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Hearing Date: May 23, 2013 at 2:00 p.m. (Prevailing Eastern Time)
Opposition Deadline: April 23, 2013
Reply Deadline: May 7, 2013

LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas, 17th Floor
New York, New York 10020
(212) 262-6700 Telephone
(212) 262-7402 Facsimile
Michael S. Etkin (ME 0570)
John K. Sherwood (JS 2453)
Andrew Behlmann (AB 1174)
and
65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 Telephone
(973) 597-2481 Facsimile

Bankruptcy Counsel for Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: RESIDENTIAL CAPITAL, LLC, *et al*., Debtors.	Chapter 11 Case No. 12-12020 (MG) (Jointly Administered)
RESIDENTIAL CAPITAL, LLC; DITECH, LLC; DOA HOLDING PROPERTIES, LLC; DOA PROPERTIES IX (LOTS-OTHER), LLC; EPRE LLC; EQUITY INVESTMENTS I, LLC; ETS OF VIRGINIA, INC.; ETS OF WASHINGTON, INC.; EXECUTIVE TRUSTEE SERVICES LLC; GMAC – RFC HOLDING COMPANY, LLC; GMAC MODEL HOME FINANCE I, LLC; GMAC MORTGAGE USA CORPORATION; GMAC MORTGAGE, LLC; GMAC RESIDENTIAL HOLDING COMPANY, LLC; GMAC RH SETTLEMENT SERVICE, LLC; GMACM BORROWER LLC; GMACM REO LLC; GMACR MORTGAGE PRODUCTS, LLC; HFN REO SUB II, LLC; HOME CONNECTS LENDING SERVICES, LLC; HOMECOMINGS FINANCIAL REAL ESTATE HOLDINGS, LLC;	Adv. Pro. No. 13-01262 (MG)

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HOMECOMINGS FINANCIAL, LLC; LADUE ASSOCIATES, INC.; PASSIVE ASSET TRANSACTIONS, LLC; PATI A, LLC; PATI B, LLC; PATI REAL ESTATE HOLDINGS, LLC; RAHI A, LLC; RAHI B, LLC; RAHI REAL ESTATE HOLDINGS, LLC; RCSFJV2004, LLC; RESIDENTIAL ACCREDIT LOANS, INC.; RESIDENTIAL ASSET MORTGAGE PRODUCTS, INC.; RESIDENTIAL ASSET SECURITIES CORPORATION; RESIDENTIAL CONSUMER SERVICES OF ALABAMA, LLC; RESIDENTIAL CONSUMER SERVICES OF OHIO, LLC; RESIDENTIAL CONSUMER SERVICES OF TEXAS, LLC; RESIDENTIAL CONSUMER SERVICES, LLC; RESIDENTIAL FUNDING COMPANY, LLC; RESIDENTIAL FUNDING MORTGAGE EXCHANGE, LLC; RESIDENTIAL FUNDING MORTGAGE SECURITIES I, INC.; RESIDENTIAL FUNDING MORTGAGE SECURITIES II, INC.; RESIDENTIAL FUNDING REAL ESTATE HOLDINGS, LLC; RESIDENTIAL MORTGAGE REAL ESTATE HOLDINGS, LLC; RFC – GSAP SERVICER ADVANCE, LLC; RFC ASSET HOLDINGS II, LLC; RFC ASSET MANAGEMENT, LLC; RFC BORROWER LLC; RFC CONSTRUCTION FUNDING, LLC; RFC REO LLC; and RFC SFJV- 2002, LLC,

Plaintiffs,

v.

ALLSTATE INSURANCE COMPANY; ALLSTATE LIFE INSURANCE CO.; ALLSTATE NEW JERSEY INSURANCE CO.; AIG ASSET MANAGEMENT (U.S.), LLC;

Defendants.

OPPOSITION OF UNION CENTRAL LIFE INSURANCE COMPANY, AMERITAS LIFE INSURANCE CORP., AND ACACIA LIFE INSURANCE COMPANY TO DEBTORS' MOTION FOR SUMMARY JUDGMENT

Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company (collectively, the "Union Central Parties"), plaintiffs in the civil action

styled as *Union Cent. Life Ins. Co. et al. v. Credit Suisse First Boston Mortg. Sec. Corp. et al.*, pending in the United States District Court for the Southern District of New York, Case No. 11-CV-2890 (GBD) (the "Union Central Action") hereby submit this opposition (the "Opposition") to the *Motion for Summary Judgment* (the "Debtors' Summary Judgment Motion") [Docket No. 25] filed by the above-captioned debtors and debtors-in-possession (the "Debtors") in their capacity as plaintiffs in this adversary proceeding. In support of this Opposition, the Union Central Parties respectfully submit as follows:

BACKGROUND

1. The background and relevant procedural history of the Union Central Action, this adversary proceeding, and the Debtors' Summary Judgment Motion are set forth in the *Motion of Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company for Summary Judgment* (the "Union Central Summary Judgment Motion") [Docket No. 33].

2. On April 23, 2013, AIG Asset Management (U.S.), LLC, Allstate Insurance Company, Massachusetts Mutual Life Insurance Company, Prudential Insurance Company of America, and certain of their affiliated entities filed the *Opposition of AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities to Debtors' Motion for Summary Judgment* (the "AIG Opposition") [Docket No. 43], in opposition to the Debtors' Summary Judgment Motion.

ARGUMENT

3. The Union Central Parties hereby join in and incorporate by reference the arguments and factual assertions set forth in the AIG Opposition as if fully set forth herein.

RESERVATION OF RIGHTS

4. The Union Central Parties reserve all rights with respect to the Debtors' bankruptcy cases, the claims of the Union Central Parties, and the Union Central Action, including but not limited to the rights to oppose (a) any motion or adversary proceeding seeking expungement, disallowance, subordination, or other modification of any claims asserted against the Debtors by the Union Central Parties and (b) confirmation of any chapter 11 plan filed in these cases that proposes to disallow or subordinate such claims. The Union Central Parties further reserves the right to reply to any arguments raised (by the Debtors or otherwise) in opposition to (a) the Union Central Summary Judgment Motion or (b) the *Motion of AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities for Summary Judgment* [Docket No. 27], or in support of or opposition to any other motion relating to the subject matter hereof.

[*signature page follows*]

WHEREFORE, the Union Central Parties respectfully request that the Court deny the Debtors' Summary Judgment Motion in its entirety.

Dated: April 23, 2013
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin

LOWENSTEIN SANDLER LLP
1251 Avenue of the Americas, 17th Floor
New York, New York 10020
(212) 262-6700 Telephone
(212) 262-7402 Facsimile
Michael S. Etkin (ME 0570)
John K. Sherwood (JS 2453)
Andrew Behlmann (AB 1174)

and

65 Livingston Avenue
Roseland, New Jersey 07068
(973) 597-2500 Telephone
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Bankruptcy Counsel for Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company