

Deal Ref: 491,315

Note Certificate

THIS NOTE HAS NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT") OR THE SECURITIES LAWS OF ANY STATE OR OTHER JURISDICTION, AND ACCORDINGLY MAY NOT BE OFFERED, SOLD, ASSIGNED, PLEDGED OR OTHERWISE TRANSFERRED WITHIN THE UNITED STATES OF AMERICA, OR TO, OR FOR THE ACCOUNT OR BENEFIT OF, U.S. PERSONS, EXCEPT PURSUANT TO REGISTRATION UNDER OR IN A TRANSACTION EXEMPT FROM OR NOT SUBJECT TO THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT.

SERIAL NO.99

Viaduct (No. 7) Limited

*(incorporated with limited liability in England; registered no. 6275077)
(the "SPE")*

£84,234,187.24

Secured Zero Coupon Discount Note due 18-January-2012 (the "**Redemption Date**")

This secured zero coupon discount note (the "Note") is issued by the SPE and is constituted by the Note Issuance Facility Deed (the "**Note Issuance Facility Deed**") dated on or about 2 June 2008 and made between the SPE, the Note Purchaser and the Security Trustee. This Note is issued subject to, and with the benefit of, the attached terms and conditions (the "**Conditions**") set forth in Schedule 7 (*Terms and Conditions of the Note*) to the Note Issuance Facility Deed, which are incorporated by reference herein. Terms used herein have the respective meanings specified in the Conditions.

THIS IS TO CERTIFY that **Residential Capital, LLC** is the registered holder (the "**Noteholder**") of this Note, the face value of which is £84,234,187.24 (eighty-four million two hundred thirty-four thousand one hundred eighty-seven and 24 / 100 GBP) (the "**Face Value**").

For value received, the SPE, subject to and in accordance with the Conditions, promises to pay to the registered holder of this Note on the Redemption Date the Face Value in the manner specified in the Conditions.

This Note is in registered form and is not transferable in part.

AS WITNESS the signature of a duly authorised attorney of GMAC-RFC on behalf of the SPE.

GMAC-RFC Limited

By: _____

Authorized Attorney


In the presence of _____

ISSUED as 19-December-2011



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