

**THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE**

IN RE:

SENTINEL TRUST COMPANY

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NO. 4781

**MOTION BY COMMISSIONER-IN-POSSESSION AND RECEIVER
FOR SENTINEL TRUST COMPANY RECEIVERSHIP PROCEEDINGS TO
CONTINUE WITH JUDGE BIVINS PRESIDING**

The Commissioner-in-Possession and Receiver respectfully move for the proceedings of the Sentinel Trust Company Receivership ("Receivership") to continue before the Honorable Jeffrey S. Bivins. The reason for this request is that the normal rotation of judges in this circuit will have another judge covering the Lewis County Chancery Court docket beginning January 1, 2006, and Judge Bivins has become very familiar with this action and the details and complexities presented by this Receivership. He has ruled upon motions brought and opposed in this case since January 2005. The Commissioner-in-Possession and Receiver know that further matters will be brought before the Court concerning the Receivership. Those matters necessarily will involve matters previously decided by Judge Bivins and/or with which Judge Bivins would be familiar. Accordingly, judicial efficiencies clearly weigh in favor of having Judge Bivins continue to preside over the Receivership proceedings.

The need for continuity in these Receivership proceedings is not merely an academic proposition, but one which Judge Bivins and the parties to this action have experienced first-hand. This Receivership was initiated on May 18, 2004 at a time when Judge R.E. Lee Davies was covering the Lewis County Chancery Court docket. In December 2004, the Commissioner-

in-Possession and the Receiver made a motion, similar to this Motion, requesting that Judge Davies remain as the presiding judge over the Receivership for the same reasons set forth herein -- familiarity with a complex and ongoing matter, the reality that upcoming matters would rely upon previous rulings, etc. See copy of the December 2004 motion attached as **Exhibit A**. Judge Davies denied the motion. See copy of Court order attached as **Exhibit B**. In early 2005, Judge Donald Harris, who had announced the taking of senior status, but who had agreed to cover the Lewis County Chancery docket until a replacement judge had been appointed, ruled on motions presented by the Receiver, which, respectfully, contradicted and conflicted with previous rulings made in the Receivership proceedings by Judge Davies. The effect of Judge Harris' rulings placed the Receivership proceedings on hold for several months and at a time when many matters needed to be addressed in a consistent fashion. During this timeframe, Judge Bivins was appointed to fill the vacancy in the judicial district left by Judge Harris' taking of senior status. In ruling upon the Commissioner-in-Possession's and Receiver's Motion to Reconsider Judge Harris' rulings, Judge Bivins vacated Judge Harris' rulings and further ruled on those motions in a manner consistent with what had been previous and established rulings by Judge Davies. In so doing, Judge Bivins expressed the need to maintain consistency of ruling during the pendency of the case. Now Judge Bivins, who has issued many rulings in this Receivership proceeding and who is very familiar with the matters relating to this Receivership, is the one best able to continue in an efficient fashion to assure the consistency of rulings which he, from his first exposure to this Receivership, saw need to address.

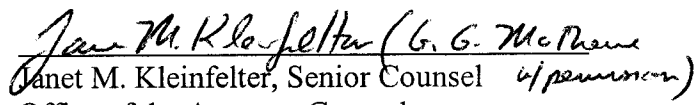
In requesting this relief, the Commissioner-in-Possession and Receiver do not request transfer of the venue of this action -- it will still be a Lewis County Chancery Court action with filings made with the Lewis County Clerk & Master. Although it is not expected that a jury

issue would arise in this Receivership, if such occurs, then the jury pool would be that normally called by the Lewis County Clerk & Master, and any trial would occur in Hohenwald. It is requested, however, that hearings on motions occur in Franklin, Tennessee on the Court's regular Williamson County motion days, unless otherwise instructed by the Court (which is more convenient to all counsel of record, save Mr. Schwendimann). Chambers copies of filings can be delivered to Judge Bivins in Franklin, Tennessee for his review and study prior to hearings on matters arising from this action (this practice has already been followed by various counsel in this action on various motions).

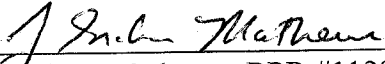
Respectfully, the logistical issues of making sure Judge Bivins has an appropriate record at his disposal when ruling on matters can be addressed and do not outweigh the factors of judicial efficiencies and consistency of rulings that will be realized if a judge very familiar with an extremely complicated case continues to preside over the matter.

Accordingly, the Commissioner-in-Possession and Receiver request that Judge Bivins continue to be the judge presiding over this Receivership proceeding.

Respectfully submitted,


Janet M. Kleinfelter, Senior Counsel *(G. G. McNamee in possession)*
Office of the Attorney General
Financial Division
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P.O. Box 20207
Nashville, TN 37243
(615) 741-7403

*Counsel for the Hon. Kevin P. Lavender,
Commissioner-in-Possession of Sentinel
Trust Company, in Liquidation*



J. Graham Matherne, BPR #11294
Wyatt, Tarrant & Combs, LLP
2525 West End Avenue, Suite 1500
Nashville, TN 37203-1423
(615) 244-0020

*Counsel for Receivership Management, Inc.,
Receiver of Sentinel Trust Company, in Liquidation*

**THIS MOTION IS SET TO BE HEARD ON THE 5TH DAY OF DECEMBER, 2005
AT 9:00 A.M. IN HOHENWALD, LEWIS COUNTY, TENNESSEE.**

**However, pursuant to previous Order of Court (entered September 9, 2005),
if no written objections are filed and served by November 28, 2005, movants
are relieved from being present in Hohenwald, Lewis County, Tennessee on
December 5, 2005, and the Motion will be granted, absent timely filed written
objections, absent concern of the Court or absent material oral objections
made on December 5, 2005.**

CERTIFICATE OF SERVICE

This is to certify that on November 18th, 2005 a copy of the foregoing Motion has been sent by First Class U.S. Mail, postage paid, and also by facsimile transmission, to:

James S. Chase
John A. Decker
Hunton & Williams LLP
900 South Gay Street, Suite 2000
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227 Second Avenue North, 4th Floor
Nashville, TN 37201
also via fax (615-250-3937)

Donald Schwendimann
12 East Fourth Avenue
P.O. Box 366
Hohenwald, TN 38462
also via fax (931-796-5692)

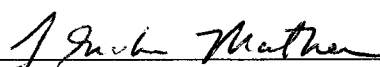
Larry Stewart
Stokes, Bartholomew, Evans & Petree
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David D. Peluso
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Hohenwald, TN 38462-0250

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1375 East Ninth Street
One Cleveland Center, Ninth Floor
Cleveland, OH 44114



J. Graham Matherne

THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE

IN RE:

SENTINEL TRUST COMPANY

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NO. 4781

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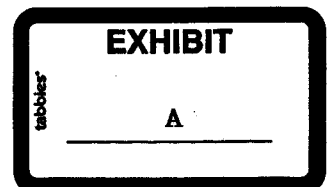
PM

JANET WILLIAMS, CLERK & MASTER
BY: Selena W. [Signature] D.C.

MOTION BY COMMISSIONER-IN-POSSESSION AND RECEIVER FOR
PROCEEDINGS TO CONTINUE WITH JUDGE DAVIES PRESIDING

The Commissioner-in-Possession and Receiver respectfully move for the proceedings of this Receivership to continue before the Honorable R.E. Lee Davies. The reason for this request is that the normal rotation of judges in this circuit will have another judge covering the Lewis County Chancery Court docket beginning January 1, 2005, and Judge Davies has become very familiar with this action and the details and complexities presented by this Receivership. Since the institution of this action on May 18 2004, Judge Davies has presided over the proceedings and addressed all matters before him. He has ruled upon motions brought and opposed in this case on nearly every Lewis County Chancery Court motion docket since May 18, 20004. The Commissioner-in-Possession and Receiver envision that further matters will be brought before the Court on a regular basis going forward. Those matters necessarily will involve matters previously decided by Judge Davies and/or with which Judge Davies would be familiar. Accordingly, judicial efficiencies clearly weigh in favor of having Judge Davies continue to preside over the Sentinel Trust Receivership proceedings.

In requesting this relief, the Commissioner-in-Possession and Receiver do not request transfer of the venue of this action -- it will still be a Lewis County Chancery Court action with filings made with the Lewis County Clerk & Master. Although it is not expected that a jury

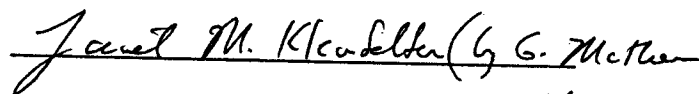


issue would arise in this Receivership, if such occurs, then the jury pool would be that normally called by the Lewis County Clerk & Master. It is requested, however, that hearings on motions occur in Franklin, Tennessee on the Court's regular Williamson County motion days, unless otherwise instructed by the Court (which is more convenient to all counsel of record, save Mr. Peluso). Chambers copies of filings can be delivered to Judge Davies in Franklin, Tennessee for his review and study prior to hearings on matters arising from this action (this practice has already been followed by various counsel in this action on various motions).

Respectfully, the logistical issues of making sure Judge Davies has an appropriate record at his disposal when ruling on matters can be addressed and do not outweigh the judicial efficiencies that will be realized if a judge very familiar with an extremely complicated case continues as judge on the matter.

Accordingly, the Commissioner-in-Possession and Receiver request that Judge Davies continue to be the judge presiding over this Receivership proceeding.

Respectfully submitted,


Janet M. Kleinfelter, Senior Counsel *(by G. McQueen
w/ permission)*

Office of the Attorney General

Financial Division

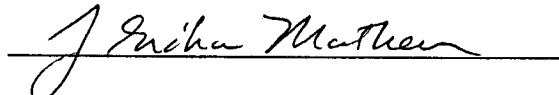
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*Counsel for the Hon. Kevin P. Lavender,
Commissioner-in-Possession of Sentinel
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*Counsel for Jeanne Barnes Bryant and
Receivership Management, Inc., Receiver
of Sentinel Trust Company, in Liquidation*

CERTIFICATE OF SERVICE

This is to certify that on December 8th, 2004 a copy of the foregoing Motion has been sent by First Class U.S. Mail, postage paid, to:

James S. Chase
John A. Decker
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900 South Gay Street, Suite 2000
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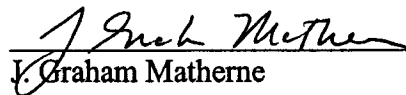
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J. Graham Matherne

IN THE CHANCERY COURT OF LEWIS COUNTY
AT HOHENWALD, TENNESSEE

In Re: Sentinel Trust Company

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) Case No. 4781
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JANET WILLIAMS, CLERK & MASTER
BY: Selena Wick D.C.

ORDER DENYING MOTION TO HAVE
HONORABLE R. E. LEE DAVIES TO
CONTINUE TO PRESIDE OVER ACTION

On December 8, 2004, the Commissioner-In-Possession and the Receiver moved the Court to allow Hon. R.E. Lee Davies to continue to preside over the Sentinel Trust Receivership proceeding. This motion came before the Court for hearing on December 15, 2004. Upon consideration of the Motion, the Court orders that it be denied.

It is so ORDERED, this the 15 day of December, 2004.



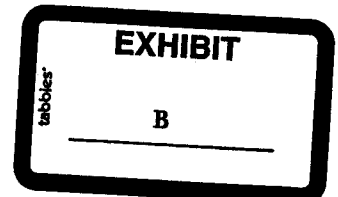
Hon. R.E. Lee Davies

Submitted for Approval

Janet M. Kleinfelter (y.g. Mathew
Janet M. Kleinfelter w/premier.com)

Senior Counsel

Office of the Attorney General



Financial Division

425 5th Avenue North

P.O. Box 20207

Nashville, TN 37243



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CERTIFICATE OF SERVICE

This is to certify that on December 13th, 2004 a copy of the foregoing Order has been sent by First Class U.S. Mail, postage paid, to:

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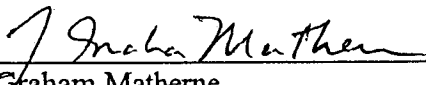
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