

**Hearing Date: August 21, 2013, at 10 a.m. (E.T.)**  
**Objection Deadline: August 8, 2013 at 4:00 p.m. (E.T.)**

**Zuckerman Spaeder LLP**

Laura E. Neish  
1185 Avenue of the Americas, 31st Floor  
New York, NY 10036-2603  
(212) 704-9600

**Zuckerman Spaeder LLP**

Nelson C. Cohen (*pro hac vice*)  
Graeme Bush (*pro hac vice*)  
1800 M Street, NW  
Washington, DC 20036  
(202) 778-1800

*Attorneys for National Credit Union Administration Board  
as Liquidating Agent for Western Corp. Federal Credit Union  
and U.S. Central Federal Credit Union*

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

In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, et al.,	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
	)	

**NCUAB'S CONSENT TO APPROVAL OF DISCLOSURE STATEMENT  
(AS AMENDED) AND RESERVATION OF RIGHTS**

The National Credit Union Administration Board, as Liquidating Agent for Western Corp. Federal Credit Union and U.S. Central Federal Credit Union (“NCUAB”), hereby submits this Consent to Approval of Disclosure Statement (as Amended) and Reservation of Rights to the Debtors Motion for an Order, *inter alia*, Approving the Disclosure Statement and Establishing



Procedures for Solicitation and Tabulation of Ballots to Accept or Reject the Plan Proponents'  
Joint Chapter 11 Plan (the "Motion").

### **BACKGROUND**

1. On July 3, 2013 the Plan Proponents filed the Motion seeking, inter alia, approval of the Disclosure Statement.
2. On August 5, 2013 NCUAB filed its Objection of National Credit Union Admiration Board to Disclosure Statement (the "Objection").
3. NCUAB and the Plan Proponents subsequently conferred about the deficiencies in the Disclosure Statement, as originally filed, that formed the basis for the Objection.
3. On August 16, 2013, the Plan Proponents filed a Revised Disclosure Statement, which Revised Disclosure Statement substantially addresses the issues raised by NCUAB in its Objection.

### **CONSENT**

Based upon the revisions contained in the Revised Disclosure Statement, NCUAB hereby consents to the approval of the Disclosure Statement, as revised.

### **RESERVATION OF RIGHTS**

NCUAB hereby reserves all of its rights with respect to the Debtors' Chapter 11 cases, the NCUAB claims against the Debtors and Confirmation of the Revised Plan of Reorganization submitted by the Plan Proponents or any other plan submitted by any party in interest.

Dated: August 20, 2013  
New York, NY

ZUCKERMAN SPAEDER LLP

/s/ Laura E. Neish

Laura E. Neish  
1185 Avenue of the Americas, 31st Floor  
New York, NY 10036-2603  
(212) 704-9600

Nelson C. Cohen (admitted *pro hac vice*)  
Graeme Bush (admitted *pro hac vice*)  
1800 M Street, NW  
Washington, DC 20036  
(202) 778-1800

*Counsel for the National Credit Union  
Administration Board as Liquidating Agent for  
Western Corp. Federal Credit Union and U.S.  
Central Federal Credit Union*