Docket #0189 Date Filed: 6/1/2012

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

AMENDED DECLARATION OF PETER GIAMPORCARO IN SUPPORT OF THE SALE OF THE NATIONSTAR PURCHASED ASSETS WITHOUT A PRIVACY OMBUDSMAN

I, Peter Giamporcaro, make this Declaration under 28 U.S.C. § 1746 and state:

1. I am Counsel for Residential Capital LLC ("ResCap"). I submit this Declaration in support of the proposed sale (the "Sale" or the "Sale Transaction") of certain of the Debtors' assets (the "Nationstar Purchased Assets") to Nationstar Mortgage LLC and its affiliates (collectively, "Nationstar")[1] pursuant to an asset purchase agreement dated May 14, 2012 (the "Nationstar APA"), all as more fully described in the Motion.[2]

2. Except as otherwise indicated, all statements in this Declaration are based upon my review of relevant documents, internal discussions, and discussions with ResCap

[1] As used in this Declaration and solely for purposes thereof, Nationstar includes Fortress Investment Group LLC and its affiliates.

[2] Capitalized terms used herein and not defined shall have the meanings ascribed to them in 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 Order: (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 "Motion") or the affidavit submitted by James Whitlinger (the "Whitlinger Affidavit").

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counsel, including privacy counsel. If I were called upon to testify, I could and would testify to each of the facts set forth below.

QUALIFICATIONS OF DECLARANT

3. From 1997 to 2006, I held Associate and Of Counsel positions with Reed Smith LLP. As part of the Consumer Financial Services Regulatory practice group, I advised financial institutions on an array of consumer lending and regulatory laws, including the Gramm-Leach-Bliley Act (the "GLBA"). I was part of the group of attorneys at Reed Smith who assisted clients in interpreting and implementing GLBA upon its enactment in 1999.

4. I have served as Counsel for ResCap for the past 5 ½ years. My responsibilities as Counsel include advising senior and executive management on legal matters, with particular responsibility for regulatory matters, including privacy laws, relating to the origination of residential mortgage loans. I have developed substantial knowledge regarding the Debtors' businesses and privacy notices, which knowledge qualifies me to provide the testimony referred to herein.

INFORMATION CONSIDERED

5. In preparing this Declaration and in addition to the information referenced herein, I have reviewed and considered the Privacy Notices (as defined below), section 2.13 of the Nationstar APA, relevant sections of GLBA, as implemented by rules made by the Board of Governors of the Federal Reserve and adopted by the Consumer Financial Protection Bureau (the "CFPB"), the GLBA "Model Privacy Form," and sections 101(41A) and 363 of Title 11, United States Code (the **"**Bankruptcy Code").

THE PROPOSED SALE TRANSACTION

6. It is my understanding that by the Motion, ResCap is seeking to sell the Nationstar Purchased Assets, which include (i) mortgage servicing rights, whereby ResCap, through GMAC Mortgage ("GMACM"), has retained or acquired the rights to service mortgage loans for third parties (the "MSRs"), such as Fannie Mae and Freddie Mac and (ii) private-label securities loans, whereby ResCap acts as a service provider and services mortgage loans for its private label partners.

7. It is my understanding that section 2.13 of the Nationstar APA notes that the sale, if any, of customer lists, customer data and other consumer privacy information pursuant to the Nationstar APA is subject to and shall conform to the recommendations of any consumer privacy ombudsperson that may be appointed pursuant to section 332 of the Bankruptcy Code.

8. It is my understanding that the Sale Transaction will require the transfer of personally identifiable information ("PII"), as defined in Bankruptcy Code section 101(41A). The transfer of PII pursuant to the Sale Transaction will allow the Purchasers to continue lending and servicing functions in connection with the Nationstar Purchased Assets.

STATUTORY PROVISIONS

Section 363 of the Bankruptcy Code

9. I am generally familiar with section 363 of the Bankruptcy Code. It is my understanding that under section 363(b)(1), if the debtor discloses to an individual a policy prohibiting the transfer of personally identifiable information to persons that are not affiliated with the debtor, and if such policy is in effect on the date the bankruptcy case is commenced,

then the trustee may not sell personally identifiable information to any person unless such sale is consistent with such policy.

The Gramm-Leach-Bliley Act

10. I am generally familiar with the GLBA and I have reviewed the relevant provisions therein. It is my understanding that the GLBA prohibits financial institutions from disclosing PII to non-affiliated third parties, except as provided in their privacy notice, and prohibits disclosure of PII except to carry out the activity for which the information was received.

11. It is also my understanding that the instructions to the Model Privacy Form state, in part, that the "everyday business purposes" language used in the Model Privacy Form "incorporates sharing information under [12 CFR] §§1016.14 and 1016.15" of GLBA, including the exception in 12 CFR 1016.15(a)(6) that permits disclosure of PII "[i]n connection with a proposed or actual sale, merger, transfer, or exchange of all or a portion of a business or operating unit if the disclosure of [PII] concerns solely consumers of such business or unit." 12 CFR pt 1016, App., § C.2(d)(1)

PRIVACY NOTICES

12. In the ordinary course of its business, ResCap delivers privacy notices in form similar to the attached privacy notices (collectively, the "Privacy Notices") to mortgage borrowers under the Mortgage Loans (the "GMACM Notices"), attached as Exhibit 1[3] and for

[3] ResCap's privacy policies are managed globally through its indirect parent, Ally Financial Inc. As noted in the Other Important Information section of Exhibit 1, the customer's "information sharing opt out choices will apply to all current and future accounts within the Ally group of companies."

the borrowers under the private label servicing contracts (the "Private Label Notices"), attached as Exhibit 2.

The GMACM Notice

13. The GMACM Notices state that PII about the customer may be shared "[f]or . . . everyday business purposes—such as to process your transactions, maintain your account(s), respond to court orders and legal investigation, or report to credit bureaus."

14. The statement in the GMACM Notices relating to the sharing of information for everyday business purposes is identical to that language in the Model Privacy Form.

15. The GMACM Notices reflect privacy policies that were in effect on the date of the commencement of the instant case.

The Private Label Notice

16. The Private Label Notices are delivered by ResCap on behalf and in the name of a private-label client, pursuant to a private-label servicing contract. ResCap interacts with mortgage borrowers under these private-label relationships and collects and maintains on behalf of its private-label clients.

[Remainder of page intentionally left blank]

17. I declare, under penalty of perjury, that the forgoing is true and correct, to the best of my knowledge.

Executed this 1st day of June, 2012

Peter Giamporcaro

EXHIBIT 1

GMACM NOTICES

GMAC Mortgage

FACTS **WHAT DOES GMAC MORTGAGE DO WITH YOUR PERSONAL INFORMATION?**

WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
WHAT?	The types of personal information we collect and share depend on the product or services you have with us. This information can include: ▪ Social Security number and income ▪ Account balance and payment history ▪ Credit history and transaction history
HOW?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons GMAC Mortgage chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does GMAC Mortgage share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigation, or report to credit bureaus	YES	NO
For our marketing purposes – to offer our products and services to you	YES	NO
For joint marketing with other financial companies	YES	NO
For our affiliates' everyday business purposes – information about your transactions and experiences	YES	NO
For our affiliates' everyday business purposes – information about your credit worthiness	YES	YES
For our affiliates to market to you	YES	YES
For nonaffiliates to market to you	YES	YES

To limit our sharing	▪ Vermont residents call: 877-792-4622. Residents of all other states call: 800-401-4622. Our menu will prompt you through your choice(s), or ▪ Visit us online: www.ally.com/privacy and choose the "Manage My Privacy Preference" link. **Please note:** If you are a *new* customer, we can begin sharing your information 45 days from the date we sent this notice. When you are *no longer* our customer, we continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.
Questions?	Go to: www.ally.com/privacy/faq

Who are we	
Who is providing this notice?	*GMAC Mortgage, LLC, GMAC Mortgage USA Corporation, and Ditech, LLC*

What we do	
How does GMAC Mortgage protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. In addition, we maintain physical, electronic and procedural safeguards and access is restricted to only employees, agents, and subcontractors who need this information to provide products and services to you.
How does GMAC Mortgage collect my personal information?	We collect your personal information, for example, when you ▪ Open an account or deposit money ▪ Apply for financing or apply for a lease ▪ Pay your bills We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only ▪ sharing for affiliates' everyday business purposes – information about your creditworthiness ▪ affiliates from using your information to market to you ▪ sharing for nonaffiliates to market to you State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.
What happens when I limit sharing for an account I hold jointly with someone else?	Your choices will apply to everyone on your account.

Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. ▪ *Our affiliates include financial companies such as*: *Ally Financial Inc., Ally Bank, Ally Capital, Central Originating Lease Trust (C.O.L. Trust), American Suzuki Financial Services Company, Alexium Leasing Company, National Auto Finance Company, Nuvell Credit Company.* ▪ *Our affiliates also include nonfinancial companies such as MIC Property and Casualty Insurance Corporation*
Nonaffiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. ▪ *Nonaffiliates we share with can include auto manufacturers, insurance companies and marketing partners*
Joint marketing	A formal agreement between nonaffiliated financial companies that together market financial products or services to you. ▪ *Our joint marketing partners include insurance companies and mortgage brokers.*

Other important information

Note: Your information sharing opt out choices will apply to all current and future accounts within the Ally group of companies.

Vermont Residents: We will not share information we collect about you with nonaffiliated third parties, except as permitted by law, such as to process your transactions or to maintain your account. In addition, we will not share your credit worthiness information with our affiliates. We may share your information with our affiliates so they may market to you. To limit this type of information sharing, please call 877-792-4622.

Nevada Residents: Nevada law allows us to make marketing calls to our existing customers listed on the National Do Not Call Registry. If you prefer **not** to receive marketing calls from us, you may be placed on our Do Not Call list by going to www.ally.com/ privacy and choosing Manage My Privacy Preferences. For more information, contact our customer service center at 800-766-4622. You may also contact the Nevada Attorney General's office: Bureau of Consumer Protection Office of the Nevada Attorney General, 555 E. Washington Street, Suite 3900, Las Vegas, NV 89101, Phone: 702-486-3132 or Email: BCPINFO@ag.state.nv.us

Texas Residents: Each of GMAC Mortgage, LLC, GMAC Mortgage USA Corporation and Ditech, LLC, is licensed and examined under the laws of the State of Texas and by state law is subject to regulatory oversight by the Office of the Consumer Credit Commissioner. Any consumer wishing to file a complaint against GMAC Mortgage, LLC, GMAC Mortgage USA Corporation or Ditech, LLC should contact the Office of Consumer Credit Commissioner through one of the means indicated below: In Person or U.S. Mail: 2601 North Lamar Boulevard, Austin, Texas, 78705-4207. Telephone No.: (800) 538-1579. Fax No.: (512) 936-7610. E-mail: consumer.complaints@occc.state.tx.us. Website: www.occc.state.tx.us.

GMAC Mortgage

FACTS **WHAT DOES GMAC MORTGAGE DO WITH YOUR PERSONAL INFORMATION?**

WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
WHAT?	The types of personal information we collect and share depend on the product or services you have with us. This information can include: ▪ Social Security number and income ▪ Account balance and payment history ▪ Credit history and transaction history
HOW?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons GMAC Mortgage chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does GMAC Mortgage share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigation, or report to credit bureaus	YES	NO
For our marketing purposes – to offer our products and services to you	YES	NO
For joint marketing with other financial companies	YES	NO
For our affiliates' everyday business purposes – information about your transactions and experiences	YES	NO
For our affiliates' everyday business purposes – information about your credit worthiness	YES	YES
For our affiliates to market to you	YES	YES
For nonaffiliates to market to you	YES	YES

To limit our sharing	▪ Vermont residents call: 877-792-4622. Residents of all other states call: 800-401-4622. Our menu will prompt you through your choice(s), or ▪ Visit us online: www.ally.com/privacy and choose the "Manage My Privacy Preference" link. **Please note:** If you are a *new* customer, we can begin sharing your information 45 days from the date we sent this notice. When you are *no longer* our customer, we continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.
Questions?	Go to: www.ally.com/privacy/faq

Who are we	
Who is providing this notice?	*GMAC Mortgage, LLC, GMAC Mortgage USA Corporation, and Ditech, LLC*

What we do	
How does GMAC Mortgage protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. In addition, we maintain physical, electronic and procedural safeguards and access is restricted to only employees, agents, and subcontractors who need this information to provide products and services to you.
How does GMAC Mortgage collect my personal information?	We collect your personal information, for example, when you ▪ Open an account or deposit money ▪ Apply for financing or apply for a lease ▪ Pay your bills We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only ▪ sharing for affiliates' everyday business purposes – information about your creditworthiness ▪ affiliates from using your information to market to you ▪ sharing for nonaffiliates to market to you State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.
What happens when I limit sharing for an account I hold jointly with someone else?	Your choices will apply to everyone on your account.

Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. ▪ *Our affiliates include financial companies such as*: *Ally Financial Inc., Ally Bank, Ally Capital, Central Originating Lease Trust (C.O.L. Trust), American Suzuki Financial Services Company, Alexium Leasing Company, National Auto Finance Company, Nuvell Credit Company.* ▪ *Our affiliates also include nonfinancial companies such as MIC Property and Casualty Insurance Corporation*
Nonaffiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. ▪ *Nonaffiliates we share with can include auto manufacturers, insurance companies and marketing partners*
Joint marketing	A formal agreement between nonaffiliated financial companies that together market financial products or services to you. ▪ *Our joint marketing partners include insurance companies and mortgage brokers.*

Other important information

Note: Your information sharing opt out choices will apply to all current and future accounts within the Ally group of companies.

Vermont Residents: We will not share information we collect about you with nonaffiliated third parties, except as permitted by law, such as to process your transactions or to maintain your account. In addition, we will not share your credit worthiness information with our affiliates. We may share your information with our affiliates so they may market to you. To limit this type of information sharing, please call 877-792-4622.

Nevada Residents: Nevada law allows us to make marketing calls to our existing customers listed on the National Do Not Call Registry. If you prefer **not** to receive marketing calls from us, you may be placed on our Do Not Call list by going to www.ally.com/ privacy and choosing Manage My Privacy Preferences. For more information, contact our customer service center at 800-766-4622. You may also contact the Nevada Attorney General's office: Bureau of Consumer Protection Office of the Nevada Attorney General, 555 E. Washington Street, Suite 3900, Las Vegas, NV 89101, Phone: 702-486-3132 or Email: BCPINFO@ag.state.nv.us

Texas Residents: Each of GMAC Mortgage, LLC, GMAC Mortgage USA Corporation and Ditech, LLC, is licensed and examined under the laws of the State of Texas and by state law is subject to regulatory oversight by the Office of the Consumer Credit Commissioner. Any consumer wishing to file a complaint against GMAC Mortgage, LLC, GMAC Mortgage USA Corporation or Ditech, LLC should contact the Office of Consumer Credit Commissioner through one of the means indicated below: In Person or U.S. Mail: 2601 North Lamar Boulevard, Austin, Texas, 78705-4207. Telephone No.: (800) 538-1579. Fax No.: (512) 936-7610. E-mail: consumer.complaints@occc.state.tx.us. Website: www.occc.state.tx.us.

GMAC Mortgage

FACTS WHAT DOES GMAC MORTGAGE DO WITH YOUR PERSONAL INFORMATION?

WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
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HOW?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons GMAC Mortgage chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does GMAC Mortgage share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigation, or report to credit bureaus	YES	NO
For our marketing purposes – to offer our products and services to you	YES	NO
For joint marketing with other financial companies	YES	NO
For our affiliates' everyday business purposes – information about your transactions and experiences	YES	NO
For our affiliates' everyday business purposes – information about your credit worthiness	YES	YES
For our affiliates to market to you	YES	YES
For nonaffiliates to market to you	YES	YES

To limit our sharing	▪ Visit us online: www.ally.com/privacy and choose the "Manage My Privacy Preference" link. **Please note:** If you are a *new* customer, we can begin sharing your information 45 days from the date we sent this notice. When you are *no longer* our customer, we continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.
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Who are we	
Who is providing this notice?	*GMAC Mortgage, LLC, GMAC Mortgage USA Corporation, and Ditech, LLC*

What we do	
How does GMAC Mortgage protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. In addition, we maintain physical, electronic and procedural safeguards and access is restricted to only employees, agents, and subcontractors who need this information to provide products and services to you.
How does GMAC Mortgage collect my personal information?	We collect your personal information, for example, when you ▪ Open an account or deposit money ▪ Apply for financing or apply for a lease ▪ Pay your bills We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only ▪ sharing for affiliates' everyday business purposes – information about your creditworthiness ▪ affiliates from using your information to market to you ▪ sharing for nonaffiliates to market to you State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.
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Other important information
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Rev. 12/2011

GMAC Mortgage

FACTS	**WHAT DOES GMAC Mortgage DO WITH YOUR PERSONAL INFORMATION?**

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HOW?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons GMAC Mortgage chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	**Does GMAC Mortgage share?**	**Can you limit this sharing?**
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigation, or report to credit bureaus	YES	NO
For our marketing purposes – to offer our products and services to you	YES	NO
For joint marketing with other financial companies	YES	YES
For our affiliates' everyday business purposes – information about your transactions and experiences	YES	YES
For our affiliates' everyday business purposes – information about your credit worthiness	YES	YES
For our affiliates' to market to you	YES	YES
For nonaffiliates to market to you	NO	We don't share

To limit our sharing	▪ Call 800-449-4622: Our menu will prompt you through your choice(s), ▪ Visit us online: www.ally.com/privacy and choose the "Manage My Privacy Preference" link, or ▪ Mail the attached "Important Privacy Choices for Consumers" and/or "Affiliate Marketing Choices" form. **Please note:** If you are a *new* customer, we can begin sharing your information 45 days from the date we sent this notice. When you are *no longer* our customer, we continue to share your information as described in this notice. However, you can contact us at any time to limit our sharing.
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How does GMAC Mortgage collect my personal information?	We collect your personal information, for example, when you ▪ Open an account or deposit money ▪ Apply for financing or apply for a lease ▪ Pay your bills We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only ▪ sharing for affiliates' everyday business purposes – information about your creditworthiness ▪ affiliates from using your information to market to you ▪ sharing for nonaffiliates to market to you State laws and individual companies may give you additional rights to limit sharing.
What happens when I limit sharing for an account I hold jointly with someone else?	Your choices will apply to everyone on your account.

Definitions	
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Nonaffiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. ▪ *Nonaffiliates we share with can include auto manufacturer and insurance companies.*
Joint marketing	A formal agreement between nonaffiliated financial companies that together market financial products or services to you. ▪ *Our joint marketing partners include automobile dealerships, insurance companies and mortgage brokers*.

Other important information
Note: Your information sharing opt out choices will apply to all current and future accounts within the Ally group of companies.

GMAC Mortgage

XXXXXXX(Name)XXXXXXXXX
XXXXXXX(Address)XXXXXXXX
XXXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXXX

XXXXX(Account Number)XXXXXXXXX

Important Privacy Choices for Consumers

You have the right to control whether we share some of your personal information.
Please read the following information carefully before you make your choices below.

Your Rights
You have the following rights to restrict the sharing of personal and financial information with our affiliates (companies we own or control, or that own or control us) and other financial companies that we do business with. Nothing in this form prohibits the sharing of information necessary for us to follow the law, as permitted by law, or to give you the best service on your account with us. This includes sending you information about some of our other products or services.

Your Choices
Restrict Information Sharing With Companies We Own or Control, or That Own or Control Us (Affiliates): Unless you say "No," we may share personal and financial information about you with our affiliates.

☐ When you check this box, you are saying "NO, please do not share personal and financial information about me with your affiliates."

Restrict Information Sharing With Other Companies We Do Business With To Provide Financial Products and Services: Unless you say "No" we may share personal and financial information about you with other financial companies for joint marketing purposes.

☐ When you check this box, you are saying "NO, please do not share personal and financial information about me with other financial companies for joint marketing purposes."

Time Sensitive Reply
You may make your privacy choice(s) at any time. Your choice(s) marked here will remain unless you state otherwise. However, if we do not hear from you we may share some of your information with our affiliates and/or with other financial companies for joint marketing purposes.

Signature: _____

See page 2 of the Privacy Notice for the definitions of affiliates and joint marketing.

To exercise your choices, do one of the following:

(1) Visit the Ally website at www.ally.com/privacy and choose the "Manage My Privacy Preferences" link, or
(2) Call this toll-free number 800-449-4622, or
(3) Fill out, sign and send back this form to us using the envelope provided. (You may want to make a copy for your records).

GMAC Mortgage

XXXXXXX(Name)XXXXXXXXX
XXXXXXX(Address)XXXXXXXX
XXXXXXXXXXXXXXXXXXX
XXXXXXXXXXXXXXXXXXX

XXXXX(Account Number)

AFFILIATE MARKETING CHOICES FORM

☐ When you check this box, you are saying "No, please do not share information about me with companies in the Ally Financial group, other than permitted by law, for your affiliates to market their products or services to me,. Marketing programs may already be in progress, so my choice to limit the sharing of my information for Affiliate Marketing purposes may not be fully implemented immediately.

Signature: _____

See page 2 of the Privacy Notice for the definition of affiliates.

To exercise your choices, do one of the following:

(1) Visit the Ally website at www.ally.com/privacy and choose the "Manage My Privacy Preferences" link, or
(2) Call this toll-free number 800-449-4622, or
(3) Fill out, sign and send back this form to us using the envelope provided. (You may want to make a copy for your records).

EXHIBIT 2

PRIVATE LABEL NOTICES

USAA

FACTS WHAT DOES THE GMAC MORTGAGE SERVICING PROGRAM DO WITH YOUR PERSONAL INFORMATION?

WHY?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
WHAT?	The types of personal information we collect and share depend on the product or services you have with us. This information can include: ▪ Social Security number and income ▪ Account balance and payment history ▪ Credit history and transaction history When you are no longer our customer, we continue to share your information as described in this notice.
HOW?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons GMAC Mortgage Servicing chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does GMAC Mortgage Servicing share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigation, or report to credit bureaus	YES	NO
For our marketing purposes – to offer our products and services to you	NO	We don't share
For joint marketing with other financial companies	NO	We don't share
For our affiliates' everyday business purposes – information about your transactions and experiences	NO	We don't share
For our affiliates' everyday business purposes – information about your credit worthiness	NO	We don't share
For our affiliates to market to you	NO	We don't share
For nonaffiliates to market to you	NO	We don't share

Questions?	Call 1-877-569-4632

USAA®

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Who are we	
Who is providing this notice?	*GMAC Mortgage, LLC, GMAC Mortgage USA Corporation, Ally Bank, and Ally Bank d/b/a GMAC Bank.*

What we do	
How does GMAC Mortgage Servicing protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. In addition, we maintain physical, electronic and procedural safeguards and access is restricted to only employees, agents, and subcontractors who need this information to provide products and services to you.
How does GMAC Mortgage Servicing collect my personal information?	We collect your personal information, for example, when you ▪ Open an account or deposit money ▪ Apply for financing or apply for a lease ▪ Pay your bills We also collect your personal information from others, such as credit bureaus, affiliates, or other companies
Why can't I limit all sharing?	Federal law gives you the right to limit only ▪ sharing for affiliates' everyday business purposes – information about your creditworthiness ▪ affiliates from using your information to market to you ▪ sharing for nonaffiliates to market to you State laws and individual companies may give you additional rights to limit sharing. See below for more on your rights under state law.

Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. ▪ *GMAC Mortgage Servicing does not share with our affiliates.*
Nonaffiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. ▪ *GMAC Mortgage Servicing does not share with nonaffiliates so they can market to you.*
Joint marketing	A formal agreement between nonaffiliated financial companies that together market financial products or services to you. ▪ *GMAC Mortgage Servicing does not jointly market.*

Other important information
Special Notice for Texas Residents: Both, GMAC Mortgage, LLC, and GMAC Mortgage USA Corporation, are licensed and examined under the laws of the State of Texas and by state law is subject to regulatory oversight by the Office of the Consumer Credit Commissioner. Any consumer wishing to file a complaint against GMAC Mortgage, LLC or GMAC Mortgage USA Corporation should contact the Office of Consumer Credit Commissioner through one of the means indicated below: In Person or U.S. Mail: 2601 North Lamar Boulevard, Austin, Texas, 78705-4207. Telephone No.: (800) 538-1579. Fax No.: (512) 936-7610. E-mail: consumer.complaints@occc.state.tx.us. Website: www.occc.state.tx.us.

we collect about you. You may log on to our Web site using your user name and password. From the home page, click on the **My Info** tab just under the **Accounts** tab and select the information you want to change.

You may also update information by calling us or by writing us at the address or phone number provided below.

To opt-out of affiliate sharing for marketing purposes, please contact us at one of the following numbers:

For Brokerage Accounts:
E*TRADE Securities LLC
PO Box 484
Jersey City, NJ 07303-0484
Or call: *1-800-ETRADE-1*

For Investment Advisory Accounts (you may also contact your advisor with whom you have your account):
E*TRADE Capital Management, LLC
E*TRADE Financial Corporation
1271 Avenue of the Americas
14th Floor
New York NY 10020-1302
Or call: *1-800-ETRADE-1*

For Bank Accounts:
E*TRADE Bank
c/o E*TRADE Financial Corporation
PO Box 484
Jersey City, NJ 07303-0484
Or call: *1-800-ETRADE-1*

For Home Equity Lines of Credit and Installment Loans:
CLC Consumer Services
2730 Liberty Avenue
Pittsburgh, PA 15222
Attn: CCAT Team
Or call: *1-800-321-2206*

For First Mortgages closed before January 1st, 2009:
E*TRADE Servicing Center
PO Box 205
Waterloo, IA 50704
Or call: *1-866-344-0552*

For Loans Closed After January 1st, 2009 or Transferred to E*TRADE After January 1st, 2011:
Mortgage Service Center
P.O. Box 5452
Mt. Laurel, NJ 08054
Or call: *1-800-936-7917*

For Credit Cards Accounts:
E*TRADE Bank
P.O. Box 9206
Old Bethpage, NY 11804-9006
Or call: *1-866-503-2856*

Nevada Residents - Nevada Statute Section 228.600(3) allows marketing calls to our existing customers listed on the National Do Not Call Registry. If you prefer not to receive marketing calls from us, you may be placed on our Internal Do Not Call list by calling us or writing us at the contact numbers listed above.

For more information contact us at the address above. You may also contact the Nevada Attorney General's office:

Bureau of Consumer Protection Office of the Nevada Attorney General
555 E. Washington Street, Suite 3900
Las Vegas, NV 89101
Phone: (702) 486-3132
Email: BCPINFO@ag.state.nv.us

For questions regarding our Privacy Statement, please visit the **Contact Us** page on our Web site or call 1-800- ETRADE-1.

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E*TRADE FINANCIAL®

Privacy Statement
This Privacy Statement covers the following **affiliated companies** in the E*TRADE Financial family of companies: E*TRADE Financial Corporation., E*TRADE Securities LLC (member FINRA/SIPC), E*TRADE Capital Markets, LLC (member FINRA/SIPC), E*TRADE Capital Management, LLC (SEC RIA), E*TRADE Insurance Services, Inc., E*TRADE Financial Corporate Services, Inc., E*TRADE United Bank (member FDIC), E*TRADE Bank (member FDIC), E*TRADE Clearing LLC (member NYSE/FINRA/SIPC), E*TRADE Savings Bank (member FDIC), and E*TRADE Mortgage Corporation. These entities are collectively referred to as "affiliated companies," "we," "us," and "our" throughout this statement.

Privacy is our priority.
We are committed to protecting our consumers' personal and financial information. In the course of providing financial products and services, we need to collect and maintain certain nonpublic personal information. This Privacy Statement answers some questions about what nonpublic personal information we collect, what we do with it, and how we protect it.

We do not disclose any nonpublic personal information about our consumers to any nonaffiliated third parties, except as described below.

What types of nonpublic personal information do we collect?
When you apply for, open, or maintain an account with us, or when you agree to allow us to provide personalized advisory services, or apply for a financial product or service (such as a loan), we collect the following types of information:

- Information you provide online and on applications or other forms, or through discussions we have with you or your representatives, such as your name, address, Social Security number, date of birth, income, employment information, investment experience, and risk tolerance, and any information about your personal goals or objectives.
- Information about your transactions with or through us, such as your account balance, trading activity, loan amount, and account history, if applicable.
- Information about you from consumer-reporting agencies, such as your credit scores.
- Information you provide us about your external financial accounts in order for us to provide you special product and service features.

Information regarding external financial accounts will not be disclosed to any other entities, including our corporate affiliates. However, other above-referenced information may be disclosed, as permitted by law, in the manner described below.

What types of nonpublic personal information do we disclose?
We may disclose nonpublic personal information we collect, such as the categories described above, primarily to make available to you the financial products and services that we and our business partners provide. We do not disclose nonpublic personal information about former customers to anyone, except as permitted by law or to cooperate with regulators or law enforcement authorities.

To what types of entities do we disclose nonpublic personal information?
We may disclose nonpublic personal information to the following entities:

- among our **affiliated companies** (please see below to see how you may limit the sharing of some of this information for purposes of marketing by our affiliated companies);
- with nonaffiliated third parties that perform services, such as marketing or market research, on our behalf (e.g., we may provide your name, address, phone number, and/or e-mail address to vendors who send our e-mail or regular mail);
- with companies that service, maintain, or process for us your transactions and accounts (e.g., we provide information to companies that prepare and mail account statements and transaction confirmations);
- with nonaffiliated third parties as permitted by or required by law, or to cooperate with regulators or law enforcement authorities (e.g., government/regulatory organizations, such as the Internal Revenue Service (IRS) and the Securities and Exchange Commission (SEC), as well as any of the securities exchanges, self-regulatory organizations and states we are registered with and to parties under court order or subpoena that request this information); and
- with nonaffiliated third parties for which you have provided your express consent or directed us to make.

We require that all the above entities with which we share your nonpublic personal information, agree to keep your information confidential. We also prohibit them from using or disclosing your information except for the limited purpose and to the persons for whom disclosure was intended, or as otherwise permitted by law.

How may you limit (opt-out of) the sharing of your information?
The law allows you to opt-out of our **sharing** nonpublic personal information about you in certain circumstances with **nonaffiliated third party companies**; that is, you may direct us to not make such disclosures. However, we do not currently share information about you with any nonaffiliated third party that triggers this opt-out right. Accordingly, there is no need for you to opt-out or take any other affirmative action telling us not to share such information with nonaffiliated third parties.

The law also allows you to opt-out of our **sharing** certain nonpublic personal information about you (e.g., information other than your transactions and experiences with us such as your credit report) among our **affiliated companies**; that is, you may direct us to not make such disclosures. But, we only share your transactions and experiences information (e.g., account balance, trading activity, loan amount, and account history) with our affiliated companies. Therefore, there is no need for you to exercise such opt-out right.

Finally, the law also gives you the right to limit some kinds of **marketing** from our **affiliated companies**. You may elect not to have our **affiliated companies** market their products or services to you where such marketing is based on information about you that we share with them. Since our affiliated companies, from time to time, do engage in such marketing, we are providing you with the ability to opt-out so that you do not receive these types of marketing communications from us in the future. **To limit these marketing offers, please contact us by telephone at the applicable telephone numbers provided below.**

Your choice to limit marketing offers from our affiliated companies will apply until you tell us to change your choice or for at least five years from when you tell us your choice. Once that period expires, you will receive a renewal notice that will allow you to continue to limit marketing offers from our affiliated companies for at least another five years. For consumers with joint accounts, an opt-out direction by one joint account holder will be treated as applying to all of the associated joint account holders.

How do we protect the confidentiality and security of nonpublic personal information?
We maintain reasonable physical, electronic, and procedural safeguards to guard your nonpublic personal information. We protect your account information by placing it on the secure portion of our Web site, using firewalls and other security technology to protect our network and systems from external attacks, and by requiring you to enter a unique user name and password to access your account information online. Also, our servers have been enabled with Secure Sockets Layer (SSL) technology to prevent unauthorized parties from viewing the nonpublic personal information that you provide or access during a secure session (look for the padlock icon on your browser).

In addition, if you access information online, we use digital certificate services to authenticate that you are transacting with our Web site.

Our employees (e.g., customer service and compliance personnel) and third party service providers have access to your nonpublic personal information only on a "need to know" basis. We conduct regular internal audits of our business practices and procedures, examining confidentiality standards and information access in order to protect your personal information.

In addition to our security measures, you can also take steps to maximize your security online and to protect your confidential information. Additional information on these topics can be found on the E*TRADE Financial Web site at the **Online Security** link at the bottom of most web pages.

What should I know about "cookies"?
"Cookies" are small amounts of data that a Web site can send to your web browser and store on your computer. Cookies do not contain personal information about you (unless you knowingly provide it). Cookies can note that your browser was used to visit certain sites, pages, or advertisements on a certain date.

We use both HTML cookies and Local Shared Objects (sometimes referred to as Flash cookies) that are built for use with the Adobe® Flash® Player for authentication purposes and to enhance navigation and Web site functionality. If you access your account online, cookies are sometimes used to verify your identity, to authenticate you as a user on our system and to personalize aspects of your experience on our Web site. We also use cookies to let us know how our customers and other visitors are using our Web site so that we can optimize their experience on it. In addition, we permit certain third party ad servers to set cookies and use related technology (such as web beacons) through our Web site to track performance of advertisements and to collect aggregate data on web page viewing.

You do have control over cookies. Most Web browsers can be set to notify you when an HTML cookie is being placed on your computer. You can manually delete HTML cookies and set most browsers to refuse to accept HTML cookies, although doing so may affect your Web site experience. Flash cookies may be removed by managing your Flash Player settings with Adobe. To delete or prevent placement of Flash cookies, you will need to visit the Adobe Flash Player Help site at *www.adobe.com/go/settingsmanager*, click on the hyperlink for "Website Privacy Settings panel" on the left hand side of the screen and follow the instructions for preventing third-party Flash content from storing data on your computer.

Additional information on about how we use cookies and related technologies and how you can opt-out of the placement of cookies on your computer, can be found on the E*TRADE Financial Web site. Click on the **Online Security** link at the bottom of most web pages and select **Information About Cookies** at the bottom of the page.

How can customers access and update their nonpublic personal information that we collect?
You can access and update certain nonpublic personal information that

Rev. January 2011

FACTS	WHAT DOES MACQUARIE MORTGAGES USA, INC. DO WITH YOUR PERSONAL INFORMATION?
Why?	Financial companies choose how they share your personal information. Federal law gives consumers the right to limit some but not all sharing. Federal law also requires us to tell you how we collect, share, and protect your personal information. Please read this notice carefully to understand what we do.
What?	The types of personal information we collect and share depend on the product or service you have with us. This information can include: ▪ Social Security number and income ▪ account balances and payment history ▪ credit history and credit scores When you are no longer our customer, we continue to share your information as described in this notice.
How?	All financial companies need to share customers' personal information to run their everyday business. In the section below, we list the reasons financial companies can share their customers' personal information; the reasons Macquarie Mortgages USA, Inc. chooses to share; and whether you can limit this sharing.

Reasons we can share your personal information	Does Macquarie Mortgages USA, Inc. share?	Can you limit this sharing?
For our everyday business purposes – such as to process your transactions, maintain your account(s), respond to court orders and legal investigations, or report to credit bureaus	Yes	No
For our marketing purposes – to offer our products and services to you	Yes	No
For joint marketing with other financial companies	No	No
For our affiliates' everyday business purposes – information about your transactions and experiences	Yes	No
For our affiliates' everyday business purposes – information about your creditworthiness	No	We don't share
For our affiliates to market to you	No	We don't share
For nonaffiliates to market to you	No	We don't share

Questions?	Call 1-888-260-4390 or go to www.macquariemortgages.com

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Who we are	
Who is providing this notice?	Macquarie Mortgages USA, Inc.

What we do	
How does Macquarie Mortgages USA, Inc. protect my personal information?	To protect your personal information from unauthorized access and use, we use security measures that comply with federal law. These measures include computer safeguards and secured files and buildings. We also restrict access to your personal information to those employees who need to know this information to perform their job duties.
How does Macquarie Mortgages USA, Inc. collect my personal information?	We collect your personal information, for example, when you ■ apply for a loan or give us your income information ■ provide account information or give us your contact information ■ pay your bills We also collect your personal information from others, such as credit bureaus, affiliates, or other companies.
Why can't I limit all sharing?	Federal law gives you the right to limit only ■ sharing for affiliates' everyday business purposes—information about your creditworthiness ■ affiliates from using your information to market to you ■ sharing for nonaffiliates to market to you State laws and individual companies may give you additional rights to limit sharing.

Definitions	
Affiliates	Companies related by common ownership or control. They can be financial and nonfinancial companies. ■ *Our affiliates include companies with a Macquarie name; financial companies such as Macquarie Bank Limited.*
Nonaffiliates	Companies not related by common ownership or control. They can be financial and nonfinancial companies. ■ *Macquarie Mortgages USA, Inc. does not share with nonaffiliates so they can market to you*
Joint Marketing	A formal agreement between nonaffiliated financial companies that together market financial products or services to you. ■ *Macquarie doesn't jointly market*