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

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	
)	
YVONNE D. LEWIS, <u>et al.</u> ,)	Adv. Case No. 12-01731 (MG)
)	
Plaintiffs,)	
)	
v.)	
)	
GMAC, MORTGAGE CO., LLC, ¹)	
Defendant.)	
-----)	

**ANSWER AND AFFIRMATIVE DEFENSES OF THE DEBTORS
TO YVONNE D. LEWIS, ET AL.’S ADVERSARY COMPLAINT
BY SURPLUS CREDITORS FOR FALSE CLAIMS AND RICO,
31 U.S.C.A. §§ 3729 TO 3733; 18 U.S.C. §§ 666, 1962; BR RULE 7008**

¹ It is unclear whether the plaintiffs intended to name only “GMAC, Mortgage Co., LLC” or multiple Debtors as defendants. The Debtors are also uncertain as to which Debtor the plaintiffs are referring. Out of an abundance of caution, this Answer is filed on behalf of all of the Debtors.



The debtors and debtors in possession, (collectively, the “Debtors”) by and through their undersigned counsel hereby answer, and assert affirmative defenses to the allegations in Yvonne D. Lewis, et al.’s (“Lewis”) Adversary Complaint by Surplus Creditors for False Claims and RICO, 31 U.S.C.A. §§ 3729 to 3733; 18 U.S.C. §§ 666, 1962; BR Rule 7008 (“Complaint”), dated June 22, 2012, as follows²:

1. The Debtors deny the allegation contained in paragraph 1 of the Complaint that the Chapter 11 bankruptcy is “brought in the wrong forum to evade a ‘set-off’ of claims that arose before the commencement of the” Chapter 11 bankruptcy, and otherwise deny knowledge or information sufficient to form a belief as to the truth of the remaining allegations contained in paragraph 1 of the Complaint.
2. The Debtors deny that GMAC, Mortgage Co., LLC is a corporate entity, aver that GMAC Mortgage, LLC is the correct name for the corporate entity to which the allegations appear to be addressed, and otherwise admit that GMAC Mortgage, LLC is an affiliate of Residential Capital, LLC, and that GMAC Mortgage LLC has a principal place of business located at 1100 Virginia Drive, Fort Washington, PA 19034.
3. The Debtors deny knowledge or information sufficient to form a belief as to the truth of the allegations contained in the first sentence of paragraph 3 of the Complaint, and otherwise deny the remaining allegations in paragraph 3 of the Complaint.
4. The Debtors deny the allegations in paragraph 4 of the Complaint.
5. The Debtors deny the allegation in the first sentence of paragraph 5 that “[t]his is not a core proceeding” before the United States Bankruptcy Court for the Southern District of New York; admit that Lewis does not consent to entries of final orders by the United

² Because the Complaint is unclear as to what claim(s) it is asserting, if any, the Debtors reserve the right to amend their answers and affirmative defenses.

States Bankruptcy Court for the Southern District of New York; and deny knowledge or information sufficient to form a belief as to the truth of the remaining allegations of the first sentence of paragraph 5. The Debtors deny knowledge or information sufficient to form a belief as to the allegations concerning the purported "Order" of the Federal Aviation Administration referenced in the second sentence of paragraph 5. The Debtors deny the remaining allegations contained in paragraph 5.

AFFIRMATIVE DEFENSES

Without assuming any burden of proof they would otherwise not bear, the Debtors hereby assert the following affirmative defenses:

First Affirmative Defense

1. The Complaint fails to state a claim upon which relief can be granted.

Second Affirmative Defense

2. The Chapter 11 bankruptcy is properly before the United States Bankruptcy Court for the Southern District of New York.

Third Affirmative Defense

3. This is a core proceeding before the United States Bankruptcy Court for the Southern District of New York, pursuant to 28 U.S.C. § 157.

Fourth Affirmative Defense

4. The Complaint fails to comply with the pleading standards of Federal Rule of Procedure 8, made applicable to this adversary proceeding by Federal Rule of Bankruptcy Procedure 7008.

Fifth Affirmative Defense

5. The Complaint fails to comply with the pleading standards of Federal Rule of Procedure 9, made applicable to this adversary proceeding by Federal Rule of Bankruptcy Procedure 7009.

Sixth Affirmative Defense

6. The Complaint is barred by the doctrines of judicial estoppel and res judicata.

Seventh Affirmative Defense

7. The relief requested by the Complaint is violative of the automatic stay provisions of the Bankruptcy Code.

Dated: New York, NY
July 30, 2012

By: /s/ Larren M. Nashelsky
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