

Compensation of the Liquidating Trustees

Overview

The Liquidating Trustees of the ResCap Liquidating Trust continue to devote substantial time and attention to the oversight of all aspects of the Trust's activity, including the management, servicing and disposition of the Trust's asset portfolio, the continuing wind down and monetization of the Trust's remaining international assets, the reconciliation and settlement of all outstanding liabilities, and the complex and data intensive litigation activity of the Trust seeking substantial recoveries from correspondent lenders.

Compensation of the Trustees consists of (i) annual retainers and (ii) payment under the ResCap Liquidating Trust Amended and Restated Incentive Plan for Members of the Liquidating Trust Board (the "Amended Incentive Plan"). A copy of the Amended Incentive Plan has been posted to the website of the Trust, to which reference should be made for the definitive terms of the plan.

Annual Retainers

Effective January 1, 2016, the Trustees receive annual retainers as follows:

Annual Base Retainer	\$275,000
Additional Chairman Annual Retainer	\$150,000
Additional Audit Committee Chairman Annual Retainer	\$50,000
Additional Annual Retainer for Audit Committee	\$25,000

Incentive Plan

An incentive plan for the members of the Board (the "Original Incentive Plan") was originally adopted by the Board as of July 1, 2014. Pursuant to the Amended Incentive Plan, the Trustees, in the aggregate, are entitled to receive incentive compensation upon distribution to Unit holders from and after January 1, 2014 as follows:

For per Unit distributions of up to \$6.50, incentive compensation is payable upon the attainment of certain per Unit distribution thresholds set at \$3.75, \$4.50, \$5.25, \$6.00 and \$6.50,¹ based on the following schedule:

Per Unit Cumulative Distribution to Unit holders	Incremental Addition to Incentive Compensation
Less than \$3.75	\$0.00
At least \$3.75 but less than	\$555,000
At least \$4.50 but less than	\$630,000
At least \$5.25 but less than	\$710,000
At least \$6.00 but less than	\$780,000
\$6.50	\$575,000

¹ Under the Original Incentive Plan, incentive compensation was previously paid to the Trustees through the \$4.50 per Unit distribution threshold.

For per Unit distributions in excess of \$6.50, incentive compensation is payable upon the attainment of certain per Unit distribution thresholds set at \$0.50 per Unit increments (e.g., \$7.00, \$7.50, \$8.00 . . .), based upon the following incrementally added amounts:

Per Unit Cumulative Distribution to Unit holders	Incremental Incentive Percentage
In excess of \$6.50 but not more than \$12.00	0.8%
In excess of \$12.00 but not more than \$15.50	1.0%
In excess of \$15.50	3.0% ²

The incentive compensation is allocated equally among the Trustees, except as described below in "Vesting under the Incentive Plan."

Crediting under the Incentive Plan

The annual base retainers received by the Trustees are credited against the cumulative incentive compensation payable to the Trustees, as follows:

Year	Amount/Percentage of Annual Base Retainer Credited
2014	\$100,000 per Trustee
2015	\$100,000 per Trustee
2016	40%
2017	40%
2018 (and beyond)	50%

Vesting under the Incentive Plan

For incentive compensation payable under the Amended Incentive Plan that would have been payable under the Original Incentive Plan, a Trustee who ceases to be a member of the Board prior to the time that the incentive payment is made, will be entitled to receive the greater of (i) 50% of the incentive payment, and (ii) a prorated amount of the incentive payment based on the amount of time the Trustee served on the Board divided by the time since January 1, 2014.

For incentive compensation payable under the Amended Incentive Plan in excess of the amounts payable under the Original Incentive Plan, a Trustee who ceases to be a member of the Board³ will be entitled to receive a portion of the excess as follows:

² In the event that Unit distributions in excess of \$15.50 occur after December 31, 2018, the incremental incentive percentage will be 2.50%. This percentage, which had previously been 1.5%, was changed to 2.5% effective January 1, 2019.

³ Also, a Trustee who was not a member of the Board on December 31, 2018 will not share in any increase in compensation under the Amended Incentive Plan as a result of the change described in Footnote 2 above.

Date of Cessation	Cumulative Vested Portion
Prior to December 31, 2016	0%
On or After December 31, 2016	33%
On or After December 31, 2017	66%
On or After December 31, 2018	100%

Any portion of the incentive compensation that is not payable to a Trustee who has ceased to be a member of the Board will be payable to a replacement Trustee, if there is one. Otherwise, it will revert to the Trust.

Future Modifications

Notice of any future modifications to the compensation program for the Trustees, including any additional retainer payments or incentive compensation payments to the Trustees or their affiliates, will be provided to Unit holders at least 30 days in advance of effectiveness. Such notice will be made by issuing a press release of general circulation and posting to the Trust's website. If the holders of 25% or more of the outstanding Units register objection to any such modifications within 30 days of such notice, representatives of the Board will consult with the holders concerning such objection.

December 2015; modified January 2019