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Thomas C. Mitchell

ORRICK, HERRINGTON & SUTCLIFFE LLP
777 South Figueroa Street, Suite 3200
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Martin Howard

Special Securitization Counsel to the Debtors and Debtors in Possession

**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		

**FOURTH MONTHLY FEE STATEMENT OF ORRICK, HERRINGTON &
SUTCLIFFE LLP FOR COMPENSATION FOR SERVICES RENDERED AND
REIMBURSEMENT OF EXPENSES INCURRED AS SPECIAL SECURITIZATION
COUNSEL TO THE DEBTORS FOR THE PERIOD
FROM JUNE 1, 2019 THROUGH JUNE 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:	Orrick, Herrington & Sutcliffe LLP
Date of Retention:	<i>Nunc pro tunc</i> to May 17, 2019 pursuant to <i>Order Authorizing the Employment and Retention of Orrick, Herrington & Sutcliffe LLP as Special Securitization Counsel to the Debtors Nunc Pro Tunc to May 17, 2019</i> , entered July 11, 2019 (ECF No. 842)
Period for Which Monthly Fees and Expenses Are Incurred:	June 1, 2019 through June 30, 2019
Monthly Fees Incurred (100%)	\$203,008.48
Less 20% Holdback on Fees	\$40,601.70
Monthly Fees Incurred (80%)	\$162,406.78
Monthly Expenses Incurred:	\$358.00
Total Fees and Expenses Due (80% of fees and 100% of expenses):	\$162,764.78
This is a:	<input checked="" type="checkbox"/> Monthly <input type="checkbox"/> Interim <input type="checkbox"/> Final Fee Application.

1. On February 11, 2019 (the “**Petition Date**”), each of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) commenced with this Court a voluntary case under chapter 11 of the Bankruptcy Code.

2. On February 26, 2019, the Debtors filed a motion for entry of an order, pursuant to sections 105(a), 327, 330 and 363 of the Bankruptcy Code, authorizing the Debtors to employ and compensate professionals utilized in the ordinary course of the Debtors’ business (each an “**Ordinary Course Professional**”), *nunc pro tunc* to the Petition Date, subject to certain limits set forth therein [ECF No. 111] (the “**OCP Motion**”). On March 19, 2019, the Court entered an order granting the OCP Motion [ECF No. 206].

3. On April 18, 2019, in accordance with the OCP Order, the Debtors filed the *Affidavit and Disclosure Statement of Martin Howard, on Behalf of Orrick, Herrington & Sutcliffe LLP* and Retention Questionnaire [ECF No. 428] (the “**Orrick OCP Affidavit**”). No objections were filed to the Orrick OCP Affidavit.

4. Following Orrick’s retention as an Ordinary Course Professional, the Debtors determined that Orrick would need to play a larger role in these cases in connection with certain securitization issues. Accordingly, on June 6, 2019, pursuant to section 327(e) of the Bankruptcy

Code, the Debtors filed an application seeking to employ Orrick as special securitization counsel, *nunc pro tunc* to May 17, 2017 [ECF No. 677] (the “**Orrick 327(e) Application**”). On July 11, 2019, the Court entered an order granting the Orrick 327(e) Application, *nunc pro tunc* to May 17, 2019 [ECF No. 842].

5. Accordingly, pursuant to the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals*, entered March 25, 2019 [ECF No. 255] (the “**Interim Compensation Order**”), Orrick hereby submits this Fourth Monthly Fee Statement (the “**Fee Statement**”) seeking approval of 80% of its fees and 100% of its expenses as special securitization counsel to the Debtors for the period June 1, 2019 through June 30, 2019 (the “**Fee Period**”) in the amount of \$162,406.78 (80% of fees) and \$358.00 (100% of expenses), for an aggregate amount of \$162,764.78. Contemporaneous time entries for the services provided during the Fee Period, together with a list of the individuals who provided services and their respective titles and dates of bar admission, are provided below and attached hereto as **Exhibit A**.

**SUMMARY OF MONTHLY FEE STATEMENT OF ORRICK, HERRINGTON &
SUTCLIFFE LP AS SPECIAL SECURITIZATION COUNSEL FOR SERVICES
RENDERED FOR THE PERIOD JUNE 1, 2019 THROUGH JUNE 30, 2019**

NAME OF PROFESSIONAL	PRACTICE GROUP	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
<u>Partners/Counsel</u>					
Marie Athaide	Structured Finance	2004	\$667	2.3	\$1,534.10
James B. Duff	Structured Finance	2006	\$774	24.3	\$18,808.20
Martin B. Howard	Structured Finance	1986	\$990	109.9	\$108,801.00
Stephen J. Jackson	Tax	1999	\$974	2.1	\$2,045.40
Nathan J. Novak	Complex Litigation & Dispute Resolution	2005	\$826	0.4	\$330.40
Thomas C. Mitchell	Restructuring	1986	\$1,077	0.6	\$646.20
Total Partners/Counsel:			--	139.6	\$132,165.30

NAME OF PROFESSIONAL	PRACTICE GROUP	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
<u>Associates</u>					
Debra Felder	Restructuring	2002	\$831	4.5	\$3,739.50
Ashley Halvorsen	Structured Finance	2018	\$492	19.5	\$9,594.00
Alexander P. Radisich	Structured Finance	2016	\$677	152.4	\$103,174.80
Michael Sugarman	Structured Finance	2012	\$713	1.5	\$1,069.50
SueAnn Yue	Structured Finance	2014	\$790	2.6	\$2,054.00
Total Associates:				180.5	\$119,631.80

NAME OF PROFESSIONAL	PRACTICE GROUP	YEAR ADMITTED	HOURLY RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
<u>Paraprofessional</u>					
Ahmad M. Kasfy	Structured Finance	--	\$231	8.5	\$1,963.50
Total Paraprofessional:				8.5	\$1,963.50

PROFESSIONALS	BLENDED RATE	TOTAL HOURS BILLED	TOTAL COMPENSATION
Partners/Counsel	\$946.74	139.6	\$132,165.30
Associates	\$662.78	180.5	\$119,631.80
Paraprofessional	\$231.00	8.5	\$1,963.50
Subtotal:		328.6	\$253,760.60
<i>Less 20% client discount:</i>			<i>(\$50,752.12)</i>
TOTAL FEES (after 20% client discount):			\$203,008.48
BLENDED ATTORNEY RATE (excludes paraprofessionals):			\$786.62

**COMPENSATION BY TASK CODE FOR SERVICES RENDERED BY
ORRICK, HERRINGTON & SUTCLIFFE LLP AS SPECIAL SECURITIZATION
COUNSEL FOR THE PERIOD JUNE 1, 2019 THROUGH JUNE 30, 2019**

MATTER 2: SECURITIZATION ADVISE

MATTER NO.	DESCRIPTION	HOURS	AMOUNT
2	Securitization Advise	18.5	\$12,777.50
<i>Less 20% client discount:</i>			<i>(\$2,555.50)</i>
TOTAL MATTER 2 (after 20% client discount):			\$10,222.00

MATTER 9: PROJECT PHOENIX

TASK CODE	DESCRIPTION	HOURS	AMOUNT
01	General Negotiation and Strategy	32.0	\$28,315.30
02	Discussions and Negotiation with Securitization Trustees	25.4	\$17,523.80
03	Negotiation and Drafting of Mortgage Servicing Rights Purchase Agreement	136.5	\$103,341.90
04	Negotiation and Drafting Interim Servicing Agreement	36.5	\$29,449.60
05	Negotiation and Drafting Whole Loan Purchase Agreements	16.8	\$12,392.10
06	Comments and Questions on Asset Purchase Agreement	31.0	\$21,665.30
08	Negotiation with Potential Bidders	3.3	\$3,094.20
09	Ordinary Course Advice Related to Securitization and Loan Servicing	16.7	\$16,575.60
Subtotal:		298.2	\$232,357.80
<i>Less 20% client discount:</i>			<i>(\$46,471.56)</i>
TOTAL MATTER 9 (after 20% client discount):			\$185,886.24

MATTER 13: COMPENSATION

MATTER NO.	DESCRIPTION	HOURS	AMOUNT
13	Compensation	4.4	2,164.80
<i>Less 20% client discount:</i>			<i>(\$432.96)</i>
TOTAL MATTER 13 (after 20% client discount):			\$1,731.84

MATTER 14: RETENTION

MATTER NO.	DESCRIPTION	HOURS	AMOUNT
14	Retention	7.5	\$6,460.50
<i>Less 20% client discount:</i>			<i>(\$1,292.10)</i>
TOTAL MATTER 14 (after 20% client discount):			\$5,168.40

**EXPENSE SUMMARY BY ORRICK, HERRINGTON & SUTCLIFFE LLP AS
SPECIAL SECURITIZATION COUNSEL FOR THE PERIOD
JUNE 1, 2019 THROUGH JUNE 30, 2019**

MATTER NO. & NAME	EXPENSE	AMOUNT INCURRED
Natter 13 - Compensation	Express Mail Delivery	\$321.00
Matter 14 - Retention	CourtCall Charges	\$37.00
	TOTAL:	\$358.00

WHEREFORE, pursuant to the Interim Compensation Order, Orrick hereby requests that the Debtors pay \$162,764.78 to Orrick, which represents 80% of fees and 100% of expenses incurred during the Fee Period.

August 7, 2019

ORRICK, HERRINGTON & SUTCLIFFE LLP

/s/ Thomas C. Mitchell

Thomas C. Mitchell
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San Francisco, CA 94105
Telephone: (415) 773-5732
Facsimile: (415) 773-5759
Email: tcmitchell@orrick.com

and

Martin Howard
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Los Angeles, CA 90017
Telephone: (213) 612-2486
Facsimile: (213) 612-2499
Email: mhoward@orrick.com

*Special Securitization Counsel to the Debtors and
Debtors in Possession*

Fee Notice Parties
(via overnight mail)

Ditech Holding Corporation
3000 Bayport Drive, Suite 985
Tampa, Florida 33607
Attn: John Haas, General Counsel

Counsel to the Debtors

Weil, Gotshal & Manges LLP
767 Fifth Avenue
New York, New York 10153
Attn: Ray C. Schrock, P.C.
Sunny Singh, Esq.

U.S. Trustee

Office of the United States Trustee for the
Southern District of New York
201 Varick Street, Suite 1006
New York, New York 10014
Attn: Greg M. Zipes, Esq.
Benjamin J. Higgins, Esq.

Counsel to the Official Committee of Unsecured Creditors

Pachulski Stang Ziehl & Jones LLP
780 Third Avenue, 34th Floor
New York, New York 10017
Attn: Robert Feinstein, Esq.
Bradford Sandler, Esq.

Counsel to the Official Committee of Consumer Creditors

Quinn Emanuel Urquhart & Sullivan LLP
51 Madison Avenue, 22nd Floor
New York, New York 10010
Attn: Susheel Kirpalani, Benjamin I. Finestone and Victor Noskov

Counsel to the Prepetition Term Loan Agent

Davis Polk & Wardwell LLP
450 Lexington Avenue
New York, New York 10017
Attn: Brian M. Resnick, Esq.
Michelle M. McGreal, Esq.

Counsel to the Term Loan Ad Hoc Group

Kirkland & Ellis LLP
300 North LaSalle
Chicago, Illinois 60654
Attn: Patrick J. Nash, Esq.
John R. Luze, Esq.

**Counsel to Barclays Bank PLC, as DIP Agent, and Barclays Capital Inc.,
as DIP Lender**

Skadden, Arps, Slate, Meager & Flom LLP
4 Times Square
New York, New York 10036
Attn: Sarah M. Ward, Esq.
Mark A. McDermott, Esq.
Melissa Tiarks, Esq.

Counsel to Nomura Corporate Funding Americas, LLC

Alston & Bird LLP
90 Park Avenue, 15th Floor
New York, New York 10016
Attn: Karen Gelernt, Esq.
Roland Klein, Esq.

Counsel to Nomura Corporate Funding Americas, LLC

Jones Day LLP
250 Vesey Street
New York, New York 10281
Attn: Ben Rosenblum, Esq.

EXHIBIT A

**ORRICK, HERRINGTON & SUTCLIFFE INVOICES
FOR THE PERIOD JUNE 1, 2019 THROUGH JUNE 30, 2019**



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 17, 2019
Client No. 33094
Invoice No. 1809185

Orrick Contact: Martin B. Howard

FOR SERVICES RENDERED through June 30, 2019 in connection with
the matters described on the attached pages:

	\$	12,777.50
<i>LESS CLIENT DISCOUNT</i>		<u>(2,555.50)</u>
SUBTOTAL	\$	10,222.00
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>10,222.00</u>

Matter(s): 33094/2 – Securitization Advise
D1600068

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$251.92
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 33094/ Invoice: 1809185*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 33094/ Invoice: 1809185
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(904) 634-6350
Reference: 33094/ Invoice:
1809185*



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 17, 2019
Client No. 33094
Invoice No. 1809185

Orrick Contact: Martin B. Howard

For Legal Services Rendered Through June 30, 2019 in Connection With:

Matter: 2 - Securitization Advise

Matter: D1600068

06/06/19	A. Halvorsen	Prepare and analyze clean-up call notices.	3.00
06/07/19	A. Halvorsen	Review and revise clean-up call termination notices (1.0); correspond regarding the same (0.6).	1.60
06/07/19	A. Radisich	Correspond regarding GreenPoint clean-up calls.	0.30
06/10/19	A. Halvorsen	Review and revise GPMH 2001-1 and GPMH 2001-2 termination notices.	0.80
06/10/19	A. Radisich	Review and prepare comments to Notices for GreenPoint Clean-up Calls (0.8) and correspond regarding the same (0.2).	1.00
06/12/19	A. Radisich	Correspond regarding GreenPoint Clean-up Call Notices.	0.30
06/18/19	A. Radisich	Conference with RMS regarding proposed servicing agreement.	0.30
06/19/19	M. Howard	Discussions with Mayer Brown on clean up calls of securitizations.	1.50
06/19/19	A. Radisich	Conference with RMS regarding securitization transaction (0.3) and review proposed Servicing Agreement regarding the same (0.2); review and prepare comments to Escrow Agreement regarding proposed clean-up call (1.3); conference with opposing counsel regarding proposed clean-up call (0.3); review and analyze PSA regarding termination price for proposed clean-up call (0.6) and conference regarding the same (0.3).	3.00
06/20/19	M. Howard	Discussions with Mayer Brown on clean up calls of securitizations (0.5); review of documents regarding the same (1.0).	1.00
06/20/19	A. Radisich	Review and prepare comments to Escrow Agreement regarding GreenPoint clean-up call (0.7) and conference (0.2) and correspond with MB regarding the same (0.4); conference with J. Hromy and P. Van Zyl regarding the same (0.5).	1.80
06/25/19	A. Radisich	Review and analyze PSA for GreenPoint MH securitization (0.6), review and revise Clean-up Call Notice regarding the same (0.5) and correspond regarding the same (0.7).	1.80



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Invoice No. 1809185

06/28/19	M. Howard	Conference (0.6) and correspond (0.9) with Mayer Brown regarding GreenPoint clean-up calls.	1.50
06/28/19	A. Radisich	Conference with MB regarding GreenPoint clean-up calls and related deliverables.	0.60
		Total Hours	18.50
		Total For Services	\$12,777.50
		<i>Less 20.0 % Discount</i>	<i>(2,555.50)</i>
		Total Fees	18.50 \$10,222.00

Timekeeper Summary	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
Martin B. Howard	4.00	990.00	3,960.00
Alexander P. Radisich	9.10	677.00	6,160.70
Ashley Halvorsen	5.40	492.00	2,656.80
Total All Timekeepers	18.50		\$12,777.50

Total For This Matter \$10,222.00



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 31, 2019
Client No. 33094
Invoice No. 1810322

Orrick Contact: Martin B. Howard

FOR SERVICES RENDERED through June 30, 2019 in connection with
the matters described on the attached pages:

	\$	232,357.80
<i>LESS CLIENT DISCOUNT</i>		<i>(46,471.56)</i>
SUBTOTAL	\$	185,886.24
DISBURSEMENTS as per attached pages:		0.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	<u>185,886.24</u>

Matter(s): 33094/9 – Project Phoenix

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$175,995.88
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 33094/ Invoice: 1810322*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 33094/ Invoice: 1810322
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(904) 634-6350
Reference: 33094/ Invoice:
1810322*



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 31, 2019
Client No. 33094
Invoice No. 1810322

Orrick Contact: Martin B. Howard

For Legal Services Rendered Through June 30, 2019 in Connection With:

**Matter: 9 - Project Phoenix
PHASE DTCH – DITECH**

Task DTCH01 – General Negotiation and Strategy

06/03/19	J. Duff	Participate in conference call with Weil team regarding the Mortgage Servicing Rights Purchase Agreement and Mortgage Instrument and Delinquency Amounts Purchase Agreement (0.3); confer with M. Howard and A. Radisich regarding the same (0.2); review and reply to emails regarding open items to the Mortgage Servicing Rights Purchase Agreement and Mortgage Instrument and Delinquency Amounts Purchase Agreement (0.4).	0.90	557.28
06/05/19	J. Duff	Participate in conference call with potential bidder regarding the Asset Sale Agreement (0.1); participate in conference call with second potential bidder regarding the Asset Sale Agreement and general questions with respect to the Mortgage Servicing Rights Purchase Agreement (0.6).	0.70	433.44
06/06/19	J. Duff	Review and reply to emails from working group.	0.40	247.68
06/06/19	A. Radisich	Conference with Ditech and stalking horse regarding MIPA, MSRPA and ISA (0.8) and correspond regarding the same (0.2).	1.00	541.60
06/07/19	M. Howard	Discussions on pipeline loans.	0.50	396.00
06/09/19	J. Duff	Review and reply to emails from working group.	0.50	309.60
06/10/19	J. Duff	Participate in all-hands call reviewing outstanding items (1.0); confer with A. Radisich regarding updates regarded to the transaction documents (0.2); confer with M. Howard regarding the pipeline loans and prepare language for the APA (0.8).	2.00	1,238.40



Ditech Financial LLC - 33094
page 2

July 31, 2019
Invoice No. 1810322

06/10/19	M. Athaide	Review substitution provisions in Pooling and Servicing Agreements (1.8); locate missing agreements on EDGAR website (0.5).	2.30	1,227.28
06/10/19	M. Howard	Discussions with Ditech on MH letters.	1.00	792.00
06/10/19	M. Howard	Discussions with potential bidder on MH letters.	0.50	396.00
06/10/19	M. Howard	Discussions on pipeline loans.	0.50	396.00
06/10/19	A. Radisich	Attend all-hands call regarding closing of stalking horse bid (1.0) and correspond regarding the same (0.5).	1.50	812.40
06/11/19	M. Howard	Discussions with potential bidder on MH letters.	2.00	1,584.00
06/11/19	M. Howard	Discussions on pipeline loans.	1.00	792.00
06/12/19	M. Howard	Discussions with potential bidder and Ditech on MH letters.	1.50	1,188.00
06/12/19	M. Howard	Discussions on pipeline loans.	1.00	792.00
06/13/19	M. Howard	Teleconference with Ditech on open issues on documents.	2.00	1,584.00
06/13/19	M. Howard	Discussions with Ditech on MH letters (1.0); discussions with potential bidder regarding MH letters (0.8).	1.80	1,425.60
06/13/19	M. Howard	Discussions with Houlian Lokey, Kirkland, Weil, FTI Consulting and Ditech on open issues.	0.50	396.00
06/14/19	M. Howard	Discussions with potential bidder on MH side letters.	2.50	1,980.00
06/14/19	M. Howard	Discussions with Weil and Ditech on open issues.	1.00	792.00
06/15/19	M. Howard	Correspondence and discussions on side letters.	1.00	792.00
06/16/19	M. Howard	Correspondence and discussions on final drafts of documents.	1.00	792.00
06/17/19	M. Howard	Discussions on MH side letters.	0.50	396.00
06/24/19	S. Yue	Review PLS agreements for termination, modification and deficiency provisions (2.3) and attend to related conferences and correspondences (0.3).	2.60	1,643.20
06/24/19	M. Howard	Discussions with Weil on litigation.	0.50	396.00
06/24/19	N. Novak	Strategy conference with M. Howard and A. Radisich re needs of Weil litigation team.	0.40	264.32
06/24/19	A. Radisich	Conference with Weil team regarding potential litigation (0.5); conference with Orrick team regarding the same (0.4).	0.90	487.44
<i>DTCH01 – General Negotiation and Strategy Total</i>			32.00	22,652.24



Ditech Financial LLC - 33094
page 3

July 31, 2019
Invoice No. 1810322

Task DTCH02 – Discussions and negotiation with securitization trustees

06/10/19	A. Kasfy	Research and review servicing agreements regarding loan substitution requirements (3.0); prepare and review write up regarding the same for attorney review (2.0).	5.00	924.00
06/14/19	M. Howard	Discussions with securitization trustees.	0.50	396.00
06/14/19	A. Radisich	Conference with PLS trustees regarding stalking horse bid (0.8) and correspond regarding the same (0.2).	1.00	541.60
06/17/19	M. Howard	Discussions with securitization trustees.	1.00	792.00
06/17/19	A. Radisich	Conference with PLS Trustees, their counsel and M. Howard regarding MSRPA with potential bidder (1.0); correspond regarding questions from counsel to PLS trustee regarding deal list and related litigation (1.0).	2.00	1,083.20
06/18/19	A. Radisich	Review and reply to correspondence with counsel to PLS Trustees (0.5) and correspond with Ditech regarding the same (0.3).	0.80	433.28
06/18/19	M. Howard	Discussions on questions from securitization trustees.	1.50	1,188.00
06/19/19	A. Radisich	Conference with counsel to US Bank regarding APA and MSRPA with stalking horse (0.5); review questions counsel to PLS trustees (0.2) and prepare correspondence regarding the same (0.8); review and analyze Disclosure Schedule to APA and data tape from company regarding list of transferred contracts in connection with questions from counsel to PLS trustee (1.0) and correspond regarding the same (0.5); conference with A. Bauer regarding Disclosure Schedules to APA (0.3).	3.30	1,787.28
06/20/19	M. Howard	Discussions on schedules of servicing agreements for trustees.	2.00	1,584.00
06/21/19	A. Radisich	Conference with Ditech (0.4) and correspond with PLS trustees regarding Schedule of Servicing Agreements, deal lists and questions regarding pending litigation (1.6).	2.00	1,083.20
06/27/19	M. Sugarman	Telephone conference regarding analysis of deals with no assets outstanding (0.4) and review servicing agreements regarding termination provisions (0.3).	0.70	399.28
06/27/19	M. Howard	Discussions with securitization trustees and company on schedules.	3.00	2,376.00



Ditech Financial LLC - 33094
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July 31, 2019
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06/27/19	A. Radisich	Conference with PLS trustees regarding pending litigation (0.5) and conference (0.5) and correspond (0.5) with Ditech regarding the same; correspond regarding termination of PLS servicing agreements (0.3).	1.80	974.88
06/28/19	M. Sugarman	Telephone conferences regarding process for analyzing deals with no remaining active loans (0.5) and review servicing agreements regarding termination provisions (0.3).	0.80	456.32

DTCH02 – Discussions and negotiation with securitization trustees Total 25.40 14,019.04

Task DTCH03 – Negotiation and Drafting of Mortgage Servicing Rights Purchase Agreement

06/02/19	A. Radisich	Review and revise MSRPA with potential bidder.	0.80	433.28
06/02/19	A. Radisich	Review and reply to correspondence regarding litigation disclosure schedule to MSRPA with potential bidder.	1.00	541.60
06/03/19	M. Howard	Discussions on mortgage instrument purchase agreement.	1.50	1,188.00
06/03/19	M. Howard	Discussions on reps and funding mechanics with Ditech on mortgage servicing rights purchase agreement.	1.50	1,188.00
06/03/19	A. Radisich	Correspond regarding litigation schedule and required disclosures in MSRPA with stalking horse (1.2); conference with Weil regarding open items in MSRPA (0.4); review and analyze disclosure schedules and applicable reps and warranties in MRSRA and correspond regarding the same (1.0) and correspond (1.5) and conference with Ditech (0.5) regarding the same; review and revise stalking horse MSRPA (0.5).	5.10	2,762.16
06/04/19	J. Duff	Participate in conference call regarding representations and warranties to the Mortgage Servicing Rights Purchase Agreement ("MSRPA") (0.5); review emails regarding the revisions to the MSRPA and review revised MSRPA (0.3).	0.80	495.36
06/04/19	M. Howard	Discussions on custodial accounts under mortgage servicing rights purchase agreement.	1.00	792.00
06/04/19	M. Howard	Discussions with Ditech on loan level reps in mortgage servicing rights purchase agreement.	1.50	1,188.00



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06/04/19	A. Halvorsen	Compare and analyze MSRPA Schedule I against Ditech Deal Summary diligence to confirm final deal list (0.6); review previous correspondence from Ditech team regarding MSRPA Schedule I deal list (0.4); revise and analyze MSRPA Schedule I (1.0).	2.00	787.20
06/04/19	A. Radisich	Review and revise Schedule of Servicing Agreements for MSRPA (1.0) and correspond regarding the same (0.5); correspond regarding litigation schedule (0.5); conference with Ditech regarding disclosure schedules to MSRPA (1.0) and correspond regarding the same (1.0); review and revise stalking horse MSRPA (2.0) and correspond regarding the same (0.5).	6.50	3,520.40
06/05/19	M. Howard	Discussions with Ditech on loan level reps in mortgage servicing rights purchase agreement.	1.50	1,188.00
06/05/19	M. Howard	Discussions on mortgage servicing rights purchase agreement with potential bidders.	3.50	2,772.00
06/05/19	J. Duff	Confer with A. Radisich regarding open reps and warranties and disclosure items (0.3); review emails and spreadsheet and participate in conference call with internal Ditech team regarding certain assets to be governed by the Mortgage Servicing Rights Purchase Agreement and Mortgage Instrument and Delinquency Amounts Purchase Agreement (0.8); participate in conference call with Ditech team regarding the resolutions for NRZ outstanding issues to the MSRPA (0.5).	1.60	990.72
06/05/19	A. Halvorsen	Conference with A. Radisich regarding revisions to MSRPA reps and warranties (0.6); review and analyze Ditech Deal Summary diligence to confirm Servicing Agreements and related documents included in MSRPA Schedule I (0.7) and correspond with A. Radisich regarding the same (0.2).	1.50	590.40



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06/05/19	A. Radisich	Conference with HL and potential bidder regarding form MSRPA (0.6); conference with HL and potential bidder regarding form MSRPA (0.5); correspond regarding MSRPA with potential bidder (0.3); correspond regarding disclosure schedules to MSRPA with stalking horse (1.0) and conference with Ditech regarding the same (1.0); review and revise MSRPA with stalking horse (3.5) and correspond regarding the same (0.3); prepare and review issues list of open items (0.5).	7.70	4,170.32
06/06/19	M. Howard	Review revised mortgage servicing rights purchase agreement for potential bidder (0.4) and discussions regarding the same (0.6).	1.00	792.00
06/06/19	M. Howard	Review revised mortgage instrument purchase agreement for additional potential bidder (0.3) and discussions regarding the same (1.2).	1.50	1,188.00
06/06/19	M. Howard	Discussions with Ditech on loan level reps in mortgage servicing rights purchase agreement.	1.00	792.00
06/06/19	A. Radisich	Review and revise stalking horse MSRPA (3.5) and conference (1.5) and correspond regarding the same (1.0).	6.00	3,249.60
06/07/19	M. Howard	Discussions with potential bidder and Ditech on mortgage servicing rights purchase agreement (1.5), interim servicing agreement (0.5) and mortgage instrument purchase agreement (1.0).	3.00	2,376.00
06/07/19	M. Howard	Review revised mortgage servicing rights purchase agreement for potential bidder (0.4) and discussions regarding the same (1.1).	1.50	1,188.00
06/07/19	M. Howard	Review revised mortgage instrument purchase agreement for additional potential bidder (0.3) and discussions regarding the same (0.7).	1.00	792.00
06/07/19	M. Howard	Discussions with Ditech on schedules to mortgage servicing rights purchase agreement.	1.00	792.00
06/07/19	A. Kasfy	Revise and format stalking horse MSRPA in preparation for closing (2.0); process changes and prepare comments for attorney review (1.5).	3.50	646.80
06/07/19	A. Halvorsen	Review and revise Schedule I to MSRPA in preparation for closing (0.7); correspond regarding the same (0.2).	0.90	354.24
06/07/19	A. Radisich	Review and revise stalking horse MSRPA and disclosure schedules (6.5) and conference (0.8) and correspond regarding the same (0.7).	8.00	4,332.80



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06/08/19	M. Howard	Correspondence and discussions with bidder on recordation requirements, open issues and schedules to mortgage servicing rights purchase agreement.	2.00	1,584.00
06/08/19	J. Duff	Review comments from opposing counsel and review and revise Mortgage Servicing Rights Purchase Agreement.	0.10	61.92
06/09/19	M. Howard	Correspondence and discussions with bidder on recordation requirements, open issues and schedules to mortgage servicing rights purchase agreement.	1.80	1,425.60
06/09/19	M. Howard	Correspondence and discussions with bidder on open issues and schedules to mortgage instrument purchase agreement.	1.20	950.40
06/09/19	A. Radisich	Review and revise MSRPA, ISA and MIPA with NRZ (4.0) and conference (1.0) correspond (1.7) regarding the same.	6.70	3,628.72
06/10/19	J. Duff	Review and reply to emails from working group regarding updated versions of the transaction documents and comments thereto (0.5); review pooling and servicing agreements regarding manufactured housing contracts and certain contract seller substitution obligations (2.0).	2.50	1,548.00
06/10/19	M. Howard	Discussions with potential bidder and Ditech on mortgage servicing rights purchase agreement (0.4), interim servicing agreement (0.3) and mortgage instrument purchase agreement (0.3).	1.00	792.00
06/10/19	M. Howard	Review and discussions on revised mortgage instrument purchase agreement for potential bidder.	1.50	1,188.00
06/10/19	M. Howard	Discussions with Ditech on schedules to mortgage servicing rights purchase agreement.	1.00	792.00
06/10/19	M. Howard	Teleconference with all parties on open issues on stalking horse agreements.	1.00	792.00
06/10/19	A. Halvorsen	Review and analyze Servicing Agreements for substitution obligation (3.6); confer and correspond regarding the same (0.5).	4.10	1,613.76
06/10/19	A. Radisich	Prepare and review additional diligence of MH PLS deals regarding ongoing obligations (3.0) and correspond regarding the same (0.5); review and revise stalking horse MSRPA (3.6) and correspond regarding the same (0.4).	7.50	4,062.00



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06/11/19	M. Howard	Discussions with potential bidder and Ditech on mortgage servicing rights purchase agreement (0.5), interim servicing agreement (0.5) and mortgage instrument purchase agreement (0.5).	1.50	1,188.00
06/11/19	M. Howard	Review revised mortgage servicing rights purchase agreement for additional potential bidder (0.3) and discussions regarding the same (0.9).	1.70	1,346.40
06/11/19	M. Howard	Discussions with Ditech on schedules to mortgage servicing rights purchase agreement.	1.10	871.20
06/11/19	M. Howard	Teleconference with all parties on open issues on documents.	1.00	792.00
06/11/19	A. Halvorsen	Review and analyze PLS Servicing Agreement for substitution obligation and correspond regarding the same.	0.70	275.52
06/11/19	A. Radisich	Prepare and review proposed final draft of stalking horse MSRPA (2.0) and correspond regarding the same (0.5).	2.50	1,354.00
06/12/19	M. Howard	Discussions with potential bidder and Ditech on mortgage servicing rights purchase agreement (0.5), interim servicing agreement (0.3) and mortgage instrument purchase agreement (0.2).	1.00	792.00
06/12/19	M. Howard	Discussions on mortgage servicing rights purchase agreement for potential bidder (0.5); review revised mortgage instrument purchase agreement for additional potential bidder (0.2) and discussions regarding the same (0.3).	0.50	396.00
06/12/19	M. Howard	Discussions with Ditech on schedules to mortgage servicing rights purchase agreement.	0.50	396.00
06/12/19	M. Howard	Teleconference with all parties on open issues on documents.	1.00	792.00
06/12/19	A. Radisich	Conference regarding open items strategy for finalizing documents (1.0) and correspond regarding the same (0.5); review and analyze comments to MSRPA from potential bidder (0.7) and prepare comments to the same (0.6).	2.80	1,516.48
06/13/19	M. Howard	Discussions with potential bidder and Ditech on mortgage servicing rights purchase agreement (0.3), interim servicing agreement (0.5) and mortgage instrument purchase agreement (0.2).	1.00	792.00



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06/13/19	A. Radisich	Review and revise MSRPA with potential bidder regarding comments from potential bidder.	2.00	1,083.20
06/16/19	M. Howard	Teleconferences and correspondence on MH side letters.	1.50	1,188.00
06/17/19	A. Radisich	Prepare and review proposed final draft of MSRPA with potential bidder (1.0), conference with Weil (0.2) and correspond regarding the same (0.8).	2.00	1,083.20
06/19/19	M. Howard	Discussions with PLS trustees on mortgage servicing rights purchase agreement, pooling and servicing agreements.	2.00	1,584.00
06/20/19	M. Howard	Discussions on tax question in mortgage servicing rights purchase agreement.	1.00	792.00
06/20/19	A. Radisich	Prepare and review Issues List regarding comments from potential bidder to MSRPA (1.6) and correspond regarding the same (0.4).	2.00	1,083.20
06/25/19	A. Radisich	Review and analyze comments to MSRPA from potential bidder (0.5) and prepare and review issues list regarding the same (2.0); correspond with Ditech and tax counsel regarding tax issues related to MSRPA (0.8).	3.30	1,787.28
06/26/19	A. Radisich	Review and revise MSRPA with potential bidder (2.8); correspond with Ditech and PLS trustees regarding questions from PLS trustees regarding pending litigation (2.0).	4.80	2,599.68
06/27/19	A. Radisich	Review and revise MSRPA with potential bidder (2.6) and correspond regarding the same (1.2).	3.80	2,058.08
06/28/19	A. Radisich	Review and revise MSRPA with potential bidder (2.0) and correspond regarding the same (0.5).	2.50	1,354.00
<i>DTCH03 – Negotiation and Drafting of Mortgage Servicing Rights Purchase Agreement Total</i>			<i>136.50</i>	<i>82,673.52</i>
<i><u>Task DTCH04 – Negotiation and Drafting Interim Servicing Agreement (“ISA”)</u></i>				
06/02/19	A. Radisich	Review and revise ISA with potential bidder.	0.60	324.96
06/03/19	M. Howard	Discussions on interim servicing agreement.	1.50	1,188.00
06/03/19	A. Radisich	Review and revise ISA with stalking horse (1.3); review and analyze stalking horse comments to ISA (0.7) and correspond regarding the same (0.5).	2.50	1,354.00



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06/04/19	J. Duff	Participate in conference call regarding servicing advances and obligations under the Interim Servicing Agreement (0.4); Confer with M. Howard and A. Radisich regarding Mayer Brown's comments to the Interim Servicing Agreement (0.2).	0.60	371.52
06/04/19	M. Howard	Discussions on funding of advances under interim servicing agreement with potential bidder and Ditech.	1.00	792.00
06/04/19	M. Howard	Discussions with Ditech on comments to interim servicing agreement and mortgage instrument purchase agreement.	1.00	792.00
06/04/19	A. Radisich	Conference with Ditech and stalking horse regarding ISA (1.0); review and revise ISA (2.0) with stalking horse and correspond regarding the same (0.5).	3.50	1,895.60
06/05/19	M. Howard	Discussions on interim servicing agreement.	1.50	1,188.00
06/05/19	M. Howard	Discussions with Ditech on bidder open points in mortgage servicing rights purchase agreement, interim servicing agreement and mortgage instrument purchase agreement.	2.00	1,584.00
06/05/19	J. Duff	Participate in conference call with Ditech team regarding the resolutions for NRZ outstanding issues to the Interim Servicing Agreement (0.4).	0.40	247.68
06/05/19	A. Radisich	Conference with Ditech regarding open items (0.5); prepare and review issues list of open items (0.5).	1.00	541.60
06/06/19	M. Howard	Discussions with potential bidder and Ditech on mortgage servicing rights purchase agreement, interim servicing agreement and mortgage instrument purchase agreement.	1.00	792.00
06/06/19	M. Howard	Review revised interim servicing agreement for potential bidder (0.3) and discussions regarding the same (1.2).	1.50	1,188.00
06/06/19	A. Radisich	Review and revise stalking horse ISA (1.2) and conference (0.3) and correspond regarding the same (0.5).	2.00	1,083.20
06/07/19	M. Howard	Review revised interim servicing agreement for potential bidder (0.2) and discussions regarding the same (0.8).	1.00	792.00
06/07/19	A. Radisich	Review and revise stalking horse ISA (0.7) and conference (0.3) and correspond regarding the same (0.3).	1.30	704.08



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06/08/19	J. Duff	Review comments from opposing counsel and review and revise Interim Servicing Agreement.	0.10	61.92
06/09/19	M. Howard	Correspondence and discussions with bidder on open issues and schedules to interim servicing agreement.	1.50	1,188.00
06/10/19	M. Howard	Review revised interim servicing agreement for potential bidder (0.3) and discussions regarding the same (1.0).	1.30	1,029.60
06/10/19	A. Radisich	Review and revise stalking horse ISA (1.5) and conference (0.5) and correspond (0.5) regarding the same; review comments to Advance Funding mechanics in Exhibit A to ISA (0.3) and correspond regarding the same (0.2).	3.00	1,624.80
06/11/19	M. Howard	Review revised interim servicing agreement for potential bidder (0.3) and discussions regarding the same (0.7).	1.00	792.00
06/11/19	A. Radisich	Review and revise stalking horse ISA (1.0); review comments to Advance Funding mechanics in Exhibit A to ISA (1.0) and correspond regarding the same (0.5).	2.50	1,354.00
06/12/19	M. Howard	Discussions on revised interim servicing agreement for potential bidder.	0.50	396.00
06/17/19	A. Radisich	Prepare and review proposed final draft of ISA with potential bidder (0.5) and correspond regarding the same (0.2).	0.70	379.12
06/25/19	A. Radisich	Conference with Ditech regarding stalking horse ISA.	0.50	270.80
06/26/19	A. Radisich	Conference with Fannie Mae, Ditech and Weil regarding stalking horse ISA.	0.80	433.28
06/27/19	A. Radisich	Conference with Fannie and Ditech regarding stalking horse ISA (0.4) and conference with Ditech regarding the same (1.0).	1.40	758.24
06/28/19	A. Radisich	Conference with Ditech and Fannie regarding stalking horse ISA (0.3) and correspond regarding the same (0.5).	0.80	433.28
		<i>DTCH04 – Negotiation and Drafting Interim Servicing Agreement (“ISA”)</i>	<i>36.50</i>	<i>23,559.68</i>
		<i>Total</i>		
		<u><i>Task DTCH05 – Negotiation and Drafting Whole Loan Purchase Agreement</i></u>		
06/02/19	A. Radisich	Review and revise MIPA with potential bidder (0.6); correspond regarding revisions to MIPA (0.2).	0.80	433.28



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06/02/19	J. Duff	Review and reply to emails from A. Radisich regarding comments and questions from bankruptcy counsel regarding the Mortgage Instrument and Delinquency Amounts Purchase Agreement (0.3).	0.30	185.76
06/04/19	J. Duff	Confer with M. Howard and A. Radisich regarding Mayer Brown's comments to the Mortgage Instrument and Delinquency Amounts Purchase Agreement ("MIPA")(0.2); review and reply to correspondence regarding Mayer Brown comments to the MIPA (0.9); participate in conference call with Ditech team regarding Mayer Brown comments to the MIPA (0.7); confer with M. Howard and A. Radisich regarding the revisions needed to the MIPA (0.4) and review and revise the MIPA (1.0).	3.20	1,981.44
06/05/19	J. Duff	Review and revise the Mortgage Instrument Purchase Agreement ("MIPA") (0.2); review and reply to emails from working group regarding representations and schedules to the MIPA (0.3).	0.50	309.60
06/05/19	A. Radisich	Correspond with Ditech regarding disclosure schedules to MIPA with stalking horse (0.7); prepare and review issues list of open items (0.5).	1.20	649.92
06/06/19	J. Duff	Review and revise Mortgage Instrument Purchase Agreement ("MIPA") and prepare document for distribution (1.5); review emails from working group regarding comments to the MIPA (0.3); draft slide Board presentation (2.0).	3.80	2,352.96
06/06/19	A. Radisich	Review and revise stalking horse MIPA (1.0) and conference (0.5) and correspond regarding the same (0.5).	2.00	1,083.20
06/07/19	J. Duff	Review and reply to comments to the Mortgage Instrument Purchase Agreement ("MIPA") (0.6); review and revise the MIPA (0.2); confer with A. Radisich regarding MIPA revisions and documents distribution (0.3); review, revise and distribute Weil slides for transaction documents (0.6).	1.70	1,052.64



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06/08/19	J. Duff	Review and reply to emails from working group (0.2); review comments from opposing counsel and review and revise Whole Loan Purchase Agreement (0.2).	0.40	247.68
06/11/19	A. Radisich	Prepare and review proposed final draft of stalking horse MIPA (1.0) and correspond regarding the same (0.5).	1.50	812.40
06/13/19	J. Duff	Review and reply to emails from working group (0.2); review and comment on Board slides (0.4).	0.60	371.52
06/17/19	A. Radisich	Prepare and review proposed final draft of MIPA with potential bidder (0.5) and correspond regarding the same (0.3).	0.80	433.28
<i>DTCH05 – Negotiation and Drafting Whole Loan Purchase Agreement Total</i>			<i>16.80</i>	<i>9,913.68</i>
<u><i>Task DTCH06 – Comments and questions on Asset Purchase Agreement (“APA”)</i></u>				
06/01/19	A. Radisich	Review and revise language regarding GSE assets, MH Side Letters and insurance contracts for APA with potential bidder (2.0).	2.00	1,083.20
06/02/19	A. Radisich	Correspond regarding review of language with respect to GSE assets in APA with potential bidder.	0.40	216.64
06/04/19	A. Radisich	Correspond with Weil regarding life of loan insurance language in APA with stalking horse (0.7) and review APA regarding the same (0.3).	1.00	541.60
06/06/19	A. Radisich	Review and analyze stalking horse APA (1.0) and correspond with Weil regarding comments to the same (1.5).	2.50	1,354.00
06/07/19	A. Radisich	Review and analyze stalking horse APA (1.0) and correspond with Weil regarding comments to the same (0.5).	1.50	812.40
06/11/19	J. Duff	Review and reply to emails from H. Guthrie and working group regarding acquisition of the Pipeline Mortgage Loans (1.5).	1.50	928.80
06/12/19	J. Duff	Review revised Asset Purchase Agreement; confer with M. Howard and A. Radisich regarding revisions (0.3); review and reply to emails from H. Guthrie (0.6).	0.90	557.28
06/12/19	A. Radisich	Review and analyze language in stalking horse APA regarding MH letters and MSRPA (0.5) and correspond regarding the same (0.8).	1.30	704.08



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06/13/19	A. Radisich	Review slides for Board presentation regarding MSRPA, MIPA and ISA (0.5); conference (0.5) and correspond regarding MH side letters and corresponding language in APA (1.5); conference with HL, Kirkland, Weil, FTI and Ditech regarding open items and path to closing (0.5).	3.00	1,624.80
06/14/19	A. Radisich	Conference with J. Haas and J. Brown regarding MH Side Letters (1.5) and correspond regarding the same (0.5); conference with NRZ, Ditech and Weil regarding MH Side Letters (0.7) and correspond regarding the same (1.5); review comments to APA regarding MSRPA (2.0) and correspond regarding the same (0.5).	6.70	3,628.72
06/15/19	A. Radisich	Conference with Weil BK team regarding PLS side letters and related servicing agreements (0.3); conference with M. Howard regarding the same (0.8); compile servicing agreements related to PLS side letters (0.5) and review and analyze side letters and related servicing agreements and correspond regarding the same (1.2).	2.80	1,516.48
06/16/19	A. Radisich	Conference with Weil BK team regarding PLS side letters (0.5); conference with M. Howard regarding PLS side letters (0.4); review and analyze PLS side letters and related servicing agreements and correspond regarding the same (2.5).	3.40	1,841.44
06/21/19	S. Jackson	Review and respond to tax query on MSRs.	1.50	1,168.80
06/26/19	A. Radisich	Correspond with Weil, Ditech and tax counsel regarding tax issues surrounding sale of MSRs (1.0) and review APA and MSRPA regarding the same (0.6); conference with Weil regarding pending litigation (0.4).	2.00	1,083.20
06/27/19	A. Radisich	Correspond regarding tax issues surrounding sale of MSRs.	0.50	270.80
		<i>DTCH06 – Comments and questions on Asset Purchase Agreement (“APA”)</i>	<i>31.00</i>	<i>17,332.24</i>
		<i>Total</i>		



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Task DTCH08 – Negotiations with Potential Bidders

06/06/19	J. Duff	Participate in conference call with stalking horse regarding the Interim Servicing Agreement, Mortgage Rights Purchase Agreement, and Mortgage Instrument Purchase Agreement (0.6); confer with M. Howard regarding the same (0.2).	0.80	495.36
06/26/19	M. Howard	Discussions on comments from potential bidder on MSRPA.	1.00	792.00
06/28/19	M. Howard	Discussions on agreement with potential bidder.	1.50	1,188.00
<i>DTCH08 – Negotiations with Potential Bidders Total</i>			<i>3.30</i>	<i>2,475.36</i>

Task DTCH09 – Ordinary Course Advice related to securitizations and loan servicing.

06/03/19	T. Mitchell	Attention to mortgagor inquiries.	0.30	258.48
06/05/19	M. Howard	Discussions on pipeline loans.	1.00	792.00
06/06/19	M. Howard	Discussions on pipeline loans.	1.50	1,188.00
06/17/19	T. Mitchell	Responses to mortgagor inquiries.	0.30	258.48
06/18/19	M. Howard	Correspondence regarding pooling and servicing agreement transfers.	1.00	792.00
06/21/19	M. Howard	Discussions on termination of pooling and servicing agreement with no remaining contracts.	1.50	1,188.00
06/24/19	M. Howard	Discussions with trustee's counsel on dormant pooling and servicing agreement with no remaining active loans.	2.50	1,980.00
06/24/19	S. Jackson	Telephone conference with M. Howard to discuss contract rejection.	0.30	233.76
06/25/19	M. Howard	Discussions subservicing contracts.	2.00	1,584.00
06/25/19	M. Howard	Discussions with Weil on litigation.	1.00	792.00
06/26/19	M. Howard	Discussions on subservicing contracts.	2.00	1,584.00
06/27/19	S. Jackson	Review email to client regarding tax treatment of MSRs.	0.30	233.76
06/27/19	M. Howard	Discussions on Fannie Mae agreements.	1.00	792.00
06/28/19	M. Howard	Discussions with Fannie Mae on servicing.	1.00	792.00
06/28/19	M. Howard	Discussions on Fannie Mae on agreements.	1.00	792.00
<i>DTCH09 – Ordinary Course Advice related to securitizations and loan servicing. Total</i>			<i>16.70</i>	<i>13,260.48</i>

PHASE DTCH – DITECH TOTAL **298.20** **185,886.24**

Total Hours 298.20
Total For Services \$185,886.24



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Task Code	Description	Hours	Billed Amount
PHASE DTCH – DITECH			
DTCH01	General Negotiation and Strategy	32.00	22,652.24
DTCH02	Discussions and negotiation with securitization trustees	25.40	14,019.04
DTCH03	Negotiation and Drafting of Mortgage Servicing Rights Purchase Agreement	136.50	82,673.52
DTCH04	Negotiation and Drafting Interim Servicing Agreement (“ISA”)	36.50	23,559.68
DTCH05	Negotiation and Drafting Whole Loan Purchase Agreement	16.80	9,913.68
DTCH06	Comments and questions on Asset Purchase Agreement (“APA”)	31.00	17,332.24
DTCH08	Negotiations with Potential Bidders	3.30	2,475.36
DTCH09	Ordinary Course Advice related to securitizations and loan servicing.	16.70	13,260.48
PHASE DTCH – DITECH TOTALS		298.20	185,886.24
Totals		298.20	\$185,886.24

Timekeeper Summary	Hours	Rate	Amount
Thomas C. Mitchell	0.60	1,077.00	646.20
Martin B. Howard	103.40	990.00	102,366.00
Stephen J. Jackson	2.10	974.00	2,045.40
Nathan J. Novak	0.40	826.00	330.40
SueAnn Yue	2.60	790.00	2,054.00
James B. Duff	24.30	774.00	18,808.20
Michael H. Sugarman	1.50	713.00	1,069.50
Alexander P. Radisich	143.30	677.00	97,014.10
Marie J. Athaide	2.30	667.00	1,534.10
Ashley Halvorsen	9.20	492.00	4,526.40
Ahmad M. Kasfy	8.50	231.00	1,963.50
Total All Timekeepers	298.20		\$232,357.80

Total For This Matter

\$185,886.24



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 31, 2019
Client No. 33094
Invoice No. 1809892

Orrick Contact: Martin B. Howard

FOR SERVICES RENDERED through June 30, 2019 in connection with the matters described on the attached pages:	\$	2,164.80
<i>LESS CLIENT DISCOUNT</i>		<i>(432.96)</i>
SUBTOTAL	\$	1,731.84
DISBURSEMENTS as per attached pages:		321.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	2,052.84

Matter(s): 33094/13 – Compensation

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$7,865.92
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 33094/ Invoice: 1809892*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 33094/ Invoice: 1809892
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(904) 634-6350
Reference: 33094/ Invoice:
1809892*



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 31, 2019
Client No. 33094
Invoice No. 1809892

Orrick Contact: Martin B. Howard

For Legal Services Rendered Through June 30, 2019 in Connection With:

Matter: 13 - Compensation

06/12/19	A. Halvorsen	Review and revise prebills (2.0); review previously filed fee statement (0.5); correspond regarding meal and travel expenses in connection with Orrick fee statement (0.5).	3.00
06/17/19	A. Halvorsen	Review and revise May invoice (1.2) and confer with A. Radisich regarding the same (0.2).	1.40
		Total Hours	4.40
		Total For Services	\$2,164.80
		<i>Less 20.0 % Discount</i>	<i>(432.96)</i>
		Total Fees	4.40 \$1,731.84

Timekeeper Summary

	Hours	Rate	Amount
Ashley Halvorsen	4.40	492.00	2,164.80
Total All Timekeepers	4.40		\$2,164.80

Disbursements

Express Delivery	321.00	
Total Disbursements		\$321.00

Total For This Matter \$2,052.84



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 19, 2019
Client No. 33094
Invoice No. 1809190

Orrick Contact: Martin B. Howard

FOR SERVICES RENDERED through June 30, 2019 in connection with
the matters described on the attached pages:

	\$	6,460.50
<i>LESS CLIENT DISCOUNT</i>		<i>(1,292.10)</i>
SUBTOTAL	\$	5,168.40
DISBURSEMENTS as per attached pages:		37.00
TOTAL CURRENT FEES & DISBURSEMENTS (Pay this Amount):	\$	5,205.40

Matter(s): 33094/14 – Retention

DUE UPON RECEIPT

The following is for information only:
Previous Balance not included in this invoice:
\$5,318.40
If this amount has already been paid, please disregard.

In order to ensure proper credit to your account,
please reference your **INVOICE** and **CLIENT** numbers on your remittance.
For inquiries, call: (304) 231-2704. Fax (304) 231-2501.

REMITTANCE COPY - PLEASE RETURN WITH PAYMENT

REMITTANCE ADDRESS:

*Orrick, Herrington & Sutcliffe LLP
Lockbox #774619
4619 Solutions Center
Chicago, IL 60677-4006
Reference: 33094/ Invoice: 1809190*

**ELECTRONIC FUNDS
TRANSFERS:**

ACH & Wire Transfers:
ABA Number 121000248
SWIFT CODE: WFBIUS6S
Account Number: 4123701088
Wells Fargo
420 Montgomery Street
San Francisco, CA 94104
Account of
Orrick, Herrington & Sutcliffe LLP
Reference: 33094/ Invoice: 1809190
E.I.N. 94-2952627

OVERNIGHT DELIVERY:

*Orrick, Herrington & Sutcliffe LLP
c/o Wells Fargo
Attn: Lockbox #774619
350 East Devon Avenue
Itasca, IL 60143
(904) 634-6350
Reference: 33094/ Invoice:
1809190*



Ditech Financial LLC
1100 Landmark Towers
345 St. Peter Street
Saint Paul, MN 55102
Attn: John Hromy

July 19, 2019
Client No. 33094
Invoice No. 1809190

Orrick Contact: Martin B. Howard

For Legal Services Rendered Through June 30, 2019 in Connection With:

Matter: 14 - Retention

06/03/19	A. Halvorsen	Conference with M. Howard and A. Radisich regarding fee application and May prebills (0.2); correspond to obtain copies of prebills across all Ditech matters (0.3).	0.50
06/03/19	M. Howard	Review of fee application and 327(e) application.	0.50
06/04/19	M. Howard	Discussions on 327(e) application.	0.50
06/05/19	D. Felder	Review Orrick's 327(e) application (.3); emails with Weil team regarding same (.2); review issues regarding M. Howard disclosure (1.0).	1.50
06/05/19	M. Howard	Discussions 327(e) application.	0.50
06/06/19	D. Felder	Review issues for M. Howard declaration; emails and telephone conferences with A. Gupta (Weil) and M. Howard regarding same.	1.50
06/06/19	M. Howard	Discussions 327(e) application.	0.50
06/17/19	D. Felder	Prepare monthly fee application as ordinary course counsel for May 1-16.	1.00
06/19/19	D. Felder	Finalize Orrick's second monthly fee application as ordinary course counsel (.3); email to e-filing team for filing of same and service (.1).	0.40
06/20/19	M. Howard	Teleconference with BK court on retention application.	0.50
06/26/19	D. Felder	Email to A. Gupta (Weil) regarding status of order approving Orrick's retention and emails with M. Howard regarding same.	0.10

Total Hours	7.50	
Total For Services		\$6,460.50
Less 20.0 % Discount		(1,292.10)
Total Fees	7.50	\$5,168.40



Ditech Financial LLC - 33094
page 2

July 19, 2019
Invoice No. 1809190

Timekeeper Summary	Hours	Rate	Amount
Martin B. Howard	2.50	990.00	2,475.00
Debra L. Felder	4.50	831.00	3,739.50
Ashley Halvorsen	0.50	492.00	246.00
Total All Timekeepers	7.50		\$6,460.50

Disbursements

CourtCall Charges

37.00

Total Disbursements

\$37.00

Total For This Matter

\$5,205.40