ATTACHMENT I
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY AGREEMENT AND IRREVOCABLE PROXY

PLEDGED EQUITY AND PLEDGED NOTES

Item A. Pledged Shares

Pledged Share Issuer	Common Stock		Beneficial Owner	% of Shares Pledged
	Authorized Shares	Outstanding Shares		
GMAC Mortgage USA Corporation	3,000	3,000	GMAC Mortgage, LLC	100%
Ladue Associates, Inc.	100	100	GMAC Mortgage, LLC	100%
Residential Accredit Loans, Inc.	1,000	1,000	GMAC-RFC Holding Company, LLC	100%
Residential Asset Mortgage Products, Inc.	1,000		GMAC-RFC Holding Company, LLC	100%
Residential Asset Securities Corporation	1,000	1,000	GMAC-RFC Holding Company, LLC	100%
Residential Funding Mortgage Securities I, Inc.	1,000		GMAC-RFC Holding Company, LLC	100%
Residential Funding Mortgage Securities II, Inc.	1,000	1,000	GMAC-RFC Holding Company, LLC	100%

Item B. Pledged Interests

Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
Hidden Springs Sewer Company, LLC	Limited Liability Company	100%	Developers of Hidden Springs, LLC	100%

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Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
DOA Properties I, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties II, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties III (Models), LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties IV, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties V (Lots-CA), LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties VI, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties VII (Lots-NV), LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties VIII, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties IX (Lots-Other), LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties NoteCo, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
Marbella Lakes Associates, LLC (f/k/a DOA Properties VIII (Marbella Lakes), LLC	Limited Liability Company	66.67%	Equity Investment IV, LLC	100%
RC Properties I, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties II, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%

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Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
RC Properties III, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties IV, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties V, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties VI, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties VII, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties VIII, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties IX, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties X, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XI, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XII, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XIII, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%

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Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
RC Properties XIV, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XV, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XVI, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XVII, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XVIII, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XIX, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
RC Properties XX, LLC	Limited Liability Company	100%	RFC Construction Funding, LLC	100%
CAP RE of Vermont, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
Ditech, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
Executive Trustee Services, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
GMAC Mortgage, LLC of TN	Limited Liability Company	100%	GMAC Mortgage, LLC	100%

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Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
GMACR Mortgage Products, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
Passive Asset Transactions, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
Residential Consumer Services, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
Residential Mortgage Real Estate Holdings, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
Walnut Grove Funding, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
CHM Holdings, LLC	Class B Junior Preferred Units	100%	GMAC Model Home Finance I, LLC	100%
GMAC Mortgage, LLC	Limited Liability Company	100%	GMAC Residential Holding Company, LLC	100%
GMACRH Settlement Services, LLC	Limited Liability Company	100%	GMAC Residential Holding Company, LLC	100%
Residential Funding Company, LLC	Limited Liability Company	100%	GMAC-RFC Holding Company, LLC	100%
HFN REO Sub II, LLC	Limited Liability Company	100%	Homecomings Financial, LLC	100%
Homecomings Financial Real Estate Holdings, LLC	Limited Liability Company	100%	Homecomings Financial, LLC	100%

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Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
GMAC Residential Holding Company, LLC	Limited Liability Company	100%	Residential Capital, LLC	100%
GMAC-RFC Holding Company, LLC	Limited Liability Company	100%	Residential Capital, LLC	100%
Asset Management Performance Services, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
Developers of Hidden Springs, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
DOA Holding Properties, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
EPRE LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
Equity Investments II, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
Equity Investment III, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
Equity Investment IV, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
GMAC Model Home Finance I, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
Homecomings Financial, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%

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Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
REG-PFH, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
Residential Funding Mortgage Exchange, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
Residential Funding Real Estate Holdings, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
RFC Asset Holdings II, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
RFC Asset Management, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
RFC Construction Funding, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
RFC - GSAP Servicer Advance, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
RAHI A, LLC	Limited Liability Company	100%	RFC Asset Holdings II, LLC	100%
PATI A, LLC	Limited Liability Company	100%	Passive Asset Transactions, LLC	100%
GMAC RFC International Holdings Cooperatief U.A.	Membership Interests	100%	Residential Funding Company, LLC (99%); GMAC-RFC Holding Company, LLC (0.01%)	65%

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Item C. UK Pledged Shares

Pledged Share Issuer	Total Number of Shares Issued	Shares Certificate Number	Beneficial Owner	% of Shares Pledged
GMAC-RFC Holdings Limited	188,117,940	1	Residential Funding Company, LLC	65%
GMAC-RFC Europe Limited	100	1	Residential Funding Company, LLC	65%

Item D. Pledged Notes

Pledged Note Issuer	Pledged Note	Pledged Note Holder
GX CE Funding B.V.	All VFLN Notes, including, without limitation, that certain VFLN Note (Note Certificate No. 1) dated 4 June 2008 in the principal amount of EUR 556,992,836.00 constituted by and issued pursuant to the Variable Funding Loan Note Agreement dated 4 June 2008 and made between, amongst others, Residential Capital, LLC, GX CE Funding B.V. and Stichting Security Trustee GX CE Funding.	Residential Capital, LLC
Viaduct (No. 7) Limited	All UK Notes, including, without limitation, that certain UK Note dated 4 June 2008 in the principal amount of £658,116,612.47 constituted by and issued pursuant to the Note Issuance Facility Deed dated 4 June 2008 and made between, amongst others, Residential Capital, LLC and Viaduct No. 7 Limited.	Residential Capital, LLC

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