

**UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION**

In re:)
TAYLOR BEAN & WHITAKER) Case No. 09-07047-JAF
MORTGAGE CORP., et al.,) Chapter 11
)
Debtors.)
_____)

**MOTION OF WELLS FARGO BANK, NATIONAL ASSOCIATION,
TO JOIN DEUTSCHE BANK, AG'S MOTION FOR AN ORDER
AUTHORIZING 2004 EXAMINATIONS OF TAYLOR, BEAN &
WHITAKER MORTGAGE CORPORATION AND CERTAIN THIRD PARTIES**

Wells Fargo Bank, National Association (“Wells Fargo”), files this motion to join Deutsche Bank, AG’s Motion For An Order Authorizing 2004 Examinations of Taylor, Bean & Whitaker Mortgage Corporation and Certain Third Parties [Docket No. 245, corrected by Docket No. 246] (the “Deutsche Bank Motion”), as follows:

I. Background

1. On August 24, 2009, Taylor, Bean & Whitaker Mortgage Corporation (“TBW”) filed a voluntary petition for relief under chapter 11 of title 11 of the United States Code in this Court. TBW remains a debtor in possession but has ceased ongoing business operations.

2. Wells Fargo is the Master Servicer and TBW was a Designated Servicer or a Servicer in each of the twelve residential mortgage-backed securitizations listed on Exhibit 1 to Wells Fargo’s “Motion for (i) Relief from the Automatic Stay and (ii) to Prohibit Use of Certain Funds” [Docket No. 58]. Like Deutsche Bank, Wells Fargo is a “party in interest” in this case based on its role as Master Servicer for the securitizations listed above for which TBW was the Servicer.

3. On September 16, 2009, pursuant to Rule 2004, *Federal Rules of Bankruptcy Procedure*, Deutsche Bank, AG (“Deutsche Bank”) filed its Rule 2004 Motion seeking an Order authorizing an extensive production of documents and witnesses from TBW and other third parties.

4. On September 21, 2009, BNP Paribas (“BNPP”) submitted its response and joinder to the Deutsche Bank Motion requesting that this Court grant the Deutsche Bank Motion and authorize BNPP to participate in all examinations. [Docket No. 298].

5. On October 23, 2009, the Court entered an Order granting in part and deferring in part the Rule 2004 Motion (the “Initial 2004 Order”). [Docket No. 513]. The Initial 2004 Order authorized Deutsche Bank to issue subpoenas on Deloitte LLP (“Deloitte”) and certain former employees of TBW to compel the production of documents and to appear at examinations. The Initial 2004 Order deferred the hearing on the balance of the Deutsche Bank Motion.

6. On December 2, 2009, Deutsche Bank served subpoenas on Deloitte Touche (Docket No. 712) and Deloitte (Docket No. 713) seeking production of documents and scheduling depositions.

7. On December 4, 2009, Deutsche Bank served subpoenas on two former employees of TBW, Desiree Brown (Docket No. 731) and Jeremy Collette (Docket No. 729).

8. On December 14, 2009, Bank of America, National Association (“Bank of America”), as successor in interest through merger to LaSalle Bank, National Association and LaSalle Global Trust Services, in its capacity as Collateral Agent, Indenture Trustee and Custodian with respect to Ocala Funding LLC, filed its motion to join the Deutsche

Bank Motion requesting that this Court grant the Deutsche Bank Motion and allow Bank of America to participate in the examinations. [Docket No: 763].

9. On December 22, 2009, the Court issued an Order (the “Second 2004 Order”), which clarified the Initial 2004 Order and permitted Bank of America and BNPP to join in issuing subpoenas and participating in the Rule 2004 examinations for the same parties as authorized in the Initial 2004 Order. [Docket No. 820].

10. On December 30, 2009, Bank of America served subpoenas on two former employees of TBW, Desiree Brown (Docket No. 833) and Jeremy Collette (Docket No. 832).

11. Notwithstanding its initial objections, on January 6, 2010, Federal Home Loan Mortgage Corporation (“Freddie Mac”) filed its limited motion to join the examinations authorized by the Initial 2004 Order and the Second 2004 Order. [Docket No. 849].

12. On January 13, 2010, Bank of America served subpoenas on Deloitte Touche (Docket No. 877) and Deloitte (Docket No. 878) seeking production of documents and scheduling depositions.

13. Notwithstanding its initial objections, on January 15, 2010, the Federal Deposit Insurance Corporation (“FDIC”), as Receiver for Colonial Bank, filed its limited motion to join the examinations authorized by the Initial 2004 Order and the Second 2004 Order. [Docket No. 897].

14. On February 18, 2010, the U.S. Bank National Association, in its capacity as Trustee with respect to eight residential mortgage backed securities transactions (“U.S. Bank”), Manufacturers and Traders Trust Company, and Bayview Loan Servicing, LLC (collectively the “Movants”) filed their motion asking this Court to grant the Deutsche

Bank Motion and authorize the Movants participation in the examinations. [Docket No. 1054].

15. On February 19, 2010, at a hearing in front of this Court, this Court granted the FDIC's limited motion to participate in the Rule 2004 examinations.

16. Upon information and belief, Wells Fargo understands that the first deposition of the various witnesses that have been subpoenaed has been scheduled for Friday, March 12, 2010.

17. Wells Fargo desires to participate in the Rule 2004 examinations authorized by the Initial 2004 Order and Second 2004 Order.

WHEREFORE, Wells Fargo requests that this Court enter an Order authorizing it to attend and to participate in the Rule 2004 examinations for the same parties as authorized in the Initial 2004 Order and Second 2004 Order.

Respectfully submitted, this 9th day of March, 2010.

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Certificate of Service

I certify that on March 9, 2010, a copy of this document was furnished electronically through the Court's CM/ECF electronic notification system to Russell M. Blain, Esq., Richard C. Prosser, Esq., Edward J. Peterson, III, Esq., Stichter, Riedel, Blain & Prosser, P.A., 110 E. Madison Street, Suite 200, Tampa, Florida 33602-4700.

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