

Objection Deadline: July 10, 2019

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*Special Industry Counsel to the Official
Committee of Unsecured Creditors*

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

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In re	: Chapter 11
DITECH HOLDING CORPORATION, <i>et al.</i> ,	: Case No. 19-10412 (JLG)
Debtors. ¹	: (Jointly Administered)
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**SECOND MONTHLY FEE STATEMENT OF RICH MICHAELSON
MAGALIFF, LLP FOR PROFESSIONAL SERVICES RENDERED
AND DISBURSEMENTS INCURRED AS SPECIAL INDUSTRY
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
FOR THE PERIOD FROM APRIL 1, 2019 THROUGH APRIL 30, 2019**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's 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); 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). The Debtors' principal offices are located at 1100 Virginia Drive, Suite 100, Fort Washington, Pennsylvania 19034.

Name of Applicant:	Rich Michaelson Magaliff, LLP
Authorized to Provide Professional Services to:	Official Committee of Unsecured Creditors
Date of Retention:	Effective February 26, 2019 pursuant to Order dated May 16, 2019 [Docket No. 572]
Period for which Compensation and Reimbursement is Sought:	April 1, 2019 – April 30, 2019 ²
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$59,790 (80% \$47,832)
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$3,291.53

This is a: X Monthly Interim Final Application.

Preliminary Statement

Rich Michaelson Magaliff, LLP (“R3M”), special industry counsel for the Official Committee of Unsecured Creditors (the “Committee”) of Ditech Holding Corporation and its affiliated debtors (collectively, the “Debtors”), hereby submits this statement of fees and disbursements (the “Monthly Statement”) for the period from April 1, 2019 through April 30, 2019 (the “Compensation Period”) in accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* dated March 25, 2019 [Docket No. 255] (the “Interim Compensation Order”). R3M requests: (a) interim allowance and payment of compensation in the amount of \$59,790 (80% \$47,832) for fees on account of reasonable and necessary professional services rendered to the Committee by R3M; and (b) reimbursement of actual and necessary costs and expenses in the amount of \$3,291.53 incurred by R3M during the Compensation Period. R3M reserves the right to apply in the future for reimbursement of actual and necessary costs and expenses, if any, incurred by members of

² The applicant reserves the right to include any time expended in the time period indicated above in future application(s) if it is not included herein.

the Committee in connection with their service as members of the Committee during the Compensation Period.

Services Rendered and Disbursements Incurred During the Compensation Period

1. **Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each R3M professional and paraprofessional that provided services to the Committee during the Compensation Period. The rates charged by R3M for services rendered to the Committee are the same rates that R3M charges generally for professional services rendered to its non-bankruptcy clients.

2. **Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by R3M professionals and paraprofessionals in rendering services to the Committee during the Compensation Period.

3. **Exhibit C** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by R3M in connection with services rendered to the Committee during the Compensation Period.

4. **Exhibit D** sets forth a complete itemization of all time records and expenses for R3M professionals and paraprofessionals for the Compensation Period.

Notice and Objection Procedures

5. No trustee or examiner has been appointed in these chapter 11 cases. Pursuant to the Interim Compensation Order, notice of the Monthly Statement has been served by overnight delivery on: (i) the Debtors, c/o Ditech Holding Corporation, 3000 Bayport Drive, Suite 985, Tampa, Florida 33607 (Attn: John Haas, General Counsel); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Fifth Avenue, New York, New York 10153 (Attn: Ray C. Schrock, P.C. and Sunny Singh); (iii) the Office of the U.S. Trustee, 201 Varick Street, Suite

1006, New York, New York 10014 (Attn: Greg M. Zipes and Benjamin J. Higgins); (iv) counsel to the Prepetition Term Loan Agent, Davis Polk & Wardwell LLP, 450 Lexington Avenue, New York, New York, 10017, (Attn: Brian M. Resnick and Michelle M. McGreal); (v) counsel to the Term Loan Ad Hoc Group, Kirkland & Ellis LLP, 300 North LaSalle, Chicago, Illinois 60654 (Attn: Patrick J. Nash and John R. Luze); (vi) counsel to Barclays Bank PLC, as DIP Agent, and Barclays Capital Inc., as DIP lender, Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, New York 10036 (Attn: Sarah M. Ward, Mark A. McDermott, and Melissa Tiarks); and (vii) counsel to Nomura Corporate Funding Americas, LLC, Alston & Bird LLP, 90 Park Avenue, 15th Floor, New York, New York 10016 (Attn: Karen Gelernt and Ronald Klein) and Jones Day LLP, 250 Vesey Street, New York, New York 10281 (Attn: Ben Rosenblum) (collectively, the “Fee Notice Parties”). R3M submits that no other or further notice need be provided.

6. Pursuant to the Interim Compensation Order, objections to this Application, if any, must be served upon the Notice Parties by July 10, 2019 (the “Objection Deadline”) setting forth the nature of the objection and the amount of fees or expenses at issue.

7. If no objections to this Monthly Statement are made on or before the Objection Deadline, the Debtors shall pay R3M 80% of the fees and 100% of the expenses set forth above.

8. To the extent an objection to this Monthly Statement is timely made, the Debtors shall withhold payment of that portion of the Monthly Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set

forth above. To the extent such objection is not resolved; it shall be preserved and presented to the Court at the next interim or final fee application hearing.

Dated: June 25, 2019

RICH MICHAELSON MAGALIFF, LLP

/s/ Robert N. Michaelson

Robert N. Michaelson

Elwood F. Collins

335 Madison Avenue, 9th Floor

New York, NY 10017

Telephone: (646) 453-7851

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*Special Industry Counsel to the Official
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EXHIBIT A

Timekeeper Summary

NAME OF PROFESSIONAL	TITLE	YEAR OF ADMISSION	YEAR OF PARTNERSHIP	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Robert N. Michaelson	Partner	1983	2013	\$600.00	46.30	\$27,780.00
Jeffrey N. Rich	Partner	1971	2013	\$625.00	0	0.00
Howard P. Magaliff	Partner	1985	2013	\$600.00	0	0.00
Elwood F. Collins	Partner	1972	2019	\$625.00	50.60	\$31,625.00
Heymi Colon	Paralegal	N/A	N/A	\$275.00	1.40	\$385.00
Totals					98.30	\$59,790.00

EXHIBIT B

Task Code Summary

Code	Description	Hours	Amount
10585	Case Administration	89.90	\$55,205.00
10586	Asset Analysis Recovery	0	
10587	Avoidance Action	0	
10588	Asset Disposition	0	
10589	Appeals	0	
10590	Bankruptcy Litigation	0	
10591	Business Operations	0	
10592	Committee Formation	0	
10593	Claims Admin/Objections	0	
10594	Comp. of Professionals	0	
10595	Comp of Prof/Others	0	
10596	Disposition of Collateral	0	
10597	Employee Benefits/Pension	0	
10598	Executory Agreements	0	
10599	Fee/Employment Apps	0	
10600	Financial Filings	.50	\$137.50
10601	Financing	0	
10602	General Business Advice	0	
10603	General Creditors' Committee	0	
10604	Hearing	2.80	\$1,680.00
10605	Litigation	0	
10606	Management Issues	0	
10607	Nonworking Travel (50% off)	0	
10608	R3M Compensation	0	
10609	Plan/Disclosure Statement	2.90	\$1,740.00
10610	Plan Implementation	0	
10611	R3M Retention	1.30	\$780.00
10612	Removal Actions	0	
10613	Retention of Professionals	.90	\$247.50
10614	Stay Litigation	0	
10615	Tax Issues	0	
10616	Travel	0	
	TOTAL	98.30	\$59,790.00

EXHIBIT C

Disbursement Summary

Expenses (by Category)	Amounts
Auto Travel Expense	\$0.00
CourtLink	\$0.00
Federal Express	\$0.00
Reproduction Expense	\$0.00
Working Meals	\$0.00
UCC/Lien Search	\$3,291.53
TOTAL	\$3,291.53

EXHIBIT D

Rich Michaelson Magaliff, LLP

335 Madison Avenue, 9th Floor
New York, NY 10017
646.453.7851



RICH MICHAELSON MAGALIFF, LLP

**Ditech Holdings Corporation Creditors'
Committee**

Invoice 22300

Date	Jun 05, 2019
Terms	Due Upon Receipt
Service Thru	Apr 30, 2019

In Reference To: Case Administration (Services)

Date	By	Services	Hours	Rates	Amount
04/01/2019	Robert N Michaelson	Review multiple e-mails from Pachulski and Goldin DIP argument concerning objection to plan (1.8); review RESCAP decision concerning springing liens and correspondence concerning same (1.8); review e-mail and documents from Goldin concerning reporting from first lien lenders (1.5).	5.10	\$ 600.00/hr	\$ 3,060.00
04/01/2019	Elwood Collins	Review emails re: potential unencumbered assets in the form of haircuts on Excluded Collateral (0.8); review email re: settlement progress (0.4).	1.20	\$ 625.00/hr	\$ 750.00
04/02/2019	Robert N Michaelson	Review excess collateral report from Goldin (.8); review e-mail and attachments from Pachulski concerning excess collateral (.8); Prepare for an participate in committee conference call (1.5)	3.10	\$ 600.00/hr	\$ 1,860.00
04/02/2019	Robert N Michaelson	Review correspondence from Pachulski concerning appointment of consumers' committee	0.50	\$ 600.00/hr	\$ 300.00
04/02/2019	Elwood Collins	Review emails and collateral funding reports re: unencumbered collateral.	0.70	\$ 625.00/hr	\$ 437.50
04/03/2019	Robert N Michaelson	Review work in progress and critical dates memo from Pachulski (.5); review summary of payments to unsecured creditors from Goldin (.6); review revised objections to disclosure statement (1.4)	2.50	\$ 600.00/hr	\$ 1,500.00
04/03/2019	Elwood Collins	Review email from R. Chiu re: intercompany transactions (0.2); review Receivables Sale Agreement and exhibit (0.8); preparation for and attend conference call with Pachulski and Goldin teams re: unencumbered assets (1.7).	2.70	\$ 625.00/hr	\$ 1,687.50

04/04/2019	Robert N Michaelson	Review memo concerning intercompany balances. (5); review unencumbered asset analysis from Goldin (.7)	1.20	\$ 600.00/hr	\$ 720.00
04/04/2019	Elwood Collins	Review draft of brief in opposition to Disclosure Statement (1.8); review Goldin presentation for creditors committee meeting (0.5); preparation for and attend creditors committee conference call (1.2).	3.50	\$ 625.00/hr	\$ 2,187.50
04/05/2019	Robert N Michaelson	Review Joinder of DIP Agent to Debtor's Omnibus Reply	0.50	\$ 600.00/hr	\$ 300.00
04/05/2019	Elwood Collins	Review emails.	0.30	\$ 625.00/hr	\$ 187.50
04/08/2019	Robert N Michaelson	Review unencumbered assets analysis from Goldin (.5); review Term Loan As Hoc Joinder ISO KEIP (.5); review debtor's omnibus reply to bidding procedures objections (.8); review objections to motion for debtor's authorization to reject leases (.4); review Goldin's weekly presentation to committee (.7); review Freddie Mac stip regarding deadline for proofs of claim (.2); review proposed settlement framework from Goldin (.5)	3.60	\$ 600.00/hr	\$ 2,160.00
04/08/2019	Elwood Collins	Review Debtor's reply brief to DIP objection brief (2.7; preparation for and attend meeting at Weil with teams from Weil, Alix Partners, Houlihan, Goldin and Pachulski (3.4).	6.10	\$ 625.00/hr	\$ 3,812.50
04/09/2019	Robert N Michaelson	Prepare for and participate in work in progress call and committee call (1.2); review revised potential settlement framework (.4); review Weil deck from 4/8 meeting (.6); review revised bidding procedures (.3)	2.50	\$ 600.00/hr	\$ 1,500.00
04/09/2019	Elwood Collins	Review slide deck re: settlement proposal (0.5); preparation for and attend WIP conference call (0.7); review Goldin weekly report to creditors committee (0.5).	1.70	\$ 625.00/hr	\$ 1,062.50
04/10/2019	Robert N Michaelson	Review revised settlement framework (.4); review further UCC search result (.5); review agenda for 4/11 hearing (.2)	1.10	\$ 600.00/hr	\$ 660.00
04/10/2019	Elwood Collins	Preparation for and attend conference call with Pachulski and Goldin teams re: proposed settlement (0.5); preparation for and attend creditors committee conference call (3.5); preparation for hearing (0.5).	4.50	\$ 625.00/hr	\$ 2,812.50
04/11/2019	Elwood Collins	Preparation for and attend hearing.	6.50	\$ 625.00/hr	\$ 4,062.50
04/12/2019	Robert N Michaelson	Multiple telephone conversations, e-mails and discussions with co-counsel and Goldin concerning meeting to discuss evaluation of assets.	1.20	\$ 600.00/hr	\$ 720.00
04/12/2019	Elwood Collins	Review bid proposals (1.0); review email and notice of hearing (0.2).	1.20	\$ 625.00/hr	\$ 750.00
04/14/2019	Elwood Collins	Analyze NRZ bid proposal.	3.20	\$ 625.00/hr	\$ 2,000.00

04/15/2019	Robert N Michaelson	Review weekly presentation from Goldin	0.40	\$ 600.00/hr	\$ 240.00
04/15/2019	Elwood Collins	Analyze NRZ and Waterfall bid proposals.	2.80	\$ 625.00/hr	\$ 1,750.00
04/16/2019	Robert N Michaelson	Review unencumbered asset analysis and Project Phoenix e-mails from Pachulski	0.60	\$ 600.00/hr	\$ 360.00
04/16/2019	Robert N Michaelson	Review Black Knight motion; (.7); review letter from Weil to court concerning KEIP (.2); review update from Goldin and agenda for committee meeting correspondence from Pachulski. (.2)	1.10	\$ 600.00/hr	\$ 660.00
04/16/2019	Elwood Collins	Create list of agenda items for consideration with respect to NRZ and Waterfall bids (1.5); preparation for and attend meeting with Pachulski, Goldin and R3M teams to discuss bid proposals and related items (2.0); preparation for and attend creditors committee conference call (1.0).	4.50	\$ 625.00/hr	\$ 2,812.50
04/18/2019	Robert N Michaelson	Prepare for and meeting with Pachulski and Goldin concerning assets sale values (2.6); prepare for and participate in committee meeting (.8); review Goldin unencumbered asset analysis (.7); review debtors omnibus reply to disclosure statement objections (.8)	4.90	\$ 600.00/hr	\$ 2,940.00
04/19/2019	Robert N Michaelson	Review correspondence from Pachulski and Goldin concerning status of scheduled hearings.	0.30	\$ 600.00/hr	\$ 180.00
04/19/2019	Elwood Collins	Review material in data room re: advances (0.3); review debtor's reply brief and call with R. Orgel re: issues raised in brief (2.2).	2.50	\$ 625.00/hr	\$ 1,562.50
04/20/2019	Robert N Michaelson	Review Dundon e-mail concerning settlement update (.3); review Goldin settlement update (.2)	0.50	\$ 600.00/hr	\$ 300.00
04/20/2019	Elwood Collins	Review emails re: settlement proposal and Goldin analysis.	0.50	\$ 625.00/hr	\$ 312.50
04/22/2019	Robert N Michaelson	Review proposed settlement.	0.30	\$ 600.00/hr	\$ 180.00
04/22/2019	Robert N Michaelson	Review Golden weekly presentation	0.40	\$ 600.00/hr	\$ 240.00
04/22/2019	Elwood Collins	Review revised settlement proposal.	0.20	\$ 625.00/hr	\$ 125.00
04/23/2019	Robert N Michaelson	Prepare for and participate in Committee call.	2.50	\$ 600.00/hr	\$ 1,500.00
04/23/2019	Elwood Collins	Review Goldin weekly presentation (0.5); preparation for and attend creditors committee conference call (2.3).	2.80	\$ 625.00/hr	\$ 1,750.00
04/24/2019	Robert N Michaelson	Review 3636(o) issue with E. Collins (.5); discuss 363 (o) issue with Pachulski (.3))	0.80	\$ 600.00/hr	\$ 480.00
04/24/2019	Elwood Collins	Review Section 363 (o) issue and call R. Michaelson (0.5); call B. Sandler (0.3).	0.80	\$ 625.00/hr	\$ 500.00
04/25/2019	Robert N Michaelson	Review correspondence form Kellett & Batholow and others concerning proposed settlement.	0.30	\$ 600.00/hr	\$ 180.00

04/25/2019	Elwood Collins	Review redrafts of Disclosure Statement and Plan.	2.50	\$ 625.00/hr	\$ 1,562.50
04/26/2019	Robert N Michaelson	Prepare for and participate in Committee conference call.	2.30	\$ 600.00/hr	\$ 1,380.00
04/26/2019	Elwood Collins	Preparation for and attend creditors committee conference call.	1.40	\$ 625.00/hr	\$ 875.00
04/27/2019	Robert N Michaelson	Respond to Pachulski e-mail concerning cash collateral and appointment of consumer creditors' committee	0.30	\$ 600.00/hr	\$ 180.00
04/28/2019	Robert N Michaelson	Review miscellaneous e-mails from Pachulski concerning deadlines and hearing dates and work in process summary	0.80	\$ 600.00/hr	\$ 480.00
04/29/2019	Robert N Michaelson	Review status of appointment of consumer committee	0.50	\$ 600.00/hr	\$ 300.00
04/29/2019	Robert N Michaelson	Review correspondence and attachments from Goldin concerning RMS (1.0); review Goldin weekly presentation (.5)	1.50	\$ 600.00/hr	\$ 900.00
04/29/2019	Elwood Collins	Review work in process summary and calendar (0.3); review proposed email to U.S. Trustee (0.2).	0.50	\$ 625.00/hr	\$ 312.50
04/30/2019	Robert N Michaelson	Review correspondence from Pachulski concerning status of appointment of consumer committee.	0.50	\$ 600.00/hr	\$ 300.00
04/30/2019	Elwood Collins	Review Goldin weekly report.	0.50	\$ 625.00/hr	\$ 312.50
				Total Hours	89.90 hrs
				Total Services	\$ 55,205.00
				Total Amount	\$ 55,205.00

In Reference To: Financial Filings (Services)

Date	By	Services	Hours	Rates	Amount
04/10/2019	Heymi K Colon	Emails to R3M and PSZJ re recently received UCC search results.	0.50	\$ 275.00/hr	\$ 137.50

In Reference To: Financial Filings (Expenses)

Date	By	Expenses	Amount
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04/10/2019	Heymi K Colon	UCC/Lien Search CSC Fees for UCC Searches for: -Ditech Holding Corporation -Mid-State Capital, LLC -Walter Reserve Acquisition LLC -Hanover SPC-A, Inc. -Green Tree Credit Solutions LLC -Matrix Servicing LLC -WIMC Real Estate Investment LLC -Reverse Mortgage Solutions, Inc. -Green Tree Insurance Agency of Nevada, Inc. -DF Insurance Agency LLC -Green Tree Investment Holdings III LLC -RMS REO BRC, LLC -REO Management Solutions, LLC -Mortgage Asset Systems, LLC -Green Tree Credit LLC -Green Tree Servicing Corp. -RMS REO CS, LLC -RMS REO BRC II, LLC -RMS 2018-09, LLC -Green Tree Advance Receivables III LLC -Ditech PLS Advance Depositor LLC	\$ 3,291.53
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Total Hours	0.50 hrs
Total Services	\$ 137.50
Total Expenses	\$ 3,291.53
Total Amount	\$ 3,429.03

In Reference To: Hearing (Services)

Date	By	Services	Hours	Rates	Amount
04/18/2019	Robert N Michaelson	Prepare for and attend KEIP hearing.	2.80	\$ 600.00/hr	\$ 1,680.00
			Total Hours		2.80 hrs
			Total Services		\$ 1,680.00
			Total Amount		\$ 1,680.00

In Reference To: Plan/Disclosure Statement (Services)

Date	By	Services	Hours	Rates	Amount
04/25/2019	Robert N Michaelson	Review current proposed plan and disclosure statement	2.90	\$ 600.00/hr	\$ 1,740.00
			Total Hours		2.90 hrs
			Total Services		\$ 1,740.00
			Total Amount		\$ 1,740.00

In Reference To: R3M Retention (Services)

Date	By	Services	Hours	Rates	Amount
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04/09/2019	Robert N Michaelson	Finalize and file R3M retention application	1.30	\$ 600.00/hr	\$ 780.00
				Total Hours	1.30 hrs
				Total Services	\$ 780.00
				Total Amount	\$ 780.00

In Reference To: Retention of Professionals (Services)

Date	By	Services	Hours	Rates	Amount
04/09/2019	Heymi K Colon	Review and file application to employ R3M.	0.90	\$ 275.00/hr	\$ 247.50
				Total Hours	0.90 hrs
				Total Services	\$ 247.50
				Total Amount	\$ 247.50

Total Hours	98.30 hrs
Total Services	\$ 59,790.00
Total Expenses	\$ 3,291.53
Total Invoice Amount	\$ 63,081.53
Previous Balance	\$ 140,884.91
Balance (Amount Due)	\$ 203,966.44

Trust Account Summary

Billing Period: 04/01/2019 - 06/05/2019

Client: Ditech Holdings Corporation Creditors' Committee | General Matter Trust

Total Deposits		Total Disbursements	Current Balance	
\$0.00		\$0.00	\$0.00	
Date	Transaction	Deposit	Disbursement	Balance
No activity for this billing period.				

User Hours Summary

Billing Period: 04/01/2019 - 04/30/2019

Matter: Case Administration

User	Hours Billed	Rate/Hour	Amount Billed
Robert N Michaelson	39.30	\$600.00	\$23,580.00
Elwood Collins	50.60	\$625.00	\$31,625.00

Matter: Financial Filings

User	Hours Billed	Rate/Hour	Amount Billed
Heymi K Colon	0.50	\$275.00	\$137.50

Matter: Hearing

User	Hours Billed	Rate/Hour	Amount Billed
Robert N Michaelson	2.80	\$600.00	\$1,680.00

Matter: Plan/Disclosure Statement

User	Hours Billed	Rate/Hour	Amount Billed
Robert N Michaelson	2.90	\$600.00	\$1,740.00

Matter: R3M Retention

User	Hours Billed	Rate/Hour	Amount Billed
Robert N Michaelson	1.30	\$600.00	\$780.00

Matter: Retention of Professionals

User	Hours Billed	Rate/Hour	Amount Billed
Heymi K Colon	0.90	\$275.00	\$247.50

User Hour Totals

User	Hours Billed	Rate/Hour	Amount Billed
Robert N Michaelson	46.30	\$600.00	\$27,780.00
Elwood Collins	50.60	\$625.00	\$31,625.00
Heymi K Colon	1.40	\$275.00	\$385.00

To pay by wire:
J.P. Morgan Private Bank
ABA # 021 000 021
Private Bank Division
For credit to: Rich Michaelson Magaliff Moser, LLP
For Account: 559748228

To pay by credit card:
https://www.paypal.com/cgi-bin/webscr?cmd=_s-xclick&hosted_button_id=SWDHS4UWBC5FU