

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

**RESIDENTIAL CAPITAL, LLC, et al.**  
8400 Normandale Lake Boulevard Suite 175  
Minneapolis, MN 55437

Case No. 12-12020  
Chapter 11

Jointly Administered

Monthly Operating Report for  
the period from October 1, 2013 through October 31, 2013


**MORRISON & FOERSTER LLP**  
(Debtors' Attorneys)

Monthly Operating Income (Loss): (\$30,636,739)

Report Preparer:

The undersigned, having reviewed the attached report and being familiar with the Debtors' financial affairs, verifies under the penalty of perjury that the information contained therein is complete, accurate and truthful to the best of my knowledge.

Date: November 25, 2013

  
Jill Horner  
Chief Financial Executive



RESIDENTIAL CAPITAL, L.L.C., et al.  
Case No. 12-12020  
JOINTLY ADMINISTERED  
DEBTORS IN POSSESSION  
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**A. Global Notes**

**1. Background**

Residential Capital, LLC ("ResCap"), together with its subsidiaries, is a real estate finance company that primarily focused on residential mortgage markets in the United States. ResCap's primary and most valuable business operations consisted of servicing mortgage loans for investors, including loans originated by Ally Bank and other third parties. ResCap completed the sale of substantially all of its assets in January and February 2013 (the "Section 363 Asset Sales"). After these sales, ResCap's primary business activities consist of the management and sale of the remaining assets and operations including the resolution of proofs of claim.

**2. Introduction**

On May 14, 2012 (the "Commencement Date"), ResCap and certain of its subsidiaries (each a "Debtor" and collectively, the "Debtors"), filed voluntary petitions (the "Chapter 11 Cases") for relief under chapter 11 of title 11 of the United States Code (the "Bankruptcy Code") in the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). The Debtors continue to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On May 16, 2012, the United States Trustee for the Southern District of New York appointed a statutory committee of creditors pursuant to section 1102(a)(1) of the Bankruptcy Code. Information contained herein may differ from the Debtors' filings on the Commencement Date due to more accurate information becoming available.

**3. Accounting Principles**

The financial statements and supplemental information contained herein are preliminary and unaudited. In addition, the financial statements included in MOR-2 and MOR-3 represent the financial condition and results of operations of the consolidated ResCap group, which includes the Debtors and their non-Debtor affiliates.

The financial statements have been prepared in accordance with generally accepted accounting principles ("GAAP"), other than as noted, as it applies to debtors in possession.

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and income and expenses during the reporting period. In developing these estimates and assumptions, management uses available evidence at the time of the financial statements. Because of uncertainties associated with estimating the amounts, timing and likelihood of possible outcomes, actual results could differ from our estimates. Supplemental information contained herein is generally presented on a cash and/or invoiced basis.

#### **4. General Methodology**

The Debtors prepared this Monthly Operating Report (“MOR”) relying primarily upon the information set forth in its books and records. In preparing this MOR, the Debtors made reasonable efforts to supplement the information set forth in its books and records with additional information concerning transactions that may not have been identified therein to the extent necessary.

#### **5. Past Performance**

The financial position and results of operations contained herein are not necessarily indicative of results which may be expected for any other period or for the full year and as a result, may not reflect the consolidated financial position and results of operations of the Debtors in the future.

#### **6. Carrying Value of Assets**

Unless otherwise indicated, the values for assets contained in this MOR are book values as of the reporting period. Amounts ultimately realized from the disposition of the Debtors’ assets may vary materially from their book value. The Debtors reserve their right to amend or adjust the value of each asset or liability set forth herein.

#### **7. Liabilities Not Subject to Compromise**

Although payment of prepetition claims generally is not permitted, the Bankruptcy Court has granted the Debtors the authority, but does not require the Debtors to pay certain prepetition claims in designated categories and subject to certain terms and conditions. This relief generally was designed to preserve the value of the Debtors’ businesses and assets. To the extent such claims have been categorized as “Liabilities Not Subject to Compromise,” the Debtors reserve their right not to pay those amounts if they believe the payment not to be in the best interest of the Debtors’ estates (collectively, the “Estate”). The Debtors have paid and intend to continue to pay undisputed post-petition obligations incurred in the ordinary course of their businesses.

#### **8. Liabilities Subject to Compromise**

As a result of commencing the Chapter 11 Cases, the payment of prepetition indebtedness is “Subject to Compromise” or other treatment under a Chapter 11 plan. Generally, actions to enforce or otherwise effect payment of prepetition liabilities are stayed.

The filing of the Chapter 11 Cases constituted an event of default under, or otherwise triggered accelerated repayment obligations with respect to a number of debt instruments and agreements relating to direct and indirect financial obligations of the Debtors (collectively, the “Prepetition Debt”). As a result, the Prepetition Debt became automatically and immediately due and payable. The Debtors believe that any efforts to enforce the payment obligations in connection with the Prepetition Debt have been stayed as a result of the filing of the Chapter 11 Cases.

Following a hearing on August 29, 2012, the Bankruptcy Court approved the motion to set the Bar Date, which required general claimants to submit claims no later than the close of business on November 9, 2012 (subsequently extended to November 16, 2012) and governmental units to submit claims no later than the close of business on November 30, 2012. To date, over 7,300 proofs of claim totaling approximately \$109.8 billion have been filed against the Debtors per the latest claims register provided by the Debtors' Claims Agent in mid-November 2013. The Debtors' Claims Agent continues to receive proofs of claim after the Bar Date. Claims by creditors will be investigated and resolved in connection with a claims resolution process, which will include the Debtors filing objections to those claims that the Debtors believe are not valid liabilities due and owing by the Debtors. This process is expected to take a considerable amount of time to complete. As a result, the number and amount of allowed claims is not known, and the ultimate recovery with respect to allowed claims cannot be determined at this time. Certain claims have been filed as unliquidated, which could materially increase the amount of allowed claims once these claims are finally resolved. To date, the Debtors have filed fifty-one omnibus and many individual claims objections that seek to expunge or reclassify approximately 3,500 claims that assert approximately \$50.9 billion in claims against the Estate. The Bankruptcy Court has entered orders expunging 2,341 proofs of claim asserting \$28.9 billion in claims against the Estate. In addition, 354 proofs of claim asserting \$17.8 billion in claims against the Estate have been withdrawn by the claimant. The Chapter 11 Plan, defined below, (to the extent it is ultimately approved by the Court) is expected to resolve over 1,100 proofs of claim, asserted in excess of \$36 billion. The types of claims that would be resolved by the Plan include those filed by monoline insurers, private securities holders, RMBS trustees, and certain bondholder claimants.

#### **9. Executory Contracts**

Under Section 365 of the Bankruptcy Code, the Debtors may assume, assume and assign or reject certain executory contracts and unexpired leases, subject to approval of the Bankruptcy Court. In general, rejection of an executory contract or unexpired lease is treated as a prepetition breach and, subject to certain exceptions, relieves the Debtors from performing their future obligations. To the extent the Debtors reject an executory contract or unexpired lease, the contract counterparty or lessor is entitled to a prepetition general unsecured claim for damages caused by such a breach. Generally, the assumption and assignment of an executory contract or unexpired lease requires the Debtors to cure, or satisfy, all prepetition obligations under such contracts or leases.

On July 26, 2012, the Debtors filed a notice of intent to assume and assign certain executory contracts, unexpired leases of personal property and unexpired leases of nonresidential real property and cure amounts related thereto. As part of the Section 363 Asset Sales in January and February 2013, contracts were assumed and assigned to the purchasers. Certain assets were removed from these sales in response to objections filed contesting the conveyance of these assets. The Debtors continue to work on curing these objections.

The Bankruptcy Court authorized the Debtors to settle cure claims of less than \$1.0 million without further order of the Bankruptcy Court approval. Any settlement of a cure amount objection in excess of \$1.0 million requires Bankruptcy Court approval.

On October 29, 2013, the Debtors filed its *Notice of Filing of the Assumption Schedule Constituting Exhibit 1 of the Plan Supplement* (Docket No. 5546) to assume certain executory contracts related to services that will be needed after the Effective Date of the Plan. The estimated cure amount for these contracts is approximately \$40,000.

#### **10. Reservation of Rights**

Given the complexity of the Debtors' businesses, inadvertent errors or omissions may have occurred in the preparation of this MOR. Accordingly, the Debtors hereby reserve all rights to dispute the validity, status, enforceability or the executory nature of any claim amounts, representations or other statements in this MOR and reserve the right to amend or supplement this MOR, if necessary.

Nothing contained in this MOR shall constitute a waiver of the Debtors' rights or an admission with respect to the Chapter 11 Cases, including with respect to any issues involving the Debtors' ownership interests, substantive consolidation, equitable subordination, defenses and/or causes of action arising under chapter 5 of the Bankruptcy Code and any other applicable non-bankruptcy law.

#### **11. Chapter 11 Plan**

On July 3, 2013, the Plan Proponents filed the *Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4153] and the *Disclosure Statement for the Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 4157] (the "Disclosure Statement"). On August 16, 2013, the Plan Proponents filed a revised Disclosure Statement, which included a revised copy of the Plan [Docket No. 4733], each of which were further revised on August 20, 2013 [Docket No. 4770] and August 23, 2013 [Docket No. 4819]. On August 23, 2013, the Court entered an order approving, *inter alia*, the Disclosure Statement, as amended [Docket No. 4809]. On November 13, 2013, the Plan Proponents filed the *First Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC, et al. and the Official Committee of Unsecured Creditors* [Docket No. 5722] (the "Plan"). The hearing to consider confirmation of the Plan commenced on November 19, 2013. Settlements proposed in the Chapter 11 Plan have not been incorporated into these financial statements because the Plan has not yet been confirmed by the Court.

#### **B. Notes to Statement of Income (MOR-2)**

There were no items of note in the Statement of Income for the month ended October 31, 2013.

**C. Notes to Balance Sheet (MOR-3)**

At October 31, 2013, Finance receivables and loans, net, includes \$510.9 million related to private-label securitizations and secured borrowings that the Debtors are required to consolidate under GAAP. The corresponding liabilities are recorded in Collateralized borrowings in securitization trusts, \$402.2 million, and Other borrowings, \$73.9 million.

**D. Notes to Accounts Receivable Reconciliation and Aging (MOR-5)**

Due to the nature of the Debtors' businesses, an aging of accounts receivable is not indicative of collectability and therefore is not maintained. The majority of the accounts receivable are comprised of loan insurance guarantee receivables. These receivables arise as mortgage loans are acquired from off-balance sheet securitizations guaranteed by Ginnie Mae, as a result of borrower default or contractual delinquency triggers. Mortgage loans are reclassified to a receivable when the loan is deemed impaired. An insurance claim is filed with the appropriate government guarantor agency (FHA or VA) for eligible mortgage loan principal, interest and foreclosure related expenses.

The next largest component of the accounts receivable are servicer advances made by the Debtors to the investors in mortgage loans serviced by the Debtors. Such advances are made to maintain the scheduled cash flows in the event of borrower default or delinquency and have a priority claim to the cash flows in the event of foreclosure or liquidation.

**E. Notes to Debtor Questionnaire (MOR-7)**

**1. Question 2 Notes**

a. The Debtors have control over custodial accounts that are used to disburse non-debtor owned funds to various parties pursuant to the Debtors' servicing business. The Debtors obtained Bankruptcy Court approval to continue to operate their servicing business in the ordinary course, including the disbursement of funds from these custodial accounts. As a result of the 363 Asset Sales, the Debtors' servicing activity is being done on a more limited basis than prior to the 363 Asset Sales.

b. The Debtors are in compliance with the *Final Order under Bankruptcy Code Sections 105(a), 345, 363, 364, and 503(b)(1) and Bankruptcy Rules 6003 and 6004 Authorizing (I) Continued Use of Cash Management Services and Practices, (II) Continued Use of Existing Bank Accounts, Checks and Business Forms, (III) Implementation of Modified Cash Management Procedures and Use of Certain Bank Accounts Established in Connection with Use of Pre- And Post-Petition Lenders' Financing Facilities and Cash Collateral, (IV) Waiver of the Investment and Deposit Requirements of Bankruptcy Code Section 345, (V) Debtors to Honor Specified Outstanding Prepetition Payment Obligations, and (VI) Continuation of Intercompany Transactions and Granting Administrative*

*Expense Status to Intercompany Claims* [Docket No. 393] (the "Cash Management Order"), approved on June 15, 2012.

c. As part of the Debtors' normal course of business, certain third parties make payments on the Debtors' behalf and the Debtors also disburse custodial funds from various custodial accounts that are not debtor-in-possession accounts. These payments are made in accordance with the applicable Court orders and are a necessary part of the Debtors' business operations.

## 2. Question 4 & 5 Notes

Insurance coverage for the Debtors is provided through policies maintained by Ally Financial Inc. ("Ally"). The Debtors reimburse Ally for their share of the insurance coverage in accordance with the terms and conditions of the shared service agreement approved by the Bankruptcy Court. The Debtors have made all reimbursement payments to Ally for its insurance obligations. Since the Debtors do not directly contract for their own insurance coverage, the Debtors would not be the party to receive notices from the insurance providers regarding any lapse in coverage.

The Debtors were removed as an insured party from Ally's Crime Insurance policy effective March 1, 2013. This is due to the terms of the insurance policy that allows them to cease coverage in the event of a bankruptcy. The Debtors obtained an insurance policy to replace this coverage on October 4, 2013. The deductible for this policy is \$1.0 million with coverage up to \$50.0 million.

## 3. Question 7 Notes

In the ordinary course of their businesses, the Debtors generate receivables from Ally Bank, Ally, and other affiliates as a result of shared services and other transactions between the Debtors and these affiliates. The Debtors are collecting amounts owed on these and past post-petition receivables in accordance with the agreements related to these services and post-petition practices.

## 4. Question 8 Notes

Consistent with relief granted by the Bankruptcy Court under the *Final Order Under Bankruptcy Code Sections 105(a), 363(b), 507(a), 1107 and 1108 and Bankruptcy Rule 6003 (i) Authorizing, but not directing, the Debtors to (a) Pay and Honor Prepetition Wages, Compensation, Employee Expense and Employee Benefit Obligations; and (b) Maintain and Continue Employee Compensation and Benefit Programs, and (ii) Directing Banks to Honor Prepetition Checks and Transfer Requests for Payment of Prepetition Employee Obligations* [Docket No. 393] (the "Wages Order") and past practices, the Debtors' payroll and related taxes are paid by Ally on the Debtors' behalf, and the Debtors reimburse Ally for these payments. The Debtors are current with their payments to Ally and Ally has paid these obligations on the Debtors' behalf.



**5. Question 11 Notes**

During October 2013, the Debtors filed a county personal property tax return in the state of California that was due April 1, 2013. The Debtors are currently working to resolve the amount due with the taxing authority. The amount due, if any, is expected to be immaterial. There are no other post-petition taxes past due as of October 31, 2013.

**6. Question 12 Notes**

The Debtors have received Bankruptcy Court authority to pay prepetition taxes pursuant to the *Final Order Under Bankruptcy Code Sections 105(a), 363, 506(a), 507(a)(8), 541 and 1129 and Bankruptcy Rule 6003 Authorizing Payment of Taxes and Regulatory Fees* [Docket No. 384]. The Debtors are in compliance with the relief granted under this order.

**7. Question 13 Notes**

The Debtors do not consider post-petition invoices as past due or delinquent if such invoices are subject to dispute, or further review and/or reconciliation with the vendor. At October 31, 2013, the accounts payable aging continues to reflect certain amounts as delinquent. The Debtors consider this to be reflective of the normal accounts payable process, due to the fact that certain key vendors are on immediate payments terms, and in some cases, invoices are not received timely.

**8. Question 14 Notes**

Consistent with the agreements in place prepetition, the Debtors' payroll and related taxes are paid by Ally on the Debtors' behalf. In accordance with the Wages Order, the Debtors continue to reimburse Ally for these payments. The Debtors are current with their payments to Ally and Ally has paid these obligations on the Debtors' behalf in a timely manner.

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

**Ii** Residential Capital, L.L.C., et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1, 2013 - October 31, 2013

Federal Tax I.D. # 20-1770738

**CORPORATE MONTHLY OPERATING REPORT**

File with the Court and submit a copy to the United States Trustee within 20 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

*(Reports for Rochester and Buffalo Divisions of Western District of New York are due 15 days after the end of the month, as are the reports for Southern District of New York.)*

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CONT)		X
Copies of bank statements			X
Cash disbursements journals		N/A	
Statement of Operations	MOR-2	X	
Balance Sheet	MOR-3	X	
Status of Post-petition Taxes	MOR-4 (CONT)		X
Copies of IRS Form 6123 or payment receipt		N/A	
Copies of tax returns filed during reporting period		N/A	
Summary of Unpaid Post-petition Debts	MOR-4	X	
Listing of Aged Accounts Payable			X
Accounts Receivable Reconciliation and Aging	MOR-5	X	
Taxes Reconciliation and Aging	MOR-5		X
Payments to Insiders and Professional	MOR-6	X	
Post-petition Status of Secured Notes, Leases Payable	MOR-6	X	
Debtor Questionnaire	MOR-7		X

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Authorized Individual\* Jill Horner

Date 11/25/2013

Printed Name of Authorized Individual Jill Horner

Date 11/25/2013

\*Authorized individual must be an officer, director or shareholder if debtor is a corporation; a partner if debtor is a partnership; a manager or member if debtor is a limited liability company.

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

Debtors' Cash Flow by Line Item (unaudited)<sup>(3)(4)</sup>  
October 1, 2013 - October 31, 2013  
(\$ in thousands)

	Consolidated Entities <sup>(1)</sup>	GMACM Borrower, LLC <sup>(5)</sup>	RFC Borrower, LLC <sup>(5)</sup>	AKA 13, LLC <sup>(6)</sup>	DOA Holding Properties, LLC	Executive Trustee Services, LLC	GMAC Residential Holding Company, LLC
Case Number		12-12035	12-12068	12-12021	12-12022	12-12028	12-12033
<b>Beginning Cash Balance</b>	\$ 1,450,494	\$ -	\$ -	\$ 856	\$ 11	\$ -	\$ 12
<b>Receipts</b>							
Loan Sales/Redeliveries/Claims Proceeds	37,580	-	-	-	-	-	-
Hedge Proceeds	288	-	-	-	-	-	-
Returns on Servicer Advances	36,382	639	393	-	-	-	-
Loan and Securities Collections	1,782	-	-	-	-	-	-
Fee Income	825	-	-	-	-	-	-
Other Receipts, net	954	-	-	-	-	-	-
<b>Total Receipts</b>	<b>77,811</b>	<b>639</b>	<b>393</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Disbursements<sup>(2)</sup></b>							
Servicer Advances	(34,288)	-	-	-	-	-	-
Hedge Disbursements	(363)	-	-	-	-	-	-
Originations/Repurchases	-	-	-	-	-	-	-
Accounts Payable and Payroll	(23,765)	-	-	-	-	-	(2)
Other Disbursements	(6)	-	-	-	-	-	-
<b>Subtotal Disbursements</b>	<b>(58,422)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2)</b>
Retained Professional Fees / Reorganization Costs	(8,272)	-	-	-	-	-	-
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-
<b>Total Disbursements</b>	<b>(66,694)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2)</b>
<b>Net Cash Flow (excl. intercompany, debt draws/paydowns)</b>	<b>11,117</b>	<b>639</b>	<b>393</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2)</b>
Intercompany Debt Draws/(Paydowns)	2,096	(639)	(393)	-	-	-	-
<b>Net Cash Flow</b>	<b>13,213</b>	<b>(0)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>(2)</b>
<b>Ending Cash Balance</b>	<b>\$ 1,463,708</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ 856</b>	<b>\$ 11</b>	<b>\$ -</b>	<b>\$ 10</b>
<b>Expenses Paid On Behalf of / (By) Other Debtor Entities</b>	<b>\$ 18</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ -</b>	<b>\$ (6)</b>	<b>\$ (2)</b>

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet  
 (1) Includes Residential Capital, LLC (12-12020), GMAC Mortgage, LLC (12-12032), and Residential Funding Company, LLC (12-12019)  
 (2) See MOR 6 for details of disbursements to affiliates  
 (3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period  
 (4) Above schedule uses direct cash flow method and pertains to Debtor entities only  
 (5) GMACM Borrower (12-12035) and RFC Borrower, LLC (12-12068) have been deconsolidated beginning on April 1, 2013. Prior cash flows for these entities are reflected in the Consolidated Entities column.  
 (6) Formerly Ditech, LLC

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

Debtors' Cash Flow by Line Item (unaudited)<sup>(1)(4)</sup>  
October 1, 2013 - October 31, 2013  
(\$ in thousands)

	Passive Asset Transactions LLC	RCSFJV2004 LLC	Residential Consumer Services, LLC	Residential Funding Mortgage Exchange, LLC	RFC Asset Holdings II, LLC	RFC Asset Management, LLC	RFC SRJV 2002, LLC	RFC Construction Funding, LLC	Total
Case Number	12-12044	12-12051	12-12058	12-12059	12-12065	12-12066	12-12071	12-12069	
<b>Beginning Cash Balance</b>	\$ 55	\$ 8	\$ 113	\$ 25	\$ 35	\$ 7	\$ 7	\$ 483	\$ 1,452,108
<b>Receipts</b>									
Loan Sales/Redemptions/Claims Proceeds	-	-	-	-	-	-	-	-	37,580
Hedge Proceeds	-	-	-	-	-	-	-	-	288
Returns on Servicer Advances	-	-	-	-	-	-	-	-	37,414
Loan and Securities Collections	787	-	-	-	304	-	-	-	2,873
Fee Income	-	-	-	-	-	-	-	-	825
Other Receipts, net	-	-	-	-	-	-	-	-	954
<b>Total Receipts</b>	787	-	-	-	304	-	-	-	79,934
<b>Disbursements<sup>(2)</sup></b>									
Servicer Advances	-	-	-	-	-	-	-	-	(34,288)
Hedge Disbursements	-	-	-	-	-	-	-	-	(363)
Originations/Repurchases	-	-	-	-	-	-	-	-	-
Accounts Payable and Payroll	-	(3)	-	-	(3)	(0)	(1)	-	(23,775)
Other Disbursements	(1)	-	-	-	-	-	-	-	(7)
<b>Subtotal Disbursements</b>	(1)	(3)	-	-	(3)	(0)	(1)	-	(58,433)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-	(8,272)
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	-	-
<b>Total Disbursements</b>	(1)	(3)	-	-	(3)	(0)	(1)	-	(66,705)
<b>Net Cash Flow (excl. intercompany, debt draws/paydowns)</b>	786	(3)	-	-	301	(0)	(1)	-	13,229
Intercompany	(787)	-	-	-	(277)	-	-	-	0
Debt Draws/(Paydowns)	-	-	-	-	-	-	-	-	-
<b>Net Cash Flow</b>	(1)	(3)	-	-	23	(0)	(1)	-	13,229
<b>Ending Cash Balance</b>	\$ 54	\$ 4	\$ 113	\$ 25	\$ 58	\$ 7	\$ 7	\$ 483	\$ 1,465,337
<b>Expenses Paid On Behalf of / (By) Other Debtor Entities</b>	\$ -	\$ (3)	\$ -	\$ -	\$ (5)	\$ (1)	\$ (1)	\$ -	\$ -

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet.

(1) Includes Residential Capital, LLC (12-12020); GMAC Mortgage, LLC (12-12032); and Residential Funding Company, LLC (12-12019)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

(5) GMACM Borrower (12-12035) and RFC Borrower, LLC (12-12068) have been deconsolidated beginning on April 1, 2013. Prior cash flows for these entities are reflected in the Consolidated Entities column.

(6) Formerly Ditech, LLC

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

Debtors' Cash Flow by Line Item (unaudited)<sup>(9)(10)</sup>  
May 14, 2012 - October 31, 2013  
(\$ in thousands)

	Consolidated Entities <sup>(1)</sup>	GMACM Borrower, LLC <sup>(7)</sup>	RFC Borrower, LLC <sup>(7)</sup>	AKA 13, LLC <sup>(9)</sup>	DOA Holding Properties, LLC	ETS of Washington, Inc.	Executive Trustee Services, LLC	GMAC Mortgage USA Corporation	GMAC Residential Holding Company, LLC	Home Connects Lending Services, LLC
Case Number		12-12035	12-12068	12-12021	12-12022	12-12027	12-12028	12-12031	12-12033	12-12039
<b>Beginning Cash Balance</b>	\$ 470,321	\$ 599	\$ 1,909	\$ 856	\$ 11	\$ 13	\$ -	\$ 500	\$ 23	\$ 5
<b>Receipts</b>										
Loan Sales/Redeliveries/Claims Proceeds	2,499,721	-	-	-	-	-	-	-	-	-
Hedge Proceeds	132,571	-	-	-	-	-	-	-	-	-
Returns on Servicer Advances	6,469,319	28,921	36,999	-	-	-	-	-	-	-
Loan and Securities Collections	446,398	-	-	-	-	-	-	-	-	-
Fee Income	798,052	-	-	-	-	-	-	-	-	-
Other Receipts, net <sup>(5)</sup>	4,337,847	-	3	-	-	-	-	-	-	-
<b>Total Receipts</b>	14,683,908	28,921	37,002	-	-	-	-	-	-	-
<b>Disbursements<sup>(2)</sup></b>										
Servicer Advances	(6,983,738)	-	-	-	-	-	-	-	-	-
Hedge Disbursements	(34,376)	-	-	-	-	-	-	-	-	-
Originations/Repurchases	(1,839,493)	-	-	-	-	-	-	-	-	-
Accounts Payable and Payroll <sup>(6)</sup>	(1,113,614)	-	-	-	-	-	-	-	(41)	-
Other Disbursements <sup>(6)</sup>	(430,968)	-	-	-	-	-	-	-	-	-
<b>Subtotal Disbursements</b>	(10,402,188)	-	-	-	-	-	-	-	(41)	-
Retained Professional Fees / Reorganization Costs	(291,042)	-	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	(157,412)	-	-	-	-	-	-	-	-	-
<b>Total Disbursements</b>	(10,850,642)	-	-	-	-	-	-	-	(41)	-
<b>Net Cash Flow (excl. intercompany, debt draws/paydowns)</b>	3,833,266	28,921	37,002	-	-	-	-	-	(41)	-
Intercompany	119,031	(29,520)	(38,911)	-	-	(13)	-	(500)	28	(5)
Debt Draws/(Paydowns) <sup>(8)</sup>	(2,958,912)	-	-	-	-	-	-	-	-	-
<b>Net Cash Flow</b>	993,386	(599)	(1,909)	-	-	(13)	-	(500)	(13)	(5)
<b>Ending Cash Balance</b>	\$ 1,463,708	\$ 0	\$ 0	\$ 856	\$ 11	\$ -	\$ -	\$ -	\$ 10	\$ -
<b>Expenses Paid On Behalf of / (By) Other Debtor Entities</b>	\$ 9,920	(322)	(47)	(1)	-	(107)	(6,334)	-	(50)	(73)

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020), GMAC Mortgage, LLC (12-12032), and Residential Funding Company, LLC (12-12019)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

(5) Includes sales proceeds of \$3.9 billion

(6) Includes cure cost payments of \$307.2 million

(7) GMACM Borrower (12-12035) and RFC Borrower, LLC (12-12068) have been deconsolidated beginning on April 1, 2013. Prior cash flows for these entities are reflected in the Consolidated Entities column.

(8) Includes the disbursement of \$229.8 million of cash to escrow related to the foreclosure settlement with the Federal Reserve Board

(9) Formerly Ditech, LLC

(10) Includes full repayment of the Ally Senior Secured Credit Facility, Ally Line of Credit and BMMZ Repo of \$1.4 billion and payments to the Junior Secured Noteholders of \$1.1 billion

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

Debtors' Cash Flow by Line Item (unaudited)<sup>(9)(10)</sup>  
May 14, 2012 - October 31, 2013  
(\$ in thousands)

	Passive Asset Transactions LLC	Homecomings Financial, LLC	RCSFJV2004 LLC	Residential Consumer Services, LLC	Residential Funding Mortgage Exchange, LLC	RFC Asset Holdings II, LLC	RFC Asset Management, LLC	RFC SFJV 2002, LLC	RFC Construction Funding, LLC	Total
Case Number	12-12044	12-12042	12-12051	12-12058	12-12059	12-12065	12-12066	12-12071	12-12069	
<b>Beginning Cash Balance</b>	\$ 1,315	\$ -	\$ 4	\$ -	\$ 25	\$ 55	\$ 6	\$ 6	\$ 483	\$ 476,131
<b>Receipts</b>										
Loan Sales/Redeliveries/Claims Proceeds	-	-	-	-	-	-	-	-	-	2,499,721
Hedge Proceeds	-	-	-	-	-	-	-	-	-	132,571
Returns on Servicer Advances	-	-	-	-	-	-	-	-	-	6,535,238
Loan and Securities Collections	29,843	-	-	-	-	17,205	-	-	-	493,445
Fee Income	-	-	-	-	-	-	-	-	-	798,052
Other Receipts, net <sup>(5)</sup>	61	-	-	2,005	-	-	-	-	-	4,339,916
<b>Total Receipts</b>	29,903	-	-	2,005	-	17,205	-	-	-	14,798,944
<b>Disbursements<sup>(2)</sup></b>										
Servicer Advances	-	-	-	-	-	-	-	-	-	(6,983,738)
Hedge Disbursements	-	-	-	-	-	-	-	-	-	(34,376)
Originations/Repurchases	-	-	-	-	-	-	-	-	-	(1,839,493)
Accounts Payable and Payroll <sup>(3)</sup>	-	-	(27)	-	-	(35)	(21)	(21)	-	(1,113,758)
Other Disbursements <sup>(4)</sup>	(36)	-	(1)	-	-	(2)	(1)	(1)	-	(431,008)
<b>Subtotal Disbursements</b>	(36)	-	(28)	-	-	(37)	(22)	(22)	-	(10,402,372)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-	-	(291,042)
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	-	-	(157,412)
<b>Total Disbursements</b>	(36)	-	(28)	-	-	(37)	(22)	(22)	-	(10,850,826)
<b>Net Cash Flow (excl. intercompany, debt draws/paydowns)</b>	29,868	-	(28)	2,005	-	17,168	(22)	(22)	-	3,948,117
Intercompany	(31,128)	-	28	(1,892)	-	(17,165)	23	23	-	(0)
Debt Draws/(Paydowns) <sup>(10)</sup>	-	-	-	-	-	-	-	-	-	(2,958,912)
<b>Net Cash Flow</b>	(1,260)	-	0	113	-	3	1	1	-	989,206
<b>Ending Cash Balance</b>	\$ 54	\$ -	\$ 4	\$ 113	\$ 25	\$ 58	\$ 7	\$ 7	\$ 483	\$ 1,465,337
<b>Expenses Paid On Behalf of / (By) Other Debtor Entities</b>	\$ (2)	(120)	(23)	(1,950)	\$ -	(846)	(22)	(23)	\$ -	\$ -

Note - Cash balances represent bank cash balances, and excludes cash accounts classified as restricted cash on the balance sheet

(1) Includes Residential Capital, LLC (12-12020), GMAC Mortgage, LLC (12-12032), and Residential Funding Company, LLC (12-12019)

(2) See MOR 6 for details of disbursements to affiliates

(3) Debtors not listed in MOR-1 had no cash activity, expenses or balances in the MOR reporting period

(4) Above schedule uses direct cash flow method and pertains to Debtor entities only

(5) Includes sales proceeds of \$3,934.5M

(6) Includes cure cost payments of \$307.2M

(7) GMACM Borrower (12-12035) and RFC Borrower, LLC (12-12068) have been deconsolidated beginning on April 1, 2013. Prior cash flows for these entities are reflected in the Consolidated Entities column.

(8) Includes the disbursement of \$229.8 million of cash to escrow related to the foreclosure settlement with the Federal Reserve Board

(9) Formerly Ditech, LLC

(10) Includes full repayment of the Ally Senior Secured Credit Facility, Ally Line of Credit and BMMZ Repo of \$1.4 billion and payments to the Junior Secured Noteholders of \$1.1 billion

In re Residential Capital, LLC, et al.

Case No. 12-12020

Reporting Period: October 1-31, 2013

Debtor

US Trustee Disbursement / Expense Summary  
October 2013 (USD)

Debtor	Case Number	Tax ID	October 2013 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for October 2013	Allocated October 2013 Monthly Disbursements
Residential Funding Company, LLC <sup>1</sup>	12-12019	23-1694840	N/A	N/A	N/A
Residential Capital, LLC <sup>1</sup>	12-12020	45-5064887	N/A	N/A	N/A
GMAC Mortgage, LLC <sup>1</sup>	12-12032	20-1770738	N/A	N/A	N/A
<b>Consolidated Subtotal- 3 Debtor Entities</b>			<b>\$ (66,694,087)</b>	<b>\$ 17,732</b>	<b>\$ (66,676,355)</b>

Debtor	Case Number	Tax ID	October 2013 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for October 2013	Allocated October 2013 Monthly Disbursements
AKA 13, LLC	12-12021	23-2887228	\$ -	\$ -	\$ -
DOA Holding Properties, LLC	12-12022	26-1424257	-	-	-
DOA Properties IX (Lots-Other), LLC	12-12023	26-2783274	-	-	-
EPRE LLC	12-12024	26-2747974	-	-	-
Equity Investments I, LLC	12-12025	02-0632797	-	-	-
ETS of Virginia, Inc.	12-12026	26-4051445	-	-	-
ETS of Washington, Inc.	12-12027	45-2910665	-	-	-
Executive Trustee Services, LLC	12-12028	23-2778943	-	(5,647)	(5,647)
GMAC - RFC Holding Company, LLC	12-12029	23-2593763	-	-	-
GMAC Model Home Finance I, LLC	12-12030	26-2748469	-	-	-
GMAC Mortgage USA Corporation	12-12031	20-4796930	-	-	-
GMAC Residential Holding Company, LLC	12-12033	91-1902190	(2,393)	(2,426)	(4,819)
GMACRH Settlement Service, LLC	12-12034	23-3036156	-	-	-
GMACM Borrower LLC	12-12035	93-0891336	-	(448)	(448)
GMACM REO LLC	12-12036	45-5222043	-	-	-
GMACR Mortgage Products, LLC	12-12037	03-0536369	-	-	-
HFN REO SUB II, LLC	12-12038	None	-	-	-
Home Connects Lending Services, LLC	12-12039	25-1849412	-	-	-
Homecomings Financial Real Estate Holdings, LLC	12-12040	26-2736869	-	-	-
Homecomings Financial, LLC	12-12042	51-0369458	-	-	-
Ladue Associates, Inc.	12-12043	23-1893048	-	-	-
Passive Asset Transactions, LLC	12-12044	51-0404130	(996)	-	(996)
PATI A, LLC	12-12045	26-3722729	-	-	-
PATI B, LLC	12-12046	26-3722937	-	-	-
PATI Real Estate Holdings, LLC	12-12047	27-0515201	-	-	-
RAHI A, LLC	12-12048	26-3723321	-	-	-
RAHI B, LLC	12-12049	26-3723553	-	-	-
RAHI Real Estate Holdings, LLC	12-12050	27-0515287	-	-	-
RCSFJV2004, LLC	12-12051	20-3802772	(3,343)	(3,343)	(6,686)
Residential Accredited Loans, Inc.	12-12052	51-0368240	-	-	-
Residential Asset Mortgage Products, Inc.	12-12053	41-1955181	-	-	-
Residential Asset Securities Corporation	12-12054	51-0362653	-	-	-
Residential Consumer Services of Alabama, LLC	12-12055	63-1105449	-	-	-
Residential Consumer Services of Ohio, LLC	12-12056	34-1754796	-	-	-
Residential Consumer Services of Texas, LLC	12-12057	75-2510515	-	-	-
Residential Consumer Services, LLC	12-12058	20-4812167	-	-	-
Residential Funding Mortgage Exchange, LLC	12-12059	41-1674247	-	-	-
Residential Funding Mortgage Securities I, Inc.	12-12060	75-2006294	-	-	-
Residential Funding Mortgage Securities II, Inc.	12-12061	41-1808858	-	-	-
Residential Funding Real Estate Holdings, LLC	12-12062	26-2736505	-	-	-
Residential Mortgage Real Estate Holdings, LLC	12-12063	26-2737180	-	-	-
RFC - GSAP Servicer Advance, LLC	12-12064	26-1960289	-	-	-
RFC Asset Holdings II, LLC	12-12065	41-1984034	(3,103)	(4,641)	(7,744)
RFC Asset Management, LLC	12-12066	06-1664678	(451)	(451)	(902)
RFC Borrower LLC	12-12068	45-5065558	-	-	-
RFC Construction Funding, LLC	12-12069	41-1925730	-	-	-
RFC REO LLC	12-12070	45-5222407	-	-	-
RFC SFJV-2002, LLC	12-12071	06-1664670	(776)	(776)	(1,552)
<b>Subtotal - 46 Other Debtor Entities</b>			<b>\$ (11,062)</b>	<b>\$ (17,732)</b>	<b>\$ (28,794)</b>

<b>Total Amounts for All Debtor Entities</b>	<b>\$ (66,705,149)</b>	<b>\$ -</b>	<b>\$ (66,705,149)</b>
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Notes

<sup>1</sup> Disbursements of Residential Capital, LLC; GMAC Mortgage, LLC; and Residential Funding Company, LLC were consolidated due to the difficulty of separating each individual entity.

**CONTINUATION SHEET FOR MOR-1**

Re: Residential Capital, LLC, et al.  
SDNY. Bankr. No. 12-12020

**Debtors' Statements with respect to Bank Account Reconciliations and Copies of Bank Statements**

Bank Account Reconciliations

The Debtors affirm that reconciliations for all open and active non-custodial accounts are prepared and maintained by the Debtors. Bank account reconciliations are not attached to this monthly operating report, however, if the U.S. Trustee requests copies, the Debtors will provide all reconciliations as soon as practical. Accounts are reconciled on a monthly basis. The Debtors maintain approximately 100 non-custodial accounts, attaching bank reconciliations would be administratively burdensome.

Bank Statements

The Debtors affirm that bank statements for all open and active non-custodial accounts are maintained by the Debtors.

Copies of bank statements are not attached to this monthly operating report, however, if the U.S. Trustee requests copies, the Debtors will provide them as soon as practical. The Debtors maintain approximately 100 non-custodial accounts, attaching bank statements would be administratively burdensome.



In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

**Condensed Consolidated Statement of Income (unaudited)<sup>(A)</sup>**

Debtor-in-possession  
(\$ in thousands)

	10/01/2013 - 10/31/2013	05/14/2012 - 10/31/2013
<b>Revenue</b>		
Interest income	\$ 11,663	\$ 299,470
Interest expense	5,256	217,905
Net financing revenue	6,407	81,565
<b>Other revenue</b>		
Servicing fees	415	551,138
Servicing asset valuation and hedge activities, net	(1,400)	(299,305)
Total servicing income, net	(985)	251,833
(Loss) gain on mortgage loans, net	(1,415)	97,758
(Loss) gain on foreclosed real estate	(453)	7,093
Other revenue, net	(923)	182,643
Total other revenue	(3,776)	539,327
<b>Total net revenue</b>	<b>2,631</b>	<b>620,892</b>
<b>Provision for loan losses</b>	<b>(1,440)</b>	<b>(1,426)</b>
<b>Noninterest expense</b>		
Representation and warranty expense, net	-	31,222
Mortgage fines and penalties	1,373	213,956
Compensation and benefits	1,843	407,491
Other noninterest expense, net	8,872	846,555
Total noninterest expense	12,088	1,499,224
<b>Loss from continuing operations before reorganization items and income taxes</b>	<b>(8,017)</b>	<b>(876,906)</b>
<b>Reorganization items</b>		
Professional fees	21,419	452,240
Compensation and benefits	1,074	21,756
Debt issuance and facility commitment fees	-	62,753
Rejected contracts	-	2,628
Loss (gain) on asset sales	6	(76,144)
Total reorganization items	22,499	463,233
<b>Loss from continuing operations before income taxes</b>	<b>(30,516)</b>	<b>(1,340,139)</b>
Income tax expense (benefit)	121	(15,995)
<b>Net loss from continuing operations</b>	<b>(30,637)</b>	<b>(1,324,144)</b>
Loss from discontinued operations, net of tax	-	(127)
<b>Net loss</b>	<b>\$ (30,637)</b>	<b>\$ (1,324,271)</b>
<b>(A) Non-debtor entity net income (loss)</b>	<b>\$ 2,966</b>	<b>\$ (5,268)</b>

Non-debtor entity net income (loss) is before the elimination of transactions with debtor entities.

The accompanying financial statements have been prepared in accordance with guidelines applicable in a Chapter 11 reorganization. These financial statements are subject to change as a result of determinations of the bankruptcy court.

Certain securitizations are not presented on a GAAP consolidated basis due to operational complexity.

In re Residential Capital, LLC, et al.

Case No. 12-12020

Debtor

Reporting Period: October 1-31, 2013

**Condensed Consolidated Balance Sheet (unaudited)<sup>(A)</sup>**

Debtor-in-possession

(\$ in thousands)

	October 31, 2013	September 30, 2013
<b>Assets</b>		
Cash and cash equivalents	\$ 1,525,680	\$ 1,513,684
Mortgage loans held-for-sale	183,155	199,753
Finance receivables and loans, net		
Consumer	516,185	523,641
Allowance for loan losses	(5,268)	(6,731)
Total finance receivables and loans, net	510,917	516,910
Mortgage servicing rights	2,220	3,620
Accounts receivable, net	645,026	664,945
Other assets	200,217	203,577
<b>Total assets</b>	<b>\$ 3,067,215</b>	<b>\$ 3,102,489</b>

**Liabilities**

**Liabilities not subject to compromise:**

<b>Borrowings</b>		
Collateralized borrowings in securitization trusts	\$ 402,209	\$ 406,069
Other borrowings	73,886	76,818
Total borrowings	476,095	482,887
Other liabilities	325,412	322,060
<b>Total liabilities not subject to compromise</b>	<b>801,507</b>	<b>804,947</b>

<b>Liabilities subject to compromise</b>	<b>3,123,836</b>	<b>3,124,629</b>	(B)
<b>Total liabilities</b>	<b>3,925,343</b>	<b>3,929,576</b>	

<b>Equity</b>		
Member's interest	11,755,962	11,755,962
Accumulated deficit	(12,572,420)	(12,541,783)
Accumulated other comprehensive loss	(41,670)	(41,266)
<b>Total equity</b>	<b>(858,128)</b>	<b>(827,087)</b>
<b>Total liabilities and equity</b>	<b>\$ 3,067,215</b>	<b>\$ 3,102,489</b>

<b>(A) Non-Debtor Entity Balances</b>		
Total assets	\$ 271,556	\$ 272,246
Total liabilities	\$ 149,441	\$ 152,565

Non-debtor entity balances are before the elimination of balances and transactions with debtor entities.

**(B) Liabilities subject to compromise consist of the following:**

Junior secured notes	\$ 1,228,292	\$ 1,228,292
Senior unsecured notes	672,480	672,480
Foreign unsecured notes	302,860	303,587
Interest payable	149,596	149,621
Liability for representation and warranty obligations	632,433	632,433
Reserve for legal proceedings	67,019	66,895
Accounts payable	27,118	27,159
Other	44,038	44,162
<b>Total liabilities subject to compromise</b>	<b>\$ 3,123,836</b>	<b>\$ 3,124,629</b>

The accompanying financial statements have been prepared in accordance with guidelines applicable in a Chapter 11 reorganization. These financial statements are subject to change as a result of determinations of the bankruptcy court.

Certain securitizations are not presented on a GAAP consolidated basis due to operational complexity.

Assets and liabilities removed from and purchase price adjustments to the Section 363 Asset Sales have been reclassified from assets of operations held for sale to their respective asset and liability classification due to operational complexity.

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

**SUMMARY OF UNPAID POST-PETITION DEBTS**

Attach aged listing of accounts payable.

	Number of Days Past Due					Total
	Current	1-30	31-60	61-90	Over 91	
Accounts Payable <sup>(1),(2)</sup>	\$ 145,390	\$ 454,351	\$ 100,488	\$ 84	\$ -	\$ 700,313
<b>Total Post-petition Debts<sup>(3),(4)</sup></b>	<b>\$ 145,390</b>	<b>\$ 454,351</b>	<b>\$ 100,488</b>	<b>\$ 84</b>	<b>\$ -</b>	<b>\$ 700,313</b>

<sup>(1)</sup>Aging is based on due date, terms are generally 30-60 days.

<sup>(2)</sup>The Debtors do not consider post-petition invoices as past due or delinquent if such invoices are subject to dispute, or further review and/or reconciliation with the vendor.

<sup>(3)</sup>The aging of accounts payable is only done for those invoices that have been vouchered in the Debtors' accounts payable system. The incurred and unpaid amounts on MOR-6 are vouchered when paid and are not included in the aging.

<sup>(4)</sup>Employee wages for the Debtors are paid by Ally. The Debtors reimburse Ally for their share of the employee wages. The Debtors sought and received Bankruptcy Court approval to continue this practice post-petition. The Debtors are current with their reimbursements to Ally.

**Explain how and when the Debtor intends to pay any past due post-petition debts.**

Please refer to the Global Footnotes E.7: Notes to Debtor Questionnaire (MOR-7): Question 13 Notes

**STATUS OF POST-PETITION TAXES**

**Debtors' Statement with Respect to Status of Post-Petition Taxes**

Post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, and are authorized to be paid under the relief granted by the Bankruptcy Court are current except for one county personal property tax return in the state of California filed during October 2013. The Debtors are currently working to resolve the the amount due with the taxing authority. The amount due, if any, is expected to be immaterial. There are no material tax disputes or reconciliations. Post-petition tax information is not attached to this monthly operating report, however if the U.S. Trustee requests copies, the Debtors will provide a status update on post-petition taxes as soon as practical.

The Debtors are parties to Tax Sharing Agreements with Ally, which provide for the filing of consolidated returns by Ally for Federal and certain state income taxes. Prior to the filing of bankruptcy, the Debtors would reimburse Ally for the Debtors' portion of the tax liability, if any. As a result of the filing for Chapter 11, the Debtors do not have authority to pay either pre or post-petition tax obligations under these Tax Sharing Agreements.

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

ACCOUNTS RECEIVABLE RECONCILIATION

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable Advances, net of reserves	\$ 178,792,569
Plus: Accounts Receivable Claims/Fees, net of reserves	434,935,754
<b>Total Accounts Receivable at the end of the reporting period</b>	<b>\$ 613,728,322</b>

Accounts Receivable	Total Advances <sup>(1)</sup>	Service Fees	Gov't Claims <sup>(2)</sup>	Interest HFS	Total
Primary	\$ 96,504,382	-	-	-	\$ 96,504,382
Master	4,853,788	-	-	-	4,853,788
FHLMC	-	-	-	-	-
FNMA	-	-	-	-	-
GNMA	-	-	461,220,644	-	461,220,644
Third Party Investors	-	-	-	-	-
Subserviced	-	898	-	-	898
ResCap HFS	78,897,089	-	-	7,314,124	86,211,213
Other	-	-	-	-	-
<b>Total Accounts Receivable</b>	<b>\$ 180,255,258</b>	<b>\$ 898</b>	<b>\$ 461,220,644</b>	<b>\$ 7,314,124</b>	<b>\$ 648,790,924</b>
Less: Reserve for Bad Debt	1,462,690	-	33,599,912	-	35,062,601
<b>Net Accounts Receivable</b>	<b>\$ 178,792,569</b>	<b>\$ 898</b>	<b>\$ 427,620,732</b>	<b>\$ 7,314,124</b>	<b>\$ 613,728,322</b>

<sup>(1)</sup> Primary & Master represent P&I only

<sup>(2)</sup> Government claims include accrued interest

Note: Due to the nature of the Debtors' businesses, an aging of accounts receivable is not indicative of collectability and therefore an aging of accounts receivables is not maintained. After the Section 363 Asset Sales, the majority of the accounts receivable are comprised of loan insurance guarantee receivables. These receivables arise as mortgage loans are acquired from off-balance sheet securitizations guaranteed by GNMA, as a result of borrower default or contractual delinquency triggers. Mortgage loans are reclassified to receivable when the loan is deemed impaired. An insurance claim is filed with the appropriate government guarantor agency (FHA or VA) for eligible mortgage loan principal, interest and foreclosure related expenses. The next largest component of the accounts receivable are comprised of servicer advances made by the Debtors to the investors in mortgage loans serviced by the Debtors. Such advances are made to maintain the scheduled cash flows in the event of borrower default or delinquency and have a priority claim to the cash flows in the event of foreclosure or liquidation.

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

PAYMENTS TO INSIDERS AND PROFESSIONALS

Of the total disbursements shown on the Cash Receipts and Disbursements Report (MOR-1) list the amount paid to insiders (as defined in Section 101(31) (A)-(F) of the U.S. Bankruptcy Code) and to professionals. For payments to insiders, identify the type of compensation paid (e.g. Salary, Bonus, Commissions, Insurance, Housing Allowance, Travel, Car Allowance, Etc.). Attach additional sheets if necessary.

INSIDERS			
NAME	TYPE OF PAYMENT	AMOUNT PAID DURING MONTH	TOTAL PAID TO DATE
Ally Bank	Servicing/Origination Related	\$ -	\$ 592,936,607
Ally Bank	Loan Purchases	-	216,514,257
Ally Bank	DOJ Settlement	1,152	74,934,194
Ally Commercial Finance LLC	Servicing Related	-	4,242,203
Ally Financial Inc.	Payments for Shared Service	2,231,247	113,709,782
Ally Financial Inc.	Payroll	1,272,893	309,335,729
Ally Financial Inc.	Property Purchase	-	6,000,000
Ally Financial Inc.	Payoff of Ally LOC DIP	-	189,622,360
Ally Financial Inc.	Interest on Affiliated Borrowings	-	43,924,082
Ally Financial Inc.	Payoff of Ally Facilities	-	1,127,127,553
Ally Investment Management, LLC	Derivatives Collateral, net	-	33,154,852
Debtors' Officers & Directors, paid via Ally	Payroll	760,028	34,068,684
Independent Directors (Board of Directors)	Payroll, Travel	192,374	3,159,537
TOTAL PAYMENTS TO INSIDERS:		\$ 4,457,694	\$ 2,748,729,840

Note: Certain of the affiliate transactions with Ally Bank are pass-through cash flows that the Debtor receives into its account and remits to Ally Bank the same day. Due to the requirements of the loan servicing system, cash is received into Debtor accounts on behalf of Ally Bank; these funds are then remitted from the Debtor accounts to Ally Bank on a daily basis in accordance with Regulation W.

PROFESSIONALS						
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT <sup>(1)(4)</sup>	AMOUNT APPROVED DURING MONTH <sup>(5)</sup>	AMOUNT PAID DURING MONTH	TOTAL PAID TO DATE <sup>(6)</sup>	TOTAL INCURRED & UNPAID*	
AlixPartners LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	\$ 314,208	\$ 314,208	\$ 11,287,533	\$ 722,800	
Analytic Focus LLC	7/17/2012; 4/23/2013; 9/23/2013	-	-	591,782	1,414	
Arthur J. Gonzalez, Examiner	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	527,265	41,348	
Bradley Arant Boult Cummings LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	727,420	727,420	9,683,212	1,070,446	
Bryan Cave LLP	7/17/2012	85,187	85,187	227,456	77,289	
Carponter Lipps & Leland LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	336,629	336,629	6,370,575	1,322,353	
Centerview Partners LLC	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	482,820	242,314	3,913,090	901,554	
Coherent Economics LLC	7/17/2012; 4/23/2013; 9/23/2013	-	-	1,126,690	23,872	
Chadbourne & Parke LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	52,037	52,037	46,784,246	3,003,526	
Curtis, Mallet-Prevost, Colt & Mosie LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	185,804	185,804	2,548,870	1,642,260	
Deloitte & Touche LLP(1)	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	5,176,067	325,054	
Dorsey & Whitney LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	62,011	62,011	622,441	97,208	
Dykema Gossett PLLC	7/17/2012; 12/28/2012; 9/23/2013	-	-	231,035	4,061	
Epig Bankruptcy Solutions, LLC	7/17/2012; 4/23/2013; 9/23/2013	11,110	11,110	356,301	13,891	
Ernst & Young LLP	7/17/2012; 9/23/2013	-	-	232,445	588,500	
Fortace, LLC	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	2,288,339	47,719	
FTI Consulting, Inc.	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	833,982	833,982	20,062,927	689,687	
Hudson Cook, LLP	7/17/2012; 5/17/2013	-	-	2,108,927	218,578	
J.F. "Chip" Morrow	7/17/2012; 4/23/2013; 9/23/2013	-	-	232,405	12,244	
KPMG LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	1,591,833	12,462	
Kramer Levin Naftalis & Frankel LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	3,078,552	3,078,552	43,813,468	4,801,538	
Kurtzman Carson Consultants LLC(2)	5/16/2012	863,831	863,831	16,986,399	3,878,887	
Kurtzman Carson Consultants LLC	7/17/2012; 12/28/2012; 9/23/2013	-	-	94,074	-	
Leonard, Street and Detnold Professional Association	7/17/2012; 9/23/2013	-	-	93,020	11,190	
Locke Lord LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	838,028	260,587	
Mercer (US) Inc.	7/17/2012; 4/23/2013; 9/23/2013	-	-	290,892	13,494	
Mesirow Financial Consulting, LLC	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	34,656,969	5,226,417	
Moelis & Company LLC	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	181,339	181,339	6,881,143	677,123	
Morrison & Cohen LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	17,055	17,055	1,768,065	1,013,958	
Morrison & Foerster LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	55,292,155	13,192,810	
Orrick, Herrington & Sutcliffe LLP	7/17/2012; 9/23/2013	-	-	1,394,104	163,178	
Pachulski Stang Ziehl Jones	7/17/2012; 4/23/2013; 9/23/2013	1,080,435	1,080,435	2,552,672	1,383,420	
Pepper Hamilton LLP	7/17/2012; 6/18/2013; 9/23/2013	12,509	12,509	4,809,557	606,040	
Perkins Coie LLP	7/17/2013; 9/23/2013	-	-	-	1,384,329	
Prince Lobel Tye LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	187,968	5,248	
Reed Smith, LLP	7/17/2012; 12/28/2012; 9/23/2013	-	-	164,373	2,932	
Rubenstein Associates, Inc.	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	47,966	232	
San Marino Business Partners LLC	7/17/2012; 4/23/2013; 9/23/2013	-	-	241,689	6,529	
Severson & Werson, P.C.	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	2,500,214	277,071	
SilvermanAcapora LLP	7/17/2012; 4/23/2013; 9/23/2013	153,841	153,841	674,226	265,895	
Towers Watson	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	-	-	184,485	731	
Trouman Sanders, LLP	7/17/2012; 12/28/2012; 4/23/2013; 9/23/2013	8,252	8,252	552,117	303,626	
Wilmer Cutler Pickering Hale & Dorr LLP	7/17/2012; 9/23/2013	25,562	25,562	634,479	111,584	
Wolf Haldenstein Adler Freeman & Hers LLP	7/17/2012; 4/23/2013; 9/23/2013	-	-	77,322	7,347	
Zeichner Eilman & Krause LLP	7/17/2012; 4/23/2013	-	-	342,888	181,087	
TOTAL PAYMENTS TO PROFESSIONALS:		\$ 8,512,581	\$ 8,272,076	\$ 291,041,722	\$ 44,591,518	

\* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

(1) A portion of the monthly invoices will be reimbursed by Ocwen Financial, Walter Investment Management and Nationstar Mortgage for services performed at their request.

(2) The Debtors are authorized to compensate the Claims and Noticing Agent in accordance with the terms of the Engagement Agreement upon the receipt of reasonably detailed invoices setting forth the services provided by the Claims and Noticing Agent. The payments only include invoiced fees, no accruals are listed.

(3) Monthly fee statements do not require specific court approval, but are paid in accordance with the Interim Compensation Order approved by the Bankruptcy Court on July 17, 2012.

(4) The Bankruptcy Court approved the first, second and third interim fee applications for retained professionals on December 28, 2012, April 23, 2013 and September 23, 2013, respectively. Some professionals were also paid amounts in accordance with the Interim Compensation Order approved by the Bankruptcy Court on July 17, 2012.

(5) With the exception of Kurtzman Carson Consultants LLC's fees and expenses related to their role as Claims and Noticing Agent, the amounts approved for the monthly fee statements are 80% of fees and 100% of expenses.

(6) Includes a \$1.1 million adjustment to historical amounts reported in error.

POST-PETITION STATUS OF SECURED NOTES, LEASES PAYABLE AND ADEQUATE PROTECTION PAYMENTS			
NAME OF CREDITOR	SCHEDULED MONTHLY PAYMENT DUE	AMOUNT PAID DURING MONTH	TOTAL UNPAID POST-PETITION
TOTAL AMOUNTS:	\$ -	\$ -	\$ -

In re Residential Capital, LLC, et al.  
Debtor

Case No. 12-12020  
Reporting Period: October 1-31, 2013

DEBTOR QUESTIONNAIRE		
Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.	Yes	No
1 Have any assets been sold or transferred outside the normal course of business this reporting period?		X
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?	X	
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on prepetition liabilities this reporting period?		X
7 Are any post-petition receivables (accounts, notes or loans) due from related parties?	X	
8 Are any post-petition payroll taxes past due?		X
9 Are any post-petition State or Federal income taxes past due?		X
10 Are any post-petition real estate taxes past due?		X
11 Are any other post-petition taxes past due?	X	
12 Have any prepetition taxes been paid during this reporting period?		X
13 Are any amounts owed to post-petition creditors delinquent?	X	
14 Are any wage payments past due?		X
15 Have any post-petition loans been received by the Debtor from any party?		X
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

\*See Global Notes Section E. Notes to Debtor Questionnaire (MOR-7) for form explanations