

KRAMER LEVIN NAFTALIS & FRANKEL LLP
Kenneth H. Eckstein
Douglas H. Mannal
Joseph A. Shifer
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100
Facsimile: (212) 715-8000

Counsel for the ResCap Liquidating Trust

**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
)	

**TWENTY-SEVENTH POST-CONFIRMATION STATUS
REPORT OF THE RESCAP LIQUIDATING TRUST**

The ResCap Liquidating Trust (the “**Liquidating Trust**”), as successor in interest to the debtors (collectively, the “**Debtors**”) in the above-captioned cases (the “**Chapter 11 Cases**”), hereby submits this post-confirmation status report for the period ending on June 30, 2021 (the “**Reporting Period**”), and respectfully represents as follows:

STATUS REPORT

1. On December 11, 2013, the Court entered the *Order Confirming Second Amended Joint Chapter 11 Plan Proposed by Residential Capital, LLC et al. and the Official Committee of Unsecured Creditors* (the “**Confirmation Order**”) [Docket No. 6065] approving the terms of the Chapter 11 plan, as amended (the “**Plan**”), filed in these Chapter 11 Cases [Docket No. 6065-1].¹

¹ Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Plan.



2. On December 17, 2013, the Effective Date of the Plan occurred (the “**Effective Date**”), and the Liquidating Trust was established [Docket No. 6137]. Pursuant to the Plan, the Liquidating Trust was established to wind down the affairs of the Debtors. *See* Plan, Art. VI.

3. On August 13, 2014, the Liquidating Trust filed an application for entry of a post-confirmation order (the “**Post-Confirmation Order**”) [Docket No. 7385]. On August 26, 2014, the Court entered an amended Post-Confirmation Order [Docket No. 7431]. Pursuant to the Post-Confirmation Order, the Liquidating Trust is required to file quarterly and annual status reports detailing the actions taken by the Liquidating Trust and the progress made toward the consummation of the Plan.

4. Attached hereto as **Exhibit A** is a copy of the Liquidating Trust’s consolidated financial statements and letters to beneficiaries (collectively, the “**Financial Statements**”) detailing the Liquidating Trust’s activity during the Reporting Period. The Financial Statements are available on the claims agent’s website at <https://www.kccllc.net/rescap>.

NOTICE

5. Notice of this Status Report has been provided to the parties identified on the Special Service List and General Service List, as those terms are defined in the Notice, Case Management, and Administrative Procedures approved by the Court [Docket No. 141], including the Office of the U.S. Trustee for the Southern District of New York.

Dated: August 5, 2021
New York, New York

KRAMER LEVIN NAFTALIS & FRANKEL LLP

/s/ Joseph A. Shifer
Kenneth H. Eckstein
Douglas H. Mannal
Joseph A. Shifer
1177 Avenue of the Americas
New York, New York 10036
Telephone: (212) 715-9100
Facsimile: (212) 715-8000

Counsel for the ResCap Liquidating Trust

Exhibit A

ResCap Liquidating Trust

ResCap Liquidating Trust

**Consolidated Financial Statements
as of and for the Period Ended June 30, 2021
(Unaudited)**

ResCap Liquidating Trust

Consolidated Statement of Net Assets in Liquidation

(Unaudited)

In thousands (except per unit)

Assets:	June 30, 2021	December 31, 2020
Cash and cash equivalents	\$ 92,610	\$ 100,515
Restricted cash	3,303	3,528
Mortgage assets	-	934
Other assets	10	19
Total assets	95,923	104,996
Liabilities:		
Estimated costs to operate Trust	44,675	54,545
Liability for undistributed funds	-	232
Total liabilities	44,675	54,777
Net assets in liquidation	\$ 51,248	\$ 50,219
Total units in the Trust	98,853,649	98,859,354
Net assets per authorized unit	\$ 0.52	\$ 0.51

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
	June 30, 2021	June 30, 2021	June 30, 2021
Receipts			
Receipts on assets held for sale	\$ 1,278	\$ 1,736	\$ 645,523
Litigation / claim recoveries	-	-	1,318,462
Other receipts	70	153	170,130
Plan settlements	-	-	2,100,000
Total receipts	1,348	1,889	4,234,115
Disbursements			
Claims and settlement	-	-	(1,642,074)
DOJ / AG consent settlement	-	-	(88,201)
Costs to operate the Trust	(4,754)	(10,019)	(709,545)
Total disbursements	(4,754)	(10,019)	(2,439,820)
Distributions			
Total distributions	-	-	(3,375,862)
Net cash flow	(3,406)	(8,130)	(1,581,567)
Other non-cash changes affecting:			
Increase (decrease) in asset value assumptions	-	-	(55,026)
(Increase) decrease in costs to operate the Trust	(78)	(153)	(548,069)
(Increase) decrease in DOJ/AG consent settlement	-	-	(7,551)
Basis of assets/liabilities liquidated/resolved	4,522	9,080	(272,140)
(Increase) decrease in distributions held for Beneficiaries	-	232	-
Total non-cash changes	4,444	9,159	(882,786)
Total increase (decrease) in net assets	1,038	1,029	(2,464,353)
Net assets in liquidation, beginning of period	50,210	50,219	2,515,601
Net assets in liquidation, end of period	\$ 51,248	\$ 51,248	\$ 51,248

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

ResCap Liquidating Trust

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”).

Units of beneficial interest (“Units”) were issued by the Trust. 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. The 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 the end of its liquidation. The Trust currently accrues costs through December 31, 2023, 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, 2023 resulting in an increase to future accrued costs for such extended periods and a corresponding reduction in cash available. The Trust will record and value affirmative settlements or judgements when realized and collectability is reasonably anticipated. The Trust does not accrue contingent costs.

These Condensed Consolidated Financial Statements should be read in conjunction with the Consolidated Financial Statements and notes thereto for the year ended December 31, 2020.

2. Assets

	June 30, 2021	December 31, 2020
Cash and cash equivalents	\$ 92,610	\$ 100,515
Restricted cash	3,303	3,528
Mortgage assets	-	934
Other Assets	10	19
Total assets	<u>\$ 95,923</u>	<u>\$ 104,996</u>

Restricted cash includes a \$1.0 million liquidity escrow that will be released to the Trust 60 days post termination of the servicer contract, and an additional \$2.3 million supporting servicer potential incentive payable. The incentive payable balance is valued at \$1.2 million as of June 30, 2021. Any restricted cash not utilized for the incentive will be released to the Trust 60 days post termination of the servicer contract.

The remaining Mortgage assets carrying value was reduced to \$0 due to asset specific hurdles, including final title approval from HUD, filing documentation for expense claims, and HUD review and approval.

ResCap Liquidating Trust

The Trust records and values affirmative settlements or judgments when realized and collectability is reasonably anticipated.

3. Estimated Costs to Operate the Trust

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

	June 30, 2021			December 31, 2020	
	Accrued	Future	Total	Total	
Professional fees (legal, expert, other professional costs)	\$ 7,789	\$ 31,060	\$ 38,849	\$	40,731
Compensation	375	-	375		7,886
Document management	6	926	932		1,036
Information technology	15	1,799	1,814		2,311
Other operating costs	1,146	1,559	2,705		2,582
Total costs to operate the Trust	\$ 9,331	\$ 35,344	\$ 44,675	\$	54,546

The estimated cost to operate the Trust is \$44.7 million including \$9.4 million of expenses that have been incurred but not yet paid (\$7.8 million professional fees, and \$1.6 million other operating costs) and \$35.3 million of expected future costs for the period July 2021 through December 2023. Of the future \$35.3 million cost, \$11.9 million supports the on-going insurance recovery case pending in the Bankruptcy Court, SDNY and RMBS litigation and \$23.4 million represents existing contractual obligations and the future costs for the operations and winddown of the Trust. The Trust does not accrue contingent costs.

4. Commitments and Contingencies

Affirmative Matters

The Trust is pursuing various affirmative matters. These include:

- There is one pending indemnity claim against Primary Residential Mortgage, Inc., ("PRMI") which was tried in Minnesota Federal Court in a bench trial. In August 2020, the Federal District Court in Minnesota entered a judgment of \$5.4 million in favor of the Trust in the matter of PRMI. In April 2021, the Federal District Court in Minnesota granted the Trust \$16.6 million in attorney fees, costs, pre-judgment interest and post judgment interest on the award plus pre-award interest increasing the total award to \$22.0 million. PRMI appealed the decision to the United States Court of Appeals for the 8th Circuit and posted the requisite appeal bond which stays the enforcement of the award pending the appeal.
- Insurance Recovery Action. The Trust has an adversary proceeding case pending in the U.S. Bankruptcy Court for the Southern District of New York, Drennen, et al., and ResCap Liquidating Trust v. Certain Underwriters at Lloyd's, London, et al., Adv. Case No. 15-01025-shl. In December 2019, the Bankruptcy Court issued a partial Summary judgment in favor of the Trust. The Trust's claim is approximately \$64.0 million, exclusive of interest and fees. Per the Trust's accounting policy, the Trust has not recorded this estimate in these Consolidated Financial Statements.

ResCap Liquidating Trust

At this time, the Trust cannot predict the outcome of these matters or estimate the possible financial effect of these matters on the Consolidated Financial Statements, and as such, neither contingent gains nor any contingent costs to pursue these matters are currently recorded.

5. Subsequent Events

Events subsequent to June 30, 2021 were evaluated through August 5, 2021, the date on which these Consolidated Financial Statements were issued.

RESCAP

LIQUIDATING TRUST

ResCap Liquidating Trust

Q2 2021 Beneficiary Letter



August 5, 2021

LIQUIDATING TRUST

Dear Beneficiaries:

The Trust continued its efforts into 2021 to wind down the Trust effectively and efficiently.

In April 2021, the Federal District Court in Minnesota granted the Trust a \$22 million judgment against Primary Residential Mortgage, Inc. ("PRMI"), including attorney fees, costs, pre-judgment interest and post judgment interest. In May 2021, PRMI appealed the judgment to the United States Court of Appeals for the 8th circuit. PRMI posted the requisite appeal bond which stays enforcement of the judgment pending the outcome of the appeal.

The Trust continues to pursue litigation in its insurance recovery action pending in the U.S. Bankruptcy Court for the Southern District of New York. Fact discovery has concluded. Expert discovery will be completed by October 1, 2021 and dispositive motions will be filed by October 29, 2021. The amounts at issue are reflected in the accompanying financial statements.

The Administrative Set Aside of \$35.3 million (net of costs incurred but not yet paid) reflects the extension of the Trust through December 2023 to support the continuing work with the insurance adversary action, the one remaining RMBS litigation noted above, and final wind down actions. A breakdown of the costs is shown in the accompanying financial statements.

To aid Beneficiaries in their tax reporting, the Trust is providing a quarterly Tax Information letter and is being distributed along with this quarterly Beneficiary Letter.

The Trust's quarter end Q2 2021 financial report has been filed with the bankruptcy court. The financial report along with certain tax information have been posted to the Kurtzman Carson Consulting website at <http://www.kccllc.net/rescap>.

The Trust continues to work diligently towards the goal of maximizing value for Beneficiaries in the most efficient manner possible. We look forward to reporting on the results of our efforts.

Sincerely,

ResCap Liquidating Trust Board