

Hearing Date and Time: TBD
Response Date and Time: December 27, 2013 at 4:00 p.m. (Eastern Standard Time)

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**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 SATISFACTION OF CLAIMS

Residential Capital, LLC and its affiliated debtors in the above-referenced Chapter 11 cases, as debtors and debtors in possession (collectively, the “Debtors”) hereby file this notice (the “Notice”) identifying scheduled claims that have been satisfied in full subsequent to the Petition Date (as defined below) by the Debtors. In further support of this Notice, the Debtors respectfully state as follows:

Background

1. On May 14, 2012 (the “Petition Date”), the Debtors filed voluntary petitions under Chapter 11, title 11 of the United States Code (the “Bankruptcy Code”) in this Court (the “Chapter 11 Cases”). The Debtors are managing and operating their businesses as debtors-in-



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possession under Bankruptcy Code Sections 1107(a) and 1108. These Chapter 11 Cases are being jointly administered under Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.

2. On May 16, 2012, the United States Trustee for the Southern District of New York appointed a nine member official committee of unsecured creditors [Docket No. 102] (the “Creditors’ Committee”).

3. The Court appointed Kurtzman Carson Consultants LLC as notice and claims agent, authorizing it to (a) receive, maintain, record, and otherwise administer the proofs of claim filed in these Chapter 11 Cases, and (b) maintain the Debtors’ official claims register [Docket No. 96].

4. The Debtors filed substantially all of their Statements of Financial Affairs and Schedules of Assets, Liabilities, and Executory Contracts (collectively, the “Schedules”) with the Court on June 30, 2012 and completed the filing of the Schedules on July 19, 2012.

5. On August 29, 2012, this Court entered an order approving the Debtors’ motion to establish procedures for filing proofs of claim in the Chapter 11 Cases [Docket No. 1309] (the “Bar Date Order”). The Bar Date Order established, among other things, (i) November 9, 2012 at 5:00 p.m. (Prevailing Eastern Time) as the deadline to file proofs of claim by virtually all creditors against the Debtors (the “General Bar Date”) and prescribing the form and manner for filing proofs of claim; and (ii) November 30, 2012 at 5:00 p.m. (Prevailing Eastern Time) as the deadline for governmental units to file proofs of claim (the “Governmental Bar Date”). Bar Date Order at ¶¶ 2, 3. On November 7, 2012, the Court entered an order extending the General Bar Date to November 16, 2012 at 5:00 p.m. (Prevailing Eastern Time) [Docket No. 2093]. The Governmental Bar Date was not extended.

6. To date, as reflected in the Debtors' claims register, approximately 8,233 proofs of claim have been filed in these Chapter 11 Cases, including claims scheduled by the Debtors in their Schedules of Assets and Liabilities and not superseded by a timely filed proof of claim.

7. In the ordinary course of business, the Debtors maintain books and records that reflect, among other things, the Debtors' liabilities. The Debtors and their advisors are reviewing, and continuing to reconcile, all prepetition claims, including both claims identified on the Debtors' Schedules and proofs of claim filed by claimants in the Chapter 11 Cases.

Claims Satisfied After The Petition Date

8. In connection with their review of the Schedules and the Debtors' books and records, the Debtors identified certain claims, set forth on Exhibit A hereto (the "Satisfied Claims"), which are not identified as contingent, unliquidated, or disputed on the Schedules, and that have been satisfied in full subsequent to the Petition Date either by a third party or by the Debtors in accordance with the authority granted to the Debtors pursuant to one of the following orders approved by the Court:

(1) Final Order Under Sections 105(a), 361, 362, 363, 1107(a), and 1108 of the Bankruptcy Code (I) Authorizing the Debtors to Continue in the Ordinary Course of Business (A) Servicing Governmental Association Loans and (B) Foreclosure Activities Related to Certain Real Estate Owned by Fannie Mae, Freddie Mac, and Ginnie Mae; (II) Authorizing the Debtors to Pay Certain Prepetition Amounts Due to Critical Services Vendors and Foreclosures of Professionals; (III) Granting Limited Stay Relief to Enable Borrowers to Assert Direct Claims and Related Counter-Claims in Foreclosure and Eviction Proceedings; (IV) Authorizing the Debtors to Use Cash Collateral Under the Fannie Mae EAF Facility; and (V) Granting Related Relief [Docket No. 401] entered on June 15, 2012; and

(2) Final Order Under Sections 105(a), 363, 364, 503(b), 1107(a), and 1108 of the Bankruptcy Code Authorizing the Debtors to (I) Process and Where Applicable Fund Prepetition Mortgage Loan Commitments, (II) Continue Brokerage, Origination and Sale Activities Related to Loan Securitization, (III) Continue to Perform and Incur Postpetition Secured Indebtedness, Under the Mortgage Loan Purchase and Sale Agreement with Ally Bank and Related Agreements, (IV) Pay Certain Prepetition Amounts Due to Critical Origination Vendors, and (V) Continue Honoring Mortgage Loan Repurchase Obligations

Arising in Connection with Loan Sales and Servicing. Each in the Ordinary Course of Business.

(3) Order Under 11 U.S.C. §§ 105, 363, and 365 and Fed. Bankr. P. 2002, 6004, 6006, and 9014 (I) Approving (A) Sale of Debtors' Assets and Pursuant to Asset Purchase Agreements with Ocwen Loan Servicing, LLC; (B) Sale of Purchased Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (C) Assumption and Assignment of Certain Executory Contracts and Unexpired Leases Thereto; (D) Related Agreements; and (II) Granted Related Relief [Docket No. 2246] entered on November 21, 2012.

In addition to those court orders, certain claims were satisfied by payment pursuant to separate legal settlements or court orders applying to each claim specifically.

9. Accordingly, the Debtors intend to designate the Satisfied Claims on their official claims register as having been satisfied in full in the amounts set forth under the heading "Total Claim Amount" on Exhibit A.

10. The Debtors are serving this Notice on all claimants holding Satisfied Claims ("Claimants") to provide them with an opportunity to object to the Debtors' determination that such claims have been satisfied.

Responses

11. By this Notice, the Debtors request that any claimant disputing the Debtors' determination that such Claimant's Satisfied Claim has been paid in full file a written response with the Clerk of the Bankruptcy Court, One Bowling Green, New York, NY 10004, and serve such response on (i) the undersigned counsel to the Debtors and (ii) counsel to the Creditors' Committee, Kramer Levin Naftalis and Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036 (Attn: Douglas H. Mannal and Stephen D. Zide), on or before **December 27, 2013 at 4:00 p.m. (Eastern Standard Time)**. The Debtors will then make a good faith effort to review the Satisfied Claim with the Claimant to determine what indebtedness, if any, remains outstanding under such Satisfied Claim. In the event that the parties are unable to reach a

resolution, the Debtors will schedule a hearing to consider whether any additional amounts are due to such claimant with respect to the Satisfied Claim.

Reservation of Rights

12. The Debtors expressly reserve the right to amend, modify or supplement this Notice and to file objections to any claims (filed or not) that have been or may be asserted against the Debtors' estates. Notwithstanding anything contained in this Notice or the attached exhibit, nothing herein shall be construed as a waiver of any rights that the Debtors may have: (i) to bring avoidance actions under the applicable provisions of the Bankruptcy Code against the holder of any disputed claim; or (ii) to exercise their rights of setoff against the holders of such claims relating to such avoidance actions.

Dated: December 3, 2013
New York, New York

/s/ Norman Rosenbaum
Gary S. Lee
Norman S. Rosenbaum
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*Counsel for the Debtors and
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Exhibit A - Fully Satisfied Scheduled Claims

	Schedule Number	Claimant Name and Address	Debtor	Case No.	Total claim Amount
1	1700390	ACCENTURE 161 N CLARK ST CHICAGO, IL 60601	GMAC Mortgage, LLC	12-12032	\$5,692.95
2	1700397	AEGIS USA INC TREASURY 8201 RIDGEPOINT DR IRVING, TX 75063	GMAC Mortgage, LLC	12-12032	\$72,116.56
3	1700398	AFFILIATED COMPUTER SERVICES INC PO BOX 201322 DALLAS, TX 75320	GMAC Mortgage, LLC	12-12032	\$374,622.73
4	1700432	ALLISON PAYMENT SYSTEMS LLC PO BOX 631498 CINCINNATI, OH 45263-1498	GMAC Mortgage, LLC	12-12032	\$8,421.91
5	1703404	BROKER PRICE 8700 TUMPIKE DR STE 300 WESTMINSTER, CO 80031	Residential Funding Company, LLC	12-12019	\$45,730.00
6	1700713	CLAYTON SERVICES 100 BEARD SAWMILL RD STE 200 SHELTON, CT 06484	GMAC Mortgage, LLC	12-12032	\$56,972.13
7	1703436	CLAYTON SERVICES 100 BEARD SAWMILL RD STE 200 SHELTON, CT 06484	Residential Funding Company, LLC	12-12019	\$23,839.93

	Schedule Number	Claimant Name and Address	Debtor	Case No.	Total claim Amount
8	1700714	CLEARCAPITALCOM INC 10875 PIONEER TRAIL 2ND FL TRUCKEE, CA 96161	GMAC Mortgage, LLC	12-12032	\$33,884.00
9	1703437	CLEARCAPITALCOM INC 10875 PIONEER TRAIL 2ND FL TRUCKEE, CA 96161	Residential Funding Company, LLC	12-12019	\$412.00
10	1700739	CLEVELAND MUNICIPAL COURT HOUSING DIVI JUSTICE CTR 13TH FL 1200 ONTARIO ST CLEVELAND, OH 44113	GMAC Mortgage, LLC	12-12032	\$35,700.00
11	1700785	CORELOGIC TAX SERVICES LLC 67 MILLBROOK ST STE 508 WORCESTER, MA 01060	GMAC Mortgage, LLC	12-12032	\$6,295.51
12	1700815	CYPREXX SERVICES LLC POBOX 874 BRANDON, FL 33509	GMAC Mortgage, LLC	12-12032	\$47,740.00
13	1701064	eLynx Ltd PO BOX 643292 CINCINNATI, OH 45264-3292	GMAC Mortgage, LLC	12-12032	\$346,057.80
14	1701070	eMortgage Logic LLC 9151 BLVD 26 STE 400 NRICHLAND HILLS, TX 76180-5605	GMAC Mortgage, LLC	12-12032	\$90,533.00

	Schedule Number	Claimant Name and Address	Debtor	Case No.	Total claim Amount
15	1703482	eMortgage Logic LLC 9151 BLVD 26 STE 400 NRICHLAND HILLS, TX 76180-5605	Residential Funding Company, LLC	12-12019	\$206.00
16	1703485	EQUATOR LLC 6060 CTR DR STE 500 LOS ANGELES, CA 90045	Residential Funding Company, LLC	12-12019	\$72,162.50
17	1701109	EVANS DOVE and NELSON P LC 2650 E SOUTHERN AVE MESA, AZ 85204	GMAC Mortgage, LLC	12-12032	\$53,600.00
18	1701145	FIDELITY LAND RECORDS DIVISION 1525 WALNUT HILL LN STE 300 IRVING, TX 75038	GMAC Mortgage, LLC	12-12032	\$72,715.90
19	1701523	HOMEOWNERSHIP PRESERVATION FOUNDATION 7645 LYNDAL AVE S STE 250 MINNEAPOLIS, MN 55423-6008	GMAC Mortgage, LLC	12-12032	\$60,000.00
20	1701552	IEX CORPORATION PO BOX 7247 7311 PHILADELPHIA, PA 19170-7311	GMAC Mortgage, LLC	12-12032	\$50,643.17
21	1701589	INDECOMM GLOBAL SERVICES 2925 COUNTRY DR STE 201 LITTLE CANADA, MN 55117	GMAC Mortgage, LLC	12-12032	\$178,648.59

	Schedule Number	Claimant Name and Address	Debtor	Case No.	Total claim Amount
22	1703544	INTEX SOLUTIONS 110 A ST NEEDHAM, MA 02494-2807	Residential Funding Company, LLC	12-12019	\$46,500.00
23	1701817	KENWOOD RECORDS MANAGEMENT 423 SOUTHGATE CT SW CEDAR RAPIDS, IA 52404	GMAC Mortgage, LLC	12-12032	\$135,352.55
24	1703564	KENWOOD RECORDS MANAGEMENT 423 SOUTHGATE CT SW CEDAR RAPIDS, IA 52404	Residential Funding Company, LLC	12-12019	\$19,083.53
25	1701824	KHIRALLAH PLLC 3333 LEE PKWY STE 600 DALLAS, TX 75219	GMAC Mortgage, LLC	12-12032	\$10,000.00
26	1703570	Kubra Data Transfer Ltd 39577 TREASURY CTR CHICAGO, IL 60694-9500	Residential Funding Company, LLC	12-12019	\$19,407.44
27	1703575	LEXISNEXIS PO BOX 7247 7090 PHILADELPHIA, PA 19170-7090	Residential Funding Company, LLC	12-12019	\$18,402.90
28	1701898	LILLIAN JENNINGS 3217 LAPWING DR NORTH LAS VEGAS, NV 89084-2420	GMAC Mortgage, LLC	12-12032	\$17,750.00

	Schedule Number	Claimant Name and Address	Debtor	Case No.	Total claim Amount
29	1701916	LOAN VALUE GROUP LLC 47 W RIVER RD RUMSON, NJ 07760	GMAC Mortgage, LLC	12-12032	\$339,148.54
30	1701932	LPS AGENCY SALES AND POSTING 3220 EL CAMINO REAL STE 200 IRVINE, CA 92602	GMAC Mortgage, LLC	12-12032	\$170,755.88
31	1701933	LPS DEFAULT 3220 EL CAMINO REAL IRVINE, CA 92602	GMAC Mortgage, LLC	12-12032	\$144,774.11
32	1701936	LPS REAL ESTATE FILE 74543 8122 PO BOX 60000 SAN FRANCISCO, CA 94160	GMAC Mortgage, LLC	12-12032	\$5,661.40
33	1701954	MADSKILLS INC 7777 FAY AVE STE 100 LA JOLLA, CA 92037	GMAC Mortgage, LLC	12-12032	\$15,474.00
34	1703582	MADSKILLS INC 7777 FAY AVE STE 100 LA JOLLA, CA 92037	Residential Funding Company, LLC	12-12019	\$7,425.00
35	1702041	MCDERMOTT INC 1735 MARKET ST STE A 404 PHILADELPHIA, PA 19103	GMAC Mortgage, LLC	12-12032	\$14,056.25

	Schedule Number	Claimant Name and Address	Debtor	Case No.	Total claim Amount
36	1703594	MGIC MORTGAGE PO BOX 566 MILWAUKEE, WI 53201-0566	Residential Funding Company, LLC	12-12019	\$15,290.00
37	1702131	NACA C O STELLA MURRAY 3607 WASHINGTON ST JAMAICA, MA 02130	GMAC Mortgage, LLC	12-12032	\$23,500.00
38	1702157	NEWCOURSE COMMUNICATIONS INC ATTN ACCOUNTS RECEIVABLE DEPT 5010 LINBAR DR NASHVILLE, TN 37211	GMAC Mortgage, LLC	12-12032	\$156,954.58
39	1702194	OLD REPUBLIC NATIONAL TITLE INSURANCE CO 8840 STANFORD BLVD STE 4500 COLUMBIA, MD 21045	GMAC Mortgage, LLC	12-12032	\$15,088.38
40	1702198	ONLINE RESOURCES CORP PO BOX 418410 BOSTON, MA 02241-8410	GMAC Mortgage, LLC	12-12032	\$27,263.49
41	1702250	PENNCRO ASSOCIATES INC 95 JAMES WAY STE 113 SOUTHAMPTON, PA 18966	GMAC Mortgage, LLC	12-12032	\$85,260.00
42	1703640	PITNEY BOWES MGMT SERVICES PO BOX 845801 DALLAS, TX 75284-5801	Residential Funding Company, LLC	12-12019	\$25,871.69

	Schedule Number	Claimant Name and Address	Debtor	Case No.	Total claim Amount
43	1702301	QUANDIS 27442 PORTOLA PKWY STE 350 FOOTHILL RANCH, CA 92610	GMAC Mortgage, LLC	12-12032	\$86,202.14
44	1702335	REGULUS Integrated Solutions LLC 860 LATOUR CT NAPA, CA 94558-6260	GMAC Mortgage, LLC	12-12032	\$42,272.78
45	1702592	SUPERINTENDENT OF FINANCIAL SERVICES 80 S SWAN ST STE 1157 ALBANY, NY 12210-8003	GMAC Mortgage, LLC	12-12032	\$34,373.00
46	1703572	LANGUAGE SERVICES ASSOCIATES 455 BUSINESS DR HORSHAM, PA 19044	Residential Funding Company, LLC	12-12019	\$26,328.90