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*Counsel for Certain Insurers Under General Motors
 Combined Specialty Insurance Program 12/15/00 - 12/15/03*

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

| | | |
|-----------------------------------|---|------------------------|
| ----- | X | |
| In re: | : | Chapter 11 |
| | : | |
| Residential Capital, LLC, et al., | : | Case No. 12-12020 (MG) |
| | : | |
| Debtors. | : | Jointly Administered |
| | : | |
| | : | |
| ----- | X | |

**NOTICE OF WITHDRAWAL OF
 OBJECTION AND MEMORANDUM OF LAW IN OPPOSITION TO CONFIRMATION
 OF THE JOINT CHAPTER 11 PLAN PROPOSED BY RESIDENTIAL CAPITAL, LLC,
 ET AL. AND THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS
 BY CERTAIN INSURERS UNDER GENERAL MOTORS
COMBINED SPECIALTY INSURANCE PROGRAM 12/15/00 - 12/15/03**



TO THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE:

Those Certain Underwriting Members at Lloyd's, London and Those Companies Whose Names are Severally Subscribed to Policy No. FD0001142 and Those Certain Underwriting Members at Lloyd's, London and Those Companies Whose Names are Severally Subscribed to Policy No. FD0001144, Twin City Fire Insurance Company, Continental Casualty Company, Clarendon National Insurance Company, Swiss Re International S.E. (formerly known as [f/k/a] SR International Business Insurance Company Ltd.), St. Paul Mercury Insurance Company, and Axcelera Specialty Risk as managing general agent of North American Specialty Insurance Company (collectively, the "**Certain Insurers Under General Motors Combined Specialty Insurance Program 12/15/00 - 12/15/03**" or the "**Certain GM Insurers**"), by and through their undersigned counsel, hereby respectfully submit this withdrawal of their *Objection and Memorandum of Law in Opposition to Confirmation of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and The Official Committee of Unsecured Creditors* (the "**Plan Objection**"). The foregoing withdrawal is premised upon certain agreed modifications to the *Joint Chapter 11 Plan Proposed By Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Dkt. No. 4153, and as corrected for solicitation, Dkt. No. 4819] (the "**Joint Chapter 11 Plan**" or the "**Plan**"), and the Certain GM Insurers reserve all rights in the event that the agreed Plan modifications are changed, altered, or amended in any respect. The Certain GM Insurers also reserve the right to oppose any request for relief or other matter in any pleading or order which is inconsistent with the agreed provisions of the Plan, or which otherwise impairs their rights.

For the avoidance of doubt, consistent with the Insurance Neutrality provisions of the Plan, the Certain GM Insurers expressly reserve all of their rights under their Policies and under applicable law and at equity. The Certain GM Insurers further reserve all of their rights to compel arbitration and/or seek declaratory and/or injunctive relief to enforce their rights under the Policies or applicable law or at equity. Neither the Objection, this Withdrawal, or any act, action, inaction or conduct of the Certain GM Insurers, including any act, action, inaction or conduct taken with regard to the Plan, is or shall be construed as an acknowledgment that any of the Policies covers or otherwise applies to any claims, losses or damages on account of any claim which is alleged to implicate the Policies. For all issues of coverage or otherwise, the terms, conditions, and limitations of the Policies control. The Certain GM Insurers further reserve the right to have any non-core matter adjudicated by the United States District Court or in any other appropriate non-bankruptcy forum, and do not consent to entry of any final order by the bankruptcy court for any matter for which their consent is required.

Respectfully Submitted,

Dated: November 19, 2013
New York, New York

By: /s/ Susan N.K. Gummow
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Combined Specialty Insurance Program 12/15/00 -
12/15/03*

CERTIFICATE OF SERVICE

On November 19, 2013, the undersigned certifies that on this date, she caused a copy of the appended document to be served upon all parties identified on the Monthly Service List As Of November 1, 2013 [Docket No. 5580] (as defined in the Order Under Bankruptcy Code Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures entered by this Court on May 23, 2012 [Docket No. 141]), in accordance with the terms of the Order docketed as Docket No. 141.

By:

/s/ Susan N.K. Gummow

Susan N.K. Gummow

FORAN GLENNON PALANDECH PONZI & RUDLOFF PC