Docket #0174 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

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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	

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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

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