Docket #0036 Date Filed: 5/10/2013

Hearing Date and Time: June 12, 2013 at 2:00 p.m.
Objection Deadline: May 23, 2013, at 4:00 p.m.

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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,	(Joint Administration)
AMERICAN RESIDENTIAL EQUITIES, LLC, in its own individual capacity and in its capacity as Trustee under that certain American Residential Equities, LLC Master Trust Agreement dated August 8, 2005,	Adv. Pro. No. 12-01934 (MG)
Plaintiff,	
v.	
GMAC MORTGAGE, LLC, as successor by merger to GMAC Mortgage Company, BALBOA INSURANCE COMPANY, and ALLY FINANCIAL, INC.,	
Defendants.	

NOTICE OF DEFENDANT ALLY FINANCIAL INC.'S
MOTION TO DISMISS THE FIRST AMENDED COMPLAINT

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PLEASE TAKE NOTICE that on May 10, 2013, defendant Ally Financial Inc. ("AFI"), a defendant in the above-captioned adversary proceeding, filed a Motion to Dismiss the First Amended Complaint herein as to AFI ("**Motion**") with the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**"), pursuant to Fed. R. Civ. P. 12(b)(1) and (6), made applicable by Fed. R. Bankr. P. 7012(b), on the grounds that the First Amended Complaint fails to state a claim against AFI and that Plaintiff lacks standing to assert the veil-piercing claims asserted in the First Amended Complaint. A hearing to consider the Motion is scheduled for **June 12, 2013, at 2:00 p.m. (prevailing Eastern Time)** before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 501 at the Bankruptcy Court, One Bowling Green, New York, New York 10004.

PLEASE TAKE FURTHER NOTICE that any objection to the Motion must be in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141 in Case No. 12-12020 (MG)], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **May 23, 2013, at 4:00 p.m. (prevailing Eastern Time)**, upon:

(a) counsel for AFI, Otterbourg, Steindler, Houston & Rosen, P.C., 230 Park Avenue, New York, New York 10169 (Attn.: Richard G. Haddad and Andrew S. Halpern);

(b) counsel for Balboa Insurance Company, BuckleySandler LLP, 1133 Avenue of the Americas, Suite 3100, New York, New York 10036 (Attn: Ross E. Morrison);

(c) counsel for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104 (Attn: Stefan W. Engelhardt and Norman S. Rosenbaum);

(d) counsel for American Residential Equities, LLC, in its own individual capacity and in its capacity as Trustee under that Certain American Residential Equities, LLC Master Trust Agreement dated August 8, 2005, Storch, Amini & Munves, PC, 10 East 45th Street, 25th Floor, New York, NY 10017 (Attn.: Avery Samet and John W. Brewer)

(e) Office of the United States Trustee for the Southern District of New York, 33 Whitehall Street, 21st Floor, New York, New York 10004 (Attn: Tracy Hope Davis, Linda A. Riffkin, and Brian S. Masumoto);

(f) 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.);

(g) Office of the New York State Attorney General, The Capitol, Albany, New York 12224-0341 (Attn: Neal Mann);

(h) Office of the U.S. Attorney for the Southern District of New York, 86 Chambers Street, New York, New York 10007 (Attn: Joseph N. Cordaro, Assistant U.S. Attorney);

(i) counsel to Barclays Bank PLC, as administrative agent for the DIP lenders, Skadden, Arps, Slate, Meagher & Flom LLP, Four Times Square, New York, New York 10036 (Attn: Ken Ziman & Jonathan H. Hofer);

(j) counsel for AFI, Kirkland & Ellis LLP, 153 East 53rd Street, New York, New York 10022 (Attn: Ray Schrock and Richard M. Cieri);

(k) counsel for the committee of unsecured creditors, Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York 10036 (Attn: Kenneth Eckstein & Greg Horowitz);

(l) counsel for Ocwen Loan Servicing, LLC, Clifford Chance US LLP, 31 West 52nd Street, New York, New York 10019 (Attn: Jennifer C. DeMarco and Adam Lesman);

(m) 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); and

(n) Securities and Exchange Commission, New York Regional Office, 3 World Financial Center, Suite 400, New York, New York 10281-1022 (Attn: George S. Canellos, Regional Director).

PLEASE TAKE FURTHER NOTICE that if an objection to the Motion is not timely filed and served, the Bankruptcy Court may enter an order granting the relief requested in the Motion without further notice or opportunity to be heard afforded to any party.

Dated: New York, New York
May 10, 2013

OTTERBOURG, STEINDLER,
HOUSTON & ROSEN, P.C.

By: /s/ Richard G. Haddad
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