EXHIBIT 7

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, AND CHARLES W. HOSKINS, Defendants.	Case No. 8:10-cv-00199 **[PROPOSED] ORDER AWARDING ATTORNEYS' FEES, REIMBURSEMENT OF EXPENSES, AND AWARD TO LEAD PLAINTIFFS**
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

WHEREAS, the Court has granted final approval to the Settlement of the above-referenced class action;

WHEREAS, the Rosen Law Firm, P.A., was appointed by the Court as Lead Counsel, and for the purposes of the Settlement has petitioned the Court for the award of attorneys' fees in compensation for the services provided to Lead Plaintiffs and the Class, reimbursement of expenses incurred in connection with the prosecution of this action, and a nominal award to Lead Plaintiffs, to be paid out of the Settlement Fund established pursuant to the Settlement; and

WHEREAS, the Court has reviewed the fee application and the supporting materials filed therewith, and has heard the presentation made by Lead Counsel during the final approval hearing, and due consideration having been had thereon.

NOW, THEREFORE, it is hereby ordered:

1. The Rosen Law Firm P.A. is awarded $1,033,333 or 33% of the Settlement Fund as attorneys' fees in this action, together with a proportionate share of the interest earned on the fund, at the same rate as earned by the balance of the fund, from the date of the establishment of the fund to the date of payment.

2. Lead Counsel shall be reimbursed out of the Settlement Fund in the amount of $77,907.41 for its expenses and costs.

3. Lead Plaintiffs shall be awarded $2,000 each for an incentive fee award and reimbursement for their lost time in connection with their prosecution of this action.

4. Except as otherwise provided herein, the attorneys' fees, reimbursement of expenses and award to Lead Plaintiffs shall be paid in the manner and procedure provided for in the Stipulation of Settlement dated May 25, 2012.

5. In making this award of attorneys' fees and reimbursement of expenses to be paid from the Settlement Fund, the Court has considered and found that:

(a) the Settlement has created a fund of $3,100,000 in cash, plus interest to be earned thereon; and Class members who file timely and valid claims will benefit from the Settlement created by Lead Counsel;

(b) over 13,000 copies of the Notice were disseminated to putative class members indicating that at the October 25, 2012, Lead Counsel intends to seek a fee of up to 33.3% or $1,033,333 of the Settlement Fund in attorneys' fees, reimbursement of their litigation expenses in an amount not to exceed $100,000, and an award to Lead Plaintiffs not to exceed $7,500.

(c) the Summary Notice was published electronically on *Globenewswire* and printed in the *Investor's Business Daily* as required by the Court;

(d) Lead Counsel have conducted this litigation and achieved the Settlement;

(e) the litigation of this action involved complex factual and legal issues and was actively prosecuted since its filing and in the absence of a Settlement, this action would have continued to involve complex factual and legal questions;

(f) if Lead Counsel had not achieved the Settlement, there was a risk of either a smaller or no recovery;

(g) Plaintiffs' Counsel devoted over 913 hours of professional time, with a lodestar value of over $527,000 to achieve the Settlement, which amounts to a 1.96 lodestar multiplier, and

(h) the amount of attorneys' fees awarded and expenses reimbursed from the Settlement Fund and the awards to Lead Plaintiffs are consistent with the awards in similar cases.

Dated _____ __, 2012

SO ORDERED:

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HON. JOSEPH F. BATAILLON
UNITED STATES DISTRICT JUDGE