

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION
www.flmb.uscourts.gov

In re:

Chapter 11 Case

TAYLOR, BEAN & WHITAKER
MORTGAGE CORP.

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

Debtor.

_____ /

DEBTOR'S POST CONFIRMATION QUARTERLY OPERATING REPORT

FOR THE PERIOD
FROM APRIL 1, 2015 TO JUNE 30, 2015

Comes now the above-named debtor and files its Post Confirmation Quarterly Operating Report in accordance with the Guidelines established by the United States Trustee and FRBP 2015.

/s/ Debi Evans Galler
*Counsel for Neil F. Luria, Plan Trustee for
the Taylor, Bean & Whitaker Plan Trust*

Debtor's Address
and Phone Number:

Attorney's Address
and Phone Number:

4901 Vineland Road, Suite 120
Orlando, FL 32811
(321) 710-0175

Berger Singerman LLP
1450 Brickell Avenue, 19th Floor
Miami, FL 33131-3453
(305) 755-9500

Note: The original Monthly Operating Report is to be filed with the court and a copy simultaneously provided to the United States Trustee Office.

QUESTIONNAIRE		
	YES*	NO
1. Have any assets been sold or transferred outside the normal course of business, or outside the Plan of Reorganization during this reporting period?		X
2. Are any post-confirmation sales or payroll taxes past due?		X
3. Are any amounts owed to post-confirmation creditors/vendors over 90 days delinquent?		X
4. Is the Debtor current on all post-confirmation plan payments?	X	

*If the answer to any of the above questions is "YES," provide a detailed explanation of each item on a separate sheet.

INSURANCE INFORMATION		
	YES	NO*
1. Are real and personal property, vehicle/auto, general liability, fire, theft, worker's compensation, and other necessary insurance coverages in effect?	X	
2. Are all premium payments current?	X	

*If the answer to any of the above questions is "NO," provide a detailed explanation of each item on a separate sheet.

CONFIRMATION OF INSURANCE			
TYPE of POLICY and CARRIER	Period of Coverage	Payment Amount and Frequency	Delinquency Amount

DESCRIBE PERTINENT DEVELOPMENTS, EVENTS, AND MATTERS DURING THIS REPORTING PERIOD:

- * In April 2015, TBW made its 2nd Class 9 interim distribution in the amount of \$4,395,959.56. As of June 30, the Trust has \$2,181,756.13 on reserve for disputed claims.
- * In June 2015, TBW made its 2nd Class 8 interim distribution in the amount of \$100,000,000.00. \$99,782,884.41 was distributed and the balance of \$217,115.59 has been reserved for disputed claims. As of June 30, the Trust has \$303,961.82 on reserve for disputed claims.
- * In accordance with the Plan Supplement filed with respect to Third Amended & Restated Joint Plan of Liquidation of the Debtor's (TBW Mortgage Corp, REO Specialists, LLC, and Home America Mortgage, Inc) and the Official Committee of Unsecured Creditors, the quarterly MOR is due 45 days after each calendar quarter end. Specifically, the Plan states in Section C titled Quarterly Filings with Bankruptcy Court and U.S. Trustee, from the Effective Date until a Final Decree is entered, the Trustee shall, within 45 days of the end of each calendar quarter, file with the Bankruptcy Court and submit to the U.S. Trustee quarterly reports setting forth all receipts and disbursements of the Plan Trust as required by the U.S. Trustee guidelines. **On May 4, 2015, the U.S. Trustee's office approved a Quarterly Operating Report which will be limited to the Schedule of Receipts and Disbursements for all quarterly reports.**

Estimated Date of Filing the Application for Final Decree: _____

I declare under penalty of perjury that this statement and the accompanying documents and reports are true and correct to the best of my knowledge and belief.

This 14th day of August, 2015.



Matthew E. Rubin
CFO of Taylor, Bean & Whitaker Mortgage Corp

TAYLOR, BEAN & WHITAKER PLAN TRUST ("TBW")
 SCHEDULE OF RECEIPTS AND DISBURSEMENTS
 Activity from: 4/1/15 - 6/30/15

	Regions Bank Operating (1) Acct # ***674	Regions Bank Litigation Procds (2) Acct #***111	Regions Bank Disputed Claims (3) Acct # ***690	Regions Bank Class 9 (4) Acct # ***771	Regions Bank Protocol Funds (5) Acct # ***755	Regions Bank Overline (6) Various Accounts	Regions Bank AOT (7) Various Accounts	Quarterly Total Q2 2015	Cumulative Total Aug'11 - Jun'15
1. BANK BALANCE AS OF 4/1/15	\$21,290,598	\$27,500,694	\$173,493,153	\$11,347,783	\$11,733,442	\$1,664,376	\$2,665,391	\$249,695,436	\$0
Outstanding Checks	(\$98,149)	\$0	\$0	\$0	\$0	\$0	(\$4,101)	(\$102,251)	\$0
BOOK BALANCE AS OF 4/1/15	\$21,192,448	\$27,500,694	\$173,493,153	\$11,347,783	\$11,733,442	\$1,664,376	\$2,661,290	\$249,593,186	\$0
2. RECEIPTS									
A Cash Receipts									
A.1 Recoveries	\$0	\$41,274	\$3,142,231	\$4,980,626	\$0	\$951,417	\$0	\$9,115,549	\$226,210,781
A.2 Interest Income	\$2,330	\$20,084	\$56,173	\$3,233	\$0	\$0	\$898	\$82,718	\$1,890,379
A.3 Miscellaneous Deposits	\$0	\$30,000	\$113,883	\$0	\$0	\$0	\$2,437	\$146,320	\$727,108
A.4 Expense Reimbursements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$10,043,796
Subtotal - Cash Receipts	\$2,330	\$91,358	\$3,312,287	\$4,983,859	\$0	\$951,417	\$3,335	\$9,344,586	\$238,872,064
B Transfers In									
B.1 Effective Date Transfer from Old TBW Accounts	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$369,776,180
B.2 External Transfers - (FDIC-R / RoundPoint / Other)	\$0	\$0	\$0	\$0	\$0	\$0	\$4,493,941	\$4,493,941	\$152,984,726
B.3 Internal Transfers - AOT/Overline	\$653,689	\$1,010,000	\$51,826	\$0	\$0	\$0	\$0	\$1,715,515	\$22,623,014
B.4 Internal Transfers - Interest Income	\$0	\$0	\$27,028	\$0	\$0	\$0	\$0	\$27,028	\$720,097
B.5 Internal Transfers - Bank Service Fees Reimb.	\$0	\$127	\$335	\$44	\$12	\$21	\$32	\$559	\$8,470
B.6 Internal Transfers - Various Regions Accounts	\$2,597,979	\$1,180	\$0	\$0	\$0	\$0	\$0	\$2,599,159	\$157,972,066
Subtotal - Transfers In	\$3,251,668	\$1,011,307	\$79,189	\$44	\$0	\$21	\$4,493,973	\$8,836,201	\$704,084,553
TOTAL INFLOWS	\$3,253,999	\$1,102,665	\$3,391,476	\$4,983,902	\$0	\$951,438	\$4,497,307	\$18,180,788	\$942,956,617
3. DISBURSEMENTS									
A Fees & Taxes									
A.1 U.S. Trustee Quarterly Fees	(\$30,000)	\$0	\$0	\$0	\$0	\$0	\$0	(\$30,000)	(\$309,000)
A.2 Taxes - Federal	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0
A.3 Taxes - State/Local/Other	(\$5,610)	\$0	\$0	\$0	\$0	\$0	(\$15,906)	(\$21,516)	(\$414,346)
Subtotal - Fees & Taxes	(\$35,610)	\$0	\$0	\$0	\$0	\$0	(\$15,906)	(\$51,516)	(\$723,346)
B Other Expenses									
B.1 All Other Operating Expenses	(\$5,777,759)	(\$145,127)	(\$335)	(\$44)	\$0	(\$12,784)	(\$51,094)	(\$5,987,143)	(\$108,865,734)
B.2 Payments to FDIC-R for AOT/OL Loan Proceeds	\$0	\$0	\$0	\$0	\$0	\$0	(\$3,717,674)	(\$3,717,674)	(\$171,421,728)
B.3 BoA Settlement (EPF Facility in return for \$10.3 MM) (8)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$10,290,115)
Subtotal - Other Expenses	(\$5,777,759)	(\$145,127)	(\$335)	(\$44)	\$0	(\$12,784)	(\$3,768,768)	(\$9,704,817)	(\$290,577,576)
C Plan Payments									
C.1 Administrative Claims	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$3,712,891)
C.2 Priority Tax Claims	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$256,874)
C.3 WARN ACT	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$16,145,281)
C.4 Priority Non-Tax Claims (Vacation Claims)	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$1,862,382)
C.5 Other Secured Claims	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$15,751,242)
C.6 Effective Date Settlements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$122,376,938)
C.7 Post Effective Date Settlements	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$20,090,496)
C.8 Distributions to Class 8 Creditors	\$0	\$0	(\$99,782,884)	\$0	\$0	\$0	\$0	(\$99,782,884)	(\$139,696,037)
C.9 Distributions to Class 9 Creditors	\$0	\$0	\$0	(\$4,395,960)	\$0	\$0	\$0	(\$4,395,960)	(\$8,791,919)
Subtotal - Plan Payments	\$0	\$0	(\$99,782,884)	(\$4,395,960)	\$0	\$0	\$0	(\$104,178,844)	(\$328,684,061)
TOTAL DISBURSEMENTS - Sections A through C	(\$5,813,369)	(\$145,127)	(\$99,783,220)	(\$4,396,003)	\$0	(\$12,784)	(\$3,784,674)	(\$113,935,177)	(\$619,984,984)
D Transfers Out									
D.1 Internal Transfers - AOT/Overline	\$0	\$0	\$0	\$0	\$0	(\$1,010,000)	(\$705,515)	(\$1,715,515)	(\$22,623,014)
D.2 Internal Transfers - Interest Income	(\$2,330)	(\$20,459)	\$0	(\$3,340)	\$0	(\$0)	(\$898)	(\$27,028)	(\$709,843)
D.3 Internal Transfers - Bank Service Fees Reimb.	(\$559)	\$0	\$0	\$0	\$0	\$0	\$0	(\$559)	(\$8,692)
D.4 Internal Transfers - Various Regions Accounts	\$0	(\$2,596,990)	\$0	\$0	\$0	(\$989)	(\$1,180)	(\$2,599,159)	(\$149,727,358)
D.5 External Transfers - Other	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0	(\$406,190)
SUBTOTAL - Transfers Out	(\$2,889)	(\$2,617,449)	\$0	(\$3,340)	\$0	(\$1,010,990)	(\$707,593)	(\$4,342,260)	(\$173,475,097)
TOTAL OUTFLOWS:	(\$5,816,258)	(\$2,762,576)	(\$99,783,220)	(\$4,399,343)	\$0	(\$1,023,774)	(\$4,492,267)	(\$118,277,437)	(\$793,460,081)
NET CHANGE IN CASH	(\$2,562,259)	(\$1,659,911)	(\$96,391,744)	\$584,559	\$0	(\$72,335)	\$5,040	(\$100,096,649)	\$149,496,537
BOOK BALANCE AS OF 6/30/15	\$18,630,189	\$25,840,783	\$77,101,410	\$11,932,342	\$11,733,442	\$1,592,040	\$2,666,331	\$149,496,537	\$149,496,537
ADD: OUTSTANDING CHECKS	\$40,439	\$0	\$0	\$0	\$0	\$645	\$979	\$42,063	\$42,063
4. BANK BALANCE AS OF 6/30/15	\$18,670,628	\$25,840,783	\$77,101,410	\$11,932,342	\$11,733,442	\$1,592,686	\$2,667,310	\$149,538,600	\$149,538,600

TAYLOR, BEAN & WHITAKER PLAN TRUST ("TBW")
FOOTNOTES TO THE SCHEDULE OF RECEIPTS AND DISBURSEMENTS
Activity from: 4/1/15 - 6/30/15

Footnotes to the Schedule of Receipts and Disbursements

- (1) Bank account earmarked for all operating related disbursements.
- (2) Bank account earmarked for litigation expenses and receipt of litigation settlement proceeds.
- (3) Bank account earmarked for proceeds available for General Unsecured Creditors (GUC).
- (4) Bank account earmarked for payment of Class 9 claims. As of June 30, 2015 the Trust has a reserve of \$2.2 MM for disputed Class 9 claims.
- (5) Bank account earmarked for potential payments to Borrowers in accordance with the Borrower Protocol Settlement.
- (6) Bank accounts earmarked for runoff of the proceeds related to the balance of the Overline loan portfolio. On September 8, 2014, TBW paid off the outstanding balance of the FDIC-R Colonial Overline loan facility.
- (7) Bank accounts earmarked for AOT loan related activity. Pursuant to the FDIC-R settlement agreement 98% of AOT proceeds are transferred to the FDIC-R for their 1st lien position.
- (8) TBW received court approval to settle outstanding litigation matters with Bank of America, of which TBW received a loan portfolio in return for \$10.3 MM.