

WHITE & CASE LLP
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Chapter 11
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
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**VERIFIED STATEMENT OF WHITE & CASE LLP PURSUANT TO
FEDERAL RULE OF BANKRUPTCY PROCEDURE 2019**

In connection with the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) commenced by the debtors on May 14, 2012, White & Case LLP (“**White & Case**”) hereby submits this verified statement (the “**Statement**”) pursuant to Rule 2019 of the Federal Rules of Bankruptcy Procedure (“**Bankruptcy Rule 2019**”) in connection with White & Case’s representation of the ad hoc group (the “**Ad Hoc Group**”) of holders of those certain 9.625% Junior Secured Guaranteed Notes due 2015 (the “**Notes**”) issued by debtor Residential Capital, LLC pursuant to that certain Indenture dated June 6, 2008 and respectfully states as follows:

1. As of the date of this Statement, White & Case represents the Ad Hoc Group comprised of each of the entities identified in Exhibit A attached hereto (with its affiliates, each a “**Member**”) in connection with the Chapter 11 Cases. As of the date of this Statement, each Member is a holder of the Notes.

2. In November 2011 certain holders of the Notes contacted White & Case to represent them in connection with the Notes. In the intervening months before the



commencement of the Chapter 11 Cases, certain holders joined and/or left the Ad Hoc Group. As of the date of this Statement, White & Case represents only the Ad Hoc Group and does not represent or purport to represent any entities other than the Ad Hoc Group in connection with the Chapter 11 Cases. In addition, the Ad Hoc Group represents only the interests of its Members and does not represent or purport to represent any other entities in connection with the Chapter 11 Cases.

3. The Ad Hoc Group holds approximately \$918,781,000.00 million in aggregate face amount of the Notes. In accordance with Bankruptcy Rule 2019, the address and nature and amount of all disclosable economic interests for each Member is set forth on Exhibit A. The information contained in Exhibit A is based upon information provided by the Members to White & Case and is subject to change.

4. Nothing in this Statement (or Exhibit A hereto) should be construed as a limitation upon, or waiver of, any Member's rights to assert, file and/or amend its claims in accordance with applicable law and any orders entered in these cases.

5. The undersigned, who is a partner of White & Case, verifies that the foregoing is true and correct to the best of his knowledge.

Dated: June 14, 2012
New York, New York

WHITE & CASE LLP

By: /s/ Gerard Uzzi
Gerard Uzzi
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EXHIBIT A

(All information provided herein is as of June 11, 2012)

<u>NAME</u>	<u>ADDRESS</u>	<u>NATURE AND AMOUNT OF DISCLOSABLE ECONOMIC INTEREST</u>
Alliance Bernstein LP	1345 Avenue of the Americas New York, NY 10105 Attention: Mr. Michael Sohr	\$20,733,000 of Notes
Appaloosa Management LP	51 John F. Kennedy Pkwy Short Hills, NJ 07078 Attention: Mr. James Bolin	\$148,000,000 of Notes \$805,000 of 8.5% notes due 6/1/2012 \$67,600,000 of 8.5% notes due 4/17/2013 \$1,595,000 of 8.875% notes 6/30/2015
Davidson Kempner Capital Management LLC	65 East 55th Street, 20th Floor New York, NY 10022 Attention: Ms. Sara Tirschwell	\$115,467,000 of Notes
DO S1 Limited	c/o CQS (UK) LLP 5th Floor 33 Chester Street London SW1X 7BL Attention: Tim McArdle	\$10,205,000 of Notes
Loomis, Sayles & Company, L.P.	One Financial Center Boston, MA 02111 Attention: Diana Monteith	\$297,772,000 of Notes \$1,260,000 of 8.5% notes due 4/17/2013 \$210,000 of 8.875% notes due 6/30/2015

		<p>\$95,000 of 8.5% notes due 6/1/2012</p> <p>\$50,000 of 8.375% notes due 5/17/2013</p> <p>\$200,000 of 9.875% notes due 7/1/2014</p>
Marathon Asset Management, L.P.	<p>One Bryant Park 38th Floor New York, NY 10036 Attention: Daniel Pine</p>	<p>\$93,847,000 of Notes</p> <p>\$6,000,000 of DIP TLA-1</p> <p>\$1,000,000 of DIP TLA-2</p>
P. Schoenfeld Asset Management LP	<p>1350 Avenue of the Americas 21st Floor New York, NY 10019 Attention: Usman Waheed</p>	<p>\$5,000,000 of Notes</p> <p>\$17,500,000 of DIP TLA-1</p> <p>\$3,000,000 of DIP TLA-2</p>
Pentwater Capital Management LP	<p>227 W Monroe Suite 4000 Chicago, IL 60606-5099 Attention: Mr. Arthur Kaz</p>	<p>\$84,172,000 of Notes</p>
Silver Point Finance, LLC	<p>Two Greenwich Plaza Greenwich, CT 06830 Attention: Mr. Rich Parisi</p>	<p>\$46,585,000 of Notes</p> <p>\$15,000,000 of DIP TLA-1</p>
Taconic Capital Advisors LP	<p>450 Park Avenue 9th Floor New York, NY 10022 Attention: Mr. Marc Schwartz</p>	<p>\$19,000,000 of Notes</p>
Venor Capital Management LP	<p>7 Times Square Suite 3505 New York, NY 10036 Attention: Mr. Michael Scott</p>	<p>\$31,000,000 of Notes</p>

York Capital Management	767 Fifth Avenue 17th Floor New York, NY 10153 Attention: Ms. Jeanne Manischewitz	\$47,000,000 of Notes
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