

SUPREME COURT OF THE STATE OF NEW YORK
COUNTY OF NEW YORK

In the matter of the application of

U.S. BANK NATIONAL ASSOCIATION, THE BANK OF NEW YORK MELLON, THE BANK OF NEW YORK MELLON TRUST COMPANY, N.A., WILMINGTON TRUST, NATIONAL ASSOCIATION, LAW DEBENTURE TRUST COMPANY OF NEW YORK, WELLS FARGO BANK, NATIONAL ASSOCIATION, HSBC BANK USA, N.A., and DEUTSCHE BANK NATIONAL TRUST COMPANY (as Trustees under various Pooling and Servicing Agreements and Indenture Trustees under various Indentures), AEGON USA Investment Management, LLC (intervenor), Bayerische Landesbank (intervenor), BlackRock Financial Management, Inc. (intervenor), Cascade Investment, LLC (intervenor), the Federal Home Loan Bank of Atlanta (intervenor), the Federal Home Loan Mortgage Corporation (Freddie Mac) (intervenor), the Federal National Mortgage Association (Fannie Mae) (intervenor), Goldman Sachs Asset Management L.P. (intervenor), Voya Investment Management LLC (f/k/a ING Investment LLC) (intervenor), Invesco Advisers, Inc. (intervenor), Kore Advisors, L.P. (intervenor), Landesbank Baden-Wuerttemberg (intervenor), Metropolitan Life Insurance Company (intervenor), Pacific Investment Management Company LLC (intervenor), Sealink Funding Limited (intervenor), Teachers Insurance and Annuity Association of America (intervenor), The Prudential Insurance Company of America (intervenor), the TCW Group, Inc. (intervenor), Thrivent Financial for Lutherans (intervenor), and Western Asset Management Company (intervenor),

Petitioners,

-against-

TRIAXX PRIME CDO 2006-1, LTD., TRIAXX PRIME CDO 2006-2, LTD., TRIAXX PRIME CDO 2007-1, LTD. (intervenor), QVT FUND V LP, QVT FUND IV LP, QUINTESSENCE FUND L.P., QVT FINANCIAL LP (intervenor), AMBAC ASSURANCE CORPORATION, THE SEGREGATED ACCOUNT OF AMBAC ASSURANCE CORPORATION (intervenor), and W&L INVESTMENTS, LLC (intervenor)

Respondents,

for an order, pursuant to CPLR § 7701, seeking judicial instruction, and approval of a proposed settlement.

Index No. 652382/2014

Friedman, J.

**AFFIRMATION OF JARMAN D. RUSSELL
IN SUPPORT OF THE TRUSTEES' FIRST AMENDED PETITION**

I, JARMAN D. RUSSELL, an attorney admitted to practice in the courts of the State of New York, pursuant to CPLR § 2106(a) and under the penalties of perjury, affirm that:

1. I am an associate of the firm Mayer Brown LLP, attorneys for petitioners The Bank of New York Mellon (“BNYM”) and The Bank of New York Mellon Trust Company, N.A., (“BNYMTC”) acting solely in their capacity as trustee for certain residential mortgage-backed securitization (“RMBS”) trusts. I submit this affirmation in support of the Trustees’ First Amended Petition.
2. At issue in this case are 43 trusts for which BNYM serves as trustee and 15 trusts for which BNYMTC serves as trustee (the “Trusts”). These Trusts are listed in Appendix A to this affirmation.
3. The majority of the Trusts are governed, at least in part, by a Pooling and Servicing Agreement (“PSA”). Two of the Trusts are governed by, among other agreements, an Indenture and a Sale and Servicing Agreement (“SSA”). The PSAs and Indentures that govern the Trusts are included in Trustees’ Exhibit 014.
4. Each PSA includes a provision that the Depositor assigns to the Trust or the Trustee, for the benefit of Certificateholders, all of its “right, title and interest” in and to the Mortgage Loans. *See, e.g.*, BALTA 2005-1 PSA § 2.01.
5. For the two Indenture trusts, the Depositor first assigned to the Issuer all of its “right, title and interest” in and to the Mortgage Loans in the SSA. *See, e.g.*, BSARM 2005-7 SSA § 2.01. The Indenture for each trust then states that the Issuer grants to the Indenture Trustee “all of the Issuer’s right, title and interest” in and to the Mortgage Loans. *See, e.g.*, BSARM 2005-7 Indenture.

Dated: New York, New York
January 18, 2016



Handwritten signature in blue ink, appearing to read "JD Russell".

Jarman D. Russell

Appendix A

<u>The Bank of New York Mellon</u>		<u>The Bank of New York Mellon Trust Company, N.A.</u>
BALTA 2005-1	PRIME 2005-1	CFLX 2007-1
BALTA 2005-2	SAMI 2005-AR1	CFLX 2007-2
BALTA 2005-3	SAMI 2005-AR2	CFLX 2007-3
BALTA 2005-4	SAMI 2005-AR3	CFLX 2007-M1
BALTA 2005-5	SAMI 2005-AR4	CHASE 2006-S3
BALTA 2005-7	SAMI 2005-AR6	CHASE 2006-S4
BALTA 2005-8	SAMI 2005-AR7	CHASE 2007-A1
BALTA 2005-9	SAMI 2005-AR8	CHASE 2007-A2
BALTA 2005-10	SAMI 2006-AR1	CHASE 2007-A3
BALTA 2006-1	SAMI 2006-AR2	CHASE 2007-S1
BALTA 2006-2	SAMI 2006-AR3	CHASE 2007-S2
BSABS 2005-SD1	SAMI 2006-AR4	CHASE 2007-S3
BSABS 2005-SD2	SAMI 2006-AR5	CHASE 2007-S4
BSABS 2005-SD3	SAMI 2006-AR6	CHASE 2007-S5
BSABS 2005-SD4	SAMI 2006-AR7	CHASE 2007-S6
BSABS 2006-2	SAMI 2006-AR8	
BSABS 2006-3		
BSABS 2006-4		
BSABS 2006-SD1		
BSABS 2006-SD2		
BSABS 2006-SD3		
BSABS 2006-SD4		
BSABS 2007-1		
BSARM 2005-7		
BSARM 2005-9		
CHASE 2006-S2		
GPMF 2005-AR1		