Docket #0183 Date Filed: 11/17/2013

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 ADAM GLASSNER AND SUSHEEL KIRPALANI 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. Adam Glassner and Mr. Susheel Kirpalani, 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.

ADAM GLASSER November 13, 2013 Deposition Transcript			
UMB and Ad Hoc Group Designations	**Debtors' and Committee's Objections**	**Debtors' and Committee's Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
11:8 – 18	Irrelevant (FRE 401, 402)		
12:9 – 19	Irrelevant (FRE 401, 402)	87:11-88:6	
14:8 – 17:12	Irrelevant (FRE 401, 402)		
17:13 – 19:23			
20:22 – 21:12		21:15-22:9	
22:11 – 14		22:15-23:10	Irrelevant (FRE 401, 402)
26:07 – 27:07			
28:08 – 29:06			
29:10 – 31:24	29:22-31:24 Irrelevant (FRE 401, 402)		
31:25 – 32:13			
32:14 – 21		32:22-33:21	Irrelevant (FRE 401, 402)
34:16 – 24			
36:05 – 42:12	41:6-42:12 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901)	34:25-36:3	Irrelevant (FRE 401, 402); incomplete question and answer
45:05 – 46:03			
46:06 – 13			
47:04 – 48:18		46:6-47:3; 48:19-49:2	

ADAM GLASSER **November 13, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committee's Objections**	**Debtors' and Committee's Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
49:03 – 50:02			
50:22 – 60:02	50:22-15 Objection to form: vague, ambiguous 52:14-24; 53:5-18 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901); impermissible lay opinion 55:7-15; 55:24-56:7; 56:9-16 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901)	60:3-5	
60:06 – 67:06	65:25-66:15 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901); impermissible lay opinion	67:7-21	

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UMB and Ad Hoc Group Designations	**Debtors' and Committee's Objections**	**Debtors' and Committee's Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
69:03 – 76:18	71:19-72:13 Irrelevant (FRE 401, 402), lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901) 72:15-73:6 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901); impermissible lay opinion	100:17-103:9	

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UMB and Ad Hoc Group Designations	**Debtors' and Committee's Objections**	**Debtors' and Committee's Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
76:22 – 83:21	77:15-78:17 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901); impermissible lay opinion 78:19-23 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901) 79:2-7; 79:16-80:9; 80:16-20; 80:25-81:3 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901) 81:4-16; 81:25-82:7 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901); impermissible lay opinion 82:20-83:21 Lack of personal knowledge/speculative (FRE 602), lack of foundation (FRE 602, 901); impermissible lay opinion		
84:21 – 86:15			

ADAM GLASSER **November 13, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committee's Objections**	**Debtors' and Committee's Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
87:21 – 88:03		87:11-20; 88:4-6	
88:11 – 89:05			
92:04 – 93:25		89:6-17; 91:8-92:3	
94:07 – 23		94:2-6; 94:24-95:7	
95:09 – 96:10		97:23-98:7	
98:14 – 19			
99:20 – 100:16			

SUSHEEL KIRPALANI **November 14, 2013 Deposition Transcript**			
UMB and Ad Hoc Group Designations	**Debtors' and Committee's Objections**	**Debtors' and Committee's Counter-Designations**	**UMB and Ad Hoc Group Objections to Counter-Designations**
9:3 – 5		9:6-19	
9:20 – 23			
11:21 – 12:4	Lack of personal knowledge/speculative (FRE 602)	12:5-6	
13:22 – 14:15		14:15-15:8; 16:12-17	

Dated: November 17, 2013

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