

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 CLAY J. PIERCE**

CLAY J. PIERCE, an attorney duly admitted to practice law in the State of New York, hereby affirms under penalties of perjury, pursuant to CPLR § 2106, as follows:

1. I am a Partner with the firm Faegre Drinker Biddle & Reath LLP, counsel for petitioner Wells Fargo Bank, National Association (“Wells Fargo”). 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 Wells Fargo contemporaneously herewith.

3. All capitalized terms used and not otherwise defined herein shall have the meanings ascribed to them 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. In its February 13, 2020 Decision and Order, the Court ordered, among other things, that “as to any Settlement Trust in which all interested respondents are able, after the issuance of this decision and in consultation with the Trustees, to resolve a dispute as to any issue that is the subject of this proceeding, they may do so independent of the Court’s ultimate determination as to how such issue should be resolved among the parties that continue to dispute the issue.” *See* NYSCEF No. 843 at 45.

6. The Court requested that proposed judgments to which all interested parties have consented be submitted to the Court by Order to Show Cause.

7. Until negotiations began regarding the language of the final order in this proceeding, it was believed that GPMF 2005-AR1 (the trust that is the subject of the [Proposed] Partial Severance Order and Partial Final Judgment (GPMF 2005-AR1) (the “Proposed Order”), attached hereto as Exhibit A) was disputed.

8. Petitioner has consulted with all remaining parties who have standing to appear with respect to GPMF 2005 AR-1, including specifically: AEGON USA Investment Management, LLC, BlackRock Financial Management, Inc., Cascade Investment, LLC, the Federal Home Loan Bank of Atlanta, the Federal Home Loan Mortgage Corporation (Freddie Mac), the Federal National Mortgage Association (Fannie Mae), Goldman Sachs Asset Management L.P., Voya Investment Management LLC, Invesco Advisors, Inc., Kore Advisors, L.P., Metropolitan Life Insurance Company, Pacific Investment Management Company LLC, Teachers Insurance and Annuity Association of America, the TCW Group, Inc., Thrivent

Financial for Lutherans, and Western Asset Management Company (each for themselves and, to the extent applicable, as investment managers of funds and accounts, and collectively, the “Institutional Investors”); Tilden Park Investment Master Fund LP, Tilden Park Management I LLC, and Tilden Park Capital Management LP, on behalf of themselves and their advisory clients (collectively, “Tilden”), and Ellington Management Group L.L.C. (collectively, “Interested Parties”). Petitioner has confirmed with all Interested Parties that any and all outstanding disputes with respect to GPMF 2005-AR1 have been resolved.

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

10. Petitioner has conferred with all Interested Parties and with the Trustee for GPMF 2005-AR1 (Petitioner The Bank of New York Mellon), and has confirmed that there is no objection to the Proposed Order.

11. There is no triable issue of fact concerning GPMF 2005-AR1. Upon entry of the Proposed Order, the Subject Allocable Shares can be paid to investors in GPMF 2005-AR1.

12. For the reasons set out herein, Wells Fargo respectfully requests that the Court enter the Proposed Order.

*[Signature Page Follows]*

Dated: New York, New York  
October 27, 2023

**FAEGRE DRINKER BIDDLE & REATH LLP**

By: /s/ Clay J. Pierce

Clay J. Pierce

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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 593 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.

*[Signature Page Follows]*

Dated: New York, New York  
October 27, 2023

**FAEGRE DRINKER BIDDLE & REATH LLP**

By: /s/ Clay J. Pierce

Clay J. Pierce

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*Counsel for Petitioner Wells Fargo Bank, National  
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