

Counsel to Ally Financial Inc.

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

In re

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

AMERICAN RESIDENTIAL EQUITIES, LLC,
in its own capacity and in its capacity as Trustee
under than certain American Residential Equities,
LLC Master Trust Agreement dated
August 8, 2005,

Plaintiff,

V.

GMAC Mortgage, LLC, as successor by Merger to
GMAC Mortgage Company, BILBOA
INSURANCE COMPANY, and ALLY
FINANCIAL, INC.,

Defendants.

NOTICE OF APPEARANCE

PLEASE TAKE NOTICE that the undersigned appears in the above captioned adversary proceeding (the “***Adversary Proceeding***”) on behalf of Ally Financial Inc. (“***AFI***”), defendant, and pursuant to Rules 2002 and 9010(b) of the Federal Rules of Bankruptcy Procedure (the “***Bankruptcy Rules***”) and section 1109(b) of title 11 of the United States Code



(the “*Bankruptcy Code*”), demand that all notices given or required to be given and all papers served in these cases be delivered to and be served upon the party identified below at the following address and further request that he be added to the master service list:

KIRKLAND & ELLIS LLP
655 Fifteenth Street, N.W.
Washington, D.C. 20005-5793
Telephone: (202) 879-5000
Facsimile: (202) 879-5200
Attn: Judson Brown
Judson.Brown@kirkland.com

PLEASE TAKE FURTHER NOTICE that the undersigned is a member in good standing of the bars of the State of Tennessee and the District of Columbia and has been admitted to practice *pro hac vice* in *In re Residential Capital, LLC*, Case No. 12-12020 (MG) (Bankr. S.D.N.Y. June 18, 2012) [ECF No. 427].

PLEASE TAKE FURTHER NOTICE that pursuant to section 1109(b) of the Bankruptcy Code, the foregoing demand includes not only the notices and papers referred to in the above-mentioned Bankruptcy Rules, but also includes all orders, applications, motions, petitions, pleadings, requests, complaints and demands, whether formal or informal, written or oral, transmitted or conveyed by mail delivery, telephone, facsimile or otherwise, in these cases.

This Notice of Appearance and any subsequent appearance, pleading, claim or suit is not intended nor shall be deemed to waive AFI's: (i) right to have final orders in non-core matters entered only after *de novo* review by a district judge; (ii) right to trial by jury in any proceedings so triable herein or in any case, controversy or proceeding related hereto; (iii) right to have reference withdrawn by the United States District Court in any matter subject to mandatory or discretionary withdrawal; or (iv) other rights, claims, actions, defenses, setoffs, or recoupments

to which AFI is or may be entitled under agreements, in law, or in equity, all of which rights, claims, actions, defenses, setoffs, and recoupments expressly are hereby reserved.

Dated: June 21, 2013
New York, New York

Respectfully Submitted,

/s/ Judson Brown
Judson Brown (*admitted pro hac vice*)
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