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*Counsel for the ResCap Liquidating Trust*

**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   |
|   | ) |                        |

**EIGHTH POST-CONFIRMATION STATUS  
REPORT OF THE RESCAP LIQUIDATING TRUST**

The ResCap Liquidating Trust (the “**Liquidating Trust**”), as successor in interest to the debtors (collectively, the “**Debtors**”) in the above-captioned cases (the “**Chapter 11 Cases**”), hereby submits this post-confirmation status report for the quarterly period ending on June 30, 2016 (the “**Reporting Period**”), and respectfully represents as follows:

**STATUS REPORT**

1. On December 11, 2013, the Court entered the *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* (the “**Confirmation Order**”) [Docket No. 6065] approving the terms of the Chapter 11 plan, as amended (the “**Plan**”), filed in these Chapter 11 Cases [Docket No. 6065-1].<sup>1</sup>

2. On December 17, 2013, the Effective Date of the Plan occurred (the “**Effective Date**”), and the Liquidating Trust was established [Docket No. 6137]. Pursuant to the Plan, the Liquidating Trust was established to wind down the affairs of the Debtors. *See* Plan, Art. VI.

<sup>1</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.



3. On August 13, 2014, the Liquidating Trust filed an application for entry of a post-confirmation order (the “**Post-Confirmation Order**”) [Docket No. 7385]. On August 26, 2014, the Court entered an amended Post-Confirmation Order [Docket No. 7431]. Pursuant to the Post-Confirmation Order, the Liquidating Trust is required to file quarterly and annual status reports detailing the actions taken by the Liquidating Trust and the progress made toward the consummation of the Plan.

4. Attached hereto as **Exhibit A** is a copy of the Liquidating Trust’s consolidated financial statements and letter to beneficiaries (collectively, the “**Financial Statements**”) detailing the Liquidating Trust’s activity during the Reporting Period. The Financial Statements have been posted to the Liquidating Trust’s website at <http://rescapliquidatingtrust.com>.

**NOTICE**

5. Notice of this Status Report has been provided to the parties identified on the Special Service List and General Service List, as those terms are defined in the Notice, Case Management, and Administrative Procedures approved by the Court [Docket No. 141], including the Office of the U.S. Trustee for the Southern District of New York.

Dated: August 18, 2016  
New York, New York

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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*Counsel for the ResCap Liquidating Trust*

**Exhibit A**

## **ResCap Liquidating Trust**

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# **ResCap Liquidating Trust**

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**Consolidated Financial Statements  
as of and for the Period Ended June 30, 2016  
(Unaudited)**

## ResCap Liquidating Trust

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## ResCap Liquidating Trust

### Consolidating Statement of Net Assets in Liquidation

(Unaudited)

In thousands (except per unit)

|                                   | June 30, 2016                  |                              |               |  | December 31, 2015                           |
|-----------------------------------|--------------------------------|------------------------------|---------------|--|---|
|                                   | ResCap<br>Liquidating<br>Trust | Cap Re of<br>Vermont,<br>LLC | International | Consolidated<br>ResCap<br>Liquidating<br>Trust | Consolidated<br>ResCap<br>Liquidating Trust |
| <b>Assets:</b>                    |                                |                              |               |  |   |
| Cash and cash equivalents         | \$ 185,809                     | \$ 2,754                     | \$ 2,169      | \$ 190,732                                     | \$ 95,618                                   |
| Restricted cash                   | 107,672                        | 48,328                       | -             | 156,000  | 187,311                                     |
| Mortgage assets                   | 195,391                        | -                            | -             | 195,391  | 211,143                                     |
| Other receivables                 | 20,177                         | 5,085                        | 65            | 25,327   | 17,630                                      |
| Other assets                      | 1,423                          | 20                           | 7             | 1,450  | 774   |
| Total assets                      | 510,472                        | 56,187                       | 2,241         | 568,900  | 512,476                                     |
| <b>Liabilities:</b>               |                                |                              |               |  |   |
| Claims and settlements            | 8,796                          | 18,447                       | 894           | 28,137   | 63,529                                      |
| DOJ/AG consent settlement         | 26,489                         | -                            | -             | 26,489   | 35,485                                      |
| Estimated costs to operate Trust  | 204,950                        | 730                          | 533           | 206,213  | 205,451                                     |
| Liability for undistributed funds | 78,876                         | -                            | -             | 78,876   | 78,876                                      |
| Total liabilities                 | 319,111                        | 19,177                       | 1,427         | 339,715  | 383,341                                     |
| <b>Net Assets in Liquidation</b>  | <b>\$ 191,361</b>              | <b>\$ 37,010</b>             | <b>\$ 814</b> | <b>\$ 229,185</b>                              | <b>\$ 129,135</b>                           |
| Total units in the Trust          |                                |                              |               | 100,000,000                                    | 100,000,000                                 |
| Net assets per authorized unit    |                                |                              |               | \$ 2.29  | \$ 1.29                                     |

The Notes to Consolidated Financial Statements are an integral part of these statements.

## ResCap Liquidating Trust

### Consolidated Statement of Cash Receipts and Disbursements

(Unaudited)

In thousands

|  | Quarter ended<br>June 30, 2016 | Year-to-date<br>ended<br>June 30, 2016 | Effective Date<br>through<br>June 30, 2016 |
|--|--------------------------------|--|--|
| <b>Receipts</b>                                      |                                |  |  |
| Receipts on mortgage assets                          | \$ 9,434                       | \$ 18,459                              | \$ 412,955                                 |
| Litigation/claim recoveries                          | 104,192                        | 117,090                                | 177,437                                    |
| Other receipts                                       | 3,688                          | 9,407                                  | 87,650                                     |
| Plan settlements                                     | -                              | -                                      | 2,100,000                                  |
| Total receipts                                       | 117,314                        | 144,956                                | 2,778,042                                  |
| <b>Disbursements</b>                                 |                                |  |  |
| Claims and settlements                               | (6,591)                        | (8,582)                                | (1,625,030)                                |
| DOJ/AG consent settlement                            | (4,273)                        | (9,660)                                | (65,712)                                   |
| Costs to operate the Trust                           | (42,336)                       | (62,911)                               | (266,924)                                  |
| Declared distribution                                | -                              | -                                      | (2,230,000)                                |
| Change in undistributed funds                        | -                              | -                                      | 78,876                                     |
| Total disbursements                                  | (53,200)                       | (81,153)                               | (4,108,790)                                |
| <b>Net cash flow</b>                                 | 64,114                         | 63,803                                 | (1,330,748)                                |
| <b>Cash and restricted cash, beginning of period</b> | 282,618                        | 282,929                                | 1,677,480                                  |
| <b>Cash and restricted cash, June 30, 2016</b>       | <u>\$ 346,732</u>              | <u>\$ 346,732</u>                      | <u>\$ 346,732</u>                          |

The Notes to Consolidated Financial Statements are an integral part of these statements.

## ResCap Liquidating Trust

### Consolidated Statement of Changes in Net Assets in Liquidation

(Unaudited)

In thousands (except per unit)

|   | Quarter<br>ended<br>June 30, 2016 | Year-to-date<br>ended<br>June 30, 2016 | Effective Date<br>through<br>June 30, 2016 |
|---|-----------------------------------|--|--|
| <b>Net cash flow</b>                                  | \$ 64,114                         | \$ 63,803                              | \$ (1,330,748)                             |
| Other non-cash changes:                               |                                   |  |  |
| Increase (decrease) in asset value assumptions        | 18,005                            | 14,596                                 | (60,121)                                   |
| Increase in costs to operate the Trust                | (57,644)                          | (62,980)                               | (268,693)                                  |
| Decrease (increase) in DOJ/AG consent settlement      | 575                               | (664)                                  | (14,722)                                   |
| Basis of assets/liabilities liquidated/resolved       | 69,420                            | 85,295                                 | (533,256)                                  |
| Increase in distributions held for Beneficiaries      | -                                 | -                                      | (78,876)                                   |
| <b>Total non-cash changes</b>                         | <b>30,356</b>                     | <b>36,247</b>                          | <b>(955,668)</b>                           |
| <b>Total Increase (decrease) in net assets</b>        | <b>94,470</b>                     | <b>100,050</b>                         | <b>(2,286,416)</b>                         |
| <b>Net assets in liquidation, beginning of period</b> | <b>134,715</b>                    | <b>129,135</b>                         | <b>2,515,601</b>                           |
| <b>Net assets in liquidation, June 30, 2016</b>       | <b>\$ 229,185</b>                 | <b>\$ 229,185</b>                      | <b>\$ 229,185</b>                          |
| <b>Per unit information:</b>                          |                                   |  |  |
|   | <b>\$ per Unit</b>                | <b>\$ per Unit</b>                     | <b>\$ per Unit</b>                         |
| <b>Net assets per unit, beginning of period</b>       | \$ 1.35                           | \$ 1.29                                | \$ 25.16                                   |
| Increase (decrease) in net assets per unit            | 0.94                              | 1.00                                   | (0.57)                                     |
| Declared distribution per unit                        | -                                 | -                                      | (22.30)                                    |
| <b>Net asset per unit, June 30, 2016</b>              | <b>\$ 2.29</b>                    | <b>\$ 2.29</b>                         | <b>\$ 2.29</b>                             |

The Notes to Consolidated Financial Statements are an integral part of these statements.



## ResCap Liquidating Trust

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### NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

#### 1. Description of Business and Basis of Presentation

The ResCap Liquidating Trust ("Trust") was formed in connection with the Plan of Reorganization under chapter 11 of the United States Bankruptcy Code ("Plan") in the bankruptcy case of Residential Capital, LLC ("ResCap") and 50 of its direct and indirect subsidiaries (collectively, the "Debtors"). The Plan was confirmed by the bankruptcy court on December 11, 2013 and became effective on December 17, 2013 ("Effective Date").

Under the terms of the Plan and Liquidating Trust Agreement, units of beneficial interest ("Units") were issued by the Trust to holders of allowed general unsecured claims ("Allowed Claims") against the Debtors, other than holders of general unsecured claims in classes for which the Plan prescribes payments of cash. The Units entitle their holders ("Beneficiaries") to receive a proportionate amount of cash distributions made by the Trust. The Units are issued only in book-entry form in accordance with the procedures of the Depository Trust Company. Certain holders of Allowed Claims are still in the process of providing information needed to be issued their Units.

The Liquidating Trust Agreement allows for additional distributable cash distributions ("Declared Distributions") after the initial distribution to occur no less frequently than semi-annually; however the Trust is not required to make a semi-annual distribution if aggregate distributable cash at the time is such as would make the distribution impracticable, as determined by the Liquidating Trust Board ("Board").

The Disputed Claims Reserve ("DCR") was established to hold Units, and cash and other assets for the benefit of holders of general unsecured claims that become Allowed Claims after the Effective Date, unless such claims are satisfied in cash in accordance with the Plan. The Trust makes distributions of Units and cash from the DCR to holders of disputed claims that become Allowed Claims at intervals determined by the Board.

The Consolidated Financial Statements (the "Consolidated Financial Statements") have not been prepared in accordance with generally accepted accounting principles; rather they have been prepared using a liquidation basis of accounting, which the Trust considers an appropriate basis of accounting at this time. The assets are stated at their estimated net realizable value, which is the amount of cash into which an asset is expected to be converted during the liquidation period. Assets are also established for future income expected to be earned by the Trust. Mortgage assets are valued based on projected expected recoveries for each asset type, and include mortgage loans, servicer advances, interest income, real estate owned, and trading securities. Costs to dispose of assets are also projected and are netted in mortgage assets. The Trust also accrues costs that it expects to incur through the end of its liquidation. The estimated future legal costs represent current estimates through calendar year 2017, and actual future costs could vary significantly depending upon a wide variety of factors due to the uncertainties inherent in complex litigation. On a periodic basis, the Trust evaluates such estimates to take into consideration the overall status of the litigation and any material changes in circumstances or factors affecting the litigation, including but not limited to updated scheduling of the cases, discovery, settlements, and other factors that may affect such

## ResCap Liquidating Trust

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estimates. The Trust will record and value affirmative settlements or judgments when realized and collectability is reasonably anticipated. The Trust does not accrue contingent costs.

The Consolidated Financial Statements include the accounts of the Trust and its majority-owned subsidiaries after eliminating all significant intercompany balances and transactions. The Consolidating Statement of Net Assets in Liquidation combines assets held in bailment and non-material subsidiaries into the Trust entity. Other wholly-owned subsidiaries include Cap Re of Vermont, LLC, ("Cap Re"), a captive reinsurance company, and RFC Foreign Equity Holding Co ("International"), which holds all international businesses, and has adopted a Plan of Liquidation. Intercompany balances between entities are excluded, consisting of a Trust receivable from Cap Re of \$18.6 million.

The Consolidated Financial Statements as of and for the period ended June 30, 2016, are unaudited and reflect all adjustments that are, in management's opinion, necessary for the fair presentation of the results for the periods presented.

### **Significant Accounting Policies**

#### Cash and Cash Equivalents, and Restricted Cash

Cash and cash equivalents include cash on hand and short term, liquid investment securities with a maturity of three months or less when purchased. Restricted cash consists of cash that is restricted for specific purposes and is not generally available to the Trust.

#### Mortgage Assets

Mortgage assets include mortgage loans, servicer advances, interest income, real estate owned, trading securities, and costs to sell assets.

##### Mortgage Loans

Government-insured mortgage loans were either originally acquired by the Debtors from off-balance sheet securitizations guaranteed by the Government National Mortgage Association ("GNMA") or were originated by the Debtors for sale to GNMA, but were ineligible for sale due to insufficient documentation in the loan file. As a result of borrower default or contractual delinquency triggers, they ultimately may become claims for reimbursement from the Federal Housing Association ("FHA") or Veterans Administration ("VA") for eligible mortgage loan principal and interest. All government-insured mortgage loans are shown as mortgage loans on the Consolidated Statement of Net Assets in Liquidation, regardless of their status in the claims process.

Non-insured mortgage loans consist primarily of mortgage loans removed from Federal National Mortgage Association and Federal Home Loan Mortgage Association securitizations or loans excluded from asset sales and certain additional borrower advances on home equity line of credit loans excluded from securitizations when a rapid amortization event occurred. Certain of these loans are significantly delinquent or are otherwise in distress.

The value of mortgage loans is determined by modeling the net present value of the cash flows expected to be received over the life of the loan, based on asset resolution strategies. The delinquency, non-accrual or foreclosure status of the loans, including timing of the

## ResCap Liquidating Trust

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insurance reimbursement process and the reimbursement policies of the government agencies, all contribute to the carrying value.

### Servicer Advances

The Trust is required, from time to time, to make certain servicer advances on loans that it owns or on loans where it retains the servicing rights. These servicer advances are for property taxes and insurance premiums ("Escrow") and for default and property maintenance payments ("Corporate"). Servicer Advances are modeled based on the net present value of the expected recovery of the advance either through borrower repayment, collection from government agencies on insured loans or sale to a third party.

### Interest Receivables

Interest Receivables generally arise from interest payments on mortgage loans. All future estimated interest income is capitalized and is valued based on the asset management strategies and net present value of the modeled cash flows of the underlying assets.

### Real Estate Owned

Real estate owned from loan foreclosures ("REO") are classified as REO when physical possession of the collateral is taken. REOs are carried at their liquidation value and are held in a subsidiary whose stock is owned by the Trust.

### Costs to Sell Assets

Lifetime costs to sell assets are estimated based on the asset disposition strategy and are recorded as a contra asset within mortgage assets.

### Affirmative Recoveries

The Trust will record and value affirmative settlements or judgments within Other Receivables when realized and collectability is reasonably anticipated.

### Claims and Settlements

Claims and settlements are recorded based upon obligations of the Trust under the Plan, the impact of potential settlements to liquidate certain assets and estimates of future insurance claims related to Cap Re.

Cap Re has excess layer reinsurance agreements with non-affiliated private mortgage insurance ("PMI") companies that provide PMI on mortgage loans. Cap Re assumes the risk of loss over a specified first loss percentage for covered loans and in return earns a portion of the PMI premium associated with those mortgage loans. Cap Re reserves for loss and loss adjustment expenses when notices of default on insured mortgage loans are received and the specified first loss percentage covered by the ceding company is exhausted.

Claims and settlement reserves reflect management's best estimate of probable amounts payable in connection with such matters. As a claim or settlement matter develops, management evaluates on an ongoing basis whether such matter presents a liability that is both probable and estimable. When the liability related to a matter is deemed to be both probable and estimable, a liability is recognized. These liabilities are continuously monitored and adjusted to reflect the most recent information related to each matter. In matters for which a liability is not deemed probable, but rather reasonably possible to occur, management would attempt to estimate an amount related to that event. For

## ResCap Liquidating Trust

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these matters, a liability is not recorded. However, if an amount can be estimated, this amount would be disclosed if it is material to the Consolidated Financial Statements. There is no accrual and no disclosure for matters which are deemed remote.

### Estimated Costs to Operate the Trust

The Trust accrues for all costs it expects to incur during its lifetime based on approved strategic assumptions and the Trust's current estimates. These costs are estimated based on asset resolution strategies and modeled wind-down expenses of the Trust's operations and are recorded as liabilities.

### Income Taxes

The Trust is a Grantor Trust, treated as a flow-through entity for U.S. federal and state income tax purposes. As a flow-through entity, all income and expense flows through to the Beneficiaries to be reported on their respective income tax returns. The Trust is not subject to U.S. federal or state income taxes; therefore, no accrual for these taxes is made. The Trust files a Federal return and multiple state returns and all tax periods since the Trust's Effective Date remain open for examination.

The consolidated subsidiaries are wholly owned by the Trust, including those that may own REO. These subsidiaries are subject to U.S. federal, state or foreign income taxes.

Additionally, the Trust elected for U.S. federal and state income tax purposes to report the DCR as a Disputed Ownership Fund. The assets transferred to the DCR are considered to be passive assets; thus, the DCR will also be subject to U.S. federal and/or state income taxes.

All estimated taxes to be paid are included in estimated costs to operate the Trust. Any tax filing interest and penalties incurred by the Trust's subsidiaries will be recognized as estimated costs to operate the Trust in the period incurred.

## **2. Restricted Cash**

Restricted cash is comprised of the following (in \$000's):

|   | <b>June 30, 2016</b> | <b>December 31, 2015</b> |
|---|----------------------|--------------------------|
| Cash held in DCR                                    | \$ 76,439            | \$ 76,439                |
| Distributions held for Beneficiaries                | 2,437                | 2,437                    |
| APSC claims and other administrative claims reserve | 8,796                | 36,633                   |
| DOJ/AG consent settlement reserve                   | 20,000               | 20,000                   |
| Trust subtotal                                      | 107,672              | 135,509                  |
| Cap Re restricted cash                              | 48,328               | 51,802                   |
| Total restricted cash                               | \$ 156,000           | \$ 187,311               |

The restricted cash reserve for administrative and other priority claims, secured claims, unsecured convenience claims and certain other unsecured claims ("APSC") was funded to satisfy obligations for APSC and other administrative claims. The Trust's liability for such obligations is not limited by the reserve balance.

## ResCap Liquidating Trust

Activity related to the APSC claims restricted cash reserve is as follows (in \$000's):

|                              | Quarter ended<br>June 30, 2016 | Year-to-date ended<br>June 30, 2016 |
|------------------------------|--------------------------------|-------------------------------------|
| Balance, beginning of period | \$ 35,946                      | \$ 36,633                           |
| Additions – cash / assets    | -                              | -                                   |
| Withdrawals – Allowed Claims | (27,150)                       | (27,837)                            |
| Balance, June 30, 2016       | \$ 8,796                       | \$ 8,796                            |

The DOJ/AG Consent Settlement restricted cash reserve was originally funded to satisfy obligations under the DOJ/AG Consent Settlement. The Trust's liability for such obligations is not limited by the reserve balance. The reserve must maintain a minimum balance of the lesser of \$20.0 million or the remaining liability under the DOJ/AG Consent Settlement. See Note 7 Commitments and Contingencies for further information.

Activity related to the DOJ/AG Consent Settlement restricted cash reserve is as follows (in \$000's):

|                              | Quarter ended<br>June 30, 2016 | Year-to-date ended<br>June 30, 2016 |
|------------------------------|--------------------------------|-------------------------------------|
| Balance, beginning of period | \$ 20,000                      | \$ 20,000                           |
| Additions                    | -                              | -                                   |
| Releases / Payments          | -                              | -                                   |
| Balance, June 30, 2016       | \$ 20,000                      | \$ 20,000                           |

### 3. Mortgage Assets

Mortgage assets are comprised of the following (in \$000's):

|                       | June 30, 2016 |                | December 31, 2015 |                |
|-----------------------|---------------|----------------|-------------------|----------------|
|                       | Gross Balance | Carrying Value | Gross Balance     | Carrying Value |
| Mortgage loans        | \$ 232,161    | \$ 153,741     | \$ 248,322        | \$ 160,570     |
| Servicing advances    | 64,305        | 21,948         | 65,006            | 27,382         |
| Interest receivable   | 16,328        | 16,328         | 17,542            | 17,542         |
| Real estate owned     | 6,020         | 2,408          | 9,207             | 4,862          |
| Trading securities    | 966           | 966            | 787               | 787            |
| Total mortgage assets | \$ 319,780    | \$ 195,391     | \$ 340,864        | \$ 211,143     |

The Trust's carrying value of mortgage assets uses internal models to determine the cash flows expected to be received over the life of the loan. The Trust's recovery estimates and assumptions are based on loan level attributes including, but not limited to, delinquency status, aging, and claim versus loan status. The Trust carrying value reflects the net present value of the cash flows expected to be received over the lifetime of the mortgage assets. Because of the uncertainties associated with estimating the amounts, timing and likelihood of possible outcomes, actual results could differ from the Trust's estimates.

## ResCap Liquidating Trust

The Trust continues to finalize resolution with the United States Department of Housing and Urban Development ("HUD") to resolve HUD's proof of claim within the DCR. HUD has lifted the previously reported suspension of payments on insurance claims submitted by the Trusts' FHA Trustee, Bank of New York Mellon Trust, which holds legal title to the underlying FHA insured loans.

Mortgage loans are comprised of the following material sub-portfolios. (Unpaid principal balance "UPB" in \$000's):

|                         | June 30, 2016 |            | December 31, 2015 |            |
|-------------------------|---------------|------------|-------------------|------------|
|                         | UPB           | % of Total | UPB               | % of Total |
| Pre foreclosure loans   | \$ 154,332    | 66.5%      | \$ 168,415        | 67.8%      |
| FHA initial claims      | 53,656        | 23.1%      | 46,931            | 18.9%      |
| FHA reconveyance claims | 15,922        | 6.9%       | 23,796            | 9.6%       |
| Other                   | 8,251         | 3.5%       | 9,180             | 3.7%       |
| Total mortgage loans    | \$ 232,161    | 100.0%     | \$ 248,322        | 100.0%     |

Pre-foreclosure loans include government insured and non-insured and non-securitized loans. Delinquency attribution of the pre-foreclosure mortgage loans is as follows (UPB in \$000's):

|                                   | June 30, 2016 |            | December 31, 2015 |            |
|-----------------------------------|---------------|------------|-------------------|------------|
|                                   | UPB           | % of Total | UPB               | % of Total |
| 0-29 days delinquent              | \$ 40,493     | 26.2%      | \$ 36,042         | 21.4%      |
| 30-59 days delinquent             | 2,345         | 1.5%       | 2,936             | 1.7%       |
| 60-89 days delinquent             | 1,268         | 0.8%       | 382               | 0.2%       |
| Contractually 90+ days delinquent | 19,267        | 12.5%      | 19,604            | 11.7%      |
| Non-performing bankruptcy         | 5,322         | 3.5%       | 6,431             | 3.8%       |
| Performing bankruptcy plan        | 7,597         | 4.9%       | 7,693             | 4.6%       |
| Active in loss mitigation         | 7,278         | 4.7%       | 6,279             | 3.7%       |
| In foreclosure                    | 70,762        | 45.9%      | 89,048            | 52.9%      |
| Total                             | \$ 154,332    | 100.0%     | \$ 168,415        | 100.0%     |

FHA initial claim aged from the initial liquidation event such as foreclosure or short sale is as follows (UPB in \$000's):

|                   | June 30, 2016 |            | December 31, 2015 |            |
|-------------------|---------------|------------|-------------------|------------|
|                   | UPB           | % of Total | UPB               | % of Total |
| 0 - 29 days       | \$ 3,014      | 5.6%       | \$ 1,141          | 2.4%       |
| 30 - 59 days      | 913           | 1.7%       | 906               | 1.9%       |
| 60 - 89 days      | 716           | 1.3%       | 1,353             | 2.9%       |
| 90 - 179 days     | 3,665         | 6.8%       | 618               | 1.3%       |
| 180 days - 1 year | 3,520         | 6.6%       | 1,849             | 4.0%       |
| 1 - 2 years       | 6,725         | 12.5%      | 7,778             | 16.6%      |
| 2+ years          | 35,103        | 65.5%      | 33,286            | 70.9%      |
| Total             | \$ 53,656     | 100.0%     | \$ 46,931         | 100.0%     |

## ResCap Liquidating Trust

The table below represents the aging attribution for FHA reconveyance claims (aged from the date the claim was reconveyed from HUD (UPB in \$000's) :

|                   | June 30, 2016 |            | December 31, 2015 |            |
|-------------------|---------------|------------|-------------------|------------|
|                   | UPB           | % of Total | UPB               | % of Total |
| 0 - 29 Days       | \$ 623        | 3.9%       | \$ 219            | 0.9%       |
| 30 - 59 Days      | 220           | 1.4%       | 1,004             | 4.2%       |
| 60 - 89 Days      | -             | 0.0%       | 646               | 2.7%       |
| 90 - 179 Days     | 554           | 3.4%       | 1,593             | 6.7%       |
| 180 Days - 1 Year | 2,897         | 18.2%      | 4,342             | 18.3%      |
| 1 - 2 Years       | 2,592         | 16.3%      | 4,716             | 19.8%      |
| 2+ Years          | 9,036         | 56.8%      | 11,276            | 47.4%      |
| Total             | \$ 15,922     | 100.0%     | \$ 23,796         | 100.0%     |

### 4. Claims and Settlements

Claims and settlements are comprised of the following (in \$000's):

|   | June 30, 2016 | December 31, 2015 |
|---|---------------|-------------------|
| <b>Bankruptcy related claims:</b>           |               |                   |
| APSC claims and other administrative claims | \$ 8,796      | \$ 36,633         |
| Subtotal – bankruptcy related claims        | 8,796         | 36,633            |
| <b>Settlements:</b>                         |               |                   |
| Cap Re reserves                             | 18,447        | 25,700            |
| Other settlements                           | 894           | 1,196             |
| Subtotal – settlements                      | 19,341        | 26,896            |
| Total claims and settlements                | \$ 28,137     | \$ 63,529         |

Claims and Settlements reflect the resolution of the Ocwen Administrative claims within the bankruptcy. As a result of the resolution, the Trust released the ASPC claim reserve of \$25.8 million related to Ocwen. In addition, \$2.0 million in other claims were released this year.

The Cap Re reserves reflect an expected early termination of one of its reinsurance contracts and release of other claim reserves. Upon completion of the early termination, a portion of the restricted cash balance will be released.

### 5. Estimated Costs to Operate the Trust

Estimated costs to operate the Trust are comprised of the following (in \$000's):

|                                  | June 30, 2016 | December 31, 2015 |
|----------------------------------|---------------|-------------------|
| Professional fees                | \$ 122,026    | \$ 99,562         |
| Compensation                     | 29,151        | 36,296            |
| Document management              | 14,933        | 17,772            |
| Information technology           | 13,032        | 16,963            |
| Transition services              | 1,578         | 9,078             |
| Other operating costs            | 25,493        | 25,780            |
| Total costs to operate the Trust | \$ 206,213    | \$ 205,451        |

## ResCap Liquidating Trust

### 6. Distributions to Beneficiaries and Disputed Claims Reserve

Declared Distributions are distributions determined by the Board in which a pro rata share of distributable cash is received by each Beneficiary of record at the time of the distribution record date. Releases to Beneficiaries represent distribution of Units and cash for certain Beneficiaries who subsequently provided the necessary information to the Trust. Distributions on Allowed Claims represent Units and related cash released from the DCR for claims that became Allowed Claims between December 17, 2013 and December 15, 2015, and includes Units and cash designated as Distributions Held for Beneficiaries, pending receipt of certain information from the holders. Allowed Claims after December 15, 2015 will receive their Units at the next Unit distribution date.

|                                 | <b>Quarter and Year-to-date ended June 30, 2016</b> |             |                        |                    |
|---------------------------------|---|-------------|------------------------|--------------------|
| <u>Units</u>                    | Distributed to Beneficiaries                        | Held by DCR | Held for Beneficiaries | Total Distribution |
| Balance, beginning of period    | 96,462,962  | 3,427,726   | 109,312                | 100,000,000        |
| Declared distribution           | -   | -           | -                      | -                  |
| Releases to Beneficiaries       | -   | -           | -                      | -                  |
| Distributions on Allowed Claims | -   | -           | -                      | -                  |
| Balance, June 30, 2016          | 96,462,962  | 3,427,726   | 109,312                | 100,000,000        |

|                                 | <b>Quarter and Year-to-date ended June 30, 2016</b> |                           |                                      |                    |
|---------------------------------|---|---------------------------|--------------------------------------|--------------------|
| <u>Cash (in 000's)</u>          | Distributed to Beneficiaries                        | Distributions Held by DCR | Distributions Held for Beneficiaries | Total Distribution |
| Balance, beginning of period    | \$ 2,151,124  | \$ 76,439                 | \$ 2,437                             | \$ 2,230,000       |
| Declared distribution           | -   | -                         | -                                    | -                  |
| Releases to Beneficiaries       | -   | -                         | -                                    | -                  |
| Distributions on Allowed Claims | -   | -                         | -                                    | -                  |
| Balance, June 30, 2016          | \$ 2,151,124  | \$ 76,439                 | \$ 2,437                             | \$ 2,230,000       |

Activity related to disputed claims is as follows (\$ in 000's):

|                                      | <b>Quarter ended<br/>June 30, 2016</b> |                            | <b>Year-to-date ended<br/>June 30, 2016</b> |                            |
|--------------------------------------|--|----------------------------|---|----------------------------|
|                                      | <b>Number of<br/>Claims</b>            | <b>Asserted<br/>Amount</b> | <b>Number of<br/>Claims</b>                 | <b>Asserted<br/>Amount</b> |
| Disputed Claims, beginning of period | 69                                     | \$ 200,891                 | 76  | \$ 203,370                 |
| Amount established during the period | -                                      | -                          | -   | -                          |
| Allowed Claims                       | (7)                                    | (35,553)                   | (9)   | (36,161)                   |
| Disallowed Claims                    | (10)                                   | -                          | (12)  | (1,255)                    |
| Reclassified to Convenience Claims   | (1)                                    | (134)                      | (4)   | (750)                      |
| Disputed Claims, June 30, 2016       | 51                                     | \$ 165,204                 | 51  | \$ 165,204                 |

Distributions of Units will be made to holders of Allowed Claims based on the following issuance ratios, consistent with the distributions made as of the Effective Date:

- For holders of claims against the ResCap Debtors: 0.014305344 Units per dollar of Allowed Claim;



## ResCap Liquidating Trust

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- For holders of claims against the GMACM Debtors: 0.011848742 Units per dollar of Allowed Claim;
- For holders of claims against the RFC Debtors: 0.003528361 Units per dollar of Allowed Claim.

The Asserted Amount in the DCR includes a reserve of approximately \$25.5 million for the unliquidated portion of claims that are in the DCR. The amount of unliquidated and partially unliquidated claims is not determinable at this time and could exceed this reserve. Due to this uncertainty, the issuance ratios may be subject to reduction based upon the total value of future Allowed Claims and the balance of the Units held in the Disputed Claims Reserve.

At the discretion of the Board, Units in the DCR corresponding to claims that have been disallowed may be cancelled and any related cash made available for distribution to all Beneficiaries or added to the Administrative Expenses Set Aside. Alternatively, such Units and cash may be retained in the DCR for satisfaction of Allowed Claims in the future.

### 7. Commitments and Contingencies

#### *DOJ/AG Consent Settlement*

On February 9, 2012, Ally Financial, Inc., ResCap and certain of ResCap's subsidiaries reached an agreement in principle with respect to investigations into procedures followed by mortgage servicing companies and banks in connection with mortgage origination and servicing activities and foreclosure home sales and evictions ("DOJ/AG Consent Settlement") which was subsequently filed as a consent judgment in the US District Court. On and after the Effective Date, the Trust must continue to perform the remaining obligations under the DOJ/AG Consent Settlement, other than certain obligations assumed by the purchasers of ResCap's mortgage servicing rights in the sales that occurred during the chapter 11 cases pursuant to section 363 of the United States Bankruptcy Code (the "Section 363 Sales"). Under the terms of the DOJ/AG Consent Settlement, the Trust is obligated for certain Office of Mortgage Settlement Oversight ("OMSO") costs related to the purchasers in the Section 363 Sales.

The Trust estimated and established a liability for its DOJ/Consent Settlement obligations and related costs and expenses of \$26.5 million and \$35.5 million as of June 30, 2016, and December 31, 2015, respectively.

#### *Litigation*

Claims have been asserted against the Trust. At this time, the Trust cannot estimate the possible financial effect of these claims.

#### *Affirmative Matters*

The Trust is pursuing various affirmative matters. These include:

- Indemnity and breach of contract claims (the "Correspondent Litigation") against correspondent lenders that sold loans to Residential Funding Company LLC ("RFC") (a subsidiary of ResCap ) have been brought in various court jurisdictions, seeking recovery of liabilities and losses that RFC incurred by virtue of its purchase from the defendants of residential mortgage loans that breached the defendants' representations and warranties through litigation and non-litigation processes.

During the quarter ended June 30, 2016, the Trust settled twelve pending indemnity and breach of contract actions totaling \$115.5 million. Settling defendants are Americash, Broadview Mortgage Corp., Circle Mortgage Corp., CMG Mortgage Inc., DB Structured

## ResCap Liquidating Trust

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Products Inc., on behalf of itself and as successor to MortgageIT Inc., First Equity Mortgage Bankers Inc., Fremont Bank, Gateway Bank F.S.B., Guidance Residential LLC, Mortgage Network Inc., The Mortgage Outlet Inc., and Wallick & Volk. Included in the settlement proceeds were several cases with gross proceeds of \$2.5 million that were settled for nominal value due to the Trust's assessment of the cost to continue to litigate the cases compared to the likely expected recovery given the defendants financial condition. The agreements provide for the full and final resolution of any pending or future litigation against the correspondent and a mutual release of all claims relating to residential mortgage loans that the correspondents sold to RFC.

- Other affirmative matters. The Trust is party to certain other affirmative matters, including an action against certain insurers for failure to cover certain settlement costs.

During the quarter, the Trust settled other affirmative matters totaling \$2.4 million.

- Reservation of rights. The Trust has reserved its rights with respect to other affirmative claims it may bring in the future.

Since the Effective Date, through June 30, 2016 and excluding subsequent events, the Trust settled a total of \$188.2 million in affirmative matters including \$166.6 million in Correspondent Litigation, \$9.6 million in International, and \$12.0 million in other matters. Of the total, \$171.7 million has been collected, and \$16.5 million has not yet been received and is recorded in Other Receivables.

At this time, the Trust cannot predict the outcome of these matters or estimate the possible financial effect of these matters on the Consolidated Financial Statements, and as such, neither contingent gains nor any contingent costs to pursue these matters are currently recorded.

### ***Other***

Prior to the formation of the Trust, on March 18, 2013, the U.S. Attorney's Office for the Central District of California served an investigative subpoena on Residential Capital, LLC pursuant to 12 U.S.C. 1833a (Financial Institutions Reform, Recovery, and Enforcement Act of 1989, or FIRREA). On February 13, 2014, and March 2, 2015, supplemental subpoenas were served on Residential Capital, LLC. The subpoenas seek documents and information related to the Debtor's securitization activities, including the purchase of loans from third-parties. The Trust has fully cooperated with the U.S. Attorney's Office in connection with its investigation and does not anticipate any further subpoenas or requests from the government relating to this matter.

## **8. Subsequent Events**

Events subsequent to June 30, 2016 were evaluated through August 17, 2016, the date on which these Consolidated Financial Statements were issued.

Subsequent to June 30, 2016, the Trust settled with four additional parties in the Correspondent Litigation. Settling defendants are Cherry Creek Mortgage Co., Inc, Golden Empire Mortgage Inc, National Bank of Kansas City, and Rescue Mortgage Inc., for a total of \$13.4 million.

Two settlements were reached related to other affirmative matters, and one additional claim in the DCR was resolved.

## **RESCAP**

### **LIQUIDATING TRUST**

August 17, 2016

Dear Beneficiaries:

We are continuing our mission to focus on maximizing returns to beneficiaries by evolving into a litigation-centric organization to drive prosecution of our affirmative actions, while also managing the timely and efficient winddown of the remaining Trust assets and activities.

Highlights of the Trust's activities in the second quarter of 2016 include:

#### **Correspondent Lender Litigation**

As of the date of issue of this letter, the Trust is litigating 43 cases against correspondent lenders of Residential Funding Company LLC, for indemnity and breach of contract, which are pending in federal District Court in Minnesota, Minnesota State Court and federal Bankruptcy Court for the Southern District of New York. We are continuing the court ordered mediations of the cases that are pending in federal District Court in Minnesota. These mediations began in May 2016 and are expected to continue through mid October 2016. During Q2 2016, the Trust settled 12 actions against correspondent lenders for a total of \$115.5 million. Settling defendants include Americash, Broadview Mortgage Corp., Circle Mortgage Corp., CMG Mortgage Inc., DB Structured Products Inc., on behalf of itself and as successor to MortgageIT Inc., First Equity Mortgage Bankers Inc., Fremont Bank, Gateway Bank F.S.B., Guidance Residential LLC, Mortgage Network Inc., The Mortgage Outlet Inc., and Wallick & Volk. Since the beginning of the third quarter, the Trust settled four additional cases. Settling defendants are Cherry Creek Mortgage Co, Inc., Golden Empire Mortgage Inc, National Bank of Kansas City and Rescue Mortgage Inc., for a total of \$13.4 million.

The Trust continues to engage in pre-trial discovery, including document and data production, re-underwriting and other pre-trial investigation and preparation work, in the pending correspondent lender cases.

#### **Assets**

The Trust entered into a Servicing Agreement with LoanCare, LLC and will be transferring the servicing of the Trust's mortgage assets from Ocwen Loan Servicing in Q4 2016. The Trust believes the transfer will provide benefits to the efficient and expedient resolution of assets through various programs in which LoanCare participates such as HUD's Single Family Loan Sale (SFLS) or HUD's Claims without Conveyance of Title (CWCOT).

## **RESCAP**

### **LIQUIDATING TRUST**

#### **HUD Claim**

The Trust continues to finalize resolution with the United States Department of Housing and Urban Development (“HUD”) to resolve HUD’s proof of claim within the Disputed Claim Reserve. HUD has lifted the previously reported suspension of payments on insurance claims submitted by the Trusts’ FHA Trustee, Bank of New York Mellon Trust, which holds legal title to the underlying FHA insured loans.

#### **Other Claims**

We continue to make progress resolving complex claims that have been reserved for in the Disputed Claims Reserve, reducing the number of active claims by 18 in the second quarter, from 69 to 51. We are in the process of reconciling the remaining claims and have been in contact with all of the claimants to work toward a final resolution. Administrative Priority, Secured, and Convenience claims decreased in the second quarter from 7 to 1. The adversary matter with Ocwen was fully settled during the quarter, resolving all Ocwen claims for a cash release from restricted escrow funds of \$18.2 million, and a net liability reduction of \$30.9 million.

#### **Regulatory**

The Trust, as successor to the Debtors in the Bankruptcy case, together with other large mortgage servicers, is party to a settlement with the Department of Justice (“DOJ”) which requires a review of mortgage loans for potential violations under the Servicemembers Civil Relief Act (“SCRA”). Rust Consulting serves as settlement administrator on behalf of the Trust and PricewaterhouseCoopers (“PwC”) is the Consultant performing the loan reviews.

The Trust expects to complete and submit final results to the DOJ in Q3 2016. With the expected approval from the DOJ to proceed, we will work with Rust Consulting to begin the final phase of the remediation activity which, based upon DOJ requirements, we anticipate will take approximately two years to complete.

#### **State Income Taxes**

In July 2016, the Trust announced that it had recently completed filing income tax returns for the calendar year 2015 in those states in which the Trust determined that it had a filing obligation. Information about the Trust’s 2015 state income tax filings and state specific 2015 income tax information for Beneficiaries has been posted to the Trust website.

## RESCAP

### LIQUIDATING TRUST

#### **Administrative Expenses Set Aside**

The Administrative Expenses Set Aside holds cash and other assets, for the payment of Trust operating expenses. As of June 30, 2016, the Administrative Expenses Set Aside of \$211.4 million consisted of \$50.5 million in cash and \$160.9 million in pledged proceeds from future asset sales and/or recoveries.

Activity related to the Administrative Expenses Set Aside is as follows (in \$000's):

|  | <b>Quarter ended<br/>June 30, 2016</b> |
|--|--|
| Balance, March 31, 2016  | <u>\$ 200,653</u>                      |
| Additions - cash   | 53                                     |
| Additions - pledged proceeds from future asset sales and/or recoveries | 10,733                                 |
| Withdrawals - cash   | -                                      |
| Balance, June 30, 2016   | <u>\$ 211,439</u>                      |

\* \* \* \* \*

At this time, the Board has determined that we would not make any distribution to our Beneficiaries during Q3 2016. In accordance with the Liquidating Trust Agreement, we will review this again after Q3 2016.

The Trust's quarterly financial report as of and for the period ended June 30, 2016, has been posted on our website at <http://rescapliquidatingtrust.com/financialtaxinformation.aspx>.

The Board and management of the Trust continue to to work diligently towards the goal of maximizing value for Beneficiaries in the most efficient manner possible. We look forward to reporting on the results of our efforts.

Sincerely,



John S. Dubel  
Liquidating Trust Manager