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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: RESIDENTIAL CAPITAL, LLC, *et al*., Debtors.	Chapter 11 Case No. 12-12020 (MG) Jointly Administered
RESIDENTIAL CAPITAL, LLC; *et al.*, Plaintiffs, v. ALLSTATE INSURANCE CO., THE OTHER PARTIES LISTED ON EXHIBIT A TO THE COMPLAINT, JOHN DOES 1-1000, Defendants.	Case No. 12-AP-01671 (MG) Bankruptcy Case No. 12-02020 (MG) Jointly Administered

EX PARTE MOTION OF NEW JERSEY CARPENTERS HEALTH FUND FOR AN ORDER PERMITTING NEW JERSEY CARPENTERS HEALTH FUND TO EXCEED PAGE LIMIT ON OBJECTION TO DEBTORS' MOTION TO EXTEND AUTOMATIC STAY OR, IN THE ALTERNATIVE, FOR INJUNCTIVE RELIEF ENJOINING PROSECUTION OF CERTAIN PENDING LITIGATION AGAINST DEBTORS' DIRECTORS AND OFFICERS AND NON-DEBTOR CORPORATE AFFILIATES

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

New Jersey Carpenters Health Fund (the "Lead Plaintiff"), on behalf of itself and the class of persons and entities (the "Putative Class") it represents in the consolidated securities class action styled as *New Jersey Carpenters Health Fund, et al., on Behalf of Themselves and All Others Similarly Situated v. Residential Capital, LLC et al.*, pending in the United States District Court for the Southern District of New York, Case No. 08-CV-8781 (HB) (the "Class Action"), hereby files this ex parte motion (the "Motion") requesting entry of an order, substantially in the form annexed hereto as Exhibit A (the "Proposed Order"), authorizing the Lead Plaintiff to exceed the twenty-five-page limit on the Lead Plaintiff's objection (the "Objection") to the *Debtors' Motion To Extend Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Pending Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates* (the "Stay Motion") [AP Docket No. 4][1] filed by the debtors and debtors-in-possession (the "Debtors") in the above-captioned chapter 11 bankruptcy cases (the "Bankruptcy Cases"), in their capacity as plaintiffs in the above-captioned adversary proceeding (the "Adversary Proceeding"), on May 25, 2012. In support of this Motion, the Lead Plaintiff respectfully states as follows:

JURISDICTION

1. This Court has jurisdiction to consider this Motion pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2). Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409.

[1] References in this Objection to the dockets of the various court proceedings related hereto are denoted as follows:
[BK Docket No. __] denotes a reference to the docket in the Bankruptcy Cases.
[AP Docket No. __] denotes a reference to the docket in the Adversary Proceeding.

BACKGROUND

2. On May 14, 2012 (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. These cases are being jointly administered pursuant to Bankruptcy Rule 1015(b). No trustee or examiner has been appointed in these Chapter 11 cases.

3. On May 16, 2012, the United States Trustee for the Southern District of New York appointed the Official Committee of Unsecured Creditors of the Debtors [BK Docket No. 102].

4. On May 23, 2012, the Court entered the *Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures* (the "Case Management Order") [BK Docket No. 141]. Among other things, the Case Management Order limits initial briefs in support of and opposition to motions to twenty-five pages in length (the "Page Limit").

5. The Debtors commenced the above-captioned adversary proceeding and filed the Stay Motion on May 25, 2012 [AP Docket No. 4]. Immediately prior to filing the Stay Motion, the Debtors filed the *Debtors' Ex Parte Motion for an Order Allowing Debtors to Exceed Page Limit on Debtors' Motion To Extend Automatic Stay or, in the Alternative, for Injunctive Relief Enjoining Prosecution of Certain Pending Litigation Against Debtors' Directors and Officers and Non-Debtor Corporate Affiliates* (the "Debtors' Motion for Leave") [AP Docket No. 3], seeking permission for the Stay Motion to exceed the Page Limit.

6. On June 1, 2012, the Court entered the *Order Approving Debtors' Ex Parte Motion for an Order Allowing Debtors To Exceed Page Limit for Their Stay Motion* [AP Docket No. 11], authorizing the Debtors to file a Motion in excess of the twenty-five-page limit. The Motion is forty-five pages in length.

7. Pursuant to an agreement among the Debtors, the Lead Plaintiff, and various other parties affected by the Motion, the Lead Plaintiff's deadline for filing an objection to the Motion is Thursday, June 28, 2012 at 4:00 p.m. (Prevailing Eastern Time).

RELIEF REQUESTED

8. By this Motion, the Lead Plaintiff requests entry of an order allowing the Objection to exceed the Page Limit, provided that the length of the Objection shall not exceed the length of the Stay Motion, forty-five pages (not including pages reserved for the caption, table of contents, and table of authorities).

BASIS FOR RELIEF

9. Grounds exist for the requested expansion of the Page Limit with respect to the Objection. The Debtors seek extraordinary relief through the Stay Motion: extension of the automatic stay to, or an injunction barring the continuation of litigation against, various non-Debtor individuals and entities. The grounds that the Debtors assert in support of their request for such relief are varied and each such ground must be addressed. In addition, the Objection must take into account the three declarations filed in connection with the Stay Motion, as well as the documents attached thereto. Absent the expansion of the Page Limit requested herein, the Lead Plaintiff would be unable to fully and fairly address each of the arguments and allegations raised in the Stay Motion and declarations.

10. The Lead Plaintiff has diligently attempted to present its factual background and

legal arguments in the Objection in a concise manner. However, in order to fully address the two alternative forms of relief the Debtors have requested in the Stay Motion—the same "necessity to discuss several potential bases for relief" that the Debtors posited as a basis for leave to exceed the Page Limit, see Debtors' Motion for Leave at ¶ 7—the structure of the Objection must track that of the Stay Motion. As a result, the Lead Plaintiff anticipates that the Objection will be of similar length to the Stay Motion.

11. The requested expansion of the Page Limit is also warranted because the Lead Plaintiff, in the interest of judicial economy, has coordinated with the plaintiffs in two of the other lawsuits affected by the Stay Motion, to avoid filing three separate objections. In lieu of filing full objections to the Stay Motion, those plaintiffs, (a) Cambridge Place Investment Management, Inc. and (b) Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company, each will file a short joinder to the Objection (less than ten pages in length), concisely setting forth any relevant additional facts, issues, and arguments specific to their respective actions.

12. Accordingly, the Lead Plaintiff believes that allowing the Objection to exceed the Page Limit is warranted under the circumstances.

CONCLUSION

WHEREFORE, the Lead Plaintiff respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit A, (a) authorizing the Lead Plaintiff to exceed the Page Limit with respect to the Objection and (b) granting such other and further relief as the Court may deem just and proper.

Dated: June 27, 2012
New York, New York

/s/ *Andrew Behlmann*

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Bankruptcy Counsel for the Lead Plaintiff and the Putative Class

EXHIBIT A
PROPOSED ORDER

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: RESIDENTIAL CAPITAL, LLC, *et al*., Debtors.	Chapter 11 Case No. 12-12020 (MG) Jointly Administered
RESIDENTIAL CAPITAL, LLC; *et al.*, Plaintiffs, v. ALLSTATE INSURANCE CO., THE OTHER PARTIES LISTED ON EXHIBIT A TO THE COMPLAINT, JOHN DOES 1-1000, Defendants.	Case No. 12-AP-01671 (MG) Bankruptcy Case No. 12-02020 (MG) Jointly Administered

ORDER AUTHORIZING NEW JERSEY CARPENTERS HEALTH FUND TO EXCEED PAGE LIMIT ON OBJECTION TO THE DEBTORS' STAY MOTION

Upon the *ex parte* motion (the "Motion")[1] of the Lead Plaintiff, on behalf of itself and the Putative Class it represents in the Class Action, for entry of an order allowing the Objection to exceed twenty-five pages; and the Court having reviewed the Motion; and the Court having found that (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this is a core proceeding pursuant to 28 U.S.C. § 157(b) and (c) the *ex parte* filing of the Motion was appropriate under the circumstances; and the Court having found that the relief requested in the Motion is in the best interests of the Lead Plaintiff and other parties-in-interest; and the Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefor, it is hereby

[1] Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as set forth herein.

2. The Objection may exceed the Page Limit set forth in the Case Management Order, provided that the Objection shall not exceed forty-five double-spaced typewritten pages, in twelve-point Times New Roman font, with one-inch margins.

Dated: _____, 2012
New York, New York

_____
THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE