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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re: RESIDENTIAL CAPITAL, LLC, *et al*., Debtors.	Chapter 11 Case No. 12-12020 (MG) Jointly Administered
RESIDENTIAL CAPITAL, LLC; *et al.*, Plaintiffs, v. ALLSTATE INSURANCE CO., THE OTHER PARTIES LISTED ON EXHIBIT A TO THE COMPLAINT, JOHN DOES 1-1000, Defendants.	Case No. 12-AP-01671 (MG) Bankruptcy Case No. 12-02020 (MG) Jointly Administered

EXHIBIT LIST OF CERTAIN ADVERSARY DEFENDANTS 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

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New Jersey Carpenters Health Fund (the "Lead Plaintiff"), on behalf of itself and the class of persons and entities (the "Putative Class") it represents in the securities class action styled as *New Jersey Carpenters Health Fund, et al., on Behalf of Themselves and All Others Similarly Situated v. Residential Capital, LLC, et als.*, Case No 08-cv-8781 (HB) (S.D.N.Y.); Union Central Life Insurance Company, Ameritas Life Insurance Company, and Acacia Life Insurance Company (collectively "Union Central"), plaintiffs in the civil action styled as *Union Cent. Life Ins. Co. et al. v. Credit Suisse First Boston Mortg. Sec. Corp. et al.*, pending in the United States District Court for the Southern District of New York, Case No. 11-CV-2890 (GBD) (the "Union Central Action"); and Cambridge Place Investment Management Inc. ("CPIM" and, collectively with the Lead Plaintiff, the Putative Class, and Union Central, the "Certain Adversary Defendants") plaintiff in the civil actions styled as *Cambridge Place Investment Management Inc. v. Morgan Stanley & Co., Inc., et al.*, pending in the Superior Court of Massachusetts, Case Nos. 10-2741-BLS1 and 11-0555-BLS1 (collectively the "CPIM Actions"); each a defendant in the above-captioned adversary proceeding, hereby submit their list of exhibits that they may rely upon in their case-in-chief in connection with the *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* (the "Motion") [AP Docket No. 4][1]. As indicated below and where applicable, certain of these exhibits were annexed as exhibits to (a) the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, in Support of Chapter 11 Petitions and First-Day Pleadings* (the "First-Day Declaration") [BK Docket No. 6 Ex. 8]; (b)

[1] References herein to the dockets of the various court proceedings related hereto are denoted as follows:
[BK Docket No. __] denotes a reference to the docket in the bankruptcy cases of the above-captioned debtors and debtors-in-possession (the "Debtors").
[AP Docket No. __] denotes a reference to the docket in the above-captioned adversary proceeding.

the *Declaration of Michael S. Etkin* dated June 28, 2012 (the "Etkin Declaration") [AP Docket No. 43]; or (c) the *Declaration of Joel C. Haims* dated May 24, 2012 (the "Haims Declaration") [AP Docket No. 5].

The Certain Adversary Defendants reserve the right to supplement or modify this list for rebuttal purposes or as otherwise appropriate. Counsel to the Certain Adversary Defendants has been advised that certain of the exhibits that the Certain Adversary Defendants may rely upon as part of their case-in-chief will be included in the Debtors' exhibit list, and are not duplicated herein. Accordingly, the Certain Adversary Defendants reserve the right to introduce, as part of their case-in-chief, any of the materials listed on the Debtors' exhibit list.

EXHIBIT IDENTIFIER	DESCRIPTION	BATES # BEGIN	BATES # END
LS-A	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Davee Olson re: *Huntington* litigation	RCES00000003	RCES00000004
LS-B	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Bruce Paradis re: *Huntington* litigation	RCES00000005	RCES00000006
LS-C	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Jim Jones re: *Stichting* litigation	RCES00000009	RCES00000010
LS-D	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Davee Olson re: *Stichting* litigation	RCES00000011	RCES00000012
LS-E	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Bruce Paradis re: *Stichting* litigation	RCES00000013	RCES00000014
LS-F	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Jim Young re: *Stichting* litigation	RCES00000015	RCES00000016
LS-G	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Dave Bricker re: *Stichting* litigation	RCES00000017	RCES00000018
LS-H	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Lisa Lundsten re: *Huntington* litigation	RCES00002381	RCES00002382

EXHIBIT IDENTIFIER	DESCRIPTION	BATES # BEGIN	BATES # END
LS-I	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Lisa Lundsten re: *Stichting* litigation	RCES00002383	RCES00002384
LS-J	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to David Walker re: *Huntington* litigation	RCES00002376	RCES00002377
LS-K	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to David Walker re: *Stichting* litigation	RCES00002378	RCES00002379
LS-L	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Ken Duncan re: *Huntington* litigation	RCES00002371	RCES00002372
LS-M	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Ken Duncan re: *Stichting* litigation	RCES00002373	RCES00002374
LS-N	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Ralph Flees re: *Huntington* litigation	RCES00002366	RCES00002367
LS-O	Letter dated October 18, 2011 from David Hagens, Ally Financial in-house counsel, to Ralph Flees re: *Stichting* litigation	RCES00002368	RCES00002369
LS-P	E-Mail message dated September 26, 2008 from Tammy Hamzehpour, Ally Financial in-house counsel, to Jim Jones	RCES00000019	RCES00000020
LS-Q	PowerPoint presentation entitled "Ginnie Mae HR Update"	RCES00000749	RCES00000753
LS-R	*Settlement and Plan Sponsor Agreement* dated as of May 14, 2012, attached as Exhibit 8 to the First-Day Declaration, including the Plan Term Sheet annexed thereto as Exhibit 4 (excluding other exhibits)	N/A	N/A
LS-S	E-Mail message dated July 5, 2012 from Jonathan Rothberg (Morrison & Foerster) to Andrew Behlmann (Lowenstein Sandler)	N/A	N/A
LS-T	Letter dated April 30, 2012 from Cohen Milstein, counsel for the Lead Plaintiff, to the Hon. Harold Baer Jr., U.S.D.J., with the Court's "So Ordered" endorsement, attached as Exhibit 1 to the Etkin Declaration	N/A	N/A

EXHIBIT IDENTIFIER	DESCRIPTION	BATES # BEGIN	BATES # END
LS-U	Letter dated April 11, 2012 from Robbins Geller Rudman & Dowd, counsel to Union Central, to the Hon. James C. Francis, U.S.M.J., with the Court's "So Ordered" Endorsement, attached as Exhibit 2 to the Etkin Declaration	N/A	N/A
LS-V	Initial Case Management Order entered in the CPIM Actions on November 22, 2011, attached as Exhibit 3 to the Etkin Declaration	N/A	N/A
LS-W	Case Management Order No. 2 entered in the CPIM Actions on May 18, 2012, attached as Exhibit 4 to the Etkin Declaration	N/A	N/A
LS-X	*Amended and Restated Certificate of Incorporation of Ally Financial Inc.*, excluding the exhibits thereto, attached as Exhibit 5 to the Etkin Declaration	N/A	N/A
LS-Y	Pages 1–3, 35, 65–69 of the March 7, 2006 Hearing Transcript in *In re Northwest Airlines Corporation* (Bankr. S.D.N.Y.) [Case No. 05-17930 (ALG), Docket No. 8644], attached as Exhibit 6 to the Etkin Declaration	N/A	N/A
LS-Z	Plaintiff's [CPIM] Preliminary Requests for Production of Documents to Defendant Residential Funding Securities, LLC d/b/a GMAC RFC Securities, dated May 22, 2012, in the CPIM Actions, attached as Exhibit 7 to the Etkin Declaration	N/A	N/A
LS-AA	Defendant Residential Funding Securities, LLC's [Ally Securities] Responses to CPIM's Preliminary Requests for Production of Documents, dated June 21, 2012, in the CPIM Actions, attached as Exhibit 8 to the Etkin Declaration	N/A	N/A
LS-BB	Amended Complaint filed in *Huntington Bancshares Inc. v. Ally Fin. Inc. et al.*, No. 27-CV-11-20276 (Minn. Dist. Ct., Hennepin County, filed Oct. 19, 2011), attached as Exhibit 8 to the Haims Declaration	N/A	N/A

EXHIBIT IDENTIFIER	DESCRIPTION	BATES # BEGIN	BATES # END
LS-CC	Complaint filed in *Stichting Pensioenfonds ABP v. Ally Fin. Inc. et al.*, No. 27-CV-11-20426 (Minn. Dist. Ct., Hennepin County, filed Oct. 11, 2011), attached as Exhibit 12 to the Haims Declaration	N/A	N/A

Dated: July 6, 2012
New York, New York

Respectfully Submitted,

/s/ Michael S. Etkin

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