

**Exhibit 19**

**Material Terms on which the Plan Proponents  
May Pay Post-Petition Interest Over Time**

Pursuant to Article III of the Plan,<sup>1</sup> if the Bankruptcy Court determines that the Junior Secured Noteholders are entitled to post-petition interest, the Allowed amount of such post-petition interest shall be paid in accordance with the requirements under the Bankruptcy Code, which may include, at the Plan Proponents' election, the payment of such post-petition interest over time with interest at a rate consistent with section 1129(b) of the Bankruptcy Code. The Plan also provides that the material terms on which the Plan Proponents may pay over time any post-petition interest owed to the Junior Secured Noteholders to the extent ordered by the Bankruptcy Court, including the interest rate, will be set forth in the Plan Supplement.

Upon consultation with the Consenting Claimants, the Plan Proponents have elected not to pay the Junior Secured Noteholders post-petition interest over time if the Bankruptcy Court determines that the Junior Secured Noteholders are entitled to post-petition interest. Notwithstanding the above, if the Bankruptcy Court determines that the Junior Secured Noteholders are entitled to post-petition interest, the Plan Proponents, in consultation with the Consenting Claimants, reserve the right to seek payment of such post-petition interest over time upon terms subject to the approval of the Bankruptcy Court.

---

<sup>1</sup> All capitalized terms used but not otherwise defined herein shall have the meaning ascribed to them in the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al., and the Official Committee of Unsecured Creditors* [Docket No. 4819, Ex. 1] (as may be amended, the "**Plan**").