Docket #0225 Date Filed: 11/14/2013

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.	

DEPOSITION DESIGNATIONS FOR MICHAEL CARPENTER AND TOM MARANO OF UMB BANK, N.A. AND THE AD HOC GROUP OF JUNIOR SECURED NOTEHOLDERS

1212020131118000000000010

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

The above-captioned debtors and debtors in possession (collectively, the "Debtors"), the Official Committee of Unsecured Creditors (the "Committee"), UMB Bank, N.A. ("UMB"), in its capacity as indenture trustee for the 9.625% Junior Secured Guaranteed Notes due 2015 issued by Debtor Residential Capital, LLC (the "Junior Secured Notes"), Wells Fargo Bank, N.A. ("Wells Fargo"), and the Ad Hoc Group of holders of Junior Secured Notes (the "Ad Hoc Group" or "JSNs" and, with UMB and Wells Fargo, the "Defendants"), hereby submit the following designations of the deposition testimony of Mr. Michael Carpenter and Mr. Tom Marano, including objections and counter-designations, in connection with the above-captioned adversary proceedings and in connection with the Court's hearing to confirm the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Committee.

In addition to the following objections, the Parties reserve the right to object to any attempted use of deposition transcripts, or any portion thereof, to the extent such use falls beyond the allowances of Rule 32 of the Federal Rule of Civil Procedure, as incorporated by Bankruptcy Rule 7032. The Parties further reserve the right to serve errata in accordance with Rule 30(e) of the Federal Rules of Civil Procedure, as incorporated by Bankruptcy Rule 7030, such that the errata will included as part of the designations or counter-designations.

MICHAEL CARPENTER **November 12, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committees' Objections**	**Debtors' and Committees' Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
Carpenter Tr. at 16:9-17:17			
Carpenter Tr. at 19:20-21:18	Irrelevant (FRE 401, 402) <u>19:20-21:7</u> Inadmissible hearsay (FRE 802)	18:10-19:7	
Carpenter Tr. at 23:10-24:20			
Carpenter Tr. at 25:7-16			
Carpenter Tr. at 26:24-27:5			
Carpenter Tr. at 29:25-30:8			
Carpenter Tr. at 33:14-22	Inadmissible hearsay (FRE 802)		
Carpenter Tr. at 36:3-37:12	Inadmissible hearsay (FRE 802)	37:13-14	
Carpenter Tr. at 37:15-21	Inadmissible hearsay (FRE 802)		
Carpenter Tr. at 41:4-42:23		39:15-40:21	
Carpenter Tr. at 43:5-15			
Carpenter Tr. at 46:6-23		45:16-46:5	Irrelevant (FRE 401, 402), lack of foundation (FRE 602, 901, 903)
Carpenter Tr. at 48:19-22		48:23-24	

MICHAEL CARPENTER **November 12, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committees' Objections**	**Debtors' and Committees' Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
Carpenter Tr. at 48:25-49:18	Irrelevant (FRE 401, 402), lack of personal knowledge (FRE 602) <u>49:15-18</u> Objection to form: vague and ambiguous	49:19-50:4	Irrelevant (FRE 401, 402), Inadmissible hearsay (FRE 802)
Carpenter Tr. at 50:20-51:10	Irrelevant (FRE 401, 402)		
Carpenter Tr. at 60:3-11			
Carpenter Tr. at 61:4-62:5	Lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion		
Carpenter Tr. at 63:19-21			
Carpenter Tr. at 64:2-6			
Carpenter Tr. at 64:8-13			
Carpenter Tr. at 66:5-68:16	<u>67:9-22; 68:6-16</u> Lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion		

MICHAEL CARPENTER November 12, 2013 Deposition Transcript			
UMB and Ad Hoc Group Designations	**Debtors' and Committees' Objections**	**Debtors' and Committees' Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
Carpenter Tr. at 69:3-19	Lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion		
Carpenter Tr. at 70:20-25	Irrelevant (FRE 401, 402), lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion	71:2-4	
Carpenter Tr. at 71:5-7	Irrelevant (FRE 401, 402), lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion	71:2-4	
Carpenter Tr. at 81:5-11			
Carpenter Tr. at 82:14-83:5	Lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion		
Carpenter Tr. at 84:14-85:21			
Carpenter Tr. at 86:3-6		86:7-87:7	Inadmissible hearsay (FRE 802)
Carpenter Tr. at 87:8-13		87:14-16	

TOM MARANO **November 11, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committees' Objections**	**Debtors' and Committees' Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
Marano Tr. at 10:7-11:16			
Marano Tr. at 12:19-13:23	12:19-22: Inadmissible hearsay (FRE 802) 13:15-23: Irrelevant (FRE 401, 402), lack of personal knowledge (FRE 602)		
Marano Tr. at 14:18-24	Lack of personal knowledge (FRE 602)		
Marano Tr. at 16:15-17:8	Lack of personal knowledge (FRE 602)		
Marano Tr. at 48:5-8	Inadmissible hearsay (FRE 802), lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903)		
Marano Tr. at 49:19-51:14	Lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion 51:9-14: objection to form; vague and ambiguous	51:15-53:9	

TOM MARANO **November 11, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committees' Objections**	**Debtors' and Committees' Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
Marano Tr. at 57:13-60:15	Inadmissible hearsay (FRE 802), lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903), inadmissible lay opinion		
Marano Tr. at 62:10-63:12	Irrelevant (FRE 401, 402)		
Marano Tr. at 64:16-65:5			
Marano Tr. at 66:3-9			
Marano Tr. at 69:24-71:13	Irrelevant (FRE 401, 402)	71:14-20	
Marano Tr. at 76:12-77:16		77:17-78:14	
Marano Tr. at 82:10-23			
Marano Tr. at 84:6-19	Lack of personal knowledge (FRE 602)		
Marano Tr. at 85:21-86:6		86:7-17	
Marano Tr. at 87:13-89:7			
Marano Tr. at 97:12-101:19	97:12-99:7: Inadmissible hearsay (FRE 802), lack of personal knowledge (FRE 602), lack of foundation (FRE 602, 901, 903) 99:8-100:17: lack of personal knowledge (FRE 602), inadmissible lay opinion		

TOM MARANO **November 11, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committees' Objections**	**Debtors' and Committees' Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
Marano Tr. at 102:3-104:4	102:3-103:20: Inadmissible hearsay (FRE 802), lack of personal knowledge (FRE 602), inadmissible lay opinion, irrelevant (FRE 401, 402)		

Dated: November 14, 2013

MORRISON & FOERSTER LLP

/s/ Gary S. Lee
Gary S. Lee
Charles L. Kerr
Darryl P. Rains
J. Alexander Lawrence
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

-and-

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

/s/ Steven J. Reisman
Steven J. Reisman
Theresa A. Foudy
Michael Moscato
101 Park Avenue
New York, New York 10178
Telephone: (212) 696-8860
Facsimile: (212) 697-1559

Counsel to the Debtors and Debtors in Possession

KRAMER LEVIN NAFTALIS & FRANKEL LLP

/s/ Kenneth H. Eckstein
Kenneth H. Eckstein
Gregory A. Horowitz
Douglas H. Mannal
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100
Facsimile: (212) 715-8000

-and-

PACHULSKI STANG ZIEHL & JONES LLP

/s/ Robert J. Feinstein
Robert J. Feinstein
John A. Morris
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Counsel to the Official Committee of Unsecured Creditors

Dated: November 14, 2013

REED SMITH LLP

/s/ Eric A. Schaffer
Eric A. Schaffer
David M. Schlecker
Sarah K. Kam
599 Lexington Avenue
New York, New York 10022
Telephone: 212-521-5400
Facsimile: 212-561-5450

Counsel for Defendant Wells Fargo Bank, N.A., in its capacity as third priority collateral agent and collateral control agent

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Daniel H. Golden
Daniel H. Golden
David M. Zensky
Deborah J. Newman
Brian T. Carney
One Bryant Park
Bank of America Tower
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002

Attorneys for UMB Bank, N.A.

WHITE & CASE LLP

/s/ J. Christopher Shore
J. Christopher Shore
Dwight Healy
Douglas Baumstein
Julia Winters
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200

Attorneys for the Ad Hoc Group

MILBANK, TWEED, HADLEY & MCCLOY LLP

/s/ Gerard Uzzi
Gerard Uzzi
Dennis O'Donnell
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Attorneys for the Ad Hoc Group