

Hearing Date and Time: May 23, 2013 at 9:00 a.m. (prevailing Eastern Time)

Objection Deadline: May 13, 2013 at 5:00 p.m. (prevailing Eastern Time)

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Attorneys for MBIA Insurance Corporation

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

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

**JOINDER OF MBIA INSURANCE CORPORATION TO THE MOTION OF THE
OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO PRECLUDE THE
PROPOSED TRIAL TESTIMONY OF TALCOTT J. FRANKLIN**

TO THE HONORABLE MARTIN GLENN
UNITED STATES BANKRUPTCY JUDGE:

MBIA Insurance Corporation (“**MBIA**”), an unsecured creditor of the debtors in the above-captioned chapter 11 cases (the “**Debtors**”) and a member of the Official Committee of Unsecured Creditors (the “**Committee**”)¹ respectfully submits this joinder to the *Motion Of The Official Committee Of Unsecured Creditors To Preclude The Proposed Trial Testimony Of Talcott J. Franklin* (the “**Motion**”) [Docket No. 3610].

1. MBIA reserves its right to supplement, amend, alter or modify this joinder. MBIA further reserves all rights to be heard before the United States Bankruptcy Court, Southern District of New York with respect to the Motion.

WHEREFORE, MBIA joins in the Committee’s Motion and respectfully requests that the Court enter an Order granting the Motion for the reasons stated by the Committee, and that any relief granted be applicable to MBIA.

Dated: New York, New York
May 7, 2013

CADWALADER, WICKERSHAM & TAFT LLP

By /s/ Jonathan M. Hoff

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¹ MBIA files this joinder only on its own behalf, and not on behalf of the Committee or any of its other members.

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