

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:

TAYLOR, BEAN & WHITAKER
MORTGAGE CORP.,

Debtor.

Chapter 11

Case No. 3:09-bk-07047-JAF

**SECOND SUPPLEMENTAL AFFIDAVIT OF
NEIL F. LURIA AS CHIEF RESTRUCTURING OFFICER**

BEFORE ME, the undersigned officer duly authorized to administer oaths, personally appeared NEIL F. LURIA, who, being first duly sworn, deposes and says the following:

1. I am over the age of 18 years and am a Managing Director of Navigant Capital Advisors, LLC (“Navigant”). In that capacity I have personal knowledge and authority to speak on behalf of Navigant with respect to the matters set forth in this Affidavit.
2. This Affidavit is being offered to supplement (a) the affidavit of disinterestedness (the “Initial Affidavit”) filed in support of the Debtor’s application seeking authorization to Employ Navigant Capital Advisors, LLC, to provide the services of Neil F. Luria as Chief Restructuring Officer as well as other Navigant support personnel (the “Application”) (the Initial Affidavit and the Application, Doc. No. 13)

(ii) the supplemental affidavit of Neil F. Luria filed in further support of the Application (Doc. No. 435) (the "Supplemental Affidavit").

3. Upon information and belief, the matters set forth in this Second Supplemental Affidavit are true and correct. Certain information contained in this Second Supplemental Affidavit is based on information provided to me by others.

4. Taylor, Bean & Whitaker Mortgage Corp., as Debtor and as Debtor in Possession ("TBW" or the "Debtor") is currently seeking to sell a bulk portfolio of real estate owned ("REO") pursuant to the Court's Order Pursuant to Sections 105 and 363 of the Bankruptcy Code and Rules 2002, 6004, and 9014 of the Federal Rules of Bankruptcy Procedure (I) Approving Bid Procedures and Terms of Auction for the Sale of Certain of the Debtor's "REO" Property Free and Clear of all Liens, Claims, Interests, (II) Setting Hearing Date for the Approval of Sale of Property, (III) Fixing Deadline for Objecting to Proposed Asset Sale, (IV) Approving Form and Manner of Sale Notice, (V) Approving Bid Protections, (VI) Authorizing Debtor to Sell REO Property Free of Liens, Claims and Interests, and (VII) Granting Related Relief (Doc. No. 621) (the "Bid Procedures Order").

5. In accordance with the Bid Procedures Order, TBW has entered into a Real Estate Purchase and Sale Agreement (the "Agreement") with Selene RMOF REO Acquisition II LLC ("Selene"). To ensure that the offer presented in the Agreement represents the highest or otherwise best offer to be derived from the sale of the Property (as defined in the Bid Procedures Order), the Debtor has determined that it is in the best interests of all creditors to solicit competing bids and conduct an auction (the "Auction") regarding the sale of the Property.

6. Based on the efforts of the Debtor, in addition to the bid from Selene outlined in the Agreement, the Debtor has received bids for the purchase of the Property from the following parties (together with Selene, the “Bidders”): (a) William Blake St., LLC/Braddock Financial (“Braddock”), and (b) DLJ Mortgage Capital, Inc./Credit Suisse (“Credit Suisse”). With respect to the Bidders, Navigant prior to submitting this Second Supplemental Affidavit has made an investigation described in the paragraphs that follow.

7. Navigant has entered the names of the Bidders (the “Searched Parties”) into Navigant’s conflict clearance system in an effort to determine any connections that Navigant has with the Bidders. In addition, Navigant has further reviewed the Searched Parties with respect to connections with its affiliate, Navigant Consulting, Inc. (“Navigant Consulting”). The representations contained in this Second Supplemental Affidavit are limited to the Searched Parties.

8. Navigant has undertaken a review of its computer database, which contains the names of clients and other parties interested in particular matters. Navigant requires all of its professionals, before accepting the representation of a new client or the representation of an existing client in a new matter, to perform a conflicts check through Navigant’s database and to enter into that database conflict information regarding new clients or new matters. Under my supervision, the Searched Parties were searched in Navigant’s database.

9. To the best of my knowledge, information, and belief, neither Navigant, Navigant Consulting, Inc., nor any of the professionals of Navigant or Navigant

Consulting has any connection with the Searched Parties other than as disclosed in Exhibit "A" attached to and incorporated by reference into this Affidavit.

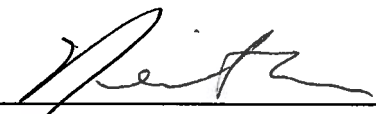
10. Navigant and Navigant Consulting have approximately 1,900 professionals. As a result, Navigant and/or Navigant Consulting, in matters unrelated to the Debtor or this Chapter 11 case, from time to time in the past may have represented or had other relationships with, and from time to time in the future may represent or have other relationships with, the parties listed as Searched Parties. Although Navigant and/or Navigant Consulting have represented certain of the Searched Parties in matters unrelated to this case, neither Navigant nor Navigant Consulting currently represents any entity other than TBW with regard to the estate and/or matters affecting the estate.

11. Given the nature of the services rendered by Navigant and Navigant Consulting, including management consulting, financial advisory, economic advisory, dispute resolution, and forensic investigation support services, Navigant and Navigant Consulting and their professionals in the past may have provided services or had various business relationships with, and currently and in the future may provide services or have business relationships with, the Search Parties on matters unrelated to TBW.

12. In addition, from time to time, in the ordinary course, Navigant professionals sit on various corporate boards. As is noted in Exhibit A, a Navigant professional formerly sat on the corporate board of a publicly traded corporation with an affiliate of one of the Searched Parties.

13. I will supplement this Affidavit if and when new information germane to the matters set forth in this Affidavit comes to light.

THIS CONCLUDES MY AFFIDAVIT.



NEIL F. LURIA

STATE OF GEORGIA)
 : ss.:
COUNTY OF FULTON)

SWORN TO AND SUBSCRIBED BEFORE ME
on this 10th day of December, 2009, by Neil F. Luria,
who is personally known to me and who took an oath.



Notary Public

Susan Bonnie Feuer
Printed Name
My Commission Expires: Dec. 7, 2012



EXHIBIT A
DISCLOSURE OF CONNECTIONS

Parties	Connection
Braddock	Although Braddock is a client of neither Navigant nor Navigant Consulting, given the nature of the services rendered by Navigant and Navigant Consulting, Navigant, Navigant Consulting, and/or their professionals may potentially in the future provide services to, or enter into other business relationships with, Braddock and/or its affiliates on matters unrelated to TBW.
Credit Suisse	Navigant and/or Navigant Consulting in the past has provided, currently provides, and may potentially in the future provide, services to or enter into other business relationships with Credit Suisse or its affiliates on matters unrelated to TBW.
Selene	Although Selene is a client of neither Navigant nor Navigant Consulting, given the nature of the services rendered by Navigant and Navigant Consulting, Navigant, Navigant Consulting and/or their professionals may potentially in the future provide services to or enter into other business relationships with Selene and its affiliates on matters unrelated to TBW. A Navigant managing director formerly sat on the board of Reckson Associates, Inc., a publicly held real estate investment trust ("REIT") with Lewis Ranieri, an affiliate of Selene. Reckson Associates, Inc. was sold in 2007 to SL Green.