

UNITED STATES BANKRUPTCY COURT MIDDLE DISTRICT OF FLORIDA JACKSONVILLE DIVISION	PROOF OF CLAIM
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In re: TAYLOR, BEAN & WHITAKER MORTGAGE CORP.	Case Number: 3:09-bk-07047-JAF
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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.

Sovereign Bank
c/o Robert A. Soriano, Esq.
625 E. Twiggs Street, #100
Tampa, FL 33602

RECEIVED

MAY 14 2013

BMC GROUP

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

THIS SPACE IS FOR COURT USE ONLY

Creditor Telephone Number () Check box if address is where Notice is to be sent.

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

Robert L. Fitzpatrick
Mail Code: CT1-FRM-02-01, 1010 Farmington Avenue
West Hartford, CT 06107

Payment Telephone Number ()

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): **1362**

Filed on: **4/20/2010**

1. AMOUNT OF CLAIM AS OF DATE CASE FILED \$ **See Addendum attached hereto**

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: Money loaned

(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

Nature of property or right of setoff:

Describe: _____

Real Estate Motor Vehicle Other _____

Value of Property: \$ _____ Annual Interest Rate: _____ % if any: \$ _____ Basis for Perfection: _____

Secured Claim Amount: \$ _____

Unsecured Claim Amount: \$ **145,781,302.17**

DO NOT include the priority portion of your claim here.

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

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).

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
 18675 Lake Drive East
 Chanhassen, MN 55317

THIS SPACE FOR COURT USE ONLY

DATE April 4, 2013 **SIGNATURE:** [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.

ADDENDUM TO AMENDMENT TO CLAIM # 1362 OF SOVEREIGN BANK, N.A.

Sovereign Bank, N.A., for itself and as agent for a group of banks (collectively, "Sovereign"), amends its original proof of claim to reflect (a) the results of settlements with Sovereign and (i) Taylor, Bean & Whitaker Mortgage Corp., as debtor in possession ("TBW"), and the Official Committee of Unsecured Creditors, approved by the Court on July 21, 2011, and (ii) The Taylor, Bean & Whitaker Plan Trust (the "Trust"), approved by the Court on March 12, 2012 (collectively, the "Settlements"); and (b) a settlement in an adversary proceeding brought in this Court by Ocala Funding, LLC, an affiliate of the Trust ("Ocala"), Case No. 3:12-bk-04524; Adversary Proceeding No. 3:12-ap-00650.

Sovereign's original proof of claim in the amount of \$168,231,302.17 was filed in TBW's chapter 11 case (claim #1362) as secured and as unsecured in the chapter 11 cases of Home America Mortgage, Inc. ("HAM") (claim #1366) and REO Specialists LLC ("REO") (claim #1365).

The Settlements provided payments to Sovereign that reduced its total claim and satisfied its secured claim against TBW, leaving only general unsecured claims against TBW, HAM, and REO. They also provided that Sovereign would have allowed unsecured claims in the amount of \$136,781,301.17 in TBW Class 8, REO Class 3, and HAM Class 3, as those terms are defined in the Third Amended and Restated Joint Plan of Liquidation for TBW, HAM, and REO.

On October 5, 2012, Ocala sued Sovereign, alleging that it and not TBW had paid Sovereign approximately \$22.4 million on TBW's behalf and demanded the return of those monies as a fraudulent transfer. That lawsuit was settled in an agreement approved by this Court on February 14, 2013, pursuant to which Sovereign paid Ocala \$9 million.

As a result of the payment to Ocala, Sovereign's TBW Class 8, REO Class 3, and HAM Class 3 claims are now \$145,781,302.17.

Robert A. Soriano
Tel. 813.318.5757
Fax 813.318.5900
sorianor@gtlaw.com

May 13, 2013

VIA UPS

BMC Group Inc.
Taylor, Bean & Whitaker Mortgage
Claims Processing
18675 Lake Drive East
Chanhassen, MN 55317

Re: Sovereign Bank / TBW

Dear Sir or Madam:

Enclosed please find, for filing, the original and two copies each of the amended Proofs of Claim with respect to *In re Taylor, Bean & Whitaker Mortgage Corp.*, *In re Home America Mortgage, Inc.*, and *In re REO Specialists, LLC*. I have also included a self-addressed, stamped envelope for return of the file-stamped copies.

If you have any questions, please do not hesitate to contact me.

Sincerely,



Robert A. Soriano

RAS/hlr
Enclosure
cc: Bertin C. Emmons (w/encl.)

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MILAN**
NEW JERSEY
NEW YORK
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PALM BEACH COUNTY
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(813) 318-5700 5715
GREENBERG TRAUERIG
625 E TWIGGS ST
TAMPA FL 33602

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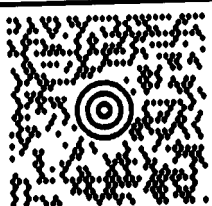
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SHIP TO:

**ATTN: CLAIMS PROCESSING
(877) 332-5739
BMC GROUP INC.
18675 LAKE DRIVE EAST
CHANHASSEN MN 55317**

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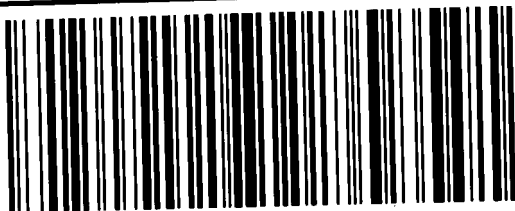
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