

ResCap Liquidating Trust

**Condensed Consolidated Financial Statements
as of and for the Period Ended September 30, 2018
(Unaudited)**

ResCap Liquidating Trust

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Consolidated Statement of Net Assets in Liquidation

(Unaudited)

In thousands (except per unit)

Assets:	September 30, 2018	December 31, 2017
Cash and cash equivalents	\$ 196,794	\$ 231,332
Restricted cash	12,987	16,343
Mortgage assets	37,546	52,480
Other receivables	6,348	21,630
Other assets	7,177	7,053
Total assets	260,852	328,838
Liabilities:		
Claims and settlements	-	7
DOJ/AG consent settlement	9,669	12,563
Estimated costs to operate Trust	128,604	192,174
Liability for undistributed funds	195	1,082
Total liabilities	138,468	205,826
Net Assets in Liquidation	\$ 122,384	\$ 123,012
Total units in the Trust	<u>98,859,354</u>	<u>98,891,323</u>
Net assets per authorized unit	<u>\$ 1.24</u>	<u>\$ 1.24</u>

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

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Consolidated Statement of Cash Receipts and Disbursements

(Unaudited)

In thousands

	Quarter ended September 30, 2018	Year-to-date ended September 30, 2018	Effective Date through September 30, 2018
Receipts			
Receipts on mortgage assets	\$ 14,590	\$ 30,785	\$ 609,802
Litigation/claim recoveries	3,481	348,702	1,129,061
Other receipts	31,828	38,533	150,570
Plan settlements	-	-	2,100,000
Total receipts	49,899	418,020	3,989,433
Disbursements			
Claims and settlements	(7)	(19)	(1,642,074)
DOJ/AG consent settlement	(482)	(2,894)	(87,920)
Costs to operate the Trust	(22,090)	(103,016)	(586,839)
Declared distributions	-	(350,000)	(3,170,000)
Recaptured distribution	-	902	29,506
Change in undistributed funds	(349,972)	(887)	195
Total disbursements	(372,551)	(455,914)	(5,457,132)
Net cash flow	(322,652)	(37,894)	(1,467,699)
Cash and restricted cash, beginning of period	532,433	247,675	1,677,480
Cash and restricted cash, September 30, 2018	\$ 209,781	\$ 209,781	\$ 209,781

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

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Consolidated Statement of Changes in Net Assets in Liquidation

(Unaudited)

In thousands (except per unit)

	Quarter ended September 30, 2018	Year-to-date ended September 30, 2018	Effective Date through September 30, 2018
Net cash flow	\$ (322,652)	\$ (37,894)	\$ (1,467,699)
Other non-cash changes:			
Increase (decrease) in asset value assumptions	5,740	6,978	(50,484)
(Increase) in costs to operate the Trust	(2,547)	(39,433)	(509,013)
(Increase) in DOJ/AG consent settlement	-	-	(16,929)
Basis of assets/liabilities liquidated/resolved	22,481	68,834	(348,897)
(Increase) decrease in distributions held for Beneficiaries	349,972	887	(195)
Total non-cash changes	375,646	37,266	(925,518)
Total increase (decrease) in net assets	52,994	(628)	(2,393,217)
Net assets in liquidation, beginning of period	69,390	123,012	2,515,601
Net assets in liquidation, September 30, 2018	\$ 122,384	\$ 122,384	\$ 122,384

Per unit information:

	\$ per Unit	\$ per Unit	\$ per Unit
Net assets per unit, beginning of period	\$ 0.70	\$ 1.24	\$ 25.16
Impact of cancelled units on beginning balance	-	-	0.29
Revised beginning of period balance	0.70	1.24	25.45
Recognition of cancelled unit prior period distributions	-	0.01	-
Increase in net assets per unit	0.54	3.53	7.56
Declared distributions per unit	-	(3.54)	(31.77)
Net asset per unit, September 30, 2018	\$ 1.24	\$ 1.24	\$ 1.24

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

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NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Description of Business

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”).

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 (“Declared Distributions”) made by the Trust.

The Condensed Consolidated Financial Statements include the accounts of the Trust and its majority-owned subsidiaries after eliminating all significant intercompany balances and transactions. The Condensed Consolidated Financial Statements as of and for the period ended September 30, 2018, are unaudited and reflect all adjustments that are, in management's opinion, necessary for the fair presentation of the results for the periods presented. These Condensed Consolidated Financial Statements should be read in conjunction with the Annual Consolidated Financial Statements.

In June 2018, the Trust filed motion with the Bankruptcy court to reclaim certain assets previously abandoned by the Debtors. Affirmative relief was granted by the bankruptcy court in the third quarter. As of September 30, 2018, the Trust has recorded cash, other receivables, and trading securities related to these assets.

Basis of Presentation and Significant Accounting Policies

Basis of Presentation

The Condensed Consolidated Financial Statements (the “Condensed 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. The Trust also accrues costs that it expects to incur through the end of its liquidation.

Cash and Cash Equivalents, and Restricted Cash

Cash and cash equivalents include cash on hand and short term and governmental money market funds. 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.

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Mortgage Loans

Mortgage loans consist primarily of mortgage insurance claims. As a result of borrower default or contractual delinquency triggers, certain mortgage loans ultimately become mortgage insurance claims for reimbursement from the Federal Housing Association (“FHA”) or Veterans Administration (“VA”) for eligible mortgage loan principal, interest, and servicing advances.

Non-insured mortgage loans consist primarily of certain additional borrower advances on home equity line of credit loans (“HELOC”) excluded from securitizations when a rapid amortization event occurred.

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. The delinquency, aging of the loans, non-accrual or foreclosure status of the loans, disposition strategy and the timing of the insurance reimbursement process and the reimbursement policies of the government agencies, all contribute to the underlying assumptions estimating cash flows. Assets targeted for sale are modeled to sales price.

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.

Trading Securities

Trading securities include residual certificates from mortgage loan securitizations, and are valued based on the net present value of the modeled future cash flows of the security. Assets targeted for sale are modeled to sales price.

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 when realized and collectability is reasonably anticipated.

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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.

The estimated future legal costs represent current pre-trial and trial costs for the pending correspondent cases. 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 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.

Income Taxes

The Trust is a Grantor Trust, treated as a flow-through entity for U.S. federal and state income tax purposes. 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.

As a flow-through entity, all income and expense flows through to the Beneficiaries to be reported on their respective income tax returns. Certain income items, including the Trust's litigation and similar recoveries and certain miscellaneous other income may be treated as US Source Income for non-United States Beneficiaries subject to withholding at a 30% rate (or lower applicable treaty rate).

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.

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):

	September 30, 2018	December 31, 2017
DOJ/AG consent settlement reserve	\$ 9,669	\$ 12,563
Servicer Escrow	3,123	2,691
Distributions held for Beneficiaries	195	726
Other (APSC and DCR)	-	363
Total restricted cash	<u>\$ 12,987</u>	<u>\$ 16,343</u>

The DOJ/AG Consent Settlement restricted cash reserve was originally funded to satisfy obligations under the DOJ/AG Consent Settlement. 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 regarding the liability.

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

	Quarter ended September 30, 2018	Year-to-date ended September 30, 2018
Balance, beginning of period	\$ 10,151	\$ 12,563
Additions	-	-
Releases / Payments	(482)	(2,894)
Balance, September 30, 2018	<u>\$ 9,669</u>	<u>\$ 9,669</u>

3. Mortgage Assets

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

	September 30, 2018		December 31, 2017	
	Gross Balance	Carrying Value	Gross Balance	Carrying Value
Mortgage loans	\$ 20,328	\$ 16,499	\$ 48,464	\$ 36,379
Servicing advances	28,033	7,950	36,053	11,170
Trading Securities	17,368	12,202	-	-
Interest receivable	720	720	2,131	2,131
Real estate owned	1,079	175	3,490	2,800
Total mortgage assets	<u>\$ 67,528</u>	<u>\$ 37,546</u>	<u>\$ 90,138</u>	<u>\$ 52,480</u>

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.

Mortgage assets are comprised of the following material sub-portfolios.

	September 30, 2018		December 31, 2017	
	Gross Balance	Carry Value	Gross Balance	Carry Value
Mortgage insurance claims (FHA/VA)	\$ 45,814	\$ 24,382	\$ 77,739	\$ 47,247
Non-insured mortgage loans	3,266	787	8,909	2,433
Trading Securities	17,368	12,202	-	-
Real estate owned	1,079	175	3,490	2,800
Total mortgage assets	<u>\$ 67,527</u>	<u>\$ 37,546</u>	<u>\$ 90,138</u>	<u>\$ 52,480</u>

Mortgage Insurance Claims can experience on average resolution timelines of 6 months – 3 years from the loan liquidation event (e.g. foreclosure, short sale, HUD reconveyance). Resolution timelines are subject to asset specific hurdles, including but not limited to eviction, litigation, property preservation work to place the property in conveyable condition, and HUD review and approval. During this period, the Trust

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will continue to advance property related expenses (e.g. legal, taxes, preservation) which are subject to curtailment by HUD. At September 30, 2018, approximately 98% of the Mortgage Insurance Claims were aged over 18 months.

Non-Insured Mortgage Loans includes \$1.2 million of HELOC loans. New principal advances on all the HELOC loans have been frozen and the portfolio of assets is in run-off, on average from 1.5% - 3% monthly.

The Trust is actively marketing all Real Estate Owned assets.

4. Other Receivables

Other receivables is comprised of the following (in \$000's):

	September 30, 2018	December 31, 2017
Affirmative Matters, net	\$ 2,200	\$ 21,520
Other Receivables	4,148	110
Total other receivables	<u>\$ 6,348</u>	<u>\$ 21,630</u>

See Note 7 Commitments and Contingencies for further information on affirmative matters.

5. Estimated Costs to Operate the Trust

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

	September 30, 2018	December 31, 2017
Professional fees (legal, expert, other professional costs)	\$ 93,695	\$ 140,584
Compensation	12,727	20,161
Document management	11,612	12,029
Information technology	4,177	7,663
Other operating costs	6,393	11,737
Total costs to operate the Trust	<u>\$ 128,604</u>	<u>\$ 192,174</u>

The estimated cost to operate the Trust of \$128.6 million includes \$23.1 million of expenses that have been incurred but not yet paid. The net amount of \$105.5 million includes \$65.7 million of reserves to pay future costs of the RMBS correspondent litigation. The remaining \$39.8 million consists of contractually based costs, including severance, compensation, data storage, and other expenses expected to be incurred and paid to operate and be compliant with management of the Trust and is not solely dependent upon the number of RMBS cases pending.

6. Distributions to Beneficiaries

Distributions on Allowed Claims include Units and cash designated as Distributions Held for Beneficiaries pending receipt of certain information from the holders.

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	Quarter ended September 30, 2018			
<u>Units</u>	Distributed to Beneficiaries	Held by DCR	Held for Beneficiaries	Total Distribution
Balance, beginning of period	98,853,808	-	5,546	98,859,354
Declared distribution	-	-	-	-
Releases to Beneficiaries	-	-	-	-
Distributions on Allowed Claims	-	-	-	-
Cancellation of Units	-	-	-	-
Balance, September 30, 2018	98,853,808	-	5,546	98,859,354

	Quarter ended September 30, 2018			
<u>Cash (in 000's)</u>	Distributed to Beneficiaries	Held by DCR	Held for Beneficiaries	Total Distribution
Balance, beginning of period	\$ 2,790,327	\$ -	\$ 350,167	\$ 3,140,494
Declared distribution	-	-	-	-
Releases to Beneficiaries	349,972	-	(349,972)	-
Distributions on Allowed Claims	-	-	-	-
Release of distribution	-	-	-	-
Balance, September 30, 2018	\$ 3,140,299	\$ -	\$ 195	\$ 3,140,494

	Year-to-date ended September 30, 2018			
<u>Units</u>	Distributed to Beneficiaries	Held by DCR	Held for Beneficiaries	Total Distribution
Balance, beginning of period	98,853,365	12,582	25,376	98,891,323
Declared distribution	-	-	-	-
Releases to Beneficiaries	443	-	(443)	-
Distributions on Allowed Claims	-	-	-	-
Cancellation of Units	-	(12,582)	(19,387)	(31,969)
Balance, September 30, 2018	98,853,808	-	5,546	98,859,354

	Year-to-date ended September 30, 2018			
<u>Cash (in 000's)</u>	Distributed to Beneficiaries	Held by DCR	Held for Beneficiaries	Total Distribution
Balance, beginning of period	\$ 2,790,314	\$ 356	\$ 726	\$ 2,791,396
Declared distribution	-	-	350,000	350,000
Releases to Beneficiaries	349,985	-	(349,985)	-
Distributions on Allowed Claims	-	-	-	-
Release of distribution	-	(356)	(546)	(902)
Balance, September 30, 2018	\$ 3,140,299	\$ -	\$ 195	\$ 3,140,494

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

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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.

The Trust estimated and established a liability for its DOJ/Consent Settlement obligations and related costs and expenses of \$9.7 million and \$12.6 million as of September 30, 2018, and December 31, 2017, respectively.

Litigation

From time to time claims may be 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.
- 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 \$0.2 million.

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

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

Since the Effective Date, through September 30, 2018 and excluding subsequent events, the Trust settled a total of \$1,136.1 million in affirmative matters including \$1,085.6 million in Correspondent Litigation, \$9.7 million in International, and \$40.8 million in other matters. Of the total, \$2.2 million has not yet been received and is recorded in Other Receivables, net of a reserve for uncollectible amounts.

8. Subsequent Events

Events subsequent to September 30, 2018 were evaluated through November 2, 2018, the date on which these Condensed Consolidated Financial Statements were issued.

Subsequent to September 30, 2018, the Trust settled with additional parties in the Correspondent Litigation for a total of \$45.5 million.