

ResCap Liquidating Trust

**Consolidated Financial Statements
as of and for the Period Ended September 30, 2024
(Unaudited)**

ResCap Liquidating Trust

Consolidated Statement of Net Assets in Liquidation

(Unaudited)

In thousands (except per unit)

Assets:	30-Sep-24	December 31, 2023
Cash and cash equivalents	\$ 61,922	\$ 66,224
Total assets	61,922	66,224
Liabilities:		
Estimated costs to operate Trust	23,189	29,753
Total liabilities	23,189	29,753
Net assets in liquidation	\$ 38,733	\$ 36,471
Total units in the Trust	98,853,649	98,853,649
Net assets per authorized unit	\$ 0.39	\$ 0.37

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

ResCap Liquidating Trust

Consolidated Statement of Changes in Net Assets in Liquidation

(Unaudited)

In thousands

	Quarter to date ended	Year to date Ended	Effective Date through
	30-Sep-24	30-Sep-24	30-Sep-24
Receipts			
Receipts on assets held for sale	\$ 2	\$ 6	\$ 645,875
Litigation / claim recoveries	-	-	1,340,462
Interest - MMF	770	2,244	17,458
Other receipts	17	49	162,676
Plan settlements	-	-	2,100,000
Total receipts	789	2,299	4,266,471
Disbursements			
Claims and settlement	-	-	(1,642,074)
DOJ / AG consent settlement	-	-	(88,201)
Costs to operate the Trust	(2,622)	(6,601)	(752,989)
Total disbursements	(2,622)	(6,601)	(2,483,264)
Distributions			
Total distributions	-	-	(3,398,766)
Net cash flow	(1,833)	(4,302)	(1,615,559)
Other non-cash changes affecting:			
Increase (decrease) in asset value assumptions	-	-	(55,026)
(Increase) decrease in costs to operate the Trust	(12)	(30)	(570,019)
(Increase) decrease in DOJ/AG consent settlement	-	-	(7,551)
Basis of assets/liabilities liquidated/resolved	2,622	6,594	(228,713)
(Increase) decrease in distributions held for Beneficiaries	-	-	-
Total non-cash changes	2,610	6,564	(861,309)
Total increase (decrease) in net assets	777	2,262	(2,476,868)
Net assets in liquidation, beginning of period	37,956	36,471	2,515,601
Net assets in liquidation, end of period	\$ 38,733	\$ 38,733	\$ 38,733

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

(Unaudited)

1. Description of Business and Significant Accounting Policies

The ResCap Liquidating Trust (“Trust”) was formed in connection with the Plan of Reorganization under chapter 11 of the United States Bankruptcy Code (“Plan”) in the bankruptcy case of Residential Capital, LLC (“ResCap”). The Plan became effective on December 17, 2013 (“Effective Date”).

The Trust issued units of beneficial interest (“Units”). The Units entitle their holders (“Beneficiaries”) to receive a proportionate amount of cash distributions (“Declared Distributions”) made by the Trust.

Basis of Presentation

The unaudited Consolidated Financial Statements (the “Statements”) reflect the accounts of the Trust and subsidiaries after eliminating all significant intercompany balances and transactions. The Statements reflect all adjustments that are, in management’s opinion, necessary for the fair presentation of the results for the periods presented. The Statements have not been prepared in accordance with generally accepted accounting principles; rather they have been prepared using a liquidation basis of accounting, which the Trust considers an appropriate basis of accounting at this time. Assets are stated at their estimated net realizable value, which is the amount of cash into which an asset is expected to be converted during the liquidation period. The Trust also accrues costs that it expects to incur through to the end of its liquidation. The Trust currently accrues costs through December 31, 2025, however, the prosecution of the remaining litigation discussed below, and the corresponding timeline for resolving such litigation through trial or appeals may cause the Trust to be further extended beyond December 31, 2025, resulting in an increase to future accrued costs for such extended periods and a corresponding reduction in cash available as discussed in the subsequent event note below. The Trust will record and value affirmative settlements or judgements when realized and collectability is reasonably anticipated.

These Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto for the year ended December 31, 2023.

2. Estimated Costs to Operate the Trust

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

	30-Sep-24			December 31, 2023	
	Accrued	Future	Total	Total	
Professional fees (legal, expert, other professional costs)	\$ 410	\$ 20,308	\$ 20,718	\$ 26,964	
Compensation	375	-	375	375	
Document management	-	146	146	148	
Information technology	-	860	860	1,048	
Other operating costs	-	1,090	1,090	1,218	
Total costs to operate the Trust	\$ 785	\$ 22,404	\$ 23,189	\$ 29,753	

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The estimated cost to operate the Trust is \$23.2 million including \$.8 million of expenses that have been incurred but not yet paid and \$22.4 million of expected future costs for the period October 2024 through December 2025. Of the \$22.4 million cost, \$9.9 million supports the on-going insurance recovery case pending in Federal District court and \$12.5 million represents existing contractual obligations and the future costs for the operations and wind-down of the Trust.

3. Commitments and Contingencies

Affirmative Matters

The Trust is pursuing the following affirmative matter:

Insurance Recovery Action - The Trust has an adversary proceeding case pending in the Federal District Court, Southern District of New York, ResCap Liquidating Trust v. Certain Underwriters at Lloyd's, London, et al., Adv. Case No. 15-01025-dsj. In December 2019, the Bankruptcy Court issued a partial summary judgment in favor of the Trust. The Trust's claim is approximately \$73.0 million, exclusive of interest and fees. At the end of 2022, the Court issued a decision on the summary judgment motions and ruled in the Trust's favor on all major issues. The case was appealed to the Federal District Court in New York. In October 2024, the District Court declined to adopt a portion of the bankruptcy court's Report and Recommendation that summary judgment be granted to Plaintiffs on the applicability of certain exclusions set forth in the policy, and further, the District Court granted summary judgment on the save exclusion in favor of the Insurers. The remainder of the issues on appeal remain pending. The Trust is considering the next steps related to an appeal of the adverse ruling.

At this time, the Trust cannot predict the outcome of this matter or estimate the possible financial effect of this matter on the Consolidated Financial Statements, and as such, no contingent gains are currently recorded.

4. Subsequent Events

Events subsequent to September 30, 2024, were evaluated through November 5, 2024, the date on which these Consolidated Financial Statements were issued. The Trust may be extended up to an additional year from December 2025 to December 2026. If the Trust's life is extended through December 2026, the Trust would incur approximately \$7.2 million of additional costs.