Docket #0179 Date Filed: 11/15/2013

REED SMITH LLP
Eric A. Schaffer
David M. Schlecker
Mark D. Silverschotz
Sarah K. Kam
599 Lexington Avenue
New York, New York 10022
Telephone: 212-521-5400
Facsimile: 212-561-5450

Counsel for Wells Fargo Bank, N.A., in its capacities as First Priority Collateral Agent, Third Priority Collateral Agent, and Collateral Control Agent

UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

In re:	
RESIDENTIAL CAPITAL, LLC, et al.,	Case No. 12-12020 (MG) Chapter 11 Jointly Administered
Debtors.	
RESIDENTIAL CAPITAL, LLC; et al.,	Adv. Pro. No. 13-01343 (MG)
Plaintiffs,	
v.	
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,	Adv. Pro. No. 13-01277 (MG)
Plaintiffs,	
v.	

1212020131118000000000033

UMB BANK, N.A., AS SUCCESSOR INDENTURE TRUSTEE UNDER THAT CERTAIN INDENTURE, dated as of June 6, 2008, et al.,	)
Defendants.	)

NOTICE OF WELLS FARGO BANK, N.A., IN ITS CAPACITIES AS FIRST PRIORITY COLLATERAL AGENT, THIRD PRIORITY COLLATERAL AGENT, AND COLLATERAL CONTROL AGENT TO CROSS-EXAMINE WITNESSES AT CONFIRMATION HEARING

WHEREAS, the Court has scheduled a hearing to consider confirmation (the "Confirmation Hearing") of the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, *et al.* and the Official Committee of Unsecured Creditors (Docket No. 4819) (as amended, the "Plan");

WHEREAS, the Plan Proponents[1] and certain other parties-in-interest have submitted direct testimony in written form (collectively, the "Witnesses");

WHEREAS, the Court has ordered that parties-in-interest who intend to cross-examine any of the Witnesses at the Confirmation Hearing must file a notice of intent by November 15, 2013 at 12:00 p.m. (ET);

NOW, THEREFORE, PLEASE TAKE NOTICE that counsel for Counsel for Wells Fargo Bank, N.A., in its capacities as First Priority Collateral Agent, Third Priority Collateral Agent, and Collateral Control Agent (the "Collateral Agent") intends and reserves the right to cross-examine the following Witnesses at the Confirmation Hearing, and estimates each cross-examination will require the following periods of time:

[1] Capitalized terms not defined herein have to meanings ascribed to such terms in the Plan.

Witness	**Estimated Duration**
Martin Blumentritt	10 minutes
Michael A. Carpenter	10 minutes
John Dubel	10 minutes
Raymond Lyons	10 minutes
Jeffrey Lipps	10 minutes
Lewis Kruger	10 minutes
Tammy Hamzehpour	10 minutes

PLEASE TAKE FURTHER NOTICE that the durations listed above are estimates only, and the Collateral Agent reserves the right to seek to cross-examine the above-listed Witnesses for longer periods of time.

PLEASE TAKE FURTHER NOTICE THAT that the filing of this Notice is not intended to be, and should not be construed as, a waiver of rights in any respect, and the Collateral Agent specifically reserves the right to, among other things, (1) seek to cross-examine any Witnesses not listed herein as necessary and appropriate, or (2) refrain from cross-examining the Witnesses listed above.

Dated: November 15, 2013
New York, New York

REED SMITH LLP

/s/ Eric A. Schaffer

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

Counsel for Wells Fargo Bank, N.A., in its capacities as First Priority Collateral Agent, Third Priority Collateral Agent, and Collateral Control Agent