

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

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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.

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STATE OF TEXAS)
) ss.:
COUNTY OF HARRIS)

DAVID M. SHEEREN, being duly sworn, deposes and says:

1. I am a Partner with the firm Gibbs & Bruns LLP, 1100 Louisiana, Suite 5300, Houston, Texas 77002, national counsel for the Institutional Investors¹ in this litigation. I am familiar with the proceedings in this case, and I have been admitted *pro hac vice* to represent the Institutional Investors in this matter, together with Kenneth E. Warner of Warner Partners, P.C., attorneys of record.

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

2. I have personal knowledge of the facts stated in this affidavit, and they are all true and correct. I make this application in support of the Proposed Order to Show Cause filed by the Institutional Investors on this date.

3. 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 (NYSCEF No. 1).

4. The Merits Ruling was affirmed by the First Department, Appellate Division on August 19, 2021.

5. On April 26, 2022, the New York Court of Appeals denied motions filed by Tilden Park Investment Master Fund LP (“Tilden”) and U.S. Bank National Association, solely in its capacity as Indenture Trustee for certain NIM Trusts holding direct interests in certain of the Undisputed Subject Trusts and solely at the direction of HBK Master Fund L.P. (“U.S. Bank as NIM Trustee”), seeking discretionary leave to appeal to the Court of Appeals.

6. Tilden and U.S. Bank as NIM Trustee have sought rehearing of the Court of Appeals’ denial of their motions seeking discretionary leave to appeal, which remains pending.

7. Tilden and U.S. Bank as NIM Trustee have agreed to limit their ongoing appeal to 21 trusts (the “21 HBK and Tilden Park Trusts”)², and to waive all appeal rights with respect to all other trusts in which they claimed an interest.

² Those 21 trusts are: BALTA 2005-4; BSABS 2005-AQ2; BSABS 2005-EC1; BSABS 2005-FR1; BSABS 2005-HE11; BSABS 2005-HE2; BSABS 2006-AQ1; BSABS 2006-EC1; BSABS 2006-EC2; BSABS 2006-HE1; BSABS 2006-HE3; BSABS 2006-HE10; BSABS 2006-HE5; BSABS 2006-HE8; BSABS 2006-PC1; BSABS 2007-HE1; BSABS 2007-HE3; BSABS 2007-HE5; GPMF 2005-AR1; GPMF 2005-AR4; and JPALT 2007-A1.

8. Following extensive negotiations among all parties, I believe the parties have successfully negotiated the form of an agreed proposed final judgment for 37 trusts for which no further appellate proceedings will take place (the “37 Undisputed Trust Proposed Final Judgment”), a true and correct copy of which is enclosed as Exhibit 1 hereto.

9. I have conferred with counsel to all parties, and my understanding is that all parties consent to the Court’s entry of the 37 Undisputed Trust Proposed Final Judgment.

10. The settlement proceeds for these 37 trusts, which remain in escrow, exceed approximately \$620 million. Entry of the 37 Undisputed Trust Proposed Final Judgment will allow these funds to be distributed to the trusts’ investors.

11. If the Court were to enter the 37 Undisputed Trust Proposed Final Judgment, 23 trusts will remain in dispute: the 21 HBK and Tilden Park Trusts (which are subject to the ongoing appeal described above) and 2 trusts for which the relevant interested parties are continuing to attempt to resolve various idiosyncratic disputes (GPMF 2006-AR3 (Group 2), and BSABS 2006-IM1).³

12. For the reasons set out herein, the Institutional Investors respectfully request that the Court enter the accompanying proposed 37 Undisputed Trusts Proposed Final Judgment.

13. The reason this motion is being brought on by order to show cause rather than by notice of motion is that the Court requested this application be made by order to show cause.

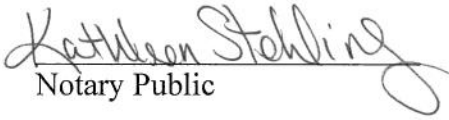
14. No prior application for the relief herein requested has been made to this Court or to any other Court.

³ Separately, a proposed partial final judgment for GPMF 2006-AR2 (Groups 3 and 4) was filed on Friday, August 12, 2022 (NYSCEF No. 977), and that proposed final judgment remains pending.

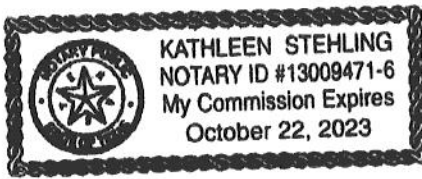


DAVID M. SHEEREN

Sworn to before me this
30th day of August, 2022.



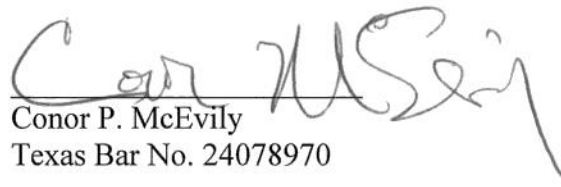
Notary Public



CERTIFICATE OF CONFORMITY

I, Conor P. McEvily, am an attorney duly admitted to practice in the State of Texas. I hereby certify that the foregoing Affidavit of David M. Sheeren, taken on August 30, 2022 before Katie Stehling, a notary public in the State of Texas, was taken in the manner prescribed by the laws of the State of Texas, being the State in which it was taken, and duly conforms with such laws and is valid and effective in such State as to the purpose for which it was submitted.

Dated: August 30, 2022
Houston, Texas


Conor P. McEvily
Texas Bar No. 24078970