

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

In re:

RESIDENTIAL CAPITAL, LLC, et al.,

Debtors.

)
) Case No. 12-12020 (MG)

)
) Chapter 11

)
) 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.,

Defendants.

)
) Adv. Case No. 13-01343 (MG)

OFFICIAL COMMITTEE OF UNSECURED
CREDITORS, on behalf of the estate of the
Debtors,

Plaintiffs,

v.

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

Defendants.

)
) Adv. Case No. 13-01277 (MG)



PLAINTIFFS AND PLAN PROPONENTS' ORDER OF WITNESSES

In accordance with the Stipulated Scheduling Order [Dkt. No. 5638], 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, submit the following order of witnesses who will testify in connection with Plan Confirmation and Phase II.

1. Joseph Morrow
2. Jeffrey A. Lipps
3. Thomas Marano
4. Michael Carpenter
5. John Dubel
6. Lewis Kruger
7. Frank Sillman
8. Fernando Acebedo
9. Robert H. Major
10. Brendan Meyer
11. Thomas Mussara
12. Mamta K. Scott
13. Mary Sohlberg
14. Allen M. Pfeiffer
15. Jose Fraga
16. Ralph R. Mabey
17. Nancy Mueller-Handal
18. Lucy Allen
19. Susheel Kirpalani

20. Ronald Friedman
21. William Thompson
22. Martin Blumentritt
23. Mark A. Renzi
24. Barbara Westman
25. Tammy Hamzhepour
26. James Young
27. Gina Gutzeit

If the Defendants in these Consolidated Proceedings do not indicate an intention to cross-examine the witness on or before Monday, November 18, 2013 at 12:00 pm, and no other interested party has filed a notice of intention to cross-examine the witness on or before Friday, November 15, 2013 at 12:00 pm, the Plaintiffs and Plan Proponents reserve the right to have that witness testify out of the above order.

Dated: November 15, 2013

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-and-

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