Docket #0024 Date Filed: 4/2/2013

Objection Deadline: April 23, 2013 at 4:00 p.m. (prevailing Eastern Time)
Reply Deadline: May 7, 2013 at 4:00 p.m. (prevailing Eastern Time)
Hearing Date and Time: May 23, 2013 at 2:00 p.m. (prevailing Eastern Time)

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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.,	
Plaintiffs,	
v.	Adv. Case No. 13-01262 (MG)
ALLSTATE INSURANCE COMPANY, et al.,	**NOTICE OF MOTION FOR SUMMARY JUDGMENT**
Defendants.	

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PLEASE TAKE NOTICE that, upon the accompanying: (i) Motion for Summary Judgment (the "Motion"); (ii) Memorandum of Law in Support of the Debtors' Motion for Summary Judgment (the "Memorandum of Law"); and (iii) Local Rule 7056-1 Statement of Stipulated Undisputed Facts and Agreed-To Exhibits (the "Local Rule 7056-1 Statement"); the debtors and debtors in possession (collectively, the "Debtors") in the above-captioned jointly administered Chapter 11 cases,[1] and as plaintiffs in the above-captioned adversary proceeding (this "Adversary Proceeding"), by their counsel, will move this Court on **May 23, 2013 at 2:00 p.m. (prevailing Eastern Time)**, or as soon thereafter as counsel may be heard, before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501 (the "Bankruptcy Court"), pursuant to Section 510 of title 11 of the United States Code and Rule 56 of the Federal Rules of Civil Procedure, made applicable to this Adversary Proceeding by Rule 7056 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), for the relief sought in the Motion and as supported by the Memorandum of Law and the Local Rule 7056-1 Statement.

PLEASE TAKE FURTHER NOTICE that responses or objections to the Motion and the relief requested therein, if any, must be in writing, shall conform to the Bankruptcy Rules, the Local Rules of the United States Bankruptcy Court for the Southern District of New York (the "Local Bankruptcy Rules"), and 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*, entered on May 23, 2012 [Docket No. 141], and shall set forth the basis for the

[1] The Debtors are listed in the Affidavit of James A. Whitlinger, sworn to on May 14, 2012, *In re Residential Capital, LLC, et al.*, No. 12-12020 (MG) (Bankr. S.D.N.Y.) [Docket No. 6].

objection or response and the specific grounds therefore, and shall be filed with the Bankruptcy Court electronically in accordance with General Order M-399, by registered users of the Bankruptcy Court's case filing system (the User's Manual for the Electronic Case Filing System can be found at http://www.nysb.uscourts.gov, the official website for the Bankruptcy Court), with a hard copy delivered directly to Chambers and served upon (a) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, NY 10104 (Attn: Gary S. Lee, Esq. (glee@mofo.com), Lorenzo Marinuzzi, Esq. (lmarinuzzi@mofo.com) and Joel C. Haims, Esq. (jhaims@mofo.com)) and Curtis, Mallet-Prevost, Colt & Mosle LLP, 101 Park Avenue, New York, NY 10178 (Attn: Steven J. Reisman, Esq. (sreisman@curtis.com), Theresa A. Foudy, Esq. (tfoudy@curtis.com), and Maryann Gallagher, Esq. (mgallagher@curtis.com)); (b) the Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, NY 10004 (Attn: Tracy Hope Davis, Esq., Linda A. Riffkin, Esq. and Brian S. Masumoto, Esq.); (c) the Office of the United States Attorney General, U.S. Department of Justice, 950 Pennsylvania Avenue NW, Washington, DC 20530-0001 (Attn: U.S. Attorney General, Eric H. Holder, Jr.); (d) the Office of the New York State Attorney General, The Capitol, Albany, NY 12224-0341 (Attn: Nancy Lord, Esq. and Enid N. Stuart, Esq.); (e) the Office of the U.S. Attorney for the Southern District of New York, One St. Andrews Plaza, New York, NY 10007 (Attn: Joseph N. Cordaro, Esq.); (f) counsel for Ally Financial Inc., Kirkland & Ellis LLP, 153 East 53rd Street, New York, NY 10022 (Attn: Richard M. Cieri, Esq.); (g) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, NY 10036 (Attn: Ken Ziman, Esq. and Jonathan H. Hofer, Esq.); (h) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn:

Kenneth Eckstein, Esq. (keckstein@kramerlevin.com) and Greg Horowitz, Esq. (ghorowitz@kramerlevin.com)); (i) counsel to AIG Asset Management (US), LLC and its affiliated entities, Allstate Insurance Co. and its affiliated entities, Massachusetts Mutual Life Insurance Company, and Prudential Insurance Company of America and its affiliated entities, Quinn Emanuel Urquhart & Sullivan, LLP, 51 Madison Avenue, 22nd Floor, New York, NY 10010 (Attn: Susheel Kirpalani, Esq. (susheelkirpalani@quinnemanuel.com) and Daniel L. Brockett, Esq. (danbrockett@quinnemanuel.com), 865 South Figueroa Street, Los Angeles, CA 90017 (Attn: Eric D. Winston, Esq. (ericwinston@quinnemanuel.com) and Jeremy D. Andersen, Esq. (jeremyandersen@quinnemanuel.com)); (j) counsel for National Credit Union Administration Board, Zuckerman Spaeder LLP, 1185 Avenue of the Americas, 31st Floor, New York, NY 10036 (Attn: Graeme W. Bush, Esq. (gbush@zuckerman.com), Nelson C. Cohen, Esq. (ncohen@zuckerman.com) and Laura E. Neish, Esq. (lneish@zuckerman.com)); (k) counsel to Lead Plaintiff and the Certified Class, Union Central Life Insurance Company, Ameritas Life Insurance Corp., Acacia Life Insurance Company, and Cambridge Place Investment Management Inc., Lowenstein Sandler LLP, 65 Livingston Avenue, Roseland, NJ 07068 (Attn: Michael S. Etkin, Esq. (metkin@lowenstein.com), Ira M. Levee, Esq. (ilevee@lowenstein.com) and Andrew Behlman, Esq.(abehlmann@lowenstein.com)); (l) counsel to Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52 Street, New York, NY, (Attn: Jennifer C. DeMarco, Esq. and Adam Lesman, Esq.); (m) counsel to Berkshire Hathaway Inc., Munger, Tolles & Olson LLP, 355 South Grand Avenue, Los Angeles, CA 90071 (Attn: Thomas Walper, Esq. and Seth Goldman, Esq.); (n) Internal Revenue Service, P.O. Box 7346, Philadelphia, PA 19101-7346 (if by overnight mail, to 2970 Market Street, Mail Stop 5-Q30.133, Philadelphia, PA 19104-5016); (o) Securities and Exchange Commission, New York Regional

Office, 3 World Financial Center, Suite 400, New York, NY 10281-1022 (Attn: George S. Canellos, Regional Director); and (p) all other parties who have filed a notice of appearance in this Adversary Proceeding, so as to be received no later than **April 23, 2013 at 4:00 p.m. (prevailing Eastern Time)**, or such shorter time as the Bankruptcy Court may hereafter order and of which you will receive subsequent notice.

PLEASE TAKE FURTHER NOTICE that if you do not timely file and serve a written objection to the relief requested in the Motion, the Bankruptcy Court may deem any opposition waived, treat the Motion as conceded, and enter an order granting the relief requested in the Motion without further notice or hearing.

Dated: April 2, 2013
New York, New York

/s/ Joel C. Haims
Gary S. Lee
Joel C. Haims

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