Docket #0062 Date Filed: 7/6/2012

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

RESIDENTIAL CAPITAL, LLC, et al.,	Adv. Case No. 12-01671 (MG)
Plaintiffs,	Bankruptcy Case No. 12-12020 (MG)
v.	Jointly Administered
ALLSTATE INS. CO., THE OTHER PARTIES LISTED ON EXHIBIT A TO THE COMPLAINT, JOHN DOES 1-1000,	
Defendants.	

DEBTORS' EXHIBIT LIST FOR HEARING ON DEBTORS' MOTION TO EXTEND AUTOMATIC STAY OR, IN THE ALTERNATIVE, FOR INJUNCTIVE RELIEF ENJOINING PROSECUTION OF CERTAIN PENDING LITIGATION AGAINST DEBTORS' DIRECTORS AND OFFICERS AND NON-DEBTOR CORPORATE AFFILIATES

Exhibit Number	Document	Bates Number
	First Amendment to the Amended and Restated Limited Liability Company Agreement of Residential Capital, LLC, dated as of March 31, 2009, attached as **Exhibit A** to the Declaration of James Whitlinger filed at **Docket No. 7**	
1	Amended and Restated Limited Liability Company Agreement of Residential Capital, LLC, dated as of March 31, 2008, attached as **Exhibit A** to the Declaration of James Whitlinger filed at **Docket No. 7**	
2	Amended and Restated Operating Agreement between Residential Capital, LLC, General Motors Corporation and GMAC LLC, dated as of November 27, 2006, attached as **Exhibit B** to the Declaration of James Whitlinger filed at **Docket No. 7**	
3	Insurance Policy (Bankers Professional Liability for Financial Institutions), for the policy period from December 31, 2006 to December 31, 2007	RCES 447 - 501
4	Insurance Policy (Bankers Professional Liability for Financial Institutions), for the policy period from December 31, 2007 to December 31, 2008, attached as **Exhibit C** to the Declaration of James Whitlinger filed at **Docket No. 7**	
5	Insurance Policy (Bankers Professional Liability for Financial Institutions), for the policy period from December 15, 2008 to December 15, 2009	RCES 382 - 446

1212020120706000000000016

6	Insurance Policy (Bankers Professional Liability for Financial Institutions), for the policy period from December 15, 2009 to December 15, 2010	RCES 502 - 591
7	Insurance Policy (Bankers Professional Liability for Financial Institutions), for the policy period from December 15, 2010 to December 15, 2011	RCES 592 - 676
8	Insurance Policy (Bankers Professional Liability for Financial Institutions), for the policy period from December 15, 2011 to December 15, 2012	RCES 677 - 748
9	Insurance Policy (Executive Liability and Indemnification Policy), for the policy period from December 15, 2010 to December 15, 2011	RCES 1637 - 1725
10	Insurance Policy (Executive Liability and Indemnification Policy), for the policy period from December 15, 2011 to December 15, 2012	RCES 130 - 207
11	Letter from Hugh Spears, Esq., Assistant Vice President of Chubb & Son, a division of Federal Insurance Co., to Leland Coblentz, Corporate Claims Manager of Ally Financial, Inc., dated July 25, 2011	RCES 301 - 316
12	Plaintiff Cambridge Place Investment Management Inc.'s Preliminary Requests, dated May 22, 2012, to Defendant for Production of Documents in *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc.*, et al.	RCES 851 - 862
13	Plaintiff FHFA's First Request, dated May 18, 2012, to Defendants for the Production of Documents in *Federal Housing Finance Agency, as Conservator for the Federal Home Loan Mortgage Corp. v. Ally Financial Inc.*, et al.	RCES 872 - 879
14	Plaintiff FHFA's Second Request, dated June 4, 2012, to Defendants for the Production of Documents in *Federal Housing Finance Agency, as Conservator for the Federal Home Loan Mortgage Corp. v. Ally Financial Inc.*, et al.	RCES 880 - 893
15	Plaintiff FHFA's Third Request, dated June 20, 2012, to Defendants for the Production of Documents in *Federal Housing Finance Agency, as Conservator for the Federal Home Loan Mortgage Corp. v. Ally Financial Inc.*, et al.	RCES 894 - 898
16	Plaintiff MBIA Insurance Corp.'s First Request, dated May 12, 2010, to Defendant for the Production of Documents in *MBIA Insurance Corp. v. GMAC Mortgage, LLC (f/k/a GMAC Mortgage Corp.)*	RCES 1001 - 1025
17	Plaintiff MBIA's First Request, dated January 14, 2009, to Defendant for the Production of Documents in *MBIA Insurance Corp. v. Residential Funding Co., LLC*	RCES 1034 - 1048
18	Subpoena Duces Tecum, dated October 12, 2010, from Plaintiff MBIA to GMAC-RFC Securities' Custodian of Records in *MBIA Insurance Corp. v. Residential Funding Co., LLC*	RCES 1060 - 1073
19	Plaintiffs New Jersey Carpenters et al.'s First Request, dated April 16, 2010, to Defendants for the Production of Documents in *New Jersey Carpenters Health Fund v. Residential Capital LLC*, et al.	RCES 1074 - 1096
20	Plaintiffs New Jersey Carpenters et al.'s Second Request dated December 10, 2010 to Defendants for the Production of Documents in *New Jersey Carpenters Health Fund v. Residential Capital LLC*, et al.	RCES 1097 - 1113
21	Notice of Subpoena Duces Tecum, dated April 23, 2010, from Plaintiffs New Jersey Carpenters, et al. to GMAC Mortgage, LLC and GMAC Mortgage, LLC, as successor in interest to GMAC Mortgage Corp., in *New Jersey Carpenters Health Fund v. Residential Capital LLC*, et al.	RCES 1114 - 1130
22	Notice of Subpoena Duces Tecum, dated April 30, 2010 from Plaintiffs New Jersey Carpenters, et al. to GMAC Mortgage, LLC in *New Jersey Carpenters Health Fund v. Residential Capital LLC*, et al.	RCES 1131 - 1149
23	Plaintiff Western & Southern's First Request, dated November 29, 2011, to Defendants for the Production of Documents in *The Western and Southern Life Insurance Co.,* et al., *v. GMAC Mortgage, LLC,* et al.	RCES 1244 - 1258

24	Plaintiff Western & Southern's Supplemental Requests, dated March 5, 2012, to Defendants for Production of Documents Relating to GMAC's and the Officer Defendants' Motion to Dismiss in *The Western and Southern Life Insurance Co.,* et al., *v. GMAC Mortgage, LLC*, et al.	RCES 1259 - 1275
25	Complaint – *Cambridge Place Inv. Mgmt., Inc. v. Morgan Stanley & Co.* et al., No. 10-2741-BLS2 (Mass. Super. Ct., Suffolk Cnty. filed July 9, 2010), attached as **Exhibit 2** to the Joel C. Haims Declaration filed at **Docket No. 5**	
26	Complaint – *Cambridge Place Inv. Mgmt., Inc. v. Morgan Stanley & Co.* et al., No. 11-0555-BLS2 (Mass. Super. Ct., Suffolk Cnty. filed Feb. 11, 2011), attached as **Exhibit 3** to the Joel C. Haims Declaration filed at **Docket No. 5**	
27	Complaint – *Fed. Deposit Ins. Corp., as Receiver for Citizens Nat'l Bank and Strategic Capital Bank v. Bear Stearns Asset Backed Securities I LLC* et al., No. 12-cv-4000 (S.D.N.Y. filed May 18, 2012), attached as **Exhibit 4** to the Joel C. Haims Declaration filed at **Docket No. 5**	
28	Consolidated Second Amended Securities Class Action Complaint – *N.J. Carpenters Health Fund et al. v. Residential Capital, LLC,* et al., No. 08-cv-8781-HB (S.D.N.Y. filed Jan. 3, 2011), attached as **Exhibit 10** to the Joel C. Haims Declaration filed at **Docket No. 5**	
29	Amended Complaint for Violations of the Federal Securities Laws and New York Common Law Fraud – *Union Cent. Life Ins. Co.,* et al. *v. Credit Suisse First Bos. Mortg. Sec. Corp.*, et al., No. 11-cv-2890- GBD (S.D.N.Y. filed May 4, 2012), attached as **Exhibit 14** to the Joel C. Haims Declaration filed at **Docket No. 5**	
30	Amended Complaint – *Western & Southern Life Ins. Co. v. Residential Funding Co., LLC*, et al., No. A1105042 (Ohio Ct. of Comm. P., Hamilton Cnty. filed Sept. 9, 2011), attached as **Exhibit 15** to the Joel C. Haims Declaration filed at **Docket No. 5**	
31	Amended Complaint – *Federal Housing Finance Agency, as Conservator for the Federal Home Loan Mortgage Corp., v. Ally Financial Inc.,* et al., 11 Civ. 7010 (DLC), attached as **Exhibit A** to the Kanchana Wangkeo Leung Declaration filed at **Docket No. 48**	

Dated: July 6, 2012
New York, New York

/s/ Joel C. Haims
Larren M. Nashelsky
Gary S. Lee
Joel C. Haims

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

Proposed Counsel to the Debtors and Debtors in Possession With Respect to All Defendants Except Federal Home Loan Bank of Boston and Federal Home Loan Bank of Chicago