

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Richard W. Slack
Sunny Singh

Attorneys for Plan Administrator

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:
In re	:
	:
DITECH HOLDING CORPORATION, <i>et al.</i>,	:
	:
Debtors.¹	:
	:
-----X	

Chapter 11
Case No. 19-10412 (JLG)
(Jointly Administered)
Related Docket No. 3292

**NOTICE OF FILING OF PROPOSED STIPULATION, AGREEMENT,
AND ORDER REGARDING PROOF OF CLAIM OF XOME FIELD SERVICES LLC**

PLEASE TAKE NOTICE that, in resolution of the *Seventy-Fourth Omnibus Objection to Proofs of Claim (No Basis Claims)* (ECF No. 3292) with respect to Claim No. 60184, the Plan Administrator,² on behalf of Ditech Holding Corporation (f/k/a Walter Investment Management Corp.) and its debtor affiliates (excluding Reorganized RMS)

¹ The Debtors' *Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (the "**Third Amended Plan**") (ECF No. 1326) was confirmed, which created the Wind Down Estates (as defined in the Third Amended Plan). The Wind Down Estates, along with the last four digits of each of their federal tax identification number, as applicable, are Ditech Holding Corporation (0486); DF Insurance Agency LLC (6918); Ditech Financial LLC (5868); Green Tree Credit LLC (5864); Green Tree Credit Solutions LLC (1565); Green Tree Insurance Agency of Nevada, Inc. (7331); Green Tree Investment Holdings III LLC (1008); Green Tree Servicing Corp. (3552); Marix Servicing LLC (6101); Walter Management Holding Company LLC (9818); and Walter Reverse Acquisition LLC (8837). The Wind Down Estates' principal offices are located at 2600 South Shore Blvd., Suite 300, League City, TX 77573.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Third Amended Plan.

(collectively, the “**Wind Down Estates**”), hereby files the proposed *Stipulation, Agreement, and Order Regarding Proof of Claim of Xome Field Services LLC* (the “**Stipulation and Order**”), annexed hereto as **Exhibit A**.

Dated: September 15, 2021
New York, New York

/s/ Sunny Singh
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
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Attorneys for Plan Administrator

Exhibit A

Proposed Stipulation and Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
:
In re : **Chapter 11**
:
DITECH HOLDING CORPORATION, et al., : **Case No. 19-10412 (JLG)**
:
Debtors.¹ : **(Jointly Administered)**
: **Related Docket No. 3292**
-----X

STIPULATION, AGREEMENT, AND ORDER
REGARDING PROOF OF CLAIM OF XOME FIELD SERVICES LLC

This stipulation and agreement (this “**Stipulation and Agreement**”) is entered into by and among the Plan Administrator,² on behalf of Ditech Holding Corporation (f/k/a Walter Investment Management Corp.) and its debtor affiliates (excluding Reorganized RSM) (collectively, the “**Wind Down Estates**”), and Xome Field Services LLC (“**Xome Field**”), by and through their undersigned counsel. The Plan Administrator and Xome Field are referred herein collectively as the “**Parties**” and each individually as a “**Party**.”

RECITALS

A. On February 11, 2019 (the “**Petition Date**”), the Debtors filed their respective voluntary petitions for bankruptcy relief under chapter 11 of title 11 of the United States

¹ The Debtors’ *Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (the “**Third Amended Plan**”) (ECF No. 1326) was confirmed, which created the Wind Down Estates (as defined in the Third Amended Plan). The Wind Down Estates, along with the last four digits of each of their federal tax identification number, as applicable, are Ditech Holding Corporation (0486); DF Insurance Agency LLC (6918); Ditech Financial LLC (5868); Green Tree Credit LLC (5864); Green Tree Credit Solutions LLC (1565); Green Tree Insurance Agency of Nevada, Inc. (7331); Green Tree Investment Holdings III LLC (1008); Green Tree Servicing Corp. (3552); Marix Servicing LLC (6101); Walter Management Holding Company LLC (9818); and Walter Reverse Acquisition LLC (8837). The Wind Down Estates’ principal offices are located at 2600 South Shore Blvd., Suite 300, League City, TX 77573.

² Capitalized terms used in this Stipulation and Agreement but not otherwise defined herein shall have the meanings ascribed to such terms in the Third Amended Plan.

Code in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”).

B. On September 26, 2019, the Bankruptcy Court entered an order confirming the Third Amended Plan (ECF No. 1404) (the “**Confirmation Order**”), which also set forth November 11, 2019 as the bar date by which to file Administrative Expense Claims. The Effective Date of the Third Amended Plan occurred on September 30, 2019. *See Notice of (I) Entry of Order Confirming Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors, (II) Occurrence of the Effective Date, and (III) Final Deadline for Filing Administrative Expense Claims* (ECF No. 1449).

C. On November 11, 2019, Xome Field filed proof of claim no. 60184 (the “**Xome Field Claim**”), asserting \$114,205.18 as an Administrative Expense Claim. *See Xome Field Claim* at 2.

D. On March 26, 2021, the Plan Administrator, on behalf of the Wind Down Estates, filed the *Seventy-Fourth Omnibus Objection to Proofs of Claims (No Basis Claims)* (ECF No. 3292) (the “**Seventy-Fourth Omnibus Objection**”), objecting to, among others, the Xome Field Claim.

E. On April 27, 2021, the Court filed the *Notice of Adjournment of Hearing on Seventy-Fourth Omnibus Objection to Proofs of Claim (No Basis Claims) Solely as to Certain Claims* (ECF No. 3345) adjourning the hearing to be held on the Seventy-Fourth Omnibus Objection with respect to the Xome Field Claim.

F. After negotiations, the Parties have agreed to a settlement of the Xome Field Claim as provided herein.

STIPULATION AND AGREEMENT

NOW, THEREFORE, in consideration of the representations, warranties, covenants and other terms and conditions contained in this Stipulation and Agreement, the sufficiency of which is hereby acknowledged, the Parties hereby agree as follows:

1. The recitals set forth above are incorporated herein by referenced as though set forth herein.

2. This Stipulation and Agreement shall be effective upon the date of the order approving this Stipulation and Agreement (the “**Stipulation Effective Date**”).

3. Xome Field warrants, represents, and covenants that (a) it has full authority with respect to the compromise and settlement of the Xome Field Claim, (b) no part of the Xome Field Claim has been sold, assigned, or transferred to any other party, (c) should any transfer of any part of the Xome Field Claim be transferred to any other party, Xome Field shall ensure that such party agrees to be bound by this Stipulation and Agreement.

4. Settlement of Xome Field Claim. In full and final resolution of the Xome Field Claim and any and all Administrative Expense Claims that could be asserted by Xome Field, the Xome Field Claim shall be (i) allowed in part in the amount of \$2,557.51 as an Administrative Expense Claim (the “**Allowed Admin Claim**”), and (ii) reclassified in part in the amount of \$99,485.45 as a timely filed General Unsecured Claim (the “**Reclassified Claim**”). Hereafter, no part of the Reclassified Claim may be pursued against the Plan Administrator or the Wind Down Estates as an Administrative Expense Claim; *provided that*, the rights of the GUC Recovery Trustee to assert objections to the Reclassified Claim, in whole or in part, and on any basis, are fully preserved, and all rights and defenses of Xome Field shall be fully preserved with respect to any such objection to the Reclassified Claim. The Seventy-Fourth Omnibus Objection shall be

deemed withdrawn solely with respect to the Xome Field Claim. Within ten (10) business days of the Stipulation Effective Date, the Wind Down Estates shall pay to Xome Field the full amount of the Allowed Admin Claim.

5. Release. In exchange for the consideration provided, each Party hereby agrees to release the other Party from any and all claims in connection with these chapter 11 cases, other than the Allowed Admin Claim, the Reclassified Claim, or any asserted General Unsecured Claims by Xome Field to be reconciled by the GUC Recovery Trustee, that Xome Field has asserted or may have asserted against the Debtors and the Wind Down Estates.

6. Entire Agreement. This Stipulation and Agreement contains the entire agreement by and between the Parties with respect to the subject matter hereof.

7. Choice of Law, Drafting and Forum. This Stipulation and Agreement shall be construed and interpreted in accordance with the laws of the State of New York, without regard to the choice of law principles of the State of New York. For the purposes of construing this Stipulation and Agreement, no single Party shall be deemed to have been the drafter of this Stipulation and Agreement. The Parties hereby irrevocably submit to the exclusive jurisdiction of the Bankruptcy Court over any dispute arising out of or relating to this Stipulation and Agreement.

8. Authorization, Counterparts and Effectiveness. By their signatures hereto, each of the undersigned represents that it has been duly authorized to enter into this Stipulation and Agreement. This Stipulation and Agreement may be executed in multiple counterparts, each of which is deemed an original, but when taken together constitute one and the same document.

9. Modification. This Stipulation and Agreement may not be modified other than by a signed writing executed by the Parties.

10. Assignment. No Party shall assign its rights or obligations under this Stipulation and Agreement without the prior written consent of the other Parties.

Dated: September 15, 2021
WEIL, GOTSHAL & MANGES LLP

Dated: September 15, 2021
FOLEY & LARDNER LLP

By: /s/ Sunny Singh
Ray C. Schrock, P.C.
Sunny Singh
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Fax: (212) 310-8007

By: /s/ Thomas Scannell
Thomas Scannell
2021 McKinney Avenue, Suite 1600
Dallas, Texas 75201
Telephone: (214) 999-4289

Counsel for the Plan Administrator

Counsel for Xome Field

SO ORDERED, this ____ day of _____, 2021

THE HONORABLE JAMES L. GARRITY, JR.
UNITED STATES BANKRUPTCY JUDGE