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.	

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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

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Dated: _____

IT IS SO ORDERED:

_____

Martin Glenn
UNITED STATES BANKRUPTCY JUDGE