

10/12/09

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

In re:

Taylor Bean & Whitaker Mortgage
Corp., et al,

Debtors

Chapter 11

Case No. 09-07047 JAF

**WELLS FARGO BANK, N.A.'S
FIRST REQUEST FOR PRODUCTION OF DOCUMENTS**

Wells Fargo Bank, N.A., pursuant to Rules 7026 and 7034 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), which incorporate Rules 26 and 34 of the Federal Rules of Civil Procedure, requests Taylor Bean & Whitaker Mortgage Corp. ("TBW") to produce the documents described on Exhibit A.

DEFINITIONS

A. "August 13th Notices" means the Notices of Termination for each of the Servicing Agreements, dated August 13, 2009, listed in Exhibit 9 to the Motion.

B. "August 20th Notices" means the Notices of Default for each of the Servicing Agreements, dated August 20, 2009, listed in Exhibits 12 and 13 to the Motion.

C. "Bankruptcy Code" means Title 11 of the United States Code.

D. "Court" as used herein, means the United States Bankruptcy Court for the Middle District of Florida.

E. "Document" or "Documents" as used herein shall mean all items referred to in, and/or encompassed within the scope of, FED. R. BANKR. P. 7034, including, without limitation, all written communications, correspondence, memoranda, records, notes, drafts, proposals, minutes of meetings, books, papers, lists, ledgers, journals,

EXHIBIT D

vouchers, checks, books of original entry and other books of records, recordings, memoranda of conversations, charts, graphs, photographs, microfilms, phonograph, tape or other records, magnetic tapes, discs, data cells, computer data, whether or not contained in any compilation, or any other written, printed, typewritten or electronically recorded or other graphic or photographic matter or tangible thing on which any words, phrases, images or numbers are fixed or from which information can be obtained.

F. “Electronically Stored Information” or “ESI” means any information created, stored, or used with computer technology of any kind, including, without limitation, all electronic, mechanical, magnetic, or optical records or representations, which fall within the ambit of FED. R. BANKR. P. 34. ESI shall include, without limitation: word-processing documents; spreadsheets; presentation documents; graphics; animation; images; email and instant messages (including attachments); audio; video; audiovisual recordings; voicemail stored on any database; networks; computers; servers; backup or disaster recovery systems; or any disc or tape capable of storing any information.

G. “Freddie Mac” means the Federal Home Loan Mortgage Corporation.

H. “Hearing” means any interim or final hearing on the Motion and related pleadings.

I. “HUD” means the United States Department of Housing and Urban Development.

J. “Motion” means Wells Fargo’s Motion for (i) Relief from the Automatic Stay and (ii) to Prohibit Use of Certain Funds (Docket No. 58).

K. “Servicing Agreements” means the Servicing Agreements listed in Exhibit

4 to the Motion.

L. "Trust(s)" means the twelve residential mortgage-backed securitization trusts listed in Exhibit 1 to the Motion.

M. "Wells Fargo" means Wells Fargo Bank, N.A, solely in its capacity as Master Servicer for each of the Trusts.

N. The term "communication(s)" means every manner or means of disclosure, transfer or exchange of information, whether in person, by telephone, mail, electronically, personal delivery, or otherwise.

O. The words "related to," "concerning," "regarding," "relative to" or "relating to," shall mean directly or indirectly mentioning or describing, pertaining to, connected with, or reflecting upon a stated matter detailed in this request to produce.

P. The singular form of a word shall also refer to the plural, and vice versa, and words used in the masculine, feminine, or neuter genders refer to and include all genders.

Q. The terms "and" or "or" shall be construed conjunctively or disjunctively as necessary to make the request inclusive rather than exclusive.

R. The tense of a verb shall include the present, past, and future tense of that verb.

INSTRUCTIONS

I. Pursuant to FED. R. BANKR. P. 34, TBW is required to produce and permit Wells Fargo, or Persons acting on their behalf, to inspect and copy the Documents and ESI described on Exhibit A by no later than ten (10) days after the date of service hereof. In lieu of the production of the originals of the requested Documents and ESI, the Debtor

may elect to mail or otherwise transmit to Wells Fargo's attorney legible copies of the Documents and ESI requested so that they are received by no later than ten (10) days after the date of service hereof.

2. If the attorney-client privilege, the work product privilege, or any other claim of privilege is asserted regarding any Document or ESI, the production of which is requested herein, then as to each Document or ESI subject to such asserted privilege, the party claiming privilege shall supply identification of such Document or ESI in writing with sufficient specificity to permit the Court to reach a determination in the event of a motion to compel as to the applicability of the asserted privilege, and such party shall also supply in writing the specific basis for the assertion of such privilege.

3. Each Document and each piece of ESI is to be produced, with all non-identical copies and drafts thereof, in its entirety, without abbreviation or redaction.

4. Wells Fargo does not intend this request to produce to be duplicative. The Debtor should fully respond to each request to produce to the extent not covered by other requests.

5. This request to produce is continuing in nature and, should TBW discover information of a type described in FED. R. BANKR. P. 7026(e), it is required to supplement its responses hereto.

6. When producing Documents or ESI, please keep all Documents and ESI segregated by the file in which the Documents and ESI are contained, indicate the name of the file in which the Documents or ESI are contained, and identify the Documents or ESI being produced.

EXHIBIT A

1. All Documents or ESI evidencing or relating to Freddie Mac's termination of TBW as a Freddie Mac-approved seller and servicer in good standing.
2. All Documents or ESI relating to the efforts, if any, of TBW (i) to obtain a reversal of Freddie Mac's termination of the Debtor as a Freddie Mac-approved seller and servicer in good standing, or (ii) to become a Freddie Mac approved seller and servicer in good standing.
3. All Documents or ESI evidencing or relating to HUD's termination or suspension of the TBW as a HUD-approved loan originator or underwriter.
4. All Documents or ESI relating to the efforts, if any, of TBW to obtain a reversal of HUD's termination or suspension of TBW as a HUD-approved loan originator or underwriter, or (ii) to become a HUD approved loan originator or underwriter.
5. All Documents and ESI evidencing or relating to the receipt by TBW or its counsel (and the date and time of such receipt), or actual knowledge (and the date and time TBW or its counsel first had actual knowledge) of the August 13 Notices and the August 20th Notices.
6. All Documents and ESI evidencing or relating to the August 21, 2009 cease and desist order issued by the Florida Office of Financial Regulation against TBW, and any similar orders issued by other states or agencies or departments of a state against TBW.
7. All Documents or ESI relating to the TBW's ability, or inability, to cure any default under Section 365 of the Bankruptcy Code for any Servicing Agreement which TBW contends is property of the estate under Section 541 of the Bankruptcy Code

and subject to assumption, or assumption and assignment, under Section 365 of the Bankruptcy Code.

8. All Documents or ESI to be used or relied upon by TBW at the Hearing, notwithstanding the fact that TBW may not choose to introduce such Documents and ESI into evidence.

SMITH HULSEY & BUSEY

/s/ John C. Weitnauer

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CERTIFICATE OF SERVICE

I hereby certify that on this day, I served true and correct copies of **Wells Fargo Bank, N.A.'s First Request for Production of Documents** by depositing said copies in the United States mail, with adequate first class postage affixed thereon, properly addressed to the parties on the service list attached hereto as Exhibit "A."

This 2nd day of October, 2009.

ALSTON & BIRD LLP

/s/ Jonathan T. Edwards

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