

**SCHEDULE I
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY**

GRANTOR INFORMATION

RESIDENTIAL FUNDING COMPANY, LLC

Jurisdiction of Formation: Delaware
FEIN: 93-0891336
State organization ID number: 2059477
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423-3940

GMAC MORTGAGE, LLC

Jurisdiction of Formation: Delaware
FEIN: 23-1694840
State organization ID number: 4143873
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034-3200

RESIDENTIAL CAPITAL, LLC

Jurisdiction of Formation: Delaware
FEIN: 20-1770738
State organization ID number: 3821622
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423-3940

HOMEcomings FINANCIAL, LLC

Jurisdiction of Formation: Delaware
FEIN: 51-0369458
State organization ID number: 2550221
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423-3940

GMAC-RFC HOLDING COMPANY, LLC

Jurisdiction of Formation: Delaware
FEIN: 23-2593763



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State organization ID number: 4168620
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423-3940

GMAC RESIDENTIAL HOLDING COMPANY, LLC

Jurisdiction of Formation: Delaware
FEIN: 91-1902190
State organization ID number: 4176389
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423-3940

Equity Pledgors

GMAC MODEL HOME FINANCE I, LLC

Jurisdiction of Formation: Delaware
FEIN: 26-2748469
State organization ID number: 4555820
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

DEVELOPERS OF HIDDEN SPRINGS, LLC

Jurisdiction of Formation: Delaware
FEIN: 80-0022985
State organization ID number: 4183059
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

DOA HOLDING PROPERTIES, LLC

Jurisdiction of Formation: Delaware
FEIN: 26-1424257
State organization ID number: 4454997
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

EQUITY INVESTMENT IV, LLC

Jurisdiction of Formation: Delaware
FEIN: 26-3123655
State organization ID number: 4572829

Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

RFC CONSTRUCTION FUNDING, LLC

Jurisdiction of Formation: Delaware
FEIN: 41-1925730
State organization ID number: 2945612
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100,
Minneapolis, Minnesota 55423-3940

FABS Grantors

RFC ASSET HOLDINGS II, LLC

Jurisdiction of Formation: Delaware
FEIN: 41-1984034
State organization ID number: 4189232
Chief Executive Office:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423

3993 Howard Hughes Parkway
Suite 250
Las Vegas, NV 89169

PASSIVE ASSET TRANSACTIONS, LLC

Jurisdiction of Formation: Delaware
FEIN: 51-0404130
State organization ID number: 3306533
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034

Additional Account Parties

RESIDENTIAL FUNDING REAL ESTATE HOLDINGS, LLC

Jurisdiction of Formation: Delaware
FEIN: 26-2736505
State organization ID number: 4551018
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

RESIDENTIAL MORTGAGE REAL ESTATE HOLDINGS, LLC

Jurisdiction of Formation: Delaware
FEIN: 26-2737180
State organization ID number: 4551021
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034

HOMEcomings FINANCIAL REAL ESTATE HOLDINGS, LLC

Jurisdiction of Formation: Delaware
FEIN: 26-2736869
State organization ID number: 4551020
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

AMERILAND, LLC

Jurisdiction of Formation: Colorado
FEIN: 84-1470699
State organization ID number: 19971200811
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

REG-PFH, LLC

Jurisdiction of Formation: Delaware
FEIN: 42-1562699
State organization ID number: 3559343
Chief Executive Office/Principal place of business:
One Meridian Crossings, Suite 100
Minneapolis, MN 55423-3940

HOME CONNECTS LENDING SERVICES, LLC

Jurisdiction of Formation: Pennsylvania
FEIN: 25-1849412
State organization ID number: 2909825
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034-3200

GMACR MORTGAGE PRODUCTS, LLC

Jurisdiction of Formation: Delaware
FEIN: 03-0536369
State organization ID number: 3752757
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034-3200

DITECH, LLC

Jurisdiction of Formation: Delaware
FEIN: 23-2887228
State organization ID number: 2721623
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034-3200

RESIDENTIAL CONSUMER SERVICES, LLC

Jurisdiction of Formation: Delaware
FEIN: 20-4812167
State organization ID number: 4150635
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034-3200

GMAC MORTGAGE USA CORPORATION

Jurisdiction of Formation: Delaware
FEIN: 20-4796930
State organization ID number: 4149107
Chief Executive Office/Principal place of business:
1100 Virginia Drive
Fort Washington, PA 19034-3200

RESIDENTIAL FUNDING MORTGAGE SECURITIES I, INC.

Jurisdiction of Formation: Delaware
FEIN: 75-2006294
State organization ID number: 2053532
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423

RFC ASSET MANAGEMENT, LLC

Jurisdiction of Formation: Delaware
FEIN: 06-1664678
State organization ID number: 3110518
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423

RFC SFJV-2002, LLC

Jurisdiction of Formation: Nevada
FEIN: 06-1664670
State organization ID number: LLC14621-2002
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423

3993 Howard Hughes Parkway
Suite 250
Las Vegas, NV 89169

RCSEJV2004, LLC

Jurisdiction of Formation: Nevada
FEIN: 20-3802722
State organization ID number: E0669262005-6
Chief Executive Office/Principal place of business:
One Meridian Crossings
Suite 100
Minneapolis, MN 55423

3993 Howard Hughes Parkway
Suite 250
Las Vegas, NV 89169

SCHEDULE II
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY

ADDITIONAL PLACES OF BUSINESS

None.

**SCHEDULE III
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY**

TRADE NAMES; PRIOR LEGAL NAMES; MERGERS

1. Trade Names; Prior Legal Names

RESIDENTIAL FUNDING COMPANY, LLC

Prior Names: Residential Funding Corporation
RFC Acquisition Corporation

GMAC MORTGAGE, LLC

Prior Names: GMAC Mortgage Corporation

RESIDENTIAL CAPITAL, LLC

Prior Names: Residential Capital Corporation

HOMEcomings FINANCIAL, LLC

Prior Names: Homecomings Financial Network, Inc.
Residential Money Centers, Inc.

GMAC-RFC HOLDING COMPANY, LLC

Prior Names: GMAC-RFC Holding Corp.
GMAC RF, Inc.

GMAC RESIDENTIAL HOLDING COMPANY, LLC

Prior Names: GMAC Residential Holding Corp.

GMAC MODEL HOME FINANCE I, LLC

Prior Names: None

DEVELOPERS OF HIDDEN SPRINGS, LLC

Prior Names: Developers of Hidden Springs, Inc.

DOA HOLDING PROPERTIES, LLC

Prior Names: None

EQUITY INVESTMENT IV, LLC

Prior names: None

RFC CONSTRUCTION FUNDING, LLC

Prior names: RFC Construction Funding Corp.

RFC ASSET HOLDINGS II, LLC

Prior Names: RFC Asset Holdings II, Inc.

PASSIVE ASSET TRANSACTIONS, LLC

Prior Names: Passive Asset Transactions, Inc.

RESIDENTIAL FUNDING REAL ESTATE HOLDINGS, LLC

Prior Names: None

RESIDENTIAL MORTGAGE REAL ESTATE HOLDINGS, LLC

Prior Names: None

HOME/COMINGS FINANCIAL REAL ESTATE HOLDINGS, LLC

Prior Names: None

AMERILAND, LLC

Prior names: None

REG-PFH, LLC

Prior names: REG-PFH, Inc.

HOME CONNECTS LENDING SERVICES, LLC

Prior names: ATM, LLC

GMACR MORTGAGE PRODUCTS, LLC

Prior names: GMACR Mortgage Products, Inc.

DITECH, LLC

Prior names:

02/25/1997-06/18/1999 GMAC Mortgage Venture, Inc.

06/18/1999-03/01/2006 ditech.com, Inc.

03/01/2006-01/29/2008 ditech.com, LLC

RESIDENTIAL CONSUMER SERVICES, LLC

Prior names: Residential Consumer Services, Inc.

GMAC MORTGAGE USA CORPORATION

Prior names: None

RESIDENTIAL FUNDING MORTGAGE SECURITIES I, INC.

Prior names: Salomon Brothers Mortgage Securities IV, Inc.

RFC ASSET MANAGEMENT, LLC

Prior names: RFC Asset Management, Inc.

RFC SFJV-2002, LLC

Prior names: None

RCSFJV2004, LLC

Prior names: RCFSJV2004, LLC
RFC SFJV2004, LLC

2. Mergers

GMAC MORTGAGE, LLC

On October 25, 2006, GMAC Mortgage, LLC merged with GMAC Mortgage Corporation.

GMAC-RFC HOLDING COMPANY, LLC

On July 11, 2006, GMAC-RFC Holding Company, LLC merged with GMAC-RFC Holding Corp.

DEVELOPERS OF HIDDEN SPRINGS, LLC

On August 10, 2006, Developers of Hidden Springs, LLC merged with Developers of Hidden Springs, Inc.

**SCHEDULE IV
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY AGREEMENT AND IRREVOCABLE
PROXY**

INTELLECTUAL PROPERTY

Trademarks

Serial No.	Mark	Owner	Filing Date	Status	Reg No.	Reg Date
780635 51	EXPATSPOUSE.COM (&DESIGN)	Expatspouse, Inc.	2001/05/15	Registered	2615473	2002/09/19
780635 50	EXPATSPOUSE.COM	Expatspouse, Inc.	2001/05/15	Registered	2656607	2002/12/03
762493 36	GENGENIOUS	GENERAL MOTORS ACCEPTANCE CORPORATION	2001/03/14	Registered	2872100	2004/08/10
781685 05	LOANVIEW	GMAC COMMERCIAL MORTGAGE CORPORATION	2002/09/27	Registered	2747381	2003/08/05
771368 14	PEOPLE ARE SMART	GMAC LLC	2007/03/21	Allowed		
780640 65	LENDSCAPE	GMAC LLC	2001/05/17	Registered	2730651	2003/06/24
781518 21	ASSETDELIVERY	GMAC LLC	2002/08/07	Registered	2804748	2004/01/13
772130 94	AssetWise	GMAC Mortgage Group, LLC	2007/06/22	Published		
772130 35	AssetWise Direct	GMAC Mortgage Group, LLC	2007/06/22	Published		
772131 31	SLEEP EZ LOAN	GMAC Mortgage Group, LLC	2007/06/22	Registered	3384760	2008/02/19
772130 67	PropertyWise	GMAC Mortgage Group, LLC	2007/06/22	Registered	3401104	2008/03/25
772131 63	direch (logo)	GMAC Mortgage Group, LLC	2007/06/22	Registered	3417288	2008/04/29
786017 36	EQUITYWISE	GMAC MORTGAGE LLC		Allowed		
765466 83	HOME COMMAND	GMAC MORTGAGE LLC	2003/09/24	Allowed		

Serial No.	Mark	Owner	Filing Date	Status	Reg No.	Reg Date
75278616	DITECH	GMAC MORTGAGE LLC	1997/04/21	Registered	2158800	1998/05/19
78559960	105 SELECT	GMAC MORTGAGE LLC	2005/02/03	Registered	3298930	2007/09/25
76434684	DITECH.COM – YOUR MORTGAGE SOLUTION DELIVERED	GMAC MORTGAGE LLC	2002/07/26	Registered	2721143	2003/06/03
76434953	I LOST ANOTHER LOAN TO DITECH	GMAC MORTGAGE LLC	2002/07/26	Registered	2721148	2003/06/03
78106868	DITECH.COM – YOUR 24/7 MORTGAGE SOLUTION	GMAC MORTGAGE LLC	2002/02/05	Registered	2702661	2003/04/01
75604188	DITECH.COM	GMAC MORTGAGE LLC	1998/12/09	Registered	2696027	2003/03/11
76463368	CALDIRECT HOMES LOANS	GMAC MORTGAGE LLC	2002/10/31	Registered	2846071	2004/05/25
76492563	HOMESTRENGTH	GMAC MORTGAGE LLC	2003/02/26	Registered	2846225	2004/05/25
76515655	DITECH.COM – SPEED GUARANTEED	GMAC MORTGAGE LLC	2003/05/20	Registered	2861149	2004/07/06
76579265	BUILDER POWER (& DESIGN)	GMAC MORTGAGE LLC	2004/03/05	Registered	2927621	2005/02/22
76579614	CALDIRECT	GMAC MORTGAGE LLC	2004/03/08	Registered	2928628	2005/03/01
76580149	DITECH RACING	GMAC MORTGAGE LLC	2004/03/10	Registered	2928640	2005/03/01
76603778	DITECH.COM HOME LOANS	GMAC MORTGAGE LLC	2004/07/23	Registered	2928647	2005/03/01
76603959	DITECH.COM HOME LOANS (& DESIGN)	GMAC MORTGAGE LLC	2004/07/26	Registered	2928648	2005/03/01
76579639	MOVE IN AMERICA	GMAC MORTGAGE LLC	2004/03/08	Registered	2930402	2005/03/08
76579638	MOVE IN AMERICA (& DESIGN)	GMAC MORTGAGE LLC	2004/03/08	Registered	2941383	2005/04/19
78646165	DITECH AT WORK	GMAC MORTGAGE LLC	2005/06/08	Registered	3122167	2006/07/25
78656722	BUYLINE	GMAC MORTGAGE LLC	2005/06/23	Registered	3234981	2007/04/24
765934	DITECH.COM FREEDOM LOAN	GMAC MORTGAGE LLC	2004/05/	Registered	32913	2007/09/

Serial No.	Mark	Owner	Filing Date	Status	Reg No.	Reg Date
41			21	ed	10	11
76597261	GO FAST	GMAC MORTGAGE LLC	2004/06/14	Registered	3325181	2007/10/30
78917057	DITECH SIGNATURE	GMAC MORTGAGE LLC	2006/06/26	Registered	3396372	2008/03/11
78883555	REAL LIFE. REAL SOLUTIONS.	GMAC MORTGAGE LLC	2006/05/15	Registered	3314584	2007/10/16
78887861	DITECH GUARANTEE	GMAC MORTGAGE, LLC	2006/05/19	Allowed		
78679328	DITECH MORTGAGE SOLUTIONS	GMAC MORTGAGE, LLC	2005/07/27	Allowed		
78113601	HOME DREAMS ONLINE	GMAC MORTGAGE, LLC	2002/03/08	Registered	2880218	2004/08/31
78127454	BUILDER POWER	GMAC MORTGAGE, LLC	2002/05/09	Registered	2896306	2004/10/19
76495996	CAL DIRECT HOME LOANS (& DESIGN)	GMAC MORTGAGE, LLC	2003/03/10	Registered	2903746	2004/11/16
76560776	PATHWAYS	GMAC MORTGAGE, LLC	2003/11/20	Registered	2910065	2004/12/14
76561220	THE HOMESTRETCH PLAN	GMAC MORTGAGE, LLC	2003/11/21	Registered	2910069	2004/12/14
76586655	CUOTA UNICA DITECH	GMAC MORTGAGE, LLC	2004/04/14	Registered	2947511	2005/05/10
76586659	SMARTWATCH	GMAC MORTGAGE, LLC	2004/04/14	Registered	2982713	2005/08/09
76492773	HOMEFLEX	GMAC MORTGAGE, LLC	2003/02/26	Registered	2992858	2005/09/06
76576481	DITECH FLAT FEE	GMAC MORTGAGE, LLC	2004/02/20	Registered	3007701	2005/10/18
76598815	SETTLE AMERICA	GMAC MORTGAGE, LLC	2004/06/23	Registered	3025621	2005/12/13
76586657	BORROR Y CUENTA NUEVA	GMAC MORTGAGE, LLC	2004/04/14	Registered	3047591	2006/01/24
78113668	HELPING YOU MANAGE THE INVESTMENT IN YOUR HOME	GMAC MORTGAGE, LLC	2002/03/08	Registered	3068871	2006/03/14
76610623	FLEXSELECT	GMAC MORTGAGE, LLC	2004/09/09	Registered	3071594	2006/03/21

Serial No.	Mark	Owner	Filing Date	Status	Reg No.	Reg Date
76560283	POWER PUNCH	GMAC MORTGAGE, LLC	2003/11/17	Registered	3077130	2006/04/04
76575312	DITECH-1	GMAC MORTGAGE, LLC	2004/02/12	Registered	3080195	2006/04/11
78622953	LA ULTIMA PALABRA EN PRESTAMOS	GMAC MORTGAGE, LLC	2005/05/04	Registered	3082700	2006/04/18
78623519	CLOSE FOR A CAUSE	GMAC MORTGAGE, LLC	2005/05/05	Registered	3085260	2006/04/25
76609555	Warehouse Express	GMAC MORTGAGE, LLC	2004/09/01	Registered	3325194	2007/10/30
74279689	HOMEcomings	GMAC MORTGAGE, LLC	1992/05/28	Registered	1792907	1993/09/14
77180955	HOMEOWNERS HOPE	Homeownership Preservation Foundation	2007/05/15	Allowed		
76576712	P	GMAC RESIDENTIAL HOLDING COMPANY, LLC	2004/02/23	Registered	3361159	2008/01/01
77127127	KEYCHAIN ALLIANCE	RESIDENTIAL CAPITAL, LLC		Published		
78139312	QUICKWISE	RESIDENTIAL FUNDING COMPANY, LLC	2002/06/27	Registered	2707254	2003/04/15
74348910	GOAL LINE	RESIDENTIAL FUNDING COMPANY, LLC	1993/01/15	Registered	1829015	1994/03/29
74713806	GOAL LOAN	RESIDENTIAL FUNDING COMPANY, LLC	1995/08/10	Registered	1995345	1996/08/20
78023446	LINE@PRIME	RESIDENTIAL FUNDING COMPANY, LLC	2000/08/29	Registered	2552727	2002/03/26
74275769	RFC	RESIDENTIAL FUNDING COMPANY, LLC	1992/05/15	Registered	1840863	1994/06/21
78096942	ALTERNET	RESIDENTIAL FUNDING COMPANY, LLC	2001/12/06	Pending		
78591546	A BANK OF GREAT INTEREST	GMAC BANK	2005/03/21	Registered	3209670	2007/02/13

Patents

COUNTRY/TYPE	TITLE	SERIAL NO.	FILED	STATUS	PATENT NO.	ISSUED	Assignment Status
US - UTILITY	SIMULATION FOR GENERATION OF AVM AND COLLATERAL RISK INDICATOR RULE SET	11484262	2006/07/11	PUBLISHED			Assignment to Residential Funding Corporation by Susan Allen and Beth Harasimowicz
PCT	GENERATION OF AVM AND COLLATERAL RISK INDICATOR RULE SET	PCTUS0715793	2007/07/11	PUBLISHED			Covered by the assignment in Serial Number 11484262
US - UTILITY	SYSTEM AND METHOD FOR EVALUATING SECONDARY MARKET OPTIONS FOR LOANS	10688321	2003/10/17	OFFICE ACTION PENDING			Assignment to GMAC RFC by Dan Bettenburg and Frank Doherty. This will be fixed to show assignment to Residential Funding Company, LLC
US - UTILITY	STORED, TEMPORARY ALTERATION OF BUSINESS LOGIC	09952995	2001/09/14	APPEALED			Assignment to Residential Funding Corporation by Peter (Ken) Cychosz and Brian Gilkey
US - UTILITY	TABLE IMPLEMENTED PROCEDURES WITH ATTRIBUTE CALLS INITIATING BUSINESS RULES	09953491	2001/09/14	OFFICE ACTION PENDING			
US - PROVISIONAL	BUSINESS RULES MANAGEMENT SYSTEM AND METHOD	61068221	2008/03/05	PENDING			

SCHEDULE V
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY
COMMERCIAL TORT CLAIMS

None.

**SCHEDULE VI
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY**

INITIAL COLLATERAL

1. Mortgage Loans

- (a) All mortgage loans identified in the ATS (as hereinafter defined) under the column "ATS FF" by the Code T215. "ATS" means the internal database maintained by Residential Funding Company, LLC for the purposes of tracking the facility to which unsold mortgage loans are pledged.
- (b) Mortgage loans (i) secured by real estate located in Canada and for which the mortgage notes are in the possession of Computershare Trust Company of Canada and (ii) sold to Residential Funding Company, LLC on or prior to the issue date.
- (c) Mortgage loans insured by the Federal Housing Administration ("FHA") or the U.S. Department of Veterans Affairs ("VA") and as to which the applicable borrower has defaulted and a claim exists against either the VA or the FHA.

2. Servicing Advances

All right, title and interest of either Residential Funding Company, LLC or GMAC Mortgage, LLC in and to Servicing P&I Advances and Servicing T&I Advances or Servicing Corporate Advances other than (i) Servicing Contracts with FNMA, Freddie Mac or GNMA or (ii) in the case of GMAC Mortgage, LLC any rights in any Servicing Contract transferred to GMACR MORTGAGE PRODUCTS, LLC prior to the Issue Date, and (iii) in the case of Residential Funding Company, LLC, any interest in any Servicing Contract transferred to RFC-GSAP Servicer Advance, LLC prior to the Issue Date.

3. Securities Accounts – see attached Exhibit A to this Schedule VI.

4. Pledged Interests – see attached Exhibit B to this Schedule VI.

5. Pledged Notes – see attached Exhibit C to this Schedule VI.

6. Construction, Mezzanine and Working Capital Loans – (i) all first lien construction loans, including distressed construction loans, (ii) all mezzanine loans, including distressed loans, secured by equity interests in entities owning real estate and real estate-related assets, and (iii) all working capital loans which were unencumbered as of February 29, 2008.

EXHIBIT A TO SCHEDULE VI**SECURITIES ACCOUNTS**

Account Owner	Financial Institution	Account Number	Account Name
GMAC Mortgage, LLC	JP Morgan	G08567	GMAC Mortgage, LLC MSR Securities and HEQ Residual Account
GMAC Mortgage, LLC	JP Morgan	G5483	GMAC Mortgage, LLC Direct Pair Off Account
Passive Asset Transactions, LLC	JP Morgan	P66230	Passive Asset Transactions, LLC
Residential Funding Company, LLC	State Street	BGLS	Residential Funding Company, LLC Capital Markets Pledged RFC
Residential Funding Company, LLC	State Street	BGLX	Residential Funding Company, LLC PIA Pledged RFC
Residential Funding Company, LLC	State Street	BGLY	Residential Funding Company, LLC RIF Pledged RFC
Residential Funding Company, LLC	State Street	BGLU	Residential Funding Company, LLC Capital Markets Pledged RAHI II
Residential Funding Company, LLC	State Street	BGLV	Residential Funding Company, LLC RIF Pledged RAHI II
Residential Funding Company, LLC	State Street	BGLW	Residential Funding Company, LLC PIA Pledged RAHI II

EXHIBIT B TO SCHEDULE VI**PLEDGED INTERESTS**

Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
Hidden Springs Sewer Company, LLC	Limited Liability Company	100%	Developers of Hidden Springs, LLC	100%
DOA Properties I, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
DOA Properties II, LLC	Limited Liability Company	100%	DOA Holding Properties, LLC	100%
Residential Mortgage Real Estate Holdings, LLC	Limited Liability Company	100%	GMAC Mortgage, LLC	100%
GMCMT, LLC	Limited Liability Company	100%	GMAC Model Home Finance, LLC	100%
KBOne, LLC	Limited Liability Company	100%	GMAC Model Home Finance, LLC	100%
LENOne, LLC	Limited Liability Company	100%	GMAC Model Home Finance, LLC	100%
WPSHOne, LLC	Limited Liability Company	100%	GMAC Model Home Finance, LLC	100%
RFC MHF Funding, LLC	Limited Liability Company	100%	GMAC Model Home Finance, LLC	100%
Homecomings Financial Real Estate Holdings, LLC	Limited Liability Company	100%	Homecomings Financial, LLC	100%
GMAC Residential Holding Company, LLC	Limited Liability Company	100%	Residential Capital, LLC	100%

Pledged Interests Issuer	Interest		Pledgor	% of Interests of Pledgor Pledged
	Type of Interest	Interests Owned by Pledgor		
Developers of Hidden Springs, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
DOA Holding Properties, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
GMAC Model Home Finance, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%
RFC Construction Funding, LLC	Limited Liability Company	100%	Residential Funding Company, LLC	100%

EXHIBIT C TO SCHEDULE VI**PLEDGED NOTES**

Pledged Note Issuer	Pledged Note	Pledged Note Holder
GX CE Funding B.V.	Note (Note Certificate No. 1) dated 4 June 2008 in the principal amount of EUR 556,992,836.00 due 3 June 2009 issued under the Variable Funding Loan Note Agreement dated 4 June 2008	Residential Capital, LLC
Viaduct (No. 7) Limited	Note dated 4 June 2008 in the principal amount of EUR 658,116,612.47 due 18 June 2008 issued under the Note Issuance Facility Deed dated on or about 2 June 2008	Residential Capital, LLC

SCHEDULE VII**TO AMENDED AND RESTATED TRHID PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY****DIRECT SUBSIDIARIES**

Parent	Subsidiary	Jurisdiction of Incorporation (Subsidiary)
GMAC Mortgage, LLC	CAP RE of Vermont, LLC	Vermont
	Ditech, LLC	Delaware
	Executive Trustee Services, LLC	Delaware
	GMAC Mortgage USA Corporation	Delaware
	GMAC Mortgage, LLC of TN	Delaware
	GMACR Mortgage Products, LLC	Delaware
	Ladue Associates, Inc.	Pennsylvania
	Passive Asset Transactions, LLC	Delaware
	Residential Consumer Services, LLC	Delaware
	Residential Mortgage Real Estate Holdings, LLC	Delaware
	Walnut Grove Funding, LLC	Delaware
	Asset Management Performance Services, LLC	Delaware
	Developers of Hidden Springs, LLC	Delaware
	DOA Holding Properties, LLC	Delaware
	EPRE LLC	Delaware
	Equity Investments II, LLC	Delaware
	Equity Investment III, LLC	Delaware
	Equity Investment IV, LLC	Delaware
	GMAC Model Home Finance I, LLC	Delaware
	GMAC-RFC Europe Limited	U.K.
	GMAC-RFC Holdings Limited	U.K.
	Homecomings Financial, LLC	Delaware
	REG-PFH, LLC	Delaware
	Residential Funding Mortgage Exchange, LLC	Delaware
	Residential Funding Real Estate Holdings, LLC	Delaware
	RFC - GSAP Servicer Advance, LLC	Delaware
	RFC Asset Holdings II, LLC	Delaware
	RFC Asset Management, LLC	Delaware
	RFC Construction Funding, LLC	Delaware
GMAC-RFC Holding Company, LLC	Residential Accredited Loans, Inc.	Delaware
	Residential Asset Mortgage Products, Inc.	Delaware
	Residential Asset Securities Corporation	Delaware
	Residential Funding Company, LLC	Delaware
	Residential Funding Mortgage Securities I, Inc.	Delaware
	Residential Funding Mortgage Securities II, Inc.	Delaware
Residential Capital, LLC	GMAC Residential Holding Company, LLC	Delaware
	GMAC-RFC Holding Company, LLC	Delaware
Homecomings Financial, LLC	HFN REO Sub II, LLC	Delaware
	Homecomings Financial Real Estate Holdings, LLC	Delaware

Parent	Subsidiary	Jurisdiction of Incorporation (Subsidiary)
GMAC Residential Holding Company, LLC	GMAC Mortgage, LLC	Delaware
	GMACRH Settlement Services, LLC	Delaware
DOA Holding Properties, LLC	DOA Properties I, LLC	Delaware
	DOA Properties II, LLC	Delaware
	DOA Properties III (Models), LLC	Delaware
	DOA Properties IV, LLC	Delaware
	DOA Properties V (Lots-CA), LLC	Delaware
	DOA Properties VI, LLC	Delaware
	DOA Properties VII (Lots-NV), LLC	Delaware
	DOA Properties VIII, LLC	Delaware
	DOA Properties IX (Lots-Other), LLC	Delaware
	DOA Holdings NoteCo, LLC	Delaware
Equity Investment IV, LLC (owns 66.67%)	Marbella Lakes Associates, LLC (f/k/a DOA Properties VIII (Marbella Lakes), LLC	Delaware
GMAC Model Home Finance I, LLC	CHM Holdings, LLC	Delaware
Residential Funding Company, LLC (99.99%)	GMAC Financiera, S.A. de C.V.	Mexico
Residential Funding Company, LLC (99.99999968%)	GMAC-RFC Auritec, S.A.	Mexico
Residential Funding Company, LLC (99%)	GMAC RFC International Holdings Cooperatief U.A.	Netherlands
GMAC-RFC Holding Company, LLC (0.01%)	GMAC RFC International Holdings Cooperatief U.A.	Netherlands
Homecomings Financial, LLC (0.00000032%)	GMAC-RFC Auritec, S.A.	Mexico
RFC Construction Funding, LLC	RC Properties I, LLC	Delaware
	RC Properties II, LLC	Delaware
	RC Properties III, LLC	Delaware
	RC Properties IV, LLC	Delaware
	RC Properties V, LLC	Delaware
	RC Properties VI, LLC	Delaware
	RC Properties VII, LLC	Delaware
	RC Properties VIII, LLC	Delaware
	RC Properties IX, LLC	Delaware
	RC Properties X, LLC	Delaware
	RC Properties XI, LLC	Delaware
	RC Properties XII, LLC	Delaware
	RC Properties XIII, LLC	Delaware
	RC Properties XIV, LLC	Delaware
	RC Properties XV, LLC	Delaware
	RC Properties XVI, LLC	Delaware
	RC Properties XVII, LLC	Delaware

Parent	Subsidiary	Jurisdiction of Incorporation (Subsidiary)
	RC Properties XVIII, LLC	Delaware
	RC Properties XIX, LLC	Delaware
	RC Properties XX, LLC	Delaware

SCHEDULE VIII
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY

EXCLUDED SIGNIFICANT SUBSIDIARIES

None.

**SCHEDULE IX
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY**

BAILMENT COLLATERAL

1. Stock Certificate dated May 8, 1995, certifying that GMAC-RFC Holding Company, LLC (formerly known as GMAC RF, Inc.) owns one thousand (1,000) shares of common stock, par value \$0.01 per share, of Residential Funding Mortgage Securities II, Inc., a corporation formed under the laws of the State of Delaware (the "Company"), standing in its name on the books of the Company, which is represented by Certificate No. 1, along with an undated Irrevocable Stock Power executed by GMAC-RFC Holding Company, LLC authorizing transfer to Wells Fargo Bank, N.A.
2. Stock Certificate dated December 7, 1994, certifying that GMAC-RFC Holding Company, LLC (formerly known as GMAC RF, Inc.) owns one thousand (1,000) shares of common stock, par value \$0.01 per share, of Residential Asset Securities Corporation, a corporation formed under the laws of the State of Delaware (the "Company"), standing in its name on the books of the Company, which is represented by Certificate No. 1, along with an undated Irrevocable Stock Power executed by GMAC-RFC Holding Company, LLC authorizing transfer to Wells Fargo Bank, N.A.
3. Stock Certificate dated August 14, 1995, certifying that GMAC-RFC Holding Company, LLC (formerly known as GMAC RF, Inc.) owns one thousand (1,000) shares of common stock, par value \$0.01 per share, of Residential Accredit Loans, Inc., a corporation formed under the laws of the State of Delaware (the "Company"), standing in its name on the books of the Company, which is represented by Certificate No. 1, along with an undated Irrevocable Stock Power executed by GMAC-RFC Holding Company, LLC authorizing transfer to Wells Fargo Bank, N.A.
4. Stock Certificate dated April 20, 2006, certifying that GMAC Mortgage, LLC (formerly known as GMAC Mortgage Corporation) owns three thousand (3,000) shares of common stock, par value \$0.01 per share, of GMAC Mortgage USA Corporation, a corporation formed under the laws of the State of Delaware (the "Company"), standing in its name on the books of the Company, which is represented by Certificate No. 1, along with an undated Irrevocable Stock Power executed by GMAC Mortgage, LLC authorizing transfer to Wells Fargo Bank, N.A.
5. Dutch Note (Note Certificate No. 1) dated 4 June 2008 in the principal amount of EUR 556,992,836.00 due 3 June 2009 issued under the Variable Funding Loan Note Agreement dated 4 June 2008 between GX CE Funding B.V., as issuer, and Residential Capital, LLC, as subscriber.
6. UK Note Certificate dated 4 June 2008 in the principal amount of £658,116,612.47 due 18 June 2008, issued under the Note Issuance Facility Deed dated 4 June 2008 between Viaduct (No. 7) Limited, as issuer, and Residential Capital, LLC, as noteholder.
7. Stock Certificate dated June 9, 2008, certifying that GMAC Mortgage, LLC (formerly known as GMAC Mortgage Corporation) owns one hundred (100) shares of common stock, without par

value, of Ladue Associates, Inc., a corporation formed under the laws of the State of Delaware (the "Company"), standing in its name on the books of the Company, which is represented by Certificate No. 1; along with an Irrevocable Stock Power executed by GMAC Mortgage, LLC authorizing transfer to Wells Fargo Bank, N.A dated June 9, 2008.

8. Stock Certificate dated June 13, 2008, certifying that GMAC-RFC Holding Company, LLC (formerly known as GMAC RF, Inc.) owns one thousand (1,000) shares of common stock, par value \$0.01 per share, of Residential Asset Mortgage Products, Inc., a corporation formed under the laws of the State of Delaware (the "Company"), standing in its name on the books of the Company, which is represented by Certificate No. 2; along with an Irrevocable Stock Power executed by GMAC-RFC Holding Company, LLC authorizing transfer to Wells Fargo Bank, N.A dated June 13, 2008.
9. Stock Certificate dated June 13, 2008, certifying that GMAC-RFC Holding Company, LLC (formerly known as GMAC RF, Inc.) owns one thousand (1,000) shares of common stock, par value \$0.01 per share, of Residential Funding Mortgage Securities I, Inc., a corporation formed under the laws of the State of Delaware (the "Company"), standing in its name on the books of the Company, which is represented by Certificate No. 2; along with an Irrevocable Stock Power executed by GMAC-RFC Holding Company, LLC authorizing transfer to Wells Fargo Bank, N.A dated June 13, 2008.
10. Stock Certificate¹, undated, certifying that RFC LLC is the Registered Proprietor of 122,276,661 ordinary shares, of £1 each, of GMAC-RFC Holdings Limited, a company incorporated in England and Wales (registered number 03471082) whose registered office is at Eastern Gate, Brants Bridge, Bracknell, Berkshire RG12 9BZ ("GMAC Holdings"), which is represented by Certificate No. 1; along with an undated Stock Transfer Form executed by Residential Funding Company, LLC with transferee information blank.
11. Stock Certificate¹, undated, certifying that RFC LLC is the Registered Proprietor of 65 ordinary shares, of £1 each, of GMAC-RFC Europe Limited, a company incorporated in England and Wales (registered number 03987700) whose registered office is at Eastern Gate, Brants Bridge, Bracknell, Berkshire RG12 9BZ ("GMAC Europe"), which is represented by Certificate No. 1; along with an undated Stock Transfer Form executed by Residential Funding Company, LLC with transferee information blank.
12. Stock Certificate No. 1, dated July 20, 2009, certifying that Residential Funding Company, LLC owns 205,360,746 (two hundred five million three hundred sixty thousand seven hundred forty six) shares, each with a par value of \$1.00 (one Peso 00/100) legal currency of Mexico, representing the corporate capital stock of GMAC-RFC Auritec, S.A. (the "GMAC Auritec Shares"); along with an endorsement, dated July 20, 2009, executed by James N. Young on behalf of Residential Funding Company, LLC.
13. Stock Certificate No. 1, dated April 7, 2009, certifying that Residential Funding Company, LLC owns 57,198 (fifty seven thousand one hundred ninety eight) shares, each with a par value of \$1,000.00 (one thousand Pesos 00/100) representing the fixed portion the corporate capital stock of GMAC Financiera, S.A. de C.V., SOFOM, E.N.R. (the "GMAC Financiera Shares"); along

¹ Notes printed in black and white with original signature.

with an endorsement, dated April 7, 2009, executed by James N. Young on behalf of Residential Funding Company, LLC.

14. Limited Liability Company Interest Number 001 certifying that Residential Capital, LLC ("ResCap") is, and has been since June 2, 2006, a member and the owner of 100 fully paid and non-assessable interests of GMAC-RFC Holding Company, LLC, a limited liability company formed under the laws of the State of Delaware ("GMAC-RFC"), executed by the chief financial officer and secretary assistant secretary of GMAC-RFC on March 31, 2009. Along with a Membership Interest Power certifying that ResCap thereby sells, assigns and transfers unto Wells Fargo Bank, N.A., as first priority collateral agent, 100 interests of the limited liability company membership interests of GMAC-RFC, standing in the name of ResCap on the books of GMAC-RFC represented by Certificate No. 1 therewith, executed by James N. Young, CFO of ResCap, on March 31, 2009.
15. Limited Liability Company Interest Number 001 certifying that GMAC-RFC is, and has been since June 2, 2006, a member and the owner of 100 fully paid and non-assessable interests of Residential Funding Company, LLC, a limited liability company formed under the laws of the State of Delaware ("Residential"), executed by the chief financial officer and assistant secretary of Residential on March 31, 2009. Along with a Membership Interest Power certifying that GMAC-RFC thereby sells, assigns and transfers unto Wells Fargo Bank, N.A., as first priority collateral agent, 100 interests of the limited liability company membership interests of Residential, standing in the name of GMAC-RFC on the books of Residential represented by Certificate No. 1 therewith, executed by James N. Young, CFO of GMAC-RFC, on March 31, 2009.
16. Limited Liability Company Interest Number 1 certifying that RAHI is, and has been since November 14, 2008, a member and the owner of 100 fully paid and non-assessable interests of RAHI A, LLC, a limited liability company formed under the laws of the State of Delaware ("RAHI A"), executed by the chief executive officer and assistant secretary of RAHI A on November 14, 2008. Along with a Membership Interest Power certifying that RAHI thereby sells, assigns and transfers unto Wells Fargo Bank, N.A., as first priority collateral agent, 100 interests of the limited liability company membership interests of RAHI A, standing in the name of RAHI on the books of RAHI A represented by Certificate No. 1 therewith, executed by James N. Young, CFO of RAHI, on December 30, 2009.
17. Limited Liability Company Interest Number 1 certifying that PATI is, and has been since November 14, 2008, a member and the owner of 100 fully paid and non-assessable interests of PATI A, LLC, a limited liability company formed under the laws of the State of Delaware ("PATI A"), executed by the chief executive officer and assistant secretary of PATI A on November 14, 2008. Along with a Membership Interest Power certifying that PATI thereby sells, assigns and transfers unto Wells Fargo Bank, N.A., as first priority collateral agent, 100 interests of the limited liability company membership interests of PATI A, standing in the name of PATI on the books of PATI A represented by Certificate No. 1 therewith, executed by James N. Young, CFO of PATI, on December 30, 2009.

SCHEDULE X
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY

DEPOSIT ACCOUNTS AND SECURITIES ACCOUNTS

(a) Concentration Accounts

Account Owner	Financial Institution	Account Number	Account Name
Residential Capital, LLC	Bank of America	12354-69131	
Home Connects Lending Services, LLC	Bank of America	1233904474	Home Connects Lending Svcs Concentration
GMAC Residential Holding Company, LLC	Bank of America	990126021	GMAC Residential Hldg Corp Nevada Concentration
Residential Capital, LLC	Wachovia	2000042911388	Residential Capital, LLC Serv Advances Concentration Account for the benefit of Wells Fargo, N.A. as Collateral Control Agent
GMAC Mortgage, LLC	Wachovia	2000042898689	GMAC Mortgage, LLC Concentration Account for the benefit of Wells Fargo, N.A. as Collateral Control Agent
Residential Capital, LLC	Wachovia	2000042898663	Residential Capital, LLC Concentration Account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
Residential Capital, LLC	Wachovia	2000041713626	Residential Capital, LLC IBG Concentration Account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
Residential Funding Company, LLC	Wachovia	2000042898676	Residential Funding Company, LLC Concentration Account for the benefit of Wells Fargo, N.A. as Collateral Control Agent

Account Owner	Financial Institution	Account Number	Account Name
GMAC Mortgage USA Corporation	Deutsche Bank	451530	GMAC Mortgage USA Corporation Concentration
GMAC Mortgage, LLC	Deutsche Bank	00-392446	GMAC CONCENTRATION WIRE
GMAC Mortgage, LLC	Citibank	30609909	GMAC MORTGAGE WIRE CONC

(b) Sales Proceeds Accounts

Account Owner	Financial Institution	Account Number	Account Name
Residential Capital, LLC	Bank of America	1235582255	
Residential Funding Company, LLC ²	Wachovia	2000041713671	Residential Funding Company, LLC
Residential Funding Company, LLC	Wachovia	2000041713451	Residential Funding Company, LLC Sales Proceeds Account for the benefit of Wells Fargo, N.A. as Collateral Control Agent
Residential Mortgage Real Estate Holdings, LLC	Wachovia	2000041713969	Residential Mortgage Real Estate Holdings, LLC Sales Proceeds Account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
Residential Funding Real Estate Holdings, LLC	Wachovia	2000041713972	Residential Funding Real Estate Holdings, LLC Sales Proceeds Account for the benefit of Wells Fargo Bank, N.A. as Collateral

² This is a Servicing Advances Account

Account Owner	Financial Institution	Account Number	Account Name
			Control Agent
Homecomings Financial Real Estate Holdings, LLC	Wachovia	2000041713985	Homecomings Financial Real Estate Holdings, LLC Sales Proceeds Account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent

c) Collection Accounts

Account Owner	Financial Institution	Account Number	Account Name
GMAC Mortgage, LLC	Bank of America	7765600532	GMAC MORTGAGE CORP
GMAC Mortgage, LLC	Bank of America	725377.1	GMACM/GMAC Servicing Rights Collection Acct
Residential Capital, LLC	Bank of America	1235469131	
Residential Funding Company, LLC	Bank of America	725378.1	RFC/GMAC Servicing Rights Collection Acct
GMAC Residential Holding Company, LLC	Bank of America	1235617150	GMAC RESIDENTIAL HOLDING
Residential Capital, LLC	Banc of America Securities, LLC	24901052	

Account Owner	Financial Institution	Account Number	Account Name
GMAC Mortgage, LLC	JP Morgan	0728408567	GMACM MSR Securities and HEQ Residual Account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
GMAC Mortgage, LLC	JP Morgan	0728454823	GMACM Direct Pairoff Account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Passive Asset Transactions, LLC	JP Morgan	0777163338	Passive Asset Transactions, LLC for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Developers of Hidden Springs, LLC	JP Morgan	1106335	Developers of Hidden Springs, LLC account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
Developers of Hidden Springs, LLC	JP Morgan	1106780	Developers of Hidden Springs, LLC account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
DOA Holding Properties, LLC	JP Morgan	765905476	DOA Holding Properties, LLC account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
DOA Holding Properties, LLC	JP Morgan	765905468	DOA Holding Properties, LLC account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
Homecomings Financial, LLC	JP Morgan	1134675	Homecomings Financial, LLC account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
Homecomings Financial, LLC	JP Morgan	5113180	Homecomings Financial, LLC account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent

Account Owner	Financial Institution	Account Number	Account Name
Residential Funding Company, LLC	JP Morgan	1099928	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A. as Collateral Control Agent
Residential Funding Company, LLC	JP Morgan	1103613	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Residential Funding Company, LLC	JP Morgan	5218640	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Residential Funding Company, LLC	JP Morgan	708081617	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Residential Funding Company, LLC	JP Morgan	5750873	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Residential Funding Company, LLC	JP Morgan	5315476	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Residential Funding Company, LLC	JP Morgan	777175639	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
Residential Funding Company, LLC	JP Morgan	5531225	Residential Funding Company, LLC account for the benefit of Wells Fargo Bank, N.A., as Collateral Control Agent
RFC Construction Funding, LLC	JP Morgan	5581966	RFC Construction Funding LLC a Delaware Limited Liability Company
Residential Funding Company, LLC	State Street	004 35 131	Residential Funding Company, LLC Capital Markets Pledged RFC
Residential Funding Company, LLC	State Street	004 351 72	Residential Funding Company, LLC PIA Pledged RFC

Account Owner	Financial Institution	Account Number	Account Name
Residential Funding Company, LLC	State Street	004 351 80	Residential Funding Company, LLC RIF Pledged RFC
RFC Asset Holdings II, LLC	State Street	00435149	RFC ASSETS HOLDINGS II, LLC CAPITAL MARKETS PLEDGED RAHI II
RFC Asset Holdings II, LLC	State Street	00435156	RFC ASSETS HOLDINGS II, LLC-RIF PLEDGED RAHI II
RFC Asset Holdings II, LLC	State Street	00435164	RFAH-PIA PLEDGED RAHI II
Residential Funding Company, LLC	State Street	00076174	RFC Principal Inv. Activities
RFC Asset Holdings II, LLC	State Street	00100453	RFAH Principal Inv. Activities Loans
RFC Asset Holdings II, LLC	State Street	00100446	RFC Asset Holdings II, LLC
Residential Funding Company, LLC	State Street	00100461	GMAC-RFC, LLC Securities
Passive Asset Transactions, LLC	Wachovia	2000041713781	Passive Asset Transactions, LLC
RFC Asset Holdings II, LLC	Wachovia	2000041713956	RFC Asset Holdings II, LLC
Ditech, LLC	Wachovia	200001330105	Ditech, LLC
GMAC Mortgage USA Corporation	Wachovia	2079951058907	GMAC Mortgage USA Corporation

Account Owner	Financial Institution	Account Number	Account Name
Residential Consumer Services, LLC	Wachovia	2000201447570	Residential Consumer Services, LLC
Residential Funding Company, LLC	Wachovia	2000042911870	Residential Funding Company, LLC
Residential Funding Company, LLC	Wachovia	2000014428825	Residential Funding Company, LLC
Residential Funding Company, LLC	Wachovia	2000041714706	Residential Funding Company, LLC
Residential Funding Company, LLC	Wachovia	2000045277621	Residential Funding Company, LLC
GMAC Mortgage, LLC	Wachovia	2000041714353	GMAC Mortgage, LLC
GMAC Mortgage, LLC	Wachovia	2000041713668	GMAC Mortgage, LLC
GMAC Mortgage, LLC	Wachovia	2000042911867	GMAC Mortgage, LLC
GMAC Mortgage, LLC	Wachovia	2079950083067	GMAC Mortgage, LLC
GMAC Mortgage, LLC	Wachovia	2079950061474	GMAC Mortgage, LLC
GMAC Mortgage, LLC	Wachovia	2079950061461	GMAC Mortgage, LLC

Account Owner	Financial Institution	Account Number	Account Name
GMAC Mortgage, LLC	Wachovia	2100012764397	GMAC Mortgage, LLC
GMAC Mortgage, LLC	Wachovia	2000042900616	GMAC Mortgage, LLC
GMAC Mortgage, LLC	Wachovia	2100012536910	GMAC Mortgage, LLC
Residential Funding Mortgage Securities I, Inc.	US Bank	152100013209	Residential Funding Mortgage
RFC Asset Holdings II, LLC	US Bank	153910004800	RFC Asset Holdings 2 LLC
RFC Asset Management, LLC	US Bank	153910011920	RFC Asset Management Inc
RFC SFJV-2002, LLC	US Bank	153910011938	RFC SFJV 2002 LLC
RCSFJV 2004, LLC	US Bank	10479189443	RCSFJV2004 LLC
Homecomings Financial, LLC	US Bank	152100013217	HOMEcomings FINANCIAL NETWORK INC
Residential Funding Company, LLC	US Bank	104756807830	RESIDENTIAL FUNDING COMPANY, LLC
Residential Funding Company, LLC	US Bank	104757811591	RESIDENTIAL FUNDING COMPANY, LLC
Residential Funding Company, LLC	US Bank	152100013191	RESIDENTIAL FUNDING COMPANY, LLC

Account Owner	Financial Institution	Account Number	Account Name
GMAC Mortgage USA Corporation	Deutsche Bank	00451549	GMAC Mortgage USA Corp First Mtge Wires
GMAC Mortgage USA Corporation	Deutsche Bank	00451557	GMAC Mortgage USA Corp 2 nd Mtge Wires
GMAC Mortgage, LLC	Deutsche Bank	00-318756	GMAC MORTGAGE CORPORATION
GMAC Mortgage, LLC	Deutsche Bank	00-330608	GMAC MTG CORP/DITECH WIR
GMAC Mortgage, LLC	Deutsche Bank	00-374678	GMAC MORTGAGE CORPORATION
GMAC Mortgage, LLC	Deutsche Bank	00-389706	GMAC HOME EQUITY FUNDING
GMAC Mortgage, LLC	Deutsche Bank	00-407599	GMAC BTCHEQUE MASTER FUN
GMAC Mortgage, LLC	Deutsche Bank	00-389722	GMAC CONSTRUCTION FUNGIN
GMACR Mortgage Products, LLC	GMAC Bank	2210115628	GMACR Mortgage Products, LLC
GMAC Mortgage, LLC	Citibank	30609933	GMAC WHOLESALE LENDING
Residential Capital, LLC	Citibank	11215175	Residential Capital LLC EUR Operating
Residential Capital, LLC	Citibank.	11215183	Residential Capital LLC GBP Operating

Account Owner	Financial Institution	Account Number	Account Name
Residential Capital, LLC	Citibank	11216643	Residential Capital LLC MXN Operating
Residential Capital, LLC	Citibank	11902075	Residential Capital LLC CAD Operating
Residential Capital, LLC	Citibank	11902083	Residential Capital LLC AUD Operating
Residential Capital, LLC	Evergreen Service Company, LLC	497-1009371602	Residential Capital, LLC
Residential Capital, LLC	Evergreen Service Company, LLC	497-1009371627	Residential Capital, LLC

(d) Securities Accounts

Account Owner	Financial Institution	Account Number	Account Name
Passive Asset Transactions, LLC	JP Morgan	P66230	Passive Asset Transactions, LLC
GMAC Mortgage, LLC	JP Morgan	G54823	GMAC Mortgage, LLC Direct Pair Off Account
GMAC Mortgage, LLC	JP Morgan	G08567	GMAC Mortgage, LLC MSR Securities and HEQ Residual Account
RFC Asset Holdings II, LLC	State Street	BGLG	RFAH PRINCIPAL INV. ACTIVITIES LOAN

Account Owner	Financial Institution	Account Number	Account Name
RFC Asset Holdings II, LLC	State Street	BGLF	RFC ASSET HOLDINGS II, LLC
RFC Asset Holdings II, LLC	State Street	BGLU	CAPITAL MARKETS PLEDGED RAHI II
RFC Asset Holdings II, LLC	State Street	BGLV	RIF PLEDGED RAHI II
RFC Asset Holdings II, LLC	State Street	BGLW	PIA PLEDGED RAHI II
Residential Funding Company, LLC	State Street	BGLM	GMAC-RFC, LLC SECURITIES
Residential Funding Company, LLC	State Street	BGLS	Residential Funding Company, LLC Capital Markets Pledged RFC
Residential Funding Company, LLC	State Street	BGLX	Residential Funding Company, LLC PIA Pledged RFC
Residential Funding Company, LLC	State Street	BGLY	Residential Funding Company, LLC RIF Pledged RFC
Residential Funding Company, LLC	State Street	BGLJ	RFC Principal Inv. Activities

**SCHEDULE XI
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY**

INITIAL COLLATERAL VALUE

- 1) As of April 30, 2008, the carrying value of the U.S. mortgage loans referred to in Section 1(a) of Schedule VI to each of the Security Agreements was \$2,063,000,000.
- 2) As of April 30, 2008, the carrying value of the Canadian mortgage loans referred to on Schedule VI to each of the Security Agreements was \$259,000,000.
- 3) As of April 30, 2008, the carrying value of the government receivables referred to in Section 1(c) of Schedule VI to each of the Security Agreements was \$207,000,000.
- 4) As of April 30, 2008, the carrying value of the servicing advances referred to in Section 2 of Schedule VI to each of the Security Agreements was \$763,000,000.
- 5) As of April 30, 2008, the carrying value of the securities in the Securities Accounts and the securities otherwise included in Section 3 of Schedule VI to each Security Agreement was \$242,000,000.
- 6) As of April 30, 2008, the carrying value of the real property owned by Homecomings Financial Real Estate Holdings, LLC, GMAC Residential Holding Company, LLC, GMAC Residential Holding Company, LLC (the equity interests of which are included in Section 4 of Schedule VI to the Security Agreements) was \$512,000,000.
- 7) As of April 30, 2008, the carrying value of the equity interests of RFC Construction Funding, LLC included in Section 4 of Schedule VI to the Security Agreements was \$971,000,000.
- 8) As of April 30, 2008, the carrying value of the equity interests of Residential Funding Company, LLC, DOA Holding Properties I, LLC and DOA Properties II, LLC included in Section 4 of Schedule VI to each Security Agreement was \$42,000,000.
- 9) As of April 30, 2008, the carrying value of the equity interests of Developers of Hidden Springs, LLC and Hidden Springs Sewer Company, LLC included in Section 4 of Schedule VI to each Security Agreement was \$8,000,000.
- 10) As of April 30, 2008, the carrying value of the equity interests of GMAC Model Home Finance, LLC, KBOne, LLC, LENOne, LLC, GMCMTL, LLC and WPSHOne, LLC included in Section 4 of Schedule VI to the Security Agreements was \$974,000,000.
- 11) As of April 30, 2008, the carrying values of the residential mortgage loans and construction loans securing the Viaduct No. 7 Limited Pledged Note included in Section 5 of Schedule VI to the Security Agreements were \$940,000,000 and \$107,000,000, respectively.
- 12) As of April 30, 2008, the carrying value of the residential mortgage loans and transfer certificates securing the GX CE Funding BV Pledged Note included in Section 5 of Schedule VI to the Security Agreements was \$1,374,000,000.

**SCHEDULE XI
TO AMENDED AND RESTATED THIRD PRIORITY PLEDGE AND SECURITY
AGREEMENT AND IRREVOCABLE PROXY**

NOTICE INFORMATION

Residential Funding Company, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

GMAC Mortgage, LLC
c/o Residential Funding Company, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

Homecomings Financial, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

GMAC-RFC Holding Company, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

GMAC Residential Holding Company, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

Equity Pledgors:

GMAC Model Home Finance I, LLC
One Meridian Crossings, Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC

One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Developers of Hidden Springs, LLC
One Meridian Crossings, Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

DOA Holding Properties, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524

Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Equity Investment IV, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

RFC Construction Funding, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

FABS Grantors:

RFC Asset Holdings II, LLC
One Meridian Crossings

Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Passive Asset Transactions, LLC
1100 Virginia Drive
Fort Washington, PA 19034

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Additional Account Parties:

Residential Funding Real Estate Holdings, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Residential Mortgage Real Estate Holdings, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Homecomings Financial Real Estate Holdings, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour

Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Ameriland, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

REG-PFH, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Home Connects Lending Services, LLC
One Meridian Crossings

Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

GMACR Mortgage Products, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Ditech, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Residential Consumer Services, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

GMAC Mortgage USA Corporation
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour

Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

Residential Funding Mortgage Securities I, Inc.
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

RFC Asset Management, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacreescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacreescap.com
Email: tammy.hamzehpour@gmacreescap.com

RFC SFJV-2002, LLC
One Meridian Crossings

Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacrescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacrescap.com
Email: tammy.hamzehpour@gmacrescap.com

RCSFJV2004, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Jerry Lombardo
Phone: (952) 857-6565
Fax: (866) 501-6585
Email: jerry.lombardo@gmacrescap.com

With Copy to:

Residential Capital, LLC
One Meridian Crossings
Suite 100
Minneapolis, MN 55423
Attn: Tammy Hamzehpour
Phone: (952) 857-6415
Fax: (866) 572-7524
Email: treasurer@gmacrescap.com
Email: tammy.hamzehpour@gmacrescap.com

The Third Priority Collateral Agent:

Wells Fargo Bank, N.A.
Attn: ResCap-GMAC: Michael Pinzon, Vice President
45 Broadway, 14th Floor
New York, NY 10006
Tel: 212-515-5264 Fax: 212-515-1576
Email: michael.d.pinzon@wellsfargo.com

The Collateral Control Agent:

Wells Fargo Bank, N.A.
Attn: ResCap-GMAC: Michael Pinzon, Vice President
45 Broadway, 14th Floor
New York, NY 10006
Tel: 212-515-5264 Fax: 212-515-1576
Email: michael.d.pinzon@wellsfargo.com