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Debtors in Possession*

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

-----)	
In re:)	Case No. 12-12020 (MG)
)	
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	Chapter 11
)	
Debtors.)	Jointly Administered
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NOTICE OF FILING OF ADDITIONAL DISCLOSURES

PLEASE TAKE NOTICE THAT on September 24, 2012, the Debtors filed a consolidated collateral report reflecting the book value of the Debtors' collateral by funding facility as of May 31, 2012 [Docket No. 1542];

PLEASE TAKE FURTHER NOTICE THAT the Debtors hereby submit as Exhibit 1 consolidated collateral reports reflecting the book value of the Debtors' collateral by funding facility as of May 13, 2012 and December 31, 2012 (the "Collateral Reports");

PLEASE TAKE FURTHER NOTICE THAT the Debtors caution parties in interest not to place undue reliance upon the information contained in the Collateral Reports, which were not prepared for the purpose of providing the basis for an investment decision relating to any of the securities of the Debtors. The Collateral Reports are not audited, do not purport to represent the



financial information of the Debtors in accordance with generally accepted accounting principles, and do not purport to present the market value of the Debtors' assets and liabilities or the recoverability of the Debtors' assets. The values indicated in the Collateral Reports are book values as of the date of the reports (not reflecting bid results) and are subject to future adjustment and reconciliation. There can be no assurance that, from the perspective of a creditor or investor of any of the Debtors, the Collateral Reports are complete. The Debtors reserve all rights to amend the values represented in the Collateral Reports. The values set forth in the Collateral Reports should not be viewed as indicative of future values. This disclaimer applies to all information contained therein.

Dated: February 8, 2013
New York, New York

/s/ Gary S. Lee

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Exhibit 1

(\$ in millions)

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Book Value of Assets as of 5/13/12 ⁽¹⁾							
	Ally Revolver/ Blanket	Ally LOC/Ally DIP ⁽²⁾	Citi MSR	Barclay's DIP (GSAP/ BMMZ)	Fannie EA	Unpledged	Total
Assets							
Cash	\$ 241	\$ 1	\$ -	\$ -	\$ -	\$ 252	\$ 494
Restricted Cash	135	-	-	198	-	-	333
HFS ⁽³⁾	498	657	-	371	-	-	1,526
HFS - FHA/VA	165	141	-	-	-	-	306
Servicer Advance	723	79	-	826	158	128	1,914
MSR	-	189	582	-	-	361	1,132
Trading Securities	35	44	-	-	-	(0)	79
GNMA AR	464	441	-	-	-	-	905
Other AR ⁽⁴⁾	152	21	45	21	-	24	262
REO	14	7	-	1	-	0	22
Other ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	52	3	-	-	-	23	78
Total Assets	\$ 2,480	\$ 1,582	\$ 627	\$ 1,415	\$ 158	\$ 787	\$ 7,050
Legal Equity ⁽⁹⁾⁽¹⁰⁾	3	-	-	-	-	-	3
International Equity ⁽¹⁰⁾	11	-	-	-	-	44	55
Total Assets and Equity	\$ 2,494	\$ 1,582	\$ 627	\$ 1,415	\$ 158	\$ 831	\$ 7,107
First Lien Debt ⁽¹¹⁾	(747)	(380)	(152)	(912)	(40)	n/a	(2,232)
Net Assets ⁽¹²⁾	\$ 1,747	\$ 1,202	\$ 475	\$ 503	\$ 118	\$ 831	\$ 4,875

(1) This analysis excludes non-economic/securitized items. The information contained herein is preliminary and unaudited. Unless otherwise indicated, the values for assets contained in this report are book values as of the date of this report, not reflecting the bid results. 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.

(2) There are no assets on the Ally DIP silo as of 5/13/2012.

(3) Includes \$18M of the International HFS loans, comprised of Canadian loans owned by a Non Debtor entity. The Debtor owns the rights to the cash flows on those loans. The \$18M of HFS International assets are allocated to the Revolver/Blanket Lien silo.

(4) For illustrative purposes, the asset schedule reflects additional \$104M in hedge unwind proceeds collected post 5/13/2012. These proceeds were originally allocated to Other AR on the Revolver/Blanket Lien silo, as reflected in this asset schedule. The proceeds were subsequently moved to the Revolver/Blanket Cash during May and June of 2012.

(5) Includes Other Assets (\$41M), Derivative Assets & Collateral (\$23M), Mortgage Loans HFI (\$9M) and intercompany balance from Ally (\$5M). The intercompany balance from Ally was transferred to Other AR in later periods.

(6) Includes 49% of a data center, reflecting the portion owned by the Company. The remaining 51% is currently owned by Ally and the Company is obligated to purchase this portion before the sale pursuant to the APA.

(7) Certain prepaid software costs or other prepaids are not included in this asset schedule.

(8) Ally Revolver/Blanket Lien and Ally LOC silos include approximately \$5M of notes receivable from International Special Purpose Entities ("SPEs"). The SPEs hold approximately \$3.3M in assets and \$3.7M in liabilities. Assets remaining after liquidation of these entities may be available to repay the Revolver/Junior Secured Bonds.

(9) Represents book equity value of certain BCG Debtor and Non Debtor entities. Approximately \$3M is related to the Non Debtor CMH entity. The Debtor owns the "B" shares in the entity. However, the entity is controlled by an outside party. The outside party's approval is required to liquidate this entity. Approximately \$1M is related to equity in another Debtor entity. Entities with negative book equity values are presented as \$0.

(10) Reflects book value of equity and excludes potential contingent liabilities, adverse tax consequences in the event of cash distribution and other costs associated with the wind down of the entities.

(11) Reflects funded debt amounts as of 5/13/2012.

(12) Net Assets reflect the difference between book value of Total Assets and Equity minus First Lien Debt. The Net Asset balance does not reflect recoveries on asset sales to Ocwen, Walter and Berkshire. The final recovery amounts may be materially different.

(\$ in millions)

	Book Value of Assets as of 12/31/12 ⁽¹⁾						
	Ally Revolver/ Blanket	Ally LOC/Ally DIP ⁽²⁾	Citi MSR	Barclay's DIP	Fannie EA	Unpledged	Total
Assets							
Cash	\$ 562	\$ 305	\$ 68	\$ 341	\$ -	\$ 305	\$ 1,582
Restricted Cash	126	-	-	-	-	-	126
HFS ⁽³⁾	422	573	2	332	-	2	1,331
HFS - FHA/VA	87	153	1	-	-	47	288
Servicer Advance	840	85	-	876	172	92	2,066
MSR	-	150	404	-	-	257	811
Trading Securities	36	30	-	-	-	-	66
GNMA AR	313	472	0	-	-	15	801
Other AR ⁽⁴⁾	59	38	27	4	-	20	147
REO	9	5	0	1	-	1	16
Other ⁽⁵⁾⁽⁶⁾⁽⁷⁾⁽⁸⁾	33	2	-	-	-	11	46
Total Assets	\$ 2,487	\$ 1,814	\$ 503	\$ 1,554	\$ 172	\$ 749	\$ 7,279
Legal Equity ⁽⁹⁾⁽¹⁰⁾	3	-	-	-	-	-	3
International Equity ⁽¹⁰⁾	12	-	-	-	-	42	54
Total Assets and Equity	\$ 2,502	\$ 1,814	\$ 503	\$ 1,554	\$ 172	\$ 791	\$ 7,335
First Lien Debt ⁽¹¹⁾	(747)	(569)	(152)	(1,260)	(28)	n/a	(2,757)
Net Assets⁽¹²⁾	\$ 1,755	\$ 1,244	\$ 351	\$ 294	\$ 144	\$ 791	\$ 4,579

(1) This analysis excludes non-economic/secured items. The information contained herein is preliminary and unaudited. Unless otherwise indicated, the values for assets contained in this report are book values as of the date of this report, not reflecting the bid results. 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.

(2) Includes approximately \$149M of assets allocated to the Ally DIP silo.

(3) Includes \$6M of the International HFS loans, comprised of Canadian loans owned by a Non Debtor entity. The Debtor owns the rights to the cash flows on those loans. The \$6M of HFS International assets are allocated to the Revolver/Blanket Lien silo.

(4) Includes approximately \$35M in intercompany receivables from Ally allocated to the Revolver/Blanket Lien silo.

(5) Includes Other Assets of \$35M and Derivative Assets & Collateral of \$11M.

(6) Includes 49% of a data center, reflecting the portion owned by the Company. The remaining 51% is currently owned by Ally and the Company is obligated to purchase this portion before the sale pursuant to the APA.

(7) Certain prepaid software costs or other prepaids are not included in this asset schedule.

(8) Ally Revolver/Blanket Lien and Ally LOC silos include approximately \$2M of notes receivable from International Special Purpose Entities ("SPEs"). The SPEs hold approximately \$2.7M in assets and \$2.8M in liabilities. Assets remaining after liquidation of these entities may be available to repay the Revolver/Junior Secured Bonds.

(9) Represents book equity value of certain BCG Debtor and Non Debtor entities. Approximately \$3M is related to the Non Debtor CMH entity. The Debtor owns the "B" shares in the entity. However, the entity is controlled by an outside party. The outside party's approval is required to liquidate this entity. Approximately \$0.5M is related to equity in another Debtor entity. Entities with negative book equity values are presented as \$0.

(10) Reflects book value of equity and excludes potential contingent liabilities, adverse tax consequences in the event of cash distribution and other costs associated with the wind down of the entities.

(11) Reflects funded debt amounts as of 12/31/2012.

(12) Net Assets reflect the difference between book value of Total Assets and Equity minus First Lien Debt. The Net Asset balance does not reflect recoveries on asset sales to Ocwen, Walter and Berkshire. The final recovery amounts may be materially different.