

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:

Chapter 11

TAYLOR, BEAN & WHITAKER MORTGAGE
CORP., REO SPECIALISTS, LLC, and
HOME AMERICA MORTGAGE, INC.,

Case No. 3:09-bk-07047-JAF
Case No. 3:09-bk-10022-JAF
Case No. 3:09-bk-10023-JAF

Debtors.

Jointly Administered Under
Case No. 3:09-bk-07047-JAF

**DEBTORS' MOTION FOR ORDER
UNDER FED. R. BANKR. P. 3003(c)(3) (I) ESTABLISHING DEADLINE
FOR FILING PROOFS OF CLAIM, (II) APPROVING PROOF OF CLAIM
FORM, (III) APPROVING PROOF OF CLAIM FILING DEADLINE
NOTICES, (IV) APPROVING MAILING AND PUBLICATION
PROCEDURES AND (V) PROVIDING CERTAIN SUPPLEMENTAL RELIEF**

NOTICE OF HEARING

A hearing will be conducted on January 22, 2010, at 10:00 a.m. in Courtroom 4D, Bryan Simpson United States Courthouse, 300 North Hogan Street, Jacksonville, Florida, before The Honorable Jerry A. Funk, United States Bankruptcy Judge, to consider and act upon this Motion.

Debtors, TAYLOR, BEAN & WHITAKER MORTGAGE CORP., ("TBW"), REO SPECIALISTS, LLC ("REO"), and HOME AMERICA MORTGAGE INC. ("HAM") (collectively, the "Debtors"), move under Fed. R. Bankr. P. 3003(c)(3) for entry of an order (i) establishing the deadline or "bar date" by which creditors must file proofs of claim against the Debtors, (ii) approving a tailored proof of claim form to be distributed to creditors, (iii) approving the form of notice to be used to inform creditors of the bar date, (iv) approving mailing and publication procedures with respect to notice of

the bar date and (v) providing certain supplemental relief (the “**Motion**”). In support of the Motion, the Debtors respectfully represent as follows:

Background

1. On August 24, 2009, TBW filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On November 25, 2009, REO and HAM filed voluntary petitions for relief under Chapter 11 (August 24, 2009 and November 25, 2009 are sometimes collectively referred to as the “**Petition Date**”). The Debtors have continued to manage their properties and assets as debtors in possession pursuant to Sections 1107(a) and 1108 of the Bankruptcy Code and orders of this Court. After notice and a hearing, the Court on December 15, 2009, ordered that the cases be jointly administered under the TBW case, Case No. 3:09-07047-JAF.

2. By notice dated September 11, 2009, the United States Trustee in the TBW case appointed the members of the Official Committee of Unsecured Creditors (the “**Creditors’ Committee**”) pursuant to Section 1102 of the Bankruptcy Code (Doc. No. 203) and amended its appointment by notice dated December 11, 2009 (Doc. No. 761).

3. No trustee or examiner has been appointed in any of these cases.

Relief Requested

4. By the Motion, the Debtors seek entry of an order (the “**Bar Date Order**”) (a) fixing 5:00 p.m. Eastern Time on **March 15, 2010** as the bar date by which proofs of claim against the Debtors must be filed (including, solely with respect to TBW, for “governmental units” as that term is defined in § 101(27) of the Bankruptcy Code) (b) approving the Debtors’ proposed notice of the bar date, (d) approving mailing and

publication procedures with respect to the bar date notice and (e) providing certain supplemental relief. **Pursuant to Section 502(b)(9) of the Bankruptcy Code, the deadline for governmental units to file proofs of claim in the cases of HAM and REO is 180 days after the order for relief, or June 24, 2010. The Debtors are not intending to change this deadline through this Motion.**

Basis For Relief

Establishment of the Bar Date.

5. Bankruptcy Rule 3003(c) provides that “[t]he court shall fix... the time within which proofs of claim or interest may be filed.” The Debtors filed their schedules of liabilities (collectively, the “**Schedules**”) on or before the extended filing dates set by this Court. With the filing of the Schedules, the Debtors are now in a position to provide effective notice of a bar date for the filing of proofs of claim. Therefore, the Debtors request that the Court establish a bar date.

6. To provide ample time for allowing the Debtors’ creditors a reasonable opportunity to prepare and file proofs of claim, the Debtors propose that this Court establish 5:00 p.m. Eastern Time on **March 15, 2010**, as the bar date (the “**General Bar Date**”) by which proofs of claim against the Debtors must be filed. Such establishment will provide certainty to all parties in interest and will enable the Debtors to proceed with timely and effective noticing of the General Bar Date, as discussed below. This date will allow for at least 45 days notice of the Bar Date and is also past the deadline set forth in § 502(b)(9) of the Bankruptcy Code for the filing of claims by governmental units in the TBW case. As discussed above, this Motion is not intended to affect the deadline of June

24, 2010, for governmental units to file claims against HAM and REO.

7. As set forth in the proposed Bar Date Order submitted with this Motion, the Debtors request that each person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit other than governmental units with claims against HAM and REO, as discussed above) that asserts a claim, as defined in section 101(5) of the Bankruptcy Code, against the Debtor that arose on or prior to the filing of the chapter 11 petitions on August 24, 2009 by TBW and November 25, 2009, by HAM and REO, be required to file an original, written proof of such claim, substantially in the form of the "Proof of Claim" (as defined below) described in paragraphs 11-14 or Official Form No. 10, so as to be received on or before the General Bar Date **by regular mail** to BMC Group, Inc.; Attn: Taylor, Bean & Whitaker Mortgage Corp. Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020 or **by hand, courier, or overnight delivery** to BMC Group, Inc.; Attn: Taylor, Bean & Whitaker Mortgage Corp Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317 (collectively, the "**Claims Docketing Center**").

8. The Debtors further request that the Bar Date Order provide that the Claims Docketing Center will not accept proofs of claim sent by facsimile, telecopy, or other electronic means, and that proofs of claim will be deemed timely filed only if the original is actually received by the Claims Docketing Center on or before the General Bar Date.

9. Nevertheless, the Debtors propose that creditors holding or wishing to assert the following types of claims against the Debtors need not file a proof of claim on

or before the General Bar Date:

- (a) any person or entity that has already properly filed a proof of claim against the Debtors utilizing a claim form which substantially conforms to the Proof of Claim or to Official Form No. 10;
- (b) any person or entity (i) whose claim is listed on the Schedules, (ii) whose claim is not described in the Schedules as “disputed,” “contingent,” or “unliquidated,” (iii) who does not dispute the amount or nature of the claim as set forth in the Schedules and (iv) who does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
- (c) any person seeking to assert a claim under section 507(a) of the Bankruptcy Code as an administrative expense of the Debtors’ chapter 11 cases;
- (d) any person or entity whose claim has been paid by the Debtors with authorization of this Court;
- (e) any Debtor in these cases having a claim against another Debtor or any majority owned non-debtor subsidiary of any of the Debtors having a claim against any Debtor (the Debtors will rely on their intercompany account records);
- (f) any person or entity seeking to assert only stock ownership interests in the Debtors; provided, however, that any stockholder holding any type of claim, or alleging damages or asserting causes of action based upon or arising from a stock interest, must file a proof of claim by the General Bar Date; and
- (g) any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the General Bar Date.

10. Further, the Debtors request that proofs of claim for any rejection damages arising during these chapter 11 cases under sections 365(g) and 502(g) of the Bankruptcy Code be filed by the later of (a) 30 days after the effective date of rejection of such executory contract or unexpired lease as provided by an order of this Court or pursuant to a notice under procedures approved by this Court and (b) the General Bar Date. Proofs of

claim for any other claims that arose prior to the Petition Date with respect to a lease or contract must be filed by the General Bar Date.

Form of Proof of Claim

11. Due to the size and complexity of these Chapter 11 cases, the Debtors have prepared a proof of claim form tailored to conform to these cases (the “**Proof of Claim**”), a copy of which is attached as Exhibit “A”. The proposed Proof of Claim is based in part on Official Form No. 10. The substantive modifications to the Official Form proposed by the Debtors include the following:

(a) personalizing the form to include the name and address of the creditor as shown in the Schedules (or other records of the Debtors if the creditor is not listed on the Schedules);

(b) setting forth the basic information contained in the Schedules as to the creditor’s claim (if the creditor’s claim is listed on the Schedules);

(c) requiring the creditor to designate the specific Debtor against which the creditor asserts its claim;

(d) including a space for the creditor to correct any incorrect information contained in the name and address portion; and

(e) providing additional instructions.

12. The Debtors request that the Court approve the Proof of Claim, including such substantive modifications to Official Form No. 10, in substantially the form attached hereto as Exhibit “A”.

13. As to the requirement that each creditor designate the specific Debtor against which the creditor asserts its claim, the Debtors request that the Court order that if no designation is made on the Proof of Claim, the claim will be deemed to be asserted against the parent company TBW unless otherwise agreed between the Debtors, in

consultation with the Creditors' Committee, and the alleged claimant in a writing filed with the Court. The Debtors also request that the Court order that creditors asserting a claim against more than one of the Debtors be required to file a separate Proof of Claim against each Debtor and that a Proof of Claim that designates more than one Debtor will be deemed to assert a claim only against TBW.

14. The Debtors also request that the Court order that each Proof of Claim filed must (a) be signed, (b) include supporting documentation (attach a summary if voluminous) or an explanation as to why documentation is not available, (c) be written in the English language, (d) be denominated in lawful currency of the United States as of the Petition Date, and (3) conform substantially with the Proof of Claim provided or Official form No. 10.

Consequences for Failure to File a Proof of Claim

15. **Unless otherwise excused pursuant to the terms of the Bar Date Order and except as to governmental units asserting claims against HAM and REO, whose deadline is June 24, 2010, pursuant to Bankruptcy Rule 3003(c)(2), the Debtors request that the Bar Date Order provide that, subject to any applicable defenses and claims as to why the claim should not be deemed untimely and subject to 11 U.S.C. § 726(a)(3), any holder of a claim against the Debtors who fails to file a proof of such claim in accordance with the Bar Date Order on or before the General Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors, and such holder shall not be permitted to vote to accept or reject any plan of reorganization or participate in any distribution in the Debtors' Chapter 11**

cases on account of such claim or to receive further notices regarding such claim.

Actual Notice of Bar Date

16. Pursuant to Bankruptcy Rule 2002(a)(7), the Debtors propose to provide actual notice of the General Bar Date by mailing a notice substantially in the form attached as Exhibit "B" (the "**Bar Date Notice**"), together with a Proof of Claim unless otherwise indicated, to:

- (a) the United States Trustee;
- (b) the Federal Deposit Insurance Corporation;
- (c) each member of the Committee and the attorneys for the Committee;
- (d) all creditors and other known holders of claims as of the date of this Order, including all holders of claims listed on the Schedules at the addresses stated therein;
- (e) all parties to executory contracts and unexpired leases of the Debtors;
- (f) All parties to litigation with the Debtors;
- (g) All record or otherwise readily known stockholders of the Debtors;
- (h) All current and recent former employees of the Debtors;
- (i) The Internal Revenue Service and all known taxing authorities for the jurisdictions in which the Debtors do business;
- (j) The Securities and Exchange Commission;
- (k) All persons and entities set forth on the Master Service List as of the date of entry of the Bar Date Order; and
- (l) Such additional persons and entities as deemed appropriate by the Debtors.

17. The Debtors further propose to send the Bar Date Notice to certain

entities, in addition to those described above, with whom, prior to the Petition Date, the Debtors had done business or who may have asserted a claim against the Debtors. Providing such notice will enable any creditor inadvertently not included on the Schedules and other potential claimants to receive notices of the General Bar Date, and will similarly enable the Debtors to determine the amount and magnitude of all prepetition claims against their chapter 11 estates.

18. The proposed Bar Date Notice notifies the parties of the General Bar Date and contains information regarding who must file a proof of claim, the procedure for filing a proof of claim and the consequences for failure to timely file a proof of claim.

19. For administrative convenience and cost savings, the Bar Date Notice applies to all of the Debtors' cases. Nevertheless, because each proof of claim must be filed against a particular Debtor, the Bar Date Notice explains the requirement that all proofs of claim specify the particular Debtor against which a creditor asserts a claim. This requirement will make the Debtors' claims analysis more efficient and less costly to their estates. The Debtors request that the Court approve the form and use of the Bar Date Notice.

Timing of Proposed Notice by Mail

20. Based upon the number of entities to whom the Debtors propose to provide notice, including all creditors who are entitled to receive notice, the Debtors believe that they will be able to initiate the mailing of the Bar Date Notice within approximately one week after the date of entry of the Bar Date Order. With the General Bar Date of March 15, 2010, all potential claimants should have approximately 45 days'

notice of the deadline by which they must file proofs of claim. Such notice period is well in excess of the 21 day notice period required under Bankruptcy Rule 2002(a)(7), as amended on December 1, 2009, and will provide creditors ample time within which to prepare and file proofs of claim, if necessary.

21. However, after the initial mailing occurs as provided for above, the Debtors anticipate that they may be required to make supplemental mailings of the Bar Date Notice in a number of situations, including in the event that (a) notices are returned by the post office with forwarding addresses, necessitating a remailing to the new addresses, (b) certain parties acting on behalf of parties in interest decline to pass along notices to such parties and instead return their names and addresses to the Debtors for direct mailing, and (c) additional potential claimants become known as a result of the noticing process. Therefore, the Debtors would request the right to make supplemental mailings of the Bar Date Notice up to 24 days in advance of the General Bar Date, with any such supplemental mailings deemed timely.

22. While the Debtors anticipate that there may be a need to establish later special bar dates, and request the right to do so below, the Debtors believe that the proposed supplemental mailings of the Bar Date Notice will serve to preserve the integrity of the General Bar Date, will reduce the number of special bar dates that may need to be established, will permit the proof of claim process to be completed expeditiously, and will ease the administration of these cases.

Assistance of Claims Agent

23. Pursuant to an order dated September 3, 2009 and 28 U.S.C. § 156(c),

BMC Group, Inc. (“BMC”) was retained by the Debtors to serve as the authorized claims agent for the Court. In that regard, BMC is responsible for, among other things, mailing bar date notices and proof of claim forms generated and printed as indicated herein.

24. To facilitate and coordinate the claims reconciliation and bar date notice functions, the Bar Date Notice will be mailed by BMC, together with the Proof of Claim form where appropriate. This will ensure that each party receiving the notice will receive a personalized Proof of Claim form, printed with such party’s name and address and, if such party is included in the Schedules, the scheduled claim information.

25. To the extent that BMC requires any assistance with the preparation and mailing, the Debtors request that BMC be authorized to employ and pay necessary service providers, subject to prior approval from the Debtors in consultation with the Creditors Committee, and to obtain reimbursement from the Debtors for any such payments on the same terms applicable to its direct services. The Debtors further request that BMC be authorized to take such other actions as may be necessary to ensure timely preparation and mailing of the Bar Date Notice and Proof of Claim.

Publication Notice of Bar Date

26. The Debtors have determined that it is in the best interests of their estates to give notice of the General Bar Date by publication to certain parties including: (a) those creditors to whom no other notice was sent and who are unknown or not reasonably ascertainable by the Debtors, (b) known creditors with addresses unknown by the Debtors, and (c) creditors with potential claims unknown by the Debtors.

27. Pursuant to Bankruptcy Rule 2002(1), the Debtors seek authority to

publish a bar date notice substantially in the form attached as Exhibit "C" (the "**Publication Notice**"). The Publication Notice will include a telephone number that creditors may call to obtain copies of the Proof of Claim and information concerning the procedures for filing proofs of claim. Thus, the Publication Notice conveys essential information in a succinct form that will minimize the publication costs to be incurred by the Debtors' estates.

28. The Debtors propose to publish the Publication Notice in The Florida Times-Union and the national edition of The Wall Street Journal no later than 30 days prior to the General Bar Date.

29. The Debtors request that the Court find that the Debtors' proposed procedures regarding the Publication Notice will provide good, adequate and sufficient publication notice of the General Bar Date.

Establishment of Special Bar Dates

30. To minimize the time and expenses associated with having to seek subsequent orders from this Court, the Debtors request that they be permitted, with the consent of the Creditors' Committee, to establish special bar dates with respect to (a) creditors whose claims were not previously included in the Schedules but are added by amendment or creditors whose claims were previously included in the Schedules but are prejudicially changed as to amount, status or designation by amendment (the "**Schedule Amendment Creditors**"); (b) any subsequently identified potential claimants who may not be included in the amendments to the Schedules because the Debtors do not believe they owe amounts or otherwise have liability to such claimants but as to which the

Debtors do not desire to risk the argument that any claims alleged by such claimants are not barred due to failure to give actual notice of a bar date (the “**Subsequently Identified Claimants**”), and (c) parties who were initially mailed notice of the Bar Date Notice, but as to which a remailing (e.g., in the case of post office returns with forwarding addresses) or a direct mailing (e.g., in the case of noteholders or stockholders whose banks and brokers declined to effect the mail) is necessary and cannot be accomplished in time to provide at least 24 days’ notice of the General Bar Date (the “**Initial Mailing Parties**”).

31. With respect to the Schedule Amendment Creditors, the Debtors propose to provide notice of any amendments to the affected creditors, with an opportunity for such creditors to file a proof of claim if they disagree with the amendment. With this Court’s approval, such notice will substantially take the form of the Bar Date Notice (with necessary changes to reflect the fact that the notice is given as a result of amendments to the Schedules), will be mailed to affected creditors within ten days after the filing of the amendments, and will establish a special bar date of at least 24 days after the date of mailing for the filing of proofs of claim. With respect to the Subsequently Identified Claimants and the Initial Mailing Parties, the Debtors would request the right to establish special bar dates that would each be at least 24 days after the date on which the Debtors effect the mailing of notice of each special bar date. Such notice will also substantially take the form of the Bar Date Notice (with necessary changes to reflect the special bar date provisions).

32. The Debtors submit that 24 days’ notice of each special bar date is appropriate, rather than the longer period provided in connection with the General Bar

Date, because any such special bar dates will be established later in the case and must be structured so as not to delay the progress of the case, and because such special bar dates will be applicable to parties who will be receiving notice directly, presumably within three days of mailing. Moreover, the Debtors anticipate establishing special bar dates on a very limited basis, and only if necessary to ensure adequate bar date noticing and discharge protection. The vast majority of parties in interest will be subject to the General Bar Date, and will receive at least 45 days' notice as previously indicated.

33. The Debtors propose to advise this Court of the establishment of each special bar date by filing a notice, together with a list that specifically identifies the Schedule Amendment Creditors, the Subsequently Identified Claimants and the Initial Mailing Parties that are subject thereto and a copy of the bar date notice applicable to the special bar date. In addition to being filed with this Court, such notice will be served upon counsel for the United States Trustee and the Creditors' Committee. A certificate of service will be subsequently filed to evidence the mailing of each special bar date notice to the parties subject thereto. Each of the special bar dates will apply only to the Schedule Amendment Creditors, the Subsequently Identified Claimants or the Initial Mailing Parties who are specifically identified as being subject thereto in the lists to be filed with this Court. However, as to any of such specifically identified parties who may be found to have received effective notice of the General Bar Date, the Debtors do not waive the right to assert that the General Bar Date, rather than the special bar date, governs. Moreover, the General Bar Date will remain effective, and it is the Debtors' intention that it be fully enforceable both with respect to known parties who have

received actual notice thereof pursuant to the Bar Date Notice and with respect to unknown parties who are deemed to have received constructive notice thereof pursuant to the Publication Notice.

WHEREFORE, the Debtors respectfully request that the Court (i) enter the proposed Bar Date Order, (a) establishing the bar date by which creditors must file proofs of claim against the Debtors, (b) approving the forms of notice to be used to inform creditors of the bar date, (c) approving mailing and publication procedures with respect to notice of the bar date, and (d) providing supplemental relief as requested above; and (ii) grant such other and further relief as is just and proper.

DATED: January 12, 2010

/s/ Edward J. Peterson

Edward J. Peterson, III

Florida Bar No. 014612

epeterson@srbp.com

STICHTER, RIEDEL, BLAIN

& PROSSER, P.A.

110 Madison Street - Suite 200

Tampa, Florida 33602

(813) 229-0144

(813) 229-1811 (facsimile)

COUNSEL TO DEBTORS

Exhibit A

Proof of Claim - Draft

UNITED STATES BANKRUPTCY COURT MIDDLE DISTRICT OF FLORIDA JACKSONVILLE DIVISION		PROOF OF CLAIM		*11111111111111111111* YOUR CLAIM IS SCHEDULED AS: Schedule/Claim ID: s100	
In re: <input type="checkbox"/> TB&W MORTGAGE CORP <input type="checkbox"/> REO SPECIALISTS, LLC <input type="checkbox"/> HOME AMERICA MORTGAGE, INC.		Case Number: 3:09-bk-07047-JAF 3:09-bk-10022-JAF 3:09-bk-10023-JAF		AMOUNT/CLASSIFICATION \$1,000.00 SECURED UNKNOWN UNSECURED CUD	
NOTE: See Reverse for List of Debtors/Case Numbers/ important details. This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars.		DEBTOR/ CASE NO. TB&W MORTGAGE CORP 3:09-bk-07047-JAF	
Name of Creditor and Address: the person or other entity to who the debtor owes money or property		<input type="checkbox"/> Check this box if you are the debtor or trustee in this case.		The amounts reflected above constitute your claim as scheduled by the Debtor or pursuant to a filed claim. If you agree with the amounts set forth herein, and have no other claim against the Debtor, you do not need to file this proof of claim EXCEPT as stated below. If the amounts shown above are listed as Contingent, Unliquidated or Disputed, a proof of claim must be filed. If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.	
11111111111111111111 11111111111111111111 CREDITOR NAME CREDITOR ADDRESS CREDITOR CITY, STATE ZIP		DRAFT		THIS SPACE IS FOR COURT USE ONLY	
Creditor Telephone Number ()		<input type="checkbox"/> Check this box for notice change of address. <input type="checkbox"/> Check this box for payment address only.		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Claim Number (see reverse):	
Name and address where notice or payment should be sent (if different from above):		Payment Telephone Number ()			
1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ _____ If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. <input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of claim. Attach itemized statement of interest or charges.					
2. BASIS FOR CLAIM:		(See instructions #2 and #3a on reverse side.)		3. LAST FOUR DIGITS OF ANY NUMBER BY WHICH CREDITOR IDENTIFIES DEBTOR: 3a. Debtor may have scheduled account as:	
4. SECURED CLAIM (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of set off and provide the requested information Secured Claim Amount: \$ _____ DO NOT include the priority portion of your claim here. Unsecured Claim Amount: \$ _____ Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other _____ Value of Property: \$ _____ Annual Interest Rate: _____ % if any: \$ _____ Basis for Perfection: _____ Amount of arrearage and other charges at time case filed included in secured claim,					
5. PRIORITY CLAIM <input type="checkbox"/> Amount of Claim Entitled to Priority under 11 U.S.C. § 507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Unsecured Priority Claim Amount: \$ _____ Include ONLY the priority portion of your unsecured claim here. You MUST specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B) <input type="checkbox"/> Up to \$2,425* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use -11 U.S.C. § 507(a)(7). <input type="checkbox"/> Wages, salaries, or commissions (up to \$10,950*), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a) (____). * Amounts are subject to adjustment on 4/1/10 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment.					
6. CREDITS: The amount of all payments on this claim has been credited for the purpose of making this proof of claim.					
7. SUPPORTING DOCUMENTS: Attach redacted copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements. You may also attach a summary. Attach redacted copies of evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are not available, please explain. DATE-STAMPED COPY: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING.					
The original of this completed proof of claim form must be sent by mail or hand delivered (FAXES NOT ACCEPTED) so that it is actually received on or before 5:00 pm, prevailing Eastern Time on March 15, 2010 for Non-Governmental Claimants AND for Governmental Units.				THIS SPACE FOR COURT USE ONLY	
BY MAIL TO: BMC Group Inc. Attn: TB & W Mortgage Claims Processing PO Box 3020 Chanhassen, MN 55317-3020		BY HAND OR OVERNIGHT DELIVERY TO: BMC Group Inc. Attn: TB & W Mortgage Claims Processing 18750 Lake Drive East Chanhassen, MN 55317			
DATE		SIGNATURE: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.			

Exhibit B

BAR DATE NOTICE

In re:

TAYLOR, BEAN & WHITAKER MORTGAGE CORP., et al.

Chapter 11
 Case No. 3:09-bk-07047-JAF
 Jointly Administered

Debtors.

Debtors	Address	Tax I.D.	Case No.
Taylor, Bean & Whitaker Mortgage Corp. ("TBW")	315 N.E. 14 th Street Ocala, FL 34470	59-3069391	3:09-bk-07047-JAF
REO Specialists, LLC ("REO")	315 N.E. 14 th Street Ocala, FL 34470	20-3507501	3:09-bk-10022-JAF
Home America Mortgage, Inc. ("HAM")	315 N.E. 14 th Street Ocala, FL 34470	81-0600987	3:09-bk-10023-JAF

BAR DATE NOTICE

PLEASE TAKE NOTICE THAT:

1. **CASE FILING.** On August 24, 2009, TBW filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code. On November 25, 2009, REO and HAM filed voluntary petitions for relief under Chapter 11 of the Bankruptcy Code.
2. **PROTECTIONS AFFORDED TO THE DEBTORS.** Under the Bankruptcy Code the Debtors are granted certain protections against creditors. A creditor is anyone to whom the Debtors owe money or property. Creditors are prohibited from taking any actions to collect money or property from the Debtors. CREDITORS WHO OWE AMOUNTS TO THE DEBTORS ARE REQUIRED TO PAY SUCH AMOUNTS, EVEN THOUGH THE DEBTORS OWE MONEY OR PROPERTY TO THE CREDITORS; AND CREDITORS MAY NOT SET OFF AMOUNTS THEY OWE TO THE DEBTORS AGAINST AMOUNTS OWED BY THE DEBTORS TO THEM WITHOUT SPECIFIC AUTHORIZATION FROM THE COURT. If unauthorized actions are taken by a creditor against the Debtors, the Court may penalize that creditor. A creditor who is considering taking action against the Debtors, or property of the Debtors, may wish to consult an attorney. The staff of the clerk of the Court is not permitted to give legal advice.
3. **ENTRY OF THE BAR DATE ORDER.** By order of this Court entered on _____, 2010 (the "Bar Date Order"), the last date and time for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) to file proofs of claim against the Debtors is **March 15, 2010, at 5:00 p.m. Eastern Time** (the "Bar Date"). The Bar Date and the procedures set forth below for the filing of proofs of claim apply to all claims against the Debtors that arose on or prior to the filing of the Chapter 11 Petitions (August 24, 2009 as to TBW; November 25, 2009 as to REO and HAM) (the "Petition Date").
4. **WHO MUST FILE A PROOF OF CLAIM.** You MUST file a proof of claim if you have a claim that arose on or prior to the applicable Petition Date and it is not one of the types of claims described in Section 5 below. Acts or omissions of the Debtors that occurred on or prior to the filing of the Chapter 11 Petitions may give rise to claims against the Debtors notwithstanding that such claims may not have matured or become fixed or liquidated prior to such date. Under Section 101(5) of the Bankruptcy Code and as used herein, the word "claim" means: (a) right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured; or (b) right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.
5. **WHO NEED NOT FILE A PROOF OF CLAIM.** You should not file a proof of claim if:
 - A. You have already properly filed a proof of claim against the Debtors utilizing a claim form that substantially conforms to the attached proof of claim form or to Official Form No. 10;
 - B. Your claim is listed on the Debtors' Schedules (as defined below) and is not described in the Debtors' Schedules as "disputed," "contingent," or "unliquidated."
 - C. Your claim is listed on the Debtors' Schedules (as defined below) and you do not dispute the amount or nature of your claim as set forth in the Debtors' Schedules or that the claim is an obligation of the specific Debtor against which the claim is listed in the Debtors' Schedules;
 - D. You are asserting a claim under Section 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' Chapter 11 cases;
 - E. Your claim has already been paid by the Debtors with authorization of the Court;
 - F. You are a Debtor in these cases having a claim against another Debtor or any majority owned non-debtor subsidiary of any of the Debtors having a claim against any Debtor;

G. You are seeking a claim against a Debtor, and you are a creditor or other holder holding any type of claim, or alleging damages or asserting causes of action based upon or arising from a stock interest, must file a proof of claim by the General Bar Date; or

H. You hold a claim that has been allowed by an order of the Court entered on or before the Bar Date.

YOU SHOULD NOT FILE A PROOF OF CLAIM IF YOU DO NOT HAVE A CLAIM AGAINST ONE OF THE DEBTORS, OR IF THE CLAIM YOU HELD ON OR PRIOR TO THE FILING OF THE CHAPTER 11 PETITIONS HAS BEEN PAID. THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE A CLAIM.

6. **WHAT TO FILE.** If you file a proof of claim, your filed proof of claim must (a) be written in the English language, (b) be denominated in lawful currency of the United States, (c) conform substantially with the enclosed proof of claim form or to Official Form No. 10, and (d) include supporting documentation (if voluminous, attach a summary). If a proof of claim form is not enclosed herewith, you may obtain a proof of claim form from any bankruptcy court, your lawyer, from certain business supply stores, or from BMC Group, Inc. www.bmcgroup.com/tbwmortgage or by calling BMC Group, Inc. at 888-909-0100 or by email at info@bmcgroup.com. **YOU SHOULD ATTACH TO YOUR COMPLETE PROOF OF CLAIM FORM COPIES OF ANY WRITINGS UPON WHICH YOUR CLAIM IS BASED.**

If you have a claim against more than one of the Debtors, you must file a separate proof of claim against each Debtor. If your proof of claim fails to designate the Debtor against which you have a claim, your claim will be deemed to be a claim against TBW. If your proof of claim designates more than one Debtor, your claim will be deemed to be a claim only against TBW.

7. **WHEN AND WHERE TO FILE.** Except as provided for herein, proofs of claim must be filed so as to be received on or before 5:00 p.m. Eastern Time on March 15, 2010, at the following address (the "**Claims Docketing Center**"):

By regular mail to BMC Group, Inc.; Attn: Taylor, Bean & Whitaker Mortgage Corp. Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020 or by hand, courier, or overnight delivery to BMC Group, Inc.; Attn: Taylor, Bean & Whitaker Mortgage Corp Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317.

A proof of claim will be deemed timely filed only if the original proof of claim is actually received by the Claims Docketing Center on or before the Bar Date. Proofs of claim may not be sent by facsimile, teletype, or other electronic means.

8. **EXECUTORY CONTRACTS AND UNEXPIRED LEASES.** If you wish to submit a rejection damages claim arising from the Debtors' rejection of an executory contract or unexpired lease during these Chapter 11 cases, such proof of claim must be filed by the later of (a) thirty days after the effective date of rejection of such executory contract or unexpired lease as provided by an order of the Court, or (b) the Bar Date. Any other claims arising on or prior to the filing of the Chapter 11 Petitions with respect to any leases or contracts of the Debtors must be filed by the Bar Date.

9. **CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM BY THE BAR DATE. EXCEPT WITH RESPECT TO CLAIMS OF THE TYPE SET FORTH IN SECTION 5 ABOVE AND SUBJECT TO THE TERMS OF THE BAR DATE ORDER, ANY CREDITOR WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE 5:00 P.M. EASTERN TIME ON MARCH 15, 2010, FOR ANY CLAIM SUCH CREDITOR HOLDS OR WISHES TO ASSERT AGAINST THE DEBTORS WILL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING SUCH CLAIM AGAINST THE DEBTORS, AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER 11 CASES ON ACCOUNT OF SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM.**

10. **THE DEBTORS' SCHEDULES AND ACCESS THERETO.** You may be listed as the holder of a claim against the Debtors in the Debtors' Schedules of Liabilities, as the same may be amended from time to time (as amended, the "**Debtors' Schedules**"). To determine if and how you are listed on the Debtors' Schedules, if a proof of claim form is enclosed herewith, please refer to the proof of claim form near the top of the right-hand side of the first page for scheduled claim information.

Copies of the Debtors' Schedules and the Bar Date Order may be viewed at www.bmcgroup.com/tbwmortgage. Copies of the Debtors' Schedules may also be examined by interested parties between the hours of 8:30 and 4:00 p.m., Eastern Time, at the office of the Clerk of the Bankruptcy Court, 300 North Hogan Street, Suite 3-350, Jacksonville, Florida 32202 or by appointment during the regular business hours at the offices of the Debtors' attorneys, Stichter, Riedel, Blain & Prosser, P.A., 110 Madison Street - Suite 200, Tampa, Florida 33602.

FURTHER INFORMATION. If you have any questions concerning the filing, amount, nature, or processing of a proof of claim, please call BMC Group, Inc. at 888-909-0100 or email info@bmcgroup.com. **YOU SHOULD CONSULT YOUR ATTORNEY REGARDING ANY OTHER INQUIRIES, SUCH AS WHETHER YOU SHOULD FILE A PROOF OF CLAIM. DO NOT ATTEMPT TO CONTACT THE COURT FOR ADVICE.**

DATED: ____, 2010

BY ORDER OF THE COURT:
Jerry A. Funk, United States Bankruptcy Judge

Exhibit C

PUBLICATION NOTICE

In re:

TAYLOR, BEAN & WHITAKER MORTGAGE CORP., et al.

Debtors.

Chapter 11

Case No. 3:09-bk-07047-JAF

Jointly Administered

**NOTICE OF DEADLINE REQUIRING FILING OF PROOFS OF CLAIM
ON OR BEFORE MARCH 15, 2010, AT 5:00 P.M. EASTERN STANDARD TIME**

TO ALL PERSONS AND ENTITIES WITH CLAIMS AGAINST ANY OF: Taylor, Bean & Whitaker Mortgage Corp., REO Specialists, LLC, and/or Home America Mortgage, Inc. (collectively, the “Debtors”):

PLEASE TAKE NOTICE that, pursuant to an order of this Court approved on _____, 2010, (the “Bar Date Order”), and in accordance with Bankruptcy Rule 3003(c), all persons and entities, including individuals, partnerships, estates and trusts (except those persons or entities that are excused by the terms of the Bar Date Order) who have a claim or potential claim against any of the above-listed Debtors that arose on or prior to the filing of the Chapter 11 Petitions, no matter how remote or contingent such claim may be, MUST FILE A PROOF OF CLAIM on or before 5:00 p.m. Eastern Time, on March 15, 2010 (the “Bar Date”), by mailing or delivering an original proof of claim to BMC Group, Inc.; Attn: Taylor, Bean & Whitaker Mortgage Corp. Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020 or by hand, courier, or overnight delivery to BMC Group, Inc.; Attn: Taylor, Bean & Whitaker Mortgage Corp Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317 so that it is actually received on or before the Bar Date. Proofs of claim sent by facsimile, telecopy, or other electronic means will not be accepted. A proof of claim form may be obtained from any bankruptcy court clerk’s office, from your lawyer, from certain business supply stores, or from the BMC Group, Inc. at www.bmcgroup.com/tbwmortgage, by calling 1-888-909-0100 or by email at info@bmcgroup.com.

ANY PERSON OR ENTITY (EXCEPT A PERSON OR ENTITY WHO IS EXCUSED BY THE TERMS OF THE BAR DATE ORDER) WHO FAILS TO FILE A PROOF OF CLAIM ON OR BEFORE THE BAR DATE SHALL BE FOREVER BARRED, ESTOPPED, AND ENJOINED FROM ASSERTING ANY CLAIM AGAINST THE DEBTORS; AND SUCH HOLDER SHALL NOT BE PERMITTED TO VOTE ON ANY PLAN OF REORGANIZATION OR PARTICIPATE IN ANY DISTRIBUTION IN THESE CHAPTER II CASES ON ACCOUNT OF ANY SUCH CLAIM, OR TO RECEIVE FURTHER NOTICES REGARDING ANY SUCH CLAIM.

A copy of the Bar Date Order may be viewed at www.bmcgroup.com/tbwmortgage or obtained by calling: 1-888-909-0100 or email at infor@bmcgroup.com.

BY ORDER OF THE COURT
Jerry A. Funk, United States Bankruptcy Judge

Form of Order

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:

Chapter 11

TAYLOR, BEAN & WHITAKER MORTGAGE
CORP., REO SPECIALISTS, LLC, and
HOME AMERICA MORTGAGE, INC.,

Case No. 3:09-bk-07047-JAF
Case No. 3:09-bk-10022-JAF
Case No. 3:09-bk-10023-JAF

Debtors.

Jointly Administered Under
Case No. 3:09-bk-07047-JAF

**ORDER GRANTING DEBTORS' MOTION FOR ORDER
UNDER FED. R. BANKR. P. 3003(c)(3) (I) ESTABLISHING DEADLINE
FOR FILING PROOFS OF CLAIM, (II) APPROVING PROOF OF CLAIM
FORM, (III) APPROVING PROOF OF CLAIM FILING DEADLINE
NOTICES, (IV) APPROVING MAILING AND PUBLICATION
PROCEDURES, AND (V) PROVIDING CERTAIN SUPPLEMENTAL RELIEF**

THIS CASE came before the Court on _____, 2010 at .m. for consideration of the Debtors' Motion for Order Under Fed. R. Bankr. P. 3003(c)(3) (i) Establishing Deadline for Filing Proofs of Claim, (ii) Approving Proof of Claim Form, (iii) Approving Proof of Claim Filing Deadline Notice, (iv) Approving Mailing and Publication Procedures, and (v) Providing Certain Supplemental Relief filed by Taylor, Bean & Whitaker Mortgage Corp. ("TBW"),¹ REO Specialists, LLC ("REO"), and Home America Mortgage Inc. ("HAM") (collectively, the "Debtors"), seeking the entry of an order (a) fixing 5:00 p.m. Eastern Time on March 15, 2010, as the bar date within which proofs of claim against the Debtors must be filed (including for "governmental units" as that term is defined in Section 101(27) of the Bankruptcy Code), (b) approving the proof

¹ Unless otherwise defined herein, capitalized terms shall have the same meaning ascribed to them in the Motion.

of claim form, (c) approving the Debtors' proposed notice of the bar date, (d) approving mailing and publication procedures with respect to the bar date notice, and (e) providing certain supplemental relief (the "**Motion**"). The Court, having considered the record, the Motion, and argument of counsel, finds it appropriate to grant the relief requested. Accordingly, it is

ORDERED that:

1. The Motion is GRANTED pursuant to the terms contained herein.
2. All proofs of claim against the Debtors must be filed (including, solely with respect to TBW, as to "governmental units" as that term is defined in Section 101(27) of the Bankruptcy Code) on or before **5:00 p.m. Eastern Time on March 15, 2010** (the "**General Bar Date**").
3. The form of proof of claim attached hereto as Exhibit "A" is hereby approved.
4. Any person or entity (including, without limitation, each individual, partnership, joint venture, corporation, estate, trust and governmental unit other than governmental units asserting claims against HAM and REO), that asserts a claim, as defined in Section 101(5) of the Bankruptcy Code, against the Debtors that arose on or prior to the filing of the Chapter 11 Petitions on August 24, 2010 as to TBW and November 25, 2009 as to HAM and REO (each, the "**Petition Date**") are required to file an original, written proof of such claim, substantially in the form of the Proof of Claim as attached hereto as Exhibit "A", or Official Form No. 10 (a "**Proof of Claim**"), so as to be received on or before the General Bar Date by regular mail to BMC Group, Inc.; Attn:

Taylor, Bean & Whitaker Mortgage Corp. Claims Processing, P.O. Box 3020, Chanhassen, MN 55317-3020, or by hand, courier, or overnight delivery to BMC Group, Inc.; Attn: Taylor, Bean & Whitaker Mortgage Corp Claims Processing, 18750 Lake Drive East, Chanhassen, MN 55317 (collectively, the “**Claims Docketing Center**”).

5. **Nothing herein is intended to change or otherwise alter the deadline for governmental units (as defined by Section 101(27) of the Bankruptcy Code) to file claims against HAM and REO, as set forth in Section 502(b)(9) of the Bankruptcy Code. Said deadline for governmental units to file claims against HAM and REO is June 24, 2010.**

6. The Claims Docketing Center shall not accept proofs of claim by facsimile, telecopy, or other electronic means. Proofs of claim shall be deemed timely filed only if the original is actually received by the Claims Docketing Center on or before the General Bar Date.

7. Proofs of Claim for rejection damages, if any, arising during these Chapter 11 cases under Sections 365(g) and 502(g) of the Bankruptcy Code shall be filed by the later of (a) 30 days after the effective date of rejection of such executory contract or unexpired lease (as provided by an order of this Court or pursuant to a notice under procedures approved by this Court), and (b) the General Bar Date. Proofs of Claim for any other claims that arose prior to the Petition Date with respect to a lease or contract shall be filed by the General Bar Date.

8. A claim shall not be disallowed simply because it is asserted by the creditor against the wrong Debtor; and the rights of all parties in interest to challenge the

accuracy or propriety of the Debtors' designation of the particular Debtor against which claims are scheduled as set forth on the schedules of liabilities (the "**Schedules**"), as well as any designations by creditors on the proof of claim form of the particular Debtor against which their claims are asserted, are reserved.

9. The following persons or entities are not required to file a proof of claim:
 - (a) any person or entity that has already properly filed a proof of claim against the Debtors utilizing a claim form which substantially conforms to the Proof of Claim or to Official Form No. 10;
 - (b) any person or entity (i) whose claim is listed on the Schedules (as the same may be amended), (ii) whose claim is not described in the Schedules as "disputed" "contingent," or "unliquidated," (iii) who does not dispute the amount, nature and priority of the claim as set forth in the Schedules, and (iv) who does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed in the Schedules;
 - (c) any person seeking to assert a claim under section 507(a) of the Bankruptcy Code as an administrative expense of the Debtors' chapter 11 cases;
 - (d) any person or entity whose claim has been paid by the Debtors with authorization from this Court;
 - (e) any Debtor in these cases having a claim against another Debtor or any majority owned non-debtor subsidiary of any of the Debtors having a claim against any Debtor (the Debtors will rely on their intercompany account records);

(f) any person or entity seeking to assert only stock ownership interests in the Debtors; provided, however, that any stockholder holding any type of claim, or alleging damages or asserting causes of action based upon or arising from a stock interest, must file a proof of claim by the General Bar Date; and

(g) any person or entity that holds a claim that has been allowed by an order of this Court entered on or before the General Bar Date.

10. As to filed Proofs of Claim:

(a) if no designation is made on a Proof of Claim as to which Debtor the claim is against, the claim shall be deemed to be asserted against TBW, unless otherwise agreed between the Debtors, the Creditors' Committee, and the alleged claimant in a writing filed with the Court.

(b) if a claimant asserts a claim against more than one of the Debtors:

(i) the claimant shall file a separate Proof of Claim against each separate Debtor, and (ii) a Proof of Claim that designates more than one Debtor shall be deemed to assert a claim only against TBW.

(c) Proofs of Claim must (i) be signed, (ii) include supporting documentation (a summary if voluminous) or an explanation as to why documentation is not available, (iii) be written in the English language, (iv) be denominated in lawful currency of the United States as of the

Petition Date, and (v) conform substantially with the Proof of Claim attached as Exhibit "A" or Official form No. 10.

11. **Unless otherwise excused pursuant to the terms of this Order and except as to governmental units asserting claims against HAM and REO, whose deadline is June 24, 2010, pursuant to Bankruptcy Rule 3003(c)(2), subject to any applicable defenses and claims as to why the claim should not be deemed untimely and subject to 11 U.S.C. § 726(a)(3), any holder of a claim against the Debtors who fails to file a proof of such claim in accordance with this Bar Date Order on or before the General Bar Date shall be forever barred, estopped, and enjoined from asserting such claim against the Debtors, and such holder shall not be permitted to vote to accept or reject any plan of reorganization or participate in any distribution in the Debtors' Chapter 11 cases on account of such claim or to receive further notices regarding such claim.**

12. Notice of the General Bar Date substantially in the form of the notice attached as Exhibit "B" (the "**Bar Date Notice**"), which Bar Date Notice is approved in all respects, shall be deemed good, adequate and sufficient notice if it is served by being deposited in the United States mail, first class postage prepaid, at least forty-five (45) days prior to the General Bar Date, upon:

- (d) the United States Trustee;
- (e) each member of the statutory committee of unsecured creditors appointed in these cases and the attorneys for such committee;

- (f) all creditors and other known holders of claims as of the date of this Order, including all holders of claims listed on the Debtors' Schedules at the addresses stated therein;
- (g) all parties to executory contracts and unexpired leases of the Debtors;
- (h) all parties to litigation with the Debtors;
- (i) all current and recent former employees of the Debtors;
- (j) the Internal Revenue Service and all known taxing authorities for the jurisdictions in which the Debtors do business;
- (k) the Securities and Exchange Commission;
- (l) all persons and entities set forth on the Master Service List as of the date of entry of this Order; and
- (m) such additional persons and entities as deemed appropriate by the Debtors.

13. With regard to those holders of claims listed on the Schedules, the Debtors shall mail one or more proof of claim forms (as appropriate) substantially similar to the Proof of Claim form attached as Exhibit "A", indicating on the form how the Debtors have scheduled such creditor's claim in the Schedules (including the identity of the Debtor, the amount of the claim and whether the claim has been scheduled as contingent, unliquidated or disputed).

14. In the event the Debtors are required to make supplemental mailings of the Bar Date Notice due to (a) notices being returned by the post office with forwarding

addresses, (b) certain parties acting on behalf of parties in interest declining to pass along notices to such parties and instead returning their names and addresses to the Debtors for direct mailing, or (c) additional potential claimants becoming known as a result of the noticing process, the Debtors shall have the right to make supplemental mailings of the Bar Date Notice up to 24 days in advance of the General Bar Date, with any such supplemental mailings deemed to be timely made.

15. Pursuant to this Court's September 3, 2009, order authorizing its employment (Docket No. 130), BMC Group, Inc. ("**BMC**") is authorized and directed to mail the Bar Date Notice, together with the Proof of Claim form where appropriate so that each party receiving the notice shall receive a personalized Proof of Claim form, printed with such party's name and address and, if such party is included in the Schedules, the scheduled claim information.

16. To the extent that BMC requires any assistance with the preparation and mailing, BMC is authorized to employ and pay necessary service providers, subject to prior approval from the Debtors in consultation with the Creditors' Committee, and to obtain reimbursement from the Debtors for any such payments on the same terms applicable to its direct services. BMC is hereby authorized to take such other actions as may be necessary to ensure timely preparation and mailing of the Bar Date Notice and Proof of Claim.

17. The Debtors are authorized and directed to give notice of the General Bar Date by publication in substantially the form attached hereto as Exhibit "C" (the "**Publication Notice**"). The Debtors shall publish the Publication Notice in The Florida

Times-Union and the national edition of The Wall Street Journal no later than thirty days prior to the General Bar Date.

18. The Court finds specifically herein that the proposed procedures regarding the Publication Notice provide good, adequate and sufficient publication notice of the General Bar Date.

19. As may be determined by the Debtors in the future, the Debtors are authorized and permitted, with the consent of the Creditors' Committee, to establish special bar dates with respect to (a) creditors whose claims were not previously included in the Schedules but are added by amendment, or creditors whose claims were previously included in the Schedules but are prejudicially changed as to amount, status, or designation by amendment (the "**Schedule Amendment Creditors**"); (b) any subsequently identified potential claimants who may not be included in the amendments to the Schedules because the Debtors do not believe they owe amounts or otherwise have liability to such claimants but as to which the Debtors do not desire to risk the argument that any claims alleged by such claimants are not barred due to failure to give actual notice of a bar date (the "**Subsequently Identified Claimants**"), and (c) parties who were initially mailed notice of the Bar Date Notice, but as to which a re mailing or a direct mailing is necessary and cannot be accomplished in time to provide at least 24 days' notice of the General Bar Date or the Government Bar Date (the "**Initial Mailing Parties**").

20. With respect to the Schedule Amendment Creditors, the Debtors shall provide notice of any amendments to the affected creditors, together with an opportunity

for such creditors to file a proof of claim if they disagree with the amendment. Such notice shall be in the form of the Bar Date Notice, together with any necessary changes to reflect the fact that the notice is given as a result of amendments to the Schedules, shall be mailed to the affected creditors within ten days after the filing of the amendments, and shall establish a special bar date of at least 24 days after the date of mailing for the filing of proofs of claim.

21. With respect to the Subsequently Identified Claimants and the Initial Mailing Parties, the Debtors shall have the right to establish special bar dates that shall each be at least 24 days after the date on which the Debtors effect the mailing of notice of each special bar date. Such notice shall substantially take the form of the Bar Date Notice, with necessary changes to reflect the special bar date provisions.

22. In the event that the establishment of special bar dates is required, the Debtors shall advise the Court of the establishment of each special bar date by filing a notice, together with a list specifically identifying the Schedule Amendment Creditors, the Subsequently Identified Claimants, and/or the Initial Mailing Parties that are subject thereto and a copy of the bar date notice applicable to the special bar date. In addition to being filed with this Court, the notice shall be served upon counsel for the United States Trustee and the Creditors' Committee, and a certificate of service shall be filed with the Court to evidence the mailing of each special Bar Date Notice to the parties subject thereto.

23. The special bar dates shall apply only to the Schedule Amendment Creditors, the Subsequently Identified Claimants, or the Initial Mailing Parties who are

specifically identified as being subject thereto in the lists to be filed with the Court. However, as to any of such specifically identified parties who may be found to have received effective notice of the General Bar Date, the Debtors shall retain their right to assert that the General Bar Date, rather than the special bar date, governs.

24. The General Bar Date shall remain effective and fully enforceable both with respect to known parties who have received actual notice thereof pursuant to the Bar Date Notice and with respect to unknown parties who are deemed to have received constructive notice thereof pursuant to the Publication Notice.

25. The Debtors and BMC are authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order, including the payment of costs incurred in connection with the bar date noticing process.

26. Notification of the General Bar Date as provided by this Order is fair and reasonable and will provide good, sufficient and proper notice to all creditors of their rights and obligations in connection with any claims they may have against the Debtors in these chapter 11 cases.

DATED: _____ in Jacksonville, Florida.

JERRY A. FUNK
United States Bankruptcy Judge