

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

**In re:**

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

**Debtors.**

**Chapter 11**

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

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

**ORDER APPROVING FIRST AMENDED AND RESTATED  
DISCLOSURE STATEMENT**

This matter came before the Court for hearing on November 5, 2010 (the "Hearing") on the *Disclosure Statement of the Debtors, Pursuant to Section 1125 of the Bankruptcy Code, with Respect to the Joint Plan of Liquidation of the Debtors and the Official Committee of Unsecured Creditors* filed on September 21, 2010 [Dkt. No. 1968] (the "Disclosure Statement") as amended by the *First Amended and Restated Disclosure Statement of the Debtors, Pursuant to Section 1125 of the Bankruptcy Code, with Respect to the First Amended and Restated Joint Plan of Liquidation of the Debtors and the Official Committee of Unsecured Creditors* filed on November 4, 2010 [Dkt. No. 2120] (including all exhibits thereto, the "Amended Disclosure Statement"). All capitalized terms used but not defined herein shall have the meanings ascribed to them in the Amended Disclosure Statement.

It appearing that approval of the Amended Disclosure Statement is in the best interests of the Debtors, their estates, and other parties in interest; the Court having jurisdiction over the matters raised in the Amended Disclosure Statement pursuant to 28 U.S.C. §§ 157 and 1334; consideration of the Amended Disclosure Statement and the relief

requested with respect thereto being a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A); venue being proper before this Court pursuant to 28 U.S.C. § 1408; notice of the Hearing on the Disclosure Statement, as amended by the Amended Disclosure Statement having been properly served upon, or otherwise provided to, the Debtors' creditors and equity security holders; the Court having reviewed the Amended Disclosure Statement and the papers in support thereof; and upon such documents and the record established at the Hearing, the Court having found and determined that the legal and factual bases presented at the Hearing establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

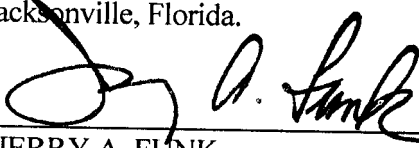
**IT IS HEREBY FOUND THAT:**

1. Notice of the Hearing on the Disclosure Statement was properly served upon the Debtors' creditors and equity security holders.
2. During the Hearing it was announced and confirmed by counsel for the objecting parties that the objections filed by Sovereign Bank [Dkt. No. 2104] and the Federal Home Loan Mortgage Corporation [Dkt. No. 2109] had been resolved as set forth by certain of the changes to the Disclosure Statement reflected in the Amended Disclosure Statement. During the Hearing it was also announced that the Debtors contemplated filing within the near future additional amendments to the First Amended Disclosure Statement relating to an anticipated, but not yet fully documented or executed settlement agreement among the Debtor, the Official Committee of Unsecured Creditors and Wells Fargo (the "Wells Fargo Settlement Amendments").
3. The Amended Disclosure Statement contains "adequate information" within the meaning of section 1125 of title 11 of the Bankruptcy Code.

**NOW, THEREFORE, IT IS HEREBY ORDERED THAT:**

1. The Amended Disclosure Statement is approved.
2. The Debtors are authorized to take any action and expend such funds as may be necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.
3. The Debtors are authorized to make nonsubstantive changes to the Amended Disclosure Statement and any other notice related to the Amended Disclosure Statement and all exhibits and appendices to any of the foregoing without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes among the documents related to the Amended Disclosure Statement.
4. The Court shall conduct a hearing at 10:00 a.m. on November 19, 2010 to consider any objections by parties in interest to the anticipated, further amended disclosure statement to be filed by the Debtors containing the Wells Fargo Settlement Amendments; provided that the Court will consider at such hearing only any objections that relate to the Wells Fargo Settlement Amendments and will not consider or hear any objections that relate to the remainder of the Amended Disclosure Statement.

DATED: November 10, 2010, in Jacksonville, Florida.

  
JERRY A. FUNK  
United States Bankruptcy Judge

Copies furnished to:

Local Rule 1007-2 Parties-In-Interest