

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
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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
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**NOTICE OF FIFTH AMENDMENT TO THE COLORABLE ACTIONS
LIST FILED PURSUANT TO THE ORDER GRANTING MOTION OF
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS FOR
DERIVATIVE STANDING TO PROSECUTE CERTAIN ACTIONS IN
THE NAME OF THE DEBTOR, ADDING CLAIMS AGAINST
CERTAIN ENTITIES AND INDIVIDUALS**

The Official Committee of Unsecured Creditors (the “Committee”), by and through its undersigned counsel, files this notice of Fifth Amendment to the Colorable Actions List (hereinafter the “Fifth Notice”), seeking authority to prosecute and/or defend additional actions in the name of Debtor, Taylor, Bean & Whitaker Mortgage Corp., (the “Debtor” or “TBW”), pursuant to the Order Granting Motion of the Official Committee of Unsecured Creditors for Derivative Standing to Prosecute Litigation in the Name of the Debtor (the “Derivative Standing Motion”) [D.E. 1020] and, (the “Derivative Standing Order”) [D.E. 1108], and in support states:

1. On August 24, 2009, the Debtor filed a voluntary petition for relief under Chapter 11 of the Bankruptcy Code.

2. On September 11, 2009, the Office of the United States Trustee appointed the Committee.

3. The administration of this case and the reconciliation process have revealed a number of potential causes of action of the estate against several potential defendants. This Court in the Derivative Standing Order granted the Committee the standing to prosecute certain actions for the reasons stated in the Derivative Standing Motion.

4. The Derivative Standing Order granted the Committee standing and authority to proceed with litigation in the name of and on behalf of the Debtor for potential claims against the Debtor's former chief executive officer, other former officers, directors and employees of the Debtor, Bank of America, N.A., and Banc of America Securities, LLC, collectively referred to as the "Colorable Actions List." The Derivative Standing Order further granted the authority to add matters to the Colorable Actions List by notice.

5. The Committee, in prior amendments to the Colorable Actions List added claims against Wells Fargo [D.E. 1270], the defense of TBW in an adversary proceeding brought by Lloyd's of London [D.E. 1433], the filing of objections to the stay relief motion of, and claims against, National Union Fire Insurance Company of Pittsburgh, PA [D.E. 1719], and additional claims against the Debtor's former CEO and others and certain of their entities [D.E. 1863].

6. In this Fifth Notice of Amendment to the Colorable Actions List, the Committee seeks to add to the Colorable Actions List claims against Bayview Financial,

L.P., the Bayview Asset Backed Securities Series 2003-6 trust or entity, the Bayview Asset Backed Securities Series 2004-1 trust or entity, Bayview Financial Asset Trust 2007-13, Bayview Financial Asset Trust 2007-13NP, Bayview Financial Asset Trust 2007-13(1), Bayview Financial Asset Trust 2007-13(2), Bayview Financial Asset Trust 2007-13(3), Bayview Financial Asset Trust 2007-13(4), U.S. Bank, N.A. and Manufacturers & Traders Trust Co. for breach of contract and unjust enrichment, and for an accounting, and, in the alternative, to avoid and recover fraudulent and preferential transfers.

7. Accordingly, the Committee, joined by the Debtor, suggests that the interests of the estate and its unsecured creditors would best be served if the Committee were permitted to pursue and/or defend the additional claims added by this Fifth Notice of Amendment to the Colorable Actions List, on behalf of, derivatively, or in the stead of the Debtor and reserves the right to further supplement the Colorable Actions List in the future. The Debtor consents to the Committee's request to file this Fifth Notice of Amendment.

WHEREFORE, pursuant to paragraph 3 of the Derivative Standing Order, the aforementioned claims in paragraph 6 shall be added to the Colorable Actions List without further order of the Court and provided that no objection is filed within 14 days

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after the service of this Notice, or if an objection is filed the amendment may be authorized by the Court after notice and a hearing.

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By: /s/ David L. Gay

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CONSENT AND JOINDER

The Debtor consents to the relief requested by the Committee in the foregoing Fifth Notice and joins in the Notice for the purpose of expressing such consent.

/s/ Russell M. Blain

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CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on February 16, 2011, the *Notice of Fifth Amendment to the Colorable Actions List Filed Pursuant to the Order Granting Motion of the Official Committee of Unsecured Creditors for Derivative Standing to Prosecute Certain Actions in the Name of the Debtor, Adding Claims against National Union Fire Insurance Company of Pittsburgh, PA.* was electronically filed with the Clerk of Court by using the Case Management/Electronic Case Filing (CM/ECF) system which will send a notice of electronic filing, and I will complete service of the foregoing as required by Rule 5, Federal Rules of Civil Procedure, made applicable by Rule 7005, *Federal Rules of Bankruptcy Procedure*, to all parties indicated on the attached Service List.

By: /s/ David L. Gay
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