

**IN THE UNITED STATES DISTRICT COURT
WESTERN DISTRICT OF TENNESSEE AT MEMPHIS**

REGIONS BANK,)	
as Indenture Trustee,)	
)	
Plaintiff,)	
)	
v.)	Case No. 06-cv-2239-JPM
)	
CME-CORNERS, INC., and)	
THE HEALTH, EDUCATIONAL AND)	
HOUSING FACILITY BOARD OF THE)	
COUNTY OF SHELBY, TENNESSEE,)	Hearing: Fri. 2/16/07 at 4:00 pm
)	
Defendants.)	

PLAINTIFF’S MOTION AND MEMORANDUM OF LAW TO DISMISS CASE

By and through undersigned counsel, Plaintiff Regions Bank, as indenture trustee (the “Trustee”), submits this Motion and hereby moves this Court to dismiss this case, without prejudice, pursuant to Rule 66 of the Federal Rules of Civil Procedure, and would show the following in support of the Motion:

1. It appears from the Receiver’s (i) Final Accounting of Estate and (ii) Motion and Memorandum of Law Seeking Discharge of Duties of even date herewith, that the receivership estate has very nearly been fully and finally administered, and that upon such full and final administration, there will be no remaining assets in the receivership estate.

2. Rule 66 of the Federal Rules of Civil Procedure provides, in relevant part, that “An action wherein a receiver has been appointed shall not be dismissed except by order of the court.” Fed. R. Civ. P. 66 (2006).

3. Accordingly, in light of no assets remaining in the receivership estate, the Trustee seeks dismissal (without prejudice) of this action. Upon the Receiver’s full and final administration of the receivership estate, the Trustee will present an order dismissing this case,

EXHIBIT A

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Plaintiff,)	
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v.)	Case No. 06-cv-2239-JPM
)	
CME-CORNERS, INC., and)	
THE HEALTH, EDUCATIONAL AND)	
HOUSING FACILITY BOARD OF THE)	
COUNTY OF SHELBY, TENNESSEE,)	
)	
Defendants.)	

**ORDER DISMISSING CASE PURSUANT TO RULE 66
OF THE FEDERAL RULES OF CIVIL PROCEDURE**

THIS MATTER having come before the Court on the Plaintiff’s Motion and Memorandum of Law to Dismiss Case (the “Motion”); it appearing that good and sufficient notice having been given and no further notice is required; the Court having given all parties affected by the relief requested in the Motion an opportunity to express their view at a hearing on February 16, 2007; and the Court, having considered the matter, considered the evidence presented, and for other good cause appearing, **HEREBY ORDERS:**

1. The Motion is granted and this case (the “Case”) is dismissed; *provided, however,* that any prior orders of this Court entered in this case shall remain in full force and effect.

2. The injunction bond, posted by check in the amount of \$1,000 by the Plaintiff (as reflected by Docket Entry No. 23 in this Case) shall be returned immediately to the Plaintiff at the following address: Regions Bank, Corporate Trust Department (Attn: Susan K. Baker), 315 Deaderick Street, 2nd Floor, Nashville, Tennessee 37237.

3. Neither the Trustee, nor their present or former directors, officers, employees, subsidiaries, affiliates, agents, professionals, attorneys and representatives (the "Exculpated Parties") shall have or incur any liability to any holder of a claim against the receivership estate for any act or omission in connection with, related to, or arising out of, commencement of the Case, the Case, the receivership, or the administration of the Case or the receivership estate, except for fraud, willful misconduct, gross negligence, criminal conduct, misuse of confidential information that causes damages, or ultra vires acts. This exculpation shall be in addition to any other protections afforded any of the parties in this Case under this or any other order of this Court.

4. The Court shall retain jurisdiction with respect to any matter, issue, claim, or controversy arising out of or resulting from the Case, the receivership, or administration of the Case or the receivership estate.

5. Upon entry of this Order, this Order shall be considered to be a "final order" of this Court and shall be subject to appeal. Failure to appeal this Order within the time allowed by the Federal Rules of Civil Procedure or Federal Rules of Appellate Procedure shall bar any party from any relief under those particular provisions of such Rules applicable to appeals.

6. The requirements of Rule LR7.2 of the Local Rules of the United States District Court for the Western District of Tennessee are deemed to have been satisfied.

ENTERED this _____ day of _____, 2007.

UNITED STATES DISTRICT JUDGE

Submitted for entry by:

WALLER LANSDEN DORTCH & DAVIS, LLP

By: /s/Robert J. Welhoelter
John C. Tishler (#13441)
David E. Lemke (#13586)
Robert J. Welhoelter (#24203)

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*Attorneys for Plaintiff Regions Bank,
as Indenture Trustee*

without prejudice, pursuant to Rule 66 of the Federal Rules of Civil Procedure and providing for the return of the injunction bond to the Trustee. A form of such order is annexed hereto as Exhibit A.

4. Pursuant to Local Rule 7.2(a)(1)(B), counsel to the Trustee hereby certify that the parties to this controversy are numerous and not readily identifiable, as the beneficial holders of the applicable Bonds, much less their respective counsel, are generally not known to the Trustee and must be ascertained through the Depository Trust Corporation. In light of the numerous parties and inability to determine counsel therefor, consultation was not practicable and the Trustee has filed this Motion with the Court. Because the matter requires court determination, the Trustee has provided notice of the hearing and the Motion as set forth in the accompanying Certificate of Service.

WHEREFORE; based on the foregoing, the Trustee prays (i) that the Court dismiss this case and enter an order in the form annexed hereto as Exhibit A, and (ii) for any other and further relief that justice and equity may require.

Respectfully submitted,

WALLER LANSDEN DORTCH & DAVIS, LLP

By: /s/Robert J. Welhoelter
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*Attorneys for Plaintiff Regions Bank,
as Indenture Trustee*

CERTIFICATE OF SERVICE

I hereby certify that I have caused a true and correct copy of the foregoing Motion (including exhibits thereto) to be served via U.S. Mail, postage prepaid (or by email where indicated), upon the following named parties to this action on this the 8th day of February, 2007. In addition, notice of the hearing regarding the relief requested by the foregoing Motion was given to the Bondholders pursuant to the Trust Indenture via the customary channels used in the industry.

CME-Corners, Inc. (Attention: Legal Department)
4466 Elvis Presley Boulevard, Suite 300
Memphis, TN 38116

Dr. Annie J. Carter
2513 Oak Forrest Drive
Antioch, TN 37013

Farris Mathews Branan Bobango Hellen & Dunlap PLC (Attn: James E. Bailey III)
1 Commerce Square, Suite 2000
Memphis, TN 38103

The Health, Educational and Housing Facility Board
of the County of Shelby, Tennessee
c/o Donnie Wilson, County Attorney
160 North Main Street, Suite 801
Memphis, TN 38103

The Winchester Law Firm (Attn: Stephen L. Anderson)
6060 Poplar Avenue, Suite 295
P.O. Box 17236
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Crocker & Niarhos (Attn: Timothy G. Niarhos)
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611 Commerce Street
Nashville, TN 37203-3754

Cumberland & Ohio Co. of Texas (Attn: James A. Skinner)
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/s/Robert J. Welhoelter

Robert J. Welhoelter