Docket #0094 Date Filed: 1/31/2013

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-01671 (MG)
Plaintiffs,	Bankruptcy Case No. 12-12020 (MG)
v.	Jointly Administered
ALLSTATE INS. CO., THE OTHER PARTIES LISTED ON EXHIBIT A TO THE COMPLAINT, JOHN DOES 1-1000,	
Defendants.	

DECLARATION OF SARAH P. HERLIHY

I, Sarah P. Herlihy, hereby declare:

1. I am a partner at the law firm of Kirkland & Ellis LLP and counsel to Ally Securities LLC ("Ally") in the case captioned *Western & Southern Life Ins. Co. v. Residential Funding Co, LLC*, No. A 1105042 (Ohio Ct. of Comm. P., Hamilton Cnty. Sept. 9, 2011) (the "W&S Action").

2. I submit this declaration to provide an update on the status of the W&S Action in relation to the *Debtor's Motion to Further Extend Automatic Stay and Enjoin Prosecution of the Western & Southern Life Insurance Company's Litigation Against Debtors' Non-Debtor Affiliates*.

1212020130131000000000026

3. The statements in this Declaration are based on my personal knowledge, the files of my law firm, and discussions with other attorneys involved in the W&S Action.

4. Kirkland & Ellis took over the representation of Ally Securities in the W&S Action around June 2012.

5. Since that time, which was after the Ohio court dismissed the Debtors' former officers and directors for lack of personal jurisdiction and dismissed certain claims arising out of plaintiffs' purchase of two of the securitizations at issue because the statute of repose had lapsed, some discovery has begun.

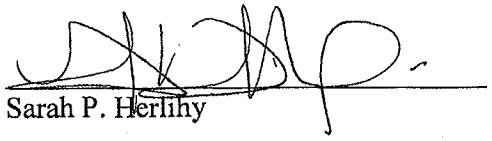
6. Plaintiffs have served initial and supplemental discovery requests on Ally Securities and Ally Securities has provided written objections and responses to those requests. Ally Securities has not yet produced documents in response to those requests.

7. On November 13, 2012, plaintiffs produced approximately 650 documents to defendants.

8. Recently, the parties filed a joint motion to amend the case scheduling order which will extend the fact discovery deadline until November of 2013. During a status conference on January 29, 2012, the Court approved the joint motion.

9. A trial date has been set in the W&S Action for March 2015.

I declare under the penalty of perjury under the laws of the United States that the foregoing is true and correct. Executed on January 31, 2013 in Chicago, Illinois.



Sarah P. Herlihy