Docket #0008 Date Filed: 5/25/2012

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

RESIDENTIAL CAPITAL, LLC, et al.,	Case No. 12-ap-1671(MG)
Plaintiffs,	Bankruptcy Case No. 12-12020 (MG)
v.	Joint Administration Pending
ALLSTATE INS. CO., THE OTHER PARTIES LISTED ON EXHIBIT A TO THE COMPLAINT, JOHN DOES 1-1000,	
Defendants.	

DECLARATION OF ANNE JANICZEK

I, Anne Janiczek, declare:

1. I am the Chief Human Resources Officer for the Mortgage Division at Debtor Residential Capital LLC and its affiliates ("ResCap").

2. I submit this Declaration in support of the Debtors' Motion to Extend the Automatic Stay and/or for Injunctive Relief. The information contained in this Declaration is based on my personal knowledge, the files of ResCap, and discussions with other employees of ResCap.

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3. I have been at ResCap for 13 years, the last 4 in my current position. In my current position, I am responsible for leading and managing a team that supports the business in all aspects of Human Resources, including: management and executive development; talent management, recruiting and learning; employee relations; performance management, planning and appraisal; oversight of incentive, long-term and executive compensation plans; training; diversity; organizational design and effectiveness; and succession planning.

4. Since ResCap began making plans for a possible restructuring, I have been involved with the full Human Capital strategy for the transition process. In that role, I have worked with ResCap leadership to strategically design or enhance key functions to support an independent organizational structure. As part of my responsibilities, I managed critical tasks including organizational design, function responsibilities, staffing models, compensation design, assigning individuals to their roles during the transition period, and making sure that our human resources are properly allocated. I have also become aware of the roles that ResCap employees play in the transition process and in maintaining the value of the assets and business of the Debtors' estate.

5. I am also generally aware of the litigation against the Debtors and their non-debtor affiliates related to mortgage-backed securities. I know that, over the years, numerous of the Debtors' employees have spent substantial time assisting the lawyers in those cases—in helping them understand the facts, compile documents necessary for the lawsuits, and serve as witnesses in the cases. In addition, I am aware that Jeffrey Lipps has represented various Debtors over the years in that litigation, and I have reviewed Mr. Lipps' declaration to confirm the identity and involvement of certain Debtor employees in those litigations.

6. Based on my knowledge of ResCap's employees' roles in the Debtors' efforts and my review of the Lipps declaration, I am aware of individuals who are significantly involved in preserving the value of the Debtors' businesses and who would also be critical to any discovery from the Debtors. Three illustrative examples of such employees are Heather Anderson, Tim Witten, and Jeff Blaschko. Below, I describe each of their roles in the restructuring process and their critical work to preserve the value of the Debtors' estate in order to maximize recovery for creditors.

Heather Anderson

7. Heather Anderson is a Director of Treasury at ResCap. Ms. Anderson reports directly to Joe Ruhlin, the Debtors' Executive Director of Treasury. Her primary day-to-day responsibilities include managing the operations, cash, reporting and relationships with lenders for all ResCap financing facilities. Ms. Anderson also has extensive structured finance and capital markets experience related to eighteen years of service with ResCap's legacy business.

8. Currently, in her role in the Treasury group, Ms. Anderson is intimately involved in many aspects of the restructuring effort. Prior to the Petition Date, Ms. Anderson and her team were involved in the negotiation of the DIP facility and reviewed and analyzed all the agreements relating to it. In order to comply with the terms of the DIP agreement, Ms. Anderson's group had to change all of Treasury's internal processes for reporting. On a going forward basis, Ms. Anderson is responsible for new daily, weekly and monthly reporting on all assets covered by the DIP facility. New reporting that Ms. Anderson is now responsible for includes Borrowing Base Report, Monthly Mortgage Schedules & Remittance Report, Monthly Collateral Reports and Eligible Receivables Schedules, Net Outflows Report and AFI Payments and Receipts Report, and Material Contracts report.

9. In addition, the Debtor's other lenders—including Ally Financial, Citigroup and Fannie Mae—have new reporting and cash management requirements as a result of the bankruptcy filing. Ms. Anderson has been responsible for creating, implementing and managing all of the new reporting to comply with these new requirements. Those reports include information such as required AFI Line of Credit, AFI Revolver, and CITI MSR facility reporting. Reports also include all daily cash movements with various facilities, cash needs, and corporate expense allocations to lenders.

10. Ms. Anderson is also directly involved in various aspects of the Debtors' proposed sale of their mortgage origination and servicing businesses to Nationstar Mortgage LLC. Ms. Anderson is focused on negotiations and cash management issues relating to the proposed sale. In particular, Ms Anderson will be one of the business leaders charged with amending hundreds of legacy ResCap sales and servicing agreements in order to comply with the terms of the APA. This project must be completed prior to the finalizing of the asset sale. Those tasks are obviously critical to ensuring that the proposed asset sale is consummated and the transition is one that maximizes the value of the Debtors' estate.

11. Ms. Anderson is extremely busy performing tasks that are necessary to the Debtors' proposed assets sales and restructuring. However, I understand from Mr. Lipps' declaration that she is a key witness in the mortgage-backed securities litigation and would be called upon to provide her knowledge regarding the Debtors' loan acquisition and securitization programs and processes. If discovery in those cases were to continue and Ms. Anderson was tasked with assisting those efforts, it would be difficult for her to timely and appropriately perform her restructuring-related responsibilities—and that would potentially jeopardize the Debtors' efforts to preserve and maximize value during their restructuring.

Tim Witten

12. Tim Witten is the Senior Director, Investor Reporting in the ResCap Master Servicing group. Mr. Witten's primary day-to-day responsibilities involve fulfilling contractual obligations to our investors and managing staff and service providers responsible for the related requirements, obligations, and support for investor reporting.

13. Mr. Witten has had and will continue to have extensive involvement in the Debtors' restructuring efforts through the confirmation of any plan. Mr. Witten is principally involved in the consummation of the proposed sale of the Debtors' mortgage origination and servicing businesses to Nationstar Mortgage LLC. To that end, Mr. Witten is responsible for comparing the Debtors' and Nationstar's overlapping systems, vetting the compatibility of the Debtors' platform with Nationstar's platform, and exchanging extensive information necessary for the sale to occur. Mr. Witten must understand the business details of the Nationstar platform so that he may effectively evaluate potential synergies and potential integration opportunities. He will be required to evaluate Nationstar's systems and capabilities relative to the capabilities of the Debtor's platform. He will be expected to contribute to decisions regarding the effective performance of each platform's contractual obligations with respect to each platform's customers and mortgage investors. It is expected that Mr. Witten will spend increased time travelling to provide transition support, including system evaluation and contract review, and to asses the Nationstar business model.

14. In addition to his involvement in the sale to Nationstar, Mr. Witten also manages a team of 45 employees in the Master Servicing group. That group is responsible for the cash flows for all the securitizations for which the Debtors are Master Servicer. Properly managing those cash flows is critical to running the Debtors' business and preserving its value. After all,

mortgage servicing is one of the Debtors' key businesses—and if Mr. Witten and his team were unable to perform this critical role, it would adversely impact the value of the Debtors' business.

15. Mr. Witten also has ongoing responsibility for managing the settlement with the fifty states attorneys general related to foreclosure practices. In addition to his management responsibilities for the Debtor's Master Servicing business and support of the sale of that business, Mr. Witten is also providing critical project-management expertise in completing the Debtor's obligations to provide Consumer Relief under the Consent Order entered in Federal court in March 2012. This order is generally referred to as the National Mortgage Settlement. Mr. Witten's combination of contract knowledge, process understanding, and management abilities are required to successfully provide rate and balance reductions to consumers suffering financial distress.

16. Like Ms. Anderson, Mr. Witten's time and energy are completely focused on performing these restructuring-related tasks in order to maintain the estate's value and effectuate the proposed sale to Nationstar. Simply put, Mr. Witten has little time to devote to anything other than these tasks for the Debtors, including any discovery-related tasks from the litigation concerning the Debtors' mortgage-backed securities. If Mr. Witten did have to participate in such discovery efforts, it would be difficult for him to perform his integral restructuring responsibilities, frustrating and potentially thwarting the Debtors' asset sales and restructuring.

Jeff Blaschko

17. Jeff Blaschko is the Manager of Investor Relations in the Investor Relations group of ResCap. Mr. Blaschko's primary day-to-day responsibilities include overseeing the team that maintains and supports the VISION institutional RMBS investor website. Through our VISION website, important information is made available to institutional MBS/ABS investors (including third party data providers, Rating Agencies, Trustees, and other market participants). Mr.

Blaschko has intimate knowledge of all GMAC and ResCap securitizations, including legacy transactions, data, and the supporting documentation, including loan-level information. As a result, Mr. Blaschko is involved in assessing systems and implementing them through the transition phase, and he is integral to the success of the transition. Specifically, Mr. Blaschko will participate in identifying the systems and data needs for the assets that remain in the Debtors' estate, as well as those assets being purchased by Nationstar. Due to the importance and sensitivity of the systems and data that Jeff's team manages, continued updates (which are time sensitive) and ongoing access are critical to both the estate and creditors to support related requests and requirements. Additionally, Mr. Blaschko must understand the business requirements of Nationstar relative to Investor Relations systems so that he may effectively evaluate potential synergies and potential integration opportunities. He will be required to evaluate Nationstar's systems and capabilities relative to the capabilities of the Debtor's systems.

18. Jeff's other responsibilities and current projects underway include participating in the Basel II (regulatory capital requirements) project as it relates to the PLS programs (sourcing data, constructing interfaces, providing pool-level data, structure type etc., validating and testing etc.); assisting Treasury in providing collateral information on various funding facilities, including collateral analysis under the $14.5B DIP funding facility; assisting Accounting in quarterly and annual reporting as it relates to PLS activity; reporting monthly HELOC Liquidity needs and Surety Provider exposure to senior management; rating Agency activity as it relates to the PLS transactions, bond downgrade/upgrades, modification cap consents (RAC letters), etc.; providing Structured Finance knowledge/experience base as it relates to the GMAC ResCap legacy securitization programs; promoting ALLY auto securitization monthly remittance and

collateral reports to the Ally Auto Securitization site, and disseminating to third party data providers; developing Frank Dodd source data files.

19. In addition to Mr. Blaschko's above-described work in the restructuring, I understand that he has been a witness in litigation against the Debtors, is likely to be a witness in other cases, and is often required to provide loan-level data and other information to the Debtors' outside counsel throughout a variety of litigations that the Debtor is facing. Mr. Blaschko does not have the time or resources to support litigation discovery needs while simultaneously performing his restructuring-related roles—and if he were called upon to do so, the Debtors' efforts to restructure would be adversely impacted.

20. The individuals described above are just some of the many employees of the Debtors who will be integral to the estate during the restructuring. The employees involved in the restructuring process range from senior management all the way through entry level employees. I have identified and described those above as just a few examples of individuals who are critical to the Debtors' restructuring efforts but who have also been, and are likely to continue to be, particularly critical to any discovery that continues in the pending mortgage-backed securities lawsuits.

I declare under penalty of perjury, pursuant to 28 U.S.C. § 1746, that the foregoing is true to the best of my knowledge, information, and belief. Executed on May 24, 2012, at Fort Washington, Pennsylvania.



Anne Janiczek