Docket #0189 Date Filed: 11/19/2013

**UNITED STATES BANKRUPTCY COURT**
**SOUTHERN DISTRICT OF NEW YORK**

| | |
|---|---|
| In re: | |
| RESIDENTIAL CAPITAL, LLC, *et al*., | Chapter 11<br>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 ORDER**

1212020131119000000000016

WHEREAS, on November 18, 2013, UMB Bank, N.A., as successor Notes Trustee (in such capacity, the "Notes Trustee") under that certain Indenture dated as of June 6, 2008 for 9.625% Junior Guaranteed Notes due 2015 of Residential Capital, LLC, and the Ad Hoc Group of Junior Secured Noteholders (the "Ad Hoc Group") indicated their intent to cross-examine each of the witnesses identified herein; and

WHEREAS, the parties to the above-referenced proceedings have met and conferred with respect to these witnesses, and to avoid the burden and expense of examining these witnesses, have agreed to this Stipulation as follows:

IT IS HEREBY ORDERED:

1. If Fernando Acebedo, Thomas Musarra, Mamta K. Scott, Brendan Meyer, Mary L. Sohlberg, and Robert H. Major (collectively, the "RMBS Trustees" and each a "RMBS Trustee") were examined and asked questions regarding the RMBS Trustees' consideration during and as part of the court-ordered mediation of the potential subordination, pursuant to Section 510(b) Bankruptcy Code, of claims of (i) certain holders of residential mortgage-backed securities (the "RMBS Trust Claims"); (ii) certain monoline insurers (the "Monoline Insurer Claims"); and (iii) certain private securities litigation claimants (the "Private Securities Claims," together with the RMBS Trust Claims and the Monoline Insurer Claims, the "Claims") in the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors, *In re: Residential Capital, LLC*, et al., No. 12-12010 (MG) (Aug. 23, 2013) [Doc. No. 4153], as amended, (the "Plan"), each RMBS Trustee would either (a) testify that s/he has no recollection of or has no knowledge of such matters, (b) refuse to answer such questions on the basis of counsel's objection that responding to such questions could cause the witness to violate the Court's mediation orders and/or (c) refuse to answer such questions on the basis of

counsel's objection that responding to such questions could cause a waiver of the attorney-client privilege, attorney work product or any other applicable privilege.

2. The RMBS Trustees will not testify at the Plan Confirmation hearing/Phase II trial regarding their respective decisions regarding potential subordination, pursuant to Section 510(b) of the Bankruptcy Code, of the Claims in the Plan.

3. The Notes Trustee and Ad Hoc Group agree that they shall not seek to cross examine any of the RMBS Trustees at the Plan Confirmation hearing/Phase II trial.

Dated: November 18, 2013

**MILBANK, TWEED, HADLEY & MCCLOY LLP**

By: /s/ Gerard Uzzi
Gerard Uzzi
David S. Cohen
Daniel M. Perry
Atara Miller
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

and

**WHITE & CASE LLP**

J. Christopher Shore
Dwight Healy
Douglas Baumstein
Julia Winters
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200
Facsimile: (212) 354-8113

*Attorneys for the Ad Hoc Group of Junior Secured Noteholders and UMB Bank, N.A.*

**AKIN GUMP STRAUSS HAUER & FELD LLP**

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.*

**DECHERT LLP**
By: /s/ Mauricio A. España
Mauricio A. España
Rebecca S. Kahan
1095 Avenue of the Americas
New York, New York 10036-6797
Telephone: (212) 698-3500
Facsimile: (212)698-3599

And

**MORGAN, LEWIS & BOCKIUS LLP**
Glenn E. Siegel
101 Park Avenue
New York, New York 10178-0600
Telephone: (212) 309-6000
Facsimile: (212) 309-6001
*Counsel to The Bank of New York Mellon and The Bank of New York Mellon Trust Company, N.A., as Trustee of Certain Mortgage-Backed Securities Trusts*

**MORGAN, LEWIS & BOCKIUS LLP**
By: /s/ James L. Garrity, Jr.
James L. Garrity, Jr.
John C. Goodchild, III (pro hac vice)
101 Park Avenue
New York, New York 10178-0600
Telephone: (212) 309-6000
Facsimile: (212) 309-6001
*Counsel to Deutsche Bank National Trust Company and Deutsche Company Americas, as Trustee of Certain Mortgage-Backed Securities Trusts*

**ALSTON & BIRD LLP**
By: /s/ Michael E. Johnson
John C. Weitnauer (pro hac vice)
Michael E. Johnson
William Hao
90 Park Avenue
New York, New York 10016
Telephone: (212) 210-9400
Facsimile: (212) 210-9444

*Counsel to Wells Fargo Bank, N.A., as Trustee of Certain Mortgage-Backed Securities Trusts*

**SEWARD & KISSEL LLP**
By: /s/ Mark D. Kotwick
Mark D. Kotwick
Arlene R. Alves
Brian P. Maloney
One Battery Park Plaza
New York, New York 10004
Telephone: (212) 574-1200
Facsimile: (212) 480-8421

*Counsel to U.S. Bank National Association, as Trustee of Certain Mortgage-Backed Securities Trusts*

**SEWARD & KISSEL LLP**
By: /s/ Dale C. Christensen, Jr.
Dale C. Christensen, Jr.
Thomas Ross Hooper
Benay L. Josselson
One Battery Park Plaza
New York, New York 10004
Telephone: (212) 574-1200
Facsimile: (212) 480-8421
*Counsel to Law Debenture Trust Company of New York, as Separate Trustee of Certain Mortgage-Backed Securities Trusts*

**ALLEN & OVERY LLP**
By: /s/ John W. Kibler
1221 Avenue of the Americas
New York, New York 10020
Telephone: (212) 610-6300
Facsimile: (212) 610-6399
*Counsel to HSBC Bank USA, N.A., as Trustee of Certain Mortgage-Backed Securities Trusts*

**IT IS SO ORDERED.**

**Dated:** November 19, 2013
New York, New York

**/s/Martin Glenn**
MARTIN GLENN
United States Bankruptcy Judge