

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

In re:

**TAYLOR, BEAN & WHITAKER MORTGAGE
CORP.,**

Case No.: 3:09-BK-07047

Chapter 11

Debtor.

**FEDERAL HOME LOAN MORTGAGE CORPORATION'S
PROVISIONAL MOTION FOR ORDER TEMPORARILY ALLOWING ITS CLAIM
FOR PURPOSES OF VOTING ON THE JOINT PLAN OF LIQUIDATION**

Federal Home Loan Mortgage Corporation in conservatorship ("Freddie Mac"),¹ by and through its undersigned counsel, files this Provisional Motion for Order Temporarily Allowing Its Claim for Purposes of Voting on the Joint Plan of Liquidation (the "Motion") . Freddie Mac respectfully requests that, if the Court determines that Freddie Mac's proof of claim is properly classified as a general unsecured claim as requested by the Debtor, the Court temporarily allow Freddie Mac's claim for purposes of voting on the Joint Plan of Liquidation. In support of the Motion, Freddie Mac states as follows:

BACKGROUND

1. On June 14, 2010, Freddie Mac timely filed a proof of claim in the amount of \$1,782,255,016.51 [Claim No. 2629] (the "Claim"), asserting priority status under 12 U.S.C. §

¹ On September 6, 2008, the Director of the Federal Housing Finance Agency ("FHFA" or "Conservator") placed Freddie Mac into conservatorship pursuant to express authority granted to him in the Housing and Economic Recovery Act of 2008 to preserve and conserve Freddie Mac's assets and property.

4617(b)(15). Freddie Mac's Claim constitutes approximately 20% (in amount) of all claims filed against Taylor, Bean & Whitaker Mortgage Corp. ("TBW" or the "Debtor").

2. On November 12, 2010, the Debtor and the Official Committee of Unsecured Creditors filed their Second Amended and Restated Joint Plan of Liquidation (the "Plan"), along with their Second Amended and Restated Disclosure Statement (the "Disclosure Statement"). The Court approved the Disclosure Statement at a hearing on November 19, 2010. Ballots for accepting or rejecting the Plan are due on January 12, 2011.

3. As reflected in the Disclosure Statement, the Debtor seeks to classify Freddie Mac's Claim as a TBW Class 8 General Unsecured Claim for purposes of treatment under the Plan. Consistent with this asserted classification, on December 10, 2010, the Debtor filed its Objection to the Purported Priority Classification and Amount of Claim No. 2629 Filed by the Federal Home Loan Mortgage Corporation [Docket No. 2256] (the "Objection"). Through its Objection, the Debtor seeks to reclassify Freddie Mac's priority claim as a general unsecured claim. The Debtor also objects to the calculation of the Claim.

4. On November 10, 2010, this Court entered the Order Approving (i) Procedures for the Solicitation and Tabulation of Votes to Accept or Reject the Plan and Limit Waiver of Local Rule 3018-1; (ii) Related Notice and Objection Procedures; (iii) Procedures to Determine Holders of Claims in TBW Class 9; and (iv) Waiver of Local Rule 3071-1(b) [Docket No. 2137] (the "Procedures Order"). The Procedures Order provides, in pertinent part, that

if the Plan Proponents have filed an objection to a claim before the Voting Deadline, the Plan Proponents propose that such Claim be disallowed for voting purposes only and not for purposes of allowance or distribution,

except to the extent and in the manner as may be set forth in such objection (unless such Claim has been estimated in accordance with subparagraph d. above);

* * *

If any claimant seeks to challenge the allowance of its Claim for voting purposes in accordance with the above procedures, such claimant is directed to serve on counsel for the Plan Proponents and file with the Court no later than the later of (a) 10 days after the Solicitation Date and (b) 5:00 p.m. (Prevailing Eastern Time) on the seventh day after the date of service of an objection, if any, to such Claim, a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a different amount for purposes of voting to accept or reject the Plan.

See Procedures Order at Paragraphs 20(f) & 21.

RELIEF REQUESTED

5. Pursuant to the Disclosure Statement and Plan, holders of priority claims are not allowed to vote to accept or reject the Plan. Accordingly, to the extent the Court determines, upon consideration of the Debtor's Objection, that Freddie Mac's Claim is entitled to priority status, Freddie Mac will not be permitted to cast a vote on the Plan, and this Motion will have been moot. Pursuant to the Procedures Order, however, if the Court reclassifies Freddie Mac's Claim as a general unsecured claim after the date that ballots are due, Freddie Mac will have been denied the right to cast a ballot for or against the Plan in regards to any such general unsecured claim. Freddie Mac therefore makes this provisional request for temporary allowance of its Claim solely for voting purposes as a TBW Class 8 General Unsecured Claim in the amount of \$1,782,255,016.51 to the extent that the Court grants the Debtor's Objection to the priority classification of Freddie Mac's Claim.

BASIS FOR THE RELIEF REQUESTED

6. The temporary allowance of a claim for voting purposes is committed to the sound discretion of the bankruptcy court pursuant to Federal Rule of Bankruptcy Procedure 3018(a), which grants a court the authority to “temporarily allow the claim or interest in an amount which the court deems proper for the purpose of accepting or rejecting a plan.” *See* FED. R. BANKR. P. 3018(a). The rule “specifically and elastically provides that a court may, for the purposes of voting, temporarily allow a claim or interest in an amount which the court deems proper.” *Matter of Johns-Manville Corp.*, 68 B.R. 618, 631 (Bankr. S.D.N.Y. 1986).

7. Both the Bankruptcy Code and the Federal Rules of Bankruptcy Procedure are noticeably silent as to how the Court should calculate such a claim. *See, e.g., In re Ralph Lauren Womenswear, Inc.*, 197 B.R. 771, 775 (Bankr. S.D.N.Y. 1996). The temporary allowance of a claim for voting purposes is left to the discretion of the Court to reasonably “employ whatever method is best suited to the circumstances of the case.” *Id.*

8. Although it is clear from the Objection that the Debtor contests the amount of Freddie Mac’s Claim, there is insufficient time in advance of the confirmation hearing to finally resolve that issue. And rather than engage in expensive and time-consuming litigation regarding the amount of Freddie Mac’s Claim for voting purposes, Freddie Mac requests that the Court exercise its discretion to temporarily and provisionally allow the Claim, solely for voting purposes, as a TBW Class 8 General Unsecured Claim in the amount filed. Allowance for voting purposes in a lesser amount would allow the Debtor to dilute Freddie Mac’s potential voting power merely by disputing the Claim.

CONCLUSION

In the event that the Debtor's Objection to Freddie Mac's priority claim is granted, Freddie Mac respectfully requests that its Claim be temporarily and provisionally allowed, solely for voting purposes, as a TBW Class 8 General Unsecured Claim in the amount filed.

Dated: December 17, 2010

Respectfully submitted,

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY, that on this 17th day of December 2010, I electronically filed the foregoing pleading with the Clerk of Court by using the Case Management/Electronic Case Filing system which will send a notice of electronic filing, and I served by email (a) counsel to the Debtor, (b) special counsel to the Debtor, and (c) counsel to the Official Committee of Unsecured Creditors, as follows:

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Additionally, all parties on the attached matrix were served on December 17, 2010 by U.S. first class mail, postage paid.

/s/ Paul D. Moak
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6224 W, Desert Inn Rd. Suite A
Las Vegas, NV 89146-6612

Melanie Yono
31214 Kingsley Ct.
Novi, MI 48377-1634

Yoon Seong Kim
4 Beacon Way, Ste 509
Jersey City, NJ 07304-6123

Yorkshire Green Homeowners
350 S Main Street #211
Doylestown, PA 18901-4873

Young, Robb
1206 SE 8th Street
Ocala, FL 34471-4043

ZABRISKIE, STEVEN
6443 SOUTH MOUNT HOOD DRIVE
WEST JORDAN, UT 84084-5304

ZADACH, LINDA
106 WILD HERON ROAD
SAVANNAH, GA 31419-9706

ZAGAGLIA, SARAH
2503 OLD BRIDGE LN
BELLINGHAM, MA 02019-3127

ZC Sterling
210 Interstate North Parkway
Suite 400
Atlanta, GA 30339-2233

ZEHM,DARREL K
5848 NE 167th AVE
SILVER SPRINGS, FL 34488-4454

ZETTER,ERIC
1116 VAUGHN CREST DRIVE
FRANKLIN, TN 37069-7227

ZELE,DEBRA L
9852 N WESTRIDGE TERR
CRYSTAL RIVER, FL 34428-8252

ZIEGLER,REBECCA M
63 SILVER PLACE
OCALA, FL 34472-2323

ZIMOWSKA,MAGDALENA G
129 NW 48TH BLVD
GAINESVILLE, FL 32607-2279

ZINKOWSKI,CINDY
5207 SW 31ST STREET
OCALA, FL 34474-4334

ZOUINE,TABITHA S
641 NE 26th Ct
Apt D
OCALA, FL 34470-7062

ZURL,RICHARD L
8781 N HASTINGS DRIVE
CITRUS SPRINGS, FL 34433-4742

Joseph R Zapata Jr
Fox Rothschild LLP
997 Lenox Drive
3rd Floor
Lawrenceville, NJ 08648-2317

Andrew D Zaron
Hunton & Williams LLP
1111 Brickell Avenue
Miami, FL 33131-3155

Zephyrhills
P.O. Box 856680
Louisville, KY 40285-6680

William Knight Zewadski
Trenam, Kemker, Scharf, Barkin, et al
P.O. Box 1102
Tampa, FL 33601-1102

Zhiqi Ma
401 Ash St #8
Mill Valley, CA 94941-3937

Deborah M. Zumwalt
Epsten Grinnell & Howell APC
9980 Carroll Canyon Road
2nd Floor
San Diego, Ca 92131-1136

c/o Attorney, Stephen M. Guerra
30140 Orchard Lake Road
Farmington Hills, MI 48334-2254
248-254-7600

iMortgage Services
2570 Boyce Plaza Rd.
Pittsburgh, PA 15241-3953

The preferred mailing address (p) above has been substituted for the following entity/entities as so specified by said entity/entities in a Notice of Address filed pursuant to 11 U.S.C. 342(f) and Fed.R.Bank.P. 2002 (g)(4).

Cintas Document Management
P.O. Box 633842
Cincinnati, OH 45263

Department of Revenue Services
Taxpayer Services Division
25 Sigourney Street Ste 2
Hartford, CT 06106-5032

Guaranty Bank
4000 West Brown Deer Road
Attn: Kelly Rodelii
Brown Deer, WI 53209

Internal Revenue Service
PO Box 21126
Philadelphia, PA 19114

M & T Mortgage Corp
1 Fountain Plaza, 7th Floor
Buffalo, NY 14203

Salisbury Mall Ltd. Partnership
1776 Gramma Ave.
Henderson, NC 27536

State of New Jersey
New Jersey Division of Taxation
Information and Publications Branch
PO Box 281
Trenton, NJ 08695-0281

Texas Comptroller of Public Accounts
Post Office Box 13528
Capitol Station
Austin, TX 78711-3528

Virginia Department of Taxation
Office of Customer Services
Post Office Box 1115
Richmond, VI 23218-1115

Addresses marked (c) above for the following entity/entities were corrected
as required by the USPS Locatable Address Conversion System (LACS).

CALLAHAN,BRIAN A
1559 SE 80TH STREET
OCALA, FL 34480

FREED,DIANA M
300 HIGH ST
TROY, PA 16947

HOPP,DIANE
6 WOODLAND LAKES DRIVE
PETERSBURG, IL 62675

Jose Maldonado
c/o Kevin E. Mangum, Esq.
Mangum & Associates, P.A.
5100 Hwy. 17-92, Suite 300
Casselberry, FL 32707

Lakehills Center at Laguna, LLC.
3 Imperial Promenade St. 820,
South Coast Metro, CA 92707

Jose Maldonado
c/o Kevin E. Mangum, Esquire
Mangum & Associates, P.A.
5100 Hwy. 17-92, Suite 300
Casselberry, FL 32707

Kevin E Mangum
Mangum & Associates PA
5100 Highway 17-92
Suite 300
Casselberry, FL 32707

PALLES,AILENE
4255 W HUMPHREY STREET
3124
TAMPA, FL 33614

ROBERTS,JANEIL L
11691 SW 58TH CIRCLE
OCALA, FL 34476

Randy T & Crystal J Farnsworth
7176 Burt Bergen Road
Brandyville, TN 37026

The following recipients may be/have been bypassed for notice due to an undeliverable (u) or duplicate (d) address.

(d)24/7 Call Capture
21700 Oxnard St (Suite 1730)
Woodland Hills, CA 91367-7591

(u)ACE American Insurance Company

(u)Paul Allen

(d)American Express Centurion
P.O. Box 360001
Fort Lauderdale, FL 33336-0001

(u)Eric E. Anderson

(d)Argo Partners
12 West 37th Street, 9th Floor
New York, NY 10018-7480

(u)Assured Guaranty Corp.

(u)BMC Group

(u)Bank of America National Association

(u)Bank of America, National Association, as

(du)Bank of America, National Association, as

(d)Bank of the Ozarks as Successor*
c/o Patti W. Halloran, Esq.
Gibbons, Neuman et al.
3321 Henderson Blvd.
Tampa FL 33609-2921

(d)Bella Toscana Homeowners Association, Inc.
c/o Taylor & Carls, PA
150 N. Westmonte Drive
Altamonte Springs, FL 32714-3342

(d)Bowie CAD et al
co Michael Reed
P.O. Box 1269
Round Rock, TX 78680-1269

(u)Raymond Bowman

(u)Bradford Village Condominium Trust

(u)John Cain

(u)Nicholas A. Callahan

(u)Tanjanika Carter

(u)City of Atlanta
Bureau of Housing & Code Compliance
55 Trinity Ave. SW #3450
GA 30335

(u)Creditors Committee

(d)Crowe horwath
c/o Legal Group - 7th floor
PO Box 3697
Oak Brook, IL 60522-3697

(d)David B. Elseroad Sr
7734 Water St.
Fulton, MD 20759-2558

(d)Elena L Escamilla
United States Trustee
135 W Central Blvd Suite 620
Orlando, FL 32801-2440

(u)Chris Escandon

(d)First American Capital LLC
c/o Jon Krigsman
7286 Siena Way
Boulder, CO 80301-3722

(u)Jerry A. Funk
Jacksonville

(d)G&I VI 655/755 Business Center FE, LLC
c/o Dana S. Plon, Esquire
Sirlin Gallogly & Lesser, P.C.
1529 Walnut Street, Suite 600
Philadelphia, PA 19102-3012

(d)GMAC Mortgage, LLC
c/o Lawrence M. Weisberg, Esquire
Greenfield & Coomber, P.A.
7000 Palmetto Park Road, Suite #402
Boca Raton, FL 33433-3425

(d)Garten, John P.
75 Pauma Valley Drive
Colorado Springs, CO 80921-2825

(d)Great Atlantic Realty, Inc.
C/O Joseph & Marees, P.A.
4035 Atlantic Boulevard
Jacksonville, FL 32207-2036

(d)Guaranty Bank
c/o Charles Sebesta
8333 Douglas Ave.
Dallas, TX 75225-6581

(d)Hays, Cynthia L.
7510 Haas Hills Ln
Belleville, IL 62223-7649

(u)William P. Hickey III

(d)Greg Hicks
c/o Raye Curry Elliott, Esq.
50 North Laura Street
Suite 2500
Jacksonville, FL 32202-3646

(d)Home America Mortgage, Inc.
315 N.E. 14th St.
Ocala, FL 34470-4112

(d)Donald E. Hood
c/o Donald E. Hood
6440 N. Central Expressway, Suite 204
Dallas, TX 75206-4167

(d)Houston Live Oak Lofts Condo. Assoc.
c/o Kristi Slaughter, Esq.
808 Travis St., #2600
Houston, TX 77002-5778

(d)IKON Financial Services
Bankruptcy Administration
1738 Bass Road
PO Box 13708
Macon, GA 31208-3708

(u)Integrity Field Services, Inc.

(u)Jay Oyler

(u)Dezi Teiann Jessop

(d)Joe Johnson
2600 Brinkley Road PH 1005
Fort Washington, MD 20744-1908

(d)Johnson Bank, a Wisconsin Banking Corporat
6700 Washington Avenue
Racine, WI 53406-3926

(d)Jumbolair, Inc.
c/o Jeremy Thayer
1201 NE 77th Street
Ocala, FL 34479-8312

(d)Koenig, Mark
247 Oak St
Mayville, WI 53050-1559

(d)Lender Processing Services, Inc.
c/o Donald A. Workman, Esq.
Baker & Hostetler LLP
1050 Connecticut Ave, NW, Suite 1100
Washington, DC 20036-5304

(d)Jamal Lewis
c/o Hal J. Leitman
230 Peachtree Street, NW
Suite 2700
Atlanta, GA 30303-1561

(d)Liquidity Solutions Inc
One University Plaza Ste 312
Hackensack, NJ 07601-6205

(d)Michael C. Cabassol
c/o Donald R. Kirk
Fowler White Boggs P.A.
P.O. Box 1438
Tampa, FL 33601-1438

(d)Microsoft Corporation and Microsoft Licens
c/o Maria A. Milano
Riddell Williams PS
1001 Fourth Ave., Ste 4500
Seattle, WA 98154-1065

(d)Miller, Douglas R.
3333 Bedford Lane
Germantown, TN 38139-8028

(d)MountainView Capital Holdings, L.L.C.
c/o R. Patrick Vance
Jones Walker
201 St. Charles Avenue, Suite 5100
New Orleans, LA 70170-5101

(u)Nationwide Title Clearing

(d)Natixis Real Estate Capital Inc.
c/o Jeffrey N. Rich
599 Lexington Avenue
New York, NY 10022-6030

(u)Neasham Investments, LLC

(d)New Jersey Dept of Banking & Insurance
Thomas Hunt, Assistant Division Director
P.O. Box 040
Trenton, NJ 08625-0040

(d)Oasis at Pearl Lake Condominium Associatio
c/o Taylor & Carls, PA
150 N. Westmonte Drive
Altamonte Springs, FL 32714-3342

(u)Debra Orlando

(d)Paswell, Maria
6802 Moore Street
Arvada, CO 80004-1424

(d)Edward J. Peterson III
Stichter, Riedel, Blain & Prosser, PA
110 East Madison Street, Suite 200
Tampa, FL 33602-4718

(d)Pinellas County Tax Collector(TW)
P O Box 10834
Clearwater, FL 33757-8834

(d)Plainfield Specialty Holdings V Inc.
c/o Scott K. Rutsky
1585 Broadway
New York, NY 10036-8200

(d)RN, Inc. d/b/a PIP Printing and Marketing
11 S.W. 1st Avenue
Ocala, Fl 34471-1101

(d)Ray & Sherman, LLC
One Securities Centre
3490 Piedmont Rd. Ste 700
Atlanta, GA 30305-4806

(d)Red Rock Financial Services
7251 Amigo Street #100
Las Vegas, NV 89119-4375

(d)Republic Bank
C/O Larry Foyle, Esq
PO B0x 800
Tampa, FL 33601-0800

(u)Roth /Ultimate Staffing Co.
Ledgent;Adams & Martin Group
333 City Blvd West Suite 100

(d)Russell M Blain
Stichter, Riedel, Blain & Prosser
110 East Madison Street, Suite 200
Tampa, FL 33602-4718

(u)School Street Condominium Trust

(d)Selene RMOF REO Acquisition II, LLC
c/o R. Scott Shuker, Esq.
P.O. Box 3353
Orlando, FL 32802-3353

(d)Selene Residential Mortgage Opportunity Fu
c/o R. Scott Shuker, Esq.
P.O. Box 3353
Orlando, FL 32802-3353

(u)Sian Ocean Residences Condo Assoc Inc

(d)Robert A. Soriano

(d)Sovereign Bank

Greenberg Traurig, P.A.
625 East Twiggs Street
Suite 100
Tampa, FL 33602-3925

c/o Greenberg Traurig, P.A.
Attn: Robert Soriano
625 E. Twiggs Street
Suite 100
Tampa, FL 33602-3925

(d)Tammy Gordon
2416 Calle Loma Bonita
Sante Fe, NM 87507-5384

(u)Tax Commissioner of DeKalb County, Georgia

(d)Tennessee Dept of Financial Institute
Eric Rogers
414 Union Street, #1000
Nashville, TN 37219-1787

(u)The City of Charlotte

(d)The Enclave at Windsor Hills Homeowners As
c/o Taylor & Carls, PA
150 N. Westmonte Drive
Altamonte Springs, FL 32714-3342

(d)The Platt Group, PLLC
13978 Portrush Ct.
Herriman, UT 84096-6793

(d)Tradeweb LLC
Harborside Financial Center
2200 Plaza Five
Jersey City, NJ 07311-4006

(d)USAmeriBank
c/o Patrick T. Lennon
P.O. Box 1531
Tampa, Fl 33601-1531

(u)United States Department of Housing and Ur

(d)Upstreet Developments, LLC
c/o Adam B. Wiens
633 Seventeenth Street, Suite 2700
Denver, CO 80202-3662

(u)Charles Van Hartsell III

(d)Wachovia Bank, N.A.
c/o Craig I. Kelley
1665 Palm Beach Lakes Blvd.
Suite 1000
West Palm Beach, FL 33401-2109

(u)Julie Whiteaker

(d)Windsor Hills Master Community Association
c/o Taylor & Carls, PA
150 N. Westmonte Drive
Altamonte Springs, FL 32714-3342

(d)Daniel C Wolters
Cavitch Familo & Durkin
1300 East 9th Street
20th Floor
Cleveland, OH 44114-1501

(d)W. Scott Wynn
P. O. Box 447
Groveland, FL 34736-0447

(u)Richard A. Yanagi

(d)Zadach, Linda
106 Wild Heron Road
Savannah, GA 31419-9706

End of Label Matrix
Mailable recipients 4425
Bypassed recipients 93
Total 4518