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

Kevin P. Lavender, 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, 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 Commissioner of Financial Institutions 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), the Commissioner 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 and 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 January 1, 2005 – January 31, 2005 in the amount of $11,304.50 (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 as shown in the attached material for the period January 1, 2005 – January 31, 2005 in the amount of $16,261.52 (detailed invoices of which are filed Under Seal). The 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 Commissioner Kevin P. Lavender 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 Commissioner Lavender filed herewith and the billing statements attached hereto (detailed invoices of which are filed Under Seal).

6. The Receiver, the Commissioner and his staff have reviewed all of the Wyatt, Tarrant & Combs outside counsel's billings, and have found the fees to be fair, reasonable and proper for the services provided. The Receiver, the Commissioner and his staff have also reviewed the billings of Receivership Management, Inc. and have found these fees 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, the counsel will be listed separately, and approval requested for payment. The counsel work for which approval for payment for invoices presented to the Receiver during this time period is listed below. The Receiver has reviewed the invoices submitted by Ramey & Flock, Waller Lansden Dortch & Davis, Moore & Van Allen PLLC, James A. Skinner, Williams & Prochaska PC, Strasburger & Price LLP, Heartfield & McGinnis LLP 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 January 1, 2005 through January 31, 2005 in the amount of $11,304.50.

B. Invoices for Receivership Management, Inc. for January 1, 2005 through January 31, 2005 in the amount of $16,261.52.

C. Invoices for Wyatt, Tarrant & Combs for January 1, 2005 through January 31, 2005 in the amount of $31,276.86 ($18,888.68 on general Sentinel receivership estate and litigation work; $157.50 on the Charlotte, North Carolina/Roseland defaulted bond matter; $192.50 on the FICUS/Namor/SEC matter; $34.65 on the Maplecrest defaulted bond matter; $1,441.87 on the

Pine Bluff, Arkansas defaulted bond matter; $35.00 on the Tarrant County, Texas defaulted bond matter; $731.87 on the Texas Choice/Harvest Community/Houston, Texas defaulted bond matter; $18.50 on the Thompson Place defaulted bond matter; $1,809.90 on the Park Place/Tyler, Texas defaulted bond matter; $1,301.62 on the Niceville, Florida defaulted bond matter; $679.80 on the Houston County, Georgia defaulted bond matter and $5,984.97 on the Atlantic Community/Ft. Pierce, Florida/Hernando County, Florida defaulted bond matters).

D. Invoices for Ramey & Flock for December 1, 2004 through December 31, 2004 in the amount of $1,066.27 in relation to the Park Place/Tyler, Texas defaulted bond matter.

E. Invoices for Waller Lansden Dortch & Davis for December 1, 2004 through January 31, 2005 in the amount of $8,429.57 in relation to the Tarrant County, Texas defaulted bond matter.

F. Invoices for Moore & Van Allen, PLLC for December 1, 2004 through December 31, 2004 in the amount of $150.00 in relation to the Charlotte, North Carolina/Roseland defaulted bond matter.

G. Invoices for James A. Skinner for January 1, 2005 through January 31, 2005 in the amount of $870.00 ($260.00 on the Pine Bluff, Arkansas defaulted bond matter; $250.00 on the Tarrant County, Texas defaulted bond matter; $50.00 on the Texas Choice/Harvest Community/Houston, Texas defaulted bond matter; $10.00 on the Houston County, Georgia defaulted bond matter and $290.00 on the Niceville, Florida defaulted bond matter.

H. Invoices for Williams & Prochaska, PC for December 1, 2004 through January 31, 2005 in the amount of $248.02 in relation to the FICUS/Namor/SEC matter.

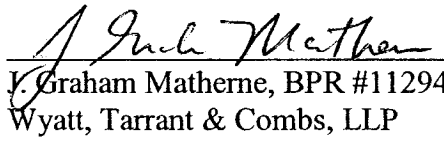
I. Invoices for Strasburger & Price for December 1, 2004 through December 31, 2004 in the amount of $462.12 in relation to the Texas Choice/Harvest Community/Houston, Texas defaulted bond matter.

J. Invoices for Heartfield & McGinnis, LLP for January 1, 2005 through January 31, 2005 in the amount of $165.25 in relation to the Tarrant County, Texas defaulted bond matter.

K. Invoices for Chesser & Barr, PA for December 1, 2004 through February 28, 2005 in the amount of $2,925.00 in relation to the Niceville, Florida defaulted bond matter.

Accordingly, the 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).

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 (G. G. Mathews w/ permission)
Janet M. Kleinfelter
Attorney General's Office
425 5th Avenue North
P.O. Box 20207
Nashville, TN 37243

Counsel for Commissioner Kevin P. Lavender

THIS MOTION IS SET TO BE HEARD ON THE 11th DAY OF April, 2005 AT 9:00 a.m. IN HOHENWALD, LEWIS COUNTY, TENNESSEE.

CERTIFICATE OF SERVICE

This is to certify that on March 30th, 2005 a copy of the foregoing Motion has been sent by First Class U.S. Mail, postage paid, to:

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

Carrol Kilgore
Branstetter, Kilgore, Stranch & Jennings
227 Second Avenue North
4th Floor
Nashville, TN 37201

Donald Schwendimann
306 W. Main Street
P.O. Box 366
Hohenwald, TN 38462

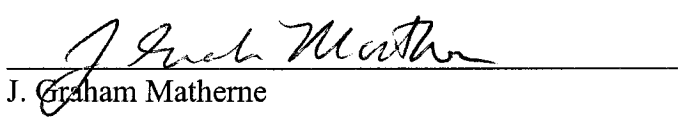
Larry Stewart
Stokes, Bartholomew, Evans & Petree
424 Church Street, Suite 2800
Nashville, TN 37219

David D. Peluso
106 East Main Street
Hohenwald, TN 38462

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

45278783.1

IN THE CHANCERY COURT FOR LEWIS COUNTY
AT HOHENWALD, TENNESSEE

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

AFFIDAVIT OF COMMISSIONER KEVIN P. LAVENDER

I, Kevin P. Lavender, 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 Commissioner of the Tennessee Department of Financial Institutions. I 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 January 1, 2005 – January 31, 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.

Kevin P. Lavender

Subscribed and sworn to before me by Kevin P. Lavender, on this the 17th day of March, 2005.

Paula J. Cagle
Notary Public

My Commission Expires: [redacted]

My Commission Expires NOV. 25, 2006

PAULA J. CAGLE
NOTARY PUBLIC AT LARGE
DAVIDSON COUNTY, TENN.

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 $11,304.50. This amount is due for the period of time January 1, 2005 – January 31, 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 January 1, 2005 through January 31, 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 February, 2005.

Notary Public

My commission expires: 5-19-07

IN THE CHANCERY COURT OF LEWIS COUNTY
AT HOHENWALD, TENNESSEE

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

In Re: Sentinel Trust Company) Case No. 4781

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 30 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

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

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

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

Clifton T. Bates
312 Bastin Road
Hohenwald, TN 38462

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

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

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

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

J. Graham Matherne

J. Graham Matherne

INTERIM FEE SCHEDULE

DATE	DESCRIPTION	AMOUNT
01/05	JEANNE BARNES BRYANT - JANUARY FEES	11,304.50
	TOTAL RECEIVER FEES	**$11,304.50**

THIRD PARTY SCHEDULE

DATE	DESCRIPTION	AMOUNT
	Receivership Management, Inc.	
01/05	Billy Spaulding - January 2005	4,725.00
01/05	Mary Batey - January 2005	3,176.25
01/05	Sarah Forton - January 2005	1,585.50
01/05	Rob Moore - January 2005	1,187.00
01/05	Operating Cost - January 2005	5,587.77
	TOTAL RMI FEES	**$16,261.52**
	TOTAL THIRD PARTY FEES	**$16,261.52**

OUTSIDE COUNSEL

DATE	DESCRIPTION		AMOUNT
01/05	Wyatt Tarrant & Combs - January 2005	INV 618422	$18,888.68
01/05	Wyatt Tarrant & Combs - January 2005	INV 618424	$157.50
01/05	Wyatt Tarrant & Combs - January 2005	INV 618425	$192.50
01/05	Wyatt Tarrant & Combs - January 2005	INV 618426	$34.65
01/05	Wyatt Tarrant & Combs - January 2005	INV 618427	$1,441.87
01/05	Wyatt Tarrant & Combs - January 2005	INV 618428	$35.00
01/05	Wyatt Tarrant & Combs - January 2005	INV 618429	$731.87
01/05	Wyatt Tarrant & Combs - January 2005	INV 618430	$18.50
01/05	Wyatt Tarrant & Combs - January 2005	INV 618431	$1,809.90
01/05	Wyatt Tarrant & Combs - January 2005	INV 618432	$1,301.62
01/05	Wyatt Tarrant & Combs - January 2005	INV 618433	$679.80
01/05	Wyatt Tarrant & Combs - January 2005	INV 618440	$5,984.97
	TOTAL WYATT, TARRANT & COMBS FEES		**$31,276.86**
01/05	Ramey & Flock - December 2004		$1,066.27
	TOTAL RAMEY & FLOCK FEES		**$1,066.27**
01/05	Waller Lansden Dortch & Davis - December 2004		$4,605.20
01/05	Waller Lansden Dortch & Davis - January 2005		$3,824.37
	TOTAL WALLER LANSDEN FEES		**$8,429.57**
01/05	Moore & Van Allen PLLC - December 2004		$150.00
	TOTAL MOORE & VAN ALLEN FEES		**$150.00**
01/05	James A. Skinner - January 2005		$260.00
01/05	James A. Skinner - January 2005		$250.00
01/05	James A. Skinner - January 2005		$50.00
01/05	James A. Skinner - January 2005		$20.00
01/05	James A. Skinner - January 2005		$290.00
	TOTAL JAMES A SKINNER FEES		**$870.00**
01/05	Williams & Prochaska PC - December 2004/January 2005		$248.02
	TOTAL WILLIAMS & PROCHASKA FEES		**$248.02**
01/05	Strasburger & Price, LLP - December 2004		$462.12
	TOTAL STRASBURGER & PRICE FEES		**$462.12**

01/05	Heartfield & McGinnis, LLP - January 2005	$165.25
	TOTAL HEARTFIELD & MCGINNIS FEES	**$165.25**
01/05	Chesser & Barr, PA - December 2004/January 2005	$1,852.50
01/05	Chesser & Barr, PA - January 2005/February 2005	$1,072.50
	TOTAL CHESSER & BARR FEES	**$2,925.00**
	TOTAL OUTSIDE COUNSEL FEES	**$45,593.09**