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Debtors in Possession

Proposed Counsel for the Debtors and

## UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

	)	
In re:	)	Case No. 12-12020 (MG)
	)	
RESIDENTIAL CAPITAL, LLC, $\underline{et}~\underline{al}.,$	)	Chapter 11
	)	
Debtors.	)	Jointly Administered
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	,	

NOTICE OF FILING OF ADDITIONAL EXHIBIT TO 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: (A)(I) AUTHORIZING AND APPROVING SALE PROCEDURES, INCLUDING BREAK-UP FEE AND EXPENSE 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 UNEXPIRED LEASES RELATED THERETO; AND (IV) GRANTING RELATED RELIEF

PLEASE TAKE NOTICE THAT on May 14, 2012, the debtors and debtors in

possession in the above-captioned cases (collectively, the "Debtors")<sup>1</sup> filed the *Debtors' Motion* 

<sup>&</sup>lt;sup>1</sup> The names of the Debtors in these cases and their respective tax identification numbers are identified on <u>Exhibit 1</u> to the Affidavit of James Whitlinger, Chief Financial Officer of Residential Capital, LLC in Support of the Chapter 11 Petitions and First Day Pleadings [Docket No. 6].



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 Order: (A)(I) Authorizing and Approving Sale Procedures, Including

Break-Up Fee and Expense 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 Unexpired

Leases Related Thereto; and (IV) Granting Related Relief (the "Sale Motion") [Docket 61].

PLEASE TAKE FURTHER NOTICE THAT in further support of the Sale Motion,

the Debtors hereby submit the attached purchase price schedule as "Exhibit G" to the Sale

Motion.

Dated: May 14, 2012

New York, New York

/s/ Larren M. Nashelsky

Larren M. Nashelsky Gary S. Lee

Lorenzo Marinuzzi

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## **EXHIBIT G**

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## PROJECT BOUNCE Estimated Purchase Price Allocation by Facility

Note:

Purchase price reflects estimates based on 2/29/2012 values and is subject to change Allocation shown below is based on book value and is for illustrative purposes

				В0	ok Value o	t Assets a	s of 2/29	0/2012				2/29/2012 Estimated Purchase Price Allocated by Facility									
	Ally		Ally			BMMZ	Fannie		Int'l/	Int'l/	Grand	Ally		Ally			BMMZ	Fannie	-		
	Revolver	Blanket	LOC	Citi MSR	GSAP	Repo	EAF	Unpledged	Total	Capre	Total	Revolver	Blanket	LOC	Citi MSR	GSAP	Repo	EAF	Unpledged	Total	
Bid Assets										-											
HFS	\$ 343	\$ 127	\$ 648	\$ -	\$ -	\$ 382	\$ -	\$ -	\$ 1,500	\$ -	\$ 1,500	\$ 356	\$ 124	\$660	\$ -	\$ -	\$ 397	\$ -	\$ -	\$ 1,537	
Servicer Advance	676	12	79	-	792	-	144	108	1,811	-	1,811	591	11	74	-	777	-	133	103	1,689	
MSR	-	1	206	602	-	-	-	393	1,203	-	1,203	-	2	203	363	-	-	-	99	665	
Trading Securities	29	14	-	-	-	-	-	-	43	-	43	34	-	-	-	-	-	-	-	34	
Other AR		4	36	36		4		13	93	-	93	2	4	4	-	-	2	-	-	12	
Other		49	-	-	-	-	-	-	49	-	49		5	-	-	-	-	-	-	5	
Subtotal Bid Assets	1,049	207	969	638	792	387	144	515	4,700	-	4,700	983	145	940	363	777	399	133	201	3,942	
3rd Party Subservicing Less Allocated Liabilities												-	-	31	-	-	-	-	-	31	
Total Est. Purchase Price												\$ 983	\$ 145	\$ 972	\$ 363	\$ 777	\$ 399	\$ 133	\$ 201	(72) \$ 3,901	
<u>Cash</u>																					
Cash	69	174	-	-	91	-	-	252	586	120	706										
Restricted Cash	-	211	-	-	-	-	-	-	211	123	334										
Non-Bid Assets																					
HFS	42	15	22	-	-	-	-	-	79	5	84										
Servicer Advance	95	(0)	-	-	178	-	-	-	273	0	273										
Trading Securities	-	11	42	-	-	-	-	-	53	(0)	53										
GNMA AR	29	329	466	-	-	-	-	-	824	-	824										
GNMA Loans	36	124	189	-	-	-	-	-	350	-	350										
REO	5	15	11	-	-	-	-	-	32	4	35										
Other AR	3	27	-	-	-	-	-	6	36	33	69										
Other		12	-	-	-	-	-	-	12	34	47										
Subtotal Bid Assets	211	534	730	-	178	-	-	6	1,657	76	1,734										
Total Assets	1,329	1,126	1,699	638	1,060	387	144	772	7,154	319	7,474										
Plus Excluded Assets			2						2		8,589										
Grand Total Assets	\$ 1,329	\$ 1,126	\$ 1,701	\$ 638	\$ 1,060	\$ 387	\$ 144	\$ 772	\$ 7,156	\$ 319	\$ 16,063										