

TRADEMARK ASSIGNMENT COVER SHEET

Electronic Version v1.1
Stylesheet Version v1.2

ETAS ID: TM461644

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	SECURITY INTEREST

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
DITECH HOLDING CORPORATION		02/09/2018	Corporation: MARYLAND
GREEN TREE CREDIT SOLUTIONS LLC		02/09/2018	Limited Liability Company: DELAWARE
DITECH FINANCIAL LLC		02/09/2018	Limited Liability Company: DELAWARE
REVERSE MORTGAGE SOLUTIONS, INC.		02/09/2018	Corporation: DELAWARE

RECEIVING PARTY DATA

Name:	Wilmington Savings Fund Society, FSB, as Collateral Agent
Street Address:	500 Delaware Avenue, 11th Floor
City:	Wilmington
State/Country:	DELAWARE
Postal Code:	19801
Entity Type:	Federal Savings Bank: DELAWARE

PROPERTY NUMBERS Total: 49

Property Type	Number	Word Mark
Registration Number:	3958332	GREEN TREE
Registration Number:	3883516	RELATIONSHIPS THAT WORK
Registration Number:	3523171	RMS
Registration Number:	3550915	RM NAVIGATOR
Registration Number:	3558675	RM COMPASS
Registration Number:	4192836	S3
Registration Number:	4207913	SPECIALTY SERVICING SOLUTIONS
Registration Number:	4204998	RMPATH
Registration Number:	4968197	GREEN TREE INVESTMENT MANAGEMENT
Registration Number:	4999638	
Registration Number:	4800789	DRIVEN BY DITECH
Registration Number:	4660705	
Registration Number:	4660706	
Registration Number:	4882946	RMS REVERSE MORTGAGE SOLUTIONS, INC. FUN

TRADEMARK

Property Type	Number	Word Mark
Registration Number:	4875777	SECURITY 1
Registration Number:	4875778	SECURITY 1 FUNDING YOUR FUTURE
Registration Number:	4875769	SECURITY 1
Registration Number:	4660707	DITECH
Registration Number:	4660711	DITECH
Registration Number:	4660708	DITECH
Registration Number:	4660709	DITECH
Registration Number:	4651345	SECURITY 1 LENDING
Registration Number:	4651346	SECURITY 1 LENDING
Registration Number:	4236035	REO LEASING SOLUTIONS
Registration Number:	4304530	S3 SPECIALTY SERVICING SOLUTIONS
Registration Number:	4362376	REO MANAGEMENT SOLUTIONS, LLC
Registration Number:	4463542	MASYSTEMS MORTGAGE ASSET SYSTEMS, LLC
Registration Number:	4365970	REOCENTRAL
Registration Number:	5244355	SMARTWATCH
Registration Number:	5326697	SMARTWATCH
Registration Number:	5239673	DITECH HOME LOANS
Registration Number:	5143217	LOANS THAT TAKE YOU HOME
Registration Number:	5233378	SMARTWATCH
Registration Number:	2158800	DITECH
Registration Number:	3417288	DITECH
Registration Number:	5156760	DITECH A WALTER COMPANY
Registration Number:	5156761	DITECH A WALTER COMPANY
Registration Number:	5156762	DITECH A WALTER COMPANY
Registration Number:	3396372	DITECH ESIGNATURE
Registration Number:	5156758	DITECH FINANCIAL
Registration Number:	4538260	HOME STARTS HERE
Registration Number:	4428573	PURCHASE POWER
Serial Number:	87051226	DITECH HOLDING CORPORATION
Serial Number:	87770766	DITECH HOLDING CORPORATION
Serial Number:	86763056	DITECH DELIVERY ADVANTAGE
Serial Number:	86338816	HOME TWEET HOME
Serial Number:	87725035	ONE RESILIENT FAMILY OF COMPANIES
Serial Number:	87725023	SERVICE READY
Serial Number:	87726482	WALTER INVESTMENT MANAGEMENT CORP. SERVI

CORRESPONDENCE DATA

Fax Number: 2028357586

Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent using a fax number, if provided; if that is unsuccessful, it will be sent via US Mail.

Phone: 202-835-7500
Email: dcip@milbank.com
Correspondent Name: Kristin Yohannan, Esq.
Address Line 1: 1850 K Street, NW, Suite 1100
Address Line 2: Milbank, Tweed, Hadley & McCloy, LLP
Address Line 4: Washington, D.C. 20006

ATTORNEY DOCKET NUMBER:	43194.00000
NAME OF SUBMITTER:	Kristin L. Yohannan
SIGNATURE:	/s/ Kristin L. Yohannan
DATE SIGNED:	02/09/2018

Total Attachments: 8

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SECOND LIEN TRADEMARK SECURITY AGREEMENT

(this "Agreement")

February 9, 2018

FOR GOOD AND VALUABLE CONSIDERATION, the receipt and sufficiency of which are hereby acknowledged, each of DITECH HOLDING CORPORATION (formerly Walter Investment Management Corp.), a Maryland corporation, DITECH FINANCIAL LLC, a Delaware limited liability company, GREEN TREE CREDIT SOLUTIONS LLC, a Delaware limited liability company, and REVERSE MORTGAGE SOLUTIONS, INC., a Delaware limited liability company (each, a "**Grantor**") with notice addresses at 1100 Virginia Drive, Suite 100A, Montgomery, PA 19034 for each of Ditech Holding Corporation, Ditech Financial LLC and Green Tree Credit Solutions LLC and 5222 Cypress Creek Parkway, Suite 100, Houston, TX 77069 for Reverse Mortgage Solutions, Inc., hereby grants to WILMINGTON SAVINGS FUND SOCIETY, FSB, as Collateral Agent (the "**Grantee**"), a continuing security interest in all of the Grantor's right, title and interest in, to and under (i) each United States Mark, including, without limitation, each registered or applied for Mark set forth on Schedule A attached hereto, (ii) each Contract that includes any license of, or other grant of rights to, any Mark or any other trademark or similar intellectual property right of any party to such Contract, including, without limitation, the material Contracts that include any in-bound license of any registered or applied for United States Mark, as set forth on Schedule A attached hereto, (iii) all Proceeds of the foregoing, (iv) the goodwill of the businesses with which the Marks are associated and (v) all causes of action arising prior to, on or after the date hereof for injury to or infringement, violation or dilution of any of the foregoing or unfair competition regarding the same or for injury to the goodwill associated with any of the foregoing or violation of intellectual property rights in connection with any of the foregoing, including all proceeds and revenues therefrom, in each case, whether now owned or existing or hereafter acquiring or arising (the items described in clauses (i)-(v), collectively, the "**Mark Collateral**"). Notwithstanding the foregoing, in no event shall the Mark Collateral include (x) any application for registration of a Mark filed with the United States Patent and Trademark Office ("**PTO**") on an intent-to-use basis until such time (if any) as a Statement of Use or Amendment to Allege Use is filed and accepted by the PTO, at which time such Mark shall automatically become subject to the security interest pledged or (y) any other Excluded Collateral.

This Agreement is made to secure the satisfactory performance and payment of all the Secured Obligations of the Grantor, as such term is defined in that certain Second Lien Security Agreement among the Grantor, the other assignors from time to time party thereto and the Grantee, dated as of February 9, 2018 (as amended, restated, amended and restated, supplemented and/or otherwise modified from time to time, the "**Security Agreement**"). Upon the occurrence of the Termination Date, the Grantee shall execute, acknowledge, and deliver to the Grantor an instrument in writing releasing the security interest in the Mark Collateral acquired under this Agreement.

This Agreement has been granted in conjunction with the security interest granted to the Grantee under the Security Agreement. The rights and remedies of the Grantee with respect to the security interest granted herein are more fully set forth in the Security Agreement, all terms and provisions of which are incorporated herein by reference. In the event that any provisions of this Agreement are deemed to conflict with the Security Agreement, the provisions of the Security Agreement shall govern.

Unless otherwise defined herein or the context otherwise requires, terms used in this Agreement, including its preamble, have the meanings provided or provided by reference in the Security Agreement.


This Agreement may be executed in counterparts, each of which will be deemed an original, but all of which together constitute one and the same original.

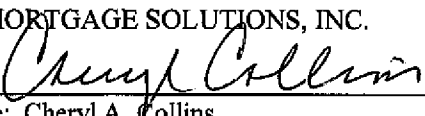
THIS AGREEMENT AND THE RIGHTS AND OBLIGATIONS OF THE PARTIES
HEREUNDER WILL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE
LAWS OF THE STATE OF NEW YORK.

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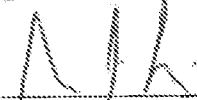
IN WITNESS WHEREOF, the undersigned have executed this Second Lien Trademark Security Agreement as of the date first set forth above.

DITECH HOLDING CORPORATION
GREEN TREE CREDIT SOLUTIONS LLC
DITECH FINANCIAL LLC

By: 
Name: Cheryl A. Collins
Title: Senior Vice President and Treasurer

REVERSE MORTGAGE SOLUTIONS, INC.
By: 
Name: Cheryl A. Collins
Title: Senior Vice President

WILMINGTON SAVINGS FUND SOCIETY, FSB, as
Collateral Agent and Grantee

By 
Name: **Geoffrey J. Lewis**
Title: **Vice President**

By 
Name:
Title: **Raye D. Goldsborough**
Assistant Vice President

Schedule A

Trademarks

U.S. TRADEMARK REGISTRATIONS


Trademark	Owner	Registration Number
GREEN TREE	Green Tree Credit Solutions LLC	3,958,332
RELATIONSHIPS THAT WORK	Green Tree Credit Solutions LLC	3,883,516
	Reverse Mortgage Solutions, Inc.	3,523,171
RM Navigator	Reverse Mortgage Solutions, Inc.	3,550,915
RM Compass	Reverse Mortgage Solutions, Inc.	3,558,675
	Reverse Mortgage Solutions, Inc.	4,192,836
SPECIALTY SERVICING SOLUTIONS	Reverse Mortgage Solutions, Inc.	4,207,913
	Reverse Mortgage Solutions, Inc.	4,204,998
GREEN TREE INVESTMENT MANAGEMENT	Green Tree Credit Solutions LLC	4,968,197
	Ditech Financial LLC	4,999,638
DRIVEN BY DITECH	Ditech Financial LLC	4,800,789
	Ditech Financial LLC	4,660,705

Trademark	Owner	Registration Number
	Ditech Financial LLC	4,660,706
	Reverse Mortgage Solutions, Inc.	4,882,946
	Reverse Mortgage Solutions, Inc.	4,875,777
	Reverse Mortgage Solutions, Inc.	4,875,778
SECURITY 1	Reverse Mortgage Solutions, Inc.	4,875,769
	Ditech Financial LLC	4,660,707
ditech	Ditech Financial LLC	4,660,711
	Ditech Financial LLC	4,660,708
ditech	Ditech Financial LLC	4,660,709
SECURITY 1 LENDING	Reverse Mortgage Solutions, Inc.	4,651,345
	Reverse Mortgage Solutions, Inc.	4,651,346
	Reverse Mortgage Solutions, Inc.	4,236,035

Trademark	Owner	Registration Number
	Reverse Mortgage Solutions, Inc.	4,304,530
	Reverse Mortgage Solutions, Inc.	4,362,376
	Reverse Mortgage Solutions, Inc.	4,463,542
	Reverse Mortgage Solutions, Inc.	4,365,970
	Ditech Financial LLC	5,244,355
	Ditech Financial LLC	5,326,697
DITECH HOME LOANS	Ditech Financial LLC	5,239,673
LOANS THAT TAKE YOU HOME	Ditech Financial LLC	5,143,217
SMARTWATCH	Ditech Financial LLC	5,233,378
DITECH	Ditech Financial LLC	2,158,800
DITECH	Ditech Financial LLC	3,417,288
DITECH A WALTER COMPANY	Ditech Financial LLC	5,156,760
DITECH A WALTER COMPANY	Ditech Financial LLC	5,156,761
DITECH A WALTER COMPANY	Ditech Financial LLC	5,156,762
DITECH ESIGNATURE	Ditech Financial LLC	3,396,372
DITECH FINANCIAL	Ditech Financial LLC	5,156,758

Trademark	Owner	Registration Number
HOME STARTS HERE	Ditech Financial LLC	4,538,260
PURCHASE POWER	Ditech Financial LLC	4,428,573

U.S. TRADEMARK APPLICATIONS

Trademark	Owner	Application Number
DITECH HOLDING CORPORATION	Ditech Holding Corporation (formerly known as Walter Investment Management Corp.)	87/051,226
	Ditech Holding Corporation (formerly known as Walter Investment Management Corp.)	87/770,766
DITECH DELIVERY ADVANTAGE	Ditech Financial LLC	86/763,056
HOME TWEET HOME	Ditech Financial LLC	86/338,816
ONE RESILIENT FAMILY OF COMPANIES	Ditech Holding Corporation (formerly known as Walter Investment Management Corp.)	87/725,035
SERVICE READY	Ditech Holding Corporation (formerly known as Walter Investment Management Corp.)	87/725,023
WALTER INVESTMENT MANAGEMENT CORP. SERVICE READY ONE RESILIENT FAMILY COMPANIES	Ditech Holding Corporation (formerly known as Walter Investment Management Corp.)	87/726,482