

TO: Joe COMPANY:

GMAC Mortgage

December 1, 2009

Note: Please ensure the closing Agent is provided with a copy of this letter.

████████████████████
 ████████████████████
 SAN RAMON, CA 94582-5643

Re: Account Number: ██████████

████████████████████
 ████████████████████
 SAN RAMON, CA 94582

Dear: ██████████

This letter will confirm our acceptance of the short payoff on the above referenced property. We agree to accept the proceeds generated by the \$650,000.00 "as is condition" purchase as full and final satisfaction on the first mortgage indebtedness on the above referenced property. This agreement is subject to the following:

- * Net proceeds to be no less than \$575,297.62
- * Any reduction in the approved closing costs must be added to the net proceeds.
- * SELLER TO NET ZERO.
- * The following closing costs have been approved and should not exceed the given amount:

Taxes	\$4,420.95
Closing Costs	\$1,593.00
Commissions at 6%	\$39,000.00
2nd lien with HSBC	\$15,000.00
3rd lien with Ponderosa Homes	\$15,000.00
Credit	(\$311.57)

* PROCEEDS IN CERTIFIED FUNDS MUST BE EXPRESSED MAILED TO:

GMAC Mortgage, LLC
 Attn: Loss Mitigation/Michael Hayward
 3451 Hammond Avenue
 Waterloo, IA 50702

Please include the original executed Settlement Statement (HUD-1) along with the check.
 If you choose to pay via wire transfer, all funds must be wired to:

JP Morgan Chase Bank, NA
 Mail Code KYI - 7102
 6708 Grade Lane
 Louisville, KY 40213
 Building 7, Suite 709

ABA Routing: ██████████
 Account ██████████
 Beneficiary: rescap

Wire transfer must:

- * Be identified by a loan number
- * Be identified by the mortgagor's name.
- * Include the payment amount plus an additional \$5 wire fee.
- * Be accompanied by a fax to the Payment processing department at 1.866.340.7535 listing multiple account numbers if multiple accounts are being paid with the wire.

* HUD-1 Settlement Statement MUST be faxed 48 hours before closing for approval. Please fax to 866-709-4744.

TO: Joe COMPANY:

- * We will prepare a release of lien and send to the title company for recording.
- * Escrow to close on or before December 31, 2009.
- * All escrow surplus and credits MUST be added to the net proceeds.
- * The HUD 1 Settlement statement must be signed by buyers, sellers and settlement agent.

*** A Copy of proceed check or bank wire, HUD1 Settlement Statement, this short sale letter, and any applicable promissory notes must be FAXED to our office at (866)487-9023 within 24 hours of closing. Any delay in the receipt of the documents will result in \$100 fee per day along with the per diem interest of \$0.00 each day and any extension of the closing date, will require prior approval.**

If any of the above demands are not met the Net Proceeds will not be accepted and the satisfaction will be delayed at your expense.

The release of the lien will be sent to the name and address of the title company you have provided and that will conduct the closing of the sale of the property. Please note that the release of the lien will not be sent out until the above proceeds are received. It will then be their responsibility to ensure proper recording of the release of the lien.

A "Short" or "Negotiated" Payoff of your mortgage loan may have tax consequences. To determine if, or to what extent, you have any tax liability, you are encouraged to contact a tax professional.

If you have any questions feel free to contact us directly BETWEEN THE HOURS OF 9 A.M. AND 6 P.M. (EST) at 1-800-850-4622 or by fax at .

Sincerely,

Loss Mitigation Department

Notice – The law requires that we advise you that this is an attempt to collect on a debt and any information we obtain will be used for that purpose only.

Furthermore, if you have either filed for bankruptcy or been discharged of your personal liability for repayment of this debt in a bankruptcy proceeding, this letter is being provided to you for informational purposes only, and any rights that we may choose to pursue will be exercised only against the collateral for the loan and not against you personally.