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*Counsel for the Debtors
and Debtors in Possession*

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

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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THE SETTLEMENT PARTIES' ADVERSE WITNESS LIST

Pursuant to the Scheduling Order, dated 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 Individual Investors*, [Docket No. 3929] (the "FGIC 9019 Motion"), the Settlement Parties¹ do not specifically designate any adverse witnesses from whom they may seek to elicit testimony at the hearing in connection with the FGIC 9019 Motion.

¹ All capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Scheduling Order, dated July 8, 2013 [Docket No. 4168], as applicable.

The Settlement Parties, however, reserve the right to elicit testimony, by cross-examination or otherwise, from any witness, including expert witnesses, identified on any witness list submitted and filed by the Objecting Parties in connection with the FGIC 9019 Motion. The Settlement Parties reserve the right to supplement or modify this reservation based on circumstances that may develop prior to the commencement of, or during, trial.

Dated: New York, NY
July 31, 2013

Respectfully submitted,

/s/ Gary S. Lee
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