Docket #0188 Date Filed: 6/1/2012

Hearing Date: June 18, 2012 at 10:00 a.m. (Prevailing Eastern time)
Objection Deadline: June 11, 2012 at 4:00 p.m. (Prevailing Eastern time)

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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

NOTICE OF HEARING

TO: (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 for the administrative agent for the Debtors' providers of debtor in possession financing; (k) Nationstar Mortgage LLC and its counsel; (l) the parties included on the Debtors' list of fifty (50) largest unsecured creditors; (m) all entities known or reasonably believed to have asserted a lien, encumbrance, claim or other interest in any of the assets offered for sale; (n) parties to executory contracts and unexpired leases proposed to be assumed and assigned, or rejected as part of the proposed transaction; (o) any party who, in the past year, expressed in writing to the Debtors an interest in the assets being offered for sale and who the Debtors and their representatives reasonably and in good faith have the financial wherewithal to effectuate the transaction contemplated in the Motion (as defined below); (p) all entities who have requested notice under Bankruptcy Rule 2002.

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PLEASE TAKE NOTICE that, on May 14, 2012, the above-captioned debtors and debtors in possession (collectively, the "Debtors") filed the Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed. R. Bankr. P. 2002, 6004, 6006, and 9014 For Orders: (A)(I) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expense Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Related Thereto; and (IV) Granting Related Relief (the "Sale Motion") [Docket 61] (the "Motion").

PLEASE TAKE FURTHER NOTICE that objections **only to the entry of the Sale Procedures Order (attached as Exhibit A to the Motion)** must be filed with the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004 and served so as to be received by the following parties no later than **4:00 p.m. Eastern time on June 11, 2012**: (i) proposed counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attn: Larren M. Nashelsky, Gary S. Lee, Todd M. Goren and Alexandra Steinberg Barrage); (ii) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Tracy Hope Davis, Linda A. Riffkin and Brian S. Masumoto); (iii) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attn: Richard M. Cieri); (iv) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Attn: Ken Ziman & Jonathan H. Hofer); (v) proposed counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Kenneth Eckstein & Greg Horowitz); and (vi) counsel for Nationstar Mortgage LLC, Sidley Austin LLP, One South Dearborn, Chicago, Illinois 60603 (Attn: Jessica C.K. Boelter).

PLEASE TAKE FURTHER NOTICE that Objections to the approval of the Sale Transactions (including entry of the Proposed Nationstar Approval Order (attached as Exhibit D to the Motion) and the Proposed AFI Sale Approval Order (attached as Exhibit E to the Motion) are not due prior to the June 18th hearing on the Sale Procedures and will have a separate objection deadline which will be established pursuant to the Sale Procedures Order.

PLEASE TAKE FURTHER NOTICE THAT A HEARING ONLY WITH RESPECT TO THE SALE PROCEDURES PORTION OF THE MOTION WILL BE HELD ON JUNE 18, 2012 AT 10:00 A.M. EASTERN TIME BEFORE THE HONORABLE MARTIN GLENN, IN THE UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF NEW YORK, COURTROOM NO. 501, ONE BOWLING GREEN, NEW YORK, NEW YORK 10004.

PLEASE TAKE FURTHER NOTICE THAT ONLY OBJECTIONS MADE IN WRITING AND TIMELY FILED AND RECEIVED WILL BE CONSIDERED BY THE BANKRUPTCY COURT AT SUCH HEARING. IF YOU FAIL TO RESPOND IN ACCORDANCE WITH THIS NOTICE, THE COURT MAY GRANT THE RELIEF REQUESTED WITHOUT FURTHER NOTICE OR HEARING.

PLEASE TAKE FURTHER NOTICE THAT PURSUANT TO LOCAL BANKRUPTCY RULE 9014-2(a), THE HEARING ON JUNE 18, 2012 WILL BE AN EVIDENTIARY HEARING.

Dated: June 1, 2012
New York, New York

/s/ Larren M. Nashelsky
Larren M. Nashelsky
Gary S. Lee
Todd M. Goren
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