UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	:	**Chapter 11**
RESIDENTIAL CAPITAL, LLC, et al., [1]	:	**Case No. 12-12020 (MG)**
	:	**(Jointly Administered)**
Debtors.	:	

SUPPLEMENTAL AFFIDAVIT OF SERVICE

I, Clarissa D. Cu, depose and say that I am employed by Kurtzman Carson Consultants LLC (KCC), the claims and noticing agent for the Debtors.

A. On September 9, 2013, at my direction and under my supervision, employees of KCC caused the following document to be served via First Class Mail upon the service list attached hereto as **Exhibit A**:

- **Notice of (I) Approval of Disclosure Statement, (II) Deadline for Voting on Plan, (III) Hearing to Consider Confirmation of Plan, and (IV) Deadline for Filing Objections to Confirmation of Plan**, attached hereto as **Exhibit B**

Dated: September 26, 2013

Clarissa D. Cu

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 26th of September, 2013, by Clarissa D. Cu, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: _____

ROSS BERNSTEIN
Commission # 2013582
Notary Public - California
Los Angeles County
My Comm. Expires Mar 21, 2017

[1] The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274), EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredit Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)

12120201309260000000000015

EXHIBIT A

Exhibit A
Served via First Class Mail

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	ST	ZIP
Akerman Senterfitt, LLP	Gregory M. McCoskey	Nationwide Title Clearing	401 E. Jackson Street, Suite 1700		Tampa	FL	33602
Alex Sink, Chief Financial Officer Pete Dunbar, General Counsel	Florida Department of Financial Services	State of Florida	200 East Gaines Street		Tallahassee	FL	32399
Alston & Bird	Michael L. Brown	Select Portfolio Services, Inc.	1201 West Peachtree Street		Atlanta	GA	30309
André Birotte, Jr., United States Attorney George S. Cardona, First Assistant United States Attorney	U.S. Attorney's Office for the Central District of California	State of California	1200 United States Courthouse	312 North Spring Street	Los Angeles	CA	90012
Andrew Marcaccio, Esquire Mark Dingley, Esquire	Rhode Island Treasurer's Office	State of Rhode Island	State House, Room 102		Providence	RI	02903
Anne M. Tompkins, United States Attorney U.S. Attorney's Office for the Western District of North Carolina		State of North Carolina	227 West Trade Street, Suite 1650		Charlotte	NC	28202
Arnold & Porter, LLP	James W. Cooper	Aurora Loan Services, LLC	555 12th Street, N.W.		Washington	DC	20004
Attorney General for the Commonwealth of Massachusetts Peter Leight,	Assistant Attorney General, Insurance & Financial Services Division Madonna E. Cournoyer, Assistant Attorney General, Insurance & Financial Services Division Timothy Hoitink, Assistant Attorney General, Insurance & Financial Services Division Office of the Attorney General	Commonwealth of Massachusetts	One Ashburton Place		Boston	MA	02108
Attorney General for the Commonwealth of Virginia	Ms. Erica Bailey, Assistant Attorney General Bill Norris, Assistant Attorney General	Guy Horsley, Special Assistant Attorney General Office of the Attorney General	Commonwealth of Virginia	900 East Main Street	Richmond	VA	23219
Attorney General for the District of Columbia Ellen Efros, Deputy Attorney General, Public Interest Division	Bennett Rushkoff, Chief, Public Advocacy Section Jane Drummey, Assistant Attorney General Office of the Attorney General	District of Columbia	441 4th Street, NW		Washington	DC	20001
Attorney General for the State of California Martin H. Goyette, Senior Assistant Attorney General	Frederick W. Acker, Deputy Attorney General Emily C. Kalanithi, Deputy Attorney General Nicklas A. Akers, Deputy Attorney General Office of the Attorney General	State of California	455 Golden Gate Ave., Suite 11000		San Francisco	CA	94102
Attorney General for the State of Delaware Edward K. Black, Deputy Attorney General, Civil Division	Delaware Attorney General's Office	State of Delaware	Carvel State Office Building	820 N. French Street	Wilmington	DE	19801
Attorney General for the State of Florida William Foster, Assistant Attorney General	Russell Kent, Special Counsel for Litigation Office of the Attorney General of Florida	State of Florida	PL-01 The Capitol		Tallahassee	FL	32399
Attorney General for the State of Hawaii Michael S. Vincent, Supervising Deputy Attorney General	Steve A. Bumanglag, Deputy Attorney General Department of the Attorney General	State of Hawaii	425 Queen Street, Room 212		Honolulu	HI	96813
Attorney General for the State of Illinois Malini Rao, Assistant Attorney General, Special Litigation Bureau	Harpeet K. Khera, Assistant Attorney General, Special Litigation Bureau	Office of the Illinois Attorney General	State of Illinois	100 West Randolph Street, 13th Floor	Chicago	IL	60601
Attorney General for the State of Indiana David A. Paetzmann,	Deputy Attorney General Abigail Kuzma, Deputy Attorney General Office of the Indiana Attorney General	State of Indiana	Indiana Government Center South	302 West Washington Street	Indianapolis	IN	46204
Attorney General for the State of Minnesota Scott H. Ikeda,	Assistant Attorney General Office of the Minnesota Attorney General	State of Minnesota	1400 Bremer Tower	445 Minnesota Street	St. Paul	MN	55101
Attorney General for the State of Montana James P. Molloy,	Chief of Consumer Protection Department of Justice	State of Montana	215 North Sanders Street	P.O. Box 201401	Helena	MT	59620
Attorney General for the State of Nevada Ernest Figueroa, Chief Deputy Attorney General	John R. McGlamery, Senior Deputy Attorney General, Bureau of Consumer Protection Office of the Attorney General	State of Nevada	100 North Carson Street		Carson City	NV	89701
Attorney General for the State of New Hampshire Karen Gorham,	Assistant Attorney General Robert Adams, Assistant Attorney General New Hampshire Office of the Attorney General	State of New Hampshire	33 Capitol Street		Concord	NH	03301
Attorney General for the State of New Jersey Joan E. Karn,	Deputy Attorney General, Division of Law, Government & Healthcare Fraud Office of the Attorney General	State of New Jersey	124 Halsey Street, 5th Floor	P.O. Box 45029	Newark	NJ	07101
Attorney General for the State of New Jersey Office of the Attorney General		State of New Jersey	25 Market Street		Trenton	NJ	08625
Attorney General for the State of New Mexico Seth T. Cohen, Special Counsel	Office of the Attorney General for New Mexico	State of New Mexico	408 Galisteo Street	Villagra Building	Santa Fe	NM	87501
Attorney General for the State of New York	Office of the Attorney General	State of New York	Department of Law	The Capitol	Albany	NY	12224
Attorney General for the State of North Carolina Harriett Farthing Worley, Special Deputy Attorney General, Consumer Protection Division	Kevin Anderson, Senior Deputy Attorney General, Consumer Protection Division	Phillip Woods, Special Attorney General and Deputy Director, Consumer Protection Division North Carolina Department of Justice	State of North Carolina	114 West Edenton Street	Raleigh	NC	27602
Attorney General for the State of Oklahoma Office of the Attorney General		State of Oklahoma	313 NE 21st Street		Oklahoma City	OK	73105
Attorney General for the State of Rhode Island Office of the Attorney General		State of Rhode Island	150 South Main Street		Providence	RI	02903
Bank of New York Mellon	Nandini Mani Marla Alhadeff	Bank of New York Mellon Corporation	One Wall Street		New York	NY	10286
Bart Daniels	Bank of America Corporation	7 State Street			Charleston	SC	29401
Berger Singerman LLP	Melanie Hines	DOCX, LLC and Lender Processing Services, Inc.	125 South Gadsden Street, Suite 300		Tallahassee	FL	32301
Bill Nettles, United States Attorney Frances C. Trapp, Assistant United States Attorney	U.S. Attorney's Office for the District of South Carolina	State of South Carolina	1441 Main Street, Suite 500		Columbia	SC	29201
Bingham McCutchen LLC	Mary Gail Gearns	Saxon Mortgage Services, Inc.	399 Park Avenue		New York	NY	10022

Exhibit A
Served via First Class Mail

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	ST	ZIP
Bingham McCutchen, LLP	Patrick Strawbridge Mark Robinson	Carrington Mortgage Services	One Federal Street		Boston	MA	02110
City of Chicago, Law Department	Mara S. Georges, Corporation Counsel	City of Chicago	121 North LaSalle Street, Room 600		Chicago	IL	60602
Dave Thomas Inspector General of Indiana		State of Indiana	315 W. Ohio Street, Room 104		Indianapolis	IN	46204
Debevoise & Plimpton, LLP	Andrew Ceresney Mary Beth Hogan	JP Morgan Chase Bank, National Association	919 Third Avenue		New York	NY	10022
Dickstein Shapiro, LLP	Barbara "Biz" Van Gelder	DOCX, LLC and Lender Processing Services, Inc.	1825 Eye Street NW		Washington	DC	20006
Grant & Eisenhofer, P.A.	Jay W. Eisenhofer James J. Sabella Lydia Ferrarese	States of California, Delaware, Florida, Hawaii, Illinois, Indiana, Massachusetts, Minnesota, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Oklahoma, Rhode Island, Virginia, the District of Columbia, the City of Chicago, the City of New York, and Lynn E. Szymoniak	485 Lexington Avenue		New York	NY	10017
Grant & Eisenhofer, P.A.	Reuben Guttman	States of California, Delaware, Florida, Hawaii, Illinois, Indiana, Massachusetts, Minnesota, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Oklahoma, Rhode Island, Virginia, the District of Columbia, the City of Chicago, the City of New York, and Lynn E. Szymoniak	1920 L Street, N.W., Suite 400		Washington	DC	20036
Grant & Eisenhofer, P.A.	Stuart M. Grant	Lynn E. Szymoniak	123 Justison Street		Wilmington	DE	19801
Homeward Residential	Eric J. Spett Nathan J. Bouchér	American Home Mortgage Servicing, Inc.	1525 S. Beltline Road		Coppell	TX	75019
Janet, Jenner & Suggs, LLC	Howard Janet	States of California, Delaware, Florida, Hawaii, Illinois, Indiana, Massachusetts, Minnesota, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Oklahoma, Rhode Island, Virginia, the District of Columbia, the City of Chicago, the City of New York, and Lynn E. Szymoniak	Woodholme Center	1829 Reistertown Road, Suite 320	Baltimore	MD	21208
Janet, Jenner & Suggs, LLC	Kenneth M. Suggs	States of California, Delaware, Florida, Hawaii, Illinois, Indiana, Massachusetts, Minnesota, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Oklahoma, Rhode Island, Virginia, the District of Columbia, the City of Chicago, the City of New York, and Lynn E. Szymoniak	500 Taylor Street		Columbia	SC	29201
Joyce R. Branda, Deputy Director, Civil Division, Commercial Litigation Branch, Fraud Section	William C. Edgar, Attorney, Civil Division, Commercial Litigation Branch, Fraud Section	John Warshawsky, Attorney, Civil Division, Commercial Litigation Branch, Fraud Section Brian McCabe, Attorney, Civil Division, Commercial Litigation Branch, Fraud Section Michael D. Granston, Attorney, Civil Division, Commercial Litigation Branch	Renee Brooker, Attorney, Civil Division, Commercial Litigation Branch United States Department of Justice	Ben Franklin Station	Washington	DC	20044
K & L Gates, LLP	Amy Pritchard Williams	Wells Fargo Bank, National Association and Wells Fargo Home Mortgage, Inc. d/b/a America's Servicing Company	214 N. Tyron Street, 47th Floor		Charlotte	NC	28202
K & L Gates, LLP	Krista Cooley Laurence Platt	Bayview Loan Servicing LLC and Vericrest Financial, Inc.	1601 K Street, NW		Washington	DC	20006
Latham & Watkins LLP	Richard Owens Marianne M. Recher Noreen A. Kelly-Dynega	Ace Securities	885 Third Avenue		New York	NY	10022
Mayer Brown LLP	Jason Kravitt Michael Ware	Bank of New York Mellon Corporation and HSBC USA, National Association	1675 Broadway		New York	NY	10019
Mayer Brown LLP	William Michael, Jr. John Gregory Deis	HSBC USA, National Association	71 S. Wacker Drive		Chicago	IL	60606
McGlinchey Stafford	David R. Dugas	American Home Mortgage Servicing, Inc. and OCWEN Loan Servicing	301 Main Street, 14th Floor		Baton Rouge	LA	70801
McGlinchey Stafford	Gerard E. Wimberly, Jr. Dylan T. Thriffiley Daniel T. Plunkett	American Home Mortgage Servicing, Inc. and OCWEN Loan Servicing	601 Poydras Street, 12th Floor		New Orleans	LA	70130
Morgan, Lewis & Bockius, LLP	Michael S. Kraut Ragina Schaffer-Goldman Leslie Caldwell	Deutsche Bank National Trust Company and Deutsche Bank Trust Company Americas	101 Park Avenue		New York	NY	10178
Morris Manning & Martin, LLP	John Williamson, Partner	Prommis Solutions	1600 Atlanta Financial Center	3343 Peachtree Street, N.E.	Atlanta	GA	30326
New York City Law Department	City of New York	100 Church Street			New York	NY	10007
Office of the City Clerk	City of Chicago Clerk City of Chicago,	City of Chicago	121 North LaSalle Street, Room 107		Chicago	IL	60602
O'Melveny & Myers LLP	David J. Leviss Lauren Sun	OneWest Bank	1625 Eye Street, NW		Washington	DC	20006
Pepper Hamilton LLP	Louis Freeh	Mediator	The New York Times Building, 37th Floor	620 Eighth Avenue	New York	NY	10018
Pepper Hamilton LLP	Omar McNeill	Mediator	Hercules Plaza, Suite 5100	1313 N. Market Street P.O. Box 1709	Wilmington	DE	19899
Reed Smith, LLP	Eric A. Dubelier	U.S. Bank, National Association	1301 K Street, N.W.	Suite 1100 - East Tower	Washington	DC	20005

Exhibit A
Served via First Class Mail

CREDITORNAME	CREDITORNOTICENAME	ADDRESS1	ADDRESS2	ADDRESS3	CITY	ST	ZIP
Richard A. Harpootlian P.A.	Richard A. Harpootlian	States of California, Delaware, Florida, Hawaii, Illinois, Indiana, Massachusetts, Minnesota, Montana, Nevada, New Hampshire, New Jersey, New Mexico, New York, North Carolina, Oklahoma, Rhode Island, Virginia, the District of Columbia, the City of Chicago, the City of New York, and Lynn E. Szymoniak	1410 Laurel Street	P.O. Box 1090	Columbia	SC	29201
Rifkind, Wharton & Garrison, LLP	Maria T. Vullo Paul, Weiss,	Citibank National Association and CitiMortgage Inc., f/k/a Citi Residential Lending, Inc., f/k/a AMC Mortgage Services, Inc.	1285 Avenue of the Americas		New York	NY	10019
Scarborough LLP	Dwight F. Drake B. Rush Smith, III	HSBC USA, National Association	Meridian, 17th Floor	1320 Main Street	Columbia	SC	29201
Schmidt and Copeland	Melissa J. Copeland	American Home Mortgage Servicing, Inc.	P.O. Box 11547		Columbia	SC	29201
Select Portfolio	Jason Miller, General Counsel	Select Portfolio Services, Inc.	3815 SW Temple		Salt Lake City	UT	84115
Sidley Austin LLP	Herbert F. Janick	Saxon Mortgage Services, Inc.	85 Exchange Street, Suite 300		Portland	ME	04101
Sidley Austin, LLP	Douglas A. Axel	Bank of America Corporation	555 W. Fifth Street, Suite 4000		Los Angeles	CA	90013
Sidley Austin, LLP	Robert Conlan Mark Hosban	Bank of America Corporation	1501 K Street, NW		Washington	DC	20005
Special Agent Malachi Blake, Defense Criminal Investigative Service	U.S. Department of Defense, Office of Inspector General	Office of Inspector General	4800 Mark Center Drive		Alexandria	VA	22350
Special Agent Richard Deer, Office of Labor Racketeering and Fraud Investigations	U.S. Department of Labor	Office of Inspector General	200 Constitution Avenue, NW	Room S-5014	Washington	DC	20210
Sullivan & Cromwell	Jeffrey Scott David Braff	HomeQ Servicing Corp. and Litton Loan Servicing	125 Broad Street		New York	NY	10004
Thomas Tiege Carroll, Deputy Bureau Chief, Investor Protection Bureau	New York State Office of the Attorney General	State of New York	120 Broadway, 23rd Floor		New York	NY	10271
Timothy J. Heaphy, United States Attorney	Rick Mountcastle, Chief, Civil Division U.S. Attorney's Office for the Western District of Virginia	Commonwealth of Virginia	310 First Street, SW, Room 906		Roanoke	VA	24011
United States Attorney General Eric H. Holder Stuart F. Delery, Acting Assistant Attorney General	United States Department of Justice	Office of the Attorney General	950 Pennsylvania Ave., NW		Washington	DC	20530
Wells Fargo	Terry Krapfl	Wells Fargo Bank, National Association and Wells Fargo Home Mortgage, Inc. d/b/a America's Servicing Company	420 Montgomery Street		San Francisco	CA	94163
Wyche, P.A.	John C. Moylan	Bank of New York Mellon Corporation	801 Gervais Street, Suite B		Columbia	SC	29204

EXHIBIT B

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re:	)	Case No. 12-12020 (MG)
RESIDENTIAL CAPITAL, LLC, et al.,	)	Chapter 11
Debtors.	)	Jointly Administered

NOTICE OF (I) APPROVAL OF DISCLOSURE STATEMENT, (II) DEADLINE FOR VOTING ON PLAN, (III) HEARING TO CONSIDER CONFIRMATION OF PLAN, AND (IV) DEADLINE FOR FILING OBJECTIONS TO CONFIRMATION OF PLAN

PLEASE TAKE NOTICE OF THE FOLLOWING:

1. **APPROVAL OF DISCLOSURE STATEMENT**. By order dated August 23, 2013 (the "**Disclosure Statement Order**"), the United States Bankruptcy Court for the Southern District of New York (the "**Bankruptcy Court**") approved the *Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* (as the same may be amended, modified, and/or supplemented, the "**Disclosure Statement**") as containing adequate information, and directed the Plan Proponents to solicit votes with regard to the approval or rejection of the *Joint Chapter11 Plan of Reorganization Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors*, dated August 23, 2013 (as may be amended, modified or supplemented, including the Plan Supplement and all other exhibits and schedules, the "**Plan**"). Any capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.

2. **RECORD DATE FOR VOTING PURPOSES**. Only creditors who hold Claims on August 16, 2013 (the "**Voting Record Date**") are entitled to vote on the Plan.

3. **VOTING DEADLINE**. All votes to accept or reject the Plan must be actually received by the Debtors' voting agent, Kurtzman Carson Consultants, LLC ("**KCC**") by no later than **7:00 p.m. (Eastern Time) on October 21, 2013** (the "**Voting Deadline**"). Any failure to follow the voting instructions included with your Ballot may disqualify your Ballot and your vote. Ballots received by facsimile or e-mail, or any other means other than by mail, hand delivery or overnight courier, **will not** be counted.

4. **ENTITLEMENT TO VOTE ON PLAN**. Holders of Claims in the following classes are entitled to vote to accept or reject the Plan: **R-3, R-4, R-5, R-6, R-7, R-8, R-11, R-12, GS-3, GS-4A, GS-4B, GS-5, GS-6, GS-7, GS-10, RS-3, RS-4, RS-5, RS-6, RS-7, RS-8, RS-11, and RS-12**.

The following creditors are **not** entitled to vote on the Plan: (i) holders of Claims in the following classes: **R-1, R-2, R-9, R-10, GS-1, GS-2, GS-8, GS-9, RS-1, RS-2, RS-9, and RS-10**; (ii) holders of Claims that are the subject to filed objections by September 20, 2013, (iii) holders of Claims with an outstanding amount of not greater than zero ($0.00) as of the Voting Record Date, (iv) holders of Claims that have been disallowed or expunged as of the Voting Record Date, (v) holders of Claims scheduled by the Debtors as contingent, unliquidated, or disputed when a proof of claim was not filed by the General Bar Date or deemed timely filed by order of the Bankruptcy Court at least five (5) business days prior to the Voting Deadline, and (vi) creditors who are not included in the Schedules and who have not filed a Proof of Claim by the General Bar Date.

5. **TEMPORARY CLAIM ALLOWANCE FOR VOTING PURPOSES.** If you have timely filed a proof of claim and you disagree with the classification of, objection to, or request for estimation of, your claim and believe that you should be entitled to vote on the Plan, then you must serve on the Debtors at the address set forth below and file with the Bankruptcy Court (with a copy to chambers) a motion (a "**Temporary Allowance Request Motion**") for an order pursuant to Rule 3018(a) of the Federal Rules of Bankruptcy Procedure temporarily allowing such claim in a different amount or in a different class for purposes of voting to accept or reject the Plan. All Temporary Allowance Request Motions must be filed and served before the 10th day after the later of (i) service of the Confirmation Hearing Notice if an objection to a specific claim is pending, and (ii) service of a notice of an objection, if any, as to the specific claim, but in no event later than **September 30, 2013**. In accordance with Bankruptcy Rule 3018, as to any creditor filing a Temporary Allowance Request Motion, such creditor's Ballot will not be counted except as may be otherwise ordered by the Court on or before **October 23, 2013**. Creditors may contact KCC at (888) 251-2914 to receive an appropriate ballot for any claim for which a proof of claim has been timely filed and a Temporary Allowance Request Motion has been granted.

6. **CONFIRMATION HEARING**. A hearing (the "**Confirmation Hearing**") to consider the confirmation of the Plan will be held on **November 19, 2013 at 10:00 a.m. (Eastern Time)** before the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York, in Room 501, One Bowling Green, New York, New York 10004-1408. The Confirmation Hearing may be adjourned from time to time by the Court or the Plan Proponents without further notice other than adjournments announced in open Court or as indicated in any notice of agenda of matters scheduled for a particular hearing that is filed with the Court. The Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure, the terms of the Plan, and other applicable law, without further notice, prior to, or as a result of, the Confirmation Hearing.

ARTICLE IX OF THE PLAN CONTAINS RELEASE, EXCULPATION, AND INJUNCTION PROVISIONS, AND ARTICLE IX.D CONTAINS A THIRD PARTY RELEASE.

IF YOU: (1) VOTE TO ACCEPT THE PLAN, OR (2) FAIL TO TIMELY AND/OR PROPERLY SUBMIT A BALLOT, YOU WILL BE DEEMED TO HAVE CONSENTED TO THE THIRD PARTY RELEASE CONTAINED IN ARTICLE IX.D OF THE PLAN, THE EXCULPATION PROVISION CONTAINED IN ARTICLE IX.G OF THE PLAN, AND THE INJUNCTION PROVISION CONTAINED IN ARTICLE IX.H OF THE PLAN, EACH COPIED BELOW.

REGARDLESS AS TO HOW OR WHETHER YOU VOTED ON THE PLAN, IF THE PLAN IS CONFIRMED, THE RELEASE, EXCULPATION AND INJUNCTION PROVISIONS CONTAINED IN ARTICLE IX OF THE PLAN WILL BE BINDING UPON YOU. THUS, YOU ARE ADVISED TO REVIEW AND CONSIDER THE PLAN CAREFULLY BECAUSE YOUR RIGHTS MIGHT BE AFFECTED THEREUNDER**.**

7. Article IX of the Plan provides for the following Third Party Release, Exculpation and Injunction provisions:

THE RELEASE IN ARTICLE IX.D OF THE PLAN PROVIDES:

ON AND AS OF THE EFFECTIVE DATE OF THE PLAN, THE HOLDERS OF CLAIMS AND EQUITY INTERESTS, SHALL BE DEEMED TO PROVIDE A FULL AND COMPLETE DISCHARGE AND RELEASE TO THE ALLY RELEASED PARTIES AND THEIR RESPECTIVE PROPERTY FROM ANY AND ALL CAUSES OF ACTION WHATSOEVER, WHETHER KNOWN OR UNKNOWN, ASSERTED OR UNASSERTED, DERIVATIVE OR DIRECT, FORESEEN OR UNFORESEEN, EXISTING OR HEREINAFTER ARISING, IN LAW, EQUITY, OR OTHERWISE, WHETHER FOR TORT, FRAUD, CONTRACT, VIOLATIONS OF FEDERAL OR STATE SECURITIES LAWS, VEIL PIERCING OR ALTER-EGO THEORIES OF LIABILITY, CONTRIBUTION, INDEMNIFICATION, JOINT LIABILITY, OR OTHERWISE, ARISING FROM OR RELATED IN ANY WAY TO THE DEBTORS, INCLUDING THOSE IN ANY WAY RELATED TO RMBS ISSUED AND/OR SOLD BY THE DEBTORS OR THEIR

AFFILIATES AND/OR THE CHAPTER 11 CASES OR THE PLAN, AND ANY OBLIGATIONS UNDER THE DOJ/AG SETTLEMENT, THE CONSENT ORDER, AND THE ORDER OF ASSESSMENT.

ENTRY OF THE CONFIRMATION ORDER SHALL CONSTITUTE THE BANKRUPTCY COURT'S APPROVAL, UNDER SECTION 1123 OF THE BANKRUPTCY CODE AND BANKRUPTCY RULE 9019, OF THE THIRD PARTY RELEASE, AND FURTHER, SHALL CONSTITUTE THE BANKRUPTCY COURT'S FINDING THAT THIS THIRD PARTY RELEASE IS: (1) IN EXCHANGE FOR THE GOOD, VALUABLE AND SUBSTANTIAL CONSIDERATION PROVIDED BY THE ALLY RELEASED PARTIES; (2) IN THE BEST INTERESTS OF THE DEBTORS, THE ESTATES, THE LIQUIDATING TRUST AND ALL HOLDERS OF CLAIMS AND EQUITY INTERESTS; (3) FAIR, EQUITABLE AND REASONABLE; (4) GIVEN AND MADE AFTER DUE NOTICE AND OPPORTUNITY FOR A HEARING; (5) JUSTIFIED BY TRULY UNUSUAL CIRCUMSTANCES; (6) AN ESSENTIAL COMPONENT AND CRITICAL TO THE SUCCESS OF THE PLAN; (7) RESULTED IN DISTRIBUTIONS TO THE CREDITORS THAT WOULD OTHERWISE HAVE BEEN UNAVAILABLE; (8) THE RESULT OF AN IDENTITY OF INTEREST BETWEEN THE DEBTORS AND THE ALLY RELEASED PARTIES REGARDING THE PLAN; AND (9) A BAR TO ANY PARTY ASSERTING A CLAIM OR CAUSE OF ACTION RELEASED PURSUANT TO THIS THIRD PARTY RELEASE AGAINST ANY OF THE ALLY RELEASED PARTIES.

THE EXCULPATION IN ARTICLE IX.G OF THE PLAN PROVIDES:

THE EXCULPATED PARTIES SHALL NEITHER HAVE, NOR INCUR, ANY LIABILITY TO ANY ENTITY FOR ANY PRE-PETITION OR POST-PETITION ACT OR OMISSION TAKEN IN CONNECTION WITH, OR RELATED TO, FORMULATING, NEGOTIATING, PREPARING, DISSEMINATING, SOLICITING, IMPLEMENTING, ADMINISTERING, CONFIRMING, OR EFFECTING THE CONSUMMATION OF ANY PREPETITION PLAN SUPPORT AGREEMENTS, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, THE KESSLER SETTLEMENT AGREEMENT, THE RMBS SETTLEMENT, OR ANY CONTRACT, INSTRUMENT, RELEASE, OR OTHER AGREEMENT OR DOCUMENT CREATED OR ENTERED INTO IN CONNECTION WITH THE PLAN, PROVIDED, THAT THE FOREGOING PROVISIONS OF THIS EXCULPATION SHALL HAVE NO EFFECT ON THE LIABILITY OF ANY ENTITY THAT RESULTS FROM ANY SUCH ACT THAT IS DETERMINED IN A FINAL, NON-APPEALABLE ORDER TO HAVE CONSTITUTED GROSS NEGLIGENCE OR WILLFUL MISCONDUCT; PROVIDED, FURTHER, THAT THE EXCULPATED PARTIES SHALL BE ENTITLED TO RELY UPON THE ADVICE OF COUNSEL AND FINANCIAL ADVISORS CONCERNING HIS, HER, OR ITS DUTIES PURSUANT TO, OR IN CONNECTION WITH, ANY PREPETITION PLAN SUPPORT AGREEMENT, THE PLAN SUPPORT AGREEMENT, THE PLAN, THE DISCLOSURE STATEMENT, THE FGIC SETTLEMENT AGREEMENT, AND THE RMBS SETTLEMENT.

THE INJUNCTION IN ARTICLE IX.H OF THE PLAN PROVIDES:

EXCEPT AS OTHERWISE PROVIDED IN THE CONFIRMATION ORDER OR HEREIN AND IN ACCORDANCE WITH ARTICLE IX.E HEREOF, ALL ENTITIES, INCLUDING INVESTORS, WHO HAVE HELD, HOLD OR MAY HOLD CLAIMS, EQUITY INTERESTS, CAUSES OF ACTION OR LIABILITIES THAT CONSTITUTE RELEASED CLAIMS, ARE PERMANENTLY ENJOINED AND PRECLUDED, FROM AND AFTER THE EFFECTIVE DATE OF THE PLAN, FROM: (A) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY WHETHER DIRECTLY, DERIVATIVELY OR OTHERWISE, ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (B) ENFORCING, ATTACHING, COLLECTING OR RECOVERING BY ANY MANNER OR MEANS ANY JUDGMENT, AWARD, DECREE OR ORDER AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (C) CREATING, PERFECTING OR ENFORCING ANY LIEN (OTHER THAN ANY CHARGING LIEN OF A TRUSTEE UNDER ITS RESPECTIVE INDENTURE), CLAIM OR

ENCUMBRANCE OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; (D) ASSERTING ANY RIGHT TO SETOFF, SUBROGATION OR RECOUPMENT OF ANY KIND AGAINST ANY OBLIGATION DUE FROM ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS UNLESS SUCH HOLDER HAS FILED A MOTION REQUESTING THE RIGHT TO PERFORM SUCH SETOFF ON OR BEFORE THE CONFIRMATION DATE, AND NOTWITHSTANDING ANY INDICATION IN A PROOF OF CLAIM OR EQUITY INTEREST OR OTHERWISE THAT SUCH HOLDER ASSERTS, HAS OR INTENDS TO PRESERVE ANY RIGHT OF SETOFF PURSUANT TO SECTION 553 OF THE BANKRUPTCY CODE OR OTHERWISE; (E) COMMENCING OR CONTINUING IN ANY MANNER OR ACTION OR OTHER PROCEEDING OF ANY KIND AGAINST ANY RELEASED PARTY ON ACCOUNT OF OR IN CONNECTION WITH OR WITH RESPECT TO ANY RELEASED CLAIMS; AND (F) SEEKING RELIEF OR COLLECTING JUDGMENTS ON AN INVESTOR-RELATED SECURITIES CLAIM IN A MANNER THAT FAILS TO CONFORM WITH THE TERMS OF THE JUDGMENT REDUCTION PROVISION SET FORTH IN THE PLAN AND THE CONFIRMATION ORDER; PROVIDED, THAT NOTHING CONTAINED HEREIN SHALL BE CONSTRUED TO PREVENT ANY ENTITY FROM OBJECTING TO CLAIMS OR DEFENDING AGAINST CLAIMS OBJECTIONS OR COLLECTION ACTIONS WHETHER BY ASSERTING A RIGHT OF SETOFF OR OTHERWISE TO THE EXTENT PERMITTED BY LAW. SUCH INJUNCTION SHALL EXTEND TO THE SUCCESSORS OF THE LIQUIDATING TRUST, IF ANY, AND TO THEIR RESPECTIVE PROPERTIES AND INTERESTS IN PROPERTY. ANY PERSON INJURED BY ANY WILLFUL VIOLATION OF THIS INJUNCTION SHALL BE ENTITLED TO RECOVER ACTUAL DAMAGES, INCLUDING COSTS AND ATTORNEYS' FEES AND, IN APPROPRIATE CIRCUMSTANCES, MAY RECOVER PUNITIVE DAMAGES FROM THE WILLFUL VIOLATOR.

8. **OBJECTIONS TO CONFIRMATION**. Responses and objections, if any, to confirmation of the Plan **must**: (i) be in writing, (ii) state the name and address of the objecting or responding party and the amount and nature of the claim or interest of such party, (iii) state with particularity the basis and nature of any objection or response, (iv) conform to the Federal Rules of Bankruptcy Procedure and the Local Rules of the Bankruptcy Court, (v) be filed electronically with the Bankruptcy Court in accordance with the Case Management Procedures, dated May 23, 2012 [Docket No. 141] (available at www.kccllc.net/rescap), and (vi) served in accordance in accordance with General Order M-399 (which can be found at www.nysb.uscourts.gov) so as to be actually received **on or before 4:00 p.m. (Eastern Time) on October 21, 2013** on the following parties: (a) the Clerk of the Bankruptcy Court, One Bowling Green, New York, New York 10004-1408; (b) Chambers of the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, NY 10004; (c) the Debtors, (i) if by mail or courier to: Residential Capital LLC, Lewis Kruger, CRO, c/o Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104; with copies to: Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York, 10104, Attn: Gary Lee, Lorenzo Marinuzzi, and Todd Goren; (ii) if by email to: Lewis.Kruger@gmacrescap.com, glee@mofo.com, lmarinuzzi@mofo.com, and tgoren@mofo.com; (d) the Creditors' Committee, (i) if by mail or courier to: Kramer Levin Naftalis & Frankel LLP, 1177 Avenue of the Americas, New York, New York, 10036, Attn: Kenneth H. Eckstein, Douglas H. Mannal and Stephen D. Zide; (ii) if by email to: keckstein@kramerlevin.com, dmannal@kramerlevin.com, and szide@kramerlevin.com; (e) Ally, (i) if by mail or courier to: Ally Financial, Inc., 1177 Avenue of the Americas, New York, NY 10036; Attn: William B. Solomon and Timothy Devine; with copies to: Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn: Richard M. Cieri and Ray C. Schrock; (ii) if by email to: richard.cieri@kirkland.com and ray.schrock@kirkland.com; and (f) the Office of the United States Trustee, Southern District of New York, by mail or courier to: U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Brian Masumoto and Michael Driscoll.

CONFIRMATION OBJECTIONS NOT TIMELY FILED AND SERVED IN THE MANNER SET FORTH HEREIN MAY NOT BE CONSIDERED BY THE BANKRUPTCY COURT AND MAY BE OVERRULED WITHOUT FURTHER NOTICE.

9. **ADDITIONAL INFORMATION**. Copies of the Disclosure Statement and Plan may be obtained (i) from KCC (a) at the ResCap restructuring website at www.kccllc.net/rescap, by clicking on the "Court Documents" link, (b) upon request by mail to ResCap Balloting Center, c/o, KCC, 2335 Alaska Ave., El Segundo, California, 90245, or (c) upon request by calling the ResCap restructuring hotline at (888) 251-2914 or (ii) for a fee via PACER at www.nysb.uscourts.gov (a PACER login and password are required to access documents on the Court's website and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov). Copies of the Plan and Disclosure Statement may also be examined by interested parties between the hours of 9:00 a.m. and 4:30 p.m. (Eastern Time) at the office of the Clerk of the Bankruptcy Court, United States Bankruptcy Court for the Southern District of New York, One Bowling Green, Room 511, New York, New York 10004.

**IF YOU HAVE ANY QUESTIONS RELATED TO THIS NOTICE,
PLEASE CALL THE DEBTORS' BANKRUPTCY HOTLINE AT (888) 251-2914.**

PLEASE NOTE THAT KCC IS NOT AUTHORIZED TO PROVIDE, AND WILL NOT PROVIDE, LEGAL ADVICE.

ATTENTION BORROWERS:

SilvermanAcampora LLP has been approved as special borrower counsel to the Official Committee of Unsecured Creditors and is available to answer any questions you may have as a borrower whose loan was originated, sold, consolidated, purchased, and/or serviced by Residential Capital LLC or any of its subsidiaries.

Please call 866-259-5217 if you have questions regarding any notice you received from Residential Capital, LLC or any of its subsidiaries.

Dated: New York, New York
August 23, 2013

MORRISON & FOERSTER LLP
Gary S. Lee
Lorenzo Marinuzzi
Todd M. Goren
Jennifer L. Marines
Daniel J. Harris
1290 Avenue of the Americas
New York, New York 10104

Counsel for Debtors and Debtors in Possession

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Kenneth H. Eckstein
Douglas H. Mannal
Stephen D. Zide
1177 Avenue of the Americas
New York, New York 10036

Counsel for the Official Committee of Unsecured Creditors