Docket #0077 Date Filed: 7/18/2012

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.,	Case No. 12-ap-01671 (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.	

ORDER GRANTING DEBTORS' MOTION TO EXTEND THE AUTOMATIC STAY OR IN THE ALTERNATIVE, FOR INJUNCTIVE RELIEF

Upon the motion (the "Motion") of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an Order pursuant to 11 U.S.C. §§ 362(a)(1) and/or 362(a)(3) extending the automatic stay to the continued prosecution by The Western and Southern Life Insurance Company, Western-Southern Life Assurance Company, Columbus Life Insurance Company, Integrity Life Insurance Company, National Integrity Life Insurance Company, and Fort Washington Investment Advisors, Inc. (collectively, "Western & Southern" and, together with the Debtors, the "Parties") against the Non-Debtor Affiliates[1] in *Western &*

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

Southern Life Insurance Co. v. Residential Funding Co., LLC., No. A1105042 (Ohio Ct. of Comm. P., Hamilton Cnty.) (the "Western & Southern Action"); and/or for entry of an order pursuant to 11 U.S.C. § 105(a) enjoining and prohibiting the continued prosecution of the Western & Southern Action against Non-Debtor Affiliate Ally Securities, LLC ("Ally Securities"). The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; venue of this proceeding and this Motion in this District is proper pursuant to 28 U.S.C. §§ 1408 and 1409; notice of this Motion and the opportunity for a hearing on this Motion was appropriate under the particular circumstances and no other or further notice need be given; the relief requested is in the best interest of the Debtors' estates, their creditors and other parties in interest; and after due deliberation and sufficient cause appearing therefore, it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is approved and Western & Southern is hereby enjoined from the continued prosecution against, and the pursuit of any discovery from, the Non-Debtor Affiliates in the Western & Southern Action until October 31, 2012 (the "Stay"), with all parties retaining all rights to seek to extend or terminate the Stay at that time, except as specifically provided in paragraphs 2 and 3 below.

2. Notwithstanding paragraph 1 above, Western & Southern may pursue document discovery in the Western & Southern Action against Ally Securities, but only as to documents in the possession or custody of Ally Securities. Nothing in this paragraph or this Order shall require or permit the pursuit of discovery of documents in the possession of the Debtors.

3. The stay is effective as to the Non-Debtor Affiliates, including former officers and directors, only upon their agreement 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 Western & Southern during the

Stay Period, and Western & Southern shall forbear bringing any lawsuits against the Non-Debtor Affiliates during the Stay Period.

4. The Debtors are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order in accordance with the Motion.

5. Notwithstanding the possible applicability of Bankruptcy Rules 6004(h), 7062, 9014 or otherwise, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

6. To the extent that this Order is inconsistent with any prior order or pleading with respect to the Motion in these cases, the terms of this Order shall govern.

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

8. Notwithstanding anything herein to the contrary, this Order 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.

New York, New York
Dated: July 18, 2012

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge