

**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