

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

In the matter of the application of

WELLS FARGO BANK, NATIONAL ASSOCIATION,
U.S. BANK NATIONAL ASSOCIATION, U.S. BANK
TRUST COMPANY, NATIONAL ASSOCIATION,
THE BANK OF NEW YORK MELLON, THE BANK
OF NEW YORK MELLON TRUST COMPANY, N.A.,
WILMINGTON TRUST, NATIONAL ASSOCIATION,
HSBC BANK USA, N.A., and DEUTSCHE BANK
NATIONAL TRUST COMPANY (as Trustees,
Indenture Trustees, Securities Administrators, Paying
Agents, and/or Calculation Agents of Certain Residential
Mortgage-Backed Securitization Trusts),

Petitioners,

For Judicial Instructions under CPLR Article 77 on the
Distribution of a Settlement Payment.

Index No. 657387/2017

Assigned to: Crane, J.

**AFFIRMATION OF
NIDHI NINA YADAVA**

I, Nidhi Nina Yadava, an attorney duly admitted to practice law in the State of New York,
hereby affirm under penalties of perjury, pursuant to CPLR § 2106, as follows:

1. I am a Partner with the firm Jones Day, counsel for petitioners U.S. Bank National
Association and U.S. Bank Trust Company, National Association (collectively, “U.S. Bank”) in
this investigation. I am familiar with the proceedings in this case.

2. I have personal knowledge of the facts stated in this affirmation, and they are all
true and correct. I make this application in support of the Proposed Order to Show Cause (the
“Proposed OSC”) filed by U.S. Bank contemporaneously herewith.

3. All capitalized terms used and not otherwise defined herein shall have the meanings
ascribed to such terms in the Petition (NYSCEF No. 1).

4. On February 13, 2020, the Court issued a Decision and Order (NYSCEF No. 843) (the “Merits Ruling”) concerning the settlement payment administration and distribution issues raised in the Petition.

5. The Merits Ruling was affirmed by the First Department, Appellate Division on August 19, 2021, and certain parties thereafter filed motions seeking discretionary leave to appeal with the New York Court of Appeals.

6. On April 26, 2022, the New York Court of Appeals denied the motions seeking leave to appeal, and subsequently denied motions for reargument with respect to the same.

7. On August 30, 2022, the Institutional Investors¹ submitted a Proposed Final Judgment and Order for 37 trusts (NYSCEF No. 982) (the “37 Trusts Proposed Order”).

8. On August 31, 2022, the Court entered an Order to Show Cause (NYSCEF No. 983) why the 37 Trusts Proposed Order should not be entered.

9. On September 14, 2022, Wells Fargo Bank, National Association (“Wells Fargo”) submitted an Affirmation of Clay J. Pierce in Partial Opposition to the Institutional Investors’ Order to Show Cause Seeking Entry of Final Judgment and Order for 37 Trusts (NYSCEF No. 988), requesting that the Court revise the 37 Trusts Proposed Order to exclude 27 Settlement Trusts for which Wells Fargo indicated it intends to seek further guidance from the Court.

10. On September 19, 2022, Wells Fargo submitted a Supplemental Affirmation of Clay J. Pierce in Partial Opposition to the Institutional Investors’ Order to Show Cause Seeking Entry of Final Judgment and Order for 37 Trusts (NYSCEF No. 993), modifying its opposition to be limited to 24 of the 27 Settlement Trusts it previously identified (the “WF Objected Trusts”).

¹ The Institutional Investors include the sixteen parties identified in Docket No. 135.

11. On October 5, 2022, the Court issued an Interim Decision and Order (NYSCEF No. 1001) denying immediate approval of the Undisputed Trusts Order and ordering the parties to present the Court with a joint proposed order for Settlement Trusts unaffected by the Wells Fargo Opposition no later than October 31, 2022.

12. Consistent with the aforementioned Interim Decision and Order, the parties have negotiated a proposed final judgment for 15 trusts that are expected to be amenable to mutual resolution among the parties on consent (the “15 Trusts Proposed Judgment”), a true and correct copy of which is enclosed as Exhibit 1 hereto.

13. Prior to this filing, we circulated a copy of the 15 Trusts Proposed Judgment to all parties in this matter, and inquired as to whether each party with an interest in the 15 Trusts Proposed Judgment consent to the entry of the same. Each interested party responded to our inquiry and confirmed that they consent to the entry of the 15 Trusts Proposed Judgment. Nevertheless, consistent with prior instructions of this Court, the Proposed OSC filed herewith provides an opportunity for parties to file opposition papers to the 15 Trusts Proposed Judgment if they so wish.

14. For the reasons set out herein and subject to my understanding that no party opposes the 15 Trusts Proposed Judgment, U.S. Bank respectfully requests that the Court enter the 15 Trusts Proposed Judgment.

15. No prior application for the relief herein requested has been made to this Court or to any other Court.

Dated: October 31, 2022
New York, New York

JONES DAY

/s/ Nidhi Nina Yadava
Nidhi Nina Yadava
250 Vesey Street
New York, NY 10281-1047
+1 (212) 326-3939

Keith M. Kollmeyer (admitted *pro hac vice*)
100 High Street
Boston, MA 02110-1781
+1 (617) 960-3939

*Counsel for U.S. Bank, National Association
and U.S. Bank Trust Company, National
Association*

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RULE 17 CERTIFICATE OF COMPLIANCE WITH WORD COUNT LIMIT

I hereby certify that the foregoing document complies with the word count limit set forth in Rule 17 of the Rules of Practice for the Commercial Division of the Supreme Court because it contains 677 words, excluding the caption and signature block.

In making this calculation, I have relied on the word count of the word-processing system used to prepare the document.

Dated: October 31, 2022
New York, New York

Respectfully submitted,

/s/ Nidhi Nina Yadava
JONES DAY
Nina Yadava
250 Vesey Street
New York, NY 10281-1047
+1 (212) 326-3939