

88(2)

Return of Allotment of Shares

*Please complete in typescript, or
in bold black capitals.*

CHFP021

Company Number

3471082

Company name in full

GMAC-RFC Holdings Limited

Shares allotted (including bonus shares):

Date or period during which
shares were allotted
(If shares were allotted on one date
enter that date in the "from" box)

From			To		
Day	Month	Year	Day	Month	Year
2	7	1 1	2	0	0 6

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Class of shares
(ordinary or preference etc)

Ordinary

Number allotted

50,117,940

Nominal value of each share

£1.00

**Amount (if any) paid or due on each
share (including any share premium)**

£50,117,940

List the names and addresses of the allottees and the number of shares allotted to each overleaf

If the allotted shares are fully or partly paid up otherwise than in cash please state:

% that each share is to be
treated as paid up

N/A

**Consideration for which
the shares were allotted**

*(This information must be supported by
the duly stamped contract or by the duly
stamped particulars on Form 88(3) if the
contract is not in writing)*

N/A

**When you have completed and signed the form send it to
the Registrar of Companies at:**

Companies House, Crown Way, Cardiff CF14 3UZ
For companies registered in England and Wales

DX 33050 Cardiff

Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
For companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

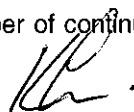


Names and addresses of the allottees (List joint share allotments consecutively)

Shareholder details	Shares and share class allotted	
Name Residential Funding Company, LLC Address 8400 Normandale Lake Boulevard, Minneapolis Minnesota 55437 USA UK Postcode L L L L L L L	Class of shares allotted Ordinary	Number allotted 50,117,940
Name Address UK Postcode L L L L L L L	Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L	Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L	Class of shares allotted 	Number allotted
Name Address UK Postcode L L L L L L L	Class of shares allotted 	Number allotted

Please enter the number of continuation sheets (if any) attached to this form

Signed



Date 27/11/2006

A director / secretary / administrator / administrative receiver / receiver manager / receiver

Please delete as appropriate

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record.

Karen Edmonds, GMAC-RFC Ltd, Eastern Gate, Brants Bridge, Bracknell, Berkshire RG12 9BZ

Tel 01344 783090

DX number 122530

DX exchange Bracknell (2)