

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(Baltimore Division)**

In re:)	
)	Chapter 11
)	
TMST, INC., f/k/a)	Case Nos. 09-17787 (NVA)
THORNBURG MORTGAGE, INC., <i>et al.</i> , ¹)	09-17790 through 17792 (NVA)
)	
Debtors.)	(Jointly Administered)
)	

NOTICE OF PROPOSED DISTRIBUTION

TO ALL PARTIES IN INTEREST:

PLEASE TAKE NOTICE that Joel I. Sher, Plan Administrator for *TMST, Inc., et al.* (the “Plan Administrator”), pursuant to the terms of the Chapter 11 Trustee’s First Amended Joint Chapter 11 Plan of Liquidation Of (i) TMST, Inc., f/k/a Thornburg Mortgage, Inc.; (ii) TMST Home Loans, Inc., f/k/a Thornburg Mortgage Home Loans, Inc., (iii) TMST Acquisition Subsidiary, Inc., f/k/a Thornburg Acquisition Subsidiary, Inc. and (iv) TMST Hedging Strategies, Inc., f/k/a Thornburg Mortgage Hedging Strategies, Inc. (the “Plan”) [ECF No. 3340; July 27, 2022], will make the first Distribution² as set forth on **Exhibit A**, attached hereto.

NOTICE IS FURTHER GIVEN, that pursuant to section 5.07 of the Plan, the Plan Administrator has determined and funded the Effective Date Reserves as follows:

1. The Disputed Claim Reserve in the amount of \$1,000,000.00;
2. The Professional Fee Claim Reserve in the amount of \$2,500,000.00; and
3. The Wind Down Reserve in the amount of \$1,000,000.00.

NOTICE IS FURTHER GIVEN that objections to this Proposed Distribution, if any, must be filed within twenty-one (21) days of the date of this Notice with the Clerk, United States Bankruptcy Court for the District of Maryland, 101 West Lombard Street, 8th Floor, Baltimore, Maryland 21201. A copy of any objection must be served on the undersigned. If no objections are timely filed, the Plan Administrator will make the first Distribution as set forth on **Exhibit A** without further notice.

¹ The Debtors in these jointly administered Chapter 11 cases are: (i) TMST, Inc., f/k/a Thornburg Mortgage, Inc., (Case No. 09-17787); (ii) TMST Acquisition Subsidiary, Inc., f/k/a Thornburg Acquisition Subsidiary, Inc. (Case No. 09-17790); (iii) TMST Home Loans, Inc., f/k/a Thornburg Mortgage Home Loans, Inc. (Case No. 09-17791); and (iv) TMST Hedging Strategies, Inc., f/k/a Thornburg Mortgage Hedging Strategies, Inc (Case No. 09-17792).

² Capitalized terms not defined herein shall have the meaning ascribed in the Plan, as applicable.

Parties-in-interest desiring further information should contact the undersigned.

Dated: November 8, 2022

/s/ Joel I. Sher

Joel I. Sher, Bar No. 00719
Richard M. Goldberg, Bar No. 07994
Daniel J. Zeller, Bar No. 28107
Anastasia L. McCusker, Bar No. 29533
SHAPIRO SHER GUINOT & SANDLER
250 W. Pratt Street, Suite 2000
Baltimore, Maryland 21201
Tel: 410-385-4277
Fax: 410-539-7611
Email: jis@shapirosher.com
rmg@shapirosher.com
djz@shapirosher.com
alm@shapirosher.com

*Counsel for Joel I. Sher, Plan Administrator
for TMST, Inc., et. al.*

CERTIFICATE OF SERVICE

I HEREBY CERTIFY that on the 8th day of November, 2022, I reviewed the Court's CM/ECF system and it reports that an electronic copy of the *Notice of Proposed Distribution* will be served electronically by the Court's CM/ECF system on the following:

- **Edith K. Altice** ealtice@saul.com
- **Joel S. Aronson** jsaronson@ridberglaw.com
- **George J. Bachrach** gbachrach@wcslaw.com, whopkins@wcslaw.com
- **Herbert Baer** hbaer@epiqsystems.com
- **Michael J Baratz** mbaratz@steptoe.com, dfrench@steptoe.com
- **Hugh M. (UST) Bernstein** hugh.m.bernstein@usdoj.gov
- **Hugh M. (UST) Bernstein** hugh.m.bernstein@usdoj.gov
- **Abigail Bortnick** Abortnick@kslaw.com
- **Joshua D. Bradley** jbradley@rosenbergmartin.com, smdenson@rosenbergmartin.com
- **Erin N Brady** erin.brady@hoganlovells.com, scollymore@jonesday.com
- **Erin N Brady** enbrady@jonesday.com, scollymore@jonesday.com
- **Todd Michael Brooks** tbrooks@wtplaw.com, rodome@wtplaw.com
- **Kristine D Brown** LOGSECF@logs.com
- **John F. Carlton** jcarlton@wtplaw.com
- **Frederick W. H. Carter** fwhcarter@venable.com, dllewellyn@venable.com; dmdierdorff@venable.com
- **Frederick W. H. Carter** fwhcarter@venable.com, dllewellyn@venable.com; dmdierdorff@venable.com
- **Dale Kerbin Cathell** dale.cathell@dlapiper.com
- **Lawrence Coppel** lawrencecoppel@gmail.com
- **Richard L. Costella** rcostella@tydings.com, jmurphy@tydings.com
- **Jeff Coviello** jcoviello@wmd-law.com
- **Gregory Cross** gacross@venable.com
- **Gregory Cross** gacross@venable.com
- **Israel Dahan** idahan@kslaw.com, jcmccullough@kslaw.com
- **Steven K Davidson** sdavidson@steptoe.com
- **Deborah H. Devan** deborahdevan@verizon.net
- **Sara Faber** sfaber@steptoe.com
- **Justin Philip Fasano** jfasano@mhlawyers.com, jfasano@ecf.courtdrive.com; dmoorehead@mhlawyers.com; tmackey@mhlawyers.com; hleaphart@mhlawyers.com; mtaylor@mhlawyers.com; Fasano.JustinR92003@notify.bestcase.com
- **Joseph F Fiorill** joseph.fiorill@katten.com, ecfdocket@kattenlaw.com
- **Thomas J Francella** tfrancella@wtplaw.com
- **Stephen K. Gallagher** skgallagher@venable.com, lbwilson@venable.com
- **Richard Marc Goldberg** rmg@shapirosher.com, ejd@shapirosher.com; ens@shapirosher.com
- **Charles R. Goldstein** trustee@3cubed-as.com, MD13@ecfcbis.com

- **Gary R. Greenblatt** grg@cooncolelaw.com, cmhare@mehl-green.com;cmh@cooncolelaw.com;mes@cooncolelaw.com;grgreen@mehl-green.com
- **Alan M. Grochal** agrochal@tydingslaw.com, jmurphy@tydingslaw.com
- **Daniel Zev Herbst** dherbst@reedsmith.com, slauritzen@reedsmith.com;jangelo@reedsmith.com;lsizemore@reedsmith.com
- **David A. Hickerson** dhickerson@foley.com, sfredericksen@foley.com;david-hickerson-7453@ecf.pacerpro.com
- **Patricia B. Jefferson** pjefferson@milesstockbridge.com
- **Thomas Jonathan Kokolis** tkokolis@pskfirm.com
- **Richard M. Kremen** richard.kremen@dlapiper.com, bill.countryman@dlapiper.com
- **Joyce A. Kuhns** jkuhns@offitkurman.com
- **Alan Carl Lazerow** Alan.Lazerow@usdoj.gov, Colleen.Nardi@usdoj.gov
- **Gary H. Leibowitz** gleibowitz@coleschotz.com, pratkowiak@coleschotz.com;bankruptcy@coleschotz.com;lmorton@coleschotz.com
- **John Joseph Leidig** jjl@shapirosher.com, b4ustart@aol.com;ejd@shapirosher.com;lmt@shapirosher.com
- **Matthew G. Lindenbaum** matthew.lindenbaum@nelsonmullins.com
- **Michelle McGeogh** mcgeoghm@ballardspahr.com, stammerk@ballardspahr.com;cromartie@ballardspahr.com;bktdocketeast@ballardspahr.com
- **Valerie P. Morrison** val.morrison@nelsonmullins.com, robert.ours@nelsonmullins.com;Dylan.trache@nelsonmullins.com;Jason.gold@nelsonmullins.com
- **David S. Musgrave** dmusgrave@gfrlaw.com, tleonard@gfrlaw.com
- **Eric S Namrow** enamrow@omm.com, rvespremi@omm.com,litigationcalendar@omm.com
- **Mark A. (UST) Neal** mark.a.neal@usdoj.gov
- **James C. Olson** jolson@jamesolsonattorney.com, G27108@notify.cincompass.com
- **David Kendall Roberts** droberts2@omm.com, arivner@omm.com
- **Samuel Rosenthal** srosenthal@pattonboggs.com, msalzberg@pattonboggs.com
- **Todd David Ross** toross@wcsr.com, rberberich@wcsr.com
- **Steven M. Sakamoto-Wengel** stevesw@oag.state.md.us
- **Joseph Michael Selba** JSelba@tydingslaw.com, jselba@tydings.com
- **Randolph Stuart Sergent** rlwasserman@venable.com
- **Dennis J. Shaffer** dshaffer@wtplaw.com, kmccruden@wtplaw.com;pbowling@wtplaw.com
- **Sumeet Sharma** ssharma@nixonpeabody.com, bos.managing.clerk@nixonpeabody.com;tfedor@nixonpeabody.com
- **Sumeet Sharma** ssharma@nixonpeabody.com, bos.managing.clerk@nixonpeabody.com;tfedor@nixonpeabody.com
- **Sumeet Sharma** ssharma@nixonpeabody.com, eenchill@nixonpeabody.com,was.managing.clerk@nixonpeabody.com,lcurry@nixonpeabody.com
- **Joel I. Sher** jis@shapirosher.com, ejd@shapirosher.com
- **Joel I. Sher** jistrustee@shapirosher.com, jsheer@ecf.epiqsystems.com
- **Lori S. Simpson** lsimpson@lsimpsonlaw.com

- **Bennett L Spiegel** bennett.spiegel@hoganlovells.com
- **Matthew G. Summers** summersm@ballardspahr.com, branchd@ballardspahr.com; heilmanl@ballardspahr.com; mcgeoghm@ballardspahr.com; ambroses@ballardspahr.com; buhrmank@ballardspahr.com; roglennl@ballardspahr.com; zarnighiann@ballardspahr.com; carolod@ballardspahr.com
- **Matthew G. Summers** summersm@ballardspahr.com, branchd@ballardspahr.com; heilmanl@ballardspahr.com; mcgeoghm@ballardspahr.com; ambroses@ballardspahr.com; buhrmank@ballardspahr.com; roglennl@ballardspahr.com; zarnighiann@ballardspahr.com; carolod@ballardspahr.com
- **Bradley J. Swallow** bswallow@fblaw.com, bswallow@fblaw.com
- **Angela Swenson** aswenson@nmag.gov
- **S Jason Teele** steele@cullenanddykman.com
- **John H. Thompson** jthompson@mcguirewoods.com
- **Paige B Tinkham** paige.tinkham@blankrome.com, gfaulkner@blankrome.com; docketing@blankrome.com
- **US Trustee - Baltimore** USTPRegion04.BA.ECF@USDOJ.GOV
- **James Patrick Ulwick** julwick@kg-law.com, tlewis@kg-law.com
- **Gerard R. Vetter** gerard.r.vetter@usdoj.gov
- **Rohan Virginkar** lrich@foley.com
- **Richard Wasserman** rwasserman@wilsav.com
- **Mark L. D. Wawro** mwawro@susmangodfrey.com, kdavis@susmangodfrey.com
- **Thaddeus D. Wilson** thadwilson@kslaw.com
- **Joseph F. Yenouskas** jyenouskas@goodwinprocter.com
- **Daniel Joseph Zeller** djz@shapirosher.com, ejd@shapirosher.com

/s/ Joel I. Sher

Joel I. Sher

Exhibit A

INITIAL DISTRIBUTION AMOUNTS

Claim No.	Claimant Name	Claim Amount	Initial Distribution Amount	Explanation
CLASS 2a / SENIOR NOTEHOLDER CLAIMS AGAINST ALL DEBTORS				
183-184, 187-188	DEUTSCHE BANK TRUST COMPANY AMERICAS	\$304,742,654.67	\$74,058,888.62	
CLASS 2b / SENIOR SUBORDINATED NOTEHOLDER CLAIMS AGAINST ALL DEBTORS				
918, 930-931, 934	WILMINGTON TRUST CO. AS TTE FOR SR. SUB	\$1,335,380,391.06	\$0.00	
CLASS 2c / JUNIOR NOTEHOLDER CLAIMS AGAINST TMST AND TMHL				
618-619	WELLS FARGO BANK, N.A.	\$244,529,398.62	\$0.00	
CLASS 3a / UNSECURED CLAIMS AGAINST TMST				
732	A.G. EDWARDS & SONS, et al.	\$48,102.39	\$0.00	Pending objection
342	AMERICAN STOCK TRANSFER & TRUST	\$2,197.26	\$533.98	
24	ATKINSON, THAL & BAKER, P.C.	\$15,233.14	\$3,701.97	
48	BLOOMBERG LP	\$2,158.76	\$0.00	Pending objection
70	BLOOMBERG LP	\$1,079.38	\$262.31	
756	BOWNE OF DALLAS, LP	\$4,062.64	\$0.00	Pending objection
SCH F	BUSINESS WIRE	\$665.00	\$161.61	
28	CLICKSQUARED, INC.	\$3,600.00	\$874.88	
343	DATAQUICK INFORMATION SYSTEMS, INC.	\$2,500.00	\$607.55	
290	DELL, INC.	\$8,068.06	\$0.00	Pending objection
1090	DEPARTMENT OF THE TREASURY - IRS	\$4,131.20	\$1,003.97	Consent Order ECF No. 3287
SCH F	DEPOSITORY TRUST & CLEARING CORPORATION	\$600.00	\$145.81	
864	DEUTSCHE BANK NATIONAL TRUST COMPANY	\$0.00	\$0.00	Order ECF No. 3536
66	DUN & BRADSTREET	\$7,910.85	\$1,922.50	
508	ELDORADO HOTEL	\$1,140.88	\$0.00	Pending objection
1042	ELDORADO HOTEL	\$462.81	\$112.47	
SCH F	FED EX	\$69.20	\$16.82	< \$50; no check will issue without request
991	FEDEX CUSTOMER INFORMATION SERVICE	\$3,946.51	\$959.09	
748	FISERV SOLUTIONS INC	\$160,840.08	\$39,087.53	
SCH F	FIVE 9, INC.	\$533.30	\$129.60	
609	FRIEDMAN, BILLINGS, RAMSEY & CO., INC.	\$403,102.03	\$0.00	Pending objection
172	GA KRAUT COMPANY INC	\$18,750.00	\$0.00	Pending objection
49	GARTNER INC.	\$4,025.00	\$0.00	Pending objection
1102	GEO LEARNING, INC.	\$21,612.60	\$0.00	Pending objection
682	INTEX SOLUTIONS, INC	\$15,450.00	\$3,754.68	
SCH F	KATTEN MUCHIN ROSENMAN LLP	\$5,079.40	\$1,234.40	
68	KNOWLEDGEADVISORS, INC.	\$24,840.00	\$0.00	Pending objection
446	KROLL FACTUAL DATA	\$3,333.99	\$0.00	Pending objection
674	LEXINGTON INSURANCE COMPANY ET AL	\$0.00	\$0.00	
673	MOODY'S INVESTORS SERVICE	\$3,500.00	\$850.57	
987	NEVADA DEPARTMENT OF TAXATION	\$135.28	\$32.88	< \$50; no check will issue without request
617	OVERLAND BORENSTEIN SCHEPER & KIM LLP	\$25,000.00	\$6,075.53	
352	QWEST COMMUNICATIONS COMPANY, LLC	\$27,970.70	\$0.00	Pending objection
351	QWEST CORPORATION	\$1,691.88	\$0.00	Pending objection
SCH F	R&R DONNELLEY RECEIVABLES, INC.	\$1,554.00	\$377.65	
SCH F	RICHARDS, LAYTON & FINGER, PA	\$1,175.88	\$285.76	
SCH F	RODEY, DICKASON, SLOAN, AKIN & ROBB, PA	\$2,613.37	\$635.10	
SCH F	RUBIN KATZ LAW FIRM	\$1,649.25	\$400.80	
55	SQUIRES & COMPANY	\$135.66	\$0.00	Pending objection
448	SQUIRES & COMPANY	\$135.66	\$32.97	< \$50; no check will issue without request
SCH F	THE CARLISLE GROUP, INC.	\$15,000.00	\$3,645.32	
SCH F	THOMAS F. COOLEY	\$872.19	\$211.96	
194	THOMPSON, HICKEY, CUNNINGHAM, CLOW	\$6,302.66	\$0.00	Pending objection
195	THOMPSON, HICKEY, CUNNINGHAM, CLOW	\$6,302.66	\$1,531.68	
SCH F	THORNBURG INVESTMENT MANAGEMENT	\$111.58	\$27.12	< \$50; no check will issue without request
665	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
666	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
667	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
668	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
669	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
670	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
671	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
672	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
1033	WALKER, JOSEPH E.	\$3,500.00	\$0.00	Pending objection
1115	WELLS FARGO SECURITIES et al.	\$338,122.82	\$0.00	Pending objection
SCH F	WEST LB SECURITIES	\$23,346.83	\$5,673.77	
938	WOLFE & WYMAN LLP	\$1,520.00	\$0.00	Pending objection
159	WORLDWIDE EXPRESS	\$0.00	\$0.00	Pending objection

INITIAL DISTRIBUTION AMOUNTS

Claim No.	Claimant Name	Claim Amount	Initial Distribution Amount	Explanation
CLASS 3b / UNSECURED CLAIMS AGAINST TMHL				
SCH F	AT&T MOBILITY	\$3,739.18	\$908.70	
1088	BANC OF AMERICA SECURITIES LLC	\$89,617.16	\$0.00	Pending objection
SCH F	BLANK ROME LLP	\$1,662.00	\$403.90	
SCH F	CHASE LEAVITT, TRUSTEE	\$500.00	\$121.51	
1073	CONNECTICUT DEPARTMENT OF REVENUE SVCS	\$50.00	\$12.15	< \$50; no check will issue without request
230	CORPORATE OFFICE CENTERS	\$1,908.16	\$463.72	
805	COUNTRYWIDE HOME LOANS, INC.	\$0.00	\$0.00	
SCH F	DB TRUST CO. AMERICAS	\$432.00	\$104.99	
1123	DEPARTMENT OF THE TREASURY - IRS	\$0.00	\$0.00	Consent Order ECF No. 3287
860	DEUTSCHE BANK NATIONAL TRUST COMPANY	\$0.00	\$0.00	Order ECF No. 3536
774	DILLENBERG, BRETT P., TTEE	\$28,600.00	\$0.00	Pending objection
SCH F	DOCU PREP, INC.	\$20.35	\$4.95	< \$50; no check will issue without request
121	EXECUTIVE QUARTERS	\$7,880.31	\$1,915.08	
684	FAEGRE & BENSON LLP	\$3,432.00	\$834.05	
577	FIRST REPUBLIC BANK, A DIV OF	\$1,050,000.00	\$255,172.13	Consent Order ECF No. 3446
SCH F	LASALLE BANK	\$7,113.37	\$1,728.70	
SCH F	LASALLE BANK	\$50.00	\$12.15	< \$50; no check will issue without request
675	LEXINGTON INSURANCE COMPANY ET AL	\$0.00	\$0.00	
SCH F	LSI	\$3,560.00	\$865.16	
578	MAYER, JEFFREY	\$0.00	\$0.00	Pending objection
685	MERRILL LYNCH	\$0.00	\$0.00	Pending objection
SCH F	MIDCON DATA SERVICES LLC	\$2,243.45	\$545.21	
SCH F	NCO FINANCIAL SYSTEMS	\$106.55	\$25.89	< \$50; no check will issue without request
424	NEW YORK STATE DEPARTMENT OF TAXATION	\$280.68	\$0.00	Pending objection
1120	NEW YORK STATE DEPARTMENT OF TAXATION	\$101.82	\$24.74	< \$50; no check will issue without request
520	SOGETI USA LLC	\$44,956.65	\$10,925.41	
SCH F	STATE OF MICHIGAN	\$1,000.00	\$243.02	
SCH F	STATE OF NEW HAMPSHIRE	\$276.25	\$67.13	
22	TENNESSEE DEPARTMENT OF REVENUE	\$36.81	\$0.00	Pending objection
SCH F	THORNBURG INVESTMENT MANAGEMENT	\$111.58	\$27.12	< \$50; no check will issue without request
632	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
633	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
634	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
635	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
636	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
637	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
638	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
639	U.S. BANK N.A. (ASSIGNEE OF Bank of America)	\$0.00	\$0.00	Order ECF No. 3536
656	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
657	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
658	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
659	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
660	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
661	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
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663	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
664	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00	\$0.00	Order ECF No. 3536
SCH F	VERIZON	\$52.17	\$12.68	< \$50; no check will issue without request
SCH F	VERIZON WIRELESS	\$720.07	\$174.99	
877	VERSCHLEISER, JEFFREY L.	\$0.00	\$0.00	Pending objection
686	WELLS FARGO BANK, N.A.	\$0.00	\$0.00	Order ECF No. 3536
687	WELLS FARGO BANK, N.A., AS MASTER SERV.	\$0.00	\$0.00	Order ECF No. 3536
688	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
689	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
690	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
691	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
692	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
693	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
694	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
695	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
696	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
697	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
698	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
699	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
700	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536

INITIAL DISTRIBUTION AMOUNTS

Claim No.	Claimant Name	Claim Amount	Initial Distribution Amount	Explanation
701	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
702	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
703	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
704	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
705	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
706	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
707	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
708	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
709	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
710	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
711	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
712	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
713	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
714	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
715	WELLS FARGO BANK, N.A., MASTER SERVICER	\$0.00	\$0.00	Order ECF No. 3536
875	WILMINGTON TRUST CO., INDIVIDUALLY AND	\$0.00	\$0.00	Order ECF No. 3536
CLASS 3c / UNSECURED CLAIMS AGAINST TMAS				
1093	DEPARTMENT OF THE TREASURY - IRS	\$0.00	\$0.00	Consent Order ECF No. 3287
863	DEUTSCHE BANK NATIONAL TRUST COMPANY	\$0.00	\$0.00	Order ECF No. 3536
CLASS 3d / UNSECURED CLAIMS AGAINST TMHS				
1126	DEPARTMENT OF THE TREASURY - IRS	\$0.00	\$0.00	Consent Order ECF No. 3271
862	DEUTSCHE BANK NATIONAL TRUST COMPANY	\$0.00	\$0.00	Order ECF No. 3536