Docket #0051 Date Filed: 6/29/2012

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,	Chapter 11
Debtors.	Jointly Administered
RESIDENTIAL CAPITAL, LLC, et al.,	Adv. Case No. 12-ap-01671 (MG)
Plaintiffs,	
v.	
ALLSTATE INS. CO., et al.,	
Defendants.	

STIPULATION AND [PROPOSED] ORDER
WITH RESPECT TO DEBTORS' MOTION TO EXTEND THE
AUTOMATIC STAY OR, IN THE ALTERNATIVE, FOR INJUNCTIVE RELIEF

Subject to the approval of the Court, this Stipulation (the "Stipulation") is made and entered into by, between and among the debtors and debtors in possession in the above-captioned bankruptcy case (collectively, the "Debtors") and certain defendants to the above-captioned adversary proceeding listed on Schedule A hereto (the "Stipulating Defendants" and, together with the Debtors, the "Parties"). The Parties intend this Stipulation to resolve, against the Stipulating Defendants, the Debtors' motion, filed on May 25, 2012 (the "Motion"), for entry of an Order pursuant to 11 U.S.C. §§ 362(a)(1) and/or 362(a)(3) and 105(a) extending the automatic stay imposed by 11 U.S.C. § 362(a) to the continued prosecution of the MBS Actions[1] against the Non-Debtor Affiliates or, in the alternative, for entry of an order pursuant to 11 U.S.C. §

[1] Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Motion.

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105(a) enjoining and prohibiting the continued prosecution of the MBS Actions against the Non-Debtor Affiliates.

WHEREAS, venue of this proceeding and the Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and

WHEREAS, notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances and that no other or further notice need be given.

NOW THEREFORE, the Parties have reached the following agreement:

1. Each of the Stipulating Defendants agrees that they are stayed and enjoined from and against the continued prosecution, including the pursuit of any discovery, by the Stipulating Defendants of the MBS Actions against the Non-Debtor Affiliates through October 31, 2012 (the "Stay Period"), except as specifically provided in paragraph 2 below, and the Parties agree to extend any deadlines that occur in the MBS Actions brought by the Stipulating Defendants during the Stay Period.

2. Notwithstanding paragraph 1 above:

   a. In *Fed. Home Loan Bank of Chi. v. Ally Fin. Inc. et al.*, Case No. 10 CH 45033 (Ill. Cir. Ct., Cook Cnty.) and *Fed. Home Loan Bank of Indianapolis v. Ally Fin. Inc. et al.*, No. 49D05 10 10 PL 045071 (Ind. Super. Ct., Marion Cnty.), the Parties do not object to the respective courts issuing orders on the pending motions to dismiss, and the Parties are not stayed or enjoined from filing a motion to reconsider those orders or seeking interlocutory review of those orders. In *Fed. Home Loan Bank of Bos. v. Ally Fin. Inc. et al.*, No. 1:11-cv-10952-GAO (D. Mass.), the Plaintiff may file its amended complaint on or about June 29, 2012, but

the Non-Debtor Affiliates' time to answer, move, or otherwise respond to the amended complaint is stayed until 30 days after the expiration of the Stay Period.

b. In *Huntington Bancshares Inc. v. Ally Fin. Inc. et al.*, No. 27-CV-11-20276 (Minn. Dist. Ct., Hennepin Cnty.), the Parties do not object to the court hearing oral argument and/or rendering decisions on the pending motions to dismiss, and the Parties are not stayed or enjoined from filing a motion to reconsider those decisions or seeking interlocutory review of those decisions.

c. In *Stichting Pensioenfonds ABP v. Ally Fin. Inc. et al.*, No. 12-cv-01381-ADM-TNL (D. Minn), the Parties do not object to the court hearing oral argument and/or rendering decisions on the pending motions to dismiss, and the Parties are not stayed or enjoined from filing a motion to reconsider those decisions or seeking interlocutory review of those decisions. Further, if the plaintiffs in the *Stichting* lawsuit move to remand the lawsuit to state court or ask the federal district court to abstain from exercising jurisdiction over the lawsuit, the Parties do not object to the Non-Debtor Affiliates opposing such motions or participating in any hearing on such motions.

d. In *Massachusetts Mutual Life Ins. Co. v. Residential Funding Co.*, LLC, 11-cv-30035 (D. Mass), the Parties do not object to the court hearing oral argument and/or rendering decisions on the pending motions to strike certain defenses, and the Parties are not stayed or enjoined from filing a

motion to reconsider those decisions or seeking interlocutory review of those decisions.

3. Subject to entry into an appropriate confidentiality agreement, the Debtors will provide to the Stipulating Defendants copies of any discovery they produce to defendants in the above-captioned adversary proceeding who are not Parties to this Stipulation.

4. During the Stay Period, all Parties and Non-Debtor Affiliates will preserve documents, data, and tangible things currently in their possession, custody and control that are subject to discovery in the MBS Actions subject to this Stipulation.

5. The Non-Debtor Affiliates will agree (in a form of agreement reasonably acceptable to the Stipulating Defendants and the Non-Debtor Affiliates) to toll any statute or period of limitations, statutes of repose, or other time-based limitations or defenses which might be asserted as a time bar and/or limitation to any claim that could be asserted against them by the Stipulating Defendants in those MBS Actions during the Stay Period, and the Stipulating Defendants shall forbear bringing any lawsuits against the Non-Debtor Affiliates during the Stay Period. Nothing in this Stipulation shall operate (or constitute an agreement or a requirement) to revive or extend the time for filing any claim against a Non-Debtor Affiliate in any MBS Action that is now time barred or barred by any applicable statute or period of limitations, statutes of repose or other time-related defense as of the date of this Stipulation.

6. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation.

7. Except as specifically provided for herein, the Parties reserve all rights and defenses they may have in the MBS Actions, the above-captioned adversary proceeding, or the

above-captioned bankruptcy case, and entry into this Stipulation shall not impair or otherwise affect such rights and defenses, and all such rights and defenses are expressly preserved.

8. This Stipulation is without prejudice to any further requests for an Order pursuant to 11 U.S.C. §§ 362(a)(1) and/or 362(a)(3) extending the automatic stay imposed by 11 U.S.C. § 362(a) to the continued prosecution of the MBS Actions against the Non-Debtor Affiliates or, in the alternative, for entry of an order pursuant to 11 U.S.C. § 105(a) enjoining and prohibiting the continued prosecution of the MBS Actions against the Non-Debtor Affiliates, or the right of any party to contest such requests.

9. The Stipulating Defendants shall have until November 30, 2012 to file an answer or otherwise respond to the complaint filed in this adversary proceeding.

10. Notwithstanding anything herein to the contrary, this Stipulation shall not modify or affect the terms and provisions of, nor the rights and obligations under, (a) the Board of Governors of the Federal Reserve System Consent Order, dated April 13, 2011, by and among AFI, Ally Bank, ResCap, GMAC Mortgage, LLC, the Board of Governors of the Federal Reserve System, and the Federal Deposit Insurance Corporation, (b) the consent judgment entered April 5, 2012 by the District Court for the District of Columbia, dated February 9, 2012, (c) the Order of Assessment of a Civil Money Penalty Issued Upon Consent Pursuant to the Federal Deposit Insurance Act, as amended, dated February 10, 2012, and (d) all related agreements with AFI and Ally Bank and their respective subsidiaries and affiliates.

11. Nothing in this stipulation will alter the rights of any Stipulating Defendant to seek discovery in the Chapter 11 cases.

12. The Stipulating Defendants reserve the right to challenge the Bankruptcy Court's jurisdiction in this matter and/or otherwise object to the Bankruptcy Court's ability to enter judgment in this matter.

Dated: June 29, 2012

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UNITED STATES BANKRUPTCY JUDGE

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IT IS SO ORDERED

New York, New York
Dated: _____, 2012

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HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE