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

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TMST, INC., f/k/a THORNBURG MORTGAGE, INC., *et al.*,¹ Chapter 11

Case Nos. 09-17787 (NVA) 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 <u>rmg@shapirosher.com</u> <u>alm@shapirosher.com</u>

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:

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/s/ Joel I. Sher

Joel I. Sher

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Exhibit A

INITIAL DISTRIBUTION AMOUNTS

Claim No.	Claimant Name	Claim Amount	Initial Distribution Amount	Explanation		
		DR NOTEHOLDER CLAIMS AGA				
183-184, 187-188	DEUTSCHE BANK TRUST COMPANY AMERICAS	\$304,742,654.67	\$74,058,888.62			
		RDINATED NOTEHOLDER CLA				
918, 930-931, 934	WILMINGTON TRUST CO. AS TTE FOR SR. SUB	\$1,335,380,391.06	\$0.00			
	CLASS 2c / JUNIOR	NOTEHOLDER CLAIMS AGAIN	IST TMST AND TMHL	·		
618-619 WELLS FARGO BANK, N.A. \$244,529,398.62 \$0.00						
	CLASS 3	a / UNSECURED CLAIMS AGAI				
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		Pending objection		
70	BLOOMBERG LP	\$1,079.38	\$262.31			
756	BOWNE OF DALLAS, LP	\$4,062.64		Pending objection		
SCH F		\$665.00	\$161.61			
28 343	CLICKSQUARED, INC. DATAQUICK INFORMATION SYSTEMS, INC.	\$3,600.00 \$2,500.00	\$874.88 \$607.55			
290	DELL, INC.	\$2,500.00		Pending objection		
1090	DEPARTMENT OF THE TREASURY - IRS	\$4,131.20		Consent Order ECF No. 3287		
SCH F	DEPOSITORY TRUST & CLEARING CORPORATION	\$600.00	\$145.81			
864	DEUTSCHE BANK NATIONAL TRUST COMPANY	\$0.00		Order ECF No. 3536		
66	DUN & BRADSTREET	\$7,910.85	\$1,922.50			
508	ELDORADO HOTEL	\$1,140.88		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		Pending objection		
49	GARTNER INC.	\$4,025.00		Pending objection		
1102	GEO LEARNING, INC.	\$21,612.60		Pending objection		
682		\$15,450.00	\$3,754.68			
SCH F	KATTEN MUCHIN ROSENMAN LLP	\$5,079.40	\$1,234.40			
68 446	KNOWLEDGEADVISORS, INC. KROLL FACTUAL DATA	\$24,840.00 \$3,333.99		Pending objection		
674	LEXINGTON INSURANCE COMPANY ET AL	\$3,333.99	\$0.00	Pending objection		
673	MOODY'S INVESTORS SERVICE	\$3,500.00	\$850.57			
987	NEVADA DEPARTMENT OF TAXATION	\$135.28		< \$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		Pending objection		
351	QWEST CORPORATION	\$1,691.88		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		Pending objection		
448	SQUIRES & COMPANY	\$135.66		< \$50; no check will issue without request		
SCH F	THE CARLISLE GROUP, INC.	\$15,000.00	\$3,645.32			
SCH F		\$872.19	\$211.96			
194		\$6,302.66	-	Pending objection		
195 SCH F	THOMPSON, HICKEY, CUNNINGHAM, CLOW	\$6,302.66 \$111.58	\$1,531.68			
665	THORNBURG INVESTMENT MANAGEMENT U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$111.58		< \$50; no check will issue without request Order ECF No. 3536		
666	U.S. BANK NATIONAL ASSOCIATION, AS THEE	\$0.00		Order ECF No. 3536		
667	U.S. BANK NATIONAL ASSOCIATION, AS TILL	\$0.00		Order ECF No. 3536		
668	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00		Order ECF No. 3536		
669	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00		Order ECF No. 3536		
670	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00		Order ECF No. 3536		
671	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00		Order ECF No. 3536		
672	U.S. BANK NATIONAL ASSOCIATION, AS TTEE	\$0.00		Order ECF No. 3536		
1033	WALKER, JOSEPH E.	\$3,500.00		Pending objection		
1115	WELLS FARGO SECURITIES et al.	\$338,122.82		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

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	Claim No.	Claimant Name	Claim Amount	Initial Distribution Amount	Explanation
1088 PANC OF AMERICA SECURITIES LLC 589.71.16 50.00 Ponding digettion 50FH BANK ROME, LP \$3.166.20 \$44.83.90 50FH CHANK ROME, LP \$3.166.20 \$43.15.1 1033 COMPORT, TUTUSTEC \$5.000 \$51.15.1 2030 COMPORT, TUTUSTECH MARK MARKED & REVEAUE SVCS \$5.000 \$56.17.2 4050 COMPORT, TUTUSTECH LOANS, MARK \$5.000 \$50.00 \$50.00 50115 DOULANDER, DANN, OT THE, TREASUPE INS \$50.00 <t< th=""><th></th><th></th><th></th><th></th><th>Explanatori</th></t<>					Explanatori
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10.73 CONNECTICUT DEPARTMENT OF REVENUE SVCS 530.00 532.12 530.00 532.12 530.00 532.0 530.00 530.00 280 CONFARTE OFFICE CENTERS 51.00.01 540.00 540.00 540.00 1121 DEPARTMENT OF THE TREASURY - IRS 50.00	SCH F	BLANK ROME LLP	\$1,662.00	\$403.90	
200 COMPORT OFFICE CENTERS 51,908.16 5443.72 865 COUNTRYWING FOUND CLANS, INC. 50.00 50.00 SCH F DB TRUST CO. AMERICAS 5432.00 5204.09 1123 DEVENTIMENT OF THE TRESURY - INS 50.00 50.00 Order ECF No. 5356 744 DILLISTERO, BERTINE, T. THE 528.00 50.00 Devention of the tree of tree of the tree of tree of tree of tree of the tree of tree	SCH F	CHASE LEAVITT, TRUSTEE	\$500.00	\$121.51	
BBS COUNTRYNOP FORMELCAS, INC. 50.00 50.00 SCH # DB TUSY CO. AMERICAS 531.20 510.40 Sp. 11.23 DEFANTONDAL TRUST COMPANY \$0.00 50.00 50.00 128.00 DEVESCHE BARK NARTONAL TRUST COMPANY \$0.00 50.00 50.00 121.11 DELEMEERG, BERTT P., TTEE \$28.600.00 \$3.00 predict Viet Will Super Without requires and the Viet Will Super Without requires and the Viet Viet Viet Viet Viet Viet Viet Vie					< \$50; no check will issue without request
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1122 DEPARTMENT OF THE TREASURY - INS \$0.00 50.00 Consult Order ECF No. 3367 860 DEUTSCHE BANK NATOMAL TILUST COMPANY \$0.00 \$0.00 Order ECF No. 3358 774 DILLENEER, BIRT P, TTET \$728,00.00 \$0.00 Order ECF No. 3358 501F DOLUP MER, INC. \$23,432.00 \$584.05 S577 644 FAGCR & BENON LIP \$3,432.00 \$525.721.32 S1,278.70 501F LASALE BANK \$50.00 \$521.57.27.32 S51,78.70 501F LASALE BANK \$50.00 \$50.00 \$50.00 577 MAYER, JEFREY \$50.00 \$50.00 \$50.00 573 MAYER, JEFREY \$50.00 \$50.00 \$50.00 574 MAYER, JEFREY					
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684 FAEGRE & ERISON LP 53,422.00 583.05 577 FIRST REPUBLICA BANK, AD WO FF \$1,050,0000 5255,172.31 Comment Order ECF No.346 SCH F LESALLE BANK \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$121.51 \$50,000 \$1000 \$1000 \$1000 \$1000 \$10000 \$10000 \$100000 \$100000 \$100000000 \$2000 \$100000000 \$2000 \$100000000 \$2000 \$100000000 \$2000000000000000000000000000000000000					() So, no check with ssue without request
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700 WELLS FARGO BANK, N.A., MASTER SERVICER \$0.00 \$0.00 Order ECF No. 3536					

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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	