

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). ▶ Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2012 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information
For calendar plan year 2012 or fiscal plan year beginning <u>01/01/2012</u> and ending <u>12/31/2012</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a	Name of plan <u>RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN</u>	1b	Three-digit plan number (PN) ▶ <u>001</u>
		1c	Effective date of plan <u>05/15/1999</u>
2a	Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) <u>RESIDENTIAL FINANCE CORPORATION</u> <u>ONE EASTON OVAL, STE. 400</u> <u>COLUMBUS, OH 43219</u>	2b	Employer Identification Number (EIN) <u>31-1534662</u>
		2c	Sponsor's telephone number <u>614-324-4700</u>
		2d	Business code (see instructions) <u>522292</u>

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	DAVID K STEIN
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	10/15/2013	DAVID K STEIN
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year		5 295
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants.....	6a 453	
b Retired or separated participants receiving benefits.....	6b 0	
c Other retired or separated participants entitled to future benefits.....	6c 48	
d Subtotal. Add lines 6a , 6b , and 6c	6d 501	
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits.....	6e 0	
f Total. Add lines 6d and 6e	6f 501	
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item).....	6g 169	
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested.....	6h 0	
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)		7
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 2E 2F 2G 2J 2K 3D 3H		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☒ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☐ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☒ <u>1</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE A (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Insurance Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500. ► Insurance companies are required to provide the information pursuant to ERISA section 103(a)(2).	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RESIDENTIAL FINANCE CORPORATION</u>	D Employer Identification Number (EIN) <u>31-1534662</u>	

Part I	Information Concerning Insurance Contract Coverage, Fees, and Commissions Provide information for each contract on a separate Schedule A. Individual contracts grouped as a unit in Parts II and III can be reported on a single Schedule A.
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1 Coverage Information:

(a) Name of insurance carrier

JOHN HANCOCK LIFE INSURANCE COMPANY USA

(b) EIN	(c) NAIC code	(d) Contract or identification number	(e) Approximate number of persons covered at end of policy or contract year	Policy or contract year	
				(f) From	(g) To
<u>01-2333346</u>	<u>65838</u>	<u>20325</u>	<u>253</u>	<u>01/01/2012</u>	<u>12/31/2012</u>

2 Insurance fee and commission information. Enter the total fees and total commissions paid. List in line 3 the agents, brokers, and other persons in descending order of the amount paid.

(a) Total amount of commissions paid	(b) Total amount of fees paid
<u>9616</u>	<u>15</u>

3 Persons receiving commissions and fees. (Complete as many entries as needed to report all persons).

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

NEW ENGLAND SECURITIES CORPORATION
921 CHATHAM LANE, SUITE 300
COLUMBUS, OH 43221

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
<u>9616</u>			<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

MIAMI VALLEY PENSION
ONE SOUTH MAIN STREET, SUITE 540
DAYTON, OH 45402

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	
	<u>15</u>	<u>TPA JH IRA R/O PAYMENT</u>	<u>3</u>

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

(a) Name and address of the agent, broker, or other person to whom commissions or fees were paid

(b) Amount of sales and base commissions paid	Fees and other commissions paid		(e) Organization code
	(c) Amount	(d) Purpose	

Part II Investment and Annuity Contract Information

Where individual contracts are provided, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

4 Current value of plan's interest under this contract in the general account at year end	4	31869
5 Current value of plan's interest under this contract in separate accounts at year end	5	2557788

6 Contracts With Allocated Funds:**a** State the basis of premium rates ▶

b Premiums paid to carrier	6b	
c Premiums due but unpaid at the end of the year	6c	
d If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, enter amount. Specify nature of costs ▶	6d	

e Type of contract: (1) ☐ individual policies (2) ☐ group deferred annuity
(3) ☐ other (specify) ▶

f If contract purchased, in whole or in part, to distribute benefits from a terminating plan check here ▶ ☐**7 Contracts With Unallocated Funds (Do not include portions of these contracts maintained in separate accounts)**

a Type of contract: (1) ☐ deposit administration (2) ☐ immediate participation guarantee
(3) ☐ guaranteed investment (4) ☒ other ▶ **GROUP ANNUITY**

b Balance at the end of the previous year	7b	25765
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c Additions: (1) Contributions deposited during the year	7c(1)	6236	
	7c(2)	0	
	7c(3)	92	
	7c(4)	0	
	7c(5)	0	

(6) Total additions	7c(6)	6328
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d Total of balance and additions (add lines 7b and 7c(6))	7d	32093
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e Deductions:

(1) Disbursed from fund to pay benefits or purchase annuities during year	7e(1)	0	
(2) Administration charge made by carrier	7e(2)	224	
(3) Transferred to separate account	7e(3)	0	
(4) Other (specify below)	7e(4)	0	

(5) Total deductions	7e(5)	224
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f Balance at the end of the current year (subtract line 7e(5) from line 7d)	7f	31869
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Part III Welfare Benefit Contract Information

If more than one contract covers the same group of employees of the same employer(s) or members of the same employee organizations(s), the information may be combined for reporting purposes if such contracts are experience-rated as a unit. Where contracts cover individual employees, the entire group of such individual contracts with each carrier may be treated as a unit for purposes of this report.

8 Benefit and contract type (check all applicable boxes)

- a** ☐ Health (other than dental or vision)
 b ☐ Dental
 c ☐ Vision
 d ☐ Life insurance
e ☐ Temporary disability (accident and sickness)
 f ☐ Long-term disability
 g ☐ Supplemental unemployment
 h ☐ Prescription drug
i ☐ Stop loss (large deductible)
 j ☐ HMO contract
 k ☐ PPO contract
 l ☐ Indemnity contract
m ☐ Other (specify) ▶

9 Experience-rated contracts:

a Premiums: (1) Amount received.....	9a(1)		
(2) Increase (decrease) in amount due but unpaid.....	9a(2)		
(3) Increase (decrease) in unearned premium reserve.....	9a(3)		
(4) Earned ((1) + (2) - (3)).....		9a(4)	
b Benefit charges (1) Claims paid.....	9b(1)		
(2) Increase (decrease) in claim reserves.....	9b(2)		
(3) Incurred claims (add (1) and (2)).....		9b(3)	
(4) Claims charged.....		9b(4)	
c Remainder of premium: (1) Retention charges (on an accrual basis) --			
(A) Commissions.....	9c(1)(A)		
(B) Administrative service or other fees.....	9c(1)(B)		
(C) Other specific acquisition costs.....	9c(1)(C)		
(D) Other expenses.....	9c(1)(D)		
(E) Taxes.....	9c(1)(E)		
(F) Charges for risks or other contingencies.....	9c(1)(F)		
(G) Other retention charges.....	9c(1)(G)		
(H) Total retention.....		9c(1)(H)	
(2) Dividends or retroactive rate refunds. (These amounts were ☐ paid in cash, or ☐ credited.).....		9c(2)	
d Status of policyholder reserves at end of year: (1) Amount held to provide benefits after retirement.....		9d(1)	
(2) Claim reserves.....		9d(2)	
(3) Other reserves.....		9d(3)	
e Dividends or retroactive rate refunds due. (Do not include amount entered in line 9c(2).).....		9e	

10 Nonexperience-rated contracts:

a Total premiums or subscription charges paid to carrier.....	10a	
b If the carrier, service, or other organization incurred any specific costs in connection with the acquisition or retention of the contract or policy, other than reported in Part I, line 2 above, report amount.....	10b	

Specify nature of costs ▶

Part IV Provision of Information

11 Did the insurance company fail to provide any information necessary to complete Schedule A? ☐ Yes ☐ No

12 If the answer to line 11 is "Yes," specify the information not provided. ▶

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110
		2012
		This Form is Open to Public Inspection.

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ▶	001
C Plan sponsor's name as shown on line 2a of Form 5500 RESIDENTIAL FINANCE CORPORATION	D Employer Identification Number (EIN) 31-1534662	

Part I Service Provider Information (see instructions)

You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☒ Yes ☐ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation
JOHN HANCOCK LIFE INSURANCE COMPANY

01-0233346

(b) Enter name and EIN or address of person who provided you disclosure on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide
(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
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For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>RESIDENTIAL FINANCE CORPORATION</u>	D Employer Identification Number (EIN) <u>31-1534662</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE BALANCED</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>822341</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE GROWTH</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>471997</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>LIFESTYLE AGGRESSIVE</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>215368</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>MONEY MARKET FUND</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>206310</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>RETIREMENT LIVING THROUGH 2015</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>67084</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>THE GROWTH FUND OF AMERICA</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>65317</u>		
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>T. ROWE PRICE HEALTH SCI</u>				
b Name of sponsor of entity listed in (a): <u>JOHN HANCOCK USA</u>				
c EIN-PN <u>01-0233346-000</u>	d Entity code <u>P</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>47143</u>		

a Name of MTIA, CCT, PSA, or 103-12 IE: OPPENHEIMER DEVELOPING MKT		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 46839

a Name of MTIA, CCT, PSA, or 103-12 IE: EUROPACIFIC GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 43470

a Name of MTIA, CCT, PSA, or 103-12 IE: BLUE CHIP GROWTH FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 39838

a Name of MTIA, CCT, PSA, or 103-12 IE: REAL EST. SECURITIES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37085

a Name of MTIA, CCT, PSA, or 103-12 IE: DAVIS NEW YORK VENTURE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 37038

a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO TOTAL RETURN		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35413

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL BEACON		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 35311

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP GROWTH INDEX		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 32427

a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE SCI & TECH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 31260

a Name of MTIA, CCT, PSA, or 103-12 IE: FRANKLIN SMALL-MID GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26398

a Name of MTIA, CCT, PSA, or 103-12 IE: TEMPLETON WORLD		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 26210

a Name of MTIA, CCT, PSA, or 103-12 IE: INVESTMENT COMPANY OF AMERICA		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24058

a Name of MTIA, CCT, PSA, or 103-12 IE: MUTUAL GLOBAL DISCOVERY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 24049

a Name of MTIA, CCT, PSA, or 103-12 IE: ENERGY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 21434

a Name of MTIA, CCT, PSA, or 103-12 IE: 500 INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 20194

a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 16780

a Name of MTIA, CCT, PSA, or 103-12 IE: TOTAL STOCK MARKET INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 15718

a Name of MTIA, CCT, PSA, or 103-12 IE: VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 11569

a Name of MTIA, CCT, PSA, or 103-12 IE: HIGH YIELD FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 8534

a Name of MTIA, CCT, PSA, or 103-12 IE: INTERNATIONAL VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7980

a Name of MTIA, CCT, PSA, or 103-12 IE: LIFESTYLE CONSERVATIVE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7176
a Name of MTIA, CCT, PSA, or 103-12 IE: JOHN HANCOCK DISCIPLINED VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 7150
a Name of MTIA, CCT, PSA, or 103-12 IE: WASHINGTON MUTUAL INVESTORS		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6932
a Name of MTIA, CCT, PSA, or 103-12 IE: PIMCO GLOBAL BOND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6234
a Name of MTIA, CCT, PSA, or 103-12 IE: RETIREMENT LIVING THROUGH 2010		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 6019
a Name of MTIA, CCT, PSA, or 103-12 IE: T. ROWE PRICE EQUITY INC		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5710
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL EQUITY INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5702
a Name of MTIA, CCT, PSA, or 103-12 IE: FINANCIAL SERVICES FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5452
a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP STOCK FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5411
a Name of MTIA, CCT, PSA, or 103-12 IE: AMERICAN BALANCED FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5370

a Name of MTIA, CCT, PSA, or 103-12 IE: MID CAP INDEX FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5258
a Name of MTIA, CCT, PSA, or 103-12 IE: SCIENCE & TECHNOLOGY FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 5045
a Name of MTIA, CCT, PSA, or 103-12 IE: SMALL CAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4493
a Name of MTIA, CCT, PSA, or 103-12 IE: DOMINI SOCIAL EQUITY		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4463
a Name of MTIA, CCT, PSA, or 103-12 IE: FUNDAMENTAL LARGE CAP VALUE		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4431
a Name of MTIA, CCT, PSA, or 103-12 IE: MFS UTILITIES		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4204
a Name of MTIA, CCT, PSA, or 103-12 IE: INTL SMALL CAP FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 4064
a Name of MTIA, CCT, PSA, or 103-12 IE: CAPITAL APPRECIATION FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3984
a Name of MTIA, CCT, PSA, or 103-12 IE: JPM MIDCAP VALUE FUND		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3641
a Name of MTIA, CCT, PSA, or 103-12 IE: INV SMALL CAP GROWTH		
b Name of sponsor of entity listed in (a): JOHN HANCOCK USA		
c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3231

a Name of MTIA, CCT, PSA, or 103-12 IE: [SMALL CAP VALUE INDEX](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3157
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a Name of MTIA, CCT, PSA, or 103-12 IE: [AMERICAN CENTURY HERITAGE](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3093
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a Name of MTIA, CCT, PSA, or 103-12 IE: [ALL CAP VALUE FUND](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 3058
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a Name of MTIA, CCT, PSA, or 103-12 IE: [SHORT-TERM FEDERAL](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2918
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a Name of MTIA, CCT, PSA, or 103-12 IE: [T. ROWE PRICE SPECTRUM INC](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 2058
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a Name of MTIA, CCT, PSA, or 103-12 IE: [RETIREMENT LIVING THROUGH 2040](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 1232
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a Name of MTIA, CCT, PSA, or 103-12 IE: [OPPENHEIMER GLOBAL](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 791
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a Name of MTIA, CCT, PSA, or 103-12 IE: [RETIREMENT LIVING THROUGH 2030](#)**b** Name of sponsor of entity listed in (a): [JOHN HANCOCK USA](#)

c EIN-PN 01-0233346-000	d Entity code P	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) 344
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):

c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
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Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
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plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection
For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012		
A Name of plan RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN	B Three-digit plan number (PN) ►	001
C Plan sponsor's name as shown on line 2a of Form 5500 RESIDENTIAL FINANCE CORPORATION	D Employer Identification Number (EIN) 31-1534662	

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	6873	0
(2) Participant contributions	1b(2)	27039	0
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)	213632	206310
(2) U.S. Government securities.....	1c(2)	7154	44564
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)	126144	150844
(9) Value of interest in common/collective trusts.....	1c(9)		
(10) Value of interest in pooled separate accounts.....	1c(10)	1275973	2306914
(11) Value of interest in master trust investment accounts	1c(11)		
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)	25765	31869
(15) Other	1c(15)		

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	1682580	2740501

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j	887	887
k Total liabilities (add all amounts in lines 1g through 1j)	1k	887	887

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	1681693	2739614
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Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	263329	
(B) Participants	2a(1)(B)	640543	
(C) Others (including rollovers)	2a(1)(C)	46187	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		950059
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)	92	
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)	7691	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		7783
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		243387
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds).....	2b(10)		
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		1201229

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	124416	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3).....	2e(4)		124416
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions).....	2g		
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees	2i(1)	600	
(2) Contract administrator fees	2i(2)	18292	
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		18892
j Total expenses. Add all expense amounts in column (b) and enter total.....	2j		143308

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d.....	2k		1057921
l Transfers of assets:			
(1) To this plan.....	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? ☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: **BRADY, WARE & SCHOENFELD, INC**

(2) EIN: **35-1476702**

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

a Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.).....

b Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.).....

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c			
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d			
e Was this plan covered by a fidelity bond?	X		2000000
4e			
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f			
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g			
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h			
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i			
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)		X	
4j			
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k			
l Has the plan failed to provide any benefit when due under the plan?		X	
4l			
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)		X	
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year..... ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)

	5b(2) EIN(s)	5b(3) PN(s)

Part V Trust Information (optional)

6a Name of trust

6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2012 This Form is Open to Public Inspection.
---	--	--

For calendar plan year 2012 or fiscal plan year beginning 01/01/2012 and ending 12/31/2012

A Name of plan <u>RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>RESIDENTIAL FINANCE CORPORATION</u>	D Employer Identification Number (EIN) <u>31-1534662</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>01-0233346</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☐ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived)	6a		
b Enter the amount contributed by the employer to the plan for this plan year	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount).....	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☐ N/A

Part III	Amendments
-----------------	-------------------

9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☐ Both	☐ No
--	-----------------------------------	-----------------------------------	-------------------------------	-----------------------------

Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
----------------	---

10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?.....	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:

Stock: _____% Investment-Grade Debt: _____% High-Yield Debt: _____% Real Estate: _____% Other: _____%

- b** Provide the average duration of the combined investment-grade and high-yield debt:

☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☐ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more

- c** What duration measure was used to calculate line 19(b)?

☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☐ Other (specify):

**RESIDENTIAL FINANCE CORPORATION
401(K) PROFIT SHARING PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2012 AND 2011

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

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YEARS ENDED DECEMBER 31, 2012 AND 2011

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BRADY WARE
& SCHOENFELD

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Residential Finance Corporation 401(k) Profit Sharing Plan
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Residential Finance Corporation 401(k) Profit Sharing Plan**, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by John Hancock Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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INDEPENDENT AUDITORS' REPORT - CONTINUED

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Columbus, Ohio
October 3, 2013

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments at fair value		
Money market fund	\$ 206,310	\$ 213,632
Guaranteed interest accounts	31,869	25,765
Government and corporate bond funds	44,565	7,154
Pooled separate accounts	<u>2,306,913</u>	<u>1,275,971</u>
Total investments at fair value	<u>2,589,657</u>	<u>1,522,522</u>
Receivables		
Participant loans	150,844	126,144
Participant contributions	-	27,039
Employer contributions	<u>-</u>	<u>6,873</u>
Total receivables	<u>150,844</u>	<u>160,056</u>
Total assets	2,740,501	1,682,578
LIABILITIES		
Refund of excess contributions	<u>887</u>	<u>887</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,739,614</u>	<u>\$ 1,681,691</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income (loss)		
Interest and dividends	\$ 7,782	\$ 5,940
Net appreciation (depreciation) in fair value of investments	<u>243,388</u>	<u>(28,302)</u>
Total investment income (loss)	<u>251,170</u>	<u>(22,362)</u>
Contributions		
Participants	640,545	284,102
Employer	263,329	142,167
Rollovers and other	<u>46,187</u>	<u>-</u>
Total contributions	<u>950,061</u>	<u>426,269</u>
Total additions	<u>1,201,231</u>	<u>403,907</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	124,416	305,818
Administrative expenses	<u>18,892</u>	<u>16,714</u>
Total deductions	<u>143,308</u>	<u>322,532</u>
NET INCREASE	1,057,923	81,375
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>1,681,691</u>	<u>1,600,316</u>
End of year	<u>\$ 2,739,614</u>	<u>\$ 1,681,691</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the **Residential Finance Corporation 401(k) Profit Sharing Plan** (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution profit sharing plan covering all eligible employees of the Residential Finance Corporation and subsidiaries (the "Company"). Any employee who has completed three months of service and is at least 21 years old is eligible to participate in the Plan. Eligible employees may enter the Plan on the first day of each quarter following the completion of the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective January 1, 2009, a new prototype Plan was adopted. New features include a safe harbor match available each year at the discretion of the Plan Sponsor, if proper notification is provided to the participants. Safe harbor contributions are immediately vested, while profit sharing contributions require three years of service be obtained before becoming 100% vested.

Contributions - Employee 401(k) contributions may be made by salary reduction for each pay period of eligible participation in the Plan. These contributions are not to exceed the Internal Revenue Code Section 402(g) limit. Participants may also contribute amounts representing distributions from other qualified plans. Participants who have attained age 50 by the end of the Plan year are eligible to make "catch-up" contributions, per IRC limits. The Company may make a matching contribution at the discretion of the Plan Sponsor. For the Plan years ended December 31, 2012 and 2011, the Plan Sponsor elected to make a matching contribution of 100% of the first 3% of compensation, then 50% of the next 2% of compensation, not to exceed a total of 4% of compensation, which totaled \$263,329 and \$142,167, respectively. The Company may also make a discretionary contribution which is allocated to all eligible participants based on a percentage of the participant's compensation each month. Participants must have been employed at the end of the year or have 91 consecutive days of service during the year to be eligible for the discretionary contribution. No discretionary contributions were made for the years ended December 31, 2012 or 2011.

Forfeitures - At December 31, 2012 and 2011, there were no forfeited nonvested accounts. Forfeited amounts are to be used to pay administrative expenses and are also used to reduce employer matching contributions. There were no forfeitures used to reduce employer matching contributions for the years ended December 31, 2012 and 2011. There were no forfeitures used to pay administrative expenses for the years ended December 31, 2012 and 2011.

Participant Accounts - John Hancock Life Insurance Company (the "Trust") is trustee and custodian of Plan investments. The Trust maintains the self-directed investment accounts for each participant containing the participant's contributions, Company contributions, net earnings or losses, forfeitures, and distributions and withdrawals. Company contributions and forfeitures are allocated based on participant contributions or account balances as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs both separately and distinctly into which investment the participant contribution and employer match and discretionary contribution is to be invested.

Vesting - Participants are immediately vested in their voluntary contributions, safe harbor contributions, and rollovers, plus actual earnings thereon. Vesting in the remainder of their account, plus actual earnings thereon, is based on years of continuous service. A participant is 100% vested after three years of credited service.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN - continued

Distributions - Upon termination of service by reason of retirement, death, permanent disability, or otherwise, participants or designated beneficiaries may elect to receive their vested balance either in a lump-sum amount, or payments over a period of time in cash installments, or in a form agreeable to the Plan Administrator. If the participant's vested account balance is \$5,000 or less, the Plan Administrator may elect to automatically distribute the balance to a participant in a single-sum payment. In addition, participants may receive distributions of their vested balance for qualified financial hardships.

Participant Loans - Participants may borrow from their vested account balance for hardship or financial necessity as defined in the agreement, up to 50% not to exceed \$50,000. The minimum loan amount is \$1,000. Loans bear interest at an agreed-upon percentage based on prevailing market rates, subject to applicable usury limits. Loan terms are for a period not exceeding five years. A longer term may be approved by the Plan if proceeds are to be used for the purchase of a primary residence. Loans are secured by the balance in the participants' accounts. Principal and interest is paid ratably through payroll deductions.

Investment Options - Upon enrollment in the Plan, a participant may direct contributions in any of 66 investment options in increments of one percent. Participants may change their investment options anytime via the telephone or Internet.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

Financial Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's Administrator to make estimates and assumptions that affect the reported amounts of net assets, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Benefit-Responsive Investment Contract - Investment contracts held by a defined-contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The Plan had an investment in a guaranteed interest contract at December 31, 2012 and 2011. Because the difference between the fair market value and the contract value of the fund was immaterial at December 31, 2012 and 2011, the investment has been shown in the financial statements at contract value.

Administrative Fees - The Company has agreed to pay certain administrative fees of the Plan. Certain other expenses may be paid out of forfeitures of the Plan. The Plan participants will bear the responsibility for the remaining fees. The Plan Sponsor provides certain accounting, record keeping, and administrative services to the Plan for which it receives no compensation.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Risks and Uncertainties - The Plan provides for various investment options including any combination of certain mutual funds. The underlying investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risks associated with certain investment securities, and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statement of Net Assets Available for Benefits and participants' individual account balances.

Payment of Benefits - Benefits are recorded when paid.

Participant Loans Receivable - Loans receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Investment Valuation and Income Recognition - The Plan's investments, other than fully benefit-responsive investment contracts, are stated at fair value, determined by quoted market prices in an active market of the underlying funds, which represent the net asset value of shares held by the Plan. Fully benefit-responsive investment contracts are stated at contract value. See Note I for discussion of fair value measurements. Unrealized appreciation and depreciation are calculated by comparing fair value to cost. Security transactions are recorded on a trade date basis. Gains and losses are computed using the specific identification method. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Subsequent Events - In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 3, 2013, the date the financial statements were available to be issued.

NOTE C - INVESTMENTS

The Plan's investments are held by a financial services administrated trust fund. The following table presents the fair values of the investments at December 31, 2012 and 2011:

	2012		2011
John Hancock Lifestyle Balanced	\$ 822,341 *	\$	260,732 *
John Hancock Lifestyle Growth	471,997 *		389,763 *
John Hancock Lifestyle Aggressive	215,368 *		145,145 *
John Hancock Money Market Fund	206,310 *		213,632 *
Lifecycle 2015	67,085		-
American Funds The Growth Fund of America	65,317		26,807
T. Rowe Price Health Science	47,143		24,399
Oppenheimer Developing Market	46,839		34,454
American Funds EuroPacific Growth Fund	43,470		34,751
Blue Chip Growth Fund	39,838		23,851
John Hancock Real Estate Securities Fund	37,085		3,136
Davis New York Venture Fund	37,038		33,085
PIMCO Total Return	35,413		2,355
Franklin Templeton Mutual Beacon Fund	35,311		30,683
Small Cap Growth Index	32,427		16,835

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS - continued

	<u>2012</u>	<u>2011</u>
John Hancock 3-year Compound	31,869	25,765
T. Rowe Price Science & Technology	31,260	21,853
Franklin Small-Mid Growth	26,398	13,946
Franklin Templeton World Fund	26,210	15,819
Investment Company of America	24,058	12,277
Mutual Global Discovery	24,049	12,230
John Hancock Energy	21,435	13,769
500 Index Fund	20,194	15,201
John Hancock Small Cap Index Fund	16,780	15,011
Total Stock Market Index Fund	15,718	6,295
Value Fund	11,569	-
John Hancock High Yield Fund	8,534	3,409
John Hancock International Value Fund	7,980	1,529
John Hancock Lifestyle Conservative	7,176	6,566
John Hancock Disciplined Value Mid Cap Fund	7,150	-
Washington Mutual Investors	6,932	-
PIMCO Global Bond	6,234	3,660
Lifecycle 2010	6,019	5,400
T. Rowe Price Equity Inc	5,710	7,222
John Hancock International Equity Index Fund	5,702	5,669
John Hancock Financial Services Fund	5,452	2,139
John Hancock Mid Cap Stock Fund	5,411	3,091
American Funds American Balanced Fund	5,370	2,215
Mid Cap Index Fund	5,258	3,529
Science and Technology Fund	5,045	2,078
John Hancock Small Cap Value Fund	4,493	1,943
John Hancock Domini Social Equity	4,463	2,501
Optimized Value Fund	4,431	2,418
MFS Utilities	4,204	2,219
John Hancock International Small Cap	4,064	2,632
Capital Appreciation Fund	3,984	-
Mid Cap Growth	3,641	1,860
John Hancock Small Cap Growth Fund	3,231	1,669
Small Cap Value Index	3,157	1,699
John Hancock American Century Heritage	3,093	1,634
All Cap Value Fund	3,058	-
Short Term Federal	2,918	1,139
T. Rowe Price Spectrum Inc	2,058	1,165
Lifecycle 2040	1,232	49,066
Oppenheimer Global Fund	791	-
Lifecycle 2030	344	-
Columbia Value & Restructuring	-	3,640
Franklin Balance Sheet	-	10,636
	<u>\$ 2,589,657</u>	<u>\$ 1,522,522</u>

* Fair values of individual assets represent five percent or more of the Plan's net assets as of December 31, 2012 and 2011.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS - continued

The Plan's investments (including bought, sold, and held during the year) appreciated (depreciated) in value in 2012 and 2011 as follows:

	<u>2012</u>	<u>2011</u>
Money market fund	\$ (520)	\$ (161)
Guaranteed interest accounts	92	(55)
Government and corporate bond funds	891	476
Pooled separate accounts	<u>242,925</u>	<u>(28,562)</u>
	<u>\$ 243,388</u>	<u>\$ (28,302)</u>

NOTE D - SUMMARY OF INFORMATION CERTIFIED BY PLAN TRUSTEE

The total current value of the investments held by the Trustee at December 31, 2012 and 2011 was \$2,589,657 and \$1,522,522, respectively. The cost of the investments at December 31, 2012 and 2011 is not readily determinable.

The Trustee of the Plan, John Hancock Life Insurance Company, has supplied the Plan Administrator with a certification as to the completeness and accuracy of the following information:

- Investments
- Interest and dividend income
- Net appreciation (depreciation) in fair value of investments

NOTE E - TAX STATUS

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participants will become 100% vested in the employer portion of contributions.

NOTES TO FINANCIAL STATEMENTS

NOTE G - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. During 2012 and 2011, certain Plan assets were invested with John Hancock Life Insurance Company. Thus, John Hancock Life Insurance Company, as trustee defined by the Plan, qualifies as a party-in-interest. The Plan paid administrative fees and fees associated with mutual fund redemptions of \$18,892 and \$16,714 for the years ended December 31, 2012 and 2011, respectively, to John Hancock Life Insurance Company.

NOTE H - BENEFITS ALLOCABLE TO WITHDRAWN PARTICIPANTS

There were no benefits payable to participants terminated prior to year-end for the years ended December 31, 2012 and 2011.

NOTE I - FAIR VALUE MEASUREMENTS

The Plan adopted the accounting standard that defines fair value and establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this accounting standard are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified contractual term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE I - FAIR VALUE MEASUREMENTS - continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

Shares of money market fund: Valued based on the valuation formula contained in the contract of the underlying fund; provides a daily mil-rate for income accretion.

Shares of guaranteed interest accounts: Valued based on the contractual terms of the underlying guaranteed interest accounts; provides a daily mil-rate for income accretion.

Shares of government and corporate bond funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Shares of pooled separate accounts: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012			
	Fair Value	Level 1	Level 2	Level 3
Shares of money market fund	\$ 206,310	\$ -	\$ 206,310	\$ -
Shares of guaranteed interest account	31,869	-	31,869	-
Shares of government and corporate bond funds	44,565	-	44,565	-
Shares of pooled separate accounts	<u>2,306,913</u>	<u>-</u>	<u>2,306,913</u>	<u>-</u>
	<u>\$ 2,589,657</u>	<u>\$ -</u>	<u>\$ 2,589,657</u>	<u>\$ -</u>
	2011			
	Fair Value	Level 1	Level 2	Level 3
Shares of money market fund	\$ 213,632	\$ -	\$ 213,632	\$ -
Shares of guaranteed interest accounts	25,765	-	25,765	-
Shares of government and corporate bond funds	7,154	-	7,154	-
Shares of pooled separate accounts	<u>1,275,971</u>	<u>-</u>	<u>1,275,971</u>	<u>-</u>
	<u>\$ 1,522,522</u>	<u>\$ -</u>	<u>\$ 1,522,522</u>	<u>\$ -</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

There were no differences between the financial statements and the Form 5500 for the years ended December 31, 2012 and 2011.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Money Market Fund				
*	John Hancock	Money Market Fund, 15,901.030 units	#	\$ 206,310
Guaranteed Interest Fund				
*	John Hancock	3-year Compound	#	31,869
Government and Corporate Bond Funds				
	PIMCO	Global Bond Fund, 323.520 units	#	6,234
	PIMCO	Total Return Fund, 1,425.056 units	#	35,413
*	John Hancock	Short-Term Federal Fund, 138.417 units	#	2,918
				44,565
Pooled Separate Accounts				
*	John Hancock	John Hancock Lifestyle Conservative, 31.536 units	#	7,176
*	John Hancock	John Hancock Lifestyle Balanced, 3,216.507 units	#	822,341
*	John Hancock	John Hancock Lifestyle Growth, 1,331.884 units	#	471,997
*	John Hancock	John Hancock Lifestyle Aggressive, 598.375 units	#	215,368
	American Funds	American Funds American Balanced Fund, 193.738 units	#	5,370
	Franklin Templeton	Franklin Templeton Mutual Beacon Fund, 285.794 units	#	35,311
	Davis Funds	Davis New York Venture Fund, 1,189.910 units	#	37,038
*	John Hancock	Lifecycle 2010, 469.950 units	#	6,019
	American Funds	American Funds The Growth Fund of America, 1,648.181 units	#	65,317
	Franklin Templeton	Franklin Templeton World Fund, 642.590 units	#	26,210
*	John Hancock	Lifecycle 2040, 103.998 units	#	1,232
	MFS Funds	MFS Utilities, 161.238 units	#	4,204
	Franklin Templeton	Oppenheimer Global Fund, 16.919 units	#	791
	T. Rowe Price	T. Rowe Price Spectrum Inc, 56.488 units	#	2,058
	American Funds	EuroPacific Growth Fund, 750.675 units	#	43,470

See independent auditors' report.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Pooled Separate Accounts - continued				
	T. Rowe Price	T. Rowe Price Health Science, 887.496 units	#	47,143
	T. Rowe Price	T. Rowe Price Equity Inc, 129.686 units	#	5,710
	T. Rowe Price	T. Rowe Price Science & Technology, 669.552 units	#	31,260
	Oppenheimer Funds	Oppenheimer Developing Market, 693.622 units	#	46,839
*	John Hancock	Energy, 231.634 units	#	21,435
	J.P. Morgan	Mid Cap Growth, 106.095 units	#	3,641
*	John Hancock	Investment Company of America, 558.227 units	#	24,058
*	John Hancock	International Equity Index Fund, 342.493 units	#	5,702
*	John Hancock	Mutual Global Discovery, 314.862 units	#	24,049
*	John Hancock	International Small Cap, 126.308 units	#	4,064
	Franklin Templeton	Franklin Small-Mid Growth, 511.079 units	#	26,398
*	John Hancock	Small Cap Growth Index, 1,289.078 units	#	32,427
*	John Hancock	500 Index Fund, 23.900 units	#	20,194
*	John Hancock	Total Stock Market Index Fund, 976.175 units	#	15,718
*	John Hancock	Blue Chip Growth Fund, 1,316.168 units	#	39,838
*	John Hancock	Mid Cap Index Fund, 181.892 units	#	5,258
*	John Hancock	Small Cap Value Index, 160.805 units	#	3,157
*	John Hancock	Science and Technology Fund, 244.466 units	#	5,045
*	John Hancock	Optimized Value Fund, 38.691 units	#	4,431
*	John Hancock	Small Cap Value Fund, 131.281 units	#	4,493
*	John Hancock	Small Cap Growth Fund, 110.751 units	#	3,231
*	John Hancock	Small Cap Index Fund, 747.685 units	#	16,780
*	John Hancock	Financial Services Fund, 327.540 units	#	5,452
*	John Hancock	Real Estate Securities Fund, 581.457 units	#	37,085
*	John Hancock	High Yield Fund, 270.117 units	#	8,534
*	John Hancock	Domini Social Equity, 105.038 units	#	4,463
*	John Hancock	American Century Heritage , 136.342 units	#	3,093
*	John Hancock	Mid Cap Stock Fund, 240.881 units	#	5,411
*	John Hancock	International Value Fund, 362.444 units	#	7,980
*	John Hancock	Lifecycle 2030 , 29.157 units	#	344

See independent auditors' report.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Pooled Separate Accounts - continued				
*	John Hancock	Washington Mutual Investors, 159.999 units	#	6,932
*	John Hancock	Disciplined Value Mid Cap Fund, 464.228 units	#	7,150
*	John Hancock	All Cap Value Fund, 143.552 units	#	3,058
*	John Hancock	Capital Appreciation Fund, 301.304 units	#	3,984
*	John Hancock	Lifecycle 2015, 5,348.547 units	#	67,085
*	John Hancock	Value Fund, 282.109 units	#	<u>11,569</u>
				<u>2,306,913</u>
*	Participant Loans Receivable	Interest ranges from 5.25% to 10.25%, maximum five-year term, collateralized by 50% of participants' vested account balance	-0-	<u>150,844</u>
				<u>\$ 2,740,501</u>

* Represents a party-in-interest to the Plan.

Cost not readily determinable.

**RESIDENTIAL FINANCE CORPORATION
401(K) PROFIT SHARING PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2012 AND 2011

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

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BRADY WARE
& SCHOENFELD

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Residential Finance Corporation 401(k) Profit Sharing Plan
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Residential Finance Corporation 401(k) Profit Sharing Plan**, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by John Hancock Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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INDEPENDENT AUDITORS' REPORT - CONTINUED

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Columbus, Ohio
October 3, 2013

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments at fair value		
Money market fund	\$ 206,310	\$ 213,632
Guaranteed interest accounts	31,869	25,765
Government and corporate bond funds	44,565	7,154
Pooled separate accounts	<u>2,306,913</u>	<u>1,275,971</u>
Total investments at fair value	<u>2,589,657</u>	<u>1,522,522</u>
Receivables		
Participant loans	150,844	126,144
Participant contributions	-	27,039
Employer contributions	<u>-</u>	<u>6,873</u>
Total receivables	<u>150,844</u>	<u>160,056</u>
Total assets	2,740,501	1,682,578
LIABILITIES		
Refund of excess contributions	<u>887</u>	<u>887</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,739,614</u>	<u>\$ 1,681,691</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income (loss)		
Interest and dividends	\$ 7,782	\$ 5,940
Net appreciation (depreciation) in fair value of investments	<u>243,388</u>	<u>(28,302)</u>
Total investment income (loss)	<u>251,170</u>	<u>(22,362)</u>
Contributions		
Participants	640,545	284,102
Employer	263,329	142,167
Rollovers and other	<u>46,187</u>	<u>-</u>
Total contributions	<u>950,061</u>	<u>426,269</u>
Total additions	<u>1,201,231</u>	<u>403,907</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	124,416	305,818
Administrative expenses	<u>18,892</u>	<u>16,714</u>
Total deductions	<u>143,308</u>	<u>322,532</u>
NET INCREASE	1,057,923	81,375
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>1,681,691</u>	<u>1,600,316</u>
End of year	<u>\$ 2,739,614</u>	<u>\$ 1,681,691</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the **Residential Finance Corporation 401(k) Profit Sharing Plan** (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution profit sharing plan covering all eligible employees of the Residential Finance Corporation and subsidiaries (the "Company"). Any employee who has completed three months of service and is at least 21 years old is eligible to participate in the Plan. Eligible employees may enter the Plan on the first day of each quarter following the completion of the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective January 1, 2009, a new prototype Plan was adopted. New features include a safe harbor match available each year at the discretion of the Plan Sponsor, if proper notification is provided to the participants. Safe harbor contributions are immediately vested, while profit sharing contributions require three years of service be obtained before becoming 100% vested.

Contributions - Employee 401(k) contributions may be made by salary reduction for each pay period of eligible participation in the Plan. These contributions are not to exceed the Internal Revenue Code Section 402(g) limit. Participants may also contribute amounts representing distributions from other qualified plans. Participants who have attained age 50 by the end of the Plan year are eligible to make "catch-up" contributions, per IRC limits. The Company may make a matching contribution at the discretion of the Plan Sponsor. For the Plan years ended December 31, 2012 and 2011, the Plan Sponsor elected to make a matching contribution of 100% of the first 3% of compensation, then 50% of the next 2% of compensation, not to exceed a total of 4% of compensation, which totaled \$263,329 and \$142,167, respectively. The Company may also make a discretionary contribution which is allocated to all eligible participants based on a percentage of the participant's compensation each month. Participants must have been employed at the end of the year or have 91 consecutive days of service during the year to be eligible for the discretionary contribution. No discretionary contributions were made for the years ended December 31, 2012 or 2011.

Forfeitures - At December 31, 2012 and 2011, there were no forfeited nonvested accounts. Forfeited amounts are to be used to pay administrative expenses and are also used to reduce employer matching contributions. There were no forfeitures used to reduce employer matching contributions for the years ended December 31, 2012 and 2011. There were no forfeitures used to pay administrative expenses for the years ended December 31, 2012 and 2011.

Participant Accounts - John Hancock Life Insurance Company (the "Trust") is trustee and custodian of Plan investments. The Trust maintains the self-directed investment accounts for each participant containing the participant's contributions, Company contributions, net earnings or losses, forfeitures, and distributions and withdrawals. Company contributions and forfeitures are allocated based on participant contributions or account balances as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs both separately and distinctly into which investment the participant contribution and employer match and discretionary contribution is to be invested.

Vesting - Participants are immediately vested in their voluntary contributions, safe harbor contributions, and rollovers, plus actual earnings thereon. Vesting in the remainder of their account, plus actual earnings thereon, is based on years of continuous service. A participant is 100% vested after three years of credited service.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN - continued

Distributions - Upon termination of service by reason of retirement, death, permanent disability, or otherwise, participants or designated beneficiaries may elect to receive their vested balance either in a lump-sum amount, or payments over a period of time in cash installments, or in a form agreeable to the Plan Administrator. If the participant's vested account balance is \$5,000 or less, the Plan Administrator may elect to automatically distribute the balance to a participant in a single-sum payment. In addition, participants may receive distributions of their vested balance for qualified financial hardships.

Participant Loans - Participants may borrow from their vested account balance for hardship or financial necessity as defined in the agreement, up to 50% not to exceed \$50,000. The minimum loan amount is \$1,000. Loans bear interest at an agreed-upon percentage based on prevailing market rates, subject to applicable usury limits. Loan terms are for a period not exceeding five years. A longer term may be approved by the Plan if proceeds are to be used for the purchase of a primary residence. Loans are secured by the balance in the participants' accounts. Principal and interest is paid ratably through payroll deductions.

Investment Options - Upon enrollment in the Plan, a participant may direct contributions in any of 66 investment options in increments of one percent. Participants may change their investment options anytime via the telephone or Internet.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

Financial Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's Administrator to make estimates and assumptions that affect the reported amounts of net assets, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Benefit-Responsive Investment Contract - Investment contracts held by a defined-contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The Plan had an investment in a guaranteed interest contract at December 31, 2012 and 2011. Because the difference between the fair market value and the contract value of the fund was immaterial at December 31, 2012 and 2011, the investment has been shown in the financial statements at contract value.

Administrative Fees - The Company has agreed to pay certain administrative fees of the Plan. Certain other expenses may be paid out of forfeitures of the Plan. The Plan participants will bear the responsibility for the remaining fees. The Plan Sponsor provides certain accounting, record keeping, and administrative services to the Plan for which it receives no compensation.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Risks and Uncertainties - The Plan provides for various investment options including any combination of certain mutual funds. The underlying investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risks associated with certain investment securities, and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statement of Net Assets Available for Benefits and participants' individual account balances.

Payment of Benefits - Benefits are recorded when paid.

Participant Loans Receivable - Loans receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Investment Valuation and Income Recognition - The Plan's investments, other than fully benefit-responsive investment contracts, are stated at fair value, determined by quoted market prices in an active market of the underlying funds, which represent the net asset value of shares held by the Plan. Fully benefit-responsive investment contracts are stated at contract value. See Note I for discussion of fair value measurements. Unrealized appreciation and depreciation are calculated by comparing fair value to cost. Security transactions are recorded on a trade date basis. Gains and losses are computed using the specific identification method. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Subsequent Events - In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 3, 2013, the date the financial statements were available to be issued.

NOTE C - INVESTMENTS

The Plan's investments are held by a financial services administrated trust fund. The following table presents the fair values of the investments at December 31, 2012 and 2011:

	2012		2011
John Hancock Lifestyle Balanced	\$ 822,341 *	\$	260,732 *
John Hancock Lifestyle Growth	471,997 *		389,763 *
John Hancock Lifestyle Aggressive	215,368 *		145,145 *
John Hancock Money Market Fund	206,310 *		213,632 *
Lifecycle 2015	67,085		-
American Funds The Growth Fund of America	65,317		26,807
T. Rowe Price Health Science	47,143		24,399
Oppenheimer Developing Market	46,839		34,454
American Funds EuroPacific Growth Fund	43,470		34,751
Blue Chip Growth Fund	39,838		23,851
John Hancock Real Estate Securities Fund	37,085		3,136
Davis New York Venture Fund	37,038		33,085
PIMCO Total Return	35,413		2,355
Franklin Templeton Mutual Beacon Fund	35,311		30,683
Small Cap Growth Index	32,427		16,835

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS - continued

	<u>2012</u>	<u>2011</u>
John Hancock 3-year Compound	31,869	25,765
T. Rowe Price Science & Technology	31,260	21,853
Franklin Small-Mid Growth	26,398	13,946
Franklin Templeton World Fund	26,210	15,819
Investment Company of America	24,058	12,277
Mutual Global Discovery	24,049	12,230
John Hancock Energy	21,435	13,769
500 Index Fund	20,194	15,201
John Hancock Small Cap Index Fund	16,780	15,011
Total Stock Market Index Fund	15,718	6,295
Value Fund	11,569	-
John Hancock High Yield Fund	8,534	3,409
John Hancock International Value Fund	7,980	1,529
John Hancock Lifestyle Conservative	7,176	6,566
John Hancock Disciplined Value Mid Cap Fund	7,150	-
Washington Mutual Investors	6,932	-
PIMCO Global Bond	6,234	3,660
Lifecycle 2010	6,019	5,400
T. Rowe Price Equity Inc	5,710	7,222
John Hancock International Equity Index Fund	5,702	5,669
John Hancock Financial Services Fund	5,452	2,139
John Hancock Mid Cap Stock Fund	5,411	3,091
American Funds American Balanced Fund	5,370	2,215
Mid Cap Index Fund	5,258	3,529
Science and Technology Fund	5,045	2,078
John Hancock Small Cap Value Fund	4,493	1,943
John Hancock Domini Social Equity	4,463	2,501
Optimized Value Fund	4,431	2,418
MFS Utilities	4,204	2,219
John Hancock International Small Cap	4,064	2,632
Capital Appreciation Fund	3,984	-
Mid Cap Growth	3,641	1,860
John Hancock Small Cap Growth Fund	3,231	1,669
Small Cap Value Index	3,157	1,699
John Hancock American Century Heritage	3,093	1,634
All Cap Value Fund	3,058	-
Short Term Federal	2,918	1,139
T. Rowe Price Spectrum Inc	2,058	1,165
Lifecycle 2040	1,232	49,066
Oppenheimer Global Fund	791	-
Lifecycle 2030	344	-
Columbia Value & Restructuring	-	3,640
Franklin Balance Sheet	-	10,636
	<u>\$ 2,589,657</u>	<u>\$ 1,522,522</u>

* Fair values of individual assets represent five percent or more of the Plan's net assets as of December 31, 2012 and 2011.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS - continued

The Plan's investments (including bought, sold, and held during the year) appreciated (depreciated) in value in 2012 and 2011 as follows:

	<u>2012</u>	<u>2011</u>
Money market fund	\$ (520)	\$ (161)
Guaranteed interest accounts	92	(55)
Government and corporate bond funds	891	476
Pooled separate accounts	<u>242,925</u>	<u>(28,562)</u>
	<u>\$ 243,388</u>	<u>\$ (28,302)</u>

NOTE D - SUMMARY OF INFORMATION CERTIFIED BY PLAN TRUSTEE

The total current value of the investments held by the Trustee at December 31, 2012 and 2011 was \$2,589,657 and \$1,522,522, respectively. The cost of the investments at December 31, 2012 and 2011 is not readily determinable.

The Trustee of the Plan, John Hancock Life Insurance Company, has supplied the Plan Administrator with a certification as to the completeness and accuracy of the following information:

- Investments
- Interest and dividend income
- Net appreciation (depreciation) in fair value of investments

NOTE E - TAX STATUS

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participants will become 100% vested in the employer portion of contributions.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE G - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. During 2012 and 2011, certain Plan assets were invested with John Hancock Life Insurance Company. Thus, John Hancock Life Insurance Company, as trustee defined by the Plan, qualifies as a party-in-interest. The Plan paid administrative fees and fees associated with mutual fund redemptions of \$18,892 and \$16,714 for the years ended December 31, 2012 and 2011, respectively, to John Hancock Life Insurance Company.

NOTE H - BENEFITS ALLOCABLE TO WITHDRAWN PARTICIPANTS

There were no benefits payable to participants terminated prior to year-end for the years ended December 31, 2012 and 2011.

NOTE I - FAIR VALUE MEASUREMENTS

The Plan adopted the accounting standard that defines fair value and establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this accounting standard are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified contractual term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE I - FAIR VALUE MEASUREMENTS - continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

Shares of money market fund: Valued based on the valuation formula contained in the contract of the underlying fund; provides a daily mil-rate for income accretion.

Shares of guaranteed interest accounts: Valued based on the contractual terms of the underlying guaranteed interest accounts; provides a daily mil-rate for income accretion.

Shares of government and corporate bond funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Shares of pooled separate accounts: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012			
	Fair Value	Level 1	Level 2	Level 3
Shares of money market fund	\$ 206,310	\$ -	\$ 206,310	\$ -
Shares of guaranteed interest account	31,869	-	31,869	-
Shares of government and corporate bond funds	44,565	-	44,565	-
Shares of pooled separate accounts	<u>2,306,913</u>	<u>-</u>	<u>2,306,913</u>	<u>-</u>
	<u>\$ 2,589,657</u>	<u>\$ -</u>	<u>\$ 2,589,657</u>	<u>\$ -</u>
	2011			
	Fair Value	Level 1	Level 2	Level 3
Shares of money market fund	\$ 213,632	\$ -	\$ 213,632	\$ -
Shares of guaranteed interest accounts	25,765	-	25,765	-
Shares of government and corporate bond funds	7,154	-	7,154	-
Shares of pooled separate accounts	<u>1,275,971</u>	<u>-</u>	<u>1,275,971</u>	<u>-</u>
	<u>\$ 1,522,522</u>	<u>\$ -</u>	<u>\$ 1,522,522</u>	<u>\$ -</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

There were no differences between the financial statements and the Form 5500 for the years ended December 31, 2012 and 2011.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Money Market Fund				
*	John Hancock	Money Market Fund, 15,901.030 units	#	\$ 206,310
Guaranteed Interest Fund				
*	John Hancock	3-year Compound	#	31,869
Government and Corporate Bond Funds				
	PIMCO	Global Bond Fund, 323.520 units	#	6,234
	PIMCO	Total Return Fund, 1,425.056 units	#	35,413
*	John Hancock	Short-Term Federal Fund, 138.417 units	#	2,918
				44,565
Pooled Separate Accounts				
*	John Hancock	John Hancock Lifestyle Conservative, 31.536 units	#	7,176
*	John Hancock	John Hancock Lifestyle Balanced, 3,216.507 units	#	822,341
*	John Hancock	John Hancock Lifestyle Growth, 1,331.884 units	#	471,997
*	John Hancock	John Hancock Lifestyle Aggressive, 598.375 units	#	215,368
	American Funds	American Funds American Balanced Fund, 193.738 units	#	5,370
	Franklin Templeton	Franklin Templeton Mutual Beacon Fund, 285.794 units	#	35,311
	Davis Funds	Davis New York Venture Fund, 1,189.910 units	#	37,038
*	John Hancock	Lifecycle 2010, 469.950 units	#	6,019
	American Funds	American Funds The Growth Fund of America, 1,648.181 units	#	65,317
	Franklin Templeton	Franklin Templeton World Fund, 642.590 units	#	26,210
*	John Hancock	Lifecycle 2040, 103.998 units	#	1,232
	MFS Funds	MFS Utilities, 161.238 units	#	4,204
	Franklin Templeton	Oppenheimer Global Fund, 16.919 units	#	791
	T. Rowe Price	T. Rowe Price Spectrum Inc, 56.488 units	#	2,058
	American Funds	EuroPacific Growth Fund, 750.675 units	#	43,470

See independent auditors' report.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Pooled Separate Accounts - continued				
	T. Rowe Price	T. Rowe Price Health Science, 887.496 units	#	47,143
	T. Rowe Price	T. Rowe Price Equity Inc, 129.686 units	#	5,710
	T. Rowe Price	T. Rowe Price Science & Technology, 669.552 units	#	31,260
	Oppenheimer Funds	Oppenheimer Developing Market, 693.622 units	#	46,839
*	John Hancock	Energy, 231.634 units	#	21,435
	J.P. Morgan	Mid Cap Growth, 106.095 units	#	3,641
*	John Hancock	Investment Company of America, 558.227 units	#	24,058
*	John Hancock	International Equity Index Fund, 342.493 units	#	5,702
*	John Hancock	Mutual Global Discovery, 314.862 units	#	24,049
*	John Hancock	International Small Cap, 126.308 units	#	4,064
	Franklin Templeton	Franklin Small-Mid Growth, 511.079 units	#	26,398
*	John Hancock	Small Cap Growth Index, 1,289.078 units	#	32,427
*	John Hancock	500 Index Fund, 23.900 units	#	20,194
*	John Hancock	Total Stock Market Index Fund, 976.175 units	#	15,718
*	John Hancock	Blue Chip Growth Fund, 1,316.168 units	#	39,838
*	John Hancock	Mid Cap Index Fund, 181.892 units	#	5,258
*	John Hancock	Small Cap Value Index, 160.805 units	#	3,157
*	John Hancock	Science and Technology Fund, 244.466 units	#	5,045
*	John Hancock	Optimized Value Fund, 38.691 units	#	4,431
*	John Hancock	Small Cap Value Fund, 131.281 units	#	4,493
*	John Hancock	Small Cap Growth Fund, 110.751 units	#	3,231
*	John Hancock	Small Cap Index Fund, 747.685 units	#	16,780
*	John Hancock	Financial Services Fund, 327.540 units	#	5,452
*	John Hancock	Real Estate Securities Fund, 581.457 units	#	37,085
*	John Hancock	High Yield Fund, 270.117 units	#	8,534
*	John Hancock	Domini Social Equity, 105.038 units	#	4,463
*	John Hancock	American Century Heritage , 136.342 units	#	3,093
*	John Hancock	Mid Cap Stock Fund, 240.881 units	#	5,411
*	John Hancock	International Value Fund, 362.444 units	#	7,980
*	John Hancock	Lifecycle 2030 , 29.157 units	#	344

See independent auditors' report.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Pooled Separate Accounts - continued				
*	John Hancock	Washington Mutual Investors, 159.999 units	#	6,932
*	John Hancock	Disciplined Value Mid Cap Fund, 464.228 units	#	7,150
*	John Hancock	All Cap Value Fund, 143.552 units	#	3,058
*	John Hancock	Capital Appreciation Fund, 301.304 units	#	3,984
*	John Hancock	Lifecycle 2015, 5,348.547 units	#	67,085
*	John Hancock	Value Fund, 282.109 units	#	<u>11,569</u>
				<u>2,306,913</u>
*	Participant Loans Receivable	Interest ranges from 5.25% to 10.25%, maximum five-year term, collateralized by 50% of participants' vested account balance	-0-	<u>150,844</u>
				<u>\$ 2,740,501</u>

* Represents a party-in-interest to the Plan.

Cost not readily determinable.

**RESIDENTIAL FINANCE CORPORATION
401(K) PROFIT SHARING PLAN**

FINANCIAL STATEMENTS

YEARS ENDED DECEMBER 31, 2012 AND 2011

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

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BRADY WARE
& SCHOENFELD

INDEPENDENT AUDITORS' REPORT

Plan Administrator
Residential Finance Corporation 401(k) Profit Sharing Plan
Columbus, Ohio

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the **Residential Finance Corporation 401(k) Profit Sharing Plan**, which comprise the statements of net assets available for benefits as of December 31, 2012 and 2011, and the related statements of changes in net assets available for benefits for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Plan management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the Basis for Disclaimer of Opinion paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan Administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note D, which was certified by John Hancock Life Insurance Company, the trustee of the Plan, except for comparing the information with the related information included in the financial statements and supplemental schedule. We have been informed by the Plan Administrator that the trustee holds the Plan's investment assets and executes investment transactions. The Plan Administrator has obtained a certification from the trustee as of and for the years ended December 31, 2012 and 2011, that the information provided to the Plan Administrator by the trustee is complete and accurate.

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INDEPENDENT AUDITORS' REPORT - CONTINUED

Disclaimer of Opinion

Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we have not been able to obtain sufficient, appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

We were engaged for the purpose of forming an opinion on the financial statements as a whole. The supplemental schedule of assets (held at end of year), which is the responsibility of Plan management, is presented for the purpose of additional analysis and is not a required part of the financial statements, but is required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, it is inappropriate to, and we do not, express an opinion on the supplemental schedule referred to above.

Report on Form and Content in Compliance with DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedule, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.



Columbus, Ohio
October 3, 2013

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN**STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS****DECEMBER 31, 2012 AND 2011**

	<u>2012</u>	<u>2011</u>
ASSETS		
Investments at fair value		
Money market fund	\$ 206,310	\$ 213,632
Guaranteed interest accounts	31,869	25,765
Government and corporate bond funds	44,565	7,154
Pooled separate accounts	<u>2,306,913</u>	<u>1,275,971</u>
Total investments at fair value	<u>2,589,657</u>	<u>1,522,522</u>
Receivables		
Participant loans	150,844	126,144
Participant contributions	-	27,039
Employer contributions	<u>-</u>	<u>6,873</u>
Total receivables	<u>150,844</u>	<u>160,056</u>
Total assets	2,740,501	1,682,578
LIABILITIES		
Refund of excess contributions	<u>887</u>	<u>887</u>
NET ASSETS AVAILABLE FOR BENEFITS	<u>\$ 2,739,614</u>	<u>\$ 1,681,691</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

YEARS ENDED DECEMBER 31, 2012 AND 2011

	<u>2012</u>	<u>2011</u>
ADDITIONS TO NET ASSETS ATTRIBUTED TO		
Investment income (loss)		
Interest and dividends	\$ 7,782	\$ 5,940
Net appreciation (depreciation) in fair value of investments	<u>243,388</u>	<u>(28,302)</u>
Total investment income (loss)	<u>251,170</u>	<u>(22,362)</u>
Contributions		
Participants	640,545	284,102
Employer	263,329	142,167
Rollovers and other	<u>46,187</u>	<u>-</u>
Total contributions	<u>950,061</u>	<u>426,269</u>
Total additions	<u>1,201,231</u>	<u>403,907</u>
DEDUCTIONS FROM NET ASSETS ATTRIBUTED TO		
Benefits paid to participants	124,416	305,818
Administrative expenses	<u>18,892</u>	<u>16,714</u>
Total deductions	<u>143,308</u>	<u>322,532</u>
NET INCREASE	1,057,923	81,375
NET ASSETS AVAILABLE FOR BENEFITS		
Beginning of year	<u>1,681,691</u>	<u>1,600,316</u>
End of year	<u>\$ 2,739,614</u>	<u>\$ 1,681,691</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN

The following description of the **Residential Finance Corporation 401(k) Profit Sharing Plan** (the "Plan") provides only general information. Participants should refer to the Plan Agreement for a more complete description of the Plan's provisions.

General - The Plan is a defined contribution profit sharing plan covering all eligible employees of the Residential Finance Corporation and subsidiaries (the "Company"). Any employee who has completed three months of service and is at least 21 years old is eligible to participate in the Plan. Eligible employees may enter the Plan on the first day of each quarter following the completion of the eligibility requirements. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). Effective January 1, 2009, a new prototype Plan was adopted. New features include a safe harbor match available each year at the discretion of the Plan Sponsor, if proper notification is provided to the participants. Safe harbor contributions are immediately vested, while profit sharing contributions require three years of service be obtained before becoming 100% vested.

Contributions - Employee 401(k) contributions may be made by salary reduction for each pay period of eligible participation in the Plan. These contributions are not to exceed the Internal Revenue Code Section 402(g) limit. Participants may also contribute amounts representing distributions from other qualified plans. Participants who have attained age 50 by the end of the Plan year are eligible to make "catch-up" contributions, per IRC limits. The Company may make a matching contribution at the discretion of the Plan Sponsor. For the Plan years ended December 31, 2012 and 2011, the Plan Sponsor elected to make a matching contribution of 100% of the first 3% of compensation, then 50% of the next 2% of compensation, not to exceed a total of 4% of compensation, which totaled \$263,329 and \$142,167, respectively. The Company may also make a discretionary contribution which is allocated to all eligible participants based on a percentage of the participant's compensation each month. Participants must have been employed at the end of the year or have 91 consecutive days of service during the year to be eligible for the discretionary contribution. No discretionary contributions were made for the years ended December 31, 2012 or 2011.

Forfeitures - At December 31, 2012 and 2011, there were no forfeited nonvested accounts. Forfeited amounts are to be used to pay administrative expenses and are also used to reduce employer matching contributions. There were no forfeitures used to reduce employer matching contributions for the years ended December 31, 2012 and 2011. There were no forfeitures used to pay administrative expenses for the years ended December 31, 2012 and 2011.

Participant Accounts - John Hancock Life Insurance Company (the "Trust") is trustee and custodian of Plan investments. The Trust maintains the self-directed investment accounts for each participant containing the participant's contributions, Company contributions, net earnings or losses, forfeitures, and distributions and withdrawals. Company contributions and forfeitures are allocated based on participant contributions or account balances as defined by the Plan Agreement. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account. Each participant directs both separately and distinctly into which investment the participant contribution and employer match and discretionary contribution is to be invested.

Vesting - Participants are immediately vested in their voluntary contributions, safe harbor contributions, and rollovers, plus actual earnings thereon. Vesting in the remainder of their account, plus actual earnings thereon, is based on years of continuous service. A participant is 100% vested after three years of credited service.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE A - DESCRIPTION OF PLAN - continued

Distributions - Upon termination of service by reason of retirement, death, permanent disability, or otherwise, participants or designated beneficiaries may elect to receive their vested balance either in a lump-sum amount, or payments over a period of time in cash installments, or in a form agreeable to the Plan Administrator. If the participant's vested account balance is \$5,000 or less, the Plan Administrator may elect to automatically distribute the balance to a participant in a single-sum payment. In addition, participants may receive distributions of their vested balance for qualified financial hardships.

Participant Loans - Participants may borrow from their vested account balance for hardship or financial necessity as defined in the agreement, up to 50% not to exceed \$50,000. The minimum loan amount is \$1,000. Loans bear interest at an agreed-upon percentage based on prevailing market rates, subject to applicable usury limits. Loan terms are for a period not exceeding five years. A longer term may be approved by the Plan if proceeds are to be used for the purchase of a primary residence. Loans are secured by the balance in the participants' accounts. Principal and interest is paid ratably through payroll deductions.

Investment Options - Upon enrollment in the Plan, a participant may direct contributions in any of 66 investment options in increments of one percent. Participants may change their investment options anytime via the telephone or Internet.

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting - The financial statements of the Plan are prepared using the accrual method of accounting.

Financial Estimates - The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires the Plan's Administrator to make estimates and assumptions that affect the reported amounts of net assets, and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Benefit-Responsive Investment Contract - Investment contracts held by a defined-contribution plan are required to be reported at fair value; however, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined-contribution plan attributable to fully benefit-responsive investment contracts, because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the plan. The Statements of Net Assets Available for Benefits presents the fair value of the investment contracts, as well as the adjustment of the fully benefit-responsive investment contracts from fair value to contract value. The Statements of Changes in Net Assets Available for Benefits is prepared on a contract value basis. The Plan had an investment in a guaranteed interest contract at December 31, 2012 and 2011. Because the difference between the fair market value and the contract value of the fund was immaterial at December 31, 2012 and 2011, the investment has been shown in the financial statements at contract value.

Administrative Fees - The Company has agreed to pay certain administrative fees of the Plan. Certain other expenses may be paid out of forfeitures of the Plan. The Plan participants will bear the responsibility for the remaining fees. The Plan Sponsor provides certain accounting, record keeping, and administrative services to the Plan for which it receives no compensation.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE B - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES - continued

Risks and Uncertainties - The Plan provides for various investment options including any combination of certain mutual funds. The underlying investment securities are exposed to various risks, such as interest rate, market and credit risks. Due to the level of risks associated with certain investment securities, and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term, and that such changes could materially affect the amounts reported in the Statement of Net Assets Available for Benefits and participants' individual account balances.

Payment of Benefits - Benefits are recorded when paid.

Participant Loans Receivable - Loans receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. Delinquent participant loans are reclassified as distributions based upon the terms of the Plan Document.

Investment Valuation and Income Recognition - The Plan's investments, other than fully benefit-responsive investment contracts, are stated at fair value, determined by quoted market prices in an active market of the underlying funds, which represent the net asset value of shares held by the Plan. Fully benefit-responsive investment contracts are stated at contract value. See Note I for discussion of fair value measurements. Unrealized appreciation and depreciation are calculated by comparing fair value to cost. Security transactions are recorded on a trade date basis. Gains and losses are computed using the specific identification method. Dividends are recorded on the ex-dividend date. Interest income is recorded on the accrual basis.

Subsequent Events - In preparing these financial statements, the Plan has evaluated events and transactions for potential recognition or disclosure through October 3, 2013, the date the financial statements were available to be issued.

NOTE C - INVESTMENTS

The Plan's investments are held by a financial services administrated trust fund. The following table presents the fair values of the investments at December 31, 2012 and 2011:

	2012		2011
John Hancock Lifestyle Balanced	\$ 822,341 *	\$	260,732 *
John Hancock Lifestyle Growth	471,997 *		389,763 *
John Hancock Lifestyle Aggressive	215,368 *		145,145 *
John Hancock Money Market Fund	206,310 *		213,632 *
Lifecycle 2015	67,085		-
American Funds The Growth Fund of America	65,317		26,807
T. Rowe Price Health Science	47,143		24,399
Oppenheimer Developing Market	46,839		34,454
American Funds EuroPacific Growth Fund	43,470		34,751
Blue Chip Growth Fund	39,838		23,851
John Hancock Real Estate Securities Fund	37,085		3,136
Davis New York Venture Fund	37,038		33,085
PIMCO Total Return	35,413		2,355
Franklin Templeton Mutual Beacon Fund	35,311		30,683
Small Cap Growth Index	32,427		16,835

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS - continued

	2012	2011
John Hancock 3-year Compound	31,869	25,765
T. Rowe Price Science & Technology	31,260	21,853
Franklin Small-Mid Growth	26,398	13,946
Franklin Templeton World Fund	26,210	15,819
Investment Company of America	24,058	12,277
Mutual Global Discovery	24,049	12,230
John Hancock Energy	21,435	13,769
500 Index Fund	20,194	15,201
John Hancock Small Cap Index Fund	16,780	15,011
Total Stock Market Index Fund	15,718	6,295
Value Fund	11,569	-
John Hancock High Yield Fund	8,534	3,409
John Hancock International Value Fund	7,980	1,529
John Hancock Lifestyle Conservative	7,176	6,566
John Hancock Disciplined Value Mid Cap Fund	7,150	-
Washington Mutual Investors	6,932	-
PIMCO Global Bond	6,234	3,660
Lifecycle 2010	6,019	5,400
T. Rowe Price Equity Inc	5,710	7,222
John Hancock International Equity Index Fund	5,702	5,669
John Hancock Financial Services Fund	5,452	2,139
John Hancock Mid Cap Stock Fund	5,411	3,091
American Funds American Balanced Fund	5,370	2,215
Mid Cap Index Fund	5,258	3,529
Science and Technology Fund	5,045	2,078
John Hancock Small Cap Value Fund	4,493	1,943
John Hancock Domini Social Equity	4,463	2,501
Optimized Value Fund	4,431	2,418
MFS Utilities	4,204	2,219
John Hancock International Small Cap	4,064	2,632
Capital Appreciation Fund	3,984	-
Mid Cap Growth	3,641	1,860
John Hancock Small Cap Growth Fund	3,231	1,669
Small Cap Value Index	3,157	1,699
John Hancock American Century Heritage	3,093	1,634
All Cap Value Fund	3,058	-
Short Term Federal	2,918	1,139
T. Rowe Price Spectrum Inc	2,058	1,165
Lifecycle 2040	1,232	49,066
Oppenheimer Global Fund	791	-
Lifecycle 2030	344	-
Columbia Value & Restructuring	-	3,640
Franklin Balance Sheet	-	10,636
	<u>\$ 2,589,657</u>	<u>\$ 1,522,522</u>

* Fair values of individual assets represent five percent or more of the Plan's net assets as of December 31, 2012 and 2011.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE C - INVESTMENTS - continued

The Plan's investments (including bought, sold, and held during the year) appreciated (depreciated) in value in 2012 and 2011 as follows:

	<u>2012</u>	<u>2011</u>
Money market fund	\$ (520)	\$ (161)
Guaranteed interest accounts	92	(55)
Government and corporate bond funds	891	476
Pooled separate accounts	<u>242,925</u>	<u>(28,562)</u>
	<u>\$ 243,388</u>	<u>\$ (28,302)</u>

NOTE D - SUMMARY OF INFORMATION CERTIFIED BY PLAN TRUSTEE

The total current value of the investments held by the Trustee at December 31, 2012 and 2011 was \$2,589,657 and \$1,522,522, respectively. The cost of the investments at December 31, 2012 and 2011 is not readily determinable.

The Trustee of the Plan, John Hancock Life Insurance Company, has supplied the Plan Administrator with a certification as to the completeness and accuracy of the following information:

- Investments
- Interest and dividend income
- Net appreciation (depreciation) in fair value of investments

NOTE E - TAX STATUS

The IRS has determined and informed the Company by a letter dated March 31, 2008, that the Plan and related trust are designed in accordance with applicable sections of the Internal Revenue Code (IRC). The Plan Administrator believes that the Plan is designed and is currently being operated in compliance with the applicable requirements of the IRC and, therefore, believes that the Plan is qualified and the related trust is tax-exempt.

U.S. GAAP requires plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by the IRS. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan Administrator believes it is no longer subject to income tax examinations for years prior to 2009.

NOTE F - PLAN TERMINATION

Although it has not expressed any intent to do so, the Company has the right to terminate the Plan subject to the provisions of ERISA and its related regulations. In the event of Plan termination, participants will become 100% vested in the employer portion of contributions.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE G - PARTY-IN-INTEREST TRANSACTIONS

Parties-in-interest are defined under Department of Labor Regulations as any fiduciary of the Plan, any party rendering service to the Plan, the employer, and certain others. During 2012 and 2011, certain Plan assets were invested with John Hancock Life Insurance Company. Thus, John Hancock Life Insurance Company, as trustee defined by the Plan, qualifies as a party-in-interest. The Plan paid administrative fees and fees associated with mutual fund redemptions of \$18,892 and \$16,714 for the years ended December 31, 2012 and 2011, respectively, to John Hancock Life Insurance Company.

NOTE H - BENEFITS ALLOCABLE TO WITHDRAWN PARTICIPANTS

There were no benefits payable to participants terminated prior to year-end for the years ended December 31, 2012 and 2011.

NOTE I - FAIR VALUE MEASUREMENTS

The Plan adopted the accounting standard that defines fair value and establishes a framework for measuring fair value. This framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (Level 1 measurements), and the lowest priority to unobservable inputs (Level 3 measurements). The three levels of the fair value hierarchy under this accounting standard are described as follows:

Level 1 - Inputs to the valuation methodology are unadjusted quoted prices for identical assets or liabilities in active markets that the Plan has the ability to access.

Level 2 - Inputs to the valuation methodology include:

- quoted prices for similar assets or liabilities in active markets;
- quoted prices for identical or similar assets or liabilities in inactive markets;
- inputs other than quoted prices that are observable for the asset or liability;
- inputs that are derived principally from, or corroborated by, observable market data by correlation or other means.

If the asset or liability has a specified contractual term, the Level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 - Inputs to the valuation methodology are unobservable and significant to the fair value measurement.

The asset or liability's fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE I - FAIR VALUE MEASUREMENTS - continued

Following is a description of the valuation methodologies used for assets measured at fair value. There have been no changes in the methodologies used at December 31, 2012.

Shares of money market fund: Valued based on the valuation formula contained in the contract of the underlying fund; provides a daily mil-rate for income accretion.

Shares of guaranteed interest accounts: Valued based on the contractual terms of the underlying guaranteed interest accounts; provides a daily mil-rate for income accretion.

Shares of government and corporate bond funds: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

Shares of pooled separate accounts: Valued at the net asset value (NAV) of shares held by the Plan at year-end.

The preceding methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following table sets forth by level, within the fair value hierarchy, the Plan's assets at fair value as of December 31, 2012 and 2011:

	2012			
	Fair Value	Level 1	Level 2	Level 3
Shares of money market fund	\$ 206,310	\$ -	\$ 206,310	\$ -
Shares of guaranteed interest account	31,869	-	31,869	-
Shares of government and corporate bond funds	44,565	-	44,565	-
Shares of pooled separate accounts	<u>2,306,913</u>	<u>-</u>	<u>2,306,913</u>	<u>-</u>
	<u>\$ 2,589,657</u>	<u>\$ -</u>	<u>\$ 2,589,657</u>	<u>\$ -</u>
	2011			
	Fair Value	Level 1	Level 2	Level 3
Shares of money market fund	\$ 213,632	\$ -	\$ 213,632	\$ -
Shares of guaranteed interest accounts	25,765	-	25,765	-
Shares of government and corporate bond funds	7,154	-	7,154	-
Shares of pooled separate accounts	<u>1,275,971</u>	<u>-</u>	<u>1,275,971</u>	<u>-</u>
	<u>\$ 1,522,522</u>	<u>\$ -</u>	<u>\$ 1,522,522</u>	<u>\$ -</u>

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

NOTES TO FINANCIAL STATEMENTS

NOTE J - RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

There were no differences between the financial statements and the Form 5500 for the years ended December 31, 2012 and 2011.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR)

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Money Market Fund				
*	John Hancock	Money Market Fund, 15,901.030 units	#	\$ 206,310
Guaranteed Interest Fund				
*	John Hancock	3-year Compound	#	31,869
Government and Corporate Bond Funds				
	PIMCO	Global Bond Fund, 323.520 units	#	6,234
	PIMCO	Total Return Fund, 1,425.056 units	#	35,413
*	John Hancock	Short-Term Federal Fund, 138.417 units	#	2,918
				44,565
Pooled Separate Accounts				
*	John Hancock	John Hancock Lifestyle Conservative, 31.536 units	#	7,176
*	John Hancock	John Hancock Lifestyle Balanced, 3,216.507 units	#	822,341
*	John Hancock	John Hancock Lifestyle Growth, 1,331.884 units	#	471,997
*	John Hancock	John Hancock Lifestyle Aggressive, 598.375 units	#	215,368
	American Funds	American Funds American Balanced Fund, 193.738 units	#	5,370
	Franklin Templeton	Franklin Templeton Mutual Beacon Fund, 285.794 units	#	35,311
	Davis Funds	Davis New York Venture Fund, 1,189.910 units	#	37,038
*	John Hancock	Lifecycle 2010, 469.950 units	#	6,019
	American Funds	American Funds The Growth Fund of America, 1,648.181 units	#	65,317
	Franklin Templeton	Franklin Templeton World Fund, 642.590 units	#	26,210
*	John Hancock	Lifecycle 2040, 103.998 units	#	1,232
	MFS Funds	MFS Utilities, 161.238 units	#	4,204
	Franklin Templeton	Oppenheimer Global Fund, 16.919 units	#	791
	T. Rowe Price	T. Rowe Price Spectrum Inc, 56.488 units	#	2,058
	American Funds	EuroPacific Growth Fund, 750.675 units	#	43,470

See independent auditors' report.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Pooled Separate Accounts - continued				
	T. Rowe Price	T. Rowe Price Health Science, 887.496 units	#	47,143
	T. Rowe Price	T. Rowe Price Equity Inc, 129.686 units	#	5,710
	T. Rowe Price	T. Rowe Price Science & Technology, 669.552 units	#	31,260
	Oppenheimer Funds	Oppenheimer Developing Market, 693.622 units	#	46,839
*	John Hancock	Energy, 231.634 units	#	21,435
	J.P. Morgan	Mid Cap Growth, 106.095 units	#	3,641
*	John Hancock	Investment Company of America, 558.227 units	#	24,058
*	John Hancock	International Equity Index Fund, 342.493 units	#	5,702
*	John Hancock	Mutual Global Discovery, 314.862 units	#	24,049
*	John Hancock	International Small Cap, 126.308 units	#	4,064
	Franklin Templeton	Franklin Small-Mid Growth, 511.079 units	#	26,398
*	John Hancock	Small Cap Growth Index, 1,289.078 units	#	32,427
*	John Hancock	500 Index Fund, 23.900 units	#	20,194
*	John Hancock	Total Stock Market Index Fund, 976.175 units	#	15,718
*	John Hancock	Blue Chip Growth Fund, 1,316.168 units	#	39,838
*	John Hancock	Mid Cap Index Fund, 181.892 units	#	5,258
*	John Hancock	Small Cap Value Index, 160.805 units	#	3,157
*	John Hancock	Science and Technology Fund, 244.466 units	#	5,045
*	John Hancock	Optimized Value Fund, 38.691 units	#	4,431
*	John Hancock	Small Cap Value Fund, 131.281 units	#	4,493
*	John Hancock	Small Cap Growth Fund, 110.751 units	#	3,231
*	John Hancock	Small Cap Index Fund, 747.685 units	#	16,780
*	John Hancock	Financial Services Fund, 327.540 units	#	5,452
*	John Hancock	Real Estate Securities Fund, 581.457 units	#	37,085
*	John Hancock	High Yield Fund, 270.117 units	#	8,534
*	John Hancock	Domini Social Equity, 105.038 units	#	4,463
*	John Hancock	American Century Heritage , 136.342 units	#	3,093
*	John Hancock	Mid Cap Stock Fund, 240.881 units	#	5,411
*	John Hancock	International Value Fund, 362.444 units	#	7,980
*	John Hancock	Lifecycle 2030 , 29.157 units	#	344

See independent auditors' report.

RESIDENTIAL FINANCE CORPORATION 401(K) PROFIT SHARING PLAN

SCHEDULE H, LINE 4i - SCHEDULE OF ASSETS (HELD AT END OF YEAR) - CONTINUED

PLAN'S EMPLOYER IDENTIFICATION NUMBER: 31-1534662

PLAN NUMBER: 001

DECEMBER 31, 2012

(a)	(b) Identity of Issue, Borrower, Lessor, or Similar Party	(c) Description of Investment Including Maturity Date, Rate of Interest, Collateral, and Par or Maturity Value	(d) Cost	(e) Current Value
Pooled Separate Accounts - continued				
*	John Hancock	Washington Mutual Investors, 159.999 units	#	6,932
*	John Hancock	Disciplined Value Mid Cap Fund, 464.228 units	#	7,150
*	John Hancock	All Cap Value Fund, 143.552 units	#	3,058
*	John Hancock	Capital Appreciation Fund, 301.304 units	#	3,984
*	John Hancock	Lifecycle 2015, 5,348.547 units	#	67,085
*	John Hancock	Value Fund, 282.109 units	#	<u>11,569</u>
				<u>2,306,913</u>
*	Participant Loans Receivable	Interest ranges from 5.25% to 10.25%, maximum five-year term, collateralized by 50% of participants' vested account balance	-0-	<u>150,844</u>
				<u>\$ 2,740,501</u>

* Represents a party-in-interest to the Plan.

Cost not readily determinable.