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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

PLAN CONFIRMATION EXHIBITS OFFERED IN EVIDENCE
IN CONNECTION WITH THE DIRECT TESTIMONY OF JEFFREY A. LIPPS

The Debtors intend to offer in evidence the following exhibits in connection with the direct testimony of Jeffrey A. Lipps.

Proofs of Claim. The Debtors will offer in evidence exhibits **PX 954 through 1429**, which are proofs of claim filed in these cases. These exhibits are offered for the limited purposes of establishing that the proofs of claim were filed, the identities of the claimants, and the amounts of the claims, and are not offered as proof of the matters asserted in the proofs of claim.

Securities and Monoline Pleadings. The Debtors will offer in evidence exhibits **PX 610, PX 653 through PX 665, PX 667, PX 668, PX 670, PX 671, PX 673, PX 674, PX 676, PX**

677, and PX 738 through 744, which are pleadings in lawsuits filed against the Debtors. These exhibits are offered for the limited purposes of establishing the fact that the lawsuits were filed, the identities of the parties to the lawsuits, and the nature of the claims asserted in the lawsuits, and are not offered as proof of the matters asserted in the pleadings.

***RMBS Transaction Documents*.** The Debtors will offer in evidence exhibits **PX 640 through 647, and PX 737**, which are forms of agreements utilized in the Debtors' RMBS securitizations.

***Prior Pleadings in these Proceedings*.** The Debtors will offer in evidence exhibits **PX 639, PX 675, and PX 805**, which are prior filings in these proceedings. These exhibits are offered for the limited purposes of establishing their contents and the fact that they were filed in these proceedings, and are not offered as proof of the matters asserted in the pleadings.

Dated: November 20, 2013

/s/ Gary S. Lee

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