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Larren M. Nashelsky
Gary S. Lee
Lorenzo Marinuzzi

*Proposed Counsel for the Debtors and
Debtors in Possession*

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

In re:)
) Case No. 12-
)
RESIDENTIAL FUNDING COMPANY,)
) Chapter 11
LLC,)
)
)
Debtor.)
)
Tax I.D. No. 93-0891336)

In re:)
) Case No. 12-
)
RESIDENTIAL CAPITAL, LLC,)
) Chapter 11
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Tax I.D. No. 20-1770738)

In re:)
) Case No. 12-
)
DITECH, LLC,)
) Chapter 11
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Tax I.D. No. 23-2887228)



In re:)
DOA HOLDING PROPERTIES, LLC,)
Debtor.)
Tax I.D. No. 26-1424257)

) Case No. 12-

) Chapter 11

In re:)
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LLC,)
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Tax I.D. No. 26-2783274)

) Case No. 12-

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In re:)
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In re:)
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Tax I.D. No. 20-4812167))
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In re:) Case No. 12-)
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RESIDENTIAL FUNDING MORTGAGE) Chapter 11)
EXCHANGE, LLC,))
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Debtor.))
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Tax I.D. No. 41-1674247))
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In re:)
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RESIDENTIAL FUNDING MORTGAGE)
SECURITIES I, INC.,) Chapter 11
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Debtor.)
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Tax I.D. No. 75-2006294)

In re:)
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RESIDENTIAL FUNDING MORTGAGE)
SECURITIES II, INC.,) Chapter 11
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Debtor.)
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Tax I.D. No. 41-1808858)

In re:)
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RESIDENTIAL FUNDING REAL ESTATE)
HOLDINGS, LLC,) Chapter 11
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Debtor.)
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Tax I.D. No. 26-2736505)

In re:)
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RESIDENTIAL MORTGAGE REAL)
ESTATE HOLDINGS, LLC,) Chapter 11
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Tax I.D. No. 26-2737180)

In re:) Case No. 12-
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RFC ASSET HOLDINGS II, LLC,) Chapter 11
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Debtor.)
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Tax I.D. No. 41-1984034)
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In re:) Case No. 12-
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RFC ASSET MANAGEMENT, LLC,) Chapter 11
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Debtor.)
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Tax I.D. No. 06-1664678)
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RFC BORROWER LLC,) Chapter 11
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Tax I.D. No. 45-5065558)
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RFC CONSTRUCTION FUNDING, LLC,) Chapter 11
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Debtor.)
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Tax I.D. No. 41-1925730)
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RFC-GSAP SERVICER ADVANCE, LLC,) Chapter 11
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Debtor.)
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Tax I.D. No. 26-1960289)
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 RFC REO LLC,) Chapter 11
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 Tax I.D. No. 45-5222407)
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 In re:) Case No. 12-
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 RFC SFJV-2002, LLC,) Chapter 11
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 Tax I.D. No. 06-1664670)
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**DEBTORS’ MOTION FOR ORDER UNDER BANKRUPTCY
 RULE 1015 AUTHORIZING JOINT ADMINISTRATION OF
 THE DEBTORS’ CHAPTER 11 CASES**

The debtors and debtors in possession in the above-captioned cases (collectively, the “Debtors”)¹ hereby move for entry of an order, under Rule 1015 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), authorizing the joint administration of the Debtors’ Chapter 11 cases for procedural purposes only (the “Motion”).² In support of the Motion, the Debtors rely upon and incorporate by reference the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First Day Pleadings, filed with the Court concurrently herewith (the “Whitlinger Affidavit”). In

¹ The names of the Debtors in these cases and their respective tax identification numbers are in the caption of this Motion and are also identified on Exhibit 1 to the Whitlinger Affidavit (defined below). Additional subsidiaries and affiliates of the Debtors may file Chapter 11 petitions on a rolling basis. As used herein, the term “Debtors” includes any such entities.

² Creditors and parties-in-interest with questions or concerns regarding the Debtors’ Chapter 11 cases or the relief requested in this Motion may refer to <http://www.kccllc.net/rescap> for additional information.

further support of the Motion, the Debtors, by and through their undersigned counsel,
respectfully represent:

JURISDICTION

1. The Court has jurisdiction to consider this Motion under 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding under 28 U.S.C. § 157(b). Venue of these cases and this Motion is proper under 28 U.S.C. §§ 1408 and 1409. The statutory predicates for the relief requested herein are section 101(2) of Chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101 *et seq.* (the “Bankruptcy Code”) and Bankruptcy Rule 1015.

BACKGROUND

2. On the date hereof (the “Petition Date”), each of the Debtors filed a voluntary petition in this Court for relief under Chapter 11 of the Bankruptcy Code. The Debtors are managing and operating their businesses as debtors in possession pursuant to Bankruptcy Code sections 1107(a) and 1108. No trustee, examiner or statutory creditors’ committee has been appointed in these Chapter 11 cases.

3. The Debtors are a leading residential real estate finance company indirectly owned by Ally Financial Inc., which is not a Debtor. The Debtors and their non-debtor affiliates operate the fifth largest servicing business and the tenth largest mortgage origination business in the United States. A more detailed description of the Debtors, including their business operations, their capital and debt structure, and the events leading to the filing of these bankruptcy cases, is set forth in the Whitlinger Affidavit.

RELIEF REQUESTED

4. By this Motion, the Debtors seek entry of an order, substantially in the form attached hereto as Exhibit A, directing joint administration of the Debtors’ Chapter 11 cases for procedural purposes only, pursuant to Bankruptcy Rule 1015.

APPLICABLE AUTHORITY

5. Bankruptcy Rule 1015(b) provides that “[i]f . . . two or more petitions are pending in the same court by or against . . . a debtor and an affiliate, the court may order a joint administration of the estates” of the debtor and such affiliates. See Fed. R. Bankr. P. 1015(b)(4).

Section 101(2) of the Bankruptcy Code, in turn, defines the term “affiliate” in pertinent part, as a

corporation 20 percent or more of whose outstanding voting securities are directly or indirectly owned, controlled, or held with power to vote, by the debtor, or by an entity that directly or indirectly owns, controls, or holds with power to vote, 20 percent or more of the outstanding voting securities of the debtor

See 11 U.S.C. § 101(2)(B).

6. The Debtors in these proceedings include Residential Capital, LLC (“ResCap”) and fifty (50) of its subsidiaries and affiliates (the “Affiliate Debtors”). ResCap is the direct or indirect parent or owner of all of the Affiliate Debtors. ResCap, as the ultimate parent of each Affiliate Debtor, owns 100 percent of the ownership interests in each Affiliate Debtor. As such, the Affiliate Debtors are “affiliates” as that term is defined in section 101(2) of the Bankruptcy Code and as used in Bankruptcy Rule 1015(b). Accordingly, joint administration of the Debtors’ cases is appropriate under Bankruptcy Rule 1015(b).

7. The Debtors anticipate that numerous notices, applications, motions, other pleadings, hearings and orders in these cases will affect several of the Debtors. With fifty-one (51) Debtors, each with its own case docket, the failure to jointly administer these cases would result in numerous duplicative filings for each issue, which would then be served upon separate service lists. This duplication would be extremely wasteful and would unnecessarily overburden the Clerk of the Court.

8. Joint administration will save time and money, and avoid duplicative and potentially confusing filings by permitting counsel for all parties in interest to (a) use a single

caption on the numerous documents that will be served and filed herein, and (b) file the papers in one case rather than in multiple cases. Moreover, this Court will be relieved of the burden of entering duplicative orders and maintaining duplicative files. Also, joint administration will ease the burden on the Office of the United States Trustee for the Southern District of New York in supervising these bankruptcy cases.

9. Moreover, joint administration of the Debtors' Chapter 11 cases will permit the Clerk of the Court to use a single general docket for each of the Debtors' cases and to combine notices to creditors and other parties in interest of the Debtors' respective estates. Joint administration also will protect parties in interest by ensuring that parties in each of the Debtors' respective Chapter 11 cases will be apprised of the various matters before the Court in all of these cases.

10. The rights of the respective creditors of each of the Debtors will not be adversely affected by joint administration of these cases because the relief sought is purely procedural and is in no way intended to affect substantive rights. Each creditor and other party in interest will maintain whatever rights it has against the particular estate in which it allegedly has a claim or right. Thus, all creditors will benefit from the reduced costs as a result of such joint administration.

11. Accordingly, the Debtors request that the official caption to be used by all parties in all pleadings and other filings in the jointly administered cases be as follows:

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

-----)	
In re:)	Case No. 12-
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

12. The Debtors submit that use of this simplified caption, without reference to their respective tax identification numbers, addresses, and other detail specified by section 342(c) of the Bankruptcy Code and Bankruptcy Rule 2002(n), will eliminate cumbersome and confusing procedures and ensure a uniformity of pleading identification. Further, in light of the fact that numerous Debtors filed for Chapter 11 relief, requiring the Debtors to include the caption information required in Bankruptcy Code section 342(c) and Bankruptcy Rule 2002(n) will materially increase the size of every pleading filed in the Debtors' jointly administered cases.

13. Moreover, such case-specific information will be listed in the petitions for each Debtor, and such petitions are publicly available to parties in interest at <http://www.kccllc.net/rescap> or will be provided by the Debtors upon request. Therefore, the Debtors submit that the policies behind the requirements of Bankruptcy Code section 342(c) and Bankruptcy Rule 2002(n) have been satisfied.

14. In addition, the Debtors request that the Court make separate docket entries on the docket of each of the Debtors' Chapter 11 cases (except that of ResCap), substantially as follows:

An order has been entered in this case consolidating this case with the case of Residential Capital, LLC, Case No. 12-_____ (___), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket

in Case No. 12-_____ (___) should be consulted for all matters affecting this case.

15. No party will be prejudiced by virtue of the relief requested in this Motion. Specifically, the relief sought herein is solely procedural and is not intended to affect substantive rights.

16. Joint administration of interrelated chapter 11 cases is routinely approved by courts in this jurisdiction, without controversy, under similar circumstances. See, e.g., In re Pinnacle Airlines Corp., Case No. 12-11343 (REG) (Bankr. S.D.N.Y. Apr. 2, 2012) (Docket No. 31); In re Eastman Kodak Co., Case No. 12-10202 (ALG) (Bankr. S.D.N.Y. Jan. 19, 2012) (Docket No. 42); In re Hostess Brands, Inc., Case No. 12-22052 (RDD) (Bankr. S.D.N.Y. Jan. 12, 2012) (Docket No. 59); In re AMR Corp., Case No. 11-15463 (SHL) (Bankr. S.D.N.Y. Nov. 29, 2011) (Docket No. 46); In re MSR Resort Golf Course LLC, Case No. 11-10372 (SHL) (Bankr. S.D.N.Y. Feb. 2, 2011) (Docket No. 19); In re Loehmann's Holdings, Inc., Case No. 10-16077 (REG) (Bankr. S.D.N.Y. Nov. 15, 2011) (Docket No. 27); In re EnviroSolutions of New York, LLC, Case No. 10-11236 (SMB) (Bankr. S.D.N.Y. Mar. 12, 2010) (Docket No. 31); In re Borders Group, Inc., Case No. 11-10614 (MG) (Bankr. S.D.N.Y. Feb. 16, 2011) (Docket No. 45); In re Blockbuster Inc., Case No. 10-14997 (BRL) (Bankr. S.D.N.Y. Sept. 23, 2010) (Docket No. 36); In re Charter Commc'ns, Inc., Case No. 09-11435 (JMP) (Bankr. S.D.N.Y. Mar. 30, 2009) (Docket No. 64).

17. For these reasons, the Debtors submit that the relief requested herein is in the best interest of the Debtors, their estates, creditors, and other parties in interest and, therefore, should be granted. No previous request for the relief sought herein has been made to this or any other court.

NOTICE

18. Notice of this Motion will be given to the following parties, or in lieu thereof, to their counsel: (a) the Office of the United States Trustee for the Southern District of New York; (b) the office of the United States Attorney General; (c) the office of the New York Attorney General; (d) the office of the United States Attorney for the Southern District of New York; (e) the Internal Revenue Service; (f) the Securities and Exchange Commission; (g) each of the Debtors' prepetition lenders, or their agents, if applicable; (h) each of the indenture trustees for the Debtors' outstanding notes issuances; (i) Ally Financial Inc. and its counsel; (j) counsel to the administrative agent for the Debtors' proposed providers of debtor in possession financing; (k) Nationstar Mortgage LLC and its counsel; and (l) the parties included on the Debtors' list of fifty (50) largest unsecured creditors.

CONCLUSION

WHEREFORE, the Debtors respectfully request that the Court (i) enter an order substantially in the form attached hereto as Exhibit A granting the relief requested in the Motion; and (ii) grant such other and further relief to the Debtors as the Court may deem just and proper.

Dated: May 14, 2012
New York, New York

/s/ Larren M. Nashelsky
Larren M. Nashelsky
Gary S. Lee
Lorenzo Marinuzzi
MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
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EXHIBIT A

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RESIDENTIAL FUNDING MORTGAGE) Chapter 11
EXCHANGE, LLC,)
)
Debtor.)
)
Tax I.D. No. 41-1674247)
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)
In re:) Case No. 12-
)
RESIDENTIAL FUNDING MORTGAGE) Chapter 11
SECURITIES I, INC.,)
)
Debtor.)
)
Tax I.D. No. 75-2006294)
-----)

)
In re:) Case No. 12-
)
RESIDENTIAL FUNDING MORTGAGE) Chapter 11
SECURITIES II, INC.,)
)
Debtor.)
)
Tax I.D. No. 41-1808858)
-----)

In re:)
) Case No. 12-
)
RESIDENTIAL FUNDING REAL ESTATE)
HOLDINGS, LLC,) Chapter 11
)
Debtor.)
)
Tax I.D. No. 26-2736505)

)
In re:) Case No. 12-
)
RESIDENTIAL MORTGAGE REAL)
ESTATE HOLDINGS, LLC,) Chapter 11
)
Debtor.)
)
Tax I.D. No. 26-2737180)

)
In re:) Case No. 12-
)
RFC ASSET HOLDINGS II, LLC,) Chapter 11
)
Debtor.)
)
Tax I.D. No. 41-1984034)

)
In re:) Case No. 12-
)
RFC ASSET MANAGEMENT, LLC,) Chapter 11
)
Debtor.)
)
Tax I.D. No. 06-1664678)

)
In re:) Case No. 12-
)
RFC BORROWER LLC,) Chapter 11
)
Debtor.)
)
Tax I.D. No. 45-5065558)

In re:)
RFC CONSTRUCTION FUNDING, LLC,) Case No. 12-
Debtor.) Chapter 11
Tax I.D. No. 41-1925730)

In re:) Case No. 12-
RFC-GSAP SERVICER ADVANCE, LLC,) Chapter 11
Debtor.)
Tax I.D. No. 26-1960289)

In re:) Case No. 12-
RFC REO LLC,) Chapter 11
Debtor.)
Tax I.D. No. 45-5222407)

In re:) Case No. 12-
RFC SFJV-2002, LLC,) Chapter 11
Debtor.)
Tax I.D. No. 06-1664670)

**ORDER UNDER BANKRUPTCY RULE 1015 AUTHORIZING JOINT
ADMINISTRATION OF THE DEBTORS' CHAPTER 11 CASES**

Upon the motion (the "Motion")¹ of the Debtors for entry of an order, under Bankruptcy Rule 1015, authorizing the joint administration of the Debtors' Chapter 11 cases; and upon the Whitlinger Affidavit; and it appearing that this Court has jurisdiction to consider the Motion pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that venue of these Chapter 11 cases and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that this proceeding on the Motion is a core proceeding pursuant to 28 U.S.C. § 157(b); and sufficient notice of the Motion having been given under the particular circumstances; and it appearing that no other or further notice need be provided; and it appearing that the relief requested by the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and after due deliberation thereon; and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.
2. The above-captioned cases are consolidated for procedural purposes only and shall be administered jointly under Case No. 12-_____ (____) in accordance with the provisions of Bankruptcy Rule 1015.
3. The caption of pleadings and other documents filed in the jointly administered cases shall read as follows:

¹ Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion. Creditors and parties-in-interest with questions or concerns regarding the Debtors' Chapter 11 cases or the relief granted herein may refer to <http://www.kccllc.net/rescap> for additional information.

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

-----)	
In re:)	Case No. 12-
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

4. This caption shall be deemed to satisfy any applicable requirements of Bankruptcy Code section 342(c) and Bankruptcy Rule 2002(n).

5. All pleadings and other documents to be filed in the jointly administered cases shall be filed and docketed in the case of Residential Capital, LLC, Case No. 12-_____().

6. A docket entry shall be made in the Chapter 11 cases of all Debtors other than Residential Capital, LLC, substantially as follows:

An order has been entered in this case consolidating this case with the case of Residential Capital, LLC, Case No. 12-_____(), for procedural purposes only and providing for its joint administration in accordance with the terms thereof. The docket in Case No. 12-_____() should be consulted for all matters affecting this case.

7. Any creditors filing a proof of claim against any of the Debtors shall clearly assert such claim against the particular Debtor obligated on such claim and not against the jointly administered Debtors.

8. Notwithstanding anything herein to the contrary, this Order shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among Ally Financial Inc. (“AFI”), Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of

Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates (excluding ResCap and its subsidiaries).

9. This Court shall retain jurisdiction with respect to all matters relating to the interpretation or implementation of this Order.

Dated: New York, New York
_____, 2012

UNITED STATES BANKRUPTCY JUDGE