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*Counsel for the Official Committee of
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**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 FILING OF EXHIBITS 2 THROUGH 21 COMPRISING THE PLAN
SUPPLEMENT TO THE JOINT CHAPTER 11 PLAN PROPOSED BY
RESIDENTIAL CAPITAL, LLC, ET AL. AND THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

PLEASE TAKE NOTICE that pursuant to the *Order (I) Approving Disclosure Statement, (II) Establishing Procedures for Solicitation and Tabulation of Votes to Accept or Reject the Plan Proponents' Joint Chapter 11 Plan, (III) Approving the Form of Ballots, (IV) Scheduling a Hearing on Confirmation of the Plan, (V) Approving Procedures for Notice of the Confirmation Hearing and for Filing Objections to Confirmation of the Plan, and (VI) Granting Related Relief* entered on August 23, 2013 [Docket No. 4809] (the "Disclosure Statement



Approval Order”), the Plan Proponents¹ hereby file certain exhibits comprising the Plan Supplement in connection with confirmation of the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors*, as amended, dated August 23, 2013 [Docket No. 4819, Ex. 1] (the “Plan”):

- **Exhibit 2**: Liquidating Trust Agreement
- **Exhibit 3**: RMBS Claims Trust Agreement
- **Exhibit 4**: Borrower Claims Trust Agreement
- **Exhibit 5**: Private Securities Claims Trust Agreement
- **Exhibit 6**: Initial Members of the Liquidating Trust Board
- **Exhibit 7**: Initial Members of Liquidating Trust Management
- **Exhibit 8**: Initial Members of Borrower Claims Trust Committee and Identity of the Borrower Claims Trustee
- **Exhibit 9**: Identity of the Private Securities Claims Trustee
- **Exhibit 10**: Borrower Trust True-Up
- **Exhibit 11**: Cooperation Agreement between the Liquidating Trust and the Kessler Settlement Class
- **Exhibit 12**: Policy Numbers for the GM Policies
- **Exhibit 13**: Liquidating Trust Causes of Action
- **Exhibit 14**: Stipulated Allocation of Allowed Fee Claim
- **Exhibit 15**: Borrower-Related Causes of Action
- **Exhibit 16**: Updated RMBS Trust Claims Schedules
- **Exhibit 17**: Ally Contract Claims Estimate

¹ Capitalized terms used but not defined herein shall have the meanings set forth in the Disclosure Statement Approval Order or the Plan, as applicable.

- **Exhibit 18:** Identity of the RMBS Claims Trust Trustees
- **Exhibit 19:** Material Terms on which the Plan Proponents May Pay Post-Petition Interest Over Time
- **Exhibit 20:** Initial List of Claims To Be Subordinated Under the Plan
- **Exhibit 21:** Updated Disclosure Statement Exhibits 12 and 13

PLEASE TAKE FURTHER NOTICE that the undersigned reserves the right to alter, amend, modify or supplement any document in the Plan Supplement as provided by the Plan; *provided that* if any document in the Plan Supplement is altered, amended, modified or supplemented in any material respect, the Debtors will file a blackline of such document with the Bankruptcy Court.

PLEASE TAKE FURTHER NOTICE that on **November 19, 2013 at 10:00 a.m. (Prevailing Eastern Time)** or as soon thereafter as counsel may be heard, a hearing will be held before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004 to consider confirmation of the Plan, including all exhibits thereto and as amended, modified or supplemented from time to time, and for such other and further relief as may be just and proper (the "**Confirmation Hearing**").

PLEASE TAKE FURTHER NOTICE that The Confirmation Hearing may be adjourned from time to time by the Court without further notice. Additionally, the Plan may be modified in accordance with the Bankruptcy Code, the Federal Rules of Bankruptcy Procedure and other applicable law, without further notice, prior to or as a result of the Confirmation Hearing.

PLEASE TAKE FURTHER NOTICE that responses and objections, if any, to the approval 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 and include, where appropriate, proposed language to be incorporated into the Plan to resolve any such 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 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. (Prevailing 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) attorneys for the Debtors, Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York, 10104, Attn: Gary Lee, Lorenzo Marinuzzi, and Todd Goren; (d) the Debtors, Residential Capital LLC, Attn: Lewis Kruger, CRO, c/o Morrison & Foerster LLP, 1290 Avenue of the Americas, New York, New York 10104; (e) attorneys for the official committee of unsecured creditors, 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; (f) attorneys for Ally Financial, Inc., Kirkland & Ellis LLP, 601 Lexington Avenue, New York, New York 10022, Attn.: Richard M. Cieri and Ray C. Schrock; (g) the Office of the United States Trustee, Southern District of New York, 201 Varick Street, Suite 1006, New York, New York 10014, Attn: Brian Masumoto and Michael Driscoll.

PLEASE TAKE FURTHER NOTICE that any objection not filed and served as set forth above will be deemed waived and will not be considered by the Court.

PLEASE TAKE FURTHER NOTICE that copies of the Plan and the Plan Supplement can be viewed and obtained for a fee via PACER at www.pacer.gov or (without charge) on the Debtors' restructuring website at www.kccllc.net/rescap.

Dated: October 11, 2013
New York, New York

/s/ Gary S. Lee
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