

January 13, 2014

By E-mail

JPMorgan Chase & Co. and its direct and indirect subsidiaries ("JPMorgan")
c/o Robert A. Sacks, Esq.
Sullivan & Cromwell LLP
1888 Century Park East
Los Angeles, California 90067-1725

Re: Extension of (i) Acceptance Date under proposed RMBS
Trust Settlement Agreement and (ii) Forbearance Period and
Trustee Tolling Period under the Tolling and Forbearance Agreement

Dear Bob:

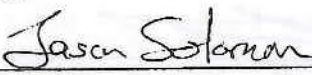
We write to confirm that consistent with Section 2.03(b) of the proposed RMBS Trust Settlement Agreement, dated November 15, 2013 (the "Proposed Settlement Agreement")¹, the Acceptance Date shall be extended, with respect to each of the Trustees, in their respective capacities as trustees, separate trustees, successor trustees, securities administrators or successor securities administrators for the Trusts, to and including March 16, 2014. Consequently, each of the Forbearance Period and the Trustee Tolling Period under and as defined in the Tolling and Forbearance Agreement, dated November 6, 2013 (the "Tolling Agreement"), shall be extended through and including March 16, 2014.

Please indicate JPMorgan's acknowledgement of the foregoing extension to the Acceptance Date and, accordingly, its consent to the foregoing extension to the Forbearance Period and Trustee Tolling Period and return an executed copy of this letter via e-mail to Matthew A. Martel at Jones Day (mmartel@jonesday.com).

Nothing in this letter shall be construed as acceptance or rejection of the Proposed Settlement Agreement or any portion thereof. The Tolling Agreement, as amended hereby, shall remain in full force and effect. The Trustees fully reserve all rights.

Very truly yours,

WILMINGTON TRUST, NATIONAL
ASSOCIATION, as trustee or securities
administrator, by its counsel Alston & Bird
LLP


By: Jason Solomon, partner

WELLS FARGO BANK, N.A., as trustee or
securities administrator, by its counsel Faegre
Baker Daniels LLP

By: _____

¹ Capitalized terms not expressly defined herein shall have the meaning set forth in the Proposed Settlement Agreement.

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administrator, by its counsel Alston & Bird
LLP

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Baker Daniels LLP

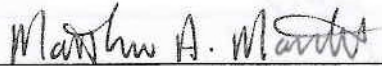
By: _____


By: Michael Dsty

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JPMorgan c/o Robert A. Sacks, Esq.
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U.S. BANK NATIONAL ASSOCIATION, as
trustee or securities administrator, by its
counsel Jones Day



By: MATTHEW A. MARTEL.

HSBC BANK USA NATIONAL
ASSOCIATION, as trustee or securities
administrator, by its counsel Mayer Brown
LLP

By:

LAW DEBENTURE TRUST COMPANY OF
NEW YORK, as separate trustee, by its
counsel Seward & Kissel LLP

By:

ACCEPTED AND AGREED

JPMORGAN CHASE & CO., on its behalf and
on behalf of its direct and indirect subsidiaries



By: Stephen M. Cutler
Its:

THE BANK OF NEW YORK MELLON and
THE BANK OF NEW YORK MELLON
TRUST COMPANY, N.A., as trustee or
securities administrator, by their counsel
Mayer Brown LLP

By:

DEUTSCHE BANK NATIONAL TRUST
COMPANY, as trustee or securities
administrator, by its counsel Morgan, Lewis
& Bockius LLP

By:

JPMorgan c/o Robert A. Sacks, Esq.
January 13, 2014
Page 2

U.S. BANK NATIONAL ASSOCIATION, as trustee or securities administrator, by its counsel Jones Day

By:

HSBC BANK USA NATIONAL ASSOCIATION, as trustee or securities administrator, by its counsel Mayer Brown LLP

By:

LAW DEBENTURE TRUST COMPANY OF NEW YORK, as separate trustee, by its counsel Seward & Kissel LLP


By:

ACCEPTED AND AGREED

JPMORGAN CHASE & CO., on its behalf and on behalf of its direct and indirect subsidiaries

By:
Its:

THE BANK OF NEW YORK MELLON and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as trustee or securities administrator, by their counsel Mayer Brown LLP



By: Sagi Tamir

DEUTSCHE BANK NATIONAL TRUST COMPANY, as trustee or securities administrator, by its counsel Morgan, Lewis & Bockius LLP

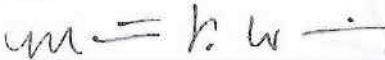
By:

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Page 2

U.S. BANK NATIONAL ASSOCIATION, as trustee or securities administrator, by its counsel Jones Day

By:

HSBC BANK USA NATIONAL ASSOCIATION, as trustee or securities administrator, by its counsel Mayer Brown LLP



By: Matthew V. Wargin

LAW DEBENTURE TRUST COMPANY OF NEW YORK, as separate trustee, by its counsel Seward & Kissel LLP

By:

ACCEPTED AND AGREED

JPMORGAN CHASE & CO., on its behalf and on behalf of its direct and indirect subsidiaries

By:
Its:

THE BANK OF NEW YORK MELLON and THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., as trustee or securities administrator, by their counsel Mayer Brown LLP

By:

DEUTSCHE BANK NATIONAL TRUST COMPANY, as trustee or securities administrator, by its counsel Morgan, Lewis & Bockius LLP

By:

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LAW DEBENTURE TRUST COMPANY OF NEW YORK, as separate trustee, by its counsel Seward & Kissel LLP

By:

ACCEPTED AND AGREED


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By:
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By:

DEUTSCHE BANK NATIONAL TRUST COMPANY, as trustee or securities administrator, by its counsel Morgan, Lewis & Bockius LLP



By: Kurt Rademacher

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HSBC BANK USA NATIONAL ASSOCIATION, as trustee or securities administrator, by its counsel Mayer Brown LLP

By:

LAW DEBENTURE TRUST COMPANY OF NEW YORK, as separate trustee, by its counsel Seward & Kissel LLP

M. William Munro

By:

ACCEPTED AND AGREED

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By:
Its:

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By:

DEUTSCHE BANK NATIONAL TRUST COMPANY, as trustee or securities administrator, by its counsel Morgan, Lewis & Bockius LLP

By:

