

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

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In re :  
RESIDENTIAL CAPITAL, LLC, et al.,<sup>1</sup> : Chapter 11  
: Case No. 12-12020 (MG)  
: (Jointly Administered)  
Debtors. :  
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**AMENDED SCHEDULES OF ASSETS AND LIABILITIES FOR  
GMAC RESIDENTIAL HOLDING COMPANY, LLC (CASE NO. 12-12033)**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Residential Capital, LLC (0738); ditech, LLC (7228); DOA Holding Properties, LLC (4257); DOA Properties IX (Lots-Other), LLC (3274); EPRE LLC (7974); Equity Investment I, LLC (2797); ETS of Virginia, Inc. (1445); ETS of Washington, Inc. (0665); Executive Trustee Services, LLC (8943); GMAC Model Home Finance I, LLC (8469); GMAC Mortgage USA Corporation (6930); GMAC Mortgage, LLC (4840); GMAC Residential Holding Company, LLC (2190); GMAC RH Settlement Services, LLC (6156); GMACM Borrower LLC (4887); GMACM REO LLC (2043); GMACR Mortgage Products, LLC (6369); GMAC-RFC Holding Company, LLC (3763); HFN REO Sub II, LLC (N/A); Home Connects Lending Services, LLC (9412); Homecomings Financial Real Estate Holdings, LLC (6869); Homecomings Financial, LLC (9458); Ladue Associates, Inc. (3048); Passive Asset Transactions, LLC (4130); PATI A, LLC (2729); PATI B, LLC (2937); PATI Real Estate Holdings, LLC (5201); RAHI A, LLC (3321); RAHI B, LLC (3553); RAHI Real Estate Holdings, LLC (5287); RCSFJV204, LLC (2722); Residential Accredit Loans, Inc. (8240); Residential Asset Mortgage Products, Inc. (5181); Residential Asset Securities Corporation (2653); Residential Consumer Services of Alabama, LLC (5449); Residential Consumer Services of Ohio, LLC (4796); Residential Consumer Services of Texas, LLC (0515); Residential Consumer Services, LLC (2167); Residential Funding Company, LLC (1336); Residential Funding Mortgage Exchange, LLC (4247); Residential Funding Mortgage Securities I, Inc. (6294); Residential Funding Mortgage Securities II, Inc. (8858); Residential Funding Real Estate Holdings, LLC (6505); Residential Mortgage Real Estate Holdings, LLC (7180); RFC Asset Holdings II, LLC (4034); RFC Asset Management, LLC (4678); RFC Borrower LLC (5558); RFC Constructing Funding, LLC (5730); RFC REO LLC (2407); RFC SFJV-2002, LLC (4670); RFC-GSAP Servicer Advance, LLC (0289)



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**B6 Summary (Official Form 6 - Summary) (12/07)**

**UNITED STATES BANKRUPTCY COURT**

**Southern District of New York, New York**

**In re: GMAC Residential Holding Company, LLC**

**Case No. 12-12033 (MG)**

**Chapter 11**

**SUMMARY OF SCHEDULES**

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

<b>Name of Schedule</b>	<b>Attached (YES/NO)</b>	<b>No. of Sheets</b>	<b>Assets</b>	<b>Liabilities</b>	<b>Other</b>
A - Real Property	YES	1	\$0.00		
B - Personal Property	YES	14	\$109,550,785.16		
C - Property Claimed as Exempt	NO	N/A			
D - Creditors Holding Secured Claims	YES	6		\$1,128,264,150.59	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	YES	3		\$0.00	
F - Creditors Holding Unsecured Nonpriority Claims	YES	2		\$3,446,677,791.03	
G - Executory Contracts and Unexpired Leases	YES	4			
H - Codebtors	YES	4			
I - Current Income of Individual Debtor(s)	NO	N/A			
J - Current Expenditures of Individual Debtor(s)	NO	N/A			
<b>TOTAL</b>		<b>34</b>	<b>\$109,550,785.16</b>	<b>\$4,574,941,941.62</b>	

B6F (Official Form 6F) (12/07)

In re: **GMAC Residential Holding Company, LLC**

**Case No. 12-12033 (MG)**

## SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "HWJC."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured nonpriority claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS, INCLUDING ZIP CODE, AND ACCOUNT NUMBER <i>(See Instructions Above.)</i>	C O D E B T O R	H W J C	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
See Schedule F-1 Attachment General Claims							\$3,446,677,791.03
Subtotal (Total on this page)							<b>\$3,446,677,791.03</b>
Total (Report also on Summary of Schedules and, if applicable, on the Statistical Summary of Certain Liabilities and Related Data.)							<b>\$3,446,677,791.03</b>

In re: GMAC Residential Holding Company, LLC

Case No. 12-12033

Schedule F-1

General Claims

Creditors Holding Unsecured Claims

Creditor's Name	Address 1	City	State	Zip	Co-Debtor	Date claim was incurred and consideration for claim	Subject to setoffs Y/N	Contingent	Unliquidated	Disputed	Total amount of claim
GMAC Mortgage, LLC	1100 Virginia Drive	Fort Washington	PA	19034		Intercompany Payable					\$58,173,460.04
Home Connects Lending Services, LLC	1100 Virginia Drive	Fort Washington	PA	19034		Intercompany Payable					\$54,584,051.22
Residential Capital, LLC	1177 Avenue of the Americas	New York	NY	10036		Intercompany Payable					\$38,284,486.27
Residential Capital, LLC	1177 Avenue of the Americas	New York	NY	10036		Intercompany Payable					\$3,295,635,793.50
										<b>Total:</b>	<b>\$3,446,677,791.03</b>

In re: **GMAC Residential Holding Company, LLC**

**Case No. 12-12033 (MG)**

### **SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES**

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m)

☐ Check this box if debtor has no executory contracts or unexpired leases.

NAME AND MAILING ADDRESS, INCLUDING ZIP CODE, OF OTHER PARTIES TO LEASE OR CONTRACT	DESCRIPTION OF CONTRACT OR LEASE AND NATURE OF DEBTOR'S INTEREST. STATE WHETHER LEASE IS FOR NONRESIDENTIAL REAL PROPERTY. STATE CONTRACT NUMBER OF ANY GOVERNMENT CONTRACT
See Schedule G Attachment	

In re: GMAC Residential Holding Company, LLC

Case No. 12-12033

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
ACS HR SOLUTIONS LLC	85 Challenger Road	4th Floor/HR	Ridgefield Park	NJ	07660		Vendor Agreement or Statement of Work
Alliance Storage Technologies INC	9925 FEDERAL DRIVE SUITE 100		COLORADO SPRINGS	CO	80921		Vendor Agreement or Statement of Work
Ally Financial Inc	Ally Financial Inc.	440 South Church Street	Charlotte	NC	28202		Loan Security and Borrowing Collateral Agreement
Ally Financial Inc.	3420 Toringdon Way	Floor 4	Charlotte	NC	28277		Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.
Ally Financial Inc.	3420 Toringdon Way	Floor 4	Charlotte	NC	28277		Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.
AUTODESK INC	111 MCINNIS PARKWAY		SAN RAFAEL	CA	94903		Vendor Agreement or Statement of Work
Avaya Inc	P.O. BOX 5332		NEW YORK	NY	100875332		Vendor Agreement or Statement of Work
Bank of America, N.A.	333 South Hope Street		Los Angeles	CA	90071		Custodial Bank Account Agreement
Barclays Bank PLC	Barclays Bank PLC	745 7th Avenue, 27th Floor	New York	NY	10119		Loan Security and Borrowing Collateral Agreement
COMM-WORKS LLC	PO BOX 88280		MILWAUKEE	WI	53288		Vendor Agreement or Statement of Work
Copyright Clearance Center Inc	PO BOX 843006		BOSTON	MA	02284-3006		Vendor Agreement or Statement of Work
DIMENSION DATA	PO BOX 403667		ATLANTA	GA	30384-3667		Vendor Agreement or Statement of Work
F5 NETWORKS INC	401 Elliot Avenue		Seattle	WA	98119		Vendor Agreement or Statement of Work
Federal Home Loan Bank of Pittsburgh	601 GRANT STREET		PITTSBURGH	PA	15219-4455		Vendor Agreement or Statement of Work
Fidelity National Default Solutions	PAYMENT PROCESSING CENTRE		ASHBURN	VA	21046		Vendor Agreement or Statement of Work
IPC Information Systems Inc	2009 Renaissance Boulevard		King Of Prussia	PA	19406		Vendor Agreement or Statement of Work

In re: GMAC Residential Holding Company, LLC

Case No. 12-12033

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
LEVEL 3 COMMUNICATIONS LLC	P O BOX 952061		ST LOUIS	MO	63195-2061		Vendor Agreement or Statement of Work
MacNabb Photography	102 APPLE HILL RD.		HATBORO	PA	19040		Vendor Agreement or Statement of Work
MERIDIAN LEASING CORPORATION	23617 NETWORK PLACE		CHICAGO	IL	60673-1236		Vendor Agreement or Statement of Work
Monex Casa de Bolsa S.A. de C.V.	Paseo de la Reforma #284 Piso 14		Col. Juárez	Del. Cuauhtémoc	C.P.06600	Mexico	\$5,000,000,000 Dual Program Revolvente of Certificates Stock-Exchange, Dated as of June 14, 2007, between Monex Casa de Bolsa S.A. de C.V. and the full and unconditional guarantee from Residential Capital Corporation (ResCap), GMAC Residential Holding Corporation, GMAC Mortgage Corporation, GMAC-RFC Holding Corp., Residential Funding Corporation and Homecomings Financial Network, Inc.
Nalogen Systems Incorporated	41 Sutter Street #2		San Francisco	CA	94104		Vendor Agreement or Statement of Work
NGSSoftware US	1119 Pacific Avenue, Suite 1200		Tacoma	WA	98402		Vendor Agreement or Statement of Work
PCI Services Inc	30 Winter Street, 12th Floor		Boston	MA	02108		Vendor Agreement or Statement of Work
PeirsonPatterson LLP	4400 ALPHA RD		DALLAS	TX	752444505		Vendor Agreement or Statement of Work
QWEST	PO BOX 17360		DENVER	CO	80217		Vendor Agreement or Statement of Work
RealtyTrac	One Venture Plaza, Suite 300		Irvine	CA	92618		Vendor Agreement or Statement of Work
Residential Capital LLC	1177 Avenue of the Americas		New York	NY	10036		Intercompany Agreement
Residential Capital, LLC	1177 Avenue of the Americas		New York	NY	10036		Tax Sharing Agreement
SALESFORCECOM INC	PO BOX 191265		SAN FRANCISCO	CA	94119-1265		Vendor Agreement or Statement of Work
SHARED SOLUTIONS AND SERVICES INC	P O BOX 1521		MINNEAPOLIS	MN	55480-1521		Vendor Agreement or Statement of Work
SPSS Inc	233 South Wacker Drive		Chicago	IL	60606-6307		Vendor Agreement or Statement of Work
SunGard Recovery Services LP	91233 COLLECTION CENTER DRIVE		CHICAGO	IL	60693		Vendor Agreement or Statement of Work
Time Warner Telecom Inc	PO BOX 60100		TAMPA	FL	33660-0100		Vendor Agreement or Statement of Work
TIP Technology Investment Partners LLC	40950 Woodward Ave., Suite 201		Bloomfield Hills	MI	48304		Vendor Agreement or Statement of Work
Trans Union LLC	PO Box 3227	Commerce Crt.	Toronto	ON	M5L 1K1	CAN	Vendor Agreement or Statement of Work

In re: GMAC Residential Holding Company, LLC

Case No. 12-12033

Schedule G

Executory Contracts and Unexpired Leases

Name of other parties to lease or contract	Address 1	Address 2	City	State	Zip	Country	Description of contract or lease and nature of debtor's interest. State whether lease is of nonresidential real property. State contract number of any government contract.
U.S. Bank National Association	50 South 16th Street	Suite 2000	Philadelphia	PA	19102		Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.
Viola Networks Inc	1004 Ninth Avenue		King of Prussia	PA	19406		Vendor Agreement or Statement of Work



In re: **GMAC Residential Holding Company, LLC**

**Case No. 12-12033 (MG)**

## **SCHEDULE H - CODEBTORS**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight-year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. Bankr. P. 1007(m)

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
See Schedule H Attachment	

## In re: GMAC Residential Holding Company, LLC

Case No. 12-12033

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
Equity Investments I, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC – RFC Holding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC – RFC Holding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC – RFC Holding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

## In re: GMAC Residential Holding Company, LLC

Case No. 12-12033

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
GMAC Mortgage, LLC 1100 Virginia Drive Fort Washington, PA 19034	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Homecomings Financial, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Passive Asset Transactions, LLC 1100 Virginia Drive Fort Washington, PA 19034	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Capital, LLC 1177 Avenue of the Americas New York, NY 10036	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

## In re: GMAC Residential Holding Company, LLC

Case No. 12-12033

Schedule H

Codebtors

Name and address of codebtor	Name of creditor	Address
Residential Capital, LLC 1177 Avenue of the Americas New York, NY 10036	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Capital, LLC 1177 Avenue of the Americas New York, NY 10036	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Amended and Restated Loan Agreement (Senior Loan Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as borrower, GMAC Mortgage, LLC as borrower, Residential Capital, LLC, and Certain Other Affiliates of the Borrowers as Guarantors, Certain Affiliates of the Borrowers and Guarantors party hereto as Obligors, ALLY FINANCIAL INC. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277
Residential Funding Company, LLC 8400 Normandale Lake Boulevard Suite 350 Minneapolis, MN 55437	Indenture dated as of June 6, 2008 among Residential Capital, LLC, a Delaware corporation, each of the Guarantors and U.S. Bank National Association. 9.625% Junior Secured Guaranteed Notes, as amended.	50 South 16 th Street Suite 2000 Philadelphia, PA 19102
RFC Asset Holdings II, LLC 3993 Howard Hughes Parkway Suite 250 Las Vegas, NV 89169	Amended and Restated Loan Agreement (Line of Credit Agreement) Dated as of December 30, 2009 by and among Residential Funding Company, LLC, as Borrower, GMAC Mortgage, LLC, as Borrower, Residential Capital, LLC, and certain other affiliates of the borrowers as Guarantors, Ally Financial Inc. (f/k/a GMAC Inc.), as Initial Lender and as Lender Agent, as amended.	3420 Toringdon Way Floor 4 Charlotte, NC 28277

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

In re: GMAC Residential Holding Company, LLC

Case No. 12-12033 (MG)

## DECLARATION CONCERNING DEBTOR'S SCHEDULES

I, James Whitlinger, Chief Financial Officer of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 12 sheets , and that they are true and correct to the best of my knowledge, information, and belief.

Date 7/3/2012

Signature: / s / James Whitlinger

**James Whitlinger**

**Chief Financial Officer**