

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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:
In re : Chapter 11
:
DITECH HOLDING CORPORATION, *et al.*, : Case No. 19-10412 (JLG)
:
Debtors.¹ : (Jointly Administered)
:
-----X Related Docket No. 3722

**ORDER IN AID OF EXECUTION OF THIRD
AMENDED JOINT CHAPTER 11 PLAN OF DITECH HOLDING
CORPORATION AND ITS AFFILIATED DEBTORS (I) AUTHORIZING
WIND DOWN ESTATES TO ABANDON ANY LINGERING INTERESTS
IN PROPERTY SOLD OR ABANDONED PRIOR TO COMMENCEMENT DATE,
(II) CLARIFYING THAT THIRD PARTIES WITH VALID AND LEGAL INTERESTS
IN PROPERTY SOLD OR ABANDONED PRIOR TO COMMENCEMENT DATE
ARE FREE TO EXERCISE ANY RIGHTS OR REMEDIES THEY MAY HAVE
WITH RESPECT TO SUCH PROPERTY, AND (III) GRANTING RELATED RELIEF**

Upon the Motion dated October 4, 2021 (the “**Motion**”) by 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 sections 105(a), 554(a) and 1142(b) of the Bankruptcy Code and Rule 6007 of the Bankruptcy Rules, for entry of an order in aid of execution of the Plan: (i) authorizing the Wind Down Estates to abandon any lingering interests, to the extent

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.

² Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Motion, 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.

there are any, in any real or personal property in which the Debtors serviced as a mortgage loan servicer or held a mortgage interest (whether such mortgage has been foreclosed or not), including mobile homes, which was sold or abandoned prior to the Commencement Date, including, but not limited to, the properties listed on **Exhibit 1** attached to this Order (the “**Sold/Abandoned Property**”), (ii) clarifying that third parties with a valid and legal interest in the Sold/Abandoned Property, to the extent there are any, are free to exercise any rights or remedies they may have with respect to the Sold/Abandoned Property, and (iii) granting related relief, all as more fully described in the Motion; and the Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and sufficient notice of the Motion having been given, and it appearing that no other or future notice need be provided; and the Court having found that the relief requested in the Motion is in the best interests of the Wind Down Estates, their creditors, and all parties in interest; and that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor;

IT IS HEREBY FOUND AND DETERMINED THAT:

1. The Court has jurisdiction over the Chapter 11 Cases pursuant to 28 U.S.C. §§ 157(a)-(b) and 1334(b), and venue is proper under 28 U.S.C. §§ 1408 and 1409.
2. The statutory bases of the relief requested in the Motion are sections 105(a), 554(a) and 1142(b) of the Bankruptcy Code and Rule 6007 of the Bankruptcy Rules.
3. The Plan provides that, except for property of the Debtors’ Estates that was acquired by the Forward Stalking Horse Purchaser or the Reverse Stalking Horse Purchaser, as applicable, all remaining property of the Debtors’ Estates vests in the Wind Down Estates, and

on or after the Effective Date, the Wind Down Estates may take any action including the “use, acquisition, sale, lease and disposition of property” and “the entry into transactions, agreements, understandings, or arrangements, whether in or other than in the ordinary course of business. . . .” *See* Plan § 10.1.

4. The Plan provides that, after the Effective Date, the Plan Administrator shall wind down, sell, liquidate, and may operate, use, acquire, or dispose of property and compromise or settle any Claims, Interests, or Causes of Action remaining with the Wind Down Estates. *See* Plan § 5.6(e)(iii).

FURTHER, IT IS HEREBY ORDERED THAT:

5. The relief requested in the Motion is granted.

6. The Wind Down Estates shall be deemed to hereby abandon any and all lingering interests, to the extent there are any, in the Sold/Abandoned Property.

7. Third parties with a valid and legal interest in the Sold/Abandoned Property, to the extent there are any, are free to exercise any rights or remedies they may have with respect to the Sold/Abandoned Property.

8. The Plan Administrator shall publish this Order at the website established by the Wind Down Estates’ court-approved claims and noticing agent, Epiq Corporate Restructuring, LLC, at <http://dm.epiq11.com/Ditech>.

9. Except as expressly set forth in this Order, the Plan and the Confirmation Order shall remain in full force and effect.

10. Nothing in this 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. The Plan Administrator is authorized and empowered to take such steps and perform such acts as may be necessary to implement and effectuate the terms of this Order.

12. Entry of this Order is without prejudice to the rights of the Plan Administrator, on behalf of the Wind Down Estates, to seek authorization to modify or supplement the relief granted herein.

13. This Court shall retain jurisdiction with respect to all matters arising or related to the implementation of this Order.

Dated: December 27, 2021
New York, New York

/s/ *James L. Garrity, Jr.*

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