

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

PROOF OF CLAIM

ORIGINAL

Debtor Name: TAYLOR, BEAN & WHITAKER MORTGAGE CORP.

Case Number: 3:09-bk-07047-JAF

NOTE: 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.

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.

Name of Creditor and Address: the person or other entity to whom the debtor owes money or property
If necessary, please cross out pre-printed address and write in change of address.

21836931022013
FOX ROTHSCHILD LLP
(RE: NATIONAL ALLIANCE SECURITIES)
ATTN: ROBERT SOLOMAN Joseph R. Zapata, Jr., Esq.
PRINCETON PIKE CORPORATE CENTER
997 LENOX DRIVE BUILDING 3
LAWRENCEVILLE, NJ 08648-2311

CLAIM FILED

JACKSONVILLE, FLORIDA

MAY 21 2010

If you have already filed a proof of claim with the Bankruptcy Court or BMC, you do not need to file again.

Creditor Telephone Number ()

Check box if address is where Notice is to be served

THIS SPACE IS FOR COURT USE ONLY

Name and address where payment should be sent (if different from above):

National Alliance Securities
Attn: Matt Mowen
515 Congress Ave., Suite 1675, Austin, TX 78701

Check this box if you are the debtor or trustee in this case.

Check this box to indicate that this claim amends a previously filed claim.

Claim Number (if known):

Filed on: _____

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ 107,109.37

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.

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:

Goods Sold

(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: 1031

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.

Nature of property or right of setoff:

Describe:

Real Estate Motor Vehicle Other _____

Amount of arrearage and other charges as of time case filed included in secured claim,

Value of Property: \$ _____

Annual Interest Rate: _____ % if any: \$ _____

Basis for Perfection: _____

5. PRIORITY CLAIM

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:

- Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B).
- 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).
- Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5).

- 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).
- Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).
- 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, and 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, hand, courier or overnight delivery (facsimile, telecopy or other electronic means NOT accepted), so that it is actually received on or before 5:00 p.m. prevailing Eastern Time on June 15, 2010, the Bar Date (as defined in the Bar Date Notice).

THIS SPACE FOR COURT USE ONLY

T, B & W Mortgage Corp.

By Regular Mail to:

BMC Group, Inc.
Attn: Taylor, Bean & Whitaker Mortgage Corp. Claim Processing
PO Box 3020
Chanhassen, MN 55317-3020

By Hand, Courier, Or Overnight Delivery to:

BMC Group, Inc.
Attn: Taylor, Bean & Whitaker Mortgage Corp. Claim Processing
18750 Lake Drive East
Chanhassen, MN 55317



01590

DATE May 17, 2010

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.

[Signature]

Scanned: 5/21/2010-1:08:01 PM
Matthew Mowen, Dir. of Operations

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In certain circumstances, such as bankruptcy cases not filed voluntarily by the debtor, there may be exceptions to these general rules.

ITEMS TO BE COMPLETED IN PROOF OF CLAIM FORM (IF NOT ALREADY PROPERLY FILLED IN)

<p>Court, Name of Debtor, and Case Number: Use this proof of claim form only if you are asserting a claim against the Debtor, Taylor, Bean & Whitaker Mortgage Corp. If you received a notice of the case from the Claims Agent, BMC Group, some or all of this information may have been already completed.</p> <table border="1" style="width: 100%; border-collapse: collapse; margin-top: 10px;"> <thead> <tr> <th style="text-align: left;">DEBTOR</th> <th style="text-align: left;">CASE NO</th> <th style="text-align: left;">PETITION DATE</th> </tr> </thead> <tbody> <tr> <td>Taylor, Bean & Whitaker Mortgage Corp.</td> <td>3:09-bk-07047-JAF</td> <td>8/24/2009</td> </tr> </tbody> </table> <p>Creditor's Name and Address: Fill in the name of the person or entity asserting a claim and the name and address of the person who should receive notices issued during the bankruptcy case. A separate space is provided for the payment address if it differs from the notice address. The creditor has a continuing obligation to keep the court informed of its current address. See Federal Rule of Bankruptcy Procedure (FRBP) 2002(g).</p> <p>1. Amount of Claim as of Date Case Filed: State the total amount (in lawful US currency) owed to the creditor on the date of the Bankruptcy filing. Follow the instructions concerning whether to complete item 4. Check the box if interest or other charges are included in the claim.</p> <p>2. Basis for Claim: State the type of debt or how it was incurred. Examples include goods sold, money loaned, services performed, personal injury/wrongful death, car loan, mortgage note, and credit card.</p> <p>3. Last Four Digits of Any Number by Which Creditor Identifies Debtor: State only the last four digits of the debtor's account or other number used by the creditor to identify the debtor.</p> <p>3a. Debtor May Have Scheduled Account As: Use this space to report a change in the creditor's name, a transferred claim, or any other information that clarifies a difference between this proof of claim and the other as scheduled by the debtor.</p> <p>4. Secured Claim: Check the appropriate box and provide the requested information if the claim is fully or partially secured. Skip this section if the claim is entirely unsecured. (See DEFINITIONS, below.)</p>	DEBTOR	CASE NO	PETITION DATE	Taylor, Bean & Whitaker Mortgage Corp.	3:09-bk-07047-JAF	8/24/2009	<p>State the type and the value of property that secures the claim, attach copies of lien documentation, and state annual interest rate and the amount past due on the claim as of the date of the bankruptcy filing.</p> <p>5. Amount of Claim Entitled to Priority Under 11 U.S.C. §507(a). If any portion of your claim falls in one or more of the listed categories, check the appropriate box(es) and state the amount entitled to priority. (See DEFINITIONS, below.) A claim may be partly priority and partly non-priority. For example, in some of the categories, the law limits the amount entitled to priority.</p> <p>6. Credits: An authorized signature on this proof of claim serves as an acknowledgment that when calculating the amount of the claim, the creditor gave the debtor credit for any payments received toward the debt.</p> <p>7. Supporting Documents: Attach to this proof of claim form redacted copies documenting the existence of the debt and of any lien securing the debt. You may also attach a summary if documentation is voluminous or an explanation if documentation is not available. You must also attach copies of documents that evidence perfection of any security interest. You may also attach a summary. FRBP 3001(c) and (d). Do not send original documents, as attachments may be destroyed after scanning.</p> <p>Date and Signature: The person filing this proof of claim <u>must</u> sign and date it. FRBP 9011. Print the name and title, if any, of the creditor or other person authorized to file this claim. State the filer's address and telephone number if it differs from the address given on the top of the form for purposes of receiving notices. Attach a complete copy of any power of attorney. Criminal penalties apply for making a false statement on a proof of claim.</p> <p>Date-Stamped Copy: Return claim form and attachments. If you wish to receive an acknowledgement of your claim, please enclose a self-addressed stamped envelope and a second copy of the proof of claim form with any attachments to the Claims Agent, BMC Group, at the address on the front of this form.</p> <p><i>Please read – important information: upon completion of this claim form, you are certifying that the statements herein are true.</i></p> <p>Be sure all items are answered on the claim form. If not applicable, insert "Not Applicable."</p>
DEBTOR	CASE NO	PETITION DATE					
Taylor, Bean & Whitaker Mortgage Corp.	3:09-bk-07047-JAF	8/24/2009					

DEFINITIONS

DEBTOR
A debtor is the person, corporation, or other entity that has filed a bankruptcy case.

CREDITOR
A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

CLAIM
A claim is the creditor's right to receive payment on a debt that was owed by the debtor on the date of the bankruptcy filing. See 11 U.S.C. §101 (5). A claim may be secured or unsecured.

PROOF OF CLAIM
A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed with the court-appointed Claims Agent, BMC Group, at the address listed on the reverse side of this page

SECURED CLAIM Under 11 U.S.C. §506(a)
A secured claim is one backed by a lien on property of the debtor. The claim is secured so long as the creditor has the right to be paid from the property prior to other creditors.

The amount of the secured claim cannot exceed the value of the property. Any amount owed to the creditor in excess of the value of the property is an unsecured claim. Examples of liens on property include a mortgage on real estate or a security interest in a car.
A lien may be voluntarily granted by a debtor or may be obtained through a court proceeding. In some states, a court judgment is a lien. A claim also may be secured if the creditor owes the debtor money (has a right to setoff).

UNSECURED NONPRIORITY CLAIM
If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

UNSECURED PRIORITY CLAIM Under 11 U.S.C. §507(a)
Priority claims are certain categories of unsecured claims that are paid from the available money or property in a bankruptcy case before other unsecured claims.

Evidence of Perfection
Evidence of perfection may include a mortgage, lien, certificate of title, financing statement, or other

INFORMATION

document showing that the lien has been filed or recorded.

Redacted
A document has been redacted when the person filing it has masked, edited out, or otherwise deleted, certain information. A creditor should redact and use only the last four digits of any social-security, individual's tax-identification, or financial-account number, all but the initials of a minor's name and only the year of any person's date of birth.

Offers to Purchase a Claim
Certain entities are in the business of purchasing claims for an amount less than the face value of the claims. One or more of these entities may contact the creditor and offer to purchase the claim. Some of the written communications from these entities may easily be confused with official court documentation or communications from the debtor. These entities do not represent the bankruptcy court or the debtor. The creditor has no obligation to sell its claim. However, if the creditor decides to sell its claim, any transfer of such claim is subject to FRBP 3001(e), any applicable provisions of the Bankruptcy Code (11 U.S.C. § 101 et seq.), and any applicable orders of the bankruptcy court.

ONCE YOUR CLAIM IS FILED YOU CAN OBTAIN OR VERIFY YOUR CLAIM NUMBER BY VISITING www.bmcgroup.com/tbw mortgage

TRADE 1:

GNSF 6% 8/09 01N060684
ORIG TRADE 7/22 8/20 1,500M @104.9375 SLD TO TAYLOR BEAN \$1,574,062.50 due
From TBW
TRADE ASSIGN RECV'D 7/27 (Trade Assignment Agreement Attached)
7/15 8/20 1,500M @104.328125 ASSIGNED TO BK OF NY \$1,564,921.88 rcvd
From BK of NY

NET MONEY DUE FROM TAYLOR BEAN <9,140.62>

TRADE 2:

GNSF 5% 8/09 01N050685
ORIG TRADE 7/30 8/20 9,500M @101.96875 SLD TO TAYLOR BEAN \$9,687,031.25 due
From TBW
TRADE ASSIGN RECV'D 8/4 (Trade Assignment Agreement Attached)
5/28 8/20 9,500M @100.9375 ASSIGNED TO DEUTSCHE BANK \$9,589,062.50 rcvd
From Deutsche Bank

NET MONEY DUE FROM TAYLOR BEAN <97,968.75>



Trade Assignment Agreement

Dated as of **07/27/09**
 Dealer **Bank of New York**
 Contact **Anne Marie Bowman**
 Phone **(212) 635-6540**
 Fax **(212) 635-6570**

Attached hereto is a correct and complete copy of your confirmation of commitment ("the Commitment") documenting your purchase of GNMA130 Mortgage-Backed Securities ("Securities") under the following trade terms:

- 1. Trade Date: 07/15/2009
- 2. Settlement Date: 08/20/2009
- 3. Security Description:
 - a. Issuer: GNMA130
 - b. Coupon: 6.00%
 - c. Price: 104.32812500
 - d. Par Amount: \$2,000,000.00
 - e. Amount Assigned: \$1,500,000.00
- 4. TB&W Trade Ticket #: 014513-MAG
- 5. Type of Assignment: Partial Assignment

This is to confirm that (i) the Commitment is in full force and effect, (ii) the Commitment has been assigned to National Alliance Capital Markets ("NACM") whose acceptance of such assignment is indicated below, (iii) NACM is obligated to make delivery of such Securities to you in accordance with the attached commitment, and (iv) you will accept delivery of such Securities directly from NACM against immediately available funds (DVP). You agree that, on acceptance of this Trade Assignment, you will release us from all obligations from the trade identified above. Notwithstanding the foregoing, NACM shall have no obligations to you or us in the event you do not agree to this assignment by executing and delivering this letter as provided below.

Please execute this letter in the space provided below and send it by facsimile no later than the business day prior to the settlement date to NACM at (512) 609- 1650 (Attn: Amberly Huntly). For further information please call (512) 609- 1710.

Very truly yours,

[Seller] Taylor, Bean & Whitaker Mortgage Corp.

By: Aaron Pitone
 Title: Director, Mortgage Trading
 Date: 07/27/09

Agreed to:

[Buyer] Bank of New York

By: _____
 Title: _____
 Date: _____

[Assignee] National Alliance Capital Markets

By: [Signature]
 Title: Mgr. of Operations
 Date: 7/28/09

[Signature]

Enter 1<GO> to send Ticket via MSG and VCON.

9/23/09 14:16

TRADE TICKET

Mtge SXT

as of 9/22/09

TRADER [REDACTED]

01N060684

orig face

GNMA I TBA

SELLS 1,500,000 GNSF 6 8/09

6%

PRICE 104.875 assuming 30-72% YTM = 3.375% AL= 2.11yr
(104,9375000)

SETTLE 8/20/09 Thu Accrual Period 8/ 1/09 - 8/31/09 Monthly
Next payment 9/15/09 (14 day delay)

Original Face	\$	1,500,000.00
x Factor		1.0000000000
= current face	\$	1,500,000.00
Principal value	\$	1,574,062.50
+ 19 days accrued	\$	4,750.00
= total funds	\$	1,578,812.50

Text Highlight?

NOTES: [REDACTED]

Enter 1<GO> to send Ticket via MSG and VCON.
9/23/09 14:15

TRADE TICKET

Mtge BXT

as of 9/23/09

TRADER [REDACTED]

01N060684

BUYS [REDACTED] GNSF 6 8/09

GNMA I TBA
6%

PRICE [REDACTED] assuming [REDACTED] YTM = [REDACTED] AL= 2.11yr
(104.3281250)

SETTLE 8/27/09 Thu Accrual Period 8/ 1/09 - 8/31/09 Monthly
Next payment: 9/15/09 (14 day delay)

Original Face	\$	1,500,000.00
x Factor		1.0000000000
= current face	\$	1,500,000.00
Principal value	\$	1,564,921.88
+ 19 days accrued	\$	4,750.00
= total funds	\$	1,569,671.88

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NOTES: [REDACTED]



Trade Assignment Agreement

Dated as of **08/04/09**
 Dealer **Deutsche Banc Securities Inc**
 Contact **Joe**
 Phone **(201) 593-3550**
 Fax **(201) 593-6639**

Attached hereto is a correct and complete copy of your confirmation of commitment ("the Commitment") documenting your purchase of GNMA130 Mortgage-Backed Securities ("Securities") under the following trade terms:

- 1. Trade Date: 05/28/2009
- 2. Settlement Date: 08/20/2009
- 3. Security Description:
 - a. Issuer: GNMA130
 - b. Coupon: 5.00%
 - c. Price: 100.9375000
 - d. Par Amount: \$25,000,000.00
 - e. Amount Assigned: \$9,500,000.00
- 4. TB&W Trade Ticket #: 013819-MAG
- 5. Type of Assignment: Partial Assignment

This is to confirm that (i) the Commitment is in full force and effect, (ii) the Commitment has been assigned to National Alliance Capital Markets ("NACM") whose acceptance of such assignment is indicated below, (iii) NACM is obligated to make delivery of such Securities to you in accordance with the attached commitment, and (iv) you will accept delivery of such Securities directly from NACM against immediately available funds (DVP). You agree that, on acceptance of this Trade Assignment, you will release us from all obligations from the trade identified above. Notwithstanding the foregoing, NACM shall have no obligations to you or us in the event you do not agree to this assignment by executing and delivering this letter as provided below.

Please execute this letter in the space provided below and send it by facsimile no later than the business day prior to the settlement date to NACM at (512) 609- 1650 (Attn: Amberly Huntly). For further information please call (512) 609-1710.

Very truly yours,

[Seller] Taylor, Bean & Whitaker Mortgage Corp.

By: Aaron Pitone
 Title: Director, Mortgage Trading
 Date: 08/04/09

Agreed to:

[Buyer] Deutsche Banc Securities Inc

By: _____
 Title: _____
 Date: _____

[Assignee] National Alliance Capital Markets

By: [Signature]
 Title: Director, Mortgage Trading
 Date: 8/4/09

[Signature]

Enter <GO> to send Ticket via MSG and VCON.

9/23/09 14:30

TRADE TICKET

Mtge BXT

as of 8/23/09

TRADER [REDACTED]

01N050685

BUYS [REDACTED] 9,500,000 GNSF 5 8/09

GNMA I TBA :
5%

PRICE [REDACTED] assuming [REDACTED] YTM = [REDACTED] AL= 4.61yr
(100.9375000)

SETTLE 8/30/09 Thu Accrual Period 8/ 1/09 - 8/31/09 Monthly
Next payment 9/15/09 (14 day delay)

Original Face	\$	9,500,000.00
x Factor		1.000000000
= current face	\$	9,500,000.00
Principal value	\$	9,589,062.50
+ 19 days accrued	\$	25,069.44
= total funds	\$	9,614,131.94

Text HighLight? [REDACTED]

NOTES: [REDACTED]

Enter 1<GO> to send Ticket via NSG and VCON.

9/23/09 14:30

TRADE TICKET

Mtge SXT

as of 9/23/09

TRADER [REDACTED]

01N050685

SELLS [REDACTED] ^{orig face} 9,500,000 GNSF 5 8/09

GNMA I TBA :
5%

PRICE [REDACTED] assuming [REDACTED] YTM = [REDACTED] AL= 4.61yr
(101.9687500)

SETTLE [REDACTED] Thu Accrual Period 8/ 1/09 - 8/31/09 Monthly
Next payment 9/15/09 (14 day delay)

Original Face	\$	9,500,000.00
x Factor		1.0000000000
= current face	\$	9,500,000.00
Principal value	\$	9,687,031.25
+ 19 days accrued	\$	25,069.44
= total funds	\$	9,712,100.69

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NOTES: [REDACTED]



Fox Rothschild LLP
ATTORNEYS AT LAW

Mail: P.O. Box 5231, Princeton, NJ 08543-5231
Princeton Pike Corporate Center
997 Lenox Drive, Building 3
Lawrenceville, NJ 08648-2311
Tel 609.896.3600 Fax 609.896.1469
www.foxrothschild.com

Matthew H. Lubart, Esq.
Office Managing Partner

Robin I. Solomon
Direct Dial: (609) 895-3314
Email Address: rsolomon@foxrothschild.com

May 19, 2010

Via Federal Express

BMC Group, Inc.
Attn: Taylor, Bean & Whitaker
Mortgage Corp. Claims Processing
18750 Lake Drive East
Chanhassen, MN 55317

Re: Taylor, Bean & Whitaker Mortgage Corp.
Case No. 3:09-bk-07047 (MD Florida)

Dear Sir/Madam:

Enclosed please find an original and one (1) copy of a Proof of Claim to be filed on behalf of National Alliance Securities in the above-referenced matter:

Kindly file the original and return a file-stamped copy to me in the enclosed envelope.

Thank you for your assistance.

Very truly yours,

Robin I. Solomon,
Paralegal

Enclosures

cc: Joseph R. Zapata, Jr., Esquire