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Insurance Company, Ameritas Life Insurance Corp.,
and Acacia Life Insurance Company*

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

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Chapter 11

Case No. 12-12020 (MG)

(Jointly Administered)

RESIDENTIAL CAPITAL, LLC; DITECH,
LLC; DOA HOLDING PROPERTIES, LLC;
DOA PROPERTIES IX (LOTS-OTHER),
LLC; EPRE LLC; EQUITY INVESTMENTS
I, LLC; ETS OF VIRGINIA, INC.; ETS OF
WASHINGTON, INC.; EXECUTIVE
TRUSTEE SERVICES LLC; GMAC – RFC
HOLDING COMPANY, LLC; GMAC
MODEL HOME FINANCE I, LLC; GMAC
MORTGAGE USA CORPORATION; GMAC
MORTGAGE, LLC; GMAC RESIDENTIAL
HOLDING COMPANY, LLC; GMAC RH
SETTLEMENT SERVICE, LLC; GMACM
BORROWER LLC; GMACM REO LLC; GMACR
MORTGAGE PRODUCTS, LLC; HFN REO SUB
II, LLC; HOME CONNECTS LENDING
SERVICES, LLC; HOMECOMINGS FINANCIAL
REAL ESTATE HOLDINGS, LLC;

Adv. Pro. No. 13-01262 (MG)



HOMECOMINGS FINANCIAL, LLC; LADUE ASSOCIATES, INC.; PASSIVE ASSET TRANSACTIONS, LLC; PATI A, LLC; PATI B, LLC; PATI REAL ESTATE HOLDINGS, LLC; RAHI A, LLC; RAHI B, LLC; RAHI REAL ESTATE HOLDINGS, LLC; RCSFJV2004, LLC; RESIDENTIAL ACCREDIT LOANS, INC.; RESIDENTIAL ASSET MORTGAGE PRODUCTS, INC.; RESIDENTIAL ASSET SECURITIES CORPORATION; RESIDENTIAL CONSUMER SERVICES OF ALABAMA, LLC; RESIDENTIAL CONSUMER SERVICES OF OHIO, LLC; RESIDENTIAL CONSUMER SERVICES OF TEXAS, LLC; RESIDENTIAL CONSUMER SERVICES, LLC; RESIDENTIAL FUNDING COMPANY, LLC; RESIDENTIAL FUNDING MORTGAGE EXCHANGE, LLC; RESIDENTIAL FUNDING MORTGAGE SECURITIES I, INC.; RESIDENTIAL FUNDING MORTGAGE SECURITIES II, INC.; RESIDENTIAL FUNDING REAL ESTATE HOLDINGS, LLC; RESIDENTIAL MORTGAGE REAL ESTATE HOLDINGS, LLC; RFC – GSAP SERVICER ADVANCE, LLC; RFC ASSET HOLDINGS II, LLC; RFC ASSET MANAGEMENT, LLC; RFC BORROWER LLC; RFC CONSTRUCTION FUNDING, LLC; RFC REO LLC; and RFC SFJV- 2002, LLC,

Plaintiffs,

v.

ALLSTATE INSURANCE COMPANY;
ALLSTATE LIFE INSURANCE CO.;
ALLSTATE NEW JERSEY INSURANCE CO.;
AIG ASSET MANAGEMENT (U.S.), LLC;

Defendants.

JOINDER OF UNION CENTRAL LIFE INSURANCE COMPANY, AMERITAS LIFE INSURANCE CORP., AND ACACIA LIFE INSURANCE COMPANY TO REPLY IN FURTHER SUPPORT OF MOTION OF LEAD PLAINTIFF, FOR ITSELF AND ON BEHALF OF THE CERTIFIED CLASS, FOR SUMMARY JUDGMENT

Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company (collectively, the “Union Central Parties”), plaintiffs in the civil action styled as *Union Cent. Life Ins. Co. et al. v. Credit Suisse First Boston Mortg. Sec. Corp. et al.*, pending in the United States District Court for the Southern District of New York, Case No. 11-CV-2890 (GBD) (the “Union Central Action”), in further support of the *Motion of Union Central Life Insurance Company, Ameritas Life Insurance Corp., and Acacia Life Insurance Company for Summary Judgment* (the “Union Central Summary Judgment Motion”) [Docket No. 33]., hereby submit this joinder (the “Joinder”) to the *Reply in Further Support of Motion of Lead Plaintiff, for Itself and on Behalf of the Certified Class, for Summary Judgment* (the “Lead Plaintiff Reply”) [Docket No. 55] and the *Reply in Support of Motion of AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities for Summary Judgment* (the “AIG Reply”) [Docket No. 54]. In support of this Joinder, the Union Central Parties respectfully state as follows:

BACKGROUND

1. Residential Capital, LLC and certain of its affiliated debtors and debtors-in-possession (collectively, the “Debtors”) commenced this adversary proceeding on February 19, 2013, seeking entry of a judgment or order subordinating securities-law and related claims against certain of the Debtors arising from the purchase or sale of residential mortgage-backed securities for which certain Debtors served as sponsor, depositor or master servicer (the “Investor Claims”) under section 510(a), (b), or (c) of the Bankruptcy Code. On April 2, 2013, the Debtors filed a motion for summary judgment on the issue of subordination of Investor Claims (the “Debtors’ Summary Judgment Motion”) [Docket No. 25], and the Union Central Parties filed the Union Central Summary Judgment Motion. On April 23, 2013, the Debtors filed a brief in

opposition to summary judgment motions by the Union Central Parties and others [Docket No. 42], and the Union Central Parties filed their opposition to the Debtors' Summary Judgment Motion [Docket No. 47].

2. Other background and relevant procedural history of the Union Central Action, this adversary proceeding, and the Debtors' Summary Judgment Motion are set forth in the Union Central Summary Judgment Motion.

JOINDER

3. The Union Central Parties hereby join in and incorporate by reference the arguments and factual assertions set forth in the Lead Plaintiff Reply and the AIG Reply as if fully set forth herein.

RESERVATION OF RIGHTS

4. The Union Central Parties reserve all rights with respect to the Debtors' bankruptcy cases, the claims of the Union Central Parties, and the Union Central Action, including but not limited to the rights to oppose (a) any motion or adversary proceeding seeking expungement, disallowance, subordination, or other modification of any claims asserted against the Debtors by or on behalf of the Union Central Parties and (b) confirmation of any chapter 11 plan filed in these cases that proposes to disallow or subordinate such claims. The Union Central Parties further reserve the right to reply to any arguments raised (by the Debtors or otherwise) in opposition to (a) the Union Central Summary Judgment Motion or (b) the *Motion of AIG Asset Management (U.S.), LLC, the Allstate Entities, Massachusetts Mutual Life Insurance Company, and the Prudential Entities for Summary* [Docket No. 27], or in support of or opposition to any other motion relating to the subject matter hereof.

CONCLUSION

The Union Central Parties respectfully request that the Court deny the Debtors' Summary Judgment Motion in its entirety and grant the Union Central Summary Judgment Motion in all respects.

Dated: May 7, 2013
New York, New York

Respectfully submitted,

/s/ Michael S. Etkin

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