Docket #0084 Date Filed: 9/6/2012

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 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 (collectively, the "Debtors") in the above-captioned bankruptcy cases (the "Bankruptcy Cases") and (a) New Jersey Carpenters Health Fund, et al. (the "Lead Plaintiffs"), lead plaintiffs in the 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 als.*, Case No 08-cv-8781 (HB) (S.D.N.Y.) (the "Class Action"), on behalf of themselves and the class of persons and entities (the "Putative Class") they represent in the Class Action; (b) Union Central Life Insurance Company, Ameritas Life Insurance Company, and Acacia Life Insurance Company (collectively, "Union Central"), plaintiffs in the action styled as *Union Cent. Life Ins. Co., et al. v. Credit*

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Suisse First Bos. Mortg. Sec. Corp., et al., No. 11-cv-2890-GBD (S.D.N.Y.) (the "Union Central Action"); and (c) Cambridge Place Investment Management Inc. (collectively with the Lead Plaintiffs and Union Central, the "Stipulating Defendants"), plaintiff in the actions styled as *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, Civil Action No. 10-2741-BLS1 (Mass. Super. Ct., Suffolk Cnty.) and *Cambridge Place Inv. Mgmt., Inc. v. Morgan Stanley & Co., Inc., et al.*, No. 11-0555-BLS1 (Mass. Super. Ct., Suffolk Cnty.) (collectively, the "CPIM Actions" and collectively with the Class Action and the Union Central Action, the "Affected MBS Actions"). The Debtors and the Stipulating Defendants (collectively, the "Parties") intend for this Stipulation to resolve, with respect to the Stipulating Defendants, 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 "Motion") [Docket No. 4], which sought 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 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, filed by the Debtors in their capacity as plaintiffs in the above-captioned adversary proceeding (the "Adversary Proceeding") on May 25, 2012,[1] as set forth herein;

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

WHEREAS, with respect to the Stipulating Defendants, notice of the Motion and the opportunity for a hearing on the Motion was appropriate under the particular circumstances and

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

no other or further notice was required to be given.

NOW THEREFORE, the Parties stipulate and agree as follows:

1. Each of the Stipulating Defendants is stayed and enjoined from and against the continued prosecution of the Affected MBS Actions against the Non-Debtor Affiliates, including the pursuit of any discovery in the Affected MBS Actions from the Non-Debtor Affiliates by the Stipulating Defendants, from the date of approval of this Stipulation by the Court 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 during the stay period in the Affected MBS Actions as necessary, except for the matters in each of the Affected MBS Actions referenced in paragraph 2 below, for a period of time not less than the duration of the Stay Period.

2. Notwithstanding paragraph 1 above:

a. In the CPIM Actions, the Parties shall not object, and the stay shall not apply, to any briefing, oral argument, or the court issuing orders on the pending motions to dismiss, and the parties to the CPIM Actions are not stayed or enjoined from filing and litigating a motion or motions to reconsider any such order or seeking appellate review of any such order (including all briefing and oral argument related to any such appeal or motion to reconsider). Cambridge Place Investment Management Inc. is not stayed or enjoined from pursuing the production of documents in the possession, custody, or control of Ally Securities (except to the extent such documents in the control of Ally Securities are solely in the possession or custody of the Debtors) in response to the existing document requests dated on or about May 22, 2012, including but not limited to any

motion practice relevant to compelling or securing the production of such documents.

b. In the Union Central Action, the Parties shall not object, and the stay shall not apply, to the filing and litigation of motions to dismiss pursuant to the briefing schedule established by the court, oral argument in connection with such motions to dismiss, or the court issuing orders thereon, and the parties to the Union Central Action are not stayed or enjoined from filing and litigating a motion or motions to reconsider any order on any motion to dismiss or seeking appellate review of any such order (including all briefing and oral argument related to any such appeal or motion to reconsider).

c. In the Class Action, the Parties shall not object, and the stay shall not apply, to the briefing, oral argument, or the court issuing an order on any class certification motion, and the parties to the Class Action shall not be stayed or enjoined from filing a motion or motions to reconsider any order on the pending class certification motion or seeking appellate review of any such order (including all briefing and oral argument related to any such appeal or motion to reconsider). The Lead Plaintiffs are not stayed or enjoined from completing any pending discovery requests served after the entry of the District Court's order permitting limited discovery as to the Lead Plaintiffs' renewed class certification motion. For the sake of clarity, Ally Securities will not be required to produce, and will not produce, any documents that are solely in the Debtors' possession.

3. 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 Affected MBS Actions.

4. The Non-Debtor Affiliates will agree, in a form of agreement reasonably acceptable to the Stipulating Defendants and the Non-Debtor Affiliates (a "Tolling Agreement"), to toll any statutes or periods of limitations, statutes of repose, or other time-based limitations or defenses that would otherwise expire during the Stay Period and that might be asserted as a time bar and/or limitation to any claim that could be asserted against them by the Stipulating Defendants in the Affected MBS Actions, and the Stipulating Defendants shall forbear from commencing any lawsuits against the Non-Debtor Affiliates during the Stay Period as to any Non-Debtor Affiliate that executes a Tolling Agreement. 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 Affected MBS Action that is now time-barred or barred by any applicable statute or period of limitations, statute of repose, or other time-related defense as of the date of this Stipulation.

5. The Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Stipulation, except as to those matters, including but not limited to the discovery permitted under paragraph 2 above, pending before the respective courts where each of the Affected MBS Actions are pending.

6. Except as specifically provided for herein, the Parties reserve all rights and defenses they may have in the Affected MBS Actions, the Adversary Proceeding, or the Bankruptcy Cases, and entry into this Stipulation shall not impair or otherwise affect such rights and defenses, and all such rights and defenses are expressly preserved.

7. 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, provided that the parties shall not modify this Stipulation other than by written agreement. The Parties acknowledge that the Bankruptcy Court's oral bench opinion at the July 10, 2012 Hearing, as well as its subsequent order on the Motion, resolved the Motion as to The Western & Southern Life Insurance Company, a separate defendant in the above-captioned adversary proceeding, and that oral bench opinion and that order are not binding on the Stipulating Defendants.

8. The Stipulating Defendants shall have until November 30, 2012 to file an answer or otherwise respond to the complaint filed in the Adversary Proceeding, without prejudice to the Parties' right to agree to further extensions of such deadline.

9. Notwithstanding anything herein to the contrary, this Stipulation shall not modify or affect the terms and provisions of, or 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.

10. Nothing in this Stipulation will alter the rights of any Stipulating Defendant to seek discovery (a) in the Affected MBS Actions after the Stay Period or (b) in the Bankruptcy Cases.

11. Notwithstanding anything to the contrary herein, this Stipulation shall not in any manner (a) modify the automatic stay in place with respect to the Debtors pursuant to section 362 of the Bankruptcy Code or (b) enjoin or stay the prosecution of any Affected MBS Action with respect to any defendant that is neither a Debtor nor a Non-Debtor Affiliate.

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.

[*signature page immediately follows*]

Dated: August 30, 2012

/s/ Joel C. Haims
Larren M. Nashelsky
Gary S. Lee
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Proposed Counsel to the Debtors and Debtors in Possession With Respect to All Defendants Except Federal Home Loan Bank of Boston and Federal Home Loan Bank of Chicago

Dated: August 30, 2012

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Bankruptcy Counsel for Lead Plaintiffs and the Putative Class, Union Central Life Insurance Company, Ameritas Life Insurance Company, Acacia Life Insurance Company, and Cambridge Place Investment Management Inc.

IT IS SO ORDERED

Dated: September 6, 2012
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge