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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

DEBTORS' EXHIBIT LIST FOR SALES MOTION HEARING

EXHIBIT	DESCRIPTION
1.	Asset Purchase Agreement between Ocwen Loan Servicing LLC and Residential Capital, LLC, Residential Funding Company, LLC, GMAC Mortgage, LLC, Executive Trustee Services, LLC, ETS of Washington, Inc., EPRE LLC and GMACM Borrower LLC and RFC Borrower LLC, Dated as of November 2 2012, **[Docket No. 2050].**
2.	Amended and Restated Asset Purchase Agreement between Berkshire Hathaway Inc. and Residential Capital, LLC, Residential Funding Company, LLC, GMAC Mortgage, LLC, GMACM Borrower LLC and RFC Borrower LLC, dated as of November 2, 2012 **[Docket No. 2050].**

3.	Purchase and Sale Agreement between EPRE LLC, as Seller, and Ally Financial Inc., as Purchaser, dated May 9, 2012, **attached as Exhibit 1 to the Declaration of Joan Burrell in Support of Debtors' Reply to Digital Lewisville, LLC's (i) Objection to the Debtors' (A) Sale Motion, and (B)Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in particular, the Debtors' Proposed Order.**
4.	Assignment of Leasehold Interest between GMAC Mortgage LLC and Ally Financial Inc., dated as of May 9, 2012, **attached as Exhibit 2 to the Declaration of Joan Burrell in Support of Debtors' Reply to Digital Lewisville, LLC's (i) Objection to the Debtors' (A) Sale Motion, and (B)Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in particular, the Debtors' Proposed Order.**
5.	Certificate of Liability Insurance dated 6/18/2012, **attached as Exhibit 3 to the Declaration of Joan Burrell in Support of Debtors' Reply to Digital Lewisville, LLC's (i) Objection to the Debtors' (A) Sale Motion, and (B) Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in particular, the Debtors' Proposed Order.**
6.	Certificate of Property Insurance dated 6/20/2012, **attached as Exhibit 4 to the Declaration of Joan Burrell in Support of Debtors' Reply to Digital Lewisville, LLC's (i) Objection to the Debtors' (A) Sale Motion, and (B)Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in particular, the Debtors' Proposed Order.**
7.	Certificate of Liability Insurance dated 9/17/2012, **attached as Exhibit 4 to the Declaration of Joan Burrell in Support of Debtors' Reply to Digital Lewisville, LLC's (i) Objection to the Debtors' (A) Sale Motion, and (B)Notice of Intent to Assume and Assign Certain Executory Contracts and Unexpired Leases, and (II) Supplemental Limited Objection to the Debtors' Sale Motion, and in particular, the Debtors' Proposed Order.**
8.	Pooling and Servicing Agreement between GMAC Mortgage Corporation and Deutsche Bank National Trust Company, **attached as Exhibit 1 to the Declaration of John Rucksdaschel in Support of Debtors' Sale Motion.**
9.	Forecasted Balance Sheet of Ocwen Loan Servicing, LLC, **attached as Exhibit 1 to the Declaration of Ronald M. Faris of Ocwen Loan Servicing, LLC in Support of Debtors' Sale Motion**

10.	U.S. Securities and Exchange Commission Form 10-Q of Walter Investment Management Corp for the quarterly period ended September 30, 2012, **attached as Exhibit 1 to the Declaration of Denmar Dixon of Walter Investment Management Corp in Support of Debtors' Sale Motion.**
11.	Amended Affidavit of Publication Re: Amended Notice of Public Auctions and Sale Hearing To Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates **[Docket No. 1804]**.
12.	Order Under 11 U.S.C. §§ 105, 363(b) and 365 (I) Authorizing and Approving Sales Procedures, Including Payment of Break-Up Fees; (II) Scheduling Bid Deadline, Auction (If Necessary) and Sale Hearing; (III) Establishing Assumption and Assignment Procedures, Including Procedures for Fixing Cure Amount; and (IV) Establishing Notice Procedure and Approving Forms of Notice [**Docket No. 0538]**.
13.	Revised Joint Omnibus Scheduling Order and Provision for Other Relief Regarding (I) Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 For Approval of RMBS Trust Settlement Agreements, and (II) The RMBS Trustees' Limited Objection to the Sale Motion [**Docket No. 0945]**.

Dated: November 12, 2012
New York, New York

/s/ Gary S. Lee

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