

Debtors.

(Jointly Administered)



address via First Class mail upon the parties on the service list attached hereto as Exhibit C:

3. Amended Notice of Successful Bidders at the Auctions and Sales of (A) the Platform Assets to Ocwen Loan Servicing, LLC and (B) the Whole Loan Assets to Berkshire Hathaway Inc. and Notice of Filing (A) Ocwen APA and (B) Amended and Restated BH Legacy APA, dated November 3, 2012, attached hereto as Exhibit D

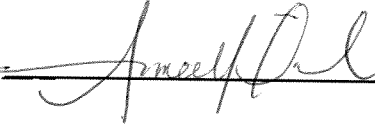
Dated: November 9, 2012


Stephanie Delgado

State of California

County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 9th of November, 2012, by Stephanie Delgado, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: 

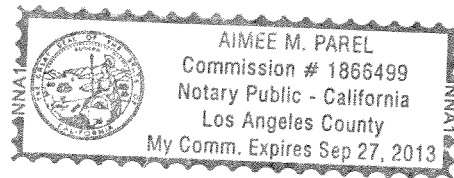


EXHIBIT A

NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	ZIP
Aaron I Katsman PC		70 E Sunrise Hwy Ste 608		Valley Stream	NY	11581-1233
Andrew Windham and Karey Windham vs US Bank NA As	Trustee for RASC 2005AHL3	805 Peachtree St NE Unit 613		Atlanta	GA	30308-6018
Belmont LLC	c o Beazer Homes Corp	1000 Abernathy Rd NE Ste 260		Atlanta	GA	30328-5648
Bonnabeau Salyers Sites Doe and Andresen LLC		310 Clifton Ave		Minneapolis	MN	55403-3218
Cameron and Emily Miles v GMAC Mortgage LLC Mortgage	Electronic Registration Systems Inc and XYZ Corp	1430 Willamette St		Eugene	OR	97401-4049
Chicago Title Company		5650 Sunrise Blvd Ste 200		Citrus Hts	CA	95610-7631
CIT Group		13801 Wireless Way		Oklahoma City	OK	73134-2500
Cooper Appraisals Inc		11032 River Plantation Dr		Austin	TX	78747-1486
Energy REO		7351 Kirkwood Ln N Ste 130		Maple Grove	MN	55369-5219
Fnma Vs Janice M Russell		1453 Gray St		Lakewood	CO	80214-2131
Frances Oels		222 Route 72		Vincentown	NJ	08088-9632
General Mortgage Finance Corp		5775 Wayzata Blvd Ste 700		St Louis Park	MN	55416-1233
Genpact International		42 Old Ridgebury Rd No 1		Danbury	CT	06810-5129
GMAC Mortgage LLC v Fredia Padilla		711 W 6th St		Pittsbrug	KS	66762-3603
Hays County	Assessor-Collector	4440 S Old Stagecoach Rd		San Marcos	TX	78666-5396
Identity Theft 911		7580 N Dobson Rd Ste 201		Scottsdale	AZ	85256-2702
Jeson Enerprises Inc		504 NE 5th Ave		Camas	WA	98607-2005
Jim Garcines VS Wells Fargo Bank National	Association A Business Entity Wachovia	148 Maple St Ste H		Auburn	CA	95603-5041
Katsman Law		70 E Sunrise Hwy Ste 608		Valley Stream	NY	11581-1233
Leonard Taylor Appraisals Inc		150 James Way		Advance	NC	27006-8516
Logisolve LLC		600 Inwood Ave N Ste 275		Saint Paul	MN	55128-1650
Magenic Technologies Inc		1600 Utica Ave S Ste 800		Minneapolis	MN	55416-3688
Omega Credit Trust LLC		2630 SW 28th St Ste 61		Coconut Grove	FL	33133-3872
Prodigus Opportunity Fund, LLC		402 Macy Dr		Roswell	GA	30076-6353
Redseal Systems Inc		3965 Freedom Cir No 800		Santa Clara	CA	95054-1206
Robert Sweeting Vs Jason Kishaba Sandra Jaquez	Peter Sauceracker International Mortgage Inc	Caitlin Chen Fremont et al	7071 Warner Ave No F81	Huntingtn Bch	CA	92647-5495
Shane M Haffey On Behalf of Himself and AS A	Relator Qui Tam Behalf of Fayette County	Clerk vs Gentry Mechanical et al	PO Box 1181	Isle of Palms	SC	29451-1181
The StoneHill Group Inc		1117 Perimeter Ctr W Ste E212		Atlanta	GA	30338-5417
William and Frances Gregoire Vs Sandy	Broughton Assistant Secretary For Mers and	2429 N Palo Hacha Dr		Tucson	AZ	85745-1098

EXHIBIT B

NAME	NOTICE NAME	ADDRESS	CITY	STATE	ZIP
LPL Financial Corporation	Martha Strahan	4828 Parkway Plaza Blvd	Charlottee	NC	28217-1957

EXHIBIT C

NAME	ADDRESS	CITY	STATE	ZIP
FNMA Vs Janice M Russell	1453 Gray St	Lakewood	CO	80214-2131
Frances Oels	222 Route 72	Vincentown	NJ	08088-9632
General Mortgage Finance Corp	5775 wayzata Blvd Ste 700	St Louis Park	MN	55416-1233
Omega Credit Trust LLC	2630 SW 28th St Ste 61	Coconut Grove	FL	33133-3872
Prodigus Opportunity Fund, LLC	402 Macy Dr	Roswell	GA	30076-6353
Redseal Systems Inc	3965 Freedom Cir No 800	Santa Clara	CA	95054-1206

EXHIBIT D

MORRISON & FOERSTER LLP
1290 Avenue of the Americas
New York, New York 10104
Telephone: (212) 468-8000
Facsimile: (212) 468-7900

Gary S. Lee
Todd M. Goren
Alexandra Steinberg Barrage
Jennifer L. Marines

*Counsel for the Debtors and
Debtors in Possession*

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

_____)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
_____)	

**AMENDED NOTICE OF SUCCESSFUL BIDDERS AT THE
AUCTIONS AND SALES OF (A) THE PLATFORM ASSETS TO
OCWEN LOAN SERVICING, LLC AND
(B) THE WHOLE LOAN ASSETS TO BERKSHIRE HATHAWAY INC. AND
NOTICE OF FILING
(A) OCWEN APA AND (B) AMENDED AND RESTATED BH LEGACY APA**

PLEASE TAKE NOTICE that on May 14, 2012, debtors and debtors in possession in the above-captioned cases (collectively, the "Debtors")¹ filed a motion (the "Sale Motion")² to,

¹ The names of the Debtors in these cases and their respective tax identification numbers are identified on Exhibit 1 to the *Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC, In Support of the Debtors' "First Day" Pleadings* [Docket No. 6]. Creditors and parties-in-interest with questions or concerns regarding the Debtors' Chapter 11 cases or the relief set forth in this Notice may refer to <http://www.kccllc.net/rescap> for additional information.

² *Debtors' Motion Pursuant to 11 U.S.C. §§ 105, 363(b), (f), and (m), 365 and 1123, and Fed R. Bankr. P. 2002, 6004, 6006, and 9014 for Orders: (I)(A) Authorizing and Approving Sale Procedures, Including Break-Up Fee and Expenses Reimbursement; (II) Scheduling Bid Deadline and Sale Hearing; (III) Approving Form and Manner of Notice Thereof; and (IV) Granting Related Relief and (B)(I) Authorizing the Sale of Certain Assets Free and Clear of Liens, Claims, Encumbrances, and Other Interests; (II) Authorizing and Approving Asset Purchase Agreements Thereto; (III) Approving the Assumption and Assignment of Certain Executory Contracts and*

among other things, (i) authorize and approve certain procedures for the submission and acceptance of any competing bids (the "Sale Procedures"); (ii) scheduling a bid deadline, auctions and a sale hearing (the "Sale Hearing") to approve asset sales by certain of the Debtors of: (a) the Purchased Assets (as such term is defined in the Asset Purchase Agreement by and between Nationstar Mortgage LLC (the "Platform Assets") and certain of the Debtors (the "Nationstar APA") and (b) the Purchased Assets (as such term is defined in the Asset Purchase Agreement by and between Berkshire Hathaway Inc. (the "Whole Loan Assets") and certain of the Debtors (the "BH Legacy APA," together with the Nationstar APA, the "APAs"), free and clear of all liens, claims, encumbrances, and other interests, and subject to higher or better offers (the "Sale Transactions" or the "Sales") subject to the submission of higher or better offers in auction processes (the "Auctions"); (iii) approving the Break-Up Fees; (iv) approving forms of notice; and (v) granting related relief.

PLEASE TAKE FURTHER NOTICE that on June 28, 2012 the court entered its *Order Under 11 U.S.C. §§ 105, 363(b) and 365 (I) Authorizing and Approving Sale Procedures, Including Payment of Break-Up Fees; (II) Scheduling Bid Deadline, Auction (If Necessary) and Sale Hearing; (III) Establishing Assumption and Assignment Procedures, Including Procedures for Fixing Cure Amounts; and (IV) Establishing Notice Procedures and Approving Forms of Notice* (the "Sale Procedures Order") (Docket No. 538) approving the Sale Procedures. On June 29, 2012, the Debtors filed their *Notice of Public Auction and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates* (the "Auction and Sale Hearing Notice") (Docket No. 539) scheduling the Auctions to begin on October 23, 2012 at 10:00 a.m. (ET) and the Sale Hearing for November 5, 2012 at 10:00 a.m. (ET).

PLEASE TAKE FURTHER NOTICE that on September 14, 2012, the Debtors filed their *Amended Notice of Public Auction and Sale Hearing to Sell Certain of Debtors' Assets Pursuant to Asset Purchase Agreements with Nationstar Mortgage LLC and Berkshire Hathaway Inc. and Related Relief and Dates* (the "Amended Auctions and Sale Hearing Notice") (Docket No. 1446), revising the date of the Sale Hearing to **November 19, 2012, at 10:00 a.m. (ET)** before the Honorable Martin Glenn, United States Bankruptcy Judge, in Courtroom 501 of the United States Bankruptcy Court for the Southern District of New York, One Bowling Green, New York, New York 10004-1408, to consider the Debtors' selection of the highest or otherwise best bids and the approval of the Sales.

PLEASE TAKE FURTHER NOTICE that after the Auctions, on October 25, 2012, the Debtors filed their *Notice of Successful Bidders at the Auctions and Sales of (A) The Platform Assets to Ocwen Loan Servicing, LLC and (B) The Whole Loan Assets to Berkshire Hathaway Inc.* (the "Prior Winning Bidder Notice") (Docket No. 1960).

Unexpired Leases Related Thereto; and (IV) Granting Related Relief [Docket No. 61]. Capitalized terms used but not otherwise defined herein shall have the meaning ascribed to such terms in the Sale Motion.

THE PLATFORM AUCTION

PLEASE TAKE FURTHER NOTICE that, pursuant to the Sale Procedures Order, on October 23, 2012, the Debtors conducted the Auction for the Platform Assets (the "Platform Auction").

PLEASE TAKE FURTHER NOTICE that at the conclusion of the Platform Auction, the Debtors and their legal and financial advisors, in consultation with the Official Committee of Unsecured Creditors, through their legal and financial advisors, determined that Ocwen Loan Servicing, LLC ("Ocwen") offered the highest and best bid for the purchase of the Platform Assets and, accordingly, named Ocwen as the successful bidder (the "Successful Platform Bidder"), subject to execution of the necessary sale documents.

PLEASE TAKE FURTHER NOTICE that Nationstar Mortgage LLC has been selected as the Next-Highest Bidder for the Platform Assets, subject to the terms and conditions of the Sale Procedures and the Nationstar APA.

PLEASE TAKE FURTHER NOTICE that on November 2, 2012, the Debtors' Board of Directors approved the "Ocwen APA", which is attached hereto as Exhibit 1. A redline comparison of the Ocwen APA and the Amended and Restated Nationstar APA is attached hereto as Exhibit 2.

PLEASE TAKE FURTHER NOTICE that at the Sale Hearing, the Debtors will seek Court approval of the Ocwen APA and the Successful Platform Bidder.

THE WHOLE LOAN AUCTION

PLEASE TAKE FURTHER NOTICE that, pursuant to the Sale Procedures Order, on October 25, 2012, the Debtors conducted the Auction for the Whole Loan Assets (the "Whole Loan Auction").

PLEASE TAKE FURTHER NOTICE that at the conclusion of the Whole Loan Auction, the Debtors, and their legal and financial advisors, in consultation with the Official Committee of Unsecured Creditors, through their legal and financial advisors, determined that Berkshire Hathaway Inc. ("Berkshire Hathaway") offered the highest and best bid for the purchase of the Whole Loan Assets and, accordingly, named Berkshire Hathaway as the successful bidder (the "Successful Whole Loan Bidder"), subject to execution of the necessary sale documents.

PLEASE TAKE FURTHER NOTICE that a consortium of bidders comprised of DLJ Mortgage Capital, Inc. ("DLJ"), Roosevelt Mortgage Acquisition Company ("RMAC"), Roosevelt Depositor, LLC ("Roosevelt Depositor"), Bayview Acquisitions, LLC ("Bayview") and Selene Finance LP ("Selene"), and together with DLJ, RMAC, Roosevelt Depositor and Bayview, the "DLJ Consortium") has been selected as the Next-Highest Bidder for the Whole Loan Assets, subject to the terms and conditions of the Sale Procedures and the "DLJ Consortium APA", a copy of which is attached hereto as Exhibit 3.

PLEASE TAKE FURTHER NOTICE that on November 2, 2012, the Debtors' Board of Directors approved the "Amended and Restated BH Legacy APA", which is attached hereto as Exhibit 4. A redline comparison of the Amended and Restated BH Legacy APA and the BH APA is attached hereto as Exhibit 5.

PLEASE TAKE FURTHER NOTICE that at the Sale Hearing the Debtors will seek Court approval of the Amended and Restated BH Legacy APA and the Successful Whole Loan Bidder.

PLEASE TAKE FURTHER NOTICE this notice is subject to the full terms and conditions of the Sale Motion, the Sale Procedures, and the Sale Procedures Order, and the Debtors encourage any interested parties to review such documents in their entirety. To the extent that this notice is inconsistent with the Sale Procedures Order, the terms of the Sale Procedures Order shall govern.

Dated: November 3, 2012
New York, New York

/s/ Gary S. Lee

Gary S. Lee

Todd M. Goren

Alexandra Steinberg Barrage

Jennifer L. Marines

MORRISON & FOERSTER LLP

1290 Avenue of the Americas

New York, New York 10104

Telephone: (212) 468-8000

Facsimile: (212) 468-7900

*Counsel for the Debtors and
Debtors in Possession*

The exhibits to this notice can be viewed and obtained on the Court's internet website at www.nysb.uscourts.gov and on the independent website maintained by the Debtors, <http://www.kccllc.net/rescap>. A login and password to the Court's Public Access to Electronic Court Records ("PACER") are required to access www.nysb.uscourts.gov and can be obtained through the PACER Service Center at www.pacer.psc.uscourts.gov.