

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:

Chapter 11 Case

TAYLOR, BEAN & WHITAKER
MORTGAGE CORP.,
REO SPECIALISTS, LLC, and
HOME AMERICA MORTGAGE, INC.,

Case No. 3:09-bk-07047-JAF
Case No. 3:09-bk-10022-JAF
Case No. 3:09-bk-10023-JAF

Debtors.

Jointly Administered Under
Case No. 3:09-bk-07047-JAF

In re:

Chapter 11 Case

TAYLOR, BEAN & WHITAKER
MORTGAGE CORP.,

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

Applicable Debtor

**PLAN TRUSTEE'S MOTION FOR APPROVAL OF A THIRD INTERIM
DISTRIBUTION TO ALLOWED TBW CLASS 8 GENERAL UNSECURED CLAIMS**

**NOTICE OF OPPORTUNITY TO
OBJECT AND REQUEST FOR HEARING**

Pursuant to Local Rule 2002-4, the Court will consider this motion without further notice or hearing unless a party in interest files a response within **21 days** from the date set forth on the proof of service attached to this paper plus an additional three days for service. If you object to the relief requested in this paper, you must file your response with the Clerk of the Court at the Bryan Simpson United States Courthouse, 300 North Hogan Street, Suite 3-350, Jacksonville, FL 32202 and serve a copy on the movant's attorney, James D. Gassenheimer, Esq., Berger Singerman LLP, 1450 Brickell Avenue, Ste. 1900, Miami, FL 33131, within the time allowed.

If you file and serve a response within the time permitted, the Court may schedule and notify you of a hearing, or the Court may consider the response and may grant or deny the relief requested without a hearing. If you do not file a response within the time permitted, the Court will consider that you do not oppose the relief requested in the paper, will proceed to consider the paper without further notice or hearing, and may grant the relief requested.

Neil F. Luria, Plan Trustee (the “Plan Trustee”) for the Taylor, Bean & Whitaker Plan Trust (the “Plan Trust”), pursuant to the *Third Amended and Restated Joint Plan of Liquidation of the Debtors and the Official Committee of Unsecured Creditors* (the “Plan”) [ECF No. 3240] and 11 U.S.C. §§105 and 502(c), files this Motion seeking the Court’s approval to make a third interim Distribution to holders of Allowed TBW Class 8¹ general unsecured claims (“Third Interim Class 8 Distribution”). In support thereof, the Plan Trustee states:

Factual Background

1. On August 24, 2009, Taylor, Bean & Whitaker Mortgage Corp. (“TBW”) filed a petition for relief under Chapter 11 of the Bankruptcy Code (Case No. 3:09-bk-07047-JAF) in the Jacksonville Division of the United States Bankruptcy Court for the Middle District of Florida (the “Bankruptcy Court”).

2. On November 24, 2009, REO Specialists, LLC (“REO”) and Home America Mortgage, Inc. (“HAM”) (collectively, and together with TBW, the “Debtors”) filed petitions for relief under Chapter 11 of the Bankruptcy Code, also with the Bankruptcy Court. The bankruptcy cases of HAM and REO are jointly administered under Case No. 3:09-bk-07047-JAF.

3. The deadline to file a proof of claim against the TBW estate, unless otherwise extended for subsequently identified creditors, was June 15, 2010 (the “Claims Bar Date”).

4. Pursuant to an order entered by the Bankruptcy Court on July 21, 2011 (the “Confirmation Order”) [ECF No. 3420], the Bankruptcy Court confirmed the Plan. The Plan became effective on August 10, 2011 (the “Effective Date”).

¹ Capitalized terms not otherwise defined in this Motion shall have the same meaning as set forth in the Plan.

5. The Plan created a liquidating trust for the Debtors' assets, the Plan Trust, in respect of which Neil F. Luria was appointed as Plan Trustee. Article 6(B) of the Plan provides that the Plan Trustee shall be deemed the sole director and officer of each of the Debtors for all purposes. Article 6(G) of the Plan also provides that the "[t]he Plan Trustee shall be deemed the Estates' representative in accordance with § 1123(b) of the Bankruptcy Code and shall have all powers, authority and responsibilities specified in this Plan and the Plan Trust Agreement, including, without limitation, the powers of a trustee under §§ 704, 1106 and 108 of the Bankruptcy Code and Rule 2004 of the Bankruptcy Rules (including commencing, prosecuting or settling Causes of Action, enforcing contracts, and asserting defenses, offsets and privileges)...."

6. On February 7, 2014, the Plan Trustee filed his *Motion for Approval of an Interim Distribution to Allowed TBW Class 9 General Unsecured Claims* [ECF No. 7924], by which the Plan Trustee sought authorization to make an interim Distribution in the total amount of \$4,271,453.98 to holders of Allowed TBW Class 9 general unsecured claims ("First Interim Class 9 Distribution"). On March 19, 2014, the Court entered its *Order Granting Plan Trustee's Motion for Approval of an Interim Distribution to Allowed TBW Class 9 General Unsecured Claims* [ECF No. 7970]. The Plan Trustee made the First Interim Class 9 Distribution to the TBW Class 9 creditors.

7. On November 26, 2014, the Plan Trustee filed his *Motion for Approval of an Interim Distribution to Allowed TBW Class 8 General Unsecured Claims* [ECF No. 8141], by which the Plan Trustee sought authorization to make an interim Distribution in the total amount of \$40,000,000.00 to holders of Allowed TBW Class 8 general unsecured claims (“First Interim Class 8 Distribution”). On January 5, 2015, the Court entered its *Order Granting Plan Trustee’s Motion for Approval of an Interim Distribution to Allowed TBW Class 8 General Unsecured Claims* [ECF No. 8179]. The Plan Trustee made the First Interim Class 8 Distribution to the TBW Class 8 creditors.

8. On February 16, 2015, the Plan Trustee filed his *Motion for Approval of a Second Interim Distribution to Allowed TBW Class 9 General Unsecured Claims* [ECF No. 8202], by which the Plan Trustee sought authorization to make a second interim Distribution in the total amount of \$4,395,959.56 to holders of Allowed TBW Class 9 general unsecured claims (“Second Interim Class 9 Distribution”). On March 26, 2015, the Court entered its *Order Granting Plan Trustee’s Motion for Approval of a Second Interim Distribution to Allowed TBW Class 9 General Unsecured Claims* [ECF No. 8230]. The Plan Trustee made the Second Interim Class 9 Distribution to the TBW Class 9 creditors.

9. On April 22, 2015, the Plan Trustee filed his *Motion for Approval of a Second Interim Distribution to Allowed TBW Class 8 General Unsecured Claims* [ECF No. 8242], by which the Plan Trustee sought authorization to make a second interim Distribution in the total amount of \$100,000,000.00 to holders of Allowed TBW Class 8 general unsecured claims (“Second Interim Class 8 Distribution”). On May 19, 2015, the Court entered its *Order Granting Plan Trustee’s Motion for Approval of a Second Interim Distribution to Allowed TBW Class 8*

General Unsecured Claims [ECF No. 8251]. The Plan Trustee made the Second Interim Class 8 Distribution to the TBW Class 8 creditors.

10. There are currently 126 Allowed Claims classified as TBW Class 8 general unsecured claims. There are five (5) creditors who have filed proofs of claim or who have scheduled claims to which the Plan Trustee has filed or intends to file objections, all of which remain unresolved and may, subject to rulings on the outstanding objections, be entitled to some amount of an Allowed TBW Class 8 general unsecured claim.

11. Having resolved the substantial majority of the claim objections with regard to TBW Class 8 Claims, the Plan Trustee is now in a position to make a third interim Distribution to holders of Allowed TBW Class 8 general unsecured claims. In order to make this Third Interim Class 8 Distribution, the Plan Trustee has estimated, in his best business judgment, the maximum exposure to the Plan Trust with regard to the remaining TBW Class 8 general unsecured claims. As to the Disputed Claims, the Plan Trustee has reserved the pro-rata distribution of their filed claims, as reflected on **Exhibit "A"** hereto, without prejudice to the pending objections.

12. Therefore, in connection with the calculation and payment of the Third Interim Class 8 Distribution proposed by this Motion for holders of Allowed TBW Class 8 general unsecured claims, the Plan Trustee has reserved \$130,269.35 for the Disputed Claims, without prejudice to the Plan Trustee's pending claim objections.

Third Interim Distribution to TBW Class 8

13. According to Article 7 of the Plan, "[t]he Plan Trustee shall make all Distributions provided for in the Plan from the Plan Trust Assets, including those to be paid on the Effective

Date.” Section B.3 of Article 7 of the Plan provides for interim Distributions to holders of Allowed Unsecured Claims.

14. Section E. of Article 7 prescribes a Distribution scheme by which the Plan Trustee must first pay “all outstanding Plan Trust Operating Expenses” before making a Distribution. Following the payment of all outstanding Plan Trust Operating Expenses, the Plan Trustee must “pay all Holders of Allowed Administrative Expense Claims, Allowed Priority Tax Claims and Allowed Priority Claims.” After the payment of the aforementioned claims, the Trustee may then “pay Net Distributable Assets to all Holders of Allowed Unsecured Claims against such Debtor’s Estate in accordance with the Distribution Calculation in Article 7.D.2 above.” As of this date, the Plan Trustee has paid all expenses and claims required by Section E. of Article 7 as a condition precedent to making a third interim Distribution to holders of TBW Allowed Unsecured Class 8 Claims, and has sufficient funds on hand to pay current and future forecasted and budgeted trust operating expense obligations after making this proposed Third Interim Class 8 Distribution.

15. The Plan Trustee seeks approval from the Court to make the Third Interim Class 8 Distribution to holders of Allowed TBW Class 8 general unsecured claims. Specifically, the Plan Trustee seeks approval to make interim Distributions in the aggregate amount of \$60,000,000.00 to holders of Allowed TBW Class 8 general unsecured claims, as set forth in the column titled “Proposed Third Interim Distribution Amount” on **Exhibit “A”** to this Motion.² A schedule of holders of presently Allowed TBW Class 8 general unsecured claims in respect of

² Upon resolution of any presently Disputed Claims, to the extent any becomes an Allowed TBW Class 8 general unsecured claim after the filing of this Motion, the Plan Trustee also seeks authorization to distribute from the reserve currently set aside for this purpose.

which the Plan Trustee proposes to make a Distribution, together with the amounts reserved for the remaining Disputed Claims, is set forth on **Exhibit “A”**.

16. As to those TBW Class 8 general unsecured claims assigned, pledged, mortgaged, sold, transferred or the subject of any other disposition to a third party by the original filing claimant prior to the Effective Date of the Plan, the attached **Exhibit “A”** reflects a proposed Distribution to those transferees who properly filed notices of transfers pursuant to Rule 3001 of the Federal Rules of Bankruptcy Procedure for which no objections were raised by the original claimant and for which the Plan Trustee had actual knowledge. Rule 3001(e)(2) provides that “evidence of the transfer must be filed by the transferee.” Rule 3001(e)(2) further provides that “[i]f a timely objection is not filed by the alleged transferor, the transferee shall be substituted for the transferor.” No objection was filed to any transfer listed on **Exhibit “A”**.

17. The Plan Trustee proposes to make a third interim Distribution in accordance with the procedural requirements of Article 7 of the Plan. Specifically, Section G of Article 7 provides that “at the option of the Plan Trustee, any Distributions under this Plan may be made either in Cash, by check drawn on a domestic bank, by wire transfer, or by ACH.” Section I provides that:

Except as otherwise provided in this Plan, Distributions to Holders of Allowed Claims shall be made by the Debtors, if before the Effective Date, or the Plan Trustee, if on or after the Effective Date, (i) at the addresses set forth on any Proof of Claim Filed by such Holder (or at the last known addresses of such Holder if no motion requesting payment or Proof of Claim is Filed or the Debtors or the Plan Trustee have been notified in writing of a change of address), (ii) at the addresses set forth in any written notices of address changes Filed with the Bankruptcy Court and served on the Plan Trustee by such Holder after the date of any related Proof of Claim, or (iii) at the addresses reflected in the Schedules if no Proof of Claim has been Filed and no written notice of address change has been Filed by such Holder with the Bankruptcy Court and served on the Plan Trustee.

18. Further, section C.3 of Article 7 requires the Plan Trustee to establish a Disputed Claims Reserve for each Debtor's Estate. Specifically, the Plan requires that

With respect to any interim Distribution made to Holders of Allowed Unsecured Claims, the amount reserved for each such Disputed Claim against any Debtor shall be the amount that would be distributed on account of such Claim if it were an Allowed Unsecured Claim in the lower of (a) the amount set forth in the Proof of Claim Filed by the Holder of such Claim, or if no Proof of Claim has been Filed, the Scheduled amount set forth for such Claim if it is shown on the Schedules as being noncontingent, liquidated, and undisputed, and (b) the estimated amount of such Claim for Distribution purposes, as determined by the Bankruptcy Court pursuant to Article 8.F of this Plan.

19. In addition to the terms of the Plan that provide the requisite authority and power for the Plan Trustee to make an interim Distribution from the Plan Trust, section 105 of the Bankruptcy Code provides that the Court may "issue any order, process, or judgment that is necessary or appropriate to carry out the provisions of this title." The Court's approval of the Plan Trustee's proposed Third Interim Class 8 Distribution is necessary for the Plan Trustee to carry out the provisions of this title. Importantly, and in accordance with the terms of the Plan Trust Agreement, the Plan Advisory Committee has approved the filing of this Motion and the relief requested herein.

WHEREFORE, the Plan Trustee respectfully requests that the Court enter an order, in the form attached hereto as **Exhibit "B"** (i) granting this Motion, (ii) authorizing the Distributions identified on **Exhibit "A"** to the Motion, (iii) approving the interim Distribution as set forth on **Exhibit "A"** as to the transferees of Allowed TBW Class 8 general unsecured claims properly assigned, pledged, mortgaged, sold, transferred or the subject of any other disposition prior to the Effective Date to transferees who filed valid notices under Rule 3001 of the Federal Rules of Bankruptcy Procedure for which no objections were raised by the original claimants and for which the Plan Trustee had actual knowledge, (iv) finding that the Plan Trustee has complied

with his fiduciary obligations and the terms of the Plan and Plan Trust Agreement in general as to this Third Interim Class 8 Distribution and specifically in the treatment of certain pre-Effective Date assignments, pledges, mortgages, sales, transfers or any other dispositions of TBW Class 8 general unsecured claims, and (v) granting such other and further relief as is just and appropriate.

Dated: October 15th, 2015

Respectfully submitted,

BERGER SINGERMAN LLP
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Taylor, Bean & Whitaker Plan Trust*
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EXHIBIT "A"
Distribution Schedule

Exhibit A
Summary of Interim Class 8 Distributions
Allowed Claims

Creditor	Claim Number	Filed / Allowed Claim Amount [A]	Prorata % of Claims Pool [B]	1st Interim Distribution Amt	2nd Interim Distribution Amt	Proposed 3rd Interim Distribution Amt	Total Cumulative Paid 1st, 2nd, & Proposed 3rd Interim Distribution Amt
				\$40,000,000.00	\$100,000,000.00	\$60,000,000.00	\$200,000,000.00
Interim Distribution Amount -->							
Creditor	Claim Number	Filed / Allowed Claim Amount [A]	Prorata % of Claims Pool [B]	1st Interim Distribution Amt [C]	2nd Interim Distribution Amt [C]	Proposed 3rd Interim Distribution Amt [C]	Total Cumulative Paid 1st, 2nd, & Proposed 3rd Interim Distribution Amt [C]
Section I) Allowed Claims:							
FDIC-R For Colonial Bank	3020	\$2,215,095,998.00	36.77%	\$14,707,079.80	\$36,767,700.26	\$22,060,620.15	\$73,535,400.21
Ocala Funding, LLC (Ocala Litigation Trust)	3442	\$1,750,000,000.00	29.05%	\$11,619,085.43	\$29,047,714.19	\$17,428,628.51	\$58,095,428.13
Ocala Funding, LLC (Ocala Litigation Trust) [D]	2629	\$1,022,000,000.00	16.96%	\$6,785,545.89	\$16,963,865.09	\$10,178,319.05	\$33,927,730.03
Government National Mortgage Association	3524	\$610,000,000.00	10.13%	\$4,050,081.21	\$10,125,203.23	\$6,075,121.94	\$20,250,406.38
Sovereign Bank	1362	\$136,781,302.17	2.27%	\$908,156.36	\$2,270,390.95	\$1,362,234.57	\$4,540,781.88
The US Department of Justice	3307	\$89,914,335.00	1.49%	\$596,984.19	\$1,492,460.52	\$895,476.31	\$2,984,921.02
FDIC-R For Platinum Bank	3026	\$30,800,000.00	0.51%	\$204,495.90	\$511,239.77	\$306,743.86	\$1,022,479.53
Wells Fargo Bank	1724	\$19,877,602.00	0.33%	\$131,976.89	\$329,942.23	\$197,965.34	\$659,884.46
US Department of HUD	3518	\$18,690,992.09	0.31%	\$124,098.42	\$312,246.05	\$186,147.63	\$620,492.10
US Bank / Bayview (1 of 8)	2647	\$13,606,769.40	0.23%	\$90,341.84	\$225,854.60	\$135,512.76	\$451,709.20
US Bank / Bayview (2 of 8)	2646	\$13,146,364.91	0.22%	\$87,284.99	\$218,212.49	\$130,927.49	\$436,424.97
US Bank / Bayview (3 of 8)	2644	\$11,815,470.61	0.20%	\$78,448.55	\$196,121.38	\$117,672.83	\$392,242.76
US Bank / Bayview (4 of 8)	2649	\$10,022,562.24	0.17%	\$66,544.58	\$166,361.44	\$99,816.86	\$332,722.88
US Bank / Bayview (5 of 8)	2645	\$9,733,280.58	0.16%	\$64,623.90	\$161,559.74	\$96,935.85	\$323,119.49
US Bank / Bayview (6 of 8)	2650	\$7,711,511.96	0.13%	\$51,200.41	\$128,001.03	\$76,800.62	\$266,002.06
US Bank / Bayview (7 of 8)	2651	\$6,552,048.92	0.11%	\$43,502.18	\$108,755.45	\$65,253.27	\$217,510.90
US Bank / Bayview (8 of 8)	2648	\$5,963,699.00	0.10%	\$39,595.84	\$98,989.61	\$59,983.77	\$197,979.22
Natixis Real Estate Capital Inc.	1360	\$9,185,801.85	0.15%	\$60,988.92	\$152,472.31	\$91,483.39	\$304,944.62
Seaside National Bank & Trust	3418	\$8,437,214.21	0.14%	\$56,018.69	\$140,046.74	\$84,028.04	\$280,093.47
FDIC-R IndyMac Bank	3525	\$6,315,371.12	0.10%	\$41,930.76	\$104,826.91	\$62,896.15	\$209,653.82
RBC Capital Market Corporation	379	\$2,238,750.00	0.04%	\$14,864.13	\$37,160.33	\$22,296.19	\$74,320.65
315 NE 14th Street Ocala LLC [E]	3456	\$1,750,000.00	0.03%	\$11,619.09	\$29,047.71	\$17,428.63	\$58,095.43
Lehman Brothers Inc.	3051	\$1,601,003.92	0.03%	\$10,629.83	\$26,574.57	\$15,944.74	\$53,149.14
Cole Taylor Bank	3037	\$1,440,734.11	0.02%	\$9,565.72	\$23,914.30	\$14,348.58	\$47,828.60
Stephens Inc.	2563	\$1,244,687.50	0.02%	\$8,264.07	\$20,660.19	\$12,396.11	\$41,320.37
Shannon Welch	3478	\$1,000,000.00	0.02%	\$6,639.48	\$16,598.69	\$9,959.22	\$33,197.39
Wells Fargo Funding Inc.	1157	\$709,800.55	0.01%	\$4,712.70	\$11,781.76	\$7,069.06	\$23,563.52
Jeffrey Cavender	3479	\$425,000.00	0.01%	\$2,821.78	\$7,054.44	\$4,232.67	\$14,108.89
J.P. Morgan Chase Bank	2565	\$403,320.91	0.01%	\$2,677.84	\$6,694.60	\$4,016.76	\$13,389.20
Premier Corporate Centre LLC	3426	\$397,135.48	0.01%	\$2,636.77	\$6,591.93	\$3,955.16	\$13,183.86
Credit Suisse Securities USA LLC	2575	\$393,339.84	0.01%	\$2,611.57	\$6,528.93	\$3,917.36	\$13,057.86
Mesrow Financial, Inc.	1343	\$335,429.59	0.01%	\$2,227.08	\$5,567.69	\$3,340.62	\$11,135.39
Coffax Koehler LLC [E]	341	\$301,760.00	0.01%	\$2,003.53	\$5,008.82	\$3,005.29	\$10,017.64
Centurion Asset Partners [F]	3229	\$250,000.00	0.00%	\$1,659.87	\$4,149.67	\$2,489.80	\$8,299.34
Braintree Hill Office Park LLC	1711	\$230,547.64	0.00%	\$1,530.72	\$3,296.79	\$2,296.07	\$7,653.58
LPP Mortgage Ltd & Lnv Corporation	1448	\$225,374.75	0.00%	\$1,496.37	\$3,740.93	\$2,244.56	\$7,481.86
First American Corelogic	2637	\$210,138.00	0.00%	\$1,395.21	\$3,488.02	\$2,092.81	\$6,976.04
Pitney Bowes Global Financial Services (1 of 2) [E]	3343	\$166,221.59	0.00%	\$1,103.62	\$2,759.06	\$1,655.44	\$5,518.12
Pitney Bowes Global Financial Services (2 of 2) [E]	3344	\$16,841.86	0.00%	\$111.82	\$279.55	\$167.73	\$559.10
First American Real Estate Tax Service, LLC	320	\$156,297.00	0.00%	\$1,037.73	\$2,594.33	\$1,556.60	\$5,188.66
Internal Revenue Service	297	\$150,000.00	0.00%	\$995.92	\$2,489.80	\$1,493.88	\$4,979.60
Great America Leasing Corporation	54	\$150,000.00	0.00%	\$995.92	\$2,489.80	\$1,493.88	\$4,979.60
Stephanie Kennedy	3314	\$138,421.49	0.00%	\$919.05	\$2,297.62	\$1,378.57	\$4,595.24
Deltaom Inc.	623	\$138,226.91	0.00%	\$917.75	\$2,294.39	\$1,376.63	\$4,588.77
Robert And Phyllis Terry	3454	\$129,190.00	0.00%	\$857.75	\$2,144.38	\$1,286.63	\$4,288.76
Hawthorne Capital LLC	87	\$116,800.00	0.00%	\$775.49	\$1,938.73	\$1,163.24	\$3,877.46
Fox Rothschild	1590	\$107,109.37	0.00%	\$711.15	\$1,777.88	\$1,066.72	\$3,555.75
Douglas Emmett 2000 LLC	294	\$100,026.20	0.00%	\$664.12	\$1,660.30	\$996.18	\$3,320.60
Sun Life Assurance Company Of Canada	301	\$99,880.50	0.00%	\$663.15	\$1,657.89	\$994.73	\$3,315.77
Successfactors	1053	\$92,000.00	0.00%	\$610.83	\$1,527.08	\$916.25	\$3,054.16
Wells Fargo Bank	1156	\$91,924.74	0.00%	\$610.33	\$1,525.83	\$915.50	\$3,051.66
Selene Finance LP	2568	\$89,530.55	0.00%	\$594.44	\$1,486.09	\$891.65	\$2,972.18
Narcisco Rodas	461	\$70,000.00	0.00%	\$464.76	\$1,161.91	\$697.14	\$2,323.81
Bothwell Bracker	3491	\$66,643.35	0.00%	\$442.48	\$1,106.19	\$663.72	\$2,212.39
Bank of Herrin	3270	\$63,801.51	0.00%	\$423.61	\$1,059.02	\$635.41	\$2,118.04
Scott Allan Schledwitz	994	\$60,000.00	0.00%	\$398.37	\$995.92	\$597.55	\$1,991.84
Lakehills Center At Laguna, LLC	1576	\$57,406.20	0.00%	\$381.15	\$952.87	\$571.72	\$1,905.74
Mskp Ramblewood Square LLC	1377	\$54,309.30	0.00%	\$360.59	\$901.46	\$540.88	\$1,802.93
Canon Financial Services Inc.	3461	\$53,763.82	0.00%	\$356.96	\$892.41	\$535.45	\$1,784.82
Washington State Treasurer	s26638	\$49,925.28	0.00%	\$331.48	\$828.69	\$497.22	\$1,657.39
G&I VI 655/755 Business Center LLC	1337	\$41,000.00	0.00%	\$272.22	\$680.55	\$408.33	\$1,361.10
Thomas Canterbury	3522	\$40,000.00	0.00%	\$265.58	\$663.95	\$398.37	\$1,327.90
First American Flood Data Services	62	\$37,857.00	0.00%	\$251.35	\$628.38	\$377.03	\$1,256.76
Billmatrix	1505	\$35,750.00	0.00%	\$237.36	\$593.40	\$356.04	\$1,186.80
Oconee Capital Management LLC	1627	\$34,333.03	0.00%	\$227.95	\$569.88	\$341.93	\$1,139.76
Al Hofeld Jr	3031	\$32,000.00	0.00%	\$212.46	\$531.16	\$318.69	\$1,062.31
US Bancorp Business Equipment Finance Group	291	\$17,347.65	0.00%	\$115.18	\$287.95	\$172.77	\$575.90
Benefit Express LLC	53	\$15,400.00	0.00%	\$102.25	\$255.62	\$153.37	\$511.24
Sharon Woodford	1595	\$15,000.00	0.00%	\$99.59	\$248.98	\$149.39	\$497.96
MMS Mortgage Services	3049	\$14,490.65	0.00%	\$96.21	\$240.53	\$144.32	\$481.06
Quietwater Ltd Partnership	101	\$13,804.00	0.00%	\$91.65	\$229.13	\$137.48	\$458.26
Mary Puckett & Allene Whaley	1071	\$12,000.00	0.00%	\$79.67	\$199.18	\$119.51	\$398.36
Georgia Department of Revenue	1230	\$11,457.60	0.00%	\$76.07	\$190.18	\$114.11	\$380.36
First American CREDCO, Inc.	1271	\$11,310.00	0.00%	\$75.09	\$187.73	\$112.64	\$375.46
Magnolia Bank	1075	\$9,910.62	0.00%	\$65.80	\$164.50	\$98.70	\$329.00
Konica Minolta Imaging	s6002	\$9,714.68	0.00%	\$64.50	\$161.25	\$96.75	\$322.50
CIT Technology Financing Services Inc.	184	\$9,700.62	0.00%	\$64.41	\$161.02	\$96.61	\$322.04
Hope Community Credit Union	1485	\$7,324.00	0.00%	\$48.63	\$121.57	\$72.94	\$243.14
Credstar	s6149	\$7,128.00	0.00%	\$47.33	\$118.32	\$70.99	\$236.64
Ace Mortgage Corporation	1643	\$7,073.90	0.00%	\$46.97	\$117.42	\$70.45	\$234.84
Global Unity Trust LLC Dba Global Unity Mortgage	2549	\$7,043.56	0.00%	\$46.77	\$116.91	\$70.15	\$233.83
Hallmark Home Mortgage LLC	2566	\$5,983.34	0.00%	\$39.73	\$99.32	\$59.59	\$198.64
Community First Bank A/D/O First Savings Bank Fsb	905	\$5,234.33	0.00%	\$34.75	\$86.88	\$52.13	\$173.76
American Chartered Bank	1674	\$4,673.66	0.00%	\$31.03	\$77.58	\$46.55	\$155.16
Corporate Office Centers	1658	\$4,180.32	0.00%	\$27.76	\$69.39	\$41.63	\$138.78
Citizens State Bank Norwood Young America	790	\$4,000.00	0.00%	\$26.56	\$66.39	\$39.84	\$132.79
River Valley Bancorp	1015	\$3,642.46	0.00%	\$24.18	\$60.46	\$36.28	\$120.92
Pine Country Bank	3261	\$3,557.48	0.00%	\$23.62	\$59.05	\$35.43	\$118.10
Visalia Community Bank	209	\$3,293.48	0.00%	\$21.87	\$54.67	\$32.80	\$109.34
Guaranty Bond Bank	1446	\$2,964.84	0.00%	\$19.68	\$49.21	\$29.53	\$98.42

Exhibit A
Summary of Interim Class 8 Distributions
Allowed Claims

Creditor	Claim Number	Filed / Allowed Claim Amount [A]	Prorata % of Claims Pool [B]	Interim Distribution Amount -->			Total Cumulative Paid 1st, 2nd, & Proposed 3rd Interim Distribution Amt
				1st Interim Distribution Amt	2nd Interim Distribution Amt	Proposed 3rd Interim Distribution Amt	
				\$40,000,000.00	\$100,000,000.00	\$60,000,000.00	\$200,000,000.00
				1st Interim Distribution Amt [C]	2nd Interim Distribution Amt [C]	Proposed 3rd Interim Distribution Amt [C]	Total Cumulative Paid 1st, 2nd, & Proposed 3rd Interim Distribution Amt [C]
Section I) Allowed Claims:							
First National Bank of Pulaski	1671	\$2,787.34	0.00%	\$18.51	\$46.27	\$27.76	\$92.54
Highlands Independent Bank	1135	\$2,533.12	0.00%	\$16.82	\$42.05	\$25.23	\$84.10
Wells Fargo Financial Leasing Inc.	1	\$2,477.22	0.00%	\$16.45	\$41.12	\$24.67	\$82.24
East Cambridge Savings Bank	3033	\$2,324.25	0.00%	\$15.43	\$38.58	\$23.15	\$77.16
CoreLogic Appraisal Services	1191	\$2,270.00	0.00%	\$15.07	\$37.68	\$22.61	\$75.36
First Community Bank of Hillsboro	1553	\$2,080.54	0.00%	\$13.81	\$34.53	\$20.72	\$69.06
Trisummit Bank	1326	\$2,040.35	0.00%	\$13.55	\$33.87	\$20.32	\$67.74
Metairie Bank & Trust Co.	2638	\$2,015.70	0.00%	\$13.38	\$33.46	\$20.07	\$66.91
Summit Mortgage Bankers	s26695	\$1,902.65	0.00%	\$12.63	\$31.58	\$18.95	\$63.16
Greenbank	3025	\$1,809.55	0.00%	\$12.01	\$30.04	\$18.02	\$60.07
CFbank	1262	\$1,727.24	0.00%	\$11.47	\$28.67	\$17.20	\$57.34
City of Crystal River	s26511	\$1,710.21	0.00%	\$11.35	\$28.39	\$17.03	\$56.77
Mortgage Achievers, Corp	1927	\$1,530.00	0.00%	\$10.16	\$25.40	\$15.24	\$50.80
Bank of America Home Loans	1622	\$1,454.08	0.00%	\$9.65	\$24.14	\$14.48	\$48.27
Insight Bank	1464	\$1,322.26	0.00%	\$8.78	\$21.95	\$13.17	\$43.90
Canon Financial Services	s6193	\$1,259.54	0.00%	\$8.36	\$20.91	\$12.54	\$41.81
Summit Community Bank	1923	\$1,103.07	0.00%	\$7.32	\$18.31	\$10.99	\$36.62
Commonwealth of Massachusetts	s26493	\$889.00	0.00%	\$5.90	\$14.76	\$8.85	\$29.51
Missouri Department of Revenue	5	\$613.55	0.00%	\$4.07	\$10.18	\$6.11	\$20.36
Simmons First National Bank	1451	\$604.17	0.00%	\$4.01	\$10.03	\$6.02	\$20.06
State Bank Commissioner	s26708	\$500.00	0.00%	\$3.32	\$8.30	\$4.98	\$16.60
Southwest National Bank	1020	\$440.75	0.00%	\$2.93	\$7.32	\$4.39	\$14.64
Kansas Income Tax	s6010	\$337.69	0.00%	\$2.24	\$5.60	\$3.36	\$11.20
Oklahoma Tax Commission	132	\$267.63	0.00%	\$1.78	\$4.44	\$2.66	\$8.88
Bankwest, Inc.	1331	\$223.55	0.00%	\$1.48	\$3.71	\$2.23	\$7.42
City of Casselberry	s26514	\$210.38	0.00%	\$1.40	\$3.49	\$2.09	\$6.98
Department of Veterans Affairs	s6127	\$200.00	0.00%	\$1.33	\$3.32	\$1.99	\$6.64
The Samuels Group, Inc.	1370	\$175.00	0.00%	\$1.16	\$2.90	\$1.74	\$5.80
Security First Bank of ND	1050	\$150.57	0.00%	\$1.00	\$2.50	\$1.50	\$5.00
Alabama Secretary of State	s26611	\$105.00	0.00%	\$0.70	\$1.74	\$1.05	\$3.49
Department of Finance	s26453	\$72.00	0.00%	\$0.48	\$1.19	\$0.72	\$2.39
Comanche County Treasurer	1500	\$63.30	0.00%	\$0.35	\$0.88	\$0.53	\$1.76
Alabama Department of Revenue	59	\$50.00	0.00%	\$0.33	\$0.83	\$0.50	\$1.66
City of Savannah	s26504	\$42.58	0.00%	\$0.28	\$0.71	\$0.42	\$1.41
State of New Hampshire - Banking Dept	s26707	\$25.00	0.00%	\$0.17	\$0.41	\$0.25	\$0.83
Texas Secretary of State	s26685	\$2.00	0.00%	\$0.01	\$0.03	\$0.02	\$0.06
Total - Allowed Claims (126)		\$6,011,490,150.53	99.78%	\$39,913,153.77	\$99,782,884.41	\$59,869,730.65	\$199,565,768.83

Notes:

- [A] Filed Allowed claim amounts are as of 9/30/15 and are based on a report provided by TBW's claims agent, BMC Group.
- [B] Pro-rata % has been displayed to the nearest hundredth place. As a result, some Creditors % may reflect 0.00% due to rounding.
- [C] In accordance with the FDIC-R Settlement Agreement (Dkt. 1878), FDIC-R agreed to assign 10% of distributable proceeds related to its unsecured Class 8 claim to Class 9. As such, the proposed 3rd interim Class 8 distribution results in the assignment by the FDIC-R of \$2,206,062.02 to Class 9, resulting in the net interim distribution amount of \$19,854,558.14, bringing their aggregate interim distributions amount to \$66,181,860.19. In accordance with the Freddie Mac Settlement Agreement (Dkt. 3237), Freddie Mac (Ocala) agreed to assign the first \$6,250,000.00 of distributable proceeds related to its unsecured Class 8 Claim to Class 9 and the balance to Ocala Funding by virtue of Freddie Mac's Settlement Agreement with Ocala Funding. The \$6,250,000.00 assignment occurred, in its entirety, in the first interim distribution. In accordance with the Bayview Settlement Agreement (Dkt. 2962), Bayview agreed to assign all of its right, title and interest in its proofs of claim to Class 9. As such, the proposed third interim Class 8 distribution results in the assignment by Bayview of \$782,313.45 to Class 9, resulting in a net interim distribution of \$0.00.
- [D] In accordance with the settlement agreement between Federal Home Loan Mortgage Corporation ("Freddie Mac") and Ocala Funding Litigation Trust ("Ocala"), as approved by the Court in In Re: Ocala Funding, LLC (Case No. 3:12-bk-04524-JAF), Freddie Mac assigned to Ocala its allowed claim in the TBW bankruptcy case. In accordance with the terms of the settlement agreement, Freddie Mac's distribution with respect to its allowed claim, up to 42.5 million, is to be paid directly to Ocala. The first and second interim distributions yielded \$17,499,410.98 to Ocala with respect to the Freddie Mac claim. The proposed third interim distribution amount on behalf of claim no.2629 to Ocala will be \$10,178,319.05 which will be transferred directly to Ocala Funding, for a cumulative total distributed to Ocala of \$27,677,730.03 (Note: The difference between the \$33,927,730.03 of the Total Cumulative Paid for Ocala Funding on behalf of claim no. 2629 and the \$27,677,730.03 distributed to Ocala Funding is \$6,250,000.00, which is the Class 9 assignment noted in footnote [C]).
- [E] Relates to claims that have been purchased by a third party. Specifically, the 315 NE 14th Street Ocala LLC claim (#3456) has been purchased by RBC Bank; Colfax Koehler, LLC (Claim #341) has been purchased by ASM Capital; and Pitney Bowes Global Financial Services (Claims #3343 and #3344) have been purchased by Southpaw Koufax, LLC.
- [F] On or about September 22, 2014, a Notice of Charging Lien (Dkt. 8117) was filed by Nicholas V. Pulignano and the law firm of Marks Gray, P.A. ("Marks Gray"), which asserts a charging lien based upon "unpaid professional legal services performed" in the amount of \$34,969.50 against "any proceeds to be obtained by Centurion Asset Partners, Inc." As set forth above, Centurion holds a claim (Claim No. 3229) in the amount of \$250,000.00. The Plan Trustee has no interest in or responsibility for any dispute between Centurion and Marks Gray as to unpaid professional legal services. Accordingly, by the Order entered on the first interim Class 8 distribution (Dkt. 8179), the Court granted (a) approval to make this Interim Class 8 Distribution and any subsequent distributions on Claim No. 3229 jointly to Centurion and Marks Gray at the address indicated on Claim No. 3229, and (b) that the Plan Trustee and Plan Trust shall be relieved of any and all responsibility and liability as to the charging lien, except as ordered by the Court.

Exhibit A
Summary of Class 8 Interim Distributions
Disputed Claims

Creditor	Claim Number	Filed / Disputed Claim Amount [A]	Prorata % of Claims Pool [B]	1st Interim Reserved Amount	2nd Interim Reserved Amount	Proposed 3rd Reserved Amount	Total 1st, 2nd, & Proposed 3rd Reserved Amount
Section II) Disputed Claims:							
Disputed Claims							
James Hicks	900	\$8,010,981.99	0.13%	\$53,188.73	\$132,971.84	\$79,783.10	\$265,943.67
Zurich American Insurance [C]	N/A	\$3,000,000.00	0.05%	\$19,918.43	\$49,796.08	\$29,877.65	\$99,592.16
Liberty Mutual Insurance	2636	\$1,772,116.99	0.03%	\$11,765.93	\$29,414.83	\$17,648.90	\$58,829.66
US Bank	3022	\$272,182.05	0.00%	\$1,807.15	\$4,517.87	\$2,710.72	\$9,035.74
Thunderflower	s26671	\$25,000.00	0.00%	\$165.99	\$414.97	\$248.98	\$829.94
Total - Disputed Claims (5)		\$13,080,281.03	0.22%	\$86,846.23	\$217,115.59	\$130,269.35	\$434,231.16
Grand Total							
		Total Allowed / Disputed	Total Prorata % Claims Pool [B]	Total 1st Distributed / Reserved Amount	Total 2nd Distributed / Reserved Amount	Total Proposed 3rd Distr. & Reserved Amount	Total 1st, 2nd, & Proposed 3rd Distributed Amount
Total Allowed Claims (126)		\$6,011,490,150.53	99.78%	\$39,913,153.77	\$99,782,884.41	\$59,869,730.65	\$199,565,768.83
Total Disputed Claims (5)		\$13,080,281.03	0.22%	\$86,846.23	\$217,115.59	\$130,269.35	\$434,231.16
Total Claims (131)		\$6,024,570,431.56	100.00%	\$40,000,000.00	\$100,000,000.00	\$60,000,000.00	\$200,000,000.00

Notes:

[A] Disputed claim amounts are as of 10/1/2015 and are based on a report provided by TBW's claims agent, BMC Group.

[B] Pro-rata % has been displayed to the nearest hundredth place. As a result, some Creditors % may reflect 0.00% due to rounding.

[C] Zurich has one active claim which it takes the position should receive treatment in Class 9. In agreement with Zurich TBW has reserved \$2,000,000 in Class 9 on account of this claim. TBW acknowledges and recognizes Zurich's claim however TBW believes such claim belongs in Class 8, not Class 9. As such, TBW has also allocated \$3,000,000 to Zurich (Third Interim Distribution reserve amount of \$29,877.65) in Class 8. The Class 8 reserve is based on the amount provided by Zurich's counsel to represent an amount equal to their highest estimate of the potential exposure to the TBW Estate on its unliquidated claim. TBW reserves all of its rights as to the validity, amount and classification of Zurich's ultimate claim.

EXHIBIT “B”
Proposed form of order

UNITED STATES BANKRUPTCY COURT
MIDDLE DISTRICT OF FLORIDA
JACKSONVILLE DIVISION

In re:	Chapter 11 Case
TAYLOR, BEAN & WHITAKER MORTGAGE CORP., REO SPECIALISTS, LLC, and HOME AMERICA MORTGAGE, INC.,	Case No. 3:09-bk-07047-JAF Case No. 3:09-bk-10022-JAF Case No. 3:09-bk-10023-JAF
Debtors.	Jointly Administered Under Case No. 3:09-bk-07047-JAF

	/	In re:	Chapter 11 Case
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TAYLOR, BEAN & WHITAKER MORTGAGE CORP.,	Case No. 3:09-bk-07047-JAF
Applicable Debtor.	

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**ORDER GRANTING PLAN TRUSTEE’S MOTION FOR
APPROVAL OF A THIRD INTERIM DISTRIBUTION TO
ALLOWED TBW CLASS 8 GENERAL UNSECURED CLAIMS**

THIS MATTER came before the Court, without a hearing, on the *Plan Trustee’s Motion for Approval of a Third Interim Distribution to Allowed TBW Class 8 General Unsecured Claims*

(the “Motion”) [ECF No. ____] filed by Neil F. Luria, Plan Trustee for the Taylor, Bean & Whitaker Plan Trust (the “Plan Trust”). The Court (i) having considered the Motion, (ii) having noted that no objections were filed to the Motion, and (iii) being otherwise fully advised in the premises, does thereupon

FIND as follows:

A. The reserve amounts set forth in Exhibit “A” to the Motion are consistent with the terms of the Plan.

B. Pursuant to Article 7 of the Plan, the Plan Trustee is authorized to make a third interim distribution to holders of Allowed TBW Class 8 general unsecured claims set forth on Exhibit “A” to the Motion.

C. The Plan Trustee has complied with all of his fiduciary obligations and the terms of the Plan and the Plan Trust agreement in connection with seeking approval for the interim Distribution described in the Motion and Exhibit “A” to the Motion in all respects, including but not limited to interim Distributions to the transferees of Allowed TBW Class 8 general unsecured claims properly assigned, pledged, mortgaged, sold, transferred or the subject of any other disposition prior to the Effective Date to transferees who filed valid notices under Rule 3001 of the Federal Rules of Bankruptcy Procedure for which no objections were raised by the original claimants and for which the Plan Trustee had actual knowledge.

Therefore, the Court **ORDERS** as follows:

1. The Motion is GRANTED.
2. The Plan Trustee is authorized to make a third interim distribution to holders of Allowed TBW Class 8 general unsecured claims in accordance with the terms of the Motion and pursuant to Exhibit “A” to the Motion, without prejudice to the Plan Trustee’s rights under the

Plan.

3. Following the entry of this Order, the Plan Trustee is authorized to make interim Distributions on account of the “Disputed Claims” set forth in Exhibit “A” to the Motion if and when such Disputed Claims are later Allowed as TBW Class 8 general unsecured claims. The Plan Trustee remains authorized to take any and all actions necessary pursuant to the Plan.

4. The Plan Trustee has provided good and adequate notice of the Motion, and due process was afforded all parties in interest, including but not limited to those holders of Allowed TBW Class 8 general unsecured claims identified on Exhibit “A” to the Motion.

5. The Motion was served upon all interested parties with the Local Rule 2002-4 negative notice legend informing the parties of their opportunity to object within 21 days of the date of service.

6. No party filed an objection within the time permitted.

7. The Court therefore considers the matter to be unopposed.

8. The Court retains jurisdiction with respect to all matters arising from or related to the implementation or interpretation of this Order.

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(Attorney Galler is directed to serve a copy of this order on interested parties and file a proof of service within 3 days of the entry of the order.)