

**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)
	:	Related Docket No. 1278
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**STIPULATION, AGREEMENT AND ORDER BETWEEN DEBTORS AND GVI-I
TAMPA OFFICE OWNER, LLC FURTHER EXTENDING THE TIME TO
ASSUME OR REJECT LEASE OF NONRESIDENTIAL REAL PROPERTY**

This stipulation, agreement and order (the “**Stipulation**”) is entered into by and between DITECH FINANCIAL LLC (“**Debtor**”), as debtor and debtor-in-possession in the above captioned chapter 11 cases and GVI-IP TAMPA OFFICE OWNER, LLC (the “**Landlord**”). The Debtor and the Landlord are collectively referred to in this Stipulation as the “**Parties**” and each as a “**Party**.” The Parties hereby stipulate and agree and follows:

RECITALS

A. On February 11, 2019 (the “**Commencement Date**”), the Debtor and certain of its affiliates (collectively, the “**Chapter 11 Entities**”) commenced with this Court voluntary cases under chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) in the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). The

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.

Chapter 11 Entities are continuing to operate their business and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code.

B. As of the Commencement Date, the Debtor is a lessee under an unexpired nonresidential real property lease, dated February 1, 2014 (together with any amendments, modifications, renewals and guaranties, the “**Lease**”), for the premises located at 3000 Bayport Drive, Tampa, Florida 33607.

C. By order dated April 23, 2019, pursuant to section 365(d)(4) of the Bankruptcy Code, the Bankruptcy Court extended the period within which the Chapter 11 Entities may assume or reject unexpired leases of nonresidential real property through and including the earlier of September 9, 2019 and the entry of an order confirming a chapter 11 plan for the applicable Debtor (the “**Assumption/Rejection Period**”) (ECF No. 451).

D. Pursuant to section 365(d)(4)(B)(ii) of the Bankruptcy Code, the Parties hereby agree to a further extension of the Assumption/Rejection Period for the Lease.

NOW, THEREFORE, UPON THE FOREGOING RECITALS, WHICH ARE INCORPORATED AS THOUGH FULLY SET FORTH HEREIN, IT IS HEREBY STIPULATED AND AGREED, BY AND BETWEEN THE PARTIES, THROUGH THEIR RESPECTIVE UNDERSIGNED COUNSEL AND, UPON COURT APPROVAL HEREOF, IT IS ORDERED THAT:

1. Pursuant to section 365(d)(4)(B)(ii) of the Bankruptcy Code, the time period within which the Debtor may assume or reject the Lease is extended through and including the earlier of (a) November 30, 2019 and (b) the entry of an order confirming a chapter 11 plan for the Debtor.

2. Each person who executes this Stipulation on behalf of a Party hereto represents that he is duly authorized to execute this Stipulation on behalf of such Party and that each such Party has full knowledge of, and has consented to, this Stipulation and Order.

3. Each Party hereto represents that such Party has had the opportunity to obtain the advice of counsel in connection with this Stipulation and Order.

4. This Stipulation may be executed in multiple counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

5. This Stipulation is subject to approval of the Court, but shall be effective as of the date it is executed by the Parties.

6. This Stipulation may not be amended or modified without the written consent of the Parties.

7. This Stipulation and all of the provisions hereof shall be binding upon, and inure to the benefit of, the Parties hereto and their respective successors and assigns.

8. This Stipulation shall be governed by, and construed in accordance with, the laws of the State of New York, except to the extent that the Bankruptcy Code applies, without regard to principles of conflicts of law that would require the application of laws of another jurisdiction. The Bankruptcy Court shall retain jurisdiction to resolve any disputes or controversies arising from this Stipulation.

[Signature Page Follows]

DITECH HOLDING CORPORATION

GVI-IP TAMPA OFFICE OWNER, LLC

/s/ Sunny Singh

WEIL, GOTSHAL & MANGES LLP

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New York, New York 10153

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Ray C. Schrock, P.C.

Sunny Singh

/s/ Steve Benos

Name: Steve Benos

Title: Vice President

Authorized Attorney for the Debtors

SO ORDERED this 30th day of September, 2019

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

THE HONORABLE JAMES L. GARRITY, JR.

UNITED STATES BANKRUPTCY JUDGE