

EXHIBIT F

**IN THE UNITED STATES DISTRICT COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

<p>CITY OF ST. CLAIR SHORES GENERAL EMPLOYEES RETIREMENT SYSTEM and MADISON INVESTMENT TRUST, On behalf of Itself and All Others Similarly Situated, and Derivatively On behalf of Inland Western Retail Real Estate Trust, Inc.,</p> <p style="text-align: center;">Plaintiffs,</p> <p>v.</p> <p>INLAND WESTERN RETAIL REAL ESTATE TRUST, INC., INLAND REAL ESTATE INVESTMENT CORPORATION; THE INLAND GROUP, INC., INLAND WESTERN RETAIL REAL ESTATE ADVISORY SERVICES, INC., INLAND SOUTHWEST MANAGEMENT CORP., INLAND NORTHWEST MANAGEMENT CORP., INLAND WESTERN MANAGEMENT CORP., ROBERT D. PARKS, BRENDA G. GUJRAL, FRANK A. CATALANO, JR., KENNETH H. BEARD, PAUL R. GAUVREAU, GERALD M. GORSKI, BARBARA A. MURPHY, STEVEN P. GRIMES, DANIEL L. GOODWIN, ROBERT H. BAUM, G. JOSEPH COSENZA, KPMG LLP, AND WILLIAM BLAIR & COMPANY, L.L.C.,</p> <p style="text-align: center;">Defendants.</p>	<p>Case No. 07 C 6174</p> <p>Judge Robert W. Gettleman</p>
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[PROPOSED] ORDER GRANTING AN AWARD OF ATTORNEYS' FEES AND REIMBURSEMENT OF EXPENSES

IT IS HEREBY ORDERED THAT:

1. All capitalized terms used herein shall have the meaning ascribed to them in the Stipulation of Settlement ("Settlement Agreement"), filed as Exhibit A to the Final Judgment.

2. The Court has entered the Final Judgment finding that the Settlement Agreement is fair, adequate, reasonable, and in the best interests of the Settlement Class and certifying the Settlement Class.

3. On account of the work performed by Co-Lead Counsel in the prosecution of this Action and the benefits conferred by virtue of the Settlement, and in particular the benefits resulting from, without limitation, the substantial reduction in the amount paid for the Internalization transaction as set forth in the Settlement Agreement, Co-Lead Counsel are hereby awarded fees and reimbursable expenses in the aggregate total amount of \$10,000,000 to be paid by Inland Western Retail Real Estate Trust, Inc. to Co-Lead Counsel within three (3) days after the Effective Date, as per paragraph 3.a. of the Settlement Agreement.

SO ORDERED this ____ day of _____, 2010.

BY THE COURT:

HONORABLE ROBERT W. GETTLEMAN
UNITED STATES DISTRICT JUDGE