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**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)
-----X	

**NOTICE OF FILING
OF PROPOSED AGREED ORDER REGARDING VOLUNTARY AND
NON-BINDING MEDIATION TO RESOLVE DISPUTES WITH RESPECT
TO ADMINISTRATION OF REMAINING UNCLAIMED BORROWER FUNDS**

PLEASE TAKE NOTICE that the Plan Administrator, on behalf of Ditech Holding Corporation (f/k/a Walter Investment Management Corp.) and its debtor affiliates (excluding Reorganized RMS) (collectively, the “**Wind Down Estates**”), hereby files the proposed *Agreed Order Regarding Voluntary and Non-Binding Mediation to Resolve*

¹ On September 26, 2019, the Court confirmed the *Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (ECF No. 1326) (the “**Plan**”), which created the Wind Down Estates. The Wind Down Estates, along with the last four digits 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.

Disputes With Respect to Administration of Remaining Unclaimed Borrower Funds annexed
hereto as **Exhibit A**.²

Dated: September 17, 2021
New York, New York

/s/ Sunny Singh

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² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan or the *Order Confirming Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (ECF No. 1404) (the “**Confirmation Order**”), as applicable.

Exhibit A

Proposed Agreed 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)**
 :
 -----X

**AGREED ORDER REGARDING VOLUNTARY
AND NON-BINDING MEDIATION TO RESOLVE DISPUTES WITH RESPECT
TO ADMINISTRATION OF REMAINING UNCLAIMED BORROWER FUNDS**

The Plan Administrator,² on behalf of Ditech Holding Corporation (f/k/a Walter Investment Management Corp.) and its debtor affiliates (excluding Reorganized RMS) (collectively, the “**Wind Down Estates**”), pursuant to the Confirmation Order, the Plan, the Unclaimed Borrower Funds Order, sections 105(a) and 1142(b) of the Bankruptcy Code, hereby files this order (the “**Agreed Order**”), which has been agreed to by each of the states listed on Exhibit 1 attached hereto (the “**Participating States**”), the Consumer Representative, and each of the holders of Term Loan Claims listed on Exhibit 2 attached hereto (the “**Term Loan Ad Hoc**”).

¹ On September 26, 2019, the Court confirmed the *Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (ECF No. 1326) (the “**Plan**”), which created the Wind Down Estates. The Wind Down Estates, along with the last four digits 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).

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the *Order Granting Motion of Plan Administrator for Entry of Order in Aid of Execution of Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors (I) Authorizing Plan Administrator to Return Unclaimed Borrower Funds to Ascertained Borrowers, if Any, (II) Establishing Procedures for Remaining Borrowers to Submit Requests for Return of Unclaimed Borrower Funds, (III) Establishing Special Deadline After Which Wind Down Estates Will Cease Efforts to Locate Borrowers and to Return Unclaimed Borrower Funds, and (IV) Granting Related Relief* (ECF No. 3159) (the “**Unclaimed Borrower Funds Order**”), the *Order Confirming Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (ECF No. 1404) (the “**Confirmation Order**”), or the Plan, as applicable.

Group”), by and through their undersigned counsel. The Plan Administrator, the Participating States, the Consumer Representative, and the Term Loan Ad Hoc Group, are referred herein collectively as the “**Parties**” and each individually as a “**Party.**”

RECITALS

A. On February 11, 2019 (the “**Commencement Date**”), Ditech Holding Corporation (f/k/a Walter Investment Management Corp.) and certain of its affiliates (collectively, the “**Debtors**”) each commenced a voluntary case under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”). The Debtors operated their business and maintained their assets as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. The Chapter 11 Cases are being jointly administered for procedural purposes only pursuant to Rule 1015(b) of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”).

C. On September 26, 2019, the Bankruptcy Court entered the Confirmation Order confirming the Plan, which created the Wind Down Estates.³ The Effective Date of the Plan occurred on September 30, 2019.⁴

D. On January 12, 2021, the Bankruptcy Court entered the Unclaimed Borrower Funds Order establishing certain rules and procedures with respect to Unclaimed

³ Pursuant to the Confirmation Order, the Court retained jurisdiction to, among other things, “interpret, implement, and enforce the terms and provisions of [the Confirmation Order], all amendments thereto, and any waivers and consents thereunder.” Conf’n Order ¶ 66. Pursuant to the Plan, on and after the Effective Date, the Court retained jurisdiction “over all matters arising in, arising under, and related to the Chapter 11 Cases for, among other things, the following purposes. . . to take any action and issue such orders as may be necessary to construe, interpret, enforce, implement, execute, and consummate the Plan.” Plan § 11.1(k).

⁴ 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 Effective Date, and (III) Final Deadline for Filing Administrative Expense Claims (ECF No. 1449).

Borrower Funds, including, among others, establishing July 11, 2021 at 5:00 p.m. (Prevailing Eastern Time) as the Unclaimed Borrower Funds Deadline.

E. On August 9, 2021, the Bankruptcy Court entered an order extending the Unclaimed Borrower Funds Deadline through and including January 7, 2022 at 11:59 p.m. (Prevailing Eastern Time).⁵

F. In accordance with Paragraph 13(d) of the Unclaimed Property Order, the Plan Administrator met (through Zoom) with representatives of the Participating States, the Term Loan Ad Hoc Group, and the Consumer Representative on August 10, 2021 to discuss the administration of any Remaining Unclaimed Borrower Funds and the resolution of any disputes related thereto.

G. The Parties now have agreed to pursue voluntary and non-binding mediation to resolve disputes with respect to the administration of any Remaining Unclaimed Borrower Funds as provided in this Agreed Order.

H. By submitting this Agreed Order, each Party represents that it has read and agreed with the contents of this Agreed Order and authorized the Plan Administrator to file it and to make this representation on such Party's behalf.

⁵ See *Order in Aid of Execution of Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and its Affiliated Debtors (I) Extending Unclaimed Borrower Funds Deadline and (II) Granting Related Relief* (ECF No. 3602).

AGREED ORDER

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

1. This Agreed Order shall be effective upon the date of entry of this Agreed Order by the Bankruptcy Court (the “**Agreed Order Effective Date**”).

2. The Parties agree to voluntary and non-binding mediation (the “**Mediation**”) to resolve disputes with respect to the administration of any Remaining Unclaimed Borrower Funds.

3. The Mediation will be conducted by Judge Joseph J. Farnan, Jr. (retired) (the “**Mediator**”).

4. The Mediation will be considered confidential settlement discussions pursuant to Rule 408 of the Federal Rules of Evidence. Any (a) discussions among the Parties, including discussions with or in the presence of the Mediator, (b) mediation statements or any other documents or information provided to the Mediator or the Parties in the course of the Mediation, (c) correspondence, draft resolutions produced in connection with, or as a result of, the Mediation, and (d) offers, and counteroffers ((a) through (d), collectively, the “**Mediation Information**”), shall be (i) strictly confidential, (ii) subject to disclosure only to the Mediator and the Parties to which the Mediation Information is provided, (iii) not constitute a waiver of any existing privileges or immunities (even if such privileged information is produced during the Mediation), and (iv) not be admissible, discoverable or otherwise used for any purpose in any proceeding outside of the Mediation, including any judicial or administrative proceeding. No Party, including counsel for any Party, shall in any way disclose to any person not expressly

permitted to see Mediation Information under this Agreed Order or to any court, including, without limitation, in any pleading or other submission to any court, any such Mediation Information. The confidentiality provisions in this paragraph 4 shall not prevent a Party from using or disclosing materials and information it has created (with its own information) in any way it sees fit (subject to other applicable law) and does not prevent the use or disclosure of materials and information that is a matter of public knowledge, provided that the material and information did not become public knowledge through an act or omission of a Party other than the Party who created it.

5. The Mediator may determine the appropriate procedures to conduct the Mediation, subject to the terms of this Agreed Order, or further order of the Court; provided that (a) the Mediator will provide the Parties an opportunity to discuss their views on the Mediation process with the Mediator before he determines how he would like to proceed, e.g., among other things, the Mediation schedule, whether to request written submissions from the parties, and whether any of those submissions will be classified as “for Mediator eyes only”, and (b) the Mediator will hold an introductory session with the Parties, on a date to be agreed between the Parties and the Mediator, to discuss and develop such process.

6. Any information requests by any of the Parties will be dealt with as part of the Mediation, in consultation with the Mediator.

7. Any additional matters concerning the Mediation that are not expressly addressed by this Agreed Order will be dealt with as part of the Mediation, in consultation with the Mediator.

8. The Mediation will continue for as long as the Parties and the Mediator believe they are making progress toward a potential settlement.

9. The Wind Down Estates will pay for the costs of the Mediator. The costs of the Mediator will not be funded from the Remaining Unclaimed Borrower Funds.

10. Nothing in this Agreed Order shall constitute an admission of the validity, nature, amount or priority of any claims asserted against the Wind Down Estates in these Chapter 11 Cases.

11. All rights, claims, and arguments of the Parties with respect to the Remaining Unclaimed Borrower Funds are expressly preserved, and are not waived, released, or modified by this Agreed Order.

12. This Agreed Order contains the entire agreement by and between the Parties with respect to the subject matter hereof.

13. This Agreed Order may not be modified other than by a signed writing executed by the Parties and so ordered by the Court.

14. This Agreed Order 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 Agreed Order, no single Party shall be deemed to have been the drafter of this Agreed Order. The Parties hereby irrevocably submit to the exclusive jurisdiction of the Bankruptcy Court over any dispute arising out of or relating to this Agreed Order.

[Signature Pages to Follow]

Dated: September 17, 2021
New York, New York

/s/ Sunny Singh
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SO ORDERED, this ____ day of _____, 2021

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

Exhibit 1

	Participating State
1	California
2	Colorado
3	District of Columbia
4	Georgia
5	Illinois
6	Indiana
7	Iowa
8	Massachusetts
9	Missouri
10	Montana
11	New Jersey
12	Ohio
13	Oregon
14	Tennessee
15	Texas
16	West Virginia

Exhibit 2

	 Holders of Term Loan Claims
1	Credit Suisse Asset Management, LLC
2	Eaton Vance Management
3	Silver Point Capital, L.P.