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

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In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <i>et al.</i> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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**JOINDER OF FEDERAL HOME LOAN MORTGAGE CORPORATION TO
MONARCH ALTERNATIVE CAPITAL LP AND STONEHILL CAPITAL
MANAGEMENT LLC’S RESERVATION OF RIGHTS WITH RESPECT TO
DEBTORS’ MOTION FOR AN ORDER UNDER BANKRUPTCY CODE SECTIONS
105(A) AND 363(B) AUTHORIZING THE DEBTORS TO ENTER INTO AND
PERFORM UNDER A PLAN SUPPORT AGREEMENT WITH ALLY FINANCIAL
INC., THE CREDITORS’ COMMITTEE, AND CERTAIN CONSENTING CLAIMANTS**

Federal Home Loan Mortgage Corporation in conservatorship (“Freddie Mac”),¹ by and through its undersigned counsel, hereby joins (the “Joinder”) the reservation of rights of Monarch Alternative Capital LP and Stonehill Capital Management LLC [ECF No. 4023] (the “Reservation of Rights”) with respect to certain relief requested by the above-captioned debtors and debtors-in-possession in the *Debtors’ Motion for an Order Under Bankruptcy Code Sections*

¹ On September 6, 2008, the Director of the Federal Housing Finance Agency (the “FHFA” or the “Conservator”) placed Freddie Mac into conservatorship, pursuant to express authority granted under the Housing and Economic Recovery Act of 2008, to preserve and conserve Freddie Mac’s assets and property. As Conservator, FHFA immediately succeeded to “all rights, titles, powers and privileges” of Freddie Mac. See 12 U.S.C. § 4617(b)(2)(A)(i). This Joinder does not constitute submission to this Court’s jurisdiction by the FHFA.

105 (a) and 363(b) Authorizing the Debtors to Enter Into and Perform Under a Plan Support Agreement with Ally Financial Inc., the Creditors' Committee, and Certain Consenting Claimants [ECF No. 3814].

JOINDER

1. Freddie Mac is a major holder of various tranches of residential mortgage-backed securities held in nine ResCap securitization trusts. The payment of principal and interest on the securities held in the trusts is insured under approximately sixty insurance policies issued by Financial Guaranty Insurance Company.

2. Freddie Mac hereby joins with, and adopts the arguments advanced in, the Reservation of Rights as if fully set forth herein.

3. Freddie Mac reserves any and all rights with respect to the *Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors* [ECF No. 3929] (the "9019 Motion"). The Debtors have agreed to extend the deadline for Freddie Mac to object to the 9019 Motion to a date to be determined.

Dated: June 19, 2013

Respectfully submitted,

/s/ Michael R. Carney
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