

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

RESIDENTIAL CAPITAL, LLC, et al.
1177 Avenue of Americas
New York, NY 10036

Case No. 12-12020
Chapter 11

Jointly Administered

Monthly Operating Report for
the period from November 1, 2012 through November 30, 2012

MORRISON & FOERSTER LLP
(Debtors' Attorneys)

Monthly Operating Income (Loss): (\$52,221,221)

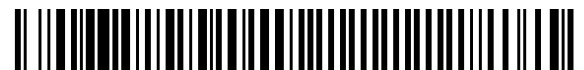
Report Preparer:

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: December 26, 2012



James Whitlinger
Chief Financial Officer



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 focuses on residential mortgage markets in the United States. Their primary and most valuable business operations consist of servicing mortgage loans for investors, including loans originated by Ally Bank and other third parties. As of June 30, 2012, ResCap was servicing approximately 2.3 million domestic residential mortgage loans.

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.

In connection with the Debtors' Section 363 asset sales, the Debtors conducted two separate auctions in accordance with procedures approved by the Bankruptcy Court on June 28, 2012. These auctions were completed on October 24 and October 25, 2012. The Bankruptcy Court approved the auction results on November 20, 2012. The ultimate proceeds to be received in connection with the sales will be determined on the closing date(s), and may differ materially from the auction proceeds, which were based upon the business platform and assets as of August 31, 2012. In accordance with the Debtors' accounting policy as it relates to ASC 360, Impairment and Disposal of Long-lived Assets, the business platforms and related assets ("Section 363 Disposal Group") were classified as operations held for sale as of November 30, 2012.

The Debtors recognize there are steps remaining to be completed in connection with the sales, including the completion of certain conditions precedent in the respective contracts, which the Debtors believe to be usual and customary and which the Debtors expect to resolve in due course. Under ASC 360, the assets held for sale are carried at the lower of carrying value or fair value less transaction costs. There was no impairment recorded at November 30, 2012 as the estimated fair value less transaction costs exceeds the carrying value.

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 not the requirement, to pay certain pre-petition 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 Debtors’ 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. Approximately 6,300 proofs of claim totaling approximately \$97.3 billion were filed against the Debtors in connection with the Bar Date. The Debtors’ Claim Agent continues to receive proofs of claim after the Bar Date. Certain parties have been granted extensions for the filing of their proofs of claims beyond the Bar Date. Claims by creditors will be investigated and resolved in connection with a claims resolution process, which could include the Debtors filing objections to claims that are deemed to be unsubstantiated. 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, nor can the ultimate recovery with respect to allowed claims be estimated at this time.

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 pre-petition 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 pre-petition 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 pre-petition 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. The Debtors expect certain of their contracts and unexpired leases (“Assumed Contracts”) to be assumed and assigned as part of the Section 363 asset sales. The deadline for counterparties objecting to the approval of any cure amounts so provided in the notice was September 28, 2012. The

deadline for counterparties to object to the assumption by the Debtors and assignment of an Assumed Contract was November 19, 2012.

The Debtors received 39 objections from counterparties with respect to cure amounts and/or assumption and assignment of the Assumed Contracts. The Debtors are investigating all cure objections and working with counterparties to resolve their objections. To the extent the Debtors and the counterparties cannot reach an agreement, the Debtors may choose to reject the contract. The Debtors cannot estimate the impact, if any, of the resolution of these objections.

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.

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

Prior to the bankruptcy filing, the Debtors economically hedged the value of their mortgage servicing rights ("MSR") with both derivative and nonderivative financial instruments. Subsequent to the Commencement Date, the Debtors no longer hedge the MSR asset. Under the terms of the stalking horse agreement, the ultimate purchase price paid for the MSRs being acquired is based on the unpaid principal balance of the underlying loans. As a result, while the MSR asset is economically exposed to changes in market conditions, in particular interest rates, the Debtors are no longer hedging this risk as it will not impact the proceeds received upon completion of the asset sales. Until the asset sales are completed, the value of the MSR will fluctuate with market conditions, impacting the Debtors' results of operations.

C. Notes to Balance Sheet (MOR-3)

As noted above in 6. Carrying Value of Assets, the Debtors have reclassified the Section 363 Disposal Group to assets and liabilities of operations held for sale. The Debtors have reclassified all purchased assets and assumed liabilities, including certain assets and related liabilities that were legally transferred to variable interest entities through securitization transactions that were required to be re-recognized under ASC 810, Consolidation or ASC 860, Transfers and Servicing and will be de-recognized upon sale of the related servicing and any retained financial interest in the securitization. There was no impairment of the Section 363 Disposal Group required at November 30, 2012 as the estimated proceeds less cost to sell is greater than the carrying value.

In accordance with GAAP, ResCap is required to recognize certain assets and related liabilities that were legally transferred to variable interest entities through securitization transactions. These assets are not considered assets of the Debtors as the transfers satisfied the conditions of a legal sale to a bankruptcy-remote entity. At November 30, 2012, Assets of operations held for sale includes \$2.4 billion of delinquent loans (primarily GNMA loans) subject to conditional repurchase options whereby the Debtors have the option, but not the obligation, to repurchase delinquent assets from off-balance sheet securitizations. The corresponding \$2.4 billion liability is recorded in Liabilities of operations held for sale. At November 30, 2012, Finance receivables and loans, net, includes \$662.0 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, \$455.9 million, and Other borrowings, \$131.6 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 an aging of accounts receivables is not maintained. The majority 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. The next largest component of the Debtors' accounts receivable balance is for governmental guarantees for loans in foreclosure.

E. Notes to Debtor Questionnaire (MOR-7)

1. Question 2 Notes

a. The Debtors have control over custodial accounts which 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.

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 which 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 have confirmed with Ally that all necessary insurance policies remain in effect as of the date of this MOR.

3. Question 6 Notes

The Debtors have received Bankruptcy Court authority to pay certain pre-petition liabilities pursuant to the *Order under Bankruptcy Code sections 105, 507 and 541 and Bankruptcy Rule 6003, Authorizing, but not directing, the Debtors to Honor Certain Prepetition Obligations* [Docket No. 95] and the *Supplemental Order for Interim Relief Under Bankruptcy Code Sections 105(a), 362, 363, 502, 1107(a), and 1108 and Bankruptcy Rule 9019 (I) Authorizing the Debtors to Continue Implementing Loss Mitigation Programs; (II) Approving Procedures for Compromise and Settlement of Certain Claims, Litigations and Causes of Action; (III) Granting Limited Stay Relief to Permit Foreclosure and Eviction Proceedings, Borrower Bankruptcy Cases, and Title Disputes to Proceed; and (IV) Authorizing and Directing the Debtors to Pay Securitization Trustee Fees and Expenses* [Docket No. 391] (collectively, the "Payment Orders"). The Debtors have established procedures for the evaluation and approval of payments related to these specific prepetition liabilities. The Debtors are in compliance with the caps and noticing requirements in the Payment Orders.

4. 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 hedging, servicing, origination, shared services, and other transactions between the Debtors and these affiliates. The Debtors are collecting amounts owed on these receivables in accordance with the agreements related to these services and post-petition practices.

5. 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.

6. Question 12 Notes

The Debtors have received Bankruptcy Court authority to pay pre-petition 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.

As a result of the Bankruptcy Filing (the “Filing”), the Debtors have instituted new procedures surrounding their Procurement to Pay function to ensure that prepetition obligations are not inadvertently paid. These processes require significantly higher levels of manual intervention in the review, approval and vouchering of invoices. During the period from May 14, 2012 to November 30, 2012, the Debtors have received a large volume of invoices that were in whole or part for prepetition goods and services. Over the past several months the organization has shifted to processing primarily post petition obligations. At November 30, 2012 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. The additional review procedures instituted as a result of the filing may also continue to result in some processing delays.

8. Question 14 Notes

Consistent with the agreements in place pre-petition, 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.

9. Question 15 Notes

The Debtors borrowed \$3.5 million under the Ally DIP loan during November 2012. In addition, the Debtors received \$17.6 million under the FNMA EAF facility in November 2012.

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: November 1, 2012 - November 30, 2012

Federal Tax I.D. # 20-1770738

CORPORATE MONTHLY OPERATING REPORT

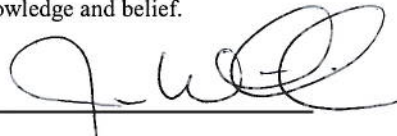
File with the Court and submit a copy to the United States Trustee within 20 days after the end of the month and submit a copy of the report to any official committee appointed in the case.

(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 (CON'T)		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 (CON'T)		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*



Date 12/26/2012

Printed Name of Authorized Individual James Whitlinger

Date 12/26/2012

*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: November 1-30, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾
November 1, 2012 - November 30, 2012
(\$ in thousands)

	Consolidated Entities ⁽¹⁾	Ditech, LLC	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	Homecomings Financial, LLC
Case Number		12-12021	12-12022	12-12027	12-12028	12-12031	12-12033	12-12039	12-12042
Beginning Cash Balance	\$ 1,497,728	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 9	\$ -	\$ -
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	216,931	-	-	-	-	-	-	-	-
Hedge Proceeds	150	-	-	-	-	-	-	-	-
Returns on Servicer Advances	647,744	-	-	-	-	-	-	-	-
Loan and Securities Collections	38,844	-	-	-	-	-	-	-	-
Fee Income	92,815	-	-	-	-	-	-	-	-
Other Receipts, net	18,250	-	-	-	-	-	-	-	-
Total Receipts	1,014,734	-	-	-	-	-	-	-	-
Disbursements ⁽²⁾									
Servicer Advances	(779,571)	-	-	-	-	-	-	-	-
Hedge Disbursements	-	-	-	-	-	-	-	-	-
Originations/Repurchases	(128,945)	-	-	-	-	-	-	-	-
Accounts Payable and Payroll	(91,936.26)	-	-	-	-	-	(3)	-	-
Other Disbursements	(3,532)	-	-	-	-	-	-	-	-
Subtotal Disbursements	(1,003,985)	-	-	-	-	-	(3)	-	-
Retained Professional Fees / Reorganization Costs	(28,755)	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	(22,045)	-	-	-	-	-	-	-	-
Total Disbursements	(1,054,785)	-	-	-	-	-	(3)	-	-
Net Cash Flow (excl. intercompany, debt draws/paydowns)	(40,051)	-	-	-	-	-	(3)	-	-
Intercompany	7,609	-	-	-	-	-	-	-	-
Debt Draws/(Paydowns)	21,084	-	-	-	-	-	-	-	-
Net Cash Flow	(11,358)	-	-	-	-	-	(3)	-	-
Ending Cash Balance	\$ 1,486,371	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 6	\$ -	\$ -
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ 3,070	\$ (0)	\$ -	\$ (12)	\$ (490)	\$ -	\$ (5)	\$ (8)	\$ (1,527)

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); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(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

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: November 1-30, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾
November 1, 2012 - November 30, 2012
(\$ 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 SFJV 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	
Beginning Cash Balance	\$ 2,976	\$ 4	\$ 1,019	\$ 25	\$ 214	\$ 6	\$ 7	\$ 483	\$ 1,503,351
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	-	-	-	-	-	-	-	-	216,931
Hedge Proceeds	-	-	-	-	-	-	-	-	150
Returns on Servicer Advances	-	-	-	-	-	-	-	-	647,744
Loan and Securities Collections	2,800	-	-	-	1,726	-	-	-	43,369
Fee Income	-	-	-	-	-	-	-	-	92,815
Other Receipts, net	-	-	263	-	-	-	-	-	18,514
Total Receipts	2,800	-	263	-	1,726	-	-	-	1,019,523
Disbursements⁽²⁾									
Servicer Advances	-	-	-	-	-	-	-	-	(779,571)
Hedge Disbursements	-	-	-	-	-	-	-	-	-
Originations/Repurchases	-	-	-	-	-	-	-	-	(128,945)
Accounts Payable and Payroll	-	(1)	-	-	(2)	(1)	(1)	-	(91,944)
Other Disbursements	(0)	-	-	-	-	-	-	-	(3,532)
Subtotal Disbursements	(0)	(1)	-	-	(2)	(1)	(1)	-	(1,003,992)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-	(28,755)
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	-	(22,045)
Total Disbursements	(0)	(1)	-	-	(2)	(1)	(1)	-	(1,054,792)
Net Cash Flow (excl. intercompany, debt draws/paydowns)	2,800	(1)	263	-	1,724	(1)	(1)	-	(35,270)
Intercompany Debt Draws/(Paydowns)	(5,721)	-	-	-	(1,888)	-	-	-	-
Net Cash Flow	(2,921)	(1)	263	-	(165)	(1)	(1)	-	(14,185)
Ending Cash Balance	\$ 55	\$ 3	\$ 1,282	\$ 25	\$ 49	\$ 5	\$ 5	\$ 483	\$ 1,489,165
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ -	\$ (1)	\$ (273)	\$ -	\$ (753)	\$ (1)	\$ (1)	\$ -	\$ -

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

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In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: November 1-30, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾
May 14, 2012 - November 30, 2012
(\$ in thousands)

	Consolidated Entities ⁽¹⁾	Ditech, LLC	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	Homecomings Financial, LLC
Case Number		12-12021	12-12022	12-12027	12-12028	12-12031	12-12033	12-12039	12-12042
Beginning Cash Balance	\$ 472,830	\$ 856	\$ 11	\$ 13	\$ -	\$ 500	\$ 23	\$ 5	\$ -
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	1,568,848	-	-	-	-	-	-	-	-
Hedge Proceeds	121,989	-	-	-	-	-	-	-	-
Returns on Servicer Advances	4,379,509	-	-	-	-	-	-	-	-
Loan and Securities Collections	319,947	-	-	-	-	-	-	-	-
Fee Income	523,169	-	-	-	-	-	-	-	-
Other Receipts, net	94,810	-	-	-	-	-	-	-	-
Total Receipts	7,008,271	-	-	-	-	-	-	-	-
Disbursements ⁽²⁾									
Servicer Advances	(4,752,930)	-	-	-	-	-	-	-	-
Hedge Disbursements	(32,448)	-	-	-	-	-	-	-	-
Originations/Repurchases	(1,460,488)	-	-	-	-	-	-	-	-
Accounts Payable and Payroll	(400,472)	-	-	-	-	-	(16)	-	-
Other Disbursements	(67,470)	-	-	-	-	-	-	-	-
Subtotal Disbursements	(6,713,808)	-	-	-	-	-	(16)	-	-
Retained Professional Fees / Reorganization Costs	(47,685)	-	-	-	-	-	-	-	-
Debt Interest/Fees/Expenses	(105,587)	-	-	-	-	-	-	-	-
Total Disbursements	(6,867,080)	-	-	-	-	-	(16)	-	-
Net Cash Flow (excl. intercompany, debt draws/paydowns)	141,192	-	-	-	-	-	(16)	-	-
Intercompany	28,010	-	-	-	-	(500)	-	(5)	-
Debt Draws/(Paydowns)	844,340	-	-	-	-	-	-	-	-
Net Cash Flow	1,013,541	-	-	-	-	(500)	(16)	(5)	-
Ending Cash Balance	\$ 1,486,371	\$ 856	\$ 11	\$ 13	\$ -	\$ -	\$ 6	\$ -	\$ -
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ 8,708	\$ (1)	\$ -	\$ (81)	\$ (4,079)	\$ (0)	\$ (17)	\$ (50)	\$ (1,647)

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); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(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

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: November 1-30, 2012

Debtors' Cash Flow by Line Item (unaudited)⁽³⁾⁽⁴⁾
May 14, 2012 - November 30, 2012
(\$ 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 SFJV 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	
Beginning Cash Balance	\$ 1,315	\$ 4	\$ -	\$ 25	\$ 55	\$ 6	\$ 6	\$ 483	\$ 476,131
Receipts									
Loan Sales/Redeliveries/Claims Proceeds	-	-	-	-	-	-	-	-	1,568,848
Hedge Proceeds	-	-	-	-	-	-	-	-	121,989
Returns on Servicer Advances	-	-	-	-	-	-	-	-	4,379,509
Loan and Securities Collections	16,573	-	-	-	9,474	-	-	-	345,994
Fee Income	-	-	-	-	-	-	-	-	523,169
Other Receipts, net	55	-	1,485	-	-	-	-	-	96,350
Total Receipts	16,628	-	1,485	-	9,474	-	-	-	7,035,859
Disbursements⁽²⁾									
Servicer Advances	-	-	-	-	-	-	-	-	(4,752,930)
Hedge Disbursements	-	-	-	-	-	-	-	-	(32,448)
Originations/Repurchases	-	-	-	-	-	-	-	-	(1,460,488)
Accounts Payable and Payroll	-	(9)	-	-	(13)	(8)	(8)	-	(400,527)
Other Disbursements	(29)	-	-	-	-	-	-	-	(67,500)
Subtotal Disbursements	(29)	(9)	-	-	(13)	(8)	(8)	-	(6,713,892)
Retained Professional Fees / Reorganization Costs	-	-	-	-	-	-	-	-	(47,685)
Debt Interest/Fees/Expenses	-	-	-	-	-	-	-	-	(105,587)
Total Disbursements	(29)	(9)	-	-	(13)	(8)	(8)	-	(6,867,164)
Net Cash Flow (excl. intercompany, debt draws/paydowns)	16,599	(9)	1,485	-	9,461	(8)	(8)	-	168,695
Intercompany Debt Draws/(Paydowns)	(17,859)	8	(203)	-	(9,467)	7	8	-	(0)
Net Cash Flow	(1,260)	(1)	1,282	-	(6)	(1)	(0)	-	1,013,034
Ending Cash Balance	\$ 55	\$ 3	\$ 1,282	\$ 25	\$ 49	\$ 5	\$ 5	\$ 483	\$ 1,489,165
Expenses Paid On Behalf of / (By) Other Debtor Entities	\$ -	(5)	(1,515)	\$ -	(1,303)	(5)	(5)	\$ -	\$ -

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); Residential Funding Company, LLC (12-12019); GMACM Borrower, LLC (12-12035); and RFC Borrower, LLC (12-12068)

(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

In re Residential Capital, LLC, et al.

Debtor

Case No. 12-12020

Reporting Period: November 1-30, 2012

US Trustee Disbursement / Expense Summary

November 2012 (USD)

Debtor	Case Number	Tax ID	November 2012 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for November 2012	Allocated November 2012 Monthly Disbursements
Residential Funding Company, LLC ¹	12-12019	23-1694840	N/A	N/A	N/A
Residential Capital, LLC ¹	12-12020	45-5064887	N/A	N/A	N/A
GMAC Mortgage, LLC ¹	12-12032	20-1770738	N/A	N/A	N/A
GMACM Borrower LLC ¹	12-12035	93-0891336	N/A	N/A	N/A
RFC Borrower LLC ¹	12-12068	45-5065558	N/A	N/A	N/A
Consolidated Subtotal- 5 Debtor Entities			\$ (1,054,784,679)	\$ 3,069,838	\$ (1,051,714,841)

Debtor	Case Number	Tax ID	November 2012 Monthly Disbursements	Expenses Paid On Behalf of / (By) Other Debtor Entities for November 2012	Allocated November 2012 Monthly Disbursements
Ditech, LLC	12-12021	23-2887228	\$ -	\$ (73)	\$ (73)
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	-	(12,397)	(12,397)
Executive Trustee Services, LLC	12-12028	23-2778943	-	(489,507)	(489,507)
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	(2,987)	(4,644)	(7,631)
GMACRH Settlement Service, LLC	12-12034	23-3036156	-	-	-
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	-	(7,567)	(7,567)
Homecomings Financial Real Estate Holdings, LLC	12-12040	26-2736869	-	-	-
Homecomings Financial, LLC	12-12042	51-0369458	-	(1,527,250)	(1,527,250)
Ladue Associates, Inc.	12-12043	23-1893048	-	-	-
Passive Asset Transactions, LLC	12-12044	51-0404130	(158)	-	(158)
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	(787)	(787)	(1,575)
Residential Accredit 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	-	(273,076)	(273,076)
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	(1,846)	(752,946)	(754,792)
RFC Asset Management, LLC	12-12066	06-1664678	(758)	(796)	(1,553)
RFC Construction Funding, LLC	12-12069	41-1925730	-	-	-
RFC REO LLC	12-12070	45-5222407	-	-	-
RFC SFJV-2002, LLC	12-12071	06-1664670	(1,083)	(796)	(1,878)
Subtotal - 46 Other Debtor Entities			\$ (7,619)	\$ (3,069,838)	\$ (3,077,457)

Total Amounts for All Debtor Entities	\$ (1,054,792,298)	\$ -	\$ (1,054,792,298)
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Notes
¹ Disbursements of Residential Capital, LLC; GMAC Mortgage, LLC; Residential Funding Company, LLC; GMACM Borrower, LLC; and RFC Borrower, LLC were consolidated due to the difficulty of separating each individual entity.

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.

Case No. 12-12020

Debtor

Reporting Period: November 1-30, 2012

Condensed Consolidated Statement of Income (unaudited)^(A)

Debtor-in-possession

(\$ in thousands)

	11/01/2012 - 11/30/2012	05/14/2012 - 11/30/2012
Revenue		
Interest income	\$ 24,378	\$ 155,548
Interest expense	17,172	117,063
Net financing revenue	7,206	38,485
Other revenue		
Servicing fees	62,802	399,447
Servicing asset valuation and hedge activities, net	(39,941)	(328,238)
Total servicing income, net	22,861	71,209
Gain on mortgage loans, net	12,515	85,886
(Loss) gain on foreclosed real estate	(116)	4,310
Other revenue, net	29,463	120,724
Total other revenue	64,723	282,129
Total net revenue	71,929	320,614
Provision for loan losses	(885)	(2,844)
Noninterest expense		
Representation and warranty expense, net	-	30,988
Mortgage fines and penalties	-	(3,278)
Compensation and benefits	26,891	256,184
Other noninterest expense, net	36,199	305,067
Total noninterest expense	63,090	588,961
Income (loss) from continuing operations before reorganization expense and income tax expense	9,724	(265,503)
Reorganization expense		
Professional fees	58,472	171,463
Compensation and benefits	1,637	12,356
Debt issuance and facility commitment fees	119	61,597
Total reorganization expense	60,228	245,416
Loss from continuing operations before income tax expense	(50,504)	(510,919)
Income tax expense	1,717	8,510
Net loss from continuing operations	(52,221)	(519,429)
Loss from discontinued operations, net of tax	-	(127)
Net loss	\$ (52,221)	\$ (519,556)
(A) Non-debtor entity net income (loss)	\$ 79	\$ (532)

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.

In re Residential Capital, LLC, et al.

Case No. 12-12020

Debtor

Reporting Period: November 1-30, 2012

Condensed Consolidated Balance Sheet (unaudited)^(A)

Debtor-in-possession

(\$ in thousands)

	November 30, 2012	October 31, 2012
Assets		
Cash and cash equivalents	\$ 1,551,752	\$ 1,563,577
Mortgage loans held-for-sale	330,875	4,100,264
Finance receivables and loans, net		
Consumer	606,136	676,914
Commercial	492	466
Allowance for loan losses	(6,019)	(7,244)
Total finance receivables and loans, net	600,609	670,136
Mortgage servicing rights	-	844,429
Accounts receivable, net	1,058,986	3,118,121
Other assets	271,279	364,106
Assets of operations held-for-sale	6,860,457	-
Total assets	\$ 10,673,958	\$ 10,660,633

Liabilities

Liabilities not subject to compromise:

Borrowings

Debtor-in-Possession superpriority secured credit facility	\$ 1,260,000	\$ 1,260,000
Debtor-in-Possession superpriority secured credit facility - Ally Financial Inc.	188,004	184,472
Borrowings from Ally Financial Inc.	1,133,128	1,133,128
Collateralized borrowings in securitization trusts	455,864	515,627
Other borrowings	283,617	293,518
Total borrowings	3,320,613	3,386,745
Other liabilities	498,762	3,071,267
Liabilities of operations held-for-sale	2,716,297	-
Total liabilities not subject to compromise	6,535,672	6,458,012

Liabilities subject to compromise

Total liabilities 4,217,244 4,229,708 (B)

Total liabilities 10,752,916 10,687,720

Equity

Member's interest	11,755,962	11,755,962
Accumulated deficit	(11,767,705)	(11,715,484)
Accumulated other comprehensive loss	(67,215)	(67,565)
Total equity	(78,958)	(27,087)
Total liabilities and equity	\$ 10,673,958	\$ 10,660,633

(A) Non-Debtor Entity Balances

Total assets	\$ 316,271	\$ 329,214
Total liabilities	\$ 187,754	\$ 250,815

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	\$ 2,328,292	\$ 2,328,292
Senior unsecured notes	672,480	672,480
Foreign unsecured notes	296,578	296,866
Interest payable	149,154	149,168
Liability for representation and warranty obligations	640,052	639,812
Reserve for legal proceedings	68,051	68,207
Accounts payable	12,833	13,078
Other	49,804	61,805
Total liabilities subject to compromise	\$ 4,217,244	\$ 4,229,708

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.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: November 1-30, 2012

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 ^{(1),(2)}	\$ 1,191,483	\$ 892,115	\$ -	\$ 17,209	\$ 61,350	\$ 2,162,157
Total Post-petition Debts^{(3),(4)}	\$ 1,191,483	\$ 892,115	\$ -	\$ 17,209	\$ 61,350	\$ 2,162,157

⁽¹⁾Aging is based on date due, terms are generally 30-60 day

⁽²⁾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.

⁽³⁾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.

⁽⁴⁾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. 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: November 1-30, 2012

ACCOUNTS RECEIVABLE RECONCILIATION

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable Advances, net of reserves	\$ 2,091,881,086
Plus: Accounts Receivable Claims/Fees, net of reserves	966,312,731
Total Accounts Receivable at the end of the reporting period⁽¹⁾	\$ 3,058,193,817

Accounts Receivable	Total Advances ⁽²⁾	Service Fees	Late Fees	Gov't Claims ⁽³⁾	Interest HFS	Total
Primary	\$ 558,848,421	-	-	-	-	\$ 558,848,421
Master	218,905,954	-	-	-	-	218,905,954
FHLMC	94,249,523	4,755,702	3,612,384	-	-	102,617,609
FNMA	195,023,300	12,339,578	7,938,718	-	-	215,301,596
GNMA	81,886,810	10,714,314	5,484,532	930,520,382	-	1,028,606,039
Third Party Investors	611,512,142	15,485,995	9,683,877	-	-	636,682,014
Subserviced	212,411,064	7,575,061	248,471	-	-	220,234,596
ResCap HFS	163,658,795	-	304,880	-	13,041,213	177,004,887
Other	(231)	25,736,434	11,964,836	-	-	37,701,039
Total Accounts Receivable	\$ 2,136,495,777	\$ 76,607,085	\$ 39,237,698	\$ 930,520,382	\$ 13,041,213	\$ 3,195,902,155
Less: Reserve for Bad Debt	44,614,691	25,736,434	11,964,836	55,392,377	-	137,708,338
Net Accounts Receivable	\$ 2,091,881,086	\$ 50,870,651	\$ 27,272,862	\$ 875,128,005	\$ 13,041,213	\$ 3,058,193,817

(1) Effective November 30, 2012, in accordance with GAAP, a significant portion of the accounts receivable balance has been reclassified to Assets of operations held for sale.

(2) Primary & Master represent P&I only

(3) 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. The majority of the Debtors' accounts receivable are comprised of servicer advances made to investors in mortgage loans serviced by the Debtors. Such advances are made to maintain the scheduled cash flows current in the event of borrower default or delinquency and the Debtors have a priority claim to the cash flows in the event of foreclosure or liquidation. The next largest component of the Debtors' accounts receivable balance is related to governmental guarantees for loans in foreclosure.

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	\$ 60,389,165	\$ 401,746,132
Ally Bank	Loan Purchases	24,820,069	134,574,701
Ally Bank	DOJ Settlement	3,532,004	38,004,479
Ally Commercial Finance LLC	Servicing Related	495,405	3,180,808
Ally Financial Inc.	Payments for Shared Service	11,429,939	52,083,875
Ally Financial Inc.	Payroll	22,624,707	162,991,504
Ally Financial Inc.	Interest on Affiliated Borrowings	3,710,293	20,557,355
Ally Investment Management, LLC	Derivatives Collateral, net	-	32,447,595
Debtors' Officers & Directors, paid via Ally	Payroll	4,634,245	9,784,319
Independent Directors (Board of Directors)	Payroll, Travel	77,285	561,140
TOTAL PAYMENTS TO INSIDERS		\$ 131,713,112	\$ 855,931,909

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 ⁽³⁾	AMOUNT APPROVED DURING MONTH ⁽⁴⁾	AMOUNT PAID DURING MONTH	TOTAL PAID TO DATE	TOTAL INCURRED & UNPAID*
AlixPartners LLP	7/17/2012	\$ 1,106,191	\$ 1,106,191	\$ 1,798,591	\$ 1,660,658
Analytic Focus LLC		-	-	-	602,709
Arthur J. Gonzalez, Examiner	7/17/2012	68,910	68,910	68,910	41,753
Bradley Arant Boult Cummings LLP	7/17/2012	2,252,056	2,252,056	2,252,056	4,171,341
Carpenter Lipps & Leland LLP	7/17/2012	359,226	359,226	756,181	1,863,449
Centerview Partners LLC	7/17/2012	240,000	240,000	720,000	780,000
Chadbourne & Parke LLP	7/17/2012	2,763,683	2,763,683	2,763,683	4,293,888
Curtis, Mallet-Prevost, Colt & Mosle LLP	7/17/2012	280,641	280,641	280,641	254,762
Deloitte & Touche LLP ⁽¹⁾	7/17/2012	315,774	315,774	552,467	848,121
Dorsey & Whitney LLP	7/17/2012	137,836	137,836	137,836	395,509
Fortace, LLC	7/17/2012	140,335	140,335	529,760	341,578
FTI Consulting, Inc.	7/17/2012	5,035,758	5,035,758	5,035,758	1,500,000
Hudson Cook, LLP	7/17/2012	469,327	469,327	469,327	115,280
J.F. "Chip" Morrow		-	-	-	62,316
KPMG LLP	7/17/2012	-	571,561	571,561	131,278
Kramer Levin Naftalis & Frankel LLP	7/17/2012	4,607,490	4,607,490	8,845,951	5,999,286
Kurtzman Carson Consultants LLC ⁽²⁾	5/16/2012	136,594	136,594	7,032,061	6,660,006
Kurtzman Carson Consultants LLC	7/17/2012	-	75,259	75,259	18,815
Mercer (US) Inc.	7/17/2012	41,014	-	-	49,738
Mesirow Financial Consulting, LLC	7/17/2012	2,435,868	2,435,868	2,435,868	3,116,041
Moelis & Company LLC	7/17/2012	-	-	470,258	2,483,453
Morrison & Foerster LLP	7/17/2012	6,486,437	6,486,437	10,789,837	7,028,533
Orrick, Herrington & Sutcliffe LLP	7/17/2012	371,821	371,821	371,821	400,340
Pepper Hamilton LLP	7/17/2012	888,743	888,743	888,743	206,158
Rubenstein Associates, Inc.	7/17/2012	-	-	25,444	16,680
Towers Watson	7/17/2012	-	11,856	27,484	6,871
Severson & Werson, P.C.	7/17/2012	-	-	620,199	998,365
TOTAL PAYMENTS TO PROFESSIONALS		\$ 28,137,704	\$ 28,755,366	\$ 47,519,696	\$ 44,046,926

* INCLUDE ALL FEES INCURRED, BOTH APPROVED AND UNAPPROVED

⁽¹⁾ A portion of the monthly invoices will be reimbursed by 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⁾ 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.

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
Ally Financial Inc.	\$ -	\$ 3,710,293	\$ -
Barclays Bank, PLC	-	17,117,153	-
Citibank, N.A.	-	1,140,507	-
Digital Lewisville LLC	182,746	182,746	-
FannieMae	-	76,641	-
Houlihan Lokey	206,447	206,447	-
Milbank, Tweed, Hadley & McCloy LLP	218,482	218,482	-
Skadden, Arps, Slate, Meagher & Flohm	204,795	204,795	67,784
Shearman & Sterling LLP	363,118	363,118	-
White & Case LLP	-	-	586,116
US Bank	-	-	322,080
TOTAL AMOUNTS	\$ 1,175,587	\$ 23,220,182	\$ 975,980

Note: The Debtors have failed to satisfy certain milestone requirements in the plan support agreements (PSAs) with the junior secured note holders and Ally Financial Inc., which relieves these parties of their obligations to perform under their PSAs. Throughout September 2012, the Debtors received notification that the junior secured note holders and Ally Financial Inc., respectively, were terminating their PSA. As a result, the Debtors will continue developing a plan of reorganization for submission consistent with the Exclusive Plan Period, as may be amended, subject to the approval of the Bankruptcy Court.

In re Residential Capital, LLC, et al.
Debtor

Case No. 12-12020
Reporting Period: November 1-30, 2012

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