

**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,)	
)	
Defendants.)	

**ORDER INSTRUCTING TRUSTEE WITH RESPECT TO LIQUIDATION AND
DISTRIBUTION OF SERIES D PRINCIPAL RESERVE ACCOUNT**

THIS MATTER having come before the Court on the Verified Motion and Memorandum of Law in Support of Motion for Trust Instruction Regarding Liquidation and Distribution of Series D Principal Reserve Account (including without limitation the exhibits thereto, the “Motion”) and the Verified Complaint For Appointment Of Receiver, Injunctive Relief, And Damages (including without limitation the exhibits thereto, the “Verified Complaint”), filed by the Plaintiff herein, Regions Bank, in its capacity as successor indenture trustee under that certain Trust Indenture dated as of December 1, 1996 (the “Trustee,” as more fully described in the Verified Complaint); 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 the Trustee is hereby instructed and ordered (a) to promptly reduce the assets in the Principal Reserve Account (as defined in the Motion) to cash by such method as the Trustee determines is most expedient and efficient in the Trustee's sole discretion, and (b) after deducting its costs and expenses (including reasonable attorneys' fees and expenses) of such liquidation and of pursuing this Motion, make distribution of the net amount of the Principal Reserve to the Series D Bondholders.

2. 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.

IT IS SO ORDERED

ENTERED this 16th day of February, 2007.

s/Jon Phipps McCalla
UNITED STATES DISTRICT JUDGE

Submitted for Entry by:

/s/Robert J. Welhoelter

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