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## GMAC Completes Largest Private Debt Swap in History

**Date: 12/31/08**

Cahill represented the dealer managers including Bank of America, Citi, J.P. Morgan, Barclays Capital, Deutsche Bank Securities, Credit Suisse Securities, Morgan Stanley & Co. and RBS in GMAC Financial Services' separate private exchange offers and cash tender offers to purchase and/or exchange certain of GMAC's and its subsidiaries (the "GMAC offers") and Residential Capital, LLC's (the "ResCap offers") outstanding notes. Approximately \$17.5 billion in aggregate principal amount of outstanding notes of GMAC and certain of its subsidiaries were validly tendered and accepted in the GMAC offers and approximately \$3.7 billion in aggregate principal amount of outstanding notes of Residential Capital, LLC were accepted in the ResCap offers.

Tendering holders of notes accepted in the GMAC offers received a combination of approximately \$11.9 billion aggregate principal amount of new debt securities of GMAC, approximately \$2.6 billion aggregate liquidation preference of preferred stock and \$2 billion of cash. Tendering holders of notes accepted in the ResCap offers received a combination of approximately \$1.2 billion of new debt securities of GMAC and \$500 million of cash.

The transaction is the largest private debt exchange offer to date, and included 19 series of outstanding bonds of GMAC and certain of its subsidiaries and 14 series of outstanding bonds of its wholly owned subsidiary, Residential Capital, LLC. The offers were part of a larger strategy for GMAC to become a bank holding company and to avail itself to funds under the Troubled Asset Relief Program.

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