

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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NOTICE OF DISCLOSURE STATEMENT HEARING

TO: ALL KNOWN CREDITORS OF THE DEBTORS AND OTHER PARTIES IN INTEREST IN THE ABOVE-CAPTIONED CHAPTER 11 CASES

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. On July 3, 2013, Residential Capital, LLC and its affiliated debtors and debtors in possession (collectively, the “**Debtors**”) and the Official Committee of Unsecured Creditors therefor (the “**Committee**,” and with the Debtors, the “**Plan Proponents**”) filed the *Disclosure Statement for the Debtors’ Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as may be amended, modified or supplemented, the “**Disclosure Statement**”) [Docket No. 4157] with the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”). The Plan Proponents submitted the Disclosure Statement pursuant to section 1125 of the Bankruptcy Code for use in the solicitation of votes on the *Joint Chapter 11 Plan of Reorganization Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the “**Plan**”) [Docket No. 4153], a copy of which was filed with the Bankruptcy Court on July 3, 2013. The Plan Proponents expect to file an amended Plan and Disclosure Statement prior to the Disclosure Statement Hearing (as defined below) and reserve the right to amend, supplement, or modify such documents further. Capitalized terms used but not defined herein shall have the meanings ascribed to them in the Plan or Disclosure Statement, as the context so requires.

2. A hearing currently is scheduled before the Honorable Martin Glenn, United States Bankruptcy Judge for the Southern District of New York, for **10:00 a.m. (ET) on August 21, 2013** (the “**Disclosure Statement Hearing**”) at the Bankruptcy Court, One Bowling Green, New York, NY 10004 to consider the entry of an order approving, among other things, (a) the Disclosure Statement as containing “adequate information” pursuant to section 1125 of the Bankruptcy Code; (b) procedures for soliciting, receiving and tabulating votes on the Plan and for filing objections to the Plan; (c) the form of ballots, notices, and certain other documents to be distributed in connection with the solicitation of the Plan; (d) the deadlines contained in the solicitation and confirmation procedures; and (e) the procedures for notice of the confirmation hearing and filing objections to confirmation of the Plan. The specific courtroom where the Disclosure Statement Hearing will take place will be disclosed prior to the Disclosure Statement Hearing and will be posted on the Debtors’ bankruptcy website at www.kccllc.net/rescap and on the Bankruptcy Court’s docket.

**PLEASE BE ADVISED THAT THE DISCLOSURE STATEMENT HEARING
MAY BE CONTINUED FROM TIME TO TIME BY THE COURT OR THE PLAN PROPONENTS
WITHOUT FURTHER NOTICE OTHER THAN BY SUCH ADJOURNMENT BEING ANNOUNCED
IN OPEN COURT OR BY A NOTICE OF ADJOURNMENT FILED WITH THE COURT.**

3. Copies of the Disclosure Statement and Plan may be obtained (i) from Kurtzman Carson Consultants, LLC (a) at www.kccllc.net/rescap, by clicking on the “Court Documents” link, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, or (c) upon request by calling the Debtors’ restructuring hotline at (888) 251-2914 or (ii) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court’s website and can be obtained through the PACER Service



Center at www.pacer.psc.uscourts.gov). Copies of the Disclosure Statement and Plan may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

4. **INJUNCTIONS, RELEASES, AND EXCULPATION.** The Plan contains certain injunction, release, and exculpation provisions, including **third party releases**, that are subject to approval by the Bankruptcy Court and may be found at Article IX of the Plan and Article V of the Disclosure Statement.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX CONTAINS A THIRD PARTY RELEASE. **THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER.**

5. **THIRD PARTY RELEASES.** Article IX of the Plan provides for the following Third Party Release:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OR LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

NOTWITHSTANDING ANYTHING TO THE CONTRARY HEREIN, THE THIRD PARTY RELEASE SHALL NOT APPLY TO ANY CLAIMS HELD BY (I) THE FDIC, IN ITS CAPACITY AS A RECEIVER, AGAINST ALLY, AND (II) THE FHFA AGAINST ALLY.

FOR THE AVOIDANCE OF DOUBT, THE THIRD PARTY RELEASE SHALL NOT EXTEND TO ANY RIGHTS, DEFENSES, OR COUNTERCLAIMS UNDER ANY DIRECTORS &

OFFICERS OR ERRORS & OMISSIONS INSURANCE POLICIES SOLD BY ANY OF THE CONSENTING CLAIMANTS OR THEIR AFFILIATES AND COVERING EITHER THE DEBTORS OR ANY OF THE ALLY RELEASED PARTIES. NOR DOES THE THIRD PARTY RELEASE EXTEND TO (I) ANY INDEMNITY RIGHTS HELD BY DEBTORS' REPRESENTATIVES AGAINST ALLY ARISING FROM CLAIMS NOT RELEASED BY THIS THIRD PARTY RELEASE, (II) ANY INDEMNITY RIGHTS AGAINST NON-ALLY RELEASED PARTIES ARISING OUT OF THE KESSLER CLASS ACTION, OR (III) ANY OTHER INDEMNITY RIGHT ARISING OUT OF ANY OTHER CLAIMS OF BORROWERS; SPECIFICALLY, THESE RELEASES DO NOT EXTEND TO ANY INDEMNITY RIGHTS RFC MAY HAVE AGAINST ANY SUCCESSORS IN INTEREST TO CBNV AND GNBT, INCLUDING, BUT NOT LIMITED TO, THOSE INDEMNITY RIGHTS EXTENDING OUT OF THE CLIENT CONTRACTS BETWEEN RFC, ON THE ONE HAND, AND EITHER CBNV OR GNBT, ON THE OTHER HAND, WHICH INCORPORATE BY REFERENCE THE INDEMNITY PROVISIONS OF RFC'S ALTERNET SELLER GUIDE.

6. Responses and objections, if any, to the approval of the Disclosure Statement or any of the other relief sought by the Plan Proponents in connection with approval of the Disclosure Statement, **must** (i) be in writing, (ii) state the name and address of the objecting or responding party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or response and include, where appropriate, proposed language to be incorporated into the Disclosure Statement to resolve any such objection or response, (iv) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, (v) be filed electronically with the Bankruptcy Court in accordance with the Case Management Procedures, dated May 23, 2012 [Docket No. 141] (available at www.kccllc.net/rescap), and (vi) served in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) so as to be actually received **on or before 4:00 p.m. (Eastern Time) on August 8, 2013** on the following parties: (a) the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408; (b) Chambers of the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (c) the Debtors, (i) if by mail or courier to: Residential Capital LLC, Lewis Kruger, CRO, c/o Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104; with copies to: Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York, 10104, Attn: Gary Lee, Lorenzo Marinuzzi, and Todd Goren; (ii) if by email to: Lewis.Kruger@gmacrescap.com, glee@mofocom, lmartinuzzi@mofocom, and tgoren@mofocom; (d) the Creditors' Committee, (i) if by mail or courier to: Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York, 10036, Attn: Kenneth H. Eckstein, Douglas H. Mannal and Stephen D. Zide; (ii) if by email to: keckstein@kramerlevin.com, dmannal@kramerlevin.com, and szide@kramerlevin.com; (e) Ally, (i) if by mail or courier to: Ally Financial, Inc., 1177 Avenue of the Americas, New York, NY 10036; Attn: William B. Solomon and Timothy Devine; with copies to: Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Richard M. Cieri and Ray C. Schrock; (ii) if by email to: richard.cieri@kirkland.com and ray.schrock@kirkland.com; and (f) the Office of the United States Trustee, Southern District of New York, by mail or courier to: U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Brian Masumoto and Michael Driscoll.

7. Replies to responses or objections, if any, to the approval of the Disclosure Statement must be filed **on or before 12:00 p.m. (Eastern Time) on August 16, 2013**.

8. **IF ANY OBJECTION TO THE DISCLOSURE STATEMENT IS NOT FILED AND SERVED STRICTLY AS PRESCRIBED HEREIN, THE OBJECTING PARTY MAY BE BARRED FROM OBJECTING TO THE ADEQUACY OF THE DISCLOSURE STATEMENT AND MAY NOT BE HEARD AT THE HEARING.**

9. Upon approval of the Disclosure Statement by the Bankruptcy Court, holders of Claims against the Debtors who are entitled to vote on the Plan will receive a copy of the Disclosure Statement, the Plan, and various documents related thereto, unless otherwise ordered by the Bankruptcy Court.

**If you have any questions related to this notice,
please call the Debtors' bankruptcy hotline at (888) 251-2914.**

Please note that KCC is not authorized to provide, and will not provide, legal advice.

ATTENTION BORROWERS:

SilvermanAcampora LLP has been approved as special borrower counsel to the Official Committee of Unsecured Creditors and is available to answer any questions you may have as a borrower whose loan was originated, sold, consolidated, purchased, and/or serviced by Residential Capital LLC or any of its subsidiaries.

Please call 866-269-5217 if you have questions regarding any notice you received from Residential Capital, LLC or any of its subsidiaries.

Dated: New York, New York
July 9, 2013

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