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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:) Case No. 12-12020 (MG)
)
RESIDENTIAL CAPITAL, LLC, et al.,) Chapter 11
)
Debtors.) Jointly Administered
-----)

**NOTICE OF FILING OF EXHIBIT 2
TO DEBTORS' MOTION FOR ENTRY OF AN ORDER TO PERMIT
THE DEBTORS TO CONTINUE USING CASH COLLATERAL**

PLEASE TAKE NOTICE THAT on April 8, 2013, the Debtors filed the *Debtors'*
Motion for Entry of an Order to Permit the Debtors to Continue Using Cash Collateral [Docket
No. 3374] (the "Motion");

PLEASE TAKE FURTHER NOTICE THAT the Debtors hereby submit Exhibit 2 to
the Motion, the current forecast of anticipated cash receipts and disbursements for the six-month
period commencing on April 1, 2013, which may be modified or supplemented, a copy of which
is annexed as Exhibit 1 hereto.



Dated: April 12, 2013
New York, New York

/s/ Gary S. Lee

Gary S. Lee

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Exhibit 1

**Exhibit 2 to the Debtors' Motion for Entry of an Order to
Permit the Debtors to Continue Using Cash Collateral**

ResCap

Cash Collateral Motion - Exhibit 2

Summary Allocation of Projected Expenses for the Period Beginning 4/1/2013 and Ending 9/3/2013

(\$ millions)	4/30/2013 Month 1	5/31/2013 Month 2	6/30/2013 Month 3	7/31/2013 Month 4	8/31/2013 Month 5	9/30/2013 Month 6	Total
BARCLAYS DIP PROJECTED EXPENSES							
1 Direct Costs	(0.8)	(0.0)	(0.0)	(0.1)	(0.0)	(0.0)	(1.0)
2 Compensation, Benefits & Incentives	(0.6)	(0.0)	(0.1)	(0.0)	(0.3)	(0.0)	(1.1)
3 Operating Expenses	(3.5)	(3.2)	(0.0)	(0.0)	(0.0)	(0.0)	(6.8)
4 Restructuring Professional Fees	(3.8)	(1.6)	(0.1)	(1.2)	(0.2)	(0.0)	(7.0)
5 Interest	-	-	-	-	-	-	-
6 Other	(0.4)	(0.0)	(0.0)	(0.0)	(0.0)	(0.0)	(0.6)
7 Total Expenses	(9.0)	(4.9)	(0.3)	(1.4)	(0.6)	(0.1)	(16.4)
ALLY REVOLVER PROJECTED EXPENSES							
8 Direct Costs	(9.5)	(0.7)	(0.6)	(0.8)	(0.5)	(0.5)	(12.5)
9 Compensation, Benefits & Incentives	(7.9)	(1.8)	(3.1)	(0.7)	(3.3)	(0.3)	(17.1)
10 Operating Expenses	(43.5)	(39.2)	(0.7)	(0.3)	(0.1)	(0.1)	(83.9)
11 Restructuring Professional Fees	(49.7)	(22.0)	(12.1)	(19.5)	(2.6)	(0.3)	(106.2)
12 Interest	(1.9)	(1.9)	(1.9)	(1.9)	-	-	(7.7)
13 Other	(4.4)	(0.5)	(0.5)	(0.5)	(0.5)	(0.5)	(6.9)
14 Total Expenses	(116.9)	(66.3)	(19.0)	(23.7)	(6.9)	(1.7)	(234.3)
ALLY LOC PROJECTED EXPENSES							
15 Direct Costs	(6.0)	(0.3)	(0.3)	(0.5)	(0.3)	(0.3)	(7.6)
16 Compensation, Benefits & Incentives	(5.0)	(0.2)	(0.6)	(0.1)	(2.0)	(0.2)	(8.1)
17 Operating Expenses	(27.6)	(23.1)	(0.2)	(0.1)	(0.1)	(0.1)	(51.2)
18 Restructuring Professional Fees	(30.1)	(11.5)	(6.3)	(11.8)	(1.6)	(0.2)	(61.5)
19 Interest	(1.0)	(1.0)	(1.0)	(1.0)	-	-	(3.9)
20 Other	(16.4)	(0.3)	(0.3)	(0.3)	(0.3)	(0.3)	(18.0)
21 Total Expenses	(86.2)	(36.4)	(8.7)	(13.9)	(4.3)	(1.0)	(150.4)
UNENCUMBERED PROJECTED EXPENSES							
22 Direct Costs	(2.1)	(33.6)	(33.6)	(33.7)	(33.6)	(33.6)	(170.2)
23 Compensation, Benefits & Incentives	(1.8)	(1.5)	(2.4)	(1.1)	(2.4)	(1.2)	(10.3)
24 Operating Expenses	(9.8)	(18.3)	(8.9)	(8.4)	(12.9)	(6.2)	(64.5)
25 Restructuring Professional Fees	(10.7)	(4.0)	(0.3)	(10.7)	(28.7)	(6.5)	(60.9)
26 Interest	-	-	-	-	-	-	-
27 Other	(2.9)	(0.1)	(0.1)	(0.1)	(0.1)	(0.1)	(3.5)
28 Total Expenses	(27.3)	(57.5)	(45.3)	(54.0)	(77.7)	(47.6)	(309.5)

Notes:

- Expenses forecasted for April 2013 are allocated to the funding segments based on the historical expense allocation methodology utilized since the filing date
- Expenses forecasted for the period starting in May 2013 are allocated to the funding segments based on the methodology outlined in the Motion to Continue Use of Cash Collateral filed on 4/8/13, Puntus Declaration filed on 4/8/13, and Horner Declaration filed on 4/9/13
- Pending determination for ongoing requirements for compliance with the Consent Order and for illustrative purposes only, projected cash flows related to Consent Order compliance are allocated to Unencumbered funding segment. However, the Debtors reserve the right seek the use of Cash Collateral to fund a portion of those costs