember to attach supporting documents. Do NOT send any stock certificates. Keep copies of everything you submit.
3. Do NOT use highlighter on the Proof of Claim or any supporting documents.
4. If you move after submitting this Proof of Claim, please notify the Claims Administrator of the change in your address.