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IN THE CHANCERY COURT OF LEWIS COUNTY
AT HOHENWALD, TENNESSEE

FILED _____
AT 10:00 O'CLOCK A.

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IN RE: SENTINEL TRUST COMPANY)
)

CASE NO. 4781

MAY 23 2005

JANET WILLIAMS, CLERK & MASTER
BY Selena Wix

ORDER APPROVING SALE OF PINE BLUFF
JEFFERSON COUNTY, ARKANSAS FACILITY AND CERTIFYING
ORDER AS FINAL UNDER RULE 54.02 TENN.R.CIV.P.

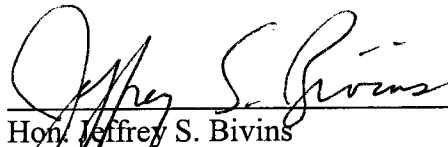
On April 18, 2005, the Sentinel Trust Receiver filed with the Court a Motion for Approval of Sale of Pine Bluff Jefferson County, Arkansas Facility and to Certify Order Approving Sale as Final Pursuant to Rule 54.02 Tenn.R.Civ.P. ("Motion for Approval of Pine Bluff Sale"). This Motion for Approval of Pine Bluff Sale came before the Court for argument on Monday, May 9, 2005.

For the reasons set forth in the Receiver's Motion for Approval of Pine Bluff Sale, and in light of argument received on May 9, 2005, the Court grants the pending motion and approves the sale of the Pine Bluff, Arkansas Facility upon the terms set forth in the Letter of Intent documents attached as Exhibit A to the Motion for Approval of Pine Bluff Sale.

So as to make the record in this action clear, this Court had previously entered, on June 30, 2004, an order approving the sale of the Pine Bluff, Arkansas Facility, but it had been announced by the Receiver that that sale failed to close. The June 30, 2004 order is hereby VACATED and is replaced by this order. It is further ORDERED that the net proceeds from the sale of the Pine Bluff, Arkansas Facility, as released by the Arkansas court overseeing the receivership of that facility, are to be held by the Receiver until further directive of the Commissioner-in-Possession and Order of this Court.

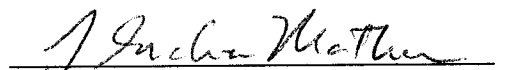
Additionally, the Court has considered the argument of the Receiver's counsel for certifying this Order as final pursuant to Rule 54.02 Tenn.R.Civ.P. Specifically, the Court has considered that, without this Court's order becoming final and then in thirty (30) days non-appealable, a title insurance policy would not likely issue and, thus, the sale of the Pine Bluff, Arkansas Facility would not be able to close. This factor dispositively weighs in favor of certifying this Order as final under Rule 54.02 Tenn.R.Civ.P. Accordingly, there appearing reason for such certification and there appearing no reason or just cause for delay, the Court finds that this Order shall constitute a final, ~~non-appealable~~^{final} order on the matters addressed herein and shall be considered as such upon entry on the docket. Rule 54.02 Tenn.R.Civ.P.

It is so ORDERED, this the 19th day of May, 2005.



Hon. Jeffrey S. Bivins
Circuit Court Judge Sitting As Chancellor

Submitted for Approval


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

CERTIFICATE OF SERVICE

This is to certify that on May 5th, 2005 a copy of the foregoing Order has been sent by First Class U.S. Mail, postage paid, to:

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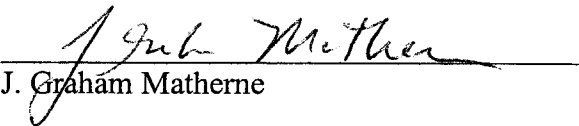
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