Docket #0145 Date Filed: 11/8/2013

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	
RESIDENTIAL CAPITAL, LLC, et al.,	Chapter 11 Case No. 12-12020 (MG)
Debtors.	Jointly Administered
RESIDENTIAL CAPITAL, LLC, et al.,	
Plaintiffs,	
v.	
UMB BANK, N.A., IN ITS CAPACITY AS INDENTURE TRUSTEE FOR THE 9.625% JUNIOR SECURED GUARANTEED NOTES, et al.,	Adv. Proc. No. 13-01343 (MG)
Defendants.	
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, on behalf of the estate of the Debtors,	
Plaintiffs,	
v.	Adv. Proc. No. 13-01277 (MG)
UMB BANK, N.A., AS SUCCESSOR INDENTURE TRUSTEE UNDER THAT CERTAIN INDENTURE, dated as of June 6, 2008, et al.,	
Defendants.	

STIPULATED SCHEDULING ORDER

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WHEREAS, on February 28, 2013, the Official Committee of Unsecured Creditors (the "Committee") filed an adversary proceeding complaint (the "Committee Complaint") in this Court styled *Official Committee of Unsecured Creditors v. UMB Banks, N.A., as successor indenture trustee, and Wells Fargo Bank, N.A., as third priority collateral agent and collateral control agent*, Adversary Proceeding No. 13-01277 (the "Committee Action"); and

WHEREAS, on May 3, 2013, Debtor Residential Capital, LLC, and each of its affiliated debtors (collectively, the "Debtors") filed an adversary proceeding complaint (the "Debtor Complaint") in this Court styled *Residential Capital, LLC, et al. v. UMB Bank, N.A. in its capacity as indenture trustee,* Adversary Proceeding No. 13-01343 (the "Debtor Action"); and

WHEREAS, on August 23, 2013, the Court so ordered the Statement of Issues setting forth those issues relating to the Junior Secured Noteholder ("JSN") recoveries that were to be adjudicated in the "Phase I Trial" on the Consolidated Proceedings, scheduled to take place in October 2013, and which causes of action and issues are to be bifurcated for adjudication in connection with any further subsequent proceedings in the Consolidated Proceedings to be scheduled by the Court ("Phase II"); and

WHERAS, the parties to the Committee Action and the Debtor Action are hereinafter referred to as the "Parties"; and

WHERAS, in October 2013, the Parties conducted and completed the Phase I Trial; and

WHEREAS, the Phase II issues are scheduled to be heard coterminously with the Court's hearing to confirm the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors (the "Plan Confirmation"), which is scheduled to commence on November 19, 2013 at 10:00 am.

WHEREAS, the Parties have met and conferred regarding a schedule to supplement but not supersede the schedules set forth in the Court's prior orders including the (i) *Amended Order Establishing a Discovery Protocol in Connection with Discovery Relating to Plan Confirmation* (Dkt. No. 4974) ("Discovery Protocol") and (ii) *Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and for Filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief* (Dkt. No. 4809);

IT IS HEREBY ORDERED:

1. On or before Tuesday, November 5, 2013, the parties shall exchange proposed joint sections I, II, III, and V of the Phase II Joint Pretrial Order.

2. On or before Wednesday, November 6, 2013, the Parties shall exchange initial lists of trial exhibits identified by bates numbers, deposition exhibit numbers, or docket numbers where available. For exhibits not identified by a bates number, deposition exhibit number, or docket number, the Parties shall make copies of those exhibits available on or before Thursday, November 7, 2013. Plaintiffs shall pre-mark all exhibits using numbers; Defendants shall pre-mark all exhibits using letters.

3. On or before Wednesday, November 6, 2013, the Parties shall exchange designations of deposition testimony for depositions taken on or before November 1, 2013.

4. On or before Thursday, November 7, 2013, the Parties shall meet and confer on the proposed joint sections I, II, III, and V of the Phase II Joint Pretrial Order.

5. On or before Friday, November 8, 2013, the Parties shall exchange objections and counter-designations to designations of deposition testimony for depositions taken on or before November 1, 2013.

6. On or before Saturday, November 9, 2013, the Parties shall exchange objections and stipulations to trial exhibits identified on their initial exhibit lists.

7. On or before Saturday, November 9, 2013, the Parties shall exchange supplemental lists of trial exhibits. For exhibits not identified by a bates number, deposition exhibit number, or docket number, the Parties shall make copies of those exhibits available on or before Sunday, November 10, 2013.

8. On or before Sunday, November 10, 2013, the Parties shall exchange designations of deposition testimony for depositions taken as of November 10, 2013.

9. On or before 6:00 pm on Monday, November 11, 2013, the Parties shall exchange objections and counter-designations to designations of deposition testimony for depositions taken on or before November 10, 2013.

10. On or before 6:00 pm on Monday, November 11, 2013, the Parties shall exchange objections and stipulations to trial exhibits identified on the supplemental list of exhibits exchanged on November 9, 2013.

11. At 10:00 am on Tuesday, November 12, 2013, the Parties shall meet and confer regarding: (i) the proposed joint sections I, II, III, and V of the Phase II Joint Pretrial Order, (ii) exhibit lists and objections thereto, and (iii) deposition designations, counter-designations, and objections thereto.

12. On or before 4:00 pm on Tuesday, November 12, 2013, all motions in limine shall be filed. The Parties shall be limited to one motion in limine per side (for a total of two motions

in limine) of no more than twenty (20) pages per memorandum of law, excluding tables of contents, table of authorities, and any exhibits thereto.

13. On or before 6:00 pm on Tuesday, November 12, 2013, the Parties shall exchange all designations of deposition testimony and counter- designations and objections thereto for depositions taken on or before November 10, 2013, and all final sections of the Phase II Joint Pretrial Order.

14. On or before Tuesday, November 12, 2013, the Parties shall complete all fact discovery other than the deposition of Adam Glassner which is scheduled to be completed on Wednesday, November 13, 2013. Expert depositions shall be completed on or before Monday, November 11, 2013, as set forth in the Discovery Protocol, other than the depositions of Robert Bingham and Gina Gutzeit, which will be completed on or before Friday, November 15, 2013.

15. On or before Tuesday, November 12, 2013, the Parties shall file all direct testimony to be introduced by the Parties in their respective cases-in-chief with respect to Phase II or Plan Confirmation issues.

16. On or before Tuesday, November 12, 2013, the Debtors shall file the Phase II Joint Pretrial Order.

17. On or before Tuesday, November 12, 2013, the Parties shall file all designations of deposition testimony and counter-designations and objections thereto for depositions taken on or before November 10, 2013.

18. On or before Wednesday, November 13, 2013, the Parties shall exchange all designations of deposition testimony for depositions taken between November 11, 2013 and November 12, 2013.

19. On or before Wednesday, November 13, 2013, the Parties shall exchange supplemental lists of trial exhibits. For exhibits not identified by a bates number, deposition exhibit number, or docket number, the Parties shall make copies of those exhibits available on or before Thursday, November 14, 2013 at 10:00 a.m..

20. On or before 2:00 pm on Thursday, November 14, 2013, the Parties shall exchange all objections and counter-designations to deposition testimony for depositions taken between November 11, 2013 and November 12, 2013.

21. On or before 5:00 pm on Thursday, November 14, 2013, the Parties shall file all designations of deposition testimony and objections and counter-designations thereto for depositions taken between November 11, 2013 and November 12, 2013.

22. On or before 6:00 pm on Thursday, November 14, 2013, the Parties shall exchange objections and stipulations to trial exhibits identified on the supplemental list of exhibits exchanged on November 13, 2013.

23. On or before 12:00 pm on Friday, November 15, 2013, the Parties shall provide the Court with two copies of the pre-marked exhibits, assembled sequentially in notebooks and tabbed, or, if too voluminous, with each exhibit placed in a separate manila folder with number or letter visible on the lip, and the folder placed in a suitable container or box for ready reference. The exhibits provided to the Court shall include any exhibits to be used in depositions following November 12, 2013 that were not on the final exhibit lists submitted with the Joint Pretrial Order, and a supplemental list of those exhibits. One set of exhibits should be provided to opposing counsel.

24. On or before 4:00 pm on Friday, November 15, 2013, all oppositions to motions in limine shall be filed. Oppositions shall be limited to twenty pages, excluding tables of contents, table of authorities, and any exhibits thereto.

25. On or before Friday, November 15, 2013, the proponents of the Plan shall provide notice of their order of witnesses to the opponents of the Plan by email.

26. On or before Friday, November 15, 2013, the Parties shall exchange designations of deposition testimony for depositions taken between November 13, 2013 and November 15, 2013.

27. On or before Saturday, November 16, 2013, the Parties shall exchange objections and counter-designations to the deposition designations exchanged on November 15, 2013.

28. On or before Sunday, November 17, 2013, the Parties shall file all designations of deposition testimony and objections and counter-designations thereto for depositions taken between November 13, 2013 and November 15, 2013.

29. On or before Monday, November 18, 2013 at 12:00 p.m., the Parties shall file a copy of any depositions which are intended to be offered into evidence, marked to show all designations and counter-designations and unresolved objections, if any.

30. On or before 12:00 pm on Monday, November 18, 2013, the opponents of the Plan shall notify the proponents of the Plan of the witnesses they plan to cross-examine and the approximate time needed to conduct that cross-examination for each witness by email.

31. On or before 12:00 pm on Wednesday, November 20, 2013, the opponents of the Plan shall provide notice of their witness order to the proponents of the Plan by email.

32. On or before 12:00 pm on Thursday, November 21, 2013, the proponents of the Plan shall notify the opponents of the Plan of the witnesses they plan to cross-examine and the approximate time needed to conduct that cross-examination for each witness by email.

Dated: November 6, 2013

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Attorneys for UMB Bank, N.A.

IT IS SO ORDERED:

Dated: November 8, 2013
New York, New York

_____/s/Martin Glenn_____
MARTIN GLENN
United States Bankruptcy Judge