

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

IN RE:)
)
 SENTINEL TRUST COMPANY) **NO. 4781**
)
)

**MOTION FOR APPROVAL OF RECEIVER,
OUTSIDE COUNSEL AND THIRD PARTY CONTRACTORS FEES**

Greg Gonzales, Acting Commissioner of the Department of Financial Institutions for the State of Tennessee, and Jeanne Barnes Bryant, Receiver of Sentinel Trust Company, move this Court for an Order approving the fees presented for payment by the Receiver, outside counsel and third party contractors. Pursuant to the attached Order of this Court entered June 30, 2004, all Receiver, counsel fees and fees for third party litigation support are filed with the Court under seal and amounts of fees and time frames covered (as shown herein) are sent to non-privileged parties.

1. The former Commissioner of the Department of Financial Institutions, Kevin P. Lavender, entered a Notice of Possession for Sentinel Trust Company on May 18, 2004 and subsequently filed a Notice of Liquidation on June 18, 2004.

2. Pursuant to Tenn. Code Ann. § 45-2-1502(b)(2), Commissioner Lavender appointed Jeanne Barnes Bryant as Receiver for Sentinel Trust Company.

3. Pursuant to Tenn. Code Ann. § 45-2-1504(h)(1)(A), compensation for the Receiver is fixed by the Commissioner of the Department of Financial Institutions and is payable from the funds or assets of the receivership estate. The Receiver will be reimbursed monthly for work incurred for the receivership estate in the amount of \$115.00 per hour. The Receiver

submits invoices to the Commissioner of the Tennessee Department of Financial Institutions on a monthly basis for approval prior to payment. These invoices are reviewed and paid after approval of the Commissioner and his staff.

4. The Receiver, Jeanne Barnes Bryant, performed work for this receivership, as shown on the attached Exhibit for the period of November 1, 2005 – November 30, 2005 in the amount of \$7,848.75 (detailed invoices of which are filed Under Seal). Those working under Ms. Bryant (Mr. Spaulding, Ms. Batey, Mr. Moore and Ms. Forton) have performed work for the receivership and have incurred expenses as shown in the attached material for the period November 1, 2005 – November 30, 2005 in the amount of \$11,044.86 (detailed invoices of which are filed Under Seal). The Acting Commissioner and his staff have determined these fees to be reasonable, appropriate and necessary for the services rendered for the receivership. These fees have been approved for payment. See also Affidavits of Jeanne Barnes Bryant and Acting Commissioner Greg Gonzales filed herewith.

5. The fee arrangements with outside counsel and the third party contractors were originally negotiated between the parties pursuant to the Notice of Possession dated May 18, 2004. The hourly rate agreed to regarding services performed by the outside counsel of Wyatt, Tarrant & Combs has been \$175/hour. In support of this Motion, the Receiver would rely upon her Affidavit filed herewith, the Affidavit of Acting Commissioner Gonzales filed herewith and the billing statements attached hereto (detailed invoices of which are filed Under Seal).

6. The Receiver, the Acting Commissioner and his staff have reviewed all of the Wyatt, Tarrant & Combs outside counsel billings and have found the fees to be fair, reasonable and proper for the services provided. The Receiver, the Acting Commissioner and his staff have

also reviewed the billings and charges of Receivership Management, Inc. and have found these fees and charges to be fair, reasonable and proper for the services provided.

7. There are counsel and other independent contractors, both previously engaged by Sentinel Trust and engaged by the Receiver after the institution of this receivership, which are pursuing various defaulted bond issues and other matters in several states. As believed to be necessary by the Receiver, counsel retained prior to the institution of the Sentinel Trust receivership have been instructed to continue work on a number of default issues. Depending on the work completed during each monthly reporting period to the Court, counsel who worked on matters regarding Sentinel Trust will be listed separately and approval requested for payment. The fees and services of outside counsel, for which approval for payment of invoices is presented to the Receiver during this time period, is listed below. The Receiver has reviewed the invoices submitted by Moore & Van Allen, PLLC, Ramey & Flock and Chesser & Barr, PA (detailed invoices being filed Under Seal). The Receiver believes this work to have been necessary and reasonable concerning the matters completed.

8. The billings so reviewed, and for which Court approval is sought, are as follows:
 - A. Invoices for Jeanne Barnes Bryant for November 1, 2005 through November 30, 2005 in the amount of \$7,848.75.
 - B. Invoices for Receivership Management, Inc. for November 1, 2005 through November 30, 2005 in the amount of \$11,044.86.
 - C. Invoices for Wyatt, Tarrant & Combs, LLP for November 1, 2005 through November 30, 2005 in the amount of \$19,621.27 (\$5,023.17 on general Sentinel receivership estate and litigation work; \$12,511.47 on the Charlotte, North Carolina/Roseland defaulted bond matter; \$325.73 on the FICUS

litigation; \$52.50 on the Texas Choice/Harvest Community/Houston, Texas defaulted bond matter; \$1,258.25 on the Niceville, Florida defaulted bond matter and \$450.15 on the Metro Nashville Davidson County/Maplecrest defaulted bond matter).

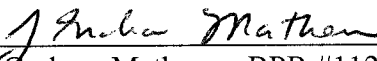
- D. Invoices for Moore & Van Allen, PLLC for October 1, 2005 through October 31, 2005 in the amount of \$573.69 on the Charlotte, North Carolina/Roseland defaulted bond matter.
- E. Invoices for Ramey & Flock for October 1, 2005 through October 31, 2005 in the amount of \$8.00 on the Park Place/Tyler, Texas defaulted bond matter.
- F. Invoice for Chesser & Barr, PA for October 17, 2005 through December 15, 2005 in the amount of \$7,943.50 on the Niceville, Florida defaulted bond matter.

Accordingly, the Acting Commissioner and Receiver respectfully move this Court for an Order approving the fees set forth in the attached schedule as indicated pursuant to T.C.A. Section 45-2-1504(h)(1)(A).

By previous Order of Court (entered September 9, 2005), this Motion was to be filed two (2) weeks prior to the date set for it being heard on a regular civil motion day in Lewis County Chancery Court. Written objections were to be filed and served one (1) week prior to the hearing day, and, if no objections were filed by that time, the Motion would be granted absent concern raised by review of the Court. By Order of Court (entered December 21, 2005), all of the judges of this judicial district have recused themselves from this case, and the matter of assignment of a judge rests with the Administrative Offices of the Court. To date, counsel for the Commissioner-in-Possession and the Receiver have not been notified as to the assignment of a judge. A Notice

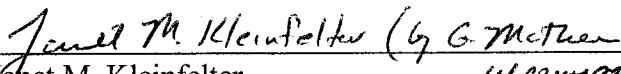
of Hearing will be filed and served as soon as counsel are informed of the judge assignment and have coordinated the setting of the Motion for hearing with that judge.

Respectfully submitted,



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

*Counsel for Jeanne Barnes Bryant and Receivership
Management, Inc., Receiver of Sentinel Trust
Company*



Janet M. Kleinfelter (by G. Matherne
of permission)
Attorney General's Office
425 5th Avenue North
P.O. Box 20207
Nashville, TN 37243
(615) 741-7403

Counsel for Acting Commissioner Greg Gonzales

CERTIFICATE OF SERVICE

This is to certify that on January 13, 2006 a copy of the foregoing Motion has been sent by First Class U.S. Mail, postage paid, and also by facsimile as noted, to:

James S. Chase
John A. Decker
Hunton & Williams LLP
900 South Gay Street, Suite 2000
P.O. Box 951
Knoxville, TN 37901

Carrol D. Kilgore
Attorney at Law
95 White Bridge Road
Suite 509, Cavalier Building
Nashville, TN 37205-1427
also via fax (615-356-8138)

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

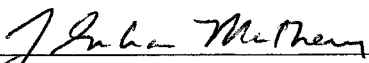
Larry Stewart
Stokes, Bartholomew, Evans & Petree
424 Church Street, Suite 2800
Nashville, TN 37219

David D. Peluso
P.O. Box 250
Hohenwald, TN 38462-0250

James S. Hereford, Jr.
310 W. College Street
P.O. Box 802
Fayetteville, TN 37334-0802

William B. Hubbard
Weed, Hubbard, Berry & Doughty
SunTrust Bank Bldg., Suite 1420
201 Fourth Avenue North
Nashville, TN 37219

Diana M. Thimmig
Roetzel & Andress
1375 East Ninth Street
One Cleveland Center, Ninth Floor
Cleveland, OH 44114



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
)

FILED
11:56 AM
June 30, 2004 PM
JANET WILLIAMS, CLERK & MASTER
BY: Selena W. W. D.C.


ORDER ALLOWING THE FILING OF FEE SUMMARY
STATEMENTS OF RECEIVER, OUTSIDE COUNSEL AND
THIRD PARTY LITIGATION SUPPORT CONTRACTORS AND
ALLOWING THE FILING UNDER SEAL OF INVOICES CONTAINING
DETAILED DESCRIPTION OF SERVICES RENDERED

Through Motion filed on June 18, 2004, the Receiver of Sentinel Trust Company has requested that in relation to reporting fee information to the Court 1) the detailed invoices relating to fees of herself, outside counsel and third party litigation support contractors be filed under seal, and 2) summaries of such fees be filed publicly. This Motion was heard on June 30, 2004. The Court is persuaded the Motion has merit and the relief requested should be granted.

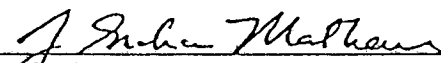
Accordingly, the instant Motion is granted and the Court hereby ORDERS the following:

- a) Public filing regarding fees of the Receiver, outside counsel and third party litigation support contractors shall be limited to summaries of such information -- i.e., name of recipient, time over which services were rendered and amount billed, and
- b) Filing of the detailed invoices of services of the Receiver, outside counsel and third party litigation support contractors shall be UNDER SEAL and are to be free from public dissemination, distribution and circulation.

It is so ORDERED, this the 3 day of June, 2004


Chancellor

Submitted and Approved for Entry:


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

Counsel for Jeanne Barnes Bryant and
Receivership Management, Inc.
Receiver of Sentinel Trust Company

CERTIFICATE OF SERVICE

This is to certify that on June 18, 2004 a copy of the foregoing Notice has been sent by First Class U.S., postage paid, and/or by facsimile transmission to:

Danny Bates
205 Bastin Road
Hohenwald, TN 38462

Bradley S. Lancaster
8448 Indian Hills Drive
Nashville, TN 37221

Howard W. Cochran
3636 Mahlon Moore Road
Spring Hill, TN 37174

Danny N. Bates
Registered Agent for Sentinel Trust Company
29 West Main Street
Hohenwald, TN 38462

Gary L. O'Brien
63 Shady Lane
Hohenwald, TN 38462

Donald Schwendimann
306 W. Main Street
P.O. Box 366
Hohenwald, TN 38462
[FAX] (931) 796-5692

William H. Farmer
Farmer & Luna
333 Union Street, Suite 300
Nashville, TN 37201
[FAX] (615) 254-7123

Cecil D. Branstetter
Branstetter, Kilgore, Stranch & Jennings
227 Second Avenue, North
4th Floor
Nashville, TN 37201
[FAX] (615) 255-5419

Clifton T. Bates
312 Bastin Road
Hohenwald, TN 38462



Graham Matherne

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

IN RE:)
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SENTINEL TRUST COMPANY) **No. 4781**
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AFFIDAVIT OF ACTING COMMISSIONER GREG GONZALES

I, Greg Gonzales, after having been first duly sworn, do attest as follows:

1. I am of majority age and have personal knowledge of the facts set forth herein.

2. I am the Acting Commissioner of the Tennessee Department of Financial Institutions. My predecessor Kevin P. Lavender, a Commissioner of the Tennessee Department of Financial Institutions, took emergency possession of Sentinel Trust Company on May 18, 2004 and appointed Receivership Management, Inc. as the Receiver for Sentinel Trust Company.

3. Either I, or my staff at my direction, have reviewed the fees and invoices contained in this filing for the services performed by the Receiver for the period November 1, 2005 – November 30, 2005.

4. Based on the recommendations of my staff, I have determined that the rates being charged by the Receiver are either at a discounted or market rate for the services provided.

5. Either I, or my staff at my direction, have reviewed the invoices and fees presented by the Receiver and I have determined that all of the services noted are fair, reasonable, and proper for the services provided, and that they are necessary costs of this receivership. The invoices and fees attached as Exhibits to the Motion note the work performed, the amount charged, and the person performing the work. No billings were excessive or duplicative.

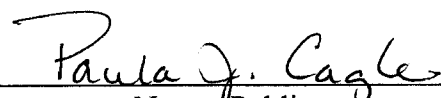
6. Furthermore, either I, or my staff have reviewed the fees for Legal Counsel and Third Party Contractors approved by the Receiver and presented with this filing, and based on the recommendations of the Receiver, I have determined that these fees are fair, reasonable and proper for the services provided. All fees will be reviewed on a monthly basis prior to payment.

FURTHER AFFIANT SAITH NOT.



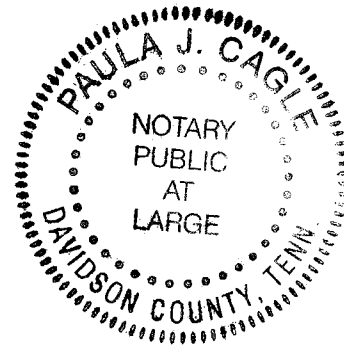
Greg Gonzales

Subscribed and sworn to before me by Greg Gonzales, on this the 10th day of
January, 2007.



Notary Public

My Commission Expires: My Commission Expires NOV. 25, 2006



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

IN RE:)
)
SENTINEL TRUST COMPANY) **NO. 4781**
)
)

AFFIDAVIT OF JEANNE BARNES BRYANT

I, Jeanne Barnes Bryant, after being duly sworn, state as follows:

1. I am of majority age and have personal knowledge of the facts set forth herein. I submit this Affidavit in support of the Motion for approval of fees as Receiver and for approval of counsel and third party contractor fees.

2. As Receiver appointed by the Commissioner, I have been responsible for the administration Notice of Possession entered by the Commissioner on May 18, 2004.

3. As Receiver, I have filed for interim fees in the Sentinel receivership in the amount of \$7,848.75. This amount is due for the period of time November 1, 2005 – November 30, 2005.

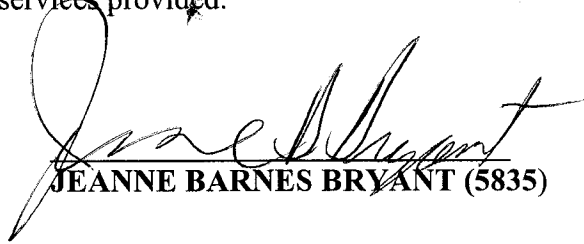
4. The fees presented for approval were necessary for the work provided and are not duplicative or excessive. I believe the fees presented for approval are fair, reasonable, and proper for the services provided.

5. I am responsible for engaging and approving all third party contractors and for approving fees of legal counsel engaged by the Commissioner, all of whose fees are contained in this Motion. The invoices and fees attached as Exhibits to the Motion note the work performed, the amount charged, and the person performing the work. The invoices are filed with the Court under seal. I have determined that the rates being charged by the contractors and counsel are either at a discounted or market rate in their area for the services provided.

6. I have reviewed the individual invoices submitted for work by all the third party contractors. I have also reviewed the billings submitted for work by outside counsel for the period of November 1, 2005 through November 30, 2005. I have determined that the fees were necessary for the work provided and are not duplicative or excessive. I have submitted all invoices to the Department for approval on a monthly basis. All invoices may be paid subsequent to receiving approval from the Commissioner each month.

7. I believe that all fees presented for approval contained in this filing are fair, reasonable, and proper for the necessary services provided.

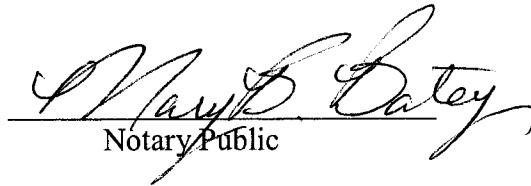
FURTHER AFFIANT SAITH NOT.


JEANNE BARNES BRYANT (5835)

STATE OF TENNESSEE)

COUNTY OF DAVIDSON)

Sworn to and subscribed before me this 23 day of December, 2005.


Notary Public

My commission expires: 5-19-07

INTERIM FEE SCHEDULE

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
11/05	Jeanne Barnes Bryant - November Fees	<u>7,848.75</u>
	TOTAL RECEIVER FEES	\$7,848.75

THIRD PARTY SCHEDULE

<u>DATE</u>	<u>DESCRIPTION</u>	<u>AMOUNT</u>
	<i>Receivership Management, Inc.</i>	
11/05	November Fees	8,120.50
11/05	Operating Cost - November 2005	<u>2,924.36</u>
	TOTAL RMI FEES	\$11,044.86
	TOTAL THIRD PARTY FEES	\$11,044.86

OUTSIDE COUNSEL

<u>DATE</u>	<u>DESCRIPTION</u>		<u>AMOUNT</u>
11/05	Wyatt Tarrant & Combs - Nov 2005	INV 649582	\$5,023.17
11/05	Wyatt Tarrant & Combs - Nov 2005	INV 649583	\$12,511.47
11/05	Wyatt Tarrant & Combs - Nov 2005	INV 649584	\$325.73
11/05	Wyatt Tarrant & Combs - Nov 2005	INV 649585	\$52.50
11/05	Wyatt Tarrant & Combs - Nov 2005	INV 649586	\$1,258.25
11/05	Wyatt Tarrant & Combs - Nov 2005	INV 649708	<u>\$450.15</u>
	TOTAL WYATT, TARRANT & COMBS FEES		\$19,621.27
11/05	Moore & Van Allen - Oct 2005	INV 394044	<u>\$573.69</u>
	TOTAL MOORE & VAN ALLEN FEES		\$573.69
11/05	Ramey & Flock - Oct 2005	INV 55991	<u>\$8.00</u>
	TOTAL RAMEY & FLOCK FEES		\$8.00
11/05	Chesser & Barr, PA - Oct/Nov 2005	INV 51845	\$3,793.95
11/05	Chesser & Barr, PA - Nov/Dec 2005	INV 52189	<u>\$4,149.55</u>
	TOTAL CHESSER & BARR FEES		\$7,943.50
	TOTAL OUTSIDE COUNSEL FEES		\$28,146.46