

# EXHIBIT 13



**IN THE UNITED STATES DISTRICT COURT  
FOR THE EASTERN DISTRICT OF PENNSYLVANIA**

DONNA MOORE, FRENCHOLA HOLDEN,  
and KEITH MCMILLON, individually and on  
behalf of all others similarly situated,

Plaintiffs,

vs.

GMAC MORTGAGE, LLC, GMAC BANK  
and CAP RE OF VERMONT, INC.,

Defendants.

Civil Action No. 2:07-cv-04296-PD

**DECLARATION OF MICHAEL S. ETKIN IN SUPPORT OF AN AWARD OF  
ATTORNEY'S FEES AND REIMBURSEMENT OF EXPENSES**

I, Michael S. Etkin, declare as follows:

1. I am a partner of the law firm Lowenstein Sandler LLP ("Lowenstein")<sup>1</sup>. I submit this declaration in support of Plaintiffs' request for an Award of Attorney's Fees and Reimbursement of Expenses.

2. During the period from the date Lowenstein commenced providing services as bankruptcy counsel to Plaintiffs and the class in this case on July 18, 2012 through May 19, 2014, my firm performed 546.10 hours of work. Based upon current hourly rates ordinarily charged to my firm's clients, the total lodestar value of this time is \$382,727.00. Attached hereto

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<sup>1</sup> A copy of the firm resume of Lowenstein is attached hereto as Exhibit A.

as Exhibit B is a chart which indicates the attorneys who worked on this matter, their current hourly rates and their respective lodestar values. My firm has been involved in the following activities on behalf of the Plaintiffs and the class:

Monitor Rescap Chapter 11 Proceeding including review of extensive relevant pleadings; preparation of responsive pleadings where necessary and attend Court hearings; review of multiple pleadings filed in the District Court relevant to the ResCap Chapter 11 Proceeding and work with lead counsel in connection with the preparation of pleadings filed in the District Court; assist lead counsel in connection with mediation before Judge Cahn (Ret); extensive review of plan support agreements and related multiple drafts of disclosure statement and plan of liquidation; negotiate revisions to disclosure statement and plan; attend numerous hearings related to plan support agreement, disclosure statement and plan; extensive negotiations with Debtors' counsel, counsel to the Unsecured Creditors Committee and counsel to Ally Financial, Inc. over a four month period regarding the Agreement in Principle between the parties and the subsequent formal settlement agreement; extensive communications with lead counsel regarding settlement negotiations; draft, review and finalize both Agreement in Principle and Settlement Agreement; multiple court appearances regarding plan confirmation in ResCap Chapter 11 Proceeding; review and comment on plan confirmation order; review and edit multiple documents and pleadings in connection with preliminary approval of settlement; attend preliminary approval hearing before District Court; miscellaneous legal research throughout the period of Lowenstein's engagement; telephone communications with lead counsel,

Debtors' counsel, counsel for CapRe; counsel for Ally Financial and counsel for the Unsecured Creditors Committee throughout the period of Lowenstein's engagement.

3. The hourly rates utilized by my firm in computing its lodestar are at or below its current usual and customary hourly rates charged for other similar matters. No upward adjustment in billing rate was made, notwithstanding the nature of the matters involved, the opposition encountered, the preclusion of other employment, the delay in payment, or other factors present in the case which would justify a higher rate of compensation.

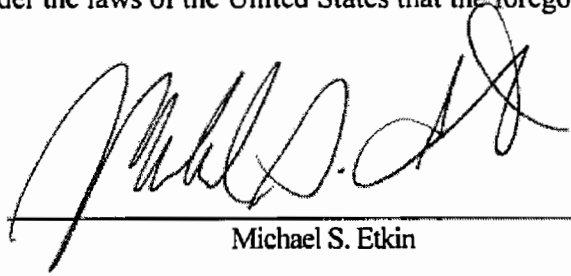
4. The time and services provided by my firm for which fees are sought in the petition are reflected in contemporaneously maintained records of my firm. All of the services performed by my firm in connection with this matter were reasonable and necessary in the prosecution of this case. No time is included in the fee petition for work in connection with the fee and expense application or accompanying documents, including this declaration.

5. My firm has expended or incurred costs and expenses totaling \$2,360.94 with respect to our engagement as bankruptcy counsel for the Plaintiffs and the class. All of the expenses incurred by my firm for which reimbursement is sought were reasonable and necessary in the prosecution of this case. A breakdown of my firm's expenses is attached hereto as Exhibit C.

6. The expenses paid by my firm for which reimbursement is sought in the petition are reflected in the books and records of my firm. These books and records are prepared from checks, bills and expense vouchers, which are regularly kept and maintained by my firm and accurately reflect the expenses incurred.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

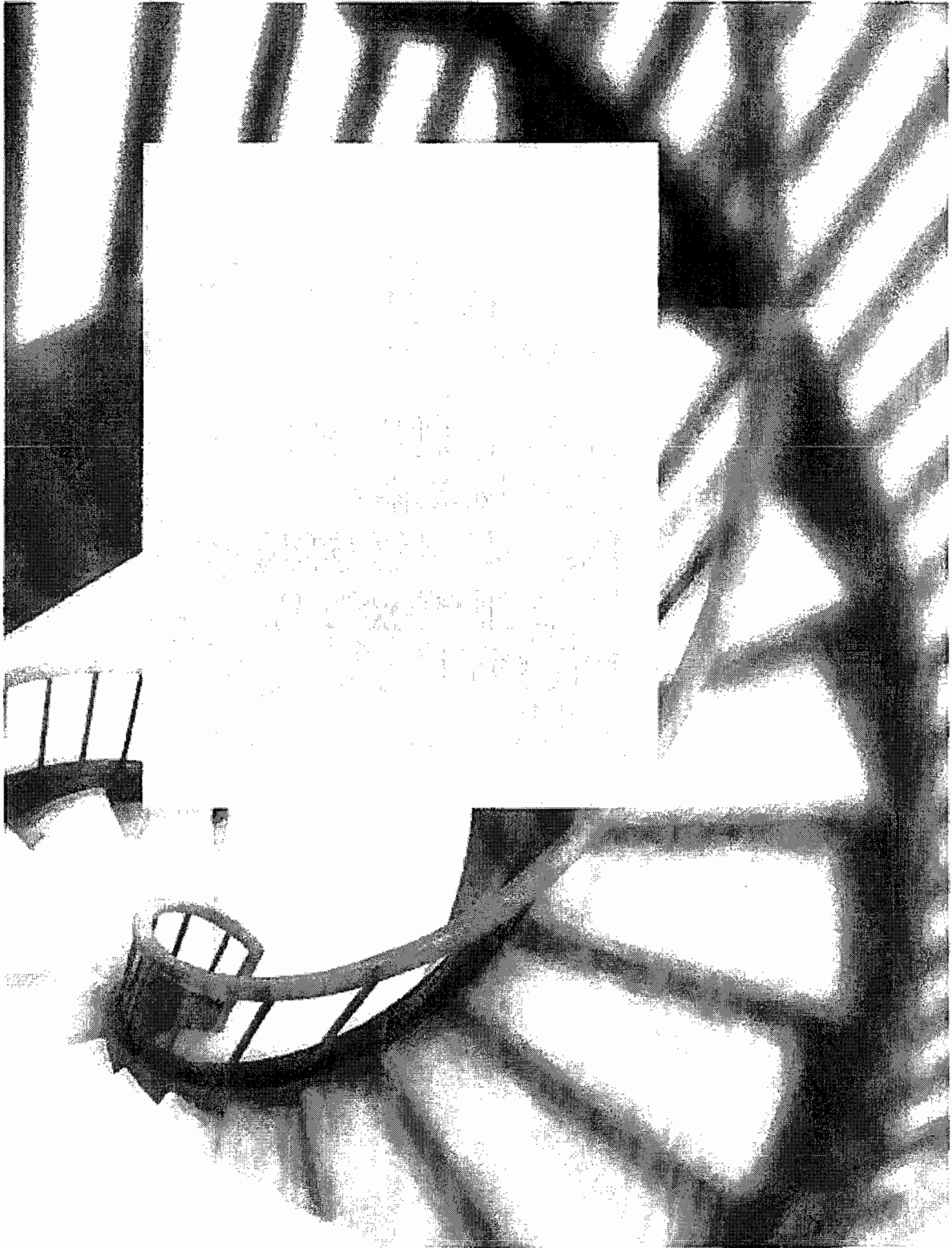
This 28th day of July 2014.



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Michael S. Etkin

**EXHIBIT A**



**Lowenstein  
Sandler**  
ATTORNEYS AT LAW



**Lowenstein Sandler's attorneys represent public and private companies, financial institutions, investors, entrepreneurs, governmental agencies, universities, and private clients in complex and sophisticated corporate and litigation matters throughout the country. To work with our firm is to work with legal and business visionaries who are committed to our clients.**

Lowenstein Sandler's commitment to our business clients leads us to proactively identify and minimize any weaknesses in their ventures. For clients in the midst of crises, we strive to alleviate their situations and set them on realistic, forward-looking paths.

Our Bankruptcy, Financial Reorganization & Creditors' Rights practice combines customized strategies with big-picture business counseling and crisis management. Our group's size and reputation reflect its national scope. *Bankruptcy Insider* ranked the firm second nationwide for representing committees of unsecured creditors, and the *Deal* ranked us among the country's most active bankruptcy practices. Our group's chairperson ranked third among the top unsecured creditor attorneys in the country.

Our attorneys represent debtors and creditors' committees in Chapter 11 proceedings nationwide, as well as diverse financial institutions managing troubled credit. We prosecute and defend all types of litigation related to bankruptcy proceedings. Some recent undertakings underscore our prominence. Our work on behalf of shareholders and bondholders in connection with a recent major corporate bankruptcy contributed to a record multibillion-dollar recovery for a securities class. We represent a major labor union in several of the country's largest airline bankruptcies and the creditors' committees in many of the largest Chapter 11 cases. Our premise in these and every other engagement is that financial difficulties should not mean the end of a business or a business relationship. Our clients' successes support our view.



## Bankruptcy

### Practice Details

A reorganization often is the most practical and promising strategy for a troubled company. Our attorneys represent debtors, creditors' committees, and trustees in formal Chapter 11 proceedings throughout the United States. We advise on "prepackaged" and "prenegotiated" plans, which implement quick restructurings that otherwise would take years to complete. We also advise debtors and financial institutions in nonjudicial debt restructurings or workouts that involve publicly and privately held instruments. In addition, our group works with healthy companies seeking to retire debt at a discount, restructure operations, or recapitalize.

A company's fiscal difficulty impacts various other parties, such as those who have provided loans, supplied goods and services, or invested capital. Lowenstein Sandler represents official and unofficial creditors' committees and equity committees in diverse Chapter 11 and other insolvency matters. We work with commercial and investment banks, savings institutions, mutual funds, and other financial firms in their management of troubled credit. Our attorneys also advise clients who are interested in buying assets from Chapter 11 debtors. We help structure and secure bankruptcy court approval of debtor-in-possession financing, and we represent lenders in exploring and establishing these and other financing opportunities.

Whenever possible, we consult with our firm's corporate attorneys in diverse disciplines to structure transactions that minimize future complications and liability, and to avoid the domino effect that one bad deal can have on a company's overall well-being. We also advise

on the significant bankruptcy aspects of various transactions, including commercial finance transactions, as well as mergers, acquisitions, and divestitures of solvent, insolvent, and other highly leveraged companies. We are involved in large and complex commercial, industrial, and residential real estate insolvencies, and we help companies emerge from bankruptcy with controlled environmental liabilities.

Lowenstein Sandler attorneys prosecute and defend all types of litigation related to bankruptcy proceedings. We have developed a niche practice representing the interests of shareholders and investors in securities fraud class actions against corporate defendants in bankruptcy. Such representation helps protect a class of creditors that generally receives little or no recovery in Chapter 11 reorganizations or liquidations.

Our Bankruptcy, Financial Reorganization & Creditors' Rights practice navigates smoothly through the complicated bankruptcy process to ease our clients' most serious concerns. Our extensive knowledge of the insolvency landscape, our ingenuity and foresight, our negotiation and trial skills, all work to inspire our clients' trust.

For more information about our Bankruptcy, Financial Reorganization & Creditors' Rights practice, contact Kenneth A. Rosen at 971.597.2548 or [krosen@lowenstein.com](mailto:krosen@lowenstein.com).

**Bankruptcy, Financial  
Reorganization & Creditors'  
Rights Services**

Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation  
 Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation  
 Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation  
 Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation

Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation  
 Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation  
 Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation  
 Chapter 11 Reorganization  
 Chapter 12 Family Farmer  
 Chapter 13 Individual Debtor  
 Chapter 7 Liquidation

THE RIGHT ANSWER



[www.lowenstein.com](http://www.lowenstein.com)

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390 Lytton Avenue  
 Palo Alto, CA 94301  
 650 433 5800

65 Livingston Avenue  
 Roseland, NJ 07068  
 973 597 2500

# Lowenstein Sandler



Michael S. Etkin  
Partner

Roseland  
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metkin@lowenstein.com

Michael ("Mickey") S. Etkin is a senior bankruptcy practitioner and commercial litigator with significant experience in complex business reorganizations and litigation as well as securities and ERISA class action litigation. Mickey graduated from Boston University, *cum laude*, in 1975, and received his law degree, *with honors*, from St. John's University in 1978. He is admitted to practice in the state and federal courts of New York and New Jersey. Mickey is listed in the 2011-2014 editions of *Chambers USA: America's Leading Lawyers for Business*, which has described him as "very plugged-in" and "instrumental in providing tactical advice" and noted his skill in "anticipating all the key issues that are likely to arise." In addition, he is also featured in the 2006-2013 editions of *The Best Lawyers in America* in the Bankruptcy and Creditors' Rights section of the publication.

Mickey practices in Lowenstein Sandler's Bankruptcy, Financial Reorganization & Creditors' Rights and its Complex Business Litigation groups. Mickey's bankruptcy practice includes the representation of debtors, trustees, creditors and investors in a variety of complex bankruptcies and bankruptcy related litigation. On the creditor/investor side, Mickey has had significant involvement in many of the largest and most complex Chapter 11 proceedings where he represented the interests of major creditors, bondholders and/or shareholders. Mickey is currently representing shareholder and investor interests in the Residential Capital, Lehman Brothers, Washington Mutual, Overseas Shipholding Group, Penson Worldwide, Nortel, Tribune, Sino Forest, Advanta and Point Blank Solutions Chapter 11 or Chapter 15 proceedings. He is a recognized national expert in the representation of defrauded investors and class action claimants in bankruptcy proceedings and has lectured on the rights of securities fraud claimants and class action plaintiffs in a Chapter 11 context. Mickey has also lectured on the interplay between bankruptcy law and product liability litigation.

Mickey also represents major energy companies in connection with bankruptcy proceedings involving their customers and counterparties. He has been invited to speak before financial institutions, bar association groups and credit associations regarding the rights of counterparties to derivatives in a bankruptcy context, including cutting edge issues emerging from the Lehman Brothers Chapter 11 and SIPC proceedings.

Mickey has represented both debtors and purchasers in acquisitions of assets of Chapter 11 and Chapter 7 bankruptcy estates. He has been retained as creditors' committee counsel in the Chapter 11 proceedings of retailers, telecommunications companies, and manufacturers and as special counsel on behalf of Chapter 7 and Chapter 11 trustees to prosecute fraud and similar claims. He has also been retained as debtors' counsel in the Chapter 11 proceedings of several industrial manufacturers and contractors, a major book publisher, a California shopping center, a software manufacturer, a converter, marketer and distributor of paper products and a discount retail store chain and has represented plan proponents in pre-packaged Chapter 11 proceedings.

## PUBLICATIONS

## RELATED AREAS

Bankruptcy, Financial  
Reorganization &  
Creditors' Rights  
Commercial & Business  
Litigation

## EDUCATION

St. John's University  
School of Law (J.D.,  
1978) , *with honors*

Boston University (B.S.,  
1975) , *cum laude*

## BAR ADMISSIONS

New York

New Jersey

## COURT ADMISSIONS

1979, U.S. District Court,  
Southern District of New  
York

1979, U.S. District Court,  
Eastern District of New  
York

1980, U.S. Court of  
International Trade

1981, U.S. District Court,  
District of New Jersey

1997, U.S. Court of  
Appeals, Second Circuit

2008, U.S. Court of  
Appeals, Sixth Circuit

2008, U.S. District Court,  
Western District of New  
York

2010, U.S. Court of

# Lowenstein Sandler

## MICHAEL S. ETKIN

Partner

- Sparks Continue to Fly – Electricity is not Eligible for Section 503(b)(9) Status and Other Shocking Developments  
*Business Credit*, January 2014  
Bruce Nathan, Michael Etkin, David Banker
- Where to Litigate: Litigation Forum Choices in a Bankruptcy Proceeding  
*New Jersey State Bar Association Seventh Annual Bankruptcy Bench-Bar Conference*, April 1, 2005  
Michael Etkin, Eric Horn
- Automatic Stay Doctrine Applies to Certain Related Nondebtors  
*New Jersey Law Journal*, February 5, 2001  
Michael Etkin, Ira Levee

Appeals, Seventh Circuit

## AFFILIATIONS

- American Bar Association
- New Jersey State Bar Association
- New York State Bar Association
- American Bankruptcy Institute
- International Energy Credit Association

## PRESS MENTIONS

- Michael S. Etkin was quoted in *Law360* from his oral argument before the Delaware Bankruptcy Court in connection with the objection of defrauded purchasers, who are plaintiffs in a federal securities class action suit, to the scope of the injunction sought by Furniture Brands International Inc. in its Chapter 11 liquidating plan. The Bankruptcy Court sustained that part of the objection. Etkin represents the lead plaintiff., *Law360*, July 14, 2014
- Michael S. Etkin is quoted in *The National Law Journal* as objecting to the proposed scheduling order in the General Motors Bankruptcy case relating to the ignition switch litigation and claims. Etkin, co-counsel of plaintiffs, requested more information about a proposal to stay the litigation, as well as adequate communication amongst attorneys with cases against GM., *The National Law Journal*, May 15, 2014
- In *Law360*, Michael S. Etkin and Michael Savetsky are highlighted for representing Kenneth Freeling, a former partner at the law firm Dewey & LeBoeuf LLP, in connection with that firm's Chapter 11 liquidation proceeding., *Law360*, February 13, 2013
- Michael S. Etkin comments on non-debtor third-party releases in Dynegy Inc.'s bankruptcy plan., *SNL Financial*, August 27, 2012
- In *Law 360*, Michael S. Etkin is highlighted for representing the proposed lead plaintiff in a securities fraud class action against three executives of the bankrupt oil and gas company Delta Petroleum. On May 8, 2012, Mr. Etkin convinced the bankruptcy court after oral argument to deny Delta's motion to extend the bankruptcy automatic stay to shield the executives from the litigation., *Law 360*, May 8, 2012
- Michael S. Etkin comments on the \$208.5 million settlement of the consolidated shareholder class-action lawsuit against former officers, directors, underwriters and auditors of Washington Mutual, Inc. alleging misrepresentations and failures to disclose relating to Washington Mutual's financial condition. Lowenstein Sandler is bankruptcy counsel to the lead institutional plaintiff and the class., *Dow Jones Newswire and The Wall Street Journal*, July 1, 2011
- Michael S. Etkin and Ira M. Levee are highlighted for representing the securities plaintiffs in Colonial BancGroup Inc.'s Chapter 11 proceedings., *Law360*, June 3, 2011

# Lowenstein Sandler

## MICHAEL S. ETKIN

Partner

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- Michael S. Etkin comments on Judge Mary Walrath's decision to reject confirmation of Washington Mutual Inc.'s Chapter 11 plan., *Dow Jones Daily Bankruptcy Review*, January 19, 2011
- Michael S. Etkin featured in an article describing his success in striking a deal for securities claimants in the WorldCom Chapter 11 litigation., *New Jersey Law Journal*, August 15, 2005
- Michael S. Etkin discusses the decrease of bankruptcy filings in 2005., *Philadelphia Inquirer*, June 2005

**EXHIBIT B**

**LOWENSTEIN SANDLER LLP  
IN RE: DONNA MOORE, ET AL**

**TIME CHARGES FROM  
JULY 18, 2012 – MAY 19, 2014**

<b>NAME</b>	<b>LEGEND</b>	<b>TIME</b>	<b>BILLING RATE</b>	<b>TOTAL</b>
Michael S. Etkin, Esq.	P	258.80	\$860.00	\$222,568.00
Tania Ingman, Esq.	C	136.90	580.00	79,402.00
Ira M. Levee, Esq.	C	143.00	550.00	78,870.00
Andrew Behlmann	A	2.40	485.00	1,164.00
Diane Claussen	PL	1.20	220.00	264.00
Waldemar Jelinski	PA	1.30	120.00	156.00
Kim LaFiura-Smith	PL	.80	200.00	160.00
Denise Toulson	PA	1.30	110.00	143.00
<b>TOTALS</b>		546.10		<b>\$382,727.00</b>

**Legend:**

**P** = **PARTNER**  
**C** = **COUNSEL**  
**OC** = **OF COUNSEL**  
**A** = **ASSOCIATE**  
**PL** = **PARALEGAL**  
**PA** = **PROJECT ASSISTANT**



**EXHIBIT C**

**LOWENSTEIN SANDLER LLP  
IN RE: DONNA MOORE, ET AL**

**EXPENSES FROM  
JULY 18, 2012 – MAY 19, 2014**

<b>EXPENSE CATEGORY</b>	<b>AMOUNT</b>
Messenger and delivery charges	\$ 61.89
Printing and Duplicating Services – Internal	1.32
Bulk rate/special postage	4.00
Computerized legal research	1,452.79
Telecommunications	211.03
Travel	629.91
<b>Total Disbursements previously billed</b>	<b><u>\$2,360.94</u></b>

**Total Billed and Unbilled Disbursements \$2,360.94**