Docket #0240 Date Filed: 11/19/2013

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 ORDER

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

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IT IS SO ORDERED.

Dated: November 19, 2013
New York, New York

/s/Martin Glenn
MARTIN GLENN
United States Bankruptcy Judge