# SCHEDULES
# AND
# DISCLOSURE MEMORANDUM

AMENDED AND RESTATED ASSET PURCHASE AGREEMENT

Between

BERKSHIRE HATHAWAY INC.

and

RESIDENTIAL CAPITAL, LLC

RESIDENTIAL FUNDING COMPANY, LLC

and

GMAC MORTGAGE, LLC

GMACM BORROWER LLC

and

RFC BORROWER LLC

dated as of

November 2, 2012

Any disclosures made with respect to a section or subsection of this Disclosure Memorandum shall be deemed to qualify not only the specific section(s) referenced but also such other sections or subsections that may be affected thereby to the extent the particularity or manner of such disclosure expressly disclosed in one section permits a reasonable person to find such disclosure relevant to such other sections or subsections.

The headings contained herein are for reference purposes only and shall not affect in any way the meaning or interpretation of the disclosure. Terms not otherwise defined herein shall have the meaning ascribed to such terms in the Agreement.





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**SCHEDULE A**

**[RESERVED]**

## SCHEDULE B

## CONTENTS OF CREDIT FILE

With respect to each Mortgage Loan, the Credit File shall include each of the following items if in Sellers' possession:

1. Copy of survey of the Mortgaged Property.

2. Copy of each instrument necessary to complete identification of any exception set forth in the exception schedule in the title policy (i.e., map or plat, restrictions, easements, sewer agreements, home association declarations, etc.).

3. Evidence of a hazard insurance policy and, if required by law, a flood insurance policy, with extended coverage of the hazard insurance policy. (Note: Evidence shall be maintained by Sellers in electronic form. Sellers shall produce a paper copy of such evidence upon request by Purchaser.)

4. Mortgage Loan closing statement (Form HUD-1) and any other truth-in-lending or real estate settlement procedure forms required by law.

5. Residential loan application.

6. Verification of employment and income (if required pursuant to the originator's underwriting criteria at the time of origination).

7. Verification of acceptable evidence of source and amount of down payment (to the extent required under the originator's underwriting guidelines at the time of origination).

8. Credit report on the Mortgagor.

9. Residential appraisal report.

10. Photograph of the property.

11. Executed disclosure statement.

12. Insurance premium receipts, tax receipts, ledger sheets, payment records, insurance claim files and correspondence, correspondence, current and historical computerized data files, underwriting standards used for origination, and all other papers and records developed or originated by Sellers or others required to document the Mortgage Loan or to service the Mortgage Loan, as available.

13. A copy or an imaged copy on CD ROM of the policy of title insurance, including any endorsements thereto or marked commitment (or if such policy has not yet been issued by the insurer, the preliminary title report).

14. A copy or an imaged copy on CD ROM of the executed Power of Attorney, if any.

15. If available, termite report, structural engineer's report, water potability and septic certification.

16. Sales contract, if applicable.

## SCHEDULE C

## DIP FINANCING AGREEMENTS

Superpriority Debtor-in-Possession Credit and Guaranty Agreement

Superpriority Debtor-in-Possession Credit and Guaranty Agreement dated May 16, 2012, among GMACM Borrower LLC, as a borrower, RFC Borrower LLC, as a borrower, Residential Capital, LLC ("ResCap"), GMAC Mortgage, LLC ("GMACM"), Residential Funding Company, LLC ("RFC") and certain subsidiaries of ResCap, as guarantors, GMACM and RFC, as administrators, originators, receivables custodians and servicers, GMACM, as GMACM Servicer, the Lenders party thereto, Barclays Bank PLC, as administrative agent and syndication agent and Barclays Bank PLC, as collateral agent (the "Collateral Agent").

Borrowers Pledge and Security Agreement

Borrowers Pledge and Security Agreement dated May 16, 2012, among GMACM Borrower LLC, RFC Borrower LLC, GMACM REO LLC and RFC REO LLC, as grantors and the Collateral Agent.

Custodial Agreement (Mortgage Loans)

Custodial Agreement (Mortgage Loans) dated May 16, 2012, among GMACM Borrower LLC, RFC Borrower LLC, ResCap, GMACM and RFC, Wells Fargo Bank, N.A., as custodian and the Collateral Agent.

MSR Security Agreement

MSR Security Agreement dated May 16, 2012, among GMACM and the Collateral Agent.

LOC Security Agreement

LOC Security Agreement dated May 16, 2012, among ResCap, RFC, RFC Asset Holdings II, LLC, Passive Asset Transactions, LLC, GMACM, Equity Investment I, LLC, certain subsidiaries of ResCap and the Collateral Agent.

ResCap Security Agreement

ResCap Security Agreement dated May 16, 2012, among ResCap and the Collateral Agent.

Deposit Security Agreement

Deposit Security Agreement dated May 16, 2012, among GMACM, RFC, ResCap, GMACM Borrower LLC, RFC Borrower LLC, EPRE LLC, Executive Trustee Services, LLC, ETS of Washington, Inc. and the Collateral Agent.

Other Related Agreements

GMACM Receivables Purchase Agreement dated May 16, 2012, among GMAC Mortgage Servicer Advance Funding Company Ltd., GMACM and GMACM Borrower LLC.

GMACM Receivables Pooling and Purchase Agreement dated May 16, 2012, among GMACM and GMACM Borrower LLC.

GMACM Mortgage Loan Purchase and Contribution Agreement dated May 16, 2012, among GMACM and GMACM Borrower LLC.

RFC Receivables Purchase Agreement dated May 16, 2012, among GMAC Mortgage Servicer Advance Funding Company Ltd., RFC and RFC Borrower LLC.

RFC Receivables Pooling and Purchase Agreement dated May 16, 2012, among RFC and RFC Borrower LLC.

RFC Mortgage Loan Purchase and Contribution Agreement dated May 16, 2012, among RFC and RFC Borrower LLC.

AFI Mini-DIP

Eighth Amendment to the Amended and Restated Loan Agreement (Line of Credit Agreement) dated May 25, 2012, among RFC and GMACM, as borrowers, ResCap and certain subsidiaries of ResCap, as guarantors, Ally Financial Inc., as initial lender and lender agent and the Lenders party thereto.

## SCHEDULE D

## KNOWLEDGE OF SELLERS

Individuals

Tom Marano

Steven Abreu

James Whitlinger

Joe Pensabene

Tammy Hamzehpour

Cathy Dondzila

Louis Nees

Sonya McCumber

John Mongelluzzo

Mark Schaefer

## SCHEDULE E

## MORTGAGE SECURITIES

For Mortgage Securities, see the following file. The file has also been attached hereto in hard copy.

| FILENAME | DESCRIPTION | INTRALINKS LOCATION |
|---|---|---|
| Schedule E | Mortgage Securities Schedule | Bounce II - 12.23 |

## SCHEDULE F

## PURCHASE PRICE SCHEDULE

For Purchase Price calculation as of December 31, 2011, see limited example below:

**Purchase Price Calculation with Deficiency Multiplier (Example Only)**

| | a | b | c | d | e | f | g | h | i |
|---|---|---|---|---|---|---|---|---|---|
| 1 | Whole Loan Bucket | Bucket Count | Bucket UPB | Mortgage Files w Exceptions | Base Px(%) | Base Px ($) | Doc Deficiency % | Doc Deficiency Multiplier | Adjusted Purchase Px |
| 2 | | | | | | *c x e* | *d / b* | | *h x f* |
| 3 | Performing First Lien | 30 | $ 7,500,000 | 3 | 49.20% | $ 3,690,000 | 10% | 1.021 | $ 3,767,490 |

| | | | |
|---|---|---|---|
| 4 | **Exception Report** | | |
| 5 | Loan Number | Doc Type | Description |
| 6 | 472378546 | MODF | Missing Mod Doc |
| 7 | 472378546 | ASN5 | Unrecorded Original |
| 8 | 472378546 | NOTE | Missing Deed/Note |
| 9 | 11011353 | ASN3 | Unrecorded Original |
| 10 | 511946204 | TPOL | Missing Doc |
| 11 | 511946204 | NOTE | Missing Deed/Note |
| 12 | Total Exceptions | 6 | |
| 13 | **Loans with Exceptions** | **3** | |

| | | | | | | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|
| 14 | **Full Multiplier Scale** | | | | | | | | | |
| 15 | **MLD % Deficient** | <=6% | 8% | 10% | 12% | 15% | 18% | 20% | 22% | >=24% |
| 16 | **PP Multiplier** | 1.033 | 1.029 | 1.021 | 1.013 | BASE Px (1.00) | 0.979 | 0.962 | 0.948 | 0.937 |
| 17 | Performing First Lien | $ 3,811,770 | $ 3,797,010 | $ 3,767,490 | $ 3,737,970 | $ 3,690,000 | $ 3,612,510 | $ 3,549,780 | $ 3,498,120 | $ 3,457,530 |

## SCHEDULE G

## SBO SERVICING AGREEMENTS

1. Flow Mortgage Loan Sale and Servicing Agreement, dated December 1, 2006, between Bank of America, N.A., as seller and servicer and Residential Funding Company, LLC, as purchaser

2. Client Contract, dated September 27, 2002, among Residential Funding Company, LLC and HSBC Mortgage Corporation

3. Client Contract, dated October 3, 2007, among Residential Funding Company, LLC, GMAC Bank, GMAC Mortgage, LLC and HSBC Mortgage Corporation (USA)

4. Client Contract, dated August 22, 2005, between Residential Funding Corporation and Guidance Residential, LLC

5. Mortgage Loan Flow Purchase, Sale & Servicing Agreement, dated September 1, 2006 between Residential Funding Corporation, as purchaser and PHH Mortgage Corporation and Bishop's Gate Residential Mortgage Trust, as sellers

6. Certified Seller Contract Addendum, dated June 17, 1987, between Residential Funding Corporation and SunTrust Mortgage, Inc., and Servicer Contract, dated January 28, 1986, between Residential Funding Corporation and Trust Company Mortgage, and Seller Contract, dated January 28, 1986, between Residential Funding Corporation and Trust Company Mortgage

7. Servicing Agreement, dated March 1, 2004, between Washington Mutual Bank, FA, as servicer and Homecomings Financing Network, Inc., as owner

8. Client Contract, dated April 23, 2002, between Residential Funding Corporation and Washington Mutual Bank, FA and Recognition Agreement, dated April 1, 2002, between Residential Funding Corporation and Washington Mutual Bank, FA (whereby Washington Mutual Bank, FA as successor in interest to United Savings Association of Texas, FSB, North American Mortgage Company and Washington Mutual Home Loans, Inc., acknowledges that is obligated for the performance of all agreements of such entities)

9. Seller/Servicer Contract, dated March 31, 1995, between Residential Funding Corporation and Citicorp Mortgage, Inc.

10. Subservicer Contract, dated February 1, 2007, between Residential Funding Company, LLC and Wells Fargo Bank, N.A., and First Amendment to the Subservicer Contract, dated May 1, 2007, between Residential Funding Company, LLC and Wells Fargo Bank, N.A., and Second Amendment to the Subservicer Contract, dated November 17, 2010, between Residential Funding Company, LLC and Wells Fargo Bank, N.A.

11. Client Contract, dated December 21, 2004, between Residential Funding Corporation and NCMC Newco, Inc. (subsequent name change to National City Mortgage Co.) and Notice of Merger (National City Mortgage Services, Inc. merge into PNC Bank, National Association with PNC as the surviving entity)

12. Client Contract, dated July 31, 1998, between Residential Funding Corporation and Branch Banking & Trust Company and Addendum to Client Contract, dated June 10, 2002, between Residential Funding Corporation and Branch Banking & Trust Company

13. Seller Contract, dated January 3, 1986, between Residential Funding Corporation and Columbia Equities, Ltd., and Servicer Contract, dated January 3, 1986, between Residential Funding Corporation and Columbia Equities, Ltd., and Certified Seller Contract Addendum, dated June 3, 1987, between Residential Funding Corporation and Columbia Equities, Ltd., and Certified Seller Contract Addendum, dated August 17, 1992, between Residential Funding Corporation and Columbia Equities, Ltd., and Certificate of Merger of Columbia Equities, Ltd. into Columbia Home Loans, LLC

14. Mortgage Loan Purchase, Sale and Servicing Agreement, dated September 29, 2004 between Homecomings Financial Network, Inc., as purchaser, Cendant Mortgage Corporation and Bishop's Gate Residential Mortgage Trust, as sellers

15. Amended and Restated Mortgage Loan Flow Purchase, Sale and Servicing Agreement, dated November 1, 2003, between UBS Real Estate Securities, Inc., as purchaser, and Cendant Mortgage Corporation and Bishop's Gate Residential Mortgage Trust, as sellers

16. Client Contract, dated February 4, 2002, between Residential Funding Corporation and Wachovia Mortgage Corporation and Regulation AB Compliance Addendum to Client Contract, dated November 10, 2006, between Residential Funding Corporation and Wachovia Mortgage Corporation

**SCHEDULE 2.13**

**PURCHASED ASSETS SCHEDULE**

[To Come in Accordance with Section 2.9(a)(ii)]

## SCHEDULE 4.3

## SELLER CONSENTS AND APPROVALS

None.

**SCHEDULE 4.5**

**MORTGAGE LOAN DATA FIELDS**

Fields:

a. Cutoff
b. Deal
c. RFC Loan Number
d. Servicer Name
e. Servicer Number
f. Current Rate
h. Current Balance
i. Deferred Balance
j. Current Balance (including Deferred amounts)
k. Paid To Date
l. Next Due Date
m. Original Balance
p. Property Address
q. Property City
r. Property State
s. Property Zip
u. Active Foreclosure Flag
v. Active BK Flag
w. Litigation Flag
x. Lien Position
y. Seller
af. Mod Flag
ag. Loan Status
ah. Bid Price
ai. Bid Amount
aj. Days Delinquent
ak. Accrued Interest Days
al. Accrued Interest
am. Total Amount Due Seller
an. Facility
ao. SBO Flag
ap. Advances

See the following file(s):

| FILENAME | DESCRIPTION | INTRALINKS FOLDER |
|---|---|---|
| Schedule 4.5 | Mortgage Loan Schedule | Bounce II - 12.23 |

## SCHEDULE 4.7

## LITIGATION AND CLAIMS

Litigation and claims related to Whole Loans are indicated by the presence of a "litigation flag," "active BK flag" and/or "active foreclosure flag" on the Mortgage Loan Schedule (see Schedule 4.5).

In addition, a list of litigation (excluding bankruptcy and foreclosure matters) has been provided by Sellers to Purchaser. See the following file:

| FILENAME | DESCRIPTION | INTRALINKS FOLDER |
|---|---|---|
| Schedule 4.7 | Litigation Schedule | Bounce II - 12.23 |

## SCHEDULE 4.9

## WHOLE LOANS

**Section 4.9(c)**

None.

**Section 4.9(e)**

None.

**Section 4.9(f)**

None.

**Section 4.9(g)**

None.

**Section 4.9(l)**

None.

## SCHEDULE 5.3

## PURCHASER CONSENTS AND APPROVALS

Purchaser intends to form a subsidiary or affiliate trust that will acquire legal title to the Whole Loans and any applicable Master Servicing Rights and Primary Servicing Rights directly from the Sellers. A national bank would serve as trustee of any such trust.