

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

In re:

RESIDENTIAL CAPITAL, LLC, *et al.*,

Debtors.

Case No. 12-12020 (MG) (Ch. 11)
(Jointly Administered)

In re:

RESCAP LIQUIDATING TRUST
MORTGAGE PURCHASE LITIGATION

Adv. Proc. No. 14-07900 (MG)

This document relates to:

Residential Funding Co. v. HSBC Mortg. Corp.
(USA), Adv. Proc. No. 14-01915 (MG)

Residential Funding Co. v. UBS Real Estate
Secs., Inc., Adv. Proc. No. 14-01926 (MG)

ResCap Liquidating Trust v. Summit Fin.
Mortg. LLC, Adv. Proc. No. 14-01996 (MG)

ResCap Liquidating Trust v. Mortg. Investors
Grp., Inc., Adv. Proc. No. 14-02004 (MG)

Residential Funding Co. v. SunTrust Mortg. Inc.,
Adv. Proc. No. 13-1820 (MG)

DECLARATION OF JENNIFER A. L. BATTLE

I, JENNIFER A. L. BATTLE, declare pursuant to 28 U.S.C. § 1746 as follows:

1. I am a partner with the law firm of Carpenter Lipps & Leland LLP, one of the counsel for Plaintiffs Residential Funding Company, LLC (“RFC”) and the ResCap Liquidating Trust (together, “Plaintiffs”). I am a member in good standing of the Bars of New York,



Pennsylvania, and Ohio, and admitted in this Court. I respectfully submit this declaration in support of the Response Of The Rescap Liquidating Trust And Residential Funding Co. To Defendants' Motion To Modify Order Appointing Mediator .

2. My Firm has participated in the collection and production of documents by Plaintiffs for a number of matters, including during pre-petition RMBS-related litigation, various aspects of the above-captioned Residential Capital, LLC bankruptcy proceeding (the "ResCap Bankruptcy"), and the current litigation.

3. Plaintiffs have reproduced or are in the process of reproducing to Defendants in these cases the written testimony, exhibits, briefing, proofs of claim, settlement agreements, and hearing transcripts submitted to or filed with this Court in connection with the Plan Confirmation hearing in the ResCap Bankruptcy, following which the Global Settlement was approved.

4. Plaintiffs have also reproduced or are in the process of reproducing expert reports, motion papers, objections, briefing, and deposition transcripts filed or exchanged among the parties in connection with the Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the RMBS Trust Settlement Agreements ("Rule 9019 Motion").

5. Plaintiffs have also reproduced to Defendants documents relating, directly or indirectly, to RFC's RMBS issuances that were produced by Debtors and contained in the Plan Confirmation Document Repository authorized by this Court by its Order dated September 3, 2013 (Case No. 12-12020, ECF 4913). Those included documents produced in connection with the UCC's Rule 2004 investigation, the Examiner's investigation, the Rule 9019 Motion, the JSN litigation, and other matters.

6. The materials reproduced to the UCC during its Rule 2004 investigation (which were also contained in the Plan Confirmation Document Repository and reproduced to

Defendants in these cases) included documents produced by Debtors in pre-petition RMBS litigation relating to Plaintiff RFC. Those matters included *MBIA Insurance Corporation v. Residential Funding Company, LLC*, NY. Sup. Ct. Index No. 603552/08; *New Jersey Carpenters Health Fund v. Residential Capital, LLC*, U.S.D.C., S.D.N.Y., Civ. No. 08-8781-HB; *West Virginia Investment Management Board v. Residential Accredited Loans, Inc.*, W.V. Circuit Court, *Allstate Insurance Company, LLC v. GMAC Mortgage, LLC*, Minn. Dist. Ct., No. 27-CV-11-3480 (4th Dist. Hennepin County); and others.

7. In the current litigation, Plaintiffs have produced or are in the process of producing tens of thousands of additional documents that would potentially aid in an evaluation of the reasonableness of the Global Settlement and/or its components. These include, to name a few:

- a. Closing binders containing the transaction documents for each of the RMBS securitizations at issue in this litigation, setting forth the representations and warranties made by RFC to each of the RMBS Trusts covered by the Global Settlement;
- b. Depositions, expert reports, and other documents exchanged during pre-petition RMBS litigation against RFC;
- c. At-issuance loan tapes containing loan level information for each of the RFC-issued RMBS Trusts covered by the Global Settlement;
- d. Historical quality audit data for all Defendants' loans;
- e. Historical repurchase data for all loans in the RMBS Trusts at issue in these cases that sustained losses;
- f. Loan files for loans at issue in this litigation;
- g. Contract files for each Defendant involved in this litigation;
- h. Copies of the RFC Client Guide setting forth the underwriting standards applicable to the loans at issue;

- i. Millions of pages of custodial email relating to RFC's historical business operations in buying, securitizing, and evaluating residential mortgage loans.
8. Defendants also have access to extensive, detailed, loan-level and trust-level performance data for almost all of the RMBS Trusts covered by the Global Settlement, through the publicly available Vision website.
9. Attached hereto as Exhibit A is a true and correct copy of Defendants' Preliminary List of Current and Former RFC Employees And Third Party Witnesses As To Which Defendants Seek Deposition Testimony In An Individual Capacity On Common Issues, Adv. Pro. No. 14-07900 (MG), dated July 1, 2015.
10. Attached hereto as Exhibit B is a true and correct copy of a May 1, 2015 letter from Mahmood Ahmad to Anthony Alden that was sent to counsel for Plaintiffs in the consolidated correspondent litigation cases in the District of Minnesota.

I declare under penalty of perjury that the foregoing is true and correct. Executed on July 2, 2015, in Columbus, Ohio.

s/ Jennifer A. L. Battle
Jennifer A. L. Battle

EXHIBIT A

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

IN RE RESCAP LIQUIDATING TRUST
MORTGAGE PURCHASE LITIGATION

This document relates to:

Residential Funding Co. v. HSBC Mortg.
Corp. (USA), Adv. Proc. No. 14-01915 (MG)

Residential Funding Co. v. UBS Real Estate
Secs., Inc., Adv. Proc. No. 14-01926 (MG)

ResCap Liquidating Trust v. Summit Fin.
Mortg. LLC, Adv. Proc. No. 14-01996 (MG)

ResCap Liquidating Trust v. Mortg. Investors
Grp., Inc., Adv. Proc. No. 14-02004 (MG)

Residential Funding Co. v. SunTrust Mortg.
Inc., Adv. Proc. No. 13-1820 (MG)

Case No. 12-12020 (MG) (Ch. 11)
Adv. Proc. No. 14-07900 (MG)

**DEFENDANTS' PRELIMINARY LIST
OF CURRENT AND FORMER RFC
EMPLOYEES AND THIRD PARTY
WITNESSES AS TO WHICH
DEFENDANTS SEEK DEPOSITION
TESTIMONY IN AN INDIVIDUAL
CAPACITY ON COMMON ISSUES**

Pursuant to Section 4c.5 of Case Management and Scheduling Order #4 (the “CMO”), Defendants in the above-listed actions identify below a preliminary list of current and former RFC employees and third party witnesses as to which the Defendants seek deposition testimony in any individual (i.e., non-30(b)(6)) capacity on common issues.

Under Section 4b.2 of the CMO, “[d]ocument productions of the parties shall be substantially completed no later than June 15, 2015, unless extended by the Court upon a demonstration of good cause.” Despite repeated requests from Defendants, Plaintiff has not confirmed whether it has complied with this requirement. Moreover, Plaintiff has represented in related actions it is pursuing against correspondent lenders in the United States District Court for the District of Minnesota that it does not anticipate substantially completing its document production for any custodians until the end of August, and that for certain custodians Plaintiff expects to be substantially complete no earlier than November.

Accordingly, Defendants reserve the right to make any modifications to the list below for any reason, including based on Plaintiff’s failure to substantially complete its document production for any of the agreed custodians.

Current or Former RFC Employees

Allen, Susan
Anderson, Jennifer
Berman, Cathy
Bonine, Wes
Cancelliere, Jeff
Casale, Debbie
Cleary, Bill
Collins, John
Dallman, Judy
Duncan, Sandra
Farkas, Teresa
Fenton, Neil
Friedline, Anne

Gallagher, Megan
George, Darrin
Girdler, Diane
Hamzehpour, Tammy
Hellams, Danny
Herfurth, Mary
Hessel, Julie
Horseman, Terry
Horst (Keith), Deanna
Jacobsohn, Lee
Johnson, Melanie
Kruger, Lewis
Lamar, Travis
Latzka, Jennifer
Lenicheck, Joyce
Lundsten, Lisa
Mand, Michael
Marano, Thomas
Maze, Brenda
McGown, Karen
McLane, Michele
Meyerhofer, Jeff
Pawlyshyn, Steve
Peterson, Carol
Ruckdaschel, John
Russell, Don
Sarkis, Nancy
Scholtz, Eric
Schroer, Dan
Siats, Ward
Stever, Cheryl
Thompson, Will
Whealdon, Dorian
Whitlinger, Jim
Wold, Mark

Third-Parties

AIG Asset Management (U.S.), LLC
Allstate Insurance Company
Ally Financial, Inc. (and related entities)
Amherst Advisory & Management, LLC
Analytic Focus LLC
Banc of America Securities LLC
Bank of New York Mellon (and related entities)
Brown, C.J.

Centerview Partners, LLC
Chopra, Karn
Citigroup Inc.
Clayton Holdings, LLC
Coherent Economics, LLC
Cornell, Bradford
Covius, LLC
Credit Suisse Group AG
Deutsche Bank AG
Devine, Tim
Dubel, John
Duff & Phelps, LLC
Federal Housing Finance Agency
Financial Guaranty Insurance Company
FTI Consulting, Inc.
Gibbs & Bruns, LLC
Goldman Sachs Group, Inc.
JPMorgan Chase & Company (and related entities)
Lee, Gary
Lehman Brothers Holdings Inc.
Lipps, Jeffrey
Mack, John
Massachusetts Mutual Life Insurance Company
MBIA Insurance Corp.
Merrill Lynch & Co., Inc.
Morgan Stanley & Co., Inc.
Morrow, J.F.
New Jersey Carpenters Funds
Ocwen Loan Servicing, LLC
Opus Capital Markets Consultants, LLC
Patrick, Kathy
Pfeiffer, Alan
Puntus, Marc
R.R. Donnelly & Sons Company
Renzi, Mark
Royal Bank of Scotland, PLC (and related entities)
Salomon Smith Barney
Schipper, Katherine
Sillman, Frank
Talcott Franklin P.C.
The Bohan Group, Inc.
The Prudential Insurance Company of America (and related entities)
U.S. Bank National Association

Dated: July 1, 2015

/s/ R. Hackney Wiegmann

R. Hackney Wiegmann (hwiegmann@wc.com)
Andrew W. Rudge (arudge@wc.com)
Matthew V. Johnson (mjohnson@wc.com)
Jesse Smallwood (jsmallwood@wc.com)
Mahmood Ahmad (mahmad@wc.com)
WILLIAMS & CONNOLLY LLP
725 Twelfth Street, N.W.
Washington, DC 20005
(202) 434-5000
(202) 434-5029 (fax)

Attorneys for Defendant HSBC Mortgage Corp. (USA)

/s/ Cameron S. Matheson

James A. Murphy (jmurphy@mmlawus.com)
Cameron S. Matheson (cmatheson@mmlawus.com)
Theodore R. Snyder (tsnyder@mmlawus.com)
MURPHY & MCGONIGLE, PC
1185 Avenue of the Americas
21st Floor
New York, NY 10036
(212) 880-9999

*Attorneys for Defendants Summit Financial Mortgage
LLC and Summit Community Bank, Inc.*

/s/ Robert A. Fumerton

Robert A. Fumerton (robert.fumerton@skadden.com)
Alexander C. Drylewski
(alexander.drylewski@skadden.com)
SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP
Four Times Square
New York, NY 10036
(212) 735-3000
(212) 735-2000 (fax)

Attorneys for Defendant UBS Real Estate Securities Inc.

/s/ John Doherty

John P. Doherty (john.doherty@alston.com)
Jennifer Susan Kozar
(jennifer.kozar@alston.com)
James S. D'Ambra, Jr.
(jamesdambra@alston.com)
ALSTON & BIRD LLP
90 Park Avenue
New York, NY 10016
(212) 210-9400
(212) 210-9444 (fax)

*Attorneys for Defendant SunTrust Mortgage,
Inc.*

/s/ Roland P. Reynolds

Roland P. Reynolds
(rreynolds@pldlawyers.com)
PALMER, LOMBARDI & DONOHUE, LLP
515 South Flower Street
Suite 2100
Los Angeles, CA 90071
(213) 688-0430
(213) 688-0440 (fax)

*Attorney for Defendant Mortgage Investors
Group, a general partnership*

EXHIBIT B

LAW OFFICES

WILLIAMS & CONNOLLY LLP

725 TWELFTH STREET, N.W.

WASHINGTON, D. C. 20005-5901

(202) 434-5000

FAX (202) 434-5029

EDWARD BENNETT WILLIAMS (1920-1988)
PAUL R. CONNOLLY (1922-1978)

N. MAHMOOD AHMAD
(202) 434-5793
mahmad@wc.com

May 1, 2015

VIA E-MAIL

Anthony Alden, Esq.
Quinn Emanuel Urquhart & Sullivan, LLP
865 South Figueroa Street, 10th Floor
Los Angeles, California 90017-2543

Re: ***In re RFC and Rescap Liquidating Trust Litigation*, Civil File No. 13-3451
(SRN/JJK/HB)**

Dear Anthony:

In light of Judge Nelson's guidance at last week's conference that the parties make additional ESI proposals by May 1, we write on behalf of defendants in the Consolidated Action to reiterate and expand on our prior requests that Plaintiffs produce documents relating to the bankruptcy and pre-petition litigation.

As you know, defendants in both Minnesota and New York ("Defendants") requested production of all documents concerning each of the settlements for which Plaintiffs seek indemnification, including the Global Settlement in RFC's bankruptcy (the "Settlements"). *See, e.g.*, Mayeron Requests for Production to RFC, Nos. 25-27, 47, 74. Defendants also requested that Plaintiffs designate as custodians those individuals involved in the Settlements who are likely to have records responsive to Defendants' document requests, which likely include, *inter alia*, Jeff Cancelliere, Tammy Hamzehpour, Lewis Kruger, Jeffrey Lipps, Tom Marano, John Ruckdaschel and Jim Whitlinger. *See* 1/23/15 Ltr. from Wrede to Alden, App'x A. You and your clients presumably have knowledge of yet additional people who are likely to have responsive documents.

Plaintiffs objected to Defendants' requests, including on the ground that Defendants have requested information protected from disclosure under Judge Glenn's Order Appointing Mediator in *In re Residential Capital, LLC, et al.*, Case No. 12-12020 (MG), Docket No. 2519 (Bankr. S.D.N.Y. Dec. 26, 2012) (the "Mediation Order"). Plaintiffs agreed to produce only

WILLIAMS & CONNOLLY LLP

Anthony Alden, Esq.
May 1, 2015
Page 2

“responsive, non-privileged documents” from RFC’s bankruptcy and pre-petition-litigation “that are contained in the Plan Confirmation Depository.” *See, e.g.*, RFC Response to Request No. 27.

Defendants have continually maintained that all documents relating to the Global Settlement should be produced, including those that Plaintiffs contend are subject to the Mediation Order. Including as recently as yesterday at a status conference before Judge Glenn in New York, Plaintiffs have taken the position that it is premature for Defendants to move to compel regarding the scope of Plaintiffs’ production of bankruptcy and pre-petition-related documents or amend Judge Glenn’s Mediation Order until Defendants have reviewed Plaintiffs’ production of bankruptcy- and pre-petition-related documents. *See* 3/1/15 Ahmad Ltr. to Alden; 4/13/15 E-mail from Ahmad to Plaintiffs’ Counsel. Defendants agreed to undertake their review in advance of filing a motion to compel, and Plaintiffs did not make their first production of documents from the Plan Discovery Repository until mid-April.¹

If the Mediation Order issued by Judge Glenn is modified, Defendants will expect Plaintiffs to propose custodians and search terms that are reasonably calculated to yield responsive documents, and to meet and confer in good faith with Defendants in this regard. Nonetheless, in light of Judge Nelson’s guidance at last week’s conference, we write to reiterate our prior requests that Plaintiffs produce all documents relating to the Settlements and designate as custodians those individuals involved in the Settlements.

We expect that, in addition to the individuals previously identified at Appendix A to Mr. Wrede’s January 23, 2015 letter,² appropriate custodians will include, among others, counsel to the Debtors substantially involved in the Settlements (which may include Melissa Beck, Joel Haims, Gary Lee, Jamie Levitt, Lorenzo Marinuzzi and William Thompson), and an appropriate individual(s) from Centerview Partners and FTI.

Defendants would expect to meet and confer with Plaintiffs on an appropriate set of search terms once Judge Glenn modifies the Mediation Order (assuming he does so). We expect that our review of Plaintiffs’ ongoing production in the meantime, and our conferences with you on this topic at that time, will inform our specific proposals for terms. At present, Defendants

¹ On April 10, 2015, Plaintiffs attempted to make their first production from the Plan Discovery Repository (Parts 1-3); due to a technical error in Plaintiffs’ production, Defendants did not receive the produced documents until April 17. Plaintiffs made additional Plan Discovery Repository productions on April 17 (Parts 4 and 5), April 20 (Parts 6-10) and April 29 (Parts 11-12). We understand that Plaintiffs have now completed their production of documents from RFC’s bankruptcy, but that they expect to continue to produce pre-petition-related documents.

² Jeff Cancelliere, Tammy Hamzehpour, Lewis Kruger, Jeffrey Lipps, Tom Marano, John Ruckdaschel and Jim Whitlinger.

WILLIAMS & CONNOLLY LLP

Anthony Alden, Esq.
May 1, 2015
Page 3

expect that Plaintiffs' searches will be constructed on the basis of keywords that relate to the settlements and the third parties and persons involved, including at least the following (and, with respect to entities, related variations and domains): "Plan," "UCC," "9010," "Mediat!," James Peck, Duff & Phelps, Allen Pfeiffer, "monoline," MBIA, AIG, Paulson & Co., FGIC, Allstate, Mass Mutual, Wilmington Trust, Prudential, New Jersey Carpenters, "FHFA," "Steering Committee," "Consenting Claimant," "Supporting Senior Unsecured Noteholders," "settlement," "breach," "defect," "loss," "agreed rate," "43.5%," "28.7%," "re-underwrit!," "re-underwrit!," "sampl!," "originat!," "reasonabl!," "allocat!," "legal def!," "statute of limitations," "R&W," "R+W," "rep! /3 warrant!," "2-R," "3-R," "recogniz! OR Allow! /5 claim!," "trust," "Units," "caus! /5 action," "private securities claim!," Jeffrey Lipps, Frank Sillman, Fortace, Bradford Cornell, J.F. Morrow, "Third party release," Kathy Patrick, "KP," "PLS Demands," "repurchas!," "trustee," Ally Financial, Timothy Devine, William Solomon, John Dubel, Kruger, "Creditors," "Mo! /2 Fo!," FTI, Kramer Levin, Kirkland & Ellis, White & Case, Milbank, Cadwalader, Quinn Emanuel, Jones Day, Weil Gotschal, AlixPartners, Polsinelli, Carson Lynch, Gibbs & Bruns, Ropes & Gray, Cleary Gottlieb, Loeb & Loeb, Talcott Franklin, Blackrock. Many of these terms were specified on pages 4 to 7 of Appendix A to Mr. Wrede's January 23, 2015 letter.

If Plaintiffs are prepared to meet-and-confer now with Defendants about appropriate custodians and search terms in the event Judge Glenn modifies his order, Defendants are available to do so. In light of Plaintiffs' apparent position that any conversation about such search terms and custodians is premature (and, indeed, that the motion itself is premature), and in light of the fact that Plaintiffs provided their first Plan Discovery Repository production to Defendants within the last two weeks, Defendants reserve all rights to make any additions and modifications with respect to these preliminary custodians and search terms.

Sincerely,

/s/ N. Mahmood Ahmad

N. Mahmood Ahmad