Docket #0036 Date Filed: 4/3/2013

HEARING DATE: MAY 23, 2013 AT 2:00 P.M. EST
OBJECTION DEADLINE: APRIL 23, 2013 AT 4:00 P.M. EST

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AIG Asset Management (U.S.), LLC. et al.,
Allstate Insurance Company, et al.,
Massachusetts Mutual Life Insurance Company, and
Prudential Insurance Company of America, et al.

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.,	)	
Defendants.	)	

AMENDED NOTICE OF HEARING ON MOTION OF AIG ASSET MANAGEMENT (U.S.), LLC, THE ALLSTATE ENTITIES, MASSACHUSETTS MUTUAL LIFE INSURANCE COMPANY, AND THE PRUDENTIAL ENTITIES FOR SUMMARY JUDGMENT

PLEASE TAKE NOTICE that, on April 2, 2013, AIG Asset Management (U.S.), LLC and affiliated entities (collectively, "AIG"), Allstate Insurance Company and affiliated entities

(collectively, "Allstate"), Massachusetts Mutual Life Insurance Company ("MassMutual"), and Prudential Insurance Company of America and affiliated entities (collectively, "Prudential," and, with AIG, Allstate, and MassMutual, the "Investors"), holders of general unsecured claims against Residential Capital, LLC and its debtor-subsidiaries ("the Debtors"), by and through their undersigned counsel, filed a motion (the "Motion")[1] seeking summary judgment on all counts of the Complaint, dated February 19, 2013, filed by the Debtors commencing the above-captioned adversary proceeding.

PLEASE TAKE FURTHER NOTICE that the hearing on the Motion before the Honorable Martin Glenn, United States Bankruptcy Judge, at the United States Bankruptcy Court for the Southern District of New York, Courtroom 501, One Bowling Green, New York, New York 10004 (the "Bankruptcy Court"), originally scheduled for May 14, 2013 at 10:00 a.m. (EDT) has been rescheduled to the **new hearing date of May 23, 2013 at 2:00 p.m. (EDT)**, or as soon thereafter as counsel may be heard.

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 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

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

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 official 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 Scott C. Shelley, Esq. (scottshelley@quinnemanuel.com), and 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 the relief requested in the Motion may be granted without a hearing if no objection is timely filed and served as set forth above and in accordance with the Case Management Order.

Dated: April 3, 2013
New York, New York

QUINN EMANUEL URQUHART & SULLIVAN, LLP

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