Docket #0242 Date Filed: 11/20/2013

**UNITED STATES BANKRUPTCY COURT**
**SOUTHERN DISTRICT OF NEW YORK**

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| In re: | |
| RESIDENTIAL CAPITAL, LLC, et al., | Chapter 11<br>Case No. 12-12020 (MG) |
| Debtors. | Jointly Administered |
| RESIDENTIAL CAPITAL, LLC, et al., | |
| Plaintiffs, | |
| v. | |
| UMB BANK, N.A., IN ITS CAPACITY AS INDENTURE TRUSTEE FOR THE 9.625% JUNIOR SECURED GUARANTEED NOTES, et al., | Adv. Proc. No. 13-01343 (MG) |
| Defendants. | |
| OFFICIAL COMMITTEE OF UNSECURED CREDITORS, on behalf of the estate of the Debtors, | |
| Plaintiffs, | |
| v. | Adv. Proc. No. 13-01277 (MG) |
| UMB BANK, N.A., AS SUCCESSOR INDENTURE TRUSTEE UNDER THAT CERTAIN INDENTURE, dated as of June 6, 2008, et al., | |
| Defendants. | |

**NOTES TRUSTEE AND AD HOC COMMITTEE'S ORDER OF WITNESSES**



In accordance with the Stipulated Scheduling Order [Dkt. No. 5638], UMB Bank, N.A., as successor Notes Trustee (in such capacity, the "Notes Trustee") under that certain Indenture dated as of June 6, 2008 for 9.625% Junior Guaranteed Notes due 2015 of Residential Capital, LLC and the Ad Hoc Committee of Junior Secured Noteholders (the "Ad Hoc Committee," and together with the Notes Trustee, the "JSNs"), by and through their undersigned counsel, submit following order of witnesses who will testify in connection with Plan Confirmation and Phase II litigation in the above-captioned cases.

1. William Marx
2. Robert S. Bingham
3. Michael Fazio

The JSNs reserve the right to have any witness listed testify out of the above order if 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") do not indicate an intention to cross-examine the witness on or before Thursday, November 21, 2013 at 12:00 pm.

Dated: November 20, 2013

**MILBANK, TWEED, HADLEY & MCCLOY LLP**

By: */s/* Gerard Uzzi

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