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.,	
Plaintiffs,	
v.	Adv. Case No. 13-01343 (MG)
UMB BANK, N.A., IN ITS CAPACITY AS INDENTURE TRUSTEE FOR THE 9.625% JUNIOR SECURED GUARANTEED NOTES, et al.,	
Defendants.	
OFFICIAL COMMITTEE OF UNSECURED CREDITORS, on behalf of the estate of the Debtors,	
Plaintiffs,	Adv. Case No. 13-01277 (MG)
v.	
UMB BANK, N.A., AS SUCCESSOR INDENTURE TRUSTEE UNDER THAT CERTAIN INDENTURE, dated as of June 6, 2008, et al.,	
Defendants.	

1212020131118000000000011

AMENDMENT TO THE JOINT PRETRIAL ORDER (PROPOSED)

The above-captioned debtors and debtors in possession (collectively, the "Debtors") and the Official Committee of Unsecured Creditors (the "Committee" and, together with the Debtors, the "Plan Proponents"), on behalf of the Debtors' estates, against UMB Bank, N.A. ("UMB"), in its capacity as successor indenture trustee (in such capacity, the "Notes Trustee") for the 9.625% Junior Secured Guaranteed Notes due 2015 issued by Debtor Residential Capital, LLC (the "Junior Secured Notes"); Wells Fargo Bank, N.A. ("Wells Fargo"), in its capacity as third priority collateral agent and collateral control agent (in such capacities, the "Third Priority Collateral Agent") for the Junior Secured Notes; and the ad hoc group of holders of Junior Secured Notes (together with the Notes Trustee and the Third Priority Collateral Agent, the "JSNs" or the "Defendants"), submit the following Amendment to the Joint Pretrial Order with respect to the witnesses who submitted direct testimony in connection with this matter on November 12, 2013, and/or who will testify in connection with Plan Confirmation and Phase II.

IX. PLAINTIFFS AND PLAN PROPONENTS' WITNESS LIST

The Plaintiffs and Plan Proponents intend to call the following witnesses in their case in chief at the Phase II and Plan Confirmation trial:

(i) Fernando Acebedo

(ii) Lucy Allen

(iii) Martin Blumentritt

(iv) Michael Carpenter

(v) John Dubel

(vi) Jose Fraga

(vii) Ronald Friedman

(viii) Gina Gutzeit

(ix) Tammy Hamzehpour

(x) Susheel Kirpalani

(xi) Lewis Kruger

(xii) Jeffrey A. Lipps

(xiii) Ralph R. Mabey

(xiv) Robert H. Major

(xv) Thomas Marano

(xvi) Brendan Meyer

(xvii) Joseph Morrow

(xviii) Nancy Mueller-Handal

(xix) Thomas Mussara

(xx) Allen M. Pfeiffer

(xxi) Mark A. Renzi

(xxii) Mamta K. Scott

(xxiii) Frank Sillman

(xxiv) Mary Sohlberg

(xxv) William Thompson

(xxvi) Barbara Westman

(xxvii) James Young

The Plaintiffs and Plan Proponents intend to call the following additional witnesses in their case in chief by deposition designation at the Phase II and Plan Confirmation trial:

(i) James Aretakis

(ii) Conor Bastable

(iii) Al Celini

(iv) Cathy Dondzila

(v) Michael Fazio

(vi) William Marx

(vii) Reid Snellenbarger

X. DEFENDANTS' WITNESS LIST

The JSNs and Notes Trustees intend to call the following witnesses in their case in chief at the Phase II and Plan Confirmation trial:

(i) Robert Bingham

(ii) Michael Carpenter (adverse)

(iii) Michael Fazio

(iv) Tammy Hamzehpour (adverse)

(v) Lewis Kruger (adverse)

(vi) Raymond Lyons

(vii) William Marx (adverse)

(viii) Mark Renzi (adverse)

(ix) Barbara Westman (adverse)

(x) James Young (adverse)

The JSNs and Notes Trustees intend to call the following additional witnesses in their case in chief by deposition designation at the Phase II and Plan Confirmation trial:

(i) James Aretakis

(ii) Al Celini

(iii) Joe Cortese

(iv) Cathy Dondzila

(v) Adam Glassner

(vi) Thomas Marano

(vii) Reid Snellenbarger

The Third Priority Collateral Agent intends to call the following witnesses in their case in chief at the Phase II and Plan Confirmation trial:

(i) Michael Pinzon

The Third Priority Collateral Agent intends to call the following additional witnesses in their case in chief at the Phase II and Plan Confirmation trial:

(i) Theresa Farley by direct examination testimony in Phase I and by deposition designation in Phase I.

(ii) Michael Pinzon by deposition designation in Phase I.

(iii) Reid Snellenbarger by deposition designation in Phase II.

The witnesses listed may be called at trial. No witness not identified herein shall be permitted to testify in any Party's case in chief absent good cause shown.

In accordance with the Stipulated Scheduling Order [Docket No. 5638], the Parties will separately file all designations of deposition testimony and counter-designations and objections thereto and a copy of any depositions which are intended to be offered into evidence, marked to show all designations and counter-designations and unresolved objections, if any.

Dated: November 14, 2013

MORRISON & FOERSTER LLP

/s/ *Gary S. Lee*
Gary S. Lee
Charles L. Kerr
Darryl P. Rains
J. Alexander Lawrence
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

-and-

CURTIS, MALLET-PREVOST, COLT & MOSLE LLP

/s/ *Steven J. Reisman*
Steven J. Reisman
Theresa A. Foudy
Michael Moscato
101 Park Avenue
New York, New York 10178
Telephone: (212) 696-8860
Facsimile: (212) 697-1559

Counsel to the Debtors and Debtors in Possession

KRAMER LEVIN NAFTALIS & FRANKEL LLP

/s/ *Kenneth H. Eckstein*
Kenneth H. Eckstein
Gregory A. Horowitz
Douglas H. Mannal
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100
Facsimile: (212) 715-8000

-and-

PACHULSKI STANG ZIEHL & JONES LLP

/s/ *Robert J. Feinstein*
Robert J. Feinstein
John A. Morris
780 Third Avenue, 36th Floor
New York, New York 10017
Telephone: (212) 561-7700
Facsimile: (212) 561-7777

Counsel to the Official Committee of Unsecured Creditors

Dated: November 14, 2013

REED SMITH LLP

/s/ Eric A. Schaffer
Eric A. Schaffer
David M. Schlecker
Sarah K. Kam
599 Lexington Avenue
New York, New York 10022
Telephone: 212-521-5400
Facsimile: 212-561-5450

Counsel for Defendant Wells Fargo Bank, N.A., in its capacity as third priority collateral agent and collateral control agent

AKIN GUMP STRAUSS HAUER & FELD LLP

/s/ Daniel H. Golden
Daniel H. Golden
David M. Zensky
Deborah J. Newman
Brian T. Carney
One Bryant Park
Bank of America Tower
New York, NY 10036
Telephone: (212) 872-1000
Facsimile: (212) 872-1002

Attorneys for UMB Bank, N.A.

WHITE & CASE LLP

/s J. Christopher Shore
J. Christopher Shore
Dwight Healy
Douglas Baumstein
Julia Winters
1155 Avenue of the Americas
New York, New York 10036-2787
Telephone: (212) 819-8200

Attorneys for the Ad Hoc Group

MILBANK, TWEED, HADLEY & MCCLOY LLP

/s/ Gerard Uzzi
Gerard Uzzi
Dennis O'Donnell
David S. Cohen
Daniel M. Perry
Atara Miller
1 Chase Manhattan Plaza
New York, New York 10005
Telephone: (212) 530-5000
Facsimile: (212) 530-5219

Attorneys for the Ad Hoc Group and UMB Bank, N.A.

Dated: _____

IT IS SO ORDERED:

_____

Martin Glenn
UNITED STATES BANKRUPTCY JUDGE