

**Objection Deadline: December 9, 2021 at 4:00 p.m. (prevailing Eastern Time)**  
**Hearing Date and Time: December 16, 2021 at 11:00 a.m. (prevailing Eastern Time)**

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  
and Wind Down Estates*

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

-----X	:	
In re	:	Chapter 11
	:	
DITECH HOLDING CORPORATION, <i>et al.</i> ,	:	Case No. 19-10412 (JLG)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
-----X		

**NOTICE OF MOTION OF WIND DOWN ESTATES FOR ENTRY OF FINAL DECREE  
(I) CLOSING SUBSIDIARY CASES; AND (II) GRANTING RELATED RELIEF**

**PLEASE TAKE NOTICE** that Ditech Holding Corporation<sup>2</sup> (f/k/a/ Walter Investment Management Corp.) and its debtor affiliates (excluding Reorganized RMS) (collectively, the “**Wind Down Estates**”), will present the annexed motion (the “**Motion**”) for entry of an order

<sup>1</sup> On September 26, 2019, the Court confirmed the *Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (ECF No. 1404) (the “**Plan**”), which created the Wind Down Estates. 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Plan, 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 Motion, as applicable.

pursuant to sections 350(a) and 105 of the Bankruptcy Code, Bankruptcy Rule 3022, and Local Rule 3022-1 closing the chapter 11 cases of Green Tree Credit LLC (Case No. 19-10411 (JLG)), DF Insurance Agency LLC (Case No. 19-10413 (JLG)), Ditech Financial LLC (Case No. 19-10414 (JLG)), Green Tree Credit Solutions LLC (Case No. 19-10415 (JLG)), Green Tree Insurance Agency of Nevada, Inc. (Case No. 19-10416 (JLG)), Green Tree Investment Holdings III LLC (Case No. 19-10417 (JLG)), Green Tree Servicing Corp. (Case No. 19-10418 (JLG)), Marix Servicing LLC (Case No. 19-10419 (JLG)), Mortgage Asset Systems, LLC (Case No. 19-10420 (JLG)), REO Management Solutions, LLC (Case No. 19-10421 (JLG)), Reverse Mortgage Solutions, Inc. (Case No. 19-10422 (JLG)),<sup>3</sup> Walter Management Holding Company LLC (Case No. 19-10423 (JLG)), and Walter Reverse Acquisition LLC (Case No. 19-10424 (JLG)), substantially in the form attached to the Motion as **Exhibit A** (the “**Proposed Final Decree Order**”), for signature to the Honorable James L. Garrity, Jr., United States Bankruptcy Judge, at the United States District Court for the Southern District of New York, Courtroom 723, One Bowling Green, New York, New York 10004 (the “**Bankruptcy Court**”) on **December 16, 2021 at 11:00 a.m. (prevailing Eastern Time)**.

**PLEASE TAKE FURTHER NOTICE** that any responses or objections (the “**Objections**”) to the Motion shall be in writing, shall conform to the Bankruptcy Rules and the Local Rules, shall be filed with the Bankruptcy Court (i) by attorneys practicing in the Bankruptcy Court, including attorneys admitted *pro hac vice*, electronically in accordance with General Order M-399 (which can be found at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov)), and (ii) by all other parties in interest, on a CD-ROM, in text-searchable portable document format (PDF) (with a hard copy delivered directly to Chambers), in accordance with the customary practices of the Bankruptcy Court and General Order

---

<sup>3</sup> Pursuant to the Reverse Stalking Horse Purchase Agreement, the equity of three Debtor entities—Mortgage Asset Systems, LLC, REO Management Solutions, LLC, and Reverse Mortgage Solutions, Inc.—was purchased by the Reverse Stalking Horse Purchaser on September 30, 2019. As of the date of filing of the Motion, the chapter 11 cases of these three Debtor entities, along with the chapter 11 cases of the Wind Down Estates, remain open.

M-399, to the extent applicable, and shall be served in accordance with the *Order Implementing Certain Notice and Case Management Procedures* (ECF No. 211) (the “**Case Management Order**”), so as to be filed and received no later than **December 9, 2021 at 4:00 p.m. (prevailing Eastern Time)** (the “**Objection Deadline**”).

**PLEASE TAKE FURTHER NOTICE** that, if a written Objection is timely filed, a hearing will be held to consider the Motion on a date and time to be set by the Court.

**PLEASE TAKE FUTHER NOTICE** that the Bankruptcy Court has entered General Order M-543 in order to protect public health, and in recognition of the national emergency that was declared by the President of the United States on March 13, 2020, the Bankruptcy Court has ordered all hearings to be conducted telephonically. If you wish to appear at, or attend, the hearing, please refer to the Bankruptcy Judge’s guidelines for telephonic appearances at [www.nysb.uscourts.gov](http://www.nysb.uscourts.gov) and make arrangement with Court Solutions LLC at (646) 760-4600 or <https://court-solutions.com/>.

**PLEASE TAKE FURTHER NOTICE** that, if an Objection to the Motion is not received by the Objection Deadline, the Court may enter the Proposed Final Decree Order granting the relief sought without further notice.

Dated: December 2, 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.  
Richard W. Slack  
Sunny Singh

*Attorneys for Plan Administrator  
and Wind Down Estates*

**Objection Deadline: December 9, 2021 at 4:00 p.m. (prevailing Eastern Time)**  
**Hearing Date and Time: December 16, 2021 at 11:00 a.m. (prevailing Eastern Time)**

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  
and Wind Down Estates*

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

-----X	:	
In re	:	Chapter 11
	:	
DITECH HOLDING CORPORATION, <i>et al.</i> ,	:	Case No. 19-10412 (JLG)
	:	
Debtors. <sup>1</sup>	:	(Jointly Administered)
	:	
-----X		

**MOTION OF WIND DOWN ESTATES FOR ENTRY OF FINAL DECREE  
(I) CLOSING SUBSIDIARY CASES; AND (II) GRANTING RELATED RELIEF**

Ditech Holding Corporation<sup>2</sup> and its debtor affiliates (excluding Reorganized RMS)  
(collectively, the “**Wind Down Estates**”), respectfully represent as follows in support of this motion  
(the “**Motion**”):

<sup>1</sup> On September 26, 2019, the Court confirmed the *Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (ECF No. 1404) (the “**Plan**”), which created the Wind Down Estates. 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.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meaning 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.

**Relief Requested**

1. By this Motion, pursuant to sections 350(a) and 105 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), rule 3022 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and rule 3022-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York (the “**Local Rules**”), the Wind Down Estates seek the entry of an order closing the chapter 11 cases of Green Tree Credit LLC (Case No. 19-10411 (JLG)), DF Insurance Agency LLC (Case No. 19-10413 (JLG)), Ditech Financial LLC (Case No. 19-10414 (JLG)), Green Tree Credit Solutions LLC (Case No. 19-10415 (JLG)), Green Tree Insurance Agency of Nevada, Inc. (Case No. 19-10416 (JLG)), Green Tree Investment Holdings III LLC (Case No. 19-10417 (JLG)), Green Tree Servicing Corp. (Case No. 19-10418 (JLG)), Marix Servicing LLC (Case No. 19-10419 (JLG)), Mortgage Asset Systems, LLC (Case No. 19-10420 (JLG)), REO Management Solutions, LLC (Case No. 19-10421 (JLG)), Reverse Mortgage Solutions, Inc. (Case No. 19-10422 (JLG)),<sup>3</sup> Walter Management Holding Company LLC (Case No. 19-10423 (JLG)), and Walter Reverse Acquisition LLC (Case No. 19-10424 (JLG)) (collectively, the “**Subsidiary Cases**”).

2. The chapter 11 case of Ditech Holding Corporation (the “**Remaining Wind Down Estate**”) (Case No. 19-10412 (JLG)) (the “**Remaining Case**”) will remain open to provide the Wind Down Estates, the GUC Recovery Trust, and the Consumer Representative the opportunity to finalize the process of resolving any contested matters and reconciling, objecting to, and resolving claims.

---

<sup>3</sup> Pursuant to the Reverse Stalking Horse Purchase Agreement, the equity of three Debtor entities—Mortgage Asset Systems, LLC, REO Management Solutions, LLC, and Reverse Mortgage Solutions, Inc.—was purchased by the Reverse Stalking Horse Purchaser on September 30, 2019. As of the date of this Motion, the chapter 11 cases of these three Debtor entities, along with the chapter 11 cases of the Wind Down Estates, remain open.

3. Upon the filing of a further motion to close the Remaining Case, the Remaining Wind Down Estate will file a final report with respect to all of the above-captioned chapter 11 cases pursuant to Local Rule 3022-1. The Wind Down Estates do not intend to file a final report regarding the Wind Down Estates in the Subsidiary Cases at this time.

4. A proposed form of final decree order granting the relief requested in the Motion is attached hereto as **Exhibit A** (the “**Proposed Final Decree Order**”).

### **Background**

5. 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 with this Court 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.

6. 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**”).

7. On September 26, 2019, the Court entered the Confirmation Order. The Effective Date of the Plan occurred on September 30, 2019.<sup>4</sup>

### **Jurisdiction**

8. The Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334, and the *Amended Standing Order of Reference M-431*, dated January 31, 2012 (Preska,

---

<sup>4</sup> 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).

C.J.). This is a core proceeding pursuant to 28 U.S.C. § 157(b). Venue is proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409.

**Relief Requested Should Be Granted**

9. Section 350(a) of the Bankruptcy Code provides that “[a]fter an estate is fully administered and the court has discharged the trustee, the court shall close the case.” Bankruptcy Rule 3022 implements the Bankruptcy Code’s requirements, providing similarly that, “[a]fter an estate is fully administered in a chapter 11 reorganization case, the court, on its own motion or on motion of a party in interest, shall enter a final decree closing the case.”

10. The term “fully administered” is not defined in either the Bankruptcy Code or the Bankruptcy Rules. The Advisory Committee Note to Bankruptcy Rule 3022, however, sets forth the following non-exhaustive factors to be considered in determining whether a case has been fully administered:

- 1) whether the order confirming the plan has become final;
- 2) whether deposits required by the plan have been distributed;
- 3) whether the property proposed by the plan to be transferred has been transferred;
- 4) whether the debtor or its successor has assumed the business or the management of the property dealt with by the plan;
- 5) whether payments under the plan have commenced; and
- 6) whether all motions, contested matters, and adversary proceedings have been finally resolved.

11. The Advisory Committee Note to Bankruptcy Rule 3022 also indicates that the entry of a final decree “should not be delayed solely because the payments required by the plan have not been completed,” and the Court “should not keep the case open only because of the possibility that the court’s jurisdiction may be invoked in the future.” *See* Fed. R. Bankr. P. 3022 Advisory

Committee's Note to 1991 Amendment. Additionally, “a final decree closing the case after the estate is fully administered does not deprive the court of jurisdiction to enforce or interpret its own orders and does not prevent the court from reopening the case for cause pursuant to § 350(b) of the [Bankruptcy] Code.” *Id.*

12. Indeed, Bankruptcy Rule 3022 was amended in order to:

set forth a flexible Rule to permit the court to determine that an estate is fully administered and should be closed even though payments or other activities involving the debtor and its creditors might continue. . . . As is evident by the Committee note, the Advisory Committee interprets “fully administered” very loosely and encourages courts to use substantially more discretion in deciding whether to close a [c]hapter 11 case th[a]n Code § 350 and the Rule literally read.

*In re Gould*, 437 B.R. 34, 37–38 (Bankr. D. Conn. 2010) (emphasis added) (citation omitted).

13. Bankruptcy courts have adopted the view that “these factors are but a guide in determining whether a case has been fully administered, and not all factors need to be present before the case is closed.” *In re Clayton*, 101 F.3d 697 (5th Cir. 1996) (citing *In re Mold Makers, Inc.*, 124 B.R. 766, 768-69 (Bankr. N.D. Ill. 1991)); *In re Kliegl Bros. Universal Elec. Stage Lighting Co., Inc.*, 238 B.R. 531, 542 (Bankr. E.D.N.Y. 1999) (recognizing that bankruptcy courts weigh the factors contained in the Advisory Committee Note when deciding whether to close a case); *Ericson v. IDC Servs., Inc. (In re IDC Servs., Inc.)*, Case No. 93 B 45922 (SMB), 1998 WL 547085, at \*3 (S.D.N.Y. Aug. 28, 1998) (“[T]he approach that looks to the Advisory Note provides a more complete and flexible standard for determining when to close a chapter 11 case, and is therefore preferable.”); *see also In re Federated Department Stores, Inc.*, 43 Fed. Appx. 820, 822 (6th Cir. 2002) (“A court should review each request for entry of a final decree on a case-by-case basis and analyze the factors set forth in Rule 3022, along with any other relevant factors, in determining whether an estate has been fully administered.”); *In re SLI, Inc.*, No. 02-12608 (WS), 2005 WL 1668396, at \*2 (Bankr. D. Del. June 24, 2005) (finding only two of the six Advisory Committee Notes relevant to the court’s discussion);



*In re Jay Bee Enters., Inc.*, 207 B.R. 536, 538 (Bankr. E.D. Ky. 1997) (“Rule 3022 allows the court flexibility. It does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees . . . have been paid.”); *Walnut Assocs. v. Saidel*, 164 B.R. 487, 493 (E.D. Pa. 1994) (“[A]ll of the factors in the Committee Note need not be present before the Court will enter a final decree.”).

14. In addition to the factors set forth in the Advisory Committee Note, courts have considered whether the plan has been substantially consummated. *See In re Gates Cmty. Chapel of Rochester, Inc.*, 212 B.R. 220, 224 (Bankr. W.D.N.Y. 1997) (considering substantial consummation as a factor in determining whether to close a case); *Walnut Assocs.*, 164 B.R. at 493 (same).

15. Further, courts have also noted that entry of a final decree is appropriate to stop the accrual of fees pursuant to 28 U.S.C. § 1930(a)(6) (“**Section 1930 Fees**”). *In re Junior Food Mart of Arkansas, Inc.*, 201 B.R. 522, 524 (Bankr. E.D. Ark. 1996) (closing case so that “no further [Section 1930] [F]ees accrue”); *In re Jay Bee Enters., Inc.*, 207 B.R. at 539 (concluding that “it seems appropriate to close this case to stop the financial drain on the debtor” on account of the continuing accrual of Section 1930 Fees).

16. The Subsidiary Cases have been “fully administered” within the meaning of section 350 of the Bankruptcy Code, making it appropriate for the Court to enter a final decree closing such cases. Among other things:

- a) the Confirmation Order has become final and non-appealable;
- b) all payments required to be made pursuant to the Plan—including payments to Allowed Administrative Expense Claims, Allowed Priority Tax Claims, Allowed Priority Non-Tax Claims, and Allowed Other Secured Claims—have been paid or will be paid;
- c) the transactions contemplated by the Plan have been substantially consummated;

- d) while there are certain open contested matters or adversary proceedings, none of those contested matters or adversary proceedings require the Subsidiary Cases to remain open;
- e) the Plan Administrator is winding down the Wind Down Estates pursuant to the Plan and the Confirmation Order;
- f) the distributions provided for under the Plan for holders of Allowed Term Loan Claims (Class 3) have been made and any remaining distributions with respect to holders of Allowed Term Loan Claims (Class 3) will be made in accordance with the terms of the Plan. Specifically, as of the date hereof, the following distributions have been made to holders of Allowed Term Loan Claims (Class 3) in accordance with the Plan:
  - i. On August 7, 2020, the Wind Down Estates made an initial Distribution to holders of Allowed Term Loan Claims (Class 3) in an amount totaling approximately \$188 million (ECF No. 2692); and
  - ii. On March 10, 2021, the Wind Down Estates made a second Distribution to holders of Allowed Term Loan Claims (Class 3) in an amount totaling approximately \$135 million (ECF No. 3265).
- g) the Wind Down Estates have taken all steps necessary to effectuate all the settlements embodied and incorporated in the Plan, including the UCC Settlement and CCC Settlement, including making the following payments:
  - i. Cash in the amount of \$1,500,000 for the benefit of the Second Lien Recovery Cash Pool, as a carve-out from the Term Lenders' collateral, to be distributed to holders of Allowed Second Lien Notes Claims in Class 4;
  - ii. Cash in the amount of approximately \$4,000,000 for the benefit of the GUC Recovery Trust; and
  - iii. Cash in the amount of \$10,000,000 for the benefit of the Consumer Creditor Reserve.
  - iv. the Wind Down Estates have taken all steps necessary to effectuate all settlements embodied and incorporated in the Confirmation Order, including the National Founders Resolution (as defined in the Confirmation Order); and
- h) the Plan has been substantially consummated within the meaning of section 1101(2) of the Bankruptcy Code.

17. The foregoing factors support closing the Subsidiary Cases. Although the Wind Down Estates, GUC Recovery Trust, and the Consumer Representative are still reviewing and resolving claims, that fact does not require the Subsidiary Cases to remain open. *In re Jay Bee Enters., Inc.*, 207 B.R. at 539 (finding that Bankruptcy Rule 3022 “does not require that a chapter 11 case be kept open until all awarded fees and allowed claims have been paid in accordance with the confirmed plan or until the statutory fees . . . have been paid.”).

18. Notably, to the extent necessary, the Court will retain jurisdiction over any issues relating to the Subsidiary Cases, including the resolution of claims and any pending contested matters, given that the Remaining Case will remain open. Therefore, no party in interest will be prejudiced if the Subsidiary Cases are closed because the Remaining Case will provide an avenue for resolving any issues that relate to the Subsidiary Cases.

19. This is consistent with the Plan and the Confirmation Order. Specifically, Section 5.2(b) of the Plan (which incorporated the UCC Settlement into the Plan) provided that on the Effective Date, “and solely for purposes of distributions from the GUC Recovery Trust... each and every General Unsecured Claim filed or to be filed in any of the Chapter 11 Cases shall be treated as filed against the consolidated Debtors and shall be treated as one General Unsecured Claim against and obligation of the consolidated Debtors.” As the Effective Date has already taken place, all claims have been consolidated against a single Wind Down Estate. Further, the Wind Down Estates have already transferred millions of dollars and the rights to prosecute any GUC Recovery Trust Cause of Action to the GUC Recovery Trust. Similarly, pursuant to section 5.2(c) of the Plan (which incorporated the CCC Settlement into the Plan), the Consumer Creditor Recovery Cash Pool is the sole pool of funds available for Consumer Creditor Claims regardless of the entity against which the Claim is asserted or allowed. Additionally, the Plan Administrator is retaining all reserves for

Administrative Expense Claims, Priority Tax Claims, Priority Non-Tax Claims, and Other Secured Claims that are still pending and will continue to do so in accordance with the Plan notwithstanding this Motion and the Proposed Final Decree Order. As a result, any Claims filed against any of the Wind Down Estates can be addressed in the Remaining Case.

20. Further, all Section 1930 Fees that are due and owing in these Chapter 11 Cases have been paid. Any Section 1930 Fees that accrued will be paid as they become due. Additional Section 1930 Fees that may arise in the Remaining Case will be paid by the Remaining Wind Down Estate as and when such fees come due.

21. Closing the Subsidiary Cases will relieve the Court, the Office of the United States Trustee, and the Wind Down Estates from the unnecessary administrative burdens associated with the Subsidiary and will alleviate the Wind Down Estates' obligation to continue to pay Section 1930 Fees for the Subsidiary Cases. *See In re A.H. Robins Co., Inc.*, 219 B.R. 145, 149 (Bankr. E.D. Va. 1998) (finding that "the obligation to pay UST fees terminates upon closure, dismissal, or conversion of a Chapter 11 case, and will not be paid ad infinitum").

22. If the Subsidiary Cases remain open, the Wind Down Estates will continue to incur substantial Section 1930 Fees. Closing the Subsidiary Cases will save the Wind Down Estates a substantial expense. *See Junior Food Mart*, 201 B.R. at 524; *In re Jay Bee Enters., Inc.*, 207 B.R. at 539. ("[I]t seems appropriate to close this case to stop the financial drain on the debtor.").

**Notice**

23. The Wind Down Estates will provide notice of this Motion to: (i) the Office of the U.S. Trustee for the Southern District of New York; (ii) the GUC Recovery Trustee; (iii) the Consumer Representative; and (iv) any party that has requested notice pursuant to Bankruptcy Rule 2002. The Wind Down Estates respectfully submit that no further notice is required.

**No Previous Request**

24. No previous request for the relief sought herein has been made by the Wind Down Estates to this or any other court.

*[Remainder of Page Intentionally Left Blank]*

WHEREFORE the Wind Down Estates respectfully request entry of the Proposed Final Decree Order granting the relief requested herein and such other and further relief as the Court may deem just and appropriate.

Dated: December 2, 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.  
Richard W. Slack  
Sunny Singh  
*Attorneys for Plan Administrator  
and Wind Down Estates*

**Exhibit A**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----	X	
In re	:	Chapter 11
	:	
GREEN TREE CREDIT LLC,	:	Case No. 19-10411 (JLG)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 75-3115864	:	
-----	X	
In re	:	Chapter 11
	:	
DITECH HOLDING CORPORATION,	:	Case No. 19-10412 (JLG)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 13-3950486	:	
-----	X	
In re	:	Chapter 11
	:	
DF INSURANCE AGENCY LLC,	:	Case No. 19-10413 (JLG)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 30-0936918	:	
-----	X	
In re	:	Chapter 11
	:	
DITECH FINANCIAL LLC,	:	Case No. 19-10414 (JLG)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 41-1795868	:	
-----	X	
In re	:	Chapter 11
	:	
GREEN TREE CREDIT SOLUTIONS LLC,	:	Case No. 19-10415 (JLG)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 27-1311565	:	
-----	X	



-----	X	
In re	:	Chapter 11
	:	
GREEN TREE INSURANCE AGENCY OF	:	Case No. 19-10416 (JLG)
NEVADA, INC.,	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 88-0187331	:	
-----	X	
In re	:	Chapter 11
	:	
GREEN TREE INVESTMENT HOLDINGS	:	
III LLC,	:	
	:	Case No. 19-10417 (JLG)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-0031008	:	
-----	X	
In re	:	Chapter 11
	:	
GREEN TREE SERVICING CORP.,	:	Case No. 19-10418 (JLG)
	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 20-0843552	:	
-----	X	
In re	:	Chapter 11
	:	
MARIX SERVICING LLC,	:	
	:	Case No. 19-10419 (JLG)
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 56-2646101	:	
-----	X	
In re	:	Chapter 11
	:	
MORTGAGE ASSET SYSTEMS, LLC,	:	Case No. 19-10420 (JLG)
	:	
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 87-0798148	:	
-----	X	

-----	X	
	:	<b>Chapter 11</b>
REO MANAGEMENT SOLUTIONS, LLC,	:	
	:	<b>Case No. 19-10421 (JLG)</b>
Debtor.	:	
	:	
Fed. Tax Id. No. 27-2377787	:	
-----	X	
In re	:	<b>Chapter 11</b>
	:	
REVERSE MORTGAGE SOLUTIONS, INC.,	:	<b>Case No. 19-10422 (JLG)</b>
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 77-0672274	:	
-----	X	
In re	:	<b>Chapter 11</b>
	:	
WALTER MANAGEMENT HOLDING COMPANY LLC,	:	<b>Case No. 19-10423 (JLG)</b>
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 86-1059818	:	
-----	X	
In re	:	<b>Chapter 11</b>
	:	
WALTER REVERSE ACQUISITION LLC,	:	<b>Case No. 19-10424 (JLG)</b>
	:	
Debtor.	:	
	:	
Fed. Tax Id. No. 46-0928837	:	
-----	X	

**ORDER (I) ENTERING FINAL DECREE CLOSING  
SUBSIDIARY CASES AND (II) GRANTING RELATED RELIEF**

This matter coming before the Court on the Motion, dated December 2, 2021  
(the “**Motion**”),<sup>1</sup> of Ditech Holding Corporation and its debtor affiliates (excluding Reorganized

<sup>1</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion or the *Third Amended Joint Chapter 11 Plan of Ditech Holding Corporation and Its Affiliated Debtors* (ECF No. 1404) (the “**Plan**”), as applicable.

RMS) (collectively, the “**Wind Down Estates**”), pursuant to section 350(a) of the Bankruptcy Code, Bankruptcy Rule 3022 and Local Rule 3022-1, for entry of an order (i) of a final decree closing the Subsidiary Cases, and (ii) granting related relief, all as more fully described in the Motion; and the Court having reviewed the Motion and no objections having been filed; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and Article XI of the Plan, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b), and (c) notice of the Motion was sufficient under the circumstances; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; **IT IS HEREBY ORDERED THAT:**

1. The Motion is **GRANTED** as set forth herein.
2. The chapter 11 cases of Green Tree Credit LLC (Case No. 19-10411 (JLG)), DF Insurance Agency LLC (Case No. 19-10413 (JLG)), Ditech Financial LLC (Case No. 19-10414 (JLG)), Green Tree Credit Solutions LLC (Case No. 19-10415 (JLG)), Green Tree Insurance Agency of Nevada, Inc. (Case No. 19-10416 (JLG)), Green Tree Investment Holdings III LLC (Case No. 19-10417 (JLG)), Green Tree Servicing Corp. (Case No. 19-10418 (JLG)), Marix Servicing LLC (Case No. 19-10419 (JLG)), Mortgage Asset Systems, LLC (Case No. 19-10420 (JLG)), REO Management Solutions, LLC (Case No. 19-10421 (JLG)), Reverse Mortgage Solutions, Inc. (Case No. 19-10422 (JLG)),<sup>2</sup> Walter Management Holding Company LLC (Case No. 19-10423 (JLG)), and Walter Reverse Acquisition LLC (Case No. 19-10424 (JLG)) are hereby **CLOSED**.

---

<sup>2</sup> Pursuant to the Reverse Stalking Horse Purchase Agreement, the equity of three Debtor entities—Mortgage Asset Systems, LLC, REO Management Solutions, LLC, and Reverse Mortgage Solutions, Inc.—was purchased by the Reverse Stalking Horse Purchaser on September 30, 2019.

3. The case of Ditech Holding Corporation (Case No. 19–10412 (JLG)) (the “**Remaining Wind Down Estate**”), shall remain open pending further order of this Court and, from and after the date of entry of this order and final decree, all motions, notices and other pleadings relating to any of the Wind Down Estates shall be filed in that case.

4. The Clerk of this Court shall enter this order and final decree individually on each of the dockets of the above-captioned chapter 11 cases and each of the dockets of the Subsidiary Cases shall be marked as “Closed.”

5. The Clerk of this Court shall insert a docket entry on the docket in each of the Subsidiary Cases as follows:

“An order has been entered in this case directing that the caption of this case be changed. The docket in Case No. 19-10412 (JLG) should be consulted for all matters affecting the cases.”

6. The Wind Down Estates are authorized to take all actions necessary to effectuate the relief granted pursuant to this order and final decree in accordance with the Motion.

7. All contested matters or adversary proceedings that have been filed or that may be filed in the future shall be administered in the Remaining Wind Down Estate’s chapter 11 case, notwithstanding the fact that such contested matters or adversary proceedings may be asserted on behalf of or against any Wind Down Estate in the Subsidiary Cases. For the avoidance of doubt, objections to, and resolutions of, Claims shall be administered and heard in the case of the Remaining Wind Down Estate, and Ditech Holding Corporation shall be deemed to be the Debtor all Claims are filed against. Nothing in this Final Decree shall affect the substantive rights of any party in interest, including the Wind Down Estates in the Subsidiary Cases, the GUC Recovery Trust, and, or, the Consumer Representative. The Court shall retain jurisdiction as is provided for in the Plan.

8. From and after the date of entry of this order and final decree, any disbursements made pursuant to the Plan by any of the Wind Down Estates on account of claims arising prior to the Effective Date shall be reflected in Remaining Wind Down Estate’s post-confirmation quarterly reports regardless of which Debtor or Wind Down Estate is responsible for such claims.

9. Following entry of this Order and Final Decree, the caption for Case No. 19–10412 (JLG) shall read as follows:

<p><b>In re</b></p> <p><b>Ditech Holding Corporation</b></p> <p><b>Wind Down Estate.<sup>1</sup></b></p>	<p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p> <p>⋮</p>	<p><b>Chapter 11</b></p> <p><b>Case No. 19-10412 (JLG)</b></p>
--	--	--

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. 1404) (the “**Plan**”), which created the Wind Down Estates. On [ ], the Court entered the *Order (I) Entering Final Decree Closing the Subsidiary Cases; and (II) Granting Related Relief* (ECF No. [ ]) (the “**Closing Order**”). Pursuant to the Closing Order, the chapter 11 cases of the following Wind Down Estates were closed effective as of [ ]: 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); Mortgage Asset Systems, LLC (8148); REO Management Solutions, LLC (7787); Reverse Mortgage Solutions, Inc. (2274); Walter Management Holding Company LLC (9818); and Walter Reverse Acquisition LLC (8837). Pursuant to the Closing Order, the chapter 11 case of Ditech Holding Corporation (the “**Remaining Wind Down Estate**”) (Case No. 19-10412 (JLG)) shall remain open. Commencing on [ ], all motions, notices and other pleadings relating to any of the Wind Down Estates shall be filed in the case of the Remaining Wind Down Estate (Case No. 19-10412 (JLG)). The last four digits of the Remaining Wind Down Estate’s federal tax identification number is (0486). The Remaining Wind Down Estate’s principal offices are located at 2600 South Shore Blvd., Suite 300, League City, TX 77573.

10. The Court shall retain jurisdiction to hear and determine all matters arising from or related to the implementation, enforcement or interpretation of this order.

Dated: \_\_\_\_\_, 2021  
New York, New York

---

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