

Hearing Date and Time: January 14, 2015 at 10:00 a.m. (Prevailing Eastern Time)
Response Date and Time: December 29, 2014 at 4:00 p.m. (Prevailing Eastern Time)

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Counsel to The ResCap Liquidating Trust

**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
-----)	

**NOTICE OF THE RESCAP LIQUIDATING TRUST'S SEVENTY-NINTH
OMNIBUS CLAIMS OBJECTION (PURPORTED ADMINISTRATIVE CLAIMS)**

PLEASE TAKE NOTICE that the undersigned have filed the attached *ResCap Liquidating Trust's Seventy-Ninth Omnibus Claims Objection (Purported Administrative Claims)* (the "Omnibus Objection"), which seeks to alter your rights by disallowing your claim against the above-captioned Debtors.

PLEASE TAKE FURTHER NOTICE that a hearing on the Omnibus Objection will take place on **January 14, 2015 at 10:00 a.m. (Prevailing Eastern Time)** before the Honorable Martin Glenn, at the United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, Room 501.



PLEASE TAKE FURTHER NOTICE that objections, if any, to the Omnibus Objection must be made in writing, conform to the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules for the Southern District of New York, and the Notice, Case Management, and Administrative Procedures approved by the Bankruptcy Court [Docket No. 141], be filed electronically by registered users of the Bankruptcy Court's electronic case filing system, and be served, so as to be received no later than **December 29, 2014 at 4:00 p.m. (Prevailing Eastern Time)**, upon: (a) Chambers of the Honorable Martin Glenn, United States Bankruptcy Court for the Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408; (b) counsel to the ResCap Liquidating Trust, Morrison & Foerster LLP, 250 West 55th Street, New York, NY 10019 (Attention: Norman S. Rosenbaum, Jordan A. Wishnew, and Meryl L. Rothchild); (c) the Office of the United States Trustee for the Southern District of New York, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014 (Attention: Linda A. Riffkin and Brian S. Masumoto); (d) The ResCap Borrower Claims Trust, Polsinelli PC, 900 Third Avenue, 21st Floor, New York, NY 10022, (Attn: Daniel J. Flanigan) and (e) The ResCap Liquidating Trust, Quest Turnaround Advisors, 800 Westchester Avenue, Suite S-520, Rye Brook, NY 10573 (Attention: Jeffrey Brodsky).

PLEASE TAKE FURTHER NOTICE that if you do not timely file and serve a written response to the relief requested in the Omnibus Objection, the Bankruptcy Court may deem any opposition waived, treat the Omnibus Objection as conceded, and enter an order granting the relief requested in the Omnibus Objection without further notice or hearing.

Dated: December 8, 2014
New York, New York

Respectfully Submitted,

/s/ Norman S. Rosenbaum
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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:)	Case No. 12-12020 (MG)
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RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
-----)	

**THE RESCAP LIQUIDATING TRUST'S SEVENTY-NINTH OMNIBUS CLAIMS
OBJECTION (PURPORTED ADMINISTRATIVE CLAIMS)**

**THIS OBJECTION SEEKS TO DISALLOW AND EXPUNGE CERTAIN PROOFS OF CLAIM.
CLAIMANTS RECEIVING THIS OBJECTION SHOULD LOCATE THEIR NAMES AND
CLAIMS ON EITHER EXHIBIT A OR EXHIBIT B ATTACHED TO THE PROPOSED ORDER.**

**IF YOU HAVE QUESTIONS, PLEASE CONTACT
THE RESCAP LIQUIDATING TRUST'S COUNSEL,
JORDAN A. WISHNEW, AT (212) 468-8000.**

TO THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE:

The ResCap Liquidating Trust (the “Liquidating Trust”), established pursuant to terms of the Plan (defined below) confirmed in the above-captioned chapter 11 cases (the “Chapter 11 Cases”), as successor in interest to the Debtors (defined below), respectfully represents:

RELIEF REQUESTED

1. The Liquidating Trust files this seventy-ninth omnibus claims objection (the “Objection”) pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), Article II.A of the Plan and the Confirmation Order (defined below), seeking entry of an order (the “Proposed Order”), in a form substantially similar to that attached hereto as Exhibit 2, disallowing and expunging the purported administrative claims listed on Exhibit A and Exhibit B annexed to the Proposed Order.¹ In support of this Objection, the Liquidating Trust submits the Declaration of Deanna Horst, Chief Claims Officer for The ResCap Liquidating Trust (the “Horst Declaration”), annexed hereto as Exhibit 1-A, and the Declaration of P. Joseph Morrow IV, Director of Kurtzman Carson Consultants LLC, claims and noticing agent of the Debtors (the “Morrow Declaration”), annexed hereto as Exhibit 1-B.

2. A number of these purported claim submissions should be expunged for the claimants’ failure to comply with the procedures specified in the Confirmation Order for filing requests for payment of administrative expense claims. Specifically, these procedures,

¹ Claims listed on Exhibit A and Exhibit B are reflected in the same manner as they appear on the Claims Register (defined herein) maintained by KCC.

among other things, require that the request for allowance of an administrative expense claim be *filed* with the Court, not delivered to the Debtors' claims agent.² The failure of these claimants to comply with an order of this Court, in and of itself, warrants the disallowance and expungement of their purported administrative expense claims.

3. The Liquidating Trust also examined the proofs of claim identified on Exhibit A to the Proposed Order (collectively, the "Late-Filed Claims") and determined that such claims violate the procedures and deadline for filing administrative expense claims in the Chapter 11 Cases. Specifically, the Late-Filed Claims violate Article II.A of the Plan, as approved by the Confirmation Order (defined herein), which states that a holder of an administrative expense claim must file with the Court and serve on the Liquidating Trust on or before the Administrative Claim Bar Date (as defined below) requests for payment of administrative expense claims not already allowed, or be forever barred, estopped, and enjoined from asserting such a Claim against the Debtors. See Plan, Art. II.A. Each of the Late-Filed Claims was delivered to the Debtors' claims agent after the Administrative Claim Bar Date and must be disallowed and expunged in their entirety. Further, these claimants fail to proffer any excuse as to why they should not be bound by the specific deadline set forth in the Confirmation Order.

4. The Liquidating Trust also examined the proofs of claim identified on Exhibit B annexed to the Proposed Order (the "No Basis Claims") and determined that the No

² Only the following holders of purported administrative expense claims filed their requests for payment on the docket in these Chapter 11 Cases: (i) Conrad P. Burnett Jr. for payment on account of Claim No. 7413 [Docket Nos. 6256, 7523]; (ii) Emilia Zuniga for payment on account of Claim No. 7420, mailed to the Court but not filed on the docket; (iii) Felix O. Abu for payment on account of Claim No. 7428, mailed to the Court but not filed on the docket; (vi) Raymond and Deanne Eckert for payment on account of Claim Nos. 7416 and 7417 [Docket Nos. 6266, 6267]; and (v) Mary F. Singleton on account of payment for Claim No. 7424 [Docket No. 6298]. The Liquidating Trust seeks to expunge these claims.

Basis Claims are neither liabilities of the Debtors, nor do they have a basis as an administrative expense claim pursuant to section 503 of the Bankruptcy Code. Therefore, the Liquidating Trust requests that the No Basis Claims be disallowed and expunged in their entirety.

5. The proofs of claim identified on Exhibit A and Exhibit B annexed to the Proposed Order solely relate to claims filed by current or former borrowers (each an “Administrative Borrower Claim” and collectively, the “Administrative Borrower Claims”). As used herein, the term “Borrower” means an individual whose current or former mortgage loan was originated, serviced, sold, consolidated or owned by any of the Debtors.³ See Plan, Art. I.A.38.

6. The Court previously entered orders [Docket No. 7096, 7202] sustaining a similar omnibus claims objection filed by the Liquidating Trust [Docket No. 6845] based on substantially similar grounds as set forth in this Objection. The holders of the purported Administrative Borrower Claims, listed on Exhibit A and Exhibit B annexed to the Proposed Order, have failed to demonstrate that their claims meet the standards under section 503(b) of the Bankruptcy Code to warrant their claims’ treatment as administrative expense claims; therefore, the Liquidating Trust respectfully submits that the relief provided for in the Proposed Order is appropriate and warranted.

7. As provided for in the Plan, “any and all proofs of claim filed after the applicable bar date shall be deemed disallowed, discharged, released, and expunged as of the effective date without any further notice to or action, order, or approval of the Bankruptcy

³ The ResCap Borrower Claims Trust established pursuant to the Plan is dedicated solely to the satisfaction of Borrower Claims as defined and addressed in the Plan. The reconciliation of Administrative Claims asserted by Borrowers is the sole responsibility of the Liquidating Trust and to the extent allowed, such claims constitute obligations of the Liquidating Trust under the Plan.

Court” unless said claim is deemed timely filed by the Court. Plan, Art. VIII.B. Accordingly, should any claims be filed in the Chapter 11 Cases following the date of the Objection, the Liquidating Trust will deem such claims as untimely and disallowed unless and until the claimant proves, and the Court orders, otherwise.

JURISDICTION

8. This Court has jurisdiction to consider this matter pursuant to 28 U.S.C. §§ 157 and 1334. Venue is proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409. This is a core proceeding pursuant to 28 U.S.C. § 157(b).

BACKGROUND

9. On May 14, 2012, each of the debtors in the Chapter 11 Cases (the “Debtors”) filed a voluntary petition in this Court for relief under chapter 11 of the Bankruptcy Code. These Chapter 11 Cases are being jointly administered pursuant to Bankruptcy Rule 1015(b).

10. On May 26, 2012, the Court entered an order [Docket No. 96] appointing Kurtzman Carson Consultants LLC (“KCC”) as the noticing and claims agent in these Chapter 11 Cases. Among other things, KCC is authorized to (a) receive, maintain, and record and otherwise administer the proofs of claim filed in these Chapter 11 Cases and (b) maintain the official Claims Register for the Debtors (the “Claims Register”).

11. On March 21, 2013, the Court entered the Procedures Order, which authorizes the Liquidating Trust to, among other things, file omnibus objections to no more than 150 claims at a time, on various grounds, including those set forth in Bankruptcy Rule 3007(d) and those additional grounds set forth in the Procedures Order.

12. On December 11, 2013, the Court entered an *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official*

Committee of Unsecured Creditors (the “Confirmation Order”) approving the terms of the Chapter 11 plan, as amended (the “Plan”), filed in these Chapter 11 Cases [Docket No. 6065]. On December 17, 2013, the Effective Date (as defined in the Plan) of the Plan occurred, and, among other things, the Liquidating Trust was established [Docket No. 6137].

13. The Plan provides for the creation and implementation of the Liquidating Trust, which, among other things, is “authorized to make distributions and other payments in accordance with the Plan and the Liquidating Trust Agreement” and is responsible for the wind down of the affairs of the Debtors’ estates. See Plan, Art. VI.A-D; see also Confirmation Order ¶ 22. Pursuant to the Confirmation Order and the Plan, the Liquidating Trust was vested with broad authority over the post-confirmation liquidation and distribution of the Debtors’ assets. See generally Confirmation Order ¶¶ 26, 30, 48; Plan, Art. VI.

14. Specifically, the Confirmation Order required holders of purported Administrative Claims (as such term is defined in the Plan) to file their “requests for the payment of such Administrative Claims not already Allowed by Final Order in accordance with the procedures specified in the Confirmation Order, on or before the first Business Day that is thirty (30) days following the Effective Date.” See Confirmation Order ¶ 50(f). The Confirmation Order further provides that a claimant’s failure to follow these procedures would result in the claimant being “forever barred, estopped, and enjoined from asserting such Claims against the Debtors, the Plan Trusts, or their assets or properties, and such Claims shall be deemed discharged as of the Effective Date.” See id.

15. In addition, on the Effective Date, in accordance with the Plan, the Debtors filed the Notice of Entry of the Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by the Residential Capital, LLC, et al. and the Official

Committee of Unsecured Creditors and Occurrence of the Effective Date [Docket No. 6137], which set **January 16, 2014** as the deadline by which holders of administrative expense claims could file requests for payment of such purported claims (the “Administrative Claim Bar Date”).

16. Thereafter, potential claimants and other parties in interest received *Notice of Deadline and Procedures for Filing Certain Administrative Claims* [Docket No. 6138] via mail (each an “Administrative Claim Bar Date Notice” and collectively, the “Administrative Claim Bar Date Notices”) twenty-three (23) days prior to the Administrative Claim Bar Date.⁴ See Morrow Declaration ¶ 4. KCC mailed the Administrative Claim Bar Date Notices to claimants at the addresses maintained in KCC’s creditor matrix, which reflect the claimants’ addresses reflected in the Debtors’ records shortly before the service of the Administrative Claim Bar Date Notices. See id. The Administrative Claim Bar Date Notice prominently identifies the Administrative Claim Bar Date and advises recipients that:

holders of administrative claims that are required to, but do not, file and serve a request for payment of such administrative claims by the Administrative Claim Bar Date shall be forever barred, estopped and enjoined from asserting such administrative claim against the Debtors, the Plan Trusts, or their assets or properties, and such administrative claims shall be deemed discharged as of the Effective Date.

Administrative Claim Bar Date Notice ¶ 4.

BASIS FOR RELIEF

17. Section 503(b)(1)(A) of the Bankruptcy Code provides that only “actual, necessary costs and expenses of preserving the estate” are allowed as administrative expenses.

⁴ See Affidavit of Service of Clarissa D. Chu re: 1) Notices of Entry of Confirmation Order Confirming the Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors and Occurrence of Effective Date and 2) Notice of Deadline and Procedures for Filing Certain Administrative Claims [Docket No. 6187].

11 U.S.C. §503(b)(1)(A). A party asserting an administrative expense claim has the burden of proving that such expense was actual and necessary for preserving the estate. See In re Old Carco LLC, 424 B.R. 650, 657 (Bankr. S.D.N.Y. 2010); In re Drexel Burnham Lambert Grp. Inc., 134 B.R. 482, 489 (Bankr. S.D.N.Y. 1991). Courts in this District have held that section 503(b)(1)(A) should be narrowly construed due to “the bankruptcy goal of providing equal distribution of a debtor’s assets to all creditors.” Old Carco, 424 B.R. at 656.

18. Specifically, “an expense is administrative only if it arises out of a transaction between the creditor and the bankrupt’s trustee or debtor in possession,...and only to the extent that the consideration supporting the claimant’s right to payment was both supplied to and beneficial to the debtor-in-possession in the operation of the business.” See In re Grubb & Ellis Co., 478 B.R. 622, 624 (Bankr. S.D.N.Y. 2012), citing Trustees of Amalgamated Ins. Fund v. McFarlin’s, Inc., 789 F.2d 98, 101 (2d Cir. 1986). It is a claimant’s burden to establish that it is entitled to an administrative expense claim. In re Bethlehem Steel Corp., 479 F.3d 167, 172 (2d Cir. 2007). An administrative expense claim “should only be granted under extraordinary circumstances, to wit, when the parties seeking priority have sustained their burden of demonstrating that their services are actual and necessary to preserve the estate.” In re Drexel Burnham Lambert Grp. Inc., 134 B.R. 482, 489 (Bankr. S.D.N.Y. 1991) (quoting In re Amfesco Indus., Inc., 81 B.R. 777, 785 (Bankr. E.D.N.Y. 1988).

19. None of the claimants asserting a claim listed on Exhibit A and Exhibit B has carried the burden of showing that the purported expense related to its claim was necessary for the Debtors’ postpetition operations or the preservation of the Debtors’ estates. As such, none of the Administrative Borrower Claims are entitled to administrative priority pursuant to section 503(b)(1)(A) of the Bankruptcy Code. Furthermore, a number of these

claimants failed to follow the required procedures of actually filing on the docket such claimant's request for payment on account of a purported Administrative Claim. See Confirmation Order ¶ 50(f). Moreover, certain claims (as discussed herein) must also be disallowed because they are duplicative of previously-filed prepetition claims and/or filed after January 16, 2014.

A. The Late-Filed Claims Should Be Disallowed and Expunged

20. Based upon its review of the claims filed on the Claims Register in these Chapter 11 Cases maintained by KCC and the docket in the Chapter 11 Cases, the Liquidating Trust identified the Late-Filed Claims on Exhibit A, annexed to the Proposed Order, as claims that should be disallowed and expunged because they were filed after the Administrative Claim Bar Date and therefore the claimants failed to comply with the terms of the Plan and Confirmation Order. See Horst Declaration ¶ 6.

21. "Bar dates are 'critically important to the administration of a successful chapter 11 case.'" Memorandum Decision Denying Motions for Leave to File Late Claims [Docket No. 9150], In re Lehman Bros. Holdings, Inc., Case No. 08-13555 (JMP), 2010 WL 2000326, at *2 (Bankr. S.D.N.Y. May 20, 2010) (quoting In re Musicland Holding Corp., 356 B.R. 603, 607 (Bankr. S.D.N.Y. 2006)); see also Order Denying Motion for Order Permitting MED&G Group LP to File a Late Proof of Claim [Docket No. 3648], In re Residential Capital, LLC, Case No. 12-12020 (MG) (Bankr. S.D.N.Y. May 17, 2013). A bar date is more than a "procedural gauntlet" and functions as "an integral part of the reorganization process." In re Hooker Invs., Inc., 937 F.2d 833, 840 (2d Cir. 1991). A bar date enables debtors to determine with reasonable promptness, efficiency and finality what claims will be made against their estates—a determination without which they cannot effectively reorganize. See In re Keene Corp., 188 B.R. 903, 907 (Bankr. S.D.N.Y. 1995). Accordingly, bar dates are strictly enforced

in the Second Circuit. See id.; see also In re Lehman Bros. Holdings, Inc., 2010 WL 2000326, at *2; In re Musicland Holding Corp., 356 B.R. at 607 (“The bar date is akin to a statute of limitations, and must be strictly enforced.”).

22. Article II.A of the Plan provides that, except as provided in the Plan or any order of the Court, holders of administrative expense claims must “file and serve on the Plan Proponents or the Liquidating Trust requests for the payment of such administrative expense claims on or before the Administrative Claim Bar Date or be forever barred, estopped, and enjoined from asserting such Claims against the Debtors, the Plan Trusts, or their assets or properties, and such Claims shall be deemed discharged as of the Effective Date.” See Plan, Art. II.A; see also Confirmation Order ¶ 50(f). None of the Borrowers listed on Exhibit A to the Proposed Order submitted a formal or informal request seeking permission to either file a late claim or be exempt from this Plan or Confirmation Order provision. See Horst Declaration ¶ 6. Further, neither the Liquidating Trust nor the Debtors agreed to exempt any of the Late-Filed Claims from this Plan provision. See id. As a result, by the Court’s entry of the Confirmation Order, the Late-Filed Claims (to the extent they are even valid administrative expense claims) were barred and discharged as soon as the Administrative Claim Bar Date passed.

23. The Confirmation Order specifically requires purported holders of administrative expense claims to ensure that their requests for payment of such claims **be actually received** either by the Plan Proponents (as such term is defined in the Plan) or the Liquidating Trust **on or before** the Administrative Claim Bar Date. See Confirmation Order ¶ 50(f). Potential claimants were provided with the Administrative Claim Bar Date Notice, including the deadline to file (with the Court) requests for allowance of such claims and a

warning that failure to comply with the Administrative Claim Bar Date would result in their claims being barred. See Administrative Claim Bar Date Notice ¶ 4; see also Confirmation Order ¶ 59 (directing the Plan Proponents or the Liquidating Trust to serve the Administrative Claim Bar Date Notice).

24. The Liquidating Trust confirmed with KCC that each of the Borrowers who filed a Late-Filed Claim was timely served with the Administrative Claim Bar Date Notice. See Horst Declaration ¶ 5; see also Morrow Declaration ¶¶ 4-6. KCC mailed these notices to each Borrower who filed a Late-Filed Claim at the address reflected in the Debtors' books and records. See id. Nevertheless, these parties filed their claims after the Administrative Claim Bar Date. See Morrow Declaration ¶¶ 5-6; see also Horst Declaration ¶ 5. Moreover, these Late-Filed Claims do not amend any previously filed administrative expense claims. See Morrow Declaration ¶ 7; see also Horst Declaration ¶ 6.

25. Additionally, as described in the "Reason for Disallowance" column of Exhibit A, pursuant to the supplemental servicing order entered by the Court [Docket No. 774] (the "Supplemental Servicing Order"),⁵ Borrowers who commenced postpetition litigation outside of the Chapter 11 Cases against the Debtors may only raise defenses and counterclaims (including Mandatory Monetary Claims, as such term is defined in the Supplemental Servicing Order) related to a foreclosure action and seek equitable relief in those lawsuits. See Supplemental Servicing Order ¶ 14. Should the Borrower seek monetary relief, the Borrower's recourse was to file a claim requesting such relief in the Chapter 11 Cases and become subject

⁵ *See Final Supplemental Order Under Bankruptcy Code Sections 105(a), 362, 363, 502, 1107(a), and 1108 and Bankruptcy Rule 9019 (I) Authorizing the Debtors to Continue Implementing Loss Mitigation Programs; (II) Approving Procedures for Compromise and Settlement of Certain Claims, Litigations and Causes of Action; (III) Granting Limited Stay Relief to Permit Foreclosure and Eviction Proceedings, Borrower Bankruptcy Cases, and Title Disputes to Proceed; and (IV) Authorizing and Directing the Debtors to Pay Securitization Trustee Fees and Expenses* [Docket No. 774], entered on July 13, 2012.

to the claims reconciliation process. By failing to timely file a claim by the Administrative Claim Bar Date, these Borrowers should be precluded from asserting any monetary damages against the Debtors' estates and the Liquidating Trust.

26. Because the Late-Filed Claims violate the terms of the Plan and the Confirmation Order and are untimely, the Liquidating Trust requests that the Court disallow and expunge in their entirety the Late-Filed Claims listed on Exhibit A to the Proposed Order. The Liquidating Trust reserves all rights to object on any other basis to any Late-Filed Claim as to which the Court does not grant the relief requested herein.

B. The No Basis Claims

27. Based upon its review of the claims filed on the Claims Register in these cases maintained by KCC, the Liquidating Trust determined that the No Basis Claims identified on Exhibit B annexed to the Proposed Order should be disallowed and expunged because they do not state a basis for an administrative expense claim under section 503 of the Bankruptcy Code.

28. To be an allowed administrative expense claim under section 503(b)(1)(A) of the Bankruptcy Code, a claim must be an actual and necessary expense of preserving the estate and must have occurred between the Petition Date and the Effective Date. None of the No Basis Claims listed on Exhibit B annexed to the Proposed Order meets this definition. See Horst Declaration ¶ 7.

29. The Liquidating Trust reviewed the Debtors' books and records, and found no basis for any amounts owing on account of any prepetition or post-petition activities to any of the claimants who filed the No Basis Claims. See Horst Declaration ¶ 7. The basis for objecting to each of the No Basis Claims is set forth in more detail on Exhibit B attached to the Proposed Order under the heading titled "*Reason for Disallowance.*" The Liquidating

Trust asserts that such claims do not represent valid, postpetition liabilities of the Debtors' estates because none of the claimants identify any credit or services they purportedly extended or provided to the Debtors after the Petition Date that were actual and necessary to preserve the estates, nor do they identify and/or present sufficient evidence of any postpetition conduct on the part of any Debtor that could potentially give rise to a claim.⁶ See id. Therefore, the Debtors' estates are not liable to the claimants identified on Exhibit B attached to the Proposed Order. See id.

30. Accordingly, to avoid the possibility that the claimants at issue receive improper recoveries, and to ensure that the Liquidating Trust's beneficiaries are not prejudiced by such improper recoveries, the Liquidating Trust requests that this Court disallow and expunge in their entirety each of the No Basis Claims. See Horst Declaration ¶ 8.

NOTICE

31. The Liquidating Trust has served notice of this Omnibus Administrative Claims Objection in accordance with the Case Management Procedures [Docket No. 141] and the Procedures Order. The Liquidating Trust submits that no other or further notice need be provided.

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⁶ The Liquidating Trust reserves all rights to contest that any such conduct could in and of itself in fact give rise to an administrative expense claim.

CONCLUSION

WHEREFORE, the Liquidating Trust respectfully requests that the Court enter an order substantially in the form of the Proposed Order granting the relief requested herein and granting such other relief as is just and proper.

Dated: December 8, 2014
New York, New York

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Counsel to The ResCap Liquidating Trust

Exhibit 1-A

Horst Declaration

**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
-----)	

**DECLARATION OF DEANNA HORST IN SUPPORT OF THE RESCAP
LIQUIDATING TRUST’S SEVENTY-NINTH OMNIBUS CLAIMS OBJECTION
(PURPORTED ADMINISTRATIVE CLAIMS)**

I, Deanna Horst, hereby declare as follows:

1. I am the Chief Claims Officer for The ResCap Liquidating Trust (the “Liquidating Trust”), and previously served as Chief Claims Officer for Residential Capital, LLC and its affiliates (“ResCap”), a limited liability company organized under the laws of the state of Delaware and the parent of the other debtors in the above-captioned Chapter 11 Cases (collectively, the “Debtors”). I have been employed by affiliates of ResCap since August of 2001. In June 2012, I became Senior Director of Claims Management for ResCap and in October of 2013, I became Chief Claims Officer of ResCap. I began my association with ResCap in 2001 as the Director, Responsible Lending Manager, charged with managing the Debtors’ responsible lending on-site due diligence program. In 2002, I became the Director of Quality Asset Management, managing Client Repurchase, Quality Assurance and Compliance—a position I held until 2006, at which time I became the Vice President of the Credit Risk Group, managing Correspondent and Broker approval and monitoring. In 2011, I became the Vice President, Business Risk and Controls, and supported GMAC Mortgage, LLC and Ally Bank in this role. In my current position, I am responsible for Claims Management and Reconciliation and Client Recovery. I am authorized to submit this declaration (the “Declaration”) in support of

The ResCap Liquidating Trust's Seventy-Ninth Omnibus Claims Objection (Purported Administrative Claims) (the "Objection").¹

2. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge of the Debtors' operations and finances, information learned from my review of relevant documents and information I have received through my discussions with other former members of the Debtors' management or other former employees of the Debtors, the Liquidating Trust's professionals and consultants, and/or Kurtzman Carson Consultants LLC ("KCC"), the Debtors' noticing and claims agent. If I were called upon to testify, I could and would testify competently to the facts set forth in the Objection on that basis.

3. In my capacity as Chief Claims Officer, I am intimately familiar with the claims reconciliation process in these Chapter 11 Cases. Except as otherwise indicated, all statements in this Declaration are based upon my familiarity with the Debtors' books and records that were prepared and kept in the course of their regularly conducted business activities (the "Books and Records"), the Debtors' schedules of assets and liabilities and statements of financial affairs filed in these Chapter 11 Cases (collectively, the "Schedules"), my review and reconciliation of claims, and/or my review of relevant documents. I or my designee at my direction have reviewed and analyzed the claim forms or requests for payment of administrative expense claims, where applicable, and supporting documentation, if any, filed by the claimants listed on Exhibit A and Exhibit B annexed to the Proposed Order. Since the Plan became effective and the Liquidating Trust was established, I, along with other members of the Liquidating Trust's management or other employees of the Liquidating Trust have continued the claims reconciliation process, which includes analyzing claims and determining the appropriate

¹ Defined terms used but not defined herein shall have the meanings ascribed to such terms as set forth in the Objection.

treatment of the same. In connection with such review and analysis, where applicable, I or the Liquidating Trust personnel under my supervision, and the Liquidating Trust's professional advisors have reviewed (i) information supplied or verified by former personnel in departments within the Debtors' various business units, (ii) the Books and Records, (iii) the Schedules, (iv) other filed proofs of claim, and/or (v) the Claims Register.

4. Under my supervision, considerable resources and time have been expended to ensure a high level of diligence in reviewing and reconciling the proofs of claim and the purported administrative expense claims that are the subject of the Objection filed in these Chapter 11 Cases. Such claims were reviewed and analyzed by the appropriate personnel and professional advisors.

A. The Late-Filed Claims

5. Based on a thorough review of the Late-Filed Claims at issue, I determined that each claim listed on Exhibit A annexed to the Proposed Order was received by the Court and/or KCC, after the Administrative Claim Bar Date passed. Each claim submitted by a creditor was date-and-time-stamped upon receipt by KCC and/or the Court. The Late-Filed Claims included on Exhibit A to the Proposed Order were each date-and-time-stamped after the Administrative Claim Bar Date. In addition, the Liquidating Trust confirmed with KCC that each of these claimants who filed a Late-Filed Claim, through such claimant's counsel, was timely served with the Administrative Claim Bar Date Notice. KCC mailed this notice to each claimant's counsel at the address reflected in the Debtors' books and records. In addition, upon my review, these Late-Filed Claims do not amend any previously filed administrative expense claims.

6. To my knowledge, none of the claimants listed on Exhibit A to the Proposed Order ever filed a motion with the Court, or contacted the Liquidating Trust, requesting permission to file a late proof of claim or proffered to the Debtors or their counsel an excuse for such Late-Filed Claim. Further, neither the Liquidating Trust nor the Debtors agreed to exempt any of the Late-Filed Claims from Article II.A of the Plan or Paragraph 50(f) of the Confirmation Order, which provides the consequences of a claimant's failure to file a request for payment of an administrative expense claim subsequent to the Administrative Claim Bar Date. Based on a review of the Late-Filed Claims, none of these claims purported to amend any previously filed prepetition claims or administrative expense claims. If the Late-Filed Claims are not disallowed and expunged, the claimants who filed the Late-Filed Claims may potentially receive distributions to the detriment of other beneficiaries of the Liquidating Trust that they are not entitled to, because such claims were untimely.

B. The No Basis Claims

7. Based on a thorough review of the No Basis Claims at issue, I determined that each claim listed on Exhibit B annexed to the Proposed Order fails to set forth any valid justification for asserting a claim for an actual and necessary expense of preserving the estate that occurred postpetition.² The Liquidating Trust reviewed the Debtors' books and records, and found no basis for any amounts owing on account of any prepetition or post-petition activities to any of the Borrowers who filed the No Basis Claims. Therefore, the Debtors' estates are not liable to the claimants identified on Exhibit B attached to the Proposed Order.

² The basis for objecting to each of the No Basis Claims is set forth in more detail on Exhibit B to the Proposed Order under the heading titled "*Reason for Disallowance*."

8. If each of the No Basis Claims is not disallowed and expunged in its entirety, the claimants who filed the No Basis Claims may potentially receive a wholly improper recovery to the detriment of other Liquidating Trust beneficiaries.

9. Accordingly, based upon this review and in consultation with the Liquidating Trust, and for the reasons set forth in the Objection, I have determined that each Late-Filed Claim and No Basis Claim that is the subject of the Objection should be accorded the proposed treatment described in the Objection.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: December 8, 2014

/s/ Deanna Horst
Deanna Horst
Chief Claims Officer for The ResCap
Liquidating Trust

Exhibit 1-B

Morrow Declaration

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

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

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Case No. 12-12020 (MG)

Chapter 11

Jointly Administered

**DECLARATION OF P. JOSEPH MORROW IV IN SUPPORT OF THE RESCAP
LIQUIDATING TRUST'S SEVENTY-NINTH OMNIBUS CLAIMS OBJECTION
(PURPORTED ADMINISTRATIVE CLAIMS)**

I, P. Joseph Morrow IV, depose and say under the penalty of perjury:

1. I am a Director of Corporate Restructuring Services, employed by Kurtzman Carson Consultants, LLC ("KCC"), the claims and noticing agent retained by Residential Capital, LLC, *et al.* (collectively with its affiliated debtors (the "Debtors") in the above-captioned Chapter 11 Cases,¹ pursuant to the *Order Authorizing Retention and Appointment of Kurtzman Carson Consultants, LLC as Claims and Noticing Agent Under 28 U.S.C. § 156(c), 11 U.S.C. § 105(a), S.D.N.Y. LBR 5075-1 and General Order M-409 and Granting Related Relief* [Docket No. 96] entered by this Court on May 16, 2012, and the *Order Pursuant to 11 U.S.C. § 327(a) and Fed. R. Bankr. P. 2014 Authorizing the Employment and Retention of Kurtzman Carson Consultants LLC as Administrative Agent, Nunc Pro Tunc to the Petition Date* [Docket No. 798] entered by this Court on July 17, 2012.

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Objection (defined below).

2. I am authorized to submit this declaration (the “Declaration”) in support of *The ResCap Liquidating Trust’s Seventy-Ninth Omnibus Claims Objection (Purported Administrative Claims)* (the “Objection”).

3. All facts set forth in this Declaration are based upon information learned from my review of relevant documents and information I have received through my discussions with KCC employees, the Liquidating Trust’s professionals, and the Debtors’ former professionals and consultants. If I were called upon to testify, I could and would testify competently to the facts set forth herein on that basis.

4. Acting as the Debtors’ claims and noticing agent, KCC serves notices and other mailings upon parties and/or their representatives at the direction of the Debtors and the Court. Subsequent to the Effective Date of the Plan filed and confirmed in the Chapter 11 Cases, KCC served the *Notice of Deadline and Procedures for Filing Certain Administrative Claims* [Docket No. 6138] (the “Administrative Claim Bar Date Notice”) twenty-three (23) days prior to the Administrative Claim Bar Date. KCC mailed the Administrative Claim Bar Date Notices to claimants at the addresses maintained in KCC’s creditor matrix, which reflect the claimants’ addresses as reflected in the Debtors’ records shortly before the service of the Administrative Claim Bar Date Notices.

5. On or before December 24, 2013, at my direction and under my supervision, employees of KCC caused a true and accurate copy of the Administrative Claim Bar Date Notice to be served upon counsel to **Barbara Glapion, c/o Ernie Ernie Gracia, Gracia & Sweny, PLLC at 2616 S. Loop West, Suite 580, Houston, TX 77054** via First Class U.S. Mail. See KCC Affidavit of Service of the Administrative Claims Bar Date Notice, Docket No. 6187, Ex. E – Part 2, at 1351 of 4526 (of the PDF). The return address on the request for payment of

an administrative expense claim – **Barbara Glapion, c/o Ernie Garcia, The Law Office of Ernie Garcia at 616 Cypress Creek Parkway, Ste 105, Houston, TX 77090** – was different than the service address. KCC received the returned request for payment of an administrative expense claim on June 30, 2014. As of the date of this Declaration, the foregoing mailing was not returned to KCC as “undeliverable.”

6. On or before December 24, 2013, at my direction and under my supervision, employees of KCC caused a true and accurate copy of the Administrative Claim Bar Date Notice to be served upon counsel to **Martha S. Panaszewicz, c/o Errol J. Zshornack, Esq. at 7311 Mission Street, Suite E, Daly City, CA 94014** via First Class U.S. Mail. See KCC Affidavit of Service of the Administrative Claims Bar Date Notice, Docket No. 6187, Ex. E – Part 2, at 1352 of 4526 (of the PDF). The return address on the request for payment of an administrative expense claim – **Martha S. Panaszewicz, c/o Errol J. Zshornack at 2429 Ocean Avenue, San Francisco, CA 94127** – was different than the service address. KCC received the returned request for payment on June 6, 2014. As of the date of this Declaration, the December 2013 mailing was returned to KCC as “undeliverable.”

7. Based on a review of the Late-Filed Claims and the Claims Register, neither of these claims purported to amend any previously filed prepetition claims or administrative expense claims.

8. In accordance with KCC’s standard procedure, each of the foregoing documents was securely enclosed in postage prepaid envelopes and delivered to an office of the United States Postal Service for delivery by First Class U.S. Mail. The envelopes were clearly marked with KCC’s return address.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing
is true and correct.

Dated: December 8, 2014

/s/ P. Joseph Morrow IV
P. Joseph Morrow IV
Director of Kurtzman Carson
Consultants LLC

Exhibit 2

Proposed Order

**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
-----)	

**ORDER GRANTING THE RESCAP LIQUIDATING TRUST’S SEVENTY-NINTH
OMNIBUS CLAIMS OBJECTION (PURPORTED ADMINISTRATIVE CLAIMS)**

Upon the seventy-ninth omnibus claims objection, dated December 8, 2014 [Docket No. ____] (the “Objection”),¹ of The ResCap Liquidating Trust (the “Liquidating Trust”) established pursuant to the terms of the confirmed Plan filed in the above-referenced Chapter 11 Cases, as successor in interest to the Debtors, seeking entry of an order, pursuant to section 502(b) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 3007(d) of the Federal Rules of Bankruptcy Procedure, and this Court’s order approving procedures for the filing of omnibus objections to proofs of claim [Docket No. 3294] (the “Procedures Order”), disallowing and expunging the Late-Filed Claims on the basis that they were filed after the Administrative Claim Bar Date; and the No Basis Claims on the basis that they assert claims that are not valid administrative expense claims under section 503 of the Bankruptcy Code; and it appearing that this Court has jurisdiction to consider the Objection pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Objection and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Objection having been provided,

¹ Capitalized terms used herein and not otherwise defined herein shall have the meanings ascribed to such terms in the Objection.

and it appearing that no other or further notice need be provided; and upon consideration of the Objection, the declaration of Deanna Horst in support of the Objection, annexed thereto as Exhibit 1-A; and the declaration of P. Joseph Morrow IV in support of the Objection, annexed thereto as Exhibit 1-B; and the Court having found and determined that the relief sought in the Objection is in the best interests of the Liquidating Trust, the Liquidating Trust's beneficiaries, and all parties in interest and that the legal and factual bases set forth in the Objection establish just cause for the relief granted herein; it is

ORDERED that the relief requested in the Objection is granted to the extent provided herein; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit A annexed hereto (collectively, the "Late-Filed Claims") are hereby disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that, pursuant to section 502(b) of the Bankruptcy Code, the claims listed on Exhibit B annexed hereto (the "No Basis Claims") are hereby disallowed and expunged in their entirety with prejudice; and it is further

ORDERED that Kurtzman Carson Consultants, LLC, the Debtors' claims and noticing agent, is directed to disallow and expunge the Late-Filed Claims and the No Basis Claims identified on the schedules attached as Exhibit A and Exhibit B hereto so that such claims are no longer maintained on the Debtors' Claims Register; and it is further

ORDERED that the Liquidating Trust is authorized and empowered to take all actions as may be necessary and appropriate to implement the terms of this Order; and it is further

ORDERED that notice of the Objection as provided therein shall be deemed good and sufficient notice of such objection, and the requirements of Bankruptcy Rule 3007(a), the Case Management Procedures entered on May 23, 2012 [Docket No. 141], and the Local Bankruptcy Rules of this Court are satisfied by such notice; and it is further

ORDERED that this Order has no res judicata, estoppel, or other effect on the validity, allowance, or disallowance of any claim not listed on Exhibit A or Exhibit B annexed to this Order, and all rights to object on any basis are expressly reserved with respect to any claim that is not listed on Exhibit A or Exhibit B annexed hereto; and it is further

ORDERED that this Order shall be a final order with respect to each of the Late-Filed Claims and No Basis Claims identified on Exhibit A or Exhibit B annexed hereto, as if each such Late-Filed Claim and No Basis Claim had been individually objected to; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: _____, 2015
New York, New York

THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Late-Filed Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)
EXHIBIT A
SEVENTY-NINTH OMNIBUS OBJECTION - LATE FILED (BORROWER ADMIN CLAIMS)

Claims to be Disallowed and Expunged									
Name of Claimant		Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Unliquidated	Claimant Filed Prepetition Claim	Reason(s) for Disallowance
Barbara Glapion c/o The Law Office of Ernie Garcia 616 Cypress Creek Parkway, Ste 105 Houston, TX 77090		7469	06/30/2014	Administrative Priority Administrative Secured Secured Priority \$67,201.00 General Unsecured	GMAC Mortgage, LLC	12-12032	<input type="checkbox"/>	<input type="checkbox"/>	Claimant filed Claim No. 7469 on June 30, 2014 after the Administrative Claims Bar Date. Claimant did not file a prepetition proof of claim. Claimant was timely served with the Bar Date Notice and Administrative Claim Bar Date Notice at Claimant's counsel's address listed in the Debtors' records, but failed to file a claim in the Chapter 11 Cases to preserve its rights to assert monetary damages. In addition, litigation was commenced against the Debtors postpetition, pursuant to the Supplemental Servicing Order [Docket No 774], and while Claimant is permitted to raise defenses to the foreclosure action and may seek equitable relief (against the current servicer), Claimant's only recourse to seek monetary damages is through the claims reconciliation process. Claimant failed to timely file a claim in the Chapter 11 Cases, and it is now precluded from asserting monetary damages against the Debtors' estates.
Martha S. Panaszewicz Errol J. Zshornack 2429 Ocean Ave. San Francisco, CA 94127		7466	06/06/2014	Administrative Priority Administrative Secured Secured Priority UNLIQUIDATED General Unsecured	Residential Capital, LLC	12-12020	<input checked="" type="checkbox"/>	<input type="checkbox"/>	Claimant filed Claim No. 7466 on June 6, 2014 after the Administrative Claims Bar Date. Claimant did not file a prepetition proof of claim. Claimant was timely served with the Bar Date Notice and Administrative Claim Bar Date Notice at Claimant's counsel's address listed in the Debtors' records, but failed to file a claim in the Chapter 11 Cases to preserve its rights to assert monetary damages. In addition, litigation was commenced against the Debtors postpetition, pursuant to the Supplemental Servicing Order [Docket No 774], and while Claimant is permitted to raise defenses to the foreclosure action and may seek equitable relief (against the current servicer), Claimant's only recourse to seek monetary damages is through the claims reconciliation process. Claimant failed to timely file a claim in the Chapter 11 Cases, and it is now precluded from asserting monetary damages against the Debtors' estates.

Exhibit B

No Basis Claims

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)
EXHIBIT B
SEVENTY-NINTH OMNIBUS OBJECTION - NO BASIS / NO LIABILITY (BORROWER ADMIN CLAIMS)

Claims to be Disallowed and Expunged									
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Unliquidated	Claimant Filed Prepetition Claim	Reason(s) for Disallowance
1	Charles C. Heyward 14120 Bishop Claggett Ct Upper Marlboro, MD 20772	7313	12/17/2013	\$340,000.00 Administrative Priority Administrative Secured Secured Priority General Unsecured	GMAC Mortgage, LLC	12-12032	<input type="checkbox"/>	<input type="checkbox"/>	Claimant was timely served with the Administrative Claim Bar Date Notice at the same address listed in the Debtors' records. There is no basis for an administrative expense claim pursuant to Section 503 of the Bankruptcy Code. Claimant never filed a claim before the November 16, 2012 Bar Date. In addition, Claimant filed a postpetition adversary proceeding against the Debtors but has failed to prosecute it. The Liquidating Trust will be moving to dismiss the adversary proceeding.
2	Conrad P Burnett Jr. 612 McIntosh Drive Linden, VA 22642	7413	01/08/2014	\$375,395.00 Administrative Priority Administrative Secured Secured Priority General Unsecured	Residential Capital, LLC	12-12020	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Claimant asserts an administrative expense claim for "failed mortgage servicing rendered in the ordinary course of business between May 14, 2012 and December 17, 2013". On September 10, 2014, Claimant filed an amended application for allowance of administrative expenses and immediate payment [Docket No. 7523] and a statement of damages in connection therewith [Docket No. 7658], alleging continued servicing damages were owed to Claimant postpetition and claiming that total damages amounted to \$1,528,218. That application was denied [Docket No. 7823]. There is no basis for an administrative expense claim pursuant to section 503 of the Bankruptcy Code because Claimant has provided no evidence of any postpetition claim based on either a necessary expense of the estates or any wrongful postpetition conduct on the part of any Debtor that potentially could give rise to a claim. Moreover, the Liquidating Trust reserves all rights to contest any claim on the basis of any alleged conduct of the Debtors postpetition. Claimant previously filed Claim No. 345 on July 27, 2012 and Claim No. 3743 on November 8, 2012. The Borrower Claim Trust will be addressing these claims in due course. Claimant was timely served with the Administrative Claim Bar Date Notice at same address listed in the Debtors' records. Further, Claimant's request for payment of attorneys fees is inappropriate as an administrative expense because section 503(b)(3)(D) of the Bankruptcy Code grants administrative expense priority only to the actual, necessary expenses incurred by a creditor where such creditor makes a substantial contribution to the chapter 11 case. Regardless of whether Claimant's attorneys fees were incurred prepetition or postpetition, Claimant has not demonstrated that these expenses were incurred by efforts that directly benefited the Debtors' estates, or any basis on which claimant, as a purported creditor, should have his attorneys fees paid in the Chapter 11 Cases. See In re Bayou Group, LLC, 431 B.R. 549, 560 (Bankr. S.D.N.Y. 2010) ("[t]he integrity of section 503(b) can only be maintained by strictly limiting compensation or extraordinary creditor actions which lead directly to tangible benefits to the creditors, debtor or estate.") (citing In re Best Prods. Co., Inc., 173 B.R. 862, 866 (Bankr. S.D.N.Y. 1994)). "Third parties, who generally represent only their clients' interests and only indirectly contribute to the case's administration, therefore normally would not be compensated by the estate on an administrative priority basis. Instead, 'compensation under section 503 is reserved for those rare and extraordinary circumstances when the creditor's involvement truly enhances the administration of the estate.'" Id. at 561 (citing In re Dana Corp., 390 B.R. 100, 108 (Bankr. S.D.N.Y. 2008)).
3	Emilia Zuniga 53700 Pine Canyon Rd. King City, CA 93930	7420	01/14/2014	UNLIQUIDATED Administrative Priority Administrative Secured Secured Priority General Unsecured	Residential Capital, LLC	12-12020	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Claimant references having received notice of the administrative claims bar date, but Claimant fails to state a basis for the asserted claim and its purported status as an administrative expense. Accordingly, there is no basis for an administrative claim pursuant to Section 503 of the Bankruptcy Code. Claimant previously filed Claim No. 4392 on November 9, 2012. The Borrower Claim Trust will be addressing prepetition Claim No. 4392 in due course. Claimant was timely served with the Bar Date Notice and Notice of Confirmation at the same address listed in the Debtors' records.

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)
EXHIBIT B
SEVENTY-NINTH OMNIBUS OBJECTION - NO BASIS / NO LIABILITY (BORROWER ADMIN CLAIMS)

Claims to be Disallowed and Expunged									
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Unliquidated	Claimant Filed Prepetition Claim	Reason(s) for Disallowance
4	Felix O. Abu P.O. Box 231171 Sacramento, CA 95823	7428	01/16/2014	UNLIQUIDATED Administrative Priority Administrative Secured Secured Priority General Unsecured	Residential Capital, LLC	12-12020	<input checked="" type="checkbox"/>	<input checked="" type="checkbox"/>	Claimant makes reference to Claims 241 and 246 and states "ADMINISTRATIVE CLAIM": however, Claimant neither states a basis for his claim, quantifies the damages, or explains why Claim No. 7428 qualifies as an administrative claim. Accordingly, the Claimant has not met his evidentiary burden to warrant allowance of an administrative expense claim pursuant to Section 503 of the Bankruptcy Code. Claimant previously filed Claim No. 241 and Claim No. 246 on July 2, 2012. The Borrower Claim Trust will be addressing prepetition claims 241 and 246 in due course. Claimant was timely served with the Bar Date Notice and Administrative Claim Bar Date Notice at the same address listed in the Debtors' records.
5	John E. Satterwhite, Jr. PO Box 24093 Richmond, VA 23224	7345	01/14/2014	\$5,000.00 Administrative Priority Administrative Secured Secured Priority \$455,000.00 General Unsecured	GMAC Mortgage, LLC	12-12032	<input type="checkbox"/>	<input checked="" type="checkbox"/>	Claimant asserts an administrative expense claim for attorneys fees in the amount of \$5,000 and a general unsecured claim for \$455,000. Claimant previously filed Claim No. 2397 on November 5, 2012. The general unsecured claim asserted in Claim No. 7345 is duplicative of Claimant's general prepetition Claim No. 2397. Claim No. 2397 was reclassified from a priority claim and a partially secured claim against Residential Capital, LLC to a general unsecured claim against GMAC Mortgage, LLC pursuant to the Order Granting the Debtors' Thirty-Eighth Omnibus Objection [Docket No. 5898]. The Borrower Claims Trust will be addressing Claim No. 2397 in due course. Claimant was timely served with the Bar Date Notice and Administrative Claim Bar Date Notice at the same address listed in the Debtors' records. There is no basis for either the \$455,000 or \$5,000 components of Claim No. 7345 to be treated as an administrative expense claim pursuant to Section 503(b) of the Bankruptcy Code. Specifically, Claimant's request for payment of attorneys fees is inappropriate as an administrative expense because section 503(b)(3)(D) of the Bankruptcy Code grants administrative expense priority only to the actual, necessary expenses incurred by a creditor where such creditor makes a substantial contribution to the chapter 11 case. Regardless of whether Claimant's attorneys fees were incurred prepetition or postpetition, Claimant has not demonstrated that these expenses were incurred by efforts that directly benefited the Debtors' estates, or any basis on which claimant, as a purported creditor, should have his attorneys fees paid in the Chapter 11 Cases. See In re Bayou Group, LLC, 431 B.R. 549, 560 (Bankr. S.D.N.Y. 2010) ("[t]he integrity of section 503(b) can only be maintained by strictly limiting compensation of extraordinary creditor actions which lead directly to tangible benefits to the creditors, debtor or estate.") (citing In re Best Prods. Co., Inc., 173 B.R. 862, 866 (Bankr. S.D.N.Y. 1994)). "Third parties, who generally represent only their clients' interests and only indirectly contribute to the case's administration, therefore normally would not be compensated by the estate on an administrative priority basis. Instead, 'compensation under section 503 is reserved for those rare and extraordinary circumstances when the creditor's involvement truly enhances the administration of the estate.'" Id. at 561 (citing In re Dana Corp., 390 B.R. 100, 108 (Bankr. S.D.N.Y. 2008)).

In re RESIDENTIAL CAPITAL, LLC, et al. (CASE NO. 12-12020 (MG)) (JOINTLY ADMINISTERED)
EXHIBIT B
SEVENTY-NINTH OMNIBUS OBJECTION - NO BASIS / NO LIABILITY (BORROWER ADMIN CLAIMS)

Claims to be Disallowed and Expunged									
	Name of Claimant	Claim Number	Date Filed	Claim Amount	Asserted Debtor Name	Asserted Case Number	Unliquidated	Claimant Filed Prepetition Claim	Reason(s) for Disallowance
6	Mary F. Singleton Laird J. Heal, Esq. 120 Chandler St. # 2R Worcester, MA 01609	7424	01/16/2014	\$8,100.00 Administrative Priority Administrative Secured Secured Priority General Unsecured	Residential Capital, LLC	12-12020	<input type="checkbox"/>	<input type="checkbox"/>	Claimant requests "allowance of her administrative expense claim" and asserts damages arising from a property insurance claim. Debtors confirmed that the underlying property insurance claim involves a loss-event that occurred prepetition, on Oct 28, 2011. Claimant never filed a prepetition claim before the November 16, 2012 Bar Date. Claimant was timely served with the Bar Date Notice and Administrative Claim Bar Date Notice at the same address listed in the Debtors' records. There is no basis for an administrative claim pursuant to Section 503 of the Bankruptcy Code because Claimant has not demonstrated that a postpetition claim exists that is a necessary expense of the estates, and which would warrant the allowance of an administrative expense claim.
7	RAYMOND AND DEANNE ECKERT AND 6115 SANCTUARY GARDEN BLVD A CERTIFIED SCREEN SERVICE PORT ORANGE, FL 32128	7416	01/13/2014	\$500.00 Administrative Priority Administrative Secured Secured Priority General Unsecured	Residential Capital, LLC	12-12020	<input type="checkbox"/>	<input type="checkbox"/>	Claimants attach Debtors' notice of the Administrative Claims Bar Date, and appear to assert damages involving unfinished repairs to Claimants' home in connection with a property insurance claim. Debtors' records show Debtors ceased having any interest in Claimant's loan when servicing of Claimant's loan transferred to Carrington Mortgage Servicing Inc. on June 19, 2010. Accordingly, Claimants' assertions involve only prepetition events. Debtors verified that Claimants never filed a prepetition claim by the November 16, 2012 Bar Date. Claimant was timely served with the Bar Date Notice and Administrative Claim Bar Date Notice at the same address listed in the Debtors' records. Therefore, there is no basis for an administrative expense claim pursuant to Section 503 of the Bankruptcy Code.
8	RAYMOND C ECKERT DEANNE M SHEET METAL 6115 SANCTUARY GARDEN BLVD ECKERT AND WAYNES ROOFING AND PORT ORANGE, FL 32128	7417	01/13/2014	\$3,000.00 Administrative Priority Administrative Secured Secured Priority General Unsecured	Residential Capital, LLC	12-12020	<input type="checkbox"/>	<input type="checkbox"/>	Claimants attach Debtors' notice of the Administrative Claims Bar Date, and appear to assert damages involving unfinished repairs to Claimants' home in connection with a property insurance claim. Debtors' records show Debtors ceased having any interest in Claimant's loan when servicing of Claimant's loan transferred to Carrington Mortgage Servicing Inc on June 19, 2010. Accordingly, Claimants' assertions involve only prepetition events. Debtors verified that Claimants never filed a prepetition claim by the November 16, 2012 Bar Date. There is no basis for an administrative claim pursuant to Section 503 of the Bankruptcy Code. Claimant was timely served with the Bar Date Notice and Administrative Claim Bar Date Notice at the same address listed in the Debtors' records.