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

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In re:) Chapter 11
)
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,) Case No. 12-12020 (MG)
)
Debtors.) (Jointly Administered)
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**THE AD HOC GROUP OF JUNIOR SECURED NOTEHOLDERS' ADVERSE
WITNESS LIST AND DESIGNATIONS OF DEPOSITION TESTIMONY**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

Pursuant to paragraph 12 of the Scheduling Order entered by the Court on July 8, 2013 [Docket No. 4168], governing the Debtors' Motion Pursuant to Fed. R. Bankr. P. 9019 for Approval of the Settlement Agreement Among the Debtors, FGIC, the FGIC Trustees and Certain Institutional Investors [Docket No. 3929] (the "FGIC Settlement Motion"), the Ad Hoc Group of Junior Secured Noteholders (the "Ad Hoc Group"), by and through its undersigned

counsel, hereby submits the following list of adverse witnesses and designations of deposition testimony in anticipation of the hearing scheduled to begin on August 16, 2013 (the “FGIC Settlement Hearing”).

A. Adverse Witnesses:

1. Lewis Kruger, Debtors’ Chief Restructuring Officer
2. Jeffrey A. Lipps, Carpenter Lipps & Leland LLP
3. Ron D’Vari, NewOak Capital LLC

The Ad Hoc Group reserves its right to call any other witness that (a) is called upon by any other party in connection with the FGIC Settlement Motion, or (b) submits a declaration that is moved into evidence in connection with the FGIC Settlement Motion.

B. Designation of Deposition Testimony

1. LEWIS KRUGER – transcript of deposition held on July 11, 2013 at:

- Page 45, Lines 2 through 10
- Page 50, Line 21 through Page 51, Line 3
- Page 105, Line 18 through Page 107, Line 24
- Page 108, Lines 9 through 11
- Page 109, Lines 15 through 25
- Page 110, Line 9 through Page 115, Line 9
- Page 118, Lines 11 through 21
- Page 125, Lines 10 through 16
- Page 126, Lines 21 through 24
- Page 127, Lines 11 through 20
- Page 134, Line 21 through Page 135, Line 7

Page 144, Lines 6 through 16

Page 152, Line 2 through Page 153, Line 12

Page 156, Line 11 through Page 157, Line 10

Page 158, Line 4 through Page 159, Line 10

Page 160, Lines 2 through 20

Page 165, Line 23 through Page 166, Line 8

Page 166, Line 17 through Page 167, Line 25

Page 168, Lines 8 through 13

Page 169, Lines 7 through 13

Page 170, Lines 13 through 20

Page 183, Line 12 through Page 184, Line 2

Page 184, Lines 20 through 25

Page 185, Lines 2 through 10

Page 187, Lines 9 through 12

Page 189, Line 15 through Page 192, Line 11

Page 193, Line 22 through Page 194, Line 11

Page 195, Line 15 through Page 196, Line 11

Page 207, Lines 12 through 18

2. JEFFREY A. LIPPS – transcript of deposition held on July 23, 2013 at:

Page 14, Line 21 through Page 15, Line 21

Page 127, Line 17 through Page 130, Line 17

Page 143, Lines 3 through 20

Page 145, Line 24 through Page 146, Line 21

Page 150, Line 5 through Page 151, Line 7

Page 152, Line 7 through Page 153, Line 5

Page 154, Line 18 through Page 155, Line 16

Page 156, Line 12 through Page 158, Line 12

Page 159, Lines 4 through 10

Page 160, Line 22 through Page 161, Line 25

Page 162, Lines 18 through 24

Page 163, Line 25 through Page 164, Line 6

3. RON D'VARI – transcript of deposition held on July 25, 2013 at:

Page 27, Line 6 through Page 28, Line 12

Page 33, Line 20 through Page 35, Line 6

Page 37, Line 20 through Page 42, Line 7

Page 70, Line 14 through Page 71, Line 19

Page 87, Line 16 through Page 88, Line 12

Page 133, Lines 6 through 22

Page 176, Line 15 through Page 179, Line 11

Page 183, Line 3 through Page 184, Line 22

Page 185, Line 5 through Page 186, Line 12

Page 187, Line 8 through Page 188, Line 12

4. JOHN S. DUBEL – transcript of deposition held on July 10, 2013 at:

Page 138, Lines 14 through 21

The Ad Hoc Group reserves the right to designate or cross-designate additional portions of witness' deposition transcripts, to use only selected portions of a witness' deposition

designation, to call a witness live instead of by deposition designation, or to not use at all a deposition designation for a particular witness. The Ad Hoc Group also reserves the right to use as evidence any exhibits submitted by any other party in connection with the FGIC Settlement Motion, as well as the right to use other exhibits for cross-examination.

Dated: July 31, 2013
New York, New York

Respectfully submitted,

By: /s/ J. Christopher Shore
J. Christopher Shore

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