

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
EASTERN DIVISION**

In re:)	Chapter 11
)	
SENTINEL MANAGEMENT GROUP, INC.,)	Case No. 07 B 14987
)	
Debtor.)	Hon. John H. Squires

ORDER CONFIRMING PLAN

The plan under chapter 11 of the Bankruptcy Code filed by Frederick J. Grede, the chapter 11 trustee (the “Trustee”) for Sentinel Management Group, Inc. (the “Debtor”), and the Official Committee of Unsecured Creditors (the “Committee” and together with the Trustee, the “Plan Proponents”), on June 18, 2008 (Docket No. 591), as modified by modifications filed on August 25, 2008 (Docket No. 1018), November 20, 2008 (Docket No. 1210) and December 11, 2008 (Docket No. 1251), or a summary thereof, having been transmitted to creditors and equity holders;

It having been determined after hearing on notice that the requirements for confirmation set forth in 11 U.S.C. § 1129(a) have been satisfied;

IT IS ORDERED that:

1. The Fourth Amended Plan of Liquidation filed by the Plan Proponents on December 11, 2008 (Docket No. 1251) (the “Plan”) is confirmed.

2. Except as otherwise provided in the Plan or this confirmation order, **all Persons,¹ other than governmental entities and agencies exercising their police or regulatory powers, who have held, hold, or may hold Claims against or Equity Interests in the Debtor are**

¹ Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

permanently enjoined from taking any of the following actions against the Estate or the Liquidation Trust or any Property on account of any such Claims or Equity Interests: (A) commencing or continuing, in any matter or in any place, any action or other proceeding; (B) enforcing, attaching, collecting, or recovering in any manner any judgment, award, decree, or order; (C) creating, perfecting, or enforcing any Lien or encumbrance; and (D) commencing or continuing in any manner or in any place, any action that does not comply with or is inconsistent with the provisions of the Plan or this confirmation order; provided, however, that (x) nothing contained in the Plan or this confirmation order shall preclude such Persons from exercising their rights pursuant to and consistent with the terms of the Plan or this confirmation order; (y) any rights of setoff or recoupment, to the extent valid, are preserved, and the injunctions referenced in Section 4.1 of the Plan or this confirmation order shall not enjoin the valid exercise of such right of setoff or recoupment; and (z) no Holder of any Claim or Equity Interest shall be deemed to have released the Debtor in any way for accepting the terms of the Plan, retaining Citadel Sale Distributions or SEG 1 Special Distributions, or accepting distributions pursuant to the Plan; and further provided, however, that this confirmation order shall not preclude non-Electing Holders from commencing or continuing any adversary proceeding to determine ownership of funds, or recovery of funds, held in the Property Of The Estate Reserves.

3. Unless otherwise provided in the Plan, **all injunctions or stays arising under or entered during the Chapter 11 Case under sections 105 or 362 of the Bankruptcy Code, or otherwise, and in existence on the Confirmation Date, shall remain in full force and effect until the Effective Date,** and at that time shall be dissolved and of no further force or effect,

subject to the injunctions and contribution bar set forth in Sections 4.1 and 10.12 of the Plan, this confirmation order and/or sections 525 and 1141 of the Bankruptcy Code.

4. Frederick J. Grede is hereby appointed as the Liquidation Trustee in accordance with Section 6.3 of the Plan. The Liquidation Trustee is bound to perform his duties in accordance with the terms of the Plan and the Liquidation Trust Agreement and shall have all powers afforded a trustee under the Bankruptcy Code and Rules. The Chapter 11 Trustee is hereby permitted to enter into a Liquidation Trust Agreement consistent with the form of Liquidation Trust Agreement filed on August 25, 2008 (Docket No. 1020), and to perform the transactions contemplated in the Liquidation Trust Agreement.

5. All Class 3 Customer Claims, other than those Class 3 Customer Claims that are Disputed, shall be deemed Allowed in accordance with Section 4.4 of the Plan for purposes of making the Initial Distribution. The Liquidation Trustee is authorized to make distributions on account of any Allowed Claim.

6. For purposes of determining the amount of Claims in any foreign currency, such Claims will be converted as of the Petition Date to U.S. Dollars, at the rate of conversion published in the U.S. Edition of the Wall Street Journal on the first Business Day following the Petition Date.

7. Pursuant to Bankruptcy Rule 3020(e), this confirmation order shall not be stayed and shall be effective upon entry on the docket of this Court.

8. The Plan Proponents shall serve notice of entry of this confirmation order pursuant to Bankruptcy Rules 2002(f)(7), 2002(k) and 3020(c) upon all creditors, indenture trustees and equity security holders of the Debtor as of the Record Date (as defined in the

Disclosure Statement) no later than ten (10) Business Days after the date of entry of this order.

The form of notice attached hereto as Exhibit A is hereby approved as to form.

9. A copy of the confirmed Plan is attached.

Dated: Chicago, Illinois
December ____, 2008

**THE HONORABLE JOHN H. SQUIRES
UNITED STATES BANKRUPTCY JUDGE**

EXHIBIT A

FORM OF NOTICE OF ENTRY OF CONFIRMATION ORDER

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In re:) Chapter 11
)
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NOTICE OF ENTRY OF ORDER CONFIRMING PLAN

PLEASE TAKE NOTICE THAT on December __, 2008, the United States Bankruptcy Court for the Northern District of Illinois entered the Order Confirming Plan, confirming the Fourth Amended Chapter 11 Plan of Liquidation, dated December 11, 2008, copies of which are attached hereto.

Dated: December __, 2008

FREDERICK J. GREDE, not individually
but as Chapter 11 Trustee of Sentinel
Management Group, Inc.

The Official Committee of Unsecured
Creditors of Sentinel Management Group,
Inc.

By: _____
One of his attorneys

By: _____
One of its Attorneys

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